

**EASY REPAY FINANCE & INVESTMENT LIMITED**  
**易還財務投資有限公司**

*(Continued into Bermuda with limited liability)*

**(Stock code: 8079)**

**FINAL RESULTS FOR THE YEAR ENDED 31 MARCH 2023**

**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 announcement, 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 announcement 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.*

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## FINANCIAL SUMMARY

Annual results for the five years from 2019

	<b>Year ended 31 March 2023 HK\$'000</b>	Year ended 31 March 2022 HK\$'000	Year ended 31 March 2021 HK\$'000	Year ended 31 March 2020 HK\$'000	Year ended 31 March 2019 HK\$'000
Revenue	<b>71,399</b>	98,271	115,368	116,110	206,268
Loss for the year	<b>(54,104)</b>	(64,324)	(94,698)	(63,940)	(37,134)
Loss attributable to owners of the Company	<b>(54,104)</b>	(64,324)	(93,952)	(63,441)	(37,108)
	<b>As at 31 March 2023 HK\$'000</b>	As at 31 March 2022 HK\$'000	As at 31 March 2021 HK\$'000	As at 31 March 2020 HK\$'000	As at 31 March 2019 HK\$'000
Total assets	<b>188,730</b>	225,133	278,695	378,796	443,488
Total liabilities	<b>(17,024)</b>	(21,763)	(11,001)	(15,704)	(23,585)
	<b>171,706</b>	203,370	267,694	363,092	419,903

## CORPORATE INFORMATION

### Directors

#### Executive Directors

Mr. Chan Yan Tak (*Chairman*) (*appointed on 22 July 2022*)  
 Mr. Lim Ming Shing, Tony (*appointed on 22 July 2022*)  
 Ms. Siu Yeuk Hung, Clara  
 Mr. Law Ka Kei

#### Independent Non-executive Directors

Mr. Lee King Fui  
 Mr. Joseph Rodrick Law (*appointed on 22 July 2022*)  
 Mr. To Kwan (*appointed on 1 November 2022*)  
 Ms. Ho Sau Ping, Pia (*appointed on 16 January 2023*)  
 Mr. Ho Tak Yin (*resigned on 1 November 2022*)  
 Mr. Lee Wing Lun (*resigned on 1 October 2022*)

#### Company Secretary

Mr. To Chi, *CPA, FCCA*

#### Compliance Officer

Ms. Siu Yeuk Hung, Clara

#### Authorised Representatives

Mr. Chan Yan Tak (*appointed on 22 July 2022*)  
 Mr. Lim Ming Shing, Tony (*appointed on 22 July 2022*)  
 Ms. Siu Yeuk Hung, Clara (*resigned on 22 July 2022*)  
 Mr. Law Ka Kei (*resigned on 22 July 2022*)

#### Audit Committee

Mr. Lee King Fui  
 Mr. Joseph Rodrick Law (*appointed on 22 July 2022*)  
 Mr. To Kwan (*appointed on 1 November 2022*)  
 Ms. Ho Sau Ping, Pia (*appointed on 16 January 2023*)  
 Mr. Ho Tak Yin (*resigned on 1 November 2022*)  
 Mr. Lee Wing Lun (*resigned on 1 October 2022*)

#### Remuneration Committee

Mr. Lee King Fui (*Chairman*)  
 Mr. Chan Yan Tak (*appointed on 22 July 2022*)  
 Mr. Lim Ming Shing, Tony (*appointed on 22 July 2022*)  
 Ms. Siu Yeuk Hung, Clara  
 Mr. Joseph Rodrick Law (*appointed on 22 July 2022*)  
 Mr. To Kwan (*appointed on 1 November 2022*)  
 Ms. Ho Sau Ping, Pia (*appointed on 16 January 2023*)  
 Mr. Law Ka Kei (*ceased on 22 July 2022*)  
 Mr. Ho Tak Yin (*resigned on 1 November 2022*)  
 Mr. Lee Wing Lun (*resigned on 1 October 2022*)

### Nomination Committee

Mr. Chan Yan Tak (*Chairman*) (*appointed on 22 July 2022*)  
 Mr. Lim Ming Shing, Tony (*appointed on 22 July 2022*)  
 Ms. Siu Yeuk Hung, Clara  
 Mr. Lee King Fui  
 Mr. Joseph Rodrick Law (*appointed on 22 July 2022*)  
 Mr. To Kwan (*appointed on 1 November 2022*)  
 Ms. Ho Sau Ping, Pia (*appointed on 16 January 2023*)  
 Mr. Law Ka Kei (*ceased on 22 July 2022*)  
 Mr. Ho Tak Yin (*resigned on 1 November 2022*)  
 Mr. Lee Wing Lun (*resigned on 1 October 2022*)

### Auditor

CL Partners CPA Limited  
 Certified Public Accountants  
 Registered Public Interest Entity Auditors  
 3203A-5, Tower 2,  
 Lippo Centre,  
 89 Queensway,  
 Admiralty, 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  
 17/F, Far East Finance Centre,  
 16 Harcourt Road,  
 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 02, 11/F, Eastmark,  
 21 Sheung Yuet Road,  
 Kowloon Bay, Kowloon,  
 Hong Kong

### Principal Bankers

Bank of China (Hong Kong) Limited  
 DBS Bank (Hong Kong) Limited  
 The Bank of East Asia Limited

### 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 2023 to the shareholders.

The money lending business has continued to achieve reasonable 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 approximately HK\$22.1 million.

The Company reviewed that 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 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, 貞下起元, 老蕭燉湯, Buon Cibo and Ganges Curry and source different types of products from local or overseas suppliers to satisfy the ever-changing needs of our customers.

## PROSPECTS

The Group has been implementing certain business strategies in response to the worsened market conditions arising by the novel coronavirus outbreak in Hong Kong. The Group plans to expand its money lending business and retail business, for instance, by hiring more salespersons and delivery staff and upgrading its online platform, taking into account the novel coronavirus outbreak in which consumers tend to do shopping online instead of doing their purchases at physical shops. The money lending business 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.

**Chan Yan Tak**

*Chairman*

Hong Kong, 23 June 2023



# 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, 貞下起元, 老蕭燉湯, Buno Cibo and Ganges Curry and source different types of products from local or overseas suppliers to satisfy the ever-changing conditions of our customers.

## OPERATION REVIEW

Revenue for the financial year ended 31 March 2023 was approximately HK\$71.4 million (2022: HK\$98.3 million). The loss before tax was reduced due to the decrease 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 ten years, a solid client base has been built. In the financial year, revenue for this segment under review was approximately HK\$22.1 million (2022: HK\$27.5 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.

### Company's Money Lending Business and Credit Risk Assessment Policy

The Group's money lending business has been mainly carried out by its subsidiary, Yvonne Credit Service Co., Limited ("Yvonne Credit"), a money lender license holder under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), since 2007.

The source of funding was mainly financed by the internal resources and the working capital of the Group. With a view to minimizing the credit risk, Yvonne Credit only granted loans to Hong Kong residents. Most of the Group's customers are referred by Yvonne Credit's registered referral agents and small portion of the Group's customers are walk-in customers.

Yvonne Credit has its internal assessment and work procedure in granting a loan. When a client is referred to Yvonne Credit by its registered referral agent, a loan application form setting out the potential client's personal information and financial position, including his/her source of income and amount of income, the market value of the property as collateral, and details of the outstanding mortgage (if any) with banks or other financing company will be submitted to the director who is responsible for the mortgage financing business for approval. Together with the loan application form, the following documents will be verified or reviewed:

- (i) Copy of identity card or passport;
- (ii) Copy of income proof, such as tax demand note, salary payroll receipt, employment contract or tenancy agreement;
- (iii) Copy of residential address proof of the latest three months, such as utility bills, tax return or bank statement;
- (iv) Legal search for the credit worthiness assessment; and
- (v) Land search report for the proof of property ownership.

In addition to the know-your-client procedure, Yvonne Credit will also observe the requirement to comply with the anti-money laundering or counter terrorist financing regulations for its financing business. Furthermore, to promote clients' awareness of the requirements of the Money Lenders Ordinance, a summary of provisions of the Money Lenders Ordinance will be attached, for client's reference, to the loan agreement to be entered between Yvonne Credit and its client.

### **Determination of Loan Terms**

The Group would determine the terms of the loans (including loan amount, duration and interest rate) on a case-by-case basis taking into account factors including but not limited to the cost of providing a particular loan, the financial background and repayment ability of the borrowers, the credit and business risks of the loan, the expected rates of return of the loan, the borrowers' credit rating and repayment record in other financial institutions, the borrower's earning abilities, the quality and value of the collateral (if any), the purpose of the loan, the relationship with the borrowers and guarantors (if any), the debt ratio of the borrower, the past repayment record (for repeated borrowers), the prevailing market interest rate for similar loans, and the general economic environment. Generally, unsecured loan is subject to higher interest rates given that the appearance of lack of collaterals but the actual interest rate charged might vary subject to the terms of maturity, loan size, financial strength of borrower/guarantor as well as business relationship with the Group.

Collaterals and guarantors would be obtained from the borrowers as appropriate on a case-by-case basis by considering the amount of the loan, the interest rate, whether the existing assets of the borrower would be able to cover the loan and interests, the financial background, repayment ability and credit worthiness of the borrowers. The Group may grant loans to borrowers without collateral if the borrower has stable employment, in sound financial condition and has good asset proof and credit history. Nevertheless, the Group is conservatively prudent and would assess the creditworthiness of the unsecured loans including but not limited to obtaining copies of income proof such as tax demand note, salary payroll, employment contract, and copies of assets proof such as asset title certificates, bank statements, financial statements and auditor's reports (where applicable) to assess the borrower's asset portfolio, leverage level and liquidity conditions before granting the loan.

### **Major Terms of Loans Granted**

The Group offers both mortgage loans and personal loans. The Group focuses on provision of mortgage loans which are secured by legal charge against real estates located in Hong Kong, including residential, and car parking spaces, to individuals or corporations. During the year ended 31 March 2023, the interest rates charged to mortgage loan customers were at the range from 10% to 38% per annum with the maturity profile from 12 to 300 months. The normal interest rates charged to mortgage loan customers range from 10% to 36% and the normal duration of mortgage loans is within the range from 12 to 120 months.

The Group also provides secured car loans and unsecured personal loans to individuals who are mainly owners of motor vehicles, real estate assets under the Home Ownership Scheme and the Tenant Purchase Scheme as well as private residential properties. During the year ended 31 March 2023, the interest rates charged to them were at the range from 4% to 55% per annum with the maturity profile from 1 to 240 months. The normal interest rates charged to these loans range from 15% to 36% for general borrowers and from 4% to 15% for existing customers or referral or refinance of wholesales customers, and the normal duration of these loans is within the range from 1 to 60 months.

The duration of loans is normally requested by the borrowers. The Group will determine the final duration of the loans based on the information provided by the borrowers, for example, the age of borrower, financial information of borrower and the past repayment record (if any). Sometimes, the Group grants loans at significant variance in duration and interest rate taking into account the loan amount, short term financing, special collaterals (e.g. antique, jewellery), long term business relationship and goodwill, etc.

### **Size and Diversity of Clients**

As at 31 March 2023, the carrying amount of loans and advances to customers was approximately HK\$62,951,000. As at 31 March 2023, there were 6 mortgage loan customers with first or second charge of approximately HK\$9,851,000, representing approximately 16% of the Group's entire loan portfolio as at 31 March 2023. The mortgage loans granted by the Group as at 31 March 2023 had a principal amount ranging from HK\$800,000 to HK\$3,000,000 (the average loan size being approximately HK\$1,525,000, with maturity profiles from 36 to 240 months (the average loan term being approximately 142 months) and interest rates ranging from 16% to 20% (the average interest rate being approximately 18%). As at 31 March 2023, the mortgage loans were secured by residential properties.

As at 31 March 2023, there were 207 secured car loans and 182 unsecured personal loans, which in total amounted to approximately HK\$53,100,000, representing approximately 84% of the Group's entire loan portfolio as at 31 March 2023. The secured car loans granted by the Group as at 31 March 2023 had a principal amount ranging from HK\$70,000 to HK\$1,800,000 (the average loan size being approximately HK\$161,000) with maturity profile from 12 to 60 months (the average loan term being approximately 47.7 months) and interest rates from 14.12% to 36% (the average interest rate being approximately 26.44%). The unsecured personal loans granted by the Group as at 31 March 2023 had had a principal amount ranging from HK\$8,000 to HK\$15,000,000 (the average loan size being approximately HK\$940,000) with maturity profile from 1 to 240 months (the average loan term being 38.9 months) and interest rates from 5% to 52.63% (the average interest rate being approximately 39.94%).

## **Key Internal Control Measures**

### ***Loan monitoring***

After loan advancement, the management of the Group would continue to monitor the financial conditions of the borrowers and the guarantors (if any) and value of the collaterals on a regular basis and take appropriate follow-up action with the borrowers including follow up calls and site visits where the financial condition of the borrowers deteriorates or the value of the collaterals decreases dramatically.

The Company will conduct regular company searches, internet searches and regulatory compliance searches towards the borrowers in order to monitor the risk level. The Company will also request borrowers for provision of any updated financial information if considered necessary to update their financial ability, credit risk and assess the loan recoverability. These exercises are to monitor if any material adverse change may arise on the financial or legal conditions on the borrowers. If it is noted that there is a material deterioration in the borrowers' financial condition, the Group may require repayment from the borrowers.

For secured loans, the Group would keep track on the market value of the pledged collaterals on a monthly basis and when the Group perceives that there is a huge fluctuation in the relevant market of the collateral so as to ensure that there is no material deterioration in value. If it is noted that the value of the collateral is insufficient to cover the risk exposure or the actual loan-to-collateral value ratio with respect to any loan advanced has reached or exceeded acceptable level, the Group may require the borrower to (i) provide additional collateral; (ii) partially repay the outstanding loan; or (iii) realise the value of the collateral in order to bring the loan-to-collateral value ratio back to acceptable level.

### ***Loan collection***

In order to minimise the Group's exposure to credit risk and follow up closely with its customers as to the deadlines in payment of interest and principal of the loans, (i) the relevant staff of Yvonne Credit is responsible for monitoring the status of loan repayment and keeping accounting records for monthly audit of the loan balance to ensure that all borrowers have made repayment on time in accordance with the terms of the relevant loan agreement; (ii) the relevant staff of Yvonne Credit will communicate regularly with the borrowers regarding their financial positions and credit profile to have an up-to-date understanding of their repayment ability and creditworthiness; (iii) the relevant staff is required to report to the directors of Yvonne Credit immediately in the event of late repayment, material change to the repayment ability or creditworthiness of the borrowers or any other events which indicate the recovery of the loan may be at risk; and (iv) the management is required to report the repayment status of all the Group's loans to the Directors on a quarterly basis so that the Directors can review the loan portfolio and discuss actions to be taken.

The Group has standard procedures in dealing with default in payment. In the event of failure to repay interest or principal amount by the due date, (i) within 2 days, the Group would proactively contact the borrower via phone and issue overdue payment reminders to the relevant borrower to urge him/her to settle the overdue amounts without further delay and enquire the reasons for the default; (ii) the Group would continue to contact the borrower on a weekly basis via telephone and email stating that the borrower should repay the outstanding amount as soon as possible and negotiate with the borrower for the repayment or settlement of the loan; (iii) if the default in repayment persists, 5 days after the due date, the Group would request its lawyer to issue a legal demand letter to the borrower explaining the legal proceedings to process the relevant legal actions in respect of the collateral for secured loan or petition bankruptcy for non-secured loan; and (iv) if no positive response is received within 2 days after the demand letter was issued, the management will decide whether to engage a debt collection agent or commence legal proceedings against the borrower. Yvonne Credit may also take legal actions to enforce the possession of the defaulted client's property for auction and defaulted client's motor vehicle for sale.



## LOAN IMPAIRMENT ASSESSMENT

The Group adopted the requirements in respect of ECL assessment set forth in HKFRS 9 issued by the HKICPA in determining the impairment loss allowance for its loan receivables. The details of the accounting policies in respect of the impairment assessment of financial assets are set out under note 3 to the consolidated financial statements of the Group in this Annual Report. The Company has taken into account the following factors on the impairment assessment for the outstanding loans and unlisted debt securities due from the connected parties and independent third parties in accordance with the HKFRS 9:

- (i) the probability of default and the likelihood that the borrowers may fail to pay back the loans. The Company will perform due diligence on the financial statements and consider the macro-environment and the latest announcements of the borrowers. The repayment history of the borrowers will also be taken into account;
- (ii) the loss given default and the expected cash shortfall between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive. The Company will consider the value of the collaterals pledged for the loans, if any; and
- (iii) forward-looking market data such as gross domestic product will also impact to the recoverability of the loans.

For the purpose of impairment assessment, loans of the Group are classified as stage 1, 2 and 3 according to the prevailing accounting standard.

- Stage 1 – are loans with no significant increase in credit risk of the financial instrument since their initial recognition.
- Stage 2 – are loans with increase in credit risk of the financial instrument since their initial recognition.
- Stage 3 – loans has significant increase in credit risk of the financial instrument since initial recognition and considered as credit-impaired. Impairment was assessed for each of the loans and the ECL model for internal impairment assessment has taken into account the following:
  - (1) expected life and contractual terms of a financial instrument
  - (2) market probability of default
  - (3) market loss given default or discounted recovery rate and
  - (4) forward-looking market data.

The management will from time to time assess whether the credit risk of the loan receivables has increased significantly since their initial recognition. Other than the adverse effect to the economic environment arising from the novel coronavirus disease (COVID-19), the factors to be considered for possible loan impairment include the clients' repayment track record and updated financial position, the change in the market value of clients' properties as well as the sentiment of the overall market in Hong Kong. The Company 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.

Based on the above ECL model, there was a recognition of net impairment losses arising from expected credit losses on loans and advances to customers in the amount of approximately HK\$8.4 million for the year ended 31 March 2023 (2022: approximately HK\$25.8 million). The impairment on loan receivables for the year ended 31 March 2023 was mainly attributable to delay payment of certain borrowers due to the continuation of the novel coronavirus disease (COVID-19) and economic downturn for the year ended 31 March 2023 which have affected the repayment ability of the borrowers.

### **Retail and Wholesale Business**

The Group is operating 5 retail shops which located in Wanchai, Lai Chi Kok, Kowloon Bay, San Po Kong 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.

Revenue for this segment for the year ended 31 March 2023 was approximately HK\$49.3 million (2022: HK\$70.7 million).

The revenue from sale of goods decrease of approximately 30.2% as compared to the corresponding period in 2022. Furthermore, there are many new competitors with similar business model in the market, resulting in severe competitions.

### **Inventories, Deposits, Prepayments and Other Receivables**

During the year, the Group launched new product line for pets products and human supplement products. Therefore, the Group purchased substantial stocks of pets and supplement products from suppliers resulting in significant increase in inventories and deposit for inventories purchase as at 31 March 2023.

### **Disposal of a Subsidiary**

On 28 March 2023, Perfect Catering Group Limited ("Vendor"), the subsidiary of the Company and Ms. Chow Yee Man Linda ("Purchaser") entered into the Sales and Purchase Agreement, pursuant to which, the Purchaser agreed to acquire and the Vendor has agreed to sell the Sales Shares and assign the benefit and advantage of the Shareholder's Loan owed by Cool Cool Trading (International) Limited ("Target Company") to the Purchaser, at a consideration of HK\$100,000. The Sale Shares represents 100% of the issued share capital of the Target Company ("Disposal").

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 Board is of the view that the operation of wholesale business in Hong Kong is not performing as expected and to continue the operation of wholesale business is going to take up too much resources of the Group which can be put on other sectors. As such, the Board considers that by disposing the Target Company, the Group can re-focus its resources to main business sectors of the Group.

The sales proceeds (after deducting relevant costs and expenses in connection with the Disposal) has been applied to the general working capital of the Company.

The Disposal was completed on 31 March 2023, the Target Company has been ceased to be a subsidiary of the Company.

### **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.

## **CONNECTED TRANSACTION INVOLVING ACQUISITION OF 90.1% EQUITY INTEREST IN UNION RAISE LIMITED AND CONTINUING CONNECTED TRANSACTION IN RELATION TO THE PROPOSED ENTERING INTO OF MANAGEMENT AGREEMENT A; AND CONNECTED TRANSACTION INVOLVING SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE A**

### **Acquisition A**

On 8 February 2023, the Company, as purchaser, and Mr. Cheng Sai Chit Luke ("Mr. Cheng"), as vendor, entered into the Sale and Purchase Agreement A, pursuant to which the Company has conditionally agreed to purchase, and Mr. Cheng has conditionally agreed to sell, subject to the completion of the Increase in Issued Share Capital A and the terms and conditions under the Sale and Purchase Agreement A, the Sale Shares A, representing approximately 90.1% equity interest in Union Raise Limited ("Union Raise"), at a consideration of HK\$1,000,000.

Pursuant to the Sale and Purchase Agreement A, upon the completion of Acquisition A, the Company, Union Raise and Mr. Cheng shall enter into the Management Agreement A, pursuant to which Mr. Cheng, as manager, shall provide such management services to Union Raise for a term commencing from the date of the Management Agreement A and ending on the date falling on the second anniversary of the date of the Management Agreement A, and provide the Profit Guarantee A in favour of Union Raise.

**Management Agreement A**

The term of the Management Agreement A shall commence on the date of the Management Agreement A and end on the earlier of (i) the date falling on the second anniversary of the commencement date of such term; and (ii) the date on which the Management Agreement A is terminated in accordance with the terms and conditions therein.

**Service Fee**

The service fee is HK\$30,000 per month in arrears to be paid by Union Raise to Mr. Cheng on the last day of every six calendar months.

**Annual Caps**

The Directors estimate that the maximum amount payable by Union Raise to Mr. Cheng under the Management Agreement A on an annual basis will not exceed HK\$500,000 and HK\$500,000 for the first and second anniversary of the date of the Management Agreement A, respectively (the "Annual Caps").

The Annual Caps amount are calculated by reference to the total service fee payable under the Management Agreement A, which in turn is determined based on the experience of Mr. Cheng, the duties and level of responsibilities of Mr. Cheng and the prevailing market conditions.

**Profit Guarantee**

Pursuant to the terms and conditions of the Management Agreement A, Mr. Cheng shall irrevocably and unconditionally warrant and guarantee to Union Raise that the Net Profit of Union Raise, calculated in accordance with the HKFRS as shown in its audited financial statements for the following twelve (12)-month periods (the "Guaranteed Period(s)") issued by the Auditors shall not be less than the following Guaranteed Profit (the "Profit Guarantee A"):

- (i) for the first twelve (12)-month period commencing on the date of the Management Agreement A, the Guaranteed Profit shall not be less than HK\$1,000,000; and
- (ii) for the second twelve (12)-month period immediately following the expiry of the said first twelve (12)-month period, the Guaranteed Profit shall not be less than HK\$3,000,000.

In the event that the Actual Profit of Union Raise, calculated in accordance with the HKFRS for any of the Guaranteed Periods as shown in the Guarantee Certificate (as defined below) is less than the Guaranteed Profit for such Guaranteed Period, then Mr. Cheng undertakes to pay to Union Raise, an amount (A) (the "Shortfall A") calculated as follows:

$$A = \text{Guaranteed Profit} - \text{Actual Profit}$$

In such event, Mr. Cheng shall be obliged to pay Union Raise, within twenty (20) Business Days upon the receipt of the Guarantee Certificate an amount equivalent to the Shortfall A in cash.

For the avoidance of doubt, should Union Raise record a loss in its audited financial statements for any of the Guaranteed Periods, the Actual Profit for such Guaranteed Period shall be deemed as zero (0).

**Subscription A**

On 8 February 2023, the Company and Mr. Cheng entered into the Subscription Agreement A, pursuant to which the Company has conditionally agreed to allot and issue, and Mr. Cheng has conditionally agreed to subscribe for, an aggregate of 43,000,000 new Shares ("Subscription Shares A") at the Subscription Price of HK\$0.20 per Subscription Share A for a total consideration of HK\$8,600,000.

Subject to completion of Acquisition A and Subscription A, it is expected that the gross proceeds and the net proceeds, after deduction of relevant expenses (including but not limited to the professional fees and disbursements), from Subscription A will be HK\$8,600,000 and approximately HK\$7,600,000, respectively. On such basis, the net price raised per Subscription Share A upon completion of Subscription A will be approximately HK\$0.177. The net proceeds from Subscription A are applied to be used (i) as to HK\$1,000,000 for financing Acquisition A; and (ii) as to approximately HK\$6,600,000 for the operation and working capital of Union Raise.

As Mr. Cheng is the brother-in-law of both Mr. Chan Yan Tak, being an executive Director and the chairman of the Board, and Mr. Lim Ming Shing Tony, being an executive Director, and a director of an indirect wholly-owned subsidiary of the Company, and therefore, Mr. Cheng is a connected person of the Company and the transactions contemplated under the Sale and Purchase Agreement A constitute a connected transaction and the transactions contemplated under the Management Agreement A constitute a continuing connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules.

Subscription A also constitutes a connected transaction of the Company under the GEM Listing Rules and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The completion of Acquisition A and Subscription A took place on 23 May 2023.

Upon the completion of Acquisition A, Union Raise is owned as to 90.1% by the Company and 9.9% by Mr. Cheng, and Union Raise has become a direct non-wholly owned subsidiary of the Company. As such, the financial information of the Union Raise will be consolidated into the consolidated financial statements of the Group.

Pursuant to the terms and conditions of the Sale and Purchase Agreement A, upon the completion of Acquisition A, Mr. Cheng entered into the Management Agreement A with Union Raise and the Company.

## **ACQUISITION OF 90.1% EQUITY INTEREST IN PETS SUPERMARKET LIMITED AND THE PROPOSED ENTERING INTO OF MANAGEMENT AGREEMENT B; AND SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE B**

### **Acquisition B**

On 8 February 2023, the Company, as purchaser, and Ms. Li Yung ("Ms. Li"), as vendor, entered into the Sale and Purchase Agreement B, pursuant to which the Company has conditionally agreed to purchase, and Ms. Li has conditionally agreed to sell, subject to the completion of the Increase in Issued Share Capital B and the terms and conditions under the Sale and Purchase Agreement B, the Sale Shares B, representing 90.1% equity interest in Pets Supermarket Limited ("Pets Supermarket"), at a consideration of HK\$1,000,000.

Pursuant to the Sale and Purchase Agreement B, upon the completion of Acquisition B, the Company, Pets Supermarket and Ms. Li shall enter into the Management Agreement B, pursuant to which Ms. Li, as manager, shall provide such management services to Pets Supermarket for a term commencing from the date of the Management Agreement B and ending on the date falling on the second anniversary of the date of the Management Agreement B, and provide the Profit Guarantee B in favour of Pets Supermarket.

### **Management Agreement B**

The term of the Management Agreement B shall commence on the date of the Management Agreement B and end on the earlier of (i) the date falling on the second anniversary of the commencement date of such term; and (ii) the date on which the Management Agreement B is terminated in accordance with the terms and conditions therein.

### **Service Fee**

The service fee is HK\$30,000 per month in arrears to be paid by Pets Supermarket to Ms. Li on the last day of every six calendar months.

### **Profit Guarantee**

Pursuant to the terms and conditions of the Management Agreement B, Ms. Li shall irrevocably and unconditionally warrant and guarantee to Pets Supermarket that the Net Profit of Pets Supermarket, calculated in accordance with the HKFRS as shown in its audited financial statements for the following Guaranteed Periods issued by the Auditors shall not be less than the following Guaranteed Profit (the "Profit Guarantee B"):

- (i) for the first twelve (12)-month period commencing on the date of the Management Agreement B, the Guaranteed Profit shall not be less than HK\$1,000,000; and
- (ii) for the second twelve (12)-month period immediately following the expiry of the said first twelve (12)-month period, the Guaranteed Profit shall not be less than HK\$3,000,000.



In the event that the Actual Profit of Pets Supermarket, calculated in accordance with the HKFRS for any of the Guaranteed Periods as shown in the Guarantee Certificate is less than the Guaranteed Profit for such Guaranteed Period, then Ms. Li undertakes to pay to Pets Supermarket, an amount (A) (the "Shortfall B") calculated as follows:

$$A = \text{Guaranteed Profit} - \text{Actual Profit}$$

In such event, Ms. Li shall be obliged to pay Pets Supermarket, within twenty (20) Business Days upon the receipt of the Guarantee Certificate an amount equivalent to the Shortfall B in cash.

For the avoidance of doubt, should Pets Supermarket record a loss in its audited financial statements for any of the Guaranteed Periods, the Actual Profit for such Guaranteed Period shall be deemed as zero (0).

### **Subscription B**

On 8 February 2023 (after trading hours of the Stock Exchange), the Company and Ms. Li entered into the Subscription Agreement B, pursuant to which the Company has conditionally agreed to allot and issue, and Ms. Li has conditionally agreed to subscribe for, an aggregate of 43,000,000 new Shares at the Subscription Price of HK\$0.20 per Subscription Share B for a total consideration of HK\$8,600,000.

Subject to completion of Acquisition B and Subscription B, it is expected that the gross proceeds and the net proceeds, after deduction of relevant expenses (including but not limited to the professional fees and disbursements), from Subscription B will be HK\$8,600,000 and approximately HK\$7,600,000, respectively. On such basis, the net price raised per Subscription Share B upon completion of Subscription B will be approximately HK\$0.177. The net proceeds from Subscription B are applied to be used (i) as to HK\$1,000,000 for financing Acquisition B; and (ii) as to approximately HK\$6,600,000 for the operation and working capital of Pets Supermarket.

The completion of Acquisition B and Subscription B took place on 23 May 2023.

Upon the completion of Acquisition B, Pets Supermarket is owned as to 90.1% by the Company and 9.9% by Ms. Li, and Pets Supermarket has become a direct non-wholly owned subsidiary of the Company. As such, the financial information of the Pets Supermarket will be consolidated into the consolidated financial statements of the Group.

Pursuant to the terms and conditions of the Sale and Purchase Agreement B, upon the completion of Acquisition B, Ms. Li entered into the Management Agreement B with Pets Supermarket and the Company.

Details of the Acquisition A, Acquisition B, Subscription A and Subscription B were disclosed in the announcements and circular dated 8 February, 2023, 1 March 2023, 14 March 2023, 29 March 2023, 12 April 2023, 19 April 2023, 26 April 2023, 9 May 2023 and 23 May 2023 respectively.

## **PROPOSED CHANGE OF COMPANY NAME**

On 23 February 2023, the Board proposes to change the English name of the Company from "Easy Repay Finance & Investment Limited" to "Wisdomcome Group Holdings Limited" and to adopt "仍志集團控股有限公司" as the Chinese secondary name of the Company (together, the "Proposed Change of Company Name").

### **Reasons for the Proposed Change of Company Name**

Reference is made to the announcement of the Company dated 19 July 2022 (the "Announcement"). Unless otherwise stated, the capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

Immediately after the close of the Offer, and taking into account the valid acceptances in respect of 38,509,298 Offer Shares, the Offeror and parties acting in concert with it are interested in an aggregate of 120,797,911 Shares, representing approximately 50.26% of all the issued Shares as at the date of the Announcement. The Proposed Change of Company Name is to reflect the change in ownership of the majority of shares of the Company. In addition, as the Group is exploring new revenue stream to diversify its business, the Board is of the opinion that the proposed new company name of "Wisdomcome Group Holdings Limited 仍志集團控股有限公司" will better reflect the current status of the Group's business development and its direction of future development. Therefore, the Proposed Change of Company Name can provide the Company with more accurate corporate image and clearer identity. The Board is of the view that the Proposed Change of Company Name will benefit the Group's future business development and is in the best interests of the Group and the Shareholders as a whole.



Following the passing of the special resolution in relation to the Proposed Change of Company Name by the Shareholders by way of poll at the SGM held on 29 May 2023, the Company has changed its English name from “Easy Repay Finance & Investment Limited” to “Wisdomcome Group Holdings Limited” and the secondary name in Chinese from “易還財務投資有限公司” to “仍志集團控股有限公司”.

The Certificate of Change of Name and Certificate of Secondary Name of the Company was issued by the Registrar of Companies in Bermuda on 4 June 2023 and 2 June 2023 respectively and the Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company was issued by the Registrar of Companies in Hong Kong on 16 June 2023.

## PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME

The Company has adopted a share option scheme on 4 January 2011 (the “2011 Share Option Scheme”), which has expired on the tenth anniversary of its adoption. No further options can be offered or granted upon the expiration of the 2011 Share Option Scheme.

In view of the expiration of the 2011 Share Option Scheme, the Board proposed to adopt the New Share Option Scheme (the “New Share Option Scheme”) in accordance with Chapter 23 of the Rules Governing the Listing of Securities on GEM (“GEM Listing Rules”) to provide incentives or rewards to the participants for their contribution or potential contribution to the Group.

The Directors consider that the New Share Option Scheme will enable the Group to reward its employees, directors and other participants for their contributions to the Group and will assist the Group in its recruitment and retention of high calibre professionals, executives and employees who are instrumental to the growth and development of the Group’s business.

The effective date of the Adoption of New Share Option Scheme was 29 May 2023.

## PROPOSED AMENDMENTS TO THE BYE-LAWS

Pursuant to Rule 17.50(1) of the GEM Listing Rules, the Board proposes to amend the existing bye-laws (“Bye-laws”) of the Company to (i) keep up with technological developments allowing general meetings to be held as an electronic meeting (also referred to as a virtual general meeting) or as a hybrid meeting; and (ii) bring the Bye-laws to be in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022. In view of the proposed changes, the Board proposes to adopt an amended and restated bye-laws (“New Bye-laws”) in substitution for, and to the exclusion of, the existing Bye-laws.

On 29 May 2023, all the ordinary resolution and special resolutions for Proposed Change of Company Name, Proposed Adoption of New Share Option Scheme and Proposed Amendments to the Bye-laws were duly passed by the Shareholders by way of poll.

Details of the Proposed Change of Company Name, Proposed Adoption of New Share Option Scheme and Proposed Amendments to the Bye-laws were disclosed in the announcements and circular dated 23 February 2023, 2 May 2023 and 29 May 2023 respectively.

## SIGNIFICANT INVESTMENT IN SUBSCRIPTION OF INTEREST IN A FUND

On 17 January 2022, Yvonne Credit Service Co., Limited (“Subscriber”), being a subsidiary of Company, entered into the Subscription Agreement, pursuant to which the Subscriber agreed to subscribe for the Class A Shares in the Albany Creek Bond Series SP (“Segregated Portfolio”), a segregated portfolio of Albany Creek Fund SPC (“Fund”), up to approximately HK\$10,000,000. Up to the year ended 31 March 2022, the aggregate subscription in the Fund was HK\$26,000,000.

The Segregated Portfolio is to aim to generate stable fixed income for Shareholders by investing in bonds, debentures, promissory notes and other similar products of Hong Kong listed companies and/or sizeable corporations.

The Fund was incorporated on 17 November 2017 as an exempted company with limited liability and registered as a segregated portfolio company under the laws of the Cayman Islands.

The authorized share capital of the Fund is US\$50,000.00 divided into 100 voting, non-redeemable Management Shares of a nominal or par value US\$0.01 each and 4,999,900 participating, limited-voting, redeemable Participating Shares (which may be issued in different classes and with respect to different Segregated Portfolios from time to time) of a nominal or par value of US\$0.01 each. The historical return of Segregated Portfolio is 26.493% as of 31 December 2021 since inception.

The principal purpose of the Group of the Subscription is to diversify the investment portfolio of the Group with an aim to enhancing its profitability. The Subscription provides an opportunity to the Group to enhance return by utilising the idle cash of the Group.

As at 31 March 2023, the fair value of the Fund was HK\$28,017,000 and such fair value represents 14.8% in the Group's total assets. For the year ended 31 March 2023, the change in fair value arisen from the Fund was HK\$851,000 while the total amount of dividends received from the Fund was nil.

Save and except for the above, none of each individual investment constitutes 5% or above of the total assets of the Group as at 31 March 2023.

Details of the Subscriptions was disclosed in the announcements dated 31 August 2020, 15 September 2020, 17 January 2022, 24 January 2022 and 28 January 2022.

## LIQUIDITY AND FINANCIAL RESOURCES

The Group generally financed its operations with internally generated cash flows. As at 31 March 2023, the Group had cash and cash equivalents of approximately HK\$25.8 million (2022: HK\$21.7 million).

As at 31 March 2023, the Group had borrowings of HK\$1.2 million (2022: HK\$3.0 million) which were used to finance the operation of the Group.

As at 31 March 2023, the Group's gearing ratio, expressed as a percentage of total borrowings (comprising borrowings) less cash and cash equivalents then divided by total equity was nil (2022: Nil).

## CHARGES ON GROUP'S ASSETS

As at 31 March 2023, no financial instruments was pledged as collateral to securities brokers for margin financing granted to the Group and no margin financing was utilised by the Group except for a loan of HK\$1,200,000 are secured by a property. (2022: Nil).

## 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 2023, the Group had 75 (2022: 90) full-time employees. The total employee remuneration, including of the Directors, for the year ended 31 March 2023 amounted to approximately HK\$33.2 million (2022: HK\$34.3 million). The Group remunerates its employees based on their performance, experience and the prevailing commercial practice.

## RETIREMENT BENEFIT PLANS

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds. Both the Group and the employees are required to contribute based on a fixed percentage of the employee's relevant income up to a maximum of HK\$1,500 per employee per month.

Contributions to the MPF by the Group for its employees are fully and immediately vested in the employees once the contributions are made. There are no contributions forfeited by the Group on behalf of its employees who leave the plan prior to vesting fully in such contribution. Hence, there is no forfeited contributions which may be used by the Group to reduce the existing level of contributions.

## CAPITAL STRUCTURE

During the year ended 31 March 2023, the change of the capital structure of the Company are as follows:

### Rights Issue

On 21 September 2022, the Company completed the Rights Issue to allot and issue 120,179,677 shares on the basis of one (1) rights share for every two (2) shares at the subscription price of HK\$0.12 per rights share ("Rights Issue"). The gross proceeds of the Rights Issue were approximately HK\$14.42 million before expenses. The net proceeds were approximately HK\$12.62 million, representing a net subscription price of approximately HK\$0.11 per rights share.

The closing price per share as quoted on the Stock Exchange on 10 August 2022, being the date of Rights Issue Announcement was HK\$0.218.

As disclosed in the 2022 Annual Report of the Company, the Group has been loss making over the last five financial years since 2018. As at 10 August 2022 (being the date of the Rights Issue Announcement), the Group's cash on hand dropped to approximately HK\$14 million, the Group needs to settle outstanding professional fees and other expenses (such as audit fee, tax service fee and legal fee) in the approximate amount of HK\$3.8 million. The Company has a net cash outflow of approximately HK\$1.07 million per month. Accordingly, the Company needs to raise funds for working capital and for expanding its money lending business which has seen steady growth over the past years and launch new products for its retail operations for diversification and broadening of the product base.

The net proceeds of HK\$12.62 million were fully utilised as to (i) approximately HK\$6 million was used for the continual expansion of its money lending business; (ii) approximately HK\$6 million was used for purchase of products to expand its retail operations offering; and (iii) approximately HK\$0.62 million was used for general working capital of the Group.

Details of the Rights Issue were disclosed in the announcements of the Company dated 10 August 2022, 29 August 2022, 14 September 2022 and 21 September 2022.

### Placing of New Shares

On 21 November 2022, the Company completed the placing to allot and issue 72,105,000 placing shares at the placing price of HK\$0.149 per placing share ("Placing").

The closing price per share as quoted on the Stock Exchange on 1 November 2022, being the date of placing announcement was HK\$0.149.

In light of the need of further fund for the continual expansion of the Group's money lending business, the Board has resolved to conduct the Placing to raise further funds to strengthen the financial position of the Group in order to further support the continual expansion of the Group's money lending business.

The gross proceeds from the Placing was approximately HK\$10,744,000 and the net proceeds, after the deduction of the placing commission and other related expenses, was estimated to be approximately HK\$9.8 million, representing a net issue price of approximately HK\$0.136 per placing share.

The net proceeds of HK\$9.8 million were fully utilized (i) as to approximately HK\$9 million for the continual expansion of the Group's money lending business; and (ii) HK\$0.8 million for the general working capital of the Group.

Details of the Placing were disclosed in the announcements of the Company dated 1 November 2022 and 21 November 2022 respectively.

The total issued share capital of the Company as at 31 March 2023 are 432,644,031 shares.

## CONTINGENT LIABILITIES

As at 31 March 2023, the Company did not provide any corporate guarantee to third parties.

## DIVIDEND

The Directors of the Company did not recommend the payment of any dividend for the year ended 31 March 2023 (2022: Nil).

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR EXECUTIVES

### EXECUTIVE DIRECTORS

#### **Mr. Chan Yan Tak (“Mr. Chan”), Chairman and Executive Director**

Mr. Chan Yan Tak, aged 54, joined the Company on 22 July 2022. Mr. Chan is the Chairman and the Controlling Shareholder of the Company. Mr. Chan is the chairman of the Nomination Committee and a member of Remuneration Committee of the Company.

Mr. Chan is the chairman and chief executive officer of Wisdomcome Group. The group engaged in different businesses including, health food supplements and pharmaceutical trading business as well as property investment and development. Mr. Chan was the chairman of the board of directors of Shunten International (Holdings) Limited, a company the shares of which are listed on The Stock Exchange of Hong Kong Limited until 1 April 2019. Mr. Chan has acted as the honorary president of the Federation of Beauty Industry (H.K.). He has been a member of the Association of Hong Kong and Kowloon Practitioners of Chinese Medicine Limited since 2004 and was then appointed as the advisor of the abovementioned association in 2008. Mr. Chan is currently a director of Yan Oi Tong and a founding member of Affectionate World Charitable Foundation Limited (人間有情慈善基金有限公司) since May 2017, both are registered non-profit making charitable organisations.

Mr. Chan was adjudged bankrupt by virtue of the bankruptcy order made by the High Court of Hong Kong on 19 January 2000 as a result of the bankruptcy petitions made by a creditor against him on 25 October 1999 for his default in repayment of a loan granted by the creditor to Mr. Chan and his spouse (the liability of them in respect of the loan being joint and several). By the expiration of four years since his bankruptcy order, Mr. Chan was discharged from bankruptcy on 19 January 2004 pursuant to section 30A of Bankruptcy Ordinance (Chapter 6, the Laws of Hong Kong) and a Certificate of Discharge was made by the High Court of Hong Kong on 11 March 2004.

Mr. Chan interested in 181,196,866 Shares, representing approximately 34.94% of the total issued share capital of the Company as at 31 March 2023.

Mr. Chan is the brother-in-law of Mr. Lim Ming Shing, Tony, an executive Director of the Company.

#### **Mr. Lim Ming Shing, Tony (“Mr. Lim”), Executive Director**

Mr. Lim Ming Shing, Tony, aged 61, joined the Company on 22 July 2022. Mr. Lim is a member of Nomination Committee and Remuneration Committee of the Company.

Mr. Lim is a senior official of Wisdomcome Group. The group engaged in different businesses including health food supplements and pharmaceutical trading business as well as property investment and development. From 2014 to March, 2020, he served as Director and Chief Financial Officer of the Shunten International (Holdings) Limited. Mr. Lim has over 22 years of experience in financial and management accounting. He was awarded a professional diploma in management accountancy from the Hong Kong Polytechnic University (previously known as Hong Kong Polytechnic) in 1985 and he obtained his Master Degree in Business Administration from Heriot-Watt University, United Kingdom in 1999. He is a member of Hong Kong Institute of Certified Public Accountants, Association of Chartered Certified Accountants and Chartered Institute of Management Accountants.

Mr. Lim is the brother-in-law of Mr. Chan, the Chairman and executive Director of the Company.

**Ms. SIU Yeuk Hung, Clara (“Ms. Siu”)**, aged 58, 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 has been appointed as the chairman of the Company with effect from 2 July 2020.

**Mr. LAW Ka Kei (“Mr. Law”)**, aged 46, is a director of several subsidiaries of the Company. Mr. Law joined the Group as the General Manager of People’s Market in 2012 and appointed as executive director of the Company with effect from 2 July 2020. Mr. Law has over 18 years’ retail chain management experience. Mr. Law obtained a Degree of Business Administration from Lingnan University, Hong Kong.



## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. LEE King Fui** (“Mr. Lee”), aged 44, 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 20 years of experience in accounting, audit and corporate 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 and became a fellow member since September 2020. 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 also admitted as a chartered accountant of the Malaysian Institute of Accountants since March 2004.

### **Mr. Joseph Rodrick Law (“Mr. Law”), Independent Non-executive Director**

Mr. Joseph Rodrick Law, aged 43, joined the Company on 22 July 2022. Mr. Law is a member of Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. Law is an entrepreneur, investor, bestselling author, visiting professor and philanthropist. He is the Chairman of J Global Limited, a consulting firm serving companies across Australia, Hong Kong, China, Southeast Asia, India, the United States, and Europe.

Mr. Law is a mentor for Cyberport Hong Kong and Tasmu Smart Qatar, an initiative aligned to the Ministry of Communications and Information Technology of Qatar. He is a visiting professor for the school of entrepreneurship at the Rishihood University.

Mr. Law is an Amazon best-selling author and columnist for the Forbes Magazine in China. He is the author of *The Chill Panda: Dealing with Change in Work and Life* and *Authentic Power and Greatness*. He has been interviewed by international media outlets, such as Yahoo! Finance, The Australian Financial Review, Sky News, the Financial Times, and the Wall Street Journal.

Mr. Law was invited by the former Foreign Minister of Australia to the advisory board of the think tank, Australia-China Relations Institute at the University of Technology Sydney. He has worked with the Sustainable Stock Exchange Initiative, co-organized by the United Nations Conference on Trade and Development. Mr. Law is the Chairman of the International Association of Mental Health Hong Kong and cofounder of JC Happiness Charity Foundation. He is also a member of the advisory committee of The Fred Hollows Foundation (HK).

### **Mr. To Kwan (“Mr. To”), Independent Non-executive Director**

Mr. To Kwan, aged 48, joined the Company on 1 November 2022. Mr. To is a member of Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Mr. To holds a bachelor degree in commerce from The University of Melbourne, Australia. Mr. To is an executive director of China Uptown Group Company Limited (a company listed on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”); stock code: 2330). Mr. To was an executive director of Sino Union Energy Investment Group Limited (“Sino Union”) (now known as Yanchang Petroleum International Limited) (a company listed on the main board of Stock Exchange; stock code: 346) during April 2012 to August 2014 and the chief financial officer of Sino Union during December 2009 to March 2012. He was also the chief financial officer of Hoifu Petroleum Group Limited (now known as Wisdom Wealth Resources Investment Holding Group Limited) (a company listed on the main board of the Stock Exchange; stock code: 007) during May 2012 to April 2014, the chief accountant and financial controller of China Oil and Gas Group Limited (a company listed on the main board of the Stock Exchange; stock code: 603) during September 2004 to December 2008 and the chief financial officer of Tem Fat Hing Fung (Holdings) Limited (now known as China Daye Non-Ferrous Metals Mining Limited) (a company listed on the main board of the Stock Exchange; stock code: 661) during December 2002 to May 2004. He has over 20 years of experience in accounting, corporate finance, merger and acquisition and corporate governance. He is a member of the CPA Australia.



**Ms. Ho Sau Ping, Pia (“Ms. Ho”), Independent Non-executive Director**

Ms. Ho Sau Ping, Pia, aged 64, joined the Company on 16 January 2023. Ms. Ho is a member of Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Ms. Ho has been a senior media company officer, and has been engaged in executive management of media content and broadcast programme activities, as well as philanthropy and operational management of social and cultural enterprises, for over 14 years.

Ms. Ho was formerly Creative Director and Producer at Hong Kong Commercial Broadcasting Company Limited, one of Hong Kong’s major broadcasting companies. She is a co-founding member of international theatre company Zuni Icosahedron, that has managed events in more than 30 cities, is a venue partner of the Hong Kong Cultural Centre, and is one of the major Hong Kong government-supported professional performing arts groups.

## 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 2023.

During the year ended 31 March 2023, 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.

## 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 2023.

## 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. 24 Board meetings were held during the financial year ended 31 March 2023. 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. Chan Yan Tak (appointed on 22 July 2022)	17/17	1/1
Mr. Lim Ming Shing, Tony (appointed on 22 July 2022)	17/17	1/1
Ms. Siu Yeuk Hung, Clara	24/24	1/1
Mr. Law Ka Kei	24/24	1/1
Independent Non-executive Directors		
Mr. Lee King Fui	22/22	1/1
Mr. Ho Tak Yin (resigned on 1 November 2022)	10/10	1/1
Mr. Lee Wing Lun (resigned on 1 October 2022)	9/9	1/1
Mr. Joseph Rodrick Law (appointed on 22 July 2022)	15/15	1/1
Mr. To Kwan (appointed on 1 November 2022)	10/10	N/A
Ms. Ho Sau Ping, Pia (appointed on 16 January 2023)	5/5	N/A

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 2 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.

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 2023.

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.

Mr. Chan Yan Tak was appointed as the chairman of the Company and Ms. Siu Yeuk Hung, Clara was resigned as the chairman of the Company both with effect from 22 July 2022. Ms. Siu Yeuk Hung Clara remains as 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 2023, a remuneration committee (the "Remuneration Committee"), consisting of four Independent Non-executive Directors and three 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 2023, the Remuneration Committee held six 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:

<b>Name of Directors</b>	<b>Number of meeting attended/Number of meeting held</b>
Mr. Lee King Fui	6/6
Mr. Chan Yan Tak (appointed on 22 July 2022)	3/3
Mr. Lim Ming Shing, Tony (appointed on 22 July 2022)	3/3
Ms. Siu Yeuk Hung, Clara	6/6
Mr. Law Ka Kei (ceased on 22 July 2022)	3/3
Mr. Ho Tak Yin (resigned on 1 November 2022)	3/3
Mr. Lee Wing Lun (resigned on 1 October 2022)	3/3
Mr. Joseph Rodrick Law (appointed on 22 July 2022)	3/3
Mr. To Kwan (appointed on 1 November 2022)	2/2
Ms. Ho Sau Ping, Pia (appointed on 16 January 2023)	N/A

## 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 2023, it consists of four Independent Non-executive Directors, Mr. Lee King Fui, chairman of the Audit Committee, Mr. Joseph Rodrick Law, Mr. To Kwan and Ms. Ho Sau Ping, Pia. Four meetings were held during the financial year ended 31 March 2023. Attendance of the members of the Audit Committee is set out below:

<b>Name of Directors</b>	<b>Number of meeting attended/Number of meeting held</b>
Mr. Lee King Fui	4/4
Mr. Ho Tak Yin (resigned on 1 November 2022)	2/2
Mr. Lee Wing Lun (resigned on 1 October 2022)	2/2
Mr. Joseph Rodrick Law (appointed on 22 July 2022)	3/3
Mr. To Kwan (appointed on 1 November 2022)	2/2
Ms. Ho Sau Ping, Pia (appointed on 16 January 2023)	1/1

The Company's annual results for the year ended 31 March 2023, have been reviewed by the Audit Committee.

## H. NOMINATION COMMITTEE

During the year ended 31 March 2023, a nomination committee (the "Nomination Committee") consisting of four Independent Non-executive Directors and three 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.

During the year ended 31 March 2023, the Nomination Committee held four 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. Attendance of the members of the Nomination Committee is set out below:

<b>Name of Directors</b>	<b>Number of meeting attended/Number of meeting held</b>
Mr. Chan Yan Tak (appointed on 22 July 2022)	2/2
Mr. Lim Ming Shing, Tony (appointed on 22 July 2022)	2/2
Ms. Siu Yeuk Hung, Clara	4/4
Mr. Law Ka Kei (ceased on 22 July 2022)	2/2
Mr. Lee King Fui	4/4
Mr. Ho Tak Yin (resigned on 1 November 2022)	2/2
Mr. Lee Wing Lun (resigned on 1 October 2022)	2/2
Mr. Joseph Rodrick Law (appointed on 22 July 2022)	2/2
Mr. To Kwan (appointed on 1 November 2022)	1/1
Ms. Ho Sau Ping, Pia (appointed on 16 January 2023)	N/A

## I. DIVERSITY

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.

## J. MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 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 2023.

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.

## K. 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.

## L. 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 2023.

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 pages 56 to 59.

## M. AUDITOR'S REMUNERATION AND AUDITOR RELATED MATTERS

For the year ended 31 March 2023, the remuneration paid or payable to the Company's auditor, CL Partners CPA Limited, is set out as follows:

	Fee HK\$'000
Statutory audit services	880
Total	880

## N. 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 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 2023. The Board and the Audit Committee considered the risk 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.

## **O. INVESTOR RELATIONS**

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>).

#### **Significant Changes in Constitutional Documents**

During the year ended 31 March 2023, there had been no significant changes in the constitutional documents of the Company. On 29 May 2023, an Amended and Restated Bye-laws was adopted. A copy of the Amended and Restated Bye-laws of the Company is available on the websites of the Company and the Stock Exchange.

## **P. 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 2023 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 shall at all times 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 or resolution 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 convene in accordance with the provisions of Section 74(3) of the Companies Act.

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.

## **Q. ENVIRONMENTAL ISSUES**

The Company is committed to the sustainable development of the environment and 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.

## **R. 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.

## **S. 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 2023, in compliance with Rule 5.15 of the GEM Listing Rules.

## 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 2023.

### 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 2023 are provided in the Chairman’s Statement on page 5 and Management Discussion and Analysis on pages 6 to 16 of this Annual Report.

An analysis of the Group’s performance during the year ended 31 March 2023 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 20 to 55 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 “Employees” section on page 15 and in the Corporate Governance Report on pages 20 to 27 of this Annual Report.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on page 60 of the annual report.

The Directors of the Company did not recommend the payment of any dividend for the year ended 31 March 2023 (2022: 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

Details of the movements in issued capital of the Company for the year ended 31 March 2023 are set out in note 30 to the consolidated financial statements.

### RESERVES

Details of the movements in reserves of the Group during the year are set out on page 63 in the consolidated financial statements.



## DISTRIBUTABLE RESERVES

The Company's reserves available for distribution to shareholders as at 31 March 2023, comprising share premium, contributed surplus and accumulated losses, amounted to HK\$204,922,000.

## MAJOR CUSTOMERS AND SUPPLIERS

The five largest suppliers of the Group accounted for approximately 61.5% of its cost of sale for the year ended 31 March 2023. The largest supplier of the Group accounted for approximately 23.4% of its cost of sale for the year ended 31 March 2023.

Sales to the Group's five largest customers accounted for approximately 12.0% of the Group's turnover for the year ended 31 March 2023. The Group's largest customer accounted for approximately 6.9% of the Group's turnover for the year ended 31 March 2023.

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 2023.

## DONATION

During the year ended 31 March 2023, no donation was made by the Group (2022: Nil).

## DIRECTORS

The Directors who held office during the year are:

### Executive Directors

Mr. Chan Yan Tak (Chairman) (appointed on 22 July 2022)  
Mr. Lim Ming Shing, Tony (appointed on 22 July 2022)  
Ms. Siu Yeuk Hung, Clara  
Mr. Law Ka Kei

### Independent Non-executive Directors

Mr. Lee King Fui  
Mr. Ho Tak Yin (resigned on 1 November 2022)  
Mr. Lee Wing Lun (resigned on 1 October 2022)  
Mr. Joseph Rodrick Law (appointed on 22 July 2022)  
Mr. To Kwan (appointed on 1 November 2022)  
Ms. Ho Sau Ping, Pia (appointed on 16 January 2023)

## 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 changes of information of Directors during the year ended 31 March 2023 are as follows:

Mr. Lee King Fui was resigned as the Independent Non-executive Director of China Creative Digital Entertainment Limited (stock code: 8078) with effect from 31 October 2022.

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 2023.

## 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 SCHEME

There is no share option scheme during the year ended 31 March 2023. On 29 May 2023, a new share option scheme was adopted.

## 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 2023, 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	Capacity	Personal Interests	Approximate percentage to the issued share capital of the Company as at
			31 March 2023
Mr. Chan Yan Tak ( <i>note 1</i> )	Interest of a controlled corporation	181,196,866	41.88%

*Note:*

- Best Richest Management Company Limited is wholly and beneficiary owned by Mr. Chan Yan Tak, being the chairman of the Company, an executive director and a controlling shareholder.

## 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 2023, 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 2023
Best Richest Management Company Limited <i>(Note)</i>	181,196,866	41.88%

*Note:*

Best Richest Management Company Limited is wholly and beneficiary owned by Mr. Chan Yan Tak, being the chairman of the Company, and executive director and a controlling shareholder.

### 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 2023, 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 32 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 2023 were audited by CL Partners CPA Limited whose term of office will expire upon the annual general meeting. A resolution for the re-appointment of CL Partners CPA Limited as the auditor of the Company for the subsequent year will be proposed at the forthcoming annual general meeting. The consolidated financial statements for the years ended 31 March 2022 and 2021 were audited by Moore Stephens CPA Limited.

On behalf of the Board

**Easy Repay Finance & Investment Limited**

**Chan Yan Tak**

*Chairman*

Hong Kong, 23 June 2023

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## ABOUT THIS REPORT

### INTRODUCTION

In accordance to Appendix 20- Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide”) of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”), Easy Repay Finance & Investment Limited and its subsidiaries (collectively known as the “Group” or “We”) are pleased to present this Environmental, Social and Governance Report (the “ESG Report”). The purpose of the ESG Report is to provide our stakeholders with a comprehensive view of our environmental, social and governance (“ESG”) performance, initiatives and achievements in four areas: environmental protection, employment and labour policies, operational practices and community involvement.

### REPORTING PRINCIPLES

The ESG Report is prepared according to the “Comply or Explain” provisions and the four Reporting Principles as required by the ESG Reporting Guide:

1. **Materiality:** Disclosure is required in this Report if ESG issues have a material impact on our investors and other stakeholders.
2. **Quantitative:** The identified ESG data are measurable, so that the KPIs in this report can be compared with peers, industry standards and our previous years’ performance.
3. **Balance:** The performance information in the Report is presented in an unbiased manner, avoiding selections, omissions or presentation that might inappropriately influence the decisions or judgments of stakeholder.
4. **Consistency:** To ensure comparability, all key performance indicators calculations and assumptions are consistent with previous years. Any changes in relevant assumptions or calculation methods are clearly disclosed to inform stakeholders.

### REPORTING BOUNDARY

The scope of the ESG Report mainly focuses on the Group’s principle businesses which includes money lending business, financial instruments and quoted shares investment, retail and wholesale business in Hong Kong. The information stated in this report covers the period from 1 April 2022 to 31 March 2023 (the “Reporting Period”). The disclosure of systems, policies, and compliance with laws and regulations is made on a Group-wide basis. The Group has compiled ESG Key Performance Indicator (“KPI”), as shown in this ESG Report and supplemented by notes for benchmarking purposes. 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. Information regarding to the Group’s corporate governance practices, please refer to the section headed “Corporate Governance Report” in the latest annual report.

## ESG GOVERNANCE

### OUR SUSTAINABILITY MISSION

In response to the concept of sustainable development and to create long-term value for our shareholders, the Group has incorporated ESG themes into our daily operations in an effort to pursue sustainable business development. We have incorporated “sustainability” as an ESG factor into our business operations, which is an important part of our corporate strategic objectives.

### OUR APPROACH TO SUSTAINABILITY

The Board believes that sustainable development is an important aspect for the future development of the Company and therefore attaches great importance to the Group’s sustainable development performance and plans during the Reporting Period. The Board believes that sustainable development should come from internal management and takes the lead in implementing green strategies to contribute to the achievement of carbon neutrality.

The Board is committed to taking overall responsibility for setting and overseeing the Group’s sustainability direction and strategy by conducting at least one corporate risk assessment each year to identify current and potential risks in our complex operating environment, including but not limited to ESG aspects. It will also actively engage with various stakeholders to ensure that the Group’s ESG performance meets their expectations. In addition, the Board, in order to address environmental related risks and social sustainability risks, has taken a series of measures to address the risks identified in the corporate risk assessment to reduce the impact of potential risks on stakeholders and the environment.



## STAKEHOLDER ENGAGEMENT

In its activities with stakeholders, the Group is committed to creating positive social value. We define stakeholders according to their relationship with the Group, the extent to which they are affected by our business operations and the extent to which they influence the achievement of our business objectives. The Group believes it is important to consider the interests of all stakeholders in order to strengthen stakeholder relationships with our internal and external stakeholders. The key stakeholders engaged during the Reporting Period included investors, employees, suppliers, media, communities, customers and stock exchanges.

Stakeholder engagement is essential for the Group to understand their concerns and expectations in order to identify the most important aspects of ESG. It is the foundation of our sustainability strategy, supports our long-term sustainability and this ensures that the Group keeps abreast of ESG developments in our industry and the changing operating environment. At the same time the Group will continue to proactively engage with key stakeholder groups in a variety of ways to fully understand their views and expectations. The areas of concern to stakeholders are listed below:

Major Stakeholders		Communication and Response Channels	Major Concerns
Internal	Employees	<ul style="list-style-type: none"> <li>• Staff training events</li> <li>• Team building activities</li> <li>• Performance appraisal</li> <li>• Meetings and interview</li> </ul>	<ul style="list-style-type: none"> <li>• Training opportunities and career development</li> <li>• Compensation and benefits</li> <li>• Health and safety of working environment</li> <li>• Employee rights, benefits and compensation</li> </ul>
	Shareholders and investors	<ul style="list-style-type: none"> <li>• Press release</li> <li>• Corporate Announcements and Circulars</li> <li>• Annual and Interim Reports</li> <li>• Annual General Meetings</li> </ul>	<ul style="list-style-type: none"> <li>• Sound risk management and effective corporate governance</li> <li>• Profitability</li> <li>• Financial stability and responsible investment</li> <li>• Information Disclosure &amp; Transparency</li> </ul>
External	Suppliers	<ul style="list-style-type: none"> <li>• Tender conferences</li> <li>• Site visits</li> <li>• Supplier performance review</li> <li>• Phone calls</li> </ul>	<ul style="list-style-type: none"> <li>• Fair and transparent supplier selection process</li> </ul>
	Governments and Supervisory Institutions	<ul style="list-style-type: none"> <li>• Site visits and conferences</li> <li>• Examinations and inspections</li> <li>• Mandatory local and regional reporting requirements</li> </ul>	<ul style="list-style-type: none"> <li>• Compliance to laws and regulations</li> <li>• Community engagement and social welfare</li> <li>• Corporate governance</li> <li>• Environmental impact and carbon footprint</li> </ul>
	Stock Exchange	<ul style="list-style-type: none"> <li>• Webinars and reports on regulatory updates</li> <li>• Training events</li> <li>• Online meetings</li> </ul>	<ul style="list-style-type: none"> <li>• Disclosure of materials ESG topics</li> <li>• Compliance with the Listing Rules</li> <li>• Corporate governance</li> <li>• Timely announcements and the publish of external reports</li> </ul>
	Media	<ul style="list-style-type: none"> <li>• Public relation events</li> <li>• Company website</li> </ul>	<ul style="list-style-type: none"> <li>• Financial performance</li> <li>• Corporate governance</li> <li>• Community engagement</li> <li>• Environmental impact</li> </ul>
	Community	<ul style="list-style-type: none"> <li>• Community volunteering events and services</li> <li>• Charitable activities</li> </ul>	<ul style="list-style-type: none"> <li>• Environmental impact</li> <li>• Community development and Charitable Activities</li> <li>• Corporate social responsibility</li> </ul>
	Customers	<ul style="list-style-type: none"> <li>• Customer service hotline and e-mails</li> <li>• Meetings and Correspondences</li> <li>• Telephone consultations</li> </ul>	<ul style="list-style-type: none"> <li>• Integrity of business</li> <li>• Quality of product and services</li> <li>• Privacy protection</li> <li>• Fair and reasonable pricing</li> </ul>

During this period, we have learned through multiple communication channels the main points of concern for our key stakeholders, including ESG compliance, environmental impact and anti-corruption measures. At the same time, in order to contribute more in protecting the environment and supporting social contributions, we embarked on a wave of change to lead the business with sustainability as the main driver. We emphasize the importance of sustainability in our operational strategy, as we believe that for the Group to grow in the long term, we must follow a sustainable path.

## MATERIALITY ASSESSMENT

During the Reporting Period, in order to help stakeholders to understand the Group's ESG performance and understanding of sustainable development, the Group conducted an annual review to identify the main concerns and key interests of stakeholders on ESG issues through a substantive assessment survey with stakeholder participation. Based on the level of influence and dependence of internal and external stakeholders on the Group, some stakeholders, including employees and suppliers, participated in this substantive assessment.

In addition, some stakeholders were invited to participate in an electronic survey to express their views on the list of ESG questions. The table below briefly shows the results of the assessment. The ESG issues located in the second quadrant (top right) are the most important areas of concern and will be prioritized for resource investment.

Below is the detailed methodology of our materiality assessment method:

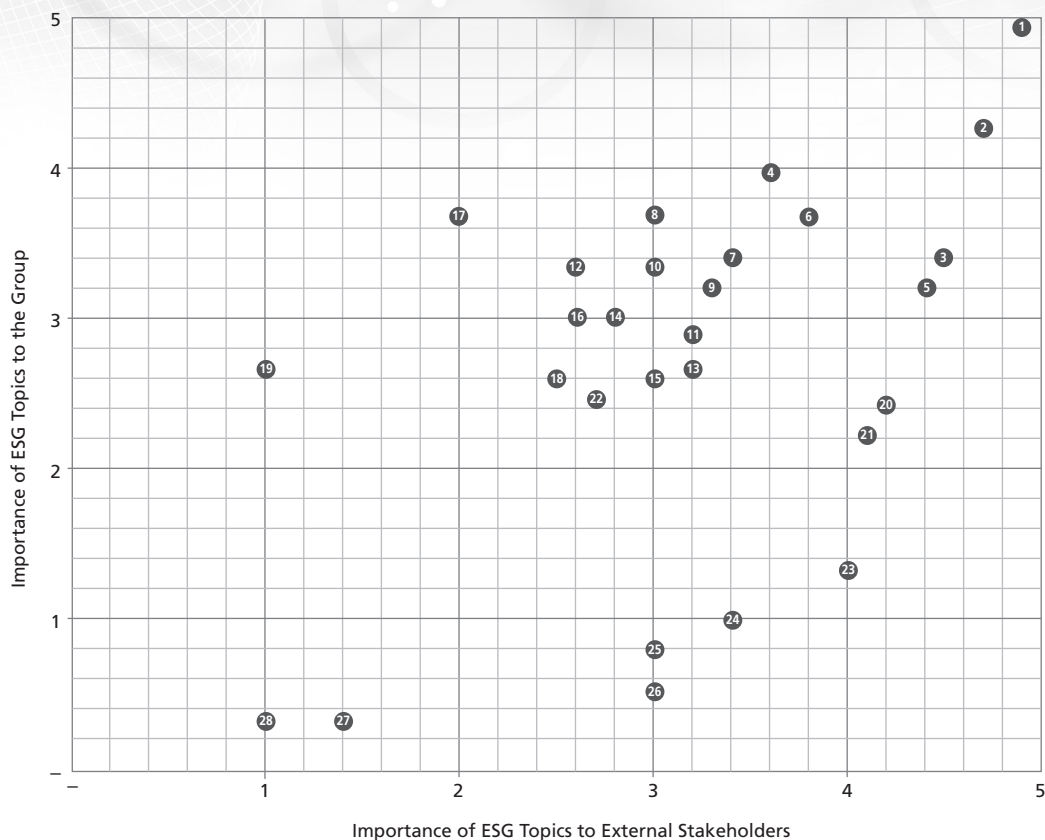
1. Design of the methodology: The materiality analysis was designed around the implementation of ESG initiatives and is in line with the materiality principles outlined in the Reporting Principles section above and the Listing Rules.
2. Identification of material ESG issues: The Group relies on the previous year's material ESG issues and stakeholder feedback and policies and procedures, industry and international trend reports, regulatory updates and external standards to identify ESG issues.
3. Stakeholder validation and engagement: ESG issues are rated with internal and external stakeholders based on a rating range from 0 (no significance) to 5 (high significance). Other ESG issues not covered in the above assessment can also be raised and stakeholders are encouraged to provide feedback on our engagement approach.
4. Prioritization of significant ESG issues: Through statistical analysis of the data, ESG issues are prioritized according to their importance and presented in a chart.

The following table provides an overview of the ranking of materiality of the ESG topics of the Group:

Item	ESG Topic	Item	ESG Topic
1	Employee remuneration, benefits and rights	15	Environmental risks and social risks of the suppliers
2	Product health and safety	16	Marketing communications
3	Selection and monitoring of suppliers	17	Number of concluded legal cases regarding corrupt practices
4	Customer satisfaction	18	Environmentally preferable products and services
5	Employee development and training	19	Community support
6	Customer information and privacy	20	Energy use
7	Anti-corruption policies and whistle-blowing procedure	21	Water use
8	Cultivation of local employment	22	Preventing child and forced labor
9	Observing and protecting intellectual property rights	23	Hazardous waste production
10	Anti-corruption training provided to directors and staff	24	Non-hazardous waste production
11	Occupational health and safety	25	Mitigation measures to protect environment and natural resources
12	Diversity and equal opportunity of employees	26	Climate change
13	Use of materials	27	Air emissions
14	Product and service labelling	28	Greenhouse gas emissions

The following table briefly shows the results of the assessment:

**Materiality Assessment Matrix**



Through the above analysis, the Group has identified “Employee Remuneration, Benefits and Rights”, “Product Health and Safety” and “Supplier Selection and Monitoring” as highly important issues. Given the high level of concern over these significant issues, the Group has carefully evaluated the risks and opportunities behind these issues, which are detailed in the following sections of this ESG report.

**INFORMATION AND FEEDBACK**

The Group welcomes all feedback from investors and stakeholders in particular the important areas identified in the materiality assessment. Your opinion is highly valued, should you have any suggestions or comments, please contact us through the channels below:

Post: Unit 02, 11/F, Eastmark, 21 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong  
 Telephone: +(852) 2898 0567  
 E-mail: info@ecrepay.com

## A. ENVIRONMENT

### A1 EMISSIONS

The Group is committed to sustainable development and environmental management as an important part of our business strategy. Also in order to promote better environmental management, the Group continues to make its best efforts to comply with all laws, regulations and rules relating to air and greenhouse gas emissions in its operations, including but not limited to, the Air Pollution Control Ordinance (Cap 311), and the Protection of Odour Layer Ordinance (Cap 403). During the Reporting Period, the Group was not aware of any non-compliance with laws and regulations relating to emissions and the environment.

In general, the Group's energy consumption and raw material use are relatively low within the scope of its operations. The Group's main business is the provision of high quality financial services with minimal direct impact on the environment and, in addition, we do not generate hazardous waste.

#### *Air Emissions*

Due to the nature of its business, the Group does not generate significant emissions. In view of the daily business activities of the Group, direct emissions are mainly from the combustion of fuel in the operational vehicles. The Group endeavours to use alternative channels to replace the use of daily business vehicles, such as arranging online calls or video conferences. If in-person meetings are required for business purposes, the Group encourages the use of public transportation for long distances and bicycles or walking for short distances.

Regarding the approximate amounts of sulphur oxides ("SOx"), nitrogen oxides ("NOx") and respiratory suspended particulate matter ("RSP") generated during the Group's operations, the figures are shown in the table below:

<b>Emissions from Vehicles</b>	<b>Unit</b>	<b>2023/22</b>	<b>2022/21</b>	<b>Percentage Comparison</b>
Units of fuel consumed by vehicles	Liters	8,992.34	11,904.92	-24%
Sulphur oxides (SOx)	Kilograms	0.13	0.18	-28%
Nitrogen oxides (NOx)	Kilograms	3.53	6.04	-42%
Respiratory suspended particles (RSP)	Kilograms	0.26	0.44	-41%

During the Reporting Period, the total emission of SOx, NOx and RSP are 0.13 kg, 3.53 kg, and 0.26 kg, respectively. Comparing to the emissions data in the last Reporting Period, the air emissions of SOx, NOx and RSP have decreased 28%, 42% and 41% respectively. The Group will keep monitoring on the emissions data in order to enhance the least usage of vehicles in the future. 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.

### Greenhouse Gas (GHG) Emissions

The Group has been closely monitoring the level of greenhouse gas emissions and exploring different ways to reduce our carbon footprint. The Group's main contribution to its carbon footprint comes from indirect GHG emissions from air travel for business purposes and electricity consumption, mainly due to the use of office equipment in the workplace, including but not limited to lighting systems, air conditioning and office machines. The Group's greenhouse gas emissions can be broadly categorized into direct emissions (Scope 1), indirect emissions from energy (Scope 2) and other indirect emissions (Scope 3). During the Reporting Period, the greenhouse gas emissions are as follows:

Aspects <sup>1</sup>	Unit <sup>2</sup>	Emission		Percentage Comparison
		2023/22	2022/21	
Scope 1 – Direct GHG Emissions <sup>3</sup>	tCO <sub>2</sub> e	32.72	31.62	3%
Scope 2 – Indirect GHG Emissions <sup>4</sup>	tCO <sub>2</sub> e	455.69	483.42	-6%
Scope 3 – Other Indirect GHG Emissions <sup>5</sup>	tCO <sub>2</sub> e	12.70	15.19	-16%
<b>Total GHG Emissions</b>	<b>tCO<sub>2</sub>e</b>	<b>501.11</b>	<b>530.23</b>	<b>-5%</b>
<b>GHG emission intensity<sup>6</sup></b>	<b>tCO<sub>2</sub>e/number of employees</b>	<b>6.68</b>	<b>5.89</b>	<b>13%</b>

#### Notes:

- The above GHG emission data have been compiled with reference to "How to prepare an ESG Report-Appendix II: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange.
- tCO<sub>2</sub>e refers to tonnes of carbon dioxide equivalent.
- Direct emissions of the Group were from fuel combustion in vehicles 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.
- The intensity is calculated by dividing the GHG emissions by the Group's total number of employees during the Reporting Period. The GHG emission intensity in 2023 increased compare to 2022 owing to the decrease in the total number of employees during the Reporting Period.

During the year, the total carbon emissions are approximately 501.11 tonnes, representing a decrease of 29.1 tonnes, or 5%, compared with the figure in the last fiscal year. The Group endeavours to reduce the GHG emissions by reducing the energy consumption level and 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.

### Waste Management

Due to the nature of our business activities, we did not generate significant amounts of hazardous waste from our operations during the Reporting Period. During the Reporting Period, the Group improved the data collection system to retrieve the information of printer cartridges amount in 2023. Relevant data is not available in 2022. The Group generated approximately 21 pieces of printer cartridges with the intensity of hazardous waste: 0.28 pieces per number of employees in 2023. Regarding non-hazardous waste, our waste mainly comes from food waste, general office waste and paper. During the Reporting Period, the Group generated 1.42 tonnes of food waste, 1.48 tonnes of general office waste and 1.72 tonnes of paper waste. As part of our environmental protection strategy, our non-hazardous waste is handed over to qualified waste disposal companies in each of our business areas for disposal in an appropriate manner.

Non-hazardous waste	Units			Percentage Comparison
		2023/22	2022/21	
Food waste	Tonnes	1.42	3.88	-63%
General office waste	Tonnes	1.48	1.49	-1%
Paper	Tonnes	1.72	2.41	-29%
<b>Total non-hazardous waste</b>	<b>Tonnes</b>	<b>4.62</b>	<b>7.78</b>	<b>-41%</b>
<b>Intensity of non-hazardous waste<sup>1</sup></b>	<b>Tonnes/number of employees</b>	<b>0.06</b>	<b>0.09</b>	<b>-33%</b>

#### Note:

- The intensity is calculated by dividing the non-hazardous waste by the Group's total number of employees during the Reporting Period.

Conserving paper is one of the best measures to protect forests and the environment. In order to save energy and protect resources, the Group uses office paper scientifically and reasonably; for this reason, the Group also advocates its employees to: start from the side, save every piece of paper, cherish and protect our ecological environment.



The Group has also adopted a number of practical conservation measures to contribute to the saving of resources and to enable employees to consciously develop green and low-carbon working habits, including but not limited to the following:

- Encouraging employees to reduce unnecessary printing by sharing documents among colleagues via network transfer, thereby reducing paper usage;
- Encouraging double-sided printing and the use of waste paper in printing;
- Use recycled paper for informal documents and draft documents within the Group; and
- Set up waste paper recycling bins in the office, and put fully utilized paper and waste newspapers into the bins, and collect a certain amount for recycling and disposal.

During the Reporting Period, the Group adhered with all relevant laws and regulations on the generation of hazardous waste and non-hazardous waste including but not limited to the Waste Disposal Ordinance (Cap 354 of the Laws of Hong Kong). The Group adopts a range of environmental measures to reduce hazardous and non-hazardous waste. The company also advocates for its employees to minimize any unnecessary waste of raw materials at the start of their work.

## A2 USE OF RESOURCES

The Group is not a manufacturing company and, as such, the use of resources in our business activities is minimal. The Group understands that the proper use of resources is an integral part of sustainable development. The Group continues to uphold the highest environmental standards in our business operations as the Group believes that environmental protection is a key factor in the sustainable development of our business.

The Group's energy use mainly includes electricity and water as well as paper use. To meet regulatory requirements, the Group has developed and implemented a series of measures to regulate the use of resources, and our strategies for the effective use of electricity, water and paper are further elaborated in the "Electricity and Water Management" and "Paper and Toner Cartridge Usage" sections of this ESG report.

### **Electricity and Water Management**

The Group is acutely aware that water plays an important role in many sustainable development trends. Water is not only an important resource for our society, but also vital to the natural environment; at the same time, managing the use of electricity wisely can help us further reduce energy consumption and ultimately reduce greenhouse gas emissions, and therefore the wise use of resources is an integral part of sustainable development. The resources used by the Group mainly refer to the electricity and water consumed by the office. The approximate electricity consumption of the Group during the Reporting Period is shown in the table below:

Types of Energy Sources <sup>1</sup>	Unit	2023/22	2022/21	Percentage Comparison
<b>Direct energy consumption</b>	<b>kWh</b>	<b>118,937.83</b>	<b>118,227.83</b>	<b>1%</b>
– Petrol	kWh	87,148.05	88,051.00	-1%
– Diesel	kWh	–	30,176.83	-100%
– Ship Oil	kWh	31,789.78	–	100%
<b>Indirect energy consumption</b>	<b>kWh</b>	<b>1,081,925.00</b>	<b>1,205,513.50</b>	<b>-10%</b>
– Electricity purchase	kWh	1,081,925.00	1,205,513.50	-10%
<b>Total energy consumption</b>	<b>kWh</b>	<b>1,200,862.83</b>	<b>1,323,741.33</b>	<b>-9%</b>
<b>Energy consumption intensity<sup>2</sup></b>	<b>kWh/number of employees</b>	<b>16,011.50</b>	<b>14,708.24</b>	<b>9%</b>

Notes:

1. The above data have been compiled with reference to "How to prepare an ESG Report—Appendix II: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange.
2. The intensity is calculated by dividing the energy consumption by the Group's total number of employees during the Reporting Period. The energy consumption intensity in 2023 increased compare to 2022 owing to the decrease in the total number of employees during the Reporting Period.

For the year ended March 31, 2023, the Group's energy consumption was 1,200,862.83 kWh, representing a decrease of 122,878.50 kWh, or 9%, compared to the figure for the previous financial year.

As our greenhouse gas emissions are largely based on our level of energy consumption, the Group has adopted a number of energy saving measures so as to optimize the use of electricity, reduce greenhouse gas emissions and demonstrate our commitment to protect the environment by complying with relevant laws and regulations, including but not limited to the Energy Efficiency (Labelling of Products) Ordinance (Cap. 598).

The Group actively promotes measures including, but not limited to, the following :

- Choose energy-saving appliances, such as using LED energy-saving lamps instead of traditional lamps.
- Turn off air conditioning and lighting systems during non-office hours.
- Reduce unnecessary energy use by setting the air conditioning to 25 degrees Celsius when it is running and keeping all doors and windows closed.
- Encourage employees to turn off equipment and appliances when not in use to conserve power in the workplace; and
- Post written notices such as "Energy Conservation" in the workplace to remind employees to conserve energy.

The details of the water consumption generated by the Group are as follows:

Indicators	Unit	2023/22	2022/21	Percentage Comparison
Water consumption	cubic meters	3,461.00	5,816.01	-40%
<b>Water consumption intensity<sup>1</sup></b>	<b>cubic meters/number of employees</b>	<b>46.15</b>	<b>64.62</b>	<b>-28%</b>

*Note:*

1. The intensity is calculated by dividing the water consumption by the Group's total number of employees during the Reporting Period.

The Group's water is used mainly for drinking water and for the daily activities of its employees. During the Reporting Period, the Group's water consumption was 3,461.0 cubic meters, a decrease of 2,355.0 cubic meters, or 40%. The Group is committed to raising awareness of water conservation among its employees and other stakeholders by implementing various measures and initiatives to reduce water consumption. These measures and initiatives include but are not limited to :

- Encouraging employees to develop good habits of water conservation by turning off water taps with their hands.
- Posting water conservation signs to raise employees' awareness of water conservation; and
- Strengthening the management of water-using equipment to prevent water leakage.

### ***Use of Packaging Materials***

Packaging materials are used in the Group's business, mainly including compression bags, cartons and labels. Due to the nature of the business, the weight information of packaging materials is not important to the Group, so the disclosure here is based on the number of pieces. During the Reporting Period, the Group used 601,778, 109,019, 108,100 and 9,520 pieces of compression bags, cartons, labels and metal, respectively, in its daily operations. We continuously follow up on the use of materials to ensure that they are utilized to the maximum extent possible so as to avoid excessive storage and waste of materials.

<b>Packaging Materials</b>	<b>Units</b>	<b>2023/22</b>	<b>2022/21</b>	<b>Percentage Comparison</b>
<b>Total consumption</b>	<b>Pieces</b>	<b>828,417</b>	<b>873,525</b>	<b>-5%</b>
– Compression bags	Pieces	601,778	521,585	15%
– Cartons	Pieces	109,019	122,886	-11%
– Labels	Pieces	108,100	170,050	-36%
– Metal	Pieces	9,520	59,004	-84%
<b>Total consumption intensity<sup>1</sup></b>	<b>Pieces/number of employees</b>	<b>11,045.56</b>	<b>9,705.83</b>	<b>14%</b>

*Note:*

1. The intensity is calculated by dividing the total consumption by the Group's total number of employees during the Reporting Period. The total consumption intensity in 2023 increased compared to 2022 owing to the decrease in the total number of employees during the Reporting Period.

The Group operates to the highest environmental standards in reducing resource use and non-hazardous waste generation, and strives to create a more efficient, environmentally friendly and paper-free workplace in the future, thereby continuing to reduce paper use and further protect the environment.

### ***Investment Practices***

The Group follows the principle of incorporating ESG issues into the investment analysis and decision-making process when acting as placement agent or underwriter for fundraising activities, actively seeking to work with companies that have good practices in addressing environmental, humanitarian and governance issues.

Companies that perform well in ESG, both in the immediate and long term, help generate better profits and returns for investors. Companies that perform well in ESG will have a long-term competitive advantage, be more resistant to falls and have a better reputation. Companies that focus on ESG factors significantly outperform the market average in resisting risk in the face of unpredictable and significant risks, and these factors can give investors great confidence. When the Group looks for investment targets, the Group reads the prospectuses and annual reports of these companies carefully and takes into account their transparency and accountability. The Group is concerned about who is managing these companies or who is serving on their boards and is concerned about the environmental, social and workers' rights conduct of these companies.

The Group seeks to create a resilient and sustainable future for our shareholders by partnering with environmentally conscious companies that (i) strive to reduce energy use, waste and pollution; (ii) make best efforts to conserve resources, such as using recyclable materials and minimizing paper communications; and (iii) develop natural resources in a responsible manner.

The Group looks for socially responsible companies that (i) work with high quality suppliers with high ethical standards; (ii) have high levels of customer satisfaction; (iii) interact with government and regulatory agencies with integrity; (iv) consider maximizing positive impacts and minimizing negative impacts on society when making decisions; and (v) provide charitable contributions and support to the community.

The Group wants to work with companies that respect workers' rights and human rights. These companies ensure the health and safety of the work environment and surrounding communities, and provide fair and equitable wages and benefits.

Companies with which the Group works should also have a robust governance mechanism that properly manages a variety of corporate governance issues, including but not limited to financial reporting and other disclosures, investor relations, executive compensation, conflicts of interest, and regulatory compliance.

The Group shares this set of principles and best practices with our key clients and encourages them to adopt the same principles when selecting companies in which to invest.

**A3 THE ENVIRONMENT AND NATURAL RESOURCES**

Because we are a non-production business, we do not cause any other significant pollution or damage to the environment or natural resources. The main environmental impact of the business is the indirect impact of carbon dioxide from the use of electricity and paper in the daily activities of the business. The Group has taken measures to reduce our carbon footprint and prevent any damage to the environment by adopting energy saving measures as mentioned in the Emissions and Resource Utilization section of the report. The Group complies with relevant laws and regulations and has not found any violations of regulations related to emissions and the environment during the Reporting Period.

We understand that the government, businesses and the public will be increasingly concerned about carbon emissions. The Group will continue to assess the climate and environmental risks in our business operations, formulate countermeasures and regularly review and update our environmental policies.

**A4 CLIMATE CHANGE**

According to the United Nations, climate change is occurring faster and more severely than expected, and for businesses, the effects of climate change are changing and even reshaping the current business ecosystem. With this new business challenge, the Group recognizes that addressing the risks of climate change scientifically and setting carbon reduction targets scientifically will become essential skills for the Group to turn risks into opportunities.

The money lending business is the core business of the Group and generates stable income for the Group, and in this business the weather is not expected to have a significant impact on our business. It is mainly a physical risk, which is caused by extreme weather related events such as thunderstorms, typhoons and hurricanes, resulting in employees being unable to provide services to customers. The Group will consider physically designing a set of interventions to address the impact and risk that climate change may have on the Group's business, for example, by issuing official weather warning reports at all times and reminding employees to prioritize the completion of projects in the office during extreme weather.

However, since 2015, the Group has been developing its retail and wholesale business, which represent only a small part of the Group's business. In this type of business, weather may pose a market risk to us in addition to physical risk, i.e., disruption by extreme weather that affects our retail and wholesale business operations, thus creating resilience risk, such as our suppliers not being able to supply normally. After assessing the relevant potential impact that may lead to the interruption of the Group's supply network, the Group maintains suppliers in different geographical locations in the list of qualified suppliers to prevent the interruption of the supply network. Therefore, the Group has not been affected by extreme weather such as flood and storm since its establishment, and the risk of being affected by flood and storm weather is relatively low.

The board of directors will also continuously monitor climate related matters and the dynamics of the government's actions to address climate change, and take actions to minimize the impact on business operations.

## B. SOCIAL

### B1 EMPLOYMENT

The Group insists in believing that employees are the company's most valuable asset and an indispensable part of the company's sustainable development. The Group is committed to the Group's endeavour to create a safe and healthy working environment, to provide a workplace free from any form of discrimination and harassment for its employees and to build a diverse workforce.

To this end the Group also establishes appropriate policies and procedures, including but not limited to recruitment, transfer and promotion, termination, salary, capital calculation and compensation, and other benefits. The Group focuses on a transparent recruitment and employment mechanism and also establishes a transparent platform to receive feedback from employees, measure employee satisfaction, focus on their personal growth, and protect and respect their legal rights.

During the Reporting Period, the Group adhered with the relevant laws and regulations regarding with labour, including but not limited to the Employment Ordinance (Cap. 57 of the Laws of Hong Kong), and the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong). The Group did not find any incompliance with the relevant rules and regulations that had a significant impact on us.

At the end of the Reporting Period, the Group decreased the size of workforce by 17% compared with the previous year to 75 employees. The distribution of our workforce by gender, age, employment type and geographical region are as follows:

Number of Employee of the Group <sup>1</sup>	As at 31 March 2023	As at 31 March 2022	Movement	Percentage Comparison
<b>By Gender</b>				
Male	35	36	-1	-3%
Female	40	54	-14	-26%
<b>By Age</b>				
Below 30 years old	8	5	3	60%
Between 31 to 50 years old	42	49	-7	-14%
Over 50 years old	25	36	-11	-31%
<b>By Employment Type</b>				
Full-time	75	90	-15	-17%
Part-time	-	-	-	-
<b>By Geographic Location</b>				
Mainland China	-	-	-	-
Hong Kong	75	90	-15	-17%

Note:

- The data of the number of employees is based on the labour contracts signed with employees provided by the human resources department of the Group. The data cover employees who have a direct employment relationship with the Group in accordance with relevant local laws and those whose work or workplace is controlled by the Group. The above method of reporting employment data is based on the "How to prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs".

The Group actively takes various measures to retain talents and thus reduce the turnover rate of employees, such as:

- Optimize the recruitment process so that candidates can fully understand the working environment and welfare level of the Group.
- Emphasis on training employees on corporate culture to improve their sense of cultural identity with the Group.
- Pay attention to the work pressure of employees and promote dialogue between management and employees to relieve the psychological pressure of employees.
- Expand the development channels for employees within the Group and provide employees with a competitive career platform so that the Group can fully meet the career development requirements of employees.



The employee turnover rate by (i) gender, (ii) age group (iii) geographical region are presented in the table below:

Percentage of Employee left the Group <sup>1</sup>	Unit	As at 31 March 2023	As at 31 March 2022	Percentage Point Change
<b>Total</b>	<b>Percentage</b>	<b>68.00%</b>	<b>58.89%<sup>2</sup></b>	<b>9%</b>
<b>By Gender</b>				
Male	Percentage	54.29%	50.00%	4%
Female	Percentage	80.00%	64.81%	15%
<b>By Age</b>				
Below 30 years old	Percentage	50.00%	180.00%	-130%
Between 31 to 50 years old	Percentage	52.38%	55.10%	3%
Over 50 years old	Percentage	100.00%	47.22%	53%
<b>By Geographic Location</b>				
Mainland China	Percentage	–	–	–
Hong Kong	Percentage	68.00%	58.89%	9%

*Note:*

- The formula to calculate total percentage of employees left the Group is the total number of employees left divided by the number of employees during that reporting period. The percentage of employees left the Group by geographic location is calculated by employees in the specified category leaving employment divided by the number of employees in the specified category. The above method of reporting employment data is reference from the "How to prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs".
- Restated.

Compared with the previous year, the Group's turnover rate increased from 58.89% to 68.00% this year, which is in line with the Group's people-oriented philosophy. The Group will make further efforts to continue to give more attention to its employees and integrate them into the Group as a family so as to further reduce the turnover rate of employees.

### **Compensation Package**

In all labour relations within the Group, whether it is recruitment, promotion or dismissal, the Group only places importance on the candidate's or employee's ability, qualifications, experience and performance to match the job. We arrange a fair and reasonable remuneration package for all employees, and the top salary of employees is not only related to the market salary but also to their job duties, annual performance, professional designation, etc. In addition, the compensation package set by the Group includes additional compensation benefits and bonuses, which are adjusted according to the performance of employees' compensation targets. These goals are designed to align employee performance with the Group's strategic objectives. Employees are also entitled to benefits under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) and the Employment Ordinance (Chapter 57 of the Laws of Hong Kong).

All our employees are basically entitled to fair wages, fixed working hours, and all statutory holidays, leave and benefits in accordance with laws and regulations, including but not limited to sick leave, maternity leave, marriage leave, paternity leave and jury leave. In addition, the Group organizes various leisure activities for its employees, including but not limited to annual dinners, birthday or Christmas parties, to enhance employee cohesion.

### **Recruitment, Promotion and Dismissal**

Our set is committed to developing diversified talent recruitment channels to meet our recruitment needs. In the recruitment process, we strictly abide by the Recruitment System and use objective criteria such as the principle of "openness, transparency, fairness and impartiality" to make the selection. We also prohibit any discriminatory behaviour against any applicant or current employee.

The Group has established an "Employee Manual", which includes terms and conditions of employment, employee working hours, rest periods, employee benefits (entitled holidays, insurance and training), and Office rules and policies, etc. In addition, the Group provides various forms of incentives to employees, including but not limited to competitive salaries and benefits. These incentives are evaluated based on employees' personal qualifications and work performance, and refer to the situation of companies in the same industry that year.

The Group provides open and equal promotion opportunities for each employee by having them complete a self-assessment through qualitative and quantitative indicators and an assessment with their supervisors to determine whether they have sufficient knowledge and expertise in the field to be promoted based on their performance. Encourage employees to go above and beyond by providing a healthy competitive environment.

When employees resign, the Group will provide them with reasonable compensation for their resignation based on their reasons and policies. We will also understand employees' thoughts and feelings and suggestions during their employment with the Group. The feedback from employees will be used to further develop the Group's working conditions and thus increase employee satisfaction.

During the Reporting Period, the Group has complied with employment-related laws and regulations.

### **Diversity and Inclusion**

The Group values a diverse workforce that can bring more of the best talent to the Group. Gaining more talent and building a more cohesive team creates impactful results for our stakeholders. This is consistent with our "people first" philosophy and underpins our commitment and initiatives.

Our leadership team is committed to upholding the principles of diversity and inclusion and strictly prohibits any form of discrimination against employees and applicants for employment based on gender, race, colour, national origin, religion, sexual orientation, disability, military service or marital status and other status protected by local law. The Group believes that with a diverse team, it will stimulate creativity and bring new ideas to our business.

During the Reporting Period, the Group will continue to focus on the principles of diversity and inclusion with innovative solutions, products and services to meet the needs of our stakeholders and changing markets, and to create a professional and positive workplace for our employees.

## **B2 HEALTH AND SAFETY**

The health and safety of our employees is the foundation of our stable operation. Therefore, we have been creating a safe and healthy working and healthy working environment to promote the physical and mental health of our employees.

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

<b>Indicators<sup>4</sup></b>	<b>2022/23</b>	<b>2021/22</b>	<b>2020/21</b>
Number of work-related fatalities	–	–	–
Rate of work-related fatalities <sup>1</sup>	–	–	–
Number of reportable injuries <sup>2</sup>	–	–	1
Number of reportable occupational diseases	–	–	–
Number of lost days due to work injury <sup>3</sup>	–	–	296

#### *Notes:*

1. The rate of work-related fatalities is calculated based on the number of injuries per 200,000 hours worked (employees working 40 hours per week for 50 weeks).
2. Reportable injuries refer to work-related accidents to employees resulting in incapacity for a period exceeding three days in Hong Kong.
3. 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.
4. The above method of reporting employment data is reference from the "How to prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs".

The Group is concerned about the safety and health of all employees and has medical allowance for all full-time employees and medical insurance, and employees' compensation insurance. When an accident or injury occurs on our premises, the management team will be notified immediately and an investigation will be initiated to analyse the cause of the accident.

The Group has established policies and procedures for primary hazard prevention and all aspects of workplace health and safety. The main objectives of this policy are (1) to maintain and improve the physical health and working conditions of employees; (2) to further reduce the risk of occupational hazards; and (3) to develop a work culture in a direction that supports health and safety in the workplace. All employees must comply with all policies and procedures related to fire safety, suspicious mail alerts, storm warnings, typhoon arrangements and office tidiness policies in order to avoid employee injuries from the above.

The Group complied with the Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong). In addition, the Group is not aware of any violation of laws and regulations relating to the health and safety of employees.

#### ***Novel coronavirus pneumonia pandemic ("COVID-19")***

As the COVID-19 pandemic continues to spread around the world, the Group is also prioritizing the pandemic situation and implementing long-term pandemic response and recovery mechanisms to help minimize disruption and achieve business continuity. In the face of the serious epidemic, we have responded positively to the government's call to encourage our staff to work from home in order to minimize the number of situations where they are at risk.

In terms of work environment, the Board of Directors has established an office in Hong Kong and has taken proactive measures to provide a safe, clean and healthy work environment to protect employees from occupational hazards, including but not limited to: conducting temperature screening, disinfection including but not limited to conducting temperature screening, disinfecting frequently touched surfaces on a regular basis disinfecting frequently touched surfaces on a regular basis and requiring the wearing of surgical masks. The Group has also implemented a no smoking policy which prohibits employees from smoking in any area of the office to provide a healthy, safe and free breathing work environment.

During the year under review, no cases of non-compliance with Hong Kong's health and safety laws and regulations were found.

### **B3 DEVELOPMENT AND TRAINING**

The Group cares about the career planning and development of its employees and believes that the provision of good training can help enhance their quality of work and their speedy integration into the business, thereby strengthening the overall development and overall competitiveness of the Group. This not only strives to help employees acquire the expertise to perform their duties, but also helps them develop a lifelong career. Training includes internal, external, induction, on-the-job, competency and corporate culture training, covering management systems and regulations, market trends and industry-related expertise.

Training programs are designed to meet the different needs of employee types, particularly new hires, front-line employees, supervisory staff and employees with compliance functions. Upon joining the firm, all new employees are given a briefing on AML/CTF as part of their induction. To ensure that these sessions provide value to our employees and our business, employees are invited to provide feedback on their preferred training topics.

Our mission is to equip our employees with important skills to remain relevant in an ever-changing world. All directors of the Group receive comprehensive, formal and targeted induction training to ensure that they understand the Group's business operations, the responsibilities of directors and their obligations under the Listing Rules and other regulatory requirements. They also receive regular training on the latest relevant statutory requirements and market changes to ensure that they have a high level of awareness of industry trends.

In order to develop our talented workforce, we encourage our employees to set career goals each year and are supported in this process by our HR and culture departments. Employee training schedules are all planned by the directors and updated regularly for the relevant employees. Records of training participation will be kept by the directors.

As of March 31, 2023, all employees have participated in training for a total of 146 hours. The training information by gender and employee category compared to last year are as follows:

	As at 31 March 2023	As at 31 March 2022	Percentage Comparison <sup>1</sup>
<b>Number of employees trained by the Group<sup>2</sup></b>			
Total employees trained	75	90	-17%
<b>Percentage of employees trained</b>	<b>100%</b>	<b>100%</b>	<b>-</b>
<b>By Gender</b>			
Male	35	36	-3%
<b>Percentage of male trained</b>	<b>47%</b>	<b>40%</b>	<b>7%</b>
Female	40	54	-26%
<b>Percentage of female trained</b>	<b>53%</b>	<b>60%</b>	<b>-7%</b>
<b>By Employee Category</b>			
Management	40	32	25%
<b>Percentage of Management trained</b>	<b>53%</b>	<b>36%</b>	<b>17%</b>
Frontline and other employees	35	58	-40%
<b>Percentage of frontline and other employees trained<sup>2</sup></b>	<b>47%</b>	<b>64%</b>	<b>-17%</b>
	As at	As at	Percentage
<b>Average training hours of the Group<sup>2</sup></b>	<b>31 March 2023</b>	<b>31 March 2022</b>	<b>Comparison<sup>1</sup></b>
Total hours	146	201	-27%
<b>Average training hours per employee</b>	<b>1.95</b>	<b>2.23</b>	<b>-13%</b>
<b>By Gender</b>			
Male	2.63	3.08	-15%
Female	1.35	1.67	-19%
<b>By Employee Category</b>			
Management	1.00	2.22	-55%
Frontline and other employees	3.03	2.24	-35%

*Notes:*

1. Percentage change = the percentage of training in FY2023 – the percentage of training in FY2022.
2. The above method of reporting employment data is reference from the “How to prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs”.

Employees received on average of 1.95 training hours, representing a decrease of 13%, compared to the figure for the previous financial year. The amount of training decreased in FY2023 is owing to the drop of the total number of employees. The group will pay more attention to the development of employees and provide more training opportunities in the future.

#### B4 LABOUR STANDARDS

The Group strictly complies with all laws and regulations relating to the prohibition of child labour or forced labour, including but not limited to the Prohibition of Child Labour Regulations, and the Employment Ordinance (Chapter 57 of the Laws of Hong Kong). The Group strictly prohibits the employment of child labour and forced labour, discrimination and harassment. We strive to fulfil our responsibilities to our employees, respect their legitimate rights and interests, promote their career development, improve the working environment and pay attention to their physical and mental health in order to achieve the mutual development of the Group and our employees. In the event of suspected violations or infringement of employees' personal rights, employees can report to the management through Different communication channels are available for employees to report to the management. The Group will first the employee concerned and conduct an in-depth investigation into the case. The Group will review and improve the relevant systems to plug the loopholes. The Group will review and improve the relevant systems to plug the loopholes.

To maintain a clean working environment, the Group has established a transparent recruitment and hiring mechanism. Applicants will be screened by collecting their original identity documents and graduation certificates. The Human Resources Department first verifies the legitimacy and authenticity of the relevant documents, as well as that they are 16 years old or older. In all hiring decisions, including recruitment, promotion and dismissal, the Group only considers the qualifications, experience and performance of candidates or employees relevant to the job function. The terms and conditions of employment are set out in the "Employee Handbook", which all new employees are required to sign to confirm their acceptance.

During the Reporting Period, the Group was not aware of any violations of laws and regulations concerning the prohibition of child labour that significantly affected us, nor were there any cases of forced or child labour.

#### B5 SUPPLY CHAIN MANAGEMENT

The Group is principally engaged in the wholesale and retail of groceries, cash coupons and frozen foods. The Group is registered as a food importer/food distributor under the Food Safety Ordinance. The Group values the environmental and social impacts of its business activities and takes measures to minimize the adverse environmental and social impacts of the Group and its suppliers and service vendors. All suppliers must become qualified before providing materials and services to the Group. In the process of assessing, selecting and evaluating suppliers and service vendors, we are more keen to select those who respect the environment and respect sustainable development. In addition, we focus on indicators such as product and service quality, cost, delivery time and stability, safety management and relevant qualifications. We also conduct on-site reviews and meeting discussions to gain insight into our suppliers' environmental, social and governance performance, business operations and their risk management approach to mitigate environmental and social risks.

During the Reporting Period, the number of suppliers is listed below.

Number of Suppliers by Region	2023/22	2022/21	Percentage Comparison
Hong Kong	85	104	-18%
Korea	1	1	-
Taiwan	2	12	-83%
Malaysia	1	1	-
Japan	3	4	-25%

The Group is committed to the environmental and social governance aspects and continues to integrate the principles of sustainability into its supply chain management. The Group recognizes that supply chain management plays an important role in its business development and attaches great importance to the environmental and social performance of its suppliers. The Group requires its supply chain partners to comply with reasonable principles of ethical business conduct recognized by the Group and to monitor their business practices in order to reduce their impact on society.

The Group has established procedures to select and evaluate suppliers in accordance with the requirements and criteria established by the Group to ensure that the goods procured comply with the relevant standards and guidelines. In selecting and evaluating suppliers, the Group also considers their environmental compliance records and commitment to social responsibility. In the selection process, preference is given to suppliers who are environmentally and socially responsible.



**B6 PRODUCT RESPONSIBILITY**

The Group believes that high quality products are directly related to a good reputation and sustainable business development. Through strict internal controls, the Group strives to ensure that we ensure that our operations are in compliance with the regulations of the regions in which we operate. In particular, in the food distribution business, the Group has established an internal food safety management system in accordance with the requirements of ISO 22000:2005 to ensure that food products are subject to extensive evaluation during processing and delivery. The Product Quality and Product Recall Policy defines the procedures for sample receipt and inspection, sample return and product detail preparation. The quality assurance department inspects products before they are put into storage to ensure that the quality of the products is free from defects. We adopt a customer-first mentality and listen to them, which allows us to enhance their experience with our products and services.

In addition, the Group provides financial services such as loans to individuals and businesses in Hong Kong. The Group's lending business is operated as a licensed money lender under the Money Lenders Ordinance ("MLRO").

During the Reporting Period, the Group has not identified any products and services that do not comply with the relevant legal and regulatory requirements in respect of health and safety, advertising and labelling.

***Complaints Handling Procedures***

Providing a memorable and positive customer experience is a collective effort of our staff and as such, the Group takes complaint resolution seriously and is committed to responding to any complaints in an efficient, timely and courteous manner. The Group has established policies and procedures for handling complaints. The Customer Service Department is responsible for reviewing all customer complaints, collecting evidence, and providing feedback and recommendations on general complaints.

The Group has established several communication platforms, such as customer service hotline and email, for our customers to lodge complaints. In addition to general suggestions, specific or complex complaints will be forwarded to the relevant department heads for special handling. Upon receipt of all complaints, the Group will provide an initial response and take appropriate follow-up action. Complaints involving any unethical or illegal issues may be escalated to management for further appropriate action.

In order to facilitate effective communication with customers, the Group has been implementing the following measures:

- 1) Provide multiple communication channels, such as service hotline, email, etc., to facilitate communication between customers and us;
- 2) providing timely acknowledgement of receipt of customer feedback, including providing a copy of the communication, the date and time of registration and the communication reference code; and
- 3) respond to customer needs in a timely manner in an appropriate and meaningful manner.

During the Reporting Period, no cases of non-compliance were identified around product or service liability in accordance with relevant laws and regulations.

***Intellectual Property Rights***

Although intellectual property rights are considered to be immaterial to our business, the Group still abides to the Patents Ordinance (Cap. 514 of the Laws of Hong Kong), and the Copyright Ordinance (Cap. 528 of the Laws of Hong Kong). The Group will continue to evaluate whether intellectual property rights is significant to the business and will develop methods to safeguard the intellectual property rights where necessary.

**Product Recall**

The safety of our customers remain our utmost priority. If the Group identifies that the maintenance materials and products may have safety hazards or quality problems, the Group will trace back all affected products as soon as possible in accordance with regulations. The Group will further conduct an investigation to gain a better understanding of the situation to determine whether a recall is necessary. Once the recall is confirmed, the customer service department will be responsible for initiating the recall procedure, supervising the entire recall process, and providing compensation to the affected customers with value-added services and feedback on the extent of the impact. During the Reporting Period, there were no recall of sold or shipped products due to safety and health reasons.

**Confidentiality**

The Company is committed to protecting the personal information of its customers. The Company strictly complies with laws and regulations on privacy issues, such as the Personal Data (Privacy) Ordinance of Hong Kong. The Company collects and uses customers' personal information in a responsible and non-discriminatory manner, limiting the use of information to consistent purposes as defined by the Personal Data (Privacy) Ordinance of Hong Kong. As cyber security threats continue to evolve, the Group will also continue to enhance our privacy action plans and improve cyber security resilience to prevent any leakage of confidential data. We have further developed our IT internal control systems and continue to invest in our cyber security initiatives.

Our Group has a contractual obligation to our customers to maintain confidentiality, i.e. all transaction details, contracts and other related information are considered confidential. Collected data is retained only as long as it is compatible with the purpose and will be destroyed when the purpose has expired. Unauthorized personnel are not allowed to access and review any confidential data.

During the Reporting Period, no violations of data protection and privacy as required by relevant laws and regulations were identified.

**B7 ANTI-CORRUPTION**

The Group does not tolerate any corruption, fraud or other violations of professional ethics. The Group values and upholds the principles of integrity, honesty and fairness in the conduct of our business, which are essential to maintaining our reputation and the confidence of our business partners. An ethical culture, including zero tolerance for corruption and bribery, is also an important factor in the health and sustainability of our business. In order to make this firm commitment in our business, the Group has developed an Anti-Money Laundering and Counter-Terrorist Financing Policy and Procedures (the "AML and Counter-Terrorist Financing Policy") and Anti-Bribery and Corruption Statement with reference to the Drug Trafficking (Recovery of Proceeds) Regulations, the Organized and Serious Crimes Regulations, the United Nations (Anti-Terrorism Measures) Regulations and the Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutions) Regulations. The AML and Counter-Terrorist Financing Policy sets out clear responsibilities and obligations for the Group's directors and employees and defines a range of terms relating to anti-corruption, explaining how these terms apply in a variety of situations to ensure compliance.

The Company is committed to the highest ethical standards and in order to promote anti-fraud principles and consistent organizational behaviour, the Group is required to:

- Conduct regular AML and CTF risk assessments in order to identify, assess and take effective action to mitigate its ML/TF risks;
- Encourage employees to speak up against unethical behaviour, criminal activity, fraud, misconduct, management overreach, and non-compliance with regulations;
- Obtain necessary information from customers prior to conducting business with them and potentially take all reasonable steps and customer due diligence procedures; and
- Arrange for personnel to conduct the necessary ongoing monitoring of transactions to identify suspicious transactions.

For customers with higher risk levels, additional measures will be taken, i.e. enhanced customer due diligence procedures. The Group has put in place appropriate controls and monitoring procedures to monitor accounts consisting of frequent cash transactions, suspicious transaction patterns and large third-party transactions. In the area of combating terrorist financing, the Group applies the principle of customer due diligence, Know Your Customer ("KYC") to monitor any unusual transactions and identify the beneficiaries.

The Group is committed to creating a culture of integrity and fairness by accepting internal complaints and whistleblowing. The whistleblowing channels set out in the Anti-Money Laundering and Anti-Terrorist Financing Policy and Procedures are in place and employees at all levels can raise any concerns without fear of retaliation. Reporting of any suspected business irregularities is encouraged within the Group and each reporting channel has a procedure in place to ensure that reports of unethical behaviour are confidential and anonymous. Also, the discovery of a violation is a matter that all employees can respond to the Anti-Money Laundering Compliance Manager or Compliance Officer or, in extremely serious cases, by filing a complaint or report directly to the Chairman of the Audit Committee of the Board of Directors.

The Group did not identify any non-compliance with laws or regulations that have a material impact on bribery, extortion, fraud or money laundering during the Reporting Period. During the period under review, the Group complied with all applicable anti-money laundering laws and regulations in Hong Kong and conducted regular internal assessments to evaluate the different risk factors of the Group's money laundering activities.

The Group holds regular training sessions on employee behaviour, ethics, integrity literacy and anti-corruption, aimed at challenging employees to assess their ethical beliefs, promoting ways to make their work environment more ethical, and improving their ability to prevent and identify different anti-corruption and anti-bribery cases.

## **B8 COMMUNITY INVESTMENT**

Recognizing our responsibility to the community, the Group is committed to providing available resources to support the community. Despite the impact of COVID-19, the Group continues to help the community by engaging in various community activities (such as distribution of free of charge bread to people who are in need for a day during the Reporting Period) to encourage employees to participate in various charitable and voluntary activities.

We actively advocate our employees to seek opportunities to work with charitable organizations and participate in various charitable activities to draw the attention of the community and drive our employees to further participate in community services. The Group believes that through active participation in community service activities, employees can develop a sense of social responsibility and further enhance our reputation as an active community builder.

Looking ahead, the Group will continue to adhere to the principle of responsibility to our shareholders, investors, suppliers, customers and the public, seek further development opportunities and maintain a harmonious relationship with our stakeholders.

## HKEX ESG REPORTING GUIDE CONTENT INDEX

Aspects, General Disclosures and KPIs	Description	Relevant Chapter/Explanation
<b>A. Environmental</b>		
<b>Aspect A1: Emissions</b>		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emissions
KPI A1.1	The types of emissions and respective emissions data.	Emissions—Air Emissions
KPI A1.2	Direct (Scope 1) and energy indirect Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions—GHG Emissions
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions—Waste Management
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions—Waste Management
KPI A1.5	Description of emissions target(s) set and steps taken to achieve them.	Emissions
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Emissions—Waste Management
<b>Aspect A2: Use of Resources</b>		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Use of Resources
KPI A2.1	Direct and/or indirect energy consumption by type gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Use of Resources—Energy Management
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Use of Resources—Water Stewardship
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Use of Resources—Energy Management
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Use of Resources—Water Stewardship
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Use of Resources—Packaging

Aspects, General Disclosures and KPIs	Description	Relevant Chapter/Explanation
<b>Aspect A3 The Environment and Natural Resources</b>		
General Disclosure	Policies on minimising the issuer's significant impact on the environment and natural resources.	The Environment and Natural Resources
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	The Environment and Natural Resources
<b>Aspect A4: Climate Change</b>		
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Climate Change
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate Change
<b>B. Social</b>		
<b>Aspect B1: Employment</b>		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment
KPI B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	Employment
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Employment
<b>Aspect B2: Health and Safety</b>		
General Disclosure	Information on (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Health and Safety
KPI B2.2	Lost days due to work injury.	Health and Safety
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Health and Safety
<b>Aspect B3: Development and Training</b>		
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities	Development and Training
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Development and Training
KPI B3.2	The average training hours completed per employee by gender and employee category.	Development and Training



**Aspects, General Disclosures and KPIs****Description****Relevant Chapter/Explanation****Aspect B4: Labour Standard**

General Disclosure

Information on:

(a) the policies; and  
 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.

Labour Standards

KPI B4.1

Description of measures to review employment practices to avoid child and forced labour.

Labour Standards

KPI B4.2

Description of steps taken to eliminate such practices when discovered.

Labour Standards

**Aspect B5: Supply Chain Management**

General Disclosure

Policies on managing environmental and social risks of the supply chain.

Supply Chain Management

KPI B5.1

Number of suppliers by geographical region.

Supply Chain Management

KPI B5.2

Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.

Supply Chain Management

KPI B5.3

Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.

Supply Chain Management

KPI B5.4

Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.

Supply Chain Management

**Aspect B6: Product Responsibility**

General Disclosure

Information on:

(a) the policies; and  
 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.

Product Responsibility

KPI B6.1

Percentage of total products sold or shipped subject to recalls for safety and health reasons.

Product Responsibility

KPI B6.2

Number of products and service related complaints received and how they are dealt with.

Product Responsibility—Complaints Handling Procedures

KPI B6.3

Description of practices relating to observing and protecting intellectual property rights.

Product Responsibility—Intellectual Property Rights

KPI B6.4

Description of quality assurance process and recall procedures.

Product Responsibility—Product Recall

KPI B6.5

Description of consumer data protection and privacy policies, and how they are implemented and monitored.

Product Responsibility—Customer Data Privacy

<b>Aspects, General Disclosures and KPIs</b>	<b>Description</b>	<b>Relevant Chapter/Explanation</b>
<b>Aspect B7: Anti-Corruption</b>		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Anti-corruption
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	Anti-corruption
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption
<b>Aspect B8: Community Investment</b>		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Community Investment
KPI B8.2	Resources contributed (e.g. money or time) to the focused area.	Community Investment



## 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 (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 60 to 128, which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss and other 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 2023, 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 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
<p><b>Impairment losses on loans and advances to customers</b></p> <p>We identified the impairment losses of loans and advances to customers as a key audit matter due to significant management judgements and estimates involved in identification and measurement of expected credit losses (“ECL”).</p> <p>As disclosed in note 21 to the consolidated financial statements, the net carrying amount of loans and advances to customers is HK\$62,951,000, after recognising an impairment allowance of HK\$101,689,000 as at 31 March 2023.</p> <p>The management estimates the provision for impairment of loans and advances to customers based on the measurement of ECL under a “three-stage” model. In measuring ECL of loans and advances to customers, the management uses judgements in applying the inputs and assumptions regarding probability of default and loss given default with reference to the historical delinquency ratio of loan portfolio, value of collateral and forward-looking information on macroeconomic factors. We focused on this area because the carrying amount of loans and advances to customers is significant to the consolidated financial statements and the management’s impairment assessment of loans and advances to customers requires the use of significant judgements and estimates.</p>	<p>Our procedures in relation to the impairment losses on loans and advances to customers included:</p> <ul style="list-style-type: none"> <li>• Understanding key controls and how the management estimates the provision for impairment of loans and advances to customers, and the methodology used by the management in the measurement of ECL;</li> <li>• Testing the inputs used by the management in the measurement of ECL, by comparing individual items in the analysis with the relevant loan agreements and other supporting documents on a sample basis;</li> <li>• Assessing the reasonableness of the inputs and assumptions applied to the ECL model for loans and advances to customers, including criteria on determination of internal credit ratings of loans and advances to customers, probability of default, loss given default, value of collateral and forward-looking information on macroeconomic factors;</li> <li>• Reviewing the Group’s historical loss experience;</li> <li>• Testing the mathematical accuracy of the calculation in the ECL model;</li> <li>• Examining underlying documentation supporting the value of collateral, if any, on a sample basis; and</li> <li>• Evaluating the appropriateness of disclosures regarding the impairment assessment of loans and advances to customers in the consolidated financial statements.</li> </ul>

## **OTHER MATTERS**

The consolidated financial statements of the Group for the year ended 31 March 2022 were audited by another auditor who expressed an unqualified opinion on those consolidated financial statements on 24 June 2022.

## **OTHER INFORMATION**

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

The directors 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.

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

## **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion 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 HKSAAs, 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 those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance 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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, 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.

### **CL Partners CPA Limited**

*Certified Public Accountants*

### **HONG Ting**

Practising Certificate Number: P07069

Hong Kong, 23 June 2023

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2023

	Notes	2023 HK\$'000	2022 HK\$'000
<b>Revenue from money lending</b>	5(a)	<b>22,062</b>	27,544
<b>Revenue from sale of goods</b>	5(a)	<b>49,337</b>	70,727
Cost of goods sold		<b>(41,121)</b>	(60,514)
<b>Gross profit from sale of goods</b>		<b>8,216</b>	10,213
Investment and other income	6	<b>3,755</b>	1,394
Other gains and losses, net	7	<b>(7,050)</b>	(8,123)
Servicing, selling and distribution costs		<b>(6,526)</b>	(9,855)
Administrative expenses		<b>(64,498)</b>	(57,930)
Allowance for expected credit losses on trade receivables, net	33(b)	<b>(482)</b>	(1,921)
Allowance for expected credit losses on loans and advances to customers, net	21(b)	<b>(8,355)</b>	(25,762)
Finance costs	11	<b>(698)</b>	(640)
Share of results of associates		<b>(514)</b>	291
<b>Loss before tax</b>	8	<b>(54,090)</b>	(64,789)
Income tax (expense) credit	12	<b>(14)</b>	465
<b>Loss and total comprehensive expense for the year attributable to owners of the Company</b>		<b>(54,104)</b>	(64,324)
			(Restated)
<b>Loss per share</b>	13		
Basic and diluted		<b>HK\$(0.15)</b>	HK\$(0.23)

The notes on pages 58 to 120 are an integral part of these consolidated financial statements.

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

31 March 2023

	<i>Notes</i>	<b>2023</b> <b>HK\$'000</b>	2022 HK\$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	14	<b>10,930</b>	12,248
Right-of-use assets	15	<b>6,508</b>	11,712
Goodwill	27	<b>1,344</b>	–
Interests in associates	16	<b>1,688</b>	6,254
Deposits, prepayments and other receivables	20	<b>1,545</b>	1,666
Loans and advances to customers	21	<b>30,738</b>	55,947
		<b>52,753</b>	87,827
<b>Current assets</b>			
Inventories	18	<b>10,733</b>	4,384
Trade receivables	19	<b>12,823</b>	13,234
Deposits, prepayments, other receivables and other assets	20	<b>21,817</b>	2,272
Loans and advances to customers	21	<b>32,213</b>	65,265
Financial assets at fair value through profit or loss	17	<b>32,571</b>	30,467
Cash and cash equivalents	22	<b>25,820</b>	21,684
		<b>135,977</b>	137,306
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	23	<b>7,779</b>	4,987
Contract liabilities	24	<b>1,110</b>	1,571
Lease liabilities	25	<b>5,454</b>	6,051
Tax payable		<b>14</b>	–
Borrowings	26	<b>1,200</b>	3,000
		<b>15,557</b>	15,609
<b>Net current assets</b>		<b>120,420</b>	121,697
<b>Total assets less current liabilities</b>		<b>173,173</b>	209,524

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION** *(Continued)*

31 March 2023

	<i>Notes</i>	<b>2023</b> <b>HK\$'000</b>	2022 HK\$'000
<b>Non-current liabilities</b>			
Lease liabilities	25	<b>1,467</b>	6,154
Deferred tax liabilities	29	–	–
		<b>1,467</b>	6,154
<b>Net assets</b>			
		<b>171,706</b>	203,370
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	30(b)	<b>4,326</b>	2,404
Reserves	30(c)	<b>167,380</b>	200,966
<b>Total equity</b>		<b>171,706</b>	203,370

The notes on pages 66 to 128 are an integral part of these consolidated financial statements.

The consolidated financial statements on pages 60 to 128 were approved and authorised for issue by the board of directors on 23 June 2023 and are signed on its behalf by:

**Chan Yan Tak**  
*Director*

**Lim Ming Shing, Tony**  
*Director*

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2023

	Attributable to owners of the Company					Total HK\$'000
	Share capital HK\$'000 (note 30(b))	Share Premium HK\$'000 (note 30(c)(i))	Capital reserve HK\$'000 (note 30(c)(ii))	Contributed surplus HK\$'000 (note 30(c)(iii))	Accumulated losses HK\$'000	
<b>Balance at 1 April 2021</b>	2,404	360,009	29,320	145,926	(269,965)	267,694
Loss for the year	-	-	-	-	(64,324)	(64,324)
Balance at 31 March 2022 and 1 April 2022	<b>2,404</b>	<b>360,009</b>	<b>29,320</b>	<b>145,926</b>	<b>(334,289)</b>	<b>203,370</b>
Loss for the year	-	-	-	-	(54,104)	(54,104)
Issue of shares (note 30)	721	10,023	-	-	-	10,744
Issue of shares upon right issue (note 30)	1,201	13,220	-	-	-	14,421
Share issuance expenses	-	(2,725)	-	-	-	(2,725)
<b>Balance at 31 March 2023</b>	<b>4,326</b>	<b>380,527</b>	<b>29,320</b>	<b>145,926</b>	<b>(388,393)</b>	<b>171,706</b>

Note : On 20 August 2020, the Group entered into a sale and purchase agreement with a non-controlling shareholder, pursuant to which the Group agreed to acquire 40% of equity interests in a subsidiary at a consideration of HK\$100,000. The excess of HK\$36,000 between the consideration paid to obtain non-controlling interests in a subsidiary and its carrying amount on the date of acquisition was recognised in capital reserve.

On 9 September 2020, the Group entered into a sale and purchase agreement with a non-controlling shareholder, pursuant to which the Group agreed to acquire 25% of equity interests in a subsidiary at a consideration of HK\$600,000. The deficit of HK\$964,000 between the consideration paid to obtain non-controlling interests in a subsidiary and its carrying amount on the date of acquisition was recognised in capital reserve.



## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2023

	Notes	2023 HK\$'000	2022 HK\$'000
<b>Operating activities</b>			
Loss before tax		<b>(54,090)</b>	(64,789)
Adjustments for:			
Depreciation on property, plant and equipment	14	<b>6,068</b>	6,745
Depreciation of right-of-use assets	15	<b>5,911</b>	6,431
Fair value loss on financial assets at fair value through profit or loss, net	7	<b>937</b>	3,914
Finance costs	11	<b>698</b>	640
Interest income from bank balances	6	<b>(108)</b>	(2)
Interest income from rental deposits	6	<b>(70)</b>	(74)
Gain on early termination of lease		<b>(41)</b>	–
Loss on disposal of property, plant and equipment, net	7	<b>2,162</b>	1,809
Provision for impairment/write-down of inventories	8	<b>1,774</b>	1,178
Allowance for expected credit losses on trade receivables, net	33(b)	<b>482</b>	1,921
Allowance for expected credit losses on loans and advances to customers, net	21(b)	<b>8,355</b>	25,762
Impairment of interests in associates	7	<b>3,939</b>	2,894
Gain on disposal of a subsidiary	28	<b>(75)</b>	–
Loss on disposal of an associate	7	<b>113</b>	–
Share of results of associates		<b>514</b>	(291)
		<b>(23,431)</b>	(13,862)
(Increase)/decrease in inventories		<b>(8,123)</b>	2,562
Increase in trade receivables		<b>(71)</b>	(1,491)
Increase in deposits, prepayments and other receivables		<b>(19,475)</b>	(1,098)
Decrease in loans and advances to customers		<b>50,902</b>	13,512
Increase/(decrease) in trade and other payables		<b>307</b>	(156)
(Decrease)/Increase in contract liabilities		<b>(461)</b>	422
Cash used in operations		<b>(352)</b>	(111)
Interest received		<b>108</b>	2
Hong Kong Profits Tax paid		<b>–</b>	(86)

**CONSOLIDATED STATEMENT OF CASH FLOWS** *(Continued)*

For the year ended 31 March 2023

	Notes	2023 HK\$'000	2022 HK\$'000
<b>Net cash used in operating activities</b>		<b>(244)</b>	(195)
<b>Investing activities</b>			
(Increase)/decrease in bank deposits		–	1,004
Purchase of financial assets at fair value through profit or loss		<b>(3,600)</b>	(20,463)
Proceeds from disposal of financial assets at fair value through profit or loss		<b>559</b>	9,713
Purchase of property, plant and equipment	14	<b>(6,684)</b>	(7,052)
Acquisition of a subsidiary	27	<b>30</b>	–
Acquisition of interests in associates	16	–	(2,400)
Disposal of a subsidiary	28	<b>(322)</b>	–
Proceeds from disposal of property, plant and equipment		<b>1,600</b>	31
<b>Net cash used in investing activities</b>		<b>(8,417)</b>	(19,167)
<b>Financing activities</b>			
Proceeds from borrowings	22(b)	–	6,000
Repayment of borrowings	22(b)	<b>(3,000)</b>	(3,000)
Interest paid	22(b)	<b>(270)</b>	(109)
Repayment of lease liabilities	22(b)	<b>(6,373)</b>	(6,368)
Proceeds from issue of shares, nets		<b>22,440</b>	–
<b>Net cash generated from/(used in) financing activities</b>		<b>12,797</b>	(3,477)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>4,136</b>	(22,839)
<b>Cash and cash equivalents at the beginning of year</b>		<b>21,684</b>	44,523
<b>Cash and cash equivalents at the end of year</b>		<b>25,820</b>	21,684

The notes on pages 58 to 120 are an integral part of these consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2023

### 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 02, 11/F., Eastmark, 21 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong. The Company’s shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The consolidated financial statements are presented in Hong Kong dollars (“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 23 June 2023.

### 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020

The application of the amendments to HKFRSs in the current year had no material impact on the Group’s financial position and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### 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 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>3</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>1</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies <sup>1</sup>
Amendments to HKAS 8	Definition of Accounting Estimates <sup>1</sup>
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2023.

<sup>2</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2024.

Except for the new and amendments to HKFRSs mentioned below, 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.

### Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

### Amendments to HKAS 8 Definition of Accounting Estimates

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

### 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.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.



### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Basis of preparation and consolidation** *(Continued)*

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**

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

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 acquiree 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.

#### **Goodwill**

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of CGUs) retained.

#### **Interests in associates**

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.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate 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. Changes in net assets of the associate 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 exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), 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.

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Interests in associates** *(Continued)*

An interest in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, 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 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.

When the Group ceases to have significant influence over an associate, 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 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 and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate 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.

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 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 of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interest in the associate that are not related to the Group.

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### 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% to 33%
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.

#### Impairment on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible 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 amounts of tangible 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.

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.



### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **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. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

#### **Other assets**

The other assets represented the non-fungible tokens on hand at the end of the reporting period which can be bought and sold, do not qualify for recognition as cash and cash equivalents or financial assets, and are similar to intangible assets in nature. They are stated at the lower of cost and net realisable value. Cost represents the historical purchase cost which is calculated using weighted-average method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur 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 are 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.

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.



### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### Financial instruments *(Continued)*

##### Financial assets *(Continued)*

##### *Classification and subsequent measurement of financial assets (Continued)*

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term;
- 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.

(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 losses ("ECL") on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables and loans and advances to customers), and on loan commitments issued which are not measured at FVTPL. The amount of ECL is updated at the end of each reporting period 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 the end of each reporting period. The Group has applied loss rates which are reference to the default rates, adjusted for forward-looking factors and the economic environment.

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### Financial instruments *(Continued)*

##### Financial assets *(Continued)*

##### Credit losses and impairment of financial assets *(Continued)*

##### 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 ECLs"). 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 (lifetime ECLs).

At the end of each reporting period, 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 end of the reporting period 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 past due. The Group considers these financial assets are in default when contractual payments are 30 days past due.

Loan and advances to customers 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 end of the reporting period (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

(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 end of the reporting period 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 reorganisation/restructuring entered by the debtors.

### 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 *(Continued)*

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 30 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

##### (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.

### 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

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.

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;
- 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 34(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 and borrowings) are subsequently measured at amortised cost, using the effective interest method.

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Financial instruments** *(Continued)*

##### **Financial liabilities and equity instruments** *(Continued)*

###### *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.

###### *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**

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**

###### *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.



### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Leases** *(Continued)*

##### **The Group as a lessee** *(Continued)*

###### *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.

###### *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.

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Leases** *(Continued)*

##### **The Group as a lessee** *(Continued)*

##### *Lease liabilities (Continued)*

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.

##### *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.

##### *Changes in the basis for determining the future lease payments as a result of interest rate benchmark reform*

For changes in the basis for determining the future lease payments as a result of interest rate benchmark reform, the Group applies the practical expedient to remeasure the lease liabilities by discounting the revised lease payments using the unchanged discount rate and makes a corresponding adjustment to the related right-of-use assets. A lease modification is required by interest rate benchmark reform if, and only if, both of these conditions are met:

- the modification is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the lease payments is economically equivalent to the previous basis (i.e. the basis immediately preceding the modification).

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Leases** *(Continued)*

##### ***The Group as a lessee*** *(Continued)*

###### *Covid-19-related rent concessions*

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

##### ***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.

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Leases** *(Continued)*

##### ***The Group as a lessor*** *(Continued)*

###### *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.

#### **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 loss 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 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.

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.

### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### **Income tax** *(Continued)*

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.

#### **Government grants**

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "investment and other income".

#### **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.



### 3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

#### Revenue recognition *(Continued)*

##### Revenue from contracts with customers *(Continued)*

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.

#### 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.

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 estimates the provision for impairment of loans and advances to customers based on the measurement of ECL under a "three-stage" model. The allowance for ECL on the loans and advances 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 information 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 provision for ECL or material reversal of provision for ECL may arise, accordingly. As at 31 March 2023, the carrying amount of loans and advances to customers is HK\$62,951,000 (2022: HK\$121,212,000), after recognising an impairment allowance of HK\$101,689,000 (2022: HK\$114,804,000).

##### (b) ECL allowances for trade receivables

Management regularly assesses the allowance for ECL on trade receivables and recognises lifetime ECL for trade receivables. Allowances for ECL on trade receivables 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 2023, the carrying amount of trade receivables is HK\$12,823,000 (2022: HK\$13,234,000), after recognising an impairment allowance of HK\$6,112,000 (2022: HK\$6,288,000).

##### (c) Impairment assessment on property, plant and equipment and 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, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset 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 prepared by the management, the recoverable amount of the relevant CGUs are larger than their carrying amounts and therefore no impairment was recognised in profit or loss for the year ended 31 March 2023.

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

##### (d) Impairment assessment on interests in associates

The Group estimates the recoverable amounts of these interests in associates based on value in use calculation. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the associates with assumptions of terminal growth rates and discount rates in order to calculate the present values. As at 31 March 2023, the carrying amounts of the Group's interests in Big Max Limited ("Big Max"), Diamond Brave Limited ("Diamond Brave") and Sunshine Team Limited ("Sunshine Team") are Nil, HK\$1,355,000 and HK\$333,000 (2022: Big Max, Diamond Brave, Wing Way Limited ("Wing Way") and Sunshine Team are HK\$1,865,000, HK\$2,773,000, HK\$113,000 and HK\$1,503,000), after recognising impairment allowances of HK\$3,970,000, HK\$3,513,000 and HK\$2,193,000 (2022: Big Max, Diamond Brave, Wing Way and Sunshine Team are HK\$2,681,000, HK\$2,000,000, HK\$4,169,000 and HK\$1,056,000), respectively.

#### 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 cyclicity 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 follows:

	2023 HK\$'000	2022 HK\$'000
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
Contracts with customers		
Retail sales of grocery products and coupons and restaurant operation	27,343	32,206
Wholesale of frozen food and processed food	21,994	38,521
	49,337	70,727
<b>Revenue from contracts with customers not within the scope of HKFRS 15</b>		
Revenue from money lending	22,062	27,544
	71,399	98,271
<b>Timing of revenue recognition within the scope of HKFRS 15</b>		
At point in time	49,337	70,727

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

## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

### (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 retail and wholesale.

Segment results represent the profit/(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, and income tax credit/(expense). 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 and deferred tax liabilities.

### (c) Segment results, assets and liabilities

	Money lending		Groceries retail and wholesale		Total	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
<b>Reportable segment revenue from external customers</b>	<b>22,062</b>	27,544	<b>49,337</b>	70,727	<b>71,399</b>	98,271
<b>Reportable segment profit/(loss) before tax</b>	<b>2,041</b>	(27,611)	<b>(21,306)</b>	(22,006)	<b>(19,265)</b>	(49,617)
Depreciation of property, plant and equipment	<b>1,398</b>	2,246	<b>2,635</b>	3,111	<b>4,033</b>	5,357
Depreciation of right-of-use assets	<b>574</b>	565	<b>3,483</b>	3,824	<b>4,057</b>	4,389
Allowance for expected credit losses on trade receivables, net	–	–	<b>482</b>	1,921	<b>482</b>	1,921
Allowance for expected credit losses on loans and advances to customers, net	<b>8,355</b>	25,762	–	–	<b>8,355</b>	25,762
<b>Reportable segment assets</b>	<b>117,495</b>	170,202	<b>49,985</b>	33,563	<b>167,480</b>	203,765
Additions to property, plant and equipment	<b>180</b>	578	<b>3,749</b>	1,847	<b>3,929</b>	2,425
<b>Reportable segment liabilities</b>	<b>2,903</b>	2,762	<b>6,761</b>	10,453	<b>9,664</b>	13,215

## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

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

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
<b>Revenue</b>		
Reportable segment revenue and consolidated revenue	<b>71,399</b>	98,271
	<b>2023 <i>HK\$'000</i></b>	<b>2022 <i>HK\$'000</i></b>
<b>Loss before tax</b>		
Reportable segment loss before tax	<b>(19,265)</b>	(49,617)
Unallocated head office corporate expenses	<b>(30,318)</b>	(8,094)
Investment and other income	<b>3,755</b>	1,394
Other gains and losses, net	<b>(7,050)</b>	(8,123)
Finance costs	<b>(698)</b>	(640)
Share of results of associates	<b>(514)</b>	291
Consolidated loss before tax	<b>(54,090)</b>	(64,789)
	<b>2023 <i>HK\$'000</i></b>	<b>2022 <i>HK\$'000</i></b>
<b>Assets</b>		
Reportable segment assets	<b>167,480</b>	203,765
Unallocated corporate assets	<b>21,250</b>	21,368
Consolidated total assets	<b>188,730</b>	225,133
	<b>2023 <i>HK\$'000</i></b>	<b>2022 <i>HK\$'000</i></b>
<b>Liabilities</b>		
Reportable segment liabilities	<b>9,664</b>	13,215
Unallocated corporate liabilities	<b>7,360</b>	8,548
Consolidated total liabilities	<b>17,024</b>	21,763



## 5. REVENUE AND SEGMENT INFORMATION *(Continued)*

### (e) Information about major customers

Revenue from customer of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

	2023 HK\$'000	2022 HK\$'000
Customer A	N/A <sup>1</sup>	16,899

<sup>1</sup> The corresponding revenue did not contribute over 10% of the total revenue of the Group.

### (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

	2023 HK\$'000	2022 HK\$'000
Government grants <i>(note)</i>	1,994	–
Interest income from		
– bank balances	108	2
– rental deposits	70	74
Rental income from sub-letting of		
– office premises	–	22
Others	1,583	1,296
	<b>3,755</b>	<b>1,394</b>

*Note:* During the year ended 31 March 2023, the Group recognised government grants of HK\$1,994,000 (2022: Nil) in respect of Covid-19-related subsidies, including Employment Support Scheme and Retail Sector Subsidy Scheme provided by the Hong Kong government. There was no unfulfilled condition or contingency in respect of the government grants.

## 7. OTHER GAINS AND LOSSES, NET

	2023 HK\$'000	2022 HK\$'000
Fair value loss on financial assets at FVTPL, net	(937)	(3,914)
Impairment loss of interests in associates <i>(note 16)</i>	(3,939)	(2,894)
Loss on disposal of property, plant and equipment, net	(2,162)	(1,809)
Loss on disposal of an associate <i>(note 16)</i>	(113)	–
Gain on disposal of a subsidiary <i>(note 28)</i>	75	–
Others	26	494
	<b>(7,050)</b>	<b>(8,123)</b>

**8. LOSS BEFORE TAX**

	<b>2023</b> <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Loss before tax is arrived at after charging:		
Auditors' remuneration	<b>880</b>	780
Commission expense		
– Money lending business	<b>1,648</b>	3,863
– Retail and wholesale business	<b>271</b>	427
Minimum lease payments in respect of short-term leases of land and buildings	<b>1,242</b>	530
Employee benefit expenses		
– Basic salaries, allowances and other benefits in kind	<b>31,599</b>	32,130
– Retirement benefit scheme contributions	<b>1,571</b>	2,203
	<b>33,170</b>	34,333
Depreciation of property, plant and equipment ( <i>note 14</i> )		
– Owned assets (included in administrative expenses)	<b>5,074</b>	5,487
– Owned assets (included in cost of sales)	<b>994</b>	1,258
	<b>6,068</b>	6,745
Depreciation of right-of-use assets ( <i>note 15</i> )		
– Included in administrative expenses	<b>5,463</b>	5,846
– Included in cost of sales	<b>448</b>	585
	<b>5,911</b>	6,431
Carrying amount of inventories sold	<b>34,612</b>	44,241
Provision for impairment on/write-down of inventories (included in cost of sales)	<b>1,774</b>	1,178
Cost of inventories recognised as expenses	<b>36,386</b>	45,419

## 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 ten (2022: five) directors of the Company is set out below:

	For the year ended 31 March 2023				Total HK\$'000
	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Bonus HK\$'000	Retirement benefit scheme contributions HK\$'000	
<i>Executive Directors</i>					
Mr. Chan Yan Tak, the Chairman (Appointed on 22 July 2022 and appointed as the Chairman on 22 July 2022)	-	822	1,500	13	2,335
Mr. Lim Ming Shing, Tony (Appointed on 22 July 2022)	-	655	500	14	1,169
Ms. SIU Yeuk Hung, Clara	-	723	-	18	741
Mr. LAW Ka Kei	-	751	-	18	769
	-	2,951	2,000	63	5,014
<i>Independent Non-Executive Directors</i>					
Mr. LEE King Fui	100	-	-	-	100
Mr. Joseph Rodrick Law (Appointed on 22 July 2022)	69	-	-	-	69
Mr. To Kwan (Appointed on 1 November 2022)	50	-	-	-	50
Ms. Ho Sau Ping, Pia (Appointed on 16 January 2023)	42	-	-	-	42
Mr. HO Tak Yin (Resigned on 1 November 2022)	58	-	-	-	58
Mr. LEE Wing Lun (Resigned on 1 October 2022)	21	-	-	-	21
	340	-	-	-	340
Total emoluments	340	2,951	2,000	63	5,354

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

	For the year ended 31 March 2022				
	Fees <i>HK\$'000</i>	Salaries, allowances and benefits in kind <i>HK\$'000</i>	Bonus <i>HK\$'000</i>	Retirement benefit scheme contributions <i>HK\$'000</i>	Total <i>HK\$'000</i>
<i>Executive Directors</i>					
Ms. SIU Yeuk Hung, Clara, the Chairman (Appointed as the Chairman on 2 July 2020)	-	741	62	18	821
Mr. LAW Ka Kei	-	622	60	18	700
	-	1,363	122	36	1,521
<i>Independent Non-Executive Directors</i>					
Mr. LEE King Fui	100	-	-	-	100
Mr. HO Tak Yin (Resigned on 1 November 2022)	100	-	-	-	100
Mr. LEE Wing Lun (Resigned on 1 October 2022)	100	-	-	-	100
	300	-	-	-	300
<b>Total emoluments</b>	<b>300</b>	<b>1,363</b>	<b>122</b>	<b>36</b>	<b>1,821</b>

Except as disclosed above, there was no remuneration paid to other directors of the Company for the years ended 31 March 2023 and 2022.

During the years ended 31 March 2023 and 2022, 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.

## 10. FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, two (2022: two) were directors of the Company whose emoluments are included in the disclosures in note 9 above. The emoluments payable to the remaining three (2022: three) individuals in which all of them (2022: all of them) were senior management during the year are as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Salaries, allowances and benefits in kind	2,963	1,904
Retirement benefit scheme contributions	72	54
	<b>3,035</b>	<b>1,958</b>

The emoluments of the highest paid three (2022: three) individuals for the year fell within the following bands:

	Number of individuals	
	2023	2022
Emolument bands		
Nil – HK\$1,000,000	2	3
HK\$1,000,001 – HK\$1,500,000	1	–

## 11. FINANCE COSTS

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Interest expenses on:		
Borrowings	270	109
Lease liabilities	428	531
	<b>698</b>	<b>640</b>

## 12. INCOME TAX (EXPENSE) CREDIT

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Current tax: Hong Kong		
– Charge for the current year	(14)	–
– Over-provision in prior years	–	203
	<b>(14)</b>	<b>203</b>
Deferred tax ( <i>note 29</i> )	–	262
Income tax (expense) credit	<b>(14)</b>	<b>465</b>

For the years ended 31 March 2023 and 2022, Hong Kong Profits Tax was calculated under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.



## 12. INCOME TAX (EXPENSE) CREDIT *(Continued)*

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

	2023 HK\$'000	2022 HK\$'000
Loss before tax	<b>(54,090)</b>	(64,789)
Tax at the domestic income tax rate at 16.5% (2022: 16.5%)	<b>(8,925)</b>	(10,690)
Tax effect of non-taxable income	<b>(345)</b>	(160)
Tax effect of non-deductible expenses	<b>1,785</b>	865
Tax effect of unused tax losses not recognised	<b>7,019</b>	8,888
Tax effect of deductible temporary differences not recognised	<b>382</b>	883
Tax effect of share of results of associates	<b>85</b>	(48)
Over-provision in prior years	–	(203)
Others	<b>13</b>	–
Income tax expense (credit)	<b>14</b>	(465)

At the end of the reporting period, the Group has unused tax losses of HK\$201,178,000, (2022: HK\$159,596,000) for offset against future profits. A deferred tax asset has been recognised in respect of HK\$1,459,000 (2022: HK\$3,276,000) 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\$199,719,000 (2022: HK\$156,320,000) due to the unpredictability of future profit streams.

As 31 March 2023, the Group has deductible temporary differences of HK\$9,345,000 (2022: HK\$6,806,000) of which deferred tax asset has not been recognised. Tax effect of such deductible temporary differences as at 31 March 2023 was HK\$1,542,000 (2022: HK\$1,123,000).

## 13. LOSS PER SHARE

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

	2023 HK\$'000	2022 HK\$'000
<b>Loss</b>		
Loss for the year attributable to owners of the Company	<b>(54,104)</b>	(64,324)
	<b>2023</b>	2022 (Restated)
<b>Number of ordinary shares</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<b>366,859,658</b>	274,009,664

The weighted average number of ordinary shares for the years ended 31 March 2023 and 2022 has been adjusted to reflect the rights issues during the year.

The computation of diluted loss per share for the years, ended 31 March 2023 and 2022 is the same as the computation of basic loss per share as there were no potential ordinary shares in issue.

**14. PROPERTY, PLANT AND EQUIPMENT**

	<b>Leasehold improvements</b> <i>HK\$'000</i>	<b>Equipment</b> <i>HK\$'000</i>	<b>Furniture and fixtures</b> <i>HK\$'000</i>	<b>Motor vehicles and ship</b> <i>HK\$'000</i>	<b>Total</b> <i>HK\$'000</i>
<b>Cost</b>					
At 1 April 2021	10,170	13,024	5,309	1,218	29,721
Additions	6,310	681	61	–	7,052
Disposals	(5,449)	(1,079)	(1,437)	(602)	(8,567)
At 31 March 2022 and 1 April 2022	11,031	12,626	3,933	616	28,206
Additions	555	1,261	18	4,850	6,684
Disposals	(1,630)	(1,854)	(1,095)	(2,980)	(7,559)
Acquisition of a subsidiary ( <i>note 27</i> )	1,860	–	–	–	1,860
Disposal of a subsidiary ( <i>note 28</i> )	(521)	(118)	(275)	–	(914)
At 31 March 2023	11,295	11,915	2,581	2,486	28,277
<b>Accumulated depreciation</b>					
At 1 April 2021	5,271	5,399	4,198	1,072	15,940
Charge for the year	3,644	2,357	621	123	6,745
Written back on disposals	(3,635)	(1,069)	(1,421)	(602)	(6,727)
At 31 March 2022 and 1 April 2022	5,280	6,687	3,398	593	15,958
Charge for the year	3,275	2,174	344	275	6,068
Written back on disposals	(1,323)	(1,336)	(979)	(159)	(3,797)
Disposal of a subsidiary ( <i>note 28</i> )	(521)	(106)	(255)	–	(882)
At 31 March 2023	6,711	7,419	2,508	709	17,347
<b>Carrying amounts</b>					
<b>At 31 March 2023</b>	<b>4,584</b>	<b>4,496</b>	<b>73</b>	<b>1,777</b>	<b>10,930</b>
At 31 March 2022	5,751	5,939	535	23	12,248

**15. RIGHT-OF-USE ASSETS**

**Land and  
buildings**  
HK\$'000

**Cost**

At 1 April 2021	8,947
Additions	14,064
Termination of lease	(5,693)
At 31 March 2022 and 1 April 2022	17,318
Additions	1,878
Termination of lease	(2,985)
Disposal of a subsidiary ( <i>note 28</i> )	(760)
At 31 March 2023	15,451

**Accumulated depreciation**

At 1 April 2021	4,868
Charge for the year	6,431
Written back on termination of lease	(5,693)
At 31 March 2022 and 1 April 2022	5,606
Charge for the year	5,911
Written back on termination of lease	(2,527)
Disposal of a subsidiary ( <i>note 28</i> )	(47)
At 31 March 2023	8,943

**Carrying amounts**

<b>At 31 March 2023</b>	<b>6,508</b>
At 31 March 2022	11,712

For both years, the Group leases office buildings for its operations. Lease contracts which effective interest rates of 4.4% (2022: 4.4%) are entered into for fixed terms of 12 months to 3 years (2022: 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).

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**

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Unlisted shares, at cost	<b>15,150</b>	19,250
Share of post-acquisition profit	<b>1,008</b>	1,704
Less: allowance for impairment	<b>(14,470)</b>	(14,700)
	<b>1,688</b>	6,254

*Notes:*

- (i) On 15 April 2021, the Group entered into sale and purchase agreements with an independent third party to acquire 20% equity interests in Sunshine Team at considerations of HK\$2,400,000. The considerations were settled by cash during the year ended 31 March 2022.
- (ii) Particulars of the Group's interests in the Group's material associates at 31 March 2023 and 2022 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			
			2023	2022	2023	2022		
			%	%	%	%		
Big Max	Ordinary	HK\$100 (2022: HK\$100)	20	20	N/A	N/A	Operation of a restaurant	Hong Kong
Diamond Brave	Ordinary	HK\$100 (2022: HK\$100)	20	20	N/A	N/A	Operation of a restaurant	Hong Kong
Wing Way	Ordinary	2022: HK\$100	-	20	N/A	N/A	Operation of a restaurant	Hong Kong
Sunshine Team	Ordinary	HK\$100 (2022: HK\$100)	20	20	N/A	N/A	Operation of a restaurant	Hong Kong

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

On 31 December 2022, the Group entered into a sale and purchase agreement with Round Table Group Limited, pursuant to which the Group agreed to dispose of its 20% equity interest in Wing Way at a consideration of HK\$1.

## 16. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(iii) Impairment assessment of the interests in associates

As at 31 March 2023, due to the unfavorable market condition and the government policy of prohibition on group gathering, the management performed an impairment assessment on interests in Big Max, Diamond Brave and Sunshine Team with gross carrying amounts of HK\$3,970,000, HK\$4,868,000 and HK\$2,526,000 (2022: Big Max, Diamond Brave, Wing Way and Sunshine Team of HK\$4,546,000, HK\$4,773,000, HK\$4,282,000 and HK\$2,556,000), respectively. The recoverable amounts of the associates have been estimated based on value in use calculation, which uses cash flow projections covering a five-year period based on current year's actual results adjusted by expected changes in turnover and direct costs, and a discount rate of 13.66% (2022: 14.11%). Cash flows beyond the five-year period have been extrapolated using a terminal growth rate of 2.5% (2022: 2.5%) which do not exceed the historical average growth rate of the relevant market. Other key assumptions for the value in use calculation include the expected changes in turnover and direct costs for the projection of future cash flows. These assumptions are made based on the associates' past performance and management's expectation on the relevant market.

Based on the result of the impairment assessment, the recoverable amounts of the associates are lower than their carrying amounts. Accordingly, the Group has recognised provision for impairment on its interests in Big Max, Diamond Brave and Sunshine Team of HK\$1,289,000, HK\$1,513,000 and HK\$1,137,000 (2022: Big Max, Diamond Brave, Wing Way and Sunshine Team of HK\$172,000, HK\$513,000, HK\$1,159,000 and HK\$1,050,000), respectively, during the year ended 31 March 2023. The carrying amounts of goodwill included interests in associates have been reduced accordingly.

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

	2023 HK\$'000	2022 HK\$'000
<b>Big Max</b>		
<i>Gross amounts of the associate</i>		
Non-current assets	–	1,919
Current assets	2,587	3,330
Current liabilities	(2,590)	(2,370)
Non-current liabilities	–	–
Equity	(3)	2,879
Revenue	14,880	21,626
(Loss)/profit and total comprehensive (expense)/income	(2,866)	466
<i>Reconciled to the Group's interest in the associate</i>		
Gross amount of net (liabilities) assets of the associate	(3)	2,879
Group's effective interest	20%	20%
Group's share of net assets of the associate	–	576
Goodwill	3,970	3,970
Accumulated impairment	(3,970)	(2,681)
Carrying amount in the consolidated financial statements	–	1,865



**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)*

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
<b>Diamond Brave</b>		
<i>Gross amounts of the associate</i>		
Non-current assets	<b>3,136</b>	4,683
Current assets	<b>8,090</b>	6,552
Current liabilities	<b>(4,043)</b>	(2,637)
Non-current liabilities	<b>(2,964)</b>	(4,851)
Equity	<b>4,219</b>	3,747
Revenue	<b>15,354</b>	16,411
Profit and total comprehensive income	<b>472</b>	857
<i>Reconciled to the Group's interest in the associate</i>		
Gross amount of net assets of the associate	<b>4,219</b>	3,747
Group's effective interest	<b>20%</b>	20%
Group's share of net assets of the associate	<b>844</b>	749
Goodwill	<b>4,024</b>	4,024
Accumulated impairment	<b>(3,513)</b>	(2,000)
Carrying amount in the consolidated financial statements	<b>1,355</b>	2,773
		2022
		HK\$'000
<b>Wing Way</b>		
<i>Gross amounts of the associate</i>		
Non-current assets		–
Current assets		926
Current liabilities		(360)
Non-current liabilities		–
Equity		566
Revenue		10,001
Loss and total comprehensive expense		(630)
<i>Reconciled to the Group's interest in the associate</i>		
Gross amount of net assets of the associate		566
Group's effective interest		20%
Group's share of net assets of the associate		113
Goodwill		4,169
Accumulated impairment		(4,169)
Carrying amount in the consolidated financial statements		113

**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)*

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
<b>Sunshine Team</b>		
<i>Gross amounts of the associate</i>		
Non-current assets	<b>3,951</b>	5,366
Current assets	<b>3,800</b>	2,593
Current liabilities	<b>(3,134)</b>	(1,976)
Non-current liabilities	<b>(2,412)</b>	(3,629)
Equity	<b>2,205</b>	2,354
Revenue	<b>12,621</b>	19,552
(Loss)/profit and total comprehensive (expense)/income	<b>(176)</b>	762
<i>Reconciled to the Group's interest in the associate</i>		
Gross amount of net assets of the associate	<b>2,205</b>	2,354
Group's effective interest	<b>20%</b>	20%
Group's share of net assets of the associate	<b>441</b>	471
Goodwill	<b>2,085</b>	2,085
Accumulated impairment	<b>(2,193)</b>	(1,056)
Carrying amount in the consolidated financial statements	<b>333</b>	1,503

- (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:

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Unrecognised share of losses of associates for the year	–	–
Accumulated unrecognised share of losses of associates	<b>6,841</b>	6,839

**17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

	<b>2023</b> <b>HK\$'000</b>	2022 HK\$'000
Listed equity securities		
– Hong Kong (notes (i))	<b>954</b>	3,301
Unlisted fund (notes (ii))	<b>28,017</b>	27,166
Film rights investments (note (iii))	<b>3,600</b>	–
	<b>32,571</b>	30,467

*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) The fair value of the Group's interests in the fund is determined by reference to its net asset value per share at the end of the reporting period, since the Group has the right to request for redemption of some or all of its interests in the fund at a redemption price, which equals to the net asset value, according to the private placing memorandum of the fund. The fair value of the Group's interests in the fund is categorised as level 3 under fair value measurement hierarchy.
- (iii) The balance represents the Group's investments in film productions which entitled the Group to predetermined percentage of income to be generated from the films based on the Group's investment portion as specified in respective film rights investments agreements.

**18. INVENTORIES**

	<b>2023</b> <b>HK\$'000</b>	2022 HK\$'000
Merchandise, at cost	<b>10,733</b>	4,384

**19. TRADE RECEIVABLES**

	<b>2023</b> <b>HK\$'000</b>	2022 HK\$'000
Trade receivables	<b>18,935</b>	19,522
Allowance for credit losses	<b>(6,112)</b>	(6,288)
	<b>12,823</b>	13,234

The Group maintains payment terms of cash on delivery for retail sales for both years ended 31 March 2023 and 2022. The credit term for certain wholesale customers is 0 to 30 days from the date of billing for the years ended 31 March 2023 and 2022. 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 33(b).

**19. TRADE RECEIVABLES (Continued)**

The following is an aged analysis of trade receivables, net of impairment, presented based on the invoice dates:

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Within three months	<b>935</b>	4,465
Over three months and within one year	<b>11,888</b>	8,769
	<b>12,823</b>	13,234

**20. DEPOSITS, PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS**

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Deposits ( <i>note (iii)</i> )	<b>10,676</b>	2,360
Prepayments	<b>902</b>	1,172
Other receivables	<b>688</b>	406
Other assets ( <i>note (iv)</i> )	<b>11,096</b>	–
	<b>23,362</b>	3,938
Analysed for reporting purpose as:		
Current portion ( <i>note (i)</i> )	<b>21,817</b>	2,272
Non-current portion ( <i>note (iii)</i> )	<b>1,545</b>	1,666
	<b>23,362</b>	3,938

*Notes:*

- (i) As at 31 March 2023 and 2022, 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 deposits.
- (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 deposits of HK\$1,560,000 (2022: HK\$1,754,000) of which HK\$1,444,000 (2022: HK\$1,386,000) is expected to be utilised over one year. Included in deposits was also deposits for development of a platform for operation of HK\$5,500,000 (2022: Nil) and trade deposits to a supplier of HK\$2,280,000 (2022: Nil).
- (iv) The balances represent the Group's investments in certain digital assets, which is stated at the lower of cost and net realisable value. Details of the accounting policies are set out in note 3.

**21. LOANS AND ADVANCES TO CUSTOMERS**

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
Loans and advances to customers	<b>164,640</b>	236,016
Allowance for credit losses	<b>(101,689)</b>	(114,804)
	<b>62,951</b>	121,212
<hr/>		
Analysed for reporting purpose as:		
Current portion	<b>32,213</b>	65,265
Non-current portion	<b>30,738</b>	55,947
	<b>62,951</b>	121,212
<hr/>		

As at 31 March 2023, loans and advances to customers of HK\$784,000 (2022: HK\$17,400,000) and HK\$9,067,000 (2022: HK\$10,909,000), respectively, are secured by the customers' pledged first charge and second charge properties located in Hong Kong of which the fair value of the property is higher of the respective loan. The remaining balances are unsecured which include unsecured personal loans 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 amounts ranged from HK\$8,000 to HK\$15,000,000 (2022: HK\$6,000 to HK\$15,000,000). The loans and advances to customers carry fixed effective interest rate as follows with credit terms mutually agreed with the customers:

<b>Types of loan</b>	<b>Effective interest rate per annum</b>	
	<b>2023</b>	2022
Secured loan with properties (first charge and second charge)	<b>16% – 20%</b>	10% – 38%
Unsecured loan	<b>5% – 53%</b>	4% – 55%



## 21. LOANS AND ADVANCES TO CUSTOMERS (Continued)

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

	12m ECL HK\$'000	Lifetime ECL (not credit- impaired) HK\$'000	Lifetime ECL (credit- impaired) HK\$'000	Total HK\$'000
At 1 April 2021	80,016	55,052	180,643	315,711
Additions	103,221	–	–	103,221
Interest income recognised	19,815	3,396	4,333	27,544
Transfer from/(to) 12m ECL, net	(32,478)	6,957	25,521	–
Transfer from/(to) lifetime ECL (credit-impaired), net	–	(9,897)	9,897	–
Repayments	(102,107)	(19,524)	(22,646)	(144,277)
Amounts written off	(541)	(5,345)	(60,297)	(66,183)
At 31 March 2022 and 1 April 2022	67,926	30,639	137,451	236,016
Additions	36,682	–	–	36,682
Interest income recognised	14,753	1,547	5,762	22,062
Transfer from/(to) 12m ECL, net	(16,386)	2,865	13,521	–
Transfer from/(to) lifetime ECL (credit-impaired), net	–	(20,176)	20,176	–
Repayments	(64,257)	(8,768)	(35,625)	(108,650)
Amounts written off	(1,492)	(613)	(19,365)	(21,470)
<b>At 31 March 2023</b>	<b>37,226</b>	<b>5,494</b>	<b>121,920</b>	<b>164,640</b>

(b) Analysis of changes in the corresponding allowance for credit losses is as follows:

	12m ECL HK\$'000	Lifetime ECL (not credit- impaired) HK\$'000	Lifetime ECL (credit- impaired) HK\$'000	Total HK\$'000
At 1 April 2021	1,908	10,088	143,229	155,225
Transfer from/(to) 12m ECL, net	(805)	94	711	–
Transfer from/(to) lifetime ECL, net	–	(8,106)	8,106	–
Recognition of allowance for ECL, net	1,229	12,764	11,769	25,762
Amounts written off	(541)	(5,345)	(60,297)	(66,183)
At 31 March 2022 and 1 April 2022	1,791	9,495	103,518	114,804
Transfer from/(to) 12m ECL, net	(1,478)	(78)	1,556	–
Transfer from/(to) lifetime ECL, net	–	(7,667)	7,667	–
Recognition of allowance for ECL, net	2,274	123	5,958	8,355
Amounts written off	(1,492)	(613)	(19,365)	(21,470)
<b>At 31 March 2023</b>	<b>1,095</b>	<b>1,260</b>	<b>99,334</b>	<b>101,689</b>

## 22. CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise of cash at banks and 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:

	Lease liabilities HK\$'000	Borrowings HK\$'000	Total HK\$'000
<b>At 1 April 2022</b>	<b>12,205</b>	<b>3,000</b>	<b>15,205</b>
<b>Financing cash flows</b>			
Repayment of lease liabilities	(6,373)	-	(6,373)
Repayment of borrowings	-	(3,000)	(3,000)
Interest paid	-	(270)	(270)
	<b>(6,373)</b>	<b>(3,270)</b>	<b>(9,643)</b>
<b>Other changes</b>			
Additions to lease liabilities	1,864	-	1,864
Termination of lease	(496)	-	(496)
Interest expenses on lease liabilities	428	-	428
Interest expenses on borrowings	-	270	270
Acquisition of a subsidiary (note 27)	-	1,200	1,200
Disposal of a subsidiary (note 28)	(707)	-	(707)
	<b>1,089</b>	<b>1,470</b>	<b>2,559</b>
<b>At 31 March 2023</b>	<b>6,921</b>	<b>1,200</b>	<b>8,121</b>

**22. CASH AND CASH EQUIVALENTS** *(Continued)***(b) Reconciliation of liabilities arising from financing activities** *(Continued)*

	<b>Lease liabilities HK\$'000</b>	<b>Borrowings HK\$'000</b>	<b>Total HK\$'000</b>
<b>At 1 April 2021</b>	4,158	–	4,158
<b>Financing cash flows</b>			
Repayment of lease liabilities	(6,368)	–	(6,368)
Proceeds from borrowings	–	6,000	6,000
Repayment of borrowings	–	(3,000)	(3,000)
Interest paid	–	(109)	(109)
	(6,368)	2,891	(3,477)
<b>Other changes</b>			
Additions to lease liabilities	13,884	–	13,884
Interest expenses on lease liabilities	531	–	531
Interest expenses on borrowings	–	109	109
	14,415	109	14,524
<b>At 31 March 2022</b>	12,205	3,000	15,205

**23. TRADE AND OTHER PAYABLES**

	<b>2023</b> <b>HK\$'000</b>	2022 HK\$'000
Trade payables	<b>672</b>	2,134
Other payables and accruals	<b>4,127</b>	2,853
Promissory note for acquisition of a subsidiary	<b>2,980</b>	–
	<b>7,779</b>	4,987

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

Included in other payables was promotion fees payable to a substantial shareholder, who ceased to be substantial shareholder on 4 May 2022, ("Former Substantial Shareholder") amounted to HK\$89,000 (2022: HK\$100,000).

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:

	<b>2023</b> <b>HK\$'000</b>	2022 HK\$'000
0–30 days	<b>493</b>	2,106
31–90 days	<b>179</b>	28
	<b>672</b>	2,134

**24. CONTRACT LIABILITIES**

	<b>2023</b> <b>HK\$'000</b>	2022 HK\$'000
Receipt in advance of retail and wholesale products	<b>1,110</b>	1,571

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

Movements in contract liabilities are as follows:

	<b>2023</b> <b>HK\$'000</b>	2022 HK\$'000
At the beginning of year	<b>1,571</b>	1,149
Receipt in advance during the year	<b>26,609</b>	9,618
Revenue recognised during the year	<b>(27,070)</b>	(9,196)
At the end of year	<b>1,110</b>	1,571

## 25. LEASE LIABILITIES

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

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
At the beginning of year	12,205	4,158
Additions	1,864	13,884
Termination of lease	(496)	–
Interest expense	428	531
Payments during the year	(6,373)	(6,368)
Disposal of a subsidiary ( <i>note 28</i> )	(707)	–
<b>At the end of year</b>	<b>6,921</b>	<b>12,205</b>
Lease liabilities payable		
Within one year	5,454	6,051
More than one year but less than two years	1,467	5,271
More than two years but less than five years	–	883
	<b>6,921</b>	<b>12,205</b>
Less: Amounts for settlement within 12 months shown under current liabilities	<b>(5,454)</b>	<b>(6,051)</b>
<b>Amounts due for settlement after 12 months shown under non-current liabilities</b>	<b>1,467</b>	<b>6,154</b>

## 26. BORROWINGS

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Other loans (Unsecured)	–	3,000
Other loans (Secured)	1,200	–
	<b>1,200</b>	<b>3,000</b>

The carrying amounts of above borrowings are repayable within one year (2022: repayable on demand). As at 31 March 2023, the other loans are secured by a property of a subsidiary of the Company.

The exposure of the Group's borrowings are as follows:

	2023 <i>HK\$'000</i>	2022 <i>HK\$'000</i>
Fixed-rate borrowings	1,200	3,000

The effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

	2023	2022
Effective interest rate:		
Fixed-rate borrowings	24%	10%



## 27. ACQUISITION OF A SUBSIDIARY

Year ended 31 March 2023

### Acquisition of EC Star Finance Limited ("EC Star")

On 8 November 2022, the Group acquired 100% equity interest in EC Star, which is engaged in money lending, from a director of the Company for a consideration of HK\$2,980,000 by issue of promissory note. The total net assets acquired at the date of acquisition were as follows:

	<i>HK\$'000</i>
Property, plant and equipment	1,860
Loans and advances to customers	1,000
Deposits and prepayments	16
Cash and cash equivalents	30
Other payables	(70)
Borrowings	(1,200)
	<hr/> 1,636
Goodwill arising on acquisition	<hr/> 1,344
Total consideration, by promissory note	<hr/> 2,980

The fair value of the promissory note at the date of acquisition of the subsidiary is estimated to be HK\$2,980,000 with the effective interest rate of 2% per annum.

	<i>HK\$'000</i>
<b>Net cash inflow arising on acquisition</b>	
Consideration paid	–
Less: cash and cash equivalents acquired	(30)
	<hr/> 30

Goodwill acquired in a business combination is allocated, at acquisition, to the CGUs that are expected to benefit from that business combination. The carrying amount of goodwill had been allocated to the CGU of EC Star.

At 31 March 2023, the directors of the Company conducted a review of the carrying value of goodwill and determine that there is no impairment of the CGU containing that goodwill. The recoverable amount of this CGU has been determined based on a value in use calculation. The calculation uses cash flow forecast based on financial budgets approved by the management covering a period of 5 years and a discount rate of 12.63%. The CGU's cash flows beyond the 5-year period are extrapolated using a steady 2.5% growth rate per annum. This growth rate is based on the relevant industry growth rate forecasts and does not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value in use calculations related to the estimation of cash inflows/outflows which include budget sales and gross margin. Such estimation is based on the CGU's past performance and available industry and market information. The directors of the Company believe that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of this CGU to exceed the aggregate recoverable amount of this CGU.

## 28. DISPOSAL OF A SUBSIDIARY

Year ended 31 March 2023

### *Disposal of Cool Cool Trading (International) Limited ("Cool Cool")*

On 31 March 2023, the Group disposed of 100% equity interest in Cool Cool, which is engaged in operation of wholesale business in Hong Kong, for a cash consideration of HK\$100,000. The total net liabilities disposed of were as follows:

	<i>HK\$'000</i>
Property, plant and equipment	32
Right-of-use assets	713
Deposits, prepayment and other receivables	126
Cash and cash equivalents	422
Trade and other payables	(561)
Amounts due to fellow subsidiaries	(13,353)
Lease liabilities	(707)
<b>Net liabilities disposed of</b>	<b>(13,328)</b>
Cash consideration	100
Less: net liabilities disposed of	(13,328)
Less: waiver of debts	13,353
<b>Gain on disposal of a subsidiary</b>	<b>75</b>
<b>Net cash outflow arising on disposal</b>	
Cash consideration received	100
Less: cash and cash equivalents disposal of	422
	<b>(322)</b>

## 29. DEFERRED TAX LIABILITIES

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

	<b>Tax losses</b> <i>HK\$'000</i>	<b>Depreciation allowance in excess of related depreciation</b> <i>HK\$'000</i>	<b>Total</b> <i>HK\$'000</i>
At 1 April 2021	(652)	914	262
Deferred tax credited to the profit or loss during the year (note 12)	112	(374)	(262)
At 31 March 2022 and 1 April 2022	(540)	540	-
Deferred tax credited to the profit or loss during the year (note 12)	300	(300)	-
<b>At 31 March 2023</b>	<b>(240)</b>	<b>240</b>	<b>-</b>

### 30. 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

	Number of shares	HK\$'000
<b>Authorised ordinary shares of HK\$0.01 each:</b>		
At 1 April 2021, 31 March 2022 and 31 March 2023	30,000,000,000	300,000
<b>Issued and fully paid ordinary shares of HK\$0.01 each:</b>		
<b>At 1 April 2021 and 31 March 2022</b>	<b>240,359,354</b>	<b>2,404</b>
<b>Rights issue (note (i))</b>	<b>120,179,677</b>	<b>1,201</b>
<b>Placing of new shares (note (ii))</b>	<b>72,105,000</b>	<b>721</b>
<b>At 31 March 2023</b>	<b>432,644,031</b>	<b>4,326</b>

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

*Notes:*

- (i) On 20 September 2022, the Company issued 120,179,677 ordinary shares upon completion of the rights issue on the basis of two rights share of one existing share held by shareholders of the Company at a subscription price of HK\$0.12 per rights share. The gross proceeds from the rights issue were approximately HK\$14,421,000, of which HK\$1,201,000 was credited to share capital account and the balance of HK\$13,220,000 was credited to share premium account of the Company.
- (ii) On 1 November 2022, the Company and the Placing Agent entered into a placing agreement in respect of the placement of 72,105,000 ordinary shares of HK\$0.01 each to independent third parties at a price of HK\$0.149 each. The placing transaction was completed on 21 November 2022 and a total of 72,105,000 shares were issued. The gross proceeds were approximately HK\$10,744,000 of which HK\$721,000 was credited to share capital and the balance of HK\$10,023,000 was credited to share premium account of the Company.

### 30. 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) *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.

##### (iii) *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 2023 nor has any dividend been proposed since the end of the reporting period (2022: Nil).

### 31. RETIREMENT BENEFIT PLANS

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds. Both the Group and the employees are required to contribute based on a fixed percentage of the employee's relevant income up to a maximum of HK\$1,500 per employee per month.

Contributions to the MPF by the Group for its employees are fully and immediately vested in the employees once the contributions are made. There are no contributions forfeited by the Group on behalf of its employees who leave the plan prior to vesting fully in such contribution. Hence, there is no forfeited contributions which may be used by the Group to reduce the existing level of contributions.

## 32. 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) 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	
			2023 HK\$'000	2022 HK\$'000
Directors of the Company	Sales of groceries products	(ii)	11	16
	Consultant fees paid	(ii)	68	–
Former Substantial Shareholder	Promotion fees paid	(ii)	1,079	1,200
Close family members of Former Substantial Shareholder	Promotion fees paid	(ii)	613	609
	Handling fees paid	(ii)	–	254
	Purchase of goods	(ii)	665	–

*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 of groceries products and cash coupons, promotion fees paid, consultant fees paid and handling fees paid 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/connected party transactions with related parties during the year or significant balances with them at the end of the year.



### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

#### (a) Financial instruments by category

	2023 HK\$'000	2022 HK\$'000
<b>Financial assets</b>		
Financial assets at FVTPL	32,571	30,467
Financial assets at amortised costs		
– Trade receivables	12,823	13,234
– Deposits and other receivables	11,352	2,766
– Loans and advances to customers	62,951	121,212
– Cash and cash equivalents	25,820	21,684
	<b>112,946</b>	<b>158,896</b>
<b>Total</b>	<b>145,517</b>	<b>189,363</b>
<b>Financial liabilities</b>		
Financial liabilities at amortised cost		
– Trade and other payables	3,720	2,887
– Borrowings	1,200	3,000
– Lease liabilities	6,921	12,205
<b>Total</b>	<b>11,841</b>	<b>18,092</b>

#### (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.

### 33. 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 banks and 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 and advances to customers and pledged bank deposits. 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 banks and security brokers 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 (2022: 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 (2022: 50 basis points) higher/lower and all other variables were held constant, the Group's loss after tax for the year ended 31 March 2023 would decrease/increase by HK\$74,000 (2022: decrease/increase by HK\$91,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank balances.

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 price risk arising from listed equity securities and unlisted fund classified as FVTPL (note 17) at 31 March 2023 and 2022.

###### Price sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to price risks at the end of the reporting period. If prices of investments in listed securities and unlisted fund were 10% higher/lower, loss after tax would decrease/increase by HK\$3,419,000 (2022: HK\$2,544,000) for the Group as a result of the changes in fair value of investments which are classified as FVTPL.

**33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS** *(Continued)***(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 risks 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 33(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 4% (2022: 4%) and 20% (2022: 18%) 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.

The management is responsible for developing and maintaining the processes for measuring the ECL of the Group's loans and advances to customers. The ECL is assessed by the management regularly. The Group applies general approach to measure ECL on loans and advances to customers. In addition, forward-looking information is required in estimating the ECL, with the management considering expectation of certain macroeconomic indicators such as gross domestic product growth rate and unemployment rate.

Under the general approach, loans and advances to customers are classified into three stages to reflect the deterioration in credit quality. Impairment allowance of each stage is calculated based on the product of probability of default, loss given default and exposure at default. Stage 1 covers loans and advances to customers that have not deteriorated significantly in credit quality since initial recognition including those that are considered to be low credit risk investments. Stage 2 covers loans and advances to customers that have deteriorated significantly in credit quality since initial recognition. Stage 3 covers loans and advances to customers for which credit loss events occur and become credit-impaired. 12m ECL is recognised in Stage 1, while lifetime ECL are recognised in Stages 2 and 3.

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

#### (b) Financial risk factors *(Continued)*

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

###### *Loans and advances to customers (Continued)*

The Group's internal credit risk grading assessment on loans and advances to customers comprises the following categories:

Internal credit rating	Description	Basic for recognition of ECL
Normal	Borrowers can honour the terms of their loans. There is no reason to doubt their ability to repay the principal and interest in full on a timely basis.	12m ECL
Special mention	Borrowers are currently able to service their loans and interest, though repayment may be adversely affected by specific factors.	Lifetime ECL – not credit impaired
Sub-standard	Borrowers' ability to service their loans is in question and borrowers cannot rely entirely on normal business revenues to repay the principal and interest. Losses may ensue even when collateral items or guarantees are invoked.	Lifetime ECL – credit impaired
Doubtful	Borrowers cannot repay the principal and interest in full and significant losses will need to be recognised even when collateral or guarantees are invoked.	Lifetime ECL – credit impaired
Loss	Principal and interest of loans cannot be recovered or only a small portion of them can be recovered after taking all possible measures or resorting to all necessary legal procedures.	Amount is written off

The decision rules for stage allocation under general approach are as follows:

Stage	Decision rules (based on internal credit rating)
Stage 1	Loans and advances to customers with internal credit rating of "Normal"
Stage 2	Loans and advances to customers with internal credit rating of "Special mention"
Stage 3	Loans and advances to customers with internal credit ratings of "Sub-standard" and "Doubtful"

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk factors (Continued)

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

##### Loans and advances to customers (Continued)

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 2023 and 2022. The amounts presented are net carrying amounts of financial assets.

	12m ECL HK\$'000	Lifetime ECL (not credit- impaired) HK\$'000	Lifetime ECL (credit- impaired) HK\$'000	Total HK\$'000
Loans and advances to customers				
– Not yet past due	36,129	–	–	36,129
– Less than 30 days past due	–	4,233	–	4,233
– More than 30 days past due	–	–	22,589	22,589
<b>At 31 March 2023</b>	<b>36,129</b>	<b>4,233</b>	<b>22,589</b>	<b>62,951</b>
Loans and advances to customers				
– Not yet past due	66,135	–	–	66,135
– Less than 30 days past due	–	21,144	–	21,144
– More than 30 days past due	–	–	33,933	33,933
<b>At 31 March 2022</b>	<b>66,135</b>	<b>21,144</b>	<b>33,933</b>	<b>121,212</b>



**33. 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. The ECLs on trade receivables are assessed individually for debtors with significant and/or collectively using a provision matrix with appropriate groupings. 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 2023 and 2022:

	31 March 2023			31 March 2022		
	Expected loss rate %	Gross carrying amount HK\$'000	Loss allowance HK\$'000	Expected loss rate %	Gross carrying amount HK\$'000	Loss allowance HK\$'000
Neither past due nor impaired	0%	222	–	0%	1,219	–
Within three months past due	4%	739	26	13%	3,720	474
Over three months but within one year past due	13%	4,701	588	14%	10,236	1,467
Over one year past due	41%	13,273	5,498	100%	4,347	4,347
		<b>18,935</b>	<b>6,112</b>		<b>19,522</b>	<b>6,288</b>

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.

**33. 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 receivables under simplified approach.

	<i>HK\$'000</i>
<b>As at 1 April 2021</b>	6,124
Impairment losses recognised, net	1,921
Bad debts written off	<u>(1,757)</u>
As at 31 March 2022 and 1 April 2022	6,288
Impairment losses recognised, net	<b>482</b>
Bad debts written off	<u><b>(658)</b></u>
<b>As at 31 March 2023</b>	<b><u>6,112</u></b>

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.

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

#### (b) Financial risk factors *(Continued)*

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

###### *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 2023 and 2022.

###### *Bank balances*

For the year ended 31 March 2023, all the Group's bank balances (2022: bank balances) are deposited with major banks and security brokers located in Hong Kong. The expected credit losses for bank balances are insignificant because such assets are placed in banks and security brokers 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, amounts due to an associate and a joint venture, 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 2023 and 2022. 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. The maturity analysis for other non-derivative financial liabilities is prepared based on the scheduled repayment dates.

### 33. 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 the reporting period) and the earliest date the Group can be required to pay.

	Weighted average effective interest rate	On demand	Within one year	More than one year but within five years	Total contractual undiscounted cash flows	Carrying amount
At 31 March 2023	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Non-derivative financial instruments</b>						
Trade and other payables	–	–	3,720	–	3,720	3,720
Borrowings	24	–	1,224	–	1,224	1,200
Lease liabilities	4.4	–	5,645	1,483	7,128	6,921
<b>Total</b>		–	<b>10,589</b>	<b>1,483</b>	<b>12,072</b>	<b>11,841</b>

	Weighted average effective interest rate	On demand	Within one year	More than one year but within five years	Total contractual undiscounted cash flows	Carrying amount
At 31 March 2022	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Non-derivative financial instruments</b>						
Trade and other payables	–	–	2,887	–	2,887	2,887
Borrowings	10	3,025	–	–	3,025	3,000
Lease liabilities	4.4	–	6,514	6,328	12,842	12,205
<b>Total</b>		3,025	<b>9,401</b>	<b>6,328</b>	<b>18,754</b>	<b>18,092</b>

#### (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 losses).

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.

#### (d) Fair value measurement

##### (i) Financial assets and liabilities measured at fair value

###### Fair value hierarchy

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.

**33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS** *(Continued)***(d) Fair value measurement** *(Continued)***(i) Financial assets and liabilities measured at fair value** *(Continued)**Fair value hierarchy (Continued)*

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.

	<b>Fair value</b> <i>HK\$'000</i>	<b>Level 1</b> <i>HK\$'000</i>	<b>Level 3</b> <i>HK\$'000</i>
<b>As at 31 March 2023</b>			
Financial assets at FVTPL			
– Listed equity securities	954	954	–
– Unlisted fund	28,017	–	28,017
– Film rights investment	3,600	–	3,600
<b>As at 31 March 2022</b>			
Financial assets at FVTPL			
– Listed equity securities	3,301	3,301	–
– Unlisted fund	27,166	–	27,166

During the years ended 31 March 2023 and 2022, there were no transfers between Level 1, Level 2 and 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.

	<b>Fair value</b>		<b>Valuation</b>	<b>Significant</b>
	<b>2023</b>	<b>2022</b>	<b>technique and</b>	<b>unobservable</b>
			<b>key input</b>	<b>input</b>
Financial assets at FVTPL (listed equity securities)	<b>954</b>	3,301	Quoted bid prices in an active market	N/A
Financial assets at FVTPL (unlisted fund)	<b>28,017</b>	27,166	Net asset value <i>(note)</i>	N/A
Financial assets at FVTPL (film rights interest)	<b>3,600</b>	–	Expected future cash flows are discounted at rates that reflect the weighted average cost of capital and addition intangible asset premium of the underlying investments.	N/A

*Note:* The unlisted fund is redeemable at a redemption price equals to the net asset value as stated in the monthly shareholder's statement issued by the fund administrator.



**33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS** *(Continued)***(d) Fair value measurement** *(Continued)***(i) Financial assets and liabilities measured at fair value** *(Continued)**Reconciliation of Level 3 fair value measurement of financial assets*

	<b>Film rights investment</b> <i>HK\$'000</i>	<b>Unlisted fund</b> <i>HK\$'000</i>
As at 1 April 2021	–	16,398
Addition	–	10,000
Fair value change recognised in profit or loss	–	768
As at 31 March 2022 and 1 April 2022	–	27,166
Addition	3,600	–
Fair value change recognised in profit or loss	–	851
<b>As at 31 March 2023</b>	<b>3,600</b>	<b>28,017</b>

**(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 2023 and 2022.

**34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY**

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

	2023 HK\$'000	2022 HK\$'000
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	237	309
Investment in a subsidiary ( <i>note (i)</i> )	–	–
Amounts due from subsidiaries	214,731	208,548
	----- 214,968	208,857
<b>Current assets</b>		
Prepayments, deposits and other receivables	5,516	136
Financial assets at fair value through profit or loss	954	3,301
Amounts due from subsidiaries	–	10
Cash and cash equivalents	139	676
	----- 6,609	4,123
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Other payables	561	1,410
Amounts due to subsidiaries	11,768	8,200
	----- 12,329	9,610
<b>Net current liabilities</b>	----- (5,720)	(5,487)
<b>Net assets</b>	<b>209,248</b>	<b>203,370</b>
<b>EQUITY</b>		
<b>Equity attributable to owners of the Company</b>		
Share capital	4,326	2,404
Reserves	204,922	200,966
Total equity	<b>209,248</b>	<b>203,370</b>

**34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)**

Notes:

- (i) Investment in a subsidiary

	<b>2023</b> <b>HK\$'000</b>	2022 HK\$'000
Investment in a subsidiary	<b>1,097</b>	1,097
Less: impairment	<b>(1,097)</b>	(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 2023 and 2022 are set out in note 35.
- (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:

	<b>Share capital</b> HK\$'000 <i>(note 30(b))</i>	<b>Share premium</b> HK\$'000 <i>(note 30(c)(i))</i>	<b>Contributed surplus</b> HK\$'000 <i>(note 30(c)(iii))</i>	<b>Accumulated losses</b> HK\$'000	<b>Total</b> HK\$'000
<b>Balance at 1 April 2021</b>	2,404	360,009	145,926	(240,645)	267,694
Loss for the year	-	-	-	(64,324)	(64,324)
<b>Balance at 31 March 2022 and 1 April 2022</b>	<b>2,404</b>	<b>360,009</b>	<b>145,926</b>	<b>(304,969)</b>	<b>203,370</b>
Loss for the year	-	-	-	<b>(16,562)</b>	<b>(16,562)</b>
Issue of shares	<b>721</b>	<b>10,023</b>	-	-	<b>10,744</b>
Issue of shares upon rights issues	<b>1,201</b>	<b>13,220</b>	-	-	<b>14,421</b>
Share insurance expenses	-	<b>(2,725)</b>	-	-	<b>(2,725)</b>
<b>Balance at 31 March 2023</b>	<b>4,326</b>	<b>380,527</b>	<b>145,926</b>	<b>(321,531)</b>	<b>209,248</b>

### 35. GENERAL INFORMATION OF SUBSIDIARIES

Details of the principal subsidiaries held by the Company directly and indirectly as at 31 March 2023 and 2022 are as follows:

Name of subsidiaries	Paid up issued/ Registered capital		Group's effective interest		Held by the Company		Principal activities and place of operations/ incorporations
	2023 HK\$	2022 HK\$	2023	2022	2023	2022	
Bright Zone Corporation Limited	1,350,000	1,350,000	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	N/A	1	N/A	100%	N/A	100%	Sales of frozen food, Hong Kong
Smart Diner Limited	500,000	500,000	100%	100%	100%	100%	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	388,583,043	100%	100%	100%	100%	Provision of money lending business, Hong Kong
Rainbow Cosmetic (BVI) Limited	US\$50,000	US\$50,000	100%	100%	100%	100%	Investment holding, British Virgin Islands
Harvest Perfect Limited	US\$1	US\$1	100%	100%	100%	100%	Investment holding, British Virgin Islands
EC Star Finance Limited	HK\$3,000,000	N/A	100%	N/A	100%	N/A	Provision of money lending business, 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.

### **36. EVENT AFTER THE REPORTING PERIOD**

All conditions precedent under the sale and purchase agreement of the acquisition of 90.1% equity interest in Union Raise Limited ("Sale and Purchase Agreement A") have been fulfilled and the completion of acquisition took place on 23 May 2023 in accordance with the terms and conditions of the Sale and Purchase Agreement A.

All conditions precedent under the subscription agreement of subscription of new shares under specific mandate ("Subscription Agreement A") have been fulfilled and the completion of the subscription took place on 23 May 2023 in accordance with the terms and conditions of the Subscription Agreement A.

All conditions precedent under the sale and purchase agreement of the acquisition of 90.1% equity interest in Pets Supermarket Limited ("Sale and Purchase Agreement B") have been fulfilled and the completion of acquisition took place on 23 May 2023 in accordance with the terms and conditions of the Sale and Purchase Agreement B.

All conditions precedent under the subscription agreement of subscription of new shares under specific mandate ("Subscription Agreement B") have been fulfilled and the completion of the subscription took place on 23 May 2023 in accordance with the terms and conditions of the Subscription Agreement B.

Details of the transactions are set out in Company's announcements dated 8 February 2023 and 26 April 2023, 23 May 2023 and the circular of the Company dated 19 April 2023.