

VIN PEARL GLOBAL VIETNAM LIMITED

REPORTS

AND

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2020

**LOUIS LAI & LUK CPA LIMITED
CERTIFIED PUBLIC ACCOUNTANTS**

VIN PEARL GLOBAL VIETNAM LIMITED

CONTENTS

	PAGES
REPORT OF THE DIRECTORS	1 - 2
INDEPENDENT AUDITOR'S REPORT	3 - 6
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	7
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	8 - 9
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	10
CONSOLIDATED STATEMENT OF CASH FLOWS	11 - 12
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	13 - 43

VIN PEARL GLOBAL VIETNAM LIMITED

REPORT OF THE DIRECTORS

The directors present their annual report and the annual audited consolidated financial statements of the Company for the year ended March 31, 2020.

PRINCIPAL ACTIVITY

The principal activity of the Company is investment holding. The principle activity of the subsidiary is set out in Note (22a) to the consolidated financial statements.

FINANCIAL STATEMENTS AND APPROPRIATIONS

The financial performance of the Company and its subsidiary (the "Group") for the year ended March 31, 2020 and the financial position of the Group are set out in the consolidated financial statement on page 7 to 9.

The directors do not recommend the payment of any dividend for the year.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment are set out in Note (10) to the consolidated financial statements.

SHARE CAPITAL

Details of share capital of the Company are set out in Note (21) to the consolidated financial statements.

DIRECTORS

(a) Directors of the Company

The directors of the Company during the year and up to the date of this report were:

Deepak Kumar SETH	
Pulkit SETH	
Sweta AGARWAL	
Gurusankar GURUMOORTHY	(Appointed on July 10, 2019)
Frank Petrus SMITS	(Resigned on July 10, 2019)

In accordance with Article 22 of the Company's Articks of Association, all directors continue in office for the ensuing year.

(b) Directors of the Company's subsidiary

The directors of the subsidiary during the year and up to the date of this report were:

Deepak Kumar SETH	
Shefali SETH	
Sweta AGARWAL	
Gurusankar GURUMOORTHY	(Appointed on May 7, 2019)
Pulkit SETH	

VIN PEARL GLOBAL VIETNAM LIMITED

REPORT OF DIRECTORS (CONT'D)

MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Except for the related party transactions as disclosed in Note (24) to the consolidated financial statements, no transactions, arrangements or contracts of significance to which the Company's holding companies, subsidiary or fellow subsidiaries was a party and in which a director of the Company or an entity connected with a director had a material interest, whether directly or indirectly, subsisted during or at the end of the financial year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its ultimate holding company or fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company or its subsidiary were entered into or existed during the year.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the directors was in force during the year and up to the date of this report.

BUSINESS REVIEW

No business review is presented as the Company has been able to claim an exemption under section 388(3) of the Hong Kong Companies Ordinance (Cap. 622) since the Company is a wholly owned subsidiary of another body corporate as at the end of reporting period.

AUDITORS

The Company's auditors, Messrs. Louis Lai & Luk CPA Limited, retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board



Deepak Kumar SETH
Chairman

Hong Kong,

LOUIS LAI & LUK CPA LIMITED CERTIFIED PUBLIC ACCOUNTANTS
黎劍民、陸永熙會計師事務所有限公司

LOUIS K.M. LAI FCCA CPA 黎劍民會計師

LUK WING HAY FCCA CPA (PRACTISING) 陸永熙會計師

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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBER OF
VIN PEARL GLOBAL VIETNAM LIMITED
(incorporated in Hong Kong with limited liability)**

Opinion

We have audited the consolidated financial statements of Vin Pearl Global Vietnam Limited (the "Company") and its subsidiary ("the Group") set out on pages 7 to 43, which comprise the consolidated statement of financial position as at March 31, 2020, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note (2b) in the financial statements, which indicates that the Group had a capital deficiency of US\$1,985,637 as at March 31, 2020. As stated in Note (2b), these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Notwithstanding these conditions, the going concern basis has been adopted because the ultimate holding company has agreed to provide adequate funds for the Group to meet its liabilities as they fall due. Our opinion is not modified in respect of this matter.

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**INDEPENDENT AUDITOR'S REPORT (CONT'D)
TO THE MEMBER OF
VIN PEARL GLOBAL VIETNAM LIMITED
(incorporated in Hong Kong with limited liability)**

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the directors' report but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

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**INDEPENDENT AUDITOR'S REPORT (CONT'D)
TO THE MEMBER OF
VIN PEARL GLOBAL VIETNAM LIMITED
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Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance (Cap.622) and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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**INDEPENDENT AUDITOR'S REPORT (CONT'D)
TO THE MEMBER OF
VIN PEARL GLOBAL VIETNAM LIMITED
(incorporated in Hong Kong with limited liability)**

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Cont'd)

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

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



Louis Lai & Luk CPA Limited
Certified Public Accountants

Luk Wing Hay
Practising Certificate Number P01623

Hong Kong, June 26, 2020.

VIN PEARL GLOBAL VIETNAM LIMITED
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED MARCH 31, 2020

	<u>NOTES</u>	<u>2020</u>	<u>2019</u>
		US\$	US\$
REVENUE	(5)	16,132,925	12,533,877
COST OF SALES		<u>(14,686,690)</u>	<u>(12,764,976)</u>
GROSS PROFIT/(LOSS)		1,446,235	(231,099)
OTHER INCOME AND GAIN	(5)	68,109	93,353
STAFF COSTS		(646,724)	(610,288)
OTHER OPERATING EXPENSES		<u>(772,988)</u>	<u>(576,833)</u>
PROFIT/(LOSS) FROM OPERATION		94,632	(1,324,867)
FINANCE COSTS	(6)	<u>(69,903)</u>	<u>(46,681)</u>
PROFIT/(LOSS) BEFORE TAXATION	(7)	24,729	(1,371,548)
TAXATION	(9)	<u>-</u>	<u>-</u>
PROFIT/(LOSS) FOR THE YEAR		24,729	(1,371,548)
OTHER COMPREHENSIVE (LOSS)/INCOME			
- Exchange difference on translating foreign operations		<u>(15,469)</u>	<u>26,644</u>
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		<u>9,260</u>	<u>(1,344,904)</u>

THE NOTES ON PAGES 13 TO 43 FORM AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.

VIN PEARL GLOBAL VIETNAM LIMITED
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT MARCH 31, 2020

	<u>NOTES</u>	<u>2020</u>	<u>2019</u>
		US\$	US\$
Non-Current Assets			
Property, plant and equipment	(10)	1,440,132	1,475,314
Long term prepayment		143,261	136,693
Goodwill	(11)	1,932,750	1,932,750
		3,516,143	3,544,757
Current Assets			
Inventories	(12)	2,680,362	1,142,562
Prepayment		239,885	148,426
Trade deposit paid		225,322	3,517
Trade and other receivables	(13)	3,758,175	1,445,749
Cash and cash equivalents		171,939	231,021
		7,075,683	2,971,275
Current Liabilities			
Amount due to ultimate holding company	(14)	1,869	17,918
Amount due to immediate holding company	(14)	4,066,817	1,820,158
Amounts due to fellow subsidiaries	(14)	269,448	284,147
Loan from immediate holding company	(15)	-	760,248
Trade and other payables	(16)	4,336,499	4,306,027
Obligation under finance lease	(17)	4,009	23,007
Secured bank borrowings	(18)	2,680,420	661,597
Unsecured bank borrowing	(19)	-	346,460
		11,359,062	8,219,562
Net Current Liabilities		<u>(4,283,379)</u>	<u>(5,248,287)</u>
Total Assets Less Current Liabilities		<u>(767,236)</u>	<u>(1,703,530)</u>

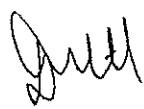
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VIN PEARL GLOBAL VIETNAM LIMITED
CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONT'D)
AS AT MARCH 31, 2020


	<u>2020</u>	<u>2019</u>
	US\$	US\$
Non-Current Liabilities		
Employee benefits obligation (20)	91,690	71,732
Loan from immediate holding company (15)	1,123,672	215,800
Obligation under finance lease (17)	3,039	3,835
	1,218,401	291,367
NET LIABILITIES	(1,985,637)	(1,994,897)
DEFICIT		
Share capital (21)	12,000	12,000
Accumulated losses	(2,008,564)	(2,033,293)
Translation reserves	10,927	26,396
TOTAL DEFICIT	(1,985,637)	(1,994,897)

APPROVED BY THE BOARD OF DIRECTORS ON
 BEHALF OF THE BOARD BY:

AND SIGNED ON



Deepak Kumar SETH
 Director



Pulkit SETH
 Director

THE NOTES ON PAGES 13 TO 43 FORM AN INTEGRAL PART OF THESE
 CONSOLIDATED FINANCIAL STATEMENTS.

VIN PEARL GLOBAL VIETNAM LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2020

	Attributable to owner of the Company			
	<u>Share capital</u>	<u>Translation reserve</u>	<u>Accumulated losses</u>	<u>Total</u>
	US\$	US\$	US\$	US\$
At April 1, 2018	12,000	(248)	(661,745)	(649,993)
Loss for the year	-	-	(1,371,548)	(1,371,548)
Other comprehensive income for the year	-	26,644	-	26,644
At March 31, 2019	12,000	26,396	(2,033,293)	(1,994,897)
Profit for the year	-	-	24,729	24,729
Other comprehensive loss for the year	-	(15,469)	-	(15,469)
At March 31, 2020	12,000	10,927	(2,008,564)	(1,985,637)

THE NOTES ON PAGES 13 TO 43 FORM AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.

VIN PEARL GLOBAL VIETNAM LIMITED
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2020

	<u>2020</u>	<u>2019</u>
	US\$	US\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit/(Loss) before taxation	24,729	(1,371,548)
Adjustment for:		
Loss/(gain) on disposal of plant and equipments	580	(2,884)
Employee benefits expenses	43,416	-
Impairment loss on inventories	32,287	-
Bank interest expenses	69,903	46,681
Amortisation of long-term prepayment	81,929	65,234
Depreciation of property, plant and equipment	<u>188,917</u>	<u>182,657</u>
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES		
	441,761	(1,079,860)
Payments for long-term prepayment	(89,591)	(75,499)
Increase in inventories	(1,570,087)	(484,804)
Increase in prepayment	(91,459)	(27,153)
(Increase)/Decrease in trade deposit paid	(221,805)	38,190
Increase in trade and other receivables	(2,312,426)	(602,275)
Increase in amount due to immediate holding company	2,246,659	30,000
(Decrease)/Increase in amount due to ultimate holding company	(16,049)	12,584
(Decrease)/Increase in amount due to fellow subsidiaries	(14,699)	152,000
Increase in trade and other payables	<u>30,472</u>	<u>3,189,088</u>
CASH (USED IN)/GENERATED FROM OPERATIONS		
	(1,597,224)	1,152,271
Bank interest paid	(69,903)	(46,681)
Payments for employee benefits obligations	<u>(22,781)</u>	<u>-</u>
Net cash (used in)/from operating activities	<u>(1,689,908)</u>	<u>1,105,590</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments to acquire property, plant and equipment	(172,467)	(303,693)
Proceeds from disposal of property, plant and equipment	<u>2,800</u>	<u>2,884</u>
Net cash used in investing activities	<u>(169,667)</u>	<u>(300,809)</u>

THE NOTES ON PAGES 13 TO 43 FORM AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.

VIN PEARL GLOBAL VIETNAM LIMITED
CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)
FOR THE YEAR ENDED MARCH 31, 2020

	<u>2020</u>	<u>2019</u>
	US\$	US\$
CASH FLOWS FROM FINANCING ACTIVITIES		
Net proceeds from/(repayment for) loan from immediate holding company	147,624	(939,878)
Repayment for obligation under finance lease	(19,794)	(38,949)
Net proceeds from/(repayment for) secured bank borrowings	-	(107,975)
Proceeds from secured bank borrowings	9,891,030	-
Repayment of secured bank borrowings	(7,872,207)	-
(Repayment for)/proceeds from unsecured bank borrowing	<u>(346,460)</u>	<u>346,460</u>
Net cash from/(used in) financing activities	<u>1,800,193</u>	<u>(740,342)</u>
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(59,382)	64,439
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	231,021	106,706
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	<u>300</u>	<u>59,876</u>
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	<u><u>171,939</u></u>	<u><u>231,021</u></u>

THE NOTES ON PAGES 13 TO 43 FORM AN INTEGRAL PART OF THESE CONSOLIDATED FINANCIAL STATEMENTS.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL

Vin Pearl Global Vietnam Limited (the "Company") is a company incorporated in Hong Kong with limited liability. Its principal activity is investment holding. The address of its registered office is Room 1801, 18/F., Kimberland Centre, No. 55 Wing Hong Street, Cheung Sha Wan, Kowloon. The directors consider that the ultimate holding company and immediate holding company are Pearl Global Industries Limited and Pearl Global (HK) Limited respectively. The ultimate holding company and immediate holding company are incorporated in India and Hong Kong respectively. The shares of the ultimate holding company are listed on the Bombay Stock Exchange and National Stock Exchange in India.

2. PRINCIPAL ACCOUNTING POLICIES

a. Basis of Preparation

These consolidated financial statements have been prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRS(s)") (which also include Hong Kong Accounting Standards ("HKAS(s)") and Interpretations ("Int(s)")) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared under the historical cost convention and are presented in United States Dollars ("US\$"), which is also the Company's functional and presentation currency.

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 judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note (4) to the consolidated financial statements.

b. Going Concern

The Group had a capital deficiency of US\$1,985,637 as at March 31, 2020. Notwithstanding these conditions, the going concern basis has been adopted because the ultimate company has agreed to provide adequate funds for the Company to meet its liabilities as they fall due.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. PRINCIPAL ACCOUNTING POLICIES (CONT'D)

c. Basis of Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to March 31, 2020. Subsidiary is an entity over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

Subsidiary is consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balance and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiary have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the period between non-controlling interests and the shareholders of the Company.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of the controlling and non-controlling interests within consolidated equity to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest are adjusted and the fair value of the consideration paid or received recognised directly in equity and attributed to the owners of the Company.

In the Company's statement of financial position, the interest in a subsidiary is stated at cost less impairment losses, unless the investment is classified as held for sale. The results of subsidiary are accounted for by the Company on the basis of dividends received and receivable.

VIN PEARL GLOBAL VIETNAM LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. PRINCIPAL ACCOUNTING POLICIES (CONT'D)

d. Changes in Accounting Policies and Disclosures

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's financial statements:

- (i) HKFRS 16, *Leases*
- (ii) HK(IFRIC)-Int 23, *Uncertainty over Income Tax Treatments*
- (iii) Amendments to HKFRS 9, *Prepayment Features with Negative Compensation*
- (iv) Amendments to HKAS 19, *Plan Amendment, Curtailment or Settlement*
- (v) Amendments to HKAS 28, *Long-term Interests in Associates and Joint Ventures*
- (vi) Amendments to HKFRSs *Annual Improvements to HKFRSs 2015-2017 Cycle*

None of the developments have had a material effect on how the Group's results and financial position of the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

e. Property, Plant and Equipment

Property, plant and equipment except land, are stated at cost less aggregate depreciation and aggregate identified impairment loss, if any.

Depreciation is provided to write off the cost less residual value of property, plant and equipment over its expected useful lives.

Land use rights	30 years
Buildings and structures	10-25 years
Machineries	5-10 years
Motor vehicles	8 years
Office equipment	3-4 years
Computer software	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

When assets are sold or otherwise disposed of, their carrying amounts are written off from the consolidated financial statements and any resulting gain or loss is included in the consolidated statement of profit or loss and other comprehensive income.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. PRINCIPAL ACCOUNTING POLICIES (CONT'D)

f. Goodwill

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at the end of the reporting period.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

g. Inventories

Inventories are assets which are held for sale in the ordinary course of business.

Inventories are carried at the lower of cost and net realisable value, after making due allowance for any obsolete or slow moving items.

Net realisable value is based on estimated selling prices less any further costs expected to be incurred. When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. PRINCIPAL ACCOUNTING POLICIES (CONT'D)

h. Impairment of Non-Financial Assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets and non-current assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss and other comprehensive income in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss and other comprehensive income in the period in which it arises, (only if there are revalued assets in the consolidated financial statements) unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

i. Financial Instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. PRINCIPAL ACCOUNTING POLICIES (CONT'D)

i. Financial Instruments (Cont'd)

(i) Financial assets (Cont'd)

The Group's financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss ("ECLs") on trade receivables and financial assets measured at amortised cost. The ECLs are measured on either of the following bases:

- (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and
- (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group has elected to measure loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12 months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. PRINCIPAL ACCOUNTING POLICIES (CONT'D)

i. Financial Instruments (Cont'd)

(iii) Financial liabilities

The Groups' financial liabilities are initially measured at fair value, net of directly attributable cost incurred and are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9/HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

(vi) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. PRINCIPAL ACCOUNTING POLICIES (CONT'D)

j. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are also included as a component of cash and cash equivalents for the purpose of the cash flow statement.

k. Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

l. Revenue Recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Company's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Company performs; or
- does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. PRINCIPAL ACCOUNTING POLICIES (CONT'D)

1. Revenue Recognition (Cont'd)

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Company and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Company, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

Sales of goods

Revenue from sales of goods is recognised when the customers have obtained control of the goods, being when the goods are delivered to the respective customers' specific locations and have been accepted by the customers, and the corresponding trade receivable are recognised as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. There is generally only one performance obligation.

Further details of the Group's other income recognition policies are as follows:

- Interest income from bank deposit is accrued on a time proportion basis on the principal outstanding and at the rate applicable.
- Other income is recognised on a receipt basis.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. PRINCIPAL ACCOUNTING POLICIES (CONT'D)

m. Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income and expense that are taxable or deductible in other years, and it further excludes items that are never taxable and deductible.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of specific assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax, if material, is charged or credited in the consolidated statement of profit or loss and other comprehensive income.

For the purposes of measuring deferred tax for leasing transactions in which the Company recognized the right-of use assets and the related leased liabilities, the Company first determines whether the tax deductions are attributable to the right-of-use or the lease liabilities.

For the leasing transactions in which the tax deductions are attributable to the lease liabilities, the Company applies HKAS 12 Income Taxes requirements to right-of use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognized at initial recognized and over the lease terms due to application of the initial recognition exemption.

n. Borrowing Costs

Interest and other borrowing costs incurred in connection with the borrowing of funds are recognised as expenses in the period in which they are incurred.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. PRINCIPAL ACCOUNTING POLICIES (CONT'D)

o. Employee Benefits Obligation

The severance allowance for employees is accrued at the end of each reporting period for all employees having worked at the Company for full 12 months and above. Working time serving as the basis for calculating severance allowance shall be the total actual working time subtracting the time when the employees have made unemployment insurance contributions as prescribed by law, and the working time when severance allowance has been paid to the employees. The allowance made for each year of service equals to a half of an average monthly salary under the Vietnamese Labour Code, Social Insurance Code and relevant guiding documents. The average monthly salary used for calculation of severance allowance shall be adjusted to be the average of the 6 consecutive months nearest to the date of the financial statements at the end of each reporting period. The increase or decrease in the accrued amount shall be recorded in the consolidated statement of profit or loss and other comprehensive income.

p. Translation of Foreign Currency

(i) Functional and presentation currency

Items included in the consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in United States Dollars ("US\$"), which is the Group's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss and other comprehensive income.

VIN PEARL GLOBAL VIETNAM LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. PRINCIPAL ACCOUNTING POLICIES (CONT'D)

p. Translation of Foreign Currency (Cont'd)

(iii) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the exchange rate adopted by the directors which is closely commensurate with the prevailing year-end exchange rates at the date of that statement of financial position;
- (ii) income and expenses for each income statement are translated at the exchange rate adopted by the directors which is closely commensurate with the prevailing average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to other comprehensive income. When a foreign operation is partially disposed of or sold, such exchange differences are recognised in the consolidated statement of profit or loss and other comprehensive income as part of the gain or loss on sale.

q. Related Parties

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

- (A) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or a parent of the Group.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. PRINCIPAL ACCOUNTING POLICIES (CONT'D)

q. Related Parties (Cont'd)

(B) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (A).
- (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the group or to the group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

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

3. CAPITAL MANAGEMENT

The Group's objectives when managing capital are:

- (i) To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;
- (ii) To support the Group's stability and growth; and
- (iii) To provide capital for the purpose of strengthening the Group's risk management capability.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt. No changes in the objectives, policies or processes for managing capital were made during the years ended March 31, 2020 and March 31, 2019.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Revenue from contracts with customers

The Group assesses its revenue arrangements against specific criteria, i.e. whether it has exposure to the significant risks and rewards associated with the sale of goods & rendering of services, in order to determine if it is acting as a principal or as an agent. The Group has concluded that it is operating on a principal to principal basis in all its revenue arrangements.

The Group applies judgement to determine whether each product or service promised to a customer are capable of being distinct, and are distinct in the context of contract, if not the promised services are combined and accounted as a single performance obligation.

For performance obligation where control is transferred over the time, revenues are recognised by measuring progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgement and is based on the nature of the promised service to be rendered.

Provision for expected credit loss on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision matrix calculates ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

Depreciation on plant and equipment

Depreciation on the Group's plant and equipment is calculated using the straight-line method to allocate cost up to residual values over the estimated useful lives of the assets. Management reviews the useful lives and residual values periodically to ensure that the method and rate of depreciation are consistent with the expected pattern of realisation of economic benefits rates of depreciation are consistent with the expected pattern of realization of economic benefits from plant and equipment. The accounting estimate of the useful lives of plant and equipment is based on historical experience, taking into account anticipated technological changes.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. REVENUE, OTHER INCOME AND GAINS

	<u>2020</u>	<u>2019</u>
	US\$	US\$
Revenue, other income and gains recognised during the year are as follow:		
Revenue		
Sales	16,132,925	12,533,877
	-----	-----
Other income and gains		
Foreign exchange gains, net	36	50
Financial income	36,868	78,015
Gain on disposal of property, plant and equipment	-	2,884
Sundry income	31,205	12,404
	-----	-----
	68,109	93,353
	-----	-----
	<u>16,201,034</u>	<u>12,627,230</u>

6. FINANCE COSTS

	<u>2020</u>	<u>2019</u>
	US\$	US\$
Bank loan interest expenses	69,903	46,681
	=====	=====

7. PROFIT/(LOSS) BEFORE TAXATION

	<u>2020</u>	<u>2019</u>
	US\$	US\$
Profit/(Loss) before taxation is stated after charging/(crediting):		
Loss/(Gain) on disposal of property, plant and equipment	580	(2,884)
Amortisation of long-term prepayment	81,929	65,234
Depreciation #	188,917	182,657
Impairment loss on inventories	32,287	-
Staff costs (including directors' remuneration)		
- Salaries and allowance*	6,026,215	5,649,980
	=====	=====

Depreciation of US\$188,917 (2019: US\$182,657) has been charged to cost of sales in the consolidated statement of profit or loss and other comprehensive income.

* Salaries of US\$5,379,491 (2019: US\$5,039,692) has been charged to cost of sales in the consolidated statement of profit or loss and other comprehensive income, US\$646,724 (2019: US\$610,288) has been charged to staff costs in the consolidated statement of profit or loss and other comprehensive income.

VIN PEARL GLOBAL VIETNAM LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

8. DIRECTORS' REMUNERATION

No fees or other emoluments were paid or payable to the directors during the year (2019: Nil).

9. TAXATION

Hong Kong profits tax has not been provided since the Company has no assessable profit for the year. The subsidiary was not obliged to pay corporate income tax expense in Vietnam as there was no taxable income in the year.

- a. The tax charge for the year can be reconciled to the loss per consolidated statement of profit or loss and other comprehensive income as follows:

	<u>2020</u>	<u>2019</u>
	US\$	US\$
Profit/(Loss) before taxation	24,729	(1,371,548)
Tax at the domestic income tax rate	7,009	(325,543)
Tax effect of expenses not deductible	28,163	-
Utilisation of tax loss	(36,776)	-
Tax effect of tax loss not recognised	<u>1,604</u>	<u>325,543</u>
Tax charge for the year	<u>-</u>	<u>-</u>

- b. No deferred tax has been recognised in the financial statements on the grounds that the Company has no taxable/deductible temporary differences during the current year and prior year.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. PROPERTY, PLANT AND EQUIPMENT

	<u>Land use right</u>		<u>Leasehold building</u>		<u>Buildings and structures</u>		<u>Machinery</u>		<u>Motor vehicles</u>		<u>Office equipment</u>		<u>Computer software</u>		<u>Construction in progress</u>		<u>Total</u>		
	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	
<u>Cost</u>																			
At 1/4/2018	55,497	133,967	1,024,733	1,384,136	107,935	100,054	10,265	-	-	-	-	-	-	-	-	-	2,816,587		
Addition	-	-	89,621	151,325	-	32,487	-	-	-	-	-	-	-	-	30,260	-	303,693		
Disposal	-	-	-	(73,005)	-	-	-	-	-	-	-	-	-	-	-	-	(73,005)		
Reclassification	-	(133,967)	-	127,799	1,915	4,253	-	-	-	-	-	-	-	-	-	-	-		
Exchange realignment	(1,384)	-	(25,563)	(37,717)	(2,740)	(2,602)	(256)	-	-	-	-	-	-	-	-	-	(70,262)		
At 31/3/2019	54,113	-	1,088,791	1,552,538	107,110	134,192	10,009	-	-	-	-	-	-	-	30,260	-	2,977,013		
Addition	-	-	36,588	96,751	-	25,031	14,097	-	-	-	-	-	-	-	-	-	172,467		
Transfer	-	-	18,729	-	-	-	9,398	-	-	-	-	-	-	-	(28,127)	-	-		
Disposal	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(3,759)		
Exchange realignment	(598)	-	(12,041)	(17,170)	(1,185)	(1,484)	(111)	-	-	-	-	-	-	-	(335)	-	(32,924)		
At 31/3/2020	53,515	-	1,132,067	1,632,119	105,925	153,980	33,393	-	-	-	-	-	-	-	1,798	-	3,112,797		
<u>Accumulated Depreciation</u>																			
AT	26,947	30,699	434,434	858,695	20,302	48,394	10,265	-	-	-	-	-	-	-	-	-	1,429,736		
Charge for the year	1,723	-	58,592	95,098	11,500	15,744	-	-	-	-	-	-	-	-	-	-	182,657		
Written back on disposal	-	-	-	(73,005)	-	-	-	-	-	-	-	-	-	-	-	-	(73,005)		
Reclassification	-	(30,699)	2,685	23,837	(1,696)	5,873	-	-	-	-	-	-	-	-	-	-	-		
Exchange realignment	(691)	-	(11,553)	(23,069)	(592)	(1,528)	(256)	-	-	-	-	-	-	-	-	-	(37,689)		
At 31/3/2019	27,979	-	484,158	881,556	29,514	68,483	10,009	-	-	-	-	-	-	-	-	-	1,501,699		
Charge for the year	1,692	-	65,257	97,784	11,304	12,481	399	-	-	-	-	-	-	-	-	-	188,917		
Disposal	-	-	-	-	-	(379)	-	-	-	-	-	-	-	-	-	-	(379)		
Exchange realignment	(317)	-	(5,686)	(10,247)	(383)	(820)	(119)	-	-	-	-	-	-	-	-	-	(17,572)		
At 31/3/2020	29,354	-	543,729	969,093	40,435	79,765	10,289	-	-	-	-	-	-	-	-	-	1,672,665		
<u>Net Carrying Amount</u>																			
At 31/3/2020	24,161	-	588,338	663,026	65,490	74,215	23,104	-	-	-	-	-	-	-	1,798	-	1,440,132		
At 31/3/2019	26,134	-	604,633	670,982	77,596	65,709	-	-	-	-	-	-	-	-	30,260	-	1,475,314		

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

- (1) As at March 31, 2020, land use right of net carrying amount of US\$24,161 (2019: US\$26,134) and part of the machineries are pledged to secure the bank borrowings as disclosed in Note (18) to the consolidated financial statement.
- (2) As at March 31, 2020, machineries of net carrying amount of US\$67,284 (2019: US\$84,364) is under finance lease as disclosed in Note (17) to the consolidated financial statements.
- (3) Depreciation of US\$188,917 (2019: US\$182,657) has been charged to cost of sales in the consolidated statement of profit or loss and other comprehensive income.

11. <u>GOODWILL</u>	<u>2020</u>	<u>2019</u>
	US\$	US\$
Carrying amount at March 31	1,932,750	1,932,750

12. <u>INVENTORIES</u>	<u>2020</u>	<u>2019</u>
	US\$	US\$
Cost:		
Goods in transit	353,055	143,560
Raw materials	1,487,206	234,715
Work in progress	580,950	290,560
Finished goods	291,438	473,727
	2,712,649	1,142,562
Less: Provision for impairment loss on inventories	(32,287)	-
Net carrying amount of inventories	2,680,362	1,142,562

VIN PEARL GLOBAL VIETNAM LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

13. TRADE AND OTHER RECEIVABLES

	<u>2020</u>	<u>2019</u>
	US\$	US\$
Trade receivables (Note (a)(b))	2,968,129	1,434,332
Other receivables	<u>790,046</u>	<u>11,417</u>
	<u>3,758,175</u>	<u>1,445,749</u>
Note (a): Third parties	836,899	49,288
Related parties (Note (i))	<u>2,131,230</u>	<u>1,385,044</u>
	<u>2,968,129</u>	<u>1,434,332</u>
Note (b): At March 31, the aging analysis of trade receivables that are not impaired is as follow:		
Current	419,783	484,677
Past due less than 30 days	800,780	472,458
Past due 30 to 180 days	1,735,689	466,538
Past due 181 days to 1 year	8,305	-
Past due more than 1 year	<u>3,572</u>	<u>10,659</u>
	<u>2,968,129</u>	<u>1,434,332</u>

Note (i): Trade receivables from related parties were derived solely from ordinary business transactions. The amounts are interest-free and unsecured.

14. AMOUNTS DUE TO ULTIMATE HOLDING COMPANY/IMMEDIATE HOLDING COMPANY/FELLOW SUBSIDIARIES

The amounts due to ultimate holding company/immediate holding company/fellow subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

VIN PEARL GLOBAL VIETNAM LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

15. LOAN FROM IMMEDIATE HOLDING COMPANY

The carrying amount of the loan from immediate holding company at the end of reporting period is analysed as follows:

	<u>2020</u>	<u>2019</u>
	US\$	US\$
Amount repayable within one year	-	760,248
Amount repayable in the 2nd year	<u>1,123,672</u>	<u>215,800</u>
	<u><u>1,123,672</u></u>	<u><u>976,048</u></u>

Loan from immediate holding company is unsecured and interest free.

16. TRADE AND OTHER PAYABLES

	<u>2020</u>	<u>2019</u>
	US\$	US\$
Trade payables (Note (a))	3,497,770	2,375,606
Other payables and accruals	<u>838,729</u>	<u>1,930,421</u>
	<u><u>4,336,499</u></u>	<u><u>4,306,027</u></u>
Note (a): Third parties	766,533	182,195
Related party (Note (i))	<u>2,731,237</u>	<u>2,193,411</u>
	<u><u>3,497,770</u></u>	<u><u>2,375,606</u></u>

Note (b): Aging analysis

At March 31, the aging analysis of trade payables is as follows:

Due for payment:		
Not later than one year	<u>3,497,770</u>	<u>2,375,606</u>

Note (i): Trade payables due to a related party were derived solely from ordinary business transactions. The amounts are interest-free and unsecured.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

17. OBLIGATION UNDER FINANCE LEASE

The carrying amount of the obligation under finance lease at the end of reporting period is analysed as follows:

	<u>2020</u>	<u>2019</u>
	US\$	US\$
Amount repayable within one year	4,009	23,007
Amount repayable in the 2nd year	<u>3,039</u>	<u>3,835</u>
	<u>7,048</u>	<u>26,842</u>

18. SECURED BANK BORROWINGS

The carrying amount of the secured bank borrowings at the end of reporting period is analysed as follows:

	<u>2020</u>	<u>2019</u>
	US\$	US\$
<i><u>Amount repayable within one year</u></i>		
Term loan	<u>2,680,420</u>	<u>649,098</u>
<i><u>Amount not repayable within one year but contain a repayment on demand clause</u></i>		
Term loan	<u>-</u>	<u>12,499</u>
	<u>2,680,420</u>	<u>661,597</u>

- (a) The amounts due are based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause.
- (b) The term loan facilities are interest-bearing and secured by the immediate holding company, the subsidiary's land use right, and part of the machineries.

19. UNSECURED BANK BORROWING

The unsecured bank borrowing is interest-bearing and repayable within one year.

VIN PEARL GLOBAL VIETNAM LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

20.	<u>EMPLOYEE BENEFITS OBLIGATION</u>	<u>2020</u>	<u>2019</u>
		US\$	US\$
	At April 1	71,732	73,567
	Amounts charged to consolidated statement of profit or loss and comprehensive income	43,416	-
	Payments during the year	(22,781)	-
	Effects of foreign exchange rate changes	<u>(677)</u>	<u>(1,835)</u>
	At March 31	<u>91,690</u>	<u>71,732</u>
21.	<u>SHARE CAPITAL</u>	<u>2020</u>	<u>2019</u>
		US\$	US\$
	Issued and fully paid: 12,000 ordinary shares	<u>12,000</u>	<u>12,000</u>

The holder of ordinary shares is entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

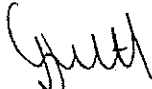
VIN PEARL GLOBAL VIETNAM LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

22. COMPANY LEVEL STATEMENT OF FINANCIAL POSITION OF THE COMPANY

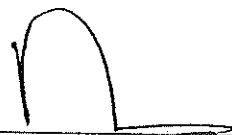
	<u>NOTES</u>	<u>2020</u>	<u>2019</u>
		US\$	US\$
Non-Current Assets			
Investment in a subsidiary	(22a)	4,124,296	1,904,637
Current Assets			
Cash and cash equivalents		2,809	22,765
Current Liabilities			
Amount due to a subsidiary		8,296	8,296
Amount due to ultimate holding company		1,869	17,918
Amount due to immediate holding company		4,066,817	1,820,158
Amounts due to fellow subsidiaries		269,448	284,147
Other payables		122,835	129,322
		4,469,265	2,259,841
Net Current Liabilities		(4,466,456)	(2,237,076)
NET LIABILITIES		(342,160)	(332,439)
DEFICIT			
Share capital	(22b)	12,000	12,000
Accumulated losses	(22b)	(354,160)	(344,439)
TOTAL DEFICIT		(342,160)	(332,439)

APPROVED BY THE BOARD OF DIRECTORS ON
 BEHALF OF THE BOARD BY:

AND SIGNED ON



Deepak Kumar SETH
 Director



Pulkit SETH
 Director

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

22. COMPANY LEVEL STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONT'D)

(a) INVESTMENT IN A SUBSIDIARY

	<u>2020</u>	<u>2019</u>
	US\$	US\$
Unlisted shares, at cost	4,124,296	1,904,637

Details of the subsidiary are as follows. The class of share held is ordinary unless otherwise stated.

<u>Name of subsidiary</u>	<u>Place of Incorporation and operation</u>	<u>Percentage of equity attributable to the Company</u>		<u>Principal activity</u>
		<u>2020</u>	<u>2019</u>	
Pearl Global Vietnam Company Limited*	Vietnam	100%	100%	Engaged in garment processing industry

* Not audited by Louis Lai & Luk CPA Limited

(b) MOVEMENT IN THE EQUITY OF THE COMPANY

	<u>Share Capital</u>	<u>Accumulated Losses</u>	<u>Total</u>
	US\$	US\$	US\$
At April 1, 2018	12,000	(140,388)	(128,388)
Loss for the year	-	(204,051)	(204,051)
At March 31, 2019	12,000	(344,439)	(332,439)
Loss for the year	-	(9,721)	(9,721)
At March 31, 2020	12,000	(354,160)	(342,160)

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

23. FINANCE INSTRUMENTS

Risk management

The Company is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include credit risk, foreign currency risk, liquidity risk and interest rate risk.

Policies for managing these risks are set by the Company's board of directors. The overall objectives in managing financial risks focus on securing the Company's short to medium term cash flows by minimising its exposure to financial markets. Long term financial investments are managed to generate lasting returns with acceptable risk levels.

It is not the Company's policy to actively engage in the trading of financial instruments for speculative purposes.

(a) Categories of financial assets and financial liabilities

The carrying amounts presented in the statement of financial position relate to the following categories of financial assets and financial liabilities.

	<u>2020</u>	<u>2019</u>
	US\$	US\$
<u>Financial assets</u>		
<i>Financial assets measured at amortised cost</i>		
Trade and other receivables	3,758,175	1,445,749
Cash and cash equivalents	171,939	231,021
	3,930,114	1,676,770
<u>Financial liabilities</u>		
<i>Financial liabilities measured at amortised cost</i>		
Amount due to ultimate holding company	1,869	17,918
Amount due to immediate holding company	4,066,817	1,820,158
Amounts due to fellow subsidiaries	269,448	284,147
Loan from immediate holding company	1,123,672	976,048
Trade and other payables	4,336,499	4,306,027
Obligation under finance lease	7,048	26,842
Secured bank borrowings	2,680,420	661,597
Unsecured bank borrowing	-	346,460
	12,485,773	8,439,197

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

23. FINANCE INSTRUMENTS (CONT'D)

Risk management (cont'd)

(b) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Company. The Company's exposure to credit risk mainly arises from granting credit to customers and other counterparties in the ordinary course of its operations.

Trade receivables

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are usually due within 30-90 days from the date of billing. Debtors with balances that are past due are usually requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers. Trade receivables at the reporting date mainly comprise amounts receivable from sales of goods. No interest is charged on the trade receivables.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The directors of the Group are on the opinion that the expected credit loss rate is close to zero as these trade receivables have no recent history of default.

Expected loss rates are based on actual loss experience over the past one year. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Company's view of economic conditions over the expected lives of the receivables.

After performing the individual credit evaluations on all customers, no provision for impairment was made on trade receivables during the year.

Other financial assets at amortised cost

As at March 31, 2020, in addition to the cash and bank balances which are considered to have low credit risk, other financial assets at amortised cost of the Company include other receivables and deposits. No provision was made against the gross amount of other receivables, deposits and cash and bank balances because the directors of the Company considered the impact of the ECLs of these financial assets to be insignificant based on past credit history and the nature of these financial assets.

VIN PEARL GLOBAL VIETNAM LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

23. FINANCE INSTRUMENTS (CONT'D)

(c) Foreign currency risk

The Group operates internationally and is primarily exposed to foreign exchange risk arising from currency exposures of the United States dollars, with respect to the Hong Kong dollar. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(i) Exposure to currency risk

The following table details the Group's exposure at the end of reporting period to currency risk arising from forecast transactions or recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they related.

	(Expressed in US\$)		
	<u>2020</u>		
	HKD	VND	Total
Trade and other receivables	-	153,398	153,398
Cash and cash equivalents	1,285	53,327	54,612
Trade and other payables	(1,125)	(715,894)	(717,019)
Secured bank borrowings	-	(9,467)	(9,467)
Obligations under finance lease	-	(3,039)	(3,039)
	<u> </u>	<u> </u>	<u> </u>
Net exposure arising from recognised assets and liabilities	<u>160</u>	<u>(521,675)</u>	<u>(521,515)</u>

	(Expressed in US\$)		
	<u>2019</u>		
	HKD	VND	Total
Cash and cash equivalents	3,051	102,399	105,450
Trade and other payables	<u>-</u>	<u>(527,316)</u>	<u>(527,316)</u>
Net exposure arising from recognised assets and liabilities	<u>3,051</u>	<u>(424,917)</u>	<u>(421,866)</u>

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

23. FINANCE INSTRUMENTS (CONT'D)

(c) Foreign currency risk (Cont'd)

(ii) Sensitivity analysis

The following table indicates the approximate change in the Group's profit after tax in response to reasonably possible changes (e.g.±10%) in the foreign exchange rates to which the Group has significant exposure at the end of reporting period.

	<u>2020</u>		<u>2019</u>	
	<u>Increase</u>	<u>Decrease</u>	<u>Increase</u>	<u>Decrease</u>
	US\$	US\$	US\$	US\$
Hong Kong Dollar (HKD)	13	(13)	255	(255)
Vietnamese Dong (VND)	<u>(43,560)</u>	<u>43,560</u>	<u>(35,481)</u>	<u>35,481</u>
	<u>(43,547)</u>	<u>43,547</u>	<u>(35,226)</u>	<u>35,226</u>

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of reporting period and had been applied to the Group's exposure to currency risk for the variables.

The stated changes represent management's assessment of reasonably possible change in foreign exchange rates over the period until the next annual reporting period. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States Dollar would be materially unaffected by any change in movement in value of the Hong Kong Dollar against other currencies. Results of the analysis as presented in the above table represent an aggregation of the effects on Group's profit after tax and equity measured in the respective functional currencies, translated into United States dollars at the exchange rate ruling at the end of reporting period for presentation purposes. The analysis is performed on the same basis for 2019.

(d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash. Due to the dynamic nature of the underlying businesses, the Group aims to maintain flexibility in funding by keeping committed credit lines available.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

23. FINANCE INSTRUMENTS (CONT'D)

(e) Interest rate risk

The Group has no significant interest bearing assets and liabilities except secured bank borrowings. Its expenses and operating cash flows are substantially independent of changes in market interest rates. Carrying amounts of net financial liabilities as at March 31 that exposed to interest rate risks were as follows:

	<u>2020</u>	<u>2019</u>
	US\$	US\$
<i>Financial liabilities bearing variable interests:</i>		
Secured bank borrowings- term loans	(2,680,420)	(661,597)
Unsecured bank borrowings- term loans	-	(346,460)
	(2,680,420)	(1,008,057)

Sensitivity analysis

At March 31, 2020, it is estimated that a general increase/decrease of 100 basis points in interest rate, with all other variables held constant, interest income and loss before taxation for the year ended March 31, 2020 would decrease/increase by a net amount of US\$670 (2019: US\$517). The carrying amount of financial asset/liability measured at amortized cost and the carrying amount of financial asset/liability bearing interest rate measured at fair value would not be affected by the assumed 100 basis points increase/decrease in interest rate.

Although a financial asset or financial liability may be subject to interest rate risk, its carrying amount may not necessarily be affected by the assumed 100 basis points increase in market interest rates.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

24. RELATED PARTY TRANSACTIONS

During normal course of business, the Group had the following material transactions with its related parties below.

<u>Name of Company</u>	<u>Relationship</u>	<u>Nature of transaction</u>	<u>2020</u>	<u>2019</u>
			US\$	US\$
Pearl Global Industries Limited	Ultimate holding company	- Sales	2,296,013	-
Pearl Global (HK) Limited	Immediate holding company	- Sales	5,591,979	3,756,709
DSSP Global Limited	Fellow subsidiary	- Management fee	-	75,000
		- Sales	28,800	119,512
		- Purchases	6,418,559	5,692,304
Pearl Grass Creations Limited	Fellow subsidiary	- Sales	2,919,520	4,044,404
		- Purchase	-	35,029
Pearl Global Fareast Company Limited	Fellow subsidiary	- Sales	3,920,641	1,450,109

25. BANKING FACILITIES

General banking facilities were granted by various banks to the subsidiary of the Group and were secured by the immediate holding company of the Group, land use right and part of the machineries of the subsidiary of the Group.

VIN PEARL GLOBAL VIETNAM LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

26. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED MARCH 31, 2020

Up to the date of issue of these consolidation financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended March 31, 2020 and which have not been adopted in these consolidation financial statements. These include the following which may be relevant to the Group.

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

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

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

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

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

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

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application.

27. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements were approved and authorised for issue by the Company's Board of Directors on June 26, 2020.