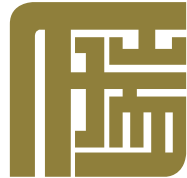


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NOBLE CENTURY INVESTMENT HOLDINGS LIMITED

仁瑞投資控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 2322)

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

The board of directors (the “Board”) of Noble Century Investment Holdings Limited (the “Company”) is pleased to announce the results of the Company and its subsidiaries (together, the “Group”) for the year ended 31 March 2019, together with comparative figures for the previous financial year, as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2019

	<i>Note</i>	2019 HK\$'000	2018 HK\$'000
Revenue	3	108,240	463,268
Cost of sales	6	<u>(70,306)</u>	<u>(432,630)</u>
Gross profit		37,934	30,638
Other income	5	8,473	7,174
Gain/(Loss) on changes in fair value of held-for-trading investments		5,935	(16,913)
Impairment loss on held-for-trading investments		–	(3,500)
Gain on changes in fair value of other financial asset		–	1,225
Impairment loss on inventories		–	(1,759)
Impairment loss on trade receivables		(32,648)	(11,789)
Impairment loss on deposits, prepayments and other receivables		(990)	(10,480)
Impairment loss on finance lease receivables		(21)	–
Reversal of impairment loss/(Impairment loss) on loan and interest receivables		493	(489)
Impairment loss on property, plant and equipment		(5,170)	–
Loss on disposal of subsidiaries		(5,458)	–
Administrative expenses	6	<u>(36,667)</u>	<u>(41,936)</u>
Loss before taxation		(28,119)	(47,829)
Taxation charge	7	<u>(7,909)</u>	<u>(6,729)</u>
Loss for the year		<u>(36,028)</u>	<u>(54,558)</u>

	<i>Note</i>	2019 HK\$'000	2018 HK\$'000
Other comprehensive (loss)/income:			
<i>Items that will not be reclassified to profit or loss:</i>			
– Gain on revaluation of property, plant and equipment upon transfer to investment property		9,659	–
– Deferred tax liability on recognition of revaluation of property, plant and equipment upon transfer to investment property		(2,414)	–
<i>Items that may be reclassified subsequently to profit or loss:</i>			
– Exchange differences arising on translation of foreign operations		(48,056)	75,423
Other comprehensive (loss)/income for the year		(40,811)	75,423
Total comprehensive (loss)/income for the year		(76,839)	20,865
Loss for the year attributable to:			
Owners of the Company		(32,167)	(48,407)
Non-controlling interests		(3,861)	(6,151)
Loss for the year		(36,028)	(54,558)
Total comprehensive (loss)/income for the year attributable to:			
Owners of the Company		(73,324)	27,427
Non-controlling interests		(3,515)	(6,562)
Total comprehensive (loss)/income for the year		(76,839)	20,865
Basic and diluted loss per share	9	<u>HK(0.87) cents</u>	<u>HK(1.32) cents</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2019

	<i>Note</i>	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
ASSETS			
Non-current assets			
Property, plant and equipment		55,322	111,692
Investment property		48,321	13,000
Goodwill		1,000	1,000
Other financial asset		–	5,287
Available-for-sale investment		–	30,000
Finance lease receivables	<i>10</i>	109,482	113,861
Loan and interest receivables	<i>12</i>	–	6,308
		<u>214,125</u>	<u>281,148</u>
Current assets			
Inventories		23	1,694
Trade receivables	<i>11</i>	154,649	236,722
Bills receivable		–	16,383
Factoring receivables		8,178	–
Deposits, prepayments and other receivables		18,327	98,878
Held-for-trading investments		70,599	59,951
Finance lease receivables	<i>10</i>	112,795	45,734
Loan and interest receivables	<i>12</i>	87,485	70,167
Tax recoverable		–	78
Structured deposit		–	18,750
Restricted bank deposits		–	5,622
Cash and bank balances		140,293	172,778
		<u>592,349</u>	<u>726,757</u>
Total assets		<u>806,474</u>	<u>1,007,905</u>
EQUITY			
Capital and reserves			
Share capital	<i>13</i>	73,612	73,612
Reserves		685,873	781,608
Total equity attributable to owners of the Company		759,485	855,220
Non-controlling interests		(11,187)	13,955
Total equity		<u>748,298</u>	<u>869,175</u>

	<i>Note</i>	2019 HK\$'000	2018 <i>HK\$'000</i>
LIABILITIES			
Non-current liabilities			
Contract liabilities		516	–
Deferred tax liabilities		2,507	–
		<u>3,023</u>	<u>–</u>
Current liabilities			
Trade payables	<i>14</i>	2	51,856
Contract liabilities		1,415	–
Bills payables		–	5,622
Accruals, other payables and deposit received	<i>15</i>	35,537	61,211
Amount due to a director	<i>16</i>	4,556	5,389
Amount due to non-controlling interests	<i>17</i>	250	995
Tax payables		13,393	13,657
		<u>55,153</u>	<u>138,730</u>
Total liabilities		<u>58,176</u>	<u>138,730</u>
Total equity and liabilities		<u>806,474</u>	<u>1,007,905</u>
Net current assets		<u>537,196</u>	<u>588,027</u>
Total assets less current liabilities		<u>751,321</u>	<u>869,175</u>

1 GENERAL INFORMATION

Noble Century Investment Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda and listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company’s registered office is located at Clarendon House, 2 Church Street, Hamilton II, Bermuda. The principal place of business in Hong Kong is situated at Suite 2202, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

The principal activity of the Company is investment holding. The Company and its subsidiaries (together, the “Group”) are principally engaged in vessel chartering, trading, money lending, factoring and finance leasing.

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”) unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 25 June 2019.

2 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants and accounting principles generally accepted in Hong Kong. In addition, these consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and the applicable disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). These consolidated financial statements have been prepared under the historical cost convention, except for investment property, held-for-trading investments, structured deposit and other financial asset, which have been measured at fair value.

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

(a) **New and amended standards adopted by the Group:**

The following amendments to standards are mandatory for the Group and have been adopted by the Group for the financial year beginning on 1 April 2018:

HKFRS 1 and HKAS 28 (Amendments)	As part of the Annual Improvements HKFRS 2014-2016 Cycle
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
HKFRS 15 (Amendments)	Clarification to HKFRS 15
HKAS 40 (Amendments)	Transfers of Investment Property
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration

Except for the Amendments to HKFRS 4, HKFRS 1 and HKAS 28, which are not relevant to the preparation of the Group's consolidated financial statements, the nature and the impact of the new and revised HKFRSs are described below:

Amendments to HKFRS 2

Amendments to HKFRS 2 address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet an employee's tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a sharebased payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. The amendments have had no impact on the financial position or performance of the Group as the Group does not have any cashsettled share-based payment transactions and has no share-based payment transactions with net settlement features for withholding tax.

HKFRS 9 Financial Instruments

HKFRS 9 Financial Instruments replaces HKAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 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 and recognised the transition adjustments against the applicable opening balances in equity at 1 April 2018. Therefore, the comparative information was not restated and continues to be reported under HKAS 39.

Classification and measurement

The following information sets out the impacts of adopting HKFRS 9 on the statement of financial position, including the effect of replacing HKAS 39's incurred credit loss calculations with HKFRS 9's expected credit losses ("ECLs").

A reconciliation between the carrying amounts of financial instruments under HKAS 39 and the balances reported under HKFRS 9 as at 1 April 2018 is as follows:

	HKAS 39 measurement		Re- classification	HKFRS 9 measurement	
	Category	Amount <i>HK\$'000</i>		Amount <i>HK\$'000</i>	Category
Financial assets					
Financial assets at fair value through profit or loss	N/A	–	30,000	30,000	FVPL
From:					
Available-for-sale investment	AFS	30,000	(30,000)	–	N/A

FVPL: Financial assets at fair value through profit or loss

AFS: Available-for-sale investments

Note: The Group has reclassified its available-for-sale investment as financial assets measured at fair value through profit or loss as this investment did not pass the contractual cash flow characteristics test in HKFRS 9.

Impairment

The adoption of HKFRS 9 has fundamentally changed the Group's accounting for impairment loss for financial assets by replacing HKAS 39's incurred approach with a forward-looking expected credit loss (ECL) approach. HKFRS 9 requires the Group to recognise an allowance for ECLs for all debt instruments not held at fair value through profit or loss and contract assets. As at 1 April 2018, an additional credit loss allowance of HK\$21,421,000 has been recognised, in which HK\$21,416,000 and HK\$5,000 was recognised against accumulated losses and non-controlling interests respectively. The additional loss allowance is charged against the trade receivables, deposits, prepayments and other receivables, loan and interest receivables and finance lease receivables.

All loss allowances for financial assets including trade receivables, deposits, prepayments and other receivables, loan and interest receivables and finance lease receivables as at 31 March 2018 reconcile to the opening balances of loss allowances as at 1 April 2018 is as follows:

	Trade receivables	Deposits, prepayments and other receivables	Loan and interest receivables	Finance lease receivables	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 31 March 2018 – HKAS 39	12,383	20,225	489	–	33,097
Amounts re-measured under ECL through opening accumulated losses	18,055	1,953	891	522	21,421
Currency translation difference	910	38	37	26	1,011
	<u>31,348</u>	<u>22,216</u>	<u>1,417</u>	<u>548</u>	<u>55,529</u>
At 1 April 2018 – HKFRS 9	<u>31,348</u>	<u>22,216</u>	<u>1,417</u>	<u>548</u>	<u>55,529</u>

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 and its amendments replace HKAS 11 Construction Contracts, HKAS 18 Revenue and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The disclosures are included in Note 3 to this announcement. As a result of the application of HKFRS 15, the Group has changed the accounting policy with respect to revenue recognition.

The Group has adopted HKFRS 15 using the modified retrospective method of adoption. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed at this date. The Group has elected to apply the standard to contracts that are not completed as at 1 April 2018.

HKFRS 15 does not have impact on how the Group recognises revenue. However, the adoption of HKFRS 15 would affect the recognition and presentation of accruals, other payables and deposit received and contract liabilities.

The impact on the Group's financial position by the application of HKFRS 15 as compared to HKAS 18, HKAS 11 and related interpretations that was previously in effect before the adoption of HKFRS 15 is as follows:

	Carrying amount previously reported at 31 March 2018 HK\$'000	Impacts of adopting HKFRS 15 HK\$'000	Carrying amounts under HKFRS 15 at 1 April 2018* HK\$'000
Accruals, other payables and deposits received	61,211	(1,329)	59,882
Contract liabilities	<u>–</u>	<u>1,329</u>	<u>1,329</u>

* As at 1 April 2018, advances from customers of HK\$1,329,000 in respect of services contracts previously included in accruals, other payables and deposit received were reclassified to contract liabilities.

Amendments to HKAS 40

Amendments to HKAS 40 clarify when an entity should transfer property, including property under construction or development, into or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments have had no impact on the financial position or performance of the Group.

HK(IFRIC)-Int 22

HK(IFRIC)-Int 22 provides guidance on how to determine the date of the transaction when applying HKAS 21 to the situation where an entity receives or pays advance consideration in a foreign currency and recognises a non-monetary asset or liability. The interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset (such as a prepayment) or non-monetary liability (such as deferred income) arising from the payment or receipt of the advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the entity must determine the transaction date for each payment or receipt of the advance consideration. The interpretation has had no impact on the Group's consolidated financial statements as the Group's accounting policy for the determination of the exchange rate applied for initial recognition of non-monetary assets or non-monetary liabilities is consistent with the guidance provided in the interpretation.

(b) New and amended standards not yet adopted

The following new and amended standards and interpretations have been issued but are not effective for the financial year beginning 1 April 2018 and have not been early adopted.

HKFRS 3 (Amendments)	Definition of a Business ²
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation ¹
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
HKFRS 16	Leases ¹
HKFRS 17	Insurance Contracts ³
HKAS 1 and HKAS 8 (Amendments)	Definition of Material ²
HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement ¹
HKAS 28 (Amendments)	Long-term Interests in Associates and Joint Ventures ¹
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments ¹
Annual Improvements 2015-2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 ¹

¹ *Effective for annual periods beginning on or after 1 January 2019*

² *Effective for annual periods beginning on or after 1 January 2020*

³ *Effective for annual periods beginning on or after 1 January 2021*

⁴ *No mandatory effective date yet determined but available for adoption*

3 REVENUE

Revenue represents (i) income from vessel chartering; (ii) net invoiced value of goods sold, after allowances for returns and trade discount; (iii) interest income from money lending, factoring and finance leasing; and (iv) consultancy fee and handling fee income from finance leasing.

An analysis of the Group's revenue for the year is as follows:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Disaggregated by major products or services line		
(a) Recognised over time		
Income from vessel chartering	3,152	3,174
Interest income from money lending, factoring and finance leasing	<u>33,604</u>	<u>32,248</u>
	<u>36,756</u>	<u>35,422</u>
(b) Recognised at a point in time		
Sales of goods	67,664	427,506
Consultancy fee and handling fee income from finance leasing	<u>3,820</u>	<u>340</u>
	<u>71,484</u>	<u>427,846</u>
	<u>108,240</u>	<u>463,268</u>

4 SEGMENT INFORMATION

The chief operating decision-maker has been identified as the Board of the Company. The Board reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The Group's operating businesses are structured and managed separately according to the nature of the operations. Each of the Group's reportable segments represents a strategic business unit that is subject to risks and returns that are different from other reportable operating segment.

The Group's reportable and operating segments are as follows:

- Vessel chartering segment engaged in voyage chartering in the People's Republic of China (the "PRC") and Southeast Asia region;
- Trading segment engaged in trading of goods in the PRC;
- Money lending and factoring segment (previously known as "money lending segment") engaged in provision of loan financing in Hong Kong, loan and factoring financing in the PRC; and
- Finance leasing segment engaged in provision of finance leasing and sale-leaseback in the PRC.

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/loss represents the profit/loss earned by each segment without allocation of incomes or expenses which are not recurring in nature and unrelated to the Group's operating performance, including central administration costs, directors' emoluments, gain/(loss) on changes in fair value of held-for-trading investments, gain on changes in fair value of investment property, gain on changes in fair value of other financial asset, impairment loss on deposits, prepayments and other receivables (non-trading nature), realised gain on held-for-trading investments, impairment loss on held-for-trading investments, loss on disposal of subsidiaries and interest income from cash and bank balances and structured deposit.

For the purposes of monitoring segment performances and allocating resources between segments, all assets are allocated to operating segments other than investment property, goodwill, held-for-trading investments, available-for-sale investment, other financial asset, structured deposit, cash and bank balances and other corporate assets.

The Board assesses the performance of the operating segments based on their underlying operating profit/(loss), which is measured by profit/(loss) before taxation.

(a) **Segment revenue and results**

Segment revenue and results	Year ended 31 March 2019				Total <i>HK\$'000</i>
	Vessel chartering <i>HK\$'000</i>	Trading <i>HK\$'000</i>	Money lending and factoring <i>HK\$'000</i>	Finance leasing <i>HK\$'000</i>	
Segment revenue	<u>3,152</u>	<u>67,664</u>	<u>10,198</u>	<u>27,226</u>	<u>108,240</u>
Segment results	<u>(6,234)</u>	<u>(33,413)</u>	<u>6,714</u>	<u>18,688</u>	(14,245)
Corporate expenses					<u>(21,792)</u>
Operating loss					(36,037)
Corporate income					7,441
Gain on changes in fair value of held-for-trading investments					5,935
Loss on disposal of subsidiaries					<u>(5,458)</u>
Loss before taxation					(28,119)
Taxation charge					<u>(7,909)</u>
Loss for the year					<u>(36,028)</u>

	Year ended 31 March 2018				Total <i>HK\$'000</i>
	Vessel chartering <i>HK\$'000</i>	Trading <i>HK\$'000</i>	Money lending and factoring <i>HK\$'000</i>	Finance leasing <i>HK\$'000</i>	
Segment revenue and results					
Segment revenue	3,174	427,506	10,950	21,638	463,268
Segment results	(2,217)	(19,126)	7,580	10,868	(2,895)
Corporate expenses					(23,656)
Operating loss					(26,551)
Corporate income					6,240
Gain on changes in fair value of other financial asset					1,225
Loss on changes in fair value of held-for-trading investments					(16,913)
Impairment loss on held-for-trading investments					(3,500)
Impairment loss on other receivable					(8,330)
Loss before taxation					(47,829)
Taxation charge					(6,729)
Loss for the year					(54,558)

(b) **Segment assets and liabilities**

Segment assets and liabilities	As at 31 March 2019				Total HK\$'000
	Vessel chartering HK\$'000	Trading HK\$'000	Money lending and factoring HK\$'000	Finance leasing HK\$'000	
Non-current assets					
Property, plant and equipment	14,042	15	1,012	39,432	54,501
Finance lease receivables	–	–	–	109,482	109,482
	14,042	15	1,012	148,914	163,983
Current assets	23	157,140	97,913	113,342	368,418
Segment assets	14,065	157,155	98,925	262,256	532,401
Unallocated:					
Cash and bank balances					140,293
Others					133,780
Total assets per statement of financial position					806,474
Segment liabilities	14,458	8,402	2,318	24,420	49,598
Unallocated:					
Amount due to a director					4,556
Others					4,022
Total liabilities per statement of financial position					58,176
Other segment information					
Capital expenditure	–	14	9	322	345
Unallocated capital expenditure					17
					362
Depreciation	955	2	254	3,540	4,751
Unallocated depreciation					1,572
					6,323

Segment assets and liabilities	As at 31 March 2018				Total HK\$'000
	Vessel chartering HK\$'000	Trading HK\$'000	Money lending and factoring HK\$'000	Finance leasing HK\$'000	
Non-current assets					
Property, plant and equipment	21,546	1,503	1	84,297	107,347
Finance lease receivables	–	–	–	113,861	113,861
Loan and interest receivables	–	–	6,308	–	6,308
	21,546	1,503	6,309	198,158	227,516
Current assets	13	352,322	70,249	46,122	468,706
Segment assets	21,559	353,825	76,558	244,280	696,222
Unallocated:					
Cash and bank balances					172,778
Others					138,905
Total assets per statement of financial position					1,007,905
Segment liabilities	15,349	95,131	1,166	19,368	131,014
Unallocated:					
Amount due to a director					5,389
Others					2,327
Total liabilities per statement of financial position					138,730
Other segment information					
Capital expenditure	–	1,422	–	744	2,166
Unallocated capital expenditure					2,634
					4,800
Depreciation	878	27	2	3,421	4,328
Unallocated depreciation					2,216
					6,544

Geographical information

The Group's operations are located in Hong Kong and the PRC for the year ended 31 March 2019 and 2018.

Information about the Group's revenue from external customers is presented based on the location at which the goods or services are delivered or provided.

The Group's total revenue from sales of goods and services by geographical location is detailed below:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Southeast Asia	–	412
PRC	104,759	459,110
Hong Kong	3,481	3,746
	108,240	463,268

The Group's non-current assets excluding goodwill, available-for-sale investment and other financial asset by geographical location of the assets are detailed below:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
PRC	209,265	225,803
Hong Kong	3,860	19,058
	213,125	244,861

(c) Revenue are derived from the following major customers:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Customer A*	42,083	–
Customer B*	15,015	229,133
Customer C*	8,398	–
Customer D [#]	4,765	–
Customer E [#]	4,336	–
Customer F*	–	67,294
Customer G ^Δ *	–	53,158
Customer H*	–	51,262
Customer I*	–	15,228
	<u> </u>	<u> </u>

* *Customers of trading business*

Customers of finance leasing business

Δ *The corresponding revenue did not contribute over 10% of the total revenue of the Group.*

5 OTHER INCOME

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Bank interest income	697	1,100
Realised gain on held-for-trading investments	4,229	3,450
Unrealised gain on changes in fair value of investment property	297	1,600
Exchange gain, net	1,716	–
Rental income	1,421	895
Others	113	129
	<u> </u>	<u> </u>
	<u>8,473</u>	<u>7,174</u>

6 EXPENSES BY NATURE

	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
Fuel costs	215	291
Cost of inventories sold	66,645	427,097
Storage fees	146	1,228
Staff costs, including directors' emoluments	19,070	20,194
Contribution to defined contribution retirement benefit scheme (including directors)	972	864
Auditor's remuneration	825	817
Depreciation	6,323	6,544
Exchange loss, net	–	1,727
Loss on disposal of property, plant and equipment	18	–
Operating lease charges in respect of property rental	3,685	3,500
Professional fees	1,981	2,914
Repair and maintenance	384	55
Vessel management fee	491	500
Others	6,218	8,835
	<hr/>	<hr/>
Total cost of sales and administrative expenses	106,973	474,566
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7 TAXATION

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Current income tax		
– Hong Kong profits tax	36	26
– PRC corporation income tax	7,844	6,703
	<u>7,880</u>	<u>6,729</u>
Deferred tax	29	–
	<u><u>7,909</u></u>	<u><u>6,729</u></u>

Hong Kong profits tax

Under the two-tier profits tax rates regime effective from March 2018, Hong Kong profits tax has been provided at the rate of 8.25% on the first HK\$2,000,000 of the estimated assessable profits of the qualifying entity and 16.5% on the estimated assessable profits above HK\$2,000,000. Hong Kong profits tax for the year ended 31 March 2018 had been provided at the rate of 16.5% on the estimated assessable profits.

PRC corporate income tax

The PRC corporate income tax in respect of operations in the PRC is calculated at the applicable tax rates on the estimated assessable profits for the year based on existing legislation, interpretations and practices in respect thereof.

Withholding tax on distributed/undistributed profits

The PRC tax law imposes a withholding tax at 10%, unless reduced by a tax treaty, for dividends distributed by PRC subsidiaries to its immediate holding company outside the PRC for earnings generated beginning on 1 January 2008.

Deferred taxation has not been provided in the consolidated financial statements in respect of the temporary difference attributable to retained profits of the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not release in the foreseeable future.

8 DIVIDEND

The directors do not recommend the payment of any dividend for the year ended 31 March 2019 (2018: Nil).

9 LOSS PER SHARE

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Loss attributable to shareholders	<u>(32,167)</u>	<u>(48,407)</u>
Weighted average number of ordinary shares, for the purposes of calculating basic loss per share (<i>shares in thousands</i>)	<u>3,680,600</u>	<u>3,680,600</u>
Basic and diluted loss per share	<u>HK(0.87) cents</u>	<u>HK(1.32) cents</u>

As there is no dilutive potential ordinary share outstanding as at 31 March 2019 and 2018, the diluted loss per share is equal to the basic loss per share.

10 FINANCE LEASE RECEIVABLES

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Current portion of finance lease receivables	113,013	45,734
Non-current portion of finance lease receivables	<u>109,798</u>	<u>113,861</u>
	<u>222,811</u>	<u>159,595</u>
Less: Provision for impairment	<u>(534)</u>	–
	<u>222,277</u>	<u>159,595</u>

* Each of the current portion and non-current portion of the finance lease receivables included an amount of HK\$468,000, totalling HK\$936,000, being handling fee receivable in respect of the finance leases.

	Minimum finance lease receivables		Present value of minimum finance lease receivables	
	2019	2018	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Within one year	130,588	62,015	112,795	45,734
In the second to fifth years, inclusive	125,360	132,990	109,482	113,861
	255,948	195,005	222,277	159,595
Less: Unearned finance income	(33,671)	(35,410)	N/A	N/A
Present value of minimum finance lease receivables	222,277	159,595	222,277	159,595
Less: Current portion of finance lease receivables			(112,795)	(45,734)
Non-current portion of finance lease receivables			109,482	113,861

As at 31 March 2019 and 2018, the finance lease receivables, except for the handling fee receivable, were secured over the leased assets mainly by machineries and equipments.

The finance lease receivables are denominated in RMB. The maturity date for each finance lease contract is normally not more than 5 years. The interest rate inherent in the leases is fixed at the contract date for the entire lease term. The effective interest rate is approximately 10% to 23% (2018: 5% to 18%) per annum. The maximum exposure to credit risk at each of the end of the reporting period is the carrying value of the finance lease receivables.

There was no unguaranteed residual values of assets leased under finance leases as at 31 March 2019 and 2018. No finance lease receivables at the end of the reporting period was past due.

11 TRADE RECEIVABLES

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Trade receivables	216,639	249,105
Less: Impairment loss	<u>(61,990)</u>	<u>(12,383)</u>
	<u>154,649</u>	<u>236,722</u>

The Group's trade receivables are generally with credit periods of 30 to 120 days (2018: 30 to 90 days). The maximum exposure to credit risk at each of the end of the reporting period is the carrying value of the trade receivables. The Group does not hold any collateral as security.

The carrying amounts of trade receivables are denominated in RMB.

An aged analysis of the trade receivables net of allowance for impairment at the end of the reporting period, based on the date of invoice (or date of revenue recognition, if earlier), is as follows:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
0 to 30 days	49,593	51,044
31 to 60 days	2,702	2,785
61 to 90 days	904	–
91 to 180 days	–	57,395
More than 180 days	<u>101,450</u>	<u>125,498</u>
	<u>154,649</u>	<u>236,722</u>

12 LOAN AND INTEREST RECEIVABLES

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Loan receivables	87,275	75,627
Interest receivables	<u>1,084</u>	<u>1,337</u>
Loan and interest receivables	88,359	76,964
Less: Impairment loss	<u>(874)</u>	<u>(489)</u>
	<u>87,485</u>	<u>76,475</u>
Current portion of loan and interest receivables	87,485	70,167
Non-current portion of loan and interest receivables	<u>–</u>	<u>6,308</u>
	<u>87,485</u>	<u>76,475</u>
Analysed as:		
Within one year	87,485	70,167
In the second to fifth years, inclusive	<u>–</u>	<u>6,308</u>
	<u>87,485</u>	<u>76,475</u>

The carrying amounts of the loan and interest receivables are denominated in the following currencies:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
HK\$	30,309	21,499
RMB	<u>57,176</u>	<u>54,976</u>
	<u>87,485</u>	<u>76,475</u>

Loan receivables are interest-bearing at approximately 8% to 18% (2018: approximately 4% to 18%) and are repayable with fixed terms agreed with the Group's customers. The maturity date for each loan contract is normally not more than 3 years (2018: 3 years) and were unsecured. The maximum exposure to credit risk at each of the end of the reporting period is the carrying value of the loan and interest receivables. No loan and interest receivables at the end of the reporting period was past due.

13 SHARE CAPITAL

(a) Authorised capital

	Number of shares	Nominal value <i>HK\$'000</i>
As at 31 March 2018 and 2019, ordinary shares of HK\$0.02 each	<u>5,000,000,000</u>	<u>100,000</u>

(b) Issued and fully paid capital

	Number of shares	Nominal value <i>HK\$'000</i>
As at 31 March 2018 and 2019, ordinary shares of HK\$0.02 each	<u>3,680,600,000</u>	<u>73,612</u>

14 TRADE PAYABLES

The aged analysis of the trade payables is as follows:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
0 to 90 days	2	–
91 to 180 days	–	–
181 to 365 days	–	–
More than 365 days	–	51,856
	<u>2</u>	<u>51,856</u>

The carrying amounts of trade payables are denominated in RMB.

15 ACCRUALS, OTHER PAYABLES AND DEPOSIT RECEIVED

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Deposit received (<i>Note (i)</i>)	14,771	11,437
Accruals and other payables (<i>Note (ii)</i>)	20,766	49,774
	<u>35,537</u>	<u>61,211</u>

- (i) The amount represents the security deposits received from the customers of finance lease business.
- (ii) Included in the accruals and other payables was RMB12 million (equivalent to approximately HK\$14 million) (2018: RMB12 million (equivalent to approximately HK\$15 million)), being a bank loan (the “Vessel Loan”) due by the vendor (the “Vendor”) to a bank in the PRC (the “PRC Bank”) to be paid up by the Group in respect of the Group’s acquisition of a vessel (the “Vessel”). As the Vendor and the PRC Bank were still in negotiation with the repayment arrangement, it has yet been repaid and was accounted for as other payables as at 31 March 2019 and 2018. The Vessel Loan is secured by the Vessel of the Group with a carrying value of approximately HK\$14 million (2018: HK\$21.5 million) as at 31 March 2019.

- (iii) The carrying amounts of accruals, other payables and deposit received are denominated in the following currencies:

	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
HK\$	3,634	3,716
US\$	370	370
EUR	368	404
RMB	31,165	56,721
	<u>35,537</u>	<u>61,211</u>

16 AMOUNT DUE TO A DIRECTOR

Amount due to a director is unsecured, interest free and repayable on demand. The carrying amount of the balance is denominated in HK\$.

17 AMOUNT DUE TO NON-CONTROLLING INTERESTS

Amount due to non-controlling interests is unsecured, interest free and repayable on demand. The carrying amount of balance is denominated in RMB.

18 COMMITMENTS

(a) Capital commitments

The Group had the following capital commitments as at the end of the reporting period:

	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
Contracted but not provided for:		
– Capital contribution to a non-wholly owned subsidiary	<u>–</u>	<u>149,551</u>

(b) Operating lease commitments

The Group leases certain of its properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from 1 to 3 years (2018: 1 to 3 years).

The Group had total future minimum lease payments under non-cancellable operating lease falling due as follows:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Not later than 1 year	3,781	2,142
Later than 1 year but not later than 5 years	6,278	–
	10,059	2,142

None of the leases include contingent rentals.

(c) Operating lease receivable

The Group leases certain of its properties to independent third parties under operating lease arrangement with lease negotiated for terms of 1 year (2018: 1 year).

The Group had total future minimum lease receivable under non-cancellable operating lease with its tenant falling due as follows:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Not later than 1 year	1,053	1,260

19 RELATED PARTY TRANSACTIONS

Key management compensation

The remuneration of key management personnel of the Group during the year was as follows:

	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
Salaries, allowances and other benefits	9,533	9,863
Contributions to retirement benefits scheme	90	104
	<u>9,623</u>	<u>9,967</u>

Apart from the above, the Group disposed of its 75% equity interest in Shenzhen Qianhai Jiulongfu Industrial Company Limited (“Qianhai Jiulongfu”), an indirect non-wholly owned subsidiary of the Company, to a director and shareholder of Qianhai Jiulongfu at a consideration of RMB31.1 million during the year.

20 COMPARATIVE FIGURES

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

21 EVENTS AFTER THE REPORTING PERIOD

On 7 January 2019, the Company entered into a sales and purchase agreement (the “Acquisition”) with independent third parties, pursuant to which, the Company agreed to acquire 100% equity interest in ChaoShang Financial Holding Limited and its subsidiaries at a consideration of HK\$250 million, details of which have been disclosed in the announcement of the Company dated 7 January 2019. Subsequent to the end of the reporting period on 31 May 2019, the Acquisition was approved by the shareholders at a special general meeting held by the Company. The Acquisition has yet to be completed as at the date of this announcement.

Subsequent to the end of the reporting period on 12 April 2019, the Company entered into a placing agreement with a placing agent to set up a bond issue program for placement of bonds (the “Bonds”) with aggregate principal amount of up to HK\$50,000,000. As at the date of this announcement, an aggregate principal amount of HK\$7,800,000 of the Bonds has been issued by the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

The Group recorded a turnover of approximately HK\$108.2 million with a gross profit of approximately HK\$37.9 million during the year ended 31 March 2019 as compared to approximately HK\$463.3 million and HK\$30.6 million respectively for the last corresponding year. The loss for the year was narrowed to approximately HK\$36.0 million as compared to approximately HK\$54.6 million for the last corresponding year. The decrease in loss for the year was mainly attributable to the recognition of the followings:

- (i) an increase in gross profit for the year of approximately HK\$7.3 million and a decrease in administrative expenses of approximately HK\$5.3 million;
- (ii) a gain on changes in fair value of held-for-trading investments of approximately HK\$5.9 million for the year whilst a loss of approximately HK\$16.9 million was recorded for the year ended 31 March 2018;
- (iii) an impairment loss on held-for-trading investments of approximately HK\$3.5 million was recorded during the year ended 31 March 2018;
- (iv) a net increase in impairment loss on trade receivables, deposits, prepayments and other receivables of approximately HK\$11.4 million;
- (v) an impairment loss on property, plant and equipment in relation to the Group's cash-generating unit of the vessel chartering business of approximately HK\$5.2 million; and
- (vi) a loss on disposal of subsidiaries of approximately HK\$5.5 million.

As at 31 March 2019, the total assets and net assets of the Group amounted to approximately HK\$806.5 million (2018: HK\$1,007.9 million) and HK\$748.3 million (2018: HK\$869.2 million) respectively. The changes of the Group's financial position during the year was mainly due to the recognition of the impairment loss on the financial assets arising from application of HKFRS 9 and the deterioration of the exchange rate on translation of the Group's operations in the PRC during the year.

Business Review

Vessel Chartering

The Group currently owned a vessel which is a multi-purpose deck cargo ship with focus on carriage of construction material and waste in the PRC and Southeast Asia region.

During the year, the vessel was out of order in May 2018 and was later repaired and resumed in operation in July 2018. The vessel attributed a turnover of approximately HK\$3.2 million with a loss of approximately HK\$6.2 million for the year ended 31 March 2019 whilst a turnover of approximately HK\$3.2 million with a loss of approximately HK\$2.2 million was recognised for the last year.

The increase in the loss for the year was attributable to the impairment loss recognised to the cash-generating unit of the vessel chartering business in the amount of approximately HK\$5.2 million.

Whilst the vessel chartering business of the Group is expected to be stable in the coming years, the Board will take caution measures continuously to closely monitor the efficiency and effectiveness of the operation of this segment.

Trading Business

During the year, the Group engaged in seafood, frozen meats and electronics products trading business in the PRC. The Group recorded a turnover of approximately HK\$67.7 million with a loss of approximately HK\$33.4 million from trading business during the year ended 31 March 2019 as compared to approximately HK\$427.5 million and approximately HK\$19.1 million respectively for the last year. The significant increase in loss of the trading business was mainly attributable to the increase in provision for impairment of trade receivables in the amount of approximately HK\$20.9 million.

The Group's food trading business, comprising seafood and frozen meat products, recorded a turnover of approximately HK\$67.4 million for the year ended 31 March 2019, as compared to approximately HK\$253.2 million for the last corresponding year. As disclosed in the annual report of the Group for the year ended 31 March 2018, the frozen meats smuggling problem in the PRC continues to be serious and yet to be solved during the year. Upon selling of all the remaining inventories as at 31 March 2018, the Group has not stocked up further frozen meat products during the year. The competition of the seafood market in the PRC was keen during the year, as such the turnover attributable to the Group has been dropped significantly during the year ended 31 March 2019. The Group will continue its food trading business in a small economic scale in the near short term to optimise its operation. The Group will also closely monitor the food trading market in the PRC and consider to deploy more resources in its development whenever appropriate. Looking forward, the Group will prudently manage its food trading business by minimizing operational risks through rigorous purchase and stringent cost control.

The Group's electronic products trading is principally engaged in trading of smartphones and parts of communication equipment which are the core components for mobile phones. The Group recorded a turnover of approximately HK\$234,000 from trading of electronic products for the year ended 31 March 2019, as compared to approximately HK\$55.7 million for the last corresponding year. The Group's electronic products trading business is expected to face difficulties in the coming years due to the current trading barriers between the PRC and the United States (the "Trade Barriers"). Hence, the Group entered into a disposal agreement on 24 September 2018, pursuant to which, the Group disposed of its 75% equity interest in Qianhai Jiulongfu, a subsidiary which is principally engaged in trading of electronic products, for a cash consideration of approximately RMB31.1 million.

The Group will closely observe the recovery of the electronic products market in the PRC and monitor the development of the Trade Barriers and its impact to the electronic products market in the PRC in order to cultivate a direction and policy to cope with the changing operating environment and will resume its electronic products trading business whenever appropriate.

No turnover has been recorded from the methanol trading for the year ended 31 March 2019, whilst there was approximately HK\$118.6 million for the last corresponding year. The volatility of the resources price has adversely affect the Group's trading of methanol during the past years. As there was no signal for improvement of the operating environment, the methanol trading business has been suspended by the management of the Group during the year.

Money Lending and Factoring Business

The Group's money lending business has been extended to factoring services and was steadily developed during the year. There were loan portfolios in Hong Kong with principal amount of approximately HK\$30.0 million and loans granted in the PRC with outstanding principal amount of approximately RMB48.5 million (equivalent to approximately HK\$56.8 million) as at 31 March 2019. During the second half financial year, the Group has further provided the factoring services to its customers in the PRC with outstanding factoring receivables as at 31 March 2019 of approximately RMB7.0 million (equivalent to approximately HK\$8.2 million). The Group recognised an aggregate interest income of approximately HK\$10.2 million for the year ended 31 March 2019 as compared to approximately HK\$11.0 million for the last corresponding year. The Group continuously carries out regular and periodic review of credit risk over the existing borrowers. While the Group will proactively explore customers with good quality to expand its business scale, it will continue to adopt a prudent credit risk management strategy to ensure a healthy development in its money lending and factoring business.

Finance Leasing Business

The Group is engaged in the finance leasing business in the PRC. It mainly offers machinery/equipment-based finance leases, the term of which generally ranges from one year to five years and the size of which generally ranges from RMB10 million to RMB50 million. The Group provides direct leasing and sale-leaseback services to customers which include companies that are principally engaged in cold storage, education, property leasing, property development and manufacture of environmentally friendly materials. The Group solicits its customers principally through referrals from former and existing customers, visits to potential customers by the sales staff, referrals from the finance leasing industry and the business connections of the sales staff. Furthermore, the Group's marketing team has extensive experience and business relationship in banking and financing industry, thereby enabling the Group's finance leasing business to expand its customer base and the business.

The finance leasing business maintained a portfolio with outstanding principal amount of approximately RMB187.9 million (equivalent to approximately HK\$219.8 million) as at 31 March 2019. The finance leasing portfolio has attributed a turnover of approximately HK\$27.2 million with a profit of approximately HK\$18.7 million to the Group during the year ended 31 March 2019 as compared to approximately HK\$21.6 million and HK\$10.9 million respectively for the last corresponding year.

The finance leasing business continue to provide the Group with profitable income stream under the controllable risk. Looking ahead, the Board believes that the finance leasing market in the PRC will still have a great business potential. It is expected that the Group's finance leasing business will record an accelerating growth in the coming years.

Securities Investments

The Group has further invested surplus funds in securities listed in Hong Kong during the year. The fair value of the Group's securities investment amounted to approximately HK\$70.6 million as at 31 March 2019. The Group recorded an unrealised gain on changes in fair value of held for trading investments of approximately HK\$5.9 million during the year as compared to a loss of approximately HK\$16.9 million for the last corresponding year. The Group disposed certain of the held for trading investments with a realised gain of approximately HK\$4.2 million for the year ended 31 March 2019 as compared to approximately HK\$3.5 million for the last corresponding year. The Board will continue to keep monitoring of the stock markets closely and grasping for opportunities to realise gains from its investment portfolio.

Looking forward, the Group will actively identify and explore other investment and business opportunities to broaden its assets and revenue base. The Group will cautiously assess and evaluate each of the investment opportunities to further strengthen the Group's long term development and performance.

Liquidity, Financial Resources and Gearing

As at 31 March 2019, the Group had cash and bank balances of approximately HK\$140.3 million (2018: HK\$172.8 million) and total borrowings of approximately HK\$4.6 million (2018: HK\$5.4 million). The Group's gearing ratio, calculated by dividing total borrowings by total equity, was 0.61% (2018: 0.62%). The liquidity ratio, being the ratio of current assets over current liabilities was 10.74 as at 31 March 2019 (2018: 5.24).

There was no material changes in the gearing ratio for the year. The improvement in the Group's liquidity ratio was mainly attributable to the decrease in trade payables, accruals, other payables and deposit received during the year.

Foreign Exchange Exposure

Operations of the Group are mainly conducted in Hong Kong dollar (“HK\$”), Renminbi (“RMB”), Euro (“EUR”) and United States dollar (“US\$”) and its revenue, expenses, assets, liabilities and borrowings are principally denominated in HK\$, RMB, EUR and US\$.

The Group does not enter into any instruments on the foreign exchange exposure. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

Dividend

The Board does not recommend the payment of any dividend for the year ended 31 March 2019.

Capital Structure

As at 31 March 2019, the total number of issued shares of the Company was 3,680,600,000.

There was no change in the capital structure of the Company during the year.

Charges on Group Assets

As at 31 March 2019, the vessel of the Group with carrying value of approximately HK\$14.0 million was pledged to secure an other payable, details of which are set out in Note 15(ii) to this announcement.

Significant Acquisition and Disposal of Assets

On 20 July 2018, the Group entered into a disposal agreement (the “EK Disposal”) with an independent third party, pursuant to which, the Group (i) disposed of its 100% equity interest in Empower King Limited (“Empower King”), an indirect wholly owned subsidiary of the Company which holds an investment property in Hong Kong; and (ii) assigned the shareholder’s loan of approximately HK\$11.4 million in full owing from Empower King to the Group for a cash consideration of HK\$12.5 million. The EK Disposal was completed on 31 August 2018 with a loss of approximately HK\$691,000.

On 24 September 2018, the Group entered into a disposal agreement (the “QJ Disposal”) with a director and shareholder (the “QJ Shareholder”) with 25% equity interest in Shenzhen Qianhai Jiulongfu Industrial Company Limited (“Qianhai Jiulongfu”), an indirect non-wholly owned subsidiary of the Company which is principally engaged in trading of electronic products. Pursuant to the disposal agreement, the Group disposed of its 75% equity interest in Qianhai Jiulongfu to the QJ Shareholder for a cash consideration of RMB31.1 million. The QJ Disposal was completed on 27 September 2018 with a loss of approximately HK\$4.8 million which represents the derecognition of a financial asset arising from the acquisition of the subsidiary.

On 7 January 2019, the Company entered into a sales and purchase agreement (the “Acquisition”) with independent third parties, pursuant to which, the Company agreed to acquire 100% equity interest in ChaoShang Financial Holding Limited and its subsidiaries (the “Target Group”) at a consideration of HK\$250 million. The Target Group holds licences to carry on Type 1, 2, 4 and 9 regulated activities under the Securities and Futures Ordinance and is principally engaged in provision of securities brokerage services, asset management services and investment advisory services. The Acquisition was approved by the Shareholders of the Company at a special general meeting held on 31 May 2019 but has yet to be completed as at the date of this announcement.

Save as disclosed above and the acquisition and disposal of held-for-trading investments in securities as mentioned below, there has been no significant acquisition and disposal of assets by the Group during the year.

Securities Investments Held

During the year, the Group further invested in held-for-trading investments in securities in Hong Kong (the “Securities Investments”) amounting to approximately HK\$21.1 million. As at 31 March 2019, the Group had Securities Investments with a market value of HK\$70.6 million, representing an investment portfolio of seven listed equities in Hong Kong. The Group recorded an unrealised fair value gain of approximately HK\$5.9 million (2018: loss of approximately HK\$16.9 million) in respect of the Securities Investments during the year. The details of the Securities Investments as at 31 March 2019 are as follows:

Company name	Stock code	Principal activities	Number of shares held	% of shareholdings	Cost of acquisition HK\$'000	Fair value as at 31 March 2019 HK\$'000	% of net assets of the Group as at 31 March 2019	Unrealised gain/(loss) on fair value change for the year HK\$'000	Realised gain/(loss) for the year HK\$'000
1	Hsin Chong Group Holdings Limited	404	Building construction, civil engineering, electrical and mechanical installation, property development and investment	10,000,000	0.18%	10,000	-	-	-
2	Royal Century Resources Holdings Limited	8125	Provision of design and fitting-out services and design and procurement of furnishings and decorative materials services, money lending and sourcing and merchandising of fine and rare wines	23,980,000	5.51%	12,474	4,796	0.64%	(1,398)
3	China Best Group Holding Limited	370	Air freight forwarding and brokers for airline and shipping companies, trading of securities and goods, freight forwarding agent, provision of finance lease services, finance consultancy services, money lending services, securities brokerage services and futures brokerage services, trading of goods	30,000,000	0.59%	12,660	5,820	0.78%	1,080
4	Evershine Group Holdings Limited	8022	Trading business, furniture business mobile application business, properties development and investment business, cemetery business and money lending business	27,000,000	1.50%	9,855	31,590	4.22%	2,700
5	Goldway Education Group Limited	8160	Provision of tutoring services	25,692,000	4.92%	15,077	17,214	2.30%	4,215
6	China Water Industry Group Limited	1129	Provision of water supply, sewage treatment and construction services and exploitation and sale of renewable energy in the PRC	5,000,000	0.31%	6,900	6,400	0.86%	(500)
7	Wing Chi Holdings Limited	6080	Provision of foundation and site formation works and machineries leasing	8,100,000	0.87%	4,941	4,779	0.64%	(162)
<i>Equity disposed during the year</i>									
	Huiyin Holdings Group Limited	1178							(1,793)
	Indigo Star Holdings Limited	8373							6,150
						71,907	70,599	5,935	4,229

Contingent Liabilities

The Group did not have significant contingent liabilities as at 31 March 2019.

Commitments

Details of the commitments are set out in Note 18 to this announcement.

Employees and Remuneration Policies

As at 31 March 2019, the Group employed approximately 60 employees. The Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training. The Group remunerates its Directors and employees mainly based on industry practices and individual's performance and experience. On top of regular remuneration, discretionary bonus and share options may be granted to eligible staff by reference to the Group's performance as well as individual's performance.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

To the best knowledge of the Directors, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares during the year ended 31 March 2019.

EVENTS AFTER THE REPORTING PERIOD

Details of the events after the reporting period are set out in Note 21 to this announcement.

CORPORATE GOVERNANCE PRACTICE

The Board believes that good governance is essential to the maintenance of the Group's competitiveness and to its healthy growth. The Company has adopted practices which meet the requirements of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The Company periodically reviews its corporate governance practices to ensure its continuous compliance with the CG Code. The Company has been in compliance with all code provisions set out in the CG Code for the year ended 31 March 2019.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors set out in Appendix 10 of the Listing Rules as its own code regarding securities transactions by Directors of the Company and its subsidiaries and employees of the Group who are likely to be in possession of unpublished price-sensitive information of the Company. All the Directors have confirmed their compliance with the codes throughout the year.

ANNUAL GENERAL MEETING

As at the date of this announcement, the Company has not determined the date when the Company's 2019 annual general meeting will be held and the relevant book closure arrangement. Further announcement(s) will be made by the Company as and when appropriate in accordance with the Listing Rules.

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee of the Company comprising three independent non-executive directors, has reviewed the accounting principles and practices adopted by the Group and the consolidated financial statements of the Group for the financial year 31 March 2019. The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 March 2019 as set out in this announcement have been agreed by the Group's auditor, Lau & Au Yeung C.P.A. Limited, to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by Lau & Au Yeung C.P.A. Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Lau & Au Yeung C.P.A. Limited on this announcement.

PUBLICATION OF FINAL RESULTS AND ANNUAL REPORT

This annual results announcement is available for viewing on the website of Hong Kong Exchanges and Clearing Limited (“HKEx”) at www.hkex.com.hk under “Latest Listed Company Information” and on the Company’s website at www.noblecentury.hk under the section “Investor Relations”. The annual report for the year containing all the information required by the Listing Rules will be published on the HKEx website and the Company’s website and despatched to the Company’s shareholders in due course.

For and on behalf of the Board of
Noble Century Investment Holdings Limited
Ms. Zheng Juhua
Chairman

Hong Kong, 25 June 2019

As at the date of this announcement, the executive directors are Ms. Zheng Juhua and Mr. Chan Chi Yuen; the independent non-executive directors are Mr. Man Kwok Leung, Mr. Yu Pak Yan, Peter and Mr. Chi Chi Hung, Kenneth.