Convenience Retail Asia Limited
利亞零售有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 00831

ANNUAL REPORT 2018

Circle K SAINT HONORE Zoff

A Fung Retailing Company

PRINTED ON POST-CONSUMER WASTE RECYCLED PAPER

Japanese actress Ms Kiko Mizuhara (centre right) officiated the grand opening for Zoff's Langham Place store.

Contents

Corporate Information

Executive Directors
Richard YEUNG Lap Bun *(Chief Executive Officer)*
PAK Chi Kin *(Chief Operating Officer)*

Non-executive Directors
Victor FUNG Kwok King # *(Chairman)*
William FUNG Kwok Lun +
Godfrey Ernest SCOTCHBROOK *
Benedict CHANG Yew Teck *

Independent Non-executive Directors
Malcolm AU Man Chung +*
Anthony LO Kai Yiu #*
ZHANG Hongyi #+*
Sarah Mary LIAO Sau Tung +

Group Chief Compliance and Risk Management Officer
Jason YEUNG Chi Wai

Company Secretary
Maria LI Sau Ping

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Legal Advisers
Mayer Brown
(as to Hong Kong Law)

Conyers Dill & Pearman, Cayman
(as to Cayman Islands Law)

Auditor
PricewaterhouseCoopers
Certified Public Accountants

Principal Banker
The Hongkong and Shanghai
Banking Corporation Limited

\# *Nomination Committee members*
\+ *Remuneration Committee members*
* *Audit Committee members*

Highlights

Financial Highlights

	Change	2018 HK$'000	2017 HK$'000
Revenue	+4.4%	**5,320,077**	5,094,032
Core operating profit	+17.5%	**214,498**	182,594
Profit attributable to shareholders of the Company	+21.9%	**183,203**	150,311
Basic earnings per share (HK cents)	+21.7%	**24.03**	19.75
Dividend per share (HK cents)			
Final	+21.4%	**17.00**	14.00
Full year	+22.2%	**22.00**	18.00

Operation Highlights

- Turnover increased 4.4% to HK$5,320 million mainly due to 2.9% growth in comparable store sales for the convenience store business and sales at new business Zoff
- The Group's online-to-offline (O2O) customer relationship management (CRM) programmes continued to propel marketing strategy; membership totals for Circle K's "OK Stamp It" and Saint Honore's "Cake Easy" reached 1.2 million and 0.5 million, respectively, as at year-end
- Circle K O2O business model awarded by the National Association of Convenience Stores (NACS) as the "Asian Convenience Industry Leader of the Year 2018"
- Effective eCRM programmes and category management led to core operating profit and net profit growth of 17.5% and 21.9%, respectively
- Trendy fast-fashion eyewear chain Zoff continued to expand, contributing to the Group's top-line and net profit growth
- The Board of Directors has resolved to declare a final dividend of 17 HK cents per share
- The Group maintains a strong financial position with net cash of HK$508 million and no bank borrowings

Number of Stores as of 31 December 2018

Circle K Stores	
Hong Kong	**337**
Franchised Circle K Stores	
Guangzhou	61
Macau	32
Zhuhai	13
Subtotal	**106**
Total number of Circle K Stores	**443**
Saint Honore Cake Shops	
Hong Kong	91
Macau	9
Guangzhou	31
Total number of Saint Honore Cake Shops	**131**
Zoff Eyewear Stores	
Hong Kong	**6**
Total number of Stores under Convenience Retail Asia	**580**

Chairman's Statement

Dr Victor FUNG Kwok King
Chairman

I am pleased to present Convenience Retail Asia's annual results for 2018. This past year was once again full of opportunities seized and challenges overcome. The Group built upon the success of previous years by further expanding its online-to-offline (O2O) customer relationship management (CRM) programmes for Circle K and Saint Honore, continuing to introduce compelling marketing promotions and category management initiatives, and accelerating growth momentum for its promising new fast-fashion eyewear business, Zoff. These efforts, together with efficient operations and production, have supported our top-line and bottom-line growth and helped the Group generate record-high revenue and core operating profit over the past year. Meanwhile, our on-going pursuits in areas such as sustainability, corporate social responsibility and employee engagement continued to enhance the reputations of our brands in the communities where we operate.

A mixed year for retail

The overall Hong Kong retail market enjoyed a fairly strong year, growing 8.8% by value and 7.6% by volume[note] compared to 2017. However, the supermarket segment, which includes convenience stores (CVS), posted just 1.2% growth in value terms while suffering a 1.9% decrease in volume[note].

In the second half of 2018, trade conflicts between the US and China resulted in a decrease in spending by visitors from the Chinese Mainland, which compose roughly three quarters of Hong Kong's tourists and form a valuable customer source for the city's retail industry. Local demand was stagnant, which also contributed to weaker consumer sentiment. Meanwhile, the depreciation of the renminbi in the latter half of the year impacted visitation as well as spending for staple supermarket and convenience store items such as food and beverage. However, it also resulted in lower production costs for the Group's bakery business, and the reduction in tourists had a positive indirect effect on rental costs.

Note:

Published by the Census and Statistics Department, the Government of the Hong Kong Special Administrative Region in January 2019

CRA setting the standard

Despite the external challenges of 2018, CRA still outperformed the CVS segment. We achieved strong sales in product categories that experienced market downturns elsewhere, demonstrating our ability to identify high-potential items and promote them effectively. We captured opportunities by launching timely seasonal offerings and campaigns centred on major events such as the World Cup and Oktoberfest beer festival, generating strong revenue and brand buzz.

We also continued to benefit from our hugely successful O2O CRM programmes, Circle K's "OK Stamp It" and Saint Honore's "Cake Easy". In today's digitalised age, where mobile-savvy consumers face more demands on their time and attention than ever, "OK Stamp It" and "Cake Easy" provide us with direct links to our customers. These technologically advanced apps deliver instant, relevant news about our hottest products and services, giving customers what they want, when they want it. By converting online and mobile orders to convenient in-store fulfilment, they also boost foot traffic while driving sales.

In 2018, "OK Stamp It" and "Cake Easy" helped generate strong revenue growth for the Group. These two cutting-edge programmes boast memberships of well over 1.2 million and 0.5 million, respectively, providing us with strong customer bases built for the long term. O2O retailing is the cornerstone of the Group's business, setting the agenda for our strategies and creating marketing synergies across our brands, products and services.

The Group is proud to be the only licensee for the Zoff franchise in the world. This fast-fashion eyewear chain, with its eye-catching blue-and-white branding, is highly regarded among Hong Kong's young generation. Under the Group's guidance, Zoff has truly energised the Hong Kong eyewear market since entering in late 2017. We continue to introduce attractive new items, collaborating with popular brands and designers to ensure that Zoff's collections are always fresh and compelling. As at the end of 2018, the Group operated six stores, with more soon to open.

Outlook

As always, the Group's future performance will be influenced to some degree by external factors. Macroeconomic uncertainties such as the US-China trade dispute could continue to place drags on consumer sentiment and tourist travel, both of which are important elements for our businesses. However, given the Group's proven ability to succeed even in difficult circumstances, improvements in external market conditions would leave us very well positioned for a strong year ahead. A weakened renminbi would also contribute to healthier margins and bottom-line growth.

With the rise of the internet+ era, the Group's pioneering O2O business model has become its lifeblood. Over the past two years, our innovative "OK Stamp It" and "Cake Easy" O2O CRM programmes have proven incredibly effective at recruiting members, creating loyal customers, and promoting the quality offerings that can be found at Circle K and Saint Honore stores – all via platforms that are "EFS", or easy, fast and simple. They will continue to be the foundation of our sales and marketing efforts and create valuable synergies with our new businesses.

Outlook (continued)

The Group remains bullish about the prospects for Zoff. Despite a number of competitors entering the market, our first-mover status and Hong Kongers' affinity for the famous Zoff brand continue to drive healthy growth. We shall continue expanding Zoff's store network in the coming year.

The Group has every reason to be excited about the future. However, we would not have arrived at the place we are today without our talented people. I would like to take this moment to thank everyone – from our board, to our senior management, to our frontline staff – for all their achievements of the past year, and for creating a culture and environment that will ensure the Group's future prosperity.

Victor FUNG Kwok King
Chairman

Hong Kong, 13 March 2019

CEO's Statement

Mr Richard YEUNG Lap Bun
Chief Executive Officer

Today's consumers live, work and socialise digitally. More than ever, they are also going online to shop, both at home and while on the move. The Group recognised this trend years ago and began transforming its business model to address the needs of this dynamic new consumer accordingly. Today, our online-to-offline (O2O) customer relationship management (CRM) programmes are setting the standard for the Hong Kong, Macau and Southern China retail industries. They reach people instantly with news about the Group's hottest items and offers. Their large membership bases form a solid foundation upon which to build our future growth. They also provide strong data about preferences and trends, helping us tailor our business to customers' needs and keeping our brands fresh and relevant.

Operations Review – Circle K

As at 31 December 2018, the total number of Circle K stores in Hong Kong was 337. The Group opened nine new Circle K stores and closed four during the year.

The Group's proprietary "OK Stamp It" CRM programme allows consumers to download a special app containing news about Circle K products and promotions, an e-stamp redemption platform, special-offer coupons, fun games, social sharing features and more. The app's offers also drive in-store traffic and deepen the brand experience. "OK Stamp It" has been a huge success: In 2018, the Group was proud to receive a Silver award in the "Best Idea – Mobile" category at Marketing Magazine's MARKies Awards, which celebrate the most innovative and effective marketing campaigns in Hong Kong; meanwhile, the National Association of Convenience Stores (NACS), the world's largest organisation for convenience store operators, named Circle K Hong Kong the "Asian Convenience Industry Leader of the Year 2018".

Circle K was named "Asian Convenience Industry Leader of the Year 2018" by the National Association of Convenience Stores (NACS) for its O2O business model.

Operations Review – Circle K (continued)

In 2018, "OK Stamp It" members were treated to another banner year of attractive, exclusive products and offers. Summertime marked the first collaboration between Circle K and Zoff, with 1,000 pairs of Zoff sunglasses being offered as prizes to members who purchased all nine selected flavours of Circle K's new line of imported Japanese and Korean ice cream. In October, the Group rolled out an exclusive, innovative game for "OK Stamp It" members where they could use the app to "mine" for gold e-coins and win cash prizes totalling HK$1 million; a second phase gave members the chance to instantly win one of 50 new iPhone Xs. In November, during an annual two-week appreciation event, "OK Stamp It" members received exclusive buy-one-get-one-free offers on 20 attractive items each week. The event was a huge success, with promotional products achieving 10- to 100-fold sales increases.

Circle K and Zoff demonstrated the Group's synergies with a successful promotional campaign in summer 2018.

The Group started a gold rush in October, offering "OK Stamp It" members the chance to win HK$1 million in prizes and 50 iPhone Xs smartphones.

Circle K showed "OK Stamp It" members its appreciation by offering exclusive buy-one-get-one-free deals on attractive items.

Operations Review – Circle K (continued)

Partnerships with financial institutions once again played key roles in the Group's marketing calendar. One example was a Circle K promotion that encouraged customers to make mobile payments with Bank of China Visa credit cards, enabling them to enjoy a HK$10 instant discount with spending of over HK$25. Another promotion offered Circle K customers a HK$5 discount for spending HK$10 or more using Alipay.

In category management, the Group continued to demonstrate its in-depth knowledge of the tastes and preferences of Hong Kong consumers. From August to October, Circle K brought new excitement to its customers with the launches of exclusive ice cream products from around the world. Late November saw the priority launch of the world-renowned Magnum ice cream brand. And just in time for Oktoberfest, beer enthusiasts received the refreshing news that Circle K was featuring cold beers and mixed drinks from around the world.

Behind the scenes, the Group continued to enhance its service capabilities with a series of new training programmes for all frontline Circle K staff. Employees also continued to show their care for the community. In partnership with Foodlink, Circle K donated food and sent groups of volunteers to visit elderly care homes during festive and holiday seasons. Circle K was proud to be the sole convenience store providing a "pure cash back" service for the elderly, helping improve quality of life for senior citizens across the city. Sustainability was also once again a key area of focus for the Group. In 2018, for the fifth consecutive year, Circle K was recognised with the Joint Energy Saving Award from CLP Power.

Circle K promotion gave customers instant HK$10 discounts for making mobile payments of HK$25 or more with Bank of China Visa credit cards.

Circle K got into the spirit of Oktoberfest by stocking a range of international cold beers and mixed beverages for the convenience of beer lovers.

Operations Review – Saint Honore Cake Shop

As at 31 December 2018, the Group had opened four new stores in Hong Kong and Macau and closed six for a total of 100. The number of Saint Honore stores in Guangzhou at year-end was 31.

The bakery business recorded single-digit turnover growth compared to 2017. Sales of bread items increased, particularly in the family pack and "grab-and-go" segments. Cake sales rose due to the successful launches of creative new cakes such as Lava Chocolate and Matcha, as well as cakes based on licensed, child-friendly characters including "Peppa Pig", "My Little Pony" and "Transformers". During Mid-Autumn Festival, Saint Honore introduced new lava milk yolk mooncakes, which received a tremendous reception from customers and drove sales volume during the festive season.

Saint Honore's "Cake Easy" O2O CRM programme offers members exclusive promotions along with digital payment and in-store pickup options. The programme already has over 500,000 members, and online cake sales are showing particularly strong growth.

Saint Honore made the most of Mid-Autumn Festival and drove festive sales with the popular lava milk yolk mooncake.

Saint Honore tempted customers' taste buds with the launches of creative new cakes with taro, chestnut, melon and matcha.

Operations Review – Saint Honore Cake Shop (continued)

The appreciation of the renminbi in the first half of 2018 affected gross profit margin. Though there was a correction in the second half of the year due to the US-China trade dispute, it was not enough for the Group to overcome the negative impact already incurred. During the year, the Group implemented enhancement projects including product category rationalisation, process streamlining, equipment upgrades, improved labour productivity and stronger procurement management. The Group also continued to enhance its brand image with the continued roll-out of the new 4G store model that was introduced last year, which is designed to make the customer journey more enjoyable and user-friendly.

In Guangzhou, Saint Honore enhanced its CRM offerings for VIP members with a number of initiatives, including e-coupons to drive in-store traffic, a new stamp card feature, payment promotions with Alipay and more. The Pandora Cake Series, launched in October, broke the mold for traditional cakes by creatively representing themes of wishing, romance, innocence and blessing. Featuring artistic new shapes and delicious new flavours to accentuate the cakes' meanings, the Pandora line also used frozen mousse so that customers could enjoy them within just four hours of ordering.

The Pandora Cake Series took cake-making to the next level, creating artistic shapes and delicious new flavours to explore themes of wishing, romance, innocence and blessing.

Saint Honore received a number of awards during the year under review. These included the "My Favourite Cake Shop" award at U Magazine's U Favourite Food Awards 2018; the "Best AdWords Ecomm Campaign" award at the Asia eCommerce Awards 2018; and "Quality e-Shop" recognition from the Hong Kong Retail Management Association.

Operations Review – Developing Operations

Zoff

The Group's fast-fashion eyewear business, Zoff, has enjoyed remarkable success since its launch in November 2017. During the period under review, Zoff added five new stores to go with its first store at Cityplaza in Taikoo Shing. All are high-traffic locations with trendy young clientele. The grand opening for the Langham Place store was a high-profile event, with actress and model Ms Kiko Mizuhara serving as opening guest alongside Mr Teruhiro Ueno, President of Zoff Japan.

Zoff stores offer customers a constantly refreshed range of frames to suit all styles, plus high quality, affordable prices and fast turnaround time – ideal for a new generation of consumers who are always on the go. Stores carry a combined total of more than 2,500 different frames and new items are introduced biweekly, offering a variety unmatched by competitors. Thematic promotions in 2018 included the Tokyo Map Autumn collection, the Kiko Mizuhara Selection, collections themed on Disney, Star Wars and Andy Warhol, collaborations with fashion designers and more.

During the year, the Group also invested strongly in brand awareness for Zoff. This included placing outdoor advertisements; holding a "Crazy Summer Promotion" for students by giving away 1,000 coupons worth HK$480 each; rolling out a 1st Anniversary Celebration lucky draw that gave customers who purchased Zoff frames within the promotion period a chance to win the top prize of a free flight to Tokyo; and organising partnerships with shopping malls as well as companies within the Fung Group.

FingerShopping.com

Beauty and Health Care category once again turned in the top sales performance and accounted for roughly 63% of FingerShopping.com's gross merchandising volume. During the year, the Hong Kong Retail Management Association presented the Group with the "2018 Top 10 Quality e-Shop Award – Best Contract Fulfillment" for FingerShopping.com and recognised the site as a "Quality e-Shop 2018".

With the latest business development, the Group decided to be more focused on the existing core business operations and sold all rights, titles and interests attaching to FingerShopping.com to an independent third party on 1 March 2019.

Future Prospects

The Group will continue to lead the way for the retail industry by enhancing its digital offerings, investing in awareness-building to further grow its membership bases, and devising promotions that can be marketed digitally and synergistically across its businesses. It will also continue to emphasise the three "Plus" strategies – focusing on internet-savvy customers (internet+); emphasising products, promotion, place and pricing, plus great customer experience (4P's+); and expanding its O2O (bricks-and-mortar+) retail model – to deliver strong results and ensure future success.

The rental market in Hong Kong has seen a downward adjustment due to macroeconomic uncertainty, but the Group will continue to take a careful approach to store openings. We will also monitor the movement of the renminbi and its effects on material costs, employing foreign exchange hedging where necessary to reduce risk. Elsewhere, labour costs remain high and the unemployment rate is low. As such, we will continue to lean on our HEARTS (Happy, Energised, Achievements, Respect, Training, Success) employee engagement programme to retain talented staff and attract others to join our successful, growing company.

Richard YEUNG Lap Bun
Chief Executive Officer

Hong Kong, 13 March 2019

Management Discussion and Analysis

Financial Review

In 2018, the Group's turnover increased 4.4% to HK$5,320 million. Turnover for the convenience store business increased 3.6% to HK$4,207 million, with comparable store sales growing 2.9% compared to the same period in 2017. Turnover for the bakery business increased 2.6% to HK$1,120 million, with stagnant growth in comparable store sales in Hong Kong.

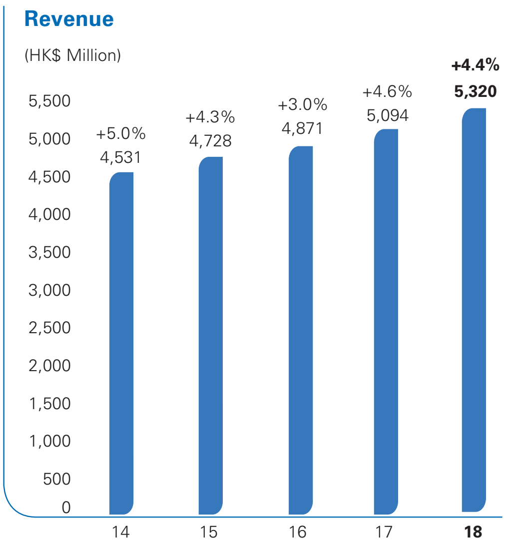
Gross margin and other income as a percentage of turnover increased 1.2% to 38.1% despite keen competition in the retail market and high manufacturing costs. Primary contributors were the Group's effective eCRM programmes – especially "OK Stamp It" – strong sales momentum for Circle K's packaged drinks and ice cream, and the developing business Zoff. The depreciation of the renminbi in the second half of the year had a positive effect on costs, but this could not overcome the negative impact of the currency's appreciation in the first half, resulting in an unfavourable impact on full-year gross margin for the Saint Honore business. Operating expenses as a percentage of turnover increased from 33.3% to 34.1% for the year against 2017 as a result of escalating rentals and labour costs. Overall, the Group's core operating profit increased by 17.5% to HK$214 million.

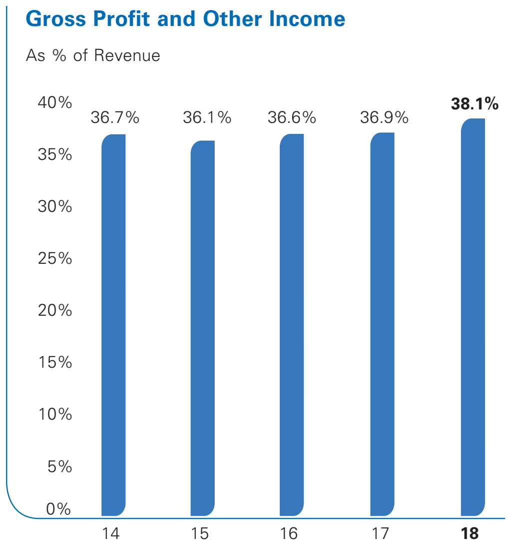
Net profit increased 21.9% to HK$183 million. Basic earnings per share increased 21.7%, from 19.75 HK cents to 24.03 HK cents.

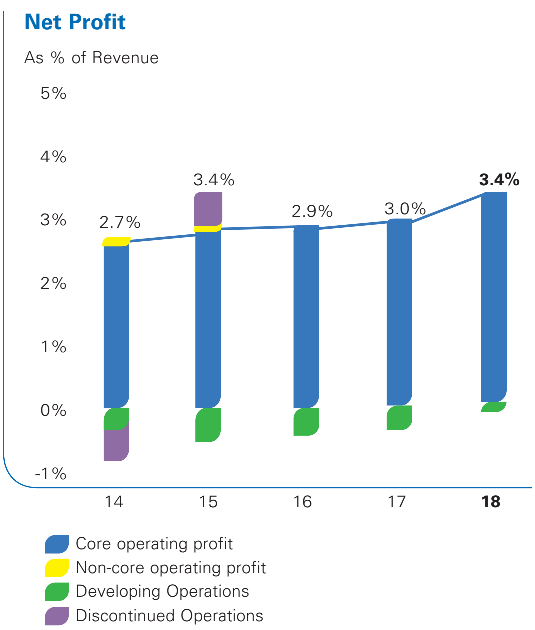
As at 31 December 2018, the Group had a net cash balance of HK$508 million, which was mainly generated from daily business operations. The Group had no bank borrowings. Most of the Group's cash and bank deposits were in its operating currencies and deposited with major banks in Hong Kong and on the Chinese Mainland. The majority of the Group's assets, liabilities, revenues and payments were held in either Hong Kong dollars or renminbi. The Group had some foreign exchange exposure in renminbi as a result of its business operations on the Chinese Mainland. The Group is also subject to interest rate risks on the interest income earned from bank deposits. The Group will continue its policy of placing surplus cash in bank deposits denominated in its operating currencies, with appropriate maturity periods to meet the funding requirements of any acquisition projects in the future.

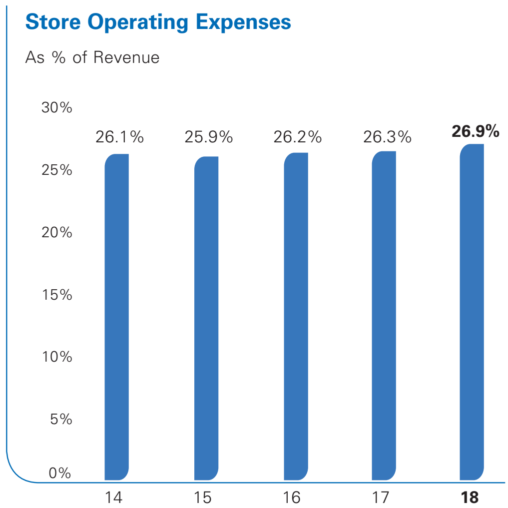
The Board of Directors has resolved to declare a final dividend of 17 HK cents per share.

Financial Review (continued)

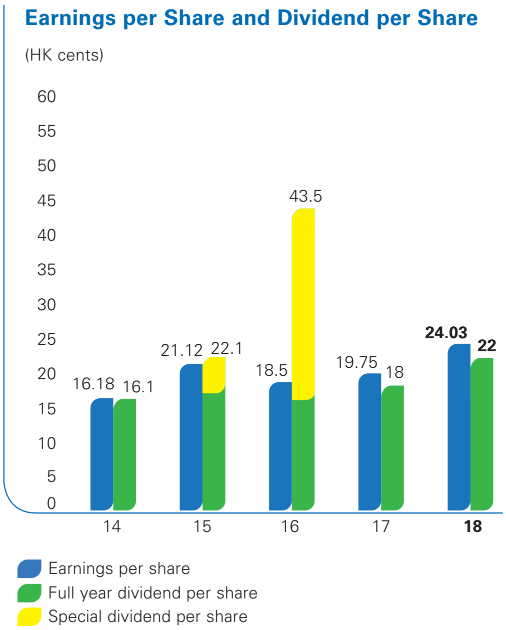


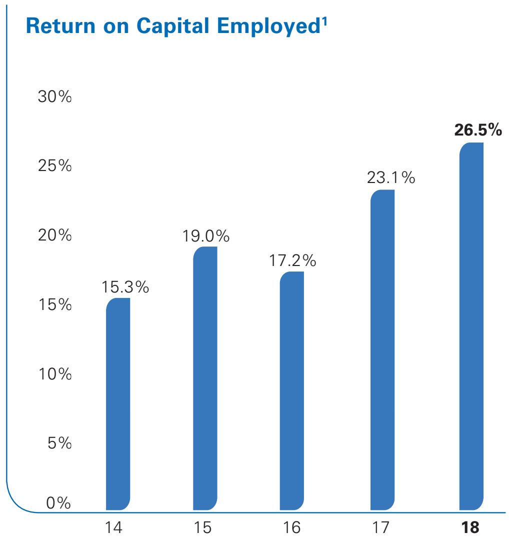


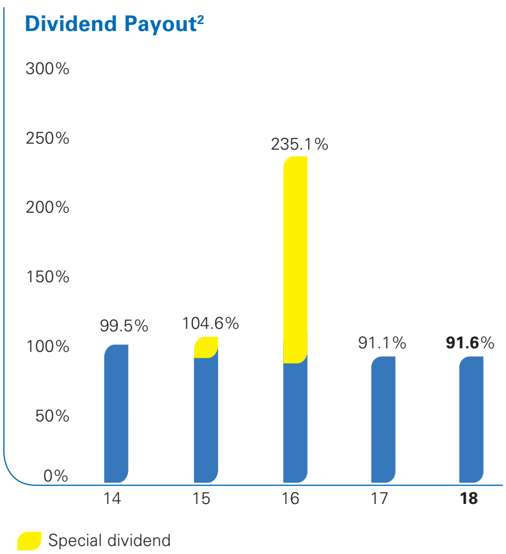


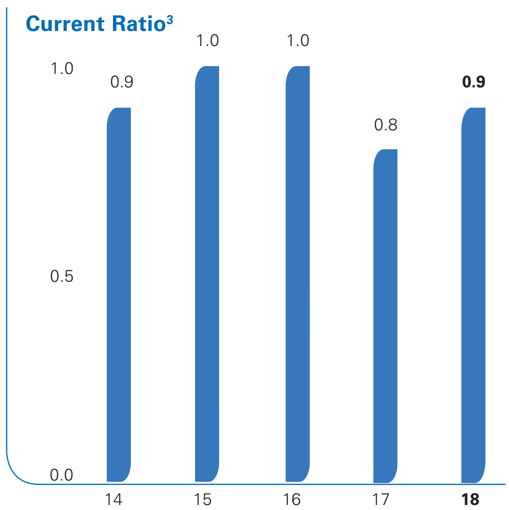


Financial Review (continued)









Notes:

1. *Net profit/capital employed*
2. *Dividend per share/earnings per share*
3. *Current assets/current liabilities*

Business Model and Corporate Strategy

The Group, a member of the Fung Retailing Group, has the exclusive right to the Circle K brand name for convenience store retailing in Hong Kong and Macau and on the Chinese Mainland. It also owns the famous Saint Honore Cake Shop bakery chain, operating stores in Hong Kong, Macau and throughout the Pearl River Delta region. There are approximately 600 Circle K and Saint Honore stores in total in Hong Kong, Macau, Guangzhou and Zhuhai.

In 2017, the Group secured the Hong Kong, Macau and Southern China franchise for Zoff, Japan's leading fast-fashion eyewear chain and a highly popular brand among the young, internet+ generation. There are currently six Zoff stores in high-traffic commercial locations in Hong Kong. The Group also operates FingerShopping.com, an online-to-offline (O2O) retail platform that enables customers to place orders for quality, genuine merchandise online, then pick up and pay for purchases at a Circle K store of their choice.

The Group aims to be the most innovative, customer-preferred retail chain operator in the markets where it operates, employing a multi-pronged strategy including:

- Innovative product offerings through its O2O operational and marketing platforms
- Customer-centric business focus
- Excellence in customer service
- Convenient store locations
- Highly motivated, engaged employees
- Maximised efficiency through the adoption of the latest information technology
- Synchronised supply chain management infrastructure and processes
- Continuous investment in brand-building, store network, people development, eCRM platforms and supply chain infrastructure

The Group strives to achieve sustainable, long-term value for shareholders through a total commitment to its customers, employees and businesses. Its keys to success are excellent customer focus, innovation, execution of the O2O business model, ethical business practices and strong partnerships with quality suppliers, as well as prudent, professional management of its growth and profitability.

The Board and management play proactive roles in the development of the Group's business model and pursue new ventures to maintain competitiveness and drive sustainable long-term growth.

Employees

As at 31 December 2018, the Group had a total of 6,500 employees, with 5,000, or 77%, based in Hong Kong and 1,500, or 23%, based in Macau, Guangzhou and Shenzhen. Part-time staff accounted for 40% of total headcount. Total staff costs for the year amounted to HK$908 million compared to HK$844 million in 2017.

The Group offers its staff competitive remuneration schemes, with eligible employees receiving salary packages supplemented by discretionary bonuses and share options based on individual and company performance. The Group also offers career advancement opportunities as well as training in job-related skills and customer service.

During the year under review, the Activity Organising Board (AOB) continued to emphasise the HEARTS (Happy, Energised, Achievements, Respect, Training, Success) employee engagement programme by organising activities centred on creating a happy working environment, caring for employees' families and ensuring work-life balance. In November, Group employees attended a seminar about Chinese tui-na for therapy and relaxation. In line with the Group's emphasis on continuous learning, employees were also encouraged to take part in the Recognition of Prior Learning programme under the Vocational Training Council's Qualifications Framework (QF). More than 400 Group colleagues received recognitions, Circle K and Saint Honore were both presented with Certificates of Appreciation, and Circle K received one of just seven commendations as a "QF Top Employer".

This year, Circle K and Saint Honore were named "Meritorious Family-Friendly Employers 2017/18" and also received "Special Mention 2017/18 (Gold)" and "Breastfeeding Support 2017/18" awards in the Corporations category of the Family-Friendly Employers Award Scheme 2017/18. These awards recognise companies that demonstrate family-friendly employment practices and raise awareness of the importance of family as a core value.

Health and Safety

The Group places high priority on the health of its customers and employees, adhering to world-class safety and hygiene practices that strictly comply with local laws and regulations. Saint Honore's factories in Hong Kong and Shenzhen are both ISO 9001-accredited. The Shenzhen factory has also earned Hazard Analysis and Critical Control Points (HACCP) food safety accreditation, and its in-house microbiological laboratory is certified by the China National Accreditation Services (CNAS) for conformity assessment.

Employees receive training in food safety, hygiene and basic work safety and are provided with protective clothing and equipment where necessary. The Group carries out regular inspections at its factories and stores to ensure compliance and best practices. The Group also emphasises workplace organisation and culture, training managers and employees on the "5S" principles of "sort, straighten, shine, standardise and sustain".

Sustainability and Corporate Social Responsibility

As part of the Fung Retailing Group, Convenience Retail Asia acts in accordance with the United Nations Global Compact's principles on human rights, labour, anti-corruption efforts, environmental protection and sustainability. The Group also conducts itself according to a comprehensive voluntary framework for proactive sustainability, community outreach and employment strategies, which covers areas such as carbon reduction, promoting environmental awareness in the community, expanding the Group's social and community outreach programmes, and ensuring a safe, healthy, balanced and empowering workplace. In addition, the Group partners only with suppliers who comply with its Supplier Code of Conduct, which sets out principles and practices relating to labour, ethical conduct, work safety and environmental protection.

The year under review marked another active time for the Group's environmental conservation and sustainability programmes. The "Bring Your Own Lunch Box" initiative encouraged colleagues to bring reusable lunch boxes for their takeaway meals and reduce white pollution caused by plastic waste. The Group invited a speaker from EcoDrive to talk about why plastic has become such a big problem in today's world and what people can do to reduce their use of plastic. As in previous years, the Group also supported Earth Hour 2018 by turning off non-essential lights and electrical appliances, promoting the importance of energy conservation and carbon reduction.

Community volunteering is an important part of the Group's corporate social responsibility efforts. During Christmas, colleagues made a visit to one of Tung Wah Group of Hospitals' elderly centres, where they played games, sang songs and took part in performances with residents. Colleagues also presented the senior citizens with gift bags containing scarves and hats they had personally made during a previously held, Group-organised workshop on knitting skills.

In 2018, Circle K Convenience Stores (HK) Limited and Saint Honore Cake Shop Limited received the "15 Years Plus Caring Company Logo" and "5 Years Plus Caring Company Logo", respectively, from the Hong Kong Council of Social Service. Saint Honore was recognised as a "Social Cooperative Partner" by the Evangelical Lutheran Church of Hong Kong Login Club for New Arrivals for its support of the elderly, low-income families, those with intellectual disabilities and children with special education needs.

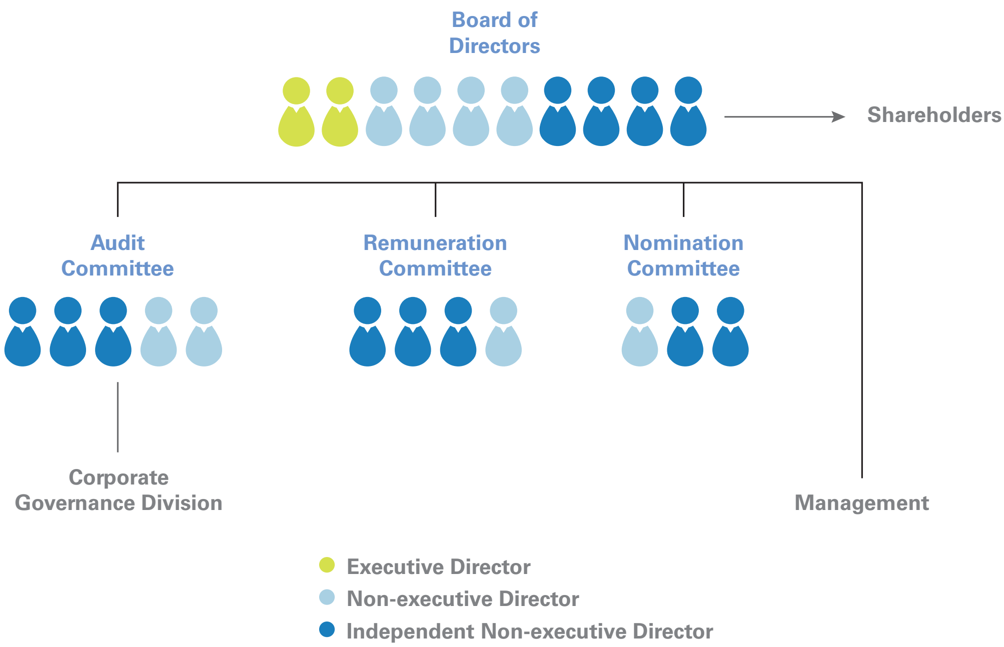
Sustainability and Corporate Social Responsibility (continued)

In addition, Convenience Retail Asia was the first company awarded a Special Mention in the Non-Hang Seng Index (Small Market Capitalisation) Category of the Hong Kong Institute of Certified Public Accountants' Best Corporate Governance Awards 2018. Further environmental, social and governance information will be provided in a separate report on the Company's website.

CRA was the first company to win Special Mention in the "Non-Hang Seng Index (Small Market Capitalisation) Category" of the HKICPA's Best Corporate Governance Awards 2018.

Corporate Governance Report

The Board of Directors and management are committed to principles of good corporate governance consistent with prudent management and enhancement of shareholder value. These principles emphasise transparency, accountability and independence, and are consistent with the principles set out in the Corporate Governance Code (the "CG Code") and Corporate Governance Report contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"). The Board recognises that embracing strong governance is vital for the long term success and sustainability of the Group's businesses.



The Board

Board Composition

The Board is structured to ensure it is of a high calibre and has a balance of skills, experience, knowledge, diversity and other perspectives appropriate to the businesses and development of the Group. The Board currently comprises the Non-executive Chairman, two Executive Directors, four Independent Non-executive Directors and three Non-executive Directors. Biographical details and relevant relationships of the Board members are set out in the Directors and Senior Management Profile section on pages 42 to 46.

An up-to-date list of Directors identifying their roles and functions and whether they are Independent Non-executive Directors is available on the websites of both the Stock Exchange and the Company.

The Board (continued)

Chairman and Chief Executive Officer

In order to enhance independence, accountability and responsibility, the roles of Chairman and Chief Executive Officer are held separately by Dr Victor Fung Kwok King and Mr Richard Yeung Lap Bun. Their respective responsibilities are clearly established and defined by the Board in writing. The Chairman is responsible for overseeing the proper functioning of the Board with good corporate governance practices and procedures, whilst the Chief Executive Officer is responsible for managing the Group's businesses, including the implementation of major strategies and initiatives adopted by the Board.

Roles and Responsibilities of the Board and Delegation to Management

The Board is responsible for setting the overall strategy of the Group and making decisions on major operational and financial matters as well as investments. The Board reserves for its decision or approval matters involving:

- Recommendations on Directors' appointment or re-appointment;
- Composition and terms of reference of Board committees;
- Major acquisitions and disposals;
- Remuneration of individual Executive Directors, Non-executive Directors and senior management;
- Annual budgets and monitoring performance against budget;
- Annual and interim reports;
- Major capital and borrowing transactions;
- Maintaining appropriate and effective risk management and internal control systems, reviewing their effectiveness and ensuring relevant statutory and regulatory compliance; and
- Other significant operational and financial matters.

The Non-executive Directors, who bring diverse industry expertise and do not involve in the day-to-day management of the Group, serve the important functions of advising the management on strategies, ensuring high standards of financial and other mandatory reporting, and providing adequate checks and balances for safeguarding the interests of shareholders and the Group as a whole.

The Board (continued)

Roles and Responsibilities of the Board and Delegation to Management (continued)

Day-to-day operational responsibilities are delegated by the Board to management. Major responsibilities include:

- Preparation of annual and interim financial statements for Board approval before public reporting;
- Execution of business strategies and initiatives adopted by the Board;
- Monitoring of budgets;
- Implementation and monitoring of appropriate and effective risk management and internal control systems, review of relevant financial, operational, compliance and ESG (environmental, social and governance) controls; and
- Compliance with relevant statutory requirements, rules and regulations.

The Board and management fully appreciate their respective roles and responsibilities, and are supportive of the development of a healthy corporate governance culture.

In light of the amendments to the CG Code and related Listing Rules (effective from 1 January 2019), several Board policies and guidelines were reviewed and updated in November 2018 to ensure compliance with the requirements. Two new policies, namely the Director Nomination Policy and the Dividend Policy, were also adopted by the Board.

Board and Committee Meetings

The Board held four meetings in 2018 (with an average attendance rate of directors of 95%). The Chairman holds meetings annually with the Non-executive Directors (including Independent Non-executive Directors) without the Executive Directors present.

The dates of the 2018 Board meetings and committee meetings were determined in the third quarter of 2017 to facilitate maximum attendance of Directors. Amendments to this schedule were notified to the Directors within a reasonable time before a regular Board meeting/committee meeting.

The Board meeting agenda is set by the Chairman in consultation with members of the Board. Notice of at least 14 days is given of a regular Board meeting. Agenda and accompanying board papers are sent in full to all Directors at least three days before the date of the meeting so as to give the Directors sufficient time to prepare before the meeting. Draft minutes are sent to all Directors for their comment within a reasonable time after the meeting. The Board formally adopts the draft minutes at the subsequent meeting.

The committee meeting agenda is set by the respective committee chairman and notice of at least 14 days is also given. Agenda and accompanying papers are sent in full to all committee members at least three days before the date of the meeting. Draft minutes are sent to all committee members for their comment within a reasonable time after the meeting. Each committee formally adopts the draft minutes at the subsequent meeting.

The adopted minutes of the Board meetings and committee meetings are kept by the Company Secretary and are open for inspection by all Directors.

The Board (continued)

Board and Committee Meetings (continued)

A summary of the attendance at the meetings held in 2018 are set out in the following table:

	No. of meetings **attended**/held				
	Board	**Audit Committee**	**Remuneration Committee**	**Nomination Committee**	**Annual General Meeting**
Non-executive Directors:					
Victor FUNG Kwok King *(Group Chairman and Chairman of Nomination Committee)*	**4**/4	–	–	**2**/2	**1**
William FUNG Kwok Lun	**4**/4	–	**1**/1	–	**1**
Godfrey Ernest SCOTCHBROOK	**3**/4	**3**/4	–	–	**1**
Benedict CHANG Yew Teck	**4**/4	**4**/4	–	–	**0**
Independent Non-executive Directors:					
Anthony LO Kai Yiu *(Chairman of Audit Committee)*	**4**/4	**4**/4	–	**2**/2	**1**
Malcolm AU Man Chung *(Chairman of Remuneration Committee)*	**3**/4	**3**/4	**1**/1	–	**1**
ZHANG Hongyi	**4**/4	**4**/4	**1**/1	**2**/2	**1**
Sarah Mary LIAO Sau Tung	**4**/4	–	**1**/1	–	**1**
Executive Directors:					
Richard YEUNG Lap Bun *(Chief Executive Officer)*	**4**/4	–	–	–	**1**
PAK Chi Kin *(Chief Operating Officer)*	**4**/4	–	–	–	**1**
Group Chief Compliance and Risk Management Officer:					
Jason YEUNG Chi Wai [1]	**4**/4	**4**/4	**1**/1	**2**/2	**1**
Average Attendance Rate of Directors	95%	90%	100%	100%	90%
Dates of Meeting in 2018	7 March 10 May 16 August 9 November	7 March 10 May 16 August 9 November	7 March	7 March 9 November	10 May

Notes:

(1) *Attended meetings by invitation as a non-member.*

(2) *Certain Directors did not attend the Annual General Meeting and some of the meetings of the Board and Audit Committee due to other business commitments or being abroad. The Company Secretary updated the relevant Directors on the matters discussed at the meetings and provided them with the minutes of the meetings. Such Directors also rendered their views and comments to the Board through the Chairman or the Company Secretary.*

(3) *Representatives of the external auditor attended all Audit Committee meetings and the Annual General Meeting.*

The Board (continued)

Independence of Non-executive Directors

The Company has received from each Independent Non-executive Director an annual written confirmation of his/her independence in accordance with Rule 3.13 of the Listing Rules. The Company considers all of the Independent Non-executive Directors to be independent during the year ended 31 December 2018.

Each Independent Non-executive Director is required to inform the Company as soon as practicable if there is any change of circumstances that may affect his/her independence.

Nomination and Appointment of Directors

A Director Nomination Policy has been adopted by the Board in November 2018. The Board has the ultimate responsibility for the selection, appointment and re-appointment of Directors. The Nomination Committee is delegated with the duties to, inter alia, review the composition of the Board. When necessary, the Nomination Committee will identify, select and nominate suitable candidates for appointment as new Director(s), and make recommendations on the re-appointment of incumbent Directors in accordance with the said policy.

When recommending any candidate for directorship, the Nomination Committee will consider various factors including, but not limited to, the potential contribution that the candidate can bring to the Board in terms of qualifications, skills and experience, the candidate must have sufficient time available for the proper performance of Director's duties, the candidate should be of high ethical character with reputation for integrity, the candidate will contribute optimally to diversity, and so forth.

The search process for candidates can be undertaken by the Nomination Committee itself, through referral from various sources, or by the Company's advisors and professional search consultants. The Nomination Committee will then develop a short list of potential candidates for the Board to agree on a preferred candidate.

After the Board has made the appointment, the newly appointed Director is subject to election by shareholders at the first general meeting following the appointment.

In 2018, the Board reviewed its composition, the nomination of new Directors (if any) and the retirement and re-appointment of Directors. No new Director was appointed during the year ended 31 December 2018.

Non-executive Directors were appointed for an initial term of three years and will continue in office thereafter subject to termination by not less than three months' prior notice in writing by either party to the other. In addition, all Directors including the Non-executive Directors are required to retire from office by rotation and are subject to re-election by shareholders at the Annual General Meeting (the "AGM") at least once every three years pursuant to the Company's Articles of Association. This is also in accordance with the CG Code.

To reinforce accountability, any re-appointment of Director (including Independent Non-executive Director who has served the Board for more than nine years) is subject to a separate resolution to be approved by the shareholders.

The Board (continued)

Board Diversity

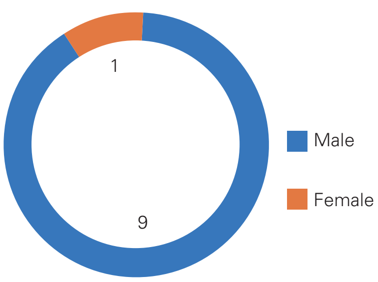
The Company recognises and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage.

A Board Diversity Policy has been adopted by the Board. In reviewing Board composition, the Nomination Committee will consider the benefits of all aspects of diversity including, but not limited to, skills, regional and industry experience, background, ethnicity, age, culture and gender, so as to maintain an appropriate range and balance of skills, experience and background on the Board. In identifying suitable candidates, the Nomination Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board, balance of skills, experience, independence and knowledge of the Company on the Board and the diversity representation of the Board will also be considered.

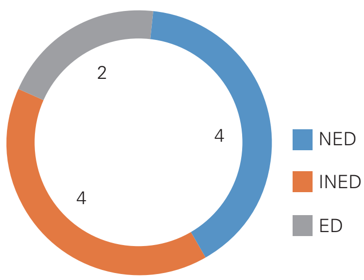
Based on the latest review, the Nomination Committee considers the Board to be diverse in respect of the aforesaid evaluation criteria. The Nomination Committee has considered but decided not to set any measurable objectives for implementing the Board Diversity Policy. The Nomination Committee will continue to ensure that diversity is taken into consideration when assessing Board composition.

An analysis of the Board's current composition is set out in the following charts:

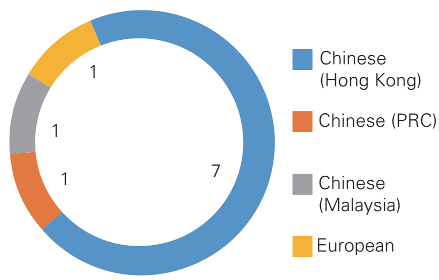
Gender



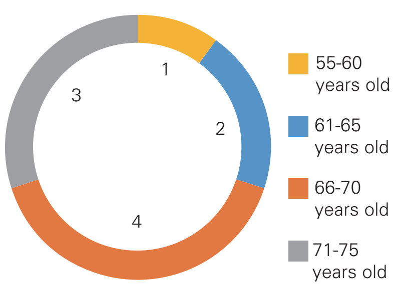
Designation



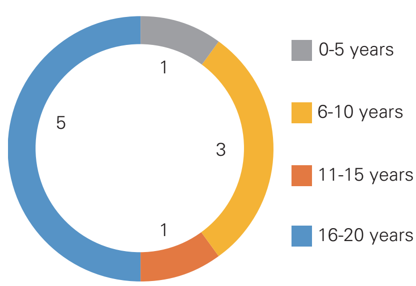
Ethnicity



Age Group



Length of Service on Board



With regard to the Directors' skills, regional and industry experience as well as background, please refer to their biographical details set out in the Directors and Senior Management Profile section on pages 42 to 46.

The Board (continued)

Board Evaluation

The Board recognises the importance and benefits of conducting regular evaluation of its performance to ensure the effectiveness of its functioning.

The Board has been conducting annual evaluation since 2013. A questionnaire is sent to each Director seeking his/her view on issues including the overall performance of the Board (including its committees), Board composition, conduct of Board meetings and provision of information to the Board.

The responses to the questionnaire are analysed and discussed at the Nomination Committee and Board meetings. Any suggestions made by the Directors are duly considered and will be implemented as appropriate to enhance corporate governance practices. The results of the 2018 Board evaluation indicated that the Board and its committees continue to function satisfactorily and the committees fulfilled their duties as set out in their terms of reference.

Potential Conflict of Interest

If a potential conflict of interest involving a substantial shareholder or a Director arises, the matter will be dealt with by a physical Board meeting instead of a written resolution. Directors who have a potential conflict of interest shall not be counted in the quorum of the meeting and must abstain from voting on the relevant resolutions. Directors with no conflict of interest will attend and vote at meetings dealing with such conflict issues.

Information and Continuous Professional Development

On appointment to the Board, each Director is given an induction on the Group's structure, businesses and governance practices to enhance his/her understanding of the Group's operations.

All Directors are kept informed on a timely basis of major changes that may affect the Group's businesses, including relevant rules and regulations. Management provides the Directors with a monthly financial summary of the Group giving a balanced and understandable assessment of the Group's performance, position and prospects. Apart from the said monthly financial summary, the Directors are provided with information and briefings on specific issues when necessary to facilitate the making of informed decisions.

The Board and each Director have separate and independent access to the Company's senior management. All Directors have access to the advice and services of the Company Secretary to ensure that Board procedures, and all applicable laws, rules and regulations, are followed.

The Directors are encouraged to participate in continuous professional development to enhance and refresh their knowledge and skills for discharging their duties and responsibilities.

The Board (continued)

Information and Continuous Professional Development (continued)

All Directors are required to provide the Company with their training records on an annual basis. Ongoing training and professional development undertaken by the Directors in 2018 is summarised as follows:

Directors	Types of Professional Development
Victor FUNG Kwok King	A, B, C
William FUNG Kwok Lun	A, B, C
Godfrey Ernest SCOTCHBROOK	A, B, C
Benedict CHANG Yew Teck	A, B, C
Anthony LO Kai Yiu	A, B, C
Malcolm AU Man Chung	A, B, C
ZHANG Hongyi	A, B, C
Sarah Mary LIAO Sau Tung	A, B, C
Richard YEUNG Lap Bun	A, B, C
PAK Chi Kin	A, B, C

A Attending training sessions arranged by the Company, or attending and/or giving speech at external seminars/ training sessions

B Reading regulatory and industry related updates, as well as materials which covered the Group's businesses, Directors' duties and so forth

C Attending corporate event(s)/visit(s)

Liability Insurance for Directors

The Company has arranged appropriate liability insurance to indemnify its Directors for their liabilities arising out of corporate activities. The insurance coverage is reviewed regularly.

Other Matters Concerning Directors

Written procedures are put in place for Directors to seek independent professional advice in performing their duties at the Company's expense. No request was made by any Director for such independent professional advice in 2018.

The Directors ensure that they can give sufficient time and attention to the affairs of the Company. The Directors are requested to disclose to the Company on a periodic basis the number and nature of offices held in public companies or organisations and other significant commitments. The identity of the public companies or organisations and an indication of the time involved are also disclosed.

Independent Reporting of Corporate Compliance Function

The Board recognises the importance of independent reporting of the corporate compliance function. The Group Chief Compliance and Risk Management Officer is invited to attend all Board and committee meetings to advise on corporate governance matters covering risk management, internal controls and compliance issues relating to business operations, mergers and acquisitions, accounting and financial reporting.

Board Committees

The Board has established the following committees with defined terms of reference (available on the Company's corporate website), which are in line with the CG Code:

- Audit Committee
- Remuneration Committee
- Nomination Committee

All the committees comprise a majority of Independent Non-executive Directors. Each of the Audit Committee and Remuneration Committee is chaired by an Independent Non-executive Director, and the Nomination Committee is chaired by the Non-executive Chairman. Such committees are provided with sufficient resources to discharge their duties and have access to independent professional advice if considered necessary at the Company's expense.

Audit Committee

Chairman	Anthony LO Kai Yiu *
Members	Malcolm AU Man Chung *
	Godfrey Ernest SCOTCHBROOK +
	Benedict CHANG Yew Teck +
	ZHANG Hongyi *

* *Independent Non-executive Director*
\+ *Non-executive Director*

The Audit Committee was established in 2001 to review the Group's financial reporting, risk management, internal controls and corporate governance matters, and to make relevant recommendations to the Board. The committee includes members who possess appropriate professional qualifications, accounting or related financial management expertise as required under the Listing Rules.

The Audit Committee met four times in 2018 (with an average attendance rate of 90%) to consider and review with senior management, the Company's internal auditor under the Corporate Governance Division ("CGD") and external auditor various matters as set out in the Audit Committee's terms of reference, which included the following:

- Independence of external auditor, their related terms of engagement and fees;

- The Group's accounting policies and practices, compliance with the Listing Rules and statutory requirements, connected transactions, risk management and internal control systems, policies and practices on corporate governance, treasury and financial reporting matters (including the annual and interim financial statements before recommending to the Board for approval);

- Adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, financial reporting and internal audit functions; and

- Audit plans, findings and reports of external auditor and CGD, as well as their effectiveness.

The Audit Committee has authority to investigate any activity within its terms of reference and has full access to and the cooperation of management. It has direct access to CGD and the external auditor, and full discretion to invite any management to attend its meetings.

Board Committees (continued)

Audit Committee (continued)

Whistleblowing Arrangements

Under the Group's Whistleblowing Policy, employees can report any concern, including actual or potential misconduct, possible impropriety or fraud in financial reporting, accounting, risk management and internal control matters, to either senior management or the Group Chief Compliance and Risk Management Officer. Any shareholders or stakeholders, including customers and suppliers, can also report similar concerns by writing in confidence to the Group Chief Compliance and Risk Management Officer at the Company's principal place of business in Hong Kong.

No incident of fraud or misconduct that has material effect on the Company's financial statements and overall operations was reported by employees, shareholders or stakeholders in 2018.

External Auditor's Independence

In order to enhance independent reporting by the external auditor, PricewaterhouseCoopers ("PwC"), the Company's external auditor, were invited to attend all the meetings of the Audit Committee in 2018. During the year, two separate sessions were held between the committee members and PwC to discuss audit and related issues of the Group.

The external audit engagement partner of PwC is subject to periodical rotation. A policy restricting the employment of employees or former employees of the external auditor at senior executive or financial positions within the Group has been put in place.

A policy on the provision of non-audit services by the external auditor has been established since 2005 which includes prohibition of specified non-audit services to be performed by the external auditor. Other non-audit services, with fees above a threshold and are considered not to affect the independence of the external auditor, require prior approval of the Audit Committee.

For the year ended 31 December 2018, the following fees paid or payable to PwC have been endorsed by the Audit Committee:

	Fees HK$'000
Audit services	2,080
Non-audit services (including agreed-upon procedures regarding interim financial information and tax services)	622
Total	2,702

Board Committees (continued)

Audit Committee (continued)

External Auditor's Independence (continued)

Prior to the commencement of the audit of the Company's financial statements for the year ended 31 December 2018, the Audit Committee received written confirmation from PwC as to their independence and objectivity as required by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The Audit Committee is satisfied with the review of audit fees and scope, effectiveness of the audit process, independence and objectivity of PwC, and has recommended to the Board the re-appointment of PwC as the Company's external auditor for the financial year ending 31 December 2019 at the forthcoming AGM.

Remuneration Committee

Chairman	Malcolm AU Man Chung *
Members	William FUNG Kwok Lun +
	ZHANG Hongyi *
	Sarah Mary LIAO Sau Tung *

* *Independent Non-executive Director*
\+ *Non-executive Director*

The Remuneration Committee was established in 2005. Its duties include:

- Make recommendations to the Board on the Company's policy and structure regarding remuneration for all Directors and senior management, including allocation of share options to employees under the Company's Share Option Scheme;

- Make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management;

- Make recommendations to the Board on the remuneration of Non-executive Directors; and

- Review the Group's remuneration and human resources policy.

The Remuneration Committee met once in 2018 (with a 100% attendance rate) to consider grant of share options to Executive Directors and employees. There were no Executive Directors' service contracts requiring review in 2018.

Board Committees (continued)

Remuneration Committee (continued)

Remuneration Policy for Executive Directors

Remuneration for Executive Directors includes fees, basic salary, bonus based on performance and share options which are designed to align Directors' interest with maximising the Company's long term shareholder value. No Executive Director is allowed to approve his own remuneration.

All Executive Directors' remuneration packages were approved by the Remuneration Committee at the beginning of the Group's Three-Year Business Plan (2017 to 2019).

Remuneration Policy for Non-executive Directors

Remuneration for Non-executive Directors comprises Directors' fees which are determined by the Board and approved by the shareholders from time to time with reference to the level of fees paid by other companies listed on the Stock Exchange with similar business nature and market capitalisation, time and effort spent in discharging duties and level of complexity of work involved. Reimbursement is allowed for out-of-pocket expenses incurred in connection with the performance of their duties, including attendance at Company meetings.

Details of Directors' emoluments of the Company are set out in note 12 to the consolidated financial statements on pages 101 to 102.

Nomination Committee

Chairman	Victor FUNG Kwok King +
Members	Anthony LO Kai Yiu *
	ZHANG Hongyi *

\+ *Non-executive Director*
* *Independent Non-executive Director*

The Nomination Committee was established in 2012. Its duties include:

- Review the structure, size and composition (including diversity) of the Board;
- Assess the independence of Independent Non-executive Directors;
- Make recommendations to the Board on the appointment or re-appointment of Directors; and
- Review and monitor the training and continuous professional development of Directors and senior management.

The Nomination Committee met twice in 2018 (with a 100% attendance rate) to review the aforesaid matters and also the evaluation of the performance of the Board and its committees.

Company Secretary

Ms Maria Li Sau Ping has been the Company Secretary of the Company since 2007. She reports to the Group Chairman on Board governance matters and is responsible for ensuring that Board policies and procedures are followed. All Board members have access to her advice and services. She arranges comprehensive and tailored induction programme for newly appointed Directors and provides updates to the Directors on relevant new legislation or regulatory requirements from time to time. Directors' trainings have been organised on a regular basis to assist Directors' continuous professional development. In 2018, the Company Secretary undertook over 15 hours of professional training to update her skills and knowledge.

Directors' and Relevant Employees' Securities Transactions

The Group has adopted a Code for Securities Transactions (the "Securities Code") governing Directors' securities transactions in compliance with the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules. Relevant employees who are likely to be in possession of inside information of the Group are also subject to compliance with the Securities Code.

A copy of the Securities Code will be sent to each Director and each relevant employee twice annually, with a reminder that he/she is prohibited from dealing in the securities of the Company during the blackout periods before publication of the Group's interim and annual results, and that all his/her dealings should be conducted in accordance with the Securities Code.

Specific confirmation of compliance has been obtained from each Director and each relevant employee. No incident of non-compliance by Directors and relevant employees was noted by the Company in 2018.

Directors' Interests

Details of Directors' interests in the shares of the Company and its associated corporations are set out in the Directors' Report on pages 55 to 56.

Directors' and Auditor's Responsibilities for Financial Statements

The Directors' responsibilities for the financial statements and the responsibilities of the external auditor to the shareholders are set out on pages 61 and 66 to 67 respectively.

Risk Management and Internal Control

In a dynamic business environment, it is crucial for the Group to identify, assess and manage external and internal risks in a timely and systematic manner. Effective risk management is important to the Group's achievement of its strategic objectives.

The Board is responsible for the Group's risk management and internal control systems and for reviewing their effectiveness and adequacy with the assistance of the Audit Committee. The risk management and internal control systems are designed to manage, rather than eliminate, the risk of failure to achieve business objectives, and provide reasonable but not absolute assurance against material misstatement, loss or fraud. The Audit Committee reports to the Board on any material issues and makes relevant recommendations.

The Board has delegated to management the design, implementation and ongoing monitoring of the risk management and internal control systems. Qualified personnel throughout the Group maintain and monitor these systems on an ongoing basis.

The main features of the Group's risk management and internal control framework are set out as follows:

Control Environment

The Group operates within an established control environment, which is consistent with the principles outlined in "Internal Control and Risk Management – A Basic Framework" issued by HKICPA. The scope of internal controls for the Group relates to three major areas: effectiveness and efficiency of operations, reliability of financial reporting, and compliance with applicable laws and regulations.

Risk Management and Internal Control (continued)

Governance Structure

The Group maintains a tailored governance structure with defined lines of responsibility and appropriate delegation of authority. Risk identification, assessment, reporting and mitigation are performed across the business.

There are three layers of roles and responsibilities for managing risks and internal controls:

Role	Accountability	Responsibilities
Oversight	Board as a whole, reviews are conducted through Audit Committee	• Oversight of corporate governance, financial reporting, risk management and internal control systems • Fostering a risk awareness culture
Risk and control owner	Management and business units	• Day-to-day execution and monitoring of internal controls and risk management procedures • Formulation and implementation of policies and operating guidelines • Balance between business operation efficiency and exercising internal controls • Ensuring that critical risks are reported to the Board, along with the status of actions taken to manage such risks
Risk monitoring and communication	Corporate Compliance Group	• Evaluation of risk management and internal control systems to identify areas for improvement • Monitoring of corporate governance disclosure and compliance with the Listing Rules and statutory requirements • Undertaking of investigations

Risk Management and Internal Control (continued)

Management of Key Risks

The Group's risk management process is embedded in its strategy formulation, business planning, investment decisions, internal controls and day-to-day operations.

The following are considered key risks faced by the Group and are managed as such:

1. *Operational Risk Management*

   Corporate policies and procedures covering key risks and control standards have been established and implemented. Such policies and procedures are reviewed regularly to ensure their effectiveness. Control procedures are put in place in connection with the approval of the Group's major business transactions and investments, and the monitoring of daily operations of the Group's businesses.

   Contingency and business continuity plans are also examined periodically to evaluate their effectiveness.

2. *Financial Risk Management*

   The Board approves the Group's Three-Year Business Plan and annual budgets, reviews the Group's operating and financial performance and key performance indicators against the budgets on a quarterly basis. Management closely monitors actual financial performance of the Group on a monthly basis.

   The Group adopts a principle of minimising financial risks. Details of the Group's financial risk management (encompassing foreign exchange risk, credit risk, liquidity risk and interest rate risk) are set out in note 3 to the consolidated financial statements on pages 88 to 90.

3. *Reputational Risk Management*

   The reputation of the Group is built on its long-established standards of ethics in conducting business. Guidelines of the Group's business ethical practices as endorsed by the Board are set out in the Code of Conduct and Business Ethics (available on the Company's corporate website). The code covers a range of topics, including avoiding conflicts of interest, anti-bribery and anti-corruption practices, competition law compliance, data protection, protection of copyright and so forth.

   All Directors, officers and employees are expected to comply with the aforesaid code at all times. The code is posted on the Company's intranet for ease of reference and as a constant reminder to all employees.

   The Group places great emphasis on employees' ethical standards and integrity in all aspects of its operations. The Group takes a zero-tolerance approach to bribery and is committed to complying with all applicable anti-bribery laws. Any ethical concerns raised under the Whistleblowing Policy will be investigated independently.

   In 2018, no incident of non-compliance with the Code of Conduct and Business Ethics that had significant impact on the Group's operations was reported.

Risk Management and Internal Control (continued)

Management of Key Risks (continued)

4. *Regulatory Compliance Risk Management*

   The Corporate Compliance Group comprises CGD and the Corporate Secretarial Division. Under the supervision of the Group Chief Compliance and Risk Management Officer and in conjunction with the Group's external advisors, the team regularly reviews adherence to relevant laws and regulations, compliance with the Listing Rules, public disclosure requirements and the Group's standards of compliance practices.

Internal Audit

The internal audit function is carried out by CGD and its mission, authority, scope of work and other matters are formalised under the Internal Audit Charter approved by the Audit Committee.

CGD staff independently review the Group's risk management and internal control systems, and evaluate their effectiveness, adequacy and compliance. In addition, CGD staff regularly visit the Group's offices, factories, distribution centres and selected stores in Hong Kong, Macau and on the Chinese Mainland to help embedding the compliance culture in the Group's business practices by performing on-site reviews.

The Audit Committee approved CGD's current Three-Year Internal Audit Plan (2017 to 2019) that is linked to the Group's Three-Year Business Plan. The Internal Audit Plan is based on a risk assessment methodology and covers the Group's major operations over a three-year period. The scope of the internal audit review covers material financial, operational and compliance controls, as well as risk management policies and procedures. A summary of the key recommendations is presented at the Audit Committee meetings. The implementation of all agreed recommendations is being followed up on a quarterly basis and the progress of implementation is reported to the Audit Committee at each committee meeting.

As part of the annual review of the effectiveness of the Group's risk management and internal control systems, CGD independently reviews the Internal Control Self-Assessment Checklist completed by the management in each material business unit across the Group, and assesses the effectiveness and adequacy of the risk management procedures and internal controls implemented. CGD's review also considers the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function. The outcome of the review is reported to the Audit Committee when it meets to consider the Group's annual results for the year ended 31 December 2018.

External Audit

The external auditor, PwC, performs independent statutory audit on the Group's financial statements. To facilitate the audit, the external auditor attended all the meetings of the Audit Committee. The external auditor also reports to the Audit Committee any significant weaknesses in the Group's internal control procedures which come to their notice during the course of the audit. PwC noted no significant internal control weaknesses in their audit for the financial year ended 31 December 2018.

Risk Management and Internal Control (continued)

Handling and Dissemination of Inside Information

The Company handles and disseminates inside information in accordance with the requirements of the Securities and Futures Ordinance and the Listing Rules.

With regard to the procedures and internal controls for the handling and dissemination of inside information, the Company:

- has adopted the Policy on Inside Information to ensure potential inside information is captured and confidentiality of such information is maintained until timely disclosure is made.
- has included in the Code of Conduct and Business Ethics a prohibition on dealing in the Company's securities whilst in possession of inside information.
- has established and implemented measures such as pre-clearance on dealing in the Company's securities by the Directors and relevant employees, notification of regular blackout periods and securities dealing restrictions to the Directors and relevant employees, as well as identification of projects by code names.
- has established and implemented procedures for responding to external enquiries about the Group's affairs.

Overall Assessment

The Audit Committee, with delegated authority from the Board and the assistance of CGD, conducted an annual review of the effectiveness and adequacy of the Group's risk management and internal control systems for the year ended 31 December 2018 which has been confirmed by senior management by the completion of an Internal Control Self-Assessment Checklist in each material business unit across the Group.

Based on the above and the assessment made by CGD, and also taking into account the results of the work conducted by the external auditor for the purpose of their audit, the Audit Committee considered that for the year ended 31 December 2018:

- The risk management and internal control systems, as well as accounting systems of the Group remained in place and were functioning effectively and adequately, and were designed to provide reasonable assurance that material assets were protected, business risks attributable to the Group were identified and monitored, material transactions were executed in accordance with the Group's policies under management's authorisation, and the financial statements were reliable for publication.
- There was an ongoing process for identifying, evaluating and managing the significant risks faced by the Group.
- The resources, staff qualifications and experience, training programmes and budget of the Group's accounting, financial reporting and internal audit functions were adequate.

Compliance with the Corporate Governance Code

The Board has reviewed the Company's corporate governance practices and is satisfied that the Company has complied with the code provisions set out in the CG Code throughout the year ended 31 December 2018.

Shareholders' Rights

Under the Company's Articles of Association, on the written requisition of shareholder(s) holding not less than one-tenth of the Company's paid-up capital carrying the right of voting at the Company's general meetings, the Board shall convene an extraordinary general meeting for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of the requisition.

Any proposal to be tabled at the Company's general meetings for consideration can be put forward in writing to the Board or the Company Secretary at the Company's principal place of business in Hong Kong. The detailed procedures vary depending on whether the proposal constitutes an ordinary resolution or a special resolution or whether the proposal relates to the election of an individual other than a Director of the Company as a Director.

The Company conducts all voting at general meetings by poll. Notice to shareholders will be sent in the case of AGM at least 20 clear business days before the meeting and at least 10 clear business days in the case of all other general meetings.

Specific enquiries by shareholders requiring the Board's attention can be sent in writing to the Company Secretary at the Company's principal place of business in Hong Kong. Other general enquiries can be directed to the Company through the Company's website.

Dividend Policy

A Dividend Policy has been adopted by the Board in November 2018. Details of the policy are set out in the Directors' Report on page 48.

Changes in Constitutional Documents

The Board confirmed that there were no significant changes in the Company's constitutional documents during the year ended 31 December 2018 which affected the Company's operations and reporting practices. The constitutional documents are available for viewing on the websites of both the Stock Exchange and the Company.

Investor Relations and Communication

The Company pursues a policy of promoting transparency in corporate communication and investor relations. Regular communication programmes include conducting analyst briefing in person and/or via email, participation in investor conferences, conducting road shows, arranging company visits and ad hoc meetings with institutional shareholders and analysts.

The Company maintains a corporate website (www.cr-asia.com) as one of the channels to promote effective corporate communication with the investors and the general public. The website is used to disseminate company announcements, shareholder information and other relevant financial and non-financial information in an electronic format on a timely basis.

A Shareholders Communication Policy has been adopted by the Board, with the objective of ensuring that the shareholders are provided with information about the Group to enable them to exercise their rights in an informed manner, and to engage actively with the Group. The policy is reviewed regularly to ensure its effectiveness.

Key calendar events for shareholders' attention and share information, including market capitalisation as at 31 December 2018, are set out in the Information for Investors section on page 47.

Annual General Meeting

AGM provides an opportunity for communication between the Board and the shareholders of the Company. All shareholders have proper notice of the AGM at which Directors and chairmen or members of the committees are available to take shareholders' questions.

The most recent AGM of the Company was held at Ground Floor, Hong Kong Spinners Industrial Building, Phases I and II, 800 Cheung Sha Wan Road, Kowloon, Hong Kong on 10 May 2018 at 4:00 p.m. The notice of AGM, the Company's annual report and the circular containing information on the proposed resolutions were sent to shareholders at least 20 clear business days prior to the meeting. Separate resolutions were proposed in respect of each substantially separate issue.

Members of the Audit Committee, Remuneration Committee and Nomination Committee were available to answer questions from shareholders. A representative of the external auditor (the engagement partner) also attended the AGM to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

At the AGM, all resolutions as set out in the notice were put to vote by way of poll by the shareholders. An explanation was provided of the detailed procedures for conducting a poll. The Company's Hong Kong branch share registrar, Tricor Abacus Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The results of the poll were published on the websites of both the Stock Exchange and the Company on the day of the AGM.

Recognition

The Company is pleased to be awarded a Special Mention in the Non-Hang Seng Index (Small Market Capitalisation) Category of the HKICPA's Best Corporate Governance Awards 2018, which is the first award given out in the said category.

Directors and Senior Management Profile

Executive Directors

Richard YEUNG Lap Bun – *Chief Executive Officer*

Mr Yeung, aged 62, has over 30 years of experience in general management, food distribution and supply chain management and has been a Director of the Company since 1 November 2000. He is currently the Chief Executive Officer of the Group responsible for overseeing the Group's operations, marketing, logistics and supply chain management, and is actively involved in new business development and repositioning of the Group's businesses to the O2O business models. Prior to joining the Group in October 1998, he spent about ten years in senior positions at HAVI Food Services Group, managing the supply chain of McDonald's Restaurants in various countries in Asia. Mr Yeung graduated from the University of Hawaii with a Bachelor of Business Administration degree. Mr Yeung also holds a Master's degree in Business Administration from the California State University of Los Angeles and is a Certified Public Accountant of the American Institute of Certified Public Accountants. He is also a director of Fung Retailing Limited, a substantial shareholder of the Company.

PAK Chi Kin – *Chief Operating Officer*

Mr Pak, aged 60, has over 20 years of experience in the retailing and food distribution business and has been a Director of the Company since 10 March 2011. He is currently the Chief Operating Officer of the Group responsible for overseeing the Circle K operations of Hong Kong and providing strategic guidance, leadership support and advice to the operations of the Group jointly with the Chief Executive Officer. Prior to joining the Group in May 1999, Mr Pak was the senior manager at HAVI Food Services Group in charge of the distribution of food products and logistics services to McDonald's Restaurants. Mr Pak graduated from The University of Hong Kong with a Bachelor's degree of Science in Engineering, and also holds a Master's degree of Science in Engineering from The University of Hong Kong. Mr Pak is a member of the executive committee of the Hong Kong Retail Management Association.

Non-executive Directors

Victor FUNG Kwok King – *Chairman*

Dr Fung, aged 73, brother of Dr William Fung Kwok Lun, has been a Non-executive Director of the Company since 3 January 2001. Dr Fung is Group Chairman of the Fung Group, a Hong Kong-based multinational which comprises major operating groups engaging in trading, logistics, distribution and retailing. They include publicly listed Li & Fung Limited, Global Brands Group Holding Limited and the Company, and other privately held entities. Dr Fung has become Honorary Chairman of Li & Fung Limited after stepping down as its Group Chairman since May 2012. He is also a director of King Lun Holdings Limited, Fung Holdings (1937) Limited and Fung Retailing Limited, which are substantial shareholders of the Company. Dr Fung holds Bachelor's and Master's degrees in Electrical Engineering from the Massachusetts Institute of Technology, and a Doctorate in Business Economics from Harvard University. He is an independent non-executive director of Chow Tai Fook Jewellery Group Limited and Koç Holding A.Ş.. Dr Fung is Chairman of the Advisory Board of the Asia Global Institute at The University of Hong Kong, a multi-disciplinary think-tank to assume and carry forward the mission and operations of Fung Global Institute, of which Dr Fung was Founding Chairman (July 2010 – June 2015). In public service, Dr Fung has also been an Advisor of the Infrastructure Financing Facilitation Office of The Hong Kong Monetary Authority since 2016 and a member of the Chief Executive's Council of Advisers on Innovation and Strategic Development since March 2018. He is also Chairman of the 2022 Foundation, a non-profit entity focused on research into Hong Kong's long-term competitiveness. Formerly, he was a member of the Chinese People's Political Consultative Conference (2003–2018), Chairman of the Hong Kong Trade Development Council (1991–2000), the Hong Kong representative on the APEC Business Advisory Council (1996–2003), Chairman of the Hong Kong Airport Authority (1999–2008), Chairman of The Council of The University of Hong Kong (2001–2009), Chairman of the Greater Pearl River Delta Business Council (2004–2013), a member of the Commission on Strategic Development of the Hong Kong Government (2005–2012), Chairman of the International Chamber of Commerce (2008–2010), a vice chairman of China Centre for International Economic Exchanges (2009–2014), a member of WTO Panel on Defining the Future of Trade (2012–2013) and Chairman of the Steering Committee on the Hong Kong Scholarship for Excellence Scheme (2014–2018). In 2003 and 2010, the Hong Kong Government awarded Dr Fung the Gold Bauhinia Star and the Grand Bauhinia Medal respectively for his distinguished service to the community.

William FUNG Kwok Lun

Dr Fung, aged 70, brother of Dr Victor Fung Kwok King, has been a Non-executive Director of the Company since 3 January 2001. Dr Fung is Group Chairman of Li & Fung Limited and Chairman and non-executive director of Global Brands Group Holding Limited, both within the Fung Group. He is also a director of the substantial shareholders of the Company, King Lun Holdings Limited, Fung Holdings (1937) Limited and Fung Retailing Limited. Dr Fung held key positions at major trade and business organisations. He is the past Chairman of the Hong Kong Exporters' Association (1989–1991), the Hong Kong Committee for the Pacific Economic Cooperation (1993–2002) and the Hong Kong General Chamber of Commerce (1994–1996). He was a Hong Kong Special Administrative Region delegate to the Chinese People's Political Consultative Conference (1998–2003). He has been awarded the Silver Bauhinia Star by the Hong Kong Government in 2008. Dr Fung graduated from Princeton University with a Bachelor of Science degree in Engineering and holds a Master's degree in Business Administration from the Harvard Graduate School of Business. He was awarded the degrees of Doctor of Business Administration, *honoris causa* by The Hong Kong University of Science and Technology, by The Hong Kong Polytechnic University and by Hong Kong Baptist University. Currently, Dr Fung is an independent non-executive director of VTech Holdings Limited, Shui On Land Limited, Sun Hung Kai Properties Limited and The Hongkong and Shanghai Hotels, Limited. Dr Fung resigned as a non-executive director of Trinity Limited in April 2018.

Non-executive Directors (continued)

Godfrey Ernest SCOTCHBROOK

Mr Scotchbrook, aged 73, prior to re-designation as Non-executive Director of the Company on 3 August 2005, was an Independent Non-executive Director since November 2002. Mr Scotchbrook presently serves as an independent director of Del Monte Pacific Limited and Del Monte Foods, Inc. (companies engaged in the production, marketing and distribution of premium branded beverage and/or food products) and an independent non-executive director of Boustead Singapore Limited (a company engaged in engineering services and geo-spatial technology) in Singapore. Mr Scotchbrook is the Founder of Scotchbrook Communications Ltd., a firm specialising in investor relations, issues management, corporate positioning and public affairs; and is a veteran in corporate governance. He is a Fellow of the Hong Kong Management Association and also of the British Chartered Institute of Public Relations.

Benedict CHANG Yew Teck

Mr Chang, aged 65, has been a Non-executive Director of the Company since 1 July 2012. He is currently the Chief Executive Officer and Founding Partner of IDS Medical Systems Group Limited and also a director of Fung Holdings (1937) Limited, a substantial shareholder of the Company. Formerly, Mr Chang was the Group Managing Director of Integrated Distribution Services Group Limited (October 2003 – April 2011) and a non-executive director of Li & Fung Limited (February 2011 – May 2014). Mr Chang graduated from the University of Surrey, United Kingdom, with a Bachelor of Science Degree (First Class Honours) in Marine Engineering. He was the Chairman of the Advisory Board of the Asian Institute of Supply Chains & Logistics of the Chinese University of Hong Kong (September 2006 – March 2015) and was also a member of the Advisory Board of the School of Information Systems, Singapore Management University.

Independent Non-executive Directors

Malcolm AU Man Chung

Mr Au, aged 69, has been an Independent Non-executive Director of the Company since 3 January 2001. Mr Au holds a Bachelor of Science degree in Chemical Engineering and a Master of Science degree in Food Science both from the University of Wisconsin, the United States of America and a Master of Business Administration degree from the University of Toronto, Canada. Mr Au is also an independent non-executive director of Hong Kong listed China-Hongkong Photo Products Holdings Limited.

Independent Non-executive Directors (continued)

Anthony LO Kai Yiu

Mr Lo, aged 70, has been an Independent Non-executive Director of the Company since 3 August 2005. Mr Lo is Chairman of Shanghai Century Capital Limited and has over 30 years of experience in accounting, banking, finance and investments. Mr Lo also serves as an independent non-executive director of Hong Kong listed Playmates Holdings Limited, Tristate Holdings Limited and Lam Soon (Hong Kong) Limited. Mr Lo is former Chairman and Co-Chief Executive Officer of Shanghai Century Acquisition Corporation (a company formerly listed on the American Stock Exchange). He retired as independent non-executive director of Mecox Lane Limited, a company listed on NASDAQ, Hong Kong listed IDT International Limited, and The Taiwan Fund, Inc., a company listed on the New York Stock Exchange, in June 2014, August 2015 and April 2018, respectively. Mr Lo is qualified as a Chartered Accountant with the Canadian Institute of Chartered Accountants and is a member of the Hong Kong Institute of Certified Public Accountants.

ZHANG Hongyi

Mr Zhang, aged 73, has been an Independent Non-executive Director of the Company since 1 July 2012. Mr Zhang is a Senior Economist and a Fellow of the Hong Kong Institute of Bankers, graduated from Peking Institute of Foreign Trade and retired from Bank of China. He is currently a Council Member of China Development Institute (Shenzhen) and an independent non-executive director of Bank of East Asia (China) Limited. He previously served as the President of Shenzhen Branch of Bank of China, Vice Mayor of Shenzhen Municipal Government, Deputy C.E.O. of Hong Kong & Macau Regional Office of Bank of China, Chairman of Nanyang Commercial Bank, Limited, Chairman of Hua Chiao Commercial Bank Ltd., Vice Chairman of BOC Credit Card (International) Limited, General Manager of Macau branch of Bank of China, Managing Director of Banco Tai Fung, Chairman of Nam Tung Trust & Investment Co. Ltd., Chairman of Nantong Bank Ltd. (Zhuhai), Executive Vice President of China Development Institute (Shenzhen), a director of Henderson (China) Investment Company Limited, an independent non-executive director of Shenzhen Rural Commercial Bank Limited, Shenzhen Overseas Chinese Town Co., Ltd. (listed on the Shenzhen Stock Exchange) and Ping An Insurance (Group) Company of China, Ltd. (listed on Hong Kong and Shanghai Stock Exchanges), and a non-executive director of Inter-Citi Minerals Inc. (listed on the Canadian Stock Exchange).

Sarah Mary LIAO Sau Tung

Dr Liao, aged 67, has been appointed as Independent Non-executive Director of the Company with effect from 1 April 2014. Dr Liao retired as the Master of New College of The University of Hong Kong in November 2018 and was Senior Advisor to the Vice-Chancellor on Sustainability (2008–2014). She was a member of the Chinese Council for International Cooperation on Environment and Development (2009–2016) and was a member of the Board of Trustees of the Environmental Defense Fund (2009–2017) and is now on their China Advisory Board. Dr Liao was formerly the Secretary for the Environment, Transport and Works of the Hong Kong Government (2002–2007). Prior to her Government appointment, Dr Liao was in the consultancy business and amongst her many projects she was engaged as the environmental consultant to the Beijing's Olympic Bid and Organising Committee (2000–2008). Formerly, Dr Liao was a director (July 2008 – April 2012) of Westport Innovations Inc. which is listed on the Toronto Stock Exchange and NASDAQ. Dr Liao is a Fellow of the Royal Society of Chemistry and the Hong Kong Institute of Engineers. She was awarded the Member of the British Empire (MBE); and Justice of Peace and the Gold Bauhinia Star by the Hong Kong Government.

Group Chief Compliance and Risk Management Officer

Jason YEUNG Chi Wai

Mr Yeung, aged 64, was appointed as the Group Chief Compliance and Risk Management Officer of the Company in July 2015. He is also the Group Chief Compliance and Risk Management Officer of Fung Holdings (1937) Limited, a substantial shareholder of the Company, and its publicly-listed companies in Hong Kong. He has extensive experience in handling legal, compliance and regulatory matters, and worked previously in both the public and private sectors practising corporate, commercial and securities law. Prior to joining the Fung Group, he was Deputy Chief Executive (Personal Banking) of Bank of China (Hong Kong) Limited with responsibility for the overall performance of the personal banking businesses of Bank of China (Hong Kong) Limited. Mr Yeung graduated from The University of Hong Kong with a Bachelor's degree in Social Sciences. He also graduated from The College of Law, United Kingdom and holds a Bachelor's degree in Law and a Master's degree in Business Administration from The University of Western Ontario, Canada.

Senior Management

Carrina CHAN Wong Man Li – *Managing Director, Saint Honore Retailing Group*

Mrs Chan, aged 56, has over 30 years of experience in the food and beverage and retail chain industry. She is currently responsible for the Saint Honore operations in Hong Kong and Macau overseeing marketing and category, retail operations, products and site development management. She also took up the advisory role for the Group's cake shop operation on the Chinese Mainland. Mrs Chan holds a Master's degree in Business Administration jointly conferred by the J.L. Kellogg Graduate School of Management, Northwestern University in the United States and The Hong Kong University of Science and Technology. She also holds a Bachelor's degree in Administrative Studies from the Trent University in Canada. Mrs Chan joined Saint Honore group in 1986 and was promoted to the position of Managing Director in 1996. She acted as the member of the Corporate Advisory Board of School of Business and Management of The Hong Kong University of Science and Technology during the period 2000-2009.

Sam HUI Chi Ho – *Chief Financial Officer*

Mr Hui, aged 43, being Chief Financial Officer of the Group since 2009, is responsible for overseeing the Group's finance and accounting functions, including mergers and acquisitions, treasury, investor relations, financial planning and analysis, risk management and financial reporting. Prior to joining the Group in 2004, he was the manager of PricewaterhouseCoopers, and was responsible for providing assurance and business advisory services to a wide range of well established wholesaling and retailing clients. Mr Hui graduated from The Hong Kong University of Science and Technology with a Bachelor's degree (First Class Honours) in Business Administration majoring in Accounting, and also holds a Master's degree in Business Administration from The University of Hong Kong. He has completed certain Senior Executive Programmes held by Massachusetts Institute of Technology Sloan School of Management and Harvard University respectively. Mr Hui is a Fellow member of the Hong Kong Institute of Certified Public Accountants and a member of CFA Institute. He is also a member of the Audit Committee of the Hong Kong Committee for UNICEF.

Information for Investors

Listing Information

Listing	Hong Kong Stock Exchange
Stock code	00831

Key Dates

13 March 2019	Announcement of 2018 Final Results
3 May 2019	Record date for right to attend Annual General Meeting
9 May 2019	Annual General Meeting
16 May to 17 May 2019 (both days inclusive)	Closure of Register of Members for Final Dividend
17 May 2019	Record date for entitlement to Final Dividend
28 May 2019	Despatch of dividend warrants

Share Information

Board lot size	2,000 shares
Shares outstanding as at 31 December 2018	762,530,974 shares
Market capitalisation as at 31 December 2018	HK$2,623,107,000
Earnings per share for 2018	
Interim	8.83 HK cents
Full year	24.03 HK cents
Dividend per share for 2018	
Interim	5.00 HK cents
Final	17.00 HK cents
Full year	22.00 HK cents

Share Registrar and Transfer Offices

Principal:
Tricor Services (Cayman Islands) Limited
P.O. Box 10008, Willow House
Cricket Square, Grand Cayman KY1-1001
Cayman Islands

Hong Kong Branch:
Tricor Abacus Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

Enquiries Contact

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Chief Financial Officer

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Convenience Retail Asia Limited
15th Floor, LiFung Centre
2 On Ping Street
Siu Lek Yuen, Shatin
New Territories
Hong Kong

Website

www.cr-asia.com

Directors' Report

The Directors submit their report together with the audited consolidated financial statements for the year ended 31 December 2018.

Principal Activities, Business Review and Analysis of Operations

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in the operation of (i) a chain of convenience stores in Hong Kong under the brand name of Circle K; (ii) a chain of bakeries under the brand name of Saint Honore in Hong Kong, Macau and on the Chinese Mainland; and (iii) developing businesses including an e-commerce business through an online retailing platform FingerShopping.com and a chain of fast-fashion eyewear stores in Hong Kong under the brand name of Zoff. Further review and analysis of these business activities, including the risks and uncertainties facing the Group and likely future developments in the Group's businesses, are set out in the Chairman's Statement, CEO's Statement and Management Discussion and Analysis sections on pages 5 to 7, pages 8 to 14 and pages 15 to 21 of this Annual Report respectively. These review and analysis form part of this Report.

An analysis of the Group's performance for the year by business segments and by geographical segments is set out in note 5 to the consolidated financial statements.

Results and Appropriations

The results of the Group for the year are set out in the consolidated profit and loss account on page 68.

The Board of Directors had declared an interim dividend of 5 HK cents per share, totaling HK$38,127,000, which was paid on 13 September 2018.

The Board of Directors recommended the payment of a final dividend of 17 HK cents per share, totaling HK$129,630,000.

It is a policy of the Company that, on an annual basis, the Company will distribute, as normal dividend, not less than 50% of the Group's net profit to the shareholders. The actual distribution percentage will be considered and determined by the Board based on the operating results, cash flow, financial position, business prospects, statutory and regulatory restrictions relating to dividend distributions and other factors the Board considers appropriate.

Reserves

Movements in the reserves of the Group and the Company during the year are set out in note 24 and note 29 to the consolidated financial statements.

Donations

Charitable and other donations made by the Group during the year amounted to HK$89,000.

Fixed Assets

Details of the movements in fixed assets of the Group during the year are set out in note 13 to the consolidated financial statements.

Share Capital and Shares Issued

Details of the movements in share capital of the Company together with the shares issued during the year are set out in note 23 to the consolidated financial statements.

Distributable Reserves

Distributable reserves of the Company at 31 December 2018 calculated under the Companies Law of the Cayman Islands amounted to HK$487,116,000 (2017: HK$388,063,000).

Pre-emptive Rights

There is no provision for pre-emptive rights under the Company's Articles of Association and there is no restriction against such rights under the laws of the Cayman Islands.

Subsidiaries

Details of the Company's principal subsidiaries as at 31 December 2018 are set out in note 30 to the consolidated financial statements.

Ten-Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last ten financial years is set out on page 128.

Purchase, Sale or Redemption of Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year.

Share Options

On 10 May 2010, the 2010 Share Option Scheme was approved and adopted by the shareholders at the annual general meeting of the Company for the purpose of providing incentives and/or rewards to eligible persons as defined in the Scheme.

A summary of the major terms of the 2010 Share Option Scheme are as follows:

(i) *Purpose of the Share Option Scheme*

The purpose of the Share Option Scheme is to attract and retain the best quality employees for the development of the Company's businesses and to provide additional incentives or rewards to selected qualifying participants of the Share Option Scheme for their contribution to the creation of the Company's shareholders value.

(ii) *Qualifying participants*

Any employee (whether full time or part time employee including any executive or non-executive Directors of the Company or any Affiliate (the "Affiliate") as defined in the Scheme) or any consultant, agent, advisor, business alliance, joint venture partner of or supplier of goods or services to the Group or any Affiliate or any employee of the business alliance, joint venture partner of or supplier of goods or services to the Group or any Affiliate.

(iii) *Maximum number of shares*

The total number of shares which may be issued upon exercise of all options granted/to be granted under the 2010 Share Option Scheme must not exceed 10% of the shares in issue as at the date of approval of the 2010 Share Option Scheme.

The total number of shares available for issue, save for those already granted, under the 2010 Share Option Scheme is 24,132,597, representing approximately 3.2% of the issued shares of the Company as at the date of this Report.

(iv) *Limit for each participant*

The total number of shares issued and to be issued upon exercise of the options (whether exercised or outstanding) in any 12-month period granted to each qualifying participant must not exceed 1% of the shares in issue, unless specially approved by the independent shareholders of the Company.

Share Options (continued)

(v) *Option period*

In respect of any particular option, such period as the Board may in its absolute discretion determine, save that such period shall not expire less than three years nor more than ten years from the commencement date (the "Commencement Date"). The Commencement Date is deemed to have taken effect from the date on which that option was offered to the qualifying participants.

(vi) *Amount payable on application or acceptance*

An offer of the grant of an option shall remain open for acceptance for a period of 28 days from the Commencement Date. An offer of the grant of the option shall be deemed to have been accepted when the duplicate letter comprising acceptance of the relevant option duly signed by the grantee together with a remittance in favour of the Company of HK$1 by way of consideration of the grant thereof is received by the Company.

(vii) *Subscription price*

The subscription price in respect of any particular option shall be such price as the Board may in its absolute discretion determine at the time of grant of the relevant option but it shall not be less than whichever is the highest of (i) the closing price of the shares as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the Commencement Date; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Commencement Date on which there were dealings in shares on the Stock Exchange; and (iii) the nominal value of a share.

(viii) *The remaining life of the 2010 Share Option Scheme*

The Board shall be entitled at any time within ten years commencing on 10 May 2010 to offer the grant of an option to any qualifying participants.

Share Options (continued)

Details of the movements of share options under the 2010 Share Option Scheme during the year ended 31 December 2018 are as follows:

Grantees	Number of share options					Exercise price HK$	Grant date	Exercisable period
	As at 1/1/2018	Granted *(Note 1)*	Exercised *(Note 2)*	Lapsed *(Note 3)*	As at 31/12/2018			
Directors								
Richard Yeung Lap Bun	2,000,000	–	–	–	2,000,000	5.53	28/2/2014	1/4/2017–31/3/2020
	2,000,000	–	–	–	2,000,000	4.19	29/3/2017	1/4/2020–31/3/2023
Pak Chi Kin	2,000,000	–	–	–	2,000,000	5.53	28/2/2014	1/4/2017–31/3/2020
	1,222,000	–	–	–	1,222,000	4.19	29/3/2017	1/4/2020–31/3/2023
	–	778,000	–	–	778,000	3.88	8/3/2018	1/4/2020–31/3/2023
Continuous contract employees	10,570,000	–	–	(400,000)	10,170,000	5.53	28/2/2014	1/4/2017–31/3/2020
	396,000	–	–	–	396,000	5.10	19/3/2015	1/4/2017–31/3/2020
	168,000	–	(66,000)	(34,000)	68,000	2.86	16/3/2016	1/4/2017–31/3/2020
	7,882,000	–	–	(600,000)	7,282,000	4.19	29/3/2017	1/4/2020–31/3/2023
	–	4,240,000	–	(266,000)	3,974,000	3.88	8/3/2018	1/4/2020–31/3/2023
Other participants	1,734,000	–	–	(90,000)	1,644,000	5.53	28/2/2014	1/4/2017–31/3/2020
	22,000	–	–	–	22,000	5.10	19/3/2015	1/4/2017–31/3/2020
	100,000	–	–	–	100,000	4.19	29/3/2017	1/4/2020–31/3/2023
	28,094,000	5,018,000	(66,000)	(1,390,000)	31,656,000			

Share Options (continued)

Notes:

1. *During the year, share options to subscribe for a total of 5,018,000 shares were granted on 8 March 2018. The closing price of the share immediately before the date on which the options were granted was HK$3.9.*

2. *Share options to subscribe for 66,000 shares were exercised by a continuous contract employee during the year. The closing price of the share immediately before the date on which the said options were exercised was HK$3.7.*

3. *Share options to subscribe for 1,390,000 shares lapsed during the year following the cessation of employment of certain grantees.*

4. *No share options under the 2010 Share Option Scheme were expired during the year.*

5. *No share options under the 2010 Share Option Scheme were cancelled during the year.*

6. *The above options granted are recognised as expenses in the consolidated financial statements in accordance with the Company's accounting policy as set out in this Annual Report.*

7. *The value of the options granted during the year is HK$2,502,000 based on the Black-Scholes Valuation model. The significant inputs into the model were share price of HK$3.88 at the grant date, exercise price shown above, standard deviation of expected share price returns of 27.4%, expected life of options of four years, expected dividend paid out rate of 5.5% and annual risk-free interest rate of 1.7%. The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily share prices over the last three years. The Black-Scholes Valuation model is developed to estimate the fair value of European share options. The fair values calculated are inherently subjective and uncertain due to the assumptions made and the limitations of the model used. The value of an option varies with different variables of certain subjective assumptions. Any change in variables so adopted may materially affect the estimation of the fair value of an option.*

Save as disclosed above, as at 31 December 2018, none of the Directors, chief executives or substantial shareholders of the Company or their respective associates had been granted any other share options.

Directors

The Directors during the year and up to the date of this Report were:

Non-executive Directors
Victor FUNG Kwok King
William FUNG Kwok Lun
Malcolm AU Man Chung*
Anthony LO Kai Yiu*
ZHANG Hongyi*
Sarah Mary LIAO Sau Tung*
Godfrey Ernest SCOTCHBROOK
Benedict CHANG Yew Teck

Executive Directors
Richard YEUNG Lap Bun
PAK Chi Kin

* *Independent Non-executive Directors*

Directors (continued)

In accordance with Article 87 of the Company's Articles of Association, Dr Victor Fung Kwok King, Mr Zhang Hongyi, Mr Godfrey Ernest Scotchbrook and Mr Pak Chi Kin will retire at the forthcoming annual general meeting, and being eligible, will offer themselves for re-election.

Non-executive Directors were appointed for an initial term of three years and will continue in office thereafter subject to termination by not less than three months' prior notice in writing by either party to the other. In addition, all Directors including the Non-executive Directors are required to retire from office by rotation and are subject to re-election by shareholders at annual general meeting at least once every three years pursuant to the Company's Articles of Association.

The Company has received from each Independent Non-executive Director an annual written confirmation of his/her independence in accordance with Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). After assessment by the Nomination Committee, the Board is of the view that they meet the independence guidelines set out in Rule 3.13 of the Listing Rules and considers that each Independent Non-executive Director is independent to the Company.

Directors' Service Contracts

Mr Richard Yeung Lap Bun has entered into a service contract with the Company for an initial term of three years commencing on 1 January 2001 and will continue in office thereafter subject at all times (including the initial three years period) to termination by not less than three months' prior notice in writing by either party to the other.

Mr Pak Chi Kin was appointed as Executive Director of the Company with effect from 10 March 2011. According to his terms of employment, he will continue in office subject at all times to termination by not less than three months' prior notice in writing by either party to the other.

Save as disclosed, none of the Directors (including those who are proposed for re-election at the forthcoming annual general meeting) has any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

Directors' Interests in Transactions, Arrangements and Contracts

No transactions, arrangements or contracts of significance in relation to the Group's business to which the Company, any of its subsidiaries, its fellow subsidiaries or its holding companies was a party and in which a Director of the Company or an entity connected with such Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year except as disclosed under "Connected Transactions" stated below and note 28 "Related Party Transactions" to the consolidated financial statements.

Permitted Indemnity Provisions

A permitted indemnity provision for the benefit of the Directors of the Company is currently in force and was in force throughout the year ended 31 December 2018. The Company has maintained liability insurance to provide appropriate cover for the Directors of the Company and its subsidiaries.

Interests and Short Positions of Directors in Shares, Underlying Shares and Debentures

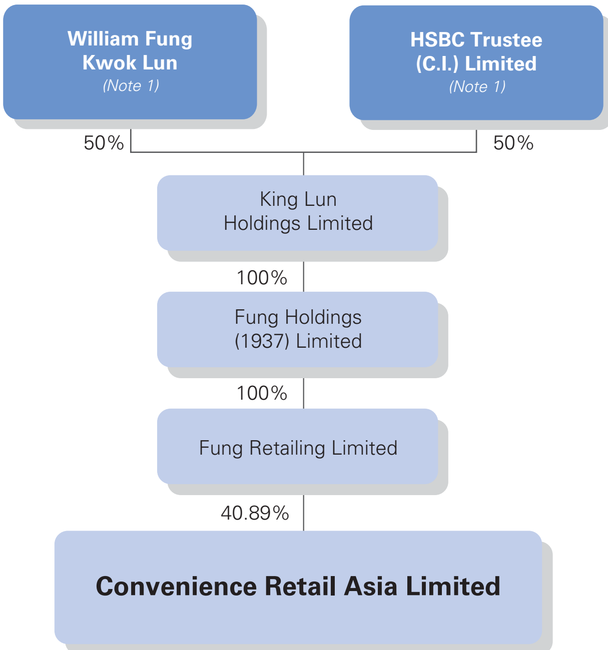
As at 31 December 2018, the Directors and chief executives of the Company and their associates had the following interests in shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies under the Listing Rules and/or the Code for Securities Transactions by Directors and Relevant Employees adopted by the Company:

Long positions in shares and underlying shares of the Company

	Number of shares					
Name of Directors	Personal interests	Family interests	Corporate/ Trust interests	Equity derivatives (share options)	Total interests	Approximate percentage of interests
Victor Fung Kwok King	–	–	311,792,000 *(Note 1)*	–	311,792,000	40.89%
William Fung Kwok Lun	–	–	311,792,000 *(Note 1)*	–	311,792,000	40.89%
Richard Yeung Lap Bun	22,396,000	–	–	4,000,000 *(Note 2)*	26,396,000	3.46%
Pak Chi Kin	1,134,000	–	–	4,000,000 *(Note 2)*	5,134,000	0.67%

Interests and Short Positions of Directors in Shares, Underlying Shares and Debentures
(continued)

As at 31 December 2018, the interests of Dr Victor Fung Kwok King and Dr William Fung Kwok Lun in the shares of the Company are summarised in the following chart:



Notes:

1. *King Lun Holdings Limited ("King Lun") through its indirect wholly-owned subsidiary, Fung Retailing Limited ("FRL") (a wholly-owned subsidiary of Fung Holdings (1937) Limited ("FH 1937")) held 311,792,000 shares in the Company. 50% of the issued share capital of King Lun is owned by HSBC Trustee (C.I.) Limited, the trustee of a trust established for the benefit of the family members of Dr Victor Fung Kwok King, the remaining 50% is owned by Dr William Fung Kwok Lun. Therefore, Dr Victor Fung Kwok King and Dr William Fung Kwok Lun, by virtue of their interests in King Lun, are deemed to have interests in 311,792,000 shares of the Company.*

2. *These interests represented the interests in the share options (being regarded as unlisted physically settled equity derivatives) granted by the Company to these Directors as beneficial owners, the details of which are set out in the section headed "Share Options" above.*

Save as disclosed above, as at 31 December 2018, none of the Directors, chief executives and their associates had any other interests or short positions in shares, underlying shares and debentures of the Company or any of its associated corporations. Besides, at no time during the year, the Directors and chief executives (including their spouse and children under 18 years of age) had any interest in, or had been granted, or exercised, any rights to subscribe for shares (or warrants or debentures, if applicable) of the Company or its associated corporations required to be disclosed pursuant to the SFO.

Interests and Short Positions of Shareholders in Shares and Underlying Shares

At 31 December 2018, other than the interests of the Directors or chief executives of the Company as disclosed above, the following persons had notified the Company of their interests in shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Interests in shares of the Company

Name of shareholders	Number of shares	Nature of interests/ Holding capacity	Approximate percentage of interests
HSBC Trustee (C.I.) Limited	311,792,000	Trustee *(Note 1)*	40.89%
King Lun Holdings Limited	311,792,000	Interest of controlled corporation *(Note 1)*	40.89%
Aggregate of Standard Life Aberdeen plc affiliated investment management (together "SL & Aberdeen plc")	92,168,000	Investment manager *(Note 2)*	12.08%
Aberdeen Standard SICAV I	45,722,000	Beneficial owner *(Note 2)*	5.99%
The Capital Group Companies, Inc.	51,330,000	Interest of controlled corporation	6.73%
FIL Limited	46,984,000	Interest of controlled corporation *(Note 3)*	6.16%
Pandanus Partners L.P.	49,828,000	Interest of controlled corporation *(Note 3)*	6.53%
Pandanus Associates Inc.	49,828,000	Interest of controlled corporation *(Note 3)*	6.53%

Interests and Short Positions of Shareholders in Shares and Underlying Shares (continued)

Interests in shares of the Company (continued)

Notes:

1. *These shares were held by FRL. King Lun indirectly owns 100% interests in FRL through its wholly-owned subsidiary, FH 1937. All of HSBC Trustee (C.I.) Limited, King Lun, FH 1937 and FRL are deemed to have interests in these shares pursuant to the SFO. Please refer to Note 1 in the above section headed "Interests and Short Positions of Directors in Shares, Underlying Shares and Debentures".*

2. *SL & Aberdeen plc held the shares on behalf of accounts (under discretionary or segregated mandates) managed by SL & Aberdeen plc. 45,722,000 shares were held by Aberdeen Standard SICAV I of which SL & Aberdeen plc is the investment manager and investment advisers.*

3. *Pandanus Associates Inc. is a general partner of Pandanus Partners L.P., who owns or control one-third or more of voting rights in FIL Limited.*

Save as disclosed above, as at 31 December 2018, the Company had not been notified of any other interests or short positions in shares or underlying shares of the Company being held by any other shareholders as recorded in the register required to be kept under section 336 of the SFO.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this Report, there is sufficient public float of more than 25% of the Company's issued shares as required under the Listing Rules.

Major Customers and Suppliers

The percentage of purchases for the year attributable to the Group's major suppliers is as follows:

–	the largest supplier	27%
–	five largest suppliers combined	47%

None of the Directors, their associates or any shareholders (which to the knowledge of the Directors own more than 5% of the issued share capital of the Company) had an interest in the five largest suppliers noted above.

During the year, the Group sold less than 30% of its goods and services to its five largest customers.

Connected Transactions

Continuing Connected Transactions

During the year, the Group had various transactions with related parties (details are set out in note 28 to the consolidated financial statements on pages 121 to 123), such as certain reimbursement of office and administrative expenses between the Group and FH 1937 (the controlling shareholder of the Company) and its associates, also constituted connected transactions of the Company which are fully exempted under Rule 14A.98 of the Listing Rules. In addition, the following transactions constituted continuing connected transactions (exempt from independent shareholders' approval requirements) of the Company:

		HK$'000
1.	Properties leasing and/or licensing arrangements with FH 1937 and its associates *(Note 1)*	12,559
2.	Sales of various products (being both food and non-food products) to FH 1937 and its associates *(Note 2)*	1,247

Notes:

1. *This refers to the leasing of properties and/or granting of licence for the right to use properties (or any part thereof) by FH 1937 and its associates to the Group under a master agreement ("Existing Agreement") signed on 20 November 2015 for a term of three years from 1 January 2016 to 31 December 2018 (details of which were disclosed in the announcement dated 20 November 2015). In view of the expiry of the Existing Agreement, the Company has renewed the master agreement on 9 November 2018 for a term of three years commencing on 1 January 2019 and ending on 31 December 2021 (details of which were disclosed in the announcement dated 9 November 2018).*

2. *This refers to the sales of various products (being both food and non-food products) by the Group to FH 1937 and its associates under a master agreement signed on 20 November 2015 for a term of three years from 1 January 2016 to 31 December 2018 (details of which were disclosed in the announcement dated 20 November 2015).*

The pricing and the terms of the above underlying transactions have been determined in accordance with the pricing policies and guidelines as set out in the respective announcement. Dr Victor Fung Kwok King and Dr William Fung Kwok Lun are considered to have material interest in the abovementioned continuing connected transactions by virtue of their deemed interests in FH 1937.

Connected Transactions (continued)

Continuing Connected Transactions (continued)

The Independent Non-executive Directors reviewed the above continuing connected transactions and confirmed that the transactions have been entered into:

(a) in the ordinary and usual course of business of the Group;

(b) on normal commercial terms or better; and

(c) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

In addition, all the disclosure requirements in connection with the above transactions pursuant to Chapter 14A of the Listing Rules have been duly complied with by the Company.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

Contracts with Controlling Shareholders

Save as disclosed under "Connected Transactions" above and note 28 "Related Party Transactions" to the consolidated financial statements, no other contracts of significance between the Company or any of its subsidiaries and a controlling shareholder or any of its subsidiaries were entered into or existed during the year.

Management Contracts

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

Directors' Responsibilities for the Financial Statements

The Directors are responsible for the preparation of the financial statements for each financial period which gives a true and fair view of the financial position of the Group and of the financial performance and cash flows for that period. In preparing these financial statements for the year ended 31 December 2018, the Directors have selected suitable and relevant accounting policies and applied them consistently as stated in note 2 to the consolidated financial statements; made judgments and estimates that are prudent and reasonable; and have prepared the financial statements on the going concern basis. The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group.

Auditor

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board
Victor FUNG Kwok King
Chairman

Hong Kong, 13 March 2019

Independent Auditor's Report

pwc

羅兵咸永道

Independent Auditor's Report
To the Shareholders of Convenience Retail Asia Limited
(incorporated in Cayman Islands with limited liability)

Opinion

What we have audited

The consolidated financial statements of Convenience Retail Asia Limited (the "Company") and its subsidiaries (the "Group") set out on pages 68 to 127, which comprise:

- the consolidated balance sheet as at 31 December 2018;
- the consolidated profit and loss account for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated cash flow statement for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, 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 disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matter identified in our audit is related to the impairment of goodwill and trademarks with indefinite lives.

Key Audit Matter	How our audit addressed the Key Audit Matter
Impairment assessment of goodwill and trademarks with indefinite lives *Refer to note 4b, 4c and note 16 to the consolidated financial statements* The Group carried goodwill and trademarks balances of HK$247 million and HK$110 million, respectively, as of 31 December 2018, which relate to the acquisition of the Saint Honore bakery business. The Group is required to, at least annually, perform impairment assessment of the goodwill and trademarks. Goodwill has been allocated to one of the Group's cash generating units ("CGUs") within the bakery segment for the purpose of performing impairment assessment. The recoverable amount of the underlying CGU is determined by fair value less cost to sell calculations which are based on future discounted cash flows. The recoverable amount of the trademarks is determined using the royalty relief valuation method which is based on the present value of the hypothetical royalty income from licensing out the trademarks. Based on management's assessment, which considered the sufficiency of headroom, they have concluded that no impairment charge in relation to goodwill or trademarks is required in the current financial year. We focused on this area as management's assessment involved significant estimates and judgements, including the sales growth rate, gross profit margin, net profit margin, perpetual growth rate, royalty rate and discount rates applied in the calculation.	We evaluated the methodologies (fair value less cost to sell calculations and royalty relief valuation method) adopted by management and tested the accuracy of the underlying calculations using internal valuation experts to assist us. We evaluated management's future cash flow forecasts by comparing the historical actual results of management's past budgets to assess the quality of management's forecasting. We also evaluated the key assumptions used in the calculations, including sales growth rates, gross profit margin, net profit margin, perpetual growth rate, royalty rate and discount rates. When evaluating these key assumptions, we discussed with management and compared the assumptions used in the calculations to their future business plans. We also assessed the reasonableness of the assumptions based on external market data, industry outlook reports and economic growth forecasts from a number of sources. We assessed management's sensitivity analysis around the key assumptions, to ascertain the extent to which adverse changes, both individually and in aggregate, would result in the goodwill and trademarks being impaired. We found the Group's judgements and assumptions used in the impairment assessments to be supported by available evidence.

Other Information

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than 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 the Audit Committee for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of 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.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

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. We report our opinion solely to you, as a body, 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 HKSAs 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 HKSAs, we exercise professional judgment and maintain professional scepticism 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.

- 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 the Audit Committee 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.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Yee, Shia Yuen.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 13 March 2019

Consolidated Profit and Loss Account

For the year ended 31 December 2018

	Note	**2018** **HK$'000**	2017 HK$'000
Revenue	*5*	**5,320,077**	5,094,032
Cost of sales	*6*	**(3,409,248)**	(3,320,189)
Gross profit		**1,910,829**	1,773,843
Other income	*5*	**115,672**	107,912
Store expenses	*6*	**(1,428,956)**	(1,342,132)
Distribution costs	*6*	**(164,071)**	(152,250)
Administrative expenses	*6*	**(218,976)**	(204,779)
Core operating profit		**214,498**	182,594
Interest income	*7*	**2,355**	1,542
Profit before income tax		**216,853**	184,136
Income tax expenses	*8*	**(33,650)**	(33,825)
Profit attributable to shareholders of the Company		**183,203**	150,311
Earnings per share (HK cents)			
Basic	*9*	**24.03**	19.75
Diluted	*9*	**24.03**	19.75

The notes on pages 74 to 127 are an integral part of these consolidated financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2018

	2018 **HK$'000**	2017 HK$'000
Profit attributable to shareholders of the Company	**183,203**	150,311
Other comprehensive income/(loss):		
Item that will not be reclassified subsequently to profit or loss		
Actuarial losses on post employment benefit obligation, net of tax	**–**	(3,985)
Item that may be reclassified subsequently to profit or loss		
Exchange differences	**(1,566)**	3,145
Total comprehensive income attributable to shareholders of the Company	**181,637**	149,471

The notes on pages 74 to 127 are an integral part of these consolidated financial statements.

Consolidated Balance Sheet

As at 31 December 2018

	Note	2018 HK$'000	2017 HK$'000
Assets			
Non-current assets			
Fixed assets	*13*	**349,965**	357,173
Investment properties	*14*	**25,363**	26,561
Lease premium for land	*15*	**32,216**	35,180
Intangible assets	*16*	**357,465**	357,465
Available-for-sale financial asset	*17*	**–**	1,895
Financial asset at fair value through other comprehensive income	*17*	**1,895**	–
Rental and other long-term deposits		**97,216**	96,993
Deferred tax assets	*18*	**14,114**	16,385
		878,234	891,652
Current assets			
Inventories	*19*	**198,866**	192,603
Rental deposits		**58,289**	47,705
Trade receivables	*20*	**73,939**	82,017
Other receivables, deposits and prepayments		**91,329**	91,075
Restricted bank deposit	*21*	**–**	963
Cash and cash equivalents	*21*	**507,694**	450,776
		930,117	865,139
Total assets		**1,808,351**	1,756,791

	Note	2018 HK$'000	2017 HK$'000
Equity			
Share capital	*23*	**76,253**	76,246
Reserves	*24*	**614,557**	574,429
Total equity		**690,810**	650,675
Liabilities			
Non-current liabilities			
Long service payment liabilities	*25*	**14,949**	16,084
Deferred tax liabilities	*18*	**10,160**	10,067
		25,109	26,151
Current liabilities			
Trade payables	*22*	**662,784**	669,710
Other payables and accruals		**247,207**	219,927
Taxation payable		**13,268**	10,426
Cake coupons		**169,173**	179,902
		1,092,432	1,079,965
Total equity and liabilities		**1,808,351**	1,756,791

On behalf of the Board

Victor FUNG Kwok King
Director

Richard YEUNG Lap Bun
Director

The notes on pages 74 to 127 are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2018

	Attributable to shareholders of the Company							
	Share capital HK$'000	Share premium HK$'000	Merger reserve HK$'000	Capital reserves HK$'000	Employee share-based compensation reserve HK$'000	Exchange reserve HK$'000	Retained earnings HK$'000	Total equity HK$'000
At 1 January 2017	75,530	379,697	177,087	19,316	17,173	(3,109)	144,028	809,722
Profit attributable to shareholders of the Company	–	–	–	–	–	–	150,311	150,311
Exchange differences	–	–	–	–	–	3,145	–	3,145
Actuarial losses on post employment benefit obligation								
Gross	–	–	–	–	–	–	(4,990)	(4,990)
Tax	–	–	–	–	–	–	1,005	1,005
Total comprehensive income for the year	–	–	–	–	–	3,145	146,326	149,471
Issue of new shares	716	22,360	–	–	–	–	–	23,076
Employee share option benefit	–	4,236	–	–	(1,728)	–	1,353	3,861
Transfer to capital reserves	–	–	–	686	–	–	(686)	–
Dividends paid	–	(205,848)	–	–	–	–	(129,607)	(335,455)
	716	(179,252)	–	686	(1,728)	–	(128,940)	(308,518)
At 31 December 2017	76,246	200,445	177,087	20,002	15,445	36	161,414	650,675
At 1 January 2018	**76,246**	**200,445**	**177,087**	**20,002**	**15,445**	**36**	**161,414**	**650,675**
Profit attributable to shareholders of the Company	**–**	**–**	**–**	**–**	**–**	**–**	**183,203**	**183,203**
Exchange differences	**–**	**–**	**–**	**–**	**–**	**(1,566)**	**–**	**(1,566)**
Total comprehensive income for the year	**–**	**–**	**–**	**–**	**–**	**(1,566)**	**183,203**	**181,637**
Issue of new shares	**7**	**182**	**–**	**–**	**–**	**–**	**–**	**189**
Employee share option benefit	**–**	**23**	**–**	**–**	**2,658**	**–**	**509**	**3,190**
Dividends paid	**–**	**–**	**–**	**–**	**–**	**–**	**(144,881)**	**(144,881)**
	7	**205**	**–**	**–**	**2,658**	**–**	**(144,372)**	**(141,502)**
At 31 December 2018	**76,253**	**200,650**	**177,087**	**20,002**	**18,103**	**(1,530)**	**200,245**	**690,810**

The notes on pages 74 to 127 are an integral part of these consolidated financial statements.

Consolidated Cash Flow Statement

For the year ended 31 December 2018

	Note	2018 HK$'000	2017 HK$'000
Cash flows from operating activities			
Cash generated from operations	*26*	**293,332**	341,331
Hong Kong profits tax paid		**(22,712)**	(27,170)
Overseas income tax paid		**(6,049)**	(5,324)
Net cash generated from operating activities		**264,571**	308,837
Cash flows from investing activities			
Purchase of fixed assets		**(70,061)**	(91,016)
Proceeds from disposal of fixed assets		**583**	819
Proceed from disposal of lease premium for land		**3,859**	–
Decrease in restricted bank deposit		**963**	–
Interest received		**2,181**	1,531
Net cash used in investing activities		**(62,475)**	(88,666)
Cash flows from financing activities			
Proceeds from issuance of shares		**189**	23,076
Dividends paid		**(144,881)**	(335,455)
Net cash used in financing activities		**(144,692)**	(312,379)
Increase/(Decrease) in cash and cash equivalents		**57,404**	(92,208)
Cash and cash equivalents at 1 January		**450,776**	541,942
Effect of foreign exchange rate changes		**(486)**	1,042
Cash and cash equivalents at 31 December	*21*	**507,694**	450,776

The notes on pages 74 to 127 are an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

1. GENERAL INFORMATION

Convenience Retail Asia Limited (the "Company") and its subsidiaries (together the "Group") are principally engaged in the operation of (i) a chain of convenience stores in Hong Kong under the brand name of Circle K; (ii) a chain of bakeries under the brand name of Saint Honore in Hong Kong, Macau and on the Chinese Mainland; and (iii) developing businesses including e-commerce business through an online retailing platform FingerShopping.com and a chain of fast-fashion eyewear stores in Hong Kong under the brand name of Zoff.

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is P.O. Box 10008, Willow House, Cricket Square, Grand Cayman KY1-1001, Cayman Islands and its principal place of business is 15th Floor, LiFung Centre, 2 On Ping Street, Siu Lek Yuen, Shatin, New Territories, Hong Kong.

The Company's shares are currently listed on the Main Board of The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in Hong Kong dollars, unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 13 March 2019.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRS") and under historical cost convention as modified by the revaluation of financial assets at fair value through other comprehensive income.

As at 31 December 2018, the Group had net current liabilities of HK$162,315,000 (2017: HK$214,826,000). In preparing these financial statements, the Group's management has taken into account all information that could reasonably be expected to be available and has ascertained that the Group has obtained adequate financial resources to support the Group to continue in operational existence for the foreseeable future. Based on the Group's history of its operating performance, availability of banking facilities and its expected future working capital requirements, the Group's management is of the opinion that the Group will be able to meet its liabilities as and when they fall due within the next twelve months and therefore have prepared the financial statements on a going concern basis.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of preparation (continued)

The Group has adopted the following new and amended standards and interpretation of HKFRS which are mandatory for accounting periods beginning on or after 1 January 2018 and relevant to its operations:

HKAS 40 Amendment	Transfers of Investment Property
HKFRS 2 Amendment	Classification and Measurement of Share-based Payment Transactions
HKFRS 4 Amendment	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
HKFRS 15 Amendment	Clarifications to HKFRS 15
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration
Annual Improvements Project	Annual Improvements 2014-2016 Cycle

The adoption of new and amended standards and interpretation of HKFRS does not have material impact on the consolidated financial statements and does not result in substantial changes to the Group's accounting policies, except the impacts of the adoption of HKFRS 9 "Financial Instruments" and HKFRS 15 "Revenue from Contracts with Customers" are disclosed in note 2b.

The Group has not early adopted the following new and amended standards and interpretation of HKFRS that have been issued and are mandatory for the Group's accounting periods beginning on or after 1 January 2019.

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

None of the above is expected to have a significant effect on the consolidated financial statements of the Group, except HKFRS 16 "Leases".

HKFRS 16 will affect primarily the accounting for the Group's operating leases. It will result in all leases being recognised on the consolidated balance sheet by lessees, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right of use the leased item) and a financial liability to pay rentals are recognised. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

Based on the current assessment, it is estimated that the change in accounting for the Group's operating leases will result in the recognition of right-of-use assets and lease liabilities of approximately HK$681,000,000 respectively as at 1 January 2019.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Changes in accounting policies

(i) HKFRS 9 "Financial Instruments"

HKFRS 9 Financial Instruments addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets *(note 2j)*.

Effects of changes in accounting policies

The Group elects to adopt HKFRS 9 without restating comparatives. The classification and the adjustments arising from the adoption of HKFRS 9 is therefore not reflected in the consolidated balance sheet as at 31 December 2017, but are recognised in the opening of the consolidated balance sheet on 1 January 2018.

Classification of available-for-sale financial asset

The Group elected to present in other comprehensive income for the changes in fair value of its equity investment previously classified as available-for-sale financial asset as it is long-term strategic investment that is not expected to be sold in the short to medium term.

The table below shows the adjustments recognised in the opening balances of the affected line items on consolidated balance sheet.

HK$'000	31 December 2017 (as previously reported)	Impact on adoption of HKFRS 9	1 January 2018 (restated)
Non-current assets			
Financial asset at fair value through other comprehensive income	–	1,895	1,895
Available-for-sale financial asset	1,895	(1,895)	–

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Changes in accounting policies (continued)

(i) *HKFRS 9 "Financial Instruments"* (continued)

Impairment of financial assets

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected losses for all trade receivables. The adoption of the simplified expected loss approach under HKFRS 9 has not resulted in any material impact to the carrying value of trade receivables as at 1 January 2018.

(ii) *HKFRS 15 "Revenue from Contracts with Customers"*

HKFRS 15 establishes a comprehensive framework for determining when to recognise revenue and how much revenue to be recognised through a 5-step approach: (i) identify the contract(s) with customer; (ii) identify separate performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations; and (v) recognise revenue when a performance obligation is satisfied. The core principle is that the Group should recognise revenue when control of goods or services transfers to a customer *(note 2t)*.

The Group has applied modified retrospective approach as allowed under HKFRS 15. No retrospective adjustments were required and no impact on retained earnings at 1 January 2018 in respect of this change in accounting policy. The adoption of HKFRS 15 has no significant impact on the Group.

(c) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December.

(i) *Subsidiaries*

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Consolidation (continued)

(i) *Subsidiaries* (continued)

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Goodwill *(note 2h)* is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in the consolidated profit and loss account.

Inter-company transactions, balances, income and expenses on transactions between the group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from the investments if the dividends exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(ii) *Transactions with non-controlling interests*

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that makes strategic decisions.

(e) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities 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 Hong Kong dollars, which is the Company's functional and the Group's 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 or valuation where items are re-measured. 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 profit and loss account.

Translation differences on non-monetary items, such as equities classified as financial asset at fair value through other comprehensive income, are included in other comprehensive income.

(iii) Group companies

The results and financial position of all of the Group's entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

(ii) income and expenses for each profit and loss account are translated at average exchange rates; and

(iii) all resulting exchange differences are recognised in other comprehensive income.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Foreign currency translation (continued)

(iii) Group companies (continued)

On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the company are reclassified to consolidated profit or loss. In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

(f) Fixed assets and lease premium for land

Fixed assets are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Freehold land is stated at cost without amortisation. Leasehold land classified as finance lease and properties are depreciated on a straight-line basis over the unexpired term of the leases of 29 years to 43 years. Lease premium for land are accounted for as operating leases and amortised in the consolidated profit and loss account on a straight-line basis over the unexpired term of the leases of 24 years to 39 years. Leasehold improvements are depreciated on a straight-line basis over the leases of 3 years to 10 years. Other fixed assets are depreciated at rates sufficient to write off their costs over their expected useful lives on a straight-line basis. The principal annual rates are as follows:

Equipment, furniture and fixtures	10% to $33^1/_3$%
Motor vehicles	15% to 25%

No depreciation is provided for construction in progress until it is completed and ready for use.

Major costs incurred in restoring fixed assets to their normal working conditions are charged to the consolidated profit and loss account.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount *(note 2i)*.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated profit and loss account.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Investment properties

Property that is held for rental yields and not occupied by the Group is classified as investment property. The Group applies the cost model of accounting as permitted by HKAS 40. Land are classified and accounted for as finance lease in the consolidated financial statements.

After initial recognition, investment property is stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the property.

Investment properties are depreciated on a straight-line basis over the unexpired term of the leases of 25 years to 40 years.

Major costs incurred in restoring properties to its normal working conditions are charged to the consolidated profit and loss account.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount *(note 2i)*.

Gain and loss on disposal is determined by comparing the proceed with the carrying amount and is recognised in the consolidated profit and loss account.

(h) Intangible assets

(i) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of fair value of the net identifiable assets of the acquired subsidiaries at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose identified according to the operating segment.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Intangible assets (continued)

(ii) Trademarks

Acquired trademarks have an infinite useful life and are carried at historical cost without amortisation. Trademarks are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and carried at cost less accumulated impairment losses.

(i) Impairment of non-financial assets

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

(j) Financial assets

The Group classifies its investments as loans and receivables and financial assets at fair value through other comprehensive income. The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

Classification

(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than twelve months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise trade and other receivables, certain bank deposits and cash and cash equivalents in the consolidated balance sheet *(note 2l and 2m)*.

(ii) Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within twelve months of the balance sheet date. The Group reclassifies its assets when and only when its business model for managing those assets changes.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Financial assets (continued)

Recognition and measurement

Purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Financial assets are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Financial asset at fair value through other comprehensive income are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Dividend income from equity instruments of financial asset at fair value through other comprehensive income is recognised in the consolidated profit and loss account in other income when the Group's right to receive payments is established.

Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Impairment losses (and reversal of impairment losses) on equity investments measured at fair value through other comprehensive income are not reported separately from other changes in fair value.

Impairment

The Group assesses on a forward looking basis the expected credit losses associated with that a financial asset or a group of financial assets at each balance sheet date. The impairment apply depends on whether there has been a significant increase in credit risk. For loans and receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(k) Inventories

Inventories comprising merchandises and bakery products are stated at the lower of cost and net realisable value. The cost of inventories is calculated on the weighted average basis including all costs of purchase, costs of conversion, and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Further information about the Group's impairment policies and accounting for trade and other receivables, refers to note 3a(ii) and note 20, respectively.

(m) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

(n) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

(o) Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using effective interest method.

(p) Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Current and deferred income tax (continued)

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries except for deferred tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

(q) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity or paternity leave are not recognised until the time of leave.

(ii) Profit sharing and bonus plans

Provisions for profit sharing and bonus plans due wholly within twelve months after balance sheet date are recognised when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Employee benefits (continued)

(iii) Pension obligations

The Group pays contributions to an independently administered fund on a mandatory basis. The Group has no further payment obligations once the contributions have been paid. The contributions are expensed as incurred and are not reduced by contributions forfeited by those employees who leave the fund prior to vesting fully in the contributions. Contributions to the fund by the Group and employees are calculated as a percentage of employees' salaries.

The assets of the fund are held separately from those of the Group in the independently administered fund.

(iv) Long service payment liabilities

The Group's net obligation in respect of long service amounts payable on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods.

The long service payment liabilities are assessed by using the projected unit credit method. The cost of providing the long service payment liabilities is charged to the consolidated profit and loss account so as to spread the costs over the service lives of employees.

The long service payment liabilities are discounted to determine the present value and reduced by entitlements accrued under the Group's defined contribution retirement scheme that is attributable to contributions made by the Group. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. Past service costs are recognised as an expense on a straight-line basis over the average period until the benefit become vested.

(v) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the consolidated profit and loss account, and a corresponding adjustment to equity employee share-based compensation reserve.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated.

(s) Core operating profit

Core operating profit is the result generated from the Group's convenience store, bakery and developing businesses including e-commerce and eyewear businesses excluding interest income, income tax expenses and corporate exchange gain or loss and gain or loss on disposal of property which are of capital nature or non-operating related.

(t) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's business. The Group devices revenue from the transfer of goods at point in time. Revenue is shown net of discounts and after eliminating sales within the Group. Revenue is recognised as follows:

(i) Sales of goods are recognised when a product is sold to the customer. Payments that are related to cake coupons not yet redeemed by the customers are deferred and shown as contract liability under the current liability "cake coupons" in the consolidated balance sheet. Cake coupons surrendered in exchange for products or upon expiry during the period are recognised as revenue in the consolidated profit and loss account using the weighted average cake coupon sale value.

(ii) Sales of services are recognised in the accounting period in which the services are rendered.

(iii) Interest income is recognised on a time proportion basis using the effective interest method.

(u) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases net of any incentives received from the lessor are charged to the consolidated profit and loss account on a straight-line basis over the period of the lease.

(v) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's and Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

3. FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, credit risk, liquidity risk and interest rate risk.

(i) Foreign exchange risk

The Group is exposed to foreign currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of the operations to which they relate. The Group has insignificant exposure to foreign exchange risk as substantially all sales and purchases transactions, recognised assets and liabilities are primarily denominated in the functional currency of the operations to which they relate.

(ii) Credit risk

The credit risk of the Group mainly arises from cash and cash equivalents, bank deposits, trade receivables, rental deposits and other receivables. The carrying amounts of these balances represent the maximum exposure to credit risk in relation to financial assets and the Group regularly monitored the level of these balances.

The majority of the Group's trade receivables are supplier rebates and promotion fees receivables. The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. The Group mitigates its exposure to risk relating to the trade receivables by performing regular reviews of the aging profile and the corresponding historical credit losses experience of trade receivables. The Group has no significant concentrations of credit risk, with exposure spread over a large number of debtors.

Retail sales are usually paid in cash. The Group mitigates its exposure to risk relating to cash at bank and bank deposits by placing them with renowned financial institutions registered in Hong Kong and on the Chinese Mainland. All bank deposits and majority of cash and cash equivalents are placed in banks with high credit rankings. Rental deposits are also placed with various landlords in Hong Kong and on the Chinese Mainland and are due upon the expiry of the tenancy agreements and handover of the leased premises. The Group did not experience any default by the landlords and there is no material concentration of credit risk for rental deposits due to a large number of landlords.

3. FINANCIAL RISK MANAGEMENT (continued)

(a) Financial risk factors (continued)

(iii) Liquidity risk

The Group is exposed to liquidity risk of being unable to raise sufficient funds to meet its financial obligations when they fall due. To manage liquidity risk, the Group monitors and maintains a level of cash and cash equivalents, bank deposits and banking facilities considered to be adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. All of the Group's financial liabilities, including trade payables of HK$662,784,000 (2017: HK$669,710,000) and other payables and accruals of HK$247,207,000 (2017: HK$219,927,000) are contractually maturing within one year.

(iv) Interest rate risk

The Group has no significant interest-bearing assets, except the cash at bank and bank deposits, which are exposed to changes in market interest rates. It is the Group's policy to maintain surplus cash with an appropriate portfolio of short-term and long-term deposits.

If the interest rates had been increased/decreased by 0.5% with all other variables held constant, the Group's net profit would have been increased/decreased by HK$1,130,000 (2017: HK$1,244,000) for the year ended 31 December 2018.

(b) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for the shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital on the basis of the total shareholders' equity as shown in the consolidated balance sheet. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares. The Group's strategy is to maintain a solid capital base to support the operations and development of its business in the long-term.

3. FINANCIAL RISK MANAGEMENT (continued)

(c) Fair value estimation

Financial instruments are measured in the consolidated balance sheet at fair value by level of the following fair value measurement hierarchy:

(i) Quoted prices in active markets for identical assets or liabilities (level 1)

(ii) Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly (level 2)

(iii) Inputs for the asset or liability that are not based on observable market data (level 3)

The Group's financial asset that is measured at fair value as at 31 December 2018 and 2017 are as follows:

	2018 **HK$'000**	2017 HK$'000
Financial asset at fair value through other comprehensive income/ Available-for-sale financial asset (level 3)	**1,895**	1,895

The fair value of financial assets that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. For financial assets where the significant inputs is not based on observable market data, the asset is included in level 3.

(d) Group's valuation processes

The Group's finance department performs the valuations of financial assets required for financial reporting purposes, including level 3 fair values. Discussions of valuation processes and results are held at least twice every year, which is in line with the Group's reporting periods.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and judgements concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Estimated impairment of fixed assets

The Group conducts impairment reviews of fixed assets whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Determining whether an asset is impaired requires an estimation of the higher of the amount of value-in-use or fair value less costs to sell. These calculations require the use of judgements and estimates.

(b) Estimated impairment of intangible assets

The Group tests annually whether goodwill and trademarks have suffered any impairment, in accordance with the accounting policy stated in note 2h. The recoverable amounts of goodwill and trademarks are determined based on fair value less costs to sell calculations and royalty relief valuation method. These calculations require the use of estimates *(note 16)*.

(c) Estimated useful lives of trademarks

Trademarks represent the power of Saint Honore brand which the Group's management consider to have indefinite useful lives due to the enduring nature of the brand. These estimates are based on the historical experience of the actual useful lives of trademarks of similar nature and functions. Periodic review could result in a change in useful lives and consequently amortisation expenses in future periods.

(d) Employee benefits – share-based payments

The determination of the fair value of the share options granted requires estimates in determining the expected volatility of the share price, the dividends expected on the shares and the risk-free interest rate for the life of the options as stated in note 23. Where the outcome of the number of options that are exercisable is different, such difference will impact the consolidated profit and loss account in the subsequent remaining vesting period of the relevant share options.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(e) Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgements are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the periods in which such determination is made.

Deferred tax assets relating to temporary differences and tax losses are recognised when management expects it is probable that future taxable profits will be available to utilise against the temporary differences or tax losses. Where the expectations are different from the original estimates, such differences will impact the recognition of deferred tax assets in the periods in which such estimates have been changed.

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION

The Group is principally engaged in the operation of chains of convenience stores and bakeries, and developing businesses including e-commerce and eyewear businesses. Revenues recognised during the year are as follows:

	2018 **HK$'000**	2017 HK$'000
Revenue		
Merchandise sales revenue	**4,206,751**	4,058,921
Bakery sales revenue	**1,036,115**	1,017,343
Developing businesses revenue	**77,211**	17,768
	5,320,077	5,094,032
Other income		
Service items and miscellaneous income	**115,672**	107,912

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (continued)

Segment information

Management has determined the operating segments based on the reports reviewed by the executive directors that are used to make strategic decisions and has undergone transformation of its reporting structures during the year.

The management considers the business principally from the perspective of product/service and geographic. From a product/service perspective, management assesses the performance of convenience store, bakery and developing businesses. For convenience store segment, revenues are mainly derived from a broad range of merchandise sales. For bakery segment, revenues are mainly comprised of sale of bakery and festival products. For developing businesses segment, revenues are mainly derived from the provision of online trading platform and sale of eyewear products. Geographically, the management considers the performance of retailing business in Hong Kong and others, and on the Chinese Mainland.

The segment information provided to the management for the reportable segments for the years ended 31 December 2018 and 2017 are as follows:

	2018				
	Convenience Store	Bakery		Developing Businesses	
	HK	HK & Others	Chinese Mainland	HK	Group
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Total segment revenue	4,206,751	1,051,326	116,367	77,211	5,451,655
Inter-segment revenue	–	(131,578)	–	–	(131,578)
Revenue from external customers	4,206,751	919,748	116,367	77,211	5,320,077
Total segment other income	110,626	10,723	2,328	140	123,817
Inter-segment other income	(4,303)	(3,832)	–	(10)	(8,145)
Other income	106,323	6,891	2,328	130	115,672
	4,313,074	926,639	118,695	77,341	5,435,749
Core operating profit/(loss)	172,022	48,669	(5,203)	(990)	214,498
Depreciation and amortisation	(28,398)	(38,650)	(7,039)	(1,948)	(76,035)

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (continued)

Segment information (continued)

	2017				
	Convenience Store	Bakery		Developing Businesses	
		HK &	Chinese		
	HK	Others	Mainland	HK	Group
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Total segment revenue	4,058,921	1,016,649	129,795	17,768	5,223,133
Inter-segment revenue	–	(129,101)	–	–	(129,101)
Revenue from external customers	4,058,921	887,548	129,795	17,768	5,094,032
Total segment other income	101,643	8,030	2,684	228	112,585
Inter-segment other income	(2,470)	(2,203)	–	–	(4,673)
Other income	99,173	5,827	2,684	228	107,912
	4,158,094	893,375	132,479	17,996	5,201,944
Core operating profit/(loss)	155,284	46,181	(5,414)	(13,457)	182,594
Depreciation and amortisation	(29,595)	(36,544)	(7,550)	(723)	(74,412)

The revenue from external parties is derived from numerous external customers and the revenue reported to the management is measured in a manner consistent with that of the consolidated profit and loss account. The management assesses the performance of the operating segments based on a measure of core operating profit.

The reconciliation of the total reportable segments' core operating profit to the profit before income tax can be referred to the consolidated profit and loss account, as the reconciliation items are not included in the measure of the segments' performance by the management.

The inter-segment revenue includes inter-product segment revenue of HK$83,969,000 (2017: HK$74,676,000) and inter-geographic segment revenue of HK$47,609,000 (2017: HK$54,425,000).

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (continued)

Segment information (continued)

The segment assets and liabilities as at 31 December 2018 and 2017 are as follows:

	2018				
	Convenience Store	**Bakery**		**Developing Businesses**	
	HK	**HK & Others**	**Chinese Mainland**	**HK**	**Group**
	HK$'000	**HK$'000**	**HK$'000**	**HK$'000**	**HK$'000**
Total segment assets	**745,659**	**739,014**	**51,741**	**31,974**	**1,568,388**
Total segment assets include:					
Additions to segment non-current assets	**26,091**	**34,584**	**353**	**11,899**	**72,927**
Total segment liabilities	**782,731**	**276,633**	**16,386**	**18,363**	**1,094,113**

	2017				
	Convenience Store	Bakery		Developing Businesses	
	HK	HK & Others	Chinese Mainland	HK	Group
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Total segment assets	679,005	751,258	66,445	11,604	1,508,312
Total segment assets include:					
Additions to segment non-current assets	34,876	51,159	7,667	2,198	95,900
Total segment liabilities	741,996	314,873	17,099	11,655	1,085,623

The amounts provided to the management with respect to total assets and total liabilities are measured in a manner consistent with that of the consolidated balance sheet. These assets and liabilities are allocated based on the operations of the segment.

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (continued)

Segment information (continued)

Reportable segment assets are reconciled to total assets as follows:

	2018 HK$'000	2017 HK$'000
Segment assets for reportable segments	**1,568,388**	1,508,312
Unallocated:		
Deferred tax assets	**14,114**	16,385
Corporate bank deposits	**225,849**	232,094
Total assets per consolidated balance sheet	**1,808,351**	1,756,791

Reportable segment liabilities are reconciled to total liabilities as follows:

	2018 HK$'000	2017 HK$'000
Segment liabilities for reportable segments	**1,094,113**	1,085,623
Unallocated:		
Deferred tax liabilities	**10,160**	10,067
Taxation payable	**13,268**	10,426
Total liabilities per consolidated balance sheet	**1,117,541**	1,106,116

The Group is domiciled in Hong Kong. The result of its revenue from external customers in Hong Kong is HK$5,048,341,000 (2017: HK$4,814,047,000), and the total of its revenue from other countries is HK$271,736,000 (2017: HK$279,985,000) for the year ended 31 December 2018.

The total of non-current assets other than financial asset at fair value through other comprehensive income/available-for-sale financial asset and deferred tax assets located in Hong Kong is HK$785,646,000 (2017: HK$784,820,000), and the total of these non-current assets located in other countries is HK$76,579,000 (2017: HK$88,552,000) as at 31 December 2018.

As of 31 December 2018, cake coupons related to contracts with customer is HK$169,173,000 (2017: HK$179,902,000). During the year, revenue recognised in the consolidated profit and loss account related to carried-forward cake coupons is HK$48,110,000 (2017: HK$31,471,000).

6. EXPENSES BY NATURE

	2018 HK$'000	2017 HK$'000
Amortisation of lease premium for land *(note 15)*	**1,230**	1,224
Auditor's remuneration		
Audit services	**2,080**	2,010
Non-audit services	**622**	723
Cost of inventories sold	**3,165,653**	3,091,353
Delivery charges	**91,663**	86,894
Depreciation of owned fixed assets *(note 13)*	**73,829**	72,219
Depreciation of investment properties *(note 14)*	**976**	969
Employee benefit expense *(note 11)*	**908,028**	843,564
Losses on disposal of fixed assets	**3,652**	2,841
Gain on disposal of lease premium for land	**(2,947)**	–
Operating leases rental for land and buildings		
Minimum lease payment	**544,757**	520,074
Contingent lease payment	**4,967**	3,791
Utilities	**85,177**	82,537
Foreign exchange losses	**3,193**	799
Other expenses	**338,371**	310,352
Total cost of sales, store expenses, distribution costs and administrative expenses	**5,221,251**	5,019,350

7. INTEREST INCOME

	2018 HK$'000	2017 HK$'000
Interest income on bank deposits	**2,355**	1,542

8. INCOME TAX EXPENSES

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for 2018 and 2017. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates prevailing in the countries in which the Group operates.

The amount of income tax expenses charged to the consolidated profit and loss account represents:

	2018 HK$'000	2017 HK$'000
Current income tax		
Hong Kong profits tax	**25,783**	26,649
Overseas profits tax	**5,612**	6,120
Deferred income tax *(note 18)*	**2,255**	1,056
	33,650	33,825

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the taxation rate of the home country of the Group as follows:

	2018 HK$'000	2017 HK$'000
Profit before income tax	**216,853**	184,136
Calculated at a taxation rate of 16.5%	**35,781**	30,382
Effect of different taxation rates in other jurisdictions	**(1,172)**	(1,624)
Income not subject to taxation	**(2,700)**	(1,560)
Expenses not deductible for tax purposes	**3,073**	4,325
Tax losses not recognised	**2,138**	3,284
Reversal of previously recognised tax losses	**569**	–
Utilisation of tax losses previously not recognised	**(1,869)**	–
Over provision in prior year	**(2,170)**	(982)
	33,650	33,825

9. EARNINGS PER SHARE

The calculation of the Group's basic and diluted earnings per share is based on the profit attributable to shareholders of the Company for the corresponding year.

The basic earnings per share is based on the weighted average number of ordinary shares in issue during the corresponding year.

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has share options as dilutive potential ordinary shares. A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

	2018	2017
	HK$'000	HK$'000
Profit attributable to shareholders of the Company	**183,203**	150,311
	Number of shares	Number of shares
Weighted average number of ordinary shares in issue	**762,508,913**	760,999,074
Adjustment for:		
Share options	**21,904**	53,345
Weighted average number of ordinary shares for diluted earnings per share	**762,530,817**	761,052,419

10. DIVIDENDS

	2018 HK$'000	2017 HK$'000
Interim dividend, proposed of 5 HK cents (2017: 4 HK cents) per share	**38,127**	30,497
Final dividend, proposed of 17 HK cents (2017: 14 HK cents) per share	**129,630**	106,745
	167,757	137,242

At a meeting held on 13 March 2019, the Directors proposed a final dividend of 17 HK cents. This proposed dividend is not reflected as dividend payable in these consolidated financial statements.

11. EMPLOYEE BENEFIT EXPENSE

	2018 HK$'000	2017 HK$'000
Wages and salaries	**872,227**	809,582
Unutilised annual leave	**785**	287
Employee share option benefit	**3,190**	2,925
Pension costs – defined contribution plan *(note b & c)*	**31,489**	30,341
Long service payment costs *(note 25)*	**337**	429
	908,028	843,564

Notes:

(a) The employee benefit expense includes directors' and senior management's emoluments *(note 12)*.

(b) Forfeited contributions totalling HK$4,470,000 (2017: HK$4,183,000) were utilised during the year leaving no balance at the year-end to reduce future contributions (2017: nil).

(c) Contributions totalling HK$4,379,000 (2017: HK$4,707,000) were payable to the independently administered fund at the year-end.

12. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

The remuneration of every Director for the year ended 31 December 2018 is set out below:

Name of Director	Fees	Salary	Discretionary bonuses	Estimated money value of other benefits *(note i)*	Employer's contribution to a retirement benefit scheme	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Victor Fung Kwok King	310	–	–	–	–	310
William Fung Kwok Lun	250	–	–	–	–	250
Richard Yeung Lap Bun *(note ii)*	200	3,960	9,089	480	18	13,747
Pak Chi Kin	200	2,760	1,818	474	18	5,270
Malcolm Au Man Chung	380	–	–	–	–	380
Godfrey Ernest Scotchbrook	270	–	–	–	–	270
Anthony Lo Kai Yiu	390	–	–	–	–	390
Benedict Chang Yew Teck	270	–	–	–	–	270
Zhang Hongyi	370	–	–	–	–	370
Sarah Mary Liao Sau Tung	250	–	–	–	–	250
	2,890	6,720	10,907	954	36	21,507

12. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

The remuneration of every Director for the year ended 31 December 2017 is set out below:

Name of Director	Fees	Salary	Discretionary bonuses	Estimated money value of other benefits *(note i)*	Employer's contribution to a retirement benefit scheme	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Victor Fung Kwok King	310	–	–	–	–	310
William Fung Kwok Lun	250	–	–	–	–	250
Jeremy Paul Egerton Hobbins *(note iii)*	92	–	–	–	–	92
Richard Yeung Lap Bun *(note ii)*	200	3,870	7,671	520	18	12,279
Pak Chi Kin	200	2,670	1,534	408	18	4,830
Malcolm Au Man Chung	380	–	–	–	–	380
Godfrey Ernest Scotchbrook	270	–	–	–	–	270
Anthony Lo Kai Yiu	390	–	–	–	–	390
Benedict Chang Yew Teck	270	–	–	–	–	270
Zhang Hongyi	370	–	–	–	–	370
Sarah Mary Liao Sau Tung	250	–	–	–	–	250
	2,982	6,540	9,205	928	36	19,691

Notes:

(i) Other benefits include leave pay, share options, insurance premium, club membership and mortgage subsidies.

(ii) Mr Richard Yeung Lap Bun is the Chief Executive Officer of the Company.

(iii) Mr Jeremy Paul Egerton Hobbins retired as Non-executive Director of the Company on 15 May 2017.

(iv) No Director waived or agreed to waive any of their emoluments in respect of the years ended 31 December 2018 and 2017.

(v) During the year, no emoluments have been paid by the Group to the Directors as remuneration to accept office as director, or as remuneration in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking (2017: nil).

(vi) No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2017: nil).

12. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included two Directors whose emoluments are analysed in note 12a. The emoluments payable to the remaining three individuals during the year are as follows:

	2018 HK$'000	2017 HK$'000
Salaries, housing allowances, share options, other allowances and benefit in kind	**5,505**	6,230
Discretionary bonuses	**1,674**	1,512
Pension costs – defined contribution plan	**54**	54
	7,233	7,796

The emoluments of the above individuals fell within the following bands:

	Number of individuals 2018	 2017
HK$1,000,001-HK$2,000,000	**1**	–
HK$2,000,001-HK$3,000,000	**2**	3

During the year, no emoluments have been paid by the Group to the five highest paid individuals as an inducement to join the Group, or as a compensation for loss of office.

(c) Senior management's emoluments

The emoluments of the senior management included two Directors whose emoluments are analysed in note 12a. The emoluments payable to the remaining two senior executives fell within the band between HK$2,000,001 and HK$3,000,000 during the years of 2018 and 2017.

13. FIXED ASSETS

	Land and properties HK$'000	Leasehold improvements HK$'000	Equipment, furniture and fixtures HK$'000	Motor vehicles HK$'000	Construction in progress HK$'000	Total HK$'000
At 1 January 2017						
Cost	203,797	281,340	533,014	18,124	5,492	1,041,767
Accumulated depreciation	(47,658)	(221,832)	(420,348)	(14,454)	–	(704,292)
Net book amount	156,139	59,508	112,666	3,670	5,492	337,475
Year ended 31 December 2017						
Opening net book amount	156,139	59,508	112,666	3,670	5,492	337,475
Additions	–	29,769	63,139	1,652	–	94,560
Transfer	–	5,492	–	–	(5,492)	–
Disposals	–	(1,066)	(2,597)	(9)	–	(3,672)
Depreciation *(note 6)*	(5,028)	(26,515)	(39,264)	(1,412)	–	(72,219)
Exchange differences	195	418	399	17	–	1,029
Closing net book amount	151,306	67,606	134,343	3,918	–	357,173
At 31 December 2017						
Cost	204,012	304,884	579,319	17,869	–	1,106,084
Accumulated depreciation	(52,706)	(237,278)	(444,976)	(13,951)	–	(748,911)
Net book amount	151,306	67,606	134,343	3,918	–	357,173
Year ended 31 December 2018						
Opening net book amount	**151,306**	**67,606**	**134,343**	**3,918**	**–**	**357,173**
Additions	**–**	**24,683**	**44,054**	**2,695**	**–**	**71,432**
Disposals	**(59)**	**(2,285)**	**(1,570)**	**(299)**	**–**	**(4,213)**
Depreciation *(note 6)*	**(5,030)**	**(26,345)**	**(40,912)**	**(1,542)**	**–**	**(73,829)**
Exchange differences	**(125)**	**(262)**	**(206)**	**(5)**	**–**	**(598)**
Closing net book amount	**146,092**	**63,397**	**135,709**	**4,767**	**–**	**349,965**
At 31 December 2018						
Cost	**203,776**	**313,455**	**612,243**	**15,816**	**–**	**1,145,290**
Accumulated depreciation	**(57,684)**	**(250,058)**	**(476,534)**	**(11,049)**	**–**	**(795,325)**
Net book amount	**146,092**	**63,397**	**135,709**	**4,767**	**–**	**349,965**

As at 31 December 2018, leasehold land of HK$86,780,000 (2017: HK$90,042,000) and HK$9,233,000 (2017: HK$9,505,000) included in land and properties are located in Hong Kong and outside Hong Kong respectively.

As at 31 December 2018 and 2017, freehold land of HK$11,561,000 included in land and properties is located outside Hong Kong.

Depreciation expense of HK$16,755,000 (2017: HK$16,090,000) has been charged in cost of sales, HK$47,158,000 (2017: HK$45,800,000) in store expenses, HK$2,050,000 (2017: HK$2,206,000) in distribution costs and HK$7,866,000 (2017: HK$8,123,000) in administrative expenses.

14. INVESTMENT PROPERTIES

	2018 HK$'000	2017 HK$'000
At 1 January	**26,561**	27,174
Depreciation *(note 6)*	**(976)**	(969)
Exchange differences	**(222)**	356
Net book value at 31 December	**25,363**	26,561
At 31 December		
Cost	**36,173**	36,443
Accumulated depreciation	**(10,810)**	(9,882)
Net book value	**25,363**	26,561

Depreciation expense of HK$976,000 (2017: HK$969,000) has been charged in administrative expenses.

The fair value of investment properties reflects rental income from current leases and assumptions about rental income from future leases in light of the current market conditions. The fair value of the properties is approximately HK$177,000,000 as at 31 December 2018 (2017: HK$177,000,000) based on management's estimation with reference to the latest market transaction. The fair value measurement at 31 December 2018 is using significant other observable inputs, which is categorised within level 2 of the fair value measurement hierarchy.

15. LEASE PREMIUM FOR LAND

The Group's interests in leasehold land represent prepaid operating lease payments and their movements and net book value are analysed as follows:

	2018 HK$'000	2017 HK$'000
At 1 January	**35,180**	35,130
Disposal	**(912)**	–
Amortisation *(note 6)*	**(1,230)**	(1,224)
Exchange differences	**(822)**	1,274
At 31 December	**32,216**	35,180

16. INTANGIBLE ASSETS

	Goodwill HK$'000	Trademarks HK$'000	Group HK$'000
At 31 December 2018 and 2017			
Cost and net book amount	247,465	110,000	357,465

(a) Impairment test for trademarks

Trademarks represent the power of Saint Honore brand which delivers an earning stream and generates value for the Group. The Group's management considers the brand has indefinite useful life due to the enduring nature of the brand.

The recoverable amount of the trademarks is determined by reference to a valuation performed using the royalty relief valuation method. Under this method, the value of the trademarks represents the present value of the hypothetical royalty income from licensing out the trademarks.

Key assumptions used in the valuation of trademarks are as follows:

Revenue growth rate *(note i)*	5%-7%
Long-term growth rate *(note ii)*	2%
Discount rate *(note iii)*	10%

Notes:

(i) Management determined budgeted revenue growth rate over a five-year budget period by reference to the past performance and its expectations for the market development.

(ii) The long-term growth rate used does not exceed the long-term growth rate for the bakery business in which it operates and is used to extrapolate cash flow beyond the budget period.

(iii) The discount rate used is pre-tax discount rate applied to the cash flow projections which reflects specific risks relating to the relevant segment.

The Group does not have to recognise any impairment loss as at 31 December 2018 based on the impairment assessment performed.

If the annual revenue had no growth over the five-year budget period or the discount rate applied in the valuation increased by 1%, the trademarks' recoverable amount would still be greater than its carrying value and no impairment would be noted.

16. INTANGIBLE ASSETS (continued)

(b) Impairment test for goodwill

Goodwill is allocated to the Group's cash-generating units (CGUs) within the operating segment, Hong Kong and others bakery segment.

The recoverable amount of a CGU is determined based on fair value less costs to sell calculation, which is calculated by using pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year budget period are extrapolated using the estimated long-term growth rate stated below.

Key assumptions used in the fair value less costs to sell calculation of goodwill are as follows:

Gross margin *(note i)*	50%
Long-term growth rate *(note ii)*	2%
Discount rate *(note iii)*	10%

Notes:

(i) The budgeted gross margin over the five-year budget period is approximately 50% and is estimated by management with reference to the past performance and its expectations for the market development.

(ii) The long-term growth rate used does not exceed the long-term growth rate for the bakery business in which it operates and is used to extrapolate cash flow beyond the budget period.

(iii) The discount rate used is pre-tax discount rate applied to the cash flow projections which reflects specific risks relating to the relevant operating segment.

The Group does not have to recognise any impairment loss as at 31 December 2018 based on the impairment assessment performed.

If the gross margin decreased by 1% during the five-year budget period or the discount rate applied in the fair value less costs to sell calculation increased by 1%, the goodwill's recoverable amount would still be greater than its carrying value and no impairment would be noted.

17. FINANCIAL ASSET AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME/ AVAILABLE-FOR SALE FINANCIAL ASSET

	2018 **HK$'000**	2017 HK$'000
Unlisted investment in Macau	**1,895**	1,895

Note:

Upon the adoption of HKFRS 9, the equity investment was classified from available-for-sale financial asset to financial asset at fair value through other comprehensive income as it is long-term strategic investment that is not expected to be sold in the short to medium term. The investment represents 19.5% equity interest in Circle K Armazens Retalhistas Macau, Limitada and the contribution of a shareholders' loan of MOP1,931,000 (approximately HK$1,876,000). The shareholders' loan is unsecured, interest free and not repayable within twelve months of the balance sheet date.

18. DEFERRED TAXATION

Movements on the net deferred tax assets are as follows:

	2018 **HK$'000**	2017 HK$'000
At 1 January	**(6,318)**	(5,883)
Charged to the consolidated profit and loss account *(note 8)*	**2,255**	1,056
Credited directly to other comprehensive income	**–**	(389)
Credited directly to equity	**–**	(936)
Exchange differences	**109**	(166)
At 31 December	**(3,954)**	(6,318)

18. DEFERRED TAXATION (continued)

Movements in deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year are as follows:

Deferred tax assets	Tax losses		Accelerated tax depreciation		Others		Total	
	2018	2017	**2018**	2017	**2018**	2017	**2018**	2017
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
At 1 January	**(15,046)**	(14,470)	**(2,459)**	(2,087)	**(443)**	(21)	**(17,948)**	(16,578)
Charged/(credited) to the consolidated profit and loss account	**1,789**	(310)	**997**	(372)	**(713)**	590	**2,073**	(92)
Credited directly to other comprehensive income	**–**	(100)	**–**	–	**–**	(76)	**–**	(176)
Credited directly to equity	**–**	–	**–**	–	**–**	(936)	**–**	(936)
Exchange differences	**109**	(166)	**–**	–	**–**	–	**109**	(166)
At 31 December	**(13,148)**	(15,046)	**(1,462)**	(2,459)	**(1,156)**	(443)	**(15,766)**	(17,948)

Deferred tax liabilities	Accelerated tax depreciation		Fair value gain		Others		Total	
	2018	2017	**2018**	2017	**2018**	2017	**2018**	2017
	HK$'000	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000	**HK$'000**	HK$'000
At 1 January	**5,223**	3,826	**6,407**	6,656	**–**	213	**11,630**	10,695
Charged/(credited) to the consolidated profit and loss account	**431**	1,397	**(249)**	(249)	**–**	–	**182**	1,148
Credited directly to other comprehensive income	**–**	–	**–**	–	**–**	(213)	**–**	(213)
At 31 December	**5,654**	5,223	**6,158**	6,407	**–**	–	**11,812**	11,630

18. DEFERRED TAXATION (continued)

	2018 HK$'000	2017 HK$'000
Deferred tax assets		
Deferred tax assets to be recovered after more than 12 months	**(14,580)**	(17,628)
Deferred tax assets to be recovered within 12 months	**(1,186)**	(320)
	(15,766)	(17,948)
Deferred tax liabilities		
Deferred tax liabilities to be settled after more than 12 months	**11,561**	11,379
Deferred tax liabilities to be settled within 12 months	**251**	251
	11,812	11,630

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet:

	2018 HK$'000	2017 HK$'000
Deferred tax assets	**(14,114)**	(16,385)
Deferred tax liabilities	**10,160**	10,067

The Group did not recognise deferred income tax assets amounting to HK$19,175,000 (2017: HK$24,205,000) in respect of tax losses amounting to HK$96,381,000 (2017: HK$120,339,000) that can be carried forward against future taxable income. These unrecognised tax losses have no expiry dates except for the unrecognised tax losses as below:

	2018 HK$'000	2017 HK$'000
Less than 1 year	**11,274**	13,015
1-5 years	**27,213**	38,150
	38,487	51,165

Deferred income tax liabilities of HK$65,000 (2017: HK$343,000) have not been recognised for the withholding tax that would be payable on the unremitted earnings of a subsidiary. Such unremitted earnings are to be reinvested and amounted to HK$1,290,000 at 31 December 2018 (2017: HK$6,861,000).

19. INVENTORIES

	2018 HK$'000	2017 HK$'000
Raw materials and packing materials	**20,036**	23,315
Finished goods	**178,830**	169,288
	198,866	192,603

The cost of sales for the year ended 31 December 2018 amounted to HK$3,409,248,000 (2017: HK$3,320,189,000), which included inventories written off of HK$8,936,000 (2017: HK$8,269,000).

20. TRADE RECEIVABLES

Majority of the Group's revenue are retail cash sales. The Group's credit terms on trade receivables on income from suppliers/customers mainly range from 30 days to 60 days. Trade receivables are non-interest bearing. The carrying amounts of trade receivables approximate their fair values. At 31 December 2018, the aging analysis by invoice date of trade receivables is as follows:

	2018 HK$'000	2017 HK$'000
0-30 days	**49,813**	59,460
31-60 days	**16,510**	7,829
61-90 days	**2,938**	6,972
Over 90 days	**4,678**	7,756
	73,939	82,017

The amount of the provision was HK$891,000 as of 31 December 2018 (2017: HK$511,000). The individually impaired receivables are mainly due from suppliers/customers, which are in financial difficulties. It was assessed that a portion of the receivables is expected to be recovered.

20. TRADE RECEIVABLES (continued)

As of 31 December 2018, trade receivables of HK$24,126,000 (2017: HK$22,557,000) were past due but not impaired. These relate to a number of independent customers who have no recent history of default. The aging of these receivables is as follows:

	2018 HK$'000	2017 HK$'000
Past due		
Up to 3 months	**19,448**	14,801
Over 3 months	**4,678**	7,756
	24,126	22,557

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

	2018 HK$'000	2017 HK$'000
HK dollar (HK$)	**71,002**	77,846
Renminbi (RMB)	**2,015**	3,551
Patacas (MOP)	**922**	620
	73,939	82,017

Movements on the provision for impairment of trade receivables are as follows:

	2018 HK$'000	2017 HK$'000
At 1 January	**511**	434
Provision for receivable impairment	**608**	113
Receivables written off	**(228)**	(36)
At 31 December	**891**	511

The maximum exposure to credit risk is the carrying value of the trade receivables mentioned above. The Group does not hold any collateral as security.

21. CASH AND CASH EQUIVALENTS

	2018	2017
	HK$'000	HK$'000
Cash at bank and in hand	**281,845**	218,444
Bank deposits	**225,849**	232,332
Cash and cash equivalents	**507,694**	450,776
Restricted bank deposit	**–**	963
Total cash and bank balances	**507,694**	451,739

The maximum exposure to credit risk relates to the cash at bank and bank deposits held at financial institutions of HK$387,366,000 (2017: HK$346,878,000).

As at 31 December 2018, bank and restricted bank deposits of HK$225,849,000 (2017: HK$233,295,000) bear effective interest rate of approximately 0.9% (2017: 0.6%) per annum. These deposits have an average maturity of 28 days (2017: 37 days).

As at 31 December 2018, certain cash and bank balances of HK$19,512,000 (2017: HK$19,002,000) are kept on the Chinese Mainland. The remittance of funds out of the Chinese Mainland is subject to rules and regulations of foreign exchange control promulgated by the Chinese Mainland government.

At 31 December 2018, the Group's total bank balances and cash are denominated in the following currencies:

	2018	2017
	HK$'000	HK$'000
HK dollar (HK$)	**478,135**	423,522
Renminbi (RMB)	**19,520**	19,452
Patacas (MOP)	**10,039**	8,765
	507,694	451,739

22. TRADE PAYABLES

At 31 December 2018, the aging analysis by invoice date of the trade payables is as follows:

	2018 **HK$'000**	2017 HK$'000
0-30 days	**424,278**	424,391
31-60 days	**146,618**	151,636
61-90 days	**60,915**	60,740
Over 90 days	**30,973**	32,943
	662,784	669,710

The trade payable balances are mainly denominated in Hong Kong dollars.

23. SHARE CAPITAL

	2018 **Shares of HK$0.10 each**		2017 Shares of HK$0.10 each	
	No. of shares	**HK$'000**	No. of shares	HK$'000
Authorised:				
At 31 December	**2,000,000,000**	**200,000**	2,000,000,000	200,000
Issued and fully paid:				
At 1 January	**762,464,974**	**76,246**	755,300,974	75,530
Issue of shares on exercise of share options	**66,000**	**7**	7,164,000	716
At 31 December	**762,530,974**	**76,253**	762,464,974	76,246

23. SHARE CAPITAL (continued)

Share options

(i) 2010 Share Option Scheme

On 10 May 2010, the 2010 Share Option Scheme was approved and adopted by the shareholders at the annual general meeting of the Company.

Summary of the major terms of the abovementioned 2010 Share Option Scheme is set out in the "Share Options" section of Directors' Report.

(ii) Movements in the number of share options granted, outstanding and their related weighted average exercise prices are as follows:

	2018		2017	
	Number of options	**Weighted average exercise price HK$**	Number of options	Weighted average exercise price HK$
At 1 January	**28,094,000**	**4.97**	24,664,000	4.83
Granted	**5,018,000**	**3.88**	11,504,000	4.19
Lapsed	**(1,390,000)**	**4.57**	(474,000)	4.68
Expired	**–**	**–**	(436,000)	5.40
Exercised	**(66,000)**	**2.86**	(7,164,000)	3.22
At 31 December	**31,656,000**	**4.82**	28,094,000	4.97
Exercisable	**16,300,000**	**5.51**	16,890,000	5.49

For the year ended 31 December 2018, the weighted average share price at the date of share options exercised was HK$3.70 (2017: HK$3.92). The options outstanding at 31 December 2018 and 2017 had a weighted average remaining contractual life of 2.7 years and 3.5 years respectively.

23. SHARE CAPITAL (continued)

Share options (continued)

(iii) *Share options outstanding at the year-end have the following expiry dates and exercise prices:*

Expiry date	Exercise price HK$	**2018 Number of options**	2017 Number of options
1 April 2020	5.53	**15,814,000**	16,304,000
1 April 2020	5.10	**418,000**	418,000
1 April 2020	2.86	**68,000**	168,000
1 April 2023	4.19	**10,604,000**	11,204,000
1 April 2023	3.88	**4,752,000**	–
		31,656,000	28,094,000

The fair value of options granted are determined by using the Black-Scholes valuation model. During the year, the weighted average fair value of options granted was HK$0.50 (2017: HK$0.64) per option. The significant inputs into the models for the share options granted in 2018 were as follows:

Expected volatility	**27.4%**
Expected life	**4 years**
Risk free rate	**1.7%**
Expected dividends	**5.5%**

Expected volatility was determined by calculating the historical volatility of the Group's daily share price over the previous 3 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

24. RESERVES

	Share premium HK$'000	Merger reserve HK$'000	Capital reserves HK$'000	Employee share-based compensation reserve HK$'000	Exchange reserve HK$'000	Retained earnings HK$'000	Total HK$'000
At 1 January 2017	379,697	177,087	19,316	17,173	(3,109)	144,028	734,192
Profit attributable to shareholders of the Company	–	–	–	–	–	150,311	150,311
Exchange differences	–	–	–	–	3,145	–	3,145
Actuarial losses on post employment benefit obligation							
Gross	–	–	–	–	–	(4,990)	(4,990)
Tax	–	–	–	–	–	1,005	1,005
Issue of new shares	22,360	–	–	–	–	–	22,360
Employee share option benefit	4,236	–	–	(1,728)	–	1,353	3,861
Transfer to capital reserves	–	–	686	–	–	(686)	–
Dividends paid	(205,848)	–	–	–	–	(129,607)	(335,455)
At 31 December 2017	200,445	177,087	20,002	15,445	36	161,414	574,429
At 1 January 2018	**200,445**	**177,087**	**20,002**	**15,445**	**36**	**161,414**	**574,429**
Profit attributable to shareholders of the Company	**–**	**–**	**–**	**–**	**–**	**183,203**	**183,203**
Exchange differences	**–**	**–**	**–**	**–**	**(1,566)**	**–**	**(1,566)**
Issue of new shares	**182**	**–**	**–**	**–**	**–**	**–**	**182**
Employee share option benefit	**23**	**–**	**–**	**2,658**	**–**	**509**	**3,190**
Dividends paid	**–**	**–**	**–**	**–**	**–**	**(144,881)**	**(144,881)**
At 31 December 2018	**200,650**	**177,087**	**20,002**	**18,103**	**(1,530)**	**200,245**	**614,557**

25. LONG SERVICE PAYMENT LIABILITIES

Under the Hong Kong Employment Ordinance, the Group is obliged to make lump sum payments on cessation of employment in certain circumstances to certain employees who have completed at least five years of service with the Group. The amount payable is dependent on the employee's final salary and years of service, and is reduced by entitlements accrued under the Group's defined contribution retirement scheme that is attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations.

The liability recognised in the consolidated balance sheet is the present value of unfunded obligations and its movements are as follows:

	2018 **HK$'000**	2017 HK$'000
At 1 January	**16,084**	11,182
Expenses recognised in the consolidated profit and loss account – as shown below	**337**	429
Benefit paid	**(1,472)**	(517)
Actuarial losses recognised in other comprehensive income	**–**	4,990
At 31 December	**14,949**	16,084

The amounts recognised in the consolidated profit and loss account are as follows:

	2018 **HK$'000**	2017 HK$'000
Service cost	**111**	205
Interest cost	**226**	224
Total, included in employee benefit expense *(note 11)*	**337**	429

Of the total charge, HK$34,000 (2017: HK$75,000), HK$235,000 (2017: HK$265,000), HK$23,000 (2017: HK$36,000) and HK$45,000 (2017: HK$53,000) were included in cost of sales, store expenses, distribution costs and administrative expenses respectively.

25. LONG SERVICE PAYMENT LIABILITIES (continued)

The principal actuarial assumptions used as at 31 December are as follows:

	2018	2017
Discount rate	**1.6%**	1.6%
Long-term rate of salary increases		
Full time staff	**2.5%**	2.5%
Part time staff	**2.5%**	2.5%
Long-term rate of increase of maximum amount of long service payment/wages and minimum mandatory provident fund relevant income	**2.5%**	2.5%

26. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

Cash generated from operations

	2018 HK$'000	2017 HK$'000
Profit for the year	**183,203**	150,311
Adjustments for:		
Income tax expenses	**33,650**	33,825
Interest income	**(2,355)**	(1,542)
Depreciation of owned fixed assets	**73,829**	72,219
Depreciation of investment properties	**976**	969
Amortisation of lease premium for land	**1,230**	1,224
Employee share option benefit	**3,190**	2,925
Losses on disposal of fixed assets	**3,652**	2,841
Gain on disposal of lease premium for land	**(2,947)**	–
Long service payment costs	**337**	429
Foreign exchange losses/(gains)	**857**	(799)
	295,622	262,402
Changes in working capital		
Inventories	**(6,263)**	24,426
Trade receivables, rental deposits, other receivables, deposits and prepayments	**(2,809)**	(12,060)
Trade payables, other payables and accruals	**18,983**	61,295
Long service payment liabilities	**(1,472)**	(517)
Cake coupons	**(10,729)**	5,785
	293,332	341,331

27. COMMITMENTS

(a) Capital commitments

The Group had commitments to make payments in respect of the acquisition of fixed assets. Capital expenditure contracted but not yet provided as at 31 December 2018 is HK$1,236,000 (2017: HK$2,609,000).

(b) Operating leases commitments

The Group leases various retail outlets, offices and warehouses under non-cancellable operating lease agreements.

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	2018 **HK$'000**	2017 HK$'000
Within one year	**453,781**	448,526
Later than one year but not later than five years	**338,014**	432,599
Later than five years	**3,940**	4,013
	795,735	885,138

Payment obligations in respect of operating lease on properties with rentals vary with gross revenues apart from base rental are not included as future minimum lease payments.

The future aggregate minimum rental receivables under non-cancellable operating leases are as follows:

	2018 **HK$'000**	2017 HK$'000
Within one year	**4,388**	5,264
Later than one year but not later than five years	**1,197**	5,808
	5,585	11,072

28. RELATED PARTY TRANSACTIONS

Fung Retailing Limited ("FRL") is a substantial shareholder of the Company, which owns 40.89% of the Company's shares. All of the related party transactions of the Group are entered into with Fung Holdings (1937) Limited (the holding company of FRL and a substantial shareholder of the Company) and its subsidiaries and associates.

The following is a summary of the significant related party transactions carried out in the normal course of the Group's business during the year:

(a) Related party transactions

	Note	**2018 HK$'000**	2017 HK$'000
Income			
Service income and reimbursement of office and administrative expenses	*(i)*		
Subsidiaries/fellow subsidiary of a substantial shareholder		**2,087**	2,290
Associates of a substantial shareholder		**33**	34
Rental and service income	*(ii)*		
Subsidiary/fellow subsidiary of a substantial shareholder		**1,323**	1,274
Sales of food products	*(iii)*		
Subsidiaries of a substantial shareholder		**1,235**	1,804
Associates of a substantial shareholder		**12**	47
Expenses			
Reimbursement of office and administrative expenses	*(iv)*		
Subsidiaries of a substantial shareholder		**3,869**	3,155
Associates of a substantial shareholder		**1,598**	1,846
Rental payable	*(v)*		
Subsidiaries/fellow subsidiaries of a substantial shareholder		**2,142**	3,363
Associates of a substantial shareholder		**10,417**	9,717
Net purchases	*(vi)*		
Subsidiaries of a substantial shareholder		**–**	274

28. RELATED PARTY TRANSACTIONS (continued)

(b) Key management personnel compensation

	2018 HK$'000	2017 HK$'000
Fees	**2,890**	2,982
Bonuses	**12,235**	10,280
Salaries and other allowances	**10,555**	10,379
Employee share option benefit	**1,195**	1,017
Pension costs – defined contribution plan	**72**	72
	26,947	24,730

(c) Year-end balances with related parties

	2018 HK$'000	2017 HK$'000
Amounts due from:		
Subsidiaries of a substantial shareholder	**1,096**	716
Associate of a substantial shareholder	**–**	6
Amounts due to:		
Subsidiaries/fellow subsidiary of a substantial shareholder	**(1,204)**	(1,144)
Associate of a substantial shareholder	**(345)**	(290)

The balances with the related parties included in other receivables and other payables are unsecured, interest free and repayable on demand.

28. RELATED PARTY TRANSACTIONS (continued)

Notes:

(i) Service income and reimbursements receivable from subsidiaries/fellow subsidiary/associates of a substantial shareholder in respect of office and administrative expenses incurred are charged on an actual cost recovery basis and in accordance with the terms of agreements.

(ii) Rental and service income from subsidiary/fellow subsidiary of a substantial shareholder were carried out in ordinary course of business and on terms mutually agreed between the Group and the subsidiary/fellow subsidiary.

(iii) Sales of food products to subsidiaries/associates of a substantial shareholder were carried out in ordinary course of business and terms mutually agreed between the Group and the subsidiaries/associates.

(iv) Reimbursements payable to subsidiaries/associates of a substantial shareholder in respect of office and administrative expenses incurred, are charged on an actual cost recovery basis.

(v) Rentals are payable to subsidiaries/fellow subsidiaries/associates of a substantial shareholder in accordance with the terms of agreements.

(vi) Purchases from subsidiaries of a substantial shareholder were carried out in ordinary course of business and on terms mutually agreed between the Group and the subsidiaries

29. BALANCE SHEET AND MOVEMENT OF RESERVES OF THE COMPANY

(a) Balance sheet of the Company

	2018 HK$'000	2017 HK$'000
Assets		
Non-current assets		
Investment in subsidiaries	**885,293**	885,293
Fixed assets	**7,906**	10,810
Rental deposit	**2,513**	–
	895,712	896,103
Current assets		
Amounts due from subsidiaries	**76,306**	52,267
Rental deposits	**34**	2,341
Other receivables, deposits and prepayments	**652**	958
Cash and cash equivalents	**1,758**	3,577
	78,750	59,143
Total assets	**974,462**	955,246
Equity		
Share capital	**76,253**	76,246
Reserves	**487,116**	388,063
Total equity	**563,369**	464,309
Liabilities		
Non-current liabilities		
Long service payment liabilities	**388**	662
Current liabilities		
Amounts due to subsidiaries	**393,675**	476,605
Other payables and accruals	**17,030**	13,670
	410,705	490,275
Total equity and liabilities	**974,462**	955,246

On behalf of the Board

Victor FUNG Kwok King
Director

Richard YEUNG Lap Bun
Director

29. BALANCE SHEET AND MOVEMENT OF RESERVES OF THE COMPANY (continued)

(b) Movement of reserves of the Company

	Share premium HK$'000	Capital reserve HK$'000	Employee share-based compensation reserve HK$'000	Retained earnings HK$'000	Total HK$'000
At 1 January 2017	379,697	12,792	17,173	159,987	569,649
Profit attributable to shareholders of the Company	–	–	–	128,576	128,576
Actuarial gain on post employment benefit obligation					
Gross	–	–	–	302	302
Tax	–	–	–	(50)	(50)
Issue of new shares	22,360	–	–	–	22,360
Employee share option benefit	4,236	–	(1,728)	173	2,681
Dividends paid	(205,848)	–	–	(129,607)	(335,455)
At 31 December 2017	200,445	12,792	15,445	159,381	388,063
At 1 January 2018	**200,445**	**12,792**	**15,445**	**159,381**	**388,063**
Profit attributable to shareholders of the Company	**–**	**–**	**–**	**240,991**	**240,991**
Issue of new shares	**182**	**–**	**–**	**–**	**182**
Employee share option benefit	**23**	**–**	**2,658**	**80**	**2,761**
Dividends paid	**–**	**–**	**–**	**(144,881)**	**(144,881)**
At 31 December 2018	**200,650**	**12,792**	**18,103**	**255,571**	**487,116**

30. PRINCIPAL SUBSIDIARIES

As at 31 December 2018, the Company has interests in the following principal subsidiaries:

Name	Place of incorporation/ operation	Principal activities	Particulars of issued share capital/ registered capital	Interest held
Indirectly held:				
Circle K Convenience Stores (HK) Limited	Hong Kong	Convenience stores operator and lease-holder	HK$183,756,000	100%
FingerShopping Limited	Hong Kong	e-commerce operator	HK$15,600,000	100%
Omni Beauty Retailing Limited	Hong Kong	Eyewear chain operator and lease-holder	HK$10,000,000	100%
Saint Honore Cake Shop Limited	Hong Kong	Bakery chain operator and lease-holder	HK$3,450,100	100%
Saint Anna Cake Shop (Macau) Limited Pastelarias Santa Ana (Macau), Limitada#	Macau	Bakery chain operator and lease-holder	MOP100,000	100%
Saint Honore Cake Shop Guangzhou Limited 廣州市聖安娜餅屋有限公司*	PRC *(note)*	Bakery chain operator and lease-holder	RMB38,345,674	100%
Saint Honore Cake Shop (Shenzhen) Limited 聖安娜餅屋(深圳)有限公司*	PRC *(note)*	Food factory operator	HK$18,610,000	100%

* *The legal name of the company is in Chinese.*
\# *The legal name of the company is in Portuguese.*

Note:

Registered as a wholly foreign-owned enterprise under the People's Republic of China ("PRC") law.

31. EVENT AFTER THE BALANCE SHEET DATE

On 1 March 2019, the Group completed the transactions with an independent third party for the sale of all rights, titles and interests attaching to FingerShopping.com including the brand name, goodwill, knowhow and the operating system platform and this disposal is expected to have an insignificant gain. After the transactions, the Group will be more focused on the existing core business operations and target to achieve next level of success.

Ten-Year Financial Summary

The following table summarise the results, assets and liabilities of the Group for the ten years ended 31 December 2018.

	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
					(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
Revenue *(note)*	**5,320,077**	5,094,032	4,871,437	4,728,151	4,531,321	4,317,130	4,101,217	3,842,696	3,462,886	3,217,432
Core operating profit *(note)*	**214,498**	182,594	169,953	162,247	176,842	188,404	198,047	199,820	164,864	136,115
Profit for the year from Continuing Operations	**183,203**	150,311	139,627	134,177	145,008	170,834	217,792	183,062	158,933	129,293
Profit/(Loss) for the year from Discontinued Operations *(note)*	**–**	–	–	25,001	(23,976)	(20,481)	(17,841)	(16,742)	(22,574)	(38,844)
Profit attributable to shareholders of the Company	**183,203**	150,311	139,627	159,178	121,032	150,353	199,951	166,320	136,359	90,449
Total assets	**1,808,351**	1,756,791	1,839,412	1,785,407	1,785,299	1,686,649	1,924,597	1,859,961	1,659,092	1,524,591
Total liabilities	**(1,117,541)**	(1,106,116)	(1,029,690)	(946,873)	(995,138)	(928,331)	(909,416)	(919,889)	(809,463)	(742,585)
Total equity	**690,810**	650,675	809,722	838,534	790,161	758,318	1,015,181	940,072	849,629	782,006

Note:

The financial results for the Discontinued Operations were presented as Discontinued Operations and comparatives of revenue and core operating profit for prior years have been restated accordingly.

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