# INDEPENDENT AUDITORS' REPORT

To the members of DFI Retail Group Holdings Limited

## Report on the audit of the Group financial statements

### Qualified opinion

In our opinion, except for the possible effects of the matter described in the basis for qualified opinion paragraph below, DFI Retail Group Holdings Limited's Group (the 'Group') financial statements (the 'financial statements'):

- give a true and fair view of the state of the Group's affairs as at 31st December 2022 and of its loss and cash flows for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB); and
- have been prepared in accordance with the requirements of the Companies Act 1981 (Bermuda).

We have audited the financial statements, included within the Annual Report, which comprise: the Consolidated Balance Sheet as at 31st December 2022; the Consolidated Profit and Loss Account, the Consolidated Statement of Comprehensive Income, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity for the year then ended; and the Notes to the financial statements, which include a description of the significant accounting policies ('the Principal Accounting Policies').

Certain required disclosures have been presented in the Corporate Governance section, rather than in the Notes to the financial statements. These disclosures are cross-referenced from the financial statements and are identified as audited.

Our opinion is consistent with our reporting to the Audit Committee.

### Basis for qualified opinion

Our opinion on the financial statements for the year ended 31st December 2021 was qualified as we were unable to obtain sufficient audit evidence over the Group's share of loss for the year of its associate, Yonghui Superstores Co., Ltd ('Yonghui'), and for the carrying amount of the Group's investment in Yonghui as at 31st December 2021. Accordingly, we were unable to determine whether any adjustments to these amounts were necessary. As part of our audit of the Group's 2022 financial statements, we have been able to obtain sufficient evidence over the Group's share of results included in the current year Profit and Loss Account. Nonetheless, our opinion for the year ended 31st December 2022 is qualified because of the possible effects of this matter on the comparability of the current year's figures with the corresponding figures in respect of the share of results of associates and joint ventures.

We conducted our audit in accordance with International Standards on Auditing (UK) ('ISAs (UK)') and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the 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 qualified opinion.

#### Independence

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the Financial Reporting Council's ('FRC's') Ethical Standard, as applicable to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Our audit approach

#### Overview

*Materiality*

- Overall Group materiality: US$22.9 million *(2021: US$14.8 million)*
- Based on 0.25% of total revenue *(2021: Based on 5% of a three-year average of underlying profit before tax)*

*Audit scope*

- A full scope audit was performed on eight entities including six subsidiaries and two associates, Yonghui and Maxim's Caterers Limited ('Maxim's').
- These entities, together with procedures performed on central functions and at the Group level, accounted for 92% of the Group's revenue, 77% of the Group's loss before tax, and 70% of the Group's underlying profit before tax.

*Key audit matters*

- Carrying value of investment in Robinsons Retail Holdings, Inc. ('Robinsons Retail');
- Buying income; and
- IT environment

**The scope of our audit**

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the Directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

**Key audit matters**

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other than the matter described in the basis for qualified opinion paragraph above, we determined the matters described below to be the key audit matters to be communicated in our report. This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

| Key audit matter | How our audit addressed the key audit matter |
| --- | --- |
| ***Carrying value of investment in Robinsons Retail Holdings, Inc. ('Robinsons Retail')*** | |
| Refer to note 41 (Critical Accounting Estimates and Judgements), note 14 (Associates and Joint Ventures) and note 9 (Non-trading Items) to the financial statements.<br><br>As at 31st December 2022, the carrying value of the Group's investment in its associate, Robinsons Retail, was higher than its fair value based on its prevailing market share price.<br><br>Management undertook an impairment assessment, as required by accounting standards, as there was an indicator of impairment identified. Based on management's assessment the recoverable amount was lower than the carrying value of the investment. An impairment charge of US$171 million was recognised as a non-trading item in the Consolidated Profit and Loss Account for the year. | We assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgement involved in determining the assumptions to be applied. We have understood and reviewed what indicators of impairment had been identified and the appropriateness of the valuation model used. Due to the prolonged and current deficit to the share price valuation when compared against the Group's carrying value, we challenged management on the existence of an indicator of impairment. We performed the following procedures over management's subsequent impairment model.<br><br>With the support of our valuation experts, we benchmarked and challenged key assumptions in management's valuation model used to determine the recoverable amount against market data. This included whether the assumptions of projected cash flows of the business, the discount rate, and the long-term growth rate were appropriate. |

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| ***Carrying value of investment in Robinsons Retail Holdings, Inc. ('Robinsons Retail')*** continued<br><br>There is inherent estimation uncertainty and judgement in determining the recoverable amount of the carrying value of the investment. Assumptions are made by management in preparing their value in use model, particularly management's view on key internal inputs and external market conditions which impact future cash flows, the discount rate and the long-term growth rate.<br><br>We focussed on the carrying value of the Group's investment in Robinsons Retail due to the significant judgements and estimates involved to determine whether the carrying value of the investment was supportable. | We tested the discounted cash flow model used in the assessment, checked the accuracy of the calculations, compared historical budgeted performance with actual results and agreed the figures used with the management approved budgets to assess the reasonableness of the cash flows used in the model.<br><br>Our challenge focussed particularly on the discount rate and long-term growth rate used. We compared the discount rate used with the range of typical discount rates used in similar businesses and considered whether management had incorporated all relevant macroeconomic and country-specific factors, as well as those specific to Robinsons Retail.<br><br>For the growth rate we compared this with the range of growth rates used by similar businesses, considering whether management had considered macro-economic and country-specific factors specific to Robinsons Retail. We also tested management's historical estimation accuracy by comparing previous projected growth rates against the actual growth achieved.<br><br>We evaluated the sensitivity analysis performed by management and performed our own independent sensitivity analysis on the key assumptions and considered a range of alternative outcomes to determine the sensitivity of the valuation model to changes in these assumptions.<br><br>As the recoverable amount determined by management was lower than the carrying amount of the investment, we checked the calculation of the impairment charge recognised.<br><br>Overall, we found that the assumptions made by management to determine the discount rate, long-term growth rate and the cash flows used in the valuation model were reasonable, and that the impairment charge had been accurately calculated.<br><br>We assessed the adequacy of the disclosures related to the carrying value of investments in associates and joint ventures in the context of IFRS disclosure requirements, including those relating to sensitivities, and agreed disclosures in the financial statements to the model tested and the assumptions applied in the model. Overall, we are satisfied that appropriate disclosure has been made. |

| Key audit matter | How our audit addressed the key audit matter |
|---|---|

***Buying income***

Refer to note 38 (Principal Accounting Policies) and note 41 (Critical Accounting Estimates and Judgements) to the financial statements.

The Group has arrangements with suppliers whereby volume-based discounts and incentives, promotional and marketing incentives and various other rebates and discounts are earned in connection with the purchase of goods for resale from those suppliers. As such, the Group recognises a net deduction from cost of sales as a result of amounts receivable from suppliers.

The individual supplier arrangements in place across the Group vary in nature.

The majority of buying income is driven by volume-based measures or event-driven schemes, with the remainder being ad hoc and promotional buying income.

Buying income is material to the financial statements and given the types of buying income arrangements, as well as various performance criteria which differ by supplier, we identified buying income as a key audit matter.

The level of judgement in each category of buying income is detailed below:

***Volume-based income***

Volume-based rebates are generally driven by achieving purchase volume targets set with individual suppliers for specific products over a pre-set period of time. In instances where the rebate agreement does not fully coincide with the period-end, the key judgement that we focussed on was the estimate of expected purchase volumes in the period covered by the rebate agreement.

***Ad hoc and promotional income***

The remainder of the Group's buying income is associated with ad hoc and promotional income. The nature of this income and the manner in which it is recognised varies depending on the nature of the agreement with the individual supplier. The income is earned as the relevant performance criteria are met. Due to the significant number of transactions and individual agreements, and the potential for manual calculations, we focussed our effort on assessing the appropriateness of amounts recognised. Our focus was on the underlying agreements associated with the income earned, and assessing whether the income recorded was in accordance with those agreements.

We gained an understanding of, and evaluated, the key controls in place within the buying income process and tested those controls in certain components of the business. We performed a detailed analytical review of buying income by type and location to identify whether any unusual trends were present.

On a sample basis:

- we traced supplier deductions or payments recognised in the income statement to cash receipts or supplier contracts;
- we selected amounts recognised in debtors and creditors and agreed the amounts to supporting documentation. Where buying income amounts were offset against outstanding amounts payable to suppliers we assessed whether there was a right to offset, based on the contractual terms with suppliers;
- we assessed whether the performance criteria of the items selected had been met and where buying income amounts were estimated, that there was appropriate supporting evidence in determining those estimates;
- we assessed the appropriateness of journal entries and adjustments associated with buying income by tracing them to supporting documentation; and
- we assessed supplier dispute logs to determine whether material disputes or disagreements with suppliers existed. Where significant disputes or disagreements existed, we understood the nature of these disputes through discussions with management and obtained evidence to assess whether the amounts recognised by management were reasonable.

Overall, we found the amounts recognised in the financial statements in respect of buying income to be supportable, based on available evidence.

We assessed the adequacy of the disclosures related to the buying income in the context of IFRS disclosure requirements and consider the disclosures to be appropriate.

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| ***IT environment*** | |
| The Group is heavily reliant on its IT infrastructure and systems for the daily operations of its business.<br><br>We focussed on IT systems as the systems across the Group are complex and there are varying levels of standardisation and integration between new and legacy IT systems. The systems are vital to the ongoing operations of the business and to the integrity of the financial reporting process. | We updated our understanding of the IT environment, including cybersecurity risk, through discussions with management and carrying out work to understand the relevant IT systems which were integral to the Group's controls over financial reporting. These procedures allowed us to determine which IT systems, processes and controls to rely upon.<br><br>We tested key controls over user access to programs and data; program development; program changes made to IT systems; and IT operations.<br><br>The key automated controls operating within IT systems that we relied on were also tested.<br><br>Where we identified deficiencies which affected IT systems or controls on which we planned to place reliance, we tested mitigating controls or extended the scope of our substantive audit procedures. |

**How we tailored the audit scope**

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which it operates.

The Group's accounting processes are structured around finance functions, which are responsible for their own accounting records and controls, which in turn, report financial information to the Group's finance function in Hong Kong to enable it to prepare consolidated financial statements.

In establishing the overall approach to the Group audit, we determined the type of work that needed to be performed by members of the Group engagement team or by component auditors from member firms within the PwC Network and other auditors operating under our instruction. Where the work was performed by component auditors, we determined the level of involvement necessary for us to have in the audit work at those components to be able to conclude whether sufficient, appropriate audit evidence had been obtained as a basis for our opinion on the financial statements as a whole. The Group engagement team was involved in the significant reporting entities in scope for Group reporting during the audit cycle through a combination of meetings, visits and conference calls. The Group audit partner and other senior team members undertook two visits to Hong Kong during the audit and were involved throughout the year through regular conference calls and other forms of communication to direct and oversee the audit. The Group audit partner also visited Singapore and Indonesia during the year to oversee and review the work of the component teams there, along with regular communications through conference calls and remote review of the work of component teams.

A full scope audit was performed on eight entities including six subsidiaries and two associates, Yonghui and Maxim's. These entities, together with procedures performed on central functions and at the Group level (on the consolidation and other areas of significant judgement), accounted for 92% of the Group's revenue, 77% of the Group's loss before tax, and 70% of the Group's underlying profit before tax. This gave us the evidence we needed for our opinion on the financial statements as a whole.

## The impact of climate risk on our audit

In planning and executing our audit, we have considered the potential impact of climate change on the Group's business and its financial statements. We also considered the Group's governance framework and preliminary risk assessment process as outlined in the Task Force on Climate-related Financial Disclosures ('TCFD') section within this Annual Report.

The Group has developed a plan to identify and access its exposures to climate-related risks and opportunities. The Group also set out its commitments to decarbonise its portfolio of assets, becoming 'net-zero' by 2050 for scope 1 and scope 2 emissions. Further information is provided in the Group's TCFD section of this Annual Report. Whilst the Group is committed to net zero carbon emissions by 2050, management continues to refine their plans to achieve this.

Climate change could have a significant impact on the Group's financial business as the operations and strategy of the Group are adapted to address the potential financial and non-financial risks which could arise from both the physical and transitional risks associated with climate change. Management has evaluated these as disclosed in the TCFD section of this Annual Report.

We considered the consistency of the disclosures in relation to climate change (including the TCFD section) within the Annual Report with the financial statements and our knowledge obtained from our audit. This included reading and challenging the disclosures given in the narrative reporting within the other information to the impact disclosed within the financial statements.

Our procedures did not identify any material impact in the context of our audit of the financial statements as a whole, or our key audit matters for the year ended 31st December 2022.

**Materiality**

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

| | |
|---|---|
| Overall group materiality | US$22.9 million *(2021: US$14.8 million)* |
| How we determined it | Based on 0.25% of total revenue *(2021: 5% of a three-year average of underlying profit before tax)* |
| Rationale for benchmark applied | Total revenue is a primary measure used by the shareholders in assessing the performance of the Group when underlying profit before tax is close to breakeven |

We set an overall Group materiality level of US$22.9 million *(2021: US$14.8 million)*. This was based upon 0.25% of the total revenue *(2021: Based on 5% of the Group's consolidated three-year average underlying profit before tax for the years ended 31st December 2019, 31st December 2020 and 31st December 2021)*. In arriving at this judgement we had regard to the fact that total revenue is an important financial indicator of the Group.

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of overall materiality allocated across components was US$1.5 million to US$21.0 million.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% *(2021: 75%)* of overall materiality, amounting to US$17.1 million *(2021: US$11.1 million)* for the Group financial statements.

In determining the performance materiality, we considered a number of factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls – and concluded that an amount in the middle of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above US$1.1 million *(2021: US$740,000)*, other than classifications within the Consolidated Profit and Loss Account or Consolidated Balance Sheet, which were only reported above US$4.7 million *(2021: US$6.3 million)*. We also report misstatements below this amount that, in our view, warranted reporting for qualitative reasons.

## Conclusions relating to going concern

Our evaluation of the Directors' assessment of the Group's ability to continue to adopt the going concern basis of accounting included:

- Evaluating the inherent risks to the Group's business models and analysed how those risks might affect the Group's financial resources or ability to continue operations over the going concern period;
- Assessing management's base case and severe but plausible downside scenario models supporting the Board's going concern assessment, evaluating the process by which the assessments have been drawn up, ensuring that the calculations in the model were mathematically accurate and that the overall methodology used was appropriate;
- Considering sensitivities over the level of available financial resources indicated by the Group's financial forecasts taking account of reasonably possible, but not unrealistic, adverse effects that could arise from potential adverse trading conditions and impact the Group's liquidity position over the going concern period;
- Evaluating the committed financing facilities currently available to the Group and ensuring that the models appropriately included all contractual debt repayments and committed capital expenditures;
- Agreeing to debt agreements and associated amendments secured, the covenants attached to each facility and considering the Group's forecast compliance at the measurement dates included in the going concern assessment period;
- Agreeing the cash on hand and available facilities included in the going concern assessment to our year end audit work.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern for a period of at least 12 months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

As not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Group's ability to continue as a going concern.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

## Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

## Responsibilities for the financial statements and the audit

**Responsibilities of the Directors for the financial statements**

As explained more fully in the Responsibility Statements and the Corporate Governance section, the Directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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.

**Auditors' responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) 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 financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined in the Auditors' responsibilities for the audit of the financial statements section, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to, but were not limited to, the Companies Act 1981 (Bermuda), the Listing Rules, tax regulations, employment regulations, health and safety regulation and regulations applicable to significant reporting component teams, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 1981 (Bermuda).

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting of inappropriate journal entries and management bias in accounting estimates and judgements. The Group engagement team shared this risk assessment with the component auditors so that they could include appropriate audit procedures in response to such risks in their work. Audit procedures performed by the Group engagement team and/or component auditors included:

- Gaining an understanding of the legal and regulatory framework applicable to the Group and the industries in which its businesses operate, and considering the risk of any acts by the Group which may be contrary to applicable laws and regulations, including fraud;
- Discussions with management and internal audit, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Understanding the results of whistleblowing procedures and related investigations. We focussed on known and suspected instances of non-compliance with laws and regulations that could give rise to a material misstatement in the Group and Company financial statements, including, but not limited to, the Companies Act 1981 (Bermuda), the Listing Rules, tax legislation, employment regulations, health and safety regulation and equivalent local laws and regulations applicable to significant reporting component teams;
- Review of reporting component auditors' work, including any matters reported by component auditors relating to non-compliance with laws and regulations or fraud;
- Challenging assumptions and judgements made by management in their significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. In particular, in relation to the impairment assessments related to the carrying value of investments in associates and joint ventures, the impairment assessments related to the carrying value of intangible assets, tangible assets and right-of-use assets, and recognition of buying income (see related key audit matters above);
- We did not identify any key audit matters relating to irregularities, including fraud. As in all of our audits we also addressed the risk of management override of internal controls, including testing journals, and evaluated whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

**Use of this report**

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 90 of the Companies Act 1981 (Bermuda) and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come, including without limitation under any contractual obligations of the company, save where expressly agreed by our prior consent in writing.

**Partner responsible for the audit**

The engagement partner on the audit resulting in this independent auditors' report is John Waters.

## Other matter

In due course, as required by the Financial Conduct Authority Disclosure Guidance and Transparency Rule 4.1.14R, these financial statements will form part of the ESEF-prepared annual financial report filed on the National Storage Mechanism of the Financial Conduct Authority in accordance with the ESEF Regulatory Technical Standard ('ESEF RTS'). This auditors' report provides no assurance over whether the annual financial report will be prepared using the single electronic format specified in the ESEF RTS.

**PricewaterhouseCoopers LLP**
Chartered Accountants
London
2nd March 2023