



Asia Cassava Resources Holdings Limited
亞洲木薯資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 841)

INTERIM REPORT
2020





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CORPORATE INFORMATION

DIRECTORS

Executive Directors

Mr. Chu Ming Chuan
Ms. Liu Yuk Ming
Ms. Lam Ching Fun

Independent Non-executive Directors

Professor Fung Kwok Pui
Mr. Chui Chi Yun Robert
Mr. Zhu Taiyu
(Retired on 30 September 2020)
Mr. Hong Sijie (Appointed on 30 September 2020)

AUTHORISED REPRESENTATIVES

Mr. Chu Ming Chuan
Mr. Shum Shing Kei

COMPANY SECRETARY

Mr. Shum Shing Kei

AUDIT COMMITTEE

Mr. Chui Chi Yun Robert (Chairman)
Mr. Zhu Taiyu
(Retired on 30 September 2020)
Professor Fung Kwok Pui
Mr. Hong Sijie (Appointed on 30 September 2020)

REMUNERATION COMMITTEE

Mr. Chui Chi Yun Robert (Chairman)
Professor Fung Kwok Pui
Mr. Zhu Taiyu
(Retired on 30 September 2020)
Mr. Hong Sijie (Appointed on 30 September 2020)

NOMINATION COMMITTEE

Professor Fung Kwok Pui (Chairman)
Mr. Chui Chi Yun Robert
Mr. Zhu Taiyu
(Retired on 30 September 2020)
Mr. Hong Sijie (Appointed on 30 September 2020)

WEBSITE ADDRESS

www.asiacassava.com

PRINCIPAL BANKERS

Bank of China (Hong Kong) Ltd.
Bank of Communications (Hong Kong) Limited
Hang Seng Bank Limited
United Overseas Bank Limited, Hong Kong Office
Bangkok Bank Public Company Ltd.
Agricultural Bank of China Limited, Rizhao Branch

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 609
Grand Cayman KY1-1107
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 612-3 and 617
Houston Centre
63 Mody Road
Tsim Sha Tsui East
Kowloon
Hong Kong

STOCK CODE

841

MANAGEMENT DISCUSSION AND ANALYSIS

During the period, the Group was principally engaged in procurement of dried cassava chips in Southeast Asian countries, including Thailand, Cambodia and Vietnam, and sales of dried cassava chips, to customers in the People's Republic of China (the "PRC") and Thailand. The Group is continued to be the largest procurer and exporter of dried cassava chips in Thailand and the largest supplier of imported dried cassava chips in the PRC with an all-round integrated business model covering procurement, processing, warehousing, logistics and sale of cassava chips.

BUSINESS REVIEW

During the six months ended 30 September 2020 (the "Current Period"), as the coronavirus epidemic persists, the demand for alcoholic products (to which the dried cassava chips are one of the raw materials for production in the PRC) was increased significantly which triggered demand of the dried cassava chips. The Group's revenue from procurement and sales of dried cassava chips was increased to approximately HK\$1,032.1 million for the Current Period, representing an increase of approximately 63.5% from approximately HK\$631.2 million for the corresponding period of previous year.

As regards the Group's hotel operation, the revenue generated from hotel room rental and catering from restaurant was stabilised during the Current Period. However, it is still subject to pressure given the slowdown in China's macro-economic growth and the Group will continue to put efforts on overcoming unfavourable factors and capitalising opportunities, such as putting resources in promoting the birthday party or wedding banquets packages and optimising staff allocation.

As regards "338 Apartment", a shop on the ground floor of this property is currently leased out to a third party for operation of a chain restaurant while certain upper apartment units are currently leased to the local serviced apartment operators.

FINANCIAL REVIEW

Revenue

The Group's revenue from procurement and sales of dried cassava chips increased by approximately HK\$400.9 million or approximately 63.5% from approximately HK\$631.2 million in the corresponding period of previous year to approximately HK\$1,032.1 million for the Current Period. Increase in the Group's revenue was mainly attributable to the increase in the Group's sales volume and average selling price of dried cassava chips during the Current Period.

The Group's revenue from hotel operation was remain stable and it recorded approximately HK\$10.3 million for the Current Period (2019: approximately HK\$10.4 million). The Group intended to continue to capitalise opportunities, such as putting resources in carrying out promotions and optimising staff allocation so as to improve profitability.

Gross profit and gross profit margin

The Group's cost of sales from procurement and sales of dried cassava chips increased by approximately HK\$346.7 million, or approximately 60.8%, from approximately HK\$570.6 million for the corresponding period of the previous year to approximately HK\$917.3 million in the Current Period, mainly due to the increase in sales of dried cassava chips in the Current Period.

The Group's gross profit from procurement and sales of dried cassava chips increased by approximately HK\$54.2 million from approximately HK\$60.6 million for the corresponding period of previous year to approximately HK\$114.8 million for the Current Period, mainly due to increase in sales and gross profit margin.

Management Discussion and Analysis

The Group's gross profit margin from procurement and sales of dried cassava chips for the Current Period increased to approximately 11.1% from approximately 9.6% for the corresponding period of previous year.

The Group's cost of sales from hotel operation amounted to approximately HK\$3.4 million for the Current Period (2019: approximately HK\$3.1 million). The Group's gross profit margin from hotel operation for the Current Period decreased to approximately 67.0% from approximately 70.2% for the corresponding period of previous year.

Selling and distribution costs

During the Current Period, the Group's selling and distribution expenses of approximately HK\$74.3 million (2019: approximately HK\$48.8 million), comprised mainly (a) ocean freight costs of approximately HK\$28.5 million (2019: approximately HK\$17.7 million), (b) warehouse, handling and inland transportation expenses of approximately HK\$41.6 million (2019: approximately HK\$27.3 million) and (c) those related to hotel operation of approximately HK\$4.2 million (2019: approximately HK\$3.8 million).

The Group's selling and distribution expenses increased mainly due to increase in the Group's sale volume during the Current Period.

The Group's selling and distribution expenses represented 7.1% of the total sales revenue for the Current Period, compared to that of 7.6% for the corresponding period of previous year.

General and administrative expenses

General and administrative expenses of the Group was approximately HK\$24.8 million for the Current Period compared with approximately HK\$25.3 million for the corresponding period of previous year.

Finance costs

Finance expenses of the Group decreased from approximately HK\$11.9 million for the corresponding period of previous year to approximately HK\$6.2 million for the Current Period. Decrease in finance costs was mainly due to decrease in the Group's trade loan during the Current Period.

Profit for the period

The Group's profit for the Current Period attributable to the owner of the Company amounted to approximately HK\$20.5 million (2019: loss of approximately HK\$8.8 million).

Financial resources and liquidity

As at 30 September 2020, the net assets amounted to approximately HK\$865.2 million, representing an increase of approximately HK\$19.0 million from approximately HK\$846.2 million as at 31 March 2020 due to the profit for the Current Period.

Current assets as at 30 September 2020 amounted to approximately HK\$450.1 million (31 March 2020: HK\$893.1 million), including cash and cash equivalents of approximately HK\$189.7 million (31 March 2020: HK\$196.7 million), trade and bills receivables of approximately HK\$112.2 million (31 March 2020: HK\$400.6 million) pledged deposits and a restricted bank balance of HK\$ 4.3 million (31 March 2020: HK\$1.2 million), inventories of approximately HK\$106.9 million (31 March 2020: HK\$258.2 million), financial assets at fair value through profit or loss of approximately HK\$7.6 million (31 March 2020: HK\$6.1 million) and prepayments, deposits and other receivables of HK\$21.0 million (31 March 2020: HK\$21.5 million). As at 30 September 2020, The Group had non-current assets of HK\$1,455.5 million (31 March 2020: HK\$1,458.5 million) which mainly included the investment properties of approximately HK\$1,247.4 million (31 March 2020: HK\$1,247.4 million), property, plant and equipment of approximately HK\$87.6 million (31 March 2020: HK\$89.4 million) and equity investment at fair value through other comprehensive income of HK\$54.1 million in aggregate (31 March 2020: HK\$54.1 million).

Management Discussion and Analysis

The Group's current liabilities amounted to approximately HK\$751.6 million (31 March 2020: HK\$1,219.9 million), which comprised mainly trade and other payables and accruals of approximately HK\$23.8 million (31 March 2020: HK\$25.4 million), tax payable of approximately HK\$49.1 million (31 March 2020: HK\$47.3 million) and bank borrowings of approximately HK\$678.0 million (31 March 2020: HK\$1,146.4 million).

Included in the Group's bank loans was a secured loan of HK\$436,000,000 (31 March 2020: HK\$436,000,000) of which, pursuant to the loan agreement, the principal in the amount of HK\$4,000,000 is repayable with one year from this reporting date and the remaining balance is repayable after one year by instalments. However, as the loan agreement contains a repayment on demand clause, the entire loan was included within current liabilities in accordance with the HKFRSs.

Apart from HK\$436 million mortgage loan for acquisition of 338 Apartment, the remaining bank borrowings was drawn down for procurement of dried cassava chips. As it is not a traditional harvest season for cassava during July – September every year, the bank borrowings as at 30 September 2020 was decreased significantly as compared to 31 March 2020.

The Group's non-current liabilities included deferred tax liabilities of approximately HK\$12.5 million (31 March 2020: HK\$12.5 million) and the amount due to a non-controlling shareholder of approximately HK\$276.2 million (31 March 2020: HK\$273.0 million) for the acquisition and operation of 338 Apartment.

The Group expresses its gearing ratio as a percentage of borrowings over total assets. As at 30 September 2020, the Group had a gearing ratio of 35.5% (31 March 2020: 48.7%) which was mainly due to the decrease in trade-related bank borrowings as at 31 March 2020.

The Group's inventory turnover period is 36.3 days as at 30 September 2020, representing a decrease of 48.4 days from 84.7 days as at 31 March 2020.

The Group's debtor turnover period is 44 days as at 30 September 2020, representing a decrease of 44 days from 88 days as at 31 March 2020.

Employment and remuneration policy

As at 30 September 2020, the total number of the Group's staff was approximately 250. The total staff costs (including directors' remuneration) amounted to approximately HK\$14.0 million for the six months ended 30 September 2020. The Group remunerates its employees based on their performance, experience and prevailing industry practice. The Group provides retirement benefit for its employees in Hong Kong in form of mandatory provident fund and provides similar schemes for its employees in the PRC, Macau, Vietnam and Thailand.

Charge on group assets

As at 30 September 2020, the Group's leasehold land under right-of-use assets, leasehold buildings, and investment properties situated in Hong Kong with aggregate carrying values of HK\$13,989,000 (31 March 2020: HK\$13,989,000), HK\$1,130,000 (31 March 2020: HK\$1,130,000), and HK\$1,187,800,000 (31 March 2020: HK\$1,187,800,000), respectively, were pledged to the bankers to secure the Group's bank borrowings. Bills receivables of HK\$113,261,000 as at 31 March 2020 were discounted to the banks with recourse.

Foreign currency exposure

The Group carries on business in Renminbi ("RMB"), United States dollars ("US\$") and Thai Baht and therefore the Group is exposed to foreign currency risk as the values of these currencies fluctuate in the international market. The Group currently does not have a foreign currency hedging policy in respect of foreign currency exposure. However, the directors monitor the related foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

Management Discussion and Analysis

Material acquisition and disposal

Saved as disclosed above, the Group did not have material acquisition and disposal during the Current Period.

Capital commitment

As 30 September 2020, the Group did not have material capital commitment.

Contingent liabilities

As 30 September 2020, the Group did not have any material contingent liabilities.

PROSPECT

In the PRC, renewable energy is considered a vital resource of energy, playing an important role in the aspects such as satisfying national energy safety and demand, and reducing environmental pollution. The PRC's policy of "non-competition for grain with people and non-competition for harvest land with grain" stipulates that grains such as corn should be used with priority for animal feeds and food so as to guarantee the national food safety. As a result, the use of non-grain feedstock to produce bio-fuel is encouraged by the PRC government. According to "The Mid- and Long-term Development Plan for Renewable Energy" in August 2007, the PRC would cease increasing the production capacity of ethanol fuel using grain feedstock, and target to increase the annual production capacity of ethanol fuel using non-grain feedstock. We anticipate that the demand of dried cassava chips in the PRC ethanol fuel industry will be growing which is beneficial to the Group's long-term business development.

For procurement, the Group has total 11 procurement facilities and networks in Thailand, Cambodia, Laos and Vietnam of total storage capacity of 600,000 tonnes which pave the solid foundation for enhancement of the market coverage and maintenance of long-term business development. The Group targets to reduce its unit cost of dried cassava chips and increase its gross profit margin with the effect of economy of scales in relation to the procurement business of dried cassava chips by the Group's procurement networks in Thailand, Vietnam, Laos and Cambodia. In medium and long-run, the Group intends to set up additional procurement facilities and networks (when appropriate) in Thailand, Vietnam Laos or Cambodia so as to cope with the expected increase in demand of dried cassava chips, to increase the Group's market share and to maintain our leading position in the industry.

The Group's unique and integrated business model combines the procurement, processing, warehousing, logistics and sale of cassava chips. Looking ahead, the Group plans to continue establishing more procurement and warehouse centres in order to replicate the proven business model in Thailand. Riding on our broad procurement channels and network together with the warehouse facilities, optimised logistics capabilities and the widespread sales network in the PRC, the Group will continue to strive to enhance our market coverage and maximise returns for our shareholders.

As regards the hotel operation, influenced by the slowdown in China's macro-economic growth, the Group not only puts more effort on controlling costs but also continues to allocate resources on promoting wedding and other banquets services, opening new restaurants, and attracting local residents (other than tourists or business travelers) for consumption in hotel so as to broaden income stream and improve the profitability. In addition, as the Group has a good reputation in hotel management locally, certain small or medium-sized local hotels has intentions to approach and negotiate with the Group in relation to engaging the Group as their hotel management company. The Group will prudently consider its feasibility for exploring new hotel management income.

As regards "338 Apartment", a shop on the ground floor of this property is currently leased out to a third party for operation of a chain restaurant while certain upper apartment units are currently leased to the local serviced apartment operators.

In addition, the Group will prudently explore investment project with potentials, but not limiting to property project, in order to broaden the revenue sources and maximize returns for our shareholders.

SUPPLEMENTARY INFORMATION

DIVIDENDS AND CLOSURE OF REGISTER OF MEMBERS

The Board do not recommends payment of an interim dividend for the six months ended 30 September 2020 and hence, no closure of register of members is necessary.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 30 September 2020, the interests and short positions of the directors in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register 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 for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Long positions in ordinary shares of the Company:

Name of director	Number of shares held, capacity and nature of interest		Total	Percentage of the Company's issued share capital
	Directly beneficially owned	Through controlled corporation		
Mr. Chu Ming Chuan ("Mr. Chu") (note (a))	135,520,715	225,000,000	360,520,715	61.66%

Long positions in shares and underlying shares of associated corporations:

Name of director	Name of associated corporation	Capacity and nature of interest	Percentage of the associated corporation's issued share capital
Mr. Chu	Art Rich Management Limited ("AR Management") (note (b))	Directly beneficially owned Deemed interest	97% 3%

Notes:

- (a) The entire issued share capital of AR Management is legally and beneficially owned by Mr. Chu as to 97% and Ms. Ng Nai Nar ("Mrs. Chu") as to 3%. By virtue of the SFO, Mr. Chu is deemed to be interested in the 225,000,000 Shares held by AR Management.
- (b) AR Management is a holding company of the Company and is owned as to 97% by Mr. Chu and 3% by Mrs. Chu. Mr. Chu is also deemed to be interested in the shares of AR Management held by Mrs. Chu.

Save as disclosed above, as at 30 September 2020, none of the directors had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

At no time during the period were rights to acquire benefits by means of acquisition of shares in the Company granted to any director or their respective spouses or minor children, or were such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 30 September 2020, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Name	Note	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital
<i>Long positions:</i>				
AR Management	(a)	Directly beneficially owned	225,000,000	38.48%
Mr. Chu	(a)	Through a controlled corporation	225,000,000	38.48%
		Directly beneficially owned	135,520,715	23.18%
			<hr/>	
			360,520,715	61.66%
			<hr/>	
Mrs. Chu	(a)	Through a controlled corporation	225,000,000	38.48%

Notes:

- (a) The entire issued share capital of AR Management is legally and beneficially owned by Mr. Chu as to 97% and Mrs. Chu as to 3%. As spouse, Mr. Chu is deemed to be interested in the shares of AR Management which Mrs. Chu is interested in and Mrs. Chu is also deemed to be interested in the shares of AR Management which Mr. Chu is interested in.

Save as disclosed above, as at 30 September 2020, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

COMPETING BUSINESS

None of the directors of the Company have an interest in a business which competes or may compete with the business of the Group.

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

There were no purchases, redemption or sale of the Company's listed securities by the Company or its subsidiaries during the Current Period.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the six months ended 30 September 2020, the Company had adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Appendix 10 to the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange. The Company also had made specific enquiry of all directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by directors.

CORPORATE GOVERNANCE

To the knowledge of the Board, the Company has complied with all the code provisions in the Code on Corporate Governance Practices (“CG Code”) as set out in Appendix 14 to the Listing Rules for the six months ended 30 September 2020, save for the deviation from the code provision A.2.1 of the CG Code.

Under provision A.2.1 of the CG Code, the role of the Chairman and the Chief Executive Officer should be performed by separate individuals. Mr. Chu Ming Chuan is the Chairman of the Board who provides leadership for the Board. According to A.2.2 and A.2.3 of the CG Code, Mr. Chu Ming Chuan as the Chairman ensures that all directors are properly briefed on issues arising at board meetings, and receive adequate information, both complete and reliable, in a timely manner. The executive Directors of the Company collectively oversee the overall management of the Group in each of their specialised executive fields, which fulfils the function of Chief Executive Officer in substance. Therefore, the Company currently has not appointed its Chief Executive Officer to avoid the duplication of duties.

AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive directors of the Company. The Audit Committee held a meeting on 30 November 2020 and has reviewed with the management the accounting principles and practices adopted by the Group, the interim report and interim financial information of the Group for the Current Period and to give recommendations to the Board.

CHANGE IN DIRECTOR’S INFORMATION

Changes in the information of the director of the Company since the date of the Company’s 2019/2020 annual report are set out below:

Mr. Zhu Taiyu (“Mr. Zhu”)

Mr. Zhu was retired as an independent non-executive director and the member of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 30 September 2020.

Mr. Hong Sijie (“Mr. Hong”)

Mr. Hong was appointed as an independent non-executive director and member of the remuneration committee, the audit committee and the nomination committee of the Company with effect from on 30 September 2020. The biographical details of Mr. Hong are set out in the Company’s announcement dated 30 September 2020.

Mr. Chui Chi Yun, Robert (“Mr. Chui”)

Mr. Chui was appointed as an independent non-executive director of Huiyin Holdings Group Limited (stock code: 1178), the shares of which are traded in the main board of the Stock Exchange of Hong Kong Limited, with effect from 29 October 2020.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

Six months ended 30 September 2020

	Notes	Six months ended 30 September	
		2020 HK\$'000	2019 HK\$'000
REVENUE	4	1,045,990	644,211
Cost of sales		(920,697)	(573,743)
Gross profit		125,293	70,468
Other income	4	1,250	1,955
Selling and distribution costs		(74,270)	(48,765)
General and administrative expenses		(24,764)	(25,300)
Finance costs		(6,156)	(11,868)
PROFIT/(LOSS) BEFORE TAX	5	21,353	(13,510)
Income tax expense	6	(2,199)	1,522
PROFIT/(LOSS) FOR THE PERIOD		19,154	(11,988)
ATTRIBUTE TO:			
Owners of the Company		20,504	(8,770)
Non-controlling interest		(1,350)	(3,218)
		19,154	(11,988)
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	7		
Basic and diluted (HK cents)		3.5	(1.5)
PROFIT/(LOSS) FOR THE PERIOD		19,154	(11,988)
OTHER COMPREHENSIVE INCOME/(LOSS)			
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:			
Exchange differences arising on translation of foreign operations		382	(423)
Debt investment at fair value through other comprehensive income:			
Change in fair value		(497)	(1,028)
		(115)	(1,451)
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD		19,039	(13,439)
ATTRIBUTE TO:			
Owners of the Company		20,389	(10,221)
Non-controlling interest		(1,350)	(3,218)
		19,039	(13,439)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

30 September 2020

	Notes	30 September 2020 HK\$'000 (unaudited)	31 March 2020 HK\$'000 (audited)
NON-CURRENT ASSETS			
Property, plant and equipment		87,575	89,386
Investment properties		1,247,417	1,247,417
Right-of-use assets		38,516	39,704
Equity investments at fair value through other comprehensive income	8	54,078	54,078
Prepayments, deposits and other receivables		25,144	25,144
Club membership		2,240	2,240
Deferred tax assets		503	503
Total non-current assets		1,455,473	1,458,472
CURRENT ASSETS			
Inventories		106,931	258,231
Trade and bills receivables	9	112,292	400,620
Prepayments, deposits and other receivables		20,986	21,476
Debt investments at fair value through other comprehensive income	8	8,245	8,742
Financial assets at fair value through profit or loss	10	7,578	6,088
Pledged deposits and a restricted bank balance		4,316	1,206
Cash and cash equivalents		189,731	196,722
Total current assets		450,079	893,085
CURRENT LIABILITIES			
Trade and other payables and accruals	11	23,783	25,425
Interest-bearing bank borrowings	12	678,034	1,146,416
Lease liabilities		705	731
Tax payable		49,054	47,278
Total current liabilities		751,576	1,219,850
NET CURRENT LIABILITIES		(301,497)	(326,765)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,153,976	1,131,707

Condensed Consolidated Statement of Financial Position

30 September 2020

	30 September 2020 HK\$'000 (unaudited)	31 March 2020 HK\$'000 (audited)
NON-CURRENT LIABILITIES		
Deferred tax liabilities	12,526	12,526
Amount due to non-controlling interest of a subsidiary	276,233	273,003
	288,759	285,529
Net assets	865,217	846,178
EQUITY		
Equity attributable to owners of the Company		
Issued share capital	58,473	58,473
Reserves	795,499	775,110
	853,972	833,583
Non-controlling interest	11,245	12,595
Total equity	865,217	846,178

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

Six months ended 30 September 2020

	Attributable to owners of the Company										Non-controlling interest	Total equity
	Issued capital	Share premium*	Contributed surplus*	Merger reserve*	Legal reserve*	Asset revaluation reserve*	Exchange fluctuation reserve*	Retained profits*	Proposed dividends	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			(note (i))	(note (ii))	(note (iii))						(note (iv))	
At 1 April 2020	58,473	424,931	8,229	(249,726)	46	44,792	(18,269)	565,107	-	833,583	12,595	846,178
Profit for the period	-	-	-	-	-	-	-	20,504	-	20,504	(1,350)	19,154
Other comprehensive income for the period:												
Change in fair value of debt instrument at fair value through other comprehensive income	-	-	-	-	-	(497)	-	-	-	(497)	-	(497)
Exchange differences arising on translation of foreign operations, as restated	-	-	-	-	-	-	382	-	-	382	-	382
Total comprehensive income for the period	-	-	-	-	-	(497)	382	20,504	-	20,389	(1,350)	19,039
At 30 September 2020	58,473	424,931	8,229	(249,726)	46	44,295	(17,887)	585,611	-	853,972	11,245	865,217

	Attributable to owners of the Company										Non-controlling interest	Total equity
	Issued capital	Share premium*	Contributed surplus*	Merger reserve*	Legal reserve*	Asset revaluation reserve*	Exchange fluctuation reserve*	Retained profits*	Proposed dividends	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			(note (i))	(note (ii))	(note (iii))						(note (iv))	
At 1 April 2019	58,473	424,931	8,229	(249,726)	46	39,721	(6,248)	599,474	-	874,900	38,252	913,152
Loss for the period	-	-	-	-	-	-	-	(8,770)	-	(8,770)	(3,218)	(11,988)
Other comprehensive loss for the period:												
Change in fair value of debt instrument at fair value through other comprehensive income	-	-	-	-	-	(1,028)	-	-	-	(1,028)	-	(1,028)
Exchange differences arising on translation of foreign operations	-	-	-	-	-	-	(423)	-	-	(423)	-	(423)
Total comprehensive loss for the period	-	-	-	-	-	(1,028)	(423)	(8,770)	-	(10,221)	(3,218)	(13,439)
At 30 September 2019	58,473	424,931	8,229	(249,726)	46	38,693	(6,671)	590,704	-	864,679	35,034	899,713

Notes:

- (i) The Group's contributed surplus represents the excess of the nominal value of the shares of the subsidiaries acquired pursuant to a group reorganisation (the "Group Reorganisation") prior to the listing of the Company's shares, over the nominal value of the Company's shares issued in exchange therefor.
- (ii) The merger reserve represents (1) the excess of the consideration paid over the net asset value of the subsidiaries acquired pursuant to the Group Reorganisation in the prior year and (2) the difference between the consideration paid and the net assets value of the acquiree arising from the business combination under common control.
- (iii) In accordance with the provisions of the Macau Commercial Code, the Group's subsidiary incorporated in Macau is required to transfer 25% of the annual net profit to the legal reserve before the appropriation of profits to dividends until the reserve equals half of the capital. This reserve is not distributable to the respective shareholders.
- (iv) The Group's non-controlling interest represents the aggregate of (i) 10% of equity interest in subsidiaries, Asiafame Enterprises Limited and Artsun Resources Company Limited, of HK\$10 and (ii) 40% of equity interest in a subsidiary, Profit Sky Corporation Limited of HK\$4.

* These reserve accounts comprise the consolidated reserves of HK\$795,499,000 (30 September 2019: HK\$806,206,000) in the consolidated statement of financial position.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

Six months ended 30 September 2020

	Six months ended 30 September	
	2020 HK\$'000	2019 HK\$'000
NET CASH INFLOW FROM OPERATING ACTIVITIES	462,811	402,962
NET CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES	(4,863)	30,825
NET CASH OUTFLOW FROM FINANCING ACTIVITIES	(465,152)	(439,544)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(7,204)	(5,757)
Cash and cash equivalents at beginning of period	196,722	146,679
Effect of foreign exchange rate changes, net	213	267
CASH AND CASH EQUIVALENTS AT END OF PERIOD	189,731	141,189

NOTES TO FINANCIAL STATEMENT

30 September 2020

1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 8 May 2008. The registered office of the Company is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The principal activities of the Group are the procurement of dried cassava chips in Southeast Asian countries and the sales of dried cassava chips in Mainland China and Thailand and the hotel operations in the Mainland China.

In the opinion of the directors, the ultimate holding company of the Company is Art Rich Management Limited which is incorporated in the British Virgin Islands.

2. ACCOUNTING POLICIES AND BASIS OF PRESENTATION

These interim condensed consolidated financial information have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), and the disclosure requirements set out in Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange. The accounting policies and basis of preparation adopted in the preparation of the interim condensed consolidated financial statements are the same as those used in the annual financial statements for the year ended 31 March 2020, except for the adoption of certain new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) (which also include HKASs and Interpretation) for the first time in the current period as disclosed in note 2.1 below.

2.1 Changes in accounting policies and disclosures

In the current period, the Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

Amendment to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform
Amendments to HKAS 1 and HKAS 8	Definition of Material

The adoption of the other new and revised HKFRSs has had no significant financial effect on the unaudited condensed interim financial statements of the Group.

3. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the procurement and sale of dried cassava chips segment engages in the procurement and sale of dried cassava chips;
- (b) the property investment segment invests in office space and industrial properties for its rental income potential; and
- (c) the hotel operations segment engages in hotel operations in the PRC.

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that interest income, finance costs, as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude cash and cash equivalents, pledged deposits and a restricted bank balance, equity instrument at fair value through other comprehensive income, debt instrument at fair value through other comprehensive income, financial assets at fair value through profit or loss, other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable, deferred tax liabilities and other unallocated head office and corporate assets as these liabilities are managed on a group basis.

Notes to Financial Statement

30 September 2020

3. SEGMENT INFORMATION (Continued)

	Procurement and sales of dried cassava chips HK\$'000	Property investment HK\$'000	Hotel operation HK\$'000	Total HK\$'000
Six months ended 30 September 2020				
Segment revenue:				
Sales to external customers	1,032,119	-	-	1,032,119
Gross rental income	-	3,565	-	3,565
Hotel room revenue, food and beverage	-	-	10,306	10,306
Total	1,032,119	3,565	10,306	1,045,990
Segment results	24,483	3,257	695	28,435
Interest and unallocated gains				1,250
Corporate and other unallocated expenses				(2,176)
Finance costs				(6,156)
Profit before tax				21,353
Other segment information:				
Depreciation of property, plant and equipment	1,474	935	162	2,571
Depreciation of right-of-use assets	405	762	21	1,188
Capital expenditure	760	-	-	760

	Procurement and sales of dried cassava chips HK\$'000	Property investment HK\$'000	Hotel operation HK\$'000	Total HK\$'000
Six months ended 30 September 2019				
Segment revenue:				
Sales to external customers	631,205	-	-	631,205
Gross rental income	-	2,582	-	2,582
Hotel room revenue, food and beverage	-	-	10,424	10,424
Total	631,205	2,582	10,424	644,211
Segment results	(1,045)	(98)	(107)	(1,250)
Interest and unallocated gains				1,955
Corporate and other unallocated expenses				(2,347)
Finance costs				(11,868)
Loss before tax				(13,510)
Other segment information:				
Depreciation of property, plant and equipment	1,430	910	166	2,506
Depreciation of right-of-use assets	410	768	23	1,201
Capital expenditure	-	-	-	-

Notes to Financial Statement

30 September 2020

3. SEGMENT INFORMATION (Continued)

	Procurement and sales of dried cassava chips HK\$'000	Property investment HK\$'000	Hotel operation HK\$'000	Total HK\$'000
As at 30 September 2020				
Segment assets	219,806	1,285,235	72,634	1,577,675
Corporate and other unallocated assets				<u>327,877</u>
Total assets				<u><u>1,905,552</u></u>
Segment liabilities	255,793	712,765	10,743	979,301
Corporate and other unallocated liabilities				<u>61,034</u>
Total liabilities				<u><u>1,040,335</u></u>

	Procurement and sales of dried cassava chips HK\$'000	Property investment HK\$'000	Hotel operation HK\$'000	Total HK\$'000
As at 31 March 2020				
Segment assets	663,004	1,286,471	73,726	2,023,201
Corporate and other unallocated assets				<u>328,356</u>
Total assets				<u><u>2,351,557</u></u>
Segment liabilities	720,142	713,096	10,859	1,444,097
Corporate and other unallocated liabilities				<u>61,282</u>
Total liabilities				<u><u>1,505,379</u></u>

Notes to Financial Statement

30 September 2020

3. SEGMENT INFORMATION (Continued)

Geographical information

(a) Revenue from external customers

	Six months ended 30 September	
	2020 HK\$'000	2019 HK\$'000
Hong Kong	3,565	2,582
Mainland China	1,042,425	641,629
	1,045,990	644,211

The revenue information above is based on the location of the customers.

(b) Non-current assets

	30 September 2020 HK\$'000	31 March 2020 HK\$'000
	Hong Kong	1,311,886
Mainland China	60,743	61,314
Thailand	26,023	26,845
	1,398,652	1,401,651

The information of the remaining non-current asset above is based on the location of assets and excludes financial instruments and deferred tax assets.

Notes to Financial Statement

30 September 2020

4. REVENUE AND OTHER INCOME

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

An analysis of revenue for six months ended 30 September 2019 and 2020 is as follows:

	2020 HK\$'000	2019 HK\$'000
Revenue		
Sales of dried cassava chips	1,032,119	631,205
Hotel room revenue, food and beverage	10,306	10,424
Gross rental income	3,565	2,582
	1,045,990	644,211

An analysis of other income for six months ended 30 September 2019 and 2020 is as follows:

	2020 HK\$'000	2019 HK\$'000
Other income		
Bank interest income	189	1,185
Others	1,061	770
	1,250	1,955

5. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax for six months ended 30 September 2019 and 2020 is arrived at after charging/(crediting):

	2020 HK\$'000	2019 HK\$'000
Cost of inventories sold	917,287	570,633
Depreciation	2,571	2,506
Depreciation of right-of-use assets	1,188	1,201
Employee benefit expenses (including directors' remuneration):		
Wages and salaries	13,320	13,355
Pension scheme contributions*	623	681
	13,943	14,036
Rental income on investment properties less direct operating expense of HK\$205,000 (2019: HK\$199,000)	(3,360)	(2,383)

6. INCOME TAX

Hong Kong profits tax has been provided at the rates of 16.5% (2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

	2020 HK\$'000	2019 HK\$'000
Current – Hong Kong	2,199	–
Over-provision in prior year	–	(1,522)
	2,199	(1,522)

7. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share amounts is based on the profit for the six months ended 30 September 2020 and 2019 attributable to ordinary equity holders of the Company and the weighted average number of 584,726,715 (2019: 584,726,715) ordinary shares in issue during the period.

No adjustment has been made to the basic earnings per share amounts presented for the six months ended 30 September 2020 and 2019 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during those periods.

8. INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	30 September 2020 HK\$'000	31 March 2020 HK\$'000
Debt investments at fair value through other comprehensive income: Listed debt securities	8,245	8,742
Equity investments at fair value through other comprehensive income: Changting China Newtown Plaza Development Co., Limited 臨沂雅禾新置業有限公司	34,183 19,895	34,183 19,895
	54,078	54,078

Notes: The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

Notes to Financial Statement

30 September 2020

9. TRADE AND BILLS RECEIVABLES

It is the Group's policy that all customers who wish to trade with the Group to provide the Group with irrecoverable letters of credit issued by reputable banks, with terms within 90 days to 180 days at sight, or by cash on delivery. Credit limits are set for individual customers. The Group seeks to maintain tight control over its outstanding receivables in order to minimise credit risk.

An aged analysis of the Group's trade and bills receivable as at the end of the reporting period, based on the invoice date, is as follows:

	30 September 2020 HK\$'000	31 March 2020 HK\$'000
Within 30 days	107,135	303,496
30 – 60 days	321	88,895
61 – 90 days	1,914	4,435
Over 90 days	2,922	3,794
	112,292	400,620

Receivables that were neither past due nor impaired relate to customers for whom there was no recent history of default.

10. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	30 September 2020 HK\$'000	31 March 2020 HK\$'000
Listed equity securities, at fair value	4,273	3,411
Other unlisted fund investments, at fair value	3,305	2,677
	7,578	6,088

The above equity investments were classified as financial assets at fair value through profit or loss as they were held for trading.

The above unlisted fund investments were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

11. TRADE AND OTHER PAYABLES AND ACCRUALS

	30 September 2020 HK\$'000	31 March 2020 HK\$'000
Trade payables	6,654	6,757
Other payables	3,765	3,883
Contract liabilities	4,524	5,827
Accrued liabilities	5,419	5,627
Rental deposits received	3,421	3,331
	23,783	25,425

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	30 September 2020 HK\$'000	31 March 2020 HK\$'000
Within 1 month	6,654	6,757

Trade and other payables are non-interest-bearing and have an average term of three months.

12. INTEREST-BEARING BANK BORROWINGS

Included in the Group's bank loans was a secured loan of HK\$436,000,000 (31 March 2020: HK\$436,000,000) which, pursuant to the loan agreement, is repayable based on the following time-table:

	30 September 2020 HK\$'000	31 March 2020 HK\$'000
Within 1 year	4,000	4,000
Within the second to fifth years, inclusive	24,000	24,000
After fifth year	408,000	408,000
	436,000	436,000

However, as the loan agreement contains a repayment on demand clause, the loan was included within current interest-bearing bank borrowings and analysed into bank loans repayable within one year or on demand in accordance with the HKFRSs.

Notes to Financial Statement

30 September 2020

13. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the period:

	Notes	Six months ended 30 September	
		2020 HK\$'000	2019 HK\$'000
Rental expenses paid to related companies*	(i)	642	642
Rental expenses paid to a director	(i)	79	79

* A director of the Company is the controlling shareholder of these related companies.

Notes:

(i) The rental expenses were determined based on prevailing market rent.

14. APPROVAL OF THE FINANCIAL STATEMENTS

These condensed financial statements were approved and authorised for issue by the board of directors on 30 November 2020.