易還財務投資有限公司

EASY REPAY FINANCE & INVESTMENT LIMITED

Continued in Bermuda with limited liability

Stock Code : 8079

ANNUAL REPORT 2019/20

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the "Directors") of Easy Repay Finance & Investment Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

Contents

FINANCIAL SUMMARY

Annual results for the five years from 2016

	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018	Year ended 31 March 2017	Year ended 31 March 2016
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Revenue	**116,110**	206,268	191,768	181,610	119,516
(Loss)/profit for the year	**(63,940)**	(37,134)	(6,488)	26,397	32,999
(Loss)/profit attributable to owners of the Company	**(63,441)**	(37,108)	(6,756)	26,315	32,922

	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Total assets	**378,796**	443,488	519,463	514,707	487,794
Total liabilities	**(15,704)**	(23,585)	(39,496)	(24,436)	(24,718)
	363,092	419,903	479,967	490,271	463,076

CORPORATE INFORMATION

Directors

Executive Directors

Mr. SHIU Yeuk Yuen – Chairman
Ms. SIU Yeuk Hung, Clara

Independent Non-executive Directors

Mr. HO Siu King, Stanley, *BEng (Civ E-Law) (HKU), LLB (HKU) and LLM (LSE)* (resigned on 7 June 2020)
Mr. SIU Chi Yiu, Kenny (appointed on 8 May 2019 and resigned on 18 June 2020)
Mr. LEE King Fui (appointed on 17 July 2019)
Mr. KAM Tik Lun, *CPA, FCCA, LL.M (ICFL)* (resigned on 17 July 2019)

Company Secretary

Mr. TO Chi, *CPA, FCCA*

Compliance Officer

Ms. SIU Yeuk Hung, Clara

Authorised Representatives

Mr. SHIU Yeuk Yuen
Ms. SIU Yeuk Hung, Clara

Audit Committee

Mr. LEE King Fui (appointed on 17 July 2019)
Mr. KAM Tik Lun, *CPA, FCCA, LL.M (ICFL)* (resigned on 17 July 2019)
Mr. HO Siu King, Stanley, *BEng (Civ E-Law) (HKU), LLB (HKU) and LLM (LSE)* (resigned on 7 June 2020)
Mr. SIU Chi Yiu, Kenny (appointed on 8 May 2019 resigned on 18 June 2020)

Remuneration and Nomination Committee

Mr. LEE King Fui (appointed on 17 July 2019)
Mr. KAM Tik Lun, *CPA, FCCA, LL.M (ICFL)* (resigned on 17 July 2019)
Mr. SHIU Yeuk Yuen
Ms. SIU Yeuk Hung, Clara
Mr. HO Siu King, Stanley, *BEng (Civ E-Law) (HKU), LLB (HKU) and LLM (LSE)* (resigned on 7 June 2020)
Mr. SIU Chi Yiu, Kenny (appointed on 8 May 2019 and resigned on 18 June 2020)

Legal Adviser on the Bermuda Law

Appleby

Auditor

Moore Stephens CPA Limited
Registered Public Interest Entity Auditors
801–806 Silvercord, Tower 1
30 Canton Road
Tsimshatsui, Kowloon
Hong Kong

Principal Share Registrar and Transfer Office

Ocorian Management (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Hong Kong Branch Share Registrar and Transfer Office

Tricor Standard Limited
Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

Registered Office

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Head Office and Principal Place of Business in Hong Kong

Unit A, 8/F, D2 Place Two,
15 Cheung Shun Street,
Cheung Sha Wan, Kowloon,
Hong Kong

Principal Bankers

Bank of China (Hong Kong) Limited
409–415 Hennessy Road, Wanchai
Hong Kong

DBS Bank (Hong Kong) Limited
16th Floor, The Center
99 Queen's Road Central
Hong Kong

Stock Code

8079

Website

http://www.ecrepay.com

CHAIRMAN'S STATEMENT

On behalf of the board of Directors (the "Board"), I present the audited consolidated results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 March 2020 to the shareholders.

The money lending business has continued to achieve satisfactory result in previous years and will continue to be the core business of the Group and generate stable income to the Group. The revenue of this segment is HK$52 million.

The Company reviewed that e-commerce has been a part of the modern urban lifestyle in Hong Kong. The Group has been developing the retails and online sales business since 2015. The Group will continue to develop self-owned brand products, namely Master Chef Series, FRESHNESSMART, Dawooyeon Hanwoo, 李朝, 月姐滋養湯 and 老蕭燉湯 and source different types of products from local or overseas suppliers to satisfy the ever-changing needs of our customers.

In December 2019, the Company initiated to explore the opportunities of potential vertical integration by acquiring a 100% equity interest in a company which is principally engaged in operation of a Korean BBQ restaurant in Hong Kong. It is signified the Group's initial trial to step into local catering market after years of experience in sourcing food supplies for the local restaurants.

In March 2020, the Company further invested in 20% equity interest in each of three companies which principally operates HK-style cuisine restaurant in Kowloon Bay, Shatin and North Point respectively under the brand name of "Times Cafe時代冰室".

PROSPECTS

The Group has been implementing certain business strategies in response to the worsened market conditions including the streamline in its wholesale business. The Group plans to expand its online retail business, for instance, by hiring more salespersons and delivery staff and upgrading its online platform, taking into account the recent social incidents and novel coronavirus outbreak in which consumers tend to do shopping online instead of doing their purchases at physical shops. The money lending business and the wholesale and retail business remain the principal businesses of the Group and the Group will adjust its strategies and focus among its business segments in accordance with the changing market conditions.

In spite of all these expansion plans, the Group has been actively seeking suitable investment opportunities for business diversification. The Group will explore into different industry sectors so as to expand and diversify the scope of the Group's business.

APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to our shareholders, customers and staff members for their support in the past years. I would also like to express my personal appreciation to my fellow Board members for their continuous valuable contributions.

Mr. Shiu Yeuk Yuen
Chairman
Hong Kong, 24 June 2020

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The money lending business continues to be the core business of the Group and to generate stable income to the Group.

The Company reviewed that the E-commerce is a part of the modern urban lifestyle in Hong Kong. The Group has been developing the retails and online sales business since year 2015. The Group will continue to develop self-own brand products, namely Master Chef Series, FRESHNESSMART, Dawooyeon Hanwoo, 李朝, 月姐滋養湯 and 老蕭燉湯 and source different types of products from local or overseas suppliers to satisfy the ever-changing conditions of our customers.

The Company has a trial to step into the local catering market in December 2019. It is expected to increase the revenue and market share in Hong Kong.

OPERATION REVIEW

Revenue for the financial year ended 31 March 2020 was approximately HK$116.1 million (2019: HK$206.3 million). The loss before tax is mainly arising from the increase of the allowance for expected credit losses on loans and advances to customers.

Money Lending Business

After actively participating in money lending business for more than seven years, a solid client base has been built. In the financial year, revenue for this segment under review was approximately HK$52.0 million (2019: HK$60.1 million).

The demand for loans is correlated to consumer and business sentiment on expenditure and/or purchase of real estate assets for residential or investment purposes which can then be reflected in the level of domestic economic activities. The economic activities and business sentiment have been affected by the novel coronavirus infection. Many enterprises suffer from a plunge in business turnover, resulting in a liquidity problem, in particular those small and medium enterprises which have difficulty in obtaining commercial bank loans due to their scale of operation. This may provide potential opportunities for licensed money lenders, particularly when banks' attitudes have become more conservative under the worsened economic environment, notwithstanding that the Group has become more cautious in its lending given the weakening economy in Hong Kong which may give rise to more bad debts in the industry.

Retail and Wholesale Business

The Group is operating 3 retail shops which located in Wanchai, Lai Chi Kok and Tai Po and online business for the sales of grocery products. Beyond the general products like frozen food, the Group will focus more the in-house ready-to-eat products for the public.

The Group has been operating a Korean BBQ restaurant in Hong Kong since December 2019. We will continue to monitor the operation and develop new market in order to increase the revenue and market share.

The Group has also been developing the wholesale business since year 2015. However, the wholesale business is highly competitive and the Group is streamlining the business segment.

Revenue for this segment for the year ended 31 March 2020 was approximately HK$64.1 million (2019: HK$146.2 million).

Due to highly competitive of the wholesale business in Hong Kong and the increase in the cost of sales and administration fee in this segment, the Company decided to streamline this business segment by reducing the market share in the wholesales business. The Company can improve the working capital through better inventory and accounts receivable management, thus the Company could more focus in its money lending business and other possible investment.

In view of the recent social incidents, US-Mainland trade tensions and novel coronavirus outbreak, the Group's retail and restaurant business may be potentially affected. However, this may hasten the shift of consumers' behaviour to shop online instead of physical shops as consumers stay at homes and avoid going to crowded areas in the wake of the novel coronavirus, which may in turn stimulate the Group's existing online retail business, mitigating the potential adverse impact on the Group's retail and restaurant business. Although it is difficult to estimate how long the novel coronavirus will remain, consumers currently have a higher tendency and frequency to shop online than before. It is expected that after experiencing online shopping for several months, certain consumers may change their shopping behavior from offline to online. This may provide potential opportunities for retailers with an online presence.

Outlook

The Group will continue to look for ways to further improve its existing business and explore new investment opportunities to broaden the business scope of the Group with the ultimate goal to maximise the return to shareholders.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally financed its operations with internally generated cash flows. As at 31 March 2020, the Group had cash and cash equivalents of approximately HK$47.4 million (2019: HK$34.3 million).

As at 31 March 2020, the Group had no borrowings (2019: HK$7.5 million) which were used to finance the operation of the Group.

As at 31 March 2020, the Group's gearing ratio, expressed as a percentage of total borrowings (comprising amounts due to related parties, borrowings) less cash and cash equivalents then divided by total equity was nil (2019: nil).

CHARGES ON GROUP'S ASSETS

As at 31 March 2020, except for the pledged bank deposits and financial instruments of approximately HK$0.1 million (2019: HK$2.4 million) was pledged as collateral to securities brokers for margin financing granted to the Group, no margin financing was utilised by the Group.

TREASURY POLICIES

Cash and bank deposits of the Group are mainly denominated in HK dollars ("HK$").

Since most of the transactions of the Group are denominated in Hong Kong dollars, no hedging or other arrangements to reduce the currency risk have been implemented.

EMPLOYEES

As at 31 March 2020, the Group had 99 (2019: 124) full-time employees. The total employee remuneration, including that of the Directors, for the year ended 31 March 2020 amounted to approximately HK$35.8 million (2019: HK$45.6 million). The Group remunerates its employees based on their performance, experience and the prevailing commercial practice.

CAPITAL STRUCTURE

During the year ended 31 March 2020, the Company has been changed as follows.

On 10 December 2019, in order to motivate the employee's performance, the Company has granted an aggregate of 21,850,000 share options at exercise price of HK$0.265 per share to 10 grantees ("Grantees") who all are full time employees of the Company and each of the Grantee has 2,185,000 share option of HK$0.01 each in the share capital of the Company subject to acceptance of the Grantees under the share option scheme adopted by the Company on 4 January 2011.

For the year ended 31 March 2020, an aggregate of 21,465,000 shares option have been exercised and remaining of 385,000 shares option was outstanding.

The total issued share capital of the Company as at 31 March 2020 is 240,359,354 shares.

Placing of New Shares under General Mandate

On 6 December 2019, the Company entered into the Placing Agreement with Head & Shoulders Securities Limited, as placing agent to place on a best effort basis, a maximum of 43,500,000 placing shares at the placing price of HK$0.169 per placing share. The gross proceeds and net proceeds from the placing will be approximately HK$7.35 million and HK$7.21 million respectively, which will be used for general working capital of the Group.

On 30 December 2019, the conditions of the placing have not been fulfilled. The placing agreement has lapsed and the placing will not proceed.

Details of the placing has been disclosed in the announcements on 6 December 2019, 12 December 2019 and 30 December 2019 respectively.

Placing of New Shares under General Mandate

On 25 February 2020, the Company entered into the placing agreement with Finet Securities Limited ("Finet"), as placing agent to place on a best effort basis, a maximum of 43,500,000 placing shares at the placing price of HK$0.315 per placing share. The gross proceeds and net proceeds from the placing will be approximately HK$13.7 million and HK$13.2 million respectively, which will be used for general working capital of the Group.

On 20 March 2020, the Company and Finet entered into the supplemental placing agreement to increase the initial placing price from HK$0.315 to HK$0.325. The gross proceeds and net proceeds from the placing will be increased to approximately HK$14.1 million and HK$13.4 million respectively, which will be used for money lending business, retail and wholesale business; for settlement of the professional fees and relevant legal proceedings against the Company; for hiring new personnel for the expansion of online retail platform; and purchasing software and equipment for the expansion of online retail platform.

On 27 March 2020, the Company and Finet mutually agreed to terminate the placing agreement.

Details of the placing has been disclosed in the announcements on 25 February 2020, 28 February 2020, 20 March 2020 and 27 March 2020 respectively.

ACQUISITION OF A SUBSIDIARY

In December 2019, the Company initiated to explore the opportunities of potential vertical integration by acquiring a 100% equity interest in a company, Head Captain Limited, which is principally engaged in operation of a Korean BBQ restaurant in Hong Kong for a consideration of HK$2.0 million. It is signified the Group's initial trial to step into local catering market after years of experience in sourcing food supplies for the local restaurants.

INVESTMENT IN THREE ASSOCIATES

On 2 March 2020, Perfect Catering Group Limited (a wholly-owned subsidiary of the Company)(the "Purchaser") entered into three agreements with three independent third parties respectively. Agreement A was entered into between the Purchaser and Vendor A in relation to an acquisition of a 20% equity interest in Big Max Limited ("Target A") for a consideration of HK$3.85 million. Agreement B and Agreement C was entered into by the Purchaser with Vendor B and Vendor C respectively in respect of an acquisition of a 20% equity interest in Diamond Brave Limited ("Target B") and Wing Way Limited ("Target C") respectively for the same consideration of HK$4.1 million. Target A, Target B and Target C is principally engaged in the operation of a HK-style restaurant under the same brand name "Times Cafe 時代冰室" in Kowloon Bay, Shatin and North Point respectively.

Details of the acquisitions was disclosed in the announcement dated 9 April 2020.

CONTINGENT LIABILITIES

As at 31 March 2020, except for as disclosed below, the Company did not provide any corporate guarantee to third parties.

Performance Guarantee

The Company provided a performance guarantee for KCL, an associate of the Company, regarding the management, operation and maintenance of New Kowloon Bay Vehicle Examination Centre and the relevant Hong Kong government tender. The letter of guarantee contains no specific amount and until the expiry of such contract. A counter-guarantee of 78% of the guarantee liability was provided by one of the shareholders of KCL.

DIVIDEND

The Directors of the Company did not recommend the payment of any dividend for the year ended 31 March 2020 (2019: Nil).

EVENT AFTER REPORTING PERIOD

Voluntary Conditional Cash Offers

On 10 March 2020 (after trading hours), the Board received a letter from Mr. Cheung Siu Fai (the "Offeror") notifying the Board of the Offeror's firm intention to make voluntary conditional cash offers ("Offers") (i) to acquire all the shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it); and (ii) to cancel all outstanding options in compliance with Rule 13.5 of the Takeovers Code.

On 13 March 2020, the Offeror published the Offer Announcement setting out details of the Offers. As disclosed in the Offer Announcement, Kingsway Financial Services Group Limited, for and on behalf of the Offeror, make (i) the Share Offer at the Share Offer Price of HK$0.29 per Offer Share (subject to any reduction by the amount of cash dividend or fair market value of any non-cash distribution if the Company declares or pays so on each Share for any period in the year ending 31 March 2020); and (ii) the Option Offer at the Option Offer Price of HK$0.025 for cancellation of each Option. On 3 April 2020, the Offeror despatched the Offer Document.

An Independent Board Committee ("IBC") comprising all the independent non-executive Directors of the Company has been formed to advise the Shareholders and the Optionholder in respect of the Offers. The Company has issued a Response Document on 17 April 2020 in respect of the Offers. The Board concurs with the IBC and the independent financial adviser and is of the view that the Offers are unfair and not in the interests of the Shareholders and the Optionholder, and recommends the Shareholders and the Optionholder to REJECT the Offers.

On 18 May 2020, in order to provide additional time for the Shareholders and Optionholders to consider the Offers, the Offeror has decided to extend the closing time and date of the Offers from 4:00 p.m. on 18 May 2020 to 4:00 p.m. on 2 June 2020 (the "Extended Closing Date").

On 29 May 2020, the Company was informed by Mr. Shiu Yeuk Yuen ("Mr. Shiu"), the chairman of the Company, that a proposed settlement was reached between Mr. Shiu and his two wholly-owned companies, Mr. Shiu Stephen Junior and his wholly-owned company and the Offeror ("Proposed Settlement"). The Proposed Settlement constitutes a special deal under Rule 25 of the Takeovers Code. The Company understands from Mr. Shiu that the Offeror has applied to the Executive for consent to the Special Deal and such consent, if granted, will be subject to (i) an independent financial adviser to the Company publicly stating that in its opinion the terms of the Proposed Settlement are fair and reasonable; and (ii) the Proposed Settlement being approved at the special general meeting ("SGM") by the Independent Shareholders. The SGM was held by the Company on 19 June 2020 and the resolution of Proposed Settlement was approved by Independent Shareholders.

On 2 June 2020, the Offeror had received (a) 17 valid acceptances in respect of a total of 2,339,438 Offer Shares (the "Acceptance Shares"), representing approximately 0.97% of the total number of Shares in issue as at 2 June 2020; and (b) no acceptance of any Option Offer. The Offeror Concert Group is interested in an aggregate of 26,093,500 Shares, representing approximately 10.86% of the issued share capital of the Company. Taking into account the Acceptance Shares together with the Shares already owned by the Offeror Concert Group, the Offeror Concert Group would be interested in an aggregate of 28,432,938 Shares, representing approximately 11.83% of the total issued share capital and voting rights of the Company.

In light of the level of acceptance of the Offers as set out above, the Acceptance Condition has not been satisfied as at the Extended Closing Date, and therefore the Offers have not become unconditional and lapsed on 2 June 2020.

Details of the Voluntary Conditional Cash Offers were disclosed on 13 March 2020, 20 March 2020, 26 March 2020, 3 April 2020, 17 April 2020, 21 April 2020, 18 May 2020, 29 May 2020, 1 June 2020, 2 June 2020, 11 June 2020 and 19 June 2020 respectively.

Requisition of Special General Meeting by Shareholder

On 23 April 2020, Ms. Bai Yu, a registered holder of 26,093,500 Shares, representing approximately 10.86% of the issued share capital of the Company, deposited the requisition notice dated 15 April 2020 ("Requisition Notice") to the registered office of the Company at Bermuda, requesting the Board to convene the SGM in accordance with the Companies Act, the Bye-laws and other applicable laws, rules and codes for the purpose of considering and, if thought fit, approving the Requisition Resolutions as ordinary resolutions of the Company. The Requisitioned Resolutions are reproduced from the Requisition Notice as follows:

1. that the maximum number of Directors for the purposes of Bye-law 101 of the Bye-laws be fixed at 11, which number shall be deemed to include any Director appointed pursuant to any of resolutions 2 to 7 below, whether or not the appointment has taken effect;

2. that Mr. Cheung Siu Fai be and is hereby appointed as a director of the Company pursuant to Bye-Law 90 of the Bye-Laws with effect from the later of (a) the conclusion of the SGM or (b) where applicable, the earliest time at which such appointment can be given in effect in compliance with the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong (the "Takeovers Code");

3. that Mr. Fong Wai Ho and is hereby appointed as a director of the Company pursuant to Bye-Law 90 of the Bye-Laws with effect from the later of (a) the conclusion of the SGM or (b) where applicable, the earliest time at which such appointment can be given in effect in compliance with the Takeovers Code;

4. that Mr. Lam Chik Shun, Marcus be and is hereby appointed as a director of the Company pursuant to Bye-Law 90 of the Bye-Laws with effect from the later of (a) the conclusion of the SGM or (b) where applicable, the earliest time at which such appointment can be given in effect in compliance with the Takeovers Code;

5. that Mr. Leung Wai Kei be and is hereby appointed as a director of the Company pursuant to Bye-Law 90 of the Bye-Laws with effect from the later of (a) the conclusion of the SGM or (b) where applicable, the earliest time at which such appointment can be given in effect in compliance with the Takeovers Code;

6. that Mr. Wong Ka Wai be and is hereby appointed as a director of the Company pursuant to Bye-Law 90 of the Bye-Laws with effect from the later of (a) the conclusion of the SGM or (b) where applicable, the earliest time at which such appointment can be given in effect in compliance with the Takeovers Code;

7. that Mr. Wong Yiu Kui be and is hereby appointed as a director of the Company pursuant to Bye-Law 90 of the Bye-Laws with effect from the later of (a) the conclusion of the SGM or (b) where applicable, the earliest time at which such appointment can be given in effect in compliance with the Takeovers Code; and

8. that the general mandate given to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company by an ordinary resolution passed at the annual general meeting of the Company held on 5 December 2019 be revoked with immediate effect.

It is noted that Requisitioned Resolutions numbered 2 to 7 (the "Relevant Alternate Directors Resolutions") in the Requisition Notice refer to the proposed appointment of several candidates (the "Candidates") pursuant to Bye-Law 90 of the Bye-Laws of the Company. Pursuant to Bye-Law 90 of the Bye-Laws of the Company, the Company in general meeting may by ordinary resolution elect a person or persons to act as alternate directors to any of the Directors of the Company. However, there is no information in the Requisition Notice as to which existing Directors to which the Candidates will act as alternate and the Company has still not received such information as at the date of this report. Based on the advice of the legal adviser to the Company as to Bermuda laws, the Relevant Alternate Directors Resolutions are not capable of taking effect due to the omission of the aforesaid information.

The Relevant Alternate Directors Resolutions as reproduced from the Requisition Notice will not be put forward for voting at the special general meeting which held on 29 May 2020 ("SGM").

On 29 May 2020, the Requisitioned Resolutions numbered 1 and 8 (the "Remaining Resolutions") were put forward for voting at the SGM and the Remaining Resolutions were duly passed by the Shareholders by way of poll at the SGM.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES

EXECUTIVE DIRECTORS

Mr. SHIU Yeuk Yuen ("Mr. Shiu"), aged 70, is the executive director since December 2010 and appointed as the Chairman of the Group in January, 2011. Mr. Shiu has resigned as the chief executive officer of the Company with effect from 10 January 2019. Mr. Shiu has over 39 years' experience in the ceramic tile and marble and granite products industry and over 13 years' experience in securities investment.

Mr. Shiu was one of the founders and has been the executive director of Companion Building Material International Holdings Limited (together with its subsidiaries, the "CBMI Group", currently known as Pacific Century Premium Developments Ltd, stock code: 432), a company listed on The Stock Exchange, for the period from September, 1993 to January, 2002 during which he was responsible for the development of the CBMI Group's corporate strategies.

Ms. SIU Yeuk Hung, Clara ("Ms. Siu"), aged 55, joined the Company on 9 August 2017. Ms. Siu has extensive experience in marketing and business development. Prior to joining the Company, Ms. Siu has worked in a company listed on The Stock Exchange of Hong Kong Limited, responsible for the marketing and business development since 2006. Ms. Siu is the sister of Mr. Shiu Yeuk Yuen, the chairman and executive director of the Company and the sister of Ms. Siu York Chee, the director of several subsidiaries of the Company. Ms. Siu has been appointed as the chief executive officer of the Company with effect from 10 January 2019.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LEE King Fui ("Mr. Lee"), aged 41, joined the Company in July 2019. Mr. Lee is the Chairman of the Audit Committee and Remuneration Committee, the member of Nomination Committee of the Company. Mr. Lee is a director of Visionwide Consultancy Limited since October 2017. Mr. Lee has more than 18 years of experience in accounting, audit and corpo rate finance and advisory services in Malaysia Hong Kong and Mainland China. He worked at Enesoon Technology Limited from January 2016 to December 2016, and his last position was vice president of strategic investment. Mr. Lee had been the chief financial officer of different companies in Hong Kong and China namely, Legend Oilfield Services Limited, Aujet Industry Limited, and Wellable Marine Biotech Holding Limited for the period from August 2011 to April 2015. Prior to the above mentioned positions, Mr. Lee worked in KPMG Hong Kong from October 2006 to March 2011 and the last position that he held was senior manager.

Mr. Lee obtained a master's degree in accountancy from The Hong Kong Polytechnic University in October 2012. He was admitted as an associate member of the Hong Kong Institute of Certified Public Accountants since January 2012. Mr. Lee was admitted as a member of the Association of Chartered Certified Accountants in September 2003 and became a fellow member since September 2008. Mr. Lee was al so admitted as a chartered accountant of the Malaysian Institute of Accountants since March 2004.

Mr. Lee is an independent non-executive director of Hang Tai Yue Group Holdings Limited (Stock code: 8081) and China Creative Digital Entertainment Limited (Stock code 8078), both companies listed on the GEM of The Stock Exchange of Hong Kong Limited.

CORPORATE GOVERNANCE REPORT

A. CORPORATE GOVERNANCE

Corporate Governance Practices

The Company is committed to achieving high standards of corporate governance to protect the interests of the shareholders of the Company. The Company had complied with the code provisions set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 15 of the GEM Listing Rules throughout the year ended 31 March 2020.

Code A.2.1 provides that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

Mr. Shiu Yeuk Yuen has resigned as the chief executive officer of the Company with effect from 10 January 2019, but will continue to serve as the chairman and executive director of the Company.

Ms. Siu Yeuk Hung Clara, currently an executive director of the Company and the director of several subsidiaries of the Company, has been appointed as the chief executive officer of the Company with effect from 10 January 2019.

Following the aforesaid change, the Company has complied with the Code A.2.1.

During the year ended 31 March 2020, the Board was responsible for determining the policy for the corporate governance of the Company performing the corporate governance duties as below:

- to develop and review the Group' s policies and practices on corporate governance and make recommendations;
- to review and monitor the training and continuous professional development of the Directors and senior management;
- to review and monitor the Group's policies and practices on compliance with all legal and regulatory requirements (where applicable);
- to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors; and
- to review the Group's compliance with the Code and disclosure requirements in the corporate governance report.

Following the resignation of Mr. Ho Siu King, Stanley and Mr. Siu Chi Yiu, Kenny on 7 June 2020 and 18 June 2020 respectively, (i) the Company has only one independent non-executive Director which deviated from the requirement under the Rule 5.05(1) of the Rules Governing the Listing of Securities on the GEM on the Stock Exchange (the "GEM Listing Rules"); (ii) the Company has only one member in the Audit Committee which deviated from the requirement under the Rule 5.28 of the GEM Listing Rules; and (iii) the number of independent non-executive Directors in the Remuneration Committee does not meet the majority requirement under Rule 5.34 of the GEM Listing Rules. The Board will make its best endeavours to identify an appropriate person to fill the vacancy of independent non-executive Director, member of the Audit Committee and the Remuneration Committee as required under Rules 5.05(1), 5.28 and 5.34 of the GEM Listing Rules as soon as practicable.

B. SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 (the "Required Standard of Dealings") of the GEM Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Required Standard of Dealings for the financial year ended 31 March 2020.

C. BOARD OF DIRECTORS

Composition of the Board, number of Board meetings and Directors' attendance

The Company's Board is comprised of experienced and highly competent individuals and a balanced composition of Executive and Non-executive Directors. 7 Board meetings were held during the financial year ended 31 March 2020. The composition of the Board and attendance of the Directors are set out below:

Name of Directors	**Attendance/ Number of Board meetings held during the year**	**Attendance/ Number of General meetings held during the year**
Executive Directors		
Mr. Shiu Yeuk Yuen *(Chairman)*	7/7	1/1
Ms. Siu Yeuk Hung, Clara	7/7	1/1
Independent Non-executive Directors		
Mr. Kam Tik Lun, *CPA, FCCA, LL.M (ICFL)* (resigned on 17 July 2019)	2/7	–
Mr. Ho Siu King, Stanley, BEng *(Civ E-Law) (HKU), LLB (HKU) and LLM (LSE)* (resigned on 7 June 2020)	6/7	1/1
Mr. Siu Chi Yiu, Kenny (appointed on 8 May 2019 and resigned on 18 June 2020)	6/7	1/1
Mr. Lee King Fui (appointed on 17 July 2019)	5/7	1/1

As some of the Board meetings are concerned with the day-to-day management of the Company which often requires prompt decisions, usually only the executive Directors attend. There was 7 additional Board meetings held for normal course of business during the year.

The list of directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the GEM Listing Rules.

Ms. Siu Yeuk Hung, Clara is the sister of Mr. Shiu Yeuk Yuen and Ms. Siu York Chee, the director of several subsidiaries of the Company. Save for the aforesaid, there is no relationship between members of the Board.

The Executive Directors are responsible for the leadership and control of the Company and oversee the Group's businesses, strategic decisions and performances and are collectively responsible for promoting the success of the Company by directing and supervising its affairs.

The Independent Non-executive Directors are responsible for ensuring a high standard of financial and other mandatory reporting of the Board as well as providing adequate checks and balances in the Board in order to protect shareholders' interest and overall interest of the Group.

Each Independent Non-executive Director has given the Company an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers that all the Independent Non-executive Directors are independent and meet the independent guidelines set out in Rule 5.09 of the GEM Listing Rules.

D. APPOINTMENT AND SUCCESSION PLANNING OF DIRECTORS

The procedures and process of appointment, re-election and removal of Directors are laid down in the code provisions A.4 set out in the Code contained in Appendix 15 of the GEM Listing Rules throughout the year ended 31 March 2020.

Code A.4.1 stipulates that Non-executive Directors should be appointed for a specific term, subject to re-election and Code A.4.2 stipulates that all Directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment.

All Independent Non-executive Directors appointed has entered into a letter of appointment with the Company for a term of one year and renewable automatically for successive terms of another year unless terminated by three-month notice in writing served by either party. Pursuant to the Code A.4.2, the Directors, regardless of his/her term of appointment, if any, are subject to retirement by rotation at least once every three years and any new director appointed to fill a casual vacancy is subject to re-election by shareholders at the first general meeting after his/her appointment. The Company in practice will observe Code A.4.2 and will ensure that any new director appointed to fill a casual vacancy shall submit himself/herself for re-election by shareholders at the first general meeting after his/her appointment.

E. CHAIRMAN AND CHIEF EXECUTIVE

Code A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. With effect from 10 January 2019, Mr. Shiu Yeuk Yuen is the chairman of the Company and Ms. Siu Yeuk Hung, Clara is the chief executive officer of the Company. Therefore, the Company has complied with Code A.2.1.

F. REMUNERATION COMMITTEE

During the year ended 31 March 2020, a remuneration committee (the "Remuneration Committee"), consisting of three Independent Non-executive Directors and two Executive Directors, was set up by the Company in accordance with the Code. The Remuneration Committee has adopted written terms of reference in compliance with Code Provision B.1.3. The primary duties of the Remuneration Committee include the following:

- evaluating the performance and making recommendations to the Board on the remuneration packages of the individual executive directors and senior management;

- making recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

- reviewing and approving the management's remuneration proposals with reference to the board's corporate goals and objectives.

During the year ended 31 March 2020, the Remuneration Committee held two meetings with presence of all eligible members and reviewed and made recommendations on the remunerations packages of the Directors of the Group.

None of the Directors participated in the determination of his/her own remuneration. Attendance of the members of the Remuneration Committee is set out below:

Name of Directors	**Number of meeting attended/Number of meeting held**
Mr. Lee King Fui (appointed on 17 July 2019)	1/2
Mr. Kam Tik Lun, *CPA, FCCA, LL.M (ICFL)* (resigned on 17 July 2019)	1/2
Mr. Shiu Yeuk Yuen	2/2
Ms. Siu Yeuk Hung, Clara	2/2
Mr. Ho Siu King, Stanley, *BEng (Civ E-Law) (HKU), LLB (HKU) and LLM (LSE)* (resigned on 7 June 2020)	2/2
Mr. Siu Chi Yiu, Kenny (appointed on 8 May 2019 and resigned on 18 June 2020)	2/2

G. AUDIT COMMITTEE

The Company established an Audit Committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company's annual report and financial statements, half-yearly report and quarterly reports and to provide advice and comment thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting process and internal control procedures of the Group. During the year ended 31 March 2020, it consists of three Independent Non-executive Directors, Mr. Lee King Fui, chairman of the Audit Committee, Mr. Ho Siu King, Stanley and Mr. Siu Chi Yiu, Kenny. Four meetings were held during the financial year ended 31 March 2020. Attendance of the members of the Audit Committee is set out below:

Name of Directors	**Number of meeting attended/Number of meeting held**
Mr. Kam Tik Lun, *CPA, FCCA, LL.M (ICFL)* (resigned on 17 July 2019)	1/4
Mr. Lee King Fui (appointed on 17 July 2019)	3/4
Mr. Ho Siu King, Stanley, *BEng (Civ E-Law) (HKU), LLB (HKU) and LLM (LSE)* (resigned on 7 June 2020)	4/4
Mr. Siu Chi Yiu, Kenny (appointed on 8 May 2019 and resigned on 18 June 2020)	4/4

The Company's annual results for the year ended 31 March 2020, have been reviewed by the Audit Committee.

H. NOMINATION COMMITTEE

During the year ended 31 March 2020, a nomination committee (the "Nomination Committee") consisting of three Independent Non-executive Directors and two Executive Directors was set up by the Company in accordance with the Code. The Nomination Committee has adopted written terms of reference, which have been amended by the Board in compliance with Code Provision A.5.3. The primary duties of the Nomination Committee include:

– reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the issuer's corporate strategy;

– identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of, individuals nominated for directorships;

– reviewing the nomination of Directors and making recommendations to the Board on terms of such appointment;

– assessing the independence of Independent Non-executive Directors.

The Company has adopted a board diversity policy (the "Board Diversity Policy"), which sets out its approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

The Company recognises the benefits of Board diversity and endeavours to ensure that the Board has the appropriate balance and level of skills, experience and perspectives required to support the execution of its business strategies. The Company seeks to achieve Board diversity through the consideration of a number of factors, including professional qualifications and experience, cultural and educational background, gender and age. The Company will also take into consideration factors based on its own business model and specific needs from time to time in determining the optimum composition of the Board.

The Board has set measurable objectives (in terms of gender, skills and experience) to implement the Board Diversity Policy and review such objects from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time.

The Company considers that the current composition of the Board is characterised by diversity, whether considered in terms of professional background and skills.

During the year ended 31 March 2020, the Nomination Committee held three meetings with the presence of all eligible members and (i) reviewed and discussed the structure, size and composition of the Board to ensure that it has a balance of expertise, skills, experience and diversity of perspectives appropriate to the requirements for the business of the Group and (ii) recommendation on the re-election of the retiring Directors.

I. MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 (the "Required Standard of Dealings") of the GEM Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Required Standard of Dealings throughout the year ended 31 March 2020.

The Company also has established written guidelines on no less exacting terms than the Required Standard of Dealings (the "Employees Written Guidelines") for securities transactions by employees who are likely to be in possession of any unpublished inside information of the Company.

J. TRAINING AND CONTINUING DEVELOPMENT FOR DIRECTORS

All Directors should participate in continuing professional development to develop and refresh their skills to ensure that they have appropriate understanding of the business and operations of the Group and that they are sufficiently aware of their responsibilities and obligations under the GEM Listing Rules and relevant regulatory requirements.

The existing Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. Continuing briefings and professional development for Directors will be arranged where necessary.

The Company has also continually updated Directors on the latest development regarding the GEM Listing Rules and other regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

K. RESPONSIBILITIES IN RESPECT OF THE FINANCIAL REPORTING

The Board is responsible for presenting a balanced, clear and understandable assessment of annual, interim and quarterly reports, price-sensitive announcements and other disclosures required under the GEM Listing Rules and other regulatory requirements.

The Directors acknowledged their responsibility for preparing the financial statements of the Company for the year ended 31 March 2020.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on page 36.

L. AUDITOR'S REMUNERATION

For the year ended 31 March 2020, the remuneration paid or payable to the Company's auditor, Moore Stephens CPA Limited, is set out as follows:

	Fee
	HK$'000
Statutory audit services	650
Non-statutory audit services	301
Total	951

M. RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has overall responsibility for the internal control system of the Company. The Board has developed its systems of internal control and risk management and is also responsible for reviewing and maintaining an adequate internal control system to safeguard the interests of the shareholders and the assets of the Company.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The board provides direction to senior management by setting the organisation's risk appetite. It also seeks to identify the principal risks facing the organization. Thereafter, the board assures itself on an ongoing basis that senior management is responding appropriately to these risks. The Group has adopted three lines of defence to identify, assess and manage different types of risks. As the first line of defence, operational management has ownership, responsibility and accountability for directly assessing, controlling and mitigating risks. The second line of defence, consists of the compliance officer, financial controller, company secretary, IT department and all department heads, monitors and facilitates the implementation of effective risk management practices by operational management and assists the risk owners in reporting adequate risk related information up and down the organization. It ensures that risks are within acceptable range and that the first line of defence is effective. As the final line of defense, the independent consultant assists the Audit Committee to review the first and second lines of defense. The independent consultant will, through a risk-based approach to their work, provide assurance to the Board of directors and Audit committee.

As the corporate and operation structure of the Group is not complex and a separate internal audit department may divert resources of the Group, the Group currently does not have an internal audit department. However, the Group has engaged an independent third party internal control consultant to, on an annual basis, review and provide recommendations on improving its internal control system in order to manage our business risks and to ensure our smooth operation. The review covered certain operational procedures. No significant control failings or weakness have been identified by the consultant during the review. The Board and the Audit Committee would review the need for an internal audit function on an annual basis.

The management has reported to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended 31 March 2020. The Board and the Audit Committee considered the risk and management and internal control systems effective and adequate. No significant areas of concern that might affect shareholders were identified.

It should be acknowledged that the Group's risk management and internal control system are designed to manage rather than eliminate the risk of failure to achieve business objectives at the reasonable level, but not absolute assurance against material misstatement or loss.

Inside information

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited.

N. COMMUNICATIONS WITH SHAREHOLDERS

The Company recognises the importance in engaging in regular, effective and fair communication with its shareholders and is committed to conveying important and relevant information to the shareholders on a timely basis.

The Company strives to ensure that information is made publicly available in a prompt and timely disseminated manner. Disclosure of information is made through announcements to the Stock Exchange, the Company's annual reports, interim reports and quarterly reports, as well as the corporate website (http://www.ecrepay.com).

O. SHAREHOLDERS' RIGHTS

The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are contained in the Company's Bye-laws. Details of such rights to demand a poll will be included in the circular to shareholders in relation to the holding of 2020 annual general meeting and explained during the proceedings of the meeting.

Save as aforesaid, pursuant to section 62 of the Bye-Laws, special general meetings of the Company (the "SGM") shall be convened on the requisition of the members of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such shareholders shall have the right, by written requisition to the Board or the company secretary of the Company, to require a SGM to be called by the Board for the transaction of any business specified in such requisition; and the SGM shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s), as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

To ensure effective communication between the Board and the shareholders, the Company has adopted a shareholders' communication policy (the "Policy"). Under the Policy, the Company's information shall be communicated to the shareholders mainly through general meetings, including annual general meetings, the Company's financial reports (annual, interim and quarterly reports), and its corporate communications and other corporate publications on the Company's website and the Stock Exchange's website. Shareholders may at any time make a request for the Company's information to the extent that such information is publicly available. Any such questions shall be first directed to the Chairman of the Board of the Company at the Company's principal place of business in Hong Kong by post or by email. Shareholders may also directly raise questions during the shareholders' meetings.

The number of shareholders necessary for putting forward a proposal at a shareholders' meeting shall be any number of shareholders representing not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings at the date of the request.

P. ENVIRONMENTAL ISSUES

The Company is committed to the sustainable development of the environment our society. The Group has endeavoured to comply with laws and regulations regarding environmental protection and adopted effective environmental policies to ensure its projects meet the required standards and ethics in respect of environmental protection.

Q. RELATIONSHIPS WITH STAKEHOLDERS

The Company recognises that our employees, customers and suppliers and business associates are key stakeholders to the Company's success. We strive to achieve corporate sustainability through engaging our employees, providing quality products and services to our customers, collaborating with suppliers to deliver quality sustainable products and services and supporting our community.

R. COMPANY SECRETARY

Mr. To Chi is the company secretary of the Company. Mr. To has confirmed that he had received no less than 15 hours of relevant professional training for the year ended 31 March 2020, in compliance with Rule 5.15 of the GEM Listing Rules.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

SCOPE AND REPORTING PERIOD

Easy Repay Finance & Investment Limited and its subsidiaries (the "Group") are pleased to present this Environmental, Social and Governance ("ESG") Report in accordance with the Environmental, Social and Governance Reporting Guide ("ESG Guide"), as set out in Appendix 20 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited. This report aims to provide a balanced representation of our major ESG policies, initiatives and performances of the Group in the four main areas – employment and labour practices, operating practices, environmental protection and community participation.

The scope of this report covers the Group's money lending business, financial instruments and quoted shares investment, retail and wholesale business. The geographical location of the Group's businesses situated in Hong Kong. The information stated in this report covers the period from 1 April 2019 to 31 March 2020 (the "Reporting Period") which aligns with the financial year as the 2020 annual report of the Group.

The Group firmly believes in the need to prioritize environmental and social responsibilities and continues to seek ways to improve its environmental management system. In addition to achieving our business objectives, we recognize our responsibility to operate in a more responsible and sustainable manner by integrating ESG considerations into our day-to-day operations.

STAKEHOLDERS ENGAGEMENT AND MATERIALITY ANALYSIS

The Group strives to create positive values and believes that the interests of all stakeholders must be taken in account in order to strengthen relationship with our shareholders, employees, suppliers, customers, government authorities and the society as a whole.

Our approach to stakeholder engagement is designed to ensure that our stakeholders' perspectives and expectations are fully understood to help define our current and future sustainability strategies.

The Group proactively engaged with the key stakeholder groups in a variety of ways to ensure effective communication of our objective and progress in relation to the following areas of concern:

Major Stakeholder	Major Communication Channels	Major Concerns
Shareholders and Investors	• Press release, Corporate Announcements and Circulars • Annual and Interim Reports • Annual General Meetings	• Profitability • Financial Stability • Information Disclosure & Transparency
Employees	• Trainings and Team Building Activities • Business Meetings and Briefings • Performance Appraisals	• Compensation & Benefits • Career Development and Training Opportunities • Health & Safety Work Environment
Environment	• Reporting	• Energy saving and emission reduction
Suppliers	• Phone Calls, Conferences, Emails	• Cooperation on Fair Terms
Customers	• Customer Complaint Hotlines • Meetings and Correspondences	• Quality of Products and Services • Understanding of the Products and Services • Privacy Protection
Public Community	• Charitable and Volunteering Activities • Community Interactions	• Corporate Social Responsibilities • Community Investment and Charitable Activities
Government and Supervisory Institutions	• Major Meeting and Policy Consultation • Information Disclosures • Examinations and inspections	• Compliance Operation • Corporate Governance • Environmental Protection

Throughout the year, through a wide range of communication channels, we found that ESG compliance, environmental emissions and anti-fraud measures are the main focuses of our stakeholders. With the aim of contributing our effort to protecting the environment and supporting the society, we are dedicated to leading a business driven primarily by sustainability through tides of change. We emphasize the significance of sustainable development in our operational strategies as we believe to act responsibly, we must plan sustainably.

A. ENVIRONMENTAL ASPECTS

A1 Emissions & A2 Use of Resources

In order to seek long-term sustainability of the environment, the Group is prudent in controlling its emissions, and complies with relevant environmental laws and regulations during its daily operations.

Overall, the Group generates with relatively low energy consumption and raw materials usage. The Group's primary business is the provision of quality financial services which has minimal direct impact to the environment and we do not generate hazardous waste. As such, the Group's main contribution to the carbon footprint comes from indirect greenhouse gas (GHG) emissions from air travel for business purposes and electricity consumption, primarily due the use of office equipment in the workplace, including but not limited to the lighting systems, air-conditionings and office machineries.

	Emission (in tCO_2e)		Percentage
Aspects	**2018/19**	**2019/20**	**Comparison**
Scope 1 Direct GHG Emissions	112	70	(37.50%)
Scope 2 Indirect GHG Emissions	756	479	(36.64%)
Scope 3 Other Indirect GHG Emissions	26	18	(29.72%)
Total GHG Emissions – CO_2	**894**[1]	**567**	**(36.55%)**
Total GHG Emissions – CO_2 (per employee)	**7**	**6**	**(14.29%)**

Notes:

- Reference was made to Appendix 20 of the Listing Rules governing the Gem Board and the relevant guidance of the Stock Exchange of Hong Kong Limited for the emission factors, unless stated otherwise.
- tCO_2e represents tonnes of carbon dioxide equivalent.
- Direct emissions of the Group were from fuel combustion in vehicle and ship.
- Energy indirect emissions of the Group were from purchased electricity.
- Other indirect emissions of the Group included air travel for business, paper used and recycled and electricity used for fresh water and sewage processing by government department.
- [1]Due to data error, the GHG Emissions of 2018/19 have been recalculated, and figures have been restated accordingly.

During the year, the total carbon emissions were approximately 567 tonnes, representing a decrease of 327 tonnes, or 36.55%, compared with the figure in the last fiscal year. The Group will continue to assess and record its greenhouse gas emissions and other environmental data annually and compare it with last year's data to assist the Group in further developing emission reduction targets in the future.

Emission Sources and Use of Resources

Direct Emission

During the Reporting Period, the air pollutants of SOx, NOx and RSP decreased in a large margin. The changes were mainly due to the decreased usage of vehicles comparing to last Reporting Period. The Group is aware of the air pollutants generated from vehicles usage and will consider to use a more environment-friendly fuel type, such as electricity or other biomass sources, in the upcoming Reporting Period to reduce carbon footprint.

We believe through continuous effort of the Group in reducing resources usage and generation of non-hazardous waste, it would bring greater operational efficiency, eco-friendly and paperless workplace, leading to continuous reduction of paper usage, and further environmental impact protection.

Emissions from Vehicles	**Unit**	**2018/19**	**2019/20**	**Percentage Comparison**
Units of fuel consumed by vehicles	Liters	38,000	18,959	(50.11%)
Sulphur oxides (SO_x)		0.67	0.29	(56.39%)
Nitrogen oxides (NO_x)	Kilograms	4.22	1.77	(58.06%)
Respiratory suspended particles (RSP)		0.41	0.17	(58.54%)

Electricity and Water Consumption

In order to achieve energy conservation and reduce GHG emissions, the Group has adopted a number of energy conservation measures to ensure the most efficient use of electricity, reduce emission of GHG and demonstrate our determination to protect our environment, including but not limited to the below:

1) Choose energy-efficient appliances, e.g. replace the traditional bulbs by LED energy-saving bulbs in the office;

2) Switch off air conditioning and lighting systems after office hours;

3) Advise employees to put their computers in hibernation mode and turn off all other office equipment when not in use;

4) Keep all the doors and windows closed when the air conditioners are in operation; and

5) Teleconferences and internet-meeting practices are encouraged to avoid unnecessary business travel.

Electricity Consumption	**Unit**	**2018/19**	**2019/20**	**Percentage Comparison**
Electricity Consumption	kWh	1,200,000	739,631	(38.36%)
Electricity Consumption per employee	kWh/employee	9,700	7,471	(22.98%)
Water Consumption	m^3	884[1]	1,559	76.36%
Water Consumption per employee	m^3/employee	7	16	128.57%
Total energy consumption	**MWh**	**1,200**	**741**	**(38.25%)**
Total energy consumption per employee	**MWh/employee**	**10**	**7**	**(30.00%)**

Notes:

- [1]Due to data error, the consumption of 2018/19 have been recalculated, and figures have been restated accordingly.

The Group's water consumption is minimal and is mainly used for drinking and daily activities of employee. Only water consumption of head office was included in total water consumption of the Group as consumption of other offices were managed by the office's building management office, thus water usage data are not available.

The Group will continue to improve the efficiency of resource utilization and gradually establish a quantitative target for future electricity use based on resource utilization in the current year.

Paper Usage

In order to enhance environment protection, the Group has also followed a number of resources saving and efficiency measures to promote paperless office, including but not limited to the below:

1) Encourage employees to reduce the use of paper by assessing the necessity of printing before use;

2) Encourage double sides printing and the use of scrap papers in printing;

3) Recycled paper is used for intra-group informal documents and draft papers;

4) Send electronic greetings over email or other forms of electronic applications, such as WhatsApp or WeChat, rather than faxing or writing; and

5) Encourages the shredding and recycling of documents that are no longer needed.

Paper Usage	**Units**	**2018/19**	**2019/20**	**Percentage Comparison**
Total paper consumption	Kilograms	2,212[1]	1,731	(21.75%)
Total paper consumption per employee	Kilograms/ employee	18	17	(5.56%)

Notes:

- [1]Due to data error, the consumption of 2018/19 have been recalculated, and figures have been restated accordingly.

Packaging Materials

Packaging material used by the Group is mainly compression bags and paper boxes.

During the Reporting Period, the Group has used 150,000 pieces and 10,000 pieces of compression bags and paper boxes respectively in daily operation. To ensure utilization of the material are in the greatest extent, the usage is constantly evaluated to avoid overstocking and squandering.

Investment Practices

The Group practices a set of principles when acting as a placing agent or an underwriter of fund-raising activities whereby the Group seeks to cooperate with companies with good practices in dealing with environmental, humanitarian and governance issues. Good business practices help to generate better profits and returns for investors, particularly in the long run. Companies that treat their workers and the environment with respect generally find themselves less burdened by regulatory issues, fines and lawsuits. The Group reads prospectuses and annual reports of these companies and take into account their transparency and accountability, the Group cares about who manages these companies and or who sits on their boards, the Group finds out how the companies are behaving with respect to environmental, social and workers' rights.

The Group seeks to work with companies that are environmentally conscious – those who (i) make efforts to reduce energy use, waste and pollution; (ii) give best efforts to conserve resources such as use of recycled materials and minimize their paper communication; and (iii) extract natural resources in a responsible manner.

The Group looks for social responsible companies, who (i) work with high-quality suppliers of high ethics standards; (ii) have high customers' satisfaction; (iii) interact the government and regulators with integrity; (iv) make decisions with a view to maximize positive effects and minimize negative effects on the community; and (v) make charitable contributions and provide support to the community.

The Group would like to work with companies that respect workers' and human rights, ensure health and safety in working conditions and the surrounding community and provide fair and equitable wages and benefit.

Companies with good governance help to ensure long term success. The major corporate governance issues include financial reporting and other disclosures, investor relationship, executive compensation, conflict of interest and regulatory compliance.

The Group shares the set of principles and best practices with our major customers and encourages them to apply the same principles when selecting a company to invest.

A3 The Environment and Natural Resources

Since our business is mainly office-based, the impact on the environment is minimal. The main environmental impact of the business is the indirect impact of carbon dioxide generated by power and paper usage in the daily activities of the business.

The Group has taken steps to reduce its impact on the environment by adopting energy saving measures mentioned in A1 Emissions and A2 Use of Resources. The Group has complied with relevant laws and regulations and did not find any cases of breach of regulations relating to emissions and the environment. Looking ahead, the Group will continue to assess environmental risks in our business operations to formulate responsive measures and regularly review and update our environmental protection policies.

B. SOCIAL

B1 Employment and Labor Practices

The Group strongly believes that employees are the most valuable asset for its sustainable development.

The Group is committed to providing a workplace free from any form of discrimination and harassment and provides opportunities to employees with different backgrounds and characteristics so as to build a diversified workforce. As prescribed in our policies and procedures, the Group emphases a transparent recruitment and employment mechanism. In all employment decisions, including recruitment, promotion and termination, the Group only takes the qualification, experience and performance of candidates or employees relevant to the job function into account.

Any form of discrimination against our potential or current employees on the ground of nationality, age, gender, sexual orientation, gender identity, ethnicity, disability, pregnancy, political inclination is strongly prohibited.

The Group provides a wide range of incentives, including competitive remuneration and benefits packages, which are based on individual performances and qualifications of employees and benchmarked against our industry peers on an annual basis.

All of our employees are essentially treated with fair wage, fixed working hours, proper insurance coverage, statutory holidays and miscellaneous types of leaves, including sick leave, maternity leave, marriage leave, compassionate leave and jury service leave. In addition, a various of leisure activities are organized which includes but not limited to annual dinners, birthday or Christmas parties to enhance the staff bonding.

The Group has established an "Employee Handbook" that includes the terms and conditions of employment, the staff benefits (leave entitlement, insurance and training), and the office rules and policies.

During the year under review, the Group was not aware of any litigation cases regarding labor and employment practices brought against the Group or its employees were noted.

The total workforce by age group and gender, as compared to last year, are as follows:

Number of Employee of the Group	As at 31 March 2020
By Gender	
Male	43
Female	56
By Age	
Below 30 years old	10
Between 31 to 40 years old	31
Between 41 to 50 years old	25
Over 50 years old	33

Since its establishment, the Group implemented different measures to reduce employee turnover rate, such as strengthening recruitment controls, so that applicants can fully understand the working environment and control of the Group strengthen the staff trainings system to meet the career development requirement of employees at all levels; focus on the work pressure of employees, expand the development prospects of the Group so that competitive career platform can be provided to the employees.

The employee turnover rate was low. Only 56 employee left the Group during the Reporting Period.

Number of Employee left the Group	As at 31 March 2020
By Gender	
Male	28
Female	28
By Age	
Below 30 years old	11
Between 31 to 40 years old	13
Between 41 to 50 years old	14
Over 50 years old	18

B2 Health and Safety

The Group concerns about the health and safety of its employees and is committed to provide a safe, healthy and productive environment for all.

The total indicators regarding to health and safety are as follows:

Indicators	2018/19	2019/20
Number of reportable injuries	–	2
Injury rate	–	0.001%
Number of reportable occupational diseases	–	–
Occupational disease rate	–	–
Number of lost days	–	295
Lost day rate	–	0.148%

Notes:

1. Reportable injuries refer to work-related accidents to employees resulting in incapacity for a period exceeding three days in Hong Kong.

2. The injury rate is calculated based on the number of injuries per 200,000 hours worked (employees working 40 hours per week for 50 weeks).

3. The occupational disease rate is calculated based on the number of occupational diseases per 200,000 hours worked.

4. Lost days refer to the days that could not be worked as a consequence of a worker being unable to perform their usual work because an occupational accident or disease.

5. The lost day rate is calculated based on the number of lost days per 200,000 hours worked

The Group provides full time employees with a comprehensive set of medical insurance to its employees, including but not limited to medical insurance, surgical insurance, hospitalization insurance and employees' compensation insurance.

The Group has established policies and procedures for primary prevention of hazards and to deal with all aspects of health and safety in the workplace. The main focus of our practices has three different objectives: (1) to maintain and promote workers' health and capacity at work; (2) to improve the working environment so to be conducive to safety and health; and (3) to develop a work culture in a direction which supports health and safety at the workplace. Other policies and procedures regarding fire safety, suspicious mail alerts, rainstorm warnings, typhoon arrangement and office tidy policies are required to be followed by all employees to protect employees from risks resulting from factors averse to health.

As far as physical working environment is concerned, the Board of Directors has set up an office in the prime business distinct in Hong Kong to provide a safe, clean and healthy working environment to protect employees from occupational hazards. Smoking policy is in place to prohibit smoking in any area of our premises during office hours to provide employees with a healthy and safe working environment.

During the year under review, the Group was not aware of any violations of Hong Kong health and safety laws and regulations.

B3 Development and Training

The Group emphasizes the importance of employee training and development. It strives to assist employees not only in acquiring professional knowledge to fulfil their duties, but also in developing their lifelong career. Training includes internal, external, induction, on-the-job, capability and corporate culture training.

All directors of the Group receive comprehensive, formal and tailored induction training, to ensure that they understand business operations of the Group, directors' responsibilities and obligations under the Listing Rules and other regulatory requirements. They are also trained regularly on the newest relevant statutory requirements and market changes, to ensure their high level of awareness on the industrial trends.

Our compliance team is responsible for collecting all relevant regulatory changes and working closely with our Company Secretary to determine if professional training is required for relevant employees and directors to ensure they have the knowledge and skills they need to perform their duties.

B4 Labor Standards

The Group strictly complies with the Hong Kong Employment Ordinances and other legal employment requirements, avoiding any child employment, discrimination, harassment or offenses against the laws of Hong Kong. We strive to fulfill our responsibilities to employees, respects their legitimate rights and interests, promote their professional development, improve our working environment and pay attention to the physical and mental health of employees, in order to realize the common development of the Group and its employees. If applicants are found in providing any counterfeiting or forgery information, the Group has right to dismiss the employee immediately.

As prescribed in our policies and procedures, the Group emphases a transparent recruitment and employment mechanism. In all employment decisions, including recruitment, promotion and termination, the Group only takes the qualification, experience and performance of candidates or employees relevant to the job function into account.

The employment term and conditions are set out in the "Employee Handbook" which is required to be signed by all new employees to confirm acceptance.

During the year under review, the Group was not aware of any non-compliance with laws and regulations which have a significant impact on employment and labor practices.

B5 Supply Chain Management

The Group mainly engaged in the wholesale and retail of groceries and frozen foods, and therefore has registered as a food importer/ food distributor under the Food Safety Ordinance. The Group pay attention to minimising the environmental and social impacts of our business along with our suppliers and service vendors. We prefer selecting those who have environmental commitments and we look for indicators such as quality of products and services, cost, delivery time and stability, safety management, and relevant qualifications. We also consider factors such as compliance with environmental legal requirements in our supplier and service vendor assessment, selection and evaluation process.

During the Reporting Period, the number of suppliers are listed as below:

Number of Suppliers by Region	**Year 2019/20**
Hong Kong	120
Korea	2

The Group has established processes in accordance with certain requirements and standards set by the Group to select and evaluate suppliers to ensure that the purchased goods comply with relevant standards and criteria. In selecting and evaluating suppliers, the Group also pays attention to their environmental compliance record as well as their commitment to social responsibility. Environmentally and socially responsible suppliers will be prioritized in the selection process.

The Group always observes the local laws, rules and regulations at where its businesses located, as such, the Group applied and was granted and renewed, one money lenders license in Hong Kong to carry on business as a money lender for a period of twelve (12) months from 22 February 2020.

B6 Operating Practices and Product Responsibility

The Group care deeply about our clients' trust and satisfaction. With this in mind, the importance of confidentiality needs no further emphasis given the nature of the information we handle. We have always maintained a firm stance on protecting confidentiality by adhering to the strictest standards.

Product responsibility

Product responsibility is one of the Group's priorities. The Group strives to ensure quality of its products and services through stringent internal control. Especially for the food distribution business, the Group established internal food safety management system under ISO 22000:2005 requirements in order to ensure food is processed and delivered to customers in good condition. The policy for new products sets out procedures regarding receipt and inspection of samples, return of samples and preparation of product details. Products are inspected by the quality assurance department before placing in stock.

During the Reporting Period, the Group did not note any cases of material non-compliance regarding health and safety, advertising and labelling related to products and services provided as required by relevant laws and regulations.

Confidentiality

The Group owes a contractual obligation of confidentiality to the customers that all transaction details, contracts and other relevant information are considered as private and confidential. The Group strictly complies with relevant laws and regulations to maintain high awareness on protecting customers' information. Collected data is retained only when it is consistent with its purpose and will be destroyed when its purpose has expired. Unauthorized personnel are not able to obtain and review any confidential data. No material non-compliance regarding data protection and privacy as required by related laws and regulations had been noted during the Reporting Period.

Handling of Complaints

The Group has established policies and procedures for the handling complaints. The Group's Customer Service Department is responsible for reviewing all complaints, collecting evidence and providing advice and comments on general complaints.

Specific or complex complaints will the forwarded to the responsible person of the relevant department for special treatment. The Group provides an initial response upon the receipt of all complaints and the follow up accordingly.

During the Reporting Period, the Group has not been notified of any violation of law regarding product or services responsibility.

Customer Communication

The Group undertakes to:

1. provide one or more channels for communications, which are convenient to users;

2. promptly provide acknowledgement of receipt of communications, including the provision of a copy of the communication, the date and time it was registered, and reference code for the communication; and

3. promptly provide a response to the communication, in an appropriate and meaningful manger.

B7 Anti-Corruption & Anti-Money Laundering

The Group stands against any form of bribery, extortion, fraud, and has a zero-tolerance policy towards misconduct and is committed to creating a culture of integrity and justice by accepting internal complaints and whistleblowing.

To make this strong commitment within our business, the Group has established the "Anti-Money Laundering and Counter-Terrorist Financing Policies and Procedures" in accordance with the relevant regulatory laws and standards to promote anti-fraud principles and consistent organizational behaviors by providing guidelines, assigning responsibility and facilitating early detection of potential fraud that are against the interest of the Group. The Manual has defined a wide range of terms related to anti-corruption and explains how these terms apply to various situations to ensure compliance.

The whistle blowing channel, as set out in the "Anti-Money Laundering and Counter-Terrorist Financing Policies and Procedures", has been in place for employees at all levels to raise any concerns without fear of any negative impacts. The Group encourages reporting of suspected business irregularities and provides clear channels specifically for this purpose. All employees can contact the AML Compliance Manager or Compliance Officer or, in case of extremely serious matter, directly to the Chairman of the Board's audit committee for lodging a complaint or whistleblowing. The Group is committed to the highest standards of integrity and ethics.

The Group is required to conduct customer due diligence and report suspicious transactions to relevant regulatory agencies. To achieve this objective, the Group has adopted policies and procedures for implementing customer due diligence process, identifying employees' involvement in money laundering activities, detecting, monitoring and reporting of suspicious transactions. In addition, we also have policies and procedures in place to detect and prevent the use of our operations for money laundering activities and other illegal or improper activities may not preclude customers' international fraud.

During the period under review, the Group has complied with all applicable anti-money laundering laws and regulations in Hong Kong and performed regular internal assessment in order to assess the different risk factors of the Group's money laundering activities. The Group was not aware of any of non-compliance with laws or regulations that has a significant impact concerning bribery, extortion, fraud or money laundering during the year.

B8 Community

Recognizing our responsibility to the community, we are committed to providing available resources to support the community and encouraging employees to participate in various charitable and voluntary activities.

We actively advocate employees to participate in charitable events, to arouse attention to the community and drive further participation in community services.

The Group will continue to uphold the principles of accountability to shareholders, investors, suppliers, customers and the public community and seek further development opportunities to maintain a harmonious relationship with stakeholders.

Easy Repay Finance & Investment Limited
Environmental, Social and Governance Report
For the period from 1 April 2019 to 31 March 2020

YOUR FEEDBACK

The Group will continue to adopt measures for the benefit of ESG in its operations.

Stakeholders' feedback is valuable and can help us to improve our operational, environmental, social and governance policies and procedures. Please feel free to share your feedback on our performance via any of the following channels:

Address:	Unit A, 8/F, D2 Place Two, 15 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong
Telephone:	(852) 2898 0567
Email:	info@ecrepay.com

REPORT OF THE DIRECTORS

The directors of the Company (the "Directors") present their annual report together with the audited consolidated financial statements for the year ended 31 March 2020.

PRINCIPAL ACTIVITIES

The Group is principally engaged in money lending business, financial instruments and quoted shares investment, retail and wholesale business.

BUSINESS REVIEW

A review of the business of the Group and a discussion on the Group's future business development during the year ended 31 March 2020 are provided in the Chairman's Statement on page 5 and Management Discussion and Analysis on pages 6 to 10 of this Annual Report.

An analysis of the Group's performance during the year ended 31 March 2020 using financial key performance indicators is provided in the Financial Summary on page 3 of this Annual Report.

Discussion on the Group's environmental issues and compliance with the relevant laws and regulations that have a significant impact on the Company are contained in the Corporate Governance Report and Environmental, Social and Governance Report on pages 12 to 29 of this Annual Report.

The Company's key relationships with its employees, customers and suppliers and business associates that have a significant impact on the Company and on which the Company's success depends are shown in the Management Discussion and Analysis under "Employee" section on page 7 and in the Corporate Governance Report on pages 12 to 19 of this Annual Report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2020 are set out in the consolidated statement of comprehensive income on pages 40 to 41 of the annual report.

The Directors of the Company did not recommend the payment of any dividend for the year ended 31 March 2020 (2019: Nil).

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five years is set out on page 3.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 14 to the consolidated financial statements.

ISSUED CAPITAL AND SHARE OPTIONS

Details of the movements in issued capital and share-based compensation of the Company for the year ended 31 March 2020 are set out in notes 33 and 34, respectively to the consolidated financial statements.

RESERVES

Details of the movements in reserves of the Group during the year are set out on page 44 in the consolidated financial statements.

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution to shareholders as at 31 March 2020, comprising share premium, contributed surplus and (accumulated losses)/retained earnings, amounted to HK$335,108,000.

MAJOR CUSTOMERS AND SUPPLIERS

The five largest suppliers of the Group accounted for approximately 38.4% of its cost of sale for the year ended 31 March 2020. The largest supplier of the Group accounted for approximately 13.9% of its cost of sale for the year ended 31 March 2020.

Sales to the Group's five largest customers accounted for approximately 11.4% of the Group's turnover for the year ended 31 March 2020. The Group's largest customer accounted for approximately 4.4% of the Group's turnover for the year ended 31 March 2020.

Save as disclosed above, if any, none of the Directors or any of their associates (as defined in the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules") or any shareholders of the Company (who, to the knowledge of the Directors, own more than 5% of the issued share capital of the Company) had any beneficial interest in any of the five largest suppliers or customers of the Group for year ended 31 March 2020.

DONATION

During the year ended 31 March 2020, no donation was made by the Group (2019: nil).

DIRECTORS

The Directors who held office during the year are:

Executive Directors

Mr. Shiu Yeuk Yuen
Ms. Siu Yeuk Hung, Clara

Independent Non-executive Directors

Mr. Lee King Fui (appointed on 17 July 2019)
Mr. Ho Siu King, Stanley, *BEng (Civ E-Law) (HKU), LLB (HKU) and LLM (LSE)* (resigned on 7 June 2020)
Mr. Siu Chi Yiu, Kenny (appointed on 8 May 2019 and resigned on 18 June 2020)
Mr. Kam Tik Lun (resigned on 17 July 2019)

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 17.50A (1) of the GEM Listing Rules, there are changes in the information required to be disclosed pursuant to paragraph (a) to (e) and (g) of Rule 17.50(2) of the GEM Listing Rules during the course of the directors' term of office. The total remuneration of Mr. Shiu Yeuk Yuen and Ms. Siu Yeuk Hung, Clara were HK$284,000 and HK$828,000 per annum for year ended 31 March 2020 respectively. The remuneration was determined based on their qualifications, experience, level of responsibilities and prevailing market conditions.

Save as disclosed above, there are no other matters that need to be disclosed pursuant to Rule 17.50A (1) of the GEM Listing Rules.

LIABILITY INSURANCE FOR THE DIRECTORS AND OFFICERS

The Company has in force appropriate insurance coverage on Director's and officer's liabilities arising from the Group's business. The Company reviews the extent of insurance coverage on an annual basis.

DIRECTORS' SERVICE CONTRACTS

All of the Directors have entered into a service contract with the Company and the service contracts shall be renewed automatically after a year unless and until terminated by not less than three months' notice in writing served by either party to the other. Pursuant to the Company's Bye-laws, the Directors, regardless of his/her term of appointment, if any, are subject to retirement by rotation at least once every three years and any new director appointed to fill a casual vacancy is subject to re-election by shareholders at the first general meeting after his/her appointment.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 March 2020.

EMOLUMENT POLICY

A remuneration committee is set up for reviewing the Group's emolument policy and structure of all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices.

REMUNERATION OF DIRECTORS, SENIOR MANAGEMENT AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors, senior management and five individuals with highest emoluments are set out in notes 9 and 10 to the consolidated financial statements respectively.

SHARE OPTION SCHEMES

On 4 January 2011, the shareholders of the Company approved to terminate the old share option scheme and adopted a new share option scheme (the "New Scheme").

The major terms of the New Scheme are summarized as follows:

1. The purpose of the New Scheme is to enable the Group to grant options to the eligible participants as incentives or rewards for their contribution to the Group.

2. The Board of Directors may, at its discretion, offer the options to any full-time or part-time employees and Executive, Non-executive and Independent Non-executive Directors of the Company and/or any of its subsidiaries, suppliers, customers, advisors, shareholder of any member of the Group, consultants to subscribe for shares of the Company.

3. The maximum number of ordinary shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option scheme adopted by the Group shall not exceed 30 per cent. Of the share capital of the Company in issue from time to time.

   The total number of ordinary shares which may be issued upon exercise of all options to be granted under the New Scheme and any other share option scheme of the Company shall not in aggregate exceed 10% of the ordinary shares in issue on the date of approval of the New Scheme (the "Scheme Limit") or as at the date of the Shareholders' approval of the refreshed Scheme Limit.

4. The total number of ordinary shares issued and which may fall to be issued upon exercise of the options and the options granted under any other share option scheme of the Group (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1 per cent. of the issued share capital of the Company for the time being.

SHARE OPTION SCHEMES *(Continued)*

5. The exercise period of any option granted under the New Scheme shall be determined by the Board but such period shall not exceed 10 years from the date of grant.

6. The New Scheme does not specify any minimum holding period.

7. The acceptance of an offer of the grant of the option under the New Scheme ("Offer") must be made within 21 days from the date on which the letter containing the Offer is delivered to that participant together with a non-refundable payment of HK$1.00 from each grantee.

8. The subscription price will be determined by the Board of Directors of the Company and shall not be less than the highest of (i) the nominal value of the shares, (ii) the quoted closing price of the Company's shares on the date of offer of the options, and (iii) the average of the quoted closing prices of the Company's shares on the five trading days immediately preceding the date of offer of the options.

9. The New Scheme is valid for ten years from the date of adoption.

All share-based employee compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options.

For the year ended 31 March 2020, an aggregate of 21,850,000 option was granted and 385,000 option was outstanding under the New Scheme.

Movement of the New Scheme

	Exercise Price	Date of grant	Granted	Exercised	Cancelled/ Lapsed	Outstanding	Period of Exercise
Employee	0.2650	10/12/2019	21,850,000	21,465,000	–	385,000	10/12/2019 – 9/12/2020
Total:				21,465,000	–	385,000	

There is no employee compensation expense which was included in the consolidated statement of comprehensive income for the year ended 31 March 2020 (2019: nil). No liabilities was recognised due to share-based payment transactions.

DIRECTOR'S AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 31 March 2020, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange were as follows:

Name	Personal Interests	Family Interests	Other Interests	Total	Approximate percentage to the issued share capital of the Company as at 31 March 2020
Mr. Shiu Yeuk Yuen *(note 1)*	1,620,000	7 *(note 2)*	82,288,613 *(note 3)*	83,908,620	34.91%

Notes:

1. Mr. Shiu Yeuk Yuen ("Mr. Shiu") is the Executive Director of the Company.

2. 7 shares of the Company are held by Ms. Hau Lai Mei, the spouse of Mr. Shiu Yeuk Yuen.

3. 82,288,613 shares of the Company are held by Able Rich Consultants Limited ("Able Rich"), a wholly-owned subsidiary of Rich Treasure Group Limited ("Rich Treasure"), of which Mr. Shiu is the sole director and shareholder of that company.

   As confirmed by a supplemental deed dated 29 May 2020 entered into between, among others, Popland Investments Limited as borrower, Able Rich, Rich Treasure and Cheung Siu Fai as lender relating to a HK$327,000,000 term loan facility agreement dated 18 October 2017 (the "Supplemental Deed"), whereby the parties thereto agreed that the share charge dated 18 October 2017 shall be effective upon satisfaction of all conditions precedent stated in the Supplemental Deed. Details of the Supplemental Deed was disclosed in the circular dated 1 June 2020.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

So far as known to the Directors, as at 31 March 2020, the Directors were not aware of any other person (other than the Directors and chief executive of the Company as disclosed above) who had an interests or short position in the shares or underlying shares or debentures of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who was interested in 10% or more of the nominal value of any class of share capital, or options in respect of such capital, carrying rights to vote in all circumstances at general meetings of the Company.

Name	No. of Shares	Approximate percentage to the issued share capital of the Company as at 31 March 2020
Ms. Bai Yu	26,093,500	10.86%

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws or the laws of Bermuda, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders of the Company.

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

For the year ended 31 March 2020, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

RELATED PARTY TRANSACTIONS

Details of the related party transactions for the period are set out in note 35 to the consolidated financial statements.

Save as disclosed therein, there were no other transactions to be disclosed as related party transactions in accordance with the requirements of the GEM Listing Rules.

COMPETING INTEREST

None of the Directors or the controlling shareholder (as defined in the GEM Listing Rules) of the Company has an interest in a business, which competes or may compete with the business of the Group.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the Independent Non-executive Directors an annual confirmation of independent pursuant to Rule 5.09 of the GEM Listing Rules and considers all the Independent Non-executive Directors to be independent.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company maintained the prescribed public float under the GEM Listing Rules.

AUDITOR

The consolidated financial statements for the year ended 31 March 2020 were audited by Moore Stephens CPA Limited whose term of office will expire upon the annual general meeting. A resolution for the re-appointment of Moore Stephens CPA Limited as the auditor of the Company for the subsequent year will be proposed at the forthcoming annual general meeting.

On behalf of the Board
Easy Repay Finance & Investment Limited

Shiu Yeuk Yuen
Chairman

Hong Kong, 24 June 2020

MOORE

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大華馬施雲會計師事務所有限公司

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF EASY REPAY FINANCE & INVESTMENT LIMITED

(Continued in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Easy Repay Finance & Investment Limited and its subsidiaries (the "Group") set out on pages 40 to 108, which comprise the consolidated statement of financial position as at 31 March 2020, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

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 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 these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, 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.

KEY AUDIT MATTERS *(Continued)*

Key audit matter	How the matter was addressed in our audit
Impairment losses on loans and advances to customers (loss allowance for expected credit losses ("ECL") upon application of HKFRS 9)	
We identified the impairment of loans and advances to customers as a key audit matter due to significant management judgement involved in identification and measurement of ECL. As disclosed in note 22 to the consolidated financial statements, the Group has loans and advances to customers of HK$274 million, after recognising an impairment allowance of HK$81 million as at 31 March 2020. The assessment of impairment for loans and advances to customers involves significant management judgements and estimates on the amount of ECL at the reporting date. Management assessed the provision for impairment of loans and interest receivables based on the estimation of ECL under a "three-stage" model. In developing the loss allowance of loans and interest receivables, management use judgement in making the assumptions about the probability of default and loss given default with reference to the historical delinquency ratio of loans portfolio, collateral values and current and forward-looking information on macroeconomic factors. We focused on this area because the carrying value of loans and interest receivables is significant to the consolidated financial statements and the management's impairment assessment of loans and interest receivables require the use of significant judgements and estimates.	Our procedures in relation to the impairment of loans and advances to customers included: • Inquiring the Group's management to understand the approach applied on ECL model of loans and advances to customers; • Understanding key controls on how the management estimates impairment for loans and advances to customers; • Testing the inputs used by the Group's management to assess the ECL, by comparing individual items in the analysis with the relevant loan agreements and other supporting documents on a sample basis; • Challenging the Group's management's basis and judgement in determining the appropriateness of the Group's management's grouping of the loans and advances to customers into different categories, the inputs and assumptions applies on the ECL model, including probability of default, loss given default and the Group's historical loss experience and forward-looking information; • Assessing the appropriateness of the inputs and assumptions applied on the ECL model of term loans, including probability of default, loss given default and forward-looking information; • Reviewing the Group's historical loss experience; • Assessing the reasonableness and appropriateness of the Group's management's judgement on applying the relevant accounting requirements; • Testing the mathematical accuracy of the loss allowance for ECL; • Examining on a sample basis the underlying documentation supporting the value of collateral, if any, and the Group's management's key estimations used in the individual impairment assessment for loans and advances to customers on a sample basis; and • Evaluating the disclosures regarding the impairment measurement of loans and advances to customers in note 22 to the consolidated financial statements.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the financial summary, corporate information, chairman's statement, management discussion and analysis, biographical details of directors and senior executives, corporate governance report, environmental, social and governance report and report of the directors but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors 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 of the Company 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 directors are assisted by the Audit Committee in discharging their responsibilities 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. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, 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.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.

- 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.

Moore Stephens CPA Limited
Certified Public Accountants

Chan King Keung
Practising Certificate Number: P06057

Hong Kong, 24 June 2020

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2020

	Notes	2020 HK$'000	2019 HK$'000
Revenue from money lending	5(a)	**51,966**	60,080
Revenue from sale of goods	5(a)	**64,144**	146,188
Cost of goods sold		**(49,901)**	(126,373)
Gross profit from sale of goods		**14,243**	19,815
Investment and other income	6	**1,523**	3,456
Other gains and losses, net	7	**12**	(3,889)
Servicing, selling and distribution costs		**(11,064)**	(18,864)
Administrative expenses		**(60,421)**	(70,294)
Allowance for expected credit losses on trade receivables, net	38(b)(b)	**(4,915)**	(1,629)
Allowance for expected credit losses on loans and advances to customers, net	22(b)	**(54,133)**	(24,552)
Finance costs	11	**(1,242)**	(2,243)
Share of results of associates	16	**1,070**	1,010
Share of result of a joint venture	17	**(872)**	(146)
Loss before tax	8	**(63,833)**	(37,256)
Income tax (expense)/credit	12	**(107)**	122
Loss for the year		**(63,940)**	(37,134)
Other comprehensive loss for the year, net of tax:			
Items that will not be reclassified subsequently to profit or loss:			
Changes in fair value on equity instruments designated at fair value through other comprehensive income		–	(9,326)
Total comprehensive loss for the year		**(63,940)**	(46,460)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME *(Continued)*

For the year ended 31 March 2020

	Note	2020 HK$'000	2019 HK$'000
Loss for the year attributable to:			
Owners of the Company		**(63,441)**	(37,108)
Non-controlling interests		**(499)**	(26)
		(63,940)	(37,134)
Total comprehensive loss for the year attributable to:			
Owners of the Company		**(63,441)**	(46,434)
Non-controlling interests		**(499)**	(26)
		(63,940)	(46,460)
Loss per share			
Basic and diluted	13	**(28.47 HK cents)**	(16.95 HK cents)

The notes on pages 47 to 108 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2020

	Notes	2020 HK$'000	2019 HK$'000
ASSETS			
Non-current assets			
Property, plant and equipment	14	**16,415**	19,990
Right-of-use assets	15	**5,279**	–
Interests in associates	16	**20,294**	9,581
Interest in a joint venture	17	**355**	1,227
Deposits, prepayments and other receivables	21	**64**	790
Loans and advances to customers	22	**95,326**	110,784
		137,733	142,372
Current assets			
Inventories	19	**3,632**	10,123
Trade receivables	20	**5,665**	18,095
Deposits, prepayments and other receivables	21	**2,776**	6,805
Loans and advances to customers	22	**178,727**	222,121
Financial assets at fair value through profit or loss	18	**240**	3,517
Amounts due from associates	16	**1,341**	–
Tax recoverable		**241**	2,356
Pledged bank deposits	23	**1,003**	1,002
Cash and cash equivalents	24(a)	**47,438**	34,779
		241,063	298,798
Assets classified as held for sale	25	**–**	2,318
		241,063	301,116
LIABILITIES			
Current liabilities			
Trade and other payables	26	**8,441**	8,530
Contract liabilities	27	**1,054**	353
Lease liabilities	29	**3,858**	–
Amount due to an associate	16	**1,012**	–
Amounts due to related parties	35(b)	**–**	5,700
Amount due to a joint venture	17	**86**	–
Borrowings	28	**–**	7,500
Bank overdrafts		**–**	485
Income tax payable		**95**	887
		14,546	23,455
Liabilities associated with assets classified as held for sale	25	**–**	7
		14,546	23,462
Net current assets		**226,517**	277,654
Total assets less current liabilities		**364,250**	420,026
Non-current liabilities			
Lease liabilities	29	**658**	–
Deferred tax liabilities	32	**500**	123
		1,158	123
Net assets		**363,092**	419,903

CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Continued)*

At 31 March 2020

	Note	2020 HK$'000	2019 HK$'000
EQUITY			
Equity attributable to owners of the Company			
Share capital	33(b)	**2,404**	2,189
Reserves		**358,314**	414,846
		360,718	417,035
Non-controlling interests		**2,374**	2,868
Total equity		**363,092**	419,903

The notes on pages 47 to 108 are an integral part of these consolidated financial statements.

The consolidated financial statements on pages 40 to 108 were approved and authorised for issue by the board of directors on 24 June 2020 and are signed on its behalf by:

Shiu Yeuk Yuen
Director

Siu Yeuk Hung, Clara
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2020

	Attributable to owners of the Company									
	Share capital	Share premium	Share option reserve	Capital reserve	Investment revaluation reserve	Contributed surplus	Accumulated losses	Total	Non-controlling interests	Total equity
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
	(note 33(b))	*(note 33(c)(i))*	*(note 33(c)(ii))*	*(note 33(c)(iii))*	*(note 33(c)(iv))*	*(note 33(c)(v))*				
Balance at 1 April 2018	2,189	353,125	–	28,392	(16,320)	145,926	(49,843)	463,469	2,466	465,935
Loss for the year	–	–	–	–	–	–	(37,108)	(37,108)	(26)	(37,134)
Other comprehensive income:										
Changes in fair value on equity instruments designated at fair value through other comprehensive income	–	–	–	–	(9,326)	–	–	(9,326)	–	(9,326)
Transfer of revaluation reserves to accumulated losses upon disposal of equity instrument designated at fair value through other comprehensive income	–	–	–	–	25,646	–	(25,646)	–	–	–
Total comprehensive expense for the year	–	–	–	–	16,320	–	(62,754)	(46,434)	(26)	(46,460)
Transactions with owners:										
Acquisition of non-controlling interest *(note 31)*	–	–	–	–	–	–	–	–	428	428
Balance at 31 March 2019 and 1 April 2019	2,189	353,125	–	28,392	–	145,926	(112,597)	417,035	2,868	419,903
Loss for the year	**–**	**–**	**–**	**–**	**–**	**–**	**(63,441)**	**(63,441)**	**(499)**	**(63,940)**
Transactions with owners										
Disposal of subsidiaries	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**5**	**5**
Equity-settled share option arrangement *(note 34)*	**–**	**–**	**1,436**	**–**	**–**	**–**	**–**	**1,436**	**–**	**1,436**
Share issued upon exercise of share option *(note 33(b))*	**215**	**6,884**	**(1,411)**	**–**	**–**	**–**	**–**	**5,688**	**–**	**5,688**
Total transactions with owners	**215**	**6,884**	**25**	**–**	**–**	**–**	**–**	**7,124**	**5**	**7,129**
Balance at 31 March 2020	**2,404**	**360,009**	**25**	**28,392**	**–**	**145,926**	**(176,038)**	**360,718**	**2,374**	**363,092**

The notes on pages 47 to 108 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2020

	Notes	2020 HK$'000	2019 HK$'000
Operating activities			
Loss before taxation		**(63,833)**	(37,256)
Adjustments for:			
Depreciation on property, plant and equipment	8	**5,855**	6,982
Depreciation of right-of-use assets	8	**3,725**	–
Fair value gain on financial assets at fair value through profit or loss, net	7	**(2,181)**	(2)
(Gain)/loss on disposal of subsidiaries	7	**(709)**	2,909
Equity-settled share option expense	34	**1,436**	–
Finance costs	11	**1,242**	2,243
Interest income from bank balance	6	**(417)**	(50)
Interest income from an independent third party	6	**–**	(1,439)
Loss on disposal of property, plant and equipment, net	7	**368**	16
Write-down of inventories	8	**1,332**	1,374
Dividend income from financial assets at fair value through profit or loss	6	**(5)**	(267)
Gain on bargain purchase of a subsidiary	30	**(102)**	–
Loss on disposal of an associate	16	**–**	909
Allowance for expected credit losses on trade receivables, net		**4,915**	1,629
Allowance for expected credit losses on loans and advances to customers, net		**54,133**	24,552
Impairment of interests in associates	16	**2,339**	–
Share of results of associates		**(1,070)**	(1,010)
Share of result of a joint venture		**872**	146
		7,900	736
Decrease/(increase) in inventories		**5,174**	(1,642)
Decrease in trade receivables		**7,515**	6,249
Decrease in deposits, prepayments and other receivables		**2,859**	3,760
Decrease in loans and advances to customers		**4,719**	40,288
Increase/(decrease) in trade and other payables		**612**	(4,883)
Cash generated from operations		**28,779**	44,508
Dividend received from financial assets at fair value through profit or loss		**5**	267
Interest received		**417**	1,489
Interest and finance charges paid		**(1,088)**	(2,243)
Hong Kong Profits Tax refund/(paid)		**1,593**	(1,384)
Net cash generated from operating activities		**29,706**	42,637

CONSOLIDATED STATEMENT OF CASH FLOWS *(Continued)*

For the year ended 31 March 2020

	Notes	2020 HK$'000	2019 HK$'000
Investing activities			
Increase in pledged bank deposits		**(1)**	(1)
Purchase of financial assets at fair value through profit or loss		**(16,164)**	(16,387)
Proceeds from disposal of financial assets at fair value through profit or loss		**21,622**	13,640
Purchase of financial assets designated at fair value through other comprehensive income		**–**	(3,444)
Proceeds from disposal of financial assets designated at fair value through other comprehensive income		**–**	670
Increase in amounts due from associates	16	**(1,341)**	(253)
Purchase of property, plant and equipment	14	**(1,018)**	(5,850)
Acquisition of a subsidiary	30	**(2,000)**	–
Acquisition of interests in associates	16	**(12,050)**	–
Proceeds from disposal of subsidiaries		**4,267**	500
Proceeds from disposal of property, plant and equipment		**–**	29
Proceeds from disposal of an associate	16	**337**	1,700
Net cash used in investing activities		**(6,348)**	(9,396)
Financing activities			
Repayment to related parties		**(5,700)**	(16,000)
Advance from related parties		**–**	14,500
Drawdown of borrowings		**–**	1,000
Repayment of borrowings		**(7,500)**	(9,500)
Advance from an associate	16	**1,012**	–
Advance from a joint venture	17	**86**	–
Repayment of lease liabilities	29	**(3,800)**	–
Proceeds from issue of ordinary shares upon exercise of share options	33(b)	**5,688**	–
Net cash used in financing activities		**(10,214)**	(10,000)
Net increase in cash and cash equivalents		**13,144**	23,241
Cash and cash equivalents at the beginning of year		**34,294**	11,053
Cash and cash equivalents at the end of year		**47,438**	34,294
Analysis of the balances of cash and cash equivalents			
Short-term bank deposits and cash at bank, securities brokers and on hand		**47,438**	34,779
Bank overdrafts		**–**	(485)
		47,438	34,294

The notes on pages 47 to 108 are an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2020

1. GENERAL INFORMATION

Easy Repay Finance & Investment Limited (the "Company") was an exempted company continued into Bermuda with limited liability with effect from 30 April 2008. The address of its registered office is Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda.

The principal places of business of the Company and its subsidiaries (collectively referred to as the "Group") are in Hong Kong. The Company's principal place of business in Hong Kong is Unit A, 8/F., D2 Place two, 15 Cheung Shun Street, Cheung Sha Wan, Kowloon. The Company's shares are listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The consolidated financial statements are presented in Hong Kong dollars ("HKD" or "HK$"), which is the same as the functional currency of the Company and its subsidiaries, and all values are rounded to the nearest thousand except where otherwise indicated.

The Group is principally engaged in the money lending business, financial instruments and quoted shares investment and retail and wholesale business.

These consolidated financial statements were approved and authorised for issue by the board of directors on 24 June 2020.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") for the first time in the current year:

New and amendments to HKFRSs that are mandatorily effective for the current year

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

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 Leases ("HKAS 17"), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 April 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

HKFRS 16 Leases *(Continued)*

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 April 2019.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

i. relied on the assessment of whether leases are onerous by applying HKAS 37 Provisions, Contingent Liabilities and Contingent Assets as an alternative of impairment review;

ii. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;

iii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application;

iv. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rates for certain leases of office buildings in Hong Kong were determined on a portfolio basis; and

v. used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Group's leases with extension and termination options.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee's incremental borrowing rate applied was 4.375%.

	At 1 April 2019 *HK$'000*
Operating lease commitments disclosed as at 31 March 2019 *(note 36)*	8,868
Less: Recognition exemption – short-term leases	(2,294)
Subtotal	6,574
Lease liabilities discounted at relevant incremental borrowing rate as at 1 April 2019	5,732
Add: Extension options reasonably certain to be exercised	245
	5,977
Analysed as	
Current	3,879
Non-current	2,098
	5,977

The carrying amount of right-of-use assets for own use as at 1 April 2019 comprises the following:

	At 1 April 2019 *HK$'000*
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16 – office building	5,977
Adjustments on rental deposits at 1 April 2019	343
	6,320

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

HKFRS 16 Leases *(Continued)*

As a lessee *(Continued)*

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 April 2019. Line items that were not affected by the changes have not been included.

	Carrying amounts previously reported at 31 March 2019	Adjustments	Carrying amounts under HKFRS 16 at 1 April 2019
	HK$'000	*HK$'000*	*HK$'000*
Non-current assets			
Right-of-use assets	–	6,320	6,320
Deposits, prepayment and other receivables	–	(216)	(216)
Current assets			
Deposits, prepayment and other receivables	–	(127)	(127)
Current liabilities			
Lease liabilities	–	(3,879)	(3,879)
Non-current liabilities			
Lease liabilities	–	(2,098)	(2,098)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts[1]
Amendment to HKFRS 16	Covid-19-Related Rent Concessions[5]
Amendments to HKFRS 3	Definition of a Business[2]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to HKAS 1 and HKAS 8	Definition of Material[4]
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform[4]

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

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

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

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

5 Effective for annual periods beginning on or after 1 June 2020.

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

The directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs, which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the HKICPA, and accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules").

Basis of preparation and consolidation

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial instruments, which are measured at fair values at the end of each reporting period. The measurement bases are described in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries and the Group's interests in associates and a joint venture. The income and expenses of subsidiaries acquired or disposed of during the year are included in profit or loss and other comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a debit balance.

All intra-group transactions, balances, income and expenses within the Group are eliminated on consolidation.

Non-controlling interest in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

– deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income taxes" and HKAS 19 "Employee benefits" respectively;

– liabilities or equity instruments related to share-based payment arrangements of the acquire or share-based payment arrangements of the Group entered to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 "Share-based payment" at the acquisition date (see the accounting policy below); and

– assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current assets held for sale and discontinued operations" are measured in accordance with that standard.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combinations *(Continued)*

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Interests in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and a joint venture are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate or joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in change in ownership interest held by the Group. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An interest in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Interests in associates and joint ventures *(Continued)*

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/ partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or a joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or a joint venture that are not related to the Group.

Property, plant and equipment

Property, plant and equipment are stated at cost, less subsequent depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated using the straight-line method to write off the cost of each asset to its residual value over its estimated useful life as follows:

Leasehold improvements	20% or over the lease terms, whichever is shorter
Equipment	20%
Furniture and fixtures	20% to 50%
Motor vehicles	20%
Ship	10%

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains and losses on disposals are determined by comparing the disposal proceeds with the carrying amount and are included in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment on tangible and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). The recoverable amount of tangible and intangible assets are estimated individually, when it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rate basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs necessary to make the sale.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, bank balances, bank overdrafts and three-month time deposits.

Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

In the consolidated statement of financial position, bank overdrafts is shown in current liabilities.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income which is derived from the Group's ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or fair value through other comprehensive income as measured at financial assets at fair value through profit or loss ("FVTPL") if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Classification and subsequent measurement of financial assets (Continued)

(ii) Financial assets at FVTPL

Financial assets designated at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses, net" line item.

Credit losses and impairment of financial assets

The Group recognises a credit loss allowance for expected credit loss ("ECL") on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables and loan and interest receivables), and on loan commitments issued which are not measured at FVTPL. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has applied loss rates which are reference to the default rates, adjusted for forward-looking factors and the economic environment.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months ("12m ECL"). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

For financial assets, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due. The Group considers these financial assets are in default when contractual payments are 90 days past due.

Loan and interest receivables are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12m ECLs.

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs.

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Credit losses and impairment of financial assets (Continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonably supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in (1) regulatory, economic or technological environments; (2) business or financial conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; or
- financial re-organisation/restructuring entered by the debtors.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonably supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above, the Group considers that default has occurred when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Credit losses and impairment of financial assets (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) the lenders of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower concessions that the lenders would not otherwise consider;

(d) probable bankruptcy or other financial reorganisation entered by the debtor;

(e) probable shortfall that expected cash inflows from the realisation of collateral is below the carrying amount of financial assets; or

(f) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off the gross carrying amount of a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate.

A write-off constitutes a derecognition event. Any subsequent recoveries will result in an impairment gain and is included in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Credit losses and impairment of financial assets (Continued)

(v) Measurement and recognition of ECL *(Continued)*

Where ECL is measured on a collective basis or caters for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the below basis:

- Nature of financial instruments (i.e. the Group's trade receivables, loans and advances to customers are each assessed as a separate group. Other receivables are collective assessed. Amounts due from associates is assessed for ECL on an individual basis);
- Past-due status;
- External credit ratings where available; and
- Nature, size and industry of debtors.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics in accordance with the internal credit risk categories as disclosed in note 38(b).

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, amounts due to related parties, a joint venture and an associate, borrowings and bank overdrafts) are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Interest expense is recognised on an effective interest basis.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial liabilities and equity instruments *(Continued)*

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Provisions and contingent liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, if it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in profit or loss net of any reimbursement.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

Leases

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 2)

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2)

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of clinics that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets.

Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) *(Continued)*

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life.

Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 Financial Instruments and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments. The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidate statement of financial position.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) *(Continued)*

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables at commencement date at amounts equal to net investments in the leases, measured using the interest rate implicit in the respective leases. Initial direct costs (other than those incurred by manufacturer or dealer lessors) are included in the initial measurement of the net investments in the leases. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Refundable rental deposits

Refundable rental deposits received are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

The Group as a lessee (prior to 1 April 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in the profit or loss on a straight-line basis over the term of the relevant lease.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

Income tax

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, joint ventures, and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Income tax *(Continued)*

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

Share-based payments

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share-based payments reserve will be transferred to share option reserve. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payments reserve will be transferred to retained profits.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue recognition

Revenue from contracts with customers

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or

- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract liability relating to a contract are accounted for a presented on a net basis.

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business, net of discounts.

Dividend income

Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

Non-current assets held for sale

Non-current assets and disposal company is classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal company) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal company) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Company's parent.

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

(i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

(ii) one entity is an associate or a joint venture of the other entity (or an associate or a joint venture of a member of a group of which the other entity is a member);

(iii) both entities are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or the Group's parent.

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of these consolidated financial statements requires the directors of the Group 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.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

(a) Impairment allowances on loans and advances to customers

The Group measures the loss allowance based on an expected credit loss model. The allowance for ECL on the loans to customers are calculated based on loss rates which are reference to the default rates from international credit rating agencies and historical data, adjusted for forward-looking futures specific to the debtors and the economic environment. Specifically, a credit loss is the present value of the difference between (i) the contractual cash flows that are due to an entity under the contract and (ii) the cash flows that the entity expects to receive. Such assessment involves a high degree of estimation and uncertainty. When the actual future cash flows are less or more than expected, a material ECLs or material reversal of ECLs may arise, accordingly. As at 31 March 2020, the carrying amount of loans and advances to customers is HK$274,053,000 (2019: HK$332,905,000), net of impairment losses allowance of HK$81,414,000 (2019: HK$31,780,000).

(b) ECL allowances for trade receivables

Management regularly assesses the loss allowances for ECL on trade receivables and recognises lifetime ECL for trade receivables. Allowances for these receivables assets are made based on evaluation of ECL for trade receivables and involve exercise of management's judgments, which are made by reference to the estimation of the future cash flows discounted to the present value. A considerable amount of judgment is required in assessing the ultimate realisation of these debtors, including their current creditworthiness and the risk of default occurring on debtors with significant balances and/or collectively using a provision matrix with appropriate groupings. The assessment on the probability of default and loss given default is based on historical data adjusted by forward-looking information. As at 31 March 2020, the carrying amount of trade receivables is HK$5,665,000 (2019: HK$18,095,000), net of impairment losses allowance of HK$2,381,000 (2019: HK$4,099,000).

(c) Impairment assessment on property, plant and equipment, right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used. Based on the assessment, the recoverable amount of the CGU is larger than the carrying amount of the property, plant and equipment and right-of-use assets and no impairment was recognised in profit or loss for the year ended 31 March 2020.

(d) Impairment assessment of interests in associates

On 5 March 2020, the Group acquired three associates Big Max Limited ("Big Max"), Diamond Brave Limited ("Diamond Brave") and Wing Way Limited ("Wing Way") at a consideration of HK$3,850,000, HK$4,100,000 and HK$4,100,000, respectively (see note 16). In determining the recoverable amounts of the Group's interests in Big Max, Diamond Brave and Wing Way, requires an estimation of the value in use of the investments. The value in use calculation requires the Group to estimate the future cash flows expected to arise the associates with assumptions of suitable growth rates and discount rates in order to calculate the present values.

At 31 March 2020, the carrying amounts of the Group's interests in Big Max, Diamond Brave and Wing Way are HK$3,531,000, HK$3,177,000 and HK$3,010,000, net of impairment of HK$634,000, HK$515,000 and HK$1,190,000, respectively (2019: nil). Details of the recoverable amounts calculation are disclosed in note 16.

5. REVENUE AND SEGMENT INFORMATION

(a) Revenue

Revenue represents the aggregate of the net amounts received and receivable from third parties for the year. There is no seasonality and cyclicality of the operations of the Group. The performance obligation is part of a contract that has an original expected duration of one year or less. Disaggregation revenue from contracts with the customers are as follow:

	2020	2019
	HK$'000	*HK$'000*
Revenue from contracts with customers within the scope of HKFRS 15		
Contracts with customers		
Retail sales of grocery products, coupons, operating a restaurant and frozen food	**40,594**	27,231
Wholesale of grocery products and frozen food	**23,550**	118,957
	64,144	146,188
Revenue from contracts with customers not within the scope of HKFRS 15		
Revenue from money lending	**51,966**	60,080
	116,110	206,268
Timing of revenue recognition within the scope of HKFRS 15		
At point in time	**64,144**	146,188

Revenue from contracts with customers are recognised at a point in time.

(b) Segment information

The chief operating decision makers have been identified as the executive directors of the Company (the "Executive Directors"). The Executive Directors review the Group's internal reporting in order to assess performance and allocate resources. Management determined the operating segments based on these reports.

Management assesses the performance based on the nature of the Group's businesses which are principally located in Hong Kong, and comprises (i) money lending; and (ii) groceries, frozen food, operating a restaurant and catering coupons retail and wholesale business.

Segment results represent the loss generated by each segment without allocation of central administration costs, investment and other income, other gains and losses, finance costs, share of results of associates, share of result of a joint venture and taxation. This is the measure reported to the Executive Directors for the purposes of resources allocation and assessment of segment performance.

Segment assets include all assets, other than unallocated corporate assets. Segment liabilities include all liabilities, other than unallocated corporate liabilities, current tax liabilities.

5. REVENUE AND SEGMENT INFORMATION *(Continued)*

(c) Segment results, assets and liabilities

	Money lending		Groceries retail and wholesale		Total	
	2020	2019	**2020**	2019	**2020**	2019
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Reportable segment revenue from external customers	**51,966**	60,080	**64,144**	146,188	**116,110**	206,268
Reportable segment loss before tax	**(36,933)**	(8,208)	**(15,058)**	(19,054)	**(51,991)**	(27,262)
Depreciation of property, plant and equipment	**1,683**	1,806	**1,686**	2,512	**3,369**	4,318
Depreciation of right-of-use assets	**1,956**	–	**1,769**	–	**3,725**	–
Allowance for expected credit losses on trade receivables, net	**–**	–	**4,915**	1,629	**4,915**	1,629
Allowance for expected credit losses on loans and advances to customers, net	**54,133**	24,552	**–**	–	**54,133**	24,552
Reportable segment assets	**305,180**	360,418	**38,557**	43,470	**343,737**	403,888
Assets classified as held for sale	**–**	–	**–**	2,318	**–**	2,318
	305,180	360,418	**38,557**	45,788	**343,737**	406,206
Additions to property, plant and equipment	**722**	1,502	**296**	4,341	**1,018**	5,843
Reportable segment liabilities	**4,642**	1,137	**8,797**	6,851	**13,439**	7,988
Liability associated with asset classified as held for sale	**–**	–	**–**	7	**–**	7
	4,642	1,137	**8,797**	6,858	**13,439**	7,995

5. REVENUE AND SEGMENT INFORMATION *(Continued)*

(d) Reconciliations of reportable segment revenue, loss before tax, assets and liabilities

	2020	2019
	HK$'000	*HK$'000*
Revenue		
Reportable segment revenue and consolidated revenue	**116,110**	206,268

	2020	2019
	HK$'000	*HK$'000*
Loss before tax		
Reportable segment loss before tax	**(51,991)**	(27,262)
Unallocated head office corporate expenses	**(12,333)**	(8,182)
Investment and other income	**1,523**	3,456
Other gains and losses, net	**12**	(3,889)
Share of results of associates	**1,070**	1,010
Share of result of a joint venture	**(872)**	(146)
Finance costs	**(1,242)**	(2,243)
Consolidated loss before tax	**(63,833)**	(37,256)

	2020	2019
	HK$'000	*HK$'000*
Assets		
Reportable segment assets	**343,737**	403,888
Unallocated corporate assets	**35,059**	37,282
	378,796	441,170
Assets held for sale	**–**	2,318
Consolidated total assets	**378,796**	443,488

	2020	2019
	HK$'000	*HK$'000*
Liabilities		
Reportable segment liabilities	**13,439**	7,988
Unallocated corporate liabilities	**2,265**	15,590
	15,704	23,578
Liability associated with asset classified as held for sale	**–**	7
Consolidated total liabilities	**15,704**	23,585

5. REVENUE AND SEGMENT INFORMATION *(Continued)*

(e) Information about major customers

No single customer contributed 10% or more to the Group's revenue for the years ended 31 March 2020 and 2019.

(f) Geographical information

All of the Group's operations and assets are located in Hong Kong, in which all of its revenue was derived.

6. INVESTMENT AND OTHER INCOME

	2020	2019
	HK$'000	*HK$'000*
Dividend income from financial assets at FVTPL	**5**	267
Interest income from		
– bank balances	**417**	50
– an independent third party	**–**	1,439
Rental income from sub-letting of		
– office premises	**154**	86
Sponsorship income	**329**	880
Others	**618**	734
	1,523	3,456

7. OTHER GAINS AND LOSSES, NET

	2020	2019
	HK$'000	*HK$'000*
Exchange losses, net	**(273)**	(57)
Fair value gains on financial assets at FVTPL, net	**2,181**	2
Gain/(loss) on disposal of subsidiaries	**709**	(2,909)
Loss on disposal of an associate	**–**	(909)
Impairment loss of interests in associates *(note 16)*	**(2,339)**	–
Gain on bargain purchase of a subsidiary *(note 30)*	**102**	–
Loss on disposal of property, plant and equipment, net	**(368)**	(16)
	12	(3,889)

8. LOSS BEFORE TAX

	2020	2019
	HK$'000	*HK$'000*
Loss before tax is arrived at after charging:		
Auditors' remuneration	**650**	690
Commission expense (included in employee benefit expenses)		
– Money lending business	**3,768**	3,968
– Retail and wholesale business	**142**	2,048
Minimum lease payments in respect of operating lease of land and buildings	**843**	7,620
Employee benefit expenses		
– Basic salaries, allowances and other benefits in kind	**32,274**	44,116
– Retirement benefit scheme contributions	**2,138**	1,465
Equity-settled share option expense *(note 34)*	**1,436**	–
	35,848	45,581
Depreciation of property, plant and equipment *(note 14)*		
– Owned assets (included in administrative expenses)	**5,209**	6,540
– Owned assets (included in cost of sales)	**646**	442
	5,855	6,982
Depreciation of right-of-use assets *(note 15)*		
– Included in administrative expenses	**3,129**	–
– Included in cost of sales	**596**	–
	3,725	–
Carrying amount of inventories sold	**47,352**	121,436
Write-down of inventories (included in cost of sales)	**1,332**	1,374
Cost of inventories recognised as expenses	**48,684**	122,810

9. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Pursuant to section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefit of Directors) Regulation (Cap. 622G) and the GEM Listing Rules, the remuneration paid or payable to each of the six (2019: six) directors of the Company is set out below:

	For the year ended 31 March 2020				
	Fees	**Salaries, allowances and benefits in kind**	**Bonus**	**Retirement benefit scheme contributions**	**Total**
	HK$'000	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***
Executive Directors					
Mr. SHIU Yeuk Yuen, the Chief Executive	**–**	**284**	**–**	**–**	**284**
Ms. SIU Yeuk Hung, Clara	**–**	**777**	**33**	**18**	**828**
	–	**1,061**	**33**	**18**	**1,112**
Independent Non-Executive Directors					
Mr. LEE King Fui (Appointed on 17 July 2019)	**71**	**–**	**–**	**–**	**71**
Mr. KAM Tik Lun (Resigned on 17 July 2019)	**30**	**–**	**–**	**–**	**30**
Mr. HO Siu King, Stanley (Resigned on 7 June 2020)	**100**	**–**	**–**	**–**	**100**
Mr. SIU Chi Yiu Kenny (Appointed on 8 May 2019 and resigned on 18 June 2020)	**90**	**–**	**–**	**–**	**90**
	291	**–**	**–**	**–**	**291**
Total emoluments	**291**	**1,061**	**33**	**18**	**1,403**

	For the year ended 31 March 2019				
	Fees	Salaries, allowances and benefits in kind	Bonus	Retirement benefit scheme contributions	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Executive Directors					
Mr. SHIU Yeuk Yuen, the Chief Executive	–	310	–	–	310
Mr. LEUNG Ge On, Andy *(note)*	–	526	–	7	533
Ms. SIU Yeuk Hung, Clara	–	832	–	18	850
	–	1,668	–	25	1,693
Independent Non-Executive Directors					
Dr. SIU Yim Kwan, Sidney (Resigned on 8 March 2019)	94	–	–	–	94
Mr. KAM Tik Lun	100	–	–	–	100
Mr. HO Siu King, Stanley	100	–	–	–	100
	294	–	–	–	294
Total emoluments	294	1,668	–	25	1,987

9. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS *(Continued)*

Except as disclosed above, there was no remuneration paid to other directors of the Company for the years ended 31 March 2020 and 2019.

During the years ended 31 March 2020 and 2019, no emolument was paid by the Group to any of the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office and none of the directors of the Company has waived any emoluments during the year.

"Salaries, allowances and benefits in kind" paid to or for the executive directors are generally emoluments paid or receivable in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

Note: Mr. LEUNG Ge On, Andy passed away on 25 August 2018.

10. FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, one (2019: one) was a director of the Company whose emolument is included in the disclosures in note 9 above. The emoluments payable to the remaining four (2019: four) individuals in which all of them (2019: all of them) were senior management during the year are as follows:

	2020	2019
	HK$'000	*HK$'000*
Salaries, allowances and benefits in kind	**2,782**	2,938
Retirement benefit scheme contributions	**36**	36
	2,818	2,974

The emoluments of the highest paid four (2019: four) individuals for the year fell within the following bands:

	Number of individuals	
	2020	2019
Emolument bands		
Nil – HK$1,000,000	**4**	4

11. FINANCE COSTS

	2020	2019
	HK$'000	*HK$'000*
Interest expenses on:		
Other loans	**1,088**	2,243
Lease liabilities	**154**	–
	1,242	2,243

12. INCOME TAX EXPENSE/(CREDIT)

	2020	2019
	HK$'000	*HK$'000*
Current tax: Hong Kong		
– Over-provision in prior years	**(270)**	(14)
Deferred tax *(note 32)*	**377**	(108)
Income tax expense/(credit)	**107**	(122)

For the year ended 31 March 2020, Hong Kong Profits Tax was calculated at 16.5% (2019: 16.5%) on the estimated assessable profits.

The tax expense/(credit) for the year can be reconciled to the loss before tax per the consolidated statement of comprehensive income as follows:

	2020	2019
	HK$'000	*HK$'000*
Loss before tax	**(63,833)**	(37,256)
Tax at the domestic income tax rate at 16.5% (2019: 16.5%)	**(10,532)**	(6,147)
Tax effect of non-taxable income	**(692)**	(975)
Tax effect of non-deductible expenses	**678**	5,137
Tax effect of unused tax loss not recognised	**9,431**	1,905
Tax effect of utilisation of tax losses previously not recognised	**(224)**	(30)
Tax effect of deductible temporary differences not recognised	**1,749**	145
Tax effect of share of results of associates	**(177)**	(167)
Tax effect of share of result of a joint venture	**144**	24
Over-provision of income tax in prior years	**(270)**	(14)
Income tax expense/(credit)	**107**	(122)

At the end of the reporting period, the Group has unused tax losses of HK$95,452,000 (2019: HK$39,652,000) for offset against future profits. A deferred tax asset has been recognised in respect of HK$1,867,000 (2019: HK$1,867,000) of such losses. The tax losses do not expire under current legislation. No deferred tax asset has been recognised in respect of the tax losses of HK$93,585,000 (2019: HK$37,785,000) due to the unpredictability of future profit streams.

As 31 March 2020, the Group has deductible temporary differences of HK$10,600,000 (2019: HK$879,000) of which deferred taxation has not been recognised. Tax effect of such deductible temporary differences as at 31 March 2020 was HK$1,749,000 (2019: HK$145,000).

13. LOSS PER SHARE

The calculation of basic loss per share attributable to owners of the Company is based on the following data:

	2020	2019
	HK$'000	*HK$'000*
Loss		
Loss for the year attributable to owners of the Company	**(63,441)**	(37,108)

	2020	2019
Number of ordinary shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	**222,845,898**	218,894,354

The computation of diluted loss per share for the years ended 31 March 2020 and 2019 does not assume the conversion of the Company's outstanding the exercise of share options since their assumed exercise would result in a decrease in loss per share.

14. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements *HK$'000*	Equipment *HK$'000*	Furniture and fixtures *HK$'000*	Motor vehicles and ship *HK$'000*	Total *HK$'000*
Cost					
At 1 April 2018	8,446	8,079	3,824	15,790	36,139
Additions	2,859	2,458	533	–	5,850
Disposals	–	–	–	(930)	(930)
Derecognised upon disposal of a subsidiary	(1,512)	(1,479)	(104)	–	(3,095)
Reclassified as held for sale	(855)	(886)	(45)	(532)	(2,318)
At 31 March 2019 and 1 April 2019	8,938	8,172	4,208	14,328	35,646
Additions	521	356	141	–	1,018
Acquisition of a subsidiary	1,970	268	39	–	2,277
Disposals	(1,710)	(31)	–	–	(1,741)
Disposal of a subsidiary	–	(252)	(6)	–	(258)
At 31 March 2020	9,719	8,513	4,382	14,328	36,942
Accumulated depreciation					
At 1 April 2018	2,216	3,320	1,841	5,147	12,524
Charge for the year	2,139	1,595	1,075	2,173	6,982
Derecognised upon disposal of a subsidiary	(1,460)	(1,413)	(92)	–	(2,965)
Written back on disposals	–	–	–	(885)	(885)
At 31 March 2019 and 1 April 2019	2,895	3,502	2,824	6,435	15,656
Charge for the year	2,014	1,292	791	1,758	5,855
Acquisition of a subsidiary	520	79	10	–	609
Written back on disposals	(1,456)	(2)	–	–	(1,458)
Disposal of a subsidiary	–	(132)	(3)	–	(135)
At 31 March 2020	3,973	4,739	3,622	8,193	20,527
Carrying amounts					
At 31 March 2020	**5,746**	**3,774**	**760**	**6,135**	**16,415**
At 31 March 2019	6,043	4,670	1,384	7,893	19,990

Note: As at 31 March 2020, the ship with net book value of HK$5,625,000 (2019: HK$7,125,000) is for staff welfare.

15. RIGHT-OF-USE ASSETS

	Office buildings
	HK$'000
Cost	
At 1 April 2019 upon initial application of HKFRS 16	6,320
Additions	3,858
Reassessment	(1,174)
At 31 March 2020	9,004
Accumulated depreciation	
At 1 April 2019 upon initial application of HKFRS 16	–
Charge for the year	3,725
At 31 March 2020	3,725
Carrying amounts	
At 31 March 2020	**5,279**
At 1 April 2019	6,320

For both years, the Group leases office buildings for its operations. Lease contracts which effective interest rates of 4.1%–5.2% are entered into for fixed terms of 12 months to 3 years, but may have extension and termination options included. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal option. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is beyond its control and affects its ability to exercise (or not to exercise) the option to renew (e.g. a change in business strategy).

The reassessment of lease liabilities and corresponding right-of-use assets represented by rent reduction from July 2019 to May 2021 relating to the social unrest in Hong Kong.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

16. INTERESTS IN ASSOCIATES

	2020	2019
	HK$'000	*HK$'000*
Unlisted shares, at cost	**19,588**	7,610
Share of post-acquisition profit	**3,045**	1,971
Less: impairment loss	**(2,339)**	–
	20,294	9,581
Amounts due from associates *(note i)*	**1,341**	12,850
Allowance for impairment *(note 38(b))*	**–**	(12,850)
	1,341	–
Amount due to an associate *(note i)*	**(1,012)**	–

On 2 March 2020, a wholly-owned subsidiary of the Group, Perfect Catering Group Limited entered into agreements with independent third parties to acquire 20% equity interest in Big Max, Diamond Brave and Wing Way at the consideration of HK$3,850,000, HK$4,100,000 and HK$4,100,000, respectively. The consideration was settled by cash during the year ended 31 March 2020.

On 22 February 2019, the Group disposed of its 45.65% equity interests in Smart Investment Development Limited ("Smart Investment") to an individual third party at a total consideration of HK$2,037,000. The consideration was settled by cash consideration of HK$1,700,000 during the year ended 31 March 2019 and HK$337,000 was included in other receivables which has been settled on 30 April 2019. A net loss on the disposal of Smart Investment of HK$909,000 was recognised in profit or loss during the year ended 31 March 2019.

16. INTERESTS IN ASSOCIATES *(Continued)*

Notes:

(i) The amounts due from/(to) associates are unsecured, interest-free and repayable on demand.

The directors of the Company considered the carrying amounts of amounts due from/(to) associates approximate their fair values as at 31 March 2020 and 2019.

(ii) Particulars of the Group's interests in the Group's material associates at 31 March 2020 and 2019 are as follows:

Name of associates	Class of shares held	Particulars of paid up capital	Proportion of ownership interest held by the Group				Principal activities	Place of incorporation and operations
			Directly		Indirectly			
			2020	2019	**2020**	2019		
			%	%	**%**	%		
Topwise Global Holdings Limited ("TGHL")#	Ordinary	HK$42,750,000 (2019: HK$42,750,000)	**22.00**	22.00	**N/A**	N/A	Vehicle inspection and maintenance business and operation of vehicles examination centre	British Virgin Islands
Keep Choice Limited ("KCL")	Ordinary	HK$100 (2019: HK$100)	**N/A**	N/A	**22.00**	19.80	Operation of a vehicles examination centre	Hong Kong
Big Max	Ordinary	HK$100 (2019: Nil)	**20.00**	N/A	**N/A**	N/A	Operation of a restaurant	Hong Kong
Diamond Brave	Ordinary	HK$100 (2019: Nil)	**20.00**	N/A	**N/A**	N/A	Operation of a restaurant	Hong Kong
Wing Way	Ordinary	HK$100 (2019: Nil)	**20.00**	N/A	**N/A**	N/A	Operation of a restaurant	Hong Kong

TGHL is an investment holding company which holds 100% (2019: 90%) equity interest in Power Moto Holdings Limited ("Power Moto"). KCL is a subsidiary of Power Moto which is engaged in vehicle inspection and maintenance business and operation of examination centre.

All of the above associates are unlisted and accounted for using the equity method in the consolidated financial statements.

(iii) Impairment assessment of the interests in associates

As at 31 March 2020, as there was unfavorable market condition and new government policy of prohibited group gathering launched at the end of March 2020, the management performed an impairment assessment on interests in associates of Big Max, Diamond Brave and Wing Way with gross carrying amounts of HK$4,165,000, HK$3,692,000 and HK$4,200,000 respectively (2019: nil). The recoverable amounts of the associates has been determined based on value in use calculation which uses cash flow projections based on most recent financial budgets approved by the management covering a five-year period, and a discount rate of 13.20%. Cash flows beyond the five-year period have been extrapolated using an estimated 2.5% growth rate which do not exceed the average growth rate for the relevant markets. Other key assumptions for the value in use calculations related to the estimation of cash inflows/outflows which include expected changes in turnover and direct costs, such estimation is based on the unit's past performance and management's expectations for the market development.

Based on the result of the assessment, the recoverable amounts of the associates is lower than their carrying amount. Accordingly, Big Max, Diamond Brave and Wing Way have recognised impairment loss of HK$634,000, HK$515,000, HK$1,190,000 (reducing the carrying amount of goodwill in interest in associates) (2019: nil) respectively during the year ended 31 March 2020.

16. INTERESTS IN ASSOCIATES *(Continued)*

Notes: (Continued)

(iv) Summarised financial information of the material associates, reconciled to the carrying amounts in the consolidated financial statements, is disclosed below:

	2020	2019
	HK$'000	*HK$'000*
TGHL		
Gross amounts of the associate		
Non-current assets	**35,903**	37,419
Current assets	**18,533**	20,635
Current liabilities	**(8,948)**	(13,417)
Equity	**45,488**	44,637
Revenue	**48,080**	47,625
Profit for the year and total comprehensive income for the year		
– attributable to owners	**4,520**	4,134
Reconciled to the Group's interest in the associate		
Gross amount of net assets of the associate	**45,488**	44,637
Non-controlling interests	**–**	(3,669)
Group's effective interest	**22%**	22%
Group's share of net assets of the associate	**10,008**	9,013
Goodwill	**568**	568
Carrying amount in the consolidated financial statements	**10,576**	9,581

	2020
	HK$'000
Big Max	
Gross amounts of the associate	
Non-current assets	**6,387**
Current assets	**1,482**
Current liabilities	**(4,991)**
Non-current liabilities	**(3,283)**
Equity	**(405)**
Revenue	**1,951**
Profit and total comprehensive income for the period from date of acquisition	
– attributable to owners	**192**
Reconciled to the Group's interest in the associate	
Gross amount of net liabilities of the associate	**(405)**
Group's effective interest	**20%**
Group's share of net liabilities of the associate	**(81)**
Goodwill	**4,246**
Impairment loss recognised	**(634)**
Carrying amount in the consolidated financial statements	**3,531**

16. INTERESTS IN ASSOCIATES *(Continued)*

Notes: (Continued)

(iv) Summarised financial information of the material associates, reconciled to the carrying amounts in the consolidated financial statements, is disclosed below: *(Continued)*

	2020
	HK$'000
Diamond Brave	
Gross amounts of the associate	
Non-current assets	**8,051**
Current assets	**1,611**
Current liabilities	**(2,286)**
Non-current liabilities	**(6,928)**
Equity	**448**
Revenue	**1,528**
Profit and total comprehensive income from the date of acquisition	
– attributable to owners	**70**
Reconciled to the Group's interest in the associate	
Gross amount of net assets of the associate	**448**
Group's effective interest	**20%**
Group's share of net assets of the associate	**90**
Goodwill	**3,602**
Impairment loss recognised	**(515)**
Carrying amount in the consolidated financial statements	**3,177**

	2020
	HK$'000
Wing Way	
Gross amounts of the associate	
Non-current assets	**6,735**
Current assets	**1,247**
Current liabilities	**(4,374)**
Non-current liabilities	**(3,840)**
Equity	**(232)**
Revenue	**1,774**
Profit and total comprehensive income from the date of acquisition	
– attributable to owners	**114**
Reconciled to the Group's interest in the associate	
Gross amount of net liabilities of the associate	**(232)**
Group's effective interest	**20%**
Group's share of net liabilities of the associate	**(46)**
Goodwill	**4,246**
Impairment loss recognised	**(1,190)**
Carrying amount in the consolidated financial statements	**3,010**

16. INTERESTS IN ASSOCIATES *(Continued)*

Notes: (Continued)

(v) The Group has discontinued recognition of its share of losses of certain associates.

The amounts of unrecognised share of those associates, extracted from the relevant management accounts of the associates, both for the year and cumulatively, are as follows:

	2020	2019
	HK$'000	*HK$'000*
Unrecognised share of losses of associates for the year	**–**	27
Accumulated unrecognised share of losses of associates	**3,456**	3,456

17. INTEREST IN A JOINT VENTURE

	2020	2019
	HK$'000	*HK$'000*
Unlisted shares, at cost	**1,373**	1,373
Share of post-acquisition losses	**(1,018)**	(146)
	355	1,227
Amount due to a joint venture *(note)*	**86**	–

Note: The amount due to a joint venture is unsecured, interest-free and repayable on demand.

On 29 March 2019, the Group entered into a sale and purchase agreement with an independent third party to dispose of 60% equity interest in a wholly owned subsidiary, Basic Wholesale Limited ("Basic Wholesale"), at a consideration of HK$1,747,000, which HK$500,000 was settled during the year ended 31 March 2019 and the remaining HK$1,247,000 was fully settled during the year ended 31 March 2020.

The following set out the particulars of the joint venture of the Group as at 31 March 2020 and 2019:

			Proportion of ownership interest			
Name of joint venture	**Class of shares held**	**Particulars of paid up capital**	**2020 %**	2019 %	**Principal activities**	**Place of incorporation and operations**
Basic Wholesale	Ordinary	HK$15,000 (2019: HK$15,000)	**40.00**	40.00	Wholesale of grocery products	Hong Kong

Pursuant to the sale and purchase agreement, the Group was able to exert joint control over Basic Wholesale as the Group has appointed one out of two directors on the board of directors. Appointment or removal of a director can be executed by an ordinary resolution that requires 75% vote. The composition of directors has no change during the years ended 31 March 2020 and 2019.

17. INTEREST IN A JOINT VENTURE *(Continued)*

Summarised financial information in respect of the Group's joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRSs.

	2020	2019
	HK$'000	*HK$'000*
Basic Wholesale		
Gross amounts of the joint venture		
Non-current assets	**71**	115
Current assets	**3,259**	3,601
Current liabilities	**(2,443)**	(649)
Equity	**887**	3,067
Revenue	**10,309**	20,844
(Loss)/profit and total comprehensive (expenses)/income for the year	**(2,180)**	840
Reconciled to the Group's interest in the joint venture		
Gross amount of net assets of the joint venture	**887**	3,067
Group's effective interest	**40%**	40%
Group's share of net assets of the joint venture	**355**	1,227

18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2020	2019
	HK$'000	*HK$'000*
Listed equity securities		
– Hong Kong *(notes (i) and (ii))*	**240**	3,517

Notes:

(i) The fair values of listed equity securities are determined by reference to their quoted market prices at the end of the reporting period and are categorised as level 1 under fair value measurement hierarchy.

(ii) As at 31 March 2020, listed equity securities with an aggregate fair value of approximately HK$124,000 (2019: HK$3,517,000) were pledged as collateral to securities brokers for margin financing granted to the Group.

As at 31 March 2020 and 2019, no margin financing was utilised by the Group.

(iii) As at 31 March 2019, the Group held 10,000,000 ordinary shares of Hsin Chong Group Holdings Limited, which the fair values of the shares has been written down to zero during the year ended 31 March 2018 as the trading of the stocks have been suspended since 3 April 2017. During the year ended 31 March 2020, Hsin Chong Group Holdings Limited was wound up by court of Bermuda commercial court and the listing of Hsin Chong Group was cancelled by the Stock Exchange of Hong Kong Limited.

19. INVENTORIES

	2020	2019
	HK$'000	*HK$'000*
Merchandise, at cost	**3,632**	10,123

20. TRADE RECEIVABLES

	2020	2019
	HK$'000	*HK$'000*
Trade receivables	**8,046**	22,194
Allowance for credit losses	**(2,381)**	(4,099)
	5,665	18,095

The Group maintains payment terms of cash on delivery for retail sales for both years ended 31 March 2020 and 2019. The credit term for certain wholesale customers is 30 to 90 days from the date of billing for the years ended 31 March 2020 and 2019. The Group did not hold any collateral as security or other credit enhancements over the trade receivables. Details of allowance for credit losses refer to note 38(b).

The following is an aged analysis of trade receivables, net of impairment:

	2020	2019
	HK$'000	*HK$'000*
Within three months	**1,919**	13,479
Over three months and within one year	**3,746**	4,616
	5,665	18,095

21. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2020	2019
	HK$'000	*HK$'000*
Deposits *(note (iii))*	**1,963**	3,249
Prepayments *(note (iv))*	**722**	2,007
Other receivables *(note (v))*	**155**	2,339
	2,840	7,595
Analysed for reporting purpose as:		
Current portion *(note (i))*	**2,776**	6,805
Non-current portion *(note (iii))*	**64**	790
	2,840	7,595

Notes:

(i) As at 31 March 2020 and 2019, the balances of deposits, prepayments and other receivables were expected to be utilised within one year from the end of the reporting period and hence were classified as current assets except for the long term rental deposit.

(ii) In the opinion of the directors of the Company, deposits, prepayments and other receivables are neither past due nor impaired.

(iii) Included in deposits was rental deposit of HK$1,030,000 (2019: HK$1,962,000) of which HK$64,000 (2019: HK$790,000) is expected to be utilised over one year. Amount of HK$493,000 is expected to be recovered of which HK$29,000 is expected to be recovered over one year and was capitalised in right-of-use assets.

(iv) As at 31 March 2019, included in prepayments of HK$970,000 was paid to suppliers for purchase of frozen meat products.

(v) During the year ended 31 March 2019, included in other receivables were consideration receivables for disposal of a subsidiary of HK$1,247,000 (see note 17) and disposal of an associate of HK$337,000 (see note 16). The amounts were fully settled during the year ended 31 March 2020.

22. LOANS AND ADVANCES TO CUSTOMERS

	2020 *HK$'000*	2019 *HK$'000*
Loans and advances to customers	**355,467**	364,685
Allowance for impairment	**(81,414)**	(31,780)
	274,053	332,905

	2020	2019
Analysed for reporting purpose as:		
Current portion	**178,727**	222,121
Non-current portion	**95,326**	110,784
	274,053	332,905

As at 31 March 2020, loans and advances to customers of HK$40,208,000 (2019: HK$93,260,000) are secured by the customers' pledged first charge properties located in Hong Kong of which the fair value of the property is higher of the respective loan. As at 31 March 2020, total market value of the customers' pledged properties as collaterals for these loans and advances to customers was HK$101,950,000 (2019: HK$183,900,000). The remaining balances are unsecured that includes unsecured personal loans and second and third mortgage loans.

All loans and advances to customers are denominated in HK$. The Group's loans and advances to customers related to a large number of diversified customers with principal amount ranged from HK$8,000 to HK$32,680,000 (2019: HK$4,500 to HK$32,680,000). The loans and advances to customers carry fixed effective interest rate as follows with credit terms mutually agreed with the customers:

	Effective interest rate per annum	
Types of loan	**2020**	2019
Secured loan with properties (first charge)	**4%–28%**	4%–28%
Unsecured loan	**2%–56%**	1%–56%

22. LOANS AND ADVANCES TO CUSTOMERS *(Continued)*

(a) Analysis of changes in the gross carrying amount is as follow:

	12m ECL	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
At 1 April 2018	193,867	90,222	138,386	422,475
Additions	273,894	–	–	273,894
Repayments	(179,726)	(52,908)	(81,548)	(314,182)
Amounts written off	–	–	(17,502)	(17,502)
At 31 March 2019 and 1 April 2019	288,035	37,314	39,336	364,685
Additions	272,650	–	–	272,650
Transfer from 12m ECL	(319,218)	279,040	40,178	–
Transfer from lifetime ECL (credit-impaired)	–	(16,283)	16,283	–
Repayments	(169,782)	(89,957)	(17,630)	(277,369)
Amounts written off	–	–	(4,499)	(4,499)
At 31 March 2020	**71,685**	**210,114**	**73,668**	**355,467**

(b) Analysis of changes in the corresponding credit loss allowance is as follow:

	12m ECL	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
At 31 March 2018 (b/f)	–	–	14,843	14,843
At 1 April 2018 (Opening ECL)	5,330	3,451	1,106	9,887
At 1 April 2018 (Restated)	5,330	3,451	15,949	24,730
Transfer from 12m ECL	(19)	(1)	20	–
Recognise/(reversal) of allowance for ECL	7,124	(1,784)	19,212	24,552
Amounts written off	–	–	(17,502)	(17,502)
At 31 March 2019 and 1 April 2019	12,435	1,666	17,679	31,780
Transfer from 12m ECL	(10,077)	9,727	350	–
Transfer from lifetime ECL	–	(614)	614	–
Recognise of allowance for ECL	13	15,422	38,698	54,133
Amounts written off	–	–	(4,499)	(4,499)
At 31 March 2020	**2,371**	**26,201**	**52,842**	**81,414**

23. PLEDGED BANK DEPOSITS

The pledged bank deposits of HK$1,003,000 (2019: HK$1,002,000) carry interest at the rate of 0.1% (2019: 0.1%) per annum with maturity period of three months (2019: three months). As at 31 March 2020, the above bank deposits have been pledged to banks to secure general banking facilities (2019: general banking facilities) granted to the Group.

24. CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise of cash at bank, security brokers and on hand.

(b) Reconciliation of liabilities arising from financing activities

The table below details the changes in the Group's major liabilities arising from financing activities, including both cash and non-cash changes:

	Amounts due to related parties HK$'000	Amount due to an associate HK$'000	Amount due to a joint venture HK$'000	Lease liabilities HK$'000	Borrowings HK$'000	Total HK$'000
At 1 April 2019	5,700	–	–	–	7,500	13,200
Impact of adopting HKFRS 16	–	–	–	5,977	–	5,977
At 1 April 2019 (restated)	5,700	–	–	5,977	7,500	19,177
Financing cash flows						
Repayment of borrowings	–	–	–	–	(7,500)	(7,500)
Repayment of lease liabilities	–	–	–	(3,800)	–	(3,800)
Advance from an associate	–	1,012	–	–	–	1,012
Advance from a joint venture	–	–	86	–	–	86
Repayment to related parties	(5,700)	–	–	–	–	(5,700)
	(5,700)	1,012	86	(3,800)	(7,500)	(15,902)
Other changes						
Additions to lease liabilities	–	–	–	3,359	–	3,359
Reassessment of lease liabilities	–	–	–	(1,174)	–	(1,174)
Interest charges on lease liabilities	–	–	–	154	–	154
Interest expenses recognised in profit or loss	–	–	–	–	1,088	1,088
Interest and finance charges paid	–	–	–	–	(1,088)	(1,088)
	–	–	–	2,339	–	2,339
At 31 March 2020	–	1,012	86	4,516	–	5,614

24. CASH AND CASH EQUIVALENTS *(Continued)*

(b) Reconciliation of liabilities arising from financial activities *(Continued)*

	Amounts due to related parties *HK$'000*	Amount due to non-controlling shareholder of a subsidiary *HK$'000*	Borrowings *HK$'000*	Total *HK$'000*
At 1 April 2018	7,200	754	16,000	23,954
Financing cash flows				
Repayment of borrowings	–	–	(9,500)	(9,500)
Drawdown of borrowings	–	–	1,000	1,000
Advance from related parties	14,500	–	–	14,500
Repayment to related parties	(16,000)	–	–	(16,000)
	(1,500)	–	(8,500)	(10,000)
Other changes				
Release upon disposal	–	(754)	–	(754)
Interest expenses recognised in profit or loss	1,132	–	1,111	2,243
Interest and finance charges paid	(1,132)	–	(1,111)	(2,243)
	–	(754)	–	(754)
At 31 March 2019	5,700	–	7,500	13,200

25. A DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

On 2 April 2019, the Group entered into a sale and purchase agreement with an independent third party. Pursuant to the sale and purchase agreement, the Group agreed to sell its 100% equity interest in a wholly-owned subsidiary, Cool Cool Frozen Food Limited ("Cool Cool Frozen"), for a cash consideration of HK$3,000,000. Cool Cool Frozen is engaged in trading of frozen food products which included in the Group's groceries retail and wholesale for segment reporting purpose (see note 5).

As at 31 March 2019, the asset and liability attributable to Cool Cool Frozen, which are expected to be sold with twelve months, had been classified as a disposal group held for sale and are presented separately in the consolidated statement of financial position (see below). The net proceeds of disposal were expected to exceed the net carrying amount of the relevant asset and liability at 31 March 2019. Accordingly, no impairment loss had been recognised upon the classification of these operations as asset and liability held for sale. The disposal was completed on 2 April 2019 and disclosed in note 31.

25. A DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE *(Continued)*

The major classes of assets and liabilities comprising the disposal group classified as held for sale are as follows:

	2019 *HK$'000*
Property, plant and equipment	2,318
Assets classified as held for sale	2,318
Other payables	7
Liability associated with asset classified as held for sale	7
Net assets	2,311

26. TRADE AND OTHER PAYABLES

	2020 ***HK$'000***	2019 *HK$'000*
Trade payables	**4,014**	4,307
Other payables and accruals	**4,427**	4,223
	8,441	8,530

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

At the end of the reporting period, the ageing analysis of trade creditors (which are included in trade and other payables), based on the invoice date, is as follows:

	2020 ***HK$'000***	2019 *HK$'000*
0–30 days	**2,190**	4,246
31–90 days	**150**	17
91–365 days	**1,293**	44
Over 365 days	**381**	–
	4,014	4,307

27. CONTRACT LIABILITIES

	2020	2019
	HK$'000	*HK$'000*
Receipt in advance of retail and wholesale products	**1,054**	353

All contract liabilities are expected to be recognised as income within one year.

Movements in contract liabilities are as follows:

	2020	2019
	HK$'000	*HK$'000*
At 1 April	**353**	31
Receipt in advance during the year	**4,627**	25,422
Revenue recognised during the year	**(3,926)**	(25,100)
At 31 March	**1,054**	353

28. BORROWINGS

	2020	2019
	HK$'000	*HK$'000*
Other loans – unsecured *(note (i))*	**–**	7,500

Note:

(i) During the year ended 31 March 2019, the other loans were denominated in HK$ and were borrowed from independent third parties. The loans were unsecured, interest-bearing at the rate of 10% per annum and repayable on demand or within one year.

The maturity profile of the borrowings based on the scheduled repayment dates set out in the loan agreements is as follows:

	2020	2019
	HK$'000	*HK$'000*
On demand	**–**	6,500
Within one year	**–**	1,000
	–	7,500

29. LEASE LIABILITIES

Lease liabilities are presented in the consolidated statement of financial position as follows:

	2020 *HK$'000*
At 1 April 2019 upon initial application of HKFRS 16	**5,977**
Additions	**3,359**
Reassessment	**(1,174)**
Interest expense	**154**
Payments during the year	**(3,800)**
At 31 March 2020	**4,516**
Lease liabilities payable	
Within one year	**3,858**
More than one year but less than two years	**658**
	4,516
Less: Amounts for settlement within 12 months shown under current liabilities	**(3,858)**
Amounts due for settlement after 12 months shown under non-current liabilities	**658**

30. ACQUISITION OF A SUBSIDIARY

On 8 December 2019, the Group acquired 100% equity interest in Head Captain Limited at a total cash consideration of HK$2,000,000. Head Captain Limited is engaged in operating a restaurant in Hong Kong. The transaction was completed on 12 December 2019.

The fair value of the identifiable assets and liabilities of Head Captain Limited at the date of acquisition is as follows:

	2020 *HK$'000*
Property, plant and equipment	**1,668**
Inventories	**15**
Deposits, prepayment and other receivables	**419**
	2,102
Gain on bargain purchase	**(102)**
Cash consideration	**2,000**

The Group recognised a gain on bargain purchase of approximately HK$102,000 in the business combination.

Included in the profit for the year is HK$288,000 attributable to the additional business generated by Head Captain Limited. Revenue for the year includes HK$9,687,000 generated from Head Captain Limited.

Had the acquisition been completed on 1 April 2019, revenue for the year of the Group would have been HK$117,526,000, and loss for the year of the Group would have been HK$63,731,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2019, nor is it intended to be a projection of future results.

31. DISPOSAL OF SUBSIDIARIES

During the years ended 31 March 2020 and 2019, the Group has disposal of subsidiaries which the detail of major disposal of subsidiary is as follow:

Year ended 31 March 2020

Disposal of Cool Cool Frozen

On 2 April 2019, the Group completed the disposal of a subsidiary which is engaged in trading of frozen food products, for a cash consideration of HK$3,000,000. The total net assets disposed of were as follows:

	2020
	HK$'000
Property, plant and equipment	**2,318**
Other payable	**(7)**
Net assets disposed of	**2,311**
Cash consideration	**3,000**
Less: net assets disposed of	**(2,311)**
Gain on disposal of a subsidiary	**689**

Year ended 31 March 2019

Disposal of Basic Wholesale

On 30 November 2018, the Group acquired the remaining 20% of equity interest in Basic Wholesale at a cash consideration of HK$1 and Basic Wholesale became wholly owned by the Group and resulted in increase in non-controlling interest by HK$428,000. On 29 March 2019, the Group disposed of 60% of its equity interest in Basic Wholesale, to an independent third party for a cash consideration of HK$1,747,000 that will be settled in cash by four installments. As at 31 March 2019, consideration of HK$500,000 was settled and the remaining consideration of HK$1,247,000 was settled during the year ended 31 March 2020. After the disposal, the Group has lost control over Basic Wholesale and the remaining 40% equity interest was recognised as interest in a joint venture as disclosed in note 17.

The total net assets disposed of were as follows:

	2019
	HK$'000
Property, plant and equipment	130
Inventories	3,318
Other payable	(15)
Net assets disposed of	3,433
Consideration	1,747
Fair value of interest retained on loss control of a subsidiary	1,373
Less: net assets disposed of	(3,433)
waiver of amount due from the Group upon disposal	(2,596)
Loss on disposal of a subsidiary	(2,909)

32. DEFERRED TAX LIABILITIES

Deferred tax (assets) liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Tax loss	Depreciation allowance in excess of related depreciation	Total
	HK$'000	*HK$'000*	*HK$'000*
At 1 April 2018	(308)	539	231
Deferred tax credited to the income statement during the year *(note 12)*	–	(108)	(108)
At 31 March 2019 and 1 April 2019	(308)	431	123
Deferred tax charged to the income statement during the year *(note 12)*	–	377	377
At 31 March 2020	**(308)**	**808**	**500**

33. CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity.

(b) Share capital

During the year ended 31 March 2020, options were exercised to subscribe 21,465,000 ordinary shares in the Company at a consideration of HK$5,688,000, resulting in additional share capital of HK$215,000, share premium of HK$6,884,000 and a reduction of share option reserve of HK$1,411,000.

	Number of shares	*HK$'000*
Authorised ordinary shares of HK$0.01 each:		
At 1 April 2018, 31 March 2019, 1 April 2019 and 31 March 2020 Ordinary shares of HK$0.01 each	30,000,000,000	300,000
Issued and fully paid ordinary shares of HK$0.01 each:		
At 1 April 2018, 31 March 2019 and 1 April 2019	218,894,354	2,189
Share option exercise *(note 34)*	21,465,000	215
At 31 March 2020	**240,359,354**	**2,404**

All issued shares rank pari passu in all respects with each other.

33. CAPITAL, RESERVES AND DIVIDENDS *(Continued)*

(c) Reserves

(i) Share premium

The application of share premium account is governed by section 40 of the Companies Act 1981 of Bermuda.

(ii) Share option reserve

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire after the vesting period.

(iii) Capital reserve

Capital reserve represents (i) the difference between the nominal value of the shares of subsidiaries acquired and the nominal value of shares issued by the Company as consideration thereof pursuant to the reorganisation and (ii) the difference between the consideration paid/received to obtain/release non-controlling interests in certain subsidiaries and their respective carrying amount on the date of acquisition or disposal.

(iv) Investment revaluation reserve

The investment revaluation reserve represents the cumulative net change in fair value of financial assets designated at fair value through other comprehensive income FVTOCI since initial recognition.

(v) Contributed surplus

Contributed surplus represents the reduction of issued share capital.

Under the Companies Act 1981 of Bermuda, the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of the contributed surplus, if there are reasonable grounds for believing that: (i) the Company is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and the share premium account.

(d) Dividend

No dividend was paid or proposed during the year ended 31 March 2020 nor has any dividend been proposed since the end of reporting period (2019: Nil).

34. SHARE-BASED COMPENSATION

The 2011 Share Option Scheme was effective on 4 January 2011 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The purpose of the 2011 Share Option Scheme is to enable the Group to grant share options to the participants as incentives or rewards for their contribution to the Group.

Eligible participants of the 2011 Share Option Scheme ("Eligible Participants") include (i) any full-time employees of the Group and Directors (including Executive Directors, Non-executive Directors and Independent Non-executive Directors) of the Company; (ii) any supplier of goods or services to any member of the Group or any entity in which any member of the Group holds an equity interest (the "Invested Entity"); (iii) any customer of any member of the Group or any Invested Entity; (iv) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity; (v) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; (vi) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and (vii) any other group or classes of Eligible Participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

34. SHARE-BASED COMPENSATION *(Continued)*

The maximum number of share options permitted to be granted under the 2011 Share Option Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at the date of approval of the 2011 Share Option Scheme.

The maximum number of share issuable under share options to each eligible participant in the 2011 Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK$5 million, which any 12-month period, are subject to shareholders' approval in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors of the Company, and commences after a vesting period and ends on a date which is not later than ten years from the date of offer of the share options.

The exercise price of share options is determinable by the directors of the Company, but shall not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets on the date of grant of the share options; (ii) the average closing price of the Company's share as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company's share. Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The Group has no legal or constructive obligation to repurchase or settle the options.

During the year ended 31 March 2020, 21,850,000 options were granted under the 2011 Share Option Scheme to eligible participants and 21,465,000 share option were exercised.

The following share options were outstanding during the year ended 31 March 2020:

	2011 Share Option Scheme exercise price per share	Number of options
	HK$	*'000*
At 31 March 2019 and 1 April 2019	–	–
Granted during the year	0.265	21,850
Exercised during the year	0.265	(21,465)
At 31 March 2020	**0.265**	**385**

The fair values of the equity-settled share options granted during the year ended 31 March 2020 were estimated by Valor Appraisal & Advisory Limited, an independent firm of professionally qualified valuer, using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. The fair value of the equity-settled share options granted during the year ended 31 March 2020 was HK$1,436,000. The Group recognised a share option expense of HK$1,436,000 during the year ended 31 March 2020. The following table lists the inputs to the model used.

34. SHARE-BASED COMPENSATION *(Continued)*

Share options granted

Date of grant	10 December 2019
Dividend yield *(%)*	0%
Expected volatility *(%)*	61.89%
Risk-free interest rate *(%)*	1.75
Expected life of options *(year)*	1
Share price at grant date *(HK$ per share)*	0.265

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 385,000 share options outstanding under the 2011 Share Option Schemes, which represented approximately 0.17% of the Company's shares in issue as at that date. The exercise in full of the share options would, under the present capital structure of the Company, result in the issue of 385,000 additional ordinary shares of the Company and additional share capital of approximately HK$3,850 and share premium of approximately HK$98,000.

No vesting period of the share options granted during the year ended 31 March 2020.

35. TRANSACTIONS AND BALANCES WITH RELATED PARTIES

(a) Key management compensation

During both years, compensation of key management personnel represents directors' remuneration and those of senior staff as stated in notes 9 and 10, respectively. The directors' remuneration is determined by the remuneration committee having regard to the performance, responsibilities and experience of individuals and market trends.

(b) Financing arrangements

		Amounts owed by the Group to related parties		**Related interest expense**	
		As at 31 March		**For the year ended 31 March**	
		2020	2019	**2020**	2019
	Notes	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Loans from close family members of a director	*(i), (iii)*	**–**	(5,700)	**(531)**	(1,131)
Amount due to an associate	*(ii)*	**(1,012)**	–	**–**	–
Amount due to a joint venture	*(ii)*	**(86)**	–	**–**	–

Notes:

(i) During the year ended 31 March 2019, the balances due to certain family members of an executive director of the Company are unsecured, interest bearing at 10% per annum and repayable within one year, except for the balance of HK$4,000,000 which is unsecured, interest bearing at 10% per annum and repayable on demand. All the balance was fully settled during the year ended 31 March 2020.

(ii) The amounts are unsecured, interest free and repayable on demand.

(iii) The related party transactions in respect of the financial assistance received from close family members of an executive director constitutes continuing connected transactions as defined in Chapter 20 of the GEM Listing Rules. However, those transactions are exempt from the disclosure requirements in Chapter 20 of the GEM Listing Rules as the transactions are on normal commercial terms and no security over the assets of the Company is granted in respect of such financial assistance.

35. TRANSACTIONS AND BALANCES WITH RELATED PARTIES *(Continued)*

(c) Performance guarantee provided

During the years ended 31 March 2020 and 2019, the Company provided performance guarantee for KCL regarding the management, operation and maintenance of a vehicle examination center. The letter of guarantee contains no specific amount and will be repaid on 31 March 2021. A counter-guarantee of 78% of the guarantee liability was provided by one of the ultimate shareholders of TGHL.

(d) Other related party transactions

The Group had significant transactions with the following related parties during the year:

Related party relationship	Type of transaction	Notes	Transaction amount 2020 HK$'000	2019 HK$'000
Directors of the Company	Sales of groceries products	(ii)	**2**	77
	Sales of cash coupons		**39**	37
Close family members of a director of the Company	Sales of cash coupons	(ii)	**19**	45
	Sales of a subsidiary		**20**	–
Associate	Sales of groceries products		**877**	940
	Purchase of groceries products		**–**	28
	Sales of cash coupons		**74**	22

Notes:

(i) The directors of the Company are of the opinion that the above transactions were entered into at terms agreed by both parties and the terms of the transactions were determined by the directors with reference to the terms of similar transactions with unrelated third parties.

(ii) The related party transactions in respect of the sales and purchase of groceries products and cash coupons and rental income above constitute connected transactions or continuing connected transactions as defined in Chapter 20 of the GEM Listing Rules. However, those transactions are exempt from the disclosure requirements in Chapter 20 of the Listing Rules as they are below the de minimis threshold under Rule 20.74(1)(c) of the GEM listing Rules.

(iii) Except as disclosed above and elsewhere in the consolidated financial statements, there were no other significant related party transactions with related parties during the year or significant balances with them at the end of the year.

36. COMMITMENTS

Operating lease commitments

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2020 HK$'000	2019 HK$'000
Within one year	**190**	6,724
In the second to fifth years, inclusive	**–**	2,144
	190	8,868

During the year ended 31 March 2020, operating lease commitments of HK$190,000 are short-term lease which within 1 year.

During the year ended 31 March 2019, the Group leases a number of premises under operating leases, with original terms ranging from 1 to 3 years. The leases do not include any contingent rentals.

37. CONTINGENT LIABILITIES

Performance guarantee granted

As at the end of the reporting period, the Group has provided performance guarantee to an associate (note 35(c)). As at 31 March 2020 and 2019, the directors of the Company do not consider it probable that a claim will be made against the Group under the guarantee.

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

(a) Financial instruments by category

	2020 HK$'000	2019 HK$'000
Financial assets		
Financial assets at FVTPL	**240**	3,517
Financial assets at amortised costs		
– Trade receivables	**5,665**	18,095
– Other receivables	**1,581**	5,588
– Loans and advances to customers	**274,053**	332,905
– Amounts due from associates	**1,341**	–
– Pledged bank deposits	**1,003**	1,002
– Cash and cash equivalents	**47,438**	34,779
	331,081	392,369
Total	**331,321**	395,886
Financial liabilities		
Financial liabilities at amortised cost		
– Trade and other payables	**4,566**	4,461
– Amount due to an associate	**1,012**	–
– Amount due to a joint venture	**86**	–
– Amounts due to related parties	**–**	5,700
– Bank overdrafts	**–**	485
– Borrowings	**–**	7,500
Total	**5,664**	18,146

(b) Financial risk factors

The Group is exposed itself to variety of financial risks: market risk (including cash flow and fair value interest rate risk and price risk), credit risk and liquidity risk.

Financial risk management is coordinated at the Group's headquarters, in close co-operation with the directors of the Company. The overall objective in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets. Long term financial investments are managed to generate returns with acceptable risk levels.

The Group identifies ways to assess financial markets and monitors the Group's financial risk exposures. Regular reports are provided to the directors of the Company.

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk factors *(Continued)*

(a) Market risk

(i) Cash flow and fair value interest rate risk

The Group's cash flow interest rate risk relates primarily to variable-rate cash at bank, security brokers. The Group's cash flow interest rate results mainly from the fluctuations of market interest rates.

The Group is exposed to fair value interest rate risk in relation to fixed-rate loans advances to customers, pledged bank deposit, amount due to related parties and borrowings. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

Interest rates sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate cash at bank at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points (2019: 50 basis points) increase or decrease in HIBOR is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Cash flow interest rate risk

If interest rates had been 50 basis points (2019: 50 basis points) higher/lower and all other variables were held constant, the Group's loss after tax for the year ended 31 March 2020 would decrease/increase by HK$198,000 (2019: decrease/increase by HK$143,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank balances and overdrafts.

Bank balances are excluded from sensitivity analysis as the management considers that the exposure of cash flow interest rate risk arising from variable rate bank balances is insignificant.

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

(ii) Price risk

Equity price risk relates to the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than changes in interest rates and foreign exchange rates). The Group is exposed to equity security price risk arising from individual equity investments classified as FVTPL (note 18) at 31 March 2020 and 2019.

Equity price sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks at the end of the reporting period. If equity prices were 10% higher/lower, loss after tax would decrease/increase by HK$20,000 (2019: HK$294,000) for the Group as a result of the changes in fair value of equity securities at FVTPL.

(b) Financial risk factors *(Continued)*

(b) Credit risk and impairment assessment

Credit risk refers to the risk that the borrowers or counterparties may default on their payment obligations due to the Group. These rights arise from the Group's lending and investment activities and sales of goods. Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the consolidated statement of financial positions which are summarised in note 38(a).

In order to minimise the credit risk, the Group has established policies and systems for the monitoring and control of credit risk. The management has delegated different divisions responsible for determination of credit limits, credit approvals and other monitoring processes to ensure that follow-up action is taken to recover overdue debts and past due trade receivables. In addition, management reviews the carrying amounts of loans and advances to customers and trade receivables individually and collectively at the end of each reporting period to ensure that adequate loss allowance for ECL on financial assets is made. In this regard, management considers that the Group's credit risk is significantly reduced.

Loans and advances to customers

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. At the end of the reporting period, the Group has certain concentration of credit risk as 9% and 24% of the total loans and advances to customers was due from the Group's largest customer and the five largest customers within the money lending segment respectively (2019: 14% and 28% respectively).

The table below shows the past due information based on the Group's credit policy, unless other information is available without undue cost or effort, and year-end staging classification at 31 March 2020 and 2019. The amounts presented are gross carrying amounts for financial assets.

	12m ECL	Lifetime ECL (not credit-impaired)	Lifetime ECL (credit-impaired)	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Loans and advances to customers				
– Not yet past due	288,035	–	–	288,035
– Less than 90 days past due	–	37,314	–	37,314
– More than 90 days past due	–	–	39,336	39,336
At 31 March 2019	288,035	37,314	39,336	364,685
Loans and advances to customers				
– Not yet past due	**71,685**	**–**	**–**	**71,685**
– Less than 90 days past due	**–**	**210,114**	**–**	**210,114**
– More than 90 days past due	**–**	**–**	**73,668**	**73,668**
At 31 March 2020	**71,685**	**210,114**	**73,668**	**355,467**

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk factors *(Continued)*

(b) Credit risk and impairment assessment *(Continued)*

Trade receivables

The Group applied simplified approach in HKFRS 9 to measures loss allowance for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significant different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables at 31 March 2020 and 2019:

	31 March 2020			31 March 2019		
	Expected loss rate	**Gross carrying amount**	**Loss allowance**	Expected loss rate	Gross carrying amount	Loss allowance
	%	***HK$'000***	***HK$'000***	%	*HK$'000*	*HK$'000*
Neither past due nor impaired	**5.02%**	**1,934**	**97**	2.72%	6,665	181
Within three months past due	**12.88%**	**4,255**	**548**	11.92%	9,265	1,104
Over three months but within one year past due	**46.93%**	**228**	**107**	30.78%	4,984	1,534
Over one year past due	**100%**	**1,629**	**1,629**	100%	1,280	1,280
		8,046	**2,381**		22,194	4,099

The estimated loss rates are estimated based on historical observed default rate and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtor is updated.

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk factors *(Continued)*

(b) Credit risk and impairment assessment *(Continued)*

Trade receivables (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivable under simplified approach.

	HK$'000
As at 1 April 2018	4,145
Impairment losses recognised	3,205
Impairment losses reversed	(1,576)
Impairment losses recognised during the year	1,629
Bad debts written off	(1,675)
As at 31 March 2019 and 1 April 2019	4,099
Impairment losses recognised	**5,374**
Impairment losses reversed	**(459)**
Impairment losses recognised during the year	**4,915**
Bad debts written off	**(6,633)**
As at 31 March 2020	**2,381**

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier.

Amounts due from associates

The movements in allowance for impairment of the amounts due from associates are as follows:

	2020	2019
	HK$'000	*HK$'000*
Balance at the beginning of year	**12,850**	15,725
Written off	**(12,600)**	–
Amount written off upon disposal of an associate	**(250)**	(2,875)
Balance at the end of year	**–**	12,850

(b) Financial risk factors *(Continued)*

(b) Credit risk and impairment assessment *(Continued)*

Amounts due from associates (Continued)

As disclosed in note 16, the directors of the Company believe that the associates were in financial difficulties and management of the Group considers the probability of default is significant in view that these amounts have been overdue for a long period of time for the year ended 31 March 2019.

For the year ended 31 March 2020, management makes periodic collective assessments as well as individual assessment on the recoverability of amount due from associates based on past due status and the amount due from associates approximate to their fair value as at 31 March 2020.

Other receivables

For other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past due status, assessed that the expected loss rates for the other receivables was minimal. Thus no loss allowance for other receivables was recognised as at 31 March 2020 and 2019.

Pledge bank deposit and cash and cash equivalents

For the years ended 31 March 2020 and 2019, all the Group's pledged bank deposits, cash and cash equivalents are deposited with major banks and securities brokers located in Hong Kong. The expected credit loss for bank balances is insignificant because such assets are placed in banks with good reputation.

(c) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities. The Group is exposed to liquidity risk in respect of settlement of trade and other payables, borrowings, bank overdrafts, amount due to an associate, amount due to a joint venture, amounts due to related parties, lease liabilities and its financing obligations and also in respect of its cash flow management. The Group manages its liquidity needs on a consolidated basis by carefully monitoring scheduled debt servicing payments for long term financial liabilities as well as forecast cash inflows and outflows due in day to day business.

The Group maintains a level of cash and cash equivalents and marketable securities deemed adequate by the management to meet its liquidity requirements for up to 30-day periods at a minimum. Funding for longer-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell longer-term financial assets.

Analysed below is the Group's remaining contractual maturities for its non-derivative financial liabilities at 31 March 2020 and 2019. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay. Borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the independent third party choosing to exercise their rights within one year after the reporting period. The maturity analysis for other non-derivative financial liabilities is prepared based on the scheduled repayment dates.

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk factors *(Continued)*

(c) Liquidity risk *(Continued)*

The analysis is based on the financial liabilities' contractual undiscounted cash flows (including interest payments calculated using contractual rates or, if floating, based on rates current at the end of reporting period) and the earliest date the Group can be required to pay.

At 31 March 2020	Weighted average effective interest rate %	On demand HK$'000	Within one year HK$'000	More than one year but within five years HK$'000	Total contractual undiscounted cash flows HK$'000	Carrying amount HK$'000
Non-derivative financial instruments						
Trade and other payables	–	–	4,566	–	4,566	4,566
Amount due to an associate	–	1,012	–	–	1,012	1,012
Amount due to a joint venture	–	86	–	–	86	86
Lease liabilities	4.1–5.2	–	3,964	667	4,631	4,516
Total		1,098	8,530	667	10,295	10,180

At 31 March 2019	Weighted average effective interest rate %	On demand HK$'000	Within one year HK$'000	More than one year but within five years HK$'000	Total contractual undiscounted cash flows HK$'000	Carrying amount HK$'000
Non-derivative financial instruments						
Trade and other payables	–	–	4,461	–	4,461	4,461
Amounts due to related parties	10	4,000	1,700	–	5,700	5,700
Bank overdrafts	5	485	–	–	485	485
Borrowings						
– Other loan	10	6,500	1,028	–	7,528	7,500
Total		10,985	7,189	–	18,174	18,146

(c) Capital risk management

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods and services commensurately with the level of risk.

The capital structure of the Group consists of borrowings and equity attributable to owners of the Company (comprising issued share capital, share premium, reserves and accumulated profits).

The directors of the Company review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debts or the redemption of existing debts.

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS *(Continued)*

(d) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the carrying value of the Group's financial instruments measured at fair value at the end of the reporting period on a recurring basis.

– Level 1 Quoted bid prices in an active market

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

	Level 1	
	2020	2019
	HK$'000	*HK$'000*
Financial assets at FVTPL		
– Listed equity securities	**240**	3,517

During the years ended 31 March 2020 and 2019, there were no transfers between Level 1, Level 2 and Level 3 and there is no financial instrument manual fair value measurements in level 3. The Group's policy is to recognise transfers into and transfer out of Level 3 as of the date of the event or change in circumstances that caused the transfer.

(ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values as at 31 March 2020 and 2019.

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Statement of financial position of the Company at the end of the reporting period is as follows:

	2020	2019
	HK$'000	*HK$'000*
ASSETS		
Non-current assets		
Property, plant and equipment	**5**	7
Investment in a subsidiary *(note (i))*	**–**	1,097
Amount due from a subsidiary	**18,061**	17,686
	18,066	18,790
Current assets		
Prepayments, deposits and other receivables	**137**	130
Financial assets at fair value through profit or loss	**240**	3,517
Amounts due from subsidiaries	**316,962**	392,234
Tax recoverable	**146**	–
Cash and cash equivalents	**7,096**	3,703
	324,581	399,584
LIABILITIES		
Current liabilities		
Other payables	**1,891**	832
Amount due to a subsidiary	**3,219**	–
Tax payable	**–**	806
	5,110	1,638
Net current assets	**319,471**	397,946
Net assets	**337,537**	416,736
EQUITY		
Equity attributable to owners of the Company		
Share capital	**2,404**	2,189
Reserves	**335,133**	414,547
Total equity	**337,537**	416,736

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

Notes:

(i) Investment in a subsidiary

	2020	2019
	HK$'000	*HK$'000*
Investment in a subsidiary	**1,097**	1,097
Less: impairment	**(1,097)**	–
	–	1,097

The directors of the Company are of opinion that none of the Group's subsidiary that have non-controlling interests are material to the consolidated financial statements as a whole.

(ii) Particulars of the principal subsidiaries of the Company at 31 March 2020 and 2019 are set out in note 40.

(iii) Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

	Share capital	**Share premium**	**Share option reserve**	**Investment revaluation reserve**	**Contributed surplus**	**Accumulated losses**	**Total**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
	(note 33(b))	*(note 33(c)(i))*	*(note 33(c)(ii))*	*(note 33(c)(iv))*	*(note 33(c)(v))*		
Balance at 1 April 2018	2,189	353,125	–	(16,320)	145,926	(16,334)	468,586
Loss for the year	–	–	–	–	–	(42,524)	(42,524)
Other comprehensive loss:							
Changes in fair value of financial assets designated at FVTOCI	–	–	–	(9,326)	–	–	(9,326)
Transfer of revaluation reserves to accumulated losses upon disposal of equity instrument designated at FVTOCI	–	–	–	25,646	–	(25,646)	–
Total comprehensive loss for the year	–	–	–	16,320	–	(68,170)	(51,850)
Balance at 31 March 2019 and 1 April 2019	2,189	353,125	–	–	145,926	(84,504)	416,736
Loss for the year	–	–	–	–	–	(86,323)	(86,323)
Transaction with owner:							
Equity settled share option arrangement	–	–	1,436	–	–	–	1,436
Shares issued on exercise of share option	215	6,884	(1,411)	–	–	–	5,688
Transaction with owner	215	6,884	25	–	–	–	7,124
Balance at 31 March 2020	**2,404**	**360,009**	**25**	**–**	**145,926**	**(170,827)**	**337,537**

40. GENERAL INFORMATION OF SUBSIDIARIES

Details of the principal subsidiaries held by the Company directly and indirectly as at 31 March 2020 and 2019 are as follows:

Name of subsidiaries	Paid up issued/ registered capital		Group's effective interest		Held by the Company subsidiaries		Principal activities and place of operations
	2020	2019	**2020**	2019	**2020**	2019	
	HK$	*HK$*					
Bright Zone Corporation Limited	90	90	100%	100%	100%	100%	Sales of grocery products, Hong Kong
Cool Cool F&B Holding Limited	30,000,000	30,000,000	100%	100%	100%	100%	Wholesale of frozen food, Hong Kong
Cool Cool Trading (International) Limited	1	1	100%	100%	100%	100%	Sales of frozen food, Hong Kong
King of Catering (Investment) Limited	10	10	60%	60%	60%	60%	Trading of cash coupons, Hong Kong
Local Food Production Limited	100	100	100%	100%	100%	100%	Sales of processed food, Hong Kong
Yvonne Credit Service Co., Limited	388,583,043	10,000	100%	100%	100%	100%	Provision of money lending business, Hong Kong
Head Captain Limited	1	N/A	100%	N/A	100%	N/A	Operation of a restaurant, Hong Kong

Note:

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results for the period or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.