



## CHAIRMAN STATEMENT

Dear Shareholders,

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On behalf of Golden Resources Development International Limited, I am pleased to present the business review of our Group for the six months ended 30th September, 2023 (“H1 2023/24”).

Although the global business environment has faced ongoing challenges including inflation, elevated interest rates, economic uncertainty and increasing geopolitical tensions, the Group again delivered positive results for H1 2023/24.

During the period, the Group recorded a net profit attributable to shareholders of approximately HK\$82.3 million compared to approximately HK\$74.8 million during the same period last year. Total Group revenue remained steady at approximately HK\$1,027.0 million (H1 2022/23: HK\$1,030.0 million).

### Convenience Store Operation

Our convenience stores in Vietnam expanded to 434 stores by the end of September 2023, representing a net increase of 36 stores compared to the same period last year. Our revenue in H1 2023/24 came in at par compared with H1 2022/23, and the selling and distribution costs increased. It was mainly due to the relative softening in Vietnam’s economic growth and market sentiment, the impact of our store image refreshment programme and higher operating costs derived from our expanded operations. With signs of economic recovery in Vietnam towards the end of the period under review, the Group is confident that growth momentum will strengthen on the back of our expanded Circle K network.

### Rice Operation

During the period under review, our rice operation remained the largest contributor of the Fast-Moving Consumer Goods (FMCG) business of the Group. Despite the persistent competition in the rice market, the Group’s efforts to develop the new distribution channels and marketing initiatives have led to the growth in the revenue and the market share of the rice business. Going forward, the Group will continue actively pursuing our new strategic direction to leverage our existing marketing and distribution platforms in developing new opportunities in the space of fast-moving consumer goods beyond rice.

### Packaging Materials Operation

Our subsidiary company, Supreme Development Company Limited, recorded a rise in revenue during the period under review. This operation recorded a segment profit of approximately HK\$3.2 million, swinging from a loss during the same period last year, mainly due to a recovery in export markets as business activities of overseas customers revived after the global pandemic. In a boost for the business, our green packaging solutions emerged as one of the awardees of a three-year contract for the HKSAR Government Municipal Solid Waste Charging programme which will come into effect on 1st April, 2024.

**Retailtainment Operation**

In May 2023, we expanded our footprint in Japan by strategically acquiring NI Corporation and its wholly-owned subsidiary Izumikyo Co., Ltd.. This acquisition included some 326,000 square metres of land, 80% of which is near the heart of Hirafu (one of the four skiing hubs of Niseko United). We intend to transform the land into a “Retailtainment” destination.

For the period ended 30th September, 2023, our Retailtainment operation recorded a segment profit of approximately HK\$69.5 million. It was mainly due to the surplus on revaluation of investment properties.

**Investments**

As of 30th September, 2023, the Group had cash and bank balances of HK\$414.6 million. With our sound balance sheet and strong cashflow from core businesses, we are well positioned to pursue quality business investment opportunities to generate stable income streams to maximize the value for our shareholders.

Finally, on behalf of the Board, I would like to express my deep appreciation to all our staff for their tireless commitment in bringing quality products and services to the customers in markets in which we operate.

**Laurent LAM Kwing Chee**

*Group Executive Chairman*

Hong Kong, 29th November, 2023

## SUMMARY OF INTERIM RESULTS

The Directors of Golden Resources Development International Limited (the “Company”) are pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the six months ended 30th September, 2023 as follows:

### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

		<b>For the six months ended 30th September,</b>	
		<b>2023</b>	2022
	<i>Notes</i>	<b>(Unaudited) HK\$'000</b>	(Unaudited) HK\$'000
<b>REVENUE</b>	3	<b>1,026,985</b>	1,030,008
Cost of sales		<b>(627,647)</b>	(629,783)
<b>GROSS PROFIT</b>		<b>399,338</b>	400,225
Net unrealized loss on financial assets at fair value through profit or loss		<b>(310)</b>	(15,876)
Surplus on revaluation of investment properties		<b>79,834</b>	—
Net other income	4	<b>2,909</b>	24,405
Selling and distribution costs		<b>(222,549)</b>	(194,506)
Administrative expenses		<b>(128,627)</b>	(116,190)
Interest on lease liabilities	5	<b>(16,087)</b>	(14,682)
<b>PROFIT FROM OPERATIONS</b>	3	<b>114,508</b>	83,376
Finance costs	5	<b>(236)</b>	(298)
Share of results of associates		<b>(357)</b>	(76)
Share of results of joint ventures		<b>(310)</b>	(254)
<b>PROFIT BEFORE TAXATION</b>	5	<b>113,605</b>	82,748
Taxation	6	<b>(30,487)</b>	(10,372)
<b>PROFIT FOR THE PERIOD</b>		<b>83,118</b>	72,376
Profit attributable to:			
Shareholders of the Company		<b>82,337</b>	74,764
Non-controlling interests		<b>781</b>	(2,388)
		<b>83,118</b>	72,376
<b>EARNINGS PER SHARE</b>	8		
— Basic		<b>HK4.9 cents</b>	HK4.4 cents
— Diluted		<b>HK4.9 cents</b>	HK4.4 cents

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	<b>For the six months ended</b>	
	<b>30th September,</b>	
	<b>2023</b>	2022
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
<b>PROFIT FOR THE PERIOD</b>	<b>83,118</b>	72,376
<b>OTHER COMPREHENSIVE LOSS</b>		
<b>Items to be reclassified to profit or loss in subsequent periods:</b>		
Exchange differences on translation of foreign operations	<b>(20,670)</b>	(8,553)
Share of other comprehensive loss of associates	<b>(427)</b>	(626)
Other comprehensive loss for the period, net of tax	<b>(21,097)</b>	(9,179)
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>62,021</b>	63,197
Total comprehensive income attributable to:		
Shareholders of the Company	<b>62,072</b>	67,605
Non-controlling interests	<b>(51)</b>	(4,408)
	<b>62,021</b>	63,197

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

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		<b>30th September, 2023 (Unaudited) HK\$'000</b>	31st March, 2023 (Audited) HK\$'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment		<b>436,195</b>	373,080
Right-of-use assets		<b>362,330</b>	337,026
Prepaid lease payments		<b>11,630</b>	12,042
Investment properties		<b>323,339</b>	166,070
Interests in associates		<b>34,015</b>	34,990
Interests in joint ventures		<b>15,243</b>	11,497
Financial assets at fair value through profit or loss		<b>9,770</b>	7,504
Intangible assets		<b>26,749</b>	26,749
Rental and related deposits paid		<b>27,341</b>	26,513
		<b>1,246,612</b>	995,471
<b>CURRENT ASSETS</b>			
Inventories		<b>191,329</b>	196,656
Trade debtors	9	<b>80,129</b>	65,436
Other debtors, deposits and prepayments		<b>102,896</b>	85,483
Financial assets at fair value through profit or loss		<b>16,666</b>	9,382
Tax recoverable		<b>—</b>	1,023
Cash and bank balances		<b>414,557</b>	540,227
		<b>805,577</b>	898,207
<b>CURRENT LIABILITIES</b>			
Trade creditors	10	<b>143,364</b>	119,257
Other creditors and accruals		<b>164,788</b>	130,052
Lease liabilities		<b>124,575</b>	117,232
Bank loan		<b>3,344</b>	3,296
Tax liabilities		<b>15,242</b>	—
		<b>451,313</b>	369,837
<b>NET CURRENT ASSETS</b>		<b>354,264</b>	528,370
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>1,600,876</b>	1,523,841
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities		<b>272,527</b>	252,436
Bank loan		<b>2,661</b>	4,315
Deferred tax liabilities		<b>24,036</b>	1,365
		<b>299,224</b>	258,116
		<b>1,301,652</b>	1,265,725
<b>CAPITAL AND RESERVES</b>			
Share capital	11	<b>169,741</b>	169,741
Reserves		<b>1,096,725</b>	1,059,494
Shareholders' equity		<b>1,266,466</b>	1,229,235
Non-controlling interests		<b>35,186</b>	36,490
		<b>1,301,652</b>	1,265,725

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30th September, 2023

	Shareholders' equity							Non-controlling interests HK\$'000	Total HK\$'000		
	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	Capital redemption reserve HK\$'000	Property revaluation reserve HK\$'000	Exchange reserve HK\$'000	Dividend reserve HK\$'000			Retained earnings HK\$'000	Total shareholders' equity HK\$'000
At 31st March, 2023	169,741	453,192	346	515	5,128	20,439	24,612	555,262	1,229,235	36,490	1,265,725
Profit for the period	—	—	—	—	—	—	—	82,337	82,337	781	83,118
Other comprehensive loss for the period:											
Exchange differences on translation of foreign operations	—	—	—	—	—	(19,838)	—	—	(19,838)	(832)	(20,670)
Share of other comprehensive loss of associates	—	—	—	—	—	(427)	—	—	(427)	—	(427)
	—	—	—	—	—	(20,265)	—	—	(20,265)	(832)	(21,097)
Total comprehensive income/(loss) for the period	—	—	—	—	—	(20,265)	—	82,337	62,072	(51)	62,021
Transaction with non-controlling interests	—	—	(229)	—	—	—	—	—	(229)	(1,253)	(1,482)
Prior year final dividend paid	—	—	—	—	—	—	(24,612)	—	(24,612)	—	(24,612)
Interim dividend proposed	—	—	—	—	—	—	18,671	(18,671)	—	—	—
At 30th September, 2023	169,741	453,192	117	515	5,128	174	18,671	618,928	1,266,466	35,186	1,301,652

For the six months ended 30th September, 2022

	Shareholders' equity							Non-controlling interests HK\$'000	Total HK\$'000		
	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	Capital redemption reserve HK\$'000	Property revaluation reserve HK\$'000	Exchange reserve HK\$'000	Dividend reserve HK\$'000			Retained earnings HK\$'000	Total shareholders' equity HK\$'000
At 31st March, 2022	169,741	453,192	346	515	5,128	22,562	20,369	471,564	1,143,417	40,485	1,183,902
Profit/(loss) for the period	—	—	—	—	—	—	—	74,764	74,764	(2,388)	72,376
Other comprehensive loss for the period:											
Exchange differences on translation of foreign operations	—	—	—	—	—	(6,533)	—	—	(6,533)	(2,020)	(8,553)
Share of other comprehensive loss of associates	—	—	—	—	—	(626)	—	—	(626)	—	(626)
	—	—	—	—	—	(7,159)	—	—	(7,159)	(2,020)	(9,179)
Total comprehensive income/(loss) for the period	—	—	—	—	—	(7,159)	—	74,764	67,605	(4,408)	63,197
Prior year final dividend paid	—	—	—	—	—	—	(20,369)	—	(20,369)	—	(20,369)
Interim dividend proposed	—	—	—	—	—	—	20,369	(20,369)	—	—	—
At 30th September, 2022	169,741	453,192	346	515	5,128	15,403	20,369	525,959	1,190,653	36,077	1,226,730



## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	For the six months ended	
	30th September,	
	2023	2022
	(Unaudited)	(Unaudited)
	<i>HK\$'000</i>	<i>HK\$'000</i>
Net cash generated from operating activities	<b>138,277</b>	189,674
Net cash generated from investing activities	<b>41,698</b>	50,360
Net cash used in financing activities	<b>(99,049)</b>	(48,497)
Net increase in cash and cash equivalents	<b>80,926</b>	191,537
Cash and cash equivalents at 1st April	<b>300,360</b>	408,520
Effect of foreign exchange rate changes	<b>(7,319)</b>	(6,277)
Cash and cash equivalents at 30th September	<b>373,967</b>	593,780
Analysis of the balances of cash and cash equivalents		
Time deposits, bank balances and cash (including pledged bank deposits)	<b>414,557</b>	594,132
Less: Pledged bank deposits	<b>(1,435)</b>	(352)
Time deposits with original maturities more than 3 months	<b>(39,155)</b>	—
	<b>373,967</b>	593,780

# NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30th September, 2023

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## 1. BASIS OF PREPARATION

The unaudited condensed financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Except for the accounting policy changes that are expected to be reflected in the 2023/24 annual financial statements, the unaudited condensed financial statements have been prepared in accordance with the same accounting policies adopted in the 2022/23 annual financial statements. Details of any changes in accounting policies are set out in note 2.

## 2. SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed financial statements have been prepared under the historical cost convention, as modified for the revaluation of investment properties and financial assets at fair value through profit or loss which are measured at fair values, as appropriate.

Groups of assets acquired and liabilities assumed are assessed to determine if they are business or asset acquisitions. When a group of assets acquired and liabilities assumed do not constitute a business, the overall acquisition cost is allocated to the individual identifiable assets and liabilities based on their relative fair values at the date of acquisition. An exception is when the sum of the individual fair values of the identifiable assets and liabilities differs from the overall acquisition cost. In such case, any identifiable assets and liabilities that are initially measured at an amount other than cost in accordance with the group’s policies are measured accordingly, and the residual acquisition cost is allocated to the remaining identifiable assets and liabilities based on their relative fair values at the date of acquisition.

In the current period, the Group has adopted the following new or revised standards and amendments to Hong Kong Financial Reporting Standards (the “new HKFRSs”) issued by the HKICPA, which are or have become effective for the Group’s financial year beginning on 1st April, 2023:

HKFRS 17	Insurance Contracts and related amendments
HKAS 1 and HKFRS Practice Statement 2 (Amendments)	Disclosure of Accounting Policies
HKAS 8 (Amendments)	Definition of Accounting Estimates
HKAS 12 (Amendments)	Income taxes: Deferred tax related to assets and liabilities arising
HKAS 12 (Amendments)	International tax reform – Pillar Two model rules

The adoption of the new HKFRSs has had no material effect on the condensed consolidated financial statements of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been required.

### 3. SEGMENT INFORMATION

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

#### Operating segments

##### Statement of profit or loss for the six months ended 30th September, 2023

	Convenience store operation HK\$'000	Rice operation HK\$'000	Packaging materials operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Retailment* operation* HK\$'000	Corporate and others HK\$'000	Elimination HK\$'000	Consolidated HK\$'000
<b>REVENUE</b>									
External sales	589,281	355,378	77,380	—	1,548	3,271	127	—	1,026,985
Inter-segment sales	97	—	4,961	—	—	—	—	(5,058)	—
<b>Total sales</b>	<b>589,378</b>	<b>355,378</b>	<b>82,341</b>	<b>—</b>	<b>1,548</b>	<b>3,271</b>	<b>127</b>	<b>(5,058)</b>	<b>1,026,985</b>
<b>RESULTS</b>									
Segment results	5,113	35,583	3,172	1,300	(1,279)	69,446	1,173	—	114,508
Finance costs	—	—	—	—	—	—	(236)	—	(236)
Share of results of associates	—	(214)	—	—	(3)	—	(140)	—	(357)
Share of results of joint ventures	—	—	(52)	—	(258)	—	—	—	(310)
Profit before taxation	—	—	—	—	—	—	—	—	113,605
Taxation	—	—	—	—	—	—	—	—	(30,487)
<b>Profit for the period</b>									<b>83,118</b>
Profit attributable to:									
Shareholders of the Company									82,337
Non-controlling interests									781
									<b>83,118</b>

\* After the acquisition of NI Group (Note 12), Retailment became our new operating segment.

**Segment assets and liabilities as at 30th September, 2023**

	Convenience store operation HK\$'000	Rice operation HK\$'000	Packaging materials operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Retailment operation HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
<b>ASSETS</b>								
Segment assets	610,190	211,503	141,985	18,455	370,652	223,151	426,995	2,002,931
Interests in associates	—	10,043	—	—	19,977	—	3,995	34,015
Interests in joint ventures	—	—	3,959	—	11,284	—	—	15,243
Consolidated total assets								<u>2,052,189</u>
<b>LIABILITIES</b>								
Segment liabilities	526,513	58,803	108,285	—	2,362	9,008	6,288	711,259
Unallocated corporate liabilities								39,278
Consolidated total liabilities								<u>750,537</u>

**Statement of profit or loss for the six months ended 30th September, 2022**

	Convenience store operation HK\$ '000	Rice operation HK\$ '000	Packaging materials operation HK\$ '000	Securities investment HK\$ '000	Property investment HK\$ '000	Corporate and others HK\$ '000	Elimination HK\$ '000	Consolidated HK\$ '000
<b>REVENUE</b>								
External sales	606,866	349,440	71,823	—	1,879	—	—	1,030,008
Inter-segment sales	—	—	4,555	—	—	—	(4,555)	—
<b>Total sales</b>	<b>606,866</b>	<b>349,440</b>	<b>76,378</b>	<b>—</b>	<b>1,879</b>	<b>—</b>	<b>(4,555)</b>	<b>1,030,008</b>
<b>RESULTS</b>								
Segment results	48,801	58,711	(6,420)	(18,234)	436	82	—	83,376
Finance costs	—	—	—	—	—	(298)	—	(298)
Share of results of associates	—	(67)	—	—	(9)	—	—	(76)
Share of results of joint ventures	—	—	—	—	(254)	—	—	(254)
Profit before taxation								82,748
Taxation								(10,372)
<b>Profit for the period</b>								<b>72,376</b>
Profit attributable to:								
Shareholders of the Company								74,764
Non-controlling interests								(2,388)
								<b>72,376</b>

**Segment assets and liabilities as at 31st March, 2023**

	Convenience store operation HK\$'000	Rice operation HK\$'000	Packaging materials operation HK\$'000	Securities investment HK\$'000	Property investment HK\$'000	Corporate and others HK\$'000	Consolidated HK\$'000
<b>ASSETS</b>							
Segment assets	584,300	193,623	144,662	10,570	360,142	552,871	1,846,168
Interests in associates	—	10,257	—	—	20,407	4,326	34,990
Interests in joint ventures	—	—	4	—	11,493	—	11,497
Unallocated corporate assets	—	—	—	—	—	—	1,023
Consolidated total assets							<b>1,893,678</b>
<b>LIABILITIES</b>							
Segment liabilities	460,664	53,141	103,828	—	985	7,970	626,588
Unallocated corporate liabilities	—	—	—	—	—	—	1,365
Consolidated total liabilities							<b>627,953</b>

### Geographical segments

The Group's operations are located in Vietnam, Hong Kong, PRC 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>For the six months ended 30th September,</b>	
	<b>2023</b>	2022
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
Vietnam	589,408	606,866
Hong Kong	358,684	354,524
PRC and others	78,893	68,618
	<b>1,026,985</b>	1,030,008

#### 4. NET OTHER INCOME

	<b>For the six months ended 30th September,</b>	
	<b>2023</b>	2022
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
Interest revenue on:		
— Financial assets at fair value through profit or loss	1,774	30
— Financial assets measured at amortised costs	5,053	2,013
	<b>6,827</b>	2,043
Dividend income from listed financial assets at fair value through profit or loss	11	16
Other income from convenience store operation	6,985	9,027
(Impairment loss)/reversal of impairment loss of right-of-use assets and equipment	(4,503)	10,947
Net realized gain/(loss) on disposal of financial assets at fair value through profit or loss	9	(1,268)
Net foreign exchange loss	(10,449)	(937)
Effective interest income from rental deposits	1,244	1,052
Net gain/(loss) on disposal of property, plant and equipment	121	(1,771)
Gain on partial disposal of an associate	4	—
COVID-19-related rent concessions	—	1,380
Government grants from Anti-Epidemic Fund	—	2,592
Sundry income	2,660	1,324
	<b>2,909</b>	24,405

## 5. PROFIT BEFORE TAXATION

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

	<b>For the six months ended</b>	
	<b>30th September,</b>	
	<b>2023</b>	2022
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	<b>HK\$'000</b>
Depreciation and amortisation of property, plant and equipment	<b>24,864</b>	22,590
Depreciation of right-of-use assets	<b>56,994</b>	44,872
Impairment loss/(reversal of impairment loss) of equipment	<b>647</b>	(4,472)
Impairment loss/(reversal of impairment loss) of right-of-use assets	<b>3,856</b>	(6,475)
Amortisation of prepaid lease payments	<b>255</b>	258
Interest on lease liabilities	<b>16,087</b>	14,682
Interest on bank loans	<b>236</b>	298

## 6. TAXATION

	<b>For the six months ended</b>	
	<b>30th September,</b>	
	<b>2023</b>	2022
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	<b>HK\$'000</b>
Current tax:		
Hong Kong	<b>6,222</b>	10,496
Others	<b>76</b>	17
	<b>6,298</b>	10,513
Under-provision in prior years:		
Hong Kong	<b>363</b>	—
Deferred tax	<b>23,826</b>	(141)
Taxation attributable to the Company and its subsidiaries	<b>30,487</b>	10,372

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

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



## 7. DIVIDEND

### (a) Dividend attributable to the interim period:

	<b>For the six months ended 30th September,</b>	
	<b>2023</b>	2022
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
Interim dividend declared after the interim period end of HK1.1 cents per share on 1,697,406,458 shares (2022: HK1.2 cents per share on 1,697,406,458 shares)	<b>18,671</b>	20,369

The interim dividend declared after the interim period end has not been recognised as a liability at the interim period end date.

### (b) Dividend attributable to the previous financial year, approved and paid during the interim period:

	<b>For the six months ended 30th September,</b>	
	<b>2023</b>	2022
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
Final dividend in respect of the previous financial year, approved and paid during the interim period, of HK1.45 cents per share on 1,697,406,458 shares (2022: HK1.2 cents per share on 1,697,406,458 shares)	<b>24,612</b>	20,369

## 8. EARNINGS PER SHARE

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

	<b>For the six months ended</b>	
	<b>30th September,</b>	
	<b>2023</b>	2022
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
Earnings for the purpose of basic earnings per share	<b>82,337</b>	74,764

There were no dilutive potential ordinary shares for both periods.

## 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 goods delivery date:

	<b>30th</b>	31st
	<b>September,</b>	March,
	<b>2023</b>	2023
	<b>(Unaudited)</b>	(Audited)
	<b>HK\$'000</b>	HK\$'000
Within 30 days	<b>41,908</b>	27,045
31-60 days	<b>23,953</b>	26,255
61-90 days	<b>9,144</b>	7,772
Over 90 days	<b>5,124</b>	4,364
	<b>80,129</b>	65,436

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.

For the six months ended 30th September, 2023, the Group has made allowance for expected credit losses of approximately HK\$488,000 for the trade debtor balances.

**10. TRADE CREDITORS**

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

	<b>30th September, 2023 (Unaudited) HK\$'000</b>	31st March, 2023 (Audited) HK\$'000
Within 30 days	<b>133,514</b>	113,367
31-60 days	<b>6,893</b>	4,726
61-90 days	<b>2,431</b>	558
Over 90 days	<b>526</b>	606
	<b>143,364</b>	119,257

**11. SHARE CAPITAL**

	<b>Number of ordinary shares of HK\$0.10 each</b>	HK\$'000
Authorised		
At 1st April, 2022, 31st March, 2023 and 30th September, 2023	<b>3,000,000,000</b>	300,000
Issued and fully paid		
At 1st April, 2022, 31st March, 2023 and 30th September, 2023	<b>1,697,406,458</b>	169,741

There was no movement in share capital during the current period and last year.

## 12. ACQUISITION OF SUBSIDIARIES

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

NI is principally engaged in investment holding and Izumikyo mainly engaged in holding the land and the properties in Japan.

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

	<b>(Unaudited)</b> <b>HK\$'000</b>
Land and buildings	<b>151,636</b>
Cash and cash equivalents	<b>55,329</b>
Other assets	<b>14,536</b>
Trade and other creditors	<b>(14,017)</b>
Other liabilities	<b>(12,709)</b>
	<hr/> <b>194,775</b>

Net cash outflow arising on the Acquisition:

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

### 13. RELATED PARTY TRANSACTIONS

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

	<b>For the six months ended</b>	
	<b>30th September,</b>	
	<b>2023</b>	2022
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
Net amount of trade purchases from and sharing of administrative services on a cost basis with associates ( <i>Notes a, b</i> )	<b>52,464</b>	50,555
Rental income from associate ( <i>Note a</i> )	<b>155</b>	—
	<b>52,619</b>	50,555

*Notes:*

- (a) The transactions were carried out in the ordinary course of business and at prices determined by reference to prevailing market price.
- (b) The costs of administrative services were allocated to the parties involved on a cost basis.

#### **Remuneration for key management personnel**

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

	<b>For the six months ended</b>	
	<b>30th September,</b>	
	<b>2023</b>	2022
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
Short-term employee benefits	<b>19,601</b>	10,557
Post-employment employee benefits	<b>288</b>	277
	<b>19,889</b>	10,834

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

#### 14. COMMITMENTS AND CONTINGENT LIABILITIES

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

	<b>30th September, 2023 (Unaudited) HK\$'000</b>	31st March, 2023 (Audited) HK\$'000
(a) Contracted capital commitments		
Acquisition of property, plant and equipment	7,204	7,279
Capital contribution for an investee company	20,400	20,400
	<b>27,604</b>	27,679
(b) Contingent liabilities and financial guarantees issued		
Guarantees given in respect of banking facilities made available to:		
— associate	13,499	14,508

At the end of both reporting periods, the Group's associate had not utilised any of the banking facilities guaranteed by the Company.

At the end of the reporting period, the Directors did not consider it probable that a claim would be made against the Group under any of the guarantees granted by the Group. The Directors consider that the fair values of these financial guarantees of the Group are insignificant and therefore no value has been recognised at the end of both reporting periods.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Group revenues remained steady at HK\$1,026,985,000 for the six months ended 30th September, 2023 (“H1 2023/24”). The profit attributable to shareholders was HK\$82,337,000, representing an increase of 10.1% as compared to the same period last year.

### Convenience Store Operation

Our convenience store operation experienced the rapid growth last year, despite the relatively weak economic growth and market sentiment in the Vietnamese market in the first half of this year, achieved revenue of HK\$589,281,000 (H1 2022/23: HK\$606,866,000) and the segment profit of HK\$5,113,000 (H1 2022/23: HK\$48,801,000). The segment profit gap was HK\$43,688,000 compared to the same period last year, it was mainly due to the growth in store numbers, store image restructuring, increased selling and distribution costs, and the change in impairment loss of right-of-use assets and equipment.

### Rice Operation

During the period under review, the revenue of our rice operation increased by 1.7% compared to the same period last year, with the revenue rising from HK\$349,440,000 to HK\$355,378,000. However, due to the increased procurement and operating costs, as well as the investments in new distribution channels and the market initiatives, the segment profit of the rice operation dropped by 39.4% from HK\$58,711,000 in the first half of 2022/23 to HK\$35,583,000.

### Packaging Materials Operation

For the period ended 30th September, 2023, the revenue of our packaging materials operation increased by 7.7% and achieved HK\$77,380,000 (H1 2022/23: HK\$71,823,000) and the segment profit was HK\$3,172,000 (H1 2022/23: loss HK\$6,420,000). The overall performance of this segment has shown significant improvement. It was benefited from the resumption of commercial activities by overseas clients after the pandemic and the strengthening of the cost control.

### Retailtainment Operation

On 31st May, 2023, Honorwood Limited (“Honorwood”), an indirect wholly-owned subsidiary of the Company, entered into agreement with the shareholders of NI Corporation to acquire the entire issued share capital of NI Corporation at the Consideration of JPY3,404,000,000. After the completion of the acquisition in June 2023, NI Corporation, a joint-stock company with limited liability established under the laws of Japan, and its wholly-owned subsidiary Izumikyo Co., Ltd., a joint-stock company with limited liability established under the laws of Japan, have officially become a new segment of our group, the Retailtainment operation.

Details of the acquisition were disclosed in the Discloseable Transaction Announcement of the Company dated 31st May, 2023.

We aim to expand our footprint through this strategic acquisition of NI Corporation and its wholly-owned subsidiary Izumikyo Co., Ltd.. This acquisition included some 326,000 square metres of land, 80% of which is near the heart of Hirafu (one of the four skiing hubs of Niseko United). We intend to transform the land into a new “Retailtainment” destination.

For the period ended 30th September, 2023, our Retailtainment operation recorded a segment profit of HK\$69,446,000. It was mainly due to the surplus on revaluation of investment properties.

### **Liquidity and Financial Resources**

The Group’s financial position remains sound and healthy with cash balance of HK\$414,557,000 as at 30th September, 2023.

As at 30th September, 2023, the Group’s total current assets and total current liabilities amounted to HK\$805,577,000 (31st March, 2023: HK\$898,207,000) and HK\$451,313,000 (31st March, 2023: HK\$369,837,000) respectively.

The Group maintains sound liquidity ratio. The current ratio (defined as total current assets over total current liabilities) as at 30th September, 2023 was 1.8 times (31st March, 2023: 2.4 times). If excluding the current portion of lease liabilities of HK\$124,575,000 (31st March, 2023: HK\$117,232,000) recognized under HKFRS 16 “Leases”, the current ratio was 2.5 times (31st March, 2023: 3.5 times). As at 30th September, 2023, the outstanding bank loan was HK\$6,005,000 (31st March, 2023: HK\$7,611,000) and shareholders’ equity was HK\$1,266,466,000 (31st March, 2023: HK\$1,229,235,000).

With cash and other current assets of HK\$805,577,000 as at 30th September, 2023 as well as available banking facilities, the Group has sufficient financial resources to satisfy its commitments and working capital requirements.

Looking forward, the Group believes that the COVID-19 pandemic will be gradually mitigated and the global economy will recover at accelerated pace. We have laid solid foundation in our core businesses and will continue to preserve sound and healthy financial position to meet future opportunities and challenges ahead.



## DISCLOSEABLE TRANSACTION

On 31st May, 2023, Honorwood Limited (“Honorwood”), an indirect wholly-owned subsidiary of the Company, entered into agreement with the shareholders namely Yoshio Nishimura, Sachiko Nishimura, Urara Nishimura and Ayano Nishimura (the “Vendors”) of NI Corporation, pursuant to which Honorwood conditionally agreed to acquire, and the Vendors conditionally agreed to sell the entire issued share capital of NI Corporation at the Consideration of JPY3,404,000,000. Upon Completion, the Company will indirectly hold the entire issued share capital of NI Corporation, a joint-stock company with limited liability established under the laws of Japan, which will in turn hold Izumikyo Co., Ltd., a joint-stock company with limited liability established under the laws of Japan, collectively the “NI Group”.

Izumikyo Co., Ltd. holds 133 parcels of land with a total site area of 326,292.25 square metres in Niseko and its surrounding areas (the “Land”). Out of the Land, there are more than 80% of the total site area which are located in the Hirafu and nearby areas of Niseko, on which 11 properties with a total gross floor area of 2,311.87 square metres have been erected (the “Properties”).

NI Group is principally engaged in the business of real estate transactions, leasing accommodations, operating restaurants, managing sports facilities and parking lots in Niseko and its surrounding areas through its ownership in the Land and the Properties.

Details of the acquisition of the entire issued share capital of NI Corporation are disclosed in the Discloseable Transaction Announcement of the Company dated 31st May, 2023.

## INTERIM DIVIDEND

The Directors have declared an interim dividend of HK1.1 cents per share for the year ending 31st March, 2024 (2022/23: HK1.2 cents per share) to the shareholders on the Register of Members of the Company at the close of business on Thursday, 14th December, 2023.

It is expected that the interim dividend will be paid to the shareholders on or about Monday, 15th January, 2024.

## CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Thursday, 14th December, 2023 to Wednesday, 20th December, 2023, both days inclusive, during which period no transfer of shares will be registered.

In order to qualify for the interim dividend, 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Wednesday, 13th December, 2023.

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

As at 30th September, 2023, the interests and short positions of the Directors and their associates in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in the Listing Rules, were as follows:

### Long positions

#### (a) Ordinary shares of the Company

Name of director	Number of ordinary shares beneficially held in the Company			Approximate percentage of the issued share capital of the Company
	Personal interests	Corporate interests	Total interests	
Mr. Laurent LAM Kwing Chee	23,832,000	14,700,000	38,532,000 <i>(Note 1)</i>	2.27%
Mr. Anthony LAM Sai Ho	—	22,050,000	22,050,000 <i>(Note 2)</i>	1.29%
Madam LAM Sai Mann	6,250,000	82,771,000	89,021,000 <i>(Note 3)</i>	5.24%
Mr. Dennis LAM Saihong	25,250,000	50,000,000	75,250,000 <i>(Note 4)</i>	4.43%
Mr. TSANG Siu Hung	1,406,000	—	1,406,000	0.08%

*Notes:*

1. These 38,532,000 shares are held by Mr. Laurent LAM Kwing Chee, a Director of the Company as beneficial owner in respect of 23,832,000 shares and as corporate interest in respect of 14,700,000 shares held by Elite Solution Investments Limited, a company which is 50% owned by Mr. Laurent LAM Kwing Chee.
2. These 22,050,000 shares are held by Mr. Anthony LAM Sai Ho, a Director of the Company as corporate interests: (i) 7,350,000 shares are held by Great Avenue Group Limited, a company which is 40% owned by Mr. Anthony LAM Sai Ho; and (ii) 14,700,000 shares are held by Elite Solution Investments Limited, a company which is 50% owned by Mr. Anthony LAM Sai Ho.
3. These 89,021,000 shares are held by Madam LAM Sai Mann, a Director of the Company as beneficial owner in respect of 6,250,000 shares and as corporate interest in respect of 82,771,000 shares held by Joint Success Limited, a company which is wholly-owned by Madam LAM Sai Mann.
4. These 75,250,000 shares are held by Mr. Dennis LAM Saihong, a Director of the Company as beneficial owner in respect of 25,250,000 shares and as corporate interest in respect of 50,000,000 shares held by Cheerful Group Holdings Limited, a company which is wholly-owned by Mr. Dennis LAM Saihong.

**(b) Ordinary shares of associate of the Company**

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

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

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

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

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

Save as disclosed above, as at 30th September, 2023, none of the Directors nor their associates of the Company had or was deemed to have any interests or short positions in the shares or underlying shares of the Company or any of its associated corporations as recorded in the register that required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES

The Company has adopted a new share option scheme on 29th August, 2018 for the purpose of providing the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the Participants and for such other purposes as the Board may approve from time to time. Pursuant to the new share option scheme, no option was granted, exercised, lapsed or cancelled during the period or remained outstanding as at 30th September, 2023.

Save as disclosed under the heading "Directors' Interests and Short Positions in the Shares and Underlying Shares" above, at no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate and neither the Directors nor the Chief Executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company.

## SUBSTANTIAL SHAREHOLDERS

As at 30th September, 2023, the following persons, other than Directors or Chief Executives of the Company, had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

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

Notes:

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

Save as disclosed above, as at 30th September, 2023, the Company had not been notified by any other person, other than Directors or Chief Executives of the Company, who had interests or short positions in the shares or underlying shares of the Company as recorded in the register that required to be kept by the Company pursuant to Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

## **EMPLOYEES AND REMUNERATION POLICY**

The total number of employees for the Group is about 4,371.

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.

## **CORPORATE GOVERNANCE PRACTICES**

The Company adopted all the code provisions in the Corporate Governance Code (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 six months ended 30th September, 2023.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors of the Company. 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 review period.

## **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, had 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 unaudited financial statements of the Group for the six months ended 30th September, 2023.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed shares for the six months ended 30th September, 2023.

## BOARD OF DIRECTORS

As at the date of this report, the Executive Directors of the Company are Mr. Laurent LAM Kwing Chee (Chairman and Group Executive Chairman), Mr. Anthony LAM Sai Ho (Vice Chairman and Group Chief Executive Officer), Madam LAM Sai Mann, Ms. Morna YUEN Mai-tong 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.

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

Hong Kong, 29th November, 2023