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大唐投資國際有限公司*
GRAND INVESTMENT INTERNATIONAL LTD.

(incorporated in Bermuda with limited liability)

(Stock Code: 1160)

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

The Board (the “Board”) of Directors (the “Directors”) of Grand Investment International Ltd. (the “Company”) is pleased to announce that the audited results of the Company for the year ended 31 March 2019 (the “Year”) together with the comparative figures for the year ended 31 March 2018 are as follows:

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2019

	<i>NOTE</i>	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
NET INVESTMENT LOSS	4	(137)	–
OTHER INCOME	5	148	15
IMPAIRMENT LOSS ON AVAILABLE-FOR-SALE INVESTMENT		–	(527)
LOSS ON DISPOSAL OF AVAILABLE-FOR-SALE INVESTMENT		–	(1,558)
GENERAL AND ADMINISTRATIVE EXPENSES		<u>(9,429)</u>	<u>(8,368)</u>
LOSS BEFORE TAXATION	6	(9,418)	(10,438)
TAXATION	7	<u>–</u>	<u>–</u>
LOSS FOR THE YEAR		(9,418)	(10,438)
OTHER COMPREHENSIVE INCOME		<u>–</u>	<u>–</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		<u><u>(9,418)</u></u>	<u><u>(10,438)</u></u>
LOSS PER SHARE	8		
– Basic		<u><u>(HK\$0.05)</u></u>	<u><u>(HK\$0.06)</u></u>
– Diluted		<u><u>(HK\$0.05)</u></u>	<u><u>(HK\$0.06)</u></u>

* *For identification purposes only*

STATEMENT OF FINANCIAL POSITION

As at 31 March 2019

	<i>NOTE</i>	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
NON-CURRENT ASSETS			
Property, plant and equipment		<u>58</u>	<u>60</u>
TOTAL NON-CURRENT ASSETS		<u>58</u>	<u>60</u>
CURRENT ASSETS			
Financial assets at fair value through profit or loss	9	2,474	–
Available-for-sale investments	10	–	13,679
Deposits, prepayments and other receivables		477	1,396
Cash and cash equivalents		<u>12,848</u>	<u>12,639</u>
TOTAL CURRENT ASSETS		<u>15,799</u>	<u>27,714</u>
CURRENT LIABILITIES			
Accruals and other payables		486	524
Deposit received		<u>–</u>	<u>7,500</u>
TOTAL CURRENT LIABILITIES		<u>486</u>	<u>8,024</u>
NET CURRENT ASSETS		<u>15,313</u>	<u>19,690</u>
NET ASSETS		<u>15,371</u>	<u>19,750</u>
CAPITAL AND RESERVES			
Share capital		17,280	17,280
Reserves		<u>(1,909)</u>	<u>2,470</u>
TOTAL EQUITY		<u>15,371</u>	<u>19,750</u>
NET ASSET VALUE PER SHARE		<u>HK\$0.09</u>	<u>HK\$0.11</u>

NOTES:

1. GENERAL INFORMATION

Grand Investment International Ltd. (the “Company”) is a limited liability company incorporated in Bermuda on 15 April 2003 as an exempted company and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The address of the registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business of the Company is Unit 503, 5/F., Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Kowloon, Hong Kong.

The Company is principally engaged in investments in listed and unlisted enterprises.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Company. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Company for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets are stated at their fair value:

- financial instruments classified as financial assets at fair value through profit or loss.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(c) Changes in accounting policies

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

- (i) HKFRS 9, *Financial instruments*
- (ii) HKFRS 15, *Revenue from contracts with customers*

The Company has not applied any new standard or interpretation that is not yet effective for the current accounting period, except for the amendments to HKFRS 9, *Prepayment features with negative compensation* which have been adopted at the same time as HKFRS 9.

The Company has been impacted by HKFRS 9 in relation to classification and measurement of financial assets, but not materially impacted by HKFRS 15. Details of changes in accounting policies are discussed in note 2(c)(i) for HKFRS 9 and note 2(c)(ii) for HKFRS 15.

(i) *HKFRS 9, Financial instruments, including the amendments to HKFRS 9, Prepayment features with negative compensation*

HKFRS 9 replaces HKAS 39, *Financial instruments: recognition and measurement*. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

The Company has applied HKFRS 9 retrospectively to items that existed at 1 April 2018 in accordance with the transition requirements. The Company has recognised the cumulative effect of initial application as an adjustment to the opening equity at 1 April 2018. Therefore, comparative information continues to be reported under HKAS 39.

The following table summarises the impact of transition to HKFRS 9 on accumulated losses at 1 April 2018.

	<i>HK\$'000</i>
Accumulated losses	
Remeasurement of unlisted fund and equity investments from cost less impairment losses to fair value at 1 April 2018 and net decrease in accumulated losses at 1 April 2018	5,039
	5,039

Further details of the nature and effect of the changes to previous accounting policies and the transition approach are set out below:

a. *Classification of financial assets and financial liabilities*

HKFRS 9 categorises financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (“FVOCI”) and at fair value through profit or loss (“FVPL”). These supersede HKAS 39’s categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics.

The following table shows the original measurement categories for each class of the Company’s financial assets under HKAS 39 and reconciles the carrying amounts of those financial assets determined in accordance with HKAS 39 to those determined in accordance with HKFRS 9.

	HKAS 39 carrying amount at 31 March 2018 HK\$’000	Reclassification HK\$’000	Remeasurement HK\$’000	HKFRS 9 carrying amount at 1 April 2018 HK\$’000
Financial assets carried at FVPL				
Unlisted fund and equity investments (Note (i))	–	13,679	5,039	18,718
Financial assets classified as available-for-sale under HKAS 39 (Note (i))	13,679	(13,679)	–	–

Note:

- (i) Under HKAS 39, the unlisted fund and equity investments were classified as available-for-sale financial assets and stated at cost less impairment losses. They are classified as at FVPL under HKFRS 9.

The measurement categories for all financial liabilities remain the same. The carrying amounts for all financial liabilities at 1 April 2018 have not been impacted by the initial application of HKFRS 9.

The Company did not designate or de-designate any financial asset or financial liability at FVPL at 1 April 2018.

b. Credit losses

HKFRS 9 replaces the “incurred loss” model in HKAS 39 with the “expected credit loss” (“ECL”) model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the “incurred loss” accounting model in HKAS 39.

The Company applies the new ECL model to the following items:

- financial assets measured at amortised cost (including cash and cash equivalents, deposits and other receivables);

The Company has concluded that there would be no material impact for initial application of new impairment requirements.

c. Transition

Changes in accounting policies resulting from the adoption of HKFRS 9 have been applied retrospectively, except as described below:

- Information relating to comparative periods has not been restated. Differences in the carrying amounts of financial assets resulting from the adoption of HKFRS 9 are recognised in accumulated losses as at 1 April 2018. Accordingly, the information presented for the year ended 31 March 2018 continues to be reported under HKAS 39 and thus may not be comparable with the current period.
- The assessment of the determination of the business model within which a financial asset is held have been made on the basis of the facts and circumstances that existed at 1 April 2018 (the date of initial application of HKFRS 9 by the Company).

(ii) **HKFRS 15, Revenue from contracts with customers**

HKFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18, *Revenue*, which covered revenue arising from sale of goods and rendering of services, and HKAS 11, *Construction contracts*, which specified the accounting for construction contracts.

HKFRS 15 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

The Company assessed the impacts of adopting HKFRS 15 on its financial statements. Based on the assessment, the adoption of HKFRS 15 does not have any material impact on the Company's revenue recognition.

3 SEGMENT REPORTING

The Company is principally engaged in investments in listed and unlisted enterprises.

No segment information is presented in respect of the Company's business and geographical segments as all of the income, contribution to operating results, assets and liabilities of the Company are attributable to investment activities, which are carried out or originated principally in Hong Kong.

4. NET INVESTMENT LOSS

	2019 HK\$'000	2018 HK\$'000
Net realised loss from disposal of financial assets at fair value through profit or loss	(877)	–
Net unrealised fair value changes of financial assets at fair value through profit or loss	740	–
	<u>(137)</u>	<u>–</u>

5. OTHER INCOME

	2019 HK\$'000	2018 HK\$'000
Bank interest income	105	12
Net exchange gain	43	3
	<u>148</u>	<u>15</u>

6. LOSS BEFORE TAXATION

The Company's loss before taxation is stated after charging the following:

	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
Auditors' remuneration		
– Audit services	280	173
– Non-audit services	120	380
Investment manager fee	686	345
Legal and professional fees	1,908	2,153
Depreciation	22	12
Operating lease payments	600	785
Staff costs		
– Salaries, bonus and other benefits	4,339	3,133
– Mandatory provident fund contributions	44	44
	<u> </u>	<u> </u>

7. TAXATION

- (a) No provision for Hong Kong Profits Tax has been made in these financial statements as the Company has no estimated assessable profits derived from its operation in Hong Kong during the year (2018: Nil).
- (b) No provision for overseas tax has been made in these financial statements as the Company has no profit derived from overseas.
- (c) Deferred tax assets are recognised for tax loss carried forward to the extent that the realization of the related tax benefit through utilisation against future taxable profits is probable. At 31 March 2019, the Company had tax losses of approximately HK\$52,981,000 (2018: approximately HK\$43,553,000) that are available to be carried forward indefinitely for offsetting against future taxable profits. The unused tax losses have not been agreed with the Hong Kong Inland Revenue Department.

No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future tax profit streams.

(d) Reconciliation between tax expenses and accounting loss at applicable tax rate is as follows:

	2019 <i>HK\$'000</i>	2018 <i>HK\$'000</i>
Loss before taxation	<u>(9,418)</u>	<u>(10,438)</u>
Tax at the applicable rate of 16.5% (2018: 16.5%)	(1,554)	(1,722)
Tax effect of non-taxable income	(24)	(2)
Tax effect of non-deductible expenses	23	526
Tax effect of temporary difference not recognised	–	(8)
Tax effect of tax loss not recognised	<u>1,555</u>	<u>1,206</u>
Total income tax	<u>–</u>	<u>–</u>

8. LOSS PER SHARE

The calculation of basic loss per ordinary share is based on the loss attributable to ordinary equity shareholders of the Company of approximately HK\$9,418,000 (2018: HK\$10,438,000) and the weighted average of 172,800,000 ordinary shares (2018: 172,800,000 ordinary shares) in issue during the year.

There were no dilutive potential ordinary shares during the year ended 31 March 2019 and 2018, and therefore diluted loss per share is the same as the basic loss per share.

9. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	31 March 2019 <i>HK\$'000</i>	31 March 2018 <i>HK\$'000</i>
Unlisted fund investment (trading and investment securities) – at fair value		
Unlisted partnership investment	<u>2,474</u>	<u>–</u>

10. AVAILABLE-FOR-SALE INVESTMENTS

	31 March 2019 <i>HK\$'000</i>	31 March 2018 <i>HK\$'000</i>
Unlisted equity investments, at cost less impairment	–	9,678
Unlisted partnership investment, at cost less impairment	–	4,001
	<u>–</u>	<u>13,679</u>

Upon application of HKFRS 9 on 1 April 2018, the Company's unlisted partnership investment and unlisted equity investments were reclassified from available-for-sale investments to financial assets at FVPL – trading and investment securities.

11. DIVIDEND

The Directors do not propose any dividend for the year ended 31 March 2019 (2018: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

OPERATING RESULTS

For the year ended 31 March 2019 (the “Year”), the Company recorded a loss for the year of approximately HK\$9,418,000 (2018: loss of approximately HK\$10,438,000), representing a decrease in loss for the year of approximately HK\$1,020,000 as compared with the year ended 31 March 2018. Net investment loss of approximately HK\$137,000 was recognized this year in respect of the financial assets at fair value through profit or loss while in last year, there were loss on disposal of available-for-sale investment of approximately HK\$1,558,000 and impairment loss on available-for-sale investment of approximately HK\$527,000. The general and administrative expenses for the Year amounted to approximately HK\$9,429,000, representing an increase of HK\$1,061,000 as compared with last year. The increase was mainly due to the higher staff costs incurred.

BUSINESS REVIEW

The Company continued to carry on the investment management business and monitored our existing portfolio. We have also grasped the divestment opportunities for some of our investment portfolio. During the Year, the Company has completed the disposal of the unlisted equity interests in Tianjin Yishang Friendship Holdings Co., Ltd. (“Tianjin Yishang”). Details of the disposal are set out in the “Completion Of The TJYS Disposal” section below. The Company has also disposed of the unlisted equity interests in Joyport Holdings Limited (“Joyport”) held by the Company during the Year. Details of the disposal of the investment in Joyport are set out in the “Disposal Of Financial Assets At Fair Value Through Profit Or Loss” section below.

SIGNIFICANT INVESTMENTS HELD

As at 31 March 2019, the Company held the following investment:

CMHJ Technology Fund II, L.P (“CMHJ”)

CMHJ is a limited partnership registered pursuant to the Exempted Limited Partnership Law of the Cayman Islands on 28 September 2005. The principal activity of CMHJ is to make venture capital investments, principally by investing in and holding equity and equity-oriented securities of privately held early stage to Pre-IPO companies in the technology-enabled services and products industries with markets and/or operations in the PRC.

During the Year, approximately HK\$2,200,000 capital investment has been returned to the Company from CMHJ. As at 31 March 2019, based on the valuation performed by an independent valuer, the fair value of the 2.84% equity interests in CMHJ held by the Company amounted to approximately HK\$2,474,000 which represented approximately 16.1% of the net assets of the Company. Net change in fair value of the CMHJ equity interests held by the Company of approximately HK\$740,000 was recognized by the Company during the Year.

Save as disclosed above, the Company did not hold any other significant investment with a value greater than 5% of the Company’s gross assets as at 31 March 2019.

DISPOSAL OF FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

On 5 December 2018, the Company entered into a settlement agreement (the “Settlement Agreement”) with Joyport Holdings Limited (“Joyport”) and other shareholders of Joyport for the redemption of Joyport’s Preferred Shares. Pursuant to the Settlement Agreement, Joyport redeemed all the 1,231,600 Series B Preferred Shares of Joyport held by the Company. The redemption price consists of the cash portion of RMB150,000 already received by the Company in December 2018 and the delayed portion to be received by the Company over the next three to five years. The amount of the delayed portion may vary based on the calculation methods stipulated in the Settlement Agreement and depending on factors including Joyport’s revenue and available funds. Having considered the valuation performed by an independent valuer for the delayed portion of the redemption price, the financial position of Joyport and the recoverability of the delayed portion, the Company considered the fair value of contingent consideration receivable (i.e., the delayed portion of the redemption price) to be insignificant and there was no significant impact on the Company’s financial statements. Approximately HK\$877,000 net realised loss from disposal of the Joyport equity interests held by the Company was recognized during the year. Immediately upon completion of the redemption of the Series B Preferred Shares held by the Company, the Company ceased to have any equity interest in Joyport.

COMPLETION OF THE TJYS DISPOSAL

On 1 December 2017, the Company entered into a conditional share transfer agreement (the “TJYS Share Transfer Agreement”) with an independent third party (the “Purchaser”) to dispose of 8,711,964 shares, representing approximately 3.955% of the entire equity interest in 天津一商友誼股份有限公司 (Tianjin Yishang Friendship Holdings Company Ltd.*) (“Tianjin Yishang”) held by the Company (the “Sale Interest”) at a cash consideration of HK\$15,000,000. The disposal of the Sale Interest (the “TJYS Disposal”) constituted a very substantial disposal for the Company under the Listing Rules. A special general meeting of the Company was held on 15 February 2018 in which the TJYS Disposal was approved by the Shareholders. On 29 March 2018, the Company and the Purchaser mutually agreed to extend the long stop date of the TJYS Share Transfer Agreement from 31 March 2018 to 31 May 2018 as additional time was required for the fulfilment of the Conditions precedent to completion of the TJYS Disposal. The completion of the TJYS Disposal took place on 28 May 2018 and no gain or loss arising from this disposal was recorded during the Year. Immediately upon completion of the TJYS Disposal, the Company ceased to have any equity interest in Tianjin Yishang. Details of the TJYS Disposal were disclosed in the announcements of the Company dated 4 December 2017, 30 January 2018, 15 February 2018, 3 April 2018 and 28 May 2018.

* *for identification purpose only*

CONTINUING CONNECTED TRANSACTIONS – CHANGE OF INVESTMENT MANAGER

The Company entered into a new investment management agreement (the “Investment Management Agreement”) with the new investment manager (the “Investment Manager”) on 29 June 2018, pursuant to which the Investment Manager has agreed to provide non-discretionary investment management services to the Company for a period of three years starting from 1 July 2018. The Investment Manager is regarded as a connected person of the Company under Rule 14A.08 of the Listing Rules. Accordingly the provision of non-discretionary investment management services by the Investment Manager to the Company under the Investment Management Agreement constitutes continuing connected transactions of the Company. The maximum aggregated fee payable by the Company to the Investment Manager under the Investment Management Agreement will not exceed HK\$800,000 per annum. As the relevant percentage ratios for the transactions contemplated under the Investment Management Agreement on an annual basis are less than 25% and that each of the annual caps is less than HK\$10,000,000, the transaction contemplated under the Investment Management Agreement are subject to reporting and announcement requirements but are exempted from independent shareholders’ approval requirement pursuant to Rule 14A.76 of the Listing Rules.

PROSPECTS

Given the escalating trade dispute between China and the United States and China’s slowdown in economic growth, the investment market is expected to be volatile and remains challenging in the foreseeable future. The Company will continue to adopt a cautious approach and look for investment opportunities with sustainable business model and good potential mainly in China and Hong Kong.

FUTURE PLANS RELATING TO MATERIAL INVESTMENT OR CAPITAL ASSET

The Company had not executed any agreement in respect of material investment or capital asset and did not have any other plans relating to material investment or capital asset as at the date of this announcement. Nonetheless, if any potential investment opportunity arises in the coming future, the Company will perform feasibility studies and prepare implementation plans to consider whether it is beneficial to the Company and the Shareholders as a whole.

EVENTS AFTER THE REPORTING PERIOD

Appointment of Non-executive Director

Mr. Dong Licheng has been appointed as a non-executive Director of the Company with effect from 8 May 2019. Details of the appointment of non-executive Director were disclosed in the announcement of the Company dated 8 May 2019.

Proposed Change of Company Name

The Board of Directors of the Company proposed to change the Company name to “Youth Champ Financial Group Holdings Limited” and to adopt and register the Chinese name of “優創金融集團控股有限公司” as the secondary name of the Company on 11 March 2019. The proposed change of Company name is subject to two conditions: (1) the special resolution approving the proposed change of Company name having been passed by the shareholders of the Company at the special general meeting of the Company and (2) the approval of the Registrar of Companies in Bermuda having been obtained for the proposed change of Company name. The special resolution to approve the proposed change of Company name was passed at a special general meeting of the Company held on 24 April 2019. The Company will make further announcement when the proposed change of Company name becomes effective.

DIVIDEND

The Directors do not recommend the payment of a dividend for the Year (2018: Nil).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2019, the Company had bank balances of approximately HK\$12,848,000 (2018: HK\$12,639,000).

The Board believes that the Company has sufficient financial resources to meet its immediate investment and working capital requirements. There was no long term borrowing and calculation of gearing ratio was not applicable (2018: N/A).

As at 31 March 2019, the Company had net assets of approximately HK\$15,371,000 (2018: HK\$19,750,000).

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

The Company held assets and liabilities denominated in Hong Kong Dollars (“HKD”), Renminbi (“RMB”) and US Dollars (“USD”). The Company’s cash and cash equivalents were denominated in HKD and USD. Accordingly, it is subjected to limited exposure of foreign exchange fluctuation. As it is the Company’s policy to maintain relatively minimal exposure to foreign exchange risks, the Company had not used any derivatives and other instruments for currency exchange hedging purposes.

CHARGE ON COMPANY’S ASSETS AND CONTINGENT LIABILITIES

As at 31 March 2019, there was no charge on the Company’s assets or any significant contingent liabilities (2018: Nil).

COMMITMENTS

The Company had no capital commitment as at 31 March 2019 (2018: Nil).

CAPITAL STRUCTURE

As at 31 March 2019, the total number of ordinary shares of HK\$0.10 each in the Company in issue was 172,800,000 (2018: 172,800,000).

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2019, the Company had 5 employees (2018: 4), including the executive Director. The remuneration paid to the employees of the Company, including the executive Director, during the Year amounted to approximately HK\$3,963,000 (2018: HK\$2,813,000).

The Company's remuneration policies are in line with the prevailing market practice and are determined on the basis of the performance and experience of the individual employees.

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

The Company did not purchase, sell or redeem any of its shares during the Year.

CORPORATE GOVERNANCE

The Company is dedicated to maintaining and ensuring high standards of corporate governance practices and the corporate governance principles of the Company are adopted in the best interest of the Company and the Shareholders. The Company has established procedures on corporate governance that comply with the requirements of the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Listing Rules. The Board has reviewed and taken measures to adopt the CG Code as the Company's code of corporate governance practices. During the Year, the Company has complied with the code provisions under the CG Code.

SCOPE OF WORK OF CROWE (HK) CPA LIMITED

The figures in respect of the Company's statement of financial position, statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 March 2019 as set out in this results announcement have been agreed by the Company's auditors, Crowe (HK) CPA Limited, to the amounts set out in the Company's audited financial statements for the year. The work performed by Crowe (HK) CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Public Accountants and consequently no assurance has been expressed by Crowe (HK) CPA Limited, on this results announcement.

AUDIT COMMITTEE

The Audit Committee, comprising three independent non-executive Directors and one non-executive Director, has reviewed with the management of the Company the accounting principles and practices adopted by the Company and discussed the auditing, internal control, risk management and financial reporting matters.

The Audit Committee has reviewed the Company's audited financial statements for the Year.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules regarding securities transactions by Directors. Having made specific enquiries to all Directors, the Directors confirmed that they had complied with the required standards laid down in the Model Code throughout the Year.

By order of the Board
Grand Investment International Ltd.
He Luling
Chairman

Hong Kong, 20 June 2019

As at the date of this announcement, the executive director is Mr. Wang Kaizhen; the non-executive directors are Mr. He Luling (Chairman) and Dong Licheng; and the independent non-executive directors are Ms. Ma Yin Fan, Ms. Yan Yan and Mr. Xu Yanfa.