ECHO INTERNATIONAL HOLDINGS GROUP LIMITED
毅高（國際）控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8218)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2020

The board (the "**Board**") of directors (the "**Directors**") of Echo International Holdings Group Limited (the "**Company**") is pleased to announce the audited consolidated results of the Company and its subsidiaries (the "**Group**") for the year ended 31 March 2020. This announcement, containing the full text of the 2020 annual report of the Group, complies with the relevant requirements of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") in relation to information to accompany the preliminary announcement of annual results.

By order of the Board
Echo International Holdings Group Limited
Cheng Yeuk Hung
Executive Director

Hong Kong, 29 June 2020

As at the date of this announcement, the executive directors of the Company are Mr. Lo Yan Yee, Ms. Cheng Yeuk Hung, Mr. Tansri Saridju Benui and Ms. Chan Wan Shan Sandra; and the independent non-executive directors of the Company are Mr. Tsui Chun Shing, Mr. Leung Yu Tung, Stanley and Mr. Lee Kwok Po.

This announcement, for which the Directors 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 for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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 announcement misleading.

This announcement will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.echogroup.com.hk.

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

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*This report, for which the directors (the "**Directors**") of Echo International Holdings Group 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 (the "**GEM Listing Rules**") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

Content

Corporate Information

Registered office	Cricket Square, Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Head office and principal place of business in Hong Kong	Room 3207A, 32/F Cable TV Tower 9 Hoi Shing Road Tsuen Wan Hong Kong
Company website	http://www.echogroup.com.hk
Executive directors	Mr. Lo Yan Yee *(Chairman)* Ms. Cheng Yeuk Hung Mr. Tansri Saridju Benui Ms. Chan Wan Shan, Sandra (appointed on 31 March 2020) Mr. Leung Kwok Kuen, Jacob (duties and powers suspended on 31 December 2019 and resigned on 31 March 2020)
Non-executive director	Mr. Chan Chun Kit (resigned on 31 March 2020) Mr. Mak Pui Hang, Eric (appointed on 31 March 2020 and resigned on 29 April 2020)
Independent non-executive directors	Mr. Lam Wai Yuen (resigned on 20 March 2020) Mr. Cheung Chin Wa, Angus (resigned on 30 April 2019) Ms. Zhou Ying (resigned on 6 August 2019) Mr. Leung Yu Tung, Stanley (appointed on 30 April 2019) Mr. Tsui Chun Shing (appointed on 6 August 2019) Mr. Lee Kwok Po (appointed on 20 March 2020)
Compliance officer	Mr. Leung Kwok Kuen, Jacob (resigned on 31 December 2019) Mr. Tansri Saridju Benui (appointed on 31 December 2019)
Company secretary	Ms. Lui Wing Shan *HKICPA*
Members of the Audit Committee	Mr. Lam Wai Yuen *(Chairman)* (resigned on 20 March 2020) Mr. Tsui Chun Shing *(Chairman)* (appointed on 6 August 2019 and redesignated on 20 March 2020) Mr. Cheung Chin Wa, Angus (resigned on 30 April 2019) Ms. Zhou Ying (resigned on 6 August 2019) Mr. Leung Yu Tung, Stanley (appointed on 30 April 2019) Mr. Lee Kwok Po (appointed on 20 March 2020)
Members of the Remuneration Committee	Ms. Zhou Ying *(Chairman)* (resigned on 6 August 2019) Mr. Tsui Chun Shing *(Chairman)* (appointed on 6 August 2019) Ms. Cheng Yeuk Hung Mr. Cheung Chin Wa, Angus (resigned on 30 April 2019) Mr. Leung Yu Tung, Stanley (appointed on 30 April 2019)
Members of the Nomination Committee	Ms. Zhou Ying *(Chairman)* (resigned on 6 August 2019) Mr. Tsui Chun Shing *(Chairman)* (appointed on 6 August 2019) Mr. Cheung Chin Wa, Angus (resigned on 30 April 2019) Mr. Leung Kwok Kuen, Jacob (resigned on 31 December 2019) Mr. Leung Yu Tung, Stanley (appointed on 30 April 2019) Mr. Tansri Saridju Benui (appointed on 31 December 2019)
Authorised representatives	Ms. Lui Wing Shan Mr. Leung Kwok Kuen, Jacob (resigned on 31 December 2019) Mr. Tansri Saridju Benui (appointed on 31 December 2019)

Corporate Information

Members of the Investment Committee (dissolved and discharged on 31 March 2020)	Mr. Chan Chun Kit *(Chairman)* Mr. Cheung Chin Wa, Angus (appointed on 25 August 2017 and resigned on 30 April 2019) Ms. Lui Wing Shan Mr. Leung Yu Tung, Stanley (appointed on 30 April 2019)
Principal bankers	**Industrial and Commercial Bank of China (Asia) Limited** 33/F., ICBC Tower 3 Garden Road Central Hong Kong
	Chiyu Banking Corporation Limited Shop No. 5A G/F, Belvedere Square Tsuen Wan, N.T. Hong Kong
	The Hongkong and Shanghai Banking Corporation Limited Level 9, HSBC Main Building 1 Queen's Road Central Hong Kong
Principal share registrar and transfer office	**SMP Partners (Cayman) Limited** Royal Bank House – 3rd Floor 24 Shedden Road, P.O. Box 1586 Grand Cayman KY1-1110 Cayman Islands
Hong Kong branch share registrar and transfer office	**Tricor Investor Services Limited** Level 54, Hopewell Centre 183 Queen's Road East Wanchai, Hong Kong
Auditors	**HLB Hodgson Impey Cheng Limited** Certified Public Accountants 31/F, Gloucester Tower The Landmark 11 Pedder Street Central Hong Kong
Hong Kong Legal Adviser	**Fairbairn Catley Low & Kong** 23/F, Shui On Centre 6–8 Harbour Road Hong Kong
GEM Stock Code	8218

Chairman's Statement

Dear Shareholders,

On behalf of the board of the Directors (the "**Board**") of Echo International Holdings Group Limited (the "**Company**"), I am pleased to present the annual results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 March 2020.

In 2019, the Group has launched a new product, Halo illuminated maker pole. Designed for anglers that use boats for baiting up/rig placement and to be left out in lake to mark areas that you are fishing, the ultimate highly visible illuminated marker system with 6 LED colour options and the Capsule lights can be turned on and off via Halo Remote (range of 350 meters in clear line of sight). A new version of Light Sense Marker Pole which will launch at the second half of Year 2020, the Capsule light will turn automatically on when it gets dark and goes out again in the morning. The lights are visible up to around 500 meters in clear weather, the light head has two highly visible fluorescent colours; orange and white for optimal visibility in daylight.

FINANCIAL PERFORMANCE

The impact of the fluctuation of raw material prices and the rise of the statutory minimum wages in the PRC resulted in the financial year ended 31 March 2020 being a difficult and challenging one for the Group's manufacturing business in China. The factories in China faced escalating manufacturing costs and keen competition both domestically and from overseas. As a result, the business of the Group was adversely affected for the financial year ended 31 March 2020.

The Group's revenue for the year ended 31 March 2020 was approximately HK$49.25 million (year ended 31 March 2019: approximately HK$52.82 million), representing approximately 6.75% decrease as compared with last year. The Group's net loss for the year ended 31 March 2020 recorded approximately HK$25.10 million (year ended 31 March 2019: net profit of approximately HK$5.27 million), representing approximately 576.08% decrease as compared with last year. The gross profit margin decreased from approximately 21.81% last year to approximately 19.57% for the year ended 31 March 2020.

PROSPECTS

Looking forward, the Group will focus on the business of low risk and higher gross margin with relatively lower inventory level and investment in catering business. The Group expects that the business operation for the coming years will be more cost effective with reducing working capital requirement and more in-depth management concentration. Accordingly, the Group could better capture the opportunity of growth.

The Board is highly alert to any changes in the present uncertain global economy, and remains confident on and committed to the continuation of our mission to maintain our leading position in the market, through dedication, innovation and expansion. The Group will strictly keep the risks under control, have access to more market resources and further improve its profitability, which will in turn bring more return for its shareholders.

APPRECIATION

Finally, I wish to extend, on behalf of the Board, my gratitude to all shareholders and business partners for their trust and support to us, and express my gratitude to the management and staff for their dedicated efforts and contribution.

Echo International Holdings Group Limited

Lo, Yan Yee
Chairman

Hong Kong, 29 June 2020

Management Discussion and Analysis

BUSINESS REVIEW

Revenue for the year ended 31 March 2020 was approximately HK$49.25 million, representing a decrease of approximately 6.75% when compared with last year. Loss attributable to owners of the Company for the year ended 31 March 2020, was approximately HK$25.10 million whilst the profit attributable to owners of the Company last year was approximately HK$5.27 million.

Notwithstanding the challenging market conditions encountered during the year, the Group continues to provide electronics products and subcontracting services on PCB assemblies and manufacturing of electronic products to customers in its principal markets, i.e. the U.S.A. and the European countries including Belgium, Bulgaria, Denmark, Finland, Germany, Italy, Poland, Portugal, Russia, Slovakia, Spain, Sweden, Switzerland and United Kingdom. The Group also operates catering business in Hong Kong.

In view of the challenging market conditions as mentioned above, while the Group will continue to focus on its core business of the sales of electronic products, it will explore new business opportunities with an aim of broadening its source of income and maximising profit and return for the Group and the Shareholders of the Company in the long run. The Group will also endeavour to increase its market share and attract new customers to enlarge its client base through conducting more promotional and marketing activities and designing and developing new electronic products.

Sales of Electronic Products

Revenue from this segment during the year ended 31 March 2020 was approximately HK$32.96 million, representing a decrease of approximately 17.25% when compared with last year. Decrease in sales of electronics products was mainly due to the decrease in sales of charger board.

Food Catering Services

Revenue from this segment during the year ended 31 March 2020 was approximately HK$16.29 million, representing an increase of approximately 25.44% when compared with last year.

FINANCIAL REVIEW

The Group recorded a loss of approximately HK$25.10 million for the financial year ended 31 March 2020 as compared with the profit of approximately HK$5.27 million for the financial year ended 31 March 2019. The decrease in the profit is mainly due to the share of result of associates and fair value loss on convertible bonds.

The Group's revenue for the year ended 31 March 2020 was approximately HK$49.25 million (approximately HK$52.82 million for last year), representing a decrease of approximately 6.75% when compared with last year. Such decrease was mainly due to the decrease in the revenue from manufacturing and trading of electronic products by 17.25% when compared with last year.

Moreover, the revenue attributable to the top five customers for the year ended 31 March 2020 was approximately HK$26.22 million, which decreased from approximately HK$26.53 million for the year ended 31 March 2019, representing a decrease of approximately 1.17%.

Management Discussion and Analysis

Throughout the year ended 31 March 2020, some factory fixed costs and indirect costs, such as salaries and rents, have been reduced at the same time. Therefore, the production cost attributable to each product manufactured by the Group decreased.

The overall gross profit margin of the Group decreased from approximately 21.81% for the year ended 31 March 2019 to approximately 19.57% for the year ended 31 March 2020 primarily due to the decrease of purchase orders in the higher margin products, namely fishing indicator and buzzer.

Selling and distribution expense for the year ended 31 March 2020 amounted to approximately HK$1.16 million (approximately HK$1.48 million for the year ended 31 March 2019), representing a decrease of approximately 21.36%. Such decrease was mainly due to the decrease of commission paid and freight changes amounting to HK$0.26 million (2019: HK$0.42 million) and 0.17 million (2019: HK$0.30 million) for the year ended 31 March 2020 respectively.

Administrative and other expenses for the year ended 31 March 2020 amounted to approximately HK$24.51 million (approximately HK$24.19 million for the year ended 31 March 2019), representing a increase of approximately 1.32%. Such increase was mainly due to the increase in impairment of property, plant and equipment and right-of-use assets of approximately HK$0.54 million (2019: HK$Nil) and HK$0.60 million (2019: HK$Nil) for the year ended 31 March 2020 respectively.

Loss attributable to the owners of the Company amounted to approximately HK$25.10 million for the year ended 31 March 2020 (profit approximately HK$5.27 million for the year ended 31 March 2019). Basic and diluted loss per share attributable to owners of the Company were also approximately HK2.5 cents for the year ended 31 March 2020 (basic and diluted earnings per share was approximately HK0.5 cents and HK0.1 cents respectively for the year ended 31 March 2019).

To cope with the loss for the financial year ended 31 March 2020, the Board intends to develop on its recurring business in providing EMS to international customers while targeting further expansion in its established market, particularly to explore the EMS for consumer electronic products in the PRC market where the Directors consider to have a promising potential. However, the European countries and the United States will still be the principal markets of the Group in the near future.

The Group's strategies are to increase its market share and to develop new customers to enlarge its client base through increasing its promotional, marketing activities and new products. The Group is going to launch six to seven portable air purifier, marker poles, holycap, power control board, LED indicator and logic controller related products to the market in 2020 and the Group will attend and participate in more exhibitions and trade fairs in Hong Kong, the PRC and overseas to promote EMS and buzzer, to attract potential customers. Moreover, investment in catering business, the Group is going to launch one to two restaurants in 2020.

Disposal of a Subsidiary

On 19 August 2019, one of the subsidiaries of the Group as a vendor entered into an agreement with a purchaser to dispose of the entire issued share capital of Chiu Cuisine Limited for consideration of HK$1.00 and the transaction was announced by the Company on the same date. The transaction was completed on 2 September 2019.

Liquidity, Financial Resources and Capital Structure
The Group continues to adopt a prudent financial management, funding and treasury policy and has a healthy financial position.

As at 31 March 2020, the Group had net current assets of approximately HK$26.03 million (2019: approximately HK$34.20 million) including cash and bank balances of approximately HK$6.46 million (2019: approximately HK$8.31 million) and pledged time deposits of approximately HK$2.08 million (2019: approximately HK$2.04 million).

The Group's equity capital and borrowings have been applied to fund its working capital and other operational needs. The Group's current ratio as at 31 March 2020 was 4.50 (2019: 7.12).

There has been no change in the capital structure of the Group during the year ended 31 March 2020 up to the date of this report. The capital of the Group mainly comprises ordinary shares and capital reserves.

Significant Investment
The Group did not have any significant investment as at 31 March 2020 and 31 March 2019.

Dividend
The Board does not recommend the payment of final dividend for the year ended 31 March 2020 (2019: Nil).

Contingent liabilities
The Group had no material contingent liabilities as at 31 March 2020 and 2019.

Charges over assets
The Group had pledged approximately HK$2.08 million time deposits on Industrial and Commercial Bank of China (Asia) Limited as at 31 March 2020 (2019: HK$2.04 million).

Capital commitment
The Group did not have any significant capital commitments as at 31 March 2020 and 2019.

Foreign Currency Exposure
As at 31 March 2020, the Directors considered the Group's foreign exchange risk to be insignificant. During the year ended 31 March 2020, the Group did not use any financial instruments for hedging purposes.

Employees and Emolument Policy
As at 31 March 2020, the Group employed a total of 163 employees (2019: 175 employees) based in Hong Kong and the PRC. Total staff costs, including Directors' emoluments, amounted to approximately HK$20.31 million for the year ended 31 March 2020 (2019: HK$23.92 million).

The Group reviews the emoluments of its directors and staff based on the qualification, experience, performance and the market rates so as to maintain the remunerations of its directors and staff at a competitive level.

IMPACT BY COVID-19 OUTBREAK ON THE GROUP'S PERFORMANCE

The management is in the process of assessing the impact of the COVID-19 outbreak on the Group's performance. However, the COVID-19 outbreak is expected to have short-term impact. With the effective control of the COVID-19 outbreak, all parts of the country are gradually resuming work and production, and downstream needs will be released. In addition, the PRC government will likely introduce measures to stimulate economic growth after the COVID-19 outbreak. The management will continue to speed up cash flow collection, increase the volume of sales agreements with core customers, improve the pace and efficiency of procurement and sales, and improve profitability.

USE OF PROCEEDS

(1) IPO

The Company received IPO net proceeds of approximately HK$25.12 million (the "**Proceeds**").

The details of the utilisation of the Proceeds since 12 May 2017 (date of the latest revision of allocation of the unutilised Proceeds) to 31 March 2020 is summarised as follows:

	As at 12 May 2017	**As at the date of this report**	
Intended use	**New allocation of the unutilised Proceeds** *HK$ million* (approximately)	**Utilised amount** *HK$ million* (approximately)	**Unutilised amount** *HK$ million* (approximately)
Strengthening the Group's position in its established markets and expanding its customer base	2.49	0.38	2.11
Working capital and funding for other general corporate purposes	1.30	1.30	–
Total	3.79	1.68	2.11

It is expected that the unutilised IPO Proceeds will be utilised within 2 years after the date of this report.

(2) Issue of 160,000,000 Shares under general mandate

On 27 June 2017, the Company entered into a placing agreement with a placing agent in relation to placing of up to 160,000,000 Shares to independent investors at placing price of HK$0.163 (net placing price of HK$0.1563) under general mandate for fund raising purpose. The placing price HK$0.163 represented a discount of about 18.91% to the closing price of HK$0.201 on 27 June 2017. On 18 July 2017, the Company completed the placing of 160,000,000 Shares. The gross proceeds and net proceeds from the placing amounted to about HK$26 million and HK$25 million respectively. As at the date of this report, the net proceeds have been fully utilized in accordance with the intended use as announced on 5 January 2018: (i) HK$8 million used for the repayment of the debenture, (ii) HK$16 million used for working capital, and (iii) HK$1 million used for investment in catering business.

(3) Issue of HK$10,000,000 convertible bonds under general mandate

On 5 January 2018, the Company entered into a placing agreement with a placing agent in relation to placing of up to HK$10,000,000 convertible bonds to independent investors under general mandate for fund raising purpose. The initial conversion price of the convertible bonds was HK$0.197 represented a discount of about 9.63% to the closing price of HK$0.218 on 5 January 2018. On 23 January 2018, the Company completed the placing of HK$10,000,000 convertible bonds. The convertible bonds are convertible into 50,761,421 Shares based on the initial conversion price. The gross proceeds and net proceeds from the placing amounted to about HK$10 million and HK$9.63 million respectively. The net proceeds are intended to be used in investment in catering business and as at the date of this report, funds of about HK$9.63 million have been fully utilized for such purpose.

(4) Issue of HK$13,000,000 convertible bonds under general mandate

On 24 July 2018, the Company entered into a placing agreement with a placing agent in relation to placing of up to HK$13,000,000 convertible bonds to independent investors under general mandate for fund raising purpose. The initial conversion price of the convertible bonds was HK$0.106 represented a premium of about 8.16% to the closing price of HK$0.098 on 23 July 2018. On 20 August 2018, the Company completed the placing of HK$13,000,000 convertible bonds. The convertible bonds are convertible into 122,641,509 Shares based on the initial conversion price. The gross proceeds and net proceeds from the placing amounted to about HK$13 million and HK$12.59 million respectively. The net proceeds are intended to be used in investment in catering business and as at the date of this report, funds of about HK12.59 million have been utilized for such purpose.

(5) Issue of HK$9,408,000 convertible bonds under general mandate

Details of the issue of HK$9,408,000 convertible bonds under general mandate are disclosed in the section headed "Other fund raising activities during the year" on pages 10 to 11 of this report.

OTHER FUND RAISING ACTIVITIES DURING THE YEAR

Issue of HK$9,408,000 convertible bonds under general mandate

On 11 July 2019, the Company entered into a placing agreement with a placing agent in relation to placing of up to HK$9,408,000 convertible bonds to independent investors under general mandate for fund raising purpose. The initial conversion price of the convertible bonds was HK$0.049 represented a premium of about 2.08% to the closing price of HK$0.048 on 11 July 2019. On 6 August 2019, the Company completed the placing of HK$9,408,000 convertible bonds. The convertible bonds are convertible into 192,000,000 Shares based on the initial conversion price. The gross proceeds and net proceeds from the placing amounted to about HK$9.41 million and HK$9.18 million respectively. The net proceeds are intended to be used in investment in catering business and as working capital of the Group.

As disclosed in the Company's announcement dated on 5 June 2020, the Board has resolved to re-allocate approximately HK$5.74 million of the unutilised net proceeds from expansion of catering business to supplementing the general working capital after careful consideration of the global economic environment and detailed evaluation of the Group's operation. The unutilised net proceeds of approximately HK$1.7 million is expected to be utilised by July 2020 for the Group's business operation such as payment of rent and staff remuneration.

Management Discussion and Analysis

The below table sets out intended use of net proceeds, utilisation and the remaining balance of the net proceeds as at 31 March 2020 and the date of this report, respectively:

	Intended use of net proceeds *HK$ million* (approximately)	Utilisation up to 31 March 2020 *HK$ million* (approximately)	Reallocation as at 5 June 2020 *HK$ million* (approximately)	Utilisation up to the date of this report *HK$ million* (approximately)	Remaining balance as at the date of this report *HK$ million* (approximately)
Expansion of catering business	**5.98**	**0.24**	**(5.74)**	**–**	**–**
General working capital	**3.2**	**3.2**	**5.74**	**7.24**	**1.7**
Total	**9.18**	**3.44**	**–**	**7.24**	**1.7**

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for reviewing the effectiveness of the internal control system of the Group. The scope of the review is determined and recommended by the Audit Committee and approved by the Board annually. The review covers:

(1) all material controls, including but not limited to financial, operational and compliance controls;

(2) risks management functions; and

(3) the adequacy of resources, qualifications and experience of staff in connection with the accounting and financial reporting function of the Group and their training programmes and relevant budget.

The Company has engaged the Independent Internal Control Consultant to review and improve the effectiveness of the Group's internal control system. The Internal Control Consultant has issued an internal control review report to the Company, which has identified a number of internal control issues and deficiencies of the Group. The Board has reviewed the said report and conducted a review of the Group's internal control system, and it has taken and/or will take necessary actions and steps to address the internal control issues and deficiencies found in the internal control review.

The Audit Committee is satisfied with the Group's internal control system. The system is designed in consideration of the nature of business and the organisation structure. The system is designed to manage rather than eliminate the risk of failure in operational system and to provide reasonable, but not absolute, assurance against material misstatement or loss. The system is designed further to safeguard the Group's assets, maintain appropriate accounting records and financial reporting, achieve efficiency of operations and ensure compliance with the GEM Listing Rules and all other applicable laws and regulations.

The Group will continue to engage external independent professionals to review its internal control system and further enhance its internal control as appropriate.

There is currently no internal audit function within the Group. The Board has reviewed the need for an internal audit function and is of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit functions for the Group as the need arises. Nevertheless, the Board will continue to review the need for an internal audit function annually.

Set out below are (i) the major deficiencies identified by the Internal Control Consultant and the Board; and (ii) the Company's actions.

Major deficiencies	Company's actions
• No evidence that periodic credit checks/appraisals on existing customers have been performed.	• The Management responded that they will keep monitor on the aging reports and conduct credit searches for the major customers before accepting new orders.
• No evidence that periodic credit checks/appraisals on existing suppliers have been performed by Echo Electronics Company Limited.	• The Management responded that Yi Gao Tech Electronics (Shenzhen) Co., Ltd. take part of the production process, Yi Gao Tech Electronics (Shenzhen) Co., Ltd. has performed such appraisal.
• It is found that there is no written policy in related to the restaurant (1) sales and accounts receivable cycle and (2) purchases and accounts payables cycle.	• The Management responded that the restaurant is operated by experienced management team and well-trained staff.

After the review of the Group's internal control system, the Directors are of the view that the effectiveness of the Group's internal control system has been improved.

Biographical Details of Directors and Senior Management

The biographical details of the Directors and Senior Management of the Group as at the date of this report are as follow:

EXECUTIVE DIRECTORS

Mr. Lo Yan Yee (勞炘儀), aged 68, is the chairman of the Board as well as the factory general manager of the Group. Mr. Lo Yan Yee was appointed as an executive Director on 27 September 2013. He is the founder of the Group and has approximately 42 years of experience in the electronics industry of which he has spent over 28 years in managing his own business. He is responsible for managing and supervising the production teams and engineering teams in the Group's factory operation to ensure that all the environmental, quality, cost, delivery, budget and administration objectives are well achieved. Mr. Lo Yan Yee is also responsible for providing training to the staffs in the factory to enhance their effectiveness and knowledge so as to maximise production efficiency and utilise the labour force effectively. Mr. Lo Yan Yee commenced the work in the electronics industry in 1978, and prior to establishing Echo Electronics Co ("**Echo Co**"), a partnership formed in Hong Kong focusing on electronics manufacturing services, in 1989, he worked in the production department in various electronics companies in Hong Kong and acquired extensive experience in production and management. Mr. Lo Yan Yee finished Form One in 1966. Mr. Lo Yan Yee is the spouse of Ms. Cheng Yeuk Hung and the father of Mr. Lo Ding To.

Ms. Cheng Yeuk Hung (鄭若雄), aged 63, is an executive Director and the chief operation officer of the Group. Ms. Cheng was appointed as an executive Director on 21 December 2010. She is the founder of the Company and has approximately 41 years of experience in the electronics industry of which she has spent over 29 years in managing her own business. She principally oversees the operation of the Hong Kong office. She also regularly communicates with the senior staffs in the factory as well as the suppliers of the Group to understand the trend of procurement. She is responsible for resource allocation in relation to the customers in different market segments. She is also responsible for product pricing management, marketing and business development to manage the profitability of each product manufactured by the Group. Prior to establishing Echo Co in 1989, she had worked in EDAX Industrial Company Limited from 1979 to 1988 as an operation manager whereby she became skilled at business promotion, procurement of raw materials, and resource management in the electronics industry. She finished her secondary education in 1975. Ms. Cheng is the spouse of Mr. Lo Yan Yee, the sister of Mr. Cheng Kwing Sang, Raymond and the mother of Mr. Lo Ding To. She has been the Shareholder of Zhumu Company Limited since 15 February 2019.

Biographical Details of Directors and Senior Management

Mr. Tansri Saridju Benui, aged 55, was appointed as an executive Director on 7 September 2018, and was appointed to be a member of the Nomination Committee of the Board, an authorised representative and compliance officer of the Company on 31 December 2019. He obtained his Bachelor of Science in USA, 1988 and his Diploma in Computer Programming and Systems in Canada, 1987. He has been acting as an executive director of HiTech Distribution Pte Ltd ("**HTDPL**"), Chemitec Industrial Private Limited ("**CIPL**") and Switech Systems & Marketing Pte Ltd ("**SSMPL**") (the aforesaid private companies are incorporated in Singapore) since May 2010 and an executive director of PT. Louis Gianni ("**PTLG**") (a private company incorporated in Indonesia) since April 2013. He is also the Managing Partner of Plenus Investment Inc (a private company incorporated in Canada) since January 2017. For the period from May 2010 to November 2015, Mr. Benui had been appointed as the executive director of Vashion Group Ltd, a company listed on the Singapore Stock Exchange (Stock Code 43J). HTDPL, CIPL, SSMPL and PTLG are subsidiaries of Vashion Group Ltd.

Ms. Chan Wan Shan, Sandra (陳韻珊), aged 46, joined our Group in August 2017 and was appointed as an executive Director on 31 March 2020. She is also responsible for supervising and managing the business development of Echo Asia (Hong Kong).

Ms. Chan has been an independent non-executive director of Industronics Berhard, the shares of which are listed on the Main Market of Bursa Malaysia (stock code: 9393 and stock name: ITRONIC), since November 2019.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Leung Yu Tung, Stanley (梁宇東), aged 43, was appointed as an independent non-executive Director on 30 April 2019, and he is a member of each of the Remuneration Committee, Nomination Committee and Audit Committee. He has over 19 years' experience in the accounting and finance field. He has acted as an independent non-executive director and the chairman of audit committee of Vashion Group Limited, a company listed in the Singapore Stock Exchange (Stock Code VSHN), since October 2017. He is also the finance controller of Luen Hing Textile Company Limited, which Mr. Leung has served from September 2013 to November 2019. Prior to that, Mr. Leung worked in the Sweet Dynasty Group as finance manager from January 2012 to September 2013. Mr. Leung was admitted as a fellow member of The Hong Kong Institute of Certified Public Accountants and fellow member of Association of Chartered Certified Accountants since 2015 and 2010 respectively. He became a Certified Tax Adviser of The Taxation Institute of Hong Kong since 2010. Mr. Leung obtained his Master of Professional Accounting and Bachelor of Arts (Hons) Accountancy from the Hong Kong Polytechnic University in 2010 and 2003, respectively and his Higher Diploma in Accountancy from the City University of Hong Kong in 2000.

Mr. Tsui Chun Shing (徐晉誠), aged 38, was appointed as an independent non-executive Director on 6 August 2019, and is currently the chairman of each of the Audit Committee, Remuneration Committee and Nomination Committee. He has over 11 years' experience in the accounting and finance field. Mr. Tsui is currently a director of Vision Partners CPA Limited. From May 2019 to October 2019, Mr. Tsui had served as the financial controller of SMI Holdings Group Limited (stock code: 198). Prior to that, Mr. Tsui worked for a number of international accounting firms in Hong Kong.

Mr. Tsui was admitted as a member of The Hong Kong Institute of Certified Public Accountants since 2019 and a member of the CPA Australia since 2011. Mr. Tsui obtained his Bachelor of Commerce from the University of Melbourne, Australia in 2005.

Mr. Lee Kwok Po (李國坡), aged 40, was appointed as an independent non-executive Director on 20 March 2020, and he is a member of the Audit Committee. He has over 10 years of experience in the providing technical support to various entities. Mr. Lee has been the founding partner and the senior system engineer of Good Thinking Computer Services since April 2013.

Mr. Lee was awarded IBM Certified Associate System Administrator — Lotus Notes and Domino by IBM Software Group in May 2005, Check Point Certified Security Administrator — CCSA by Check Point Software Technologies Ltd. in May 2006, and Cisco Certified Network Associate — CCNA by Cisco Systems, Inc in September 2008. Mr. Lee obtained a diploma at advanced level in information and communications after completing the course at Wideland Education Center of University of Cambridge International Examinations in Hong Kong in July 2008.

SENIOR MANAGEMENT

Mr. Cheng Kwing Sang, Raymond (鄭炯生), aged 70, was appointed as an executive Director on 27 September 2013, but he resigned from such position on 22 October 2014. Mr. Cheng is currently the chief executive officer as well as the marketing director of the Group. Mr. Cheng is responsible for conducting market research, delivering product development strategies and implementing marketing plan of the Group. Mr. Cheng is also responsible for analysing market data, technology trends and competitors' pricing to establish pricing strategies. Mr. Cheng joined the Group in 1993 as the CEO and sales director of Echo Co and has approximately 26 years of experience in the electronics industry. Prior to joining the Group, Mr. Cheng worked as a boarding officer in the operation department of Hong Kong Maritime Company Limited from 1967 to 1978, run two restaurants in Belize, Central America from 1978 to 1984, and run a gas station and a restaurant in Youngstown, Alberta, Canada from 1984 to 1990. Mr. Cheng Kwing Sang finished his secondary education in 1966. Mr. Cheng Kwing Sang is the elder brother of Ms. Cheng Yeuk Hung.

Ms. Lui Wing Shan (雷穎珊), aged 40, is the company secretary and the chief financial officer of the Company and she joined the Group in June 2014. She is responsible for the company secretarial function, the review and supervision of the Group's overall internal control systems and accountancy function. She has more than 13 years of experience in accounting, auditing, tax, and consulting and is specialised in auditing and accounting. Ms. Lui holds a bachelor's degree in Business Commerce with a major in Accounting from Hong Kong Shue Yan University in 2005, and is currently a practicing member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group, Ms. Lui worked for various accounting firms and specialised in auditing and accounting.

Mr. Lo Ding To (勞碇淘), aged 33, was appointed as an executive Director on 27 September 2013 and resigned on 1 November 2017. Mr. Lo Ding To is currently the general manager of the Group and is responsible for overseeing the implementation of the day-to-day manufacturing operations. Mr. Lo Ding To, a son of Mr. Lo Yan Yee and Ms. Cheng Yeuk Hung, has had ample opportunity and is able to gain first hand knowledge and insight into the management and operation of the Group ever since his childhood through observing how the Group has been and is managed under his parents. While learning from his parents the skill and technique of managing and operating the Group's business operation, he also enjoys the benefit of their guidance and advice. Hence, even before Mr. Lo Ding To joined the Group, he is already well versed in the Group's day-to-day management and business operations. He therefore has an extensive understanding of the Group's overall business needs and compliance requirements. When Mr. Lo Ding To joined the Group in 2009 after his graduation from the University of East Anglia, United Kingdom, on the basis of his early learning and experience as aforesaid, he brought in new ideas about business strategy and operational functions, which help to enhance the production and quality assurance systems of the Group. Mr. Lo Ding To supervised a staff team in the then processing factory and 毅高達電子（深圳）有限公司 (Yi Gao Tech Electronics (Shenzhen) Co., Ltd*) and has been responsible for product development, quality control, production planning, logistics, shipping, warehouse and inventory management, as well as vendor management activities. Mr. Lo Ding To obtained a Bachelor of Science in business management from the University of East Anglia, United Kingdom in 2009.

Biographical Details of Directors and Senior Management

Ms. Tai Shan Yu, Yoko (戴珊瑜), aged 44, is the purchasing manager of the Group. She has over 21 years of procurement and material control experience. She joined the Group in 1996 as the procurement and material control executive and was promoted to the purchasing manager of the Group in January 2011. She currently leads a team of staff to coordinate the customer quotation and the sourcing of raw materials. She is responsible for (i) developing strategies for reducing the cost of raw materials; (ii) handling supply chain issues and maintaining good relationship with suppliers; (iii) preparing reports on the trend of cost of raw materials; and (iv) monitoring the trends of EMS industry and keeping abreast of the technology changes. Prior to joining the Group, Ms. Tai had worked as a senior clerk in a company engaged in production of chemical products from 1993 to 1995 and was responsible for the procurement of chemical materials. Ms. Tai finished Form Four in 1992. She has been the director and shareholder of Zhumu Company Limited since 15 February 2019.

* For identification purpose only

CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Company are committed to establishing good corporate governance practices and procedures. The maintenance of high standard of business ethics and corporate governance practices has always been one of the Group's goals. The Company believes that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture, thereby leading to the enhancement of shareholders' value.

The Board has adopted the Corporate Governance Code (the "**Code**") as set out in Appendix 15 to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**"). To us, maintaining high standards of corporate governance practices is not just complying with the provisions but also enhancing corporate performance and accountability.

Save as disclosed below, the Company has complied with the code provisions of the Code throughout the year ended 31 March 2020 (the "**Financial Year**").

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the standard set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "**Model Code**") as it own code governing securities transactions of the Directors. The Company has confirmed, having made specific enquiry of the Directors, all the Directors have complied with the standard set out in the Model Code throughout the year ended 31 March 2020.

BOARD OF DIRECTORS

The Board during the year and up to the date of this report comprises:

Executive Directors:	Mr. Lo Yan Yee *(Chairman)* Ms. Cheng Yeuk Hung Mr. Leung Kwok Kuen, Jacob (duties and powers suspended on 31 December 2019 and resigned on 31 March 2020) Mr. Tansri Saridju Benui Ms. Chan Wan Shan Sandra (appointed on 31 March 2020)
Non-executive Director:	Mr. Chan Chun Kit (resigned on 31 March 2020) Mr. Mak Pui Hang Eric (appointed on 31 March 2020 and resigned on 29 April 2020)
Independent Non-executive Directors:	Mr. Lam Wai Yuen (resigned on 20 March 2020) Mr. Cheung Chin Wa, Angus (resigned on 30 April 2019) Ms. Zhou Ying (resigned on 6 August 2019) Mr. Leung Yu Tung, Stanley (appointed on 30 April 2019) Mr. Tsui Chun Shing (appointed on 6 August 2019) Mr. Lee Kwok Po (appointed on 20 March 2020)

The biographical details of the Directors and other senior management are set out on pages 13 to 17 of this report.

THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has complied with Rule 5.05(2) of the GEM Listing Rules during the Financial Year relating to the requirement that at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise. During the Financial Year, the Company has complied with Rules 5.05A and 5.05(1) of the GEM Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board. Each independent non-executive Director has given an annual confirmation of his/her independence to the Company, and the Company considers them to be independent under Rule 5.09 of the GEM Listing Rules.

BOARD MEETING ATTENDANCE

The attendance records of each member in the Board meetings during the Financial Year are set out as follows:

Name of directors	Number of meetings attended/held
Mr. Lo Yan Yee	6/12
Ms. Cheng Yeuk Hung	10/12
Mr. Leung Kwok Kuen, Jacob (duties and powers suspended on 31 December 2019 and resigned on 31 March 2020)	9/9
Mr. Tansri Saridju Benui	11/12
Mr. Chan Chun Kit	11/11
Mr. Lam Wai Yuen	10/10
Ms. Zhou Ying (resigned on 6 August 2019)	1/2
Mr. Leung Yu Tung, Stanley (appointed on 30 April 2019)	12/12
Mr. Tsui Chun Shing (appointed on 6 August 2019)	9/9
Mr. Lee Kwok Po (appointed on 20 March 2020)	1/1

ANNUAL GENERAL MEETING

During the Financial Year, the Company held the annual general meeting on 30 July 2019. Mr. Lo Yan Yee, Ms. Cheng Yeuk Hung, Mr. Leung Kwok Kuen, Jacob and Mr. Chan Chun Kit, attended such annual general meeting.

Pursuant to code provision A.6.7 of the Code, independent non-executive directors should attend general meetings. Ms. Zhou Ying was unable to attend the annual general meeting of the Company held on 30 July 2019 due to her other prior engagements.

RESPONSIBILITIES OF THE BOARD

The Board is responsible for leadership and control of the Group and is collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board focuses on formulating the Group's overall strategies, authorising the development plan and budget; monitoring financial and operating performance; reviewing the effectiveness of the internal control system; supervising and managing management's performance of the Group; and setting the Group's values and standards. The management is delegated with the authority and the responsibility by the Board for the day-to-day management, administration and operation of the Group. The delegated functions are reviewed by the Board periodically to ensure that they accommodate the needs of the Group.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the code provision A.2.1 of the Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and the chief executive officer should be clearly established and set out in writing. The roles of the chairman and the chief executive officer of the Company are segregated and performed by Mr. Lo Yan Yee and Mr. Cheng Kwing Sang, Raymond, respectively.

RELATIONSHIP BETWEEN THE DIRECTORS AND SENIOR MANAGEMENT

Ms. Cheng Yeuk Hung and Mr. Lo Yan Yee are couples. Mr. Lo Ding To is a son of Ms. Cheng Yeuk Hung and Mr. Lo Yan Yee. Mr. Cheng Kwing Sang, Raymond is the elder brother of Ms. Cheng Yeuk Hung.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The current articles of association of the Company (the "**Articles**") provide that at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every 3 years.

Each of the executive Directors has entered into a service contract with the Company for an initial term of one year with effect from (i) 11 October 2013 (in respect of Mr. Lo Yan Yee, Ms. Cheng Yeuk Hung); (ii) 7 September 2018 (in respect of Mr. Tansri Saridju Benui); and (iii) 31 March 2020 (in respect of Ms. Chan Wan Shan, Sandra) which shall be automatically renewed for successive terms of one year until terminated by either party giving not less than three months' written notice to the other party. Each of the independent non-executive Directors has entered into an appointment letter with the Company for an initial term of one year with effect from (i) 30 April 2019 (in respect of Mr. Leung Yu Tung, Stanley); (ii) 6 August 2019 (in respect of Mr. Tsui Chun Shing); and (iii) 20 March 2020 (in respect of Mr. Lee Kwok Po), which shall be automatically renewed for successive terms of one year until terminated by either party giving not less than three months' written notice to the other party.

DIRECTORS' LIABILITY INSURANCE AND INDEMNITY

Pursuant to the code provision A.1.8 of the Code, the Company should arrange appropriate insurance coverage in respect of legal action against its Directors. The Company has arranged the directors and officers liability insurance for its Directors during the Financial Year.

PROFESSIONAL DEVELOPMENT

To assist Directors' continuing professional development, the Company recommends Directors to attend relevant seminars to develop and refresh their knowledge and skills. All the Directors, namely Mr. Lo Yan Yee, Ms. Cheng Yeuk Hung, Mr. Tansri Saridju Benui, Mr. Leung Kwok Kuen, Jacob, Ms. Chan Wan Shan, Sandra, Mr. Chan Chun Kit, Mr. Lam Wai Yuen, Mr. Cheung Chin Wa, Angus, Mr. Leung Yu Tung, Stanley, Mr. Tsui Chun Shing and Mr. Lee Kwok Po participated in continuous professional development programmes such as external seminars organised by qualified professionals, to develop and refresh their knowledge and skills in relation to their contribution to the Board during the Financial Year. A record of the training for the respective Directors are kept and updated by the company secretary of the Company.

All the Directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills.

AUDIT COMMITTEE

The audit committee of the Company (the "**Audit Committee**") was established on 27 September 2013. The major roles and functions of the Audit Committee are to review and supervise the financial reporting process, financial controls, internal control and risk management system of the Company and to provide recommendations and advices to the Board on the appointment, re-appointment and removal of external auditor as well as their terms of appointment. During the Financial Year, the Company adopted a whistleblowing policy in order to allow our employees or other stakeholders (e.g. suppliers and customers) of the Company to raise concerns, in confidence, with the Audit Committee about possible improprieties in any matter related to the Company.

The Audit Committee currently consists of three independent non-executive Directors namely Mr. Tsui Chun Shing, Mr. Leung Yu Tung, Stanley and Mr. Lee Kwok Po. Mr. Tsui Chun Shing is the chairman of the Audit Committee. No member of the Audit Committee is a member of the former or existing auditor of the Company. The terms of reference of the Audit Committee are available at the Company's website and on the website of the Stock Exchange.

During 1 April 2019 up to the date of this report, the Audit Committee had reviewed the first quarterly results and report of the Company for the three months ended 30 June 2019, the interim results and report of the Company for the six months ended 30 September 2019, the third quarterly results and report of the Company for the nine months ended 31 December 2019 and the annual results and report of the Company for the year ended 31 March 2020. The Audit Committee also reviewed the Group's internal control system for the year. All issues raised by the Audit Committee are addressed and/or dealt with by the relevant member of the management team and the work, findings and recommendations of the Audit Committee are reported regularly to the Board. During the Financial Year, there was no disagreement between the Board and the Audit Committee regarding the external auditor and there was no issue of significant importance requiring disclosure in this report under the GEM Listing Rules. The Group's annual results for the year ended 31 March 2020 had been reviewed by the Audit Committee prior to the submission to the Board for approval. Members of the Audit Committee were of the opinion that the preparation of such results complied with the applicable accounting standards, the GEM Listing Rules and that adequate disclosure have been made.

The attendance records of each member of the Audit Committee meeting during the Financial Year are set out as follows:

Name of members of Audit Committee	Number of meetings attended/held
Mr. Lam Wai Yuen (resigned on 20 March 2020)	5/5
Ms. Zhou Ying (resigned on 6 August 2019)	2/2
Mr. Leung Yu Tung, Stanley (appointed on 30 April 2019)	5/5
Mr. Tsui Chun Shing (appointed on 6 August 2019)	3/3
Mr. Lee Kwok Po (appointed on 20 March 2020)	0/0

REMUNERATION COMMITTEE

The remuneration committee of the Company (the "**Remuneration Committee**") was established on 27 September 2013. The Remuneration Committee currently consists of the two independent non-executive Directors Mr. Tsui Chun Shing, Mr. Leung Yu Tung, Stanley and one executive Director, Ms. Cheng Yeuk Hung. Mr. Tsui Chun Shing is the chairman of the Remuneration Committee. The terms of reference of the Remuneration Committee are available at the Company's website and on the website of the Stock Exchange.

The roles and functions of the Remuneration Committee include consulting the Board about the remuneration proposals for all Directors and senior management, making recommendation to the Board on the Company's remuneration policy and structure for all Directors and senior management. The Remuneration Committee has adopted the approach under B.1.2(c)(ii) of the code provisions of the Code to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

The attendance records of each member of the Remuneration Committee during the Financial Year are set out as follows:

Name of members of Remuneration Committee	**Number of meetings attended/held**
Ms. Cheng Yeuk Hung	1/1
Ms. Zhou Ying (resigned on 6 August 2019)	1/1
Mr. Leung Yu Tung, Stanley (appointed on 30 April 2019)	2/2
Mr. Tsui Chun Shing (appointed on 6 August 2019)	2/2

NOMINATION COMMITTEE

The nomination committee of the Company (the "**Nomination Committee**") was established on 27 September 2013. The Nomination Committee currently consists of the two independent non-executive Directors Mr. Tsui Chun Shing, Mr. Leung Yu Tung, Stanley and one executive Director Mr. Tansri Saridju Benui. Mr. Tsui Chun Shing is currently the chairman of the Nomination Committee. The terms of reference of the Nomination Committee are available at the Company's website and on the website of the Stock Exchange.

The roles and functions of the Nomination Committee include reviewing the structure, size and composition of the Board, making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board and selecting individuals nominated for directorship (if necessary), assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the chief executive officer.

During the Financial Year, the Board adopted a Board Diversity Policy setting out the approach to diversity of members of the Board. The Company recognises and embraces the benefits of diversity of Board members. It endeavors to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All the appointments for the Board members will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members.

Selection and appointment of new directors will be based on a range of diversity perspectives, including but not limited to gender, age, cultural background, educational background, ethnicity, professional ethnicity, skills, knowledge, length of services and such qualities and attributes that may be required by the Board. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

The Nomination Committee shall review the Board Diversity Policy established for implementing diversity on the Board periodically.

The Nomination Committee will review the Board diversity policy from time to time. It will discuss any revisions to the Board diversity policy and make recommendation to the Board for approval.

During the Financial Year, the Board adopted the Nomination Policy, which sets out the key selection criteria and nomination procedures of the Nomination Committee in making recommendations to Board on the appointment of Directors and succession planning for Directors.

In assessing the suitability of the candidate to the Board regarding the appointment or re-appointment of any existing Director(s), the Nomination Committee will consider the following factors: (a) commitment for responsibilities of the Board in respect of available time and effort; (b) qualifications, including accomplishment and experience in the relevant industries the Company's business is involved in; (c) reputation for integrity; (d) experience in the Company's principal business and/or the industry in which the Company operates, (e) (in the case of an independent non-executive Director) independence requirements set out in the GEM Listing Rules; and (f) diversity in aspects including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and the number of directorships in other listed/public companies, and in the case of independent non-executive Directors, the length of service, where an independent non-executive Director serving more than nine years could be relevant to the determination of a non-executive Director's independence.

The Nomination Committee shall convene a meeting to invite nominations of candidates from Directors (if any) or it may also nominate candidates for its consideration. The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third-party reference checks. Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

The Nomination Committee will review the Nomination Policy periodically to ensure that it fulfils the Company's needs and complies with the regulatory requirements and good corporate governance practice. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

The attendance records of each member of the Nomination Committee are set out as follows:

Name of members of Nomination Committee	Number of meetings attended/held
Ms. Zhou Ying (resigned on 6 August 2019)	1/1
Mr. Leung Kwok Kuen, Jacob (resigned on 31 December 2019)	1/1
Mr. Tsui Chun Shing (appointed on 6 August 2019)	2/2
Mr. Leung Yu Tung, Stanley (appointed on 30 April 2019)	2/2
Mr. Tansri Saridju Benui (appointed on 31 December 2019)	2/2

INVESTMENT COMMITTEE

The investment committee of the Company ("**Investment Committee**") was established on 25 August 2017 and Mr. Chan Chun Kit, Mr. Cheung Chin Wa, Angus and Ms. Lui Wing Shan (Company Secretary and Chief Financial Officer) were appointed as members of the Investment Committee on the same date. Before its dissolution, the Investment Committee consisted of one non-executive Director, Mr. Chan Chun Kit, one independent non-executive Director, Mr. Leung Yu Tung, Stanley, and the Company Secretary and Chief Financial Officer, Ms. Lui Wing Shan. Mr. Chan Chun Kit was the chairman of the Investment Committee. The overall objective of the Investment Committee was to monitor and supervise investment affairs of the Company, review and evaluate investment projects, and recommend investment proposals to the Board, in order to facilitate the strategic investment of the Company.

With regards to the Company being inactive in investment projects since the establishment of the Investment Committee, the Board considered that the Company is not likely to engage in any investment projects in the foreseeable and it is not necessary to maintain the Investment Committee. Accordingly, the Board has resolved to dissolve and discharge the investment committee with effect from 31 March 2020.

The attendance records of each member of the Investment Committee are set out as follows:

Name of members of Investment Committee	Number of meetings attended/held
Mr. Chan Chun Kit	3/3
Mr. Leung Yu Tung, Stanley (appointed on 30 April 2019)	3/3
Ms. Lui Wing Shan	3/3

CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established by the Company and the Board is responsible for performing the corporate governance duties according to the code provision D.3.1 of the Code, which include:

(1) developing and reviewing the policies and practices on corporate governance of the Group and making recommendations to the Board;

(2) reviewing and monitoring the training and continuous professional development of Directors and senior management;

(3) reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements;

(4) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to Directors and employees; and

(5) reviewing the Company's compliance with the Code and disclosure in the corporate governance report of the Company.

During the Financial Year, the Board reviewed and monitored the training and continuous professional development of the Directors and company secretary of the Company to comply with the Code and the GEM Listing Rules. Further, the Board also reviewed and monitored the Group's policies and practices on compliance with legal and regulatory requirements. Lastly, the Board reviewed the Company's compliance with the Code and the disclosure of the corporate governance report.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for the Company's internal control system and risk management procedures and for reviewing the effectiveness of the Company's internal control. The Board has conducted a review on the system of internal controls of the Group, and it has taken and/or will take necessary actions and steps to address the internal control issues and deficiencies. The major deficiencies of the Group's internal control system and the Company's actions are set out on page 12 of this report.

The Group is committed to the identification, monitoring and management of risks associated with its business activities. The Group's internal control system is designed to provide reasonable assurance against material misstatement or loss and to manage and minimise risks of failure in operational systems and fulfillment of business objective. The system includes a defined management structure with segregation of duties and a cash management system such as monthly reconciliation of bank accounts.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The management provides such explanation and information to the Board and reports regularly to the Board on the financial position and prospects of the business of the Company so as to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The Directors acknowledge their responsibilities for preparing the financial statements of the Group that give a true and fair view of the state of affairs of the Group. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern and the Board has prepared the financial statements on a going concern basis. The responsibility of the external auditor is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the shareholders of the Company. A statement by auditor about their reporting responsibility is set out in the Independent Auditors' Report.

Auditors' Remuneration
During the Financial Year, the fees paid to the Company's auditors is set out as follows:

Services rendered	Fees paid/ payable (HK$'000)
Audit services	530
Non-audit services	658

The accounts for the Financial Year were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting. The Audit Committee has recommended to the Board that HLB Hodgson Impey Cheng Limited be nominated for re-appointment as the auditors of the Company at the forthcoming annual general meeting.

COMPANY SECRETARY

Ms. Lui Wing Shan ("**Ms. Lui**") was appointed as the company secretary of the Company on 1 June 2014. The biographical details of Ms. Lui are set out under the section headed "Biographical Details of Directors and Senior Management".

Ms. Lui has been informed of the requirement of Rule 5.15 of the GEM Listing Rules, and she confirmed that she had attained no less than 15 hours of relevant professional training during the Financial year.

DIVIDEND POLICY

The Company has a dividend policy to set out the approach by the Board in recommending dividends, to allow the shareholders of the Company to participate in the Company's profits and for the Company to retain adequate reserves for future growth.

Determination Mechanism: The Board has discretion to declare and distribute dividends to the shareholders of the Company. The Board shall take into account the following factors of the Group when considering the declaration and payment of dividends:

- the Group's current and future operations and earnings;
- the Group's liquidity position and future commitments at the time of declaration of dividend;
- any contractual restrictions on payment of dividends by the Company to its shareholders or by the Company's subsidiaries to the Company;
- the retained earnings and distributable reserves of the Company and each of the members of the Group;
- the Group's working capital requirements, capital expenditure requirements and future expansion plans;
- the general market conditions; and
- any other factors that the Board deems appropriate.

Review: The Board reserves the right in its sole and absolute discretion to update, amend, modify and/or cancel the dividend policy at any time, and it shall in no way constitute a legally binding commitment by the Company in respect of its future dividends and/or in no way obligate the Company to declare a dividend at any time or from time to time.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting ("**EGM**").

RIGHT TO CONVENE EXTRAORDINARY GENERAL MEETING

Pursuant to Article 58 of the Articles, any one or more members holding at the date of the 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 sent to the Company's principal office as set out in the manner below, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.

The written requisition must state the purposes of the meeting, be signed by the requisitionist(s) and deposited to the Board or the company secretary of the Company at the Company's principal place of business at Room 3207A, 32nd Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitionists.

The request will be verified with the Company's branch share registrar in Hong Kong and upon their confirmation that the request is proper and in order, the company secretary of the Company will ask the Board to convene an EGM by serving sufficient notice in accordance with the Articles and the statutory requirements to all the registered members. On the contrary, if the request which has been verified is not in order, the shareholders will be advised of this outcome and accordingly, an EGM will not be convened as requested. If within twenty-one days from the date of the deposit of the requisition the Board fails to proceed to convene such meeting, the requisitionist(s), may convene a meeting in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed by the Company to the requisitionist(s).

RIGHT TO PUT ENQUIRIES TO THE BOARD

Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong for the attention of the company secretary.

RIGHT TO PUT FORWARD PROPOSALS AT GENERAL MEETINGS

There are no provisions allowing shareholders to purpose new resolutions at the general meetings under the Cayman Islands Companies Law (2011 Revision). However, shareholders are requested to follow Article 58 of the Articles for including a resolution at an EGM. The requirements and procedures are set out above.

The procedures for shareholders of the Company to propose a person for election as director is posted on the Company's website.

INVESTOR RELATIONS

The Company has established a range of communication channels between itself and its shareholders, investors and other stakeholders. These include the annual general meeting, the annual, interim and quarterly reports, notices, announcements and circulars and the Company's website at www.echogroup.com.hk.

For the Financial Year, there had been no change in the Company's constitutional documents.

The Directors are pleased to present their report together with the audited consolidated financial statements of the Company for the year ended 31 March 2020.

CORPORATE REORGANISATION AND PLACING

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 21 December 2010 under the Companies Law of the Cayman Islands.

Pursuant to the pre-listing reorganisation of the Group ("**Reorganisation**") to rationalise the structure of the Group in preparation for the listing of the Company's shares on the Stock Exchange, the Company became the holding company of the Group on 14 March 2013. Details of the Reorganisation were set out in the paragraph head "Reorganisation" in the section headed "History and development" in the Prospectus.

Following the capitalisation issue of 130,000,000 Shares and the placing of 60,000,000 Shares at a price of HK$0.60 per Share, the Company was listed on the GEM on 11 October 2013.

PRINCIPAL ACTIVITIES

The Group is principally engaged in the manufacturing and trading of electronic products and accessories. The principal activities of its principal subsidiaries are set out in Note 26 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the Financial Year.

An analysis of the Group's performance for the year by segments is set out in Note 6 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The Group's results for the year ended 31 March 2020 and the state of affairs of the Company and of the Group as at that date are set out in the financial statements on pages 67 to 172.

The Board does not recommend the payment of any final dividend for the year ended 31 March 2020.

BUSINESS REVIEW

The business review of the Group for the year ended 31 March 2020 is set out in the section headed "Management Discussion and Analysis" on the pages 6 to 12 of the annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to supporting environmental sustainability. The Group is committed to implementing policies and measures in our daily business operations to foster reduction of the Group's environmental impact. Energy saving and power monitoring systems are in place of various business units to monitor our environmental performance. The Company also strives to implement recycling and reducing measures in office premises where applicable.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year under review, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by our Group that had a significant impact on the business and operations of our Group.

RELATIONSHIPS WITH STAKEHOLDERS

The Company recognises that employees are our valuable assets. Thus employee management focuses on recruiting and nurturing the right people. Staff performance is measured on a regular and structured basis to provide employees with appropriate feedback and to ensure their alignment with the Group's corporate strategy.

Our Group also understands that maintaining long-term good relationship with business partners is also one of the primary objectives of the Group. Accordingly, our management have kept good communication, promptly exchanged ideas and shared business update with them when appropriate. During the year under review, there was no material and significant dispute between our Group and its business partners.

FINANCIAL SUMMARY

The summary of the results and of the assets and liabilities of the Group is set out on page 173.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group are set out in Note 15 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in the Company's share capital during the year are set out in Note 33 to the consolidated financial statements.

INTEREST CAPITALISED

No interest was capitalised by the Group during the year ended 31 March 2020.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, SALES OR REDEMPTION OF SHARES

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

RESERVES

Details of the movements in the reserves of the Company and the Group during the year ended 31 March 2020 are set out in Note 40 and Note 37 to the consolidated financial statements and the consolidated statement of changes in equity on page 70, respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2020, the Company's did not have reserves available for distribution, calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The amount represents the net of Company's contribution reserve, share premium, and accumulated losses, which may be distributable provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of revenue for the year ended 31 March 2020 attributable to the Group's major customers and the percentages of purchases for the year ended 31 March 2020 attributable to the Group's major suppliers were as follows:

(1) The aggregate amount of revenue attributable to the Group's five largest customers represented approximately 53.26% of the Group's total revenue. The amount of revenue from the Group's largest customer represented approximately 28.99% of the Group's total revenue.

(2) The aggregate amount of purchases attributable to the Group's five largest suppliers represented approximately 38.63% of the Group's total purchases. The amount of purchases from the Group's largest supplier represented approximately 14.91% of the Group's total purchases.

None of the Directors nor any of their close associates nor any shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and/or five largest suppliers during the year ended 31 March 2020.

Report of the Directors

DIRECTORS

The Directors during the year ended 31 March 2020 and up to the date of this report were as follows:

Executive Directors

Mr. Lo Yan Yee *(Chairman)*
Ms. Cheng Yeuk Hung
Mr. Leung Kwok Kuen, Jacob (duties and power suspended on 31 December 2019 and resigned on 31 March 2020)
Mr. Tansri Saridju Benui
Ms. Chan Wan Shan, Sandra (appointed on 31 March 2020)

Non-executive Directors

Mr. Chan Chun Kit (resigned on 31 March 2020)
Mr. Mak Pui Hang, Eric (appointed on 31 March 2020 and resigned on 29 April 2020)

Independent non-executive Directors

Mr. Lam Wai Yuen (resigned on 20 March 2020)
Mr. Cheung Chin Wa, Angus (resigned on 30 April 2019)
Ms. Zhou Ying (resigned on 6 August 2019)
Mr. Leung Yu Tung, Stanley (appointed on 30 April 2019)
Mr. Tsui Chun Shing (appointed on 6 August 2019)
Mr. Lee Kwok Po (appointed on 20 March 2020)

BIOGRAPHIES OF DIRECTORS AND OTHER SENIOR MANAGEMENT

The biographical details of the Directors and other senior management are disclosed in the section headed "Biographical Details of Directors and Senior Management" on pages 13 to 17 of this report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors has a service contract with the Company which is not determinable by the Group within one year without payment of a compensation, other than the statutory compensation. Each of the non-executive Directors has entered into an appointment letter with the Company for an initial term of one year with effect from 31 March 2020 (in respect of Mr. Mak Pui Hang, Eric) (who resigned on 29 April 2020); which shall be automatically renewed for successive terms of one year until terminated by either party giving not less than three months' written notice to the other party. Each of the independent non-executive Directors has entered into an appointment letter with the Company for an initial term of one year with effect from (i) 30 April 2019 (in respect of Mr. Leung Yu Tung, Stanley); (ii) 6 August 2019 (in respect of Mr. Tsui Chun Shing); and (iii) 20 March 2020 (in respect of Mr. Lee Kwok Po) which shall be automatically renewed for successive terms of one year until terminated by either party giving not less than three months' written notice to the other party. The appointment of the Directors is subject to the provisions of the Articles in force from time to time including, but not limited to, the removal provisions and provisions on retirement by rotation and re-election.

Pursuant to the Articles, Mr. Tsui Chun Shing, Mr. Lee Kwok Po and Ms. Chan Wan Shan, Sandra shall hold office until the forthcoming annual general meeting, Mr. Leung Yu Tung, Stanley and Ms. Cheng Yeuk Hung shall retire from their offices as Directors in the forthcoming annual general meeting. They will offer themselves for re-election as the Directors in the forthcoming annual general meeting.

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

DIRECTORS' AND CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS

None of the Directors nor the controlling shareholder of the Company had any material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year ended 31 March 2020.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the Financial Year. The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against its Directors and officers.

SHARE OPTIONS SCHEMES

The Company has two share option schemes namely, the pre-IPO share option scheme (the "**Pre-IPO Share Option Scheme**") and the share option scheme (the "**Share Option Scheme**") which were both adopted on 27 September 2013.

Pre-IPO Share Option Scheme

The Company has adopted the Pre-IPO Share Option Scheme on 27 September 2013 under which the Company has granted options to certain Directors of the Group to subscribe for an aggregate of 80,000,000 shares of the Company with an exercise price of HK$0.15, which is equal to the placing price as defined in the Prospectus.

As at 31 March 2020, details of the share options granted under the Pre-IPO Share Option Scheme are as follows:

Directors	Outstanding as at 31 March 2019	Outstanding as at 31 March 2020	Exercise period	Approximate percentage of issued capital of the Company upon exercise of all the options
Mr. Lo Yan Yee	22,800,000	22,800,000	11 October 2016– 11 October 2023	2.19%
Ms. Cheng Yeuk Hung	22,800,000	22,800,000	11 October 2016– 11 October 2023	2.19%
Directors	45,600,000	45,600,000		4.38%
Employees	34,400,000	34,400,000	11 October 2016– 11 October 2023	3.31%
	80,000,000	80,000,000		7.69%

Share Option Scheme

During the year ended 31 March 2020, no option was granted, exercised or lapsed under the Share Option Scheme.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2020, the interests and short positions of the Directors and the 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 Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) ("**SFO**") which (i) are 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 and short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept under Section 352 of the SFO, or (iii) have to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing by directors as referred to in Rule 5.46 of the GEM Listing Rules are as follows:

(i) Long positions in the shares of the Company

Name of Director	Capacity	Number of Shares	Approximate percentage of interest
Ms. Cheng Yeuk Hung	Personal interest	97,560,000	9.56%
Mr. Lo Yan Yee	Interest of spouse	97,560,000	9.56%

Note: Mr. Lo Yan Yee is the executive Director and the spouse of Ms. Cheng Yeuk Hung, and is deemed under the SFO to be interested in those 97,560,000 shares in which Ms. Cheng Yeuk Hung is interested.

(ii) Long position in underlying shares of the Company

Name	Capacity	Description of equity derivatives	Number of underlying shares
Mr. Lo Yan Yee	Personal interest	Options	22,800,000
(executive Director)	Interest of spouse	Options	22,800,000
			45,600,000
Ms. Cheng Yeuk Hung	Personal interest	Options	22,800,000
(executive Director)	Interest of spouse	Options	22,800,000
			45,600,000
Mr. Cheng Kwing Sang, Raymond (chief executive officer)	Personal interest	Options	22,400,000

Save as disclosed above, as at 31 March 2020, none of the Directors or chief executive of the Company has any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standard of dealings by Directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules, or required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2020, so far as is known to the Directors, the following persons (other than a director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept under section 336 of the SFO:

Name	Capacity and nature of interest	Number of shares	Number of underlying shares	Total	Percentage of the Company's issued share capital
Yeung Tong Seng Terry	Beneficiary of a trust (other than discretionary interest)	101,200,000 (Note 2)	73,584,905 (Notes 1 & 2)		
	Beneficial owner	–	31,036,237 (Note 1)		
		101,200,000	104,621,142 (Note 1)	205,821,142	20.18%
Bluemount investment Fund SPC — Bluemount investment Fund SP	Trustee (other than a bare trustee)	101,200,000	73,584,905 (Note 1)	174,784,905 (Note 2)	17.14%
Siu Yik Tung Jamie	Beneficial owner		125,271,210 (Note 1)	125,271,210	12.28%
Siu Wa Kei	Interest of a controlled corporation	25,956,000		25,956,000	
	Beneficial owner	43,119,472		43,119,472	
		69,075,472		69,075,472	6.77%
Lissington Limited		44,096,000	10,374,662 (Note 1)	54,470,662	5.34%

Notes:

1. These underlying Shares are Shares to be issued to holders of the convertible bonds of the Company.

2. These shares were held by Bluemount investment Fund SPC — Bluemount investment Fund SP as trustee of Mr. Yeung Tong Seng Terry.

Save as disclosed above, as at 31 March 2020, the Directors are not aware of any other persons (other than a director or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept under section 336 of the SFO.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year ended 31 March 2020.

REMUNERATION OF THE DIRECTORS

Details of the remuneration of the Directors of the Company are set out in Note 13 to the consolidated financial statements in this annual report.

EMOLUMENT POLICY

A remuneration committee is set up for reviewing the Group's emolument policy and structure for 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. The remunerations of the Directors are determined with reference to the economic situation, the market condition, the responsibilities and duties assumed by each Director as well as their individual performances.

CONFIRMATION OF INDEPENDENCE

Each independent non-executive Director has given an annual confirmation of his/her independence to the Company, and the Company considers them to be independent under Rule 5.09 of the GEM Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as at the latest practicable date prior to the issue of this annual report as required under the GEM Listing Rules.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

The consultancy fee paid to Vashion Assets Management Limited, the sales to, purchase of property, plant and equipment from and rental paid to Mobile Computer Land Limited and the remuneration to the Directors as disclosed in Note 41 to the consolidated financial statements constituted continuing connected transactions under Chapter 20 of the GEM Listing Rules, and are exempt from the reporting, announcement and independent shareholders' approval requirements under the GEM Listing Rules. Other than that, the Directors are not aware of any related party transactions as disclosed in Note 41 to the consolidated financial statements that constituted a connected transaction or a continuing connected transaction of the Group under the GEM Listing Rules.

Report of the Directors

COMPETING BUSINESS

For the year ended 31 March 2020, the Directors are not aware of any business or interest of the Directors, the controlling shareholder(s) of the Company and their respective close associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 18 to 27 of this report.

EVENTS AFTER THE REPORTING PERIOD

Details of the subsequent events occurring after the reporting period of the Group are set out in Note 45 to the financial statements.

AUDITORS

The financial statements for the year were audited by HLB Hodgson Impey Cheng Limited whose term of office will expire upon the forthcoming annual general meeting. A resolution for the re-appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Company for the subsequent year is to be proposed at the forthcoming annual general meeting.

By Order of the Board

Lo Yan Yee
Chairman

Hong Kong, 29 June 2020

Environmental, Social and Governance Report

1. OUR REPORT

1.1. Overview

This report elucidates in full the performance of Echo International Holdings Group Limited (the "**Company**") and its subsidiary 毅高電子(深圳)有限公司 (collectively, the "Group" or "**We**") (listed on the GEM of The Stock Exchange of Hong Kong Limited, stock code: 8218) with respect to the environment, society and governance from 1 April 2019 to 31 March 2020 (the "Reporting Period"). This report is in compliance with the "comply or explain" provisions set out in the Environmental, Social and Governance Reporting Guide (the "ESG Reporting Guide") and contains all disclosures as recommended in the Guide.

1.2. Reporting scope

The Group is principally engaged in the manufacturing and trading of electronic products and accessories, and has invested in catering business since 2018 with an aim to expand the business scope of the Group. The above businesses, including the operations of our headquarters in Hong Kong, 毅高電子(深圳)有限公司 in China and the restaurants the Group newly-opened in Hong Kong and their back offices, are also covered by this Report.

1.3. Feedback Mechanism

We welcome comments and suggestions from readers on this report. All of the comments and suggestions from our customers, business partners, the public, the media or social groups will help determine and reinforce the Group's future sustainability strategies. Please feel free to give us feedbacks through the following ways:

Echo International Holdings Group Limited
Address: Room 3207A, 32nd Floor, Cable TV Tower, 9 Hoi Shing Road,
Tsuen Wan, New Territories, Hong Kong
Telephone: (852) 2412 0878
Facsimile: (852) 2415 4249
Email address: info@echogroup.com.hk

2. COMMUNICATION WITH STAKEHOLDERS

In order to strengthen the Group's business development and corporate social responsibility, we actively listen to the opinions of all stakeholders and continuously obtain an understanding of and respond to the concerns of different stakeholders, so as to build a relationship based on mutual trust and mutual benefit with our stakeholders to promote sustainable development. Set forth below are the principal communication channels we used to communicate with our stakeholders.

Key stakeholders	Principal communication channels
Shareholders	• Company's website • Annual reports, interim reports and quarterly results report • Annual general meetings and other general meetings • Press releases, announcements, financial and other information in relation to the Company and its business
Staff	• Newsletters to the staff • Company's intranet
Customers	• Visits and meetings • Telephone conferences • Customer surveys • Exhibitions
Suppliers and contractors	• Tendering process • Regular meetings
Community	• Charity and donation events • working with other non-profit organizations

3. AWARDS

Award	Issuing authority
1. 2019 Best Chinese Cuisine — Bronze Award (最強中菜銅獎2019)	Eat & Travel Weekly Must Go Awards
2. 2019 Customer Review Awards	Dianping

4. ENVIRONMENTAL PROTECTION

Management principles and policies

The Group has been committed to and has devoted great efforts to practising environmental protection and promoting sustainable development to fulfill its social responsibility as a corporate citizen. We have endeavored to reduce irrecoverable damages to the environment resulted from the Group's operations by implementing environmental management measures covering various aspects such as carbon emissions reduction, energy saving and green procurement. Meanwhile, in order to achieve a beautiful green life, we have established a sound environmental management system, with an aim to achieve the goals of complying with regulations, improving environmental performance and preventing environmental pollution.

The Group strictly complies with all applicable environmental laws and regulations. During the Reporting Period, there was no case of prosecution against the Group in relation to the violation of environmental laws.

4.1. Pollution control

Greenhouse gas emission control

It is an indisputable fact that global warming is becoming more and more serious. It is generally believed that global warming was mainly due to air pollution and greenhouse gases. In this regard, the Group seeks to take relevant control and management measures to reduce greenhouse gas emissions from business operations and thus reducing the damage to the environment.

The emission reduction measures adopted by the Group during the Reporting Period include:

- Use on-line network communications, with an aim of reducing massive greenhouse gas emissions produced by transportation such as airplanes;

- Have formulated the regional procurement policy, and local suppliers shall be selected in first priority, to reduce energy consumption and greenhouse gas emissions resulted from additional transportation; and

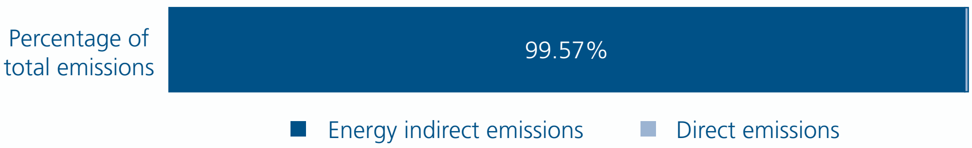
- Environmentally-friendly equipment are preferred, such as: variable-frequency air-conditioner and other energy-saving equipment

Exhaust emission control

In terms of exhaust emissions, as the Group's main business is the manufacturing of electronic products, the Group has only a very small amount of exhaust emissions generated by the Group's vehicles during its operation. In the past, in order to ensure that the exhaust emissions of vehicles meet the national standards, the vehicles are subject to inspection annually. Since the third quarter of this year, electronic product manufacturing factory no longer owns their cars, and therefore has no exhaust emissions in this regard.

Set forth below are the Group's total greenhouse gas emissions during the Reporting Period, more than 99% of which were generated by energy indirect emissions:

Total greenhouse gas emissions (tonnes of carbon dioxide equivalent)



Greenhouse gas emissions	Direct emissions (tonnes of carbon dioxide equivalent)	Energy indirect emissions
1,141.14	4.92	1,136.22

Waste management

The Group attaches great importance to waste management. For the management of non- hazardous waste, the Group adopts the 5R (i.e. Refuse, Reduce, Reuse, Repair and Recycle) management strategy with an aim of realising "zero" emission, so that our waste management commitment can be met.

Our domestic factory in Shenzhen has strictly complied with the provisions of the "Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes". The wastes are treated in a harmless manner and classified and recycled based on the Group's Solid Waste Management Measures. Furthermore, the hazardous wastes listed in the "National Hazardous Waste List" based on the "Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Wastes" will be properly stored and labeled. We will engage companies which are qualified to process and recycle hazardous solid waste when the amount of waste stored reaches a certain level. During the Reporting Period, orders for related products have been rejected in accordance with and complied with the national environmental protection policy for the year. Therefore, no hazardous waste has been generated from the electronic product manufacturing factory in Shenzhen and the non-hazardous waste was domestic waste.

In terms of the restaurants, all the food wastes of the restaurants will be properly stored and disposed in accordance with the requirements of the Environmental Protection Department. We will engage companies which are qualified to process and recycle hazardous solid waste when the amount of hazardous waste stored reaches a certain level.

Set forth below is the total amount of waste produced by the operating places covered by this report during the Reporting Period:

Hazardous waste	Non-hazardous waste
0 tonnes	48.50 tonnes

Wastewater discharge reduction

The Group strives to deal with sewage discharge in a responsible manner. During the Reporting Period, our factory in Shenzhen optimised the manufacturing process so that the circuit boards no longer need cleaning; as a result, sewage discharge was reduced effectively. When there is a need for sewage discharge, we will discharge the sewage into the municipal sewage pipes in compliance with the requirements of environmental protection laws. In addition, our restaurants is committed to optimizing the process to effectively reduce the generation of sewage and have also set up water management policies to reduce water consumption and effectively control water pollution.

4.2. Making good use of resources

The Group has been managing our resources in a prudent way. The resources used in our daily operations are mainly electrical energy. We actively consider and adopt different methods to reduce the use of existing resources. We have formulated a series of policies to provide our staff with more specific advices and measures on energy and water saving management.

Energy saving and consumption reduction

As a socially responsible company, the Group always adheres to the business philosophy of "green operation, energy conservation". The Group's factory in Shenzhen continued to implement a number of energy-saving measures in respect of three aspects, including environmental protection equipment, process improvement and administrative measures:

- Environmental protection equipment — Use of energy-saving lights: the electronic product manufacturing factory used about 300 LED lighting, which as compared with the original lighting, is estimated that approximately 4,200 kWh of electricity (i.e. approximately 3.5 tonnes of carbon dioxide equivalent) will be reduced for the year; and

- Environmental protection equipment — Use of environment-friendly water heater: use air-source water heaters to provide hot water for staff quarters, as no burned gas such as carbon dioxide will be emitted during working due to their working principle of just transferring the heat in the surrounding air to the water, which will reduce the impact of emissions on the environment as compared with gas water heaters. In addition, the power consumption of such equipment featured by high efficiency and energy saving is much less than that of electric water heaters with the same water volume, which significantly reduces energy consumption;

- Energy-saving process improvement: For the cooling process of plastic injection moulding machines, we replaced the air cooling system with water cooling system to increase and accelerate the cooling effect with lesser energy consumption;

- Administrative measures: We examine the status of each of our equipment on a regular basis so that repairing and maintenance works can be conducted in a timely manner, hence, the energy waste due to ageing machinery can be reduced.

The restaurants have also taken a number of measures to reduce electricity consumption:

- Control the air conditioning system to an appropriate temperature to reduce unnecessary energy consumption;
- Require that air-conditioning, lighting and other power-consuming equipment be turned off during non-office hours;
- Regularly inspect and maintain each machine and equipment to reduce abnormal energy consumption.

Water conservation and efficiency enhancement

Water is one of our most important natural resources. In order to cherish the precious water resources, the Group makes every effort to maximise the water resources used in its business operations. We have actively introduced the concept of water conservation to our staff and reinforced the maintenance, inspections and management of water- consuming equipment, with an aim to achieve the objective of water conservation. We will carry out inspections in the water-consuming areas of the factory area from time to time to prevent water wasting due to facility damages. The Group will also monitor and analyse its monthly water consumption condition on a regular basis for formulating more effective water conservation plans and measures to ensure that its water conservation goals will be achieved. During the Reporting Period, the cooling equipment of the electronic product manufacturing factory in Shenzhen used water circulation to reduce water consumption. In addition, some equipment, such as flush cistern, will use those water-saving models where possible.

Paper and packaging materials consumption management

The Group has been committed to reducing the paper use in the office. We have set up our company e-mail, adopted enterprise resource planning (ERP) system and human resources system, and developed network communications through creating corporate WeChat groups. Meanwhile, we have also established a file server for storing all internal information and statistics, which can be accessed by our staff with authorisation of the Company. By implementing the above control measures, it is believed that the use of paper can be reduced and a paperless office can be realised.

Despite the dedication to saving packaging materials, due to the increased shipment of the electronic product manufacturing factory in Shenzhen during the Reporting Period, and the expended statistical scope of packaging materials, which included foaming agent and bubble bag into the plastic materials, the overall consumption of packaging materials is higher than last year.

During the Reporting Period, the major types of resources consumed by the operating places covered by this report are summarised as follows:

Resources	Unit	Hong Kong office	Catering business	Electronics manufacturing business	Total consumption
Purchased electricity	kilowatts-hour	30,301.00	163,924.00	370,784.00	565,009.00
Gasoline (consumed by cars)	liters	1,608.57	0.00	280.00	1,888.57
Municipal water	cubic meters	0.00	3,666.86	7,137.00	10,803.86
Gas	megajoules	0.00	54,517,248.00	0.00	54,517,248.00
Plastics (used for packaging)	tonnes	0.00	0.60	6.26	6.86
Paper (used for packaging)	tonnes	0.00	1.92	9.33	11.25
Bag materials (used for packaging)	tonnes	0.00	0.00	0.16	0.16

4.3. Green operation

In order to fulfill its due corporate social responsibilities, the Group has formulated green office policies and management measures, and actively integrated environmental responsibility into its daily operations to reduce the impacts on the environment and the consumption of natural resources, thereby promoting the concept of environmental protection amongst various aspects of the supply chain.

Green offices

The Group promotes its environmental protection related policies through internal trainings and bulletin boards, aiming to raise the staff's awareness of environmental protection, and conducts regular inspections on the Company's operating environment to assess potential risks and formulate corresponding countermeasures for improvement. During the Reporting Period, we adopted the following measures for green offices:

- Advocate the use of double-sided paper and other measures to save office supplies;
- All power-consuming equipment are required to be turned off during non-office hours and daily inspections and confirmations are conducted after work;
- Reminders on water and electricity conservation are posted at prominent positions at the place of operation to remind the staff to save energy and resources;
- Purchase equipment and machines with higher energy efficiency based on the information indicated on energy labels to reduce energy consumption.

Green production

The Group gives priority to the development and selection of materials, products and services that will not cause severe damages to the environment. Since 2005, the Group has started to use materials that meet the requirements under the Restriction of Hazardous Substances (RoHS) Directive as raw materials for production, which limit the use of certain hazardous substances in electrical and electronic devices. During the Reporting Period, environment-friendly materials were used in the electronics manufacturing business, for example, lead-free tin materials (solder wire and solder paste) are parts that meet the requirements of RoHS due to their characteristic of not containing lead, a toxic heavy metal, and therefore accounted for approximately 90% of the purchase of similar materials in the factory. Besides, as part of the management procedures, we require our suppliers to sign letters of guarantee to ensure the products and materials they provided are in compliance with relevant environmental laws and the Group's requirements. We hope that the implementation of environmental protection policies and measures in the supply chain will raise stakeholders' awareness of environmental protection.

4.4. Preparation and response policies to climate change

The Group understands that greenhouse gases are the main cause of climate change, and formulates budgets where appropriate to improve facilities or technologies to reduce greenhouse gas or pollution emissions. Since the main business of the Group is the manufacture of electronic products and production plants are involved in the operation process, the Group regularly assesses the following risks of extreme weather and related disasters caused by climate change on the plant, its infrastructure and production processes:

- Whether the plant and its infrastructure are located in areas threatened by rising sea level caused by climate change (such as low-altitude coastal areas);

- The impact of potential heat wave caused by climate change on the production processes (such as the operation of air conditioners and automatic machines);

- Whether climate change has an impact on the interruption of supply chains of individual material and the raw material procurement (such as price and quantity);

- Whether the resource shortage caused by climate change requires a plan to change the material mix.

As for the identified emergency situations that may be caused by extreme weather (such as flooding), the Group issues relevant documents for disaster risk management strategies and measures to control flooding risks near production and warehouse facilities, and develops emergency plans to prevent damage caused by extreme weather, including the deployment of the following facilities and measures:

- Install flood gates to resist higher flood water levels;
- Strengthen the plant structure to make it more resistant to super typhoons;
- Gradually replace by super-strong windshield glass in the operating places where are more likely to be affected by typhoons;
- Consolidate (e.g., use ropes) outdoor equipment or machinery before the super typhoon;
- Take protective measures (e.g., building debris protection dams) for the plant areas close to natural slopes or man-made slopes to reduce the damage caused by landslides.

In addition, in order to ensure that employees have relevant prevention and response knowledge, the Group provides trainings on disaster prevention knowledge and trainings on emergency response. For example, all windows shall be ensured to close before typhoons; and windows shall be checked on a regular basis to response to extreme weather.

5. EMPLOYMENT AND LABOUR PRACTICES

Management principles and policies

The Group is firmly committed to fulfilling its social responsibilities in the course of business development. The Group understands that the absorption, retention and cultivation of talents will enable the Group to maintain its market competitiveness. We are dedicated to providing our employees and customers with the best possible offers, and adhere to the principles of "anti-discrimination" and "diversification". With an aim of providing the safest and most reliable working environment, we also implement various plans and measures. We encourage work-life balance and provide career development training to achieve the goal of becoming " An Excellent Employer".

5.1. Growth on win-win basis

Management principles and policies

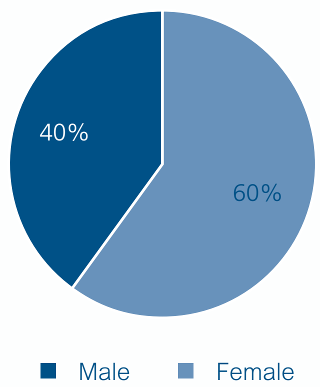
We have always been aiming for "An Excellent Employer" and committed to providing our employees with a harmonious and safe working environment where each of them will be respected. We have also arranged training courses and provided career development opportunities to our employees as appropriate so that they can pursue excellence at work. Besides, we review and improve relevant policies on a regular basis to ensure that we comply with local laws and industry standards.

During the Reporting Period, there were no irregularities or complaints in relation to discrimination or recruitment being discovered or received by the Group.

During the Reporting Period, the total number of employees of the Group in the operating places covered by this report was 163[Note#1], of which Hong Kong employees worked for Hong Kong office and restaurant operations and Shenzhen employees worked for electronics manufacturing business; 4 were part-time employees worked for restaurant operations and the remaining employees were full-time employees. Set forth below is the breakdown of the employees of the Group by gender, age and positions:

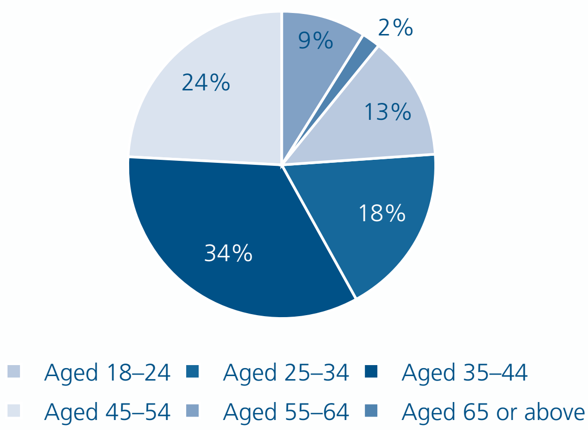
Note#1: the total number of the employees of the Group included the chief executive officer, chief operating officer, general manager, plant general manager in Hong Kong, but excluded other directors/members of the Board (e.g., executive directors, non-executive directors and independent non-executive director).

Breakdown of employees by gender



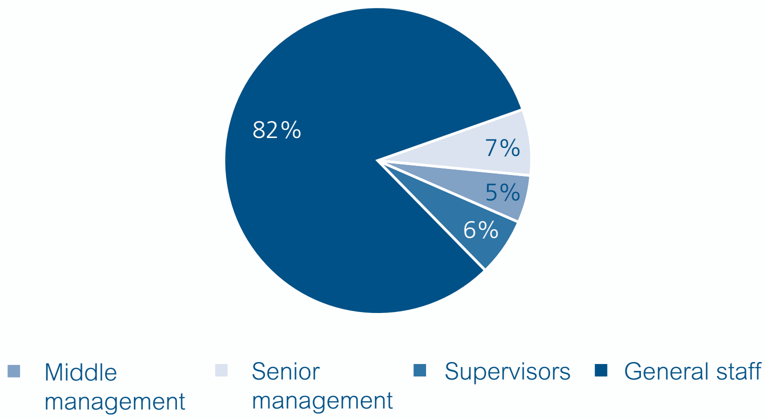
Male	65
Female	98

Breakdown of employees by age



Aged 18–24	22
Aged 25–34	30
Aged 35–44	55
Aged 45–54	39
Aged 55–64	14
Aged 65 or above	3

Breakdown of employees by position



Senior management	11
Middle management	8
Supervisors	10
General staff	134

Equal opportunity and diversity

We have a set of clear and transparent processes of employees recruitment and promotion, and emphasize the principle of equal opportunity. Applicants are assessed based on their qualifications, personal talents and work experience, and will not be refused for their gender, age, nationality, religious beliefs or sexual orientations. However, in order to ensure compliance with the local laws in the place where the business operates, the human resources department will review the applicants' identity documents during the recruitment process to ensure that they reach the legal minimum age.

Rights and interests protection

We have entered into employment contracts with our employees according to the local employment laws and regulations to protect employees' statutory rights and interests, and have provided our employees with medical insurance and minimum wages according to the requirements of the laws. Our employees are also entitled to benefits such as paid holidays, sick leave, work-related injury leave and maternity leave. In addition, the Group has established a set of comprehensive compensation system and annual salary adjustment system. We regularly assess and adjust the range of starting salary and salary adjustment for different ranks with reference to market conditions, the Group's performance and annual staff appraisal to ensure that our employees can be rewarded for their contributions and share the results of the Group.

In terms of the dismissal policy, the Group has set up a rigorous and prudent dismissal process in accordance with the "Labor Law of the People's Republic of China" and the "Hong Kong Employment Ordinance". If the employees of the Group have committed gross dereliction of duty or serious violations of laws and regulations or the rules and regulations of the Group, the Group may terminate their employment contract.

Employee benefits

The Group considers its employees as the most important family members. Providing employees with a work-life balanced environment is part of our commitment to its employees, and we hope that they can work together with the Group in a safe and stable environment to achieve success in the future. The following table sets out the employee benefits in electronic product manufacturing factory in Shenzhen, in addition to basic rights and interests, we have also prepared comprehensive benefit package for our employees so that their basic necessities of living can be taken care of.

Welfare	• Prepare birthday presents for our employees' birthday • Provide our employees with living quarters for free • Provide free meals and offer various kinds of cooling drinks such as dessert soup and Chinese herbal tea depending on seasons and weather
Additional marriage and parenting benefits	• Provide 170 days of maternity leave for our female employees giving birth and • Provide 15 days of paternity leave for our male employees who are going to have new born babies
Benefits for personal safety and insurance	• Purchase additional inpatient medical insurance for our employees to enable them to enjoy medical services at lower cost and purchase social insurance for our employees working at domestic factories in the PRC • Purchase pension insurance for our current employees so that they can maintain their retirement life with the monthly pensions paid when they retire • We provide additional pension to retired employees who have worked for 20 years or more in recognition of their contributions over the years
Life balance	• Our employees are not encouraged or forced to work overtime so that they can maintain balance between family and work • Our mainland factories are equipped with recreational facilities such as basketball courts and badminton courts so that our employees can enjoy better life in their spare time • We have adopted employee caring measures such as organizing group tours, arranging extra meals on festivals and holidays and providing psychological counseling services, so as to help them ease working pressure and enhance their sense of belonging to the Company

Employee communication

The Group understands that cohesiveness among employees is an important driving force for enterprise development. Establishing a good communication channel network is the cornerstone of the relationships between employees and the Group. Therefore, the Group welcomes and values its employees' opinions. The Group's employees can make suggestions for the Company at any time via suggestion boxes, mail boxes, telephones and WeChat. We will also meet with employees who have decided to resign to collect their feedback and make improvements accordingly. In addition, the Group discusses relevant labour issues according to its internal and external environment in the middle of each year with an aim of enhancing relevant employees' benefits. With the efforts made by all of our employees and the help of sub-districts office in the community, our trade union in Shenzhen factory was established in 2012 and has currently continued to collect opinions of employees in the factory.

5.2. Occupational health and safety

Management principles and policies

The Group fully recognizes the importance of occupational health and safety to the manufacturing and catering industry. Therefore, we strive to create the best working environment for our valued employees. We have advocated and upheld the idea of "Safety First" and strived in achieving the goal of zero industrial accident. We have formulated a set of suitable safety management plan in accordance with the laws and regulations, including the "Occupational Health System", "Fire Safety System" and "Employee Operation Guidelines", to regulate the Group's management work on occupational safety and health, so as to reduce and control potential occupational safety and health hazards in business operations .

During the Reporting Period, the Group was not aware of any violation of local laws and regulations related to occupational health and safety, or any situations involving our employees' loss of lives due to work. In the past three years (including this reporting year), there were no work-related fatalities; however, there were 2 working days lost in the electronics manufacturing business due to employee injuries during the current year.

Safety management for our plants

The workshop area in our plants is the core region for our production and also the principal work place for our employees. To ensure that our employees can work in a safe environment and reduce the accident rate, we adopt the most stringent management measures. We identify the level of risk and the occurrence possibility of risks through work risk assessment reports, thereby providing appropriate measures, such as providing employees with the necessary work safety equipment, facilities and tools. In addition, a clear policy has also been developed to guide the work arrangements in the event of a typhoon and rainstorm warning.

Occupational health and safety inspection

In order to effectively review our occupational health and safety performance, the Group arranges designated personnel for the safety matters within our plants, including regular inspection of plant environment and workshop equipment. Condition of personal protective equipment is examined and relevant warning labels are posted at high-risk areas. Meanwhile, we have installed forced exhaust system, vacuum cleaning equipment, heat insulation layer and forced ventilation system, cleaned the air-conditioning system regularly and conducted pest control to protect our employees' health and create a more ideal working environment. For some posts in the factory that are potentially hazardous to health, medical examinations will also be arranged for employees when necessary to confirm the risk status of occupational diseases.

Training on safety

We actively promote workplace safety culture. We provide employees with adequate training on occupational health to keep up employees' awareness against workplace health and safety, thereby minimising work-related risks, preventing the occurrence of accidents in operation and reducing occupational hazards. Moreover, in order to enable our employees to understand and practice the contingency measures in case of emergency, in addition to posting fire escape route map on office and work area, we arrange different emergency drills every year, such as fire drills and integrated emergency drills.

Occupational safety and health management for our restaurants

The number of industrial accidents occurred in the catering industry rank first among all industries in Hong Kong. Therefore, the Group maintains constant vigilance in this regard and strives to enhance the occupational safety and health standards and culture within our restaurants. We have been sharing with our staff the information on occupational safety and health in the catering industry issued by the Occupational Safety and Health Council to provide preventive advice on different workplace safety risks and minimize the possibility of injury.

Safety management at office

We provide our employees with suitable facilities in our office such as adjustable chairs with handles, the latest training on the operation of display devices, and regular risk assessment of using display devices. In addition to provision of equipment, the Group will provide the newly recruited employees with training on safety at office, so as to raise our employees' safety awareness.

5.3. Career development

Management principles and policies

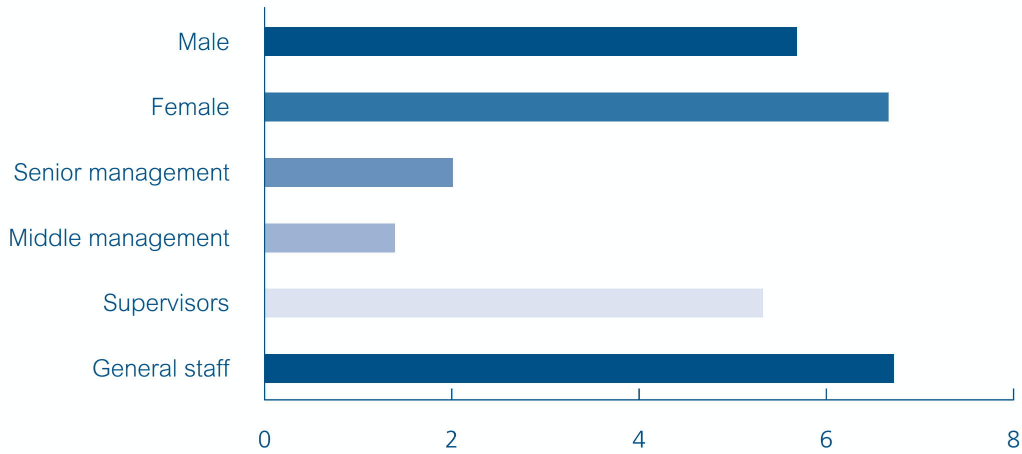
The Group believes that acquisition of new knowledge and technology can enable the Group to maintain its competitiveness. Therefore, we encourage our employees to be lifelong learner to grow together with the Group and foster a continuous learning culture to enhance the value of teams and the professionalism of employees, thus helping the Group sustain its success.

In order to assist our newly recruited employees to adapt to the Group's work culture and environment, we provide pre-employment training for them, and depending on the requirements of the position, the training may include information about our corporate culture, employee handbooks, job skills(technology, customer service, sales skills, management skills, etc.), knowledge of new products and relevant safety knowledge, relevant environmental protection policies of the Company and anti-corruption/anti-degeneration, etc. with an aim of enhancing their understanding of the Company, their position and working environment. We formulated training program and provided various trainings for the employees in the electronic product manufacturing factory, and arranged experienced employees to guide new hires to improve their efficiency.

In addition, for some courses that provide employees with the latest skills and knowledge, employees may apply for relevant courses held by relevant units or colleges. The Company will consider internal promotion for those employees with good performance when they finish their courses.

The average number of training hours per employee of the operating places of the Group covered by this report during the Reporting Period is summarised as follows:

Average number of training hours per employee (hours)



Male	5.66
Female	6.63
Senior management	2.00
Middle management	1.38
Supervisors	5.30
General staff	6.96

5.4. Rights and interests protection

Management principles and policies

The Group has been committed to protecting its employees' rights and interests and creating a fair working environment for them. Therefore, the Group strictly prohibits the recruitment of child labour and illegal labour and the use of any forms of forced labour. To avoid hiring illegal labour, during job recruitment, we check every applicant's identification card and other valid documents for age verification. We strictly verify the identification of each applicant to ensure that relevant information complies with local laws.

The Group develops policies to ensure that all employees work on a voluntary basis and no forced work in any form, such as debt labour and involuntary labour, is involved. All employees have the right to resign under the reasonable notice period stipulate in the employment or labour contract. In the electronic product manufacturing factory in Shenzhen, in case overtime work is needed for completing their tasks, employees will fill in overtime application sheets after being informed of the overtime working tasks to ensure that they work on voluntary basis and under the principle of fairness.

During the Reporting Period, the Group was not aware of any case in relation to the use of child labour and forced labour.

6. OPERATIONAL COMMITMENT

6.1. Supply chain management

Management principles and policies

The steady development of the Group's business is dependent on the reliable support of its suppliers. Suppliers are one of the important stakeholders in the Group's business value chain, and our relationship with them is close and inseparable. The Group is also fully committed to building a good partnership with our suppliers. To promote the business and cooperation with suppliers, the Group has stipulated internal rules to regulate the process of public tender and quotation. The Group will also explain our principles and expectations to our partners and establish effective mechanisms to ensure that both parties will strictly act in accordance with laws and regulations.

Green supply chain

While actively consolidating its internal sustainable development management, the Group also hopes to exert its influence in the supply chain to contribute to sustainable development together with suppliers, customers and other stakeholders. Therefore, the Group gives first priority to the suppliers with awards or certificates in relation to corporate social responsibility. The scope of corporate social responsibility includes elements such as product and service quality, environmental protection, community involvement and conscientious employer. Especially for the electronic product manufacturing business, we require all suppliers to comply with the "Code for Suppliers" prepared by the Group and we assess on annual basis whether the suppliers' performance meets our requirements for corporate social responsibility, product and service quality.

Suppliers' engagement

In terms of electronics manufacturing business, the Group has stipulated supplier management measures. The Company will adopt a series of measures to evaluate supplier's performance and appropriateness before entering into a transaction, with an aim to ensure the suppliers are in compliance with all local laws and regulations as well as the Group's requirements. In general, the interval for supplier evaluation is at least once a year. Evaluation measures include but are not limited to the followings:

- Conduct sample tests to ensure that the materials provided meet relevant standards for producing safe products with high quality.

- Conduct company background investigations, which include reviewing the relationship between the supplier's management and the Company to prevent conflicts of interest; conducting site inspections to ensure that the supplier will be able to provide suitable services or products that meets relevant standards and prevent the occurrence of fraud; and conducting investigations through the Internet to review the supplier's basic information and past governance performance.

When it is necessary to assess the relevant environmental and social risks in the supply chain, the Group further considers the following criteria for selecting suppliers in different aspects:

i. Priority is given to engaging institutions with green/environmental certification (e.g. ISO 14001)

ii. Priority purchase of environment-friendly materials

iii. Priority is given to purchasing from local suppliers (to reduce greenhouse gas emissions from overseas transportation)

iv. Suppliers who comply with local laws (e.g., no child labour)

v. Corporate social responsibility performance (e.g., suppliers that offer employees good benefits)

vi. Environmental or social risks of other suppliers

6.2. Production management

Management principles and policies

The Group has been upholding the operating philosophy of "Quality First", and has been committed to providing customers with high quality, professional and excellent products and services. Therefore, we are committed to providing customers with quality, healthy and safe products and services in compliance with applicable local and international laws. The Group's electronic product manufacturing factory has been accredited with the international management standards of the quality management system (ISO 9001) for many years, which is sufficient to prove the stability and reliability of the Group's production process.

Quality service

Customer satisfaction has always been the key to the success of the Group. We strive to exceed our customers' expectations by improving the performance of all aspects of our business. We have developed the code of practices for employees to improve customer service processes. Furthermore, we have established relevant procedures to deal with customer comments and complaints. When quality and safety problems arise in our products or services, the Group will immediately conduct an in-depth investigation to identify the causes, and at the same time, the Group will formulate corresponding mitigation measures to reduce the impact of the problems and prevent re-occurrence of the same problems. For example, the Group received a customer complaint on the welding process in respect of its electronics manufacturing business during the year. The relevant department immediately conducted an investigation and found that some of the defects were caused by insufficient quality control during production and inspection while other defects was due to the damaged parts during assembly, packaging, or transportation. Upon analysis of these reasons, we made corresponding solutions, such as enhancing the quality awareness of employees by circulating and delivering the pictures of defective products, and strengthening product protection on the packaging to avoid defective products caused by products colliding with each other.

Saving for the above complaint, the Group had not received any reported cases of product recalls for safety and health reasons during the Reporting Period.

Product quality and safety verification

The Group provides customers with accurate and true information about product quality and safety. For electronic products, the products provided by us are subject to quality inspection and the product quality, such as the ionic cleanliness testing of individual electronic products (IPC-TM-650 2.3.25 (TYPE C2001-2)) and other related product safety tests, such as IEC60950 (IEC certification). Safety inspection records can also be provided at the request of individual customers. Quality assurance is given for all of our products.

After-sale services

For applicable electronic products, the Group will provide after-sales service within the specified warranty period. In addition, although the Group's related electronic products have provided customers with detailed product manuals or operating instructions to ensure that customers can understand how to use the product, the Group firmly believes that customer feedback is the major contributor for driving the Group forward, and therefore we maintain good communication with our customers to understand their requirements so as to improve our products and services. Hotline service is also available for customers' enquiries on product details.

Privacy protection for consumers' information

In terms of customer's personal data and confidential documents, the Group manages customers data in accordance with the Personal Data (Privacy) Ordinance in Hong Kong and the applicable laws in the place where the business operates, and personal data collected and held are properly protected by us. In the meanwhile, we also prohibit our employees from disclosing any confidential or proprietary information to third parties without authorization. To prevent leakage of information, the Company's system has installed a protection system, and no employee could access data privately, unless they are authorized to do so.

All of our employees are required to comply with privacy policies regarding personal information and local regulations to protect customers' information. Such policies and requirements are included in the employee handbook and clarified to employees during the on-the-job training.

Where appropriate, relevant confidentiality requirements shall be negotiated and reached an agreement by the Group and suppliers or other business partners when entering into contracts.

During the Reporting Period, the Group did not receive any complaint in relation to proven breach of customer privacy or loss of customer information.

Fair business practices

The Group adopts sound promotion and marketing practices, and any advertisement shall not make a description, claim or explanation that is inconsistent with the facts. We will also formulate our sales and promotional documents in accordance with the relevant laws and codes of practice to ensure that our promotional materials and advertising content are true, fair and reasonable and not misleading, so as to protect the interests of consumers. In terms of electronic products, in order to avoid misleading customers, relevant approval process for information disclosure is required to be conducted for the product introduction content of the Group before release. In the meantime, the Group also regularly provides training for sales and customer service personnel to ensure service quality and a clear explanation of the product for the customers.

6.3. Corporate governance

Management principles and policies

The Group is committed to building a corporate culture of integrity and business ethics. We will not tolerate any form of corruption, including bribery, extortion, fraud and money laundering. Therefore, in order to establish ethical corporate culture, the Board of the Company is comprised of members from different institutions to jointly monitor the corporate governance of the Company.

During the Reporting Period, the Group was not aware of any lawsuits involving corruption filed against the Group or its individual employee or any cases regarding corruption.

Prevention and supervision

In order to promote a corporate culture of integrity and anti-corruption, we promote business ethics in the factory to restrict the integrity of employees, including prohibiting employees from soliciting or accepting gifts and other improper benefits from representatives of organizations whom the Group has business dealings with. When there are cases of conflict of interest, they must be reported to the human resources department. If any employee of the Group is involved in any corruption and fraud conduct, we will impose penalties based on the influence and consequence of such conduct according to the corporate rules. If the behavior violates the law, it will be handled by the judicial authority according to law with zero tolerance.

Furthermore, we will also provide anti-corruption trainings to management and procurement department which are facing higher risks of conflict of interest to minimise the risk of participating in corruption and bribery activities. In order to strictly control risks, the Group continued to carry out employee training on integrity and anti-corruption to ensure that all employees understand the Company's policies related to anti-corruption and business ethics. During the year, the Group provided trainings for members of the Board, including trainings related to directors' responsibilities and integrity. Except for one director who was unable to participate due to other trainings, each of other directors participated in no less than 2 hours of relevant trainings. In addition, during the Reporting Period, a number of related training courses were held for all employees in the electronic product manufacturing factory to remind them of the importance of integrity.

When entering into an agreement with business partners, the Group will also communicate relevant business ethics policies to them. Meanwhile, we have also stipulated an equal, open and fair tendering process for the procurement of products or services, which will be reviewed and approved by personnel at different ranks based on the contracted amounts so as to reduce the risk of participating in corruption and bribery activities.

In addition, the Group appoints an external independent audit agency to conduct financial audits every year to confirm the financial integrity and protect the rights and interests of shareholders and other stakeholders.

Whistle-blowing policy

In order to resolutely resist the occurrence of incidents such as corruption and fraud, the Group has whistleblowing policy in place. Employees and all stakeholders can report any suspected inappropriate or illegal behaviour to the Group through confidential ways such as email and telephone. All reported cases are kept confidential to protect the interests of the whistleblowers. We will not tolerate any behavior of corruption. Serious cases will be reported to the relevant law enforcement authorities.

7. COMMUNITY CONTRIBUTION

The Group is committed to integrating corporate social responsibility into its operating philosophy. In view of the understanding that serving the community requires cooperation in many ways, over the past years, we have sought opportunities to support events organized by community stakeholders, and have also sponsored and supported charitable organizations and other non-profit making organizations. The Group's philosophy is to support people in need. The community participation may cover poverty alleviation, sympathy visits, student assistance, cultural promotion, environmental protection, etc. In the future, if necessary, the Group will consider building a volunteer team, which comprised of employees of the Group, family members of the employees, and partners of the Group, to support relevant community events to meet the needs of the community.

Summary of data performance

Environmental performance	Unit	
Number of employees	Number of persons	163[Note#1]
Pollutants emissions		
Solid waste		
Hazardous waste	tonnes	0.00
Hazardous waste intensity	tonnes per employee	0.00
Non-hazardous waste	tonnes	48.50
Non-hazardous waste intensity	tonnes per employee	0.30
Greenhouse gas emissions and intensity		
Total greenhouse gas emissions	tonnes of carbon dioxide equivalent	1,141.14
Direct emission	tonnes of carbon dioxide equivalent	4.92
Energy-related indirect emissions	tonnes of carbon dioxide equivalent	1,136.22
Emission intensity	tonnes of carbon dioxide equivalent per employee	7.00
Energy use		
Power purchased	kilowatts-hour	565,009.00
Intensity of power consumed	kilowatts-hour per employee	3,466.31
Gasoline (mobile source)	liters	1,888.57
Intensity of gasoline consumed	liters per employee	11.59
Municipal water	cubic meters	10,803.86
Intensity of water consumed	cubic meters per employee	66.28
Gas	megajoules	54,517,248.00
Intensity of gas consumed	megajoules per employee	334,461.64
Packaging material consumption		
Plastic	tonnes	6.86
Paper	tonnes	11.25
Bag materials	tonnes	0.16

Note#1: the total number of the employees of the Group included the chief executive officer, chief operating officer, general manager, plant general manager in Hong Kong, as well as other directors/members of the Board (e.g., executive directors, non-executive directors and independent non-executive director).

Social performance

Employees	Unit	
Total number of employees	Number of persons	163Note#1
By age		
Aged 18–24	Number of persons	22
Aged 25–34	Number of persons	30
Aged 35–44	Number of persons	55
Aged 45–54	Number of persons	39
Aged 55–64	Number of persons	14
Aged 65 or above	Number of persons	3
By Gender		
Male	Number of persons	65
Female	Number of persons	98
By employment type		
Full-time	Number of persons	159
Part-time	Number of persons	4
By geographical region		
Hong Kong	Number of persons	52
Shenzhen	Number of persons	111
By position		
Senior management	Number of persons	11
Middle management	Number of persons	8
Supervisors	Number of persons	10
General staff	Number of persons	134
Employee turnover		
Employee turnover rate (average monthly)	percentage	6.75%
Employee turnover rate by age (average monthly)		
Aged 18–24	percentage	23.11%
Aged 25–34	percentage	10.56%
Aged 35–44	percentage	2.58%
Aged 45–54	percentage	2.35%
Aged 55–64	percentage	2.98%
Aged 65 or above	percentage	0%
Employee turnover rate by gender (average monthly)		
Male	percentage	6.67%
Female	percentage	6.80%
Employee turnover rate by geographical region (average monthly)		
Hong Kong	percentage	3.69%
Shenzhen	percentage	8.18%

Social performance

Health and safety	**Unit**	
Number of work-related fatalities	Number of persons	0
Lost days due to work injury	days	2
Development and training		
Total training hours for the year	hours	1,018
Total training hours by training theme		
Job skills	hours	242
Environmental protection	hours	248
Occupational safety and health	hours	266
Anti-corruption	hours	262
Average training hours per employee (by category)		
Male	hours	5.66
Female	hours	6.63
Senior management	hours	2.00
Middle management	hours	1.38
Supervisors	hours	5.30
General staff	hours	6.96
Percentage of trained employees (by category)		
Male	percentage	84.62%
Female	percentage	90.82%
Senior management	percentage	100.00%
Middle management	percentage	100.00%
Supervisors	percentage	100.00%
General staff	percentage	85.82%
Product responsibility		
Percentage of products required to be recalled for health and safety reasons	percentage	0
Number of complaints on products and services	cases	1
Anti-corruption		
Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Reporting Period	cases	0

Note#1: the total number of the employees of the Group included the chief executive officer, chief operating officer, general manager, plant general manager in Hong Kong, as well as other directors/members of the Board (e.g., executive directors, non-executive directors and independent non-executive director).

HONG KONG STOCK EXCHANGE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE INDEX

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Independent Auditors' Report

國衛會計師事務所有限公司
HODGSON IMPEY CHENG LIMITED

31/F Gloucester
Tower
The Landmark
11 Pedder Street
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Hong Kong

TO THE SHAREHOLDERS OF
ECHO INTERNATIONAL HOLDINGS GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Echo International Holdings Group Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") set out on pages 67 to 172, which comprise the consolidated statement of financial position as at 31 March 2020, 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 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditors' 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 judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed the key audit matter

Valuation of financial instruments

Refer to Notes 3, 22, 31 and 39 to the consolidated financial statements.

As at 31 March 2020, the Group held derivative financial assets measured at fair value amounted to approximately HK$3,603,000, representing 7% of total assets.

Management engaged independent professional external valuers to determine the fair value of financial instruments at acquisition date and year end date. The valuation of derivative financial assets is complex and requires application of significant judgment by the management.

These valuation techniques, in particular those that include significant unobservable inputs, involve management using subjective judgements and assumptions. With different valuation techniques and assumptions applied, the valuation results can vary significantly.

Our procedures in relation to the valuation of financial instruments included:

- Evaluating the competency, capabilities and objectivity of the independent professional external valuer;
- Assessing the appropriateness of the valuation methodology, key assumptions and estimates used based on our knowledge of the relevant market and using our valuation experts;
- Challenging the reasonableness of key assumptions used based on our knowledge of the business and industry; and
- Checking, on a sampling basis, the accuracy and relevance of the input data used.

We found that the assumptions made by the management in relation to the valuation of financial instruments to be supportable by available evidence.

KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed the key audit matter
Interests in associates Refer to Notes 3 and 17 to the consolidated financial statements.	
The Group has significant interests in associates, which are accounted for under the equity method. As at 31 March 2020, interests in associates amounted to approximately HK$16,490,000. Management engaged independent professional external valuers to determine the recoverable amount of investment in associate at year end date based on value in use calculation for impairment assessment. The valuations requires the application of significant judgement and estimation by the management in determining the appropriate valuation methodology to be used, use of subjective assumptions and various unobservable inputs.	Our procedures in relation to the management's determination of fair values of associates' net identifiable assets acquired and impairment assessments of interests in associates included: • Evaluating the competency, capabilities and objectivity of the independent professional external valuer; • Assessing the appropriateness of the valuation methodology, key assumptions and estimates used based on our knowledge of the relevant industry and using our valuation experts; • Challenging the reasonableness of key assumptions used based on our knowledge of the business and industry; and • Checking, on a sampling basis, the accuracy and relevance of the input data used. We found that the assumptions made by the management in relation to the value in use calculations to be supportable by available evidence.

OTHER INFORMATION

The directors 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 auditors' report thereon ("**Other Information**").

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 THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors 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 the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

AUDITORS' 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 auditors' report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional 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.

- 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 auditors' 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 auditors' 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.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

We communicate with Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

The engagement director on the audit resulting in this independent auditors' report is Tien Sun Kit, Jack.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Tien Sun Kit, Jack
Practising Certificate Number: P07364

Hong Kong, 29 June 2020

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2020

	Notes	**2020 HK$'000**	2019 HK$'000
Revenue	5	**49,252**	52,817
Cost of sales		**(39,612)**	(41,295)
Gross profit		**9,640**	11,522
Other gains or loss, net	7	**(5,058)**	6,859
Loss on disposal of a subsidiary	34	**(810)**	–
Selling and distribution expenses		**(1,160)**	(1,475)
Administrative and other expenses		**(24,513)**	(24,193)
Reversal of/(allowance for) expected credit loss recognised in respect of financial assets at amortised cost, net	9	**42**	(82)
Finance costs	8	**(3,841)**	(2,043)
Share of result of associates	17	**537**	14,721
(Loss)/profit before taxation	9	**(25,163)**	5,309
Tax credit/(expense)	10	**64**	(37)
(Loss)/profit for the year		**(25,099)**	5,272
Other comprehensive loss, net of tax:			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating of foreign operations		**(646)**	(2,252)
Other comprehensive loss for the year, net of income tax		**(646)**	(2,252)
Total comprehensive (loss)/income for the year		**(25,745)**	3,020
(Loss)/profit for the year attributable to the owners of the Company		**(25,099)**	5,272
Total comprehensive (loss)/income for the year attributable to the owners of the Company		**(25,745)**	3,020
(Loss)/earnings per share			
— Basic (in HK cents)	12	**(2.5)**	0.5
— Diluted (in HK cents)	12	**(2.5)**	0.1

All of the Group's operations are classed as continuing.

The accompanying notes form an integral part of consolidated financial statements.

Consolidated Statement of Financial Position

As at 31 March 2020

	Notes	2020 HK$'000	2019 HK$'000
Non-current assets			
Property, plant and equipment	15	**1,683**	4,817
Right-of-use assets	16	**2,514**	–
Interests in associates	17	**16,490**	20,921
Deferred tax assets	32	**11**	18
		20,698	25,756
Current assets			
Inventories	18	**11,168**	12,625
Trade receivables	19	**2,409**	4,616
Amount due from a related company	20	**–**	98
Deposits, prepayments and other receivables	21	**7,759**	3,891
Financial assets at fair value through profit or loss	22	**3,603**	8,201
Pledged time deposits	23	**2,075**	2,039
Cash and bank balances	23	**6,456**	8,310
		33,470	39,780
Current liabilities			
Trade payables	24	**2,197**	2,293
Accruals and other payables	25	**1,620**	2,158
Amount due to a related company	20	**30**	–
Contract liabilities	27	**409**	654
Tax payables		**354**	212
Bank borrowing	28	**151**	146
Lease liabilities	29	**2,676**	–
Obligation under finance lease	30	**–**	121
		7,437	5,584
Net current assets		**26,033**	34,196
Total assets less current liabilities		**46,731**	59,952

Consolidated Statement of Financial Position

As at 31 March 2020

	Notes	**2020** **HK$'000**	2019 HK$'000
Non-current liabilities			
Bank borrowing	28	**251**	402
Lease liabilities	29	**368**	–
Obligation under finance lease	30	**–**	259
Convertible bonds	31	**25,774**	17,411
Deferred tax liabilities	32	**1,095**	922
		27,488	18,994
Net assets		**19,243**	40,958
Capital and reserves			
Share capital	33	**2,550**	2,550
Reserves		**16,693**	38,408
Total equity		**19,243**	40,958

Approved by the Board of Directors on 29 June 2020 and signed on its behalf by:

Lo, Yan Yee
Executive Director

Cheng, Yeuk Hung
Executive Director

Consolidated Statement of Changes in Equity

For the year ended 31 March 2020

	Share capital HK$'000	Share premium HK$'000	Contribution reserve HK$'000 Note 37(a)	Capital reserve HK$'000 Note 37(b)	Share option reserve HK$'000 Note 37(c)	Exchange reserve HK$'000 Note 37(d)	Convertible bond-equity component reserve HK$'000 Notes 31 and 37(e)	Accumulated losses HK$'000	Total HK$'000
As at 1 April 2018	2,400	53,476	4,836	(89)	5,794	(217)	3,713	(41,722)	28,191
Total comprehensive (loss)/income for the year	–	–	–	–	–	(2,252)	–	5,272	3,020
Issue of shares in relation to acquisition of associates	150	5,850	–	–	–	–	–	–	6,000
Issuance of convertible bonds	–	–	–	–	–	–	4,518	–	4,518
Issuance cost on convertible bonds	–	–	–	–	–	–	(127)	–	(127)
Deferred tax liability arising from issue of convertible bonds	–	–	–	–	–	–	(644)	–	(644)
As at 31 March 2019 and 1 April 2019	2,550	59,326	4,836	(89)	5,794	(2,469)	7,460	(36,450)	40,958
Total comprehensive loss for the year	–	–	–	–	–	(646)	–	(25,099)	(25,745)
Issuance of convertible bonds	–	–	–	–	–	–	4,488	–	4,488
Issuance cost on convertible bonds	–	–	–	–	–	–	(72)	–	(72)
Deferred tax liability arising from issue of convertible bonds	–	–	–	–	–	–	(386)	–	(386)
As at 31 March 2020	**2,550**	**59,326**	**4,836**	**(89)**	**5,794**	**(3,115)**	**11,490**	**(61,549)**	**19,243**

The accompanying notes form an integral part of consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 March 2020

	Notes	2020 HK$'000	2019 HK$'000
Operating activities			
(Loss)/profit before taxation		**(25,163)**	5,309
Adjustments for:			
Bank interest income	7	**(41)**	(35)
Interest income on dividends receivable	7	**(86)**	–
Loss on disposal of a subsidiary	34	**810**	–
Loss on disposal of property, plant and equipment	9	**10**	–
Change in fair value of financial assets at fair value through profit or loss	7	**6,909**	(5,562)
Share of result of associates	17	**(537)**	(14,721)
Interest expenses	8	**3,841**	2,043
Depreciation of property, plant and equipment	9, 15	**1,201**	1,269
Depreciation of right-of-use assets	9, 16	**4,377**	–
Impairment of property, plant and equipment	15	**539**	–
Impairment of right-of-use assets	16	**596**	–
(Reversal of)/allowance for expected credit loss recognised in respect of trade receivables, net	9	**(40)**	81
(Reversal of)/allowance for expected credit loss recognised in respect of amount due from a related company, net	9	**(2)**	1
Operating cash flows before movements in working capital		**(7,586)**	(11,615)
Decrease in trade receivables		**2,247**	3
Decrease/(increase) in inventories		**798**	(137)
Decrease in deposits, prepayments and other receivables		**34**	2,207
Decrease in amount due from a related company		**100**	96
Increase in amount due to a related company		**30**	–
Increase/(decrease) in accruals and other payables		**2,495**	(334)
Decrease in trade deposits received		**–**	(1,268)
(Decrease)/increase in contract liabilities		**(245)**	654
Decrease in trade payables		**(39)**	(1,306)
Cash used in operations		**(2,166)**	(11,700)
Income tax paid		**–**	–
Net cash used in operating activities		**(2,166)**	(11,700)
Investing activities			
Bank interest received		**41**	35
Increase in pledged time deposits		**(36)**	(27)
Proceeds from disposal of property, plant and equipment		**58**	–
Purchase of property, plant and equipment	15	**(1,547)**	(3,502)
Net cash outflow on disposal of a subsidiary	34	**(24)**	–
Net cash used in investing activities		**(1,508)**	(3,494)

Consolidated Statement of Cash Flows

For the year ended 31 March 2020

	Notes	**2020** **HK$'000**	2019 HK$'000
Financing activities			
Proceeds from bank borrowing		**–**	746
Repayment of bank borrowing		**(146)**	(198)
Repayment of lease liabilities	16	**(4,583)**	–
Interest paid	35	**(2,551)**	(1,312)
Repayment of obligation under finance leases		**–**	(115)
Proceeds from issue of convertible bonds	31	**9,408**	13,000
Payment of transaction cost on issue of convertible bonds	31	**(230)**	(417)
Net cash generated from financing activities		**1,898**	11,704
Net decrease in cash and cash equivalents		**(1,776)**	(3,490)
Cash and cash equivalents at the beginning of the year		**8,310**	13,340
Effect of exchange rates on the balance of cash held in foreign currencies		**(78)**	(1,540)
Cash and cash equivalents at the end of the year		**6,456**	8,310
Analysis of the balance of cash and cash equivalents:			
Cash and bank balance		**6,456**	8,310

Note:

Major non-cash transactions

(a) Upon application of HKFRS 16, the Group entered into lease agreements for the use of leased properties and equipment for fixed terms of 1.25 years to 2.04 years. Upon adoption of HKFRS 16, the Group recognised approximately HK$10,417,000 of right-of-use assets and approximately HK$10,417,000 of lease liabilities on 1 April 2019.

(b) During the year ended 31 March 2020, the Group recognise unpaid dividends from associates approximately HK$4,968,000 as dividend receivables from associates of, for details, please refer to Notes 17 and 21.

(c) During the year ended 31 March 2019, the Group invested for 30% equity interests in Bluemount Group, which was settled by issue 6,000,000 ordinary shares with share price HK$0.1 and deposit amounted to HK$200,000. Details of the acquisition are disclosed in Note 17.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2020

1. GENERAL INFORMATION

Echo International Holdings Group Limited (the "**Company**") was incorporated as an exempted company with limited liability in Cayman Islands on 21 December 2010 under the Companies Law of the Cayman Islands. The addresses of the registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business of the Company is Room 3207A, 32/F, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, Hong Kong. The shares of the Company are listed on the GEM of the Stock Exchange of Hong Kong Limited ("**Stock Exchange**"). Its ultimate controlling shareholder is Ms. Cheng Yeuk Hung ("**Madam Cheng**").

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in Note 26 to the consolidated financial statements. The consolidated financial statements included the financial statements of the Company and its subsidiaries (collectively referred to as the "**Group**"). The consolidated financial statements are presents in Hong Kong dollars ("**HK$**"), which is the same as the functional currency of the Company. All values are rounded to nearest thousands (HK$'000) unless otherwise stated.

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

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

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

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

Early adoption of amendments to HKFRSs

The following amendments to HKFRSs, which is applicable to the Group but are not yet effective for the current year, have been early adopted in current year:

Amendments to HKFRS 16	COVID-19-Related Rent Concession

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

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

(a) Impact on the consolidated financial statements

The following tables show the adjustments recognised for each individual line item. Line items that were not affected by the application of new HKFRSs have not been included. As a result, the sub-totals and totals disclosed cannot be recalculated from the numbers provided. The adjustments are explained in more detail by standard below:

	Carrying amounts previously reported at 31 March 2019	Reclassification	Recognition of lease	Carrying amounts under HKFRS 16 1 April 2019
	HK$'000	HK$'000	HK$'000	HK$'000
Non-current asset				
Property, plant and equipment	4,817	(391)	–	4,426
Right-of-use assets	–	391	10,417	10,808
Total non-current assets	25,756	–	10,417	36,173
Current liabilities				
Lease liabilities	–	121	5,868	5,989
Obligations under finance leases	121	(121)	–	–
Total current liabilities	5,584	–	5,868	11,452
Total assets less current liabilities	59,952	–	4,549	64,501
Non-current liabilities				
Lease liabilities	–	259	4,549	4,808
Obligations under finance leases	259	(259)	–	–
Total non-current liabilities	18,994	–	4,549	23,543
Net assets	40,958	–	–	40,958

Note: In relation to assets previously under finance leases, the Group reclassified the carrying amounts of the relevant assets which were still under lease as at 1 April 2019 amounting to approximately HK$121,000 and HK$259,000 to lease liabilities as current and non-current liabilities respectively at 1 April 2019. There has been no change in the liability recognised.

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

(b) HKFRS 16 Leases — Impact of adoption

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

Definition of a lease

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

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

As a lessee

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

As at 1 April 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by any prepaid or accrued lease payments by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

a. Practical expedients applied

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

- applying a single discount rate to a portfolio of leases with reasonably similar characteristics
- relying on pervious assessments on whether leases are onerous as an alternative to performing an impairment review — there were no onerous contracts as at 1 April 2019
- accounting for operating leases with a remaining lease term of less than 12 months as at 1 April 2019 as short-term leases
- excluding initial direct costs for the measurement of the right-for-use asset at the date of initial application, and
- using hindsight in determining the lease term where the contract contains options to extend of terminate the lease.

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

(b) HKFRS 16 Leases — Impact of adoption (Continued)

As a lessee (Continued)

b. Measurement of lease liabilities

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rates applied by the relevant group entities range from 5.09% to 9.49%.

The lease liabilities as at 1 April 2019 reconciled to the operating lease commitments as at 31 March 2019 is as follows:

	HK$'000
Operating lease commitments disclosed as at 31 March 2019	11,287
Discounted using the incremental borrowing rate of at the date of initial application	(528)
Less: leases with lease term ending within 12 months from the date of initial application	(342)
Lease liabilities relating to operating lease recognised upon application of HKFRS 16	10,417
Add: finance lease liabilities recognised as at 31 March 2019	380
Lease liabilities recognised as at 1 April 2019	10,797

	HK$'000
Lease liabilities recognised as at 1 April 2019	
On which are:	
Current lease liabilities	5,989
Non-current lease liabilities	4,808
	10,797

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

(b) HKFRS 16 Leases — Impact of adoption (Continued)

As a lessee (Continued)

c. Measurement of right-of-use assets

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

	2019 HK$'000
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16 (Note (a))	10,417
Amounts included in property, plant and equipment under HKAS 17	
— Assets previously under finance lease (Note (b))	391
	10,808
By class:	
Motor vehicle	391
Buildings	10,417
	10,808

Notes:

(a) The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied. Other right-of-use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 31 March 2019.

(b) In relation to assets previously under finance leases, the Group reclassified the carrying amounts of the relevant assets which were still under finance lease as at 1 April 2019 amounting to approximately HK$391,000 as right-of-use assets. In addition, the Group reclassified the obligations under finance leases of approximately HK$121,000 and HK$259,000 to lease liabilities as current and non-current liabilities respectively at 1 April 2019.

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

(c) Amendments to HKFRS 16 COVID-19-Related Rent Concession — Impact on adoption

The Group has elected the practical expedient to apply amendments to HKFRS 16 to account for any change in lease payments resulting from the rent concession occurring as a direct consequence of the COVID-19 pandemic.

The Group has applied the practical expedient to rent concession that meet all of the following conditions:

(1) 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;

(2) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and

(3) there is no substantive change to other terms and conditions of the lease.

The rent concession recognised in the consolidated statement of profit or loss and other comprehensive income during the year ended 31 March 2020 amounted to approximately HK$160,000.

New and amendments to HKFRSs in issue but are not yet effective

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

Amendments to HKAS 1 and HKAS 8	Definition of Material[1]
Amendments to HKFRS 3	Business Combination[2]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[4]
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform[1]
HKFRS 17	Insurance Contracts[3]

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

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

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

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

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

The directors of the Company (the "**Directors**") anticipate that the application of the new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards ("**HKASs**") and Interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**") and by the Hong Kong Companies Ordinance.

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for assets.

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 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 (since 1 April 2019) and HKAS 17 (before application of HKFRS16), 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.

The principal accounting policies are set out below.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item 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 deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. Gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest; and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9, when applicable, the cost on initial recognition of an investment in an associate or a jointly venture.

Business combinations

Acquisitions of businesses, other than business combination under common control, 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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations (Continued)

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 liabilities or assets 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 into 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.

- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. 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 or another measurement basis required by another HKFRSs.

3. SUMMARY OF 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 considered 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 being 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 changes in the fair value of 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 at subsequent reporting dates as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss and other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

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 retrospectively during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. 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 an associate are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is or the portion so classified is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Any retained portion of an investment in an associate that has not been classified as held for sale continues to be accounted for using the equity method. The financial statements of an associate used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, 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 an 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 changes 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.

An investment 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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in associates (Continued)

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 HKFRS 9, 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 or joint venture 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 interests in the associate that are not related to the Group.

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. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (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 and 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 goods or services.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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 asset and a contract liability relating to a contract are accounted for an presented on a net basis.

(i) *Sales of goods*

Revenue from sales of goods is recognised at the point in time when goods are delivered to customers generally on the time the related risks and rewards of ownership has transferred.

(ii) *Interest income*

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance). Interest income is presented as "interest income" where it is mainly earned from financial assets that are held for cash management purposes.

(iii) *Revenue from restaurants operations*

The Group recognises revenue from restaurants operations which provides catering services. Revenue from restaurants operations is recognised at a point in time when the services are rendered. A receivable is recognised by the Group when the services are rendered to the customers at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases

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

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

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

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

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

<u>Allocation of consideration to components of a contract</u>

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, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

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.

<u>Short-term leases and leases of low-value assets</u>

The Group applies the short-term lease recognition exemption to leases of buildings that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

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

Right-of-use assets

The cost of right-of-use asset includes:

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

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 that as a separate line item on the consolidated statement of financial position.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

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

Lease liabilities

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

To determine the incremental borrowing rate, the Group:

- Where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.

- Uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company, which does not recent third party financing; and

- Makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;

- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;

- The amount expected to be payable by the lessee under residual value guarantees;

- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and

- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

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

Lease liabilities (Continued)

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).

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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

COVID-19-Related Rent Concession (upon early adoption of amendments to HKFRS 16 with disclosure in Note 2)
The Group has elected the practical expedient to apply amendments to HKFRS 16 to account for any change in lease payments resulting from the rent concession occurring as a direct consequence of the COVID-19 pandemic.

The Group has applied the practical expedient to rent concession that meet all of the following conditions:

(a) 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;

(b) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and

(c) there is no substantive change to other terms and conditions of the lease.

The Group has elected to apply the practical expedient and applied it consistently to all lease contracts with similar characteristics and in similar circumstances.

Definition of a lease (prior to 1 April 2019)
Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

<u>The Group as lessee (prior to 1 April 2019)</u>
Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statements of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below). Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies

The functional currency of the Company and its Hong Kong subsidiaries are HK$. The functional currency of the People's Republic of China ("**PRC**") subsidiary is Renminbi ("**RMB**"). The consolidated financial statements is presented in HK$ which is the Group's presentation currency. This is also the currency of the primary economic environment in which the Group operates. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

In preparing the consolidated financial statements of each individual Group entities, transactions in currencies other than that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the exchange rates prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the reporting period in which they arise, except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange difference on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purpose of presenting consolidated financial statements, the asset and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK$) using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign translation reserve (attributable to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (Continued)

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and is not recognised in profit or loss. For all other partial disposals (i.e. partial disposal of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in entity under the heading of exchange reserve.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Effective 1 January 2019, any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Retirement benefit costs

Salaries, annual bonuses, paid annual leave, leave passage and the cost to the Group of non-monetary benefits are accrued in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "**MPF Scheme**") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated statements of comprehensive income as they become payable in accordance with the rules of the MPF Scheme.

As stipulated by the rules and regulations of the PRC, the Company's subsidiary registered in the PRC are required to contribute to a state-sponsored retirement plan for all its PRC employees at certain percentages of the basic salaries predetermined by the local governments. The state-sponsored retirement plan is responsible for the entire retirement benefit obligations payable to retired employees and the Group has no further obligations for the actual retirement benefit payments or other post-retirement benefits beyond the annual contributions.

The costs of employee retirements are recognised as expenses in the consolidated statements of comprehensive income in the period in which they are incurred.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

For the purpose of the consolidated statements of cash flows, cash and cash equivalents comprise cash on hand and demand deposits which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form in integral part of the Group's cash management.

For the purpose of the consolidated statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted to use.

Taxation

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

Current tax

The tax currently payable is based on taxable profit for the year end. Taxable profit differs from profit/loss before tax as reported in the consolidated statements of comprehensive income because of items 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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base 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 goodwill or from the initial recognition (other than in a business combination) of other 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, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

Deferred tax (Continued)

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits 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 rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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.

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively when current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised in the consolidated statements of financial position so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit and loss.

The estimated useful lives for the current and comparative periods are as follows:

Leasehold improvements	5 years
Furniture and fixtures	5 years
Office equipment	3–4 years
Computer equipment	3–4 years
Motor vehicles	3–4 years
Mould	3–4 years
Plant and machinery	3–4 years

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets.

The gain or loss on disposal of property, plant and equipment is the different between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these 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). Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment and right-of-use 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.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, 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. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. 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-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. 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 or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) 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 or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is computed using the weighted average basis and, in the case of work in progress and finished goods, includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

Net realisable value is the estimated selling price for inventories less the estimated costs of completion and costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognized as an expense in which the reversal occurs.

Provisions

Provisions are recognised when the Group has a present obligation (legal and constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions are reviewed at the end of each of reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligations.

Convertible bonds

Convertible bonds issued by the Group that contain both the liability, conversion option and redemption options components are classified separately into respective items on initial recognition in accordance with the substance of the contractual arrangements and the definitions of a financial liability, an equity instrument and embedded derivative. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument. A redemption option that will be settled by the exchange of a fixed amount of cash or another financial asset is a redemption option derivative.

At the date of issue, both the liability component and redemption option derivative are recognised at fair value. In subsequent periods, the liability component of the convertible bonds is carried at amortised cost using the effective interest method. The redemption option derivative is measured at fair value with changes in fair value recognised in profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Convertible bonds (Continued)

The conversion option classified as equity is determined by deducting the amount of the liability component and redemption option components from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. When the conversion option remains unexercised at the maturity date of the convertible bonds, the balance recognised in equity will be transferred to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible bonds are allocated to the liability, equity and redemption option components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible bonds using the effective interest method.

Note: Convertible bonds issued by the Group are measured at amortised cost, using the effective interest method. Transaction costs are included in the carrying amount of the convertible bonds and amortised over the period of the convertible bonds using the effective interest method.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments. All regular way purchases or sales of financial assets are recognised and derecognised on 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 and financial liabilities at fair value through profit or loss ("**FVTPL**")) 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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

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.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("**FVTOCI**"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting 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 FVTPL, except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income ("**OCI**") if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is held for trading if:

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

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. 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 that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets 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 includes any dividend or interest earned on the financial asset and is included in the "other gains or loss, net" line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("**ECL**") model on financial assets (including trade receivables, amount due from a related company, deposits and other receivables, pledged bank deposits and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and 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 business, financial or economic 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; and

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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 90 days past due, unless the Group has reasonable and 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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(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 collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is over 180 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 lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

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

(iv) Write-off policy

The Group writes off 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 been placed under liquidation or 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 are recognised in profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

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 all 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 cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables and deposits and other receivables are each assessed as a separate group. Loans to related parties are assessed for expected credit losses on an individual basis);

- Past-due status;

- Nature, size and industry of debtors; and

- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial liabilities and equity instruments

<u>Classification as debt or equity</u>

Debt and equity instruments issued by a Group entity are classified as either financial liabilities or as equity in accordance with the 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.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities (including trade payables, convertible bonds, other payables, amount due to a related company, bank borrowing, obligation under finance leases and lease liabilities) are subsequently measured at amortised cost, using the effective interest method.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when a financial asset is transferred, the Group has transferred substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfer nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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.

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties transactions

A party is considered to be related to the Group if:

(1) 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 of a parent of the Group.

(2) 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 joint venture of the other entity (or an associate or 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 (1);

(vii) a person identified (1)(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 is a part, provides key management personnel services to the group or to the parent of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influence by, that person in their dealings with the entity and include:

(a) that person's children and spouse or domestic partner;

(b) children of that person's spouse or domestic partner; and

(c) dependants of the person or that person's spouse or domestic partner.

A related party transaction is a transfer of resources, services or obligations between reporting entity and a related party, regardless of whether a price is charged.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's executive directors, being the chief operating decision maker, for the purpose of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individual material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Contingent liabilities and contingent assets

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 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 outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

Share-based payment arrangements

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained earnings.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. 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 following are the critical judgments, apart from those involving estimations, that the directors have made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

(a) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and distribution expenses. These estimates are based on the current market condition and historical experience of selling products of similar nature. It could change significantly as a result of competitor actions in response to severe industry cycles. Management reassesses these estimations at the end of the reporting period to ensure inventories are shown at the lower of cost and net realisable value.

(b) Provision of ECL for trade receivables and amount due from a related company

The Group uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At each of the reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables and amount due from a related company with significant balances and credit impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables and amount due from a related company are disclosed in Note 39.

(c) Income taxes

Determining income tax provisions involve judgment on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislations. Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised, management's judgment is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

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

(d) Impairment test for interests in associates

The Group completed its annual impairment test for interests in associates by comparing the recoverable amount of interests in associates to its carrying amount as at 31 March 2020. The Group has engaged the independent professional external valuer to carry out a valuation of the interests in associates as at 31 March 2020 based on the value in use calculations. This valuation uses cash flow projections based on financial estimates covering a five-year period, and a pre-tax discount rate of approximately 11.54% (2019: 12.67%). The cash flows beyond the five-year period are extrapolated using a steady 2.5% (2019: 2.5%) growth rate for the brokerage and money lending industries in which are operated by associates.

(e) Carrying value of financial instruments not quoted in an active market

As at 31 March 2020, the carrying value of the Group's financial assets at fair value through profit or loss determined by valuation technique as these financial instruments do not have a quoted market price. The Directors use their judgments in selecting an appropriate valuation technique. Valuation techniques commonly used by the market practitioners are applied. In determining the carrying value of these instruments, assumptions are made based on currently available market data adjusted for specific features of these instruments.

(f) Determining the lease term

As explained in Note 2, the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying assets to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

5. REVENUE

The principal activities of the Group are manufacturing and trading of electronic products and accessories and provision of food catering services. The amount of each significant category of revenue recognised during the year is as follows:

Revenue from contract with customers:

	2020	2019
	HK$'000	HK$'000
Recognition at a point in time:		
— Sale of electronic products	**32,961**	39,830
— Revenue from restaurant operations	**16,291**	12,987
	49,252	52,817

6. SEGMENT INFORMATION

Information reported internally to the directors of the Group (chief operating decision maker) for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group's reportable and operating segments under HKFRS 8 are as follows:

- trading of electronic products;
- manufacturing and trading of electronic products and accessories; and
- provision of food catering services.

The Group reportable segments are strategic business units that operate different activities. They are managed separately because each business has different market and requires different marketing strategies.

Segment revenues reported below represents revenue generated from external customers. There were no intersegment sales for both years.

Segment result represents the profit/(loss) generated by each segment without allocation of corporate income and central administration costs including directors' emoluments, share based payment, finance costs and income tax expense. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

Segment revenues and results

The following is an analysis of the Group's turnover and results from continuing separations by reportable and operating segments:

6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results (Continued)
For the year ended 31 March 2020

	Trading of electronic products HK$'000	Manufacturing and trading of electronic products and accessories HK$'000	Provision of food catering services HK$'000	Total HK$'000
Revenue	**2,190**	**30,771**	**16,291**	**49,252**
Segment results	**1,242**	**(7,233)**	**6,147**	**156**
Unallocated other revenue and gains				**(12,881)**
Unallocated selling and distribution expenses				**(712)**
Unallocated administrative and other expenses				**(8,940)**
Unallocated finance costs				**(3,365)**
Loss from operations				**(25,742)**
Reversal of ECL recognised in respect of financial assets at amortised cost				**42**
Share of result of associates				**537**
Loss before taxation				**(25,163)**
Taxation				**64**
Loss for the year				**(25,099)**

6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results (Continued)

For the year ended 31 March 2019

	Trading of electronic products HK$'000	Manufacturing and trading of electronic products and accessories HK$'000	Provision of food catering services HK$'000	Total HK$'000
Revenue	2,759	37,071	12,987	52,817
Segment results	541	(1,881)	(4,278)	(5,618)
Unallocated other revenue and gains				6,670
Unallocated selling and distribution expenses				(626)
Unallocated administrative and other expenses				(7,713)
Loss from operations				(7,287)
Finance costs				(2,043)
Allowance for ECL recognised in respect of financial assets at amortised cost				(82)
Share of result of associates				14,721
Profit before taxation				5,309
Taxation				(37)
Profit for the year				5,272

6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results (Continued)
As at 31 March 2020

	Trading of electronic products HK$'000	Manufacturing and trading of electronic products and accessories HK$'000	Provision of food catering services HK$'000	Total HK$'000
Segment assets	**253**	**12,273**	**8,164**	**20,690**
Unallocated corporate assets				**33,478**
Consolidated assets				**54,168**
Segment liabilities	**155**	**2,385**	**70**	**2,610**
Unallocated corporate liabilities				**32,315**
Consolidated liabilities				**34,925**

As at 31 March 2019

	Trading of electronic products HK$'000	Manufacturing and trading of electronic products and accessories HK$'000	Provision of food catering services HK$'000	Total HK$'000
Segment assets	1,496	15,041	3,740	20,277
Unallocated corporate assets				45,259
Consolidated assets				65,536
Segment liabilities	328	2,619	–	2,947
Unallocated corporate liabilities				21,631
Consolidated liabilities				24,578

6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results (Continued)

For the purpose of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than unallocated corporate assets (mainly comprising certain of amount due from a related party, deposits, payments and other receivables); and

- all liabilities are allocated to operating segments other than unallocated corporate liabilities (mainly comprising certain of borrowings, bank overdrafts, obligations under finance leases, accruals and other payables).

Other segment information

For the year ended 31 March 2020

	Trading of electronic Products HK$'000	Manufacturing and trading of electronic products and accessories HK$'000	Provision of food catering services HK$'000	Unallocated HK$'000	Total HK$'000
Amount included in the measure of segment results					
Capital expenditure	–	**53**	**1,438**	**56**	**1,547**
Depreciation of property, plant and equipment	–	**431**	**749**	**21**	**1,201**
Depreciation of right-for-use assets	–	**1,659**	**2,606**	**112**	**4,377**

For the year ended 31 March 2019

	Trading of electronic Products HK$'000	Manufacturing and trading of electronic products and accessories HK$'000	Provision of food catering services HK$'000	Unallocated HK$'000	Total HK$'000
Amount included in the measure of segment results					
Capital expenditure	–	749	2,712	41	3,502
Depreciation of property, plant and equipment	–	435	709	125	1,269

6. SEGMENT INFORMATION (CONTINUED)

Other segment information (Continued)

Amounts regularly provided to the chief operating decision maker but not included in the measure of segment results of segments assets:

For the year ended 31 March 2020

	Trading of electronic Products HK$'000	Manufacturing and trading of electronic products and accessories HK$'000	Provision of food catering services HK$'000	Unallocated HK$'000	Total HK$'000
Interest income	**–**	**3**	**–**	**38**	**41**
Finance costs	**–**	**116**	**360**	**3,365**	**3,841**

For the year ended 31 March 2019

	Trading of electronic Products HK$'000	Manufacturing and trading of electronic products and accessories HK$'000	Provision of food catering services HK$'000	Unallocated HK$'000	Total HK$'000
Interest income	–	3	–	32	35
Finance costs	–	33	–	2,010	2,043

6. SEGMENT INFORMATION (CONTINUED)

Revenue from major products and services

The Group's revenue from its major products and services are as follows:

	2020 HK$'000	2019 HK$'000
Security alarm	**434**	678
Hair remover	**–**	646
Buzzer	**4,487**	4,812
Massage toner	**–**	5
Fishing indicator	**14,280**	14,500
Charger board	**513**	5,304
Control board	**5,477**	8,903
Fire alarm	**3,347**	707
LED lamp assembly	**1,114**	148
Switch	**775**	58
Others	**344**	1,310
Manufacturing and trading of electronic products and accessories	**30,771**	37,071
Trading of electronic products	**2,190**	2,759
Revenue from restaurant operation	**16,291**	12,987
	49,252	52,817

6. SEGMENT INFORMATION (CONTINUED)

Geographical information

The Group operates in two principal geographical areas — manufacturing in the PRC and trading business and provision of food catering services in Hong Kong.

The Group's geographical segments are classified according to the location of customers. There are four customer-based geographical segments. Segment revenue from external customers by the location of customer is as follows:

	Revenue from external customers	
	2020	2019
	HK$'000	HK$'000
Hong Kong	**17,490**	16,333
Asian Countries, other than Hong Kong (Note a)	**2,515**	5,561
European Countries (Note b)	**21,400**	22,953
North and South American Countries (Note c)	**6,081**	6,882
Others	**1,766**	1,088
	49,252	52,817

Notes:

(a) Asian countries include the PRC, India, Korea, Malaysia, Singapore, Taiwan and Thailand.

(b) European countries include Belgium, Bulgaria, Denmark, Finland, Germany, Italy, Poland, Portugal, Russia, Slovakia, Spain, Sweden, Switzerland and United Kingdom.

(c) North and South American countries include Argentina, Brasil, Canada and the United States.

6. SEGMENT INFORMATION (CONTINUED)

Geographical information (Continued)

The Group's geographical segments are also classified by the location of assets, information about its non-current assets by geographical location are set out below:

	Additions to Non-current assets		**Non-current assets**	
	2020	2019	**2020**	2019
	HK$'000	HK$'000	**HK$'000**	HK$'000
Hong Kong	**1,499**	3,052	**4,197**	4,712
PRC	**48**	–	**–**	105
	1,547	3,052	**4,197**	4,817

Note: Non-current assets excluded interests in associates and deferred tax assets.

Information about major customers

For the year ended 31 March 2020, the Group's customer base includes one customers relate to manufacturing and trading of electronic products and accessories operating segment (2019: one customers) with whom transactions have individually exceeded 10% of the Group's revenue. No other single customer contributed 10% or more to the Group's revenue for both years ended 31 March 2020 and 2019.

Revenue from major customers, amounted to 10% or more of the Group's revenue is set out below:

	Revenue from external customers	
	2020	2019
	HK$'000	HK$'000
Customer A	**14,280**	14,500

7. OTHER GAINS OR LOSS, NET

	2020 **HK$'000**	2019 HK$'000
Bank interest income	**41**	35
Interest income on dividends receivable	**86**	–
Net foreign exchange gain	**487**	–
Sundry income	**937**	956
Rent concession income	**160**	–
Rental income	**140**	306
Change in fair value of derivative financial asset component of convertible bonds (Note 31)	**(6,909)**	5,562
	(5,058)	6,859

8. FINANCE COSTS

	2020 **HK$'000**	2019 HK$'000
Interest on:		
— Convertible bonds wholly repayable within five years (Note 31)	**3,331**	1,989
— Bank borrowing	**17**	33
— Obligation under finance lease	**–**	21
— Lease liabilities	**493**	–
	3,841	2,043

9. (LOSS)/PROFIT BEFORE TAXATION

	2020 **HK$'000**	2019 HK$'000
(Loss)/profit before taxation is arrive after charging/(crediting):		
Staff costs including directors' remuneration	**19,249**	22,750
Contribution to retirement schemes	**1,063**	1,174
Total staff costs	**20,312**	23,924
(Reversal of)/allowance for ECL recognised in respect of trade receivables, net (Note 39)	**(40)**	81
(Reversal of)/allowance for ECL recognised in respect of amount due from a related company, net	**(2)**	1
(Reversal)/allowance for expected loss recognised in respect of financial assets at amortised cost, net	**(42)**	82
Depreciation of property, plant and equipment (Note 15)	**1,201**	1,269
Depreciation of right-of-use assets (Note 16)	**4,377**	–
Impairment of property, plant and equipment (Note (a), 15)	**539**	–
Impairment of right-of-use assets (Note (a), 16)	**596**	–
Auditors' remuneration		
— Audit services	**530**	530
— Non-audit services	**658**	7
Cost of inventories sold	**39,282**	35,337
Operating lease rental expenses	**–**	5,067
Expenses relating to short-term leases	**638**	–
Net foreign exchange (gain)/loss	**(487)**	982
Loss on disposal of property, plant and equipment	**10**	–
Loss on disposal of a subsidiary (Note 34)	**810**	–

Note:

(a) The amount is included in administrative expenses.

10. TAX (CREDIT)/EXPENSE

	2020 **HK$'000**	2019 HK$'000
Current tax		
— Hong Kong	**142**	171
Deferred taxation (Note 32)	**(206)**	(134)
	(64)	37

On 21 March 2019, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2018 (the "**Bill**") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2019 and was gazetted on the following day. 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%.

Accordingly, starting from the year ended 31 March 2019, the Hong Kong profits tax is calculated at 8.25% on the first HK$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK$2 million.

PRC subsidiary is subject to PRC Enterprise Income Tax at 26.5%. No provision the PRC Enterprise Income Tax has been made as the subsidiary incorporated in the PRC had no assessable profits arising in the PRC for the year ended 31 March 2020 and 2019.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("**BVI**"), the Group is not subject to any income tax in the Cayman Islands and the BVI for the year ended 31 March 2020 and 2019.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

The Group has tax losses of approximately HK$3,804,000 (2019: approximately HK$7,048,000) which are available indefinitely for affecting against future taxable profits of the companies in which the losses arose and deferred tax assets have not been recognised in respect of these losses because in the opinion of the Directors, it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

10. TAX (CREDIT)/EXPENSE (CONTINUED)

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

	2020 **HK$'000**	2019 HK$'000
(Loss)/profit before taxation	**(25,163)**	5,309
Tax at the applicable tax rate	**(4,573)**	632
Tax effect of share of profit of associates	**(89)**	(2,429)
Tax effect of non-deductible expense for tax purpose	**4,325**	1,915
Unrecognised temporary difference	**(185)**	(152)
Tax effect of tax losses not recognised	**628**	3,034
Utilisation of tax losses previously not recognised	**(137)**	–
Income tax at concessionary rate	**–**	(165)
Tax reduction for the year	**(20)**	(20)
Tax effect of income not taxable for tax purpose	**(13)**	(2,778)
	(64)	37

11. DIVIDENDS

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

12. (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share	2020 HK$'000	2019 HK$'000
(Loss)/profit		
(Loss)/profit attributable to owners of the Company for the purpose of calculating basic (loss)/earnings per share	**(25,099)**	5,272

Diluted (loss)/earnings per share	2020 HK$'000	2019 HK$'000
(Loss)/earnings used in the calculation of basic (loss)/earnings per share	**(25,099)**	5,272
Interest on convertible bonds, net of tax	**–**	1,660
Fair value gain arising from convertible bonds	**–**	(5,562)
(Loss)/earnings used in the calculation of diluted (loss)/earnings per share	**(25,099)**	1,370

	2020	2019
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share	**1,020,000,000**	986,136,986
Effect of dilutive potential ordinary shares:		
— Conversion of convertible bonds	**–**	126,026,348
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating diluted (loss)/earnings per share	**1,020,000,000**	1,112,163,334
(Loss)/earnings per share		
— Basic (in HK cents)	**(2.5)**	0.5
— Diluted (in HK cents)	**(2.5)**	0.1

12. (LOSS)/EARNINGS PER SHARE (CONTINUED)

Basic (loss)/earnings per share for the years ended 31 March 2020 and 2019 are calculated by dividing the (loss)/profit or loss for the year attributable to owners of the Company by the weighted average number of shares in issue during the year.

The diluted loss per share is the same as the basic loss per share for the year ended 31 March 2020 because the effect of the Company's share options and convertible bonds during the year was anti-dilutive.

Diluted earnings per share for the year ended 31 December 2019 are calculated by adjusting the weighted average number of shares in issue during the year to assume conversion of all dilutive potential ordinary shares. The weighted average number of ordinary shares as above are adjusted by the number of shares that would have been issued assuming the conversion of convertible bonds.

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The aggregate amounts of emoluments paid by the Group to the directors and the chief executive officer of the Company during the year are as follows:

	2020	2019
	HK$'000	HK$'000
Directors' fees	**1,160**	1,082
Salaries, allowances and benefits in kind	**2,196**	2,456
Discretionary bonus	**100**	100
Retirement scheme contributions	**43**	44
	3,499	3,682

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

Details for the emoluments of each director of the Company during the year are as follows:

For the year ended 31 March 2020

	Share base payment	Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonus	Retirement scheme contributions	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Executive directors:						
Mr. Lo Yan Yee (Chairman)	–	150	600	40	–	790
Ms. Cheng Yeuk Hung ("**Madam Cheng**")	–	150	600	40	18	808
Ms. Chan Wan Shan, Sandra (Note (h))	–	–	216	–	11	227
Mr. Leung Kwok Kuen, Jacob (Note (b))	–	113	540	–	14	667
Mr. Tansri Saridju Benui	–	150	–	–	–	150
Non-executive directors:						
Mr. Chan Chun Kit (Note (f))	–	150	–	–	–	150
Mr. Mak Pui Hang, Eric (Note (i))	–	–	–	–	–	–
Independent non-executive directors:						
Ms. Zhou Ying (Note (c))	–	53	–	–	–	53
Mr. Cheung Chin Wa, Angus (Note (e))	–	12	–	–	–	12
Mr. Lam Wai Yuen (Note (g))	–	145	–	–	–	145
Mr. Leung Yu Tung, Stanley (Note (j))	–	138	–	–	–	138
Mr. Tsui Chun Shing (Note (k))	–	98	–	–	–	98
Mr. Lee Kwok Po (Note (l))	–	1	–	–	–	1
Chief-executive officer:						
Mr. Cheng Kwing Sang	–	–	240	20	–	260
	–	1,160	2,196	100	43	3,499

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

For the year ended 31 March 2019

	Share base payment HK$'000	Directors' fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Discretionary bonus HK$'000	Retirement scheme contributions HK$'000	Total HK$'000
Executive directors:						
Mr. Lo Yan Yee (Chairman)	–	135	600	40	–	775
Ms. Cheng Yeuk Hung ("**Madam Cheng**")	–	135	600	40	18	793
Ms. Zhou Jia Lin (Note (a))	–	52	296	–	8	356
Mr. Leung Kwok Kuen, Jacob (Note (b))	–	135	720	–	18	873
Mr. Tansri Saridju Benui (Note (d))	–	85	–	–	–	85
Non-executive directors:						
Mr. Chan Chun Kit (Note (f))	–	135	–	–	–	135
Independent non-executive directors:						
Ms. Zhou Ying (Note (c))	–	135	–	–	–	135
Mr. Cheung Chin Wa, Angus (Note (e))	–	135	–	–	–	135
Mr. Lam Wai Yuen (Note (g))	–	135	–	–	–	135
Chief-executive officer:						
Mr. Cheng Kwing Sang	–	–	240	20	–	260
	–	1,082	2,456	100	44	3,682

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

Notes:

(a) Ms. Zhou Jia Lin was redesignated as an executive director on 9 May 2017 and resigned on 7 September 2018.

(b) Mr. Leung Kwok Kuen, Jacob was redesignated as an executive director on 25 August 2017, his duties and power was suspended on 31 December 2019 and he resigned on 31 March 2020.

(c) Ms. Zhou Ying was appointed as an independent non-executive director on 29 August 2017 and resigned on 6 August 2019.

(d) Mr. Tansri Saridju Benui has been appointed as an executive director on 7 September 2018.

(e) Mr. Cheung Chin Wa, Angus resigned as an independent non-executive director on 30 April 2019.

(f) Mr. Chan Chun Kit resigned as a non-executive director on 31 March 2020.

(g) Mr. Lam Wai Yuen resigned as an independent non-executive director on 20 March 2020.

(h) Ms. Chan Wan Shan, Sandra has been appointed as an executive director on 31 March 2020.

(i) Mr. Mak Pui Hang, Eric was appointed as a non-executive director on 31 March 2020 and resigned on 29 April 2020.

(j) Mr. Leung Yu Tung, Stanley has been appointed as an independent non-executive director on 30 April 2019.

(k) Mr. Tsui Chun Shing has been appointed as an independent non-executive director on 6 August 2019.

(l) Mr. Lee Kwok Po has been appointed as an independent non-executive director on 20 March 2020.

For the year ended 31 March 2020, there were no amounts paid during the year to the directors in connection with their retirement from employment with the Group, or inducement to join (2019: Nil). There was no arrangement under which the directors and chief executive officer waived or agreed to waive any remuneration during the year (2019: Nil). During the year ended 31 March 2020, none of the directors and chief executive officer has share options under the share option scheme operated by the Company (2019: Nil).

14. EMPLOYEES' EMOLUMENTS

(a) Five highest paid individual

The five highest paid individuals during the year are two directors (2019: three) with their emoluments disclosed in Note 13.

The detail of the emoluments of the remaining three (2019: two) highest paid individuals who are neither a director nor chief executive of the Company are as follows:

	2020 **HK$'000**	2019 HK$'000
Salaries, allowances and other benefits	**2,149**	1,375
Retirement schemes contributions	**54**	36
	2,203	1,411

The emoluments of the three (2019: two) individuals with the highest emoluments are fell within the following band:

	Number of individuals	
	2020	2019
Nil to HK$1,000,000	**3**	2

(b) Senior Management of the Company

The emoluments of the senior management other than the highest paid individuals of the Group are within the following band:

	Number of individuals	
	2020	2019
Nil to HK$1,000,000	**8**	8

During the year, no emoluments were paid by the Group to the directors or any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived or agreed to waive any emoluments during the year.

15. PROPERTY, PLANT AND EQUIPMENT

	Leasehold Improvements HK$'000	Furniture & fixtures HK$'000	Office equipment HK$'000	Computer equipment HK$'000	Motor vehicles HK$'000	Mould HK$'000	Plant and machinery HK$'000	Total HK$'000
Cost								
As at 1 April 2018	4,192	414	1,673	908	1,107	32	4,680	13,006
Additions	2,004	708	32	12	746	–	–	3,502
Exchange realignment	–	–	(4)	–	(20)	–	(112)	(136)
As at 31 March 2019	6,196	1,122	1,701	920	1,833	32	4,568	16,372
Adjustment upon application of HKFRS 16 (Note 2)	–	–	–	–	(558)	–	–	(558)
As at 1 April 2019	6,196	1,122	1,701	920	1,275	32	4,568	15,814
Additions	1,320	118	56	5	–	–	48	1,547
Disposal	–	–	–	–	(268)	–	–	(268)
Derecognised on disposal of a subsidiary (Note 34)	(2,881)	(237)	–	–	–	–	–	(3,118)
Exchange realignment	–	–	(11)	–	(12)	–	(106)	(129)
As at 31 March 2020	**4,635**	**1,003**	**1,746**	**925**	**995**	**32**	**4,510**	**13,846**
Accumulated depreciation and impairment								
As at 1 April 2018	2,511	221	1,627	870	480	32	4,680	10,421
Depreciation provided for the year	733	150	26	16	344	–	–	1,269
Exchange realignment	–	–	(11)	–	(12)	–	(112)	(135)
As at 31 March 2019	3,244	371	1,642	886	812	32	4,568	11,555
Adjustment upon application of HKFRS 16 (Note 2)	–	–	–	–	(167)	–	–	(167)
As at 1 April 2019	3,244	371	1,642	886	645	32	4,568	11,388
Depreciation provided for the year	748	176	21	13	241	–	2	1,201
Impairment loss recognised in profit or loss	155	4	11	7	317	–	45	539
Eliminated on disposal	–	–	–	–	(200)	–	–	(200)
Eliminated on disposal of a subsidiary (Note 34)	(578)	(64)	–	–	–	–	–	(642)
Exchange realignment	–	–	(10)	–	(8)	–	(105)	(123)
As at 31 March 2020	**3,569**	**487**	**1,664**	**906**	**995**	**32**	**4,510**	**12,163**
Carrying amount								
As at 31 March 2020	**1,066**	**516**	**82**	**19**	–	–	–	**1,683**
As at 31 March 2019	2,952	751	59	34	1,021	–	–	4,817

Note: The carrying amount of the Group's property, plant and equipment which was held under finance lease as at 31 March 2019 were approximately HK$391,000 (Note 30).

As at 31 March 2020 and 2019, the cost of motor vehicle which have been pledged to secure bank borrowing of the Group was approximately HK$746,000) (Note 28), the motor vehicle was fully impaired during the year ended 31 March 2020.

16. RIGHT-OF-USE ASSETS

	Motor vehicle leased for own used HK$'000	Buildings leased for own used HK$'000	Total HK$'000
Cost			
As at 31 March 2019	–	–	–
Adjustments upon application of HKFRS 16 (Note 2)	558	10,417	10,975
As at 1 April 2019 (restated)	558	10,417	10,975
Derecognised on disposal of a subsidiary (Note 34)	–	(4,009)	(4,009)
Exchange realignment	–	(148)	(148)
As at 31 April 2020	**558**	**6,260**	**6,818**
Accumulated depreciation and impairment			
As at 31 March 2019	–	–	–
Adjustments upon application of HKFRS 16 (Note 2)	167	–	167
As at 1 April 2019 (restated)	167	–	167
Depreciation provided for the year	112	4,265	4,377
Impairment loss recognised in profit or loss	–	596	596
Eliminated on disposal of a subsidiary (Note 34)	–	(780)	(780)
Exchange realignment	–	(56)	(56)
As at 31 March 2020	**279**	**4,025**	**4,304**
Net carrying amounts			
As at 31 March 2020	**279**	**2,235**	**2,514**
As at 1 April 2019	391	10,417	10,808

Notes:

(a) The comparative information has not been restated as a result of the initial application of HKFRS 16 as discussed in Note 2.

(b) In the previous year, the Group only recognised lease assets and lease liabilities in relation to leases that were classified as 'finance leases" under HKAS 17 Leases. The assets were presented in presented in property, plant and equipment and the liabilities as part of the Group's borrowings. For adjustments recognised on adoption of HKFRS 16 on 1 April 2019, please refer to Note 2.

(c) The Group leases several assets including buildings. The remaining lease term is range from 0.25 years to 1.04 years as at 31 March 2020 (1 April 2019: range from 1.25 years to 2.04 years).

(d) As at 31 March 2020, the Group is committed approximately to HK$202,000 for short-term leases.

(e) The total cash outflow for leases amount approximately to HK$4,583,000 for the year ended 31 March 2020.

17. INTERESTS IN ASSOCIATES

On 24 October 2018, the Company entered into a sale and purchase agreement (the "**Acquisition Agreement**") with an independent third party (the "**Vendor**") pursuant to which the Vendor had conditionally agreed to sell and the Company has conditionally agreed to purchase 6,903,090 ordinary share at the market price of HK$0.1 each in Bluemount Group, representing 30% of the entire equity interest of Bluemount Group at a consideration of HK$11,000,000, which was satisfied by cash amounted to HK$200,000 and the Company issuing consideration shares in the sum of HK$10,800,000 to the Vendor. At the date of acquisition, the fair value of consideration shares was HK$6,000,000 (Note 33) and total fair value of consideration paid was HK$6,200,000. Upon completion of this transaction, the Company held a 30% equity interest in Bluemount Group and exercised significant influence over Bluemount Group, and therefore Bluemount Group and its subsidiaries are classified as associates of the Company.

	2020 **HK$'000**	2019 HK$'000
Unlisted		
Cost of investment in associates	**6,200**	6,200
Share of post-acquisition result of associates and other comprehensive, net of dividend (Note (a))	**10,290**	14,721
Share of net assets of associates	**16,490**	20,921

Details of each of the Group's associates at the end of the reporting period are as follow:

Name of associates	Country of incorporation/ registration/ Principle place business	Paid-up capital or registered capital	Proportion of ownership interest and voting power attributable to the Group: Direct **2020**	Direct 2019	Indirect **2020**	Indirect 2019	Principal activities	Type of legal entity
Bluemount Financial Group Limited	Hong Kong	HK$23,010,300	**30%**	30%	**–**	–	Investment holding	Limited liability company
Bluemount Securities Limited	Hong Kong	HK$18,000,000	**–**	–	**30%**	30%	Brokerage services	Limited liability company
Bluemount Asset Management Limited	Hong Kong	HK$5,000,000	**–**	–	**30%**	30%	Portfolio and investment management service	Limited liability company
Bluemount Credit Limited	Hong Kong	HK$100	**–**	–	**30%**	30%	Money lending	Limited liability company
Bluemount Capital Limited	Hong Kong	HK$10,000	**–**	–	**30%**	30%	Dormant	Limited liability company
Bluemount Commodities Limited	Hong Kong	HK$100	**–**	–	**30%**	30%	Dormant	Limited liability company

17. INTERESTS IN ASSOCIATES (CONTINUED)

Summary financial information of Bluemount Group

Summarised financial information in respect of the Group's associates are set out below. The summarised financial information below represents amounts shown in Bluemount Group's consolidated financial statements prepared in accordance with HKFRSs.

	2020 **HK$'000**	2019 HK$'000
Current assets	**55,683**	130,483
Non-current assets	**879**	1,282
Current liabilities	**(21,604)**	(63,040)
Non-current liabilities	**–**	(19,000)
Equity	**34,958**	49,725

	2020 **HK$'000**	2019 HK$'000
Revenue	**10,028**	21,848
Profit and total comprehensive income for the year/period	**1,791**	11,600
Dividends receivable from associate during the year	**4,968**	–

Reconciliation of the above summarised financial information to the carrying amount of the interest in Bluemount Financial recognised in these consolidated financial statements:

	2020 **HK$'000**	2019 HK$'000
Net assets of Bluemount Group	**34,958**	49,725
Fair value adjustment, net of tax (Note (b))	**20,010**	20,010
Net assets of Bluemount Group after adjusting for fair value adjustment at the date of acquisition	**54,968**	69,735
Proportion of the Group's ownership interest	**30%**	30%
The Group's share of net assets of Bluemount Group	**16,490**	20,921

17. INTERESTS IN ASSOCIATES (CONTINUED)

Summary financial information of Bluemount Group (Continued)

Notes:

(a) On completion of the acquisition of the shares in Bluemount Group, the reasons of fair value of net assets acquired as of the acquisition date exceeded the fair value of the consideration transferred, were mainly due to (1) adoption of marketability discount and minority discount in determining the purchase consideration and (2) issue price of consideration shares was lower than the contract issue price at acquisition date. Accordingly, the Group recognised a gain on bargain purchase of HK$11,241,000 which was the exceed of fair value of associates' net identifiable assets acquired to the fair value of consideration paid in the line item "Share of result of associates" in the consolidated statement of profit or loss and other comprehensive income.

(b) As at 24 October 2018, the fair value adjustment, net of tax, of interests in associates of approximately HK$20,010,000. The fair value adjustment of associates net identifiable assets was, valued by an independent professional external valuer, based on currently available market data adjusted for specific features of interests in associates.

18. INVENTORIES

	2020 **HK$'000**	2019 HK$'000
Raw materials	**7,114**	8,982
Work-in-progress	**2,935**	1,929
Finished goods	**1,119**	1,714
	11,168	12,625

19. TRADE RECEIVABLES

	2020 **HK$'000**	2019 HK$'000
Trade receivables	**2,478**	4,725
Less: allowances for ECL (Note 39)	**(69)**	(109)
	2,409	4,616

19. TRADE RECEIVABLES (CONTINUED)

The following is an analysis of trade receivables by age, presented based on the invoice date. The analysis below is net of allowance for ECL:

	2020	2019
	HK$'000	HK$'000
0 to 30 days	**1,578**	2,783
31 to 60 days	**2**	644
61 to 90 days	**63**	24
91 to 180 days	**766**	1,165
	2,409	4,616

The average credit period on sales of goods ranges from 0 to 90 days. In view of the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest bearing.

The trade receivables are denominated in HK$, United States Dollars ("**US$**") and RMB.

Trade receivables disclosed above include amounts which are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful receivables because there was no significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Group to the counterparty.

Aging of trade receivables that are past due but not impaired.

Receivables that were past due but not impaired related to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there was no significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

Further details on the Group's credit policy and credit risk and assessment for ECL arising from trade receivables are set out in Note 39.

20. AMOUNT DUE (TO)/FROM A RELATED COMPANY

Name of related companies	2020 HK$'000	2019 HK$'000
Mobile Computer Land Limited (Note (i))	(30)	100
Less: allowance for ECL	–	(2)
	(30)	98

The maximum amount due from a related company outstanding during the years ended 31 March 2020 and 2019 are as follows:

Name of related companies	2020 HK$'000	2019 HK$'000
Mobile Computer Land Limited (Note (i))	–	387

Notes:

(i) Mr. Lo Ding Kwong, is the son of Madam Cheng and the shareholder of Mobile Computer Land Limited.

The amount due (to)/from a related company is unsecured, interest free and (payable)/recoverable on demand.

21. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2020 HK$'000	2019 HK$'000
Deposits paid and prepayments to suppliers (Note (a))	597	246
Amounts due from associates (Note (b), 41)	5,054	–
Other deposits paid and prepayments	1,217	2,835
Other receivables	891	810
	7,759	3,891

Note:

(a) The amount was mainly related to guarantees paid to against other raw materials suppliers to secure a stable supply raw material or requested by such suppliers.

(b) During the year ended 31 March 2020, the Company recognise dividends receivable from associates of HK$4,968,000 and at interest of 7% per annum.

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2020 HK$'000	2019 HK$'000
Redemption option derivative (Note 31)	**3,603**	8,201

23. PLEDGED TIME DEPOSITS/CASH AND BANK BALANCES

	2020 HK$'000	2019 HK$'000
Cash and bank balances	**6,456**	8,310
Pledged time deposits	**2,075**	2,039
	8,531	10,349

As at 31 March 2020 and 31 March 2019, cash in hand and at bank comprise of following currencies:

	2020 HK$'000	2019 HK$'000
HKD	**3,006**	5,649
USD	**3,010**	2,385
RMB	**438**	273
Other	**2**	3
	6,456	8,310

Cash on hand and at bank compose:

In the cash and bank balances at the years ended 31 March 2020 and 2019 mainly include amounts of approximately RMB399,000 and RMB232,000 (equivalent to approximately HK$438,000 and HK$273,000 respectively) which were not freely convertible into other currencies, respectively. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB into other currencies through bank authorisation to conduct foreign exchange business.

23. PLEDGED TIME DEPOSITS/CASH AND BANK BALANCES (CONTINUED)

Pledged time deposits:

As at 31 March 2020, time deposits are made for varying periods of between one day to three months depending cash requirements of the Group and carrying fixed interest rate of 1.87% (2019: 1.81%) per annum of approximately HK$2,075,000 (2019: HK$2,039,000) was pledged as collateral for bank facility of the Company.

Bank overdrafts:

The Group's overdrafts facilities accounting to HK$2,600,000 (2019: HK$2,000,000), none of which (2019: Nil) has been utilised at the end of the reporting period, are secured by the pledge of the Group's time deposits amounting to HK$2,075,000 (2019: HK$2,039,000).

24. TRADE PAYABLES

Details of the aging analysis based on invoice date are as follows:

	2020	2019
	HK$'000	HK$'000
Within 30 days	**1,528**	1,323
31 to 60 days	**174**	190
61 to 90 days	**47**	384
91 to 180 days	**418**	207
Over 180 days	**30**	189
	2,197	2,293

The average credit period on purchase of certain goods is generally within 30 days to 90 days.

25. ACCRUALS AND OTHER PAYABLES

	2020	2019
	HK$'000	HK$'000
Accruals	**1,186**	1,090
Other payables	**4**	89
Other tax payables	**430**	979
	1,620	2,158

26. PARTICULARS OF SUBSIDIARIES

Details of the Company's subsidiaries as at 31 March 2020 and 2019 are set out as below:

Name of subsidiaries	Place/Principal Place of Operation and date of incorporation	Paid-up capital or registered capital	Percentage of equity and voting power attributable to the Company				Principal activities	Type of legal entity
			Direct		Indirect			
			2020	2019	**2020**	2019		
Echo Asia (Hong Kong) Limited	Hong Kong, 30 June 2015	HK$10,000	**100%**	100%	**–**	–	Investment holding	Limited liability company
Gold Treasure Hung Group Limited	BVI, 6 December 2010	US$10,000	**100%**	100%	**–**	–	Investment holding	Limited liability company
Echo Electronics Company Limited	Hong Kong, 24 December 2003	HK$10,000	**–**	–	**100%**	100%	Trading of electronic products and accessories	Limited liability company
Yi Gao Tech Electronics (Shenzhen) Co., Ltd.	The PRC, 26 May 2011	HK$4,000,000	**–**	–	**100%**	100%	Manufacture of electronic products and accessories	Limited liability company
Chiu Cuisine Group Limited	Hong Kong, 4 May 2018	HK$10,000	**–**	–	**100%**	100%	Investment holding	Limited liability company
Chiu Cuisine Limited (Note)	Hong Kong, 20 October 2017	HK$10,000	**–**	–	**–**	100%	Provision of food catering services	Limited liability company
Yuk Cuisine Limited	Hong Kong, 29 March 2018	HK$10,000	**–**	–	**100%**	100%	Provision of food catering services	Limited liability company

Note: China Cuisine Limited has been disposed on 2 September 2019, details please refer to Note 34.

27. CONTRACT LIABILITIES

	2020 HK$'000	2019 HK$'000
As at 1 April	**654**	1,268
Add: consideration arising from deposits of delivery of goods (Note)	**409**	654
Less: revenue recognised that was included in the contract liability balance at the beginning of the year	**(654)**	(1,268)
As at 31 March	**409**	654

Note: Revenue is recognised when control of the goods has transferred to the customer, being at the point the goods are delivered to the customer. When the customer initially purchases the goods and paid in advance, the transaction price received at that point by the Group is recognised as contract liability until the goods have been delivered to the customer.

28. BANK BORROWING

The analysis of the carrying amount of bank borrowing is as follows:

	2020 HK$'000	2019 HK$'000
Secured	**402**	548
The carrying amount of the above borrowing is repayable*:		
— within one year	**151**	146
— within a period of more than one year but not exceeding two years	**251**	151
— within a period of more than two years but not exceeding five years	**–**	251
	402	548
Less: amount due within one year shown under current liabilities	**(151)**	(146)
	251	402

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

The secured bank borrowing was secured by motor vehicle with fixed interest rate at 1.8% per annum included in property, plant and equipment with cost of approximately HK$746,000, details please refer to Note 15.

29. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the current reporting periods and at the date of transition of HKFRS 16:

	As at 31 March 2020 Present value of the minimum lease payments HK$'000	As at 31 March 2020 Total minimum lease payments HK$'000
Within 1 year	2,676	2,814
After 1 year but within 2 years	368	373
	368	373
	3,044	3,187
Less: total future interest expenses		(143)
Present value of lease obligations		3,044

Analysed for reporting purposes as:

	2020 HK$'000
Current liabilities	2,676
Non-current liabilities	368
	3,044

29. LEASE LIABILITIES (CONTINUED)

Lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

	2020
	HK$'000
RMB	**567**
HK$	**2,477**
	3,044

The Group's lease liabilities are secured by the lessor's title to the leased assets, which have a carrying amount of approximately HK$279,000 as at 31 March 2020 (Note 16).

Note:

The Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances as at 1 April 2019 to recognise lease liabilities relating to lease which were previously classified as operating leases under HKAS 17. Comparative information as at 31 March 2020 has not been restated. Further details on the impact of the transition to HKFRS 16 are set out in Note 2.

30. OBLIGATION UNDER FINANCE LEASE

The Group leased the motor vehicles under finance lease. Interest rates underlying all obligations under finance leases are fixed at respective contract rates at 2% per annum for the year ended 31 March 2019 respectively.

	2019
	HK$'000
Minimum lease payments under finance lease	
— within one year	136
— in more than one year but more than five years	272
	408
Less: future finance charges	(28)
Present value of finance lease	380

30. OBLIGATION UNDER FINANCE LEASE (CONTINUED)

	2019 HK$'000
Present value of minimum lease payments under finance lease	
— within one year	121
— in more than one year but not more than five years	259
	380
Less: amount due within one year shown under current liabilities	(121)
	259

The Group's obligations under finance lease are secured by the lessor's title to the leased assets, which have a carrying amount of approximately HK$391,000 as at 31 March 2019 respectively (Note 15).

Upon application of HKFRS 16 on 1 April 2019, obligation under finance lease is reclassified "Lease liabilities", details please refer to Notes 2 and 29.

31. CONVERTIBLE BONDS

The convertible bonds issued have been split as to the derivative financial asset component (redemption option derivative component embedded in convertible bonds); the financial liability component (convertible bonds) and equity component (convertible bonds reserve). The following tables summarise the movements of the derivative financial assets; derivative financial liabilities; financial liabilities and equity component during the years ended 31 March 2020 and 2019.

31. CONVERTIBLE BONDS (CONTINUED)

Derivative financial assets — Redemption option derivative component:

	Convertible Bond 1 HK$'000	Convertible Bond 2 HK$'000	Convertible Bond 3 HK$'000	Total HK$'000
As at 1 April 2018	(1,737)	–	–	(1,737)
Issue of convertible bonds	–	(876)	–	(876)
Issuance cost of convertible bonds	–	(26)	–	(26)
Change in fair value of derivative financial asset component of convertible bonds (Note 7)	(1,425)	(4,137)	–	(5,562)
As at 31 March 2019 and 1 April 2019	(3,162)	(5,039)	–	(8,201)
Issue of convertible bonds	–	–	(2,273)	(2,273)
Issuance cost of convertible bonds	–	–	(38)	(38)
Change in fair value of derivative financial asset component of convertible bonds (Note 7)	2,762	3,747	400	6,909
As at 31 March 2020	**(400)**	**(1,292)**	**(1,911)**	**(3,603)**

Financial liabilities — Financial liability component:

	Convertible Bond 1 HK$'000	Convertible Bond 2 HK$'000	Convertible Bond 3 HK$'000	Total HK$'000
As at 1 April 2018	7,586	–	–	7,586
Issue of convertible bonds	–	9,358	–	9,358
Issuance cost of convertible bonds	–	(264)	–	(264)
Effective interest charged (Note 8)	1,083	906	–	1,989
Interest paid	(700)	(558)	–	(1,258)
As at 31 March 2019 and 1 April 2019	7,969	9,442	–	17,411
Issue of convertible bonds	–	–	7,193	7,193
Issuance cost of convertible bonds	–	–	(120)	(120)
Effective interest charged (Note 8)	1,141	1,533	657	3,331
Interest paid	(701)	(911)	(429)	(2,041)
As at 31 March 2020	**8,409**	**10,064**	**7,301**	**25,774**

31. CONVERTIBLE BONDS (CONTINUED)

Equity component:

	Convertible Bond 1 HK$'000	Convertible Bond 2 HK$'000	Convertible Bond 3 HK$'000	Total HK$'000
As at 1 April 2018	3,713	–	–	3,713
Issue of convertible bonds	–	4,518	–	4,518
Issuance cost of convertible bonds	–	(127)	–	(127)
Deferred tax liability arising from issue of convertible bonds (Note 32)	–	(644)	–	(644)
As at 31 March 2019 and 1 April 2019	3,713	3,747	–	7,460
Issue of convertible bonds	–	–	4,488	4,488
Issuance cost of convertible bonds	–	–	(72)	(72)
Deferred tax liability arising from issue of convertible bonds (Note 32)	–	–	(386)	(386)
As at 31 March 2020	**3,713**	**3,747**	**4,030**	**11,490**

As at 31 March 2020, the outstanding principal of the convertible bonds was HK$32,408,000 (2019: HK$23,000,000).

The initial fair value of the liability portion of the bond was determined using a market interest rate for an equivalent non-convertible bond at the issue date. The liability is subsequently recognised on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the conversion option and recognised in shareholders' equity, net of income tax, and not subsequently remeasured.

31. CONVERTIBLE BONDS (CONTINUED)

Convertible Bond 1

On 23 January 2018 (the "**Issue Date 1**"), the Company issued in aggregate of HK$10,000,000, 7.0% convertible bonds and recognised its book as of fair values appraised by an independent financial valuer ("**Convertible Bond 1**"). The Convertible Bond 1 entitle the holders to convert them into a maximum of 50,761,421 conversion shares of the Company at any time between the date of issue of the bonds and their settlement date on (i) the fifth anniversary of the Issue Date 1 or (ii) if it is not a business date, the business day immediately before such date (the "**Maturity Date 1**") at the initial conversion price of HK$0.197 per conversion share per convertible bonds (subject to adjustment).

Unless previously redeemed, converted, purchased or cancelled, the Company will redeem all of the Convertible Bond 1 on the Maturity Date 1 at price equal to 100% of the principal amounts of the Convertible Bond 1 to be redeemed, together with accrued interest. The Company is entitled to voluntarily redeem the whole or any part of the Convertible Bond 1 after the first anniversary of the issue date of the Convertible Bond 1.

The Convertible Bond 1 contain three components: liability component, equity component and redemption option derivative, which is classified as financial assets at fair value through profit or loss. The equity component is presented in equity heading "convertible bonds equity component reserve". The redemption option derivative is measured at fair value with changes in fair value recognised in profit or loss. The effective interest rate of the liability component is 14.28% per annum.

The key inputs used for the calculation of the fair value of redemption option derivative component of Convertible Bond 1 are as follows:

	As at 23 January 2018
Risk free rate	1.72%
Volatility	44.39%
Discount rate	14.09%

31. CONVERTIBLE BONDS (CONTINUED)

Convertible Bond 2

On 20 August 2018 (the "**Issue Date 2**"), the Company issued in aggregate of HK$13,000,000, 7.0% convertible bonds and recognised its book as of fair values appraised by an independent financial valuer ("**Convertible Bond 2**"). The Convertible Bond 2 entitle the holders to convert them into a maximum of 122,641,509 conversion shares of the Company at any time between the date of issue of the bonds and their settlement date on (i) the fifth anniversary of the Issue Date 2 or (ii) if it is not a business date, the business day immediately before such date (the "**Maturity Date 2**") at the initial conversion price of HK$0.106 per conversion share per convertible bonds (subject to adjustment).

Unless previously redeemed, converted, purchased or cancelled, the Company will redeem all of the Convertible Bond 2 on the Maturity Date 2 at price equal to 100% of the principal amounts of the Convertible Bond 2 to be redeemed, together with accrued interest. The Company is entitled to voluntarily redeem the whole or any part of the Convertible Bond 2 after the first anniversary of the issue date of the Convertible Bond 2.

The Convertible Bond 2 contain three components: liability component, equity component and redemption option derivative, which is classified as financial assets at fair value through profit or loss. The equity component is presented in equity heading "convertible bonds equity component reserve". The redemption option derivative is measured at fair value with changes in fair value recognised in profit or loss. The effective interest rate of the liability component is 16.22% per annum.

The key inputs used for the calculation of the fair value of redemption option derivative component of Convertible Bond 2 are as follows:

	As at 20 August 2018
Risk free rate	2.05%
Volatility	78.12%
Discount rate	16.11%

31. CONVERTIBLE BONDS (CONTINUED)

Convertible Bond 3

On 6 August 2019 (the "**Issue Date 3**"), the Company issued in aggregate of HK$9,408,000, 7.0% convertible bonds and recognised its book as of fair values appraised by an independent financial valuer ("**Convertible Bond 3**"). The Convertible Bond 3 entitle the holders to convert them into a maximum of 192,000,000 conversion shares of the Company at any time between the date of issue of the bonds and their settlement date on (i) the fifth anniversary of the Issue Date 3 or (ii) if it is not a business date, the business day immediately before such date (the "**Maturity Date 3**") at the initial conversion price of HK$0.049 per conversion share per convertible bonds (subject to adjustment).

Unless previously redeemed, converted, purchased or cancelled, the Company will redeem all of the Convertible Bond 3 on the Maturity Date 3 at price equal to 100% of the principal amounts of the Convertible Bond 3 to be redeemed, together with accrued interest. The Company is entitled to voluntarily redeem the whole or any part of the Convertible Bond 3 after the first anniversary of the issue date of the Convertible Bond 3.

The Convertible Bond 3 contain three components: liability component, equity component and redemption option derivative, which is classified as financial assets at fair value through profit or loss. The equity component is presented in equity heading "convertible bonds equity component reserve". The redemption option derivative is measured at fair value with changes in fair value recognised in profit or loss. The effective interest rate of the liability component is 14.28% per annum.

The key inputs used for the calculation of the fair value of redemption option derivative component of Convertible Bond 3 are as follows:

	As at 6 August 2019
Risk free rate	**1.34%**
Volatility	**94.37%**
Discount rate	**14.36%**

32. DEFERRED TAXATION

For the purpose of presentation in the consolidation statement of financial position, certain deferred tax assets and liabilities have been offset the following is the analysis of deferred tax balances for financial reporting purpose:

	2020	2019
	HK$'000	HK$'000
Deferred tax asset	**11**	18
Deferred tax liabilities	**(1,095)**	(922)
	(1,084)	(904)

The following table is the major deferred tax asset and liabilities recognised and the movements thereon during the current and prior year:

	ECL provision	**Convertible bonds**	**Total**
	HK$'000	HK$'000	HK$'000
As at 1 April 2018	5	(399)	(394)
Issuance of Convertible Bond 2	–	(644)	(644)
Credited to consolidated statement of profit or loss (Note 10)	13	121	134
As at 31 March 2019 and 1 April 2019	18	(922)	(904)
Issuance of Convertible Bond 3	–	(386)	(386)
Credited to consolidated statement of profit or loss (Note 10)	(7)	213	206
As at 31 March 2020	**11**	**(1,095)**	**(1,084)**

33. SHARE CAPITAL

	Per value	Number of shares	Nominal value
	HK$	'000	HK$'000
Issued and fully paid:			
As at 1 April 2018	0.0025	960,000	2,400
Issue of share capital under placing (Note)	0.0025	60,000	150
As at 31 March 2019, 1 April 2019 and 31 March 2020	**0.0025**	**1,020,000**	**2,550**

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally regarding the Company's residual assets.

Note: On 24 October 2018, the Company placed 60,000,000 new shares at the issue price of HK$0.1 for the purpose of acquisition of associates with cash payment of HK$200,000 for acquisition of associates, details please refer to Note 17.

34. DISPOSAL OF A SUBSIDIARY

On 19 August 2019, one of the subsidiaries of the Group as a vendor entered into an agreement with a purchaser to dispose of the entire issued share capital of Chiu Cuisine Limited for consideration of HK$1.00 and the transaction was announced by the Company on the same date. The transaction was completed on 2 September 2019. The net liabilities of Chiu Cuisine Limited at the date of disposal were as follows:

	2020
	HK$'000
Consideration received:	
Cash received	–*

* The balance represents an amount less than HK$1,000.

34. DISPOSAL OF A SUBSIDIARY (CONTINUED)

	2 September 2019 HK$'000
Analysis of assets and liabilities over which control was lost:	
Property, plant and equipment (Note 15)	2,476
Right-of-use asset (Note 16)	3,229
Deposits and prepayments	1,093
Cash and bank balances	24
Amount due to the intermediate holding company	(6,911)
Accruals and other payables	(2,948)
Lease liabilities	(3,064)
Net liabilities disposed of	(6,101)
Loss on disposal of a subsidiary:	
Consideration received	–*
Net liabilities disposed of	6,101
Waiver of amount due to the intermediate holding company	(6,911)
	(810)
Net cash outflow arising on disposal:	
Analysis of net cash flow in respect of the disposal of a subsidiary is as follows:	
Cash consideration	–*
Less: bank balances and cash disposed of	(24)
Net cash outflow from disposal of subsidiaries	(24)

* The balance represents an amount less than HK$1,000.

35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the group's consolidated cash flow statement as cash flows from financing activities.

	Convertible bonds HK$'000	Lease Liabilities/ obligation under finance lease HK$'000	Bank borrowing HK$'000	Total HK$'000
As at 31 March 2018	7,586	495	–	8,081
Issue of convertible bonds (Note 31)	9,358	–	–	9,358
Issuance cost of convertible bonds (Note 31)	(264)	–	–	(264)
Proceeds from bank borrowing	–	–	746	746
Finance cost recognised (Note 8)	1,989	21	33	2,043
Finance cost paid	(1,258)	(21)	(33)	(1,312)
Financing cash outflows	–	(115)	(198)	(313)
As at 31 March 2019	17,411	380	548	18,339
Adjustment upon application of HKFRS 16 (Note 2)	–	10,417	–	10,417
As at 1 April 2019 (restated)	17,411	10,797	548	28,756
Issue of convertible bonds (Note 31)	7,193	–	–	7,193
Issuance cost of convertible bonds (Note 31)	(120)	–	–	(120)
Disposal of a subsidiary (Note 16, 34)	–	(3,064)	–	(3,064)
Finance cost recognised (Note 8)	3,331	493	17	3,841
Finance cost paid	(2,041)	(493)	(17)	(2,551)
Financing cash outflows	–	(4,583)	(146)	(4,729)
Exchange alignment	–	(106)	–	(106)
As at 31 March 2020	**25,774**	**3,044**	**402**	**29,220**

36. PRE-IPO SHARE OPTION SCHEME/SHARE OPTION SCHEME

The Company has conditionally adopted the Pre-IPO Share Option Scheme and the Share Option Scheme on 27 September 2013.

As at the date of 30 September 2013, options to subscribe for 20,000,000 shares under the Pre-IPO Share Option Scheme have been granted to the Directors except for the independent non-executive Directors.

The Company has also conditionally adopted the Share Option Scheme. No option has been granted under the Share Option Scheme. The Share Option Scheme will be valid and effective for a period of ten years commencing from the date of adoption, after which period no further options will be offered or granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects with respect to options granted during the life of the Share Option Scheme.

The Eligible Persons of the Share Option Scheme include directors, consultants or advisers and any other person has contributed to the Group (the "**Eligible Persons**"). The subscription price of the share options shall be a price determined by the board of directors and shall be at least the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the offer date; (ii) the average of the closing prices per share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; or (iii) the nominal value of the share.

An offer shall remain open for acceptance by the Eligible Persons concerned for such period as determined by the board of directors, being a date not later than ten business days after the offer date by which the Eligible Persons must accept the offer or be deemed to have declined it, provided that no such offer shall be open for acceptance after the tenth anniversary of the date of adoption of the Share Option Scheme or after the Share Option Scheme has been terminated in accordance with the provisions of the Share Option Scheme.

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other Share Option Schemes shall not in aggregate exceed 10% of the total number of shares in issue as at the date of approval of the Share Option Scheme. The Company may grant options to specified participant(s) beyond the 10% limit provided that the options granted in excess of such limit are specifically approved by the shareholders in general meeting and the participants are specifically identified by the Company before such approval is sought. In seeking such approval, a circular must be sent to the shareholders containing the required details in accordance with Chapter 23 of the GEM Listing Rules.

The maximum number of shares in respect of which options may be granted under the Share Option Scheme together with any options outstanding and yet to be exercised under the Share Option Scheme and any other share option schemes of our Company in issue shall not exceed 30% (or such higher percentage as may be allowed under the GEM Listing Rules) of the total number of shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the options granted to each Eligible Persons (including both exercised and outstanding options under the Share Option Scheme) in any twelve-month period must not exceed 1% of the issued share capital of the Company. Where any further grant of options to an Eligible Persons would result in excess of such limit shall be subject to the approval of the shareholders at general meeting with such Eligible Persons and his associates abstaining from voting.

36. PRE-IPO SHARE OPTION SCHEME/SHARE OPTION SCHEME (CONTINUED)

To quantify the effect of the options granted under the Pre-IPO Share Option Scheme, the Company has engaged an independent external valuer, Roma Appraisals Limited ("**Roma**") to compute the fair value of the granted options.

The fair value of the options granted under the Pre-IPO Share Options Scheme is determined using Black Scholes option pricing model. Where relevant, the expected life used in the model has been adjusted based on the Directors' best estimate for the effects of non-transferability, exercise restrictions (including the probability of meeting market conditions attached to the option), and behavior consideration. Expected volatility is based on the average historical volatilities of the comparable over the expected option periods of 6.5 years. Risk free rate is based on the period average yields of the Exchange Fund Notes of comparable terms issued by the Hong Kong Monetary assumptions.

The variables and assumptions used in computation of the fair value of Pre-IPO Share Options Scheme are based on the Directors' best estimate. The value of an option varies with different variables of certain objective assumption.

Inputs into the valuation model

Grant date share price	HK$0.555
Exercise price	HK$0.150
Expected volatility	54.806%
Expected option period	6.542 years
Risk free rate	1.53%
Expected dividend yield	0.00%

Movements in the share options granted to the former directors, directors, employees of the Company and other eligible participants during the year were as follows:

	Date of grant	Exercise price HK$	Number of share outstanding as at 31 March 2019 '000	Number of share outstanding as at 31 March 2020 '000
Director	27 September 2013	0.15	45,600	**45,600**
Employee	27 September 2013	0.15	34,400	**34,400**
		0.15	80,000	**80,000**

36. PRE-IPO SHARE OPTION SCHEME/SHARE OPTION SCHEME (CONTINUED)

Details of specific categories of options are as follows:

Date of grant	Vesting period	Exercise period	Exercise price
September 2013	11 October 2013– 10 October 2016	11 October 2016– 11 October 2023	HK$0.15

The options outstanding at the year ended 31 March 2020 have a weighted average remaining contractual life of 3.53 years (2019: 4.53 years). During the years ended 31 March 2020 and 2019, no share option was granted, exercised, expired or lapsed.

37. RESERVES

The movement of reserves of the Group during the year was shown in the consolidated statement of changes in equity on page 70.

(a) Contribution reserve

Pursuant to the deed of mutual set-off dated 27 September 2013 entered into between Madam Cheng (an executive director, the controlling shareholder and a founder of the Company) and the Company, Madam Cheng agreed to bear the expenses incurred by the Company in connection with the listing to the extent of HK$5.77 million by setting off against the debt of the Company owing to Madam Cheng. According to Conceptual Framework for Financial Reporting 2010 and Hong Kong Accounting Standards 1 (Revised) Presentation of Financial Statements, this represents a transaction between the Company and the controlling shareholder, and the amount will be recognised in equity rather than consolidated statements of comprehensive income prior to the listing.

(b) Capital reserve

The capital reserve of the Group represents the capital contributions by Madam Cheng, a director and controlling shareholder of the Company, to the subsidiaries directly held by Madam Cheng before the reorganisation. The additions during the year represent the injection of additional paid-up capital by the equity holders of the subsidiaries to the respective companies by the owners of the subsidiaries, which were consolidated from the effective date of acquisition.

37. RESERVES (CONTINUED)

(c) Share option reserve

Share option reserve relates to share option granted under the Company's share option scheme and which are reclassified to share capital and share premium when the share option were exercised and to accumulated losses when the share options were lapsed or expired.

(d) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong.

(e) Convertible bonds-equity component reserve

The convertible bonds-equity component reserve represents the value of the unexercised equity component (conversion rights) of convertible bonds issued by the Company recognised in accordance with the accounting policy adopted for convertible bonds. If the convertible bonds are not converted at the maturity date, the convertible bonds equity reserve will be reclassified subsequently to profit or loss.

38. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged during the year.

The capital structure of the Group consists of amount due to a related company, convertible bonds, bank borrowing, obligation under finance leases/lease liabilities and equity attributable to owners of the Company (comprising issued share capital and reserves).

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

The gearing ratio at the end of the reporting period was as follow:

	2020 **HK$'000**	2019 HK$'000
Debt	**29,250**	18,339
Equity	**19,243**	40,958
Gearing ratio	**152%**	44.8%

39. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2020 **HK$'000**	2019 HK$'000
Financial assets		
Financial Assets at fair value through profit or loss		
— Redemption option derivative	**3,603**	8,201
Amortised costs		
— Trade receivables	**2,409**	4,616
— Amount due from a related company	**–**	98
— Other receivables	**5,945**	810
— Pledged time deposits	**2,075**	2,039
— Cash and bank balances	**6,456**	8,310
Financial liabilities		
Amortised costs		
— Trade payables	**2,197**	2,293
— Amount due to a related company	**30**	–
— Financial liabilities included in accrual and other payables	**4**	89
— Bank borrowing	**402**	548
— Lease liabilities	**3,044**	–
— Convertible bonds	**25,774**	17,411
— Obligation under finance leases	**–**	380

39. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies

The directors of the Company monitors and manages the financial risks relating to the operations of the Group through internal risks reports which analyses exposures by degree and magnitude of risks. These risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

The Group's major financial instruments include trade receivables, pledged time deposits, trade payables, convertible bonds, other receivables, other payables, amount due from a related company, cash and bank balances, bank borrowing, amount due to a related company, and obligation under finance leases/lease liabilities. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Credit risk and impairment assessment

As at 31 March 2020 and 31 March 2019, other than those financial assets whose carrying amounts best represent the maximum exposure to credit risk, the Group's maximum exposure to credit risk limited to trade receivables, amount due from a related company, deposits and other receivables and bank balances which will cause the carrying amount of each financial asset in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables

In order to minimise the credit risk, the management of the Company has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow up action is taken to recover overdue debts. The Company has set the policies in place to ensure that transactions are made to customers with an appropriate credit history. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 on trade receivables based on provision matrix. In this regard, the directors of the Company consider that the Company's credit risk is significantly reduced.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivables.

39. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Cash and cash equivalents

As at 31 March 2020 and 2019, all cash and cash equivalents were deposited in state owned banks and reputable financial institutions and were hence without significant credit risk. The Group has no significant concentration of credit risks, with exposure spread over a number of counter parties.

Other receivables

As at 31 March 2020 and 2019, the other receivables were mainly related to other tax receivables from PRC government. As a result, the directors assessed the expected credit loss rate of other receivables were immaterial. Thus, no loss allowance for other receivables were recognised during the year.

Provision matrix — debtors' aging

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers in relation to its operation because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables which are assessed based on provision matrix as at 31 March 2020 within lifetime ECL (not credit impaired). Trade receivables with significant outstanding balances or credit-impaired with gross carrying amounts of approximately HK$2,478,000 (2019: approximately HK$4,725,000) as at 31 March 2020 were assessed individually. There was no amount due from a related company as at 31 March 2020 (2019: HK$100,000) were assessed individually.

Gross carrying amount

At 31 March 2020	**Average loss rate**	**Trade receivables HK$'000**	**Loss allowance HK$'000**
Current (not past due)	**0.42%**	**1,612**	**7**
1–30 days past due	**1.13%**	**81**	**1**
31–90 days past due	**N/A**	**–**	**–**
91–180 days past due	**0.10%**	**134**	**–**
More than 180 days past due	**9.41%**	**651**	**61**
		2,478	**69**

39. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Provision matrix — debtors' aging (continued)

Gross carrying amount (continued)

As at 31 March 2019	Average loss rate	Trade receivables HK$'000	Loss allowance HK$'000
Current (not past due)	0.50%	2,484	12
1–30 days past due	0.87%	93	1
31–90 days past due	1.69%	806	14
91–180 days past due	3.85%	193	7
More than 180 days past due	6.49%	1,149	75
		4,725	109

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors 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 debtors is updated.

As at 31 March 2020, the Group provided approximately HK$69,000 (2019: HK$109,000) impairment allowance for trade receivables based on the provision matrix. Impairment allowance of approximately HK$8,000 (2019: HK$35,000) and HK$61,000 (2019: HK$74,000) were made on debtors with significant balances and credit impaired debtors respectively.

As at 31 March 2020, reversal of allowance for ECL of amount due from a related company amounted to approximately HK$2,000 under general approach.

As at 31 March 2019, approximately HK$2,000 allowance for ECL of amount due from a related company and made on a related company with significant.

39. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Provision matrix — debtors' aging (continued)

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

	Lifetime ECL (not credit-impaired) HK$'000	**Lifetime ECL (credit-impaired)** HK$'000	**Total** HK$'000
As at 1 April 2018	28	690	718
Change due to financial instruments recognised as at 1 April			
— Transfer to credit-impaired	(2)	2	–
— Impairment losses recognised	24	72	96
— Impairment losses reversed	(15)	–	(15)
— Write-offs	–	(690)	(690)
As at 31 March 2019 and 1 April 2019	35	74	109
Change due to financial instruments recognised as at 1 April			
— Transfer to credit-impaired	(20)	20	–
— Impairment losses recognised	15	22	37
— Impairment losses reversed	(22)	(55)	(77)
As at 31 March 2020	**8**	**61**	**69**

Fair value measurements

The fair values of financial assets and financial liabilities are determined as follows:

(i) the fair values of financial assets and financial liabilities with standard terms and conditions traded on active liquid markets are determined with reference to quoted market prices; and

(ii) the fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The carrying amount of other financial assets and liabilities carried at amortised cost, approximate their respective fair values due to the relatively short-term nature of these financial instruments.

No analysis is disclosed since the Group has no financial instruments that are measured subsequent to initial recognition at fair value at the end of the reporting period.

39. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Interest rate risk

The cash flow interest rate risk relates primarily to variable-rate borrowings. It is the Company's policy to keep its borrowings at fixed rates of interests so as to minimise the fair value interest rate risk.

The Company has no significant interest-bearing liabilities except for bank borrowing, lease liabilities and obligation under finance leases, details of which have been disclosed in Notes 28, 29 and 30 respectively.

The Company has no significant interest rate risk during the year.

Foreign currency risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to HK$, USD and RMB. HK$ is pegged to the USD and the foreign exchange exposures between them are considered limited, therefore, the Group is mainly exposed to the effects of fluctuation in RMB. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider the need of hedging significant foreign currency exposures.

No sensitivity analysis on foreign currency risk is performed since the Group's has no material foreign currency denominated monetary assets and liabilities at the end of the reporting period.

Liquidity risk

The Group has laid down an appropriate liquidity risk management framework for the management of the short, medium and long-term funding and liquidity management, which is reviewed regularly by the Directors. The Group manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and maintains a conservative level of long-term funding to finance its short-term financial assets.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables below have been drawn up based on the contractual maturities of the undiscounted financial liabilities including interest that will accrue to those liabilities except where the Group are entitled and intends to repay the liability before its maturity.

39. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objectives and policies (continued)

Liquidity risk (continued)

As at 31 March 2020

	Weighted Average Interest rate	On demand or within one year HK$'000	More than one year but less than two years HK$'000	More than two years but less than five years HK$'000	Total undiscounted cash flow HK$'000	Total carrying amount HK$'000
Non-derivate financial liabilities						
Trade payables	–	2,197	–	–	2,197	2,197
Accruals and other payables	–	4	–	–	4	4
Amount due to a related company	–	30	–	–	30	30
Convertible bonds	15.0%	–	–	32,408	32,408	25,774
Bank borrowing	1.8%	163	163	94	420	402
Lease liabilities	7.86%	2,814	373	–	3,187	3,044
		5,208	536	32,502	38,246	31,451

As at 31 March 2019

	Weighted average interest rate	On demand or within one year HK$'000	More than one year but less than two years HK$'000	More than two years but less than five years HK$'000	Total undiscounted cash flow HK$'000	Total carrying amount HK$'000
Non-derivate financial liabilities						
Trade payables	–	2,293	–	–	2,293	2,293
Accruals and other payables	–	89	–	–	89	89
Convertible bonds	15.4%	–	–	23,000	23,000	17,411
Bank borrowing	1.8%	163	163	257	583	548
Obligation under finance lease	2%	136	136	136	408	380
		2,681	299	23,393	26,373	20,721

39. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurements of financial instruments

(I) Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

The fair values of financial assets and financial liabilities are determined as follows:

(a) the fair values of other financial assets and financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis; and

(b) the fair value of derivative instruments are calculated using quoted prices. Where such prices are not available, a discounted cash flow analysis is performed using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

Except for the liability component of convertible bonds which recorded at amortised cost as below, the Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the Group's consolidated statement of financial position approximate to their fair values.

	31 March 2020		31 March 2019	
	Carrying amount HK$'000	**Fair value HK$'000**	Carrying amount HK$'000	Fair value HK$'000
Non-current liabilities				
Convertible bonds	**25,774**	**22,215**	17,411	18,790

The fair value of the liability component is the present value of the contractually determined stream of future cash flows discounted at the interest applied at that time by the market to instruments of comparable credit status and providing substantially the same cash flows, on the same terms, but without conversion option.

As at 31 March 2020, the fair value of convertible bonds of approximately HK$22,215,000 (2019: HK$18,790,000). The fair value of liabilities component of convertible bonds was valued by an independent valuer. The convertible bonds was calculated by discounting the future cash flow at market rate and including some unobservable inputs. Please refer to Note 31 for the details movement of redemption option derivative component of convertible bonds.

39. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurements of financial instruments (continued)

(ii) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's and the Company's financial assets and financial liabilities are measured at fair value as at 31 March 2020 and 31 March 2019. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Details of reconciliation of Level 3 fair value measurements of financial assets, please refer to Note 31.

	Fair Value as At 31 March 2020 HK$'000	Fair value hierarchy	Valuation techniques and key input	Significant unobservable inputs
Financial assets				
Derivative financial instruments: — Redemption option derivative embedded in the Convertible bond 1	**400**	**Level 3**	Binominal model **Key inputs:** Risk free rate, volatility and discount rate	Risk free rate of 0.63%, volatility of 111.00%, and discount rate of 21.78% (note)
Derivative financial instruments: — Redemption option derivative embedded in the Convertible Bond 2	**1,292**	**Level 3**	Binominal model **Key inputs:** Risk free rate, volatility and discount rate	Risk free rate of 0.64%, volatility of 107.19%, a discount rate of 21.55% (note)
Derivative financial instruments: — Redemption option derivative embedded in the Convertible Bond 3	**1,911**	**Level 3**	Binominal model **Key inputs:** Risk free rate, volatility and discount rate	Risk free rate of 0.63%, volatility of 104.13%, a discount rate of 21.01% (note)

39. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurements of financial instruments (continued)

(ii) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

	Fair Value as At 31 March 2019 HK$'000	Fair value hierarchy	Valuation techniques and key input	Significant unobservable inputs
Financial assets				
Derivative financial instruments: — Redemption option derivative embedded in the Convertible bond 1	3,162	Level 3	Binominal model **Key inputs:** Risk free rate, volatility and discount rate	Risk free rate of 1.41%, volatility of 89.43%, and discount rate of13.55% (note)
Derivative financial instruments: — Redemption option derivative embedded in the Convertible Bond 2	5,039	Level 3	Binominal model **Key inputs:** Risk free rate, volatility and discount rate	Risk free rate of 1.40%, volatility of 91.30%, a discount rate of 13.40% (note)

Note:

An increase in the discount rate in isolation would result in a decrease in the fair value measurement of redemption option derivative embedded in the convertible bonds.

An increase in the share price volatility in isolation would result in a decrease in the fair value measurement of redemption option derivative embedded in the convertible bonds.

40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2020	2019
	HK$'000	HK$'000
Non-current assets		
Interests in associates	**16,490**	20,921
	16,490	20,921
Current assets		
Amounts due from subsidiaries	**3,933**	24,367
Deposits, prepayments and other receivables	**5,228**	170
Financial assets at fair value through profit or loss	**3,603**	8,201
Pledged time deposits	**2,075**	2,039
Cash and bank balance	**97**	4,527
	14,936	39,304

40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

Information about the statement of financial position of the Company at the end of the reporting period is as follows: (continued)

	2020 **HK$'000**	2019 HK$'000
Current liabilities		
Amounts due to subsidiaries	**934**	934
	934	934
Net current assets	**14,002**	38,370
Total assets less current liabilities	**30,492**	59,291
Non-current liabilities		
Convertible bonds	**25,774**	17,411
Deferred taxation	**1,095**	922
	26,869	18,333
Net assets	**3,623**	40,958
Capital and reserves		
Share capital	**2,550**	2,550
Reserves (Note)	**1,073**	38,408
Total equity	**3,623**	40,958

Approved by the Board of Directors on 29 June 2020 and signed on its behalf by:

Lo, Yan Yee
Executive Director

Cheng, Yeuk Hung
Executive Director

40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

Note:

A summary of the Company's reserve is as follows:

	Share Premium HK$'000	Contribution reserve HK$'000	Share option reserve HK$'000	Convertible bonds-equity component reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
As at 31 March 2018 and 1 April 2018	53,476	4,836	5,794	3,713	(42,004)	25,815
Total comprehensive income for the year	–	–	–	–	2,996	2,996
Share placing	5,850	–	–	–	–	5,850
Issuance of convertible bonds	–	–	–	4,518	–	4,518
Issuance cost on convertible bonds	–	–	–	(127)	–	(127)
Deferred tax liability arising from issue of convertible bonds	–	–	–	(644)	–	(644)
As at 31 March 2019 and 1 April 2019	59,326	4,836	5,794	7,460	(39,008)	38,408
Total comprehensive loss for the year	–	–	–	–	(41,365)	(41,365)
Issuance of convertible bonds	–	–	–	4,488	–	4,488
Issuance cost on convertible bonds	–	–	–	(72)	–	(72)
Deferred tax liability arising from issue of convertible bonds	–	–	–	(386)	–	(386)
As at 31 March 2020	**59,326**	**4,836**	**5,794**	**11,490**	**(80,373)**	**1,073**

As at 31 March 2020, the Company's reserves available for distribution, calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to Nil (2019: HK$25,154,000). The amount represents the net of Company's contribution reserve, share premium, and accumulated losses, which may be distributable provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

41. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group had entered into transactions with related parties which, in the opinion of the directors, were carried out on normal commercial terms and in the ordinary course of the Group's business, as shown below:

(a) Significant related party transactions

Particulars of significant related party transactions during the year, the Group entered into the following transactions with related parties:

Nature of related party transactions

	2020 **HK$'000**	2019 HK$'000
Sales to Mobile Computer Land Limited (Note (i))	**54**	618
Rental paid to Mobile Computer Land Limited (Note (i))	**474**	574
Placing fee paid to Bluemount Securities Limited (Note (iii))	**141**	325
Purchase of property, plant and equipment paid to Mobile Computer Land Limited (Note (i))	**–**	3
Computer expenses paid to Mobile Computer Land Limited (Note (i))	**5**	–
Consultancy fee paid to Vashion Assets Management Limited (Note (ii))	**–**	1,200

Notes:

(i) The sales to, purchase of property, plant and equipment from and rental paid to Mobile Computer Land Limited which major shareholder is Mr. Lo Ding Kwong, is the son of Madam Cheng, constitutes a connected transaction for the Company under Chapter 20 of the GEM Listing Rules, but is fully exempt from shareholders' approval and all disclosure requirements under Chapter 20 of the GEM Listing Rules.

(ii) The consultancy contracts between the Group and its Director Ms. Zhou Jia Lin, has been resigned on 7 September 2018, during the year ended 31 March 2019 also constitutes a connected transaction for the Company under Chapter 20 of the GEM Listing Rules, but is fully exempt from shareholders' approval and all disclosure requirements under Chapter 20 of the GEM Listing Rules.

(iii) The placing agreement between the Group and Bluemount Securities Limited, which is one of subsidiaries of Bluemount Financial Group Limited with 30% held by the Group, is also constitutes a connected transaction for the Company under Chapter 20 of the GEM Listing Rules, but is fully exempt from shareholders' approval and all disclosure requirements under Chapter 20 of the GEM Listing Rules.

41. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Outstanding balance with related parties

The outstanding balance with related parties at the end of reporting period are as follow:

	2020 HK$'000	2019 HK$'000
Amounts due from associates (Note 21)*	**5,054**	–

* As at 31 March 2020, the amounts due from associates are unsecured, interest bearing at 7% per annum and repayable on demand.

(c) Key management personnel remuneration

Remuneration for key personnel management, including amount paid to the Company's directors and certain of the highest paid employees, as disclosed in Notes 13 and 14 respectively to the consolidated financial statements, is as follows:

	2020 HK$'000	2019 HK$'000
Salaries and allowances (including directors' fee)	**5,106**	5,230
Retirement scheme contribution	**96**	98
	5,202	5,328

42. OPERATING LEASE ARRANGEMENTS

The Group as leasee

The Group is the lessee in respect of a number of properties and items of office equipment held under leases which were previously classified as operating leases under HKAS 17. The Group has initially applied HKFRS 16 using the modified retrospective approach.

Under this approach, the Group adjusted the opening balances as at 1 April 2019 to recognise lease liabilities relating to these leases (see Note 2). From 1 April 2019 onwards, future lease payments are recognised as lease liabilities in the consolidated statement of financial position in accordance with the policies set out in Note 2.

At the end of reporting period, the Group had total future minimum lease payables under non-cancellable operating leases falling due as follows:

	2019 HK$'000
Within one year	6,826
In the second to fifth years inclusive	4,461
	11,287

43. CAPITAL COMMITMENT

The Group and the Company did not have any significant capital commitments as at 31 March 2020 and 2019.

44. COMPARATIVES

The Group has initially applied HKFRS 16 at 1 April 2019. Under the transition method, comparative information is not restated. Further details of the changes in accounting policies as disclosed in Note 2.

45. SUBSEQUENT EVENTS

(a) Impact of COVID-19 on the Group

Since January 2020, the outbreak of Novel Coronavirus ("**COVID-19**") has impact on the global business environment. Up to the date of these consolidated financial statements, COVID-19 has not resulted in material impact to the Group. Pending the development and spread of COVID-19 subsequent to the date of these consolidated financial statements, further changes in economic conditions for the Group arising thereof may have impact on the financial results of the Group, the extent of which could not be estimated as at the date of these consolidated financial statements. The Group will keep continuous attention on the situation of the COVID-19 and react actively to its impact on the financial position and operating results of the Group.

(b) Placing of convertible bonds on 11 June 2020

On 11 June 2020, the Company entered into a placing agreement with a placing agent in relation to placing of up to HK$4,640,000, 7.0% convertible bonds ("**Convertible Bond**") to independent investors under general mandate for fund raising purpose. The placing is condition upon, among other things, the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the conversion share. The Convertible Bond entitle the holders to convert them into a maximum of 200,000,000 conversion shares of the Company at any time between the date of issue of the bonds and their settlement date on (i) the fifth anniversary of the Issue Date or (ii) if it is not a business date, the business day immediately before such date (the "**Maturity Date**") at the initial conversion price of HK$0.0232 per conversion share per convertible bonds (subject to adjustment).

(c) Proposed share consolidation and change in board lot size

The Company proposes to implement the Share Consolidation on the basis that every twenty existing shares of par value of HK$0.0025 each in the share capital of the Company ("**Existing Shares**") will be consolidated into one consolidated share of par value of HK$0.050 each ("**Consolidated Share**"). The share consolidation is conditional upon, among other things, the approval of the shareholders at the EGM.

Further, as the Existing Shares are traded on the Stock Exchange in board lot size of 4,000 Existing Shares, the Board proposes to change the board lot size for trading on the Stock Exchange from 4,000 Existing Shares to 12,000 Consolidated Shares conditional upon the share consolidation becoming effective.

46. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 29 June 2020.

Financial Summary

For the year ended 31 March 2020

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below:

	For the year ended 31 March				
	2020	2019	2018	2017	2016
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Results					
Revenue	**49,252**	52,817	38,324	41,657	58,345
(Loss)/profit before taxation	**(25,163)**	5,309	(14,686)	(13,993)	(13,880)
Tax credit/(expense)	**64**	(37)	(30)	–	141
(Loss)/profit for the year	**(25,099)**	5,272	(14,716)	(13,993)	(13,739)
Attributable to:					
Owners of the Company	**(25,099)**	5,272	(14,716)	(13,993)	(13,739)

	For the year ended 31 March				
	2020	2019	2018	2017	2016
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Assets and liabilities					
Total assets	**54,168**	65,536	44,242	29,462	44,383
Total liabilities	**(34,925)**	(24,578)	(16,027)	(16,277)	(17,169)
	19,243	40,958	28,215	13,185	27,214
Total equity	**19,243**	40,958	28,215	13,185	27,214