

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



**GOLDEN RESOURCES DEVELOPMENT INTERNATIONAL LIMITED**

**金源米業國際有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 677)**

**ANNOUNCEMENT OF RESULTS  
FOR THE YEAR ENDED 31ST MARCH, 2019**

**SUMMARY OF RESULTS**

The Directors of Golden Resources Development International Limited (the “Company”) are pleased to announce the audited consolidated results of the Company and its subsidiaries (the “Group”) for the year ended 31st March, 2019 as follows:

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS**

**For the year ended 31st March, 2019**

		<b>2019</b>	<b>2018</b>
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>REVENUE</b>	<b>3</b>	<b>1,458,423</b>	1,208,616
Cost of sales		<b>(1,015,711)</b>	(803,009)
<b>GROSS PROFIT</b>		<b>442,712</b>	405,607
Net unrealized gain on financial assets at fair value through profit or loss		<b>3,225</b>	14,631
Surplus on revaluation of investment properties		<b>1,780</b>	8,980
Net other income	<b>4</b>	<b>13,218</b>	18,203
Selling and distribution costs		<b>(286,406)</b>	(236,530)
Administrative expenses		<b>(165,929)</b>	(157,709)
<b>PROFIT FROM OPERATIONS</b>		<b>8,600</b>	53,182
Finance costs		—	(1)
Share of results of associates		<b>3,178</b>	15,793
Gain on disposal of a subsidiary		—	7,514
<b>PROFIT BEFORE TAXATION</b>	<b>5</b>	<b>11,778</b>	76,488
Taxation	<b>6</b>	<b>(7,492)</b>	(14,041)
<b>PROFIT FOR THE YEAR</b>		<b>4,286</b>	62,447
Profit for the year attributable to:			
Shareholders of the Company		<b>4,356</b>	65,367
Non-controlling interests		<b>(70)</b>	(2,920)
		<b>4,286</b>	62,447
<b>EARNINGS PER SHARE</b>	<b>8</b>		
— Basic		<b>HK0.3 cents</b>	HK3.9 cents
— Diluted		<b>HK0.3 cents</b>	HK3.9 cents

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**For the year ended 31st March, 2019**

	<b>2019</b> <i>HK\$'000</i>	2018 <i>HK\$'000</i>
<b>PROFIT FOR THE YEAR</b>	<b>4,286</b>	62,447
<b>OTHER COMPREHENSIVE (LOSS)/INCOME</b>		
<b>Items to be reclassified to profit or loss in subsequent periods:</b>		
Exchange differences on translation of foreign operations	<b>(5,433)</b>	5,794
Share of other comprehensive (loss)/income of associates	<b>(2,463)</b>	10,928
Other comprehensive (loss)/income for the year, net of tax	<b>(7,896)</b>	16,722
<b>TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR</b>	<b>(3,610)</b>	79,169
Total comprehensive (loss)/income attributable to:		
Shareholders of the Company	<b>(2,690)</b>	80,737
Non-controlling interests	<b>(920)</b>	(1,568)
	<b>(3,610)</b>	79,169

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**At 31st March, 2019**

	<i>Notes</i>	<b>2019</b> <b>HK\$'000</b>	<b>2018</b> <b>HK\$'000</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment		<b>164,912</b>	155,517
Investment properties		<b>162,790</b>	161,010
Intangible asset		<b>22,505</b>	22,505
Interests in associates		<b>174,926</b>	216,325
Financial assets at fair value through profit or loss		<b>39,691</b>	—
Available-for-sale investments		—	29,968
Prepaid lease payments		<b>14,170</b>	14,899
Deposit paid for additional interests in financial assets at fair value through profit or loss		<b>7,856</b>	—
		<b>586,850</b>	600,224
<b>CURRENT ASSETS</b>			
Inventories		<b>173,938</b>	166,501
Trade debtors	9	<b>66,605</b>	58,680
Other debtors, deposits and prepayments		<b>68,044</b>	58,935
Financial assets at fair value through profit or loss		<b>259,209</b>	232,611
Tax recoverable		<b>798</b>	—
Cash and cash equivalents		<b>252,153</b>	310,872
		<b>820,747</b>	827,599
<b>CURRENT LIABILITIES</b>			
Trade creditors	10	<b>72,266</b>	49,711
Other creditors and accruals		<b>74,680</b>	64,316
Tax liabilities		—	10,096
		<b>146,946</b>	124,123
<b>NET CURRENT ASSETS</b>		<b>673,801</b>	703,476
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>1,260,651</b>	1,303,700
<b>NON-CURRENT LIABILITIES</b>			
Deferred tax liabilities		<b>2,576</b>	2,975
		<b>1,258,075</b>	1,300,725
<b>CAPITAL AND RESERVES</b>			
Share capital		<b>169,741</b>	169,741
Reserves		<b>1,080,151</b>	1,121,881
Shareholders' equity		<b>1,249,892</b>	1,291,622
Non-controlling interests		<b>8,183</b>	9,103
		<b>1,258,075</b>	1,300,725

## NOTES TO THE FINANCIAL STATEMENTS

*For the year ended 31st March, 2019*

### 1. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards (“HKASs”) and Interpretations (“HK(IFRIC)-Int”) issued by the Hong Kong Institute of Certified Public Accountants (“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 (the “Listing Rules”) and the Hong Kong Companies Ordinance.

### 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted the following new or revised standards and amendments (the “new HKFRSs”) issued by the HKICPA, which are or have become effective for the Group’s financial year beginning on 1st April, 2018:

HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions
HKFRS 4 (Amendments)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HKAS 28 (Amendments)	As part of the Annual Improvements HKFRS 2014-2016 Cycle
HKAS 40 (Amendments)	Transfers of Investment Property
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration

The adoption of these new HKFRSs has had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods except for HKFRS 9 which will be explained below. Accordingly, no prior period adjustment has been required.

HKFRS 9 Financial Instruments replaces HKAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1st January, 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting. The Group has applied HKFRS 9 retrospectively to items that existed at 1st April, 2018 in accordance with the transition requirements. The carrying amount of HK\$29,968,000 originally stated under Available-for-sale investments has been remeasured and reclassified to Financial assets at fair value through profit or loss on 1st April, 2018 at the carrying amount of HK\$29,968,000 under HKFRS 9.

HKFRS 9 replaces the “incurred loss” model in HKAS 39 with the “expected credit losses (“ECL”)” model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECL earlier than under the “incurred loss” accounting model in HKAS 39.

The Group applies the new ECL model to the Group’s financial assets measured at amortised cost. Financial assets at fair value through profit or loss are not subject to the ECL assessment.

The adoption of the ECL model under HKFRS 9 does not have material impact on the carrying amounts of the Group’s financial assets as at 1st April, 2018.

## 2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

The Group has not early applied the following new HKFRSs that have been issued but are not yet effective. Except for HKFRS 16 “Lease”, the Directors of the Company anticipate that the application of these new HKFRSs will have no material impact on the results and the financial position of the Group. The Group has already commenced an assessment of the impact of the new HKFRS 16.

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015-2017 Cycle <sup>1</sup>
HKFRS 3 (Amendments)	Definition of a Business <sup>3</sup>
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation <sup>1</sup>
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>5</sup>
HKFRS 16	Lease <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>4</sup>
HKAS 1 and HKAS 8 (Amendments)	Definition of Material <sup>2</sup>
HKAS 19 (Amendments)	Employee Benefits <sup>1</sup>
HKAS 28 (Amendments)	Long-term Interest in Associates and Joint Ventures <sup>1</sup>
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2020

<sup>3</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>5</sup> Effective date to be determined

### 3. SEGMENT INFORMATION

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

Principal activities are as follows:

Rice operation	—	sourcing, importing, wholesaling, processing, packaging, marketing and distribution of rice
Convenience store operation	—	operation of convenience stores in Vietnam
Securities investment	—	investments in equity and debt securities
Property investment	—	property investment and development
Corporate and others	—	corporate income and expenses and other investments

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

#### Operating segments

##### *Statement of profit or loss for the year ended 31st March, 2019*

	Rice operation HK\$'000	Convenience store operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
<b>REVENUE</b>						
Total sales	770,069	684,557	—	3,797	—	1,458,423
<b>RESULTS</b>						
Segment results	41,366	(43,307)	4,486	4,660	1,395	8,600
Share of results of associates	(236)	—	—	1,885	1,529	3,178
Profit before taxation						11,778
Taxation						(7,492)
Profit for the year						4,286
Profit for the year attributable to:						
Shareholders of the Company						4,356
Non-controlling interests						(70)
						4,286

**3. SEGMENT INFORMATION (Continued)**  
**Operating segments (Continued)**

*Segment assets and liabilities as at 31st March, 2019*

	Rice operation HK\$'000	Convenience store operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
<b>ASSETS</b>						
Segment assets	223,237	247,666	259,812	248,266	252,892	1,231,873
Interests in associates	13,888	—	—	108,575	52,463	174,926
Unallocated corporate assets						<u>798</u>
Consolidated total assets						<u>1,407,597</u>
<b>LIABILITIES</b>						
Segment liabilities	34,775	99,261	—	1,172	11,738	146,946
Unallocated corporate liabilities						<u>2,576</u>
Consolidated total liabilities						<u>149,522</u>

*Statement of profit or loss for the year ended 31st March, 2018*

	Rice operation HK\$'000	Convenience store operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
<b>REVENUE</b>						
Total sales	686,658	517,732	—	4,226	—	1,208,616
<b>RESULTS</b>						
Segment results	72,301	(58,261)	24,027	11,030	4,085	53,182
Finance costs						(1)
Share of results of associates	107	—	—	15,693	(7)	15,793
Gain on disposal of a subsidiary	—	—	—	7,514	—	<u>7,514</u>
Profit before taxation						76,488
Taxation						<u>(14,041)</u>
Profit for the year						<u>62,447</u>
Profit for the year attributable to:						
Shareholders of the Company						65,367
Non-controlling interests						<u>(2,920)</u>
						<u>62,447</u>

**3. SEGMENT INFORMATION (Continued)**  
**Operating segments (Continued)**

***Segment assets and liabilities as at 31st March, 2018***

	Rice operation HK\$'000	Convenience store operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
<b>ASSETS</b>						
Segment assets	227,263	203,270	233,548	235,411	312,006	1,211,498
Interests in associates	56,677	—	—	107,118	52,530	<u>216,325</u>
Consolidated total assets						<u>1,427,823</u>
<b>LIABILITIES</b>						
Segment liabilities	29,924	71,168	—	1,061	11,874	114,027
Unallocated corporate liabilities						<u>13,071</u>
Consolidated total liabilities						<u>127,098</u>

**Geographical segments**

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

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

	<b>Revenue by geographical markets</b>	
	<b>2019</b>	<b>2018</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Hong Kong	<b>756,364</b>	676,616
Vietnam	<b>684,557</b>	517,732
Others	<b>17,502</b>	14,268
	<b>1,458,423</b>	1,208,616



#### 4. NET OTHER INCOME

	<b>2019</b> <b>HK\$'000</b>	2018 HK\$'000
Interest revenue on:		
— Financial assets at fair value through profit or loss	<b>2,335</b>	3,201
— Financial assets measured at amortized costs	<b>3,073</b>	4,105
	<b>5,408</b>	7,306
Dividend from listed financial assets at fair value through profit or loss	<b>1,330</b>	1,903
Net realized gain on disposal of financial assets at fair value through profit or loss	<b>36</b>	2,365
Net foreign exchange (loss)/gain	<b>(1,142)</b>	3,039
Net loss on disposal of property, plant and equipment	<b>(1,852)</b>	(1,810)
Sundry income	<b>9,438</b>	5,400
	<b>13,218</b>	18,203

## 5. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

	2019 HK\$'000	2018 HK\$'000
Depreciation and amortisation of property, plant and equipment	37,012	33,008
Amortisation of prepaid lease payments	518	522
Staff costs	194,861	172,602
Interests on bank overdraft	—	1

## 6. TAXATION

	2019 HK\$'000	2018 HK\$'000
Current tax:		
Hong Kong	7,856	14,084
Other regions in the PRC	36	33
	7,892	14,117
Overprovision in prior years:		
Hong Kong	(1)	—
Deferred tax:		
Current year's credit	(399)	(76)
Taxation attributable to the Company and its subsidiaries	7,492	14,041

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years, except for the first HK\$2,000,000 of a qualified entity's assessable profit which is calculated at 8.25%, in accordance with the new two-tiered profits tax rate regime with effect from the year of assessment 2018/2019.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

## 7. DIVIDEND

### (a) Dividend attributable to the year:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Interim dividend paid of HK1.1 cents per share on 1,697,406,458 shares (2018: HK1.2 cents per share on 1,697,406,458 shares)	<b>18,671</b>	20,369
Final dividend proposed of HK1.2 cents per share on 1,697,406,458 shares (2018: HK1.2 cents per share on 1,697,406,458 shares)	<b>20,369</b>	20,369
	<b>39,040</b>	40,738

The final dividend of HK1.2 cents per share for the year ended 31st March, 2019 has been proposed by the Directors and is subject to approval by the shareholders at the forthcoming annual general meeting. This final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

### (b) Dividend approved and paid during the year:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Final dividend in respect of the previous financial year, approved and paid during the year, of HK1.2 cents per share on 1,697,406,458 shares (2018: HK1.2 cents per share on 1,695,406,458 shares)	<b>20,369</b>	20,345
Interim dividend in respect of the current financial year, approved and paid during the year, of HK1.1 cents per share on 1,697,406,458 shares (2018: HK1.2 cents per share on 1,697,406,458 shares)	<b>18,671</b>	20,369
	<b>39,040</b>	40,714

## 8. EARNINGS PER SHARE

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

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Earnings for the purpose of basic and diluted earnings per share	<b>4,356</b>	65,367
	<b>2019</b>	2018
Number of shares:		
Weighted average number of shares for the purpose of basic earnings per share	<b>1,697,406,458</b>	1,696,042,074
Effect of dilutive potential ordinary shares:		
Share options	<b>481,501</b>	1,529,978
Weighted average number of shares for the purpose of diluted earnings per share	<b>1,697,887,959</b>	1,697,572,052

*Note:*

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares to assume conversion of all dilutive potential ordinary shares.

There is no significant dilutive effect for both years.

## 9. TRADE DEBTORS

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

	<b>2019</b> <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Within 30 days	<b>26,740</b>	22,524
31-60 days	<b>26,035</b>	26,788
61-90 days	<b>11,138</b>	6,615
Over 90 days	<b>2,692</b>	2,753
	<b>66,605</b>	58,680

The Group assesses the credit status and imposes credit limits for potential new customers in accordance with the Group's credit policy. The credit limits are closely monitored and subject to periodic reviews.

## 10. TRADE CREDITORS

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

	<b>2019</b> <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Within 30 days	<b>71,349</b>	48,120
31-60 days	<b>392</b>	287
61-90 days	<b>21</b>	443
Over 90 days	<b>504</b>	861
	<b>72,266</b>	49,711

## CHAIRMAN'S STATEMENT

Dear Shareholders:

I am delighted to report that 2018 marked a monumental year for the development and growth of the Group. Over the course of the year, the Group reinforced its ambitious growth strategy by advancing its Businesses through the adherence to five key sources of value: strategic partnership, market expansion, digital transformation, talent acquisition and community service.

### Strategic Partnership

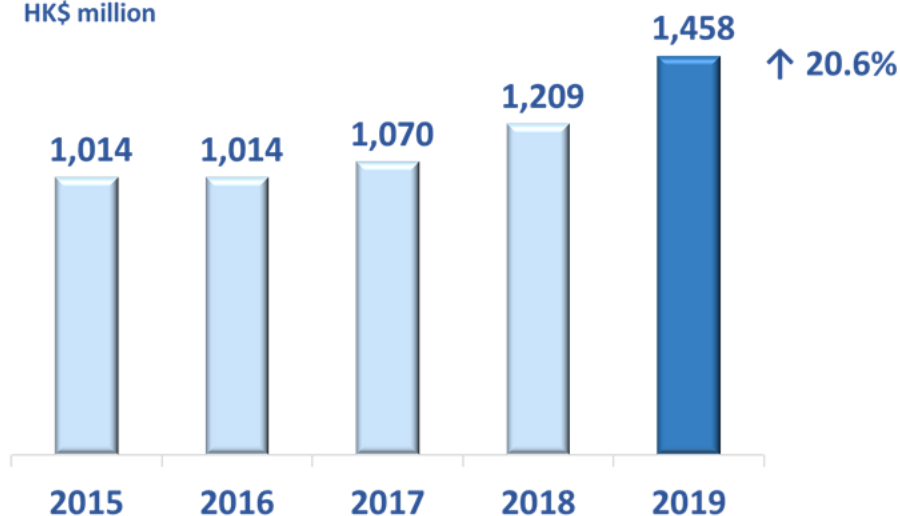
In mid April 2019, the Group signed a Joint Venture Agreement with S.F. Holding Co., Ltd., a company listed on the Shenzhen Stock Exchange, in relation to the formation of a joint venture company to provide a Total Logistics Solution in Vietnam. The purposes of this joint venture were to enhance the logistics capabilities of the Group's rapidly expanding Circle K business in Vietnam and to capitalize on the dynamic growth opportunities in the overall manufacturing, retail and e-commerce business sectors in Vietnam. In addition, the existing international trade tensions led us to believe this joint venture to enable the Group to expand its business scope in Vietnam, increase its profitability and bring long term value to the Group.

### Market Expansion

In 2018/2019, the Group recorded a 20.6% increase in total revenue across all Businesses. This growth was attributed to double-digit revenue growths in both the Rice and Circle K Convenience Store Businesses. Looking forward, the Group is encouraged by its year-on-year performances and is committed to continuous innovation and operation at the highest level to maximize shareholder value.

#### Revenue - Group Total

For the year ended 31 March 2019  
HK\$ million



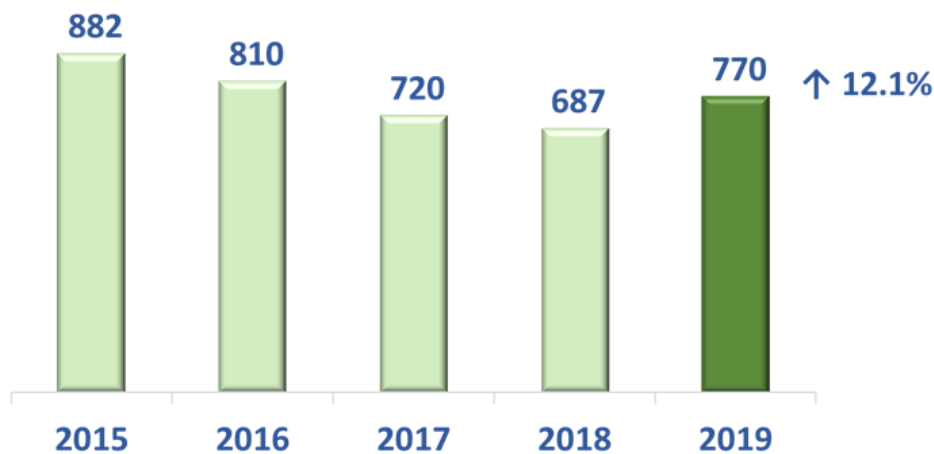
Revenue change over 5-years period

### Rice (Hong Kong)

In Hong Kong, the rice operating business environment remained competitive and challenging. The revenue for the Group's rice business rose 12.1% from 687 million HKD in 2017/2018 to 770 million HKD in 2018/2019. Over the course of the year, the international premium rice price rose significantly and this gave pressure to our profit margin. To counter these challenges, the Group continued to revamp cost control measures, enhance operational efficiency and strengthen consumer relationships and knowledge. To meet the evolving consumer behaviors in the modern market, we broadened our product spectrum by introducing the Kangaroo Brand Low Glycemic Index Rice and the Golden Elephant Brand Microwavable Cooked Thai Jasmine Rice. The former featured health conscious properties and the latter offered high-quality convenience. Both products shown positive reception and results in the market.

#### Revenue - Rice Operation

For the year ended 31 March 2019  
HK\$ million



Revenue change over 5-years period

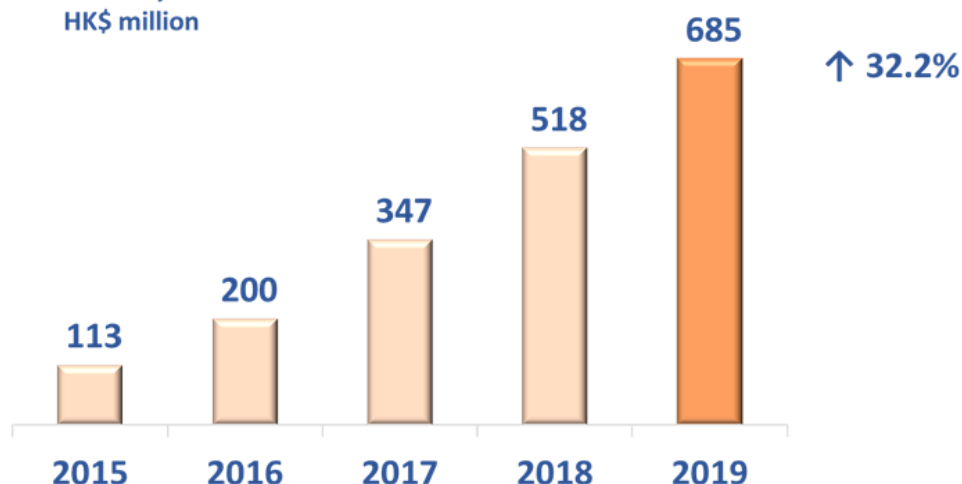
### Circle K Convenience Stores (Vietnam)

In Vietnam, the Group currently owns and operates 320 Circle K convenience stores, spreading through four major cities and provinces in Ho Chi Minh City, Hanoi, Vung Tau and Binh Duong Province. The business performance for the Circle K business last year was encouraging: Revenue rose 32.2% from 518 million HKD in 2017/2018 to 685 million HKD in 2018/2019. This robust revenue growth was attributed to the integration of increasing O2O (online-to-offline) businesses leveraged on the expanding geographical real estate coverage of the stores, gains in customer count and ticket sizes, and enhancement of our supply chain management. The Group believes the Circle K business to be a sustainable business platform for the Group's long-term growth prospect in Vietnam.

## Revenue - Convenience Store Operation

For the year ended 31 March 2019

HK\$ million



Revenue change over 5-years period

### Digital Transformation

Over the course of the year, the Group recognized the importance of integrating innovative technology to effectively capture the demands of the modern market and consumer. The Group pledged capital to revamp existing IT infrastructures and to utilize forefront data technology to upgrade customer experience, boost sales efficiency and make more data-driven decisions across all fronts of the Group. Looking forward, the Group sees technology integration as assets and influential drivers of the Businesses.

### Talent Acquisition

In all fronts of the Businesses, the Group managed to recruit and retain high performing and well-credentialed management executives to the team. The group recognized the importance of putting the right people in the right positions at every level across the Group, and providing them with the knowledge and resources they need to deliver exceptional performances. Upholding healthy corporate culture is paramount to the Group's success and this can be exemplified by the "Caring, Sharing and Learning" initiative fostered at the inception of the Circle K business in Vietnam.

This year, the Group's senior management was strengthened with the additions of two experienced executives to the newly established Panel of Advisors. The purpose of the Panel was to share expertise, experience and best practices across the Group to maximize value creation.

Mr. Alex, Yu-Chun Chow, former CFO of New World Group of Hong Kong. Mr. Chow has 38 years of experience in the areas of corporate finance and investment management. Mr. Chow is a Fellow of the Association of Chartered Certified Accountants from the United Kingdom.

Mr. David, Tai-Wai Kuk, former Executive Director of Sims Logistics Services Limited and former Managing Director of Dah Chong Hong Logistics Company Limited. Mr. Kuk has 30 years of experience in logistics operations in Hong Kong and China, and is a Member of the Hong Kong Logistics Development Council.



## **Community Services**

The Group pledged to operate the Businesses in a caring and environmentally friendly manner for the well being of the community. The Group is determined to encourage staffs and business partners to reduce wastages and continue to promote environmental awareness.

As a participant of the Caring Company Program, the Group committed to give back to society and to enrich the community:

In Hong Kong, we initiated our “Rice at Cost” program to different charity groups and made special donations to various charities such as Psychiatric Rehabilitation Association and the HK Parkinson’s Disease Foundation. In Vietnam, the Group engaged in “Fun Run” event for supporting and raising funds for local charities.

The Group will continue to sustain its key commitments to society and maintain high levels of integrity in growing the Businesses.

In summary, I would like to thank the shareholders for their continuous support throughout the years and for their confidence moving forward. The group enters 2019/2020 in excellent shape with strong growth momentum.

## **LIQUIDITY AND FINANCIAL RESOURCES**

The Group had cash balance of approximately HK\$252 million as at 31st March, 2019.

With cash and other current assets of approximately HK\$821 million as at 31st March, 2019 as well as available banking facilities, the Group has sufficient financial resources to satisfy its commitments and working capital requirements.

## **EVENT AFTER THE REPORTING PERIOD AND CONNECTED TRANSACTION**

On 15 April 2019, Affluent Woods Limited (“Affluent Woods”), an indirect wholly-owned subsidiary of the Company, entered into a joint venture agreement with S.F. Express (Overseas) Limited (“SF Overseas”) to establish a joint venture to provide Logistics Solutions in Vietnam (“JV Agreement”). A joint venture company (“JV Company”) was incorporated in the Republic of Singapore on 28 January, 2019 and was owned as to 61% by Affluent Woods and the remaining 39% by SF Overseas.

SF Overseas is a connected person of the Company at the subsidiary level by virtue of its 39% shareholding interests in the JV Company. Accordingly, the Transactions involving SF Overseas constitute connected transactions for the Company under Chapter 14A of the Listing Rules. The Transactions are on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole.

The business of the joint venture shall be to provide Logistics Solutions in Vietnam and, unless expressly refused by the board of directors of the JV Company, to participate in any other business which SF Overseas proposes to conduct within Vietnam.

In connection with the establishment of the joint venture, each joint venture Shareholder undertakes to contribute the respective cash contributions to the paid-up capital of the JV Company. Affluent Woods shall contribute Singapore dollar \$61 for initial cash contribution and Singapore dollar \$4,262,326 for first year cash contribution.

The JV Agreement is a joint venture agreement made pursuant to the non-legally binding memorandum of understanding dated 29 August, 2018 entered into between the Group and a wholly-owned subsidiary of S.F. Holding Co., Ltd. (“SF”) in relation to the proposed formation of a joint venture.

To the best of the Directors’ knowledge, information and belief having made reasonable enquiries, SF Overseas is an indirect wholly-owned subsidiary of SF, which is a leading comprehensive service provider of express logistics in the Mainland China.

The business strategy of the Company is to consider promising business and investment opportunities from time to time in order to increase the value of the Company. With the Company’s Circle K retail business being the market leading convenience store in Vietnam, the Company has witnessed dynamic growth in the overall retail and eCommerce sectors. By capitalizing on these expanding sectors and bolstering the Company’s Circle K business through providing first-rate logistics and supply chain solutions, the Board believes the joint venture in Vietnam will embody tremendous growth value. The formation of the joint venture will enable

the Group to expand its business scope, increase its profitability and bring long term value to the Group.

The JV Company will be accounted for as a subsidiary of the Company and its financial performance will be consolidated into the Group.

## **FINAL DIVIDEND**

The Directors have resolved to recommend the payment of a final dividend of HK1.2 cents per share (2018: HK1.2 cents per share) for the year ended 31st March, 2019 to the shareholders on the Register of Members of the Company at the close of business on Tuesday, 3rd September, 2019. Together with the interim dividend of HK1.1 cents per share paid on Wednesday, 9th January, 2019, the total dividends for the year ended 31st March, 2019 will be HK2.3 cents per share (2018: HK2.4 cents per share).

Subject to the approval of shareholders at the forthcoming annual general meeting, the final dividend will be paid to the shareholders on or about Monday, 16th September, 2019.

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

For the purpose of determining the entitlement of the shareholders to attend and vote at the forthcoming annual general meeting, the Register of Members of the Company will be closed from Thursday, 22nd August, 2019 to Wednesday, 28th August, 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. Shareholders whose names appear on the Register of Members of the Company at the close of business on Wednesday, 21st August, 2019 will be entitled to attend and vote at the forthcoming annual general meeting. All transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Standard Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Wednesday, 21st August, 2019.

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

The last day for trading in the Company's shares with entitlement to the final dividend will be on Friday, 30th August, 2019. The Company's shares will be traded ex-entitlement on Monday, 2nd September, 2019.

The record date for the entitlement to the final dividend is at 4:30 p.m. (Hong Kong time) on Tuesday, 3rd September, 2019. In order to qualify for the final dividend, if approved, all transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Standard Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, 3rd September, 2019. The final dividend will be paid on or about Monday, 16th September, 2019.

## **EMPLOYEES AND REMUNERATION POLICY**

The total number of employees for the Group is about 3,074.

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

## **AUDIT COMMITTEE**

The audit committee comprising three independent non-executive directors, Mr. Joseph LAM Yuen To, Mr. Michael YU Tat Chi and Mr. Ronald YAN Mou Keung, has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the audited financial statements of the Group for the year ended 31st March, 2019.

## **SCOPE OF WORK OF THE AUDITOR**

The figures in respect of the preliminary announcement of the Group's results for the year ended 31st March, 2019 have been agreed by the Group's auditor, HLM CPA Limited ("the Auditor"), to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by the Auditor in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by the Auditor on the preliminary announcement.

## **ANNUAL GENERAL MEETING**

The annual general meeting of the Company will be held at Conference Room, 11th Floor, Golden Resources Centre, 2-12 Cheung Tat Road, Tsing Yi Island, New Territories, Hong Kong on Wednesday, 28th August, 2019 at 11:30 a.m.

## **CORPORATE GOVERNANCE PRACTICES**

The Company adopted all the code provisions in the Corporate Governance Code and Corporate Governance Report (the "Code") as set out in Appendix 14 to the Listing Rules as its own code on corporate governance. The Company has complied with the Code throughout the year ended 31st March, 2019.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by Directors. All Directors have confirmed, following specific enquiry by the Company, that they fully complied with the required standard as set out in the Model Code throughout the year ended 31st March, 2019.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SHARES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed shares for the year ended 31st March, 2019.

## **PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT**

The annual results announcement is published on the website of Hong Kong Exchanges and Clearing Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.grdil.com](http://www.grdil.com)). The 2019 annual report containing all the information required by the Listing Rules will be dispatched to the Company’s shareholders and will be published on the aforementioned websites in due course.

On behalf of the Board  
**Golden Resources Development International Limited**  
**Laurent LAM Kwing Chee**  
*Chairman*

Hong Kong, 28th June, 2019

*As at the date of this announcement, the executive directors of the Company are Mr. Laurent LAM Kwing Chee (Chairman), Mr. Anthony LAM Sai Ho (Vice Chairman and Chief Executive Officer), Madam LAM Sai Mann, Ms. Morna YUEN Mai-tong and Mr. TSANG Siu Hung. The non-executive director of the Company is Mr. Dennis LAM Saihong. The independent non-executive directors of the Company are Mr. Joseph LAM Yuen To, Mr. Michael YU Tat Chi and Mr. Ronald YAN Mou Keung.*