

TERN PROPERTIES
COMPANY LIMITED

Stock Code : 277

Annual Report
2020

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Corporate Information

Board of Directors

Executive Directors

Chan Hoi Sow
(Chairman and Managing Director)

Chan Yan Wai, Emily
(Vice Chairman)

Chan Yan Tin, Andrew

Non-Executive Director

Chan Yan Mei, Mary-ellen

Independent Non-Executive Directors

Chan Kwok Wai
Cheung Chong Wai, Janet
Tse Lai Han, Henry

Audit Committee

Chan Kwok Wai
(Chairman)
Cheung Chong Wai, Janet
Tse Lai Han, Henry

Remuneration Committee

Chan Kwok Wai
(Chairman)
Chan Yan Tin, Andrew
Tse Lai Han, Henry

Nomination Committee

Chan Kwok Wai
(Chairman)
Chan Yan Wai, Emily
Tse Lai Han, Henry

Principal Bankers

Credit Suisse Group AG
Hang Seng Bank Limited
The Bank of East Asia, Limited
Nanyang Commercial Bank, Ltd.

Registered Office

26th Floor, Tern Centre, Tower I
237 Queen's Road Central
Hong Kong

Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre, 183 Queen's Road East
Wan Chai, Hong Kong

Company Secretary

Lee Ka Man

Auditor

HLM CPA Limited
Rooms 1501-8, 15/F, Tai Yau Building,
181 Johnston Road,
Wanchai, Hong Kong

Solicitors

Woo, Kwan, Lee & Lo

Website

www.tern.hk

Stock Code

277

Chairman's Statement

I am pleased to present to shareholders of Tern Properties Company Limited (the "Company") the annual results of the Company and its subsidiaries (the "Group") for the year ended 31 March 2020.

Financial Results

The revenue of the Group for 2020 was HK\$73.1 million, a slight decrease of 8.9% from last year. The reduction was primarily attributable to lower rents from renewals in commercial shop properties.

The loss attributable to the owners of the Company for the year was HK\$531.2 million. Such loss was primarily attributable by the decrease in the fair value of the Group's investment properties as compared with the end of last year. Loss per share amounted to HK1.85 dollars.

Dividend

The Board of Directors of the Company has resolved to recommend a final dividend of HK2.7 cents per share for the year ended 31 March 2020. Together with the interim dividend of HK1.8 cents per share that have already been paid, the total dividends for the year will amount to HK4.5 cents per share. The proposed final dividend, subject to approval by the shareholders of the Company at the annual general meeting to be held on Wednesday, 19 August 2020, will be payable on Monday, 31 August 2020 to the shareholders on the Register of Members of the Company on Thursday, 27 August 2020.

Closure of Register Members

To ascertain the entitlement of the shareholders to attend and vote at the 2020 Annual General Meeting, the Register of Members of the Company will be closed from Friday, 14 August 2020 to Wednesday, 19 August 2020, both days inclusive, during which period no transfer of shares will be registered by the Company. In order to be eligible to attend and vote at the 2020 Annual General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 13 August 2020.

Subject to the approval of the shareholders at the 2020 Annual General Meeting, the proposed final dividend will be payable to the shareholders whose names appear on the Register of Members of the Company on 27 August 2020. To ascertain the entitlement of the shareholders to the proposed final dividend, the Register of Members of the Company will be closed from Wednesday, 26 August 2020 to Thursday, 27 August 2020, both days inclusive, during which period no transfer of shares will be registered by the Company. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 25 August 2020.

Chairman's Statement

Business Outlook

Against the backdrop of the weak global economy, the wide and rapid spread of COVID-19 worldwide has further dampened the global economy and consumer desire. The global stock market has suffered a historical crash. Although many governments and central banks have launched emergency measures to deal with the impact of the coronavirus disease and the crash of stock market on the economy, the effect has not yet been fully reflected in the economy.

Since the second half of 2019, local retail consumption has continued to decline due to the impact of social movements, resulting in the Hong Kong economy recording negative growth for two consecutive quarters. As a result, the rental income of the Group's investment properties has continued to decline. Affected by COVID-19, all walks of life in Hong Kong have become even negatively impacted. The Group and tenants tackled the difficulties together by the Group providing short-term relief measures, resulting in further downward adjustment on the Group's rental income.

Under today's unstable economic and social environment, the Group's investment in listed fixed-income bonds provides stable income and liquidity, and mitigates the impact of the economic slowdown on the decline in rental income. The management maintains an extremely prudent attitude, maintains the financial stability of the Group with low debt ratio and sufficient liquidity, and strives to respond to and mitigate the negative impacts and challenges brought about by changes in the economic environment.

Acknowledgements

On behalf of the Board, I would like to take this opportunity to express my appreciation to all staff for their efforts and contribution. I also express my gratitude to my fellow directors and shareholders for their support.

Chan Hoi Sow

Chairman and Managing Director

Hong Kong, 12 June 2020

Management Discussion and Analysis

Introduction

The core business of the Company and its associates consist of property investment and treasury investment. Details of properties held by the Group is shown on pages 134 to 136 to the consolidated financial statements.

Financial Highlights

In millions of Hong Kong dollars except per share amounts

		2020	2019
For the year	Revenue	73.1	80.3
	(Loss)/profit for the year attributable to owners of the Company	(531.2)	25.5
As at 31 March	Capital & reserves attributable to owners of the Company	2,963.5	3,739.9
	Shares in issue (thousands)	277,233	307,759
Ratio	Return before the changes in fair value of investment properties on capital & reserves attributable to owners of the Company	0.40%	1.1%
Per Share	Net worth per share (HK\$)	10.7	12.2
	Basic (loss)/earnings per share (HK cents)	(184.8)	8.3
	Final dividend declared per share (HK cents)	2.7	3.2

Financial Review

Financial Results

Revenue

The revenue derived from the Group's investment in properties for the year was HK\$73.1 million (2019: HK\$80.3 million), a decrease of HK\$7.2 million. This was due to most of the Group's commercial shop properties recorded a decrease in rental rates upon renewal and decreased in the Group's rental portfolio occupancy rate. The Group's rental portfolio occupancy rate decreased by 5.1% to 92.4% (2019: 97.5%).

Treasury investments income

The Group's treasury investment income mainly represented interest income of HK\$38.1 million (2019: HK\$36.1 million) derived from investments in debt securities, an increase of HK\$2.0 million. This was primarily due to a higher average carrying value of investments in debt securities during the year.

During the year, certain of Group's investments in debt securities were redeemed by its issuers and a realized gain of HK\$4.9 million was recorded.

At year ended, there was fair value loss of HK\$8.3 million (2019: HK\$46 thousand) on listed equity securities on hand.

Management Discussion and Analysis

Financial Review (Cont'd)

Financial Results (Cont'd)

Loss attributable to the owners of the Company

Loss attributable to the owners of the Company for the year was HK\$531.2 million (2019: profit of HK\$25.5 million).

The turnaround of the result from profit to loss was primarily due to:

- a fair value loss of HK\$543.0 million on revaluation of investment properties
- a higher amount of fair value loss on listed equity securities

Loss per share

Loss per share for the year ended 31 March 2020 were HK184.8 cents (2019: earning per share HK8.3 cents). The proposed final dividend of HK2.7 cents (2019: HK3.2 cents) per share will make a total distribution of interim and final dividend of HK4.5 cents (2019: HK5.4 cents) per share for the full year.

Liquidity, Bank Borrowings and Finance Costs

At 31 March 2020, the Group's net current assets including pledged bank deposits and bank balances and cash of HK\$22.1 million (2019: HK\$277.8 million) amounted to HK\$29.6 million (2019: net current assets of HK\$265.5 million), a decrease of HK\$235.9 million from last year due to:

- settlement for purchase the Company's listed securities
- an increase in investments in debt securities

At 31 March 2020, the Group's banking facilities amounting to HK\$1,026.4 million (2019: HK\$1,128.3 million) were fully secured by its investment properties, pledged bank deposits and investment in debt securities with an aggregate fair value amounting to HK\$1,196.5 million (2019: HK\$1,641.3 million). At 31 March 2020, HK\$306.5 million was utilised (2019: HK\$268.3 million).

At 31 March 2020, the total amount of outstanding bank borrowings net of bank balances and cash and pledged bank deposits were HK\$284.3 million and the gearing ratio (which is the ratio of net bank borrowings to total equity) was 9.6%. At 31 March 2019, although the Group has bank borrowings of HK\$268.3 million, the Group has a net cash balance on hand.

Of the total bank borrowings at 31 March 2020, HK\$62.3 million or 20.3% (2019: HK\$11.8 million or 4.4%) were repayable within one year. HK\$12.5 million or 4.1% (2019: HK\$12.1 million or 4.5%) were repayable after one year but within two years. HK\$39.5 million or 12.9% (2019: HK\$38.2 million or 14.2%) were repayable after two years but within five years. HK\$192.2 million or 62.7% (2019: HK\$206.2 million or 76.9%) were repayable after five years.

The Group's finance costs for the year ended 31 March 2020 were comparable with last year at HK\$6.8 million (2019: HK\$6.7 million).

Financial Review (Cont'd)

Shareholders' Funds

At 31 March 2020, the Group's shareholders' funds decreased to HK\$2,963.5 million (2019: HK\$3,739.9 million), was mainly due to a significant decrease in the fair value of Group's investment properties at year end. The net asset value per share was HK\$10.7 (2019: HK\$12.2).

Segment Information

Detailed segmental information in respect of the revenue and profit or loss is shown in note 6 to the consolidated financial statements.

Risk of Foreign Exchange Fluctuation

The Group is required to maintain foreign currency exposure to cater for its present and potential investment activities, meaning it will be subject to reasonable exchange rate exposure. However, the Group will closely monitor this risk exposure as required.

Contingent Liabilities

As at 31 March 2020, the Group did not have any material contingent liabilities.

Pledge of Assets

Details regarding pledge of assets are set out in note 30 to the consolidated financial statements.

Operational Review

Properties

- The Group's rental income mainly derived from its Hong Kong property portfolio.
- The Group's rental income was comparable to 2019.
- At 31 March 2020, the Group's held investment properties amounting to HK\$2,409.0 million, a decrease of HK\$543.3 million from last year. The decrease was due to the decrease in fair value of the Group's investment portfolio upon revaluation at year end.
- No acquisitions or disposals of properties during the year.

Management Discussion and Analysis

Operational Review (Cont'd)

Treasury Investments

- The Group's strategy is to maintain securities investment portfolio for treasury management and invest in securities and treasury products with attractive yield and good prospect to bring stable and satisfactory return in long run.
- At 31 March 2020, the portfolio of securities investments and treasury products of HK\$561.6 million (2019: HK\$450.7 million) comprise debt securities of HK\$510.3 million (2019: HK\$443.4 million) and listed equity investments of HK\$51.3 million (2019: HK\$7.3 million). There was no single debt security over 5% of the Group's total assets.

Employees

At 31 March 2020, the total number of staff of the Group was 17 (2019: 18). The total staff costs including Directors' emoluments amounted to HK\$26.0 million (2019: HK\$24.8 million).

The Group reviews staff remuneration packages annually, which is based on individual performance and merit. The benefits including contributions to employee provident funds, medical subsidies and a discretionary bonus. The Group recognises the importance of continuing professional education and development, and subsidies are granted to employees who take job-related courses.

Our Risk Profile

Our approach for managing risk is underpinned by our understanding of our current risks exposures, and how our risks are changing over time. The following illustrates the nature of our major risks. Further analysis of our strategies is set out in other sections of the Annual Report as indicated below:

Business Risk

We ensure our properties remain competitive and up to the highest standards by closely monitoring market trends and the business environment. Regular maintenance and renovation help us uphold the safety and quality of our properties. To protect the Group's assets, we employed professionals who oversee the design, progress and capital expenditures of major maintenance and renovation projects.

Operational Review (Cont'd)

Operational Risk

Operational risk is concerned with possible losses caused by inadequate or failed internal processes, people, systems or external events. Operational risk is mitigated and controlled through establishing robust internal controls, setting our clear lines of responsibility, proper segregation of duties and effective internal reporting and contingency planning. It is our corporate culture that the business and operating line management are fully aware of, and responsible for, managing the operational risks of their business units on a day-to-day basis. Independent monitoring and reviews are conducted by the internal audit team which reports regularly to the respective senior management and the Audit Committee.

Financial Risk

Financial risk included market risk, credit risk and liquidity risk. Market risk concerns that the value of an investment will change due to movements in market factors and which can be further divided into equity risk, interest rate risk and foreign exchange risk. Credit risk is the risk of losses arising from clients or counterparties failing to make payments as contracted. Liquidity risk concerns that a given security or asset cannot be traded readily in the market to prevent a loss or make the required profit. Further discussion on financial risk management is outlined in note 33(b) to the consolidated financial statements.

Environmental Policies

The Group is committed to building an eco-friendly corporation. It is the Group's aim to reduce the impacts of its operations on the environment. The environmental policies of the Group include minimizing consumption of paper and electricity, reducing waste and promoting the use of electronic communication and storage.

Relationship with Key Stakeholders

The Group fully understands that staff, customers and suppliers are the key to our sustainable and stable development. We are committed to establishing a close relationship with our staffs, enhancing cooperation with our suppliers and our customers so as to ensure the Group's sustainable development.

Profile of Directors and Senior Management

Chan Hoi Sow

Mr. Chan, aged 86, is the founder of the Group. He has been the Chairman and Managing Director of the Group since 1987. He is also a director of various members of the Group. Mr. Chan has closed to 40 years of experience in property investment and development in Hong Kong, the Mainland China and overseas and in financial investment. He is the father of Mr. Chan Yan Tin, Andrew, an Executive Director of the Company, Ms. Chan Yan Wai, Emily, the Vice Chairman and an Executive Director of the Company and Ms. Chan Yan Mei, Mary-ellen, a Non-Executive Director of the Company.

Chan Yan Tin, Andrew

Mr. Chan, aged 56, has been an Executive Director of the Company since January 2004. He was an Executive Director from October 1987 to April 2001 and a Non-Executive Director from April 2001 to January 2004. He is also a member of the Remuneration Committee and a director of various members of the Group. He graduated from Simon Fraser University in Canada and has extensive experience in construction, property investment and development in Hong Kong, the Mainland China and overseas. Mr. Chan is a son of Mr. Chan Hoi Sow, the Group's Chairman and Managing Director and controlling shareholder of the Company as well as brother of Ms. Chan Yan Wai, Emily and Ms. Chan Yan Mei, Mary-ellen, who are the Vice Chairman, Executive Director and Non-Executive Director of the Company respectively.

Chan Yan Wai, Emily

Ms. Chan, aged 55, has been appointed as an Executive Director and the Vice Chairman of the Company on 15 June 2017 and 13 November 2019 respectively. She is also a member of the Nomination Committee and a director of various members of the Group. She holds a Bachelor of Arts degree from the University of British Columbia. She has been serving in the Group since 2002 and is currently a General Manager of operations and corporate functions. Ms. Chan is a daughter of Mr. Chan Hoi Sow, the Group's Chairman and Managing Director and controlling shareholder of the Company as well as sister of Mr. Chan Yan Tin, Andrew and Ms. Chan Yan Mei, Mary-ellen, who are the Executive Director and Non-Executive Director of the Company respectively.

Chan Yan Mei, Mary-Ellen

Ms. Chan, aged 52, has been a Non-Executive Director of the Company since June 2012. She holds a Bachelor of Science degree from the University of British Columbia in Canada and a Master of Business Administration degree from The Hong Kong University of Science and Technology. She has solid experience in supervisory role as well as financial and business management. Ms. Chan is a daughter of Mr. Chan Hoi Sow, the Group's Chairman and Managing Director and controlling shareholder of the Company as well as sister of Mr. Chan Yan Tin, Andrew and Ms. Chan Yan Wai, Emily who are both the Executive Directors of the Company and Ms. Chan Yan Wai, Emily is also the Vice Chairman of the Company.

Chan Kwok Wai

Mr. Chan, aged 61, has been an Independent Non-Executive Director of the Company since September 2004. He is also the Chairman of the Audit Committee, the Chairman of the Remuneration Committee and the Chairman of the Nomination Committee. Mr. Chan holds a Bachelor Degree of Business Administration from the Monash University, Australia. He is a member of the CPA Australia and a member of the Hong Kong Securities and Investment Institute. He has extensive experience in finance and accounting industry.

Mr. Chan is currently a director of High Progress Consultants Limited. He is also an Independent Non-Executive Director of Chinese Estates Holdings Limited, China Investments Holdings Limited, Far East Consortium International Limited and National Electronics Holdings Limited respectively, all of which are listed public companies in Hong Kong.

Tse Lai Han, Henry

Mr. Tse, aged 55, has been an Independent Non-Executive Director of the Company since September 2004. He is also a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee. He holds Bachelor and Master of Applied Science (Civil Engineering) degrees from the University of British Columbia in Canada. He has considerable experience in both construction and property development in Hong Kong and Overseas.

Cheung Chong Wai, Janet

Ms. Cheung, aged 53, has been an Independent Non-Executive Director of the Company since March 2018. She is also a member of the Audit Committee. Ms. Cheung holds a Bachelor of Commerce – Accounting & Management Information Systems degree from the University of British Columbia in Canada and a Master of Business Administration degree from the University of Michigan in U.S.A. She has been working as an airline executive with over 25 years' experience in leading complex procurement and financing projects.

Corporate Governance Report

Corporate Governance Practices

The Board of Directors of the Company (the “Board”) is committed to maintaining a high standard of corporate governance. The Board believes that a high standard of corporate governance will provide a framework for the Group to formulate the business strategies and policies, and manage the associated risks through effective internal control procedures. It will also enhance the transparency of the Group and strengthen the accountability to the shareholders and creditors.

The Company has adopted the code provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”). The Company has complied with all the applicable code provisions in the Code throughout the year ended 31 March 2020, except that the roles of chairman and chief executive are performed by the same individual which is a deviation from provision A.2.1 of the Code.

The Board will continuously review and improve the corporate governance policies and practices of the Company and monitor the compliance with the Code to ensure that business activities and decision making processes are regulated in a proper and prudent manner.

Board of Directors

The Board comprises seven members, three of which are Executive Directors, namely Mr. Chan Hoi Sow as the Chairman of the Board, Mr. Chan Yan Tin, Andrew and Ms. Chan Yan Wai, Emily as the Vice Chairman of the Board. One member is Non-Executive Director, namely Ms. Chan Yan Mei, Mary-ellen. Three members are Independent Non-Executive Directors, namely Mr. Chan Kwok Wai, Mr. Tse Lai Han, Henry and Ms. Cheung Chong Wai, Janet.

The Board held four meetings during the year ended 31 March 2020. The Board is responsible for the formulation of the Group’s business strategies and overall policies, and monitoring the performance of the management. The Executive Directors and management are delegated the power to execute the business strategies, develop and implement the policies in the daily operation of the Group. The Independent Non-Executive Directors provide their professional advices to the Group whenever necessary.

The Board is responsible to review and monitor the Group’s policies and practices on compliance with the legal and regulatory requirements, and the training and continuous professional development of the Directors and senior management.

All Directors have full and timely access to all the information and accounts of the Group. The Directors may seek independent professional advice at the expense of the Company.

Mr. Chan Hoi Sow, the Chairman of the Board is the father of Mr. Chan Yan Tin, Andrew, an executive director of the Company, Ms. Chan Yan Wai, Emily, the Vice Chairman and an Executive Director of the Company and Ms. Chan Yan Mei, Mary-ellen, a Non-Executive Director of the Company. Save as disclosed above, during the year, none of the other directors has or maintained any financial, business, family or other material relevant relationship with any of the other directors.

Chairman and Chief Executive

Provision A.2.1 of the Code stipulates that the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. Mr. Chan Hoi Sow is the Chairman of the Board and Managing Director of the Company. Mr. Chan has been performing the duties of both the chairman and the chief executive since the establishment of the Company. The Board considers that the current management structure ensures consistent leadership and optimal efficiency for the operation of the Company. As three members of the Board comprises Independent Non-Executive Directors who are professional accountant, engineer and manager respectively, the balance of power and authority between the Board and the management will not be compromised.

Non-Executive Directors

The Company has received annual written confirmation from each of the Independent Non-Executive Directors as regards to their independence to the Company as required under the Listing Rules. The Company considers that each of the Independent Non-Executive Directors is independent to the Company.

Provision A.4.1 of the Code stipulates that non-executive directors should be appointed for a specific term subject to re-election. All of the Non-executive Director and Independent Non-Executive Directors have been appointed for a period of three years. However, one-third of all the Directors are subject to retirement from office by rotation at the annual general meeting in accordance with Article 103 of the New Articles of Association of the Company.

Board Diversity Policy

The Company has adopted a board diversity policy which sets out the approach to achieve and maintain diversity on the Board. The Board recognises the benefits of a diverse Board with members possessing a balance of skills, experience and expertise which complement to the business success of the Group, and seeks to increase diversity at Board level to enhance the effectiveness of the Board and to achieve a sustainable and balanced development.

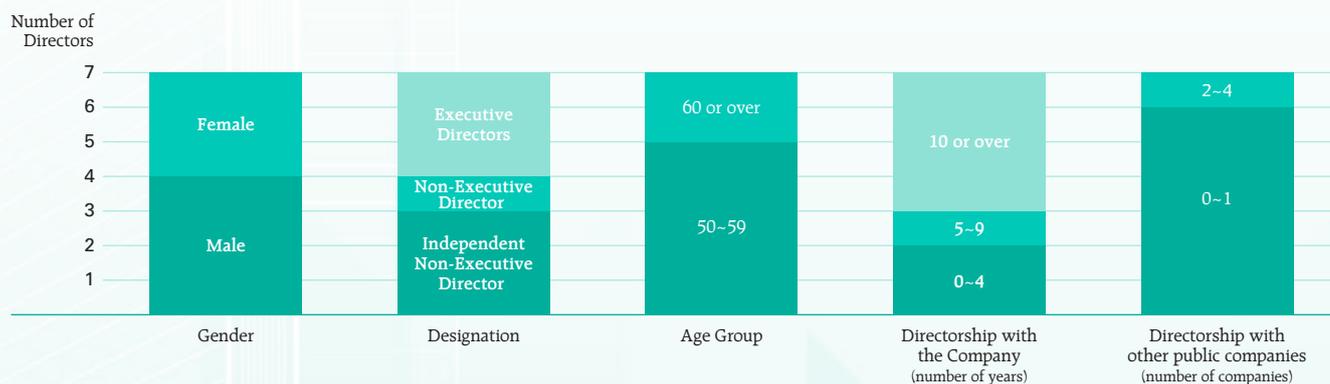
Pursuant to the policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will continue to be made on a merit basis and candidates will be considered against objective criteria, having regard to the benefits of diversity of the Board.

The Board will consider setting measurable objectives to implement the policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. At present, the Board has not set any measurable objectives.

The Nomination Committee will review the policy from time to time to ensure its continued effectiveness.

Board Diversity Policy (Cont'd)

An analysis of the board diversity based on a range of diversity perspectives is set out below:



Continuous Professional Development

All Directors have been provided with “A Guide on Directors’ Duties” issued by the Companies Registry, and “Guidelines for Directors” and “Guide for Independent Non-Executive Directors” issued by the Hong Kong Institute of Directors. The Directors have also been provided with updates on the latest development and amendments in the Listing Rules and the relevant regulatory and statutory requirements.

The Company makes available continuous professional development for all Directors at the expense of the Company to refresh and develop their knowledge and skills. The Directors have participated in the training on corporate governance, current economic and legal developments as follows:

Directors	Reading Regulatory Updates/Other Materials	Attending Seminars/Conferences/Briefings
Executive Directors		
Chan Hoi Sow	√	–
Chan Yan Tin, Andrew	√	–
Chan Yan Wai, Emily	√	–
Non-Executive Director		
Chan Yan Mei, Mary-ellen	√	–
Independent Non-Executive Directors		
Chan Kwok Wai	√	√
Cheung Chong Wai, Janet	√	–
Tse Lai Han, Henry	√	–

Directors' and Officers' Insurance

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and Officers.

Board Committees

The Company currently has three board committees (mainly Audit Committee, Remuneration Committee and Nomination Committee) with specific terms of references to oversee particular aspects of the Company's affairs. The Company retains in the Board the function of overseeing corporate governance issues. The Board is responsible for performing the corporate governance duties as set out in the Code.

During the year and up to the date of this report, the corporate governance duties performed by the Board were mainly set out below:

- (a) reviewed the Company's policies and practices on corporate governance;
- (b) reviewed the continuous professional development and training of the directors;
- (c) reviewed the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) reviewed compliance with the Code and disclosure in the Corporate Governance Report.

Audit Committee

The Audit Committee has been established since March 2005. It comprises three Independent Non-Executive Directors, namely Mr. Chan Kwok Wai as the Chairman of the Committee, Mr. Tse Lai Han, Henry and Miss Cheung Chong Wai, Janet. Mr. Chan Kwok Wai has extensive experience in finance and accounting industry with appropriate professional accounting qualification. The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice if it is considered necessary.

In accordance with the provisions set out in the Code, the Audit Committee has adopted specific written terms of reference which are posted on the websites of the Company and the Stock Exchange. The principal duties of the Audit Committee are:

- (a) to make recommendations to the board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) to review and monitor the external auditor's independence and objectivity and to discuss with the external auditor the nature and scope of the audit and reporting obligations;

Audit Committee (Cont'd)

- (c) to monitor the integrity of the Company's financial statements, annual report and accounts, and interim report, and to review significant financial reporting judgments contained in them. In reviewing these reports, the Committee will focus particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;
 - (iv) the going concern assumptions and qualifications;
 - (v) compliance with accounting standards; and
 - (vi) compliance with the Listing Rules and other legal requirements in relation to financial reporting;
- (d) to review the Company's financial controls, internal controls and risk management systems;
- (e) to discuss problems and reservations arising from the interim review and final audits, and any matters the auditor may wish to discuss;
- (f) to review the external auditor's management letter and management's response;
- (g) to develop and implement policy on engaging an external auditor to supply non-audit services;
- (h) to review arrangements by which employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters and appropriate follow-up action.

The Audit Committee shall meet at least twice a year in accordance with its terms of reference. Two meetings were held during the year ended 31 March 2020. The attendance of each member is set out in the section headed "Attendance of Directors at Board and Committee Meetings and Annual General Meeting" of this report.

The Audit Committee reviewed the Group's financial statements for the year ended 31 March 2020 and for the six months ended 30 September 2019 respectively, discussed audit scope and findings with the Company's auditors and reviewed the Group's financial reporting system and internal control procedures and risk management policy. The Audit Committee also approved the remuneration of the Company's auditor for their audit services for the year.

The Audit Committee has reviewed the Group's audited financial statements for the year ended 31 March 2020 with the Directors.

Remuneration Committee

The Remuneration Committee has been established since March 2005. It comprises two Independent Non-Executive Directors and an Executive Director, namely Mr. Chan Kwok Wai as the Chairman of the Committee, Mr. Tse Lai Han, Henry and Mr. Chan Yan Tin Andrew. The Remuneration Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice if it is considered necessary.

In accordance with the provisions set out in the Code, the Remuneration Committee has adopted specific written terms of reference which are posted on the websites of the Company and the Stock Exchange. The principal duties of the Remuneration Committee are:

- (a) to make recommendations to the board on the Company's remuneration policy and structure for all directors and senior management;
- (b) to make recommendations to the board on the remuneration packages of individual executive directors and senior management;
- (c) to make recommendations to the board on the remuneration of non-executive directors;
- (d) to ensure that no director is involved in deciding his own remuneration.

The Remuneration Committee shall meet at least once a year in accordance with its terms of reference. One meeting was held during the year ended 31 March 2020. The attendance of each member is set out in the section headed "Attendance of Directors at Board and Committee Meetings and Annual General Meeting" of the report.

During the year ended 31 March 2020, the Remuneration Committee reviewed the remuneration policy of the Company, assessed the performance of the Executive Directors and senior management, recommended specific remuneration packages for all the Directors and senior management to the Board, recommended the remuneration of non-executive directors.

Nomination Committee

The Nomination Committee has been established since 1 April 2012. It comprises two Independent Non-Executive Directors and an Executive Director, namely Mr. Chan Kwok Wai as the Chairman of the Committee, Ms. Chan Yan Wai, Emily and Mr. Tse Lai Han, Henry. The Nomination Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice if it is considered necessary.

In accordance with the provisions set out in the Code, the Nomination Committee has adopted specific written terms of reference which are posted on the websites of the Company and the Stock Exchange. The principal duties of the Nomination Committee are:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations on any proposed changes to the board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become board members and make recommendations to the board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive directors;
- (d) to make recommendations to the board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.

The Nomination Committee shall meet at least once a year in accordance with its terms of reference. One meeting was held during the year ended 31 March 2020. The attendance of each member is set out in the section headed "Attendance of Directors at Board and Committee Meetings and Annual General Meeting" of the report.

During the year ended 31 March 2020, the Nomination Committee reviewed the structure, size and composition of the board, made recommendations to the board on the re-appointment of directors and assessed the independence of independent non-executive directors.

Nomination Policy

The Nomination Policy of the Company was adopted by the Board in 2018, the Nomination Policy is set out as follows:

1.0 Objective

- 1.1 The Nomination Committee ("NC") shall nominate suitable candidates to the Board for it to consider and make recommendations to shareholders for election as directors ("Directors") of the Company at general meetings or appoint as Directors to fill casual vacancies.
- 1.2 The NC may, as it considers appropriate, nominate a number of candidates more than the number of directors to be appointed or re-appointed at a general meeting, or the number of casual vacancies to be filled.

2.0 Selection Criteria

2.1 The factors listed below would be used as reference by the NC in assessing the suitability of a proposed candidate.

- Reputation for integrity
- Accomplishment and experience in the real estate industry
- Commitment in respect of available time and relevant interest
- Diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service

These factors are for reference only, and not meant to be exhaustive and decisive. The NC has the discretion to nominate any person, as it considers appropriate.

- 2.2 Retiring Independent Non-Executive Directors ("INEDs"), who have served as INEDs for a period of 9 years, are eligible for nomination by the Board to stand for re-election at a general meeting. His/Her further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should include the reasons why the board believes her/she is still independent and should be re-elected.
- 2.3 Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with their written consent to be appointed as a Director and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a Director.
- 2.4 The NC may request candidates to provide additional information and documents, if considered necessary.

Nomination Policy (Cont'd)

3.0 Nomination Procedures

- 3.1 The Secretary of the NC shall call a meeting of the NC, and invite nominations of candidates from Board members if any, for consideration by the NC prior to its meeting. The NC may also put forward candidates who are not nominated by Board members.
- 3.2 For filling a casual vacancy, the NC shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the NC shall make nominations to the Board for its consideration and recommendation.
- 3.3 Until the issue of the shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.
- 3.4 In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, and to invite nominations from shareholders, a circular will be sent to shareholders. The circular will set out the lodgment period for shareholders to make the nominations. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to shareholders.
- 3.5 A shareholder can serve a notice to the Company Secretary within the lodgment period of its intention to propose a resolution to elect a certain person as a Director, without the Board's recommendation or the NC's nomination, other than those candidates set out in the shareholder circular. The particulars of the candidates so proposed will be sent to all shareholders for information by a supplementary circular.
- 3.6 A candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the Company Secretary.
- 3.7 The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

Attendance of Directors at Board and Committee Meetings and Annual General Meeting

The attendance of the Directors at the meetings of the Board, the Audit Committee, the Remuneration Committee, the Nomination Committee and the Annual General Meeting during the year ended 31 March 2020 is set out below:

Directors	Number of meetings attended/held					
	Board	Audit Committee	Remuneration Committee	Nomination Committee	Annual General Meeting	Extraordinary General Meeting
Executive Directors						
Chan Hoi Sow	7/7	2/2	–	–	1/1	1/1
Chan Yan Tin, Andrew	7/7	2/2	1/1	–	1/1	1/1
Chan Yan Wai, Emily	7/7	2/2	–	1/1	1/1	1/1
Non-Executive Director						
Chan Yan Mei, Mary-ellen	7/7	2/2	–	–	1/1	1/1
Independent Non-Executive Directors						
Chan Kwok Wai	7/7	2/2	1/1	1/1	1/1	1/1
Tse Lai Han, Henry	7/7	2/2	1/1	1/1	1/1	1/1
Cheung Chong Wai, Janet	7/7	2/2	–	–	1/1	1/1

Directors Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by the Directors of the Company. All Directors, after specific enquiries by the Company, confirmed that they have complied with the required standard set out in the Model Code throughout the year ended 31 March 2020.

Accountability and Audit

The Directors acknowledge their responsibility for preparing the accounts which give a true and fair view of the state of affairs of the Group and of the financial performance and cash flows for the year ended 31 March 2020 in accordance with the Hong Kong Companies Ordinance. The Directors have prepared the accounts on a going concern basis, and have selected appropriate accounting policies and applied them consistently, with applicable disclosures required under the Listing Rules and pursuant to statutory requirements.

The statement issued by the auditor of the Company regarding their reporting responsibilities is set out in detail in the Independent Auditor’s Report on pages 56 to 60.

Risk Management Control and Internal Control Environment

Responsibility

Our Board of Directors has the overall responsibility to ensure that sound and effective risk management and internal controls are maintained, while management is charged with the responsibility to design and implement an risk management and internal controls system to manage risks. A sound system of risk management and internal controls is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance.

Internal Control

The Board is responsible for the Group’s system of internal controls and for reviewing its effectiveness. The Audit Committee supports the Board in monitoring our risk exposures, the design and operating effectiveness of the underlying risk management and internal controls systems. Management assesses and represents regular reports to the Audit Committee on its own assessments of key risks, the strength of the overall internal controls systems with action plans to address the weaknesses. The Group has outsourced the internal audit function to external service provider who will provide regular reports on reviews of the business process and activities, including action plans to address any identified control weaknesses. External auditors also report on any control issues identified in the course of their work. Taking these into consideration, the Audit Committee reviews the effectiveness of the Group’s system of internal controls and reports to the Board on such reviews.

Review of Internal Control Effectiveness

In respect of the year ended 31 March 2020, the Board considered the internal controls system effective and adequate. No significant areas of concern that might affect the financial, operational, compliance controls, and risk management functions of the Group were identified.

Risk Management

Establishment of Risk Management Framework

The Company has established a Risk Management Framework that includes developing a risk management policy and procedures since 2017.

Our Risk Management Process

Our risk management process includes risk identification, risk assessment and prioritization, risk treatment and upward reporting and monitoring of identified risk to the Audit Committee. A series of facilitated senior management risk assessment workshops to review and discuss risk exposures across the business were conducted in accomplishing the above. Risks were assessed by considering the impacts and likelihoods of their occurrence/non-occurrence as a result of changes in internet and external factors, further events or otherwise; whether these risks are being effectively managed; and if not, the need for establishing further actions. A corporate risk register has been established to track and document the identified risks, risk owners, mitigation actions and control measures, and facilitates continues update of risk treatments.

Annual reviews were conducted to follow up on the significant risks and related actions as documented in the corporate risk register, and the results reported to the Audit Committee. The year end risk management assessment as reported to the Board through the Audit Committee.

Subsequent to the year, the Audit Committee has reviewed the effectiveness and adequacy of risk management system for the year and the Board is satisfied with the effectiveness and adequacy of the system of risk management of the Group and considered that the Company had complied with the Code provisions in respect of risk management during the year.

Dissemination of Inside Information

The Company is committed to a consistent practice of timely, accurate and sufficiently detailed disclosure of material information about the Group. The Company has adopted a Policy on Disclosure of Inside Information which sets out the obligations, guidelines and procedures for handling and dissemination of inside information. With those guidelines and procedures, the Group has management controls in place to ensure that potential inside information can be promptly identified, assessed and escalated for the attention of the Board to decide about the need for disclosure.

Auditors' Remuneration

The remuneration payable to the Group's auditor, HLM CPA Limited for their audit services for the year ended 31 March 2020 amounted to HK\$486,000. The auditor did not provide any non-audit service to the Group during the year.

Company Secretary

The Company's secretarial functions are outsourced to external service provider, Ms. Lee Ka Man ("Ms. Lee"), as its Company Secretary and Mr. Lee Siu Kau, the Financial Controller of the Company, is the primary contact person of the Company with the Company Secretary.

Ms. Lee is an associate member of both The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries & Administrators) in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. Ms. Lee obtained a bachelor's degree in Business Administration from The Open University of Hong Kong in June 2002 and a master's degree in Business Administration from The Open University of Hong Kong in December 2004. She has more than 15 years of experience in the field of company secretarial services.

Ms. Lee has been in full compliance with the requirements of Rule 3.29 of the Listing Rules during the year.

Communication with Shareholders

The objective of communications with shareholders is to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner.

The Company uses a variety of means to communicate with its shareholders and ensure that they are kept well informed of its key business development. The tools include convening general meetings, despatching to the shareholders interim and annual reports, announcements and circulars which are also posted on the websites of the Company and the Stock Exchange. Shareholders may at any time send their enquiries and concerns to the Company via the Company's website. Shareholders may also make enquiries with the Board at the general meetings of the Company.

2019 Annual General Meeting

At the 2019 annual general meeting, the chairman of the meeting explained the procedures for conducting a poll to the shareholders. Separate resolution was proposed by the chairman in respect of each separate issue, including re-election of directors, re-appointment of auditor, general mandates respectively authorising the Directors to buy back shares or to issue shares of the Company and voted by way of poll. The Company announced the results of the poll in the manner prescribed under the Listing Rules. The Chairman of the Board and the Chairman of respective committees attended the annual general meeting to address enquiries raised by shareholders and ensure effective communication with shareholders.

General Meeting on Requisition by Shareholders

Pursuant to Section 566 of the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong) which took effect on 3 March 2014, shareholder(s) representing at least 5 per cent of the total voting rights of all shareholders having a right to vote at general meetings can make a request to call a general meeting.

The request:

- (a) must state the general nature of the business to be dealt with at the meeting;
- (b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting;
- (c) may consists of several documents in like form;
- (d) may be sent in hard copy form or electronic form; and
- (e) must be authenticated by the person or persons making it.

Pursuant to section 567 of the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong), directors must call a general meeting within 21 days after the date on which they become subject to the requirement and the meeting so called must be held on a date not more than 28 days after the date of the notice convening the meeting. If the directors do not do so, the shareholders who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a meeting pursuant to section 568 of the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong), but the meeting must be called for a date not more than 3 months after the date on which the directors become subject to the requirement to call a meeting. The Company must reimburse any reasonable expenses incurred by the shareholders requesting the meeting by reason of the failure of the directors duly to call the meeting.

Putting Forward Proposal at Annual General Meeting (“AGM”)

Pursuant to Section 615 of the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong) which takes effect on 3 March 2014, shareholder(s) can make a request to circulate a resolution for an AGM if they represent:

- (a) at least 2.5 per cent of the total voting rights of all shareholders who have a right to vote on the resolution at the AGM to which the request relates; or
- (b) at least 50 shareholders who have a right to vote on the resolution at the AGM to which the request relates.

The request:

- (a) may be sent in hard copy form or electronic form;
- (b) must identify the resolution of which notice is to be given;
- (c) must be authenticated by the person or persons making it; and
- (d) must be received by the Company not later than 6 weeks before the AGM to which the request relates or if later, the time at which notice is given of that AGM.

Procedures for Shareholders to Propose A Person for Election as a DIRECTOR

The procedures for shareholders to propose a person for election as a director have been uploaded to the website of the Company.

Constitutional Documents

During the reporting year, there was no change in the Company's constitutional documents.

Dividend Policy

The Dividend Policy aims to allow shareholders of the Company to participate in the Company's profits whilst allowing the Company to retain adequate reserves for future growth.

Under the Dividend Policy, the Company intends to provide Shareholders with semi-annual dividends in an aggregate amount subject to the Company's capacity to pay from accumulated and future earnings, liquidity position, fund reserve for growth and future commitments at the time of declaration of dividend.

The Company may also consider declaring special dividends from time to time in addition to the semi-annual dividends.

The Company's ability to pay dividends will depend upon, among other things, the Company's current and future operations, liquidity position and capital requirements, as well as dividends received from the Company's subsidiaries and associates, which in turn will depend on the ability of those subsidiaries and associates to pay a dividend. The payment of dividend is also subject to any restrictions under the Hong Kong law and the Company's Articles of Association.

The Board has complete discretion on whether to pay a dividend, subject to Shareholder's approval, where applicable. Even if the Board decides to recommend and pay dividends, the form, frequency and amount will depend upon the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors of and affecting the Company and its subsidiaries (the "Group").

This policy reflects the Board's views on the financial and cash-flow position of the Group prevailing at the time of its adoption, such dividend policy will continue to be reviewed by the Board from time to time and there can be no assurance that dividends will be paid in any amount for any given period. The Board may adopt changes on this policy as appropriate at the relevant time.

Environmental, Social and Governance Report

1. About the Report

Tern Properties Company Limited (the “Company”) and its subsidiaries (together referred to as the “Group”) are pleased to present the Group’s third Environmental, Social and Governance (“ESG”) report (the “Report”). This Report summarizes the environmental and social impacts, policies and initiatives of the Group during the financial year of 2020 which began on 1 April 2019 and ended on 31 March 2020 to demonstrate our long-term commitment in ensuring that the Group’s business are economically, socially and environmentally sustainable.

In preparing this Report, the Group has complied with the “Comply or Explain” provisions in accordance with the ESG Reporting Guide (the “Guide”) as set out in Appendix 27 to the Main Board Listing Rules of the Stock Exchange and in accordance with the practical circumstances of the Company.

Unless otherwise stated, the scope of the Report covers all the business properties in Hong Kong. The Company works with Property Management Company to ensure more data that have an impact on the stakeholder will be included in the report boundary in our future ESG reports.

The data used herein all comes from the Group. The board of director of the Company (the “Board”) acknowledges its responsibility for ensuring the integrity of the ESG report and to the best of its knowledge, this Report addresses all material issues and fairly presents the ESG performance of the Company and its impact. The Board confirms that it has reviewed and approved the Report.

2. Our Approach to ESG

Our business objective is to create and manage efficient office spaces with enduring appeal to our tenants. At every different stages of our business cycle, we work closely with our tenants, partners, and the communities in which we operate in order to safeguard their interests and fulfil their expectations.

We manage our properties with supports from outsourced property management companies; thus, we are in a better position to control properties’ risks and act immediately when opportunities arise. Across our business, we build strong relations with our employees and the communities, invest in bettering the building environment and thus create added value to the society.

We strive to forge ourselves into an environmentally friendly enterprise that cares about our employees’ development and protects their rights and interests. The Group adheres to the principle of equality and integrity for its operation and complies with business regulations and ethic codes.

The Group has high level of awareness its impacts on environment as well as the society, therefore it insists to put the environmental, social and governance policies into practice. By upgrading our properties, the Group endeavours to meet the energy saving and emission reduction targets. The Group also enforces labour laws and fosters harmonious employer/employee relations through providing a safe and healthy working environment and a fair development platform for its employees.

2. Our Approach to ESG (Cont'd)

Corporate Governance and Risk Management

The Board is responsible for the evaluation and identification of ESG risks of the Group and ensuring that the Group sets up an appropriate and effective ESG risk management and internal control system.

Therefore, the Group has established a ESG executive committee to specify the responsibility of implementing ESG management and objectives. The executive committee will drive and monitor ESG practices that are integrated with our business operation.

ESG-related risks including, for example, bribery and corruption, business ethics, occupational health and safety and environmental protection are incorporated into the annual assessment. Any material ESG risks identified in this process are reported to the ESG executive committee, which ultimately determines the Group's material ESG risks and acts as the centralised governance body to oversee all sustainability and ESG issues.

More on corporate governance and risk management can be accessed on our Annual Report 2019/2020.

3. Managing ESG across the Group

The Group ESG executive committee is responsible for the sustainability performance and receives a formal update on ESG at least once a year. Material issues related to ESG are also raised at Board level. The Group has established framework for implementing the ESG programs across the Group within different functions and dedicated property management teams in each of the property building.



3. Managing ESG across the Group (Cont'd)

In 2019/2020, our ESG executive committee focused on:

- Commercial Opportunities – leveraging the sustainability credentials of our properties portfolio to attract more tenants amidst U.S. trade tensions, social unrest and COVID-19 outbreak
- Compliance – managing issues and collecting data to ensure the Group operate responsibly and comply with external regulations and internal policies
- Infection Control – implementation of the health advice on prevention of COVID-19 for properties management issued by the Centre for Health protection

4. Our Stakeholders

The Group places great importance on communication with stakeholders. Stakeholders are those internal or external entities or individuals that affect or are affected by Tern Properties. Five major groups of stakeholders have been identified, namely tenants, employees, suppliers/contractors/service providers/professional advisors, investors/shareholders and local communities. The suggestions and concerns of the stakeholders are referred to the respective business unit according to their scope and nature through the following diversified communication channels for the Company to address in a timely manner. The Group believes that good interaction with the stakeholders not only allows the Company to keep abreast of the latest economic, social and environmental information more quickly, but also help maximise its value.

The following table summarises the highlights of our stakeholder engagement on ESG issues.

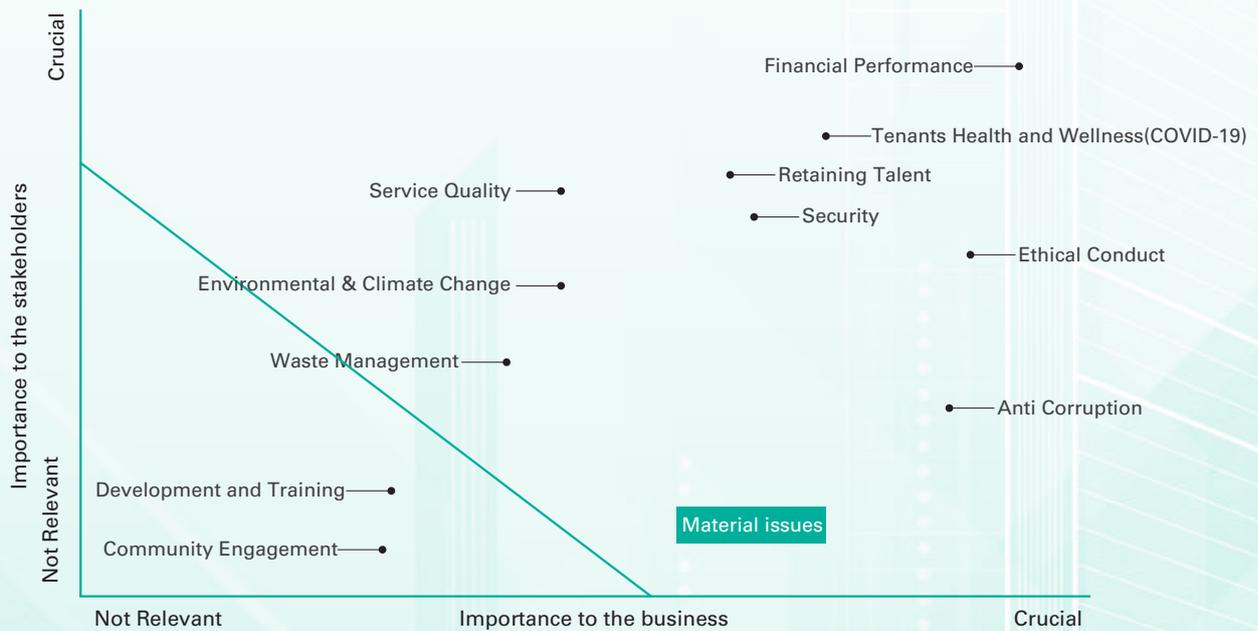
Stakeholder	Engagement Method	Action
Tenants	<ul style="list-style-type: none"> • Tenants Satisfaction Survey • Direct feedback from our tenants through annual questionnaires at different stages of a tenancy, as collected by our outsourced property management company • Regular communications and discussions with tenants and their representatives 	<ul style="list-style-type: none"> • Part of our daily work is to ensure that our properties operations team is always available to respond to tenants' and business partners' concerns and to develop a win-win plan for a cost-effective solution. • We follow-up on trends and developments in the field of office design & set-up concepts to offer our tenants appropriate solutions to suit their needs.
Employees	<ul style="list-style-type: none"> • Annual appraisal meetings • Open-door approach • Periodic team events 	<ul style="list-style-type: none"> • We firmly believe in positive and respectful communications, cooperative management style and provide employee performance development.

4. Our Stakeholders (Cont'd)

Stakeholder	Engagement Method	Action
Suppliers/Contractors/ Service Providers/ Professional Advisors	<ul style="list-style-type: none"> • Dialogue before the beginning of a new business relation • Project collaboration • Company Website 	<ul style="list-style-type: none"> • We choose our suppliers carefully, and we value their work. We often continue working with them for more than one project and after performance reviews and receiving positive feedback from the work team. • We engage with local suppliers in our development projects as well as in the regular maintenance of our buildings.
Investors/Shareholders	<ul style="list-style-type: none"> • Maintain good communications with shareholders via our Annual General Meeting • Interim and annual financial reporting and annual ESG reporting as well as regular announcement 	<ul style="list-style-type: none"> • Our operational focus is on maintaining the high level of occupancy in our portfolio as well as the quality of our revenue stream. • We only invest in assets that will sustain our growth requirements and deliver returns over a long period of time. • Our investor relations activities are focused on informing shareholders, financial analysts and the business press about the company's development.
Local communities	<ul style="list-style-type: none"> • Dialogue with affected neighbourhood before and during renovation projects. 	<ul style="list-style-type: none"> • We believe that open and honest dialogue with our neighbourhood is key for the long-term prospects of the Company.

5. Materiality Assessment

A total of 11 ESG issues were analysed in this year’s materiality analysis exercise. 9 out of 11 topics were identified as the most important to our stakeholders. A closer look at the materiality matrix shows that some topics, such as tenants health and wellness, financial performance, security, service quality are considered to have a high impact on the Group’s operation. While development and training, and community engagement were considered as less importance to our stakeholders and less material compared to last year. The formulated materiality matrix guides us in preparing the report to better respond to our stakeholders’ concern, with more emphasis on the more material issues.



6. Social – Operating Practices

6.1 Services Responsibility – Leasing Properties

By hosting numerous visitors every day, our properties are an important part of the communities where they are located. Through our operations and our corporate and employee contributions, we strive to enhance the quality of life in these communities. We act as responsible citizens and good neighbours, thus respecting the interests of those who live and work in or near our properties. Since our business is local, we try as much as we can to support local entrepreneurs in our supply chain.

Before any renovation project begins, we communicate closely with all involved parties to minimize dispute about our project including affected tenants and the immediate neighbours up front. We aim to find solutions and reduce the negative effects for all parties involved.

In delivering our properties leasing services it is very important to meet our tenants' expectations to ensure continuous improvement and growth of our business. In a very competitive leasing market, understanding our tenants' needs and expectations is imperative for sustainable growth.

To sustain long-term relationship with our tenants we are committed to:

- ensure our properties are maintained at high quality.
- ensure properties safety.
- address tenants' needs, requirements, and expectations.
- support our property management partners.
- manage our service quality by following industry standards.
- maintain open communications with our employees, tenants, and suppliers.

In addition, regular maintenance and inspections would be carried out on the leased properties by our technical service providers and outsourcing contractors. A customer satisfaction survey would be held at the end of each year. The tenants' satisfaction ratings would be assessed and used to identify specific areas for further improvement.

We also value the feedback from our tenants as they act as catalyst for advancement in our services. Tenants can reflect their comments and views on the quality of our services through different channels such as through a designated phone call where they will all be directed to and handled by our dedicated customer service team.

6. Social – Operating Practices (Cont'd)

6.2 COVID-19 Pandemic Precautionary Measures

The Group takes the following precautionary measures at our properties portfolio to minimise the risk of contracting and spreading COVID-19. The Group's property management team has posted up health education materials on hand hygiene, cough etiquette and COVID-19 in conspicuous sites to alert the visitors. The Group property management has also arranged temperature checking for visitors and deny entry of those with fever. All visitors visit our properties are required to wear face mask.

In addition to that, the Group maintains environment hygiene of properties, special attention given to the following areas.

- Maintain good ventilation. Ventilation system is functioning properly and regularly maintain.
- Provide adequate hand hygiene facilities, such as 70 to 80% alcohol-based hand-rub in public areas, for example, at the reception counter and corridor area.
- Areas with frequent access by members of the public (e.g. lifts, escalators, lobby entrance, waiting areas, corridors and lounges); Clean and wipe at least twice daily.
- Frequent touched surfaces (e.g. buttons, handrails). Clean and wipe at least twice daily and when visibly dirty.
- Properly collect and pick up rubbish and waste every day.

6.3 Tenants Satisfaction Survey

Each year, the Group conducts a tenants' satisfaction survey which targets at key existing tenants and is conducted through questionnaires. Apart from that, the Group's marketing team also conducts commercial and technical discussions and meetings with tenants to understand their needs. Through the questionnaires and active interaction with tenants, the Group can comprehend tenants' needs in order to improve its service and properties quality.

The tenants' satisfaction survey covered the following topics:

- Tenants communication services
- Management services
- Security services
- Cleaning and environmental care services

6. Social – Operating Practices (Cont'd)

6.3 Tenants Satisfaction Survey (Cont'd)

Customers can rate on a scale from Excellent, Good, Satisfactory, Acceptance to Unsatisfactory, with the value like Excellent and Good indicating a higher degree in satisfaction. The value like Unsatisfactory implies dissatisfaction.

During the reporting period, the Group conducted the survey and overall our major tenants are satisfied with our services.

	Southgate Commercial Centre	The Wave	Tern Centre Tower II
Excellent	33%	–	–
Good	33%	33%	75%
Satisfactory	34%	67%	25%
Acceptance	–	–	–
Unsatisfactory	–	–	–

* Only include data from those buildings which are 100% owned by the Group.

6.4 Protection for Customer Privacy

The Group attaches great importance to information security to maintain a sound corporate reputation and establish a cooperative and trusted business relationship with tenants.

We are committed to improving information confidentiality management system and limiting employees' access to confidential information of tenants through the implementation of a number of information security measures and adopt strict management in order to guarantee that certain information is for authorized users only.

We have educated our employees the following:

- Preserving our tenants' trust by safe-guarding and handling their information in a private and confidential manner.
- Restrict the use of personal data for the purpose of which the is to be used to minimize any breach of privacy.

During the reporting period, the Group did not discover any circumstance of consumers' personal data being stolen, altered, damaged, or leaked.

6. Social – Operating Practices (Cont'd)

6.5 Intellectual Property Rights

The Group protects and respect intellectual property rights. Our business complies with all applicable laws and regulations, including but not limited to the Patents Ordinance and the Trade Description Ordinance. We require our employees and officers to maintain the confidentiality of proprietary information provided by our tenants during business activities, including trade secrets, ideas, and designs. In technology equipment part, we ensure that the computer hardware and software we purchased or installed are legally licensed.

6.6 Anti-Corruption

The Group maintains and effectively implements a comprehensive system of internal control and stringent policies for anti-corruption and is committed to prevent and monitor any malpractices or unethical practice.

The Group has strictly complied with ethical requirements and there was no occurrence of corruption, bribery, theft, fraud and money laundering throughout the reporting period. The Group will adhere to its corporate ethics and uphold its reputation to prevent corruption.

The Group's anti-corruption awareness programs is given to all new employees from on-boarding and give continue to remind employees during varies job training. The purpose of the program is to help all employees understand the Group's values and the policy. Integrity is vital part of the Group's business. The Group's management is committed to sending clear, and regular message to all employees and business partners that corruption and bribery are unacceptable.

Employees can report to the management of the Group with respect to any non-compliance such as receiving bribes, abuse of power by mail, electronic mail or phone. All business units have a responsibility to conduct regular risk assessment of their anti-corruption procedures and implement remediating measures to mitigate risks.

6.7 Supply Chain Management

The Group believes that proper management of its supply chain could bring positive impacts to the social environment and a stable and long-term cooperation relationship with suppliers would enhance the standard of operation and services of the Group.

The Group has established the relevant policy on supply chain management, such as the Procurement Policy of the Group which have explicitly stated, among other things, the procedure of procurement, selection of suppliers, review and approval process and management, to ensure that the process is fair and transparent. The Group has established a qualified suppliers' list in which their performances are evaluated. The Group selected the supplier in accordance of the approved contractor list and considering of the cost, quality and job performance. The supplier has to follow the Group's instruction to submit quote and complete the work on time. Rating report of the supplier would be prepared twice per year.

7. Social – Employment and Labour Practices

The Group has always considered talents as the most valuable resource and asset. We respect and protect the legitimate rights and interests of employees, provide a fair career development platform, care employees' physical and mental health, and join hands with employees to realize sustainable development.

The Group has developed sound employment policies covering the requirements and standards of recruitment, promotion, remuneration, resignation, treatment and so on, and regulates each requirement and standard to ensure the efficient management of human resources.

The Human Resource Department develops recruitment plans in accordance with the recruitment needs of various departments, and continuously introduce talents to join the Group through reputable recruiters and other channels. The Human Resource Department strictly implements the recruitment evaluation program, adheres to the selection principle of fairness and selection of high calibre, and provides equal job opportunities in accordance with their competence and abilities. The Group enters employment contracts with the employees in accordance with the requirements of the Hong Kong Employment Ordinance, covering matters such as wages benefits and safety in the workplace, and grounds for termination.

The Group is committed to implementing the remuneration distribution principals based on performance, efficiency, and fairness. On top of labour basic salary, the Group may pay performance bonuses in accordance with employees' performance. In order to maintain a competitive remuneration package, the Group carries out evaluation and adjustment on remuneration every year with reference to the social average wage, the consumption level and the industry rate, so as to attract and retain talents.

During the reporting period, the Group has not discovered any material violation of employment and labour related laws and regulations.

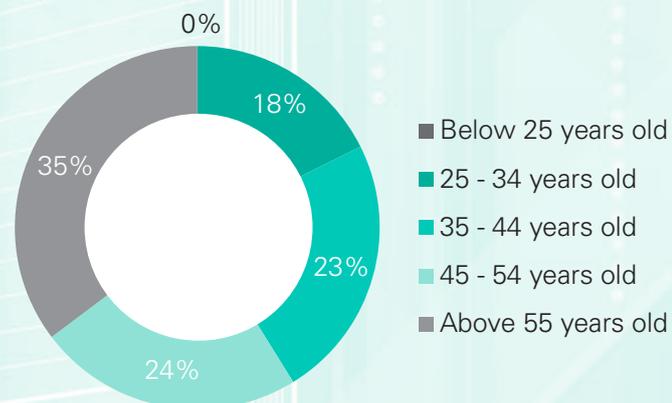
7.1 Employee Profile

The Group commitment is to support the local community by hiring local employees. As at 31 March 2020, the Group employed a total of 17 employees. All our employees are local.

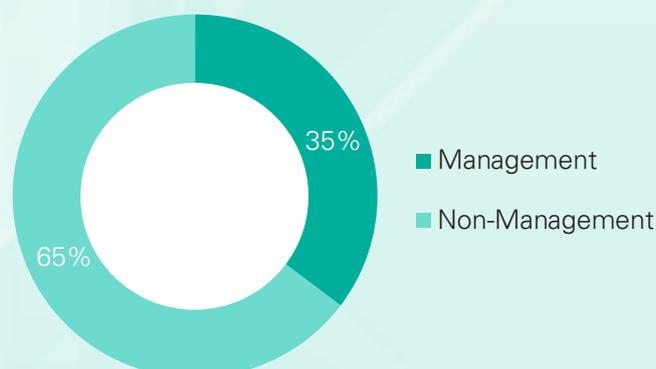
As an equal opportunity employer, the Group efforts are leaning towards of hiring the most talented people. As per the below graph, most of our employees are females and they account of 61%, whereas males employees account of 39% of the total workforces.

The graphs below show the workforce distribution by age group and employment type.

Workforce distribution by age group



Workforce distribution by employment type



7. Social – Employment and Labour Practices (Cont'd)

7.2 Employee Turnover Rate

The employee turnover rate refers to the percentage of employees who leave an organization during a certain period of time. The Group's employees usually included voluntary resignation, dismissals, and retirements in the calculations.

High rate of employee turn-over can add cost of the Company. Tern Properties turnover rate during the Reporting Period is closed to 0%.

7.3 Health and Safety

Our policy on occupational health and safety is communicated through our employee handbooks and the Code. Maintaining a safe and healthy workplace is defined as a shared responsibility of all employees and officers. Employees are also educated to conduct work in a manner that is free of violence, drugs, alcohol and other restricted substances, as well as to report safety hazards, including unsafe equipment, practices or conditions when identified.

The Group focuses on two major areas to minimize occupational hazards and health and safety risks:

1. Occupational health management; and
2. Workplace safety at our office and our leasing properties including fire protection measures.

During this COVID-19 pandemic, we checked staff body temperature daily. Those with fever or respiratory symptoms wear a surgical mask, refrain from work, avoid going to crowded places and seek medical advice promptly.

Other measures imposed by the Group to minimize the chance of staff being infected by COVID-19 in office area :

- Installation of hospital grade air purifiers in office area which can help lower the airborne particles ranging from large dust to ultra-fine particles such as allergens, bacteria and viruses. As such, its application will reduce the chance of occupants from inhaling excessive particles, being infected by allergens, bacteria and viruses, as well as lowering the potential risk of cross infection of infectious diseases such as cold and flu among the employees
- Provide adequate hand hygiene facilities, such as 70 to 80% alcohol-based hand-rub to staff and also in public areas, for example at the reception counter
- Provide one surgical mask to staff per day
- Flexible working hours for staff to avoid travel in busy hours
- Staff in each department are split into 2 teams and relocate into different office level

Apart from accident prevention, we invested resources to enhance health consciousness among employees. All employees in the Group are covered by medical insurance.

7. Social – Employment and Labour Practices (Cont'd)

7.3 Health and Safety (Cont'd)

Although the nature of jobs in the Group are low-danger positions, we do not take this lightly. The Group evaluates and identifies the risk of safety in our premises and various leasing properties, and precautionary measures are recommended accordingly. For example, regular checks will be conducted on first aid kits to ensure that they are placed in a prominent position and are properly maintained.

During the reporting period, the Group has achieved zero work-related fatalities and lost days due to work injury and did not discover any material non-compliance of occupational health and safety related laws and regulations.

7.4 Development and Training

It is our policy to empower our employees through adequate training and development opportunities, with the objective of enhancing their job performance and capabilities for future advancement. Orientation and induction programs are organised for all new employees to understand the Group's work culture and environment.

Our employees contribute directly to the service delivery, they are also an integral part of maintaining the long-term relationship with many of our stakeholders, such as tenants and property management service providers. Therefore, we provide staff with a variety of trainings, ranging from anti-corruption, professional development, occupational health and safety to facilitate continuous improvement of our service quality and risk management.

To establish a better talent succession pipeline and to transfer knowledge of success, leadership programme and succession planning events are offered to all management level employees.

Below shows the development and training data of the Group during the reporting period.

Average Training Hours Completed per Employee



16 hours

7. Social – Employment and Labour Practices (Cont'd)

7.4 Development and Training (Cont'd)

Percentage of Employees Received Training by Gender



22.7%
Male



22.7%
Female

Percentage of Employees Received Training by Employment Type



100%
Management



14%
Non-Management

7.5 Labour Standard

As stated in our Code of Business Conduct, we uphold our responsibility on ethical behaviour and prohibit any forms of child labour or forced labour.

We strictly adhere to the minimum age provisions under applicable laws and regulations. Our Human Resources Department checks the identity documents of candidates before employment to prevent child labour. To prevent forced labour, corporal punishment or coercion of any type related to work are prohibited.

The Group abides by the Employment Ordinance of Hong Kong in relation to labour standards. During the reporting period, the Group did not discover any material non-compliance of labour rights and labour related laws and regulations.

8. Environment

The Group is committed to reducing our energy consumption, greenhouse gas emissions, water consumption and waste footprint. Through a focused, coordinated effort, the Group has made significant progress.

The Group believes that what gets measured, gets managed. Thus, this year, we have included data collection of our emission data and energy consumption in the common areas of our property buildings. In the coming year, we plan to continue increasing our operational eco-efficiency, developing continuous improvement plan that considers science-based targets required to curb greenhouse gas emissions.

2020 marked the fourth year of our journey to significantly reduce our operational footprint. It has also presented an opportunity for reflection. We attribute much of our progress to a rigorous approach to data monitoring, with accountability and ownership cascading to individual properties.

The Group is committed to the high efficiency and green development concept. The awareness of environment protection is integrated in strategies and throughout all steps of the operation of the Company.

During the reporting period, no penalties had been imposed upon the Group for violation of any environmental laws and regulations. We did not receive any complaints in relation to environment protection raised by the tenants or any other person.

8.1 Emissions

As the Group is principally engaged in property investment and treasury investment without any manufacturing facility. The Group uses office located in one of its office portfolios. It does not have significant emissions, discharge into water or land in relation to its operations in Hong Kong. And no substantial hazardous waste was produced by the Group.

The Group main emissions from their corporate office were nitrogen oxides ("NOx") and sulphur oxides ("SOx") air emission, Greenhouse Gas ("GHG"), non-hazardous waste and wastewater.

The Group's transport vehicles bought and used for company affairs, employ transport all conformed to relevant environmental laws and regulations in Hong Kong.

The Group has implemented appropriate checks on their properties' equipment to prevent breakdown or inefficient operations which may negative affect air emissions. The Group also has an appropriate emergency plan for potential emergencies that may result in negative environmental impact, which include procedures to handle identified non-compliance, with applicable corrective and preventive action.

8. Environment (Cont'd)

8.1 Emissions (Cont'd)

During the Reporting Period, the Group believes that its adopted environmental measures are sufficient and effective for meeting local environmental protection regulations and requirements. The Group complied with all relevant environmental rules and regulation in Hong Kong that have a significant impact on the company's business. There were no significant fines or penalties for non-compliance with environmental laws and regulations during the year. And no material pollution and damage to the air, land, water sources and ecological environment in the vicinity has occurred.

8.1.1 Air Emissions

Air emissions include nitrogen oxides ("NOx") and ("SOx") and other pollutants regulated under national laws and regulations. Table below is the Group's NOx and SOx emissions data from gaseous fuel (Towngas) consumption from one of our property.

	Air Emissions	2019/2020	
		Amount	Intensity (Consumption/ Headcount)
	nitrogen oxides ("NOx")	119,635 Kg	7,037 Kg
	Sulphur oxides ("SOx")	595 Kg	35 Kg

8.1.2 Greenhouse Gas Emissions

Greenhouse gas ("GHG") emissions (or "carbon emissions") are closely related to climate change, which presents businesses with both long-term risks and opportunities. To better understand, quantify and manage the carbon and climate change related impacts, risks, and opportunities in our investments, it is integral to measure and disclosure our carbon footprint as a first step. This information will serve as a foundation of developing more relevant carbon reduction strategies and identify carbon reduction targets.

The consumption of electricity at corporate office is the primary source of our GHG emission. The second primary source of GHG emission is the consumption of petrol for company vehicles.

8. Environment (Cont'd)

8.1 Emissions (Cont'd)

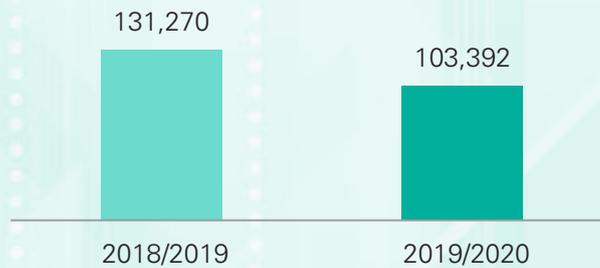
8.1.2 Greenhouse Gas Emissions (Cont'd)

During the reporting period, the Group's GHG emissions of corporate office equated to a total of approximately 103,392 kg of CO₂ equivalent ("kgCO₂e") and the detailed summary of the GHG emission is shown as below:

GHG Emissions from Corporate Office.

Greenhouse Gas	2019/2020	
	Amount	Intensity (Consumption/ Headcount)
Scope 1 Direct GHG emission	14,973 kgCO ₂ e	881 kgCO ₂ e
Scope 2 Indirect GHG emission	86,600 kgCO ₂ e	5,094 kgCO ₂ e
Scope 3 Other Indirect GHG emission	1,819 kgCO ₂ e	107 kgCO ₂ e
Total GHG Emission	103,392 kgCO₂e	6,082 kgCO₂e

GHG Emissions of Corporate Office (kgCO₂e)



GHG Emissions from Shared Services in the Common Areas of our Building.

Greenhouse Gas	2019/2020
	Amount
Scope 2 Indirect GHG emission (Electricity purchased – lounge and corridor lighting, lift energy consumption)	362,496 kgCO ₂ e

* Only include data from those buildings which are 100% owned by the Group. There are: Southgate Commercial Centre, The Wave, and Tern Centre Tower II.

8. Environment (Cont'd)

8.1 Emissions (Cont'd)

8.1.3 Waste

The generation of waste in our properties are divided into 2 parts: waste generated in our corporate offices and waste generated by our tenants.

For our corporate office, the Group has implemented various programs to encourage employees to participate in waste reduction management, including:

- Encourage double-side printing and reuse of wastepaper.
- Encourage to use electronic channels for internal correspondence and communication.
- Used printing supplies boxes and toners will be returned to printing supplies companies for recycling and reuse.

Through the above mitigation measures, the Group believes that it will change the behaviour of the use of resources in our workplaces and achieve the goal of waste reduction in the coming years.

8.1.4 Waste-water

The main categories of wastewater the Group discharges are city sewage from toilets and kitchen including waste-water generated during the cleaning of the floor. For our corporate office building we encourage our staff to save water and adopt waterless cleaning or wiping to clean the floor.

8.2 Use of Resources

The Group strives to use resources effectively and minimize the discharge of wastes. In the ordinary course of business, we have implemented various energy saving and emission reduction measures.

Improving energy efficiency is a fundamental strategy to reduce GHG emissions associated with energy use. Apart from the waste reduction actions mentioned above, a variety of energy conservation and efficiency initiatives have been implemented:

- 1) Keep indoor air-conditioning temperature at 25°C during summer
- 2) Close the elevator of buildings during non-busy hours
- 3) Replace the lighting system in the office by LED lights gradually; and
- 4) Encourage staff to switch office equipment, such as printers and computers, to energy saving mode (the equipment will enter the sleep mode under the standby condition)

8. Environment (Cont'd)

8.2 Use of Resources (Cont'd)

8.2.1 Energy Consumption

The total energy consumption of our properties is divided into three parts: the electricity consumption from shared services in the common areas of our buildings, the energy consumption in the tenant areas, and the energy consumption in our corporate offices.

The procurement of energy in our properties is organized in two types: the landlord-obtained energy and the tenant-obtained energy. As a landlord, we are solely responsible for the energy consumed from the shared services in the common areas of our buildings and for the energy consumed in our corporate offices.

In this Report, the Group will disclose the energy consumption of the corporate office and electricity consumption from shared services in the common areas of our building.

Energy Consumption of our Corporate Office

During the Reporting Period, the Group had consumed 87,018 kWh of electricity in corporate office and 29,760 MJ of Towngas in properties profile.

Through the mitigation measure we implemented last year, the result showed that the electricity consumption of our corporate office decreased by 1.69% compared to last year. And the consumption of Towngas of Group increased by 19% compared to last year. As part of our annual energy management system review, we were able to take a closer look at our total energy consumption by sections. The results of this analysis show that we had a significant increase of Towngas consumption due to our management spend more time indoor due to COVID-19 outbreak. The predominant consumer groups responsible for total energy usage of our offices remain the computer, lighting and water heater.

The Group has 3 private vehicles in Hong Kong that are used in our company affairs. The vehicles are the second largest contributor to our emissions profile. During the reporting period, the vehicles consumed approximately 6,240 litres of petrol.

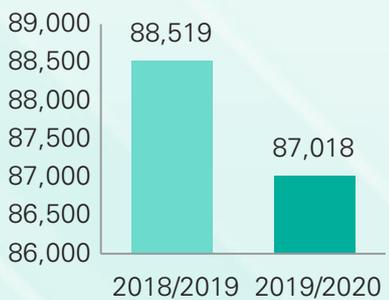
8. Environment (Cont'd)

8.2 Use of Resources (Cont'd)

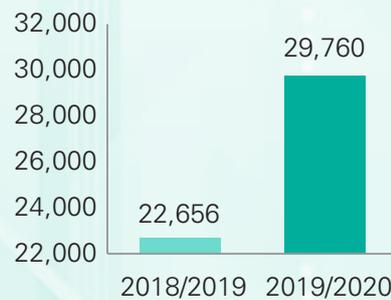
8.2.1 Energy Consumption (Cont'd)

As the fuel price was high and continued volatility is predicted, the Group has implemented the fuel-efficient action plan to trim petrol use. The plan encourages drivers to plan the journey wisely before driving, adopt a gentle style of acceleration, and conduct regular servicing of vehicles including periodic tyres check. Tyres with bad condition will raise fuel consumption. Since the implementation of this plan, the Group had managed to lower the Group's petrol consumption accordingly.

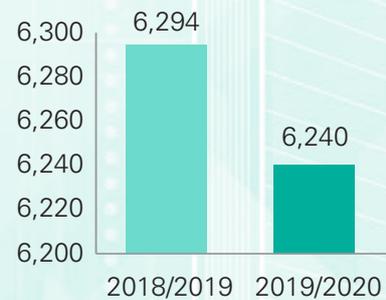
The non-renewable energy		Amount	Intensity (Consumption/ Headcount)
	Electricity	87,018 kWh	5,060 kWh
	Towngas	29,760 MJ	1,750 MJ
	Petrol	6,240 litres	367 litres



Electricity Consumption (kWh)



Towngas (MJ)



Petrol Consumption (Litres)

Energy Consumption from Shared Services in the Common Areas of our Building.

	Tern Centre Tower II 419,315 kWh
	Southgate Commercial Centre 27,176 kWh
	The Wave 12,364 kWh

* Only include data from those buildings which are 100% owned by the Group.

8. Environment (Cont'd)

8.2 Use of Resources (Cont'd)

8.2.2 Water

The use of water in our properties are divided into 2 parts: resources used in our corporate offices and resources used in tenant's areas. As our business operation is in Hong Kong, the water challenges we face are mostly related to rainfall and weather changes events. We have to confront problems such as overloading of sewers and water sources. We believe that, by collecting and measuring water consumption properly, we can manage the usage of water more effectively.

In addition, we comply with all applicable Hong Kong laws regarding access to water and its treatment. Since we start to collect water consumption data, we have focused on reducing the water footprint for our own operations. We have undertaken measure to check water leakage from our property pipe.

Behavioural habits are also critical, we have encouraged staff to save water. Regardless of the abundance of water in Hong Kong, we consider it our duty to conserve water and use it in a responsible manner.

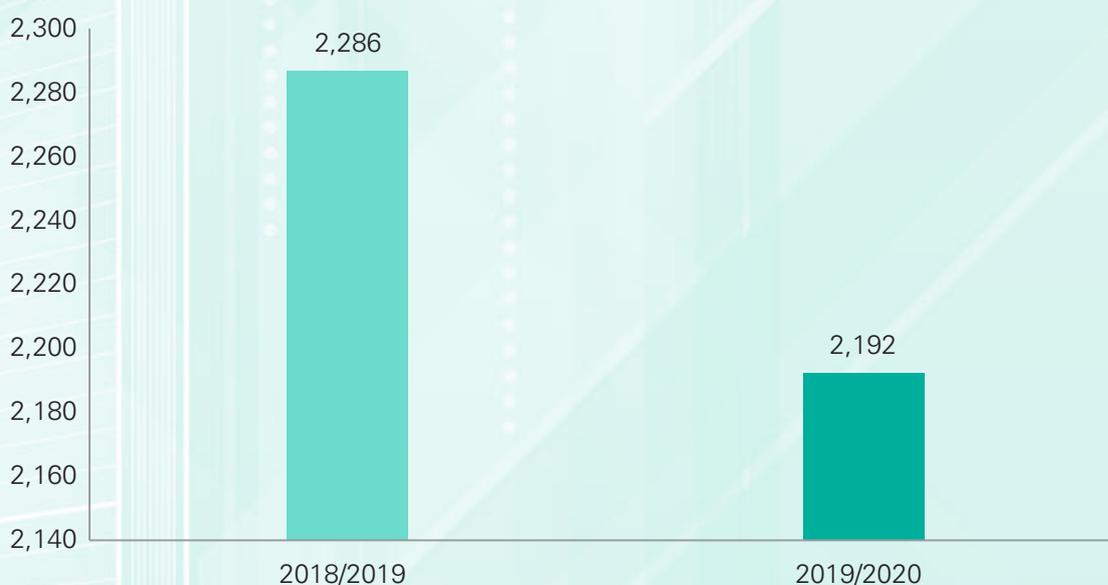
During the reporting period, the Group's director's quarter water usage is 2,192.4 litres, which is close to last year figures.

At the moment, corporate office use distilled bottle water to provide drinking water to employees. Each bottle is about 18.9 Litres. During the reporting period, the Group's corporate office consumed 116 bottles. And all the empty bottles were collected back by the water company for reuse purposes.



Water	2019/2020	
	Amount	Intensity (Consumption/ Employee)
Water Consumed	2,192 litres	129 litres

Water Consumption (litres)



8. Environment (Cont'd)

8.2 Use of Resources (Cont'd)

8.2.3 Paper Usage

Alongside environmental concerns of the Group is the drive to improve efficiency and to keep the cost under control over all aspects of the office's operations. Within this context, Tern Properties has identified paper usage as a key area to address.

During the reporting period, we have used 120 rims of A4 paper. The paper usage decreased by 17% compared to the previous year. The decrease of paper usage was due to double-side printing, and also we encourage the use of e-mail for communication purposes.

8.3 The Environmental and Natural Resources

Apart from emissions and resources management, the Group is taking steps to minimise its impacts on the environment and natural resources. With a board array of our properties portfolios, the extent and nature of our impacts vary among different property buildings. We regularly review our operating practices and introduced a series of measures for specific property building, ranging from energy saving measures to sustainable purchasing practices.

During the reporting period, the Group was not aware of any significant impacts towards the environment and natural resources through daily operation. The Group complied with all relevant environmental rules and regulation in Hong Kong.

9. Social – Community Investment

Supporting community development is inextricably linked to driving business growth. We seek to support local communities in which we operate while meeting business needs.

Its commitment is underlined in the Community Investment, Sponsorship and Donation Policy that sets out a framework for our company community investment activities. We are currently reviewing and updating the policy as we understand that community's needs evolve over time.

Directors' Report

The board of directors of the Company ("Board") presents its annual report and the audited consolidation financial statements of the Company and its subsidiaries (collectively "Group") for the year ended 31 March 2020.

Principal Activities

The Company continues to act as an investment holding company. The principal activities of its principal subsidiaries and associates as at 31 March 2020 are set out in notes 36 and 20 to the consolidated financial statements respectively. The business review of the Group for the year ended 31 March 2020, as well as further discussion and analysis required by Schedule 5 to the Hong Kong Companies Ordinance, are set out in the section headed "Chairman's Statement" and "Management Discussion and Analysis" on pages 3 to 9 of the Annual Report.

Results and Appropriations

The results of the Group for the year ended 31 March 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on page 61.

An interim dividend of HK1.8 cents per share amounting to HK\$4,990,000 was paid on 12 December 2019. The Directors now recommend the payment of a final dividend of HK2.7 cents per share to be paid to the shareholders on the Register of Members on 27 August 2020 amounting to HK\$7,485,000.

Investment Properties and Property, Plant and Equipment

The Group revalued all of its investment properties at the end of the reporting period. The net deficit arising on revaluation, which has been charged directly to the consolidated statement of profit or loss and other comprehensive income, amounted to HK\$543.0 million.

Details of these and other movements during the year in investment properties and property, plant and equipment of the Group are set out in notes 16 and 17 to the consolidated financial statements respectively.

Particulars of Major Properties Held by the Group

Details of the properties held by the Group at 31 March 2020 are set out on pages 134 to 136.

Share Capital

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

Directors

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

Executive Director

Mr. Chan Hoi Sow
Mr. Chan Yan Tin, Andrew
Ms. Chan Yan Wai, Emily

Non-Executive Director

Ms. Chan Yan Mei, Mary-ellen

Independent Non-Executive Director

Mr. Chan Kwok Wai
Mr. Tse Lai Han, Henry
Ms. Cheung Chong Wai, Janet

None of the Directors has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

Pursuant to Article 103 of the Articles of Association, Mr. Chan Yan Tin, Andrew, Ms. Chan Yan Mei, Mary-ellen and Ms. Cheung Chong Wai, Janet shall retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

Directors of Subsidiaries

The names of person who have served on the board of the subsidiaries of the Company during the year and up to the date of the report are Mr. Chan Hoi Sow, Mr. Chan Yan Tin, Andrew, Ms. Chan Yan Mei, Mary-ellen, Mrs. Chan Loo Kuo Pin and Ms. Chan Yan Wai, Emily.

Directors' Interests in Shares

At 31 March 2020, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

Directors' Report

Directors' Interests in Shares (Cont'd)

(i) Interest in the Company (long position)

Name of Director	Capacity	Nature of interests	Number of shares held	Aggregate long position	Percentage of aggregate long position in shares to the issued share capital
Chan Hoi Sow	Beneficial owner	Personal Interest	2,036,000	204,622,534	73.80
	Interest of controlled corporation	Corporate Interest (Note 1)	56,348,534		
	Founder of a discretionary trust	Other Interest (Notes 1 & 2)	172,060,896		
Chan Yan Tin, Andrew	Beneficial owner	Personal Interest	792,000	172,852,896	62.34
	Beneficiary of a trust	Other Interest (Notes 2 & 3)	172,060,896		
Chan Yan Wai, Emily	Beneficiary of a trust	Other Interest (Notes 2 & 4)	172,060,896	172,060,896	62.06
Chan Yan Mei, Mary-ellen	Beneficiary of a trust	Other Interest (Notes 2 & 5)	172,060,896	172,060,896	62.06

Notes:

- The 56,348,534 shares are held as to 30,525,638 shares by Smartprint Development Limited and as to 25,822,896 shares held by Evergrade Investments Limited.

The issued share capital of Smartprint Development Limited is beneficially owned by Mr. Chan Hoi Sow.

The issued share capital of Evergrade Investments Limited is beneficially owned as to 50% by Mr. Chan Hoi Sow and as to 50% by Beyers Investments Limited which is indirectly owned by Sow Pin Trust, a discretionary trust, the beneficiaries of which are Mr. Chan Hoi Sow and his family members. These 25,822,896 shares are also included in the 172,060,896 shares held by Mr. Chan Hoi Sow in the capacity as founder of a discretionary trust.
- The three references to 172,060,896 shares relate to the same block of shares in the Company. The 172,060,896 shares are held as to 146,238,000 shares by Noranger Company Limited and as to 25,822,896 shares by Evergrade Investments Limited. The issued share capital of Noranger Company Limited is beneficially wholly owned by Beyers Investments Limited and the issued share capital of Evergrade Investments Limited is beneficially owned as to 50% by Mr. Chan Hoi Sow and as to 50% by Beyers Investments Limited. Beyers Investments Limited is indirectly owned by Sow Pin Trust, a discretionary trust, the founder of which is Mr. Chan Hoi Sow and the beneficiaries of which are Mr. Chan Hoi Sow and his family members. By virtue of the shareholdings as aforementioned, Mr. Chan Hoi Sow is deemed to be interested in 172,060,896 shares indirectly owned by Sow Pin Trust.
- Mr. Chan Yan Tin, Andrew is the son of Mr. Chan Hoi Sow and is a beneficiary of Sow Pin Trust, a discretionary trust as referred to in Note 2 above. By virtue of the shareholdings as mentioned in Note 2 above, Mr. Chan Yan Tin, Andrew is deemed to be interested in 172,060,896 shares indirectly owned by Sow Pin Trust.
- Ms. Chan Yan Wai, Emily is the daughter of Mr. Chan Hoi Sow and is a beneficiary of Sow Pin Trust, a discretionary trust as referred to in Note 2 above. By virtue of the shareholdings as mentioned in Note 2 above, Ms. Chan Yan Wai, Emily is deemed to be interested in 172,060,896 shares indirectly owned by Sow Pin Trust.
- Ms. Chan Yan Mei, Mary-ellen is the daughter of Mr. Chan Hoi Sow and is a beneficiary of Sow Pin Trust, a discretionary trust as referred to in Note 2 above. By virtue of the shareholdings as mentioned in Note 2 above, Ms. Chan Yan Mei, Mary-ellen is deemed to be interested in 172,060,896 shares indirectly owned by Sow Pin Trust.

Directors' Interests in Shares (Cont'd)

(ii) Interest in an associated corporation of the Company (long position)

Name of Director	Name of the associated corporation	Capacity	Nature of interests
Chan Hoi Sow	Noranger Company Limited	Interest of Controlled Corporation	Corporate Interest (Note 1)
Chan Yan Wai, Emily	Win Easy Development Limited	Interest of Controlled Corporation	Corporate Interest (Note 2)

Notes:

- The issued share capital of Noranger Company Limited is beneficially wholly owned by Beyers Investments Limited. Beyers Investments Limited is indirectly owned by Sow Pin Trust, a discretionary trust, the founder of which is Mr. Chan Hoi Sow and the beneficiaries of which are Mr. Chan Hoi Sow and his family members.
- The issued share capital of Win Easy Development Limited is beneficially owned as to 50% by the Company and as to 50% by Kotime Properties Limited which is owned as to 10% by Diamond Sky Limited, a company wholly owned by Ms. Chan Yan Wai, Emily.

Other than as disclosed above, none of the Directors had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as defined in the SFO and none of the Directors nor their spouses or children under the age of 18 had any right to subscribe for the equity or debt securities of the Company as at 31 March 2020 or had been granted or exercised any such right during the period.

Connected Transactions

Share Buy-back

Reference to (i) the announcement in relation to the Deed of Undertaking, the Share Buy-back, the Share Buy-back Agreement, the Transfer and the S&P Agreement; (ii) the announcement of the Company dated 13 June 2019 in relation to the extension of long stop date of the Deed of Undertaking and the Long Stop Date of the S&P Agreement and (iii) the Company's circular dated 28 June 2019 (the "Share Buy-back Circular"), on 26 April 2019 (after trading hour), a deed of undertaking was executed by the Covenantors (collectively, Grand Fort Investments Limited, Mr. CHIM Pui Chung and Mr. LAW Fei Shing) in favour of the Company conditionally undertaking to execute a share buy-back agreement relating to an off-market share buy-back by the Company of 30,525,639 Shares held by Covenantors ("Share Buy-back").

The independent shareholders at the EGM held on 30 July 2019 passed the special resolution as set out in the notice of the EGM to authorise the Company repurchased 30,525,639 Shares off the market at HK\$5.10 per share from Grand Fort Investments Limited for an aggregate consideration of approximately HK\$155.7 million before expenses during the period. The repurchase of shares was authorized by the independent shareholders for the benefit of the Company to restore its public float requirement under the Listing Rules. The repurchased shares were subsequently cancelled on 2 August 2019.

Prior to the completion of the Share Buy-Back, Grand Fort Investments Limited was a substantial shareholder of the Company as defined under the Listing Rules. Grand Fort Investments Limited was therefore a connected person of the Company and the Share Buy-back constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

Directors' Report

Arrangement to Purchase Shares or Debentures

At no time during the year was the Company or any of its subsidiaries, a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Equity-Linked Agreements

No equity-linked agreements were entered into by the Company during the year or subsisted at the end of the year.

Directors' Interests In Competing Business

None of the Directors or their respective associates have engaged in any business that competes or may compete with the business of the Group or have any other conflict of interest with the Group during the year.

Directors' Interest in Transactions, Arrangements or Contracts of Significance

No transactions, arrangement or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company or his connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Management Contracts

No contract other than employment contract, concerning the management and administration of the whole or any substantial part of the Company's business was entered into or existed during the year.

Permitted Indemnity Provision

The Articles of Association of the Company provides that every director or other officers should be indemnified out of assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto. Such provision was in force during the course of the year and remained in force as of the date of this Annual Report. The Company has arranged appropriate directors' and officers' insurance coverage for the Directors and officers of the Company and its subsidiaries.

Related Party Transactions

The related party transactions as disclosed in note 32 to the consolidated financial statements are connected transactions exempt from reporting, announcement and independent shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules during the year.

Substantial Shareholders

At 31 March 2020, the interests and short positions of persons, other than the Directors or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO were as follows:

Name of substantial shareholders	Capacity	Nature of interests	Number of shares held	Aggregate long position	Percentage of aggregate long position in shares to the issued share capital
Chan Loo Kuo Pin	Interest of Spouse	Family Interest (Note 1)	204,622,534	204,622,534	73.80
Credit Suisse Trust Limited as trustee of Sow Pin Trust	Interest of Controlled Corporation	Corporate Interest (Notes 2, 3 & 4)	172,060,896	172,060,896	62.06
Brock Nominees Limited	Interest of Controlled Corporation	Corporate Interest (Notes 2 & 3)	172,060,896	172,060,896	62.06
Global Heritage Group Limited	Interest of Controlled Corporation	Corporate Interest (Notes 2 & 3)	172,060,896	172,060,896	62.06
Beyers Investments Limited	Interest of Controlled Corporation	Corporate Interest (Notes 2, 3 & 4)	172,060,896	172,060,896	62.06
Noranger Company Limited	Beneficial Owner	Corporate Interest (Notes 2, 3 & 4)	146,238,000	146,238,000	52.74
Evergrade Investments Limited	Beneficial Owner	Corporate Interest (Notes 2, 3 & 4)	25,822,896	25,822,896	9.31
Smartprint Development Limited	Beneficial Owner	Corporate Interest (Notes 5)	30,526,638	30,526,638	11.01
Builtwin Ltd.	Beneficial Owner	Corporate Interest (Notes 6)	14,876,008	14,876,008	5.37
Hon Nicholas	Interest of Controlled Corporation	Corporate Interest (Notes 6)	14,876,008	14,876,008	5.37

Directors' Report

Substantial Shareholders (Cont'd)

Notes:

1. The interest is the same block of shares already disclosed under the personal, corporate and other interests of her husband, Mr. Chan Hoi Sow as disclosed in the section headed "Directors' Interests in Shares".
2. All interests of Credit Suisse Trust Limited as trustee of Sow Pin Trust, Brock Nominees Limited, Global Heritage Group Limited, Beyers Investments Limited and the aggregate interests of Noranger Company Limited and Evergrade Investments Limited relate to the same block of shares in the Company.
3. Credit Suisse Trust Limited as trustee of Sow Pin Trust is the holding company of Brock Nominees Limited and is deemed to be interested in the shares owned by Sow Pin Trust, a discretionary trust as mentioned in Note 4 below through interests of corporations controlled by it as follows:

Name of controlled corporation	Name of controlling shareholder	Percentage control
Brock Nominees Limited	Credit Suisse Trust Limited as trustee of Sow Pin Trust	0.00
Global Heritage Group Limited	Brock Nominees Limited	100.00
Beyers Investments Limited	Global Heritage Group Limited	100.00
Noranger Company Limited	Beyers Investments Limited	100.00
Evergrade Investments Limited	Beyers Investments Limited	50.00

4. Credit Suisse Trust Limited as trustee of Sow Pin Trust is interested in 172,060,896 shares which are held as to 146,238,000 shares by Noranger Company Limited and as to 25,822,896 shares by Evergrade Investments Limited. The issued share capital of Noranger Company Limited is beneficially wholly owned by Beyers Investments Limited and the issued share capital of Evergrade Investments Limited is beneficially owned as to 50% by Beyers Investments Limited and as to 50% by Mr. Chan Hoi Sow. Beyers Investments Limited is indirectly owned by Sow Pin Trust, a discretionary trust, the beneficiaries of which are Mr. Chan Hoi Sow and his family members as disclosed in the section headed "Directors' Interests in Shares".
5. Smartprint Development Limited is wholly owned by Mr. Chan Hoi Sow.
6. Builtwin Ltd. is wholly owned by Mr. Hon Nicholas.

Other than as disclosed above, there was no person, other than a Director of the Company, who as at 31 March 2020, had an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

Major Customers and Suppliers

During the year, the five largest customers of the Group accounted for 34.2% of total turnover of the Group and the five largest suppliers of the Group accounted for less than 36.6% of total purchases of the Group. The Directors do not consider any one customer or supplier to be influential to the Group.

Remuneration Policy for Directors and Senior Management

Each of the Directors will receive a fee which is subject to an annual adjustment at a rate to be reviewed by the remuneration committee and be determined at the discretion of the Board. The Company's policy concerning the remuneration of the Directors is that the amount of remuneration is determined by reference to the relevant Director's experience, responsibilities, workload and time devoted to the Group. The Group has adopted incentive bonus schemes and continues to maintain these schemes in order to align the financial well-being of the Group with that of the employees, and to retain the Directors and staff of high caliber.

Purchase, Sale or Redemption of the Company's Listed Securities

References are made to (i) the circular of the Company dated 28 June 2019 (the "Circular"); and (ii) the notice of the extraordinary general meeting ("EGM") of the same date as set out in the Circular, the independent shareholders at the EGM held on 30 July 2019 passed the special resolution as set out in the notice of the EGM to authorise the Company repurchased 30,525,639 shares off the market at HK\$5.10 per share from Grand Fort Investment Limited for an aggregate consideration of approximately HK\$155.7 million before expenses during the period. The repurchase of shares was authorised by the independent shareholders for the benefit of the Company to restore its public float requirement under the Listing Rules. The repurchased shares were subsequently cancelled on 2 August 2019.

Saved as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of its Directors, as at the date of this annual report, there is sufficient public float, as of not less than 25% of the Company's issued shares are held by the public.

Compliance with the Laws and Regulations

The Group recognises the importance of compliance with regulatory requirements and the risks of non-compliance with the applicable laws and regulations. During the year ended 31 March 2020 and up to the date of this report, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group.

Auditor

The consolidated financial statements for the year have been audited by Messrs. HLM CPA Limited, who shall retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

Chan Hoi Sow

Chairman

Hong Kong, 12 June 2020

Independent Auditor's Report

恒健會計師行有限公司
HLM CPA LIMITED
Certified Public Accountants

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TO THE MEMBERS OF TERN PROPERTIES COMPANY LIMITED

太興置業有限公司

(Incorporated in Hong Kong with limited liability)

Opinion

We have audited the consolidated financial statements of Tern Properties Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 61 to 132, which comprise the consolidated statement of financial position as at 31 March 2020, and 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.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for Opinion

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

Key Audit Matter

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

Valuation of investment properties

Refer to note 16 to the consolidated financial statements

Key Audit Matter

We identified the valuation of investment properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the significant judgements involved in determining the inputs used in the valuation.

The Group had investment properties held by subsidiaries of approximately HK\$2,408,988,000 and associates of approximately HK\$623,600,000 as at 31 March 2020 for which a loss arising on change in fair value was recognised and presented as an "Fair value loss on investment properties" and included in "Share of results of associates" respectively in the consolidated statement of profit or loss and other comprehensive income. The fair value was determined by management with reference to the valuations performed by independent professional property valuers (the "valuers") engaged by the Group.

The valuations of investment properties involved significant judgements and estimates including:

- the determination of valuation techniques, which included direct comparison approach and income capitalisation approach;
- assumptions of market conditions; and
- the selection of different inputs in the models.

Independent Auditor's Report

How our audit addressed the Key Audit Matter

Our procedures in relation to the valuation of the investment properties included:

- evaluating the competence, capabilities, independence and objectivity of the valuers;
- obtaining and reviewing the valuation report prepared by the valuers;
- discussing the valuations with management and the valuers and challenging key estimates adopted and inputs used in the valuations, including those relating to market selling prices, market rents and capitalisation rates, by comparing them with historical rates and market observable data;
- evaluating the valuation methodology used and the appropriateness of the key assumptions and parameters based on our knowledge of other property valuations for similar types of properties; and
- checking the accuracy and relevance of the input data used in the valuations on a sample basis.

We found the key assumptions used in management's valuation of investment properties were supported by the available evidence.

Other Information

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

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

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

Responsibilities of the Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the content of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit concluded in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Independent Auditor's Report

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

HLM CPA Limited

Certified Public Accountants

Wong Kam Hing

Practising Certificate Number: P05697

Hong Kong, 12 June 2020

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Turnover	5	73,120	80,270
Property expenses		(1,332)	(2,294)
Gross profit		71,788	77,976
Fair value loss on investment properties	16	(543,039)	(15,917)
Realised gain (loss) on derecognition of debt instruments at fair value through other comprehensive income		4,899	(29,637)
Realised gain (loss) on disposal of financial assets at fair value through profit or loss		659	(1,303)
Unrealised loss on revaluation of financial assets at fair value through profit or loss		(8,338)	(46)
Dividend income		768	1,204
Interest income	7	40,537	40,458
Other income, gains and losses, net	8	3,732	2,599
Administrative expenses		(36,341)	(34,561)
(Loss) profit from operations	9	(465,335)	40,773
Finance costs	10	(6,812)	(6,739)
Share of results of associates	20	(51,918)	616
(Loss) profit before taxation		(524,065)	34,650
Taxation	13	(7,143)	(9,116)
(Loss) profit for the year attributable to owners of the Company		(531,208)	25,534
Other comprehensive income (expense)			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Net (loss) gain arising on revaluation of debt instruments at fair value through other comprehensive income		(70,185)	6,856
Release of investment revaluation reserve upon derecognition of debt instruments at fair value through other comprehensive income		(5,327)	(11,983)
Other comprehensive expense for the year, net of tax		(75,512)	(5,127)
Total comprehensive (expense) income for the year attributable to owners of the Company		(606,720)	20,407
(Loss) earnings per share			
Basic and diluted	15	(HK\$1.85)	HK\$0.08

Consolidated Statement of Financial Position

At 31 March 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Non-current assets			
Investment properties	16	2,408,988	2,952,288
Property, plant and equipment	17	4,066	4,425
Leasehold land	18	–	14,830
Right-of-use assets	19	15,110	–
Interests in associates	20	298,622	355,458
Debt instruments at fair value through other comprehensive income	21	491,874	443,419
Financial assets at fair value through profit or loss	21	430	430
Deferred rental income		271	307
Deferred tax assets	27	62	36
		3,219,423	3,771,193
Current assets			
Trade and other receivables	22	15,349	13,535
Debt instruments at fair value through other comprehensive income redeemable within one year	21	18,390	–
Financial assets at fair value through profit or loss	21	51,275	7,254
Leasehold land – current portion	18	–	92
Deferred rental income – current portion		563	463
Tax recoverable		2,972	1,964
Pledged bank deposits	23	5,998	149,600
Bank balances and cash	23	16,119	128,208
		110,666	301,116
Current liabilities			
Other payables and receipts in advance	24	6,576	9,958
Deposits received from tenants		11,838	12,408
Tax payable		103	1,434
Lease liabilities	25	284	–
Secured bank borrowings – due within one year	26	62,263	11,808
		81,064	35,608
Net current assets		29,602	265,508
Total assets less current liabilities		3,249,025	4,036,701

Consolidated Statement of Financial Position

At 31 March 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Non-current liabilities			
Deposits received from tenants		11,655	12,335
Deferred tax liabilities	27	29,679	27,949
Secured bank borrowings – due after one year	26	244,191	256,500
		285,525	296,784
Net assets			
		2,963,500	3,739,917
Capital and reserves			
Share capital	28	229,386	229,386
Reserves		2,734,114	3,510,531
Total equity			
		2,963,500	3,739,917

The consolidated financial statements on pages 61 to 132 were approved and authorised for issue by the Board of Directors on 12 June 2020 and are signed on its behalf by:

Chan Hoi Sow

Director

Chan Yan Tin, Andrew

Director

Consolidated Statement of Changes in Equity

For the year ended 31 March 2020

	Share capital	Investment revaluation reserve	Dividend reserve	Retained profits	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 31 March 2018	229,386	14,908	9,848	3,481,713	3,735,855
Impact from initial application of HKFRS 9	–	–	–	274	274
At 1 April 2018 (Restated)	229,386	14,908	9,848	3,481,987	3,736,129
Profit for the year	–	–	–	25,534	25,534
<i>Other comprehensive income (expense):</i>					
Net gain arising on revaluation of debt instruments at fair value through other comprehensive income	–	6,856	–	–	6,856
Release of investment revaluation reserve upon derecognition of debt instruments at fair value through other comprehensive income	–	(11,983)	–	–	(11,983)
Total comprehensive income (expense) for the year	–	(5,127)	–	25,534	20,407
Dividends declared (note 14)	–	–	16,619	(16,619)	–
Dividends paid	–	–	(16,619)	–	(16,619)
At 31 March 2019 and at 1 April 2019	229,386	9,781	9,848	3,490,902	3,739,917
Loss for the year	–	–	–	(531,208)	(531,208)
<i>Other comprehensive expense:</i>					
Net loss arising on revaluation of debt instruments at fair value through other comprehensive income	–	(70,185)	–	–	(70,185)
Release of investment revaluation reserve upon derecognition of debt instruments at fair value through other comprehensive income	–	(5,327)	–	–	(5,327)
Total comprehensive expense for the year	–	(75,512)	–	(531,208)	(606,720)
Cancellation of shares during the year (note 28)	–	–	(977)	(154,859)	(155,836)
Dividends declared (note 14)	–	–	12,475	(12,475)	–
Dividends paid	–	–	(13,861)	–	(13,861)
At 31 March 2020	229,386	(65,731)	7,485	2,792,360	2,963,500

The retained profits (after dividend) of the Group include approximately HK\$300,225,000 (2019: approximately HK\$360,023,000) retained by associates of the Group.

Consolidated Statement of Cash Flows

For the year ended 31 March 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Operating activities			
(Loss) profit for the year		(531,208)	25,534
Adjustments for:			
Share of results of associates	20	51,918	(616)
Interest income	7	(40,537)	(40,458)
Dividend income		(768)	(1,204)
Interest expenses	10	6,812	6,739
Tax expenses	13	7,143	9,116
Fair value loss on investment properties	16	543,039	15,917
Depreciation of property, plant and equipment	17	1,174	1,943
Amortisation of leasehold land	18	–	92
Depreciation of right-of-use assets	19	1,214	–
Realised (gain) loss on derecognition of debt instruments at fair value through other comprehensive income		(4,899)	29,637
Realised (gain) loss on disposal of financial assets at fair value through profit or loss		(659)	1,303
Unrealised loss on revaluation of financial assets at fair value through profit or loss		8,338	46
Provision for allowance for credit loss		244	–
Gain on disposal of property, plant and equipment		(2)	–
Write-back of other payable		(1,523)	–
Exchange adjustments on investment properties	16	261	207
Operating cash flows before movements in working capital		40,547	48,256
(Increase) decrease in trade and other receivables		(915)	202
Increase in deferred rental income		(64)	(217)
(Decrease) increase in other payables and receipts in advance		(1,932)	2,116
(Decrease) increase in deposits received from tenants		(1,250)	822
Cash generated from operations		36,386	51,179
Profits tax paid		(7,778)	(6,973)
Profits tax refunded		–	744
Net cash from operating activities		28,608	44,950

Consolidated Statement of Cash Flows

For the year ended 31 March 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Investing activities			
Interest received		39,394	43,458
Dividend received from investments		768	1,204
Dividend received from an associate		7,880	8,400
Withdrawal of pledged bank deposits		–	1,292
Purchase of debt instruments at fair value through other comprehensive income		(193,372)	(215,766)
Proceeds from derecognition of debt instruments at fair value through other comprehensive income		55,914	422,627
Purchase of financial assets at fair value through profit or loss		(114,355)	(227)
Proceeds from disposal of financial assets at fair value through profit or loss		62,655	13,737
Purchase of property, plant and equipment	17	(815)	–
Proceeds from disposal of property, plant and equipment		2	–
Net cash (used in) from investing activities		(141,929)	274,725
Financing activities			
Dividend paid		(13,861)	(16,619)
Interest paid		(6,717)	(6,808)
New bank borrowings raised		95,000	190,000
Repayment of bank borrowings		(56,854)	(271,711)
Repayment to associates		(2,962)	(68)
Repayment of lease liabilities		(1,140)	–
Payment on repurchase of shares		(155,836)	–
Net cash used in financing activities		(142,370)	(105,206)
Net (decrease) increase in cash and cash equivalents		(255,691)	214,469
Cash and cash equivalents at beginning of the year		277,808	63,339
Cash and cash equivalents at end of the year		22,117	277,808
Cash and cash equivalents represented by:			
Bank balances and cash	23	16,119	128,208
Pledged bank deposits	23	5,998	149,600
		22,117	277,808

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

1. General Information

Tern Properties Company Limited (the “Company”) is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchanges of Hong Kong Limited. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information section to the annual report.

The consolidated financial statements of the Company and the subsidiaries (collectively referred as the “Group”) are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

The Company continues to act as an investment holding company. The principal activities of its subsidiaries and associates are set out in notes 36 and 20 to the consolidated financial statements respectively.

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”)

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

The Group has applied the following new and amendments to HKFRSs and an interpretation issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) 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 as described below, the application of the new and amendments to HKFRSs and an interpretation in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

HKFRS 16 “Leases”

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases (“HKAS 17”), and the related interpretations.

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.

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”) (Cont’d)

HKFRS 16 “Leases” (Cont’d)

New definition of a lease (Cont’d)

The Group applies the new definition of a lease in 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.

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 as disclosed as “right-of-use assets”.

At the date of transition to HKFRS 16, 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.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 April 2019.

As at 1 April 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS 16.C8(b)(ii) transition. Comparative information has not been restated.

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

- i. relied on the assessment of whether leases are onerous by applying HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets” as an alternative of impairment review;
- ii. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application; and
- iii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application.

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Cont’d)

HKFRS 16 “Leases” (Cont’d)

As a lessee (Cont’d)

(1) Measurement of lease liabilities

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 2.5% p.a.

	At 1 April 2019 HK\$'000
Operating lease commitments disclosed as at 31 March 2019	1,425
Less: future interest expense	(23)
Present value of remaining lease payments, discounted using the incremental borrowing rate at 1 April 2019 and lease liabilities as at 1 April 2019	1,402
Analysed as	
Current	1,118
Non-current	284

(2) Measurement of right-of-use assets

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the consolidated statement of financial position at 31 March 2019. The carrying amount of right-of-use assets for own use relating to operating leases recognised upon application of HKFRS 16 is approximately HK\$1,402,000.

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”) (Cont’d)

HKFRS 16 “Leases” (Cont’d)

As a lessee (Cont’d)

(2) Measurement of right-of-use assets (Cont’d)

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

	Note	HK\$'000
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16		1,402
Reclassified from leasehold land	(a)	14,922
		16,324
By class:		
Leasehold land		14,922
Leased property		1,402
		16,324

Note:

- (a) Upfront payments for leasehold lands in the Hong Kong were classified as leasehold land as at 31 March 2019. Upon application of HKFRS 16, the current and non-current portion of leasehold land amounting to approximately HK\$92,000 and approximately HK\$14,830,000, respectively, were reclassified to right-of-use assets.

As a lessor

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

- (a) Upon application of HKFRS 16, new lease contracts entered into but commence after the date of initial application relating to the same underlying assets under existing lease contracts are accounted as if the existing leases are modified as at 1 April 2019. The application has had no impact on the Group’s consolidated statement of financial position at 1 April 2019. However, effective from 1 April 2019, lease payments relating to the revised lease term after modification are recognised as income on straight line basis over the extended lease term.
- (b) Before application of HKFRS 16, refundable rental deposits received were considered as rights and obligations under leases to which HKAS 17 applied under other payables and rental deposits received. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right-of-use assets and were adjusted to reflect the discounting effect at transition.

The application of HKFRS 16 has had no significant impact on the amounts reported and/or disclosures set out in these consolidated financial statements.

2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Cont’d)

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts ¹
Amendments to HKFRS 3	Definition of a Business ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKAS 1 and HKAS 8	Definition of Material ⁴
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform ⁴
Amendments to HKFRS 16	COVID-19-Related Rent Concession ⁵

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

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

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

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

⁵ Effective for annual periods beginning on or after 1 June 2020.

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

The directors of the Company anticipate that the application of above new and amendments to HKFRSs will have no material impact on the Group’s consolidated financial statements in the foreseeable future.

3. Significant Accounting Policies

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

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

3. Significant Accounting Policies (Cont'd)

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

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

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

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

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

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

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

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

3. Significant Accounting Policies (Cont'd)

Basis of consolidation (Cont'd)

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

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

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

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

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

3. Significant Accounting Policies (Cont'd)

Interests in subsidiaries

Interests in subsidiaries presented in the statement of financial position of the Company included in note 35 to the consolidated financial statements are stated at cost less any identified impairment loss.

Interests in associates

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

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting.

Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interests by the Group. When the Group's share of losses of an associate exceeds the Group's interests in that associate (which include any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

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

3. Significant Accounting Policies (Cont'd)

Interests in associates (Cont'd)

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

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

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

3. Significant Accounting Policies (Cont'd)

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer. The revenues are presented as turnover in the consolidated statement of profit or loss and other comprehensive income.

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

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

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

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

3. Significant Accounting Policies (Cont'd)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties are initially measured at cost, including any direct attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

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

Leasehold land and building

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the leasehold land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "leasehold land" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under finance lease.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

3. Significant Accounting Policies (Cont'd)

Property, plant and equipment

Property, plant and equipment including buildings and right-of-use assets held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates used for this purpose are as follows:

Leasehold buildings	4%p.a. or over the terms of the lease, if higher
Furniture and office equipment	20%p.a.
Leasehold improvement	10%p.a.
Motor vehicles	25%p.a.

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

Impairment of non-financial assets

At the end of the reporting period, the Group reviews the carrying amounts of its non-financial assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of non-financial assets are estimated individually, when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

3. Significant Accounting Policies (Cont'd)

Impairment of non-financial assets (Cont'd)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

Lease

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 2)

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

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

The Group as lessee (upon application of HKFRS 16 in accordance with transitions in note 2)

Allocation of consideration to components of a contract

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

Short-term leases and leases of low-value assets

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

3. Significant Accounting Policies (Cont'd)

Lease (Cont'd)

The Group as lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (Cont'd)

Right-of-use assets

The cost of right-of-use asset includes:

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

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

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

Refundable rental deposits

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

Lease liabilities

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

The lease payments include:

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

3. Significant Accounting Policies (Cont'd)

Lease (Cont'd)

The Group as lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (Cont'd)

Lease liabilities (Cont'd)

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

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

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

Lease modifications

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

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

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

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

The Group as lessee (prior to 1 April 2019)

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

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

3. Significant Accounting Policies (Cont'd)

Lease (Cont'd)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset.

Rental income which are derived from the Group's ordinary course of business are presented as turnover.

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Lease modification

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

3. Significant Accounting Policies (Cont'd)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss for the period in which they arise.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve.

Retirement benefits scheme

Payment to the Mandatory Provident Fund Scheme ("MPF Scheme") are recognised as an expense when employees have rendered service entitling them to the contributions.

Borrowing costs

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

3. Significant Accounting Policies (Cont'd)

Taxation

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

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

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

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

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

3. Significant Accounting Policies (Cont'd)

Taxation (Cont'd)

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

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Provisions

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

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

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

3. Significant Accounting Policies (Cont'd)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 April 2019. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Effective interest method

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

3. Significant Accounting Policies (Cont'd)

Financial instruments (Cont'd)

Financial assets

Classification and subsequent measurement of financial assets

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

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

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

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

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

A financial asset is classified as held for trading if:

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

3. Significant Accounting Policies (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Classification and subsequent measurement of financial assets (Cont'd)

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

(i) Amortised cost and interest income

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

(ii) Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in OCI and accumulated under the heading of investment revaluation reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these debt instruments had been measured at amortised cost. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

(iii) Financial assets at FVTPL

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

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss (excludes any dividend or interest earned on the financial asset which are disclosed as separate items) and is included in the consolidated statement of profit or loss and other comprehensive income.

3. Significant Accounting Policies (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables, pledged bank deposits and bank balances and cash). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed collectively using a provision matrix with appropriate groupings based on internal credit rating and/or aging and past due status.

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

3. Significant Accounting Policies (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

(i) Significant increase in credit risk

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

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

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

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

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

3. Significant Accounting Policies (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

(i) Significant increase in credit risk (Cont'd)

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

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

(ii) Definition of default

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

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

(iii) Credit-impaired financial assets

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

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

3. Significant Accounting Policies (Cont'd)

Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

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

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

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

3. Significant Accounting Policies (Cont'd)

Financial instruments (Cont'd)

Derecognition of financial assets

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

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

Financial liabilities and equity instruments

Classification as debit or equity

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

Equity instruments

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

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

Financial liabilities at amortised cost

Financial liabilities (including financial liabilities included in other payables and receipts in advance, deposits received from tenants, lease liabilities, and secured bank borrowings) are subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

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

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

3. Significant Accounting Policies (Cont'd)

Related parties

A related is a person or an entity that is related to the Group.

- (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 the key management personnel of the Group and the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) the entities and the Group are the member 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 other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (viii) the entity or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

- (i) the person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; or
- (iii) dependents of that person or that person's spouse or domestic partner.

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

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

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are 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.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Depreciation

The Group depreciates the property, plant and equipment and right-of-use assets over their estimated useful life and after taking into account of their estimated residual values, using the straight-line method. The estimated useful life reflects the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment and right-of-use assets. The residual values reflect the directors' estimated amount that the Group would currently obtain from disposal of the assets, after deducting the estimated costs of disposal, if the assets were already of the age and in the condition expected at the end of its useful life.

Deferred taxation on investment properties

For the purposes of measuring deferred tax arising from investment properties using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the Group's deferred taxation on investment properties, the directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. The Group has not recognised any deferred taxes on changes in fair value of investment properties as the Group is not subject to any income taxes on the fair value changes of the investment properties on disposal of its investment properties.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

4. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Cont'd)

Key sources of estimation uncertainty

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

Valuation of investment properties

Investment properties are carried in the consolidated statement of financial position at 31 March 2020 at their fair value of approximately HK\$2,408,988,000 (2019: approximately HK\$2,952,288,000). The fair value was based on a valuation on these properties conducted by independent firms of professional valuers using property valuation techniques which involve certain assumptions of market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the fair value of the Group's investment properties and corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

5. Turnover

Turnover represents the aggregate amounts received and receivable from property rental income.

	2020	2019
	HK\$'000	HK\$'000
Property rental income	73,120	80,270

6. Operating Segments

The Group's operating activities are attributable to two operating segments under HKFRS 8 "Operating Segments", namely property investment and treasury investment. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

For property investment, the segment represents the operations of property investment and property leasing. Discrete financial information is provided to the Board on a property-by-property basis. Information provided includes net rental income (including gross rental income and property expenses), fair value loss on investment properties and share of results of associates. Individual properties with similar economic characteristics are aggregated into segments for presentation purposes.

For treasury investment, the segment represents the investments in debt and equity securities. Financial information is provided to the Board on a company-by-company basis. Information provided includes realised gain (loss) on disposal of financial assets at FVTPL, realised gain (loss) on derecognition of debt instruments at FVTOCI, unrealised loss on revaluation of financial assets at FVTPL, interest income from debt instruments and dividend income from equity securities.

6. Operating Segments (Cont'd)**Segment information****For the year ended 31 March 2020**

	Property investment HK\$'000	Treasury investment HK\$'000	Total HK\$'000
Gross rental income	73,120	–	73,120
Property expenses	(1,332)	–	(1,332)
Net rental income	71,788	–	71,788
Fair value loss on investment properties	(543,039)	–	(543,039)
Realised gain on derecognition of debt instruments at FVTOCI	–	4,899	4,899
Realised gain on disposal of financial assets at FVTPL	–	659	659
Unrealised loss on revaluation of financial assets at FVTPL	–	(8,338)	(8,338)
Dividend income from equity securities	–	768	768
Interest income	1,386	39,151	40,537
Other income, gains and losses, net	8,727	(4,995)	3,732
Administrative expenses	(31,980)	(4,361)	(36,341)
Profit (loss) from operations	(493,118)	27,783	(465,335)
Finance costs	(22)	(6,790)	(6,812)
Share of results of associates	(51,918)	–	(51,918)
Profit (loss) before taxation	(545,058)	20,993	(524,065)
Taxation	(5,169)	(1,974)	(7,143)
Profit (loss) for the year	(550,227)	19,019	(531,208)

At 31 March 2020

	Property investment HK\$'000	Treasury investment HK\$'000	Total HK\$'000
Segment assets	2,748,777	581,312	3,330,089
Segment liabilities	(59,693)	(306,896)	(366,589)
Net assets	2,689,084	274,416	2,963,500
Other segment information:			
Depreciation and amortisation	2,388	–	2,388
Addition to property, plant and equipment	815	–	815

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

6. Operating Segments (Cont'd)

Segment information (Cont'd)

For the year ended 31 March 2019

	Property investment HK\$'000	Treasury investment HK\$'000	Total HK\$'000
Gross rental income	80,270	–	80,270
Property expenses	(2,294)	–	(2,294)
Net rental income	77,976	–	77,976
Fair value loss on investment properties	(15,917)	–	(15,917)
Realised loss on derecognition of debt instruments at FVTOCI	–	(29,637)	(29,637)
Realised loss on disposal of financial assets at FVTPL	–	(1,303)	(1,303)
Unrealised loss on revaluation of financial assets at FVTPL	–	(46)	(46)
Dividend income from equity securities	–	1,204	1,204
Interest income	18	40,440	40,458
Other income, gains and losses, net	4,042	(1,443)	2,599
Administrative expenses	(30,286)	(4,275)	(34,561)
Profit from operations	35,833	4,940	40,773
Finance costs	–	(6,739)	(6,739)
Share of results of associates	616	–	616
Profit (loss) before taxation	36,449	(1,799)	34,650
Taxation	(7,031)	(2,085)	(9,116)
Profit (loss) for the year	29,418	(3,884)	25,534

At 31 March 2019

	Property investment HK\$'000	Treasury investment HK\$'000	Total HK\$'000
Segment assets	3,344,146	728,163	4,072,309
Segment liabilities	(70,124)	(262,268)	(332,392)
Net assets	3,274,022	465,895	3,739,917
Other segment information:			
Depreciation and amortisation	2,035	–	2,035

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

6. Operating Segments (Cont'd)

Segment information (Cont'd)

Over 90% of Group's operations were carried out in Hong Kong and over 90% of the Group's assets were located in Hong Kong. Accordingly, a geographical analysis is not presented.

Information on major customers

Included in revenue arising from rental income of approximately HK\$73.1 million (2019: approximately HK\$80.3 million) are rental income of approximately HK\$7.0 million (2019: approximately HK\$7.7 million) attributable to the Group's largest tenant. No other single customer contributed 10% or more to the Group's revenue for both years ended 31 March 2020 and 2019.

7. Interest Income

	2020	2019
	HK\$'000	HK\$'000
Interest income from:		
– debt instruments at FVTOCI	38,085	36,106
– bank deposits	2,452	4,352
	40,537	40,458

8. Other Income, Gains and Losses, net

	2020	2019
	HK\$'000	HK\$'000
Management fee income	4,053	3,743
Late payment service charges from tenants	251	170
Exchange losses, net	(2,722)	(1,606)
Others	2,150	292
	3,732	2,599

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

9. (Loss) Profit from Operations

	2020 HK\$'000	2019 HK\$'000
(Loss) profit from operations has been arrived at after charging:		
Staff costs (including directors' emoluments (note 11))	25,768	24,597
Retirement benefits scheme contributions	253	252
Total staff costs	26,021	24,849
Auditor's remuneration	486	480
Depreciation of property, plant and equipment	1,174	1,943
Amortisation of leasehold land	–	92
Depreciation of right-of-use assets	1,214	–
Exchange losses, net	2,722	1,606
Provision for allowance for credit loss	244	–
and after crediting:		
Dividend income from investments	768	1,204
Gain on disposal of property, plant and equipment	2	–
Write-back of other payable	1,523	–
Gross rental income from investment properties	73,120	80,270
Less:		
Direct operating expenses from investment properties that generated rental income	(545)	(2,096)
Direct operating expenses from investment properties that did not generate rental income	(787)	(198)
Net rental income	71,788	77,976

10. Finance Costs

	2020 HK\$'000	2019 HK\$'000
Interest expense on bank borrowings	6,790	6,739
Interest expense on lease liabilities	22	–
	6,812	6,739

11. Directors' Emoluments

(a) Directors' emoluments

Directors' emoluments for the year, disclosed pursuant to the applicable Listing Rules and 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:

For the year ended 31 March 2020

	Fees HK\$'000	Salaries and other benefits HK\$'000	Retirement benefits scheme contributions HK\$'000	Total HK\$'000
Executive directors:				
Chan Hoi Sow (Note 1)	–	9,008	–	9,008
Chan Yan Tin, Andrew	–	2,585	18	2,603
Chan Yan Wai, Emily	–	1,957	18	1,975
Non-executive director:				
Chan Yan Mei, Mary-ellen	130	–	–	130
Independent non-executive directors:				
Chan Kwok Wai	130	–	–	130
Tse Lai Han, Henry	130	–	–	130
Cheung Chong Wai, Janet	130	–	–	130
	520	13,550	36	14,106

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For the year ended 31 March 2020

11. Directors' Emoluments (Cont'd)

(a) Directors' emoluments (Cont'd)

For the year ended 31 March 2019

	Fees HK\$'000	Salaries and other benefits HK\$'000	Retirement benefits scheme contributions HK\$'000	Total HK\$'000
Executive directors:				
Chan Hoi Sow (Note 1)	–	8,795	–	8,795
Chan Yan Tin, Andrew	–	2,512	18	2,530
Chan Yan Wai, Emily	–	1,907	18	1,925
Non-executive director:				
Chan Yan Mei, Mary-ellen	125	–	–	125
Independent non-executive directors:				
Chan Kwok Wai	125	–	–	125
Tse Lai Han, Henry	125	–	–	125
Cheung Chong Wai, Janet	125	–	–	125
	500	13,214	36	13,750

Note:

1. A rent-free accommodation with rateable value of approximately HK\$1,045,000 (2019: approximately HK\$1,034,000), is provided to Mr. Chan Hoi Sow by the Group.

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

The fees paid to non-executive and independent non-executive directors shown above were mainly for their services as directors of the Company.

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

During the years ended 31 March 2020 and 31 March 2019, no emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

11. Directors' Emoluments (Cont'd)**(b) Directors' material interests in transactions, arrangement or contracts**

No directors of the Company had a material interest, directly or indirectly, in any significant transactions, arrangements and contracts in relation to the Company's business to which the Company was or is a party that subsisted at the end of the year or at any time during the year (2019: Nil).

(c) Loans, quasi-loans and other dealings in favour of directors

No loans, quasi-loans and other dealings in favour of directors or body corporate controlled by such directors, or entities connected with such directors, subsisted at the end of the year or at any time during the year (2019: Nil).

12. Individuals with Highest Emoluments

The five highest paid employees of the Group during the year included three (2019: three) directors of the Company whose emoluments were included in note 11(a) above. The emoluments of the remaining two (2019: two) individuals were as follows:

	2020	2019
	HK\$'000	HK\$'000
Salaries, allowance and other benefits in kind	3,604	3,085
Retirement benefits scheme contributions	36	36
	3,640	3,121

Their emoluments were within the following band:

	2020	2019
HK\$1,000,001 to HK\$2,000,000	2	2

During the years ended 31 March 2020 and 31 March 2019, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

13. Taxation

	2020 HK\$'000	2019 HK\$'000
Tax expenses attributable to the Company and subsidiaries:		
Hong Kong Profits Tax		
Current year	5,700	7,559
Under provision in prior years	669	53
Other jurisdiction		
(Over) under provision in prior years	(930)	17
	5,439	7,629
Deferred taxation (note 27)		
Current year	1,704	1,487
	7,143	9,116

Hong Kong Profits Tax is calculated at 16.5% (2019: 16.5%) of the estimated assessable profit for the year.

Overseas taxation is calculated at the rates prevailing in the respective jurisdictions.

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For the year ended 31 March 2020

13. Taxation (Cont'd)

The tax charge for the year can be reconciled to the (loss) profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2020 HK\$'000	2019 HK\$'000
(Loss) profit before taxation	(524,065)	34,650
Tax at the Hong Kong Profits Tax rate of 16.5% (2019: 16.5%)	(86,471)	5,717
Tax effect of share of results of associates	8,566	(102)
Tax effect of expenses not deductible for tax purpose	91,663	8,593
Tax effect of income not taxable for tax purpose	(6,437)	(5,221)
Tax effect of tax losses not recognised	333	338
Tax effect of deductible temporary differences not recognised	21	–
(Over) under provision of taxation in respect of prior years	(261)	70
Tax concession	(280)	(300)
Effect of different tax rates of a subsidiary operating in other jurisdiction	9	21
Tax charge for the year	7,143	9,116

14. Dividends

	2020 HK\$'000	2019 HK\$'000
Interim, paid – HK1.8 cents (2019: HK2.2 cents) per share	4,990	6,771
Final, proposed – HK2.7 cents (2019: HK3.2 cents) per share	7,485	9,848
	12,475	16,619

The final dividend of HK2.7 cents (2019: HK3.2 cents) per share has been proposed by the board of directors and is subject to approval by the shareholders of the Company in the annual general meeting. The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of reporting period.

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15. (Loss) earnings Per Share

The calculation of earnings per share is based on the loss for the year attributable to the owners of the Company of approximately HK\$531,208,000 (2019: profit for the year of approximately HK\$25,534,000) and on weighted average number of 287,491,499 (2019: 307,758,522) ordinary shares in issue during the year.

The Company had no dilutive potential ordinary shares outstanding in both the years ended 31 March 2020 and 2019. Accordingly, diluted (loss) earnings per share is the same as basic (loss) earnings per share.

16. Investment Properties

	2020 HK\$'000	2019 HK\$'000
FAIR VALUE		
At 1 April	2,952,288	2,968,412
Fair value loss recognised in profit or loss	(543,039)	(15,917)
Exchange adjustments	(261)	(207)
At 31 March	2,408,988	2,952,288

The Group's property interests held under operating leases to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

The carrying amount of investment properties shown above comprises:

	2020 HK\$'000	2019 HK\$'000
Properties in Hong Kong		
Medium-term lease	1,540,200	1,756,400
Long-term lease	863,900	1,190,600
	2,404,100	2,947,000
Properties in Canada		
Freehold	4,888	5,288
	2,408,988	2,952,288

16. Investment Properties (Cont'd)

Fair value measurement of the Group's investment properties

The fair value of the Group's investment properties situated in Hong Kong and Canada has been arrived at on the basis of a valuation of the properties carried out on the year end date by Jones Lang LaSalle Limited and Johnston Ross & Cheng Ltd., respectively, who are independent qualified professional valuers not connected to the Group and have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

The fair value of each investment property is individually determined at the end of each reporting period based on direct comparison method and/or income capitalisation method, as appropriate. The direct comparison method assumes the sale of the property interest in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant market. The income capitalisation method is based on the capitalisation of the current passing rental income and potential reversionary income over the remaining tenure of the property from the date of valuation at appropriate investment yields to arrive at the capital value. The rental value and capitalisation rate to be adopted for the valuation are derived from an analysis of market transactions.

There has been no change from the valuation technique used in the prior year. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

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16. Investment Properties (Cont'd)

Fair value measurement of the Group's investment properties (Cont'd)

	Fair Value		Fair value hierarchy	Valuation techniques	Significant unobservable inputs and ranges	Relationship of unobservable inputs to fair value
	2020 HK\$'000	2019 HK\$'000				
Investment properties located in Hong Kong	2,404,100	2,947,000	Level 3	Combination of direct comparison method and income capitalisation method	Estimated market unit rent per square foot; (saleable area) HK\$33 – HK\$345 (2019: HK\$35 – HK\$346), capitalisation rate 2.75% – 3.75% (2019: 2.80% – 3.75%) and market unit sales price per square foot	The increase/decrease in the market unit rent and/or sales price would result in an increase/decrease in the fair value of the property.
Investment properties located in Canada	4,888	5,288	Level 3	Direct comparison method	Estimated market unit sales price per square foot	The increase/decrease in the market unit sales price would result in an increase/decrease in the fair value of the property.

Details of the pledge of assets are set out in note 30 to the consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

17. Property, Plant and Equipment

	Buildings held under long-term lease in Hong Kong HK\$'000	Furniture and office equipment HK\$'000	Leasehold improvement HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
COST					
At 1 April 2018, 31 March 2019 and 1 April 2019	3,205	6,139	9,056	3,589	21,989
Additions	–	–	–	815	815
Disposals	–	–	–	(630)	(630)
At 31 March 2020	3,205	6,139	9,056	3,774	22,174
ACCUMULATED DEPRECIATION					
At 1 April 2018	3,205	5,147	4,352	2,917	15,621
Provided for the year	–	396	875	672	1,943
At 31 March 2019 and 1 April 2019	3,205	5,543	5,227	3,589	17,564
Provided for the year	–	184	874	116	1,174
Eliminated upon disposals	–	–	–	(630)	(630)
At 31 March 2020	3,205	5,727	6,101	3,075	18,108
CARRYING AMOUNTS					
At 31 March 2020	–	412	2,955	699	4,066
At 31 March 2019	–	596	3,829	–	4,425

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For the year ended 31 March 2020

18. Leasehold Land

	2019 HK\$'000
CARRYING AMOUNTS	
At 1 April	15,014
Amortisation	(92)
At 31 March	14,922
Analysed for reporting purpose as:	
Non-current portion	14,830
Current portion	92
	14,922

19. Right-of-use Assets

	Leasehold land HK\$'000	Leased property HK\$'000	Total HK\$'000
As at 1 April 2019			
Carrying amounts	14,922	1,402	16,324
As at 31 March 2020			
Carrying amounts	14,830	280	15,110
For the year ended 31 March 2020			
Depreciation charge	92	1,122	1,214
Total cash outflow for leases			(1,140)

Leasehold lands and buildings are depreciated on a straight line basis over the term of the leases.

For both years, the Group leases a property for its director's quarter. Lease contract is entered into for fixed term of 2 years (2019: 2 years) for the property. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

20. Interests in Associates

	2020 HK\$'000	2019 HK\$'000
Share of net assets	300,225	360,023
Amounts due from an associate	–	13
Amounts due to an associate	(1,603)	(4,578)
	298,622	355,458

The amounts due from (to) an associate are unsecured, interest-free and have no fixed repayment terms.

Details of the Group's principal associates at 31 March 2020 are as follows:

Name of associates	Place of incorporation/ operation	Issued and fully paid ordinary share capital	Percentage of equity attributable to the Group	Principal activities
Win Easy Development Limited	Hong Kong	HK\$2	50%	Property investment
Home Easy Limited*	Hong Kong	HK\$1	50%	Property investment

* a wholly-owned subsidiary of Win Easy Development Limited

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20. Interests in Associates (Cont'd)

All of the above associates are accounted for using the equity method in these consolidated financial statements. The financial statements of associates were prepared using accounting policies in conformity with the policies adopted by the Group.

Summarised consolidated financial information in respect of the Group's material associate, Win Easy Development Limited ("Win Easy"), is set out below. The summarised consolidated financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

Financial position as at 31 March 2020

	2020 HK\$'000	2019 HK\$'000
Current assets	2,822	5,809
Non-current assets (note (i))	626,066	760,599
Current liabilities	(13,198)	(13,879)
Non-current liabilities	(15,240)	(32,483)
Net assets	600,450	720,046
Proportion of the Group's ownership interest therein	50%	50%
Group's share of net assets of Win Easy	300,225	360,023

Note (i): Non-current assets include the investment properties with the carrying amounts of HK\$623,600,000 (2019: HK\$737,500,000) as at the end of the reporting period.

Profit or loss and other comprehensive income for the year ended 31 March 2020

	2020 HK\$'000	2019 HK\$'000
Revenue	25,314	26,110
(Loss) profit for the year	(103,836)	1,231
Other comprehensive income	–	–
Total comprehensive (expense) income for the year	(103,836)	1,231
Share of results of associates comprises:		
Share of (loss) profits of associates	(50,948)	1,723
Share of taxation of associates	(970)	(1,107)
	(51,918)	616
Dividend paid by Win Easy during the year	15,760	16,800

The Company provided a guarantee to secure the banking facilities granted to its associate.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

21. Financial Assets

	2020 HK\$'000	2019 HK\$'000
Non-current:		
Debt instruments at FVTOCI		
– Listed debt securities (note)	491,874	443,419
Financial assets at FVTPL		
– Unlisted club debenture	430	430
	492,304	443,849
Current:		
Debt instruments at FVTOCI		
– Listed debt securities (note)	18,390	–
Financial assets at FVTPL		
– Listed equity securities in Hong Kong	49,207	2,970
– Listed equity securities in overseas	2,068	4,284
	51,275	7,254
	69,665	7,254

Note:

Financial assets at FVTOCI include debt securities held by the Group and which are listed in recognised stock exchange in Hong Kong and overseas, the issuers of which include those that are engaged in, among others, the aviation, banking and real estate businesses. Such debt securities' maturity dates vary from 2020 to 2049 and include those that are perpetual.

As of 31 March 2020, such financial assets at FVTOCI constitute approximately 15.32% (2019: 10.89%) of the total assets of the Group and no single debt security constituting such financial assets at FVTOCI have an outstanding amount representing over 5% of the Group's total assets.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

22. Trade and Other Receivables

	2020 HK\$'000	2019 HK\$'000
Trade receivables – rental receivables	1,238	423
Less: Allowance for credit loss	(244)	–
	994	423
Other receivables		
Interest receivables	10,129	8,986
Utilities deposits	1,935	1,672
Prepayments	1,010	968
Management fee receivable from associates	922	838
Others (note (i))	359	648
	15,349	13,535

Note (i): The balance included amounts due from associates of approximately HK\$587,000 as at 31 March 2019.

Included in trade receivables are rental receivables with defined credit policy. Rental income is billed in advance each month. Immediate settlement is expected upon receipt of billing by the tenants.

The following is an aging analysis of rental receivables, net of allowance for credit loss presented based on the due date on debit note.

	2020 HK\$'000	2019 HK\$'000
31 – 60 days	330	383
61 – 90 days	305	20
Over 90 days	359	20
	994	423

An aging analysis of trade receivables which are past due but not impaired.

	2020 HK\$'000	2019 HK\$'000
31 – 60 days	330	383
61 – 90 days	305	20
Over 90 days	359	20
	994	423

Based on historical and forward looking information of the Group, it is determined that no impairment allowance is necessary in respect of these past due balances as there has not been a significant change in credit quality of the customers and the balances are still considered to be fully recoverable. The Group does not hold any collateral over these balances.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

23. Pledged Bank Deposits and Bank Balances and Cash

	2020	2019
	HK\$'000	HK\$'000
Pledged bank deposits	5,998	149,600
Bank balances and cash	16,119	128,208

Pledged bank deposits represent deposits pledged to the bank to secure loan facilities granted to the Group.

Pledged bank deposits and bank balances and cash comprise cash and short-term bank deposits carrying effective interest rate at 0.001% (2019: 0.001% to 3.08%) per annum with an original maturity of three months or less.

24. Other Payables and Receipts in Advance

	2020	2019
	HK\$'000	HK\$'000
Contract liabilities – receipts in advance in relation to rental income	3,478	5,216
Other payables		
Accrued interests	392	319
Dividend payable	690	602
Accrued expenses	1,030	2,813
Others	986	1,008
	6,576	9,958

The balance of contract liabilities as at 1 April 2019 of approximately HK\$5,216,000 was recognised as revenue during the year.

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25. Lease Liabilities

	2020 HK\$'000
Within one year and amount due for settlement within 12 months shown under current liabilities	284

26. Secured Bank Borrowings

	2020 HK\$'000	2019 HK\$'000
Carrying amounts of secured bank borrowings repayable based on contractual repayment dates:		
Within one year	62,263	11,808
More than one year but not exceeding two years	12,544	12,132
More than two years but not exceeding five years	39,459	38,210
More than five years	192,188	206,158
	306,454	268,308
Less: Amounts due within one year shown under current liabilities	62,263	11,808
Amount due after one year	244,191	256,500

All of the bank loans were denominated in Hong Kong dollars with interest rates ranging from 1.1% to 1.25% (2019: 1.1% to 1.35%) over HIBOR per annum.

At the end of the reporting period, the Group's banking facilities amounting to approximately HK\$1,026,454,000 (2019: HK\$1,128,308,000) were supported by (i) guarantee provided by the Company; (ii) certain investment properties held by subsidiaries; (iii) certain financial assets held by subsidiaries; and (iv) certain pledged bank deposits held by subsidiaries. Details of the assets pledged are disclosed in note 30 to the consolidated financial statements.

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27. Deferred Taxation

The following is the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior reporting periods:

	Accelerated tax depreciation	Tax allowance on investment properties	Total
	HK\$'000	HK\$'000	HK\$'000
At 1 April 2018	(428)	26,854	26,426
Charge (credit) for the year	(203)	1,690	1,487
At 31 March 2019 and 1 April 2019	(631)	28,544	27,913
Charge for the year (note 13)	14	1,690	1,704
At 31 March 2020	(617)	30,234	29,617

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2020	2019
	HK\$'000	HK\$'000
Deferred tax assets	62	36
Deferred tax liabilities	(29,679)	(27,949)
	(29,617)	(27,913)

With regard to the Group's investment properties, as none of them is held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale, the Group has not recognised any deferred taxes on changes in fair value of the investment properties in Hong Kong as the Group is not subject to any income taxes on disposal of its investment properties. For the Group's investment property in Canada, the deferred tax on changes in fair value of investment property is recognised taking into account the tax payable upon sale of this investment property in Canada.

At the end of the reporting period, the Group has unused tax losses of approximately HK\$8,466,000 (2019: approximately HK\$6,447,000) available for offset against future profits. Certain deferred tax assets on tax losses had not been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. These tax losses may be carried forward indefinitely.

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28. Share Capital

	2020		2019	
	Number of ordinary shares	HK\$'000	Number of ordinary shares	HK\$'000
Issued and fully paid	307,758,522	229,386	307,758,522	229,386
Cancellation of shares during the year (Note)	(30,525,639)	–	–	–
At end of the year	277,232,883	229,386	307,758,522	229,386

Note:

On 26 April 2019, the covenantors executed the deed of undertaking (as amended and supplemented on 16 May 2019 and 13 June 2019) in favour of the Company undertaking to execute the Share Buy-back Agreement relating to an off-market share buy-back by the Company from Grand Fort Investments Limited, which was a substantial shareholder of the Company prior to the Share Buy-back, of 30,525,639 Buy-back Shares, representing approximately 9.92% of the entire issued share capital of the Company ("Share Buy-back Agreement"). Details refer to Company's announcement dated 16 May 2019.

On 2 August 2019, upon all conditions to the deed of undertaking have been fulfilled, the covenantors and the Company entered into the Share Buy-back Agreement. The Share Buy-back completion had been took place on 2 August 2019 and the 30,525,639 Buy-back Shares have been subsequently cancelled by the Company with effect as at 2 August 2019 and the related dividends.

29. Pensions Scheme

The Group operates MPF Scheme for all existing staff members of the Group.

The MPF Scheme is a defined contribution scheme and the assets of the scheme are managed by independent trustees.

The MPF Scheme is available to all employees aged 18 to 64 and with at least 60 days of service under the employment of the Group in Hong Kong. Contributions are made by the Group at 5% based on the staff's monthly relevant income. The maximum relevant income for contribution purpose is HK\$30,000 per month.

Staff members are entitled to 100% of the Group's contributions together with accrued returns irrespective of their length of service with the Group, but the benefits are required by law to be preserved until the retirement age of 65.

The Group's cost for the MPF Scheme charged to profit or loss for the year ended 31 March 2020 in respect of MPF scheme amounted to approximately HK\$253,000 (2019: approximately HK\$252,000).

30. Pledge of Assets

At the end of the reporting period, the Group's banking facilities amounted to approximately HK\$1,026,454,000 (2019: approximately HK\$1,128,308,000).

The following assets were pledged to secure the banking facilities granted to the Group:

- i) Investment properties with carrying amounts of approximately HK\$759,800,000 (2019: approximately HK\$1,099,700,000);
- ii) Financial assets at FVTOCI and financial assets at FVTPL with carrying amounts in total of approximately HK\$430,751,000 (2019: approximately HK\$391,527,000); and
- iii) Bank deposits with carrying amounts of approximately HK\$5,998,000 (2019: approximately HK\$149,600,000).

At the end of the reporting period, the Group has utilised loan facilities from bank with an amount of approximately HK\$306,454,000 (2019: approximately HK\$268,308,000).

31. Operating Lease Arrangements

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2019 HK\$'000
Within one year	1,140
In the second to fifth year inclusive	285
	1,425

Operating lease payments represented rental payables by the Group for its director's quarters. Leases are fixed for two years.

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31. Operating Lease Arrangements (Cont'd)

The Group as lessor

The investment properties of the Group are expected to generate average rental yields of approximately 3.04% (2019: approximately 2.72%) on an ongoing basis. All of the properties held have committed tenants not exceeding four years (2019: four years).

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

	2020	2019
	HK\$'000	HK\$'000
Within one year	57,129	55,704
In the second to fifth year inclusive	19,567	27,644
	76,696	83,348

32. Related Party Transactions

In addition to transactions and balances disclosed elsewhere in these consolidated financial statements, the Group had the following transactions with the associates of the Group during the year. The transaction prices were considered by the directors of the Company as estimated market price.

	2020	2019
	HK\$'000	HK\$'000
Received from associates:		
Management fee income	4,053	3,743
Dividend income	7,880	8,400

The directors of the Group considered that they are the key management personnel of the Group and their remunerations are set out in note 11(a) to the consolidated financial statements.

33. Financial Instruments

(a) Categories of financial instruments

	2020	2019
	HK\$'000	HK\$'000
Financial assets		
Debt instruments at FVTOCI	510,264	443,419
Financial assets at FVTPL	51,705	7,684
Financial assets at amortised cost		
– Financial assets included in trade and other receivables	14,339	12,567
– Pledged bank deposits	5,998	149,600
– Bank balances and cash	16,119	128,208
	598,425	741,478
Financial liabilities, at amortised cost		
Financial liabilities included in other payables and receipts in advance	3,098	4,742
Deposits received from tenants	23,493	24,743
Lease liabilities	284	–
Secured bank borrowings	306,454	268,308
	333,329	297,793

(b) Foreign risk management objectives and policies

The Group's major financial instruments include debt instruments at FVTOCI, financial assets at FVTPL, financial assets included in trade and other receivables, pledged bank deposits, bank balances and cash, financial liabilities included in other payables and receipts in advance, deposits received from tenants, lease liabilities and secured bank borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

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33. Financial Instruments (Cont'd)

(b) Foreign risk management objectives and policies (Cont'd)

Foreign currency risk management

One subsidiary of the Company has foreign currency assets and income which exposes the Group to foreign currency risk. Certain other receivables of the Group are denominated in foreign currencies. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's major foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	Assets	Liabilities	Assets	Liabilities
	2020	2020	2019	2019
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Renminbi ("RMB")	8,920	–	14,372	–
Canadian dollar ("CAD")	79	26	232	36
United States dollars ("USD")	510,404	–	483,449	–

Sensitivity analysis

The following table shows the effect on the profit/loss for the year with a 5% increase/decrease in the exchange rate of RMB, CAD and USD against Hong Kong dollars:

	2020	2019
	HK\$'000	HK\$'000
Renminbi ("RMB")	446	719
Canadian dollar ("CAD")	4	10
United States dollars ("USD")	25,520	24,172

33. Financial Instruments (Cont'd)**(b) Foreign risk management objectives and policies (Cont'd)****Liquidity risk management**

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the Group's funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and banking facilities, continuously monitoring forecast and actual cash flows, carrying out fund raising activities and matching the maturity profiles of financial assets and liabilities. The maturity profile of the Group's financial liabilities at the end of the reporting period based on contractual undiscounted payments is summarised below:

2020

	On demand HK\$'000	Within 1 year HK\$'000	1-2 years HK\$'000	2-5 years HK\$'000	Over 5 years HK\$'000	Contractual undiscounted cash flow HK\$'000	Carrying amounts HK\$'000
Financial liabilities included in other payables and receipts in advance	3,098	–	–	–	–	3,098	3,098
Deposits received from tenants	1,209	10,629	10,602	1,053	–	23,493	23,493
Lease liabilities	–	285	–	–	–	285	284
Secured bank borrowings	–	68,191	18,191	54,571	221,435	362,388	306,454
	4,307	79,105	28,793	55,624	221,435	389,264	333,329

2019

	On demand HK\$'000	Within 1 year HK\$'000	1-2 years HK\$'000	2-5 years HK\$'000	Over 5 years HK\$'000	Contractual undiscounted cash flow HK\$'000	Carrying amounts HK\$'000
Financial liabilities included in other payables and receipts in advance	4,742	–	–	–	–	4,742	4,742
Deposits received from tenants	656	11,752	8,504	3,831	–	24,743	24,743
Secured bank borrowings	–	18,375	18,375	55,126	242,062	333,938	268,308
	5,398	30,127	26,879	58,957	242,062	363,423	297,793

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33. Financial Instruments (Cont'd)

(b) Foreign risk management objectives and policies (Cont'd)

Credit risk management

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31 March 2020 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group's fixed bank deposits and bank balances are deposited with banks of high credit quality in Hong Kong and overseas.

The Group made transactions with counterparties with acceptable credit quality in conformance to the Group's treasury policies to minimise credit exposure. Acceptable credit ratings from reputable credit rating agencies and scrutiny of financials for non-rated counterparties are two important criteria in the selection of counterparties. The credit quality of counterparties will be closely monitored over the life of the transaction. The Group reviews its financial counterparties periodically in order to reduce credit risk concentrations relative to the underlying size and credit strength of each counterparty.

In an attempt to forestall adverse market movement, the Group also monitors potential exposures to each counterparty. Management of the Group has delegated a team responsible for the determination of credit limits, credit approvals and other monitoring procedures to ensure that prompt follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

When making decisions on investments in debt securities, the management of the Group has made reference to the credit ratings of the issuers and assessed their financials. The Group reviews the credit and performance of the issuers periodically to monitor the credit risk on debt securities.

Interest rate risk management

The Group's exposure to changes in interest rates is mainly attributable to its cash and cash equivalent and secured bank borrowings. The Group has certain variable interest-bearing assets and liabilities including cash and cash equivalent and secured bank borrowings. Cash and cash equivalent and secured bank borrowings at variable rates expose the Group to cash flow interest rate risk. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR.

The Group analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration of refinancing, renewal of existing position, alternative financing and hedging. Based on these scenarios, the Group calculates the impact on profit and loss of a defined interest rate shift. For each simulation, the same interest rate shift is used for all currencies. The scenarios are run only for liabilities that represent major interest-bearing positions.

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

33. Financial Instruments (Cont'd)

(b) Foreign risk management objectives and policies (Cont'd)

Interest rate risk management (Cont'd)

Sensitivity analysis

The sensitivity analysis below, which includes interest rate exposure on variable interest-bearing bank deposits and secured bank borrowings, has been determined based on the exposure to interest rates for non-derivative instrument at the end of the reporting period. A 100 basis-points increase or decrease is used, which represents management's assessment of the possible change in interest rates.

If interest rates have been 100 basis-points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 March 2020 would increase/decrease by approximately HK\$2,843,000 (2019: profit for the year would decrease/increase by approximately HK\$2,023,000).

Market price risk management

The Group's market price risk is primarily attributable to debt instruments at FVTOCI and financial assets at FVTPL which were stated at their fair values at the end of the reporting period. The management manages this exposure by maintaining a portfolio of investments with different risk profiles.

As at 31 March 2020, carrying values of debt instruments at FVTOCI and financial assets at FVTPL which were stated at their fair values amounted to approximately HK\$510,264,000 (2019: HK\$443,419,000) and approximately HK\$51,705,000 (2019: HK\$7,684,000) respectively. For sensitivity analysis purpose, a 15% change in the fair value of corresponding financial instruments would result in the movement in investments revaluation reserve of approximately HK\$76,540,000 (2019: HK\$66,513,000) and changes in results for the year of approximately HK\$7,756,000 (2019: HK\$1,153,000) respectively.

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33. Financial Instruments (Cont'd)

(c) Fair values measurement of financial instruments

Fair value of the Group's financial instruments measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined, as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurement are observable.

	Fair value as at		Fair value hierarchy	Valuation technique and key input
	31 March 2020 HK\$'000	31 March 2019 HK\$'000		
Financial assets at FVTOCI				
– Listed debt securities	510,264	443,419	Level 1	Quoted market prices in active markets
Financial assets at FVTPL				
– Listed equity securities	51,275	7,254	Level 1	Quoted market prices in active markets
– Unlisted club debenture	430	430	Level 2	Market approach

The fair values of listed equity and debt securities classified as Level 1 were determined by quoted market prices in active markets.

There were no transfers between Levels 1, 2 and 3 in the current year.

The directors of the Company consider the carrying amounts of the financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair values.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

34. Capital Risk Management

The management's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for equity holders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to equity holders, return capital to equity holders, issue new shares or sell assets to reduce debt.

As at 31 March 2020, the Group's strategy remained unchanged as compared to 31 March 2019. Management of the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net borrowing (net of bank balances and cash and pledged bank deposits) divided by total equity.

Gearing ratio of the Group at the year end date is as follows:

	2020 HK\$'000	2019 HK\$'000
Secured bank borrowings, net of bank balance and cash and pledged bank deposits	284,337	N/A
Total equity	2,963,500	N/A
Net debts to total equity ratio	9.59%	N/A

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Amounts due (from) to associates	Interest payable from financing activities	Borrowings	Lease liabilities	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2018	4,633	388	350,019	–	355,040
Changes from financing cash flows:					
Raised	–	–	190,000	–	190,000
Repayment	(68)	–	(271,711)	–	(271,779)
Other changes:					
Interest expenses	–	6,739	–	–	6,739
Interest paid	–	(6,808)	–	–	(6,808)
At 31 March 2019 and 1 April 2019	4,565	319	268,308	–	273,192
Changes from financing cash flows:					
Raised	–	–	95,000	–	95,000
Repayment	(2,962)	–	(56,854)	(1,140)	(60,956)
Other changes:					
Addition	–	–	–	1,402	1,402
Interest expenses	–	6,790	–	22	6,812
Interest paid	–	(6,717)	–	–	(6,717)
At 31 March 2020	1,603	392	306,454	284	308,733

36. Principal Subsidiaries

Details of the Company's wholly owned principal subsidiaries at 31 March 2020 are as follows:

Name of subsidiaries	Place of incorporation/ operation	Issued and fully paid ordinary share capital	Principal activities
Funswin Investment Limited	Hong Kong	HK\$2	Securities investment
Grademark Limited	Hong Kong	HK\$2	Property investment
Grant Horn Investment Limited	Hong Kong	HK\$2	Property investment
High Spark Properties Limited	Hong Kong	HK\$20	Property investment
Kimberly Investment Limited	Hong Kong	HK\$2	Property investment
Kingunit Company Limited	Hong Kong	HK\$2	Property investment
Longo Investment Company Limited	Hong Kong	HK\$2	Property investment
Pomeroy Company Limited	Hong Kong	HK\$2	Property investment
Spark View Limited	Hong Kong	HK\$20	Property investment
Strongfort Company Limited	Hong Kong	HK\$40,000	Property investment
Take Easy Investment Limited	Hong Kong	HK\$2	Property investment
Tech Target Investment Limited	Hong Kong	HK\$1	Securities investment
Tern Management Limited	Hong Kong	HK\$10,000	Property management
Tern Treasury Limited	Hong Kong	HK\$10,000	Treasury management
Zepersing Limited	Hong Kong	HK\$2	Property investment
Elite Top Investment Limited	Hong Kong	HK\$10,000	Securities investment

All subsidiaries (except for Zepersing Limited and Tern Management Limited), are directly owned by the Company.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

37. Statement of Financial Position of the Company

At 31 March 2020

	2020 HK\$'000	2019 HK\$'000
Non-current assets		
Interests in subsidiaries (note a)	717,910	861,169
Interests in associates	–	–
Property, plant and equipment	363	509
	718,273	861,678
Current assets		
Trade and other receivables	3,190	3,331
Amount due from associates	–	13
Bank balances and cash	15,344	13,222
	18,534	16,566
Current liabilities		
Other payables	982	700
Amounts due to associates	1,603	4,578
	2,585	5,278
Net current assets	15,949	11,288
Total assets less current liabilities	734,222	872,966
Non-current liability		
Amounts due to subsidiaries (note a)	5,575	6,672
Net assets	728,647	866,294
Capital and reserve		
Share capital	229,386	229,386
Reserves	499,261	636,908
Total equity	728,647	866,294

The Company's statement of financial position was approved and authorised for issue by the board of directors on 12 June 2020 and are signed on its behalf by:

Chan Hoi Sow

Director

Chan Yan Tin, Andrew

Director

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

37. Statement of Financial Position of the Company (Cont'd)

Note a: Interests in subsidiaries

	2020 HK\$'000	2019 HK\$'000
Unlisted shares, at cost	44,666	44,666
Amounts due from subsidiaries	683,708	826,967
	728,374	871,633
Provision for impairment	(10,464)	(10,464)
	717,910	861,169
Amounts due to subsidiaries	5,575	6,672

The amounts due from (to) subsidiaries are unsecured, interest-free and have no fixed term of repayment.

38. Reserves of the Company

	Dividend reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 April 2018	9,848	617,491	627,339
Profit and total comprehensive income for the year	–	26,188	26,188
Dividends declared	16,619	(16,619)	–
Dividends paid	(16,619)	–	(16,619)
At 31 March 2019 and 1 April 2019	9,848	627,060	636,908
Profit and total comprehensive income for the year	–	32,050	32,050
Cancellation of shares during the year	(977)	(154,859)	(155,836)
Dividends declared	12,475	(12,475)	–
Dividends paid	(13,861)	–	(13,861)
At 31 March 2020	7,485	491,776	499,261

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

39. Events after the Reporting Period

The outbreak of coronavirus disease ("COVID-19") and the subsequent quarantine measures imposed by the Hong Kong government have had a negative impact on the operations of the Group and causes decrease in the Group's revenue. Pending the development and spread of COVID-19 subsequent to the date of the approval of consolidated financial statements, further changes in economic conditions for the Group arising thereof may have impact on the financial results of the Group, the extent of which could not be estimated as the date of these consolidated financial statements. The Group will continue to monitor the development of COVID-19 and react actively to its impact on the financial position and operating results of the Group.

40. Comparative Figures

Certain comparative figures have been reclassified to conform to the current year's presentation.

Five-year Group Financial Summary

Results

	Year ended 31 March				
	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000
Revenue	73,120	80,270	81,260	97,273	104,841
(Loss) profit for the year attributable to owners of the Company	(531,208)	25,534	110,255	(29,312)	(58,072)
Basic (loss) earnings per share (HK dollars)	(1.85)	0.08	0.36	(0.10)	(0.19)

Assets and Liabilities

	As at 31 March				
	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000
Total assets	3,330,089	4,072,309	4,146,932	3,923,625	3,744,877
Total liabilities	366,589	332,392	411,077	278,968	64,560
Total equity attributable to owners of the Company	2,963,500	3,739,917	3,735,855	3,644,657	3,680,317

Particulars of Major Properties

Details of properties held by the Group at 31 March 2020 are as follows:

1. Leasehold Land and Buildings

Location	Use	Category of lease	Group's interest
Hong Kong			
1. The whole of 26th, 27th and 28th floors, Tern Centre Tower I, 237 Queen's Road Central, Hong Kong	Office	Long-term	100%
2. Flat 59 on 15th floor, Tower 9 and car parking spaces nos. 66 and 67 on car park entrance 4 (Level 3), Hong Kong Parkview, 88 Tai Tam Reservoir Road, Hong Kong	Director's quarters	Long-term	100%

2. Investment Properties

Location	Use	Category of lease	Group's interest
Hong Kong			
1. Shops no. G15, G16, G17 and G21 on ground floor and shops no. 8, 9A and 11A on 1st floor, site D of Park Lane Shopper's Boulevard, Nathan Road, Tsimshatsui, Kowloon	Commercial	Long-term	100%
2. Duplex shop F on ground floor and 1st floor, Burlington House, 90-94C Nathan Road, Tsimshatsui, Kowloon	Commercial	Medium-term	100%

Particulars of Major Properties

Location	Use	Category of lease	Group's interest
Hong Kong			
3. Shops no. B and C on ground floor, the whole of upper ground floor and 1st floor, Ka Wing Building, 27 Granville Road, Tsimshatsui, Kowloon	Commercial	Medium-term	100%
4. Shop no. 18A on ground floor, Star House, 3 Salisbury Road, Tsimshatsui, Kowloon	Commercial	Long-term	100%
5. Shop no. 5 on ground floor, Lee Fat Building, 30-36 Jardine's Crescent, Causeway Bay, Hong Kong	Commercial	Long-term	100%
6. The whole of Southgate Commercial Centre, 29 Granville Road, Tsimshatsui, Kowloon	Commercial	Medium-term	100%
7. The whole of The Wave, 184 Nathan Road, Tsimshatsui, Kowloon	Commercial	Medium-term	100%
8. The whole of ground floor, 1st, 2nd, 3rd, 5th, 6th, 12th and 20th floors, The Bodynits Building, 3 Cameron Road, Tsimshatsui, Kowloon	Commercial	Medium-term	100%
9. The whole of lower ground floor, ground floor and 1st floor, Tern Centre Tower I, 237 Queen's Road Central, Hong Kong	Commercial	Long-term	100%
10. The whole of Tern Centre Tower II, 251 Queen's Road Central, Hong Kong	Commercial	Long-term	100%
11. The whole of 11th, 16th and 18th floors, Unit 2 and Unit 3 of 13th floor, Tern Plaza, 5 Cameron Road, Tsimshatsui, Kowloon	Commercial	Medium-term	100%

Particulars of Major Properties

Location	Use	Category of lease	Group's interest
Hong Kong			
12. Carpark No. 31 on the podium of Level 2, 37 Repulse Bay Road, Hong Kong	Carpark	Long-term	100%
13. Shops no. 1, 2 and 6 on ground floor and the whole of 1st, 2nd, 3rd, 4th, 5th, 6th, 8th and 9th floors, Tern Plaza, 5 Cameron Road, Tsimshatsui, Kowloon	Commercial	Medium-term	50%
14. The whole of 9th floor, The Bodynits Building, 3 Cameron Road, Tsimshatsui, Kowloon	Commercial	Medium-term	50%

Location	Use	Category of lease	Group's interest
Canada			
1. Suite no. 2406 with one carpark, Point Claire, 1238 Melville Street Vancouver, British Columbia	Residential	Freehold	100%