Reliance Global Holdings Limited
信保環球控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code : 723)

ANNUAL REPORT 2019/20

* *for identification purpose only*

Contents

Abbreviations

In this annual report, the following abbreviations have the following meanings unless otherwise specified:

"Board"	Board of Directors of the Company
"Company"	Reliance Global Holdings Limited
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange
"Model Code"	Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each in the capital of the Company
"Shareholders"	shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK$" and "HK cent(s)"	Hong Kong dollars and cent(s)
"R$"	Brazilian Reais
"US$"	United States dollars
"%"	per cent.

The Chinese version of this annual report is a translation of the English version and is for reference only. In case of any discrepancies or inconsistencies between the English version and the Chinese version, the English version shall prevail.

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Ms. Wang Jingyu *(Chairlady)*
Mr. Lai Ming Wai *(Chief Executive Officer)*
Ms. Chan Yuk Yee

Independent Non-executive Directors

Mr. Yam Kwong Chun
Mr. Chiang Bun
Mr. Chai Chi Keung

BOARD COMMITTEES

Executive Committee

Ms. Wang Jingyu *(Chairlady)*
Mr. Lai Ming Wai
Ms. Chan Yuk Yee

Audit Committee

Mr. Yam Kwong Chun *(Chairman)*
Mr. Chiang Bun
Mr. Chai Chi Keung

Remuneration Committee

Mr. Chiang Bun *(Chairman)*
Mr. Yam Kwong Chun
Mr. Chai Chi Keung

Nomination Committee

Mr. Chai Chi Keung *(Chairman)*
Mr. Yam Kwong Chun
Mr. Chiang Bun

COMPANY SECRETARY

Ms. Chan Yuk Yee

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL BANKERS

Bank of Communications Co., Ltd., Hong Kong Branch
Bank of Communications (Hong Kong) Limited
Dah Sing Bank, Limited

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 3201, 32nd Floor
China Resources Building,
26 Harbour Road
Wanchai
Hong Kong

SHARE REGISTRARS

Principal Share Registrar and Transfer Office

MUFG Fund Services (Bermuda) Limited
4th Floor North
Cedar House
41 Cedar Avenue
Bermuda

Hong Kong Branch Share Registrar and Transfer Office

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

AUDITOR

Crowe (HK) CPA Limited

TRADING OF SHARES

Hong Kong Stock Exchange
(Stock Code: 723)

WEBSITE ADDRESS

http://www.relianceglobal.com.hk

Chairlady's Statement

On behalf of the Board, I am pleased to report to the Shareholders that the Group continued to achieve profitable results for the year ended 31 March 2020 ("FY2020").

RESULTS

The Group continued to operate four business segments, namely forest-related business comprising timber supply chain and sustainable forest management, money lending business and leasing of properties.

For FY2020, the Group has managed to advance its financial performance by achieving a 5% increase in revenue to HK$619,241,000 (2019: HK$589,114,000), a 31% increase in net profit to HK$34,561,000 (2019: HK$26,372,000), and a 28% increase in basic earnings per share to HK0.37 cent (2019: HK0.29 cent) amid the global outbreak of COVID-19, the trade war between China and the US, and the political and social events in Hong Kong. Backed by the great efforts of the management, the Group has demonstrated the strength and resilience of its businesses in weathering the adverse impact from these unprecedented market conditions.

The Group's timber supply chain business has achieved significant business progress during the year in successfully established a supply chain operation in Europe. This represents the Group's strategic move to build a global network of supply sources in Europe, Oceania and Africa to serve its customers predominantly in China as well as in other Asian countries. The Europe operation so far comprises a distribution hub in Slovenia as well as a distribution hub and a timber processing venture in Romania. For FY2020, the Group's timber supply chain business registered growth in both its revenue and operating profit by reporting HK$583,584,000 (2019: HK$562,777,000) and HK$15,634,000 (2019: HK$13,600,000) respectively, representing a year-on-year growth of 4% and 15%. The growth in revenue was mainly due to the 24% increase in volume of timber traded, being over 329,000m^3 (2019: 265,000m^3), amid the general drop in timber selling price owing to the escalated trade tension between China and the US and the COVID-19 pandemic. The growth in operating profit was the combined effect of the commencement of the Europe operation and the rise of the operation's overall profit margin, primarily owing to the stronger bargaining power of the management in negotiating with suppliers and customers which resulted from the growing deal flow of the operation.

The Group's money lending business continued to deliver very encouraging results for FY2020. The business reported strong growth in both revenue and operating profit reaching HK$34,193,000 (2019: HK$22,319,000) and HK$29,275,000 (2019: HK$18,958,000) respectively, representing a year-on-year increase of 53% and 54%, against the backdrop of the challenges brought by the series of political and social events took place in Hong Kong and the outbreak of COVID-19. The increases in revenue and profit were principally due to the continuous expansion of the Group's loan and finance lease portfolio, which brought by the concrete efforts of the management in strategically expanding the operation's sales channels including traditional and digital media, sales agents, and cooperation with property agents and property developers.

PROSPECTS

Since the change of the substantial shareholder of the Company to Champion Alliance Enterprises Limited on 12 October 2017 and the appointment of the new executive directors to the Board of the Company since October 2017, the directors and management team of the Company have used their best endeavour to improve the businesses of the Group. The results are very encouraging and the Group has been profit-making for three consecutive financial years ended FY2020. The scale of the Group's operation, in particular the timber supply chain and the money lending businesses, have expanded significantly. It is the mission of the management to continuously explore organic growth and vertical expansion business opportunities, with the aim to further expand the scale of the Group's operations, and to create new value to shareholders.

Looking ahead, given the recent signs that the conditions of COVID-19 in Hong Kong have been under control and that the tension of the China-US trade war has eased since the signing of the first phase trade agreement in January 2020, barring unforeseeable circumstances, the Group is optimistic about its financial results for the year ending 31 March 2021.

APPRECIATION

The Group has achieved very encouraging results for FY2020 in terms of revenue and profit growth. I would like to take this opportunity to thank all our shareholders, bankers, business associates, suppliers and customers for their continuing support to the Group, and to my fellow directors and all staff members for their contributions and hard work during the past year.

Wang Jingyu
Chairlady

Hong Kong, 29 June 2020

Management Discussion and Analysis

BUSINESS REVIEW

For the year ended 31 March 2020 ("FY2020"), the Group continued to principally engage in four business segments, namely, forest-related business comprising timber supply chain and sustainable forest management, money lending business and leasing of properties. The Group has managed to report very encouraging results by achieving a 5% increase in revenue to HK$619,241,000 (2019: HK$589,114,000), a 31% increase in profit for the year to HK$34,561,000 (2019: HK$26,372,000), and a 28% increase in basic earnings per share to HK0.37 cent (2019: HK0.29 cent), amid all the challenges faced by the Group resulting from the global outbreak of COVID-19, the trade war between China and the US, and the political and social events in Hong Kong. Supported by the great efforts of the management, the Group has demonstrated the strength and resilience of its businesses in weathering the negative impact from these unprecedented market conditions.

Forest-related Business

Timber supply chain

For FY2020, the Group's timber supply chain business registered growth in both revenue and operating profit reaching HK$583,584,000 (2019: HK$562,777,000) and HK$15,634,000 (2019: HK$13,600,000) respectively, representing a year-on-year increase of 4% and 15%. The growth in revenue was primarily due to the 24% increase in volume of timber traded, being over 329,000m^3 (2019: 265,000m^3), amid the general drop in timber selling price owing to the escalated trade tension between China and the US and the COVID-19 pandemic. The growth in operating profit was the combined effect of the commencement of the Group's timber supply chain operation in Europe and the rise of the operation's overall profit margin, mainly attributed to the stronger bargaining power of the management in negotiating with suppliers and customers which resulted from the increasing deal flow of the operation.

The Group's timber supply chain business has achieved significant business development in successfully established a supply chain operation in Europe in November 2019. This represents the Group's strategic move to build a global network of supply sources in Europe, Oceania and Africa to serve its customers predominantly in China and other Asian countries. The Europe operation so far comprises a distribution hub in Slovenia as well as a distribution hub and a timber processing venture in Romania. The Group has a team of sourcing and procurement expertise stationed in Europe to deal with forest owners and suppliers directly, and inventories are kept in distribution hubs in Slovenia and Romania to ensure a stable and efficient supply to customers. The operation of the Group's distribution hub in Slovenia and Romania encompasses sourcing, land transport, inventory management, custom clearance and sea transport to customers. The Group now sources hardwood from Papua New Guinea and Republic of Congo and both hardwood and softwood from Slovenia, Czech Republic, Germany, Italy, Austria, Croatia and Romania.

Management Discussion and Analysis

The Group's timber processing venture in Romania is a vertically integrated operation which encompasses harvesting, processing, inventory management, logistics and selling. The Group has obtained the harvesting rights for conducting logging on a forest asset in Oituz, Romania for a term of four years. The timber harvested, together with timber purchased from other forest owners, will then be used as input to the subcontracting plant engaged by the Group for processing into wood lumber. The wood lumber produced will then be stored and kept as inventories until sold and delivered to customers under logistic arrangement provided by the Group. The wood lumber is principally for the use of making house furniture and is well received by customers in China.

Wood lumber produced by the Group's timber processing venture in Onesti, Romania

The Group's distribution hub in Celje, Slovenia

The timber supply chain business is led by an experienced management team with extensive business network in the industry. With their good efforts, a large and solid supplier and customer base has been built over the years which led to the significant increase in transaction volume of the business. For FY2020, sales volume of timber and wood products increased by 24% to over 329,000m^3 (2019: 265,000m^3) and a majority was sold on CFR (Cost & Freight) basis with logistics support provided by the Group. The Group's subsidiary in Slovenia has obtained the Forest Stewardship Council ("FSC") certification which provides assurance to customers when they are looking for FSC-certified timber exporters. FSC-certified timbers and products are in growing demand as the end users can demonstrate their corporate social responsibility and sustainability.

The establishment of the distribution hubs and the timber processing venture in Slovenia and Romania have significantly enhanced the competitive advantages of the Group's timber supply chain business, and effectively expand and diversify the Group's customer base, revenue source, product type and market coverage. European timber logs and wood products are of high demand in China because of their high quality and wide usage. The diversity of the Group's timber supply chain business in terms of customer base, supply sources and product type substantially enhances its strength and resilience to weather unanticipated market challenges, and forms a solid base for its further development and growth.

The Group's timber supply chain operation in Europe is effectively 51% owned by the Group and 49% owned by the partner of the business venture.

Sustainable forest management

Since the Group suspended its harvesting operations in the State of Acre, Brazil owing to the unfavourable business environment in 2012, the Group had continued to explore the optimal way to enhance the income stream from its forest assets. However, due to the unstable economic environment in Brazil and in view of the possibility of facing similar extortion threats from local parties in Brazil as the Group had experienced in previous years, operating the forest assets through own harvesting was considered to be unfavourable to the Group. As a result, the Board decided to change the operational model of the Group's forest assets to licensing of harvesting rights in June 2014 and since then, the Group has been actively looking for potential licensees for its forest assets. During the year, the Group has accumulatively granted harvesting rights for over 60% of the 44,500 hectares forest areas owned by the Group.

For FY2020, the revenue of the sustainable forest management business, representing income from licensing of harvesting rights, decreased by 58% to HK$1,369,000 (2019: HK$3,244,000) and the business incurred loss of HK$663,000 (2019: profit of HK$2,634,000). The decrease of the licensing income was caused by the delay of commencement of one of the licenses granted which mainly led to the loss results of the operation. The Group will continue to solicit more licensees including sawmill owners so as to enhance the income stream of this business.

Money Lending

For FY2020, the Group's money lending business continued to achieve remarkable results by generating a revenue of HK$34,193,000 (2019: HK$22,319,000) and an operating profit of HK$29,275,000 (2019: HK$18,958,000), representing a year-on-year increase of 53% and 54% respectively, against the backdrop of the challenges brought by the series of political and social events took place in Hong Kong and the outbreak of COVID-19. The substantial increases in revenue and operating profit were mainly due to continuous expansion of the Group's loan and finance lease portfolio, which brought by the concrete efforts of the management in strategically expanding the operation's sales channels including traditional and digital media, sales agents as well as cooperation with property agents and property developers, and with the weighted interest rate of the portfolio remained largely the same at about 11% for the two years.

During FY2020, the Group granted new loans in aggregate principal amount of HK$133,100,000, at interest rates ranging from 10% to 14.5% per annum and with tenors ranging from 6 to 36 months. At 31 March 2020, the Group's portfolio constituted of 36 loans and finance leases with carrying amount totalling HK$312,425,000 (2019: HK$306,053,000) (net of impairment loss on loan receivables of HK$1,980,000 (2019: HK$655,000)). Details of the loan and finance lease portfolio are as follows:

Type of loan/finance lease	Approximate weighting to the carrying amount of the Group's loan and finance lease portfolio	Interest rate per annum	Original maturity	Remarks
First mortgage loans	85%	8.75%-14.5%	Within three years	Loans were secured by properties located in Hong Kong
Second mortgage loans	3%	13.5%-18%	Within two years	Loans were secured by properties located in Hong Kong
Corporate loans	10%	9%-12.5%	Within one year	Loans were granted to listed companies in Hong Kong
Finance leases	2%	9%-11%	Within three years	The finance leases were secured by motor vehicles
Total	**100%**			

The Group's loan and finance lease portfolio was well diversified with an average loan size of around HK$8.7 million, credit healthy as 90% of the portfolio was secured by collaterals, and earning a good return with the weighted average interest rate amounting to approximately 11%.

Before granting loans to potential borrowers, the Group performs credit assessment process to assess potential borrowers' credit quality individually and defines the credit limits granted to the borrowers. The credit limits granted to the borrowers are reviewed by the management regularly.

Risk management is an integral part of the success of the money lending business. The Group has clear credit policies, guidelines, controls and procedures in place which cover every aspect of the operation from information verification, credit assessment, loan approval, monitoring to collection. The operation has clear authorisation and approval hierarchy and is led and managed by qualified and experienced personnel. The management team is able to deliver expedite credit approval process to customers without compromising commercial benefits of lending decisions made.

The following flowchart depicts the typical operational procedures in processing a loan application

Verification → Assessment → Approval → Monitoring → Collection

Verification: documents and information provided by the loan applicant will be verified by the delegated loan officer and where appropriate, legal and credit search on the loan applicant will be conducted.

Assessment: credit assessment on the loan applicant will be performed by the delegated loan officer and reviewed by the supervising officer, by making reference to the financial background and credit history of the applicant, and value of collateral provided (if any), and where appropriate, the credit assessment on the applicant will be further reviewed by the responsible director.

Approval: if the loan application is approved, the delegated loan officer will arrange preparation and signing of the loan documentations and the supervising officer will ensure their proper executions, including drawdown of the loan proceeds by the applicant.

Monitoring: there will be continuous monitoring on loan repayments from individual borrower by the loan officer and regular review if there are material changes of the borrower's repayment ability by the supervising officer, where appropriate, impairment allowance on individual loan will be made if there is deterioration of credit quality of the loan with approval from the responsible director.

Collection: will make calls and send reminders to individual borrower for overdue loan repayment and where there is default of loan repayment, will take appropriate enforcement action, including legal action, to recover the loan.

In assessing expected credit losses, the loan receivables have been assessed with reference to the latest analysis on credit rating of the loans on individual and collective basis. The Group's portfolio mainly comprised mortgage loans, and the loan to value ratio for each of the mortgaged properties has been under regular review. At 31 March 2020, the loan to value ratio of all mortgaged properties were within the safety margin. For unsecured corporate loans, the credit rating of the loans were analysed with reference to the borrowers' credit worthiness and credit history, including their financial position, previous records of default in payment, and prevailing market conditions. At 31 March 2020, expected credit losses totalling HK$1,980,000 (2019: HK$655,000) has been provided for the loan receivables.

In January 2020, the Company successfully issued interest bearing notes totalling HK$50,000,000 to investors for funding the development of the money lending business. The notes are secured by a debenture over the assets of the Group's money lending subsidiary which effectively represents securitisation of part of its loan and finance lease portfolio. This financing arrangement strategically paves the way for the Group to raise further funding from the Hong Kong capital market for developing its money lending business.

Leasing of Properties

For FY2020, the leasing of properties business contributed rental income of HK$95,000 (2019: HK$774,000) and an operating profit of HK$46,000 (2019: HK$2,806,000 which included an increase in fair value of investment properties of HK$2,660,000) to the Group.

Taking the opportunity of realising the cumulative gains embedded in the Group's investment properties, the Group had entered into agreements with independent third parties during the year ended 31 March 2019 ("FY2019") to dispose of all three of its investment properties at an aggregate consideration of HK$34,260,000. The disposal of one of the properties was completed during FY2019 and the remaining two were completed in FY2020. The principal reasons of these disposals are to fully realise the cumulative gains embedded in these properties and to allow the Group to reallocate its financial resources to the money lending and forest-related businesses which generate higher yields. The investment properties were originally acquired by the Group at a total cost of approximately HK$23,700,000, and an aggregate gain of HK$10,560,000 has been realised upon completion of all the disposals. At 31 March 2020, the Group did not hold any investment property.

FINANCIAL REVIEW

In order to cope with the Group's expanding scale of operation and continuous business development, on 26 March 2018, Champion Alliance Enterprises Limited ("Champion Alliance"), a substantial shareholder of the Company, granted to the Company a loan facility to the extent of HK$200,000,000 (the "Loan Facility") to meet its working capital requirements. The Loan Facility is unsecured and interest-free and has been mainly applied to the Group's money lending and forest-related businesses to facilitate their significant business developments. At 31 March 2020, the outstanding amount under the Loan Facility was HK$190,000,000.

For the purpose of financing the operation of the timber supply chain business, the Group has also obtained from well established banks in Hong Kong general trade facilities of HK$314 million and bills discounting facilities of US$150 million and HK$50 million (collectively named as the "Trade Facilities"). The Trade Facilities obtained have substantially strengthened the Group's financial flexibility in conducting its timber supply chain business.

In January 2020, the Company entered into a placing agreement (the "Placing Agreement") with a placing agent, on a best effort basis, to procure placees to subscribe for notes with aggregate principal amount of up to HK$300,000,000, carrying interest at 7.125% per annum, and maturing on the third anniversary of the issue date for each tranche of the notes (the "Three-Year Notes") issued. A debenture incorporating a first floating charge over all the undertakings, property and assets of the Group's money lending subsidiary has been issued in favour of a security trustee as trustee for the noteholders. Up to 31 March 2020, the first tranche of the Three-Year Notes amounted to HK$50,000,000 has been placed.

Liquidity and Financial Resources

For FY2020, the Group financed its businesses mainly by cash generated from operations, the Trade Facilities provided by banks, the Loan Facility from Champion Alliance, the first tranche of the Three-Year Notes issued and the shareholders' funds.

At 31 March 2020, the Group had current assets of HK$474,175,000 (2019: HK$238,063,000) and cash and cash equivalents of HK$96,981,000 (2019: HK$25,433,000). The Group's current ratio, calculated based on current assets over current liabilities of HK$306,591,000 (2019: HK$303,774,000), was at a strong ratio of about 1.5 (2019: 0.8). The rise of the current ratio was mainly due to the increase in loan receivables that were due within one year and the higher cash level at the year end date.

At 31 March 2020, the Group's borrowings comprised the first tranche of the Three-Year Notes of HK$50,000,000 and bank borrowings of HK$66,997,000 (2019: HK$48,151,000), which represented the advances for bill receivables discounted to bank with full recourse to the Group. The bank borrowings bore interests at floating rates, secured by the relevant bill receivables and were repayable within one year.

The Group's gearing ratio expressed as a percentage of total borrowings of HK$116,997,000 (2019: HK$48,151,000) over equity attributable to owners of the Company of HK$197,917,000 (2019: HK$164,930,000), increased to 59% at 31 March 2020 (2019: 29%). Such increase was mainly due to the increase in bank borrowings of HK$18,846,000 as a result of the expanded scale of operation of the timber supply chain business, and the issuance of the first tranche of the Three-Year Notes of HK$50,000,000 to support the business development of the money lending business.

At 31 March 2020, the Group's total assets increased by HK$88,095,000 to HK$559,072,000 (2019: HK$470,977,000). Backed by the Trade Facilities from banks, the Loan Facility from Champion Alliance, and the proceeds from the issuance of the first tranche of the Three-Year Notes, the management is confident that the Group has sufficient working capital to cope with its continuous business development and substantial asset base.

At 31 March 2020, the equity attributable to owners of the Company increased by 20% or HK$32,987,000 to HK$197,917,000 (2019: HK$164,930,000). The increase was mainly due to the profit earned by the Group's money lending and timber supply chain businesses.

With the amount of liquid assets on hand, the Trade Facilities from banks, the Loan Facility from Champion Alliance, the management is of the view that the Group has sufficient financial resources to meet its ongoing operational requirement.

Charge on Assets

A debenture incorporating a first floating charge over all the undertakings, property and assets of a wholly owned subsidiary of the Company engaging in money lending business has been issued in favour of a security trustee as trustee for the noteholders in relation to the Three-Year Notes. On 15 January 2020, the first tranche of the Three-Year Notes amounted to HK$50,000,000 has been issued.

At 31 March 2020, bill receivables of HK$66,997,000 (2019: HK$48,151,000) were pledged to banks to secure advances drawn on the bill receivables.

Contingent Liabilities

At 31 March 2020, except for the litigation set out in note 43 to the consolidated financial statements, the Group had no other significant contingent liability (2019: nil).

Litigation

At 31 March 2020, there was a claim of approximately HK$1,930,000 (approximately R$1,291,000) against the Group which had been included in other payables, details of the ongoing litigation are set out in note 43 to the consolidated financial statements.

Foreign Exchange Risk

The Group mainly operates in Brazil, Europe and Hong Kong. During FY2020, the revenue, costs and expenses of the Group's operations were denominated in Hong Kong dollars, Brazilian Reais, Euros, United States dollars and Renminbi. The Group maintains a prudent strategy in its foreign currency risk management, where possible, foreign exchange risks are minimised via balancing the foreign currency monetary assets versus the corresponding currency liabilities, and foreign currency revenues versus the corresponding currency expenditures. The Group is not subject to foreign exchange risk of United States dollars as it is pegged with Hong Kong dollars, the Group is nevertheless exposed to potential foreign exchange risk as a result of fluctuations of Brazilian Reais, Euros and Renminbi.

In addition, some of the Group's assets are located in Brazil and Europe and denominated in Brazilian Reais and Euros respectively while the Group's reporting currency is in Hong Kong dollars, this also exposes the Group to potential foreign exchange risk upon translation of these assets on each reporting date.

During FY2020, the Group had not experienced any significant exposure to exchange rate fluctuations of Euros, Renminbi and Brazilian Reais. For Euros, the Group's exposure to its exchange rate fluctuation was not significant as the exchange rate of the currency to Hong Kong dollars was relatively stable throughout the year, as for Renminbi and Brazilian Reais, the Group's exposure to their exchange rate fluctuations were not significant as their weightings to the Group's total transaction volume, assets and liabilities were low. For the Group's assets in Brazil and Europe, any foreign exchange gains or losses due to translation of the carrying value of these assets to the Group's reporting currency on reporting dates are unrealised and non-cash in nature, accordingly, the Group has not entered into any arrangements or financial instruments for the purpose of hedging against these potential foreign exchange risks. The Group will closely monitor its foreign currency exposure and undertake appropriate hedging measures should significant exposure arise.

OVERALL RESULTS

The Group continued to report profitable results by reporting a 28% increase in profit attributable to owners of the Company to HK$33,709,000 (2019: HK$26,372,000), and a 24% increase in total comprehensive income attributable to owners of the Company to HK$32,987,000 (2019: HK$26,637,000). The significant advancement of the Group's results was mainly attributed to the growth of the timber supply chain and money lending businesses, notwithstanding the absence in the current year of the increase in fair value of investment properties (2019: HK$2,660,000) and the reversal of provision for litigation claim (2019: HK$1,611,000), and the increase in administrative and other operating expenses of HK$2,157,000 to HK$21,521,000 (2019: HK$19,364,000). The increase in administrative and other operating expenses was mainly due to the increase in remuneration of directors and employees, and the expenses incurred in setting up the business ventures in Slovenia and Romania.

HUMAN RESOURCES AND REMUNERATION POLICY

At 31 March 2020, the Group had 42 employees (including directors) (2019: 24) stationed in Hong Kong, Europe and Brazil. For FY2020, the total remuneration paid by the Group to its employees (including directors) increased by 77% to HK$9,294,000 (2019: HK$5,251,000). The Group rewards its employees (including directors) according to prevailing market practices, individual competence, experience and performance, and requirements under applicable labour laws where the Group's operations are located. In addition to the provision of paid holidays, annual bonus, provident fund scheme, medical insurance, subsidised training programmes, employees (including directors) may also be entitled to discretionary bonuses and share options.

PRINCIPAL RISK AND UNCERTAINTIES

The Group is principally engaged in the business of forest-related business comprising timber supply chain and sustainable forest management, money lending and leasing of properties. The financial position, operations, businesses and prospects of the Group and its individual business segment are affected by the following significant risk and uncertainty factors:

Business Risk

The global economic conditions and the state of international financial and investment markets, including the economy, financial and investment markets of Hong Kong, Mainland China, Europe and Brazil, of which the Group has no control, have significant influences on the business and financial performance of the Group. The management policy to mitigate this risk is to diversify the Group's business and to diversify its investments (where possible) within the same business.

Market Risk

The Group's money lending business and timber supply chain business are operating in a competitive environment that exert pressure on the revenue and profitability of these businesses. The management policy to mitigate this risk is to continue to put effort in enlarging the market share and enhancing the market competitiveness of these businesses by various means.

Natural Risk

The ability to harvest wood and the growth of trees in forests may be affected by unfavourable local weather conditions and natural disasters. Weather conditions such as floods, droughts, cyclones and windstorms and natural disasters such as earthquakes, fire, disease, insect infestation and pests are examples of such events. The occurrence of severe weather conditions or natural disasters may diminish the supply of trees available for harvesting, or otherwise impede the logging operations or the growth of trees in forests, which in turn may have an adverse effect on the Group's forest-related business.

Financial Risk

The Group is exposed to financial risks relating to credit risk, liquidity risk, foreign currency risk and interest rate risk in its ordinary course of business. For further details of such risks and relevant management policies, please refer to note 39 to the consolidated financial statements.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board and management are aware, the Group has complied in material respects with the relevant laws and regulations that have significant impact on the businesses and operations of the Group. During FY2020, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group understands the importance of maintaining a good relationship with its employees, customers and suppliers to meet its immediate and long-term business goals. During FY2020, there were no significant dispute between the Group and its employees, customers and suppliers.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group encourages environmental protection and adopts measures to promote environmental awareness of its employees. The Group implements green office practices by encouraging employees to make use of e-statements or scanning copies, double-sided printing and copying and setting up of recycle boxes for reducing and disposing of waste. The Group also reduces green-house gas emissions by switching off idle lightings and other office equipment after normal working hours. When developing the Group's business, in particular the forest-related business, the Group strictly complies with applicable local laws, rules and regulations in relation to environmental protection. The Group regularly reviews its environmental practices for further improvements. Further details on the Group's environmental policies and performance are set out in the Environmental, Social and Governance Report on pages 40 to 57 of this annual report.

CHANGE OF COMPANY NAME

Pursuant to a special resolution passed by the shareholders of the Company at the annual general meeting of the Company held on 27 September 2019 and the subsequent approvals of the Registrar of the Companies in Bermuda and the Registrar of Companies in Hong Kong, the English name of the Company has been changed from "Sustainable Forest Holdings Limited" to "Reliance Global Holdings Limited" and the Chinese name "信保環球控股有限公司" has been adopted for identification purpose only in place of the former Chinese name "永保林業控股有限公司" which was adopted for identification purpose only.

LISTING STATUS

References are made to (i) the announcements of the Company dated 9 February 2018, 21 February 2018, 5 July 2018, 13 July 2018, 21 September 2018, 9 October 2018 and 12 October 2018 in relation to, among others, the Stock Exchange's decision to place the Company into the first delisting stage; and (ii) the announcements of the Company dated 10 March 2020 and 29 May 2020 in relation to, among others, the Stock Exchange's decision to place the Company into the second delisting stage and the Company's request for review of such decision.

On 6 May 2020, the Listing Committee of the Stock Exchange considered an application from the Company for a review of the decision of the Listing Department dated 3 March 2020 (the "LD Decision") to place the Company into the second delisting stage pursuant to Practice Note 17 to the Listing Rules. On 25 May 2020, the Company received a letter from the Listing Committee stating the Listing Committee remained unsatisfied with the viability and sustainability of the Company's business and decided to uphold the LD Decision to place the Company into the second delisting stage pursuant to Practice Note 17 to the Listing Rules (the "LC Decision").

Having considered the LC Decision, the Company has on 29 May 2020 submitted a written request to the Listing Review Committee pursuant to Rule 2B.06(2) of the Listing Rules for reviewing of the LC Decision. The Listing Review Committee may endorse, modify or vary the LC Decision or make its own decision. Further announcements will be made by the Company in respect of this matter as and when appropriate and in accordance with the Listing Rules.

Biographical Details of Directors and Senior Management

The biographical details of Directors and senior management are set out below:

EXECUTIVE DIRECTORS

Ms. Wang Jingyu, *Chairlady*

Aged 40, joined the Company as an Executive Director in October 2017 and was appointed as the Chairlady of the Board in March 2018. Ms. Wang is also the Chairlady of the Executive Committee and a director of various subsidiaries of the Company. Ms. Wang holds a Bachelor's degree in Economics specialised in international finance from the Southwestern University of Finance and Economics in the People's Republic of China (the "PRC"). She has extensive experience in corporate management and investments. Ms. Wang is deemed to be a substantial shareholder of the Company through her interests in Champion Alliance Enterprises Limited, a substantial shareholder of the Company, as disclosed in the section headed "Interests and Short Positions of Shareholders Discloseable under the SFO" in the Report of the Directors.

Mr. Lai Ming Wai, *Chief Executive Officer*

Aged 60, joined the Company as an Executive Director and the Chief Executive Officer in March 2018. Mr. Lai is also a member of the Executive Committee and a director of various subsidiaries of the Company. Mr. Lai holds a Bachelor of Social Sciences degree from The University of Hong Kong. Mr. Lai was a senior executive of Bank of America and was primarily responsible for developing and managing the business of the bank in southern region of the PRC. He has extensive experience in the banking and finance industry.

Ms. Chan Yuk Yee, *Company Secretary*

Aged 52, joined the Group as a consultant in October 2017 and was appointed as an Executive Director and the Company Secretary of the Company in November 2017 and February 2019 respectively. Ms. Chan is also a member of the Executive Committee and a director of various subsidiaries of the Company. Ms. Chan holds a Master of Business Law degree from Monash University in Australia and is a Chartered Secretary, a Chartered Governance Professional and an associate of both The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators). She has extensive experience in corporate administration and company secretarial practice.

Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yam Kwong Chun

Aged 55, joined the Company as an Independent Non-executive Director in December 2017 and is the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. Mr. Yam holds a Bachelor of Commerce degree and a Master of Business Administration degree, both from University of Melbourne in Australia. He is a fellow of the Hong Kong Institute of Certified Public Accountants and a certified practising accountant of the CPA Australia. Mr. Yam had worked for Deloitte Touche Tohmatsu, an international accounting firm and as finance executive for a number of group of companies operating in Hong Kong, the PRC, the United States of America and other overseas countries. He is currently the finance director of a multinational company engaged in the business of ODM/OEM design, manufacturing and retail distribution of telecommunication products. Mr. Yam is also an independent non-executive director of PT International Development Corporation Limited (stock code: 372), a company listed on the Main Board of the Stock Exchange. He has extensive experience in auditing, accounting and financial management.

Mr. Chiang Bun

Aged 50, joined the Company as an Independent Non-executive Director in December 2017 and is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Mr. Chiang holds a Bachelor of Social Sciences degree from The University of Hong Kong and a LL.B. from Peking University. Mr. Chiang is a CFA charter holder. Mr. Chiang has held senior roles in various international banks and financial institutions, primarily responsible for structured debt and/or equity financing. He has extensive experience in the banking and finance industry.

Mr. Chai Chi Keung

Aged 57, joined the Company as an Independent Non-executive Director in January 2018 and is the Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee. Mr. Chai holds a Master of Business degree from the Victoria University of Technology in Australia. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants, certified practising accountant of the CPA Australia, an associate of The Chartered Institute of Management Accountants in the United Kingdom, an associate and a certified tax adviser of The Taxation Institute of Hong Kong and an ordinary member of the Hong Kong Securities and Investment Institute. Mr. Chai has extensive experience in auditing, taxation, accounting and corporate finance.

Biographical Details of Directors and Senior Management

SENIOR MANAGEMENT

Ms. Chan Kwan Lin, *Chief Operating Officer*

Aged 52, joined the Group as the Chief Operating Officer in May 2019 and is a director of a subsidiary of the Company. Ms. Chan is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Prior to joining the Group, she held senior positions in several companies listed on the Stock Exchange and the Nasdaq/OTC stock market, and in a financial investment group comprising banks, insurance and securities investment companies for more than 15 years. Ms. Chan has extensive experience in accounting, financial control, corporate compliance and internal audit. She also has around 10 years of experience in auditing gained from working for Deloitte Touche Tohmatsu, an international accounting firm.

Mr. Hii Soon Teck, *Director of Procurement and Marketing*

Aged 53, joined the Group as the Director of Procurement and Marketing of its forest-related business in May 2019. Mr. Hii has over 27 years of experience in timber business and had worked in the Nissho Iwai Corporation ("Nissho") (which subsequently merged with Nichimen and changed its name to Sojitz Corporation in 2004) for 9 years. Sojitz Corporation is a conglomerate listed on the Tokyo Stock Exchange engaging in a diverse and globally dispersed range of businesses, including automotive, energy and social infrastructures, food and agriculture, chemicals, industrial infrastructure and urban development. Mr. Hii was in charge of the sourcing and exporting of timber logs, plywood and veneer to Japan, Korea and China during his tenure with Nissho. Thereafter, Mr. Hii had worked as a commission-based trader who solicited customers for major logging companies that have forest assets in South East Asia, Africa and South America. He has rich knowledge in worldwide logging and usage of timber logs and has extensive networks in the timber trading markets in Vietnam, India and China.

Mr. Zhu Guanglin, *Chief Executive Officer of Timber Operation in Europe*

Aged 47, joined the Group in November 2019 as the Chief Executive Officer of the Group's timber operation in Europe and is a director of various subsidiaries of the Company. Mr. Zhu holds a Master of Business Administration degree from the Budapest University of Technology and Economics in Hungary. Mr. Zhu has expert knowledge in international trading, logistics and wholesaling of European wooden products in the PRC. He has vast experience in timber business and has been in the industry for over 15 years. He is the chairman of China-Croatian Timber Exchange Association of the Croatian Wood Cluster.

Mr. Damir Budimir, *Chief Operating Officer of Timber Operation in Europe*

Aged 43, joined the Group in November 2019 as the Chief Operating Officer of the Group's timber operation in Europe and is a director of a subsidiary of the Company. Mr. Budimir holds a Bachelor of Arts degree from University of Maribor in Slovenia. He speaks fluently in Slovenian, Croatian, Serbian, English and German and capable of reading Russian and has excellent communication skills. He worked as head of sales and marketing in Tovarna Meril, Kovine d.o.o. in Slovenj Gradec for 7 years, in which he managed customers covering 23 countries, including customers in Western Europe, Middle East, Far East, Australia, Russia and the USA.

Biographical Details of Directors and Senior Management

Ms. Tao Yajuan, *Head of Marketing of Timber Operation in Europe*

Aged 38, joined the Group in November 2019 as the Head of Marketing of the Group's timber operation in Europe. Ms. Tao holds a Master of Political Philosophy degree from London School of Economics and Political Science in the United Kingdom. She has had more than ten years of experience in handling public relation matters in a prominent US company which engaged in the packaging business and was responsible for brand building in several top tier property construction companies in China. She has developed excellent business connections with media companies in China and has extensive project management experience.

Mr. Huang Wenguang, *Business Development Manager*

Aged 50, joined the Group as Business Development Manager in November 2018 and is a director of various subsidiaries of the Company. Mr. Huang holds a Bachelor of Engineering degree from Guangdong University of Technology. He has over 15 years of experience in international trading of commodities and industrial equipment. He has extensive connection with timber customers in the PRC.

Mr. Ioan Ilie Ursulean, *Purchase and Operation Manager of Timber Operation in Romania*

Aged 36, joined the Group in June 2020 as the Purchase and Operation Manager of the Group's timber Operation in Romania. Mr. Ursulean holds a Bachelor of Economics degree from Spiru Haret University in Romania. He has over 10 years of experience in timber business. He worked as forestry engineer and purchase manager. He had worked in a group company of Kronospan Trading Srl, Brasvo in Romania who oversaw the whole operation of oriented strand board from purchasing, production activities, and logistic arrangement. He is a member of the board of directors of RPL Ocolul Silvic Clucas RA, Tarlugeni, Brasov in Romania which manages 6,136 hectares of forests in Romania, and its sustainability development and ensure efficient utilization of resources of the forests in order to stimulate sustainable local development.

Mr. Fabio Levi Vidigal, *Finance Director and Co-head of Brazil Field Operations*

Aged 38, joined the Group in March 2011 and is the finance director of the Group's operation in Brazil. Since March 2012, Mr. Vidigal has been serving as the legal representative of the Group's subsidiary in Brazil and since late 2018, as Co-head of the Group's field operations in Brazil. He manages the day-to-day activities of the Group's Brazil's field operations and business development. Mr. Vidigal graduated with an international trade diploma and holds a MBA in Tax Law from Fundação Getulio Vargas and is also a chartered accountant affiliated to the CRC São Paulo Chapter. He has experience in working for multinational companies, and previously held a managerial role at Lufthansa tax department in Brazil.

Mr. Bruno Di Giulio, *Head of Brazil, Co-head of Brazil Field Operations, General Counsel*

Aged 43, first worked for the Group as Legal Counsel (Brazil affairs) in 2010 and re-joined the Group in September 2014 as the Group's Head of Brazil and General Counsel. Since October 2018, Mr. Di Giulio has been appointed as the Co-head of the Group's field operations in Brazil and is primarily responsible for its new business development. Mr. Di Giulio is a Brazilian qualified lawyer with more than 15 years of experience in corporate and litigation matters. He has more than 10 years of experience in the forestry sector and in investments in Asia-Brazil market. Prior to re-joining the Group, Mr. Di Giulio headed the Brazil Desk at a leading law firm in Hong Kong.

Report of the Directors

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

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the Company are investment holding and provision of management services. The principal activities of its principal subsidiaries are set out in note 46 to the consolidated financial statements.

Further discussion and analysis of the Group's activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing by the Group, particulars of important events affecting the Group that have occurred since the end of the financial year and an indication of likely future developments in the Group's business, can be found in the "Chairlady's Statement" and "Management Discussion and Analysis" sections set out on pages 4 to 17 of this annual report. This discussion forms part of this directors' report. In addition, discussions on the Group's environmental policies and performances are contained in the Environmental, Social and Governance Report on pages 40 to 57 of this annual report.

RESULTS

The results of the Group for the year ended 31 March 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 63 to 64.

FINAL DIVIDEND

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

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements of the Company, is set out on page 156. This summary does not form part of the audited consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE ASSETS AND INVESTMENT PROPERTIES

Details of movement in property, plant and equipment, intangible assets and investment properties of the Group during the year are set out in note 15, 17 and 18 to the consolidated financial statements, respectively.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the year are set out in note 32 and 33 to the consolidated financial statements, respectively.

PRE-EMPTIVE RIGHTS

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

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

During the year, neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in note 45 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

At 31 March 2020, share premium of HK$67,546,000 (2019: HK$67,546,000) which forms part of the Company's reserves is distributable in the form of fully paid bonus shares. The Company had no other reserve available for distribution as computed in accordance with the Companies Act 1981 of Bermuda.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, revenue from the Group's five largest customers accounted for approximately 74% of the total revenue for the year and revenue from the largest customer accounted for approximately 29%. Purchases from the Group's five largest suppliers accounted for approximately 89% of the total purchases for the year and purchases from the largest supplier accounted for approximately 59%.

None of the directors or any of their associates or any shareholders (which, to the best knowledge of the directors of the Company, own more than 5% of the Company's issued shares) had any beneficial interest in the Group's five largest customers or suppliers during the year.

DIRECTORS

The directors of the Company during the year and up to the date of this report were:

Executive Directors:

Ms. Wang Jingyu
Mr. Lai Ming Wai
Ms. Chan Yuk Yee

Independent Non-executive Directors:

Mr. Yam Kwong Chun
Mr. Chiang Bun
Mr. Chai Chi Keung

In accordance with Bye-law 87(2) of the Company's Bye-laws, Ms. Chan Yuk Yee and Mr. Yam Kwong Chun will retire by rotation at the forthcoming annual general meeting of the Company (the "2020 AGM") and, being eligible, offer themselves for re-election in the 2020 AGM.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Bye-laws, subject to the statutes, the directors for the time being of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or otherwise in relation thereto except through their own wilful negligence or default, fraud and dishonesty. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and other officers of the Company.

DIRECTORS' SERVICE CONTRACTS

None of the directors being proposed for re-election at the 2020 AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

Details of the directors' remuneration are set out in note 10 to the consolidated financial statements.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save for the material related party disclosures as disclosed in note 44 to the consolidated financial statements, no other transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company or an entity connected with a director has or had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 31 March 2020, the interests and short positions of the directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules, were as follows:

Long position in the Shares:

Name of Director	Capacity and nature of interest	Number of Shares held	Approximate percentage of the Company's issued Shares
Wang Jingyu ("Ms. Wang")	Interest of controlled corporation	2,444,359,944 *(Note 2)*	26.84%

Notes:

1. The approximate percentage of the Company's issued Shares was calculated on the basis of 9,105,709,503 Shares in issue at 31 March 2020.

2. These interests were held by Champion Alliance Enterprises Limited ("Champion Alliance"), which was a wholly owned subsidiary of Elite Prosperous Enterprises Limited ("Elite Prosperous") which in turn was wholly owned by Ms. Wang. Ms. Wang was also the sole director of Champion Alliance and Elite Prosperous. Accordingly, Ms. Wang was deemed to be interested in the 2,444,359,944 Shares under the SFO.

Save as disclosed above, at 31 March 2020, none of the directors or chief executive of the Company had registered an interest or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures" above and in the "Share Option Scheme" disclosed below, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the directors of the Company or their spouse or minor children had any rights to subscribe for the securities of the Company, or had exercised any such rights during the year.

SHARE OPTION SCHEME

Details of the share option scheme of the Company are set out in note 33 to the consolidated financial statements.

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

At 31 March 2020, the following interests of more than 5% of the issued Shares were recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO.

Long positions in the Shares:

Name of Shareholders	Capacity and nature of interest	Number of Shares held	Approximate percentage of the Company's issued Shares
Ms. Wang	Interest of controlled corporation	2,444,359,944 *(Note 2)*	26.84%
Elite Prosperous	Interest of controlled corporation	2,444,359,944 *(Note 2)*	26.84%
Champion Alliance	Beneficial owner	2,444,359,944 *(Note 2)*	26.84%
Loh Jiah Yee, Katherine ("Ms. Loh")	Interest of controlled corporation	1,294,849,338 *(Note 3)*	14.22%
Lau Jack ("Mr. Lau")	Interest of spouse	1,294,849,338 *(Note 4)*	14.22%
Assure Gain International Limited ("Assure Gain")	Beneficial owner	822,176,547 *(Note 5)*	13.80%
	Interest of controlled corporation	434,094,363 *(Note 5)*	

Notes:

1. The approximate percentage of the Company's issued Shares was calculated on the basis of 9,105,709,503 Shares in issue at 31 March 2020.

2. These interests were held by Champion Alliance which was a wholly owned subsidiary of Elite Prosperous which in turn was wholly owned by Ms. Wang. Ms. Wang was also the sole director of Champion Alliance and Elite Prosperous. Accordingly, Ms. Wang and Elite Prosperous were deemed to be interested in the 2,444,359,944 Shares under the SFO.

3. Ms. Loh was beneficially interested in 100% of the issued share capital of Assure Gain, which held 100% of the issued share capital of Winner Global Holdings Limited ("Winner Global") and Splendid Asset Holdings Limited ("Splendid Asset") respectively. Ms. Loh was also beneficially interested in 50% of the issued share capital of Corp Insights Holdings Inc. ("Corp Insights") held through Corporate Insights Limited. Assure Gain was the registered holder of 822,176,547 Shares, Winner Global was the registered holder of 213,360,741 Shares, Splendid Asset was the registered holder of 220,733,622 Shares and Corp Insights was the registered holder of 38,578,428 Shares. Accordingly, Ms. Loh was deemed to be interested in the 1,294,849,338 Shares under the SFO.

4. Mr. Lau, being the spouse of Ms. Loh, was deemed to have an interest in the same parcel of the Shares in which Ms. Loh was interested under the SFO.

5. Assure Gain held 100% of the issued share capital of Winner Global and Splendid Asset respectively. Assure Gain was the registered holder of 822,176,547 Shares, Winner Global was the registered holder of 213,360,741 Shares and Splendid Asset was the registered holder of 220,733,622 Shares. Accordingly, Assure Gain was deemed to be interested in the 434,094,363 Shares held by Winner Global and Splendid Asset under the SFO.

Save as disclosed above, the Company had not been notified of any other relevant interests or short positions in the Shares and underlying Shares at 31 March 2020 as required pursuant to section 336 of the SFO.

CONNECTED TRANSACTIONS

The material related party transactions as disclosed in note 44 to the consolidated financial statements fall under the scope of "Connected Transactions" or "Continuing Connected Transactions" under Chapter 14A of the Listing Rules but are exempted from reporting, annual review, announcement or independent shareholders' approval requirements.

REMUNERATION POLICY

The Group remunerates its employees based on their competence, experience, performance and prevailing market terms. Other employee benefits included paid holidays, annual bonus, provident fund scheme, medical insurance, subsidised training programmes, as well as discretionary bonus and share options.

EQUITY-LINKED AGREEMENTS

Save for the outstanding convertible preferred shares disclosed in note 32 to the consolidated financial statements and the share option scheme which expired on 27 November 2019 as disclosed in note 33 to the consolidated financial statements, no equity-linked agreements were entered into by the Group, or existed during the year.

MANAGEMENT CONTRACTS

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

AUDIT COMMITTEE

The audited consolidated financial statements of the Company for the year ended 31 March 2020 have been reviewed by the Audit Committee and duly approved by the Board under the recommendation of the Audit Committee.

AUDITOR

The consolidated financial statements of the Company for the year ended 31 March 2020 have been audited by Crowe (HK) CPA Limited.

A resolution will be proposed at the 2020 AGM to re-appoint Crowe (HK) CPA Limited as auditor of the Company.

On behalf of the Board

Wang Jingyu
Chairlady

Hong Kong, 29 June 2020

Corporate Governance Report

The Company has recognised the importance of transparency and accountability, and believes that shareholders can benefit from good corporate governance. The Company aims to achieve good standard of corporate governance.

CORPORATE GOVERNANCE

The Company had complied with all the applicable code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules for the year ended 31 March 2020 except for the following deviation:

Code Provision E.1.2

Under code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting. Ms. Wang Jingyu, the Chairlady of the Board, was unable to attend the annual general meeting of the Company held on 27 September 2019 (the "2019 AGM") due to other business engagement. However, Mr. Lai Ming Wai, the Chief Executive Officer and an Executive Director of the Company, took the chair of the 2019 AGM in accordance with Article 63 of the Bye-laws of the Company.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by directors of the Company. Having made specific enquiry with the directors, all of them confirmed that they have complied with the required standards set out in the Model Code during the year ended 31 March 2020.

BOARD OF DIRECTORS

The Board formulates the overall strategy of the Group, monitors its financial performance and maintains effective oversight over the management. The Board members are fully committed to their roles and have acted in good faith to maximise the shareholders' value in the long run, and have aligned the Group's goal and directions with the prevailing economic and market conditions. The Board has delegated the Executive Committee with authority and responsibility for handling the management functions and operations of the day-to-day business of the Group, while reserving certain key matters for the approval by the Board.

The Board met regularly throughout the year to discuss the overall strategy as well as the operation and financial performance of the Group. The directors are kept informed on timely basis of major changes that may affect the Group's business, including relevant rules and regulations. The directors can, upon reasonable request, seek independent professional advice in appropriate circumstances, at the Company's expenses. The Board shall resolve to provide separate appropriate independent professional advice to the directors to assist the relevant directors to discharge their duties.

At 29 June 2020, the date of this annual report, the Board comprises six directors, three of which are Executive Directors, namely Ms. Wang Jingyu (Chairlady), Mr. Lai Ming Wai (Chief Executive Officer (the "CEO")), Ms. Chan Yuk Yee and three are Independent Non-executive Directors, namely Mr. Yam Kwong Chun, Mr. Chiang Bun and Mr. Chai Chi Keung. The directors are considered to have a balance of skill, experience and diversity of perspectives appropriate to the requirements of the business of the Company. The Company has received from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive directors are independent in accordance with the independence guidelines set out in the Listing Rules. Biographical details of the directors are set out under the section headed "Biographical Details of Directors and Senior Management" on pages 18 to 21 of this annual report.

Save for Ms. Wang Jingyu is a substantial shareholder of the Company and also an Executive Director and the Chairlady of the Board, there is no financial, business, family or other material/relevant relationship between the substantial shareholders of the Company and other members of the Board.

The Company will provide a comprehensive, formal and tailored induction to each newly appointed director on his/her first appointment in order to enable him/her to have an appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

All directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. The Company has provided timely technical updates, including the briefing on the amendments on the Listing Rules and the news release published by the Stock Exchange to the directors. Continuing briefing and professional development for directors are arranged where necessary.

The directors have participated in continuous professional development by attending seminars, in-house briefings or reading materials on the related areas to develop and refresh their knowledge and skills. During the year ended 31 March 2020, all the directors have complied with Code Provision A.6.5 of the CG Code and have provided the Company with their respective training records pursuant to the CG Code.

During the year ended 31 March 2020, four regular Board meetings and one general meeting were held and the attendance of each director is set out as follows:

	Number of attendance	
	Board Meetings	**General Meeting**
Executive Directors		
Ms. Wang Jingyu	4/4	0/1
Mr. Lai Ming Wai	4/4	1/1
Ms. Chan Yuk Yee	4/4	1/1
Independent Non-executive Directors		
Mr. Yam Kwong Chun	4/4	1/1
Mr. Chiang Bun	4/4	1/1
Mr. Chai Chi Keung	4/4	1/1

CHAIRPERSON AND CHIEF EXECUTIVE

The Group adopts a dual leadership structure in which the role of the Chairlady is separated from that of the CEO. The Chairlady is responsible for overseeing all Board functions, while the executive directors and senior management are under the leadership of the CEO to oversee the day-to-day operations of the Group and implement the strategies and policies approved by the Board.

The position of the Chairlady of the Board is currently held by Ms. Wang Jingyu and the position of the CEO is currently held by Mr. Lai Ming Wai.

TERM OF APPOINTMENT OF NON-EXECUTIVE DIRECTORS

Each of the Independent Non-executive Directors is appointed for a term of twelve-month period which automatically renews for successive twelve-month periods unless terminated by either party in writing prior to the expiry of the term. All the Independent Non-executive Directors are also subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Company's Bye-laws.

EXECUTIVE COMMITTEE

At 29 June 2020, the date of this annual report, the Executive Committee comprises three Executive Directors, namely Ms. Wang Jingyu, Mr. Lai Ming Wai and Ms. Chan Yuk Yee. Ms. Wang Jingyu is the Chairlady of the Executive Committee. The full terms of reference of the Executive Committee are available on the Company's website.

The Executive Committee is delegated with the power and authority from the Board to oversee the day-to-day operations of the Group and handle such other matters as delegated by the Board from time to time. The Executive Committee will meet as and when necessary to discuss the affairs of the Group.

REMUNERATION COMMITTEE

The Remuneration Committee has specific written terms of reference that is in compliance with the CG Code. At 29 June 2020, the date of this annual report, the Remuneration Committee comprises three Independent Non-executive Directors, namely Mr. Chiang Bun, Mr. Yam Kwong Chun and Mr. Chai Chi Keung. Mr. Chiang Bun is the Chairman of the Remuneration Committee.

The Remuneration Committee is mainly responsible for formulating the remuneration policy, reviewing and recommending to the Board the annual remuneration policy and the remuneration of the directors. The overriding objective of the remuneration policy is to ensure that the Group is able to attract, retain and motivate a high-caliber team which is essential to the success of the Group. The full terms of reference of the Remuneration Committee are available on the Company's website and the Stock Exchange's website.

The Remuneration Committee met two times during the year ended 31 March 2020 to review and make recommendations to the Board on the remuneration packages for directors. The attendance of each member is set out as follows:

Members	Number of attendance
Mr. Chiang Bun	2/2
Mr. Yam Kwong Chun	2/2
Mr. Chai Chi Keung	2/2

NOMINATION COMMITTEE

The Nomination Committee has specific written terms of reference that is in compliance with the CG Code. At 29 June 2020, the date of this annual report, the Nomination Committee comprises three Independent Non-executive Directors, namely Mr. Chai Chi Keung, Mr. Yam Kwong Chun and Mr. Chiang Bun. Mr. Chai Chi Keung is the Chairman of the Nomination Committee.

The Nomination Committee is mainly responsible for identifying potential directors and making recommendations to the Board on the appointment or re-appointment of directors of the Company. Potential new directors are selected on the basis of their qualifications, skills and experience that he/she could add value to the management through his/her contributions in the relevant strategic business areas. The full terms of reference of the Nomination Committee are available on the Company's website and the Stock Exchange's website.

The Nomination Committee met one time during the year ended 31 March 2020 to review the board diversity policy of the Company (the "Board Diversity Policy"), the independence of independent non-executive directors, and the structure, size and composition of the Board; and to make recommendation to the Board on the re-election of directors. The attendance of each member is set out as follows:

Members	Number of attendance
Mr. Chai Chi Keung	1/1
Mr. Yam Kwong Chun	1/1
Mr. Chiang Bun	1/1

Board Diversity Policy

The Company recognises the benefits of having a diverse Board to enhance the quality of its performance and adopted the Board Diversity Policy. The Board Diversity Policy sets out that in determining the optimum composition of the Board, differences in skills, regional and industry experience, background, race, gender and other qualities of directors shall be considered. All Board appointments are made on merits, in the context of skills and experience the Board as a whole requires, with due regard for the benefits of diversity on the Board, and the Nomination Committee shall review and assess the Board composition and its effectiveness on an annual basis. When there is a vacancy on Board, the Nomination Committee will recommend suitable candidates for appointment to the Board on merits, based on the terms of reference of the Nomination Committee, with due regard to the Company's own circumstances.

Nomination Policy

The Board has adopted a nomination policy (the "Nomination Policy") setting out the principles which guide the Nomination Committee to identify and evaluate a candidate for nomination to (i) the Board for appointment and (ii) the Shareholders for election as a director of the Company. According to the Nomination Policy, in assessing the suitability of a proposed candidate, the Board shall take into account, among other things, the following factors: (i) qualifications, experience, skills and knowledge relevant to the businesses of the Group; (ii) commitment in respect of available time and relevant interest; (iii) diversity perspectives as set out in the Board Diversity Policy; (iv) in case of independent non-executive directors, regulatory requirement for appointment of independent non-executive directors and the independence criteria as set out in the Listing Rules and (v) any other factors that the Board considers appropriate.

For filling a casual vacancy or as an addition to the existing Board, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation. On making recommendation, the Nomination Committee may submit to the Board for consideration a proposal comprising, inter alia, the personal profile of the proposed candidate, which contains at least the candidate's information required to be disclosed under Rule 13.51 of the Listing Rules. The Board shall be vested with power to make the final decision on all matters relating to the recommendation of candidates (i) for appointment and (ii) for standing for election at a general meeting as a director of the Company.

The Nomination Committee will review the Board Diversity Policy and the Nomination Policy from time to time to ensure that the policies will be implemented effectively.

AUDIT COMMITTEE

The Audit Committee has specific written terms of reference that is in compliance with the CG Code. At 29 June 2020, the date of this annual report, the Audit Committee comprises three Independent Non-executive Directors, namely Mr. Yam Kwong Chun, Mr. Chiang Bun and Mr. Chai Chi Keung, who among themselves possess a wealth of management experience in the accounting profession and in commercial fields. Mr. Yam Kwong Chun is the Chairman of the Audit Committee.

The Audit Committee is mainly responsible for reviewing financial statements of the Company, discussing the risk management and internal control of the Group and meeting with the auditor of the Company. Any findings and recommendations of the Audit Committee will be submitted to the Board for consideration.

The Audit Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee. It is also authorised to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary. The full terms of reference of the Audit Committee are available on the Company's website and the Stock Exchange's website.

The Audit Committee met two times during the year ended 31 March 2020 and the attendance of each member is set out as follows:

Members	Number of attendance
Mr. Yam Kwong Chun	2/2
Mr. Chiang Bun	2/2
Mr. Chai Chi Keung	2/2

The following is a summary of work performed by the Audit Committee during the year:

1. reviewed and discussed the audited consolidated financial statements of the Company for the year ended 31 March 2019 and recommended to the Board for approval;

2. reviewed and discussed the unaudited condensed consolidated financial statements of the Company for the six months ended 30 September 2019 and recommended to the Board for approval;

3. reviewed and discussed with the management and the auditor of the Company the accounting policies and practices which may affect the Group and the scope of the audit;

4. reviewed report from the auditor of the Company regarding their audit on the Company's consolidated financial statements for the year ended 31 March 2019;

5. reviewed the effectiveness of the risk management and internal control systems of the Group; and

6. reviewed and approved the remuneration and the terms of engagement of the Company's auditor; and reviewed and made recommendations to the Board on the re-appointment of the Company's auditor.

Corporate Governance Function

The Board has delegated the corporate governance duties to the Audit Committee. The main corporate governance duties of the Audit Committee are (i) to develop and review the Group's policies and practices on corporate governance and make recommendations to the Board; (ii) to review and monitor the training and continuing professional development of directors and senior management; (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (iv) to develop, review and monitor the code of conduct and compliance manual applicable to the employees and directors of the Group; and (v) to review the Company's compliance with the CG Code and disclosure requirements in the Corporate Governance Report.

AUDITOR AND AUDITOR'S REMUNERATION

The statement of the external auditor of the Company about their responsibilities on the Company's consolidated financial statements for the year ended 31 March 2020 is set out in the "Independent Auditor's Report" on pages 58 to 62 of this annual report.

For the year ended 31 March 2020, remuneration payable to the Company's auditor, Crowe (HK) CPA Limited, for the provision of audit services was HK$1,270,000. During the year, HK$290,000 was paid as remuneration to Crowe (HK) CPA Limited for the provision of non-audit related services.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

The directors acknowledge their responsibility for preparing the consolidated financial statements of the Company for the year ended 31 March 2020.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for maintaining sound and effective risk management and internal control and reviewing their effectiveness to safeguard the shareholders' interests and the Group's assets. The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can provide reasonable but not absolute assurance against material misstatement or loss. The review covers financial, operational and compliance controls of the selected key operations of the Group.

During the year, the Company has taken risk management as a core part of its business activities and operations. The Company is taking steps to build a comprehensive risk management system that is aligned with the strategies and operations of the Company by standardising its risk management procedures, adopting qualitative and quantitative measures to identify, evaluate and mitigate the identified risks.

Guidelines are provided to the directors, officers, management and relevant staff in handling and disseminating sensitive and confidential inside information with due care. Only personnel at appropriate level can get reach of the sensitive and confidential inside information.

Due to the size of the Group and consideration for cost effectiveness, the Company has engaged an independent professional firm to conduct annual review on the risk management and internal control systems to identify and evaluate significant risks of the Group's business operations. The Board believes that the involvement of an independent professional firm could enhance the objectivity and transparency of the evaluation process.

For the year ended 31 March 2020, the Group has engaged an independent professional firm to provide risk management and internal controls assessment services to assist the Board and the Audit Committee to identify and evaluate significant risks of the Group's business operations. The independent professional firm has reviewed the relevant policies and procedures of the Group, conducted collaborative interviews and document inspection, and performed walkthrough tests and samples testing procedures and presented to the Board and the Audit Committee an internal audit report (the "Internal Audit Report") which contained certain findings and relevant recommendations and suggestions for improvement. The Board and the Audit Committee have reviewed and discussed the findings and recommendations with management. In order to manage risks effectively and control risks within acceptable levels, the management will continue to monitor the identified risks and the respective control measures, and arrange adequate resources for the effective control measures undertaken.

The Board has also considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function during the year under review. Based on the Internal Audit Report, the Board is not aware of any significant internal control and risk management weaknesses or inconsistencies with the Group's risk management policies, and considers the existing internal control and risk management systems effective and adequate for the year ended 31 March 2020. The Company has complied with the relevant code provisions of the CG Code relating to risk management and internal control.

COMPANY SECRETARY

Ms. Chan Yuk Yee has been appointed as the Company Secretary of the Company with effect from 28 February 2019. She has taken no less than 15 hours of the relevant professional training during the year ended 31 March 2020. The biographical details of Ms. Chan Yuk Yee are set out under the section headed "Biographical Details of Directors and Senior Management" on pages 18 to 21 of this annual report.

SHAREHOLDER RIGHTS

Procedures for shareholders to convene a special general meeting

Shareholders can submit a requisition to convene a special general meeting pursuant to the Companies Act 1981 of Bermuda (the "Companies Act"), shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition.

The written requisition must:

– state the purposes of the special general meeting;

– be signed by all the requisitionists (may consist of one or several documents in like form each signed by one or more requisitionists); and

– be deposited at the Company's office in Hong Kong for the attention of the Company Secretary.

If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a special general meeting, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a special general meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

Procedures for shareholders to put forward proposals at general meetings

Pursuant to the Companies Act, any number of shareholders representing not less than one-twentieth of the total voting rights of all the shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or not less than one hundred shareholders, can request the Company in writing to:

(a) give to shareholders of the Company entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and

(b) circulate to shareholders of the Company entitled to have notice of any general meeting send to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

The requisition must be deposited to the Company not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in case of any other requisition.

Procedures for directing shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns in writing to the Company Secretary of the Company at the Company's principal place of business in Hong Kong at Room 3201, 32nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

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 meetings, the annual and interim reports, notices, announcements and circulars and the Company's website at http://www.relianceglobal.com.hk.

DIVIDEND POLICY

According to the dividend policy adopted by the Company, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account among other things, the following factors: (i) the actual and expected financial performance of the Group, (ii) the retained earnings and distributable reserves of the Group, (iii) the expected working capital requirements and future expansion plans, (iv) liquidity position and (v) any other factors that the Board deems appropriate. The declaration and payment of dividends by the Company shall be determined at the sole and absolute discretion of the Board and is also subject to compliance with all applicable laws and regulations including the laws of Bermuda and the Company's Bye-laws.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued Shares is held by the public at 24 July 2020, being the latest practicable date before printing of this annual report.

Environmental, Social and Governance Report

OVERVIEW

The Board is pleased to present this Environmental, Social and Governance (the "ESG") Report of the Group which summarises the efforts and achievements made by the Group in corporate responsibility and sustainable development.

The Board is responsible for the Group's ESG strategy and reporting, evaluating and determining the Group's ESG-related risks, and ensuring that appropriate and effective ESG risk management and internal control systems are in place. In order to determine the ESG reporting scopes, the key management personnel has discussed internally and identified the environmental, social and operating items, and assessed their importance to the stakeholders and the Group. The summary of material ESG items are listed out in this report.

INTRODUCTION

The Group is engaged in four business segments, namely money lending business, forest-related business including sustainable forest management and timber supply chain, and leasing of properties.

This ESG Report summarises the ESG initiatives, plans and performances of the Group and demonstrates its commitment to sustainable development.

The ESG Governance Structure

The Board oversees and sets out the ESG strategies for the Group. The Board is also responsible for ensuring the effectiveness of the Group's risk management and internal controls through an annual assessment.

The Group has assigned personnel to systematically identify and manage ESG issues. The said personnel are responsible for collecting and analysing relevant ESG data and identifying the Group's ESG issues. In addition, the said personnel periodically report to the Board for the evaluation and subsequent implementation or revision of the Group's ESG strategies.

REPORTING SCOPE

The ESG Report covers the Group's money lending business and forest-related business which includes (i) sustainable forest management and (ii) timber supply chain operations. The ESG Report includes the Group's activities in Hong Kong, Brazil and Slovenia where the majority of its business operations are located. The key performance indicators ("KPIs") gathered are shown in the ESG Report and are supplemented by explanatory notes to establish benchmarks.

REPORTING FRAMEWORK

The ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the "ESG Reporting Guide") as set out in Appendix 27 to the Listing Rules.

Information relating to the Group's corporate governance practices can be found in the Corporate Governance Report on pages 30 to 39 of this annual report.

REPORTING PERIOD

The ESG Report specifies the ESG activities, challenges and measures taken by the Group during the year ended 31 March 2020 ("FY2020").

STAKEHOLDER ENGAGEMENT

To further the Group's sustainable development efforts, the Group has engaged its key stakeholders to identify sustainability topics and potential risks by way of engagement sessions including routine meetings and annual general meetings. Key stakeholders include but are not limited to, government and other regulatory authorities, shareholders and investors, employees, customers, suppliers, media and the public.

Stakeholders' expectations have been taken into consideration by utilising diversified engagement methods as shown below:

Stakeholders	Communication Channels	Expectations	Management Responses
Government and other regulatory authorities	• Written or electronic correspondences • Visits and inspections	• Legal compliance • Fulfil tax obligation • Stability in business operations	• Uphold integrity and compliance in operations • Ensure on-time tax payment
Shareholders and investors	• General meetings and other shareholders' meetings • Annual reports and interim reports • Announcements and circulars • Company website	• Sustainable profitability • Return on investment • Business compliance • Operating risks management	• Ensure transparency and efficient communications through different communication channels

Stakeholders	Communication Channels	Expectations	Management Responses
Employees	• Training activities, seminars and briefing • Email and suggestion boxes • Regular meetings • Performance evaluation	• Remuneration, compensation and medical benefits • Health and safety • Career development	• Regularly review current employment policies and provision of training activities • Hold team-building events to boost employee morale • Regular review on remuneration package
Customers	• Customer service hotline and email • Face-to-face meetings	• Customer satisfaction • High-quality products/ services	• Ensure the provision of high-quality products and services • Ensure contractual obligations are fulfilled
Suppliers	• Site visits • Business meetings and discussion	• Fair and open procurement • On-time payment • Sustainable relationship	• Perform supplier selection with due care • Ensure contractual obligations are fulfilled
Media and the public	• ESG Report • Company website • Reports and announcements	• Transparent ESG issues and financial disclosure • Legal compliance • Corporate governance compliance	• Ensure effective communication via various communication channels

The Group endeavours to actively listen to and collaborate with its stakeholders to ensure that their opinions can be voiced out through various effective communication channels. In the long run, the stakeholders' contribution will aid the Group in identifying and improving potentially overlooked ESG performances and maintaining the success of the Group's business in the challenging market.

MATERIALITY ASSESSMENT

The Board and employees responsible for key functions of the Group have participated in the preparation of the ESG Report. They have assisted in reviewing the operations, identified key ESG issues and assessed their importance to the Group's businesses and stakeholders. In alignment with the Group's vision on sustainability, business will continue to be operated with high ethical standards and provide sustainable returns to stakeholders.

A summary of the Group's material ESG issues according to their relative importance is as follows:

Least material	Material	Most material
Air emission	Greenhouse gas ("GHG") emissions	Recruitment, diversity and equal opportunities
Water consumption	Energy consumption	Benefits and welfare
Indoor air quality	Waste management	Promotion and performance review
Community investment	Provision of training opportunities	Working hours and rest periods
	Prevention of child and forced labour	Compensation and dismissal
	Procurement process	Provision of safe working environment
	Intellectual property rights	Data privacy protection
		Money lending assurance
		Customer satisfaction
		Anti-money laundering and counter-financing of terrorism
		Anti-bribery and anti-corruption practices
		Whistle-blowing mechanism

During FY2020, the Group confirmed that it has established appropriate and effective management policies and internal control systems for ESG issues and confirmed that the disclosed contents were in compliance with the requirements of the ESG Reporting Guide.

CONTACT US

The Group welcomes stakeholders to provide their opinions and suggestions. You can provide valuable advice in respect of the ESG Report or the Group's performances in sustainable development by writing to: Room 3201, 32nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

A. ENVIRONMENTAL

A1. Emissions

General Disclosure and KPIs

Environmental protection and sustainable development rely on concerted and continuous efforts from all industries and society. In addition to ensuring the compliance of laws and regulations in Hong Kong, the Group is committed to minimising adverse environmental impacts by continuously improving existing policies and incorporating green practices in its daily operations.

Regarding the Group's sustainable forest management operation under the forest-related business, the Group has licensed the harvesting rights of its forest assets in Brazil to external operators for licensing income and the said operators are directly responsible for the forest logging activities. Therefore, the Group does not have direct operational control on the logging activities and the environmental KPIs of the said activities will not be included in this ESG Report. However, as far as the Group understands, the operations are in full compliance with the environmental law in Brazil when they are conducting their logging activities.

During FY2020, the Group was not aware of any material non-compliance with laws and regulations relating to air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that would have a significant impact on the Group including but not limited to, Air Pollution Control Ordinance, Water Pollution Control Ordinance, Waste Disposal Ordinance of the laws of Hong Kong, Federal Law No. 12,305/2010 of the laws of Brazil and Environmental Protection Act of the laws of Slovenia.

Air Emissions

Due to the Group's business nature, air emissions were not considered as a material ESG aspect. Air emissions were mostly generated by the use of the Company's vehicles. Measures on controlling air emissions will be provided in the following section – "GHG Emissions".

Summary of exhaust gas emissions performances:

Indicator	Unit	FY2020	FY2019[1]	Percentage change
Nitrogen oxides ("NO_x")	kg	51.00	N/A	N/A
Sulphur oxides ("SO_x")	kg	0.045	N/A	N/A
Particulate Matter ("PM")	kg	4.75	N/A	N/A

Note:

1. Data was not available as the Group did not own any vehicle in the year ended 31 March 2019 ("FY2019").

GHG Emissions

The principal GHG emissions of the Group were generated from diesel consumption by vehicles (Scope 1), electricity consumption (Scope 2) and paper waste disposal and business air travel (Scope 3).

Scope 1 – Direct GHG Emissions

The Group has adopted the following measures to mitigate direct GHG emissions from diesel consumption by vehicles in its operations:

- Plan routes ahead of time to avoid route repetition and optimise fuel consumption;
- Regularly maintain vehicles to ensure optimal engine performance and fuel use; and
- Switch off the vehicle engine when not in use.

Scope 2 – Energy indirect GHG Emissions

Electricity consumption accounted for the largest percentage of GHG emissions within the Group. The Group has implemented measures to reduce energy consumption; said measures will be mentioned in "Aspect A2 – Use of Resources".

Scope 3 – Other Indirect GHG Emissions

Office paper waste disposal and business air travel attributed to the category of other indirect GHG emissions. The Group recognises that air travels generate a large amount of GHG emissions, therefore air travels are only arranged when deemed necessary. Tele-conferences and web conferences are the Group's preferred communication channel. Measures implemented to reduce paper waste disposal will be mentioned in "Aspect A2 – Use of Resources".

The Group's overall GHG emissions have decreased by approximately 13.72% from approximately 31.56 tCO_2e in FY2019 to approximately 27.23 tCO_2e in FY2020. This shows that the implementation of the abovementioned measures not only increased the employees' awareness of reducing GHG emissions, but also aided in lowering the actual GHG emissions figure.

Summary of GHG emissions performances:

Indicator[2]	Unit[3]	FY2020	FY2019	Percentage change
Scope 1 - Direct GHG emissions • Diesel consumption	tCO_2e	7.70	N/A	N/A
Scope 2 - Energy indirect GHG emissions • Electricity consumption	tCO_2e	8.29	3.26	154.29%
Scope 3 – Other indirect GHG emissions				
• Paper disposal	tCO_2e	1.80	2.40[6]	-25.00%
• Business air travel	tCO_2e	9.44	25.90	-63.55%
Total GHG emissions	**tCO_2e**	**27.23**	**31.56**	**-13.72%**
Total GHG emissions intensity	**tCO_2e/ HK$ million revenue[4]**	**0.04**	**0.05**	**-20.00%**
	tCO_2e/ employee[5]	**0.65**	**1.32**	**-50.76%**

Notes:

2. GHG emissions data is presented in terms of carbon dioxide equivalent and is based on, but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, "How to prepare an ESG report – Appendix II: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, the "Global Warming Potential Values" from the IPCC Fifth Assessment Report, 2015 (AR5), the HK Electric Investments Sustainability Report 2019 published by the HK Electric, CO_2 Emission Factors for Electricity Generation in the National Interconnected System of Brazil – Base Year 2019 by the Ministry of Science, Technology, Innovations and Communications of Brazil and Technical Annex to the SEAP Template Instructions Document: The Emission Factors issued by Covenants of Mayor.

3. tCO_2e is defined as tonnes of carbon dioxide equivalent.

4. For FY2020, the Group recorded a revenue of HK$619,241,000 (2019: HK$589,114,000). This data is also used for calculating other intensity data.

5. At 31 March 2020, the Group had a total of 42 employees (2019: 24 employees). This data is also used for calculating other intensity data.

6. Figure is restated.

Sewage Discharges into Water and Land

Owing to the Group's business nature, the discharges into land and water were insignificant.

Waste Management

Hazardous Waste Management

Owing to the Group's business nature, no material hazardous waste was generated by the Group during FY2020.

Non-hazardous Waste Management

Non-hazardous waste disposed of by the Group was mainly office paper; the Group did not note a disproportional amount of waste generated. The Group places great effort in raising the awareness of its employees on the importance of reducing waste production. The Group has included the following environmentally friendly initiatives to enhance its environmental performance.

Green measures include but not limited to the following:

- Recycle office paper and electronic equipment after their life cycle;
- Reuse single-sided waste paper where possible;
- Print electronic correspondences only when necessary; and
- Procure paper with Forest Stewardship Council Recycled Label.

The decrease in total non-hazardous waste disposal signifies that the implementation of the aforementioned waste management measures was effective in increasing the performance and employees' awareness.

Summary of major non-hazardous waste disposal performance:

Indicator	Unit	FY2020	FY2019	Percentage change
Office paper[7]	kg	374.22	498.96[8]	-25.00%
Total non-hazardous waste	**kg**	**374.22**	**498.96**[9]	**-25.00%**
Total non-hazardous waste intensity	**kg/HK$ million revenue**	**0.60**	**0.85**	**-29.41%**
	kg/employee	**8.91**	**20.79**	**-57.14%**

Notes:

7. For FY2020, approximately 75,000 sheets (2019: 100,000 sheets) of A4 paper were consumed.

8. Figure was not previously presented.

9. Figure is restated.

A2. Use of Resources

General Disclosure and KPIs

The Group realises the scarcity of finite natural resources and has therefore taken the initiative to implement guidelines to better govern the use of resources and minimise the environmental impact arising from its business operations. Measures on reducing general waste and office paper waste production have been mentioned in the preceding "Waste Management" section.

Energy Consumption

The Group strives to further reduce energy consumption by adopting the following energy-saving measures:

- Pre-set air-conditioning temperature at 24 to 26 degrees Celsius in the offices;
- Switch off all idle electrical appliances and unnecessary lightings upon leaving the premises;
- Post eye-catching reminders near lights switches and electrical appliances as a reminder to employees; and
- Purchase equipment with higher energy efficiency on the replacement of old equipment.

The increase in total electricity consumption was due to two factors, i) the Group has moved into an office with a larger floor size in Hong Kong at the beginning of FY2020 and the establishment of an office in Slovenia in November 2019 and ii) the Group has purchased new vehicles for its operation in Brazil. Anomaly in electricity consumption will be investigated and preventive measures will be taken. Despite the overall increase in total energy consumption, the Group believes that the implementation of the aforementioned energy-saving measures has been effective in raising employee's awareness regarding energy conservation.

Summary of energy consumption performances:

Indicator	Unit	FY2020	FY2019	Percentage change
Direct energy consumption	kWh	29,969.06	N/A	N/A
Diesel	kWh	29,969.06	N/A	N/A
Indirect energy consumption	kWh	10,809.30	4,124.00	162.11%
Electricity	kWh	10,809.30	4,124.00	162.11%
Total energy consumption	**kWh**	**40,778.36**	**4,124.00**	**888.81%**
Total energy consumption intensity	**kWh/HK$ million revenue**	**65.85**	**7.00**	**840.71%**
	kWh/employee	**970.91**	**171.83**[10]	**465.04%**

Note:

10. Figure is restated.

Water Consumption

Owing to the Group's business nature, only the usage of water by employees at the office premises in Hong Kong is considered to be a material ESG aspect to the Group. Nevertheless, the water consumption data are not available since water usage is on the account of the building management company and covered by the building management fees. Despite the lack of water consumption data, the Group remains conscious of the necessity to remind its employees to conserve water resources. Apart from posting water conservation reminders around the Group's premises, the Group also regularly inspects water taps to prevent leakage and reports to the building management where necessary. Through the implementation of the said water-saving measures, employees' awareness of water conservation have increased.

Owing to the Group's business nature, the Group did not encounter any problem in sourcing water that was fit for purpose.

Use of Packaging Material

Owing to the Group's business nature, the use of packaging material was not considered to be a material ESG aspect to the Group.

A3. The Environment and Natural Resources

General Disclosure and KPIs

During FY2020, as the Group did not directly engage in the logging activities with respect to its operation under the reporting scope, the environmental impact brought by the Group was only limited to its office-based operations and was thus relatively low. Nevertheless, the Group remains conscious of its existing and potential impacts and regularly assesses the environmental risks of its business model, adopts preventive measures and ensures compliance with the relevant laws and regulations.

Indoor Air Quality

Indoor air quality was regularly monitored and measured. During FY2020, the indoor air quality of the Group's premises was satisfactory. To improve indoor air quality, air purifying equipment was placed in the premises and the air conditioning system was cleaned periodically. These measures filtered out pollutants, contaminants and dust particles and resulted in maintaining indoor air quality at a satisfactory level.

B. SOCIAL

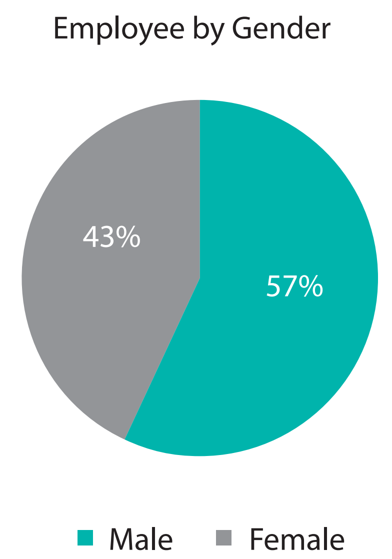
B1. Employment

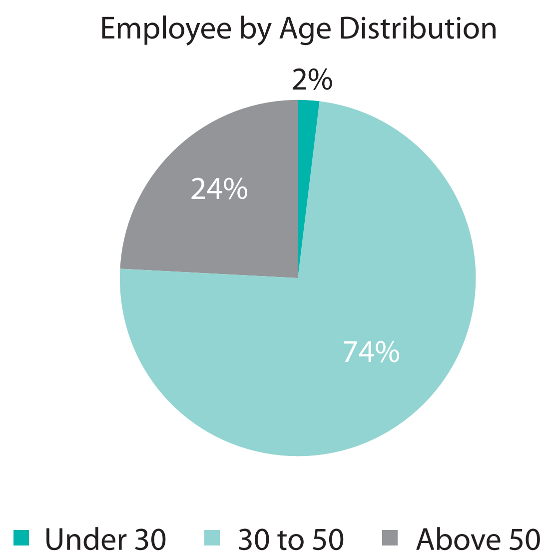
General Disclosure

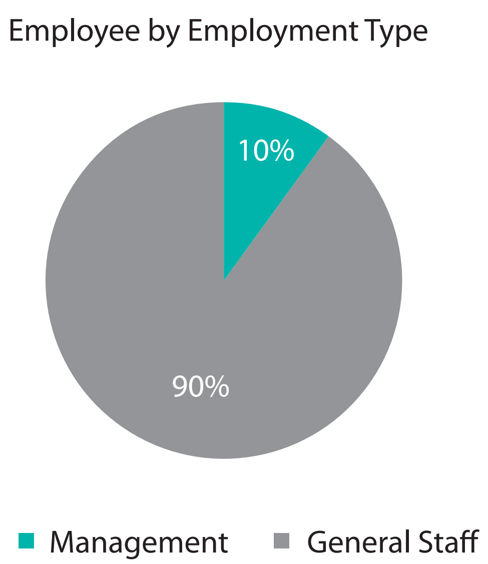
The Group recognises that its continued success is dependent on employees' talents and their dedication. Employment policies are formally documented in the Human Resources Policy and the Group's Internal Control Manual, covering recruitment, compensation, remuneration, diversity and equal opportunities, etc. The Group is aware of its responsibilities towards its employees. To recruit talents, ensure retention and care for the emotional and physical well-being of its employees, the Group periodically reviews existing policies and employment practices to ensure continuous improvement of its employment standards and competitiveness against service providers of the similar industry. At 31 March 2020, the Group had a total of 42 employees (2019: 24 employees).

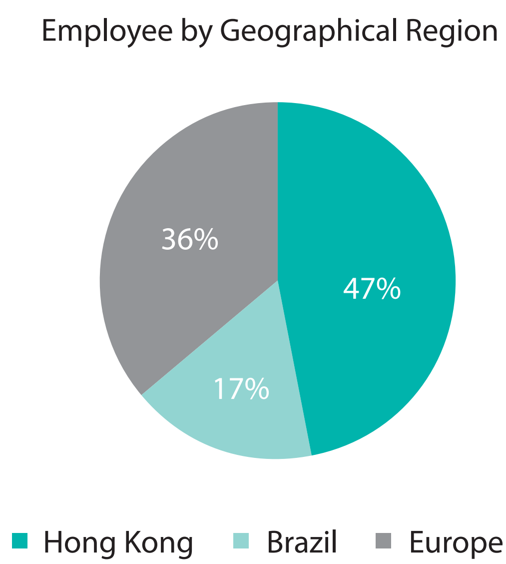
The breakdown of employees according to gender, age distribution, employment type and geographical region were as follows:

Indicator	FY2020	FY2019	Percentage Change
By Gender			
Male	57%	55%	3.63%
Female	43%	45%	-4.44%
By Age Distribution			
Under 30	2%	N/A	N/A
30 to 50	74%	N/A	N/A
Above 50	24%	N/A	N/A
By Employment Type			
Management	10%	51%	-80.39%
General Staff	90%	49%	83.67%
By Geographical Region			
Hong Kong	47%	77%	-38.96%
Brazil	17%	23%	-26.09%
Europe	36%	–	N/A









During FY2020, the Group was not aware of any material non-compliance with employment-related laws and regulations that would have a significant impact on the Group, including but not limited to Employment Ordinance, Sex Discrimination Ordinance, Disability Discrimination Ordinance, Family Status Discrimination Ordinance, Race Discrimination Ordinance, Minimum Wage Ordinance of the laws of Hong Kong, Consolidation of Labour Laws of the laws of Brazil and Employment Relationships Act, Employment Act and Protection Against Discrimination Act of the laws of Slovenia.

Recruitment, Diversity and Equal Opportunities

Sustainable growth of the Group relies on a non-discriminatory recruitment process and the diversity of talents. The Group's employees are recruited via a robust, transparent and fair recruitment process based solely on their experience and expertise and without regard to their age, ethnicity, origin, gender identity, marital status, sexual orientation and religion. The recruitment process is stated in the Human Resources Policy and the Group's Internal Control Manual.

The Group believes that all employees should have the right to work in an environment free of discrimination, harassment and vilification and is committed to creating and maintaining an inclusive and harmonious workplace culture. The Group does not tolerate any aforementioned behaviours in the workplace of any form.

Benefits and Welfare

In addition to the entitlement of leave stipulated in the respective employment laws in respective jurisdictions, the Group provides other leave to its employees, such as compassionate leave, compensation leave, etc. Save for the aforementioned entitlement to leave, the employees are also entitled to benefits such as group medical insurance scheme and business trip travel insurance scheme.

Promotion and Performance Review

Employees' salary is reviewed annually with reference to the result of their performance review. Employees are promoted on the basis of their performance and the extent to which they demonstrate the attributes required for the higher grade. The Group also gives preference to internal promotion to reward employee's loyalty and continuous effort.

Working Hours and Rest Periods

Official working hours and rest periods are clearly stated in the Human Resources Policy and Employee's contract of employment and are in accordance with the local employment laws.

Compensation and Dismissal

The Group compensates employees in accordance with statutory requirements of respective jurisdictions, which covers employees who sustain personal injury by accident or disease arising out of and in the course of employment. Unreasonable dismissal under any circumstances is strictly prohibited, dismissal will be based on reasonable and lawful grounds supported by internal policies of the Group.

B2. Health and Safety

General Disclosure

During FY2020, the Group was not aware of any material non-compliance with health and safety-related laws and regulations that would have a significant impact on the Group, including but not limited to Occupational Safety and Health Ordinance of the laws of Hong Kong, Consolidation of Labour Laws of the laws of Brazil and Health and Safety at Work Act of the laws of Slovenia. During FY2020, no work-related fatalities with regard to occupational health and safety were reported and there were no lost days due to injury.

Provision of Safe Working Environment

The Group attaches great importance to providing employees with a safe and healthy working environment. Although health and safety measures that are applicable to an office-based business operation are limited, the Group is nevertheless committed to safeguarding the wellbeing of all employees. The Group provides ergonomic chairs for its employees to help alleviate potential discomfort and backache. Portable fire extinguishers are placed in the offices and are within easy reach, fire exits are free from obstruction and first aid boxes are placed around the premises.

Response to COVID-19 Outbreak

The Group recognises the potential impact of the COVID-19 outbreak on its employees. The Group has issued reminders to its employees to remind them of the importance of practising and maintaining good personal hygiene. The Group required employees in Hong Kong to check their temperature before entering the Group's premises and they are also required to wear a facial mask at all times. There are work-from-home arrangements for the Group's office in Slovenia and Brazil to avoid the increased chance of contracting the virus amongst employees.

B3. Development and Training

General Disclosure

Provision of Training Opportunities

Training and continuous development are indispensable to the Group's employees to better adapt to the ever-changing trend of the industry. The Group encourages a continuous learning atmosphere for career development and thus provides both in-house training and reimbursement for employees' continuing professional development activities. Furthermore, the Group encourages employees to attend personal off-the-job training sessions to enhance their transferable skills and increase their competitiveness against others in the industry. The Group holds firm belief that providing its employees with adequate training opportunities and room for continuous development lays a solid foundation for the Group's continuing success.

As a financial services provider, apart from ensuring a stringent anti-corruption and anti-money laundering policy framework, the Group places emphasis on providing adequate training and encouraging its employees to participate in external seminars on the above mentioned matter. During FY2020, its employees have participated in seminars in anti-corruption and anti-money laundering activities.

B4. Labour Standards

General Disclosure

Prevention of Child and Forced Labour

As a responsible corporation operating in the money lending and forest-related businesses, the Group is firmly against the employment of child and forced labour. The Group guarantees that no employee will be made to work against his/her will or be coerced to work, and the recruitment of child labour is also strictly prohibited. All employees recruited by the Group are above 18 years old and are subject to satisfactory reference checks. Personal data are collected and original supporting documents are required to be presented during the process to assist the human resources department to verify the candidates' personal data and select suitable candidates. A detailed background and reference check will also be conducted on potential hires.

During FY2020, the Group was not aware of any material non-compliance with child and forced labour-related laws and regulations that would have a significant impact on the Group, including but not limited to Employment Ordinance of the laws of Hong Kong, Consolidation of Labour Laws of the laws of Brazil and Employment Relationships Act of the laws of Slovenia.

B5. Supply Chain Management

General Disclosure

To maintain current high standards of the supply chain management, attention will be placed to ensure suppliers not only meeting the mutually agreed quantity and quality of products/services but they must also be acting in an ethical manner.

Procurement Process

The Group has established a policy relating to supply chain management, which detailed the requirement of performing a "Know Your Supplier" check and other procedures before engaging new suppliers. The Group considers factors including suppliers' reputation, prevailing market price and delivery time when making purchases with suppliers. At the same time, the purchases of supplies are determined after having considered the current inventories, expected customer demands, projected sales trends and global economic outlook.

Where possible, the Group strives not to over-rely on a particular supplier by maintaining more than one supplier for each type of products or services required in order to ensure the stability of the supply chain. The Group monitors and annually evaluates the performance of its suppliers to ensure their compliance with legal requirements, quality and performance standards. Should products/services provided by the suppliers fall below the expected standard, the purchases from them may be terminated.

The number of suppliers of the Group's timber supply chain operation by geographical region is as follows:

Indicator	FY2020	FY2019
Slovenia	17	N/A
Papua New Guinea	6	2
Czech Republic	4	N/A
Austria	3	N/A
Croatia	3	N/A
Others	5	8
Total	38	10

B6. Product Responsibility

General Disclosure

Good risk management practice is essential to the Group's long-term development and sustainable growth.

During FY2020, the Group was not aware of any non-compliance with the laws and regulations concerning health and safety, advertising, labelling and privacy matters relating to products and services provided by the Group and methods of redress that would have a significant impact on the Group, including but not limited to Personal Data (Privacy) Ordinance of the laws of Hong Kong, General Data Protection Law (LGPD) of the laws of Brazil and Personal Data Protection Act of the laws of Slovenia. During FY2020, the Group did not receive any reported recalls due to safety and health reasons nor complaints regarding the Group's products and services provided.

Data Privacy Protection

The Group is committed to protecting the legitimate rights and interests of its customers. Unauthorised access and dissemination of customers' sensitive information is strictly prohibited unless the employees are under the legal obligation to do so. The Group's Information Technology ("IT") Policy provides guidelines on preventing data leakage and holds the IT department responsible for ensuring that the anti-virus protection for all machines and network connection is adequate. Confidential information such as sensitive financial data should be encrypted with a password. Only authorised personnel are permitted to access the clients' information database and they are entitled to access the information on a need-to-know basis. The existing privacy and security policies are reviewed on a regular basis and will be updated whenever applicable laws and regulations are revised.

Money Lending Assurance

The Group ensures its employees are familiar with the guideline on the special requirements in advertisement of money lending business. The guideline stipulates that advertisement, whether in textual, audio or visual form, must contain the relevant money lender's telephone hotline for handling complaints and a clearly-stated risk warning statement. The said risk warning statement must also be clearly audible in the audio part of the advertisement.

Intellectual Property Rights

The Group refrains from using any illegal software or products. As a responsible and ethical corporation, the Group is in full support of the use of legal software and products that have obtained licences or those that have been certified by the relevant authorities.

Customer Satisfaction

Feedbacks and complaints from the Group's customers are highly valued as it is of vital importance to the continuous development of the Group. Procedures for handling feedbacks have been set up. Should the Group receive any complaints, the Group will strive to act in a timely manner to resolve the issue with effective corrective actions. In addition, complaints of significant weight received will be discussed and reviewed by the management during regular meetings to prevent re-occurrence. During FY2020, the Group has not received any form of complaints from its customers in respect of the products/services provided.

Labelling Matters

Owing to the Group's business nature, the Group does not have a material amount of business dealings relating to labelling matters.

B7. Anti-corruption

General Disclosure

A solid corporate governance structure is crucial to the Group's sustainable growth. The Group emphatically asserts its zero-tolerance stance in relation to any kind of corruption, bribery, forgery, extortion, conspiracy, embezzlement and collusion cases that not only violate applicable laws and regulations but also severely tarnish the business integrity and reputation of the Group.

During FY2020, the Group was not aware of any material non-compliance with the relevant laws and regulations of bribery, extortion, fraud and money laundering that would have a significant impact on the Group, including but not limited to Money Lenders Ordinance, Securities and Futures Ordinance and Prevention of Bribery Ordinance of the laws of Hong Kong, Anti-Corruption Act of the laws of Brazil and Integrity and Prevention of Corruption Act of the laws of Slovenia. During FY2020, there were no cases regarding corrupt practices brought against the Group or its employees.

Anti-money Laundering and Counter-financing of Terrorism

As a financial services provider, the Group is particularly sensitive to the signs of money laundering and other financial crimes. Apart from complying with local laws and guidelines set up by regulatory authorities, the Group recognises its responsibility in protecting the integrity of the financial system. The Group has formulated an Anti-money Laundering and Counter-terrorist Financing Policy to ensure that its employees are familiar with their responsibilities in combating criminal activities. Guidelines are also in place in the same policy to safeguard the interests of the Group, such as background investigation and customer due diligence for loan assessment and approval process for loan financing applications.

Anti-bribery and Anti-corruption Practices

To prevent the occurrence of corrupt practices in the Group's business operation, the Group has formulated a Code of Conduct and Discipline Policy in relation to accepting business courtesies, gifts or hospitality and has specified the consequences of accepting or soliciting for such benefits. Bribery, fraud and corruption in any form or in relation to any parties are all strictly prohibited in the Group.

Whistle-blowing Mechanism

The Group has set out a reporting and investigative procedure to encourage its employees to report fraudulent activities. The Group endeavours to protect the whistle-blower from common concerns such as victimisation and potential retaliation. Therefore, the employee reporting in good faith under this procedure shall be assured of the protection against unfair dismissal or victimization, even if the reports are subsequently proved to be unsubstantiated.

B8. Community Investment

General Disclosure

The Group recognises the importance of making a positive impact on the community and realises the importance of giving back to the members of the society. Therefore, the Group encourages its employees to engage in community services and voluntary activities to give back to the less-abled and financially challenged members of the public. The Group shall extend its scope of financial contribution to benefit the financially disadvantaged in the future.

國富浩華（香港）會計師事務所有限公司
Crowe (HK) CPA Limited
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9/F Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF RELIANCE GLOBAL HOLDINGS LIMITED (FORMERLY KNOWN AS SUSTAINABLE FOREST HOLDINGS LIMITED)
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Reliance Global Holdings Limited (formerly known as "Sustainable Forest Holdings Limited") (the "Company") and its subsidiaries (together, the "Group") set out on pages 63 to 155, which comprise the consolidated statement of financial position at 31 March 2020, 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 at 31 March 2020 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") 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 Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements" section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Provision for expected credit losses ("ECL") and impairment assessment of loan receivables	
We identified the ECL assessment and impairment assessment on loan receivables as a key audit matter due to management judgement was required in making an assessment of the adequacy of the ECL assessment and impairment provision for loan receivables rising from the money lending business. The carrying amount of the loan receivables at 31 March 2020 amounted to approximately HK$306,890,000. In determining the impairment provision of loan receivables, the recoverability of the loan receivables was assessed by the management taking into account the credit quality and likelihood of collection. ECL for loan receivables are based on management's estimate of 12-month ECL to be incurred, which is estimated by taking into account the credit loss experience, aging of overdue, customers' repayment history and customers' financial position, all of which involve a significant degree of management judgement.	Our procedures in relation to management's impairment assessment of the loan receivables included: – Understanding the Group's policy on granting loans to its borrowers and the Group's credit and impairment assessments including the related credit control and loan monitoring process; – Challenging management's basis and judgement in determining credit loss allowance on loan receivables at 31 March 2020, including the identification of credit impaired loan receivables, estimated loss rates applied to each borrower and collaterals pledged to the Group; – Evaluating management's assessment of the internal credit rating of the loan receivables by reference to the past due status, past collection history, subsequent settlement information and financial condition of the borrowers; – Testing the mathematical accuracy of the impairment allowance calculation and settlement records on a sample basis; – Evaluating the expected cash shortfalls estimated by the management by checking the expected cash flows to be received from the realisation of collaterals against publicly available information; and – Assessing the reasonableness of forward-looking information used by the Group.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS 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 IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda, 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 judgement and maintain professional scepticism 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 auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Crowe (HK) CPA Limited
Certified Public Accountants
Hong Kong, 29 June 2020

Alvin Yeung Sik Hung
Practising Certificate Number: P05206

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	7	**619,241**	589,114
Cost of sales		**(560,845)**	(546,154)
Change in fair value of investment properties reclassified as assets classified as held-for-sale	24	**–**	480
Change in fair value of investment properties	18	**–**	2,180
Other income	8	**38**	1,759
Other net gains	8	**–**	67
Administrative expenses		**(19,592)**	(18,385)
Other operating expenses	9(c)	**(1,929)**	(979)
Profit from operations		**36,913**	28,082
Finance income		**599**	242
Finance costs		**(1,942)**	(1,498)
Net finance costs	9(a)	**(1,343)**	(1,256)
Profit before taxation	9	**35,570**	26,826
Income tax expense	12(a)	**(1,009)**	(454)
Profit for the year		**34,561**	26,372
Attributable to:			
Owners of the Company		**33,709**	26,372
Non-controlling interests		**852**	–
		34,561	26,372
Earnings per share	14		
– Basic		**HK0.37 cent**	HK0.29 cent
– Diluted		**HK0.37 cent**	HK0.29 cent

The notes on pages 70 to 155 form part of these consolidated financial statements.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2020

	2020 HK$'000	2019 HK$'000
Profit for the year	**34,561**	26,372
Other comprehensive (expense)/income for the year:		
Item that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of foreign operations	**(801)**	265
Total comprehensive income for the year	**33,760**	26,637
Total comprehensive income attributable to:		
Owners of the Company	**32,987**	26,637
Non-controlling interests	**773**	–
	33,760	26,637

The notes on pages 70 to 155 form part of these consolidated financial statements.

Consolidated Statement of Financial Position

At 31 March 2020

	Notes	2020 HK$'000	2019 HK$'000
Non-current assets			
Property, plant and equipment	15	**1,111**	42
Right-of-use assets	16	**3,819**	–
Intangible assets	17	**5,119**	6,820
Loan receivables	21	**72,660**	219,800
Finance lease receivables	22	**2,188**	6,252
		84,897	232,914
Current assets			
Inventories	19	**33,397**	–
Trade and other receivables	20	**106,220**	109,229
Loan receivables	21	**234,230**	76,078
Finance lease receivables	22	**3,347**	3,923
Cash and cash equivalents	23	**96,981**	25,433
		474,175	214,663
Assets classified as held-for-sale	24	**–**	23,400
		474,175	238,063
Current liabilities			
Trade and other payables	25	**45,128**	52,494
Bank borrowings	26	**66,997**	48,151
Lease liabilities	28	**1,864**	–
Provision for taxation		**2,602**	1,293
Amounts received from a shareholder	30	**190,000**	200,000
		306,591	301,938
Liabilities directly associated with assets classified as held-for-sale	24	**–**	1,836
		306,591	303,774
Net current assets/(liabilities)		**167,584**	(65,711)
Total assets less current liabilities		**252,481**	167,203
Non-current liabilities			
Notes payable	27	**50,000**	–
Lease liabilities	28	**2,097**	–
Deferred tax liabilities	31	**1,708**	2,287
		53,805	2,287
Net assets		**198,676**	164,916

Consolidated Statement of Financial Position

At 31 March 2020

	Notes	2020 HK$'000	2019 HK$'000
Capital and reserves			
Share capital	32	**125,068**	125,068
Reserves	34	**72,849**	39,862
Total equity attributable to owners of the Company		**197,917**	164,930
Non-controlling interests		**759**	(14)
Total equity		**198,676**	164,916

Approved and authorised for issue by the Board of Directors on 29 June 2020 and are signed on its behalf by:

Wang Jingyu
Director

Lai Ming Wai
Director

The notes on pages 70 to 155 form part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 March 2020

		Attributable to owners of the Company										
	Notes	Share capital *HK$'000*	Share premium *HK$'000*	Shares held by the Company for settlement of acquisition consideration *HK$'000*	Contributed surplus *HK$'000*	Distributable reserve *HK$'000*	Capital redemption reserve *HK$'000*	Exchange fluctuation reserve *HK$'000*	Accumulated losses *HK$'000*	Sub-total *HK$'000*	Non-controlling interests *HK$'000*	Total equity *HK$'000*
At 1 April 2018		125,068	67,545	(115,920)	2,885,431	2,216	8,000	(64,320)	(2,769,738)	138,282	(14)	138,268
Profit for the year		–	–	–	–	–	–	–	26,372	26,372	–	26,372
Exchange differences on translation of financial statements of overseas subsidiaries		–	–	–	–	–	–	265	–	265	–	265
Total other comprehensive income		–	–	–	–	–	–	265	–	265	–	265
Total comprehensive income for the year		–	–	–	–	–	–	265	26,372	26,637	–	26,637
Shares issued upon exercise of ordinary share warrants	*32*	–	1	–	–	–	–	–	–	1	–	1
Disposal of shares	*34(a)(vii)*	–	–	1,341	–	–	–	–	(1,331)	10	–	10
Total transactions with owners		–	1	1,341	–	–	–	–	(1,331)	11	–	11
At 31 March 2019		125,068	67,546	(114,579)	2,885,431	2,216	8,000	(64,055)	(2,744,697)	164,930	(14)	164,916
At 1 April 2019		**125,068**	**67,546**	**(114,579)**	**2,885,431**	**2,216**	**8,000**	**(64,055)**	**(2,744,697)**	**164,930**	**(14)**	**164,916**
Profit for the year		**–**	**–**	**–**	**–**	**–**	**–**	**–**	**33,709**	**33,709**	**852**	**34,561**
Exchange differences on translation of financial statements of overseas subsidiaries		**–**	**–**	**–**	**–**	**–**	**–**	**(722)**	**–**	**(722)**	**(79)**	**(801)**
Total other comprehensive expense		**–**	**–**	**–**	**–**	**–**	**–**	**(722)**	**–**	**(722)**	**(79)**	**(801)**
Total comprehensive (expense)/income for the year		**–**	**–**	**–**	**–**	**–**	**–**	**(722)**	**33,709**	**32,987**	**773**	**33,760**
Transfer to reserve	*34(a)(iii)*	**–**	**–**	**–**	**–**	**72**	**–**	**–**	**(72)**	**–**	**–**	**–**
Total transactions with owners		**–**	**–**	**–**	**–**	**72**	**–**	**–**	**(72)**	**–**	**–**	**–**
At 31 March 2020		**125,068**	**67,546**	**(114,579)**	**2,885,431**	**2,288**	**8,000**	**(64,777)**	**(2,711,060)**	**197,917**	**759**	**198,676**

The notes on pages 70 to 155 form part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 March 2020

	Notes	2020 HK$'000	2019 HK$'000
Cash flows from operating activities			
Profit before taxation		**35,570**	26,826
Adjustments for:			
Change in fair value of investment properties	18	**–**	(2,180)
Change in fair value of investment properties reclassified as assets classified as held-for-sale	24	**–**	(480)
Finance costs	9(a)	**1,942**	1,498
Finance income	9(a)	**(599)**	(242)
Impairment loss on trade receivables	9(c)	**592**	324
Impairment loss on loan receivables	9(c)	**1,685**	655
Reversal of impairment loss on loan receivables	9(c)	**(360)**	–
Depreciation of property, plant and equipment	9(c)	**122**	13
Depreciation of right-of-use assets	9(c)	**1,616**	–
Loss on disposal of property, plant and equipment	9(c)	**12**	–
Net gain on disposal of a subsidiary	8	**–**	(57)
Change in fair value of financial liabilities	8	**–**	(10)
Operating cash flows before changes in working capital		**40,580**	26,347
Increase in inventories		**(27,794)**	–
Decrease/(increase) in trade and other receivables		**10,012**	(88,712)
Increase in loan receivables		**(12,337)**	(191,065)
Decrease/(increase) in finance lease receivables		**4,640**	(10,175)
(Decrease)/increase in trade and other payables		**(20,474)**	35,555
Cash used in operations		**(5,373)**	(228,050)
Income tax paid			
– Hong Kong Profits Tax paid		**–**	(186)
– Overseas tax paid		**(16)**	–
Net cash used in operating activities		**(5,389)**	(228,236)
Cash flows from investing activities			
Purchase of property, plant and equipment	15	**(920)**	(33)
Proceeds from disposal of a subsidiary	37(c)	**–**	10,880
Proceeds from disposal of investment properties reclassified as assets classified as held-for-sale	24	**22,142**	1,238
Acquisition of subsidiaries, net of cash acquired	37(b)	**(673)**	–
Interest received	9(a)	**599**	242
Net cash generated from investing activities		**21,148**	12,327

Consolidated Statement of Cash Flows

For the year ended 31 March 2020

	Notes	**2020** **HK$'000**	2019 HK$'000
Cash flows from financing activities			
Repayment of bank loans		**–**	(10,848)
Proceeds from issuance of notes	*27*	**50,000**	–
Proceeds from bank advances on bill receivables discounted with full recourse		**524,654**	468,151
Repayment of bank advances on bill receivables discounted with full recourse		**(505,808)**	(420,000)
(Decrease)/increase in amounts received from a shareholder		**(10,000)**	180,000
Interest paid	*9(a)*	**(1,786)**	(1,498)
Proceeds from issue of shares upon exercise of share warrants		**–**	1
Proceeds from disposal of shares held by the Company for settlement of acquisition consideration		**–**	10
Capital element of lease rentals paid		**(1,474)**	–
Interest element of lease rentals paid	*9(a)*	**(156)**	–
Net cash generated from financing activities		**55,430**	215,816
Net increase/(decrease) in cash and cash equivalents		**71,189**	(93)
Cash and cash equivalents at beginning of year		**25,433**	24,436
Effect of foreign exchange rate changes		**359**	1,090
Cash and cash equivalents at end of year		**96,981**	25,433

The notes on pages 70 to 155 form part of these consolidated financial statements.

1. CORPORATE INFORMATION

Reliance Global Holdings Limited (the "Company", formerly known as Sustainable Forest Holdings Limited) was incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda and its ordinary shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Trading in the shares of the Company has been suspended since 10 October 2018. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the principal place of business in Hong Kong is Room 3201, 32nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

The principal activities of the Company are investment holding and provision of management services. The principal activities of the subsidiaries of the Company comprise money lending business conducted pursuant to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), forest-related business comprising sustainable forest management and timber supply chain, and leasing of properties.

2. STATEMENT OF COMPLIANCE

These consolidated financial statements have been prepared in accordance with all applicable International Financial Reporting Standards ("IFRSs"), which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards ("IASs") and Interpretations issued by the International Accounting Standards Board ("IASB"), and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). Significant accounting policies adopted by the Company and its subsidiaries (collectively referred to as the "Group") are disclosed below.

The IASB has issued certain new and revised IFRSs which are first effective or available for early adoption for the current accounting period of the Group. Note 4 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 March 2020 comprise the financial statements of the Company and its subsidiaries.

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). These consolidated financial statements are presented in Hong Kong dollars ("HK$"), rounded to the nearest thousand except for per share data. Hong Kong dollar is the Company's functional currency and the Group's presentation currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of preparation of the financial statements (continued)

The measurement basis used in the preparation of the financial statements is the historical cost basis except for investment properties reclassified as assets classified as held-for-sale which are stated at their fair value as explained in the accounting policies set out below.

Non-current assets held-for-sale are stated at the lower of their carrying amount and fair value less costs to sell (see note 3(w)).

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

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

Judgements made by management in the application of IFRSs that have a significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 5.

(b) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Subsidiaries and non-controlling interests (continued)

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company. 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. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, interests in subsidiaries are stated at cost less impairment losses (please refer to note 3(j)), unless the investment is classified as held-for-sale (or included in a disposal group that is classified as held-for-sale).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Business combinations

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

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 "Income Taxes" and IAS 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 IFRS 2 "Share-based Payment" at the acquisition date;

- assets (or disposal groups) that are classified as held-for-sale in accordance with IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that standard; and

- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 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 amount of the identifiable assets acquired and the liabilities assumed at acquisition date. If, after re-assessment, the net amount 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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Business combinations (continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured 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.

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

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

Where 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 (that is, the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or 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 IFRS 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), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Goodwill

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

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

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

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

(e) Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Property, plant and equipment

The following items of property, plant and equipment are stated in the consolidated statement of financial position at cost less accumulated depreciation and accumulated impairment losses (please refer to note 3(j)(ii)):

– furniture and fixtures, machinery, engineering and other equipment, and motor vehicles;

– right-of-use assets arising from leases over leasehold properties where the Group is not the registered owner of the property interest.

Freehold land is not depreciated and is measured at cost less subsequent accumulated impairment losses.

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

Furniture and fixtures	5–10 years
Machinery, engineering and other equipment	5–10 years
Motor vehicles	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are recognised in profit or loss during the financial period in which they are incurred.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Property, plant and equipment (continued)

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net proceeds on disposal and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

(g) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 3(i)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 3(t)(iv).

In the comparative period, when the Group held a property interest under an operating lease and used the property to earn rental income and/or for capital appreciation, the Group could elect on a property-by-property basis to classify and account for such interest as an investment property. Any such property interest which had been classified as an investment property was accounted for as if it were held under a finance lease, and the same accounting policies were applied to that interest as were applied to other investment properties leased under finance leases. Lease payments were accounted for as described in note 3(i).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Intangible assets (other than goodwill)

Intangible assets, other than goodwill, identified on business combinations are capitalised based on their fair values.

Intangible assets acquired by the Group are stated in the consolidated statement of financial position at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 3(j)(ii)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Money lenders licence will not be amortised until its useful life is determined to be finite, but subject to impairment test annually.

Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Harvesting rights have indefinite useful life. Harvesting rights are stated at cost less any accumulated impairment losses. These rights give the Group rights to logging trees in the allocated concession forests in designated areas in the Northwest of Brazil, the State of Acre, Amazon Region.

(i) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Leased assets (continued)

(i) As a lessee

(A) Policy applicable from 1 April 2019

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for leases that have a lease term of 12 months or less ("short-term lease") and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset is recognised when a lease is capitalised and initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (please refer to notes 3(f) and 3(j)(ii)), except for the following types of right-of-use asset:

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Leased assets (continued)

(i) As a lessee (continued)

(A) Policy applicable from 1 April 2019 (continued)

– right-of-use assets that meet the definition of investment property are carried at fair value in accordance with note 3(g); and

– right-of-use assets related to leasehold land and buildings where the Group is the registered owner of the leasehold interest are carried at cost in accordance with note 3(f).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property and lease liabilities separately in the consolidated statement of financial position.

(B) Policy applicable prior to 1 April 2019

In the comparative period, as a lessee the Group classified leases as finance leases if the leases transferred substantially all the risks and rewards of ownership to the Group. Leases which did not transfer substantially all the risks and rewards of ownership to the Group were classified as operating leases, with the following exceptions:

– property held under operating leases that would otherwise meet the definition of an investment property was classified as investment property on a property-by-property basis and, if classified as investment property, was accounted for as if held under a finance lease (see note 3(g)); and

– land held for own use under an operating lease, the fair value of which could not be measured separately from the fair value of a building situated thereon at the inception of the lease, was accounted for as being held under a finance lease, unless the building was also clearly held under an operating lease. For these purposes, the inception of the lease was the time that the lease was first entered into by the Group, or taken over from the previous lessee.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Leased assets (continued)

(i) As a lessee (continued)

(B) Policy applicable prior to 1 April 2019 (continued)

Where the Group acquired the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets were recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, were recorded as obligations under finance leases. Depreciation was provided at rates which wrote off the cost or valuation of the assets over the term of the relevant lease or, where it was likely the Group would obtain ownership of the asset, the life of the asset, as set out in note 3(f). Impairment losses were accounted for in accordance with the accounting policy as set out in note 3(j)(ii). Finance charges implicit in the lease payments were charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

Where the Group had the use of assets held under operating leases, payments made under the leases were charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis was more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received were recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals were charged to profit or loss in the accounting period in which they were incurred.

(ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. The rental income from operating leases is recognised in accordance with note 3(t)(iv).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in note 3(i)(i), then the Group classifies the sub-lease as an operating lease.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Credit losses and impairment of assets

(i) Credit losses from financial instruments, loan receivables and finance lease receivables

The Group recognises impairment loss for expected credit losses ("ECLs") on the following items:

– financial assets measured at amortised cost (including cash and cash equivalents and trade and other receivables);

– loan receivables; and

– finance lease receivables.

Financial assets measured at fair value are not subject to the ECL assessment.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured at the present value of all expected cash shortfalls (that is, the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

– trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof; and

– loan receivables and finance lease receivables: discount rate used in the measurement of the receivables.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments, loan receivables and finance lease receivables (continued)

Measurement of ECLs (continued)

ECLs are measured on either of the following bases:

– 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and

– lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Impairment loss for trade and other receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments including loan and finance lease receivables, the Group recognises impairment loss equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the impairment loss is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. 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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments, loan receivables and finance lease receivables (continued)

Significant increases in credit risk (continued)

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

– failure to make payments of principal or interest on their contractually due dates;

– an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);

– an actual or expected significant deterioration in the operating results of the debtor; and

– existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through an impairment allowance account.

Basis of calculation of interest income

Interest income recognised in accordance with note 3(t)(ii) 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 the amortised cost (that is, the gross carrying amount less impairment allowance) of the financial asset.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments, loan receivables and finance lease receivables (continued)

Basis of calculation of interest income (continued)

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

– significant financial difficulties of the debtor;

– a breach of contract, such as a default or past due event;

– it becoming probable that the debtor will enter into bankruptcy or other financial reorganisation;

– significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or

– the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset, loan receivable or finance lease receivable is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Credit losses and impairment of assets (continued)

(i) Credit losses from financial instruments, loan receivables and finance lease receivables (continued)

Measurement and recognition of ECL

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

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

Where ECL is measured on a collective basis, the financial instruments are grouped on the basis below:

– nature of financial instruments;

– 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.

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 and other receivables, loan receivables and finance lease receivables where the corresponding adjustment is recognised through an impairment allowance account.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Credit losses and impairment of assets (continued)

(ii) Impairment of non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets;
- intangible assets; and
- interests in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is re-estimated. In addition, for goodwill and intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount

  The recoverable amount of an asset is the greater of its 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (that is, a cash-generating unit).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Credit losses and impairment of assets (continued)

(ii) Impairment of non-current assets (continued)

– Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

– Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with IAS 34, "Interim Financial Reporting", in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (as set out in notes 3(j)(i) and (ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period 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 recognised as an expense in the period in which the reversal occurs.

(l) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less impairment allowance for credit losses (please refer to note 3(j)(i)).

(m) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (as described in note 3(v)).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Preferred share capital

Preferred share capital is classified as equity if it is non-redeemable, or redeemable only at the Company's option, and any dividends are discretionary. Dividends on preferred share capital classified as equity are recognised as distributions within equity.

Preferred share capital is classified as a liability if it is redeemable on a specific date or at the option of the shareholders, or if dividend payments are not discretionary. The liability is recognised in accordance with the Group's policy for interest-bearing borrowings set out in note 3(m) and accordingly dividends thereon are recognised on an accruals basis in profit or loss as part of finance costs.

(o) Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in note 3(j)(i).

(q) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Employee benefits (continued)

(ii) The Group operates a Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of its employees in Hong Kong. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. The Group's subsidiaries which operate in Brazil and Slovenia are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries are required to contribute a percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with rules of the central pension scheme.

(iii)* *Share-based payments

Share options granted to employees

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share option reserve within equity. The fair value is measured at grant date using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year under review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share option reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the share option reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share option reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to accumulated losses).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Employee benefits (continued)

(iii) Share-based payments (continued)

Share options granted to consultants

Share options granted to consultants in exchange for goods or services are measured at the fair values of goods or services received, unless that fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the share options granted. The amounts are recognised as expenses, with a corresponding increase in equity (share option reserve), when the Group obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets.

(iv) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

(r) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 3(g), the amount of deferred tax recognised is measured using the tax rates that would apply on the sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Income tax (continued)

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:

  - the same taxable entity; or

  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Provisions, contingent liabilities and onerous contracts

(i) Provisions and contingent liabilities

Provisions are recognised when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(ii) Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

(iii) Contingent liabilities assumed in business combinations

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 3(s)(i). Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligations at the date of acquisition are disclosed in accordance with note 3(s)(i).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sale of goods

Revenue is recognised when the customer takes possession of and accepts the products.

(ii) Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (that is, gross carrying amount net of impairment allowance) of the asset (see note 3(j)(i)).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Revenue and other income (continued)

(iii) Revenue from licensing of harvesting rights

Revenue from licensing of harvesting rights was recognised on a straight-line basis over the term of the relevant lease.

(iv) Rental income from investment properties

Rental income receivable from investment properties is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable.

(u) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Company initially recognises such non-monetary assets or liabilities. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Items of statement of financial position, including goodwill arising on consolidation of foreign operations acquired on or after 1 April 2005, are translated into Hong Kong dollars at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange fluctuation reserve. Goodwill arising on consolidation of a foreign operation acquired before 1 April 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Translation of foreign currencies (continued)

On the disposal of a foreign operation (that is, 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 of which the retained interest becomes a financial asset), 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.

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 are re-attributed to non-controlling interests and are not recognised in profit or loss.

(v) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in profit or loss in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

(w) Non-current assets held-for-sale

A non-current asset is classified as held-for-sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset is available for sale in its present condition.

Immediately before classification as held-for-sale, the measurement of the non-current assets is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held-for-sale and until disposal, the non-current assets are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group are concerned are investment properties. These assets, even if held-for-sale, would continue to be measured in accordance with the policy set out in note 3(g).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Related parties

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

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

(ii) has significant influence over the Group; or

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

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

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

(ii) One entity is an associate or 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 (a).

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

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

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(y) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Board of Directors of the Company (the chief operating decision maker) for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually 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.

(z) Shares held by the Company for settlement of acquisition consideration

The Company issued shares and held them on behalf of the vendor for the settlement of acquisition consideration payable to the vendor in future years upon meeting the net profit guarantee by the vendor in connection with the acquisition of Originate Tech Global Investments Limited and its subsidiaries. The shares, valued at HK$0.414 per share, before share consolidation effective from 2 October 2013, including any directly attributable incremental costs, are presented as "Shares held by the Company for settlement of acquisition consideration" and deducted from total equity. As a result of the failure to meet the net profit guarantee by the vendor, these shares are held by the Company awaiting disposal by the Company. Proceeds recovered from the disposal of these shares shall be returned to the Company.

4. APPLICATION OF NEW AND REVISED IFRSs

The Group has applied, for the first time, the following new and revised standards, amendments and interpretations issued by the IASB:

IFRS 16	Leases
IFRIC 23	Uncertainty over Income Tax Treatments
Amendments to IFRS 9	Prepayment Features with Negative Compensation
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures
Annual Improvements to IFRSs 2015-2017 Cycle	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23

Except for IFRS 16 "Leases", none of the above developments have a material effect on the Group's results and financial position for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

4. APPLICATION OF NEW AND REVISED IFRSs (continued)

IFRS 16 "*Leases*"

IFRS 16 replaces IAS 17 "Leases", and the related interpretations, IFRIC 4 "Determining whether an Arrangement contains a Lease", SIC 15 "Operating Leases – Incentives", and SIC 27 "Evaluating the Substance of Transactions involving the Legal Form of a Lease". It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less and leases of low-value assets. The lessor accounting requirements brought forward from IAS 17 are substantially unchanged.

IFRS 16 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of an entity.

The Group has initially applied IFRS 16 as from 1 April 2019. The Group has elected to use the modified retrospective approach and therefore comparative information has not been restated and continues to be reported under IAS 17. As the Group only had a short-term lease at 1 April 2019, the initial adoption of IFRS 16 had no impact on the Group's opening balances at 1 April 2019.

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

(a) Changes in the accounting policies

(i) New definition of a lease

The change in the definition of a lease mainly relates to the concept of control. IFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all the economic benefits from that use.

The Group applies the new definition of a lease in IFRS 16 only to contracts that were entered into or changed on or after 1 April 2019. For contracts entered into before 1 April 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases.

Accordingly, contracts that were previously assessed as leases under IAS 17 continue to be accounted for as leases under IFRS 16 and contracts previously assessed as non-lease service arrangements continue to be accounted for as executory contracts.

4. APPLICATION OF NEW AND REVISED IFRSs (continued)

IFRS 16 "*Leases*" (continued)

(a) Changes in the accounting policies (continued)

(ii) Lessee accounting

IFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by IAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under IAS 17, other than those short-term leases and leases of low-value assets which are exempted. Further details of the Group's accounting policy as a lessee are set out in note 3(i)(i).

(b) Transitional impact

At the date of transition to IFRS 16 (that is, 1 April 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 April 2019.

To ease the transition to IFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of IFRS 16:

(i) the Group elected not to apply the requirements of IFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of IFRS 16, that is, where the lease term ends on or before 31 March 2020; and

(ii) when measuring the lease liabilities at the date of initial application of IFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment).

4. APPLICATION OF NEW AND REVISED IFRSs (continued)

IFRS 16 "*Leases*" (continued)

(c) Impact on the financial result, segment results and cash flows of the Group

Except for the short-term lease that the Group elects to use the lease recognition exemption, the Group has a three-year lease agreement (commenced during the year ended 31 March 2020) as a lessee which is capitalised as required under IFRS 16.

After the initial recognition of right-of-use assets and lease liabilities in relation to the capitalised lease, the Group as a lessee is required to recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the previous policy of recognising rental expenses incurred under operating leases on a straight-line basis over the lease term. This results in a negative impact on the reported profit before taxation in the Group's consolidated statement of profit or loss and other comprehensive income, as compared to the results if IAS 17 had been applied during the year.

In the consolidated statement of cash flows, the Group as a lessee is required to split rentals paid under capitalised leases into their capital element and interest element. These elements are classified as financing cash outflows, similar to how leases previously classified as finance leases under IAS 17 were treated, rather than as operating cash outflows, as was the case for operating leases under IAS 17. Although total cash flows are unaffected, the adoption of IFRS 16 therefore results in a change in presentation of cash flows within the consolidated statement of cash flows. The adoption of IFRS 16 has no significant impact on the financial results, segment results and cash flow of the Group.

5. ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Group's accounting policies, which are described in note 3, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated 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 on-going 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.

5. ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Key sources of estimation uncertainty

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

(a) Impairment assessment of loan receivables and finance lease receivables

Management regularly reviews the impairment assessment and evaluates the ECL of the loan receivables and finance lease receivables. Appropriate impairment allowance is recognised in profit or loss.

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 at the reporting date with the one at the date of initial recognition. In making this assessment, the loan receivables and finance lease receivables are assessed individually by the management of the Group, based on the financial background, financial condition and the historical settlement records, including past due dates and default rates, of each borrower and reasonable and supportable forward-looking information such as macroeconomic data (for example, respective industry projected growth rates for certain borrowers) that is available without undue cost or effort.

Each borrower is assigned a risk grading under internal credit ratings to calculate the ECL, taking into consideration of the estimates of expected cash shortfalls which are driven by estimates of possibility of default and the amount and timing of cash flows that are expected from the foreclosure on the collaterals (if any) less the costs of obtaining and selling the collaterals. At every reporting date, the financial background, financial condition and the historical settlement records are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's loan receivables and finance lease receivables are disclosed in note 39, 21 and 22 respectively.

(b) Impairment loss of intangible assets

The Group performs annual tests on whether there has been impairment of intangible assets with indefinite useful life. In the event that the carrying values of the intangible assets are higher than their recoverable amounts (that is, the greater of their fair value less costs of disposal or value in use), impairment loss is recognised. These calculations require the use of estimates and assumptions made by management on the future operation of the business, and other assumptions underlying the fair value less costs of disposal calculations.

5. ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Key sources of estimation uncertainty (continued)

(c) Income tax

The Group is subject to income taxes in several jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that are initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

6. SEGMENT INFORMATION

The Group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geographical location. In a manner consistent with the way in which information is reported internally to the Board of Directors for the purposes of resources allocation and performance assessment, the Group has presented the following reportable segments. No operating segments have been aggregated to form the following reportable segments.

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

- Money lending: money lending business conducted pursuant to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

- Forest-related business:

  (i) Sustainable forest management: sustainable forest management of and investment in natural forests, licensing of harvesting rights, timber and wood processing, trading and sales of forestry and timber products.

  (ii) Timber supply chain: sales of timber and wooden products including processed timber products.

- Leasing of properties: leasing of premises to generate rental income and to gain from the appreciation in the property values.

Segment results represent the profit/loss from each segment without allocation of corporate income, corporate expenses, change in fair value of financial liabilities and finance costs.

Segment assets include all non-current assets and current assets attributable to an individual reportable segment with the exception of right-of-use assets and certain other corporate assets.

All liabilities are allocated to reportable segments other than lease liabilities, deferred tax liabilities, amounts received from a shareholder and other corporate liabilities.

6. SEGMENT REPORTING (continued)

Segment revenue, results, assets and liabilities

An analysis of the Group's reportable segments is reported below:

For the year ended 31 March 2020

	Money lending	Forest-related business: Sustainable forest management	Forest-related business: Timber supply chain	Leasing of properties	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Segment revenue					
Revenue from external customers	34,193	1,369	583,584	95	619,241
Results					
Segment results	29,275	(663)	15,634	46	44,292
Unallocated corporate income					231
Unallocated corporate expenses					(7,011)
Finance costs					(1,942)
Profit before taxation					35,570
Other segment information					
Capital expenditure	–	202	246	–	448
Depreciation of property, plant and equipment	–	40	9	2	51
Interest income	15	16	334	13	378
At 31 March 2020					
Segment assets	319,489	5,877	169,406	23	494,795
Unallocated:					
– Right-of-use assets					3,819
– Other corporate assets					60,458
					559,072
Segment liabilities	50,040	3,105	108,423	–	161,568
Unallocated:					
– Lease liabilities					3,961
– Deferred tax liabilities					1,708
– Amounts received from a shareholder					190,000
– Other corporate liabilities					3,159
					360,396

6. SEGMENT REPORTING (continued)

Segment revenue, results, assets and liabilities (continued)

For the year ended 31 March 2019

		Forest-related business			
	Money lending HK$'000	Sustainable forest management HK$'000	Timber supply chain HK$'000	Leasing of properties HK$'000	Total HK$'000
Segment revenue					
Revenue from external customers	22,319	3,244	562,777	774	589,114
Results					
Segment results	18,958	2,634	13,600	2,806	37,998
Unallocated corporate income					9
Unallocated corporate expenses					(9,693)
Change in fair value of financial liabilities					10
Finance costs					(1,498)
Profit before taxation					26,826
Other segment information					
Capital expenditure	–	–	–	8	8
Depreciation of property, plant and equipment	–	–	–	9	9
Interest income	7	10	219	–	236
At 31 March 2019					
Segment assets	309,376	8,606	127,488	23,431	468,901
Unallocated corporate assets					2,076
					470,977
Segment liabilities	422	4,672	93,454	1,848	100,396
Unallocated:					
– Deferred tax liabilities					2,287
– Amounts received from a shareholder					200,000
– Other corporate liabilities					3,378
					306,061

6. SEGMENT REPORTING (continued)

Geographical information

The following is an analysis of geographical location of (i) the Group's revenue from external customers and (ii) the Group's non-current assets. The geographical locations of customers refer to the locations at which the customers reside. The geographical locations of property, plant and equipment and right-of-use assets are based on the physical locations of the assets under consideration. In the case of intangible assets, the allocation is based on the location of the operation to which they are allocated.

	Revenue from external customers		**Non-current assets**	
	Year ended 31 March		**At 31 March**	
	2020	2019	**2020**	2019
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
People's Republic of China ("PRC"), excluding Hong Kong	**563,455**	518,171	**–**	–
Hong Kong	**34,288**	23,093	**79,189**	226,188
Asia (other than Hong Kong and the PRC)	**16,785**	36,758	**–**	–
Europe	**–**	7,848	**555**	–
South America	**4,713**	3,244	**5,153**	6,726
	619,241	589,114	**84,897**	232,914

Information about major customers

Revenue from customers contributing 10% or more of the total revenue of the Group are as follows:

	2020	2019
	HK$'000	*HK$'000*
Customer A – revenue from timber supply chain	**118,522**	–*
Customer B – revenue from timber supply chain	**168,765**	218,775
Customer C – revenue from timber supply chain	**–***	101,476
Customer D – revenue from timber supply chain	**76,688**	39,224

* *No revenue was contributed from these customers for the relevant years.*

7. REVENUE

An analysis of the Group's revenue for the year is as follows:

	2020 HK$'000	2019 HK$'000
Sales from timber supply chain business	**583,584**	562,777
Interest income from money lending business	**33,444**	21,276
Arrangement fee income from money lending business	**749**	1,043
Income from licensing of harvesting rights	**1,369**	3,244
Income from leasing of properties	**95**	774
	619,241	589,114

Note:

Revenue is recognised at a point in time except for interest income from money lending business, income from licensing of harvesting rights and leasing of properties which fall outside the scope of IFRS 15.

8. OTHER INCOME AND OTHER NET GAINS

	2020 HK$'000	2019 HK$'000
Other income		
Reversal of provision for litigation claim *(note)*	**–**	1,611
Others	**38**	148
	38	1,759
Other net gains		
Net gain on disposal of a subsidiary *(note 37(c))*	**–**	57
Change in fair value of financial liabilities *(note 29)*	**–**	10
	–	67

Note:

A claim was filed by a former director (the "Claimant") of Universal Timber Resources do Brasil Ltda. ("UTRB") against UTRB during the year ended 31 March 2014. In March 2019, the Claimant and UTRB entered into a settlement agreement, pursuant to which UTRB shall pay Brazilian Reais ("R$") 579,000 (approximately HK$1,159,000) to the Claimant as settlement amount which had been included in other payables. The reversal of over-provision for the claim of R$775,000 (approximately HK$1,611,000) was recognised during the year ended 31 March 2019 and included in other income.

9. PROFIT BEFORE TAXATION

The Group's profit before taxation is arrived at after charging/(crediting):

	2020	2019
	HK$'000	*HK$'000*
(a) Net finance costs		
Finance income:		
Interest income from bank deposits	**(599)**	(242)
Finance costs:		
Interest on lease liabilities	**156**	–
Interest on notes payable	**752**	–
Interest on advances drawn on bill receivables discounted with full recourse	**1,034**	1,498
	1,942	1,498
	1,343	1,256
(b) Staff costs (including directors' emoluments)		
Salaries, wages and other benefits	**9,010**	5,095
Contributions to retirement benefits scheme	**284**	156
	9,294	5,251
(c) Other items		
Cost of inventories *(note 19)*	**510,878**	493,830
Depreciation of property, plant and equipment *(note 15)*	**122**	13
Depreciation of right-of-use assets *(note 16)*	**1,616**	–
Minimum lease payments under operating leases for land and buildings	**–**	849
Lease payments not included in the measurement of lease liabilities	**575**	–
Loss on disposal of property, plant and equipment*	**12**	–
Impairment loss on trade receivables *(note 20)**	**592**	324
Impairment loss on loan receivables *(note 21)**	**1,685**	655
Reversal of impairment loss on loan receivables *(note 21)**	**(360)**	–
	1,929	979
Auditor's remuneration		
– audit services	**1,392**	1,313
– other services	**290**	450
	1,682	1,763
Gross rental income from investment properties less direct outgoings of HK$20,000 (2019: HK$104,000)	**(75)**	(670)

* These items are included in "Other operating expenses" on the face of the consolidated statement of profit or loss and other comprehensive income.

10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' emoluments disclosed pursuant to Section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation and the chief executive's emoluments are as follows:

	2020				
	Fees *HK$'000*	Salaries and other benefits *HK$'000*	Discretionary bonus *HK$'000*	Retirement scheme contributions *HK$'000*	Total *HK$'000*
Executive Directors					
Ms. Wang Jingyu	–	260	–	13	273
Mr. Lai Ming Wai	–	1,020	–	50	1,070
Ms. Chan Yuk Yee	–	1,020	–	50	1,070
	–	2,300	–	113	2,413
Independent Non-executive Directors					
Mr. Yam Kwong Chun	120	–	–	–	120
Mr. Chiang Bun	120	–	–	–	120
Mr. Chai Chi Keung	120	–	–	–	120
	360	–	–	–	360
	360	2,300	–	113	2,773

10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

	2019				
	Fees	Salaries and other benefits	Discretionary bonus	Retirement scheme contributions	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Executive Directors					
Ms. Wang Jingyu	–	120	20	7	147
Mr. Lai Ming Wai	–	660	200	18	878
Ms. Chan Yuk Yee	–	480	200	18	698
Ms. Lai Yin Ling (resigned on 24 July 2018)	–	113	–	6	119
	–	1,373	420	49	1,842
Independent Non-executive Directors					
Mr. Yam Kwong Chun	120	–	–	–	120
Mr. Chiang Bun	120	–	–	–	120
Mr. Chai Chi Keung	120	–	–	–	120
	360	–	–	–	360
	360	1,373	420	49	2,202

The payment of discretionary bonus to executive directors was made under the recommendation of the Remuneration Committee and was at the discretion of the Board of Directors, determined with reference to the director's performance and the Group's performance for the year ended 31 March 2019.

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Group. The emoluments of the independent non-executive directors shown above were mainly for their services as directors of the Company.

There was no arrangement under which a director has waived or agreed to waive any remuneration.

During the years ended 31 March 2019 and 2020, no emolument was paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

11. INDIVIDUALS WITH HIGHEST EMOLUMENTS

The five highest paid individuals during the year included two (2019: two) directors, details of whose emoluments are set out in note 10 above. The aggregate of the emoluments of the remaining three (2019: three) individuals were as follows:

	2020	2019
	HK$'000	*HK$'000*
Salaries and other emoluments	**2,088**	1,060
Discretionary bonus	**–**	34
Retirement scheme contributions	**104**	47
	2,192	1,141

The emoluments of the three (2019: three) highest paid individuals (other than the directors) were within the following bands:

	Number of individuals	
	2020	2019
Nil to HK$1,000,000	**3**	3
HK$1,000,001 to HK$1,500,000	**–**	–
	3	3

During the years ended 31 March 2019 and 2020, no emolument was paid by the Group to such individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

12. INCOME TAX EXPENSE

(a) Income tax expense in the consolidated statement of profit or loss and other comprehensive income represents:

	2020	2019
	HK$'000	*HK$'000*
Current tax		
– Hong Kong Profits Tax		
– current year	**986**	454
– Slovenia corporate income tax		
– current year	**23**	–
Deferred tax		
– Reversal of temporary differences *(note 31)*	**–**	–
Income tax expense	**1,009**	454

For the year ended 31 March 2020, the provision for Hong Kong Profits Tax is calculated at a flat rate of 16.5% (2019: 16.5%) of the estimated assessable profits for the year, except for a subsidiary of the Group which is a qualifying corporation under the two-tiered profits tax rates regime. For this subsidiary, the first HK$2,000,000 of assessable profits are taxed at 8.25%, and the remaining assessable profits are taxed at 16.5%. Such basis had been applied for the calculation of the provision for Hong Kong Profits Tax for this subsidiary for the year ended 31 March 2019.

Slovenia corporate income tax is charged at 19% on the estimated assessable profits arising in Slovenia for the year.

Brazil income tax is charged at 34% (2019: 34%) on the estimated assessable profits arising in Brazil. Brazil income tax has not been provided for the year ended 31 March 2020 as there was no assessable profit (2019: the assessable profit was wholly absorbed by tax losses brought forward).

12. INCOME TAX EXPENSE (continued)

(b) Reconciliation between income tax expense and accounting profit at applicable tax rates:

	2020	2019
	HK$'000	*HK$'000*
Profit before taxation	**35,570**	26,826
Notional tax on profit before taxation, calculated at the rates applicable to the countries concerned	**5,692**	5,104
Tax effect of non-taxable income	**(448)**	(1,155)
Tax effect of non-deductible expenses	**889**	158
Tax effect of unused tax losses not recognised	**160**	260
Tax effect of temporary differences not recognised	**5**	(58)
Utilisation of previously unrecognised tax losses	**(5,289)**	(3,855)
Income tax expense	**1,009**	454

13. DIVIDEND

The directors of the Company do not recommend the payment or declaration of any dividend for the year ended 31 March 2020 (2019: nil).

14. EARNINGS PER SHARE

(a) The calculation of basic and diluted earnings per share is based on the profit attributable to owners of the Company as follows and the reconciliation of the weighted average number of shares as shown in note 14(b):

	2020	2019
	HK$'000	*HK$'000*
Profit		
Profit for the purpose of calculating basic and diluted earnings per share	**33,709**	26,372

(b) Weighted average number of shares

	2020	2019
	'000	*'000*
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	**9,105,710**	9,105,708
Effect of dilutive potential ordinary shares arising from conversion of convertible preferred shares	**106,283**	106,283
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	**9,211,993**	9,211,991

For the year ended 31 March 2019, as the exercise price of the warrants exceeded the average market price of the ordinary shares of the Company during the period before they were expired on 6 May 2018, they had no dilutive effect in calculating the diluted earnings per share.

15. PROPERTY, PLANT AND EQUIPMENT

	Freehold land *HK$'000*	Furniture and fixtures *HK$'000*	Machinery, engineering and other equipment *HK$'000*	Motor vehicles *HK$'000*	Total *HK$'000*
Cost					
At 1 April 2018	–	485	2,363	1,740	4,588
Additions	–	33	–	–	33
Disposals	–	(1)	–	–	(1)
At 31 March 2019 and 1 April 2019	–	517	2,363	1,740	4,620
Acquisition of subsidiaries *(note 37)*	324	8	–	–	332
Additions	–	511	44	365	920
Disposals	–	(109)	–	–	(109)
Exchange realignment	(13)	–	–	(45)	(58)
At 31 March 2020	**311**	**927**	**2,407**	**2,060**	**5,705**
Accumulated depreciation and impairment losses					
At 1 April 2018	–	463	2,363	1,740	4,566
Charge for the year	–	13	–	–	13
Disposals	–	(1)	–	–	(1)
At 31 March 2019 and 1 April 2019	–	475	2,363	1,740	4,578
Charge for the year	–	79	–	43	122
Disposals	–	(97)	–	–	(97)
Exchange realignment	–	–	–	(9)	(9)
At 31 March 2020	**–**	**457**	**2,363**	**1,774**	**4,594**
Carrying amounts					
At 31 March 2020	**311**	**470**	**44**	**286**	**1,111**
At 31 March 2019	–	42	–	–	42

16. RIGHT-OF-USE ASSETS

	Leased property *HK$'000*
Carrying amount	
At 31 March 2020	**3,819**
At 1 April 2019	–
Depreciation	
Provided for the year	**1,616**
Expense relating to short-term leases and leases of low-value assets	**575**

During the year, addition to right-of-use assets of HK$5,435,000 was related to capitalised lease payments payable under a new tenancy agreement.

Details of the maturity analysis of lease liabilities are set out in note 28.

17. INTANGIBLE ASSETS

	Money lenders licence HK$'000	Harvesting rights HK$'000	Total HK$'000
Cost			
At 1 April 2018	94	94,964	95,058
Exchange realignment	–	(14,954)	(14,954)
At 31 March 2019 and 1 April 2019	94	80,010	80,104
Exchange realignment	–	(20,232)	(20,232)
At 31 March 2020	**94**	**59,778**	**59,872**
Accumulated impairment loss			
At 1 April 2018	–	86,986	86,986
Exchange realignment	–	(13,702)	(13,702)
At 31 March 2019 and 1 April 2019	–	73,284	73,284
Exchange realignment	–	(18,531)	(18,531)
At 31 March 2020	**–**	**54,753**	**54,753**
Carrying amounts			
At 31 March 2020	**94**	**5,025**	**5,119**
At 31 March 2019	94	6,726	6,820

Notes:

(i) The Group acquired the money lenders licence, through the acquisition of a company now known as Reliance Credit Limited, during the year ended 31 March 2015. At 31 March 2020 and 2019, the management considered the recoverable amount of the money lenders licence approximated to its carrying amount and no impairment was provided for the years ended 31 March 2020 and 2019.

17. INTANGIBLE ASSETS (continued)

Notes: (continued)

(ii) The Group's forest assets, acquired through the business combination of Amplewell Holdings Limited and its subsidiaries during the year ended 31 March 2010, are located in the Northwest of Brazil, the State of Acre, Amazon Region (the "Brazil Forest"). The Brazil Forest was initially recognised as freehold land and biological assets at acquisition. The total area of the Brazil Forest is approximately 44,500 hectares. Under the environmental laws in Brazil, approximately 20% or 8,939 hectares of the Brazil Forest area is the permanent preservation area and therefore is restricted from logging. Approximately 80% of the remaining area is designated as the sustainable forest management area and the balance is the permissible clear cut area that has no restriction on felling under the environmental laws of Brazil. In the sustainable forest management area, minimum impact logging techniques are used and forests are managed in a sustainable manner which means that the harvesting rate is below the overall natural growth of the forest. The main objective in the sustainable forest management program is to ensure the substance of the forests be preserved. The maximum logging rate allowed under relevant regulations governing sustainable forest management is 30 cubic meters per hectare, an average, over a 25 to 30 year harvesting cycle.

Since the Group suspended its harvesting operations in the State of Acre, Brazil due to the unfavourable business environment in 2012, the Group had continued to explore the optimal way to enhance the income stream from its forest assets. However, due to the unstable economic environment in Brazil and in view of the possibility of facing similar extortion threats from local parties in Brazil as the Group had experienced in previous years, operating the forest assets through own harvesting was still considered to be unfavourable to the Group.

The Board of Directors decided to change the operation model of the Group's forest assets from own harvesting to licensing of harvesting rights in June 2014. Since then, the Group has been actively looking for potential tenants for its forest assets. With the continuous efforts of the Group to procure potential and quality tenants, up to 31 March 2020, the Group has accumulatively granted harvesting rights for over 60% of the 44,500 hectares forest assets and has also demonstrated the feasibility of the Group's business plan in licensing the harvesting rights of its forest assets.

In view of the change in operation model of the Group's forest assets from own harvesting to licensing of harvesting rights to independent third parties, which was the most feasible business plan in light of the then prevailing circumstances, during the year ended 31 March 2017, the Group considered it was appropriate to classify its forest assets as intangible assets representing harvesting rights, instead of classified them as biological assets and freehold land.

In assessing the recoverable amount of the Group's forest assets at 31 March 2020 and 2019, the Group had engaged Greater China Appraisal Limited, an independent professional valuer, which had adopted the income approach in valuing the forest assets.

17. INTANGIBLE ASSETS (continued)

Notes: (continued)

(ii) (continued)

The income approach is adopted by the independent professional valuer in valuing the Group's forest assets mainly because (i) the business model of the forest assets has been transformed from own harvesting to licensing of harvesting rights and the Company's management considered it is feasible and determined to operate the licensing of harvesting rights business, accordingly, it is reasonable that the fair value of the forest assets should be determined by their ability to generate a stream of economic benefits in future; and (ii) the economic benefit streams of the forest assets can be identified based on contracts signed or under negotiation and there is a reasonable future projection based on such information.

Under the income approach, the discounted cash flow ("DCF") methodology is used in determining the fair value of the forest assets, which requires a number of assumptions and forecasts, including revenue forecast, operating expenses forecast and capital expenditure forecast. DCF methodology requires an explicit forecast of the future economic benefit streams over a reasonably foreseeable short-term period and an estimate of a long term benefit stream that is stable and sustainable. Accordingly, the value of the intangible assets is estimated based on (i) the discounted cash flow on the future economic benefit streams of the forest assets for the five years ending 31 March 2025 with forecast licensing income based on signed contracts and contracts expected to be concluded, and forecast operating expenses and capital expenditure based on budgets; (ii) the discount rate of 13.67% (2019: 16.52%), which is determined based on the weighted average cost of capital method with reference to the cost of equity of 19.79% (2019: 20.28%) and cost of debt of 5.06% (2019: 5.06%); and (iii) a discount for lack of marketability of 25% (2019: 25%).

Based on management's assessment and by reference to the valuation performed by Greater China Appraisal Limited, the management considered the recoverable amount of the forest assets exceeded its carrying amount at 31 March 2020 and no impairment loss was recognised during the year accordingly (2019: nil).

18. INVESTMENT PROPERTIES

The Group's property interests held to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

	2020 ***HK$'000***	2019 *HK$'000*
At fair value		
Balance at beginning of the year	–	31,600
Changes in fair value	–	2,180
Disposal of a subsidiary *(note 37(c))*	–	(10,880)
Transferred to assets classified as held-for-sale *(note 24)*	–	(22,900)
Balance at end of the year	–	–

18. INVESTMENT PROPERTIES (continued)

All of the Group's investment properties were situated in Hong Kong and held under medium-term leases.

All of the Group's investment properties were pledged to secure bank loans granted to the Group, which were fully settled during the year ended 31 March 2019.

At 31 March 2019, investment properties held by the Group were reclassified as assets classified as held-for-sale following the Company's decision to enter into agreements to dispose of the properties in February and March 2019 respectively.

(a) Fair value measurement of investment properties and investment properties reclassified as assets classified as held-for-sale

(i) Fair value hierarchy

The following table presents the fair value of the Group's investment properties and investment properties reclassified as assets classified as held-for-sale measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13 "Fair Value Measurement". The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, that is, unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

- Level 2 valuations: Fair value measured using Level 2 inputs, that is, observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

- Level 3 valuations: Fair value measured using significant unobservable inputs.

		Fair value measurements at 31 March 2019 categorised into		
	Fair value at 31 March 2019 *HK$'000*	Level 1 *HK$'000*	Level 2 *HK$'000*	Level 3 *HK$'000*
Recurring fair value measurement				
Investment properties reclassified as assets classified as held-for-sale in Hong Kong	23,380	–	23,380	–

18. INVESTMENT PROPERTIES (continued)

(a) Fair value measurement of investment properties and investment properties reclassified as assets classified as held-for-sale (continued)

(i) Fair value hierarchy (continued)

During the year ended 31 March 2019, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of the fair value hierarchy at the end of the reporting period in which they occur.

(ii) Valuation techniques and inputs used in Level 2

Fair value measurements

All of the Group's investment properties and investment properties reclassified as assets classified as held-for-sale were revalued at 31 March 2019 on market comparison approach by reference to recent sales price of comparable properties on a price per square foot basis based on market data which were publicly available. The investment properties were valued by Memfus Wong Surveyors Limited, an independent professional valuer with a recognised and relevant professional qualification and recent experience in the location and category of the properties being valued.

19. INVENTORIES

At the end of each reporting period, inventories in the consolidated statement of financial position comprise the followings:

	2020	2019
	HK$'000	*HK$'000*
Timber logs and processed lumber	**33,397**	–

The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	2020	2019
	HK$'000	*HK$'000*
Carrying amount of inventories sold	**510,878**	493,830

20. TRADE AND OTHER RECEIVABLES

	Notes	2020 HK$'000	2019 HK$'000
Trade receivables		**7,115**	51,990
Less: impairment allowances	*39(a)*	**(916)**	(324)
	(i)	**6,199**	51,666
Bill receivables	*(ii)*	**77,628**	48,151
Interest receivables		**6,664**	2,142
Other receivables		**5,805**	236
Amount due from non-controlling interests	*44(b)(ii)*	**150**	–
Financial assets at amortised costs		**96,446**	102,195
Trade and logging deposits	*(iii)*	**7,681**	5,095
Other deposits and prepayments		**2,093**	1,939
		106,220	109,229

Notes:

(i) Trade receivables

The aging analysis of the trade receivables as of the end of the reporting period, based on invoice date, and net of impairment allowance, is as follows:

	2020 HK$'000	2019 HK$'000
0 to 30 days	**3,450**	46,362
31 to 90 days	**–**	207
Over 90 days	**2,749**	5,097
	6,199	51,666

The Group's trading terms with its customers are mainly on credit, except for new customers where payment in advance and cash on delivery are normally required. Invoices are normally payable between 30 and 90 days after issuance. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by management.

Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 39(a).

20. TRADE AND OTHER RECEIVABLES (continued)

Notes: (continued)

(ii) Bill receivables

At 31 March 2020, included in the amount of HK$77,628,000, bill receivables of HK$66,997,000 were discounted to banks with full recourse with a maturity period of less than 90 days (2019: less than 90 days). The Group recognised the full amount of the discounted proceeds as liabilities as set out in note 26.

The following were the Group's financial assets at 31 March 2020 and 31 March 2019 that were transferred to banks by discounting those receivables on a full recourse basis. As the Group had not transferred the significant risks and rewards relating to these receivables, it continued to recognise the full carrying amount of the receivables and had recognised the cash received on the transfer as secured borrowings. These financial assets were carried at amortised cost.

	2020	2019
	HK$'000	*HK$'000*
Carrying amount of the transferred assets	**66,997**	48,151
Carrying amount of the associated liabilities	**(66,997)**	(48,151)
	–	–

(iii) Trade and logging deposits

At 31 March 2020, trade and logging deposits of HK$7,681,000 (2019: HK$5,095,000) were prepaid in relation to the Group's timber supply chain business.

21. LOAN RECEIVABLES

	2020 HK$'000	2019 HK$'000
Fixed-rate loan receivables	**308,870**	296,533
Less: impairment allowance *(note 39(a))*	**(1,980)**	(655)
	306,890	295,878
Analysed as:		
Current portion	**234,230**	76,078
Non-current portion	**72,660**	219,800
	306,890	295,878
Analysed as:		
Secured	**276,471**	250,234
Unsecured	**30,419**	45,644
	306,890	295,878

21. LOAN RECEIVABLES (continued)

All loans were denominated in Hong Kong dollars. At 31 March 2020, the loan receivables carried interest rates ranging from 8.75% to 18% per annum (2019: 8.75% to 18% per annum).

Before granting loans to potential borrowers, the Group performs internal credit assessment process to assess the potential borrowers' credit quality individually and defines the credit limits granted to the borrowers. The credit limits attributed to the borrowers are reviewed by the management regularly.

The Group has a policy for assessing the impairment on loan receivables on an individual basis. The assessment includes evaluation of collectability, aging analysis of account and current creditworthiness, collateral and past collection history of each borrower under the Group's credit risk rating system.

In determining the recoverability of the loan receivables on a collective basis, the Group considers any change in the credit quality of the loan receivables from the date the credit was initially granted up to the reporting date. This includes assessing the credit history of the borrowers, such as financial difficulties or default in payments, and current market conditions.

At 31 March 2020, loan receivables with an aggregate carrying amount of HK$276,471,000 (2019: HK$250,234,000) were secured by properties of the borrowers. At the end of the reporting period, loan receivables with aggregate carrying amount of HK$291,395,000 (2019: HK$296,533,000) were not past due.

At the end of each reporting date, the Group's loan receivables were individually and collectively assessed for impairment. An impairment allowance of HK$1,980,000 (2019: HK$655,000) had been provided at the year end.

22. FINANCE LEASE RECEIVABLES

	Minimum lease payments		Present value of minimum lease payments	
	2020	2019	**2020**	2019
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Finance lease receivables comprise:				
Within one year	**3,908**	4,737	**3,347**	3,923
After one year but within five years	**2,291**	6,827	**2,188**	6,252
	6,199	11,564	**5,535**	10,175
Less: unearned finance income	**(664)**	(1,389)	**–**	–
	5,535	10,175	**5,535**	10,175
Analysed as:				
Current assets			**3,347**	3,923
Non-current assets			**2,188**	6,252
			5,535	10,175

The Group's finance lease receivables were denominated in Hong Kong dollars. At 31 March 2020, the effective interest rate of the finance lease receivables ranged from 9% to 11% per annum (2019: 8.75% to 11% per annum).

In the event that an instalment repayment of a finance lease receivable is past due, the entire outstanding balance of the finance lease receivable will be classified as past due. At 31 March 2020, all finance lease receivables were neither past due nor impaired (2019: nil).

Finance lease receivables are secured by leased assets and customers' deposits. Customers' deposits are collected and calculated based on a certain percentage of the entire value of the lease contract. The deposits are returned to the customers by instalments over the lease contract or in full at the end of lease period according to the terms of the lease contract. When the lease contract expires and all liabilities and obligations under the lease contract have been fulfilled, the lessor must return the full lease deposits to the lessee. The balance of the customers' deposits can also be applied and used to settle any outstanding lease payments under the lease contract. At 31 March 2020, no customers' deposits were received in advance (2019: HK$324,000). There was no contingent rent arrangement that needed to be recognised for the year ended 31 March 2020 (2019: nil).

23. CASH AND CASH EQUIVALENTS

Cash and cash equivalents of the Group comprised bank balances and cash held by the Group of HK$96,981,000 (2019: HK$25,433,000). The carrying amounts of these assets approximate to their fair values.

24. ASSETS CLASSIFIED AS HELD-FOR-SALE/LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD-FOR-SALE

Bluestone Investment Limited, a wholly owned subsidiary of the Company, entered into a sale and purchase agreement on 21 February 2019 and 18 March 2019 respectively for the disposal of two investment properties in total located in Hong Kong at a cash consideration of HK$12,380,000 and HK$11,000,000. Each of the purchasers was an independent third party of the Group. Investment properties with total carrying value of HK$22,900,000 (note 18) was reclassified as assets classified as held-for-sale following the Company's decision to dispose of the properties. The properties were subsequently revalued at a fair value of HK$23,380,000 at 31 March 2019, accordingly, a valuation gain of HK$480,000 was recognised during the year ended 31 March 2019. The disposal of the two investment properties were respectively completed in April 2019 and June 2019.

	2020	2019
	HK$'000	*HK$'000*
Assets classified as held-for-sale		
Investment properties reclassified as assets classified as held-for-sale	–	23,380
Prepayments and deposits	–	20
	–	23,400
Liabilities directly associated with assets classified as held-for-sale		
Deposits received for the disposals	–	(1,238)
Rental deposits received, accruals and receipt in advance	–	(598)
	–	(1,836)

Details of the fair value measurement of investment properties reclassified as assets classified as held-for-sale are set out in note 18.

25. TRADE AND OTHER PAYABLES

	2020 HK$'000	2019 HK$'000
Trade and bill payables *(note)*	**34,754**	37,490
Other payables and accruals	**8,881**	15,004
Amounts due to related parties *(note 44(b)(iii))*	**1,493**	–
	45,128	52,494

Note:

An aging analysis of the Group's trade and bill payables as of the end of the reporting period, based on invoice date, is as follows:

	2020 HK$'000	2019 HK$'000
0 to 30 days	**33,470**	37,490
31 to 90 days	**1,284**	–
	34,754	37,490

The average credit period is within 30 days for both years.

26. BANK BORROWINGS

	2020 HK$'000	2019 HK$'000
Advances drawn on bill receivables discounted with full recourse	**66,997**	48,151

Note:

The amount represented the Group's borrowings secured by the bill receivables discounted to banks with full recourse (note 20(ii)) and the amount was repayable within one year.

26. BANK BORROWINGS (continued)

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

	2020	2019
	HK$'000	*HK$'000*
The carrying amount of bank borrowings that contain a repayable on demand clause (classified under current liabilities)		
Within one year	**66,997**	48,151
Less: amounts shown under current liabilities	**(66,997)**	(48,151)
Amounts shown under non-current liabilities	**–**	–

All of the banking facilities are subject to the fulfilment of covenants. If the Group is in breach of the covenants, the drawn down facilities will become repayable on demand. In addition, certain of the Group's bank loan agreements contain clauses which give the lender the right at its sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations.

The Group regularly monitors its compliance with the covenants of the banking facilities and does not consider it is probable that the banks will exercise their discretion to demand repayment so long as the Group continues to meet the requirements. At 31 March 2020, none of the covenants relating to drawn down facilities had been breached (2019: nil).

All of the bank borrowings are carried at amortised cost.

27. NOTES PAYABLE

On 2 January 2020, the Company entered into a placing agreement (the "Placing Agreement") with an independent placing agent, pursuant to which the Company agreed to place through the placing agent, on a best effort basis, to independent third parties the three-year secured notes (the "Three-Year Notes") with an aggregate principal amount of up to HK$300,000,000 which carry interest at 7.125% per annum.

On 15 January 2020, the Company completed the issue of the first tranche notes that will be due on 16 January 2023 of an aggregate principal amount of HK$50,000,000. The notes payable are secured by a debenture which incorporating a first floating charge over all the undertakings, property and assets of a subsidiary of the Group engaging in money lending business in favour of a security trustee as trustee for and on behalf of the noteholders.

Due to the outbreak of COVID-19, the placing exercise has been delayed. Accordingly, on 26 June 2020, the Company and the placing agent entered into an extension letter to extend the closing date (that is, the last day of the placing period) under the Placing Agreement from 30 June 2020 to 31 December 2020. Save for the extension of the closing date, all the terms and conditions of the Placing Agreement shall remain the same.

28. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at 31 March 2020. As disclosed in note 4, there were no newly capitalised leases upon the initial adoption of IFRS 16.

	Present value of the minimum lease payments *HK$'000*	Total minimum lease payments *HK$'000*
Within one year	**1,864**	**1,970**
After one year but within two years	**1,933**	**1,970**
After two years but within five years	**164**	**164**
	2,097	**2,134**
	3,961	**4,104**
Less: total future interest expenses		**(143)**
Present value of lease liabilities		**3,961**

Note:

The Group had initially applied IFRS 16 using modified retrospective approach and exempted from adjusting balances at 1 April 2019 to capitalise leases relating to leases which were previously classified as operating leases under IAS 17. Comparative information at 31 March 2019 had not been restated. Further details on the impact of the transition to IFRS 16 are set out in note 4.

29. FINANCIAL LIABILITIES

	2020 *HK$'000*	2019 *HK$'000*
Balance at beginning of the year	**–**	10
Exercise of warrants	**–**	–
Change in fair value	**–**	(10)
Balance at end of the year	**–**	–

The warrants were classified as derivative financial liabilities as they were not settled by a fixed amount of cash for a fixed number of the Company's own equity instruments and were measured at fair value at the end of the reporting period. At 31 March 2018, the valuation was carried out by an independent valuer based on the Black Scholes Option Pricing Model. The warrants were expired on 6 May 2018.

30. AMOUNTS RECEIVED FROM A SHAREHOLDER

The amounts received from a shareholder, Champion Alliance Enterprises Limited ("Champion Alliance"), which was accounted for as a loan from a shareholder initially, is unsecured, interest-free and repayable at the end of the twelve months from the date of the loan facility agreement, the facility is extendable for another twelve months and subsequent twelve month period(s), or on such other date at the request of the Company and agreed by the shareholder in writing. On 1 February 2019, the shareholder confirmed that the amount due to it up to HK$200,000,000 will be fully utilised for the subscription of new shares under a fund raising exercise to be conducted by the Company for the purpose of enlarging its capital base, and such fund raising exercise is subject to the approval of the Stock Exchange. In the case of failing to get the approval from the Stock Exchange, Champion Alliance has undertaken not to demand for repayment of the amount due to it (which is unsecured and interest-free) until the Group is financially viable to do so.

31. DEFERRED TAX LIABILITIES

The components of deferred tax liabilities recognised in the consolidated statement of financial position and the movement during the year is as follows:

	Total HK$'000
At 1 April 2018	2,714
Exchange realignment	(427)
At 31 March 2019 and 1 April 2019	**2,287**
Exchange realignment	**(579)**
At 31 March 2020	**1,708**

At 31 March 2020, the Group had unused tax losses of approximately HK$3,185,000 (2019: HK$35,548,000) that are available for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax asset has not been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

32. SHARE CAPITAL

	Notes	Number of ordinary shares of HK$0.01 per share (note (i)) '000	HK$'000	Number of convertible preferred shares of HK$0.01 per share (note (ii)) '000	HK$'000	Total HK$'000
Authorised:						
At 1 April 2018, 31 March 2019, 1 April 2019 and 31 March 2020		**30,000,000**	**300,000**	**27,534,000**	**275,340**	**575,340**
Issued and fully paid:						
At 1 April 2018		9,105,695	91,057	3,401,055	34,011	125,068
Shares issued upon exercise of ordinary share warrants	*(iii)*	15	–	–	–	–
At 31 March 2019, 1 April 2019 and 31 March 2020		**9,105,710**	**91,057**	**3,401,055**	**34,011**	**125,068**

Notes:

(i) Ordinary shares

The owners 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 with regard to the Company's residual assets.

(ii) Convertible preferred shares

The non-voting convertible preferred shares (the "Convertible Preferred Shares") can be converted into ordinary shares of the Company at any time after issue. The Convertible Preferred Shares shall at all times rank equally among themselves, upon exercise of the conversion right attaching to the Convertible Preferred Shares, the ordinary shares issued pursuant to the conversion shall rank pari passu with all other ordinary shares of the Company then in issue with respect to the right to any dividends or distributions declared.

The following are the other major terms of the Convertible Preferred Shares:

In the event of liquidation, dissolution or winding up, or merger, or reorganisation that will result in any distribution of assets of the Company to the existing shareholders of the Company, the holders of the Convertible Preferred Shares will receive an amount equal to 100% of the face value of the Convertible Preferred Shares. In addition, the ranking of the Convertible Preferred Shares is higher than ordinary shares, but lower than creditors in the case of liquidation.

32. SHARE CAPITAL (continued)

Notes: (continued)

(ii) Convertible preferred shares (continued)
The holder of each Convertible Preferred Shares shall not have any voting rights save where the Company proposes to pass a resolution to vary the rights attached to the Convertible Preferred Shares or for the winding up or dissolution of the Company. The Convertible Preferred Shares shall be non-redeemable and will not be listed on any stock exchange.

Each Convertible Preferred Share shall be convertible at the option of the holders at any time after issue, provided that (i) any conversion of the Convertible Preferred Shares shall not result in the aggregate voting rights in the Company held by the relevant holder of the Convertible Preferred Shares who exercises the conversion rights and parties acting in concert with it exceeding 29.9%, or such other percentage as may then be the maximum percentage (to one decimal place) of issued shares of the Company it could then acquire without being required to make a mandatory general offer for the shares of the Company under the Hong Kong Code on Takeovers and Mergers or (ii) any conversion of the Convertible Preferred Shares shall not result in the public float of the shares falling below the minimum requirements of the Listing Rules.

(iii) During the year ended 31 March 2019, an aggregate of 14,502 ordinary shares of HK$0.01 each of the Company were issued upon conversion of ordinary share warrants at subscription price of HK$0.085 per share and at aggregate subscription price of approximately HK$1,233, of which a sum of approximately HK$145 was credited to share capital and the balance of approximately HK$1,088 was credited to share premium account.

33. SHARE OPTION SCHEME

The Company adopted a share option scheme ("Scheme") pursuant to an ordinary resolution passed by the shareholders of the Company at the special general meeting held on 27 November 2009. The principal terms of the Scheme are as follows:

(a) Purpose

The purpose of the Scheme is to provide incentives and rewards to eligible participants who contribute to the success of the Group's operation and to recruit and retain high caliber employees and attract human resources that are valuable to the Group and any entity which any member of the Group holds any equity interest ("Invested Entity").

(b) Eligible participants

Eligible participants of the Scheme include the Company's directors and other employees of the Group or Invested Entity, any customer, supplier of goods or services to any member of the Group or any Invested Entity who, in the sole discretion of the Board of Directors have contributed or will contribute to the growth and development of the Group or any Invested Entity.

33. SHARE OPTION SCHEME (continued)

(c) Maximum number of shares

The maximum number of shares which may be issued upon exercise of all options granted and to be granted under the Scheme must not exceed 10% of the total number of issued ordinary shares of the Company at the date of passing the ordinary resolution on 11 April 2012 (being the date on which the mandate limit of the Scheme was refreshed). There were no outstanding share options at 31 March 2019 and 2020.

(d) Maximum entitlement of each eligible participant

The maximum number of shares issuable under the Scheme to each eligible participant within any 12-month period is limited to 1% of the total number of ordinary shares of the Company in issue at any time.

Any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, which would result in the ordinary shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in excess of 0.1% of the ordinary shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK$5,000,000 within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

(e) Option period

An option shall be exercised within 10 years from the date of grant or such shorter period as the directors may specify at the time of grant.

(f) Acceptance of offer

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK$1 in total by the grantee.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

(g) Exercise price

The exercise price of the share options is determinable by the directors, but shall not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of offer of the share options; and (ii) the average closing prices of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares.

33. SHARE OPTION SCHEME (continued)

(h) The validity of the Scheme

The Scheme has a life of 10 years and has expired on 27 November 2019.

No share option was granted, exercised or cancelled during the years ended 31 March 2019 and 2020. There were no outstanding share options at 31 March 2019 and 2020.

34. RESERVES

(a) Nature and purposes of the reserves

(i) Share premium

The application of the share premium account is governed by Section 40 of the Bermuda Companies Act 1981 (as amended). The share premium account of the Company is distributable to the owners of the Company in the form of fully paid bonus shares.

(ii) Contributed surplus

The contributed surplus of the Company represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Group reorganisation in June 1991, over the nominal value of the Company's shares issued in exchange thereof, and the capital reorganisation during the year ended 31 March 2014. Under the Bermuda Companies Act 1981 (as amended), the contributed surplus is distributable to shareholders in certain circumstances.

(iii) Distributable reserve

Pursuant to a special resolution passed on 15 July 2003, the share premium account of the Company was reduced by an amount of HK$103,948,000 to nil, of which a sum of HK$98,953,000 was applied towards the elimination of the accumulated losses of the Company at 31 March 2003, with the remaining balance of HK$4,995,000 being credited to the distributable reserve of the Company. The reduction of the share premium account was effective on 6 October 2003.

Pursuant to applicable Slovenian laws, the Group's subsidiary in Slovenia is required to appropriate not less than 5% of its profit after tax to its statutory reserve until such reserve reaches 10% or a higher percentage (as specified by laws) of the subsidiary's share capital.

(iv) Capital redemption reserve

The capital redemption reserve represents the amount paid by which the Company's issued share capital was diminished on the cancellation of the shares repurchased.

34. RESERVES (continued)

(a) Nature and purposes of the reserves (continued)

(v) Exchange fluctuation reserve

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of the Group's overseas subsidiaries.

(vi) Share option reserve

Share option reserve represents the portion of the grant date fair value of unexercised share options granted to directors and employees of the Group that has been recognised in accordance with the accounting policy adopted for share-based payments in note 3(q)(iii).

(vii) Shares held by Company for settlement of acquisition consideration

The Company issued shares for the acquisition of Originate Tech Global Investment Limited ("Originate Tech") during the year ended 31 March 2012. Pursuant to the settlement between the Company and the vendor in relation to the acquisition of interests in Originate Tech during the year ended 31 March 2013, resulted from the failure of the vendor in meeting the net profit guarantee, 46,666,666 ordinary shares of the Company (after share consolidation and capital reorganisation in previous years) (the "Returned Ordinary Shares") were returned to the Group awaiting disposal with proceeds to be returned to the Group. During the year ended 31 March 2019, 540,000 Returned Ordinary Shares, valued at HK$2.484 (the adjusted issue price) per share, amounting to approximately HK$1,341,000, were disposed of at a cash consideration of approximately HK$10,000 and a loss of approximately HK$1,331,000 was debited to the accumulated losses. At the end of the reporting period, 46,126,666 Returned Ordinary Shares, valued at HK$2.484 (the adjusted issue price) per share, amounting to approximately HK$114,579,000 were held by the Group awaiting disposal.

35. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher level of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The capital structure of the Group consists of debt, which includes the bank borrowings, notes payable and amounts received from a shareholder, and equity attributable to the owners of the Company, comprising issued share capital and reserves.

During the year ended 31 March 2020, the Group's strategy in managing capital structure remains unchanged from the prior year.

36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Amounts received from a shareholder *HK$'000*	Bank loans and borrowings *HK$'000*	Financial liabilities *HK$'000*	Notes payable *HK$'000*	Lease liabilities *HK$'000*	Total *HK$'000*
At 1 April 2018	20,000	10,848	10	–	–	30,858
Changes from financing cash flows:						
Increase in amounts received from a shareholder	180,000	–	–	–	–	180,000
Proceeds from bank advances on bill receivables discounted with full recourse	–	468,151	–	–	–	468,151
Repayment of bank advances on bill receivables discounted with full recourse	–	(420,000)	–	–	–	(420,000)
Repayment of bank loans	–	(10,848)	–	–	–	(10,848)
	180,000	37,303	–	–	–	217,303
Other changes:						
Changes in fair value	–	–	(10)	–	–	(10)
At 31 March 2019 and 1 April 2019	200,000	48,151	–	–	–	248,151
Changes from financing cash flows:						
Proceeds from bank advances on bill receivables discounted with full recourse	–	524,654	–	–	–	524,654
Repayment of bank advances on bill receivables discounted with full recourse	–	(505,808)	–	–	–	(505,808)
Decrease in amounts received from a shareholder	(10,000)	–	–	–	–	(10,000)
Capital element of lease rentals paid	–	–	–	–	(1,474)	(1,474)
Interest element of lease rentals paid	–	–	–	–	(156)	(156)
Proceeds from issuance of notes	–	–	–	50,000	–	50,000
	(10,000)	18,846	–	50,000	(1,630)	57,216
Other changes:						
Increase in lease liabilities from entering into new lease during the year	–	–	–	–	5,435	5,435
Interest on lease liabilities	–	–	–	–	156	156
	–	–	–	–	5,591	5,591
At 31 March 2020	**190,000**	**66,997**	**–**	**50,000**	**3,961**	**310,958**

37. ACQUISITION OF SUBSIDIARIES/DISPOSAL OF A SUBSIDIARY

(a) Acquisition of a subsidiary - acquisition of freehold land

On 1 November 2019, the Group acquired the 100% interests in Woodlands Industrial S.R.L. ("Woodlands Industrial"), a company incorporated in Romania, whose principal activity is investment holding. The consideration of the acquisition was HK$1, determined based on the financial position of Woodlands Industrial at the date of acquisition. At the acquisition date, the assets of Woodlands Industrial comprised freehold land with carrying amount of approximately HK$324,000.

(b) Acquisition of a subsidiary - business combination

On 1 November 2019, the Group acquired the 100% interests in Woodlands Europe d.o.o. ("Woodlands Europe"), a company incorporated in Slovenia, whose principal activity is the operation of a timber supply chain. The consideration of the acquisition was approximately HK$698,000, determined based on the financial position of Woodlands Europe at the date of acquisition.

The fair values of identifiable assets and liabilities of Woodlands Europe at the date of acquisition were as follows:

	HK$'000
Furniture and fixtures	**8**
Inventories	**5,603**
Trade receivables	**3,861**
Prepayments and other receivables	**2,292**
Cash and cash equivalents	**25**
Trade payables	**(9,158)**
Accruals and other payables	**(1,604)**
Provision for taxation	**(329)**
Net assets acquired	**698**
Purchase consideration settled in cash	**698**

No significant acquisition-related costs were incurred.

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition of Woodlands Europe is as follows:

	HK$'000
Purchase consideration settled in cash	**(698)**
Less: cash and cash equivalents acquired	**25**
Net cash outflow on acquisition	**(673)**

37. ACQUISITION OF SUBSIDIARIES/DISPOSAL OF A SUBSIDIARY (continued)

(b) Acquisition of a subsidiary - business combination (continued)

From the date of acquisition to 31 March 2020, Woodlands Europe had contributed revenue of approximately HK$13,618,000 to the Group's revenue and profit after taxation of approximately HK$1,322,000 to the profit of the Group for the year ended 31 March 2020.

Had the business combination been effected on 1 April 2019, the Group's revenue and profit after taxation for the year ended 31 March 2020 would have been approximately HK$637,623,000 and HK$35,171,000 respectively. The directors consider these "pro-forma" numbers represent an approximate measure of the performance of the combined group on an annualised basis and to provide a reference point for comparison in the future periods.

(c) Disposal of a subsidiary

On 1 December 2018, Good Magic Limited entered into a sale and purchase agreement with an independent third party to dispose of the entire shareholding interest in, and the shareholder's loan to, a former wholly owned subsidiary, Champ Country Limited (the "Disposed Company"), at a cash consideration of HK$10,880,000. The major asset of the Disposed Company was an investment property located in Hong Kong. The disposal was completed on 15 February 2019 and the net gain on disposal of the subsidiary was HK$57,000.

The net assets of the Disposed Company at the date of disposal was as follows:

	HK$'000
Investment property *(note 18)*	10,880
Prepayments	2
Deposit received and receipt in advance	(59)
	10,823
Cash consideration received	10,880
Net assets disposed of	(10,823)
Net gain on disposal of a subsidiary	57
Cash inflow arising on disposal of a subsidiary	
Cash consideration received	10,880

38. CATEGORIES OF FINANCIAL INSTRUMENTS

	2020 HK$'000	2019 HK$'000
Financial assets		
Financial assets at amortised cost	**505,852**	433,681
Financial liabilities		
Amortised cost	**(166,086)**	(100,645)

39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, foreign currency risk and interest rate risk. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk and ECL assessment

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

The Group's credit risk is primarily attributable to trade receivables, loan receivables and finance lease receivables. Credit risks associated with loan receivables and finance lease receivables are mitigated by the security over collaterals and/or guarantees. The Group does not hold any collateral or other credit enhancements to cover the credit risks associated with other financial assets whose carrying amounts best represent the maximum exposure to credit risk.

Trade receivables

At 31 March 2020, the Group had concentration of credit risk on trade receivables as 99% (2019: 81%) of the total trade receivables was due from two customers of the Group's timber supply chain business (2019: the five largest customers of the Group's timber supply chain business).

For trade receivables, management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. In respect of trade receivables, credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 and 90 days from the date of billing.

In addition, the Group performs impairment assessment under ECL model upon application of IFRS 9 on trade balances individually. The management performs periodic evaluations on customer to ensure the Group's exposure to bad debts is not significant. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk and ECL assessment (continued)

Loan receivables

At 31 March 2020, the Group had no significant concentration of credit risk on loan receivables, as 34% (2019: 30%) of the total loan receivables was due from the five largest borrowers. The largest borrower of the Group by itself accounted for approximately 8% (2019: 8%) of the Group's loan receivables. Nevertheless, the whole amount is considered recoverable given there are sufficient collaterals to cover the entire balance.

The Group has a policy for assessing the impairment on loan receivables on an individual basis. The assessment includes evaluation of collectability, aging analysis of account and current creditworthiness, collateral and past collection history of each borrower under the Group's credit risk rating system.

In determining the recoverability of the loan receivables on a collective basis, the Group considers any change in the credit quality of the loan receivables from the date the credit was initially granted up to the reporting date. This includes assessing the credit history of the borrowers, such as financial difficulties or default in payments, and current market conditions.

The total carrying amount of the loan receivables amounted to HK$306,890,000 (2019: HK$295,878,000) at the end of the reporting period. The Group considered the secured loans of HK$276,471,000 (2019: HK$250,234,000) are recoverable given the fair values of the collaterals are sufficient to cover the entire secured loan receivables collectively. As for the unsecured and guaranteed loans of HK$30,419,000 (2019: HK$45,644,000), the Group considered the amounts are recoverable as the loans were borrowed by borrowers with good credit history in general. Impairment allowances on outstanding loan receivables are determined by an evaluation of financial background, as well as financial condition of the borrower and the anticipated receipts for that individual loan, at the end of the reporting period.

The directors of the Company are responsible for the determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In view of the above, the directors of the Company consider that the Group's credit risk is significantly reduced.

Finance lease receivables

For finance lease receivables, the credit risk is low because the balances are not past due and the counterparties have pledged the leased assets to the Group which reduces the Group's exposure when the lessees default. The amount of ECL is immaterial based on the estimated loss rates.

39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk and ECL assessment (continued)

Other financial assets measured at amortised cost

The credit risk of other financial assets is managed through an internal process. The Group closely monitors the outstanding amounts of other financial assets at amortised costs and identifies any credit risk in a timely manner in order to reduce the risk of a credit related loss. In this regard, the directors of the Company consider the Group's credit risk is significantly reduced.

ECL assessment

The Group's internal credit grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets/other items
Performing	The counterparty has a low to moderate risk of default and its credit risk has not increased significantly since initial recognition.	Lifetime ECL (not credit-impaired)	12-month ("12m") ECL
Underperforming	There have been significant increases in credit risk since initial recognition through information developed internally or externally.	Lifetime ECL (not credit-impaired)	Lifetime ECL (not credit-impaired)
Non-performing	There is evidence indicating that the asset is credit impaired.	Lifetime ECL (credit-impaired)	Lifetime ECL (credit-impaired)
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off	Amount is written off

39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk and ECL assessment (continued)

ECL assessment (continued)

The table below set out the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

	Notes	Internal credit rating	12m or lifetime ECL	Gross carrying amount 2020 HK$'000	2019 HK$'000
Trade receivables *(note (i))*	*20*	Performing/ underperforming	Lifetime ECL (not credit-impaired)	**7,115**	51,990
Loan receivables *(note (ii))*	*21*	Performing	12m ECL	**308,870**	296,533
Finance lease receivables *(note (ii))*	*22*	Performing	12m ECL	**5,535**	10,175
Other financial assets *(note (iii))*	*20*	Performing	Lifetime ECL (not credit-impaired)	**90,247**	50,529
Cash and cash equivalents *(note (iv))*	*23*	N/A	12m ECL	**96,981**	25,433

Notes:

(i) For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the impairment allowance on lifetime ECL basis.

(ii) As part of the Group's credit risk management, the Group applies internal credit rating for its borrowers. The ECL rates are estimated based on its credit rating, past and current default record and current past due exposure of the borrower. At 31 March 2020, the loan receivables of HK$17,475,000 was past due (2019: nil) and impairment loss of HK$1,685,000 was recognised for the year ended 31 March 2020 (2019: HK$655,000). At 31 March 2020, all finance lease receivables were neither past due nor impaired (2019: nil).

(iii) For the purposes of internal credit risk management, the Group uses historical past due experience and forward looking information to assess whether credit risk has increased significantly since initial recognition. At 31 March 2020, gross amount of other financial assets of HK$1,363,000 was past due (2019: HK$330,000). Thus, the overall impact of ECL allowance is minimal, without undue cost.

(iv) Cash and cash equivalents mainly represent the cash placed with financial institutions in Hong Kong. Financial institutions in Hong Kong are governed by Hong Kong Monetary Authority. In view of the stable bank system in Hong Kong, the ECL is expected to be very minimal and close to zero. Thus, the overall impact of ECL allowance is minimal, without undue cost.

39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk and ECL assessment (continued)

ECL assessment (continued)

The following table shows reconciliation of impairment allowances that have been recognised for trade receivables and loan receivables:

	Life ECL (not credit-impaired) trade receivables *HK$'000*	12m ECL loan receivables *HK$'000*
At 1 April 2018	–	–
Impairment loss *(note 9(c))*	324	655
At 31 March 2019 and 1 April 2019	**324**	**655**
Reversal of impairment loss *(note 9(c))*	**–**	**(360)**
Impairment loss *(note 9(c))*	**592**	**1,685**
At 31 March 2020	**916**	**1,980**

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the raising of loans to cover expected cash demands, subject to parent company's board approval. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding to meet its liquidity requirements in the short and longer term.

The following tables detail the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on current rates at the end of the reporting period) and the earliest date the Group can be required to pay:

39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(b) Liquidity risk (continued)

	2020					
	Within 1 year or on demand *HK$'000*	**More than 1 year but less than 2 years** *HK$'000*	**More than 2 years but less than 5 years** *HK$'000*	**More than 5 years** *HK$'000*	**Total contractual undiscounted cash flow** *HK$'000*	**Carrying amount** *HK$'000*
Trade and other payables	**45,128**	**–**	**–**	**–**	**45,128**	**45,128**
Bank borrowings	**66,997**	**–**	**–**	**–**	**66,997**	**66,997**
Lease liabilities	**1,970**	**1,970**	**164**	**–**	**4,104**	**3,961**
Amounts received from a shareholder	**190,000**	**–**	**–**	**–**	**190,000**	**190,000**
Notes payable	**3,563**	**3,563**	**52,820**	**–**	**59,946**	**50,000**
	307,658	**5,533**	**52,984**	**–**	**366,175**	**356,086**

	2019					
	Within 1 year or on demand *HK$'000*	More than 1 year but less than 2 years *HK$'000*	More than 2 years but less than 5 years *HK$'000*	More than 5 years *HK$'000*	Total contractual undiscounted cash flow *HK$'000*	Carrying amount *HK$'000*
Trade and other payables	52,494	–	–	–	52,494	52,494
Bank borrowings	48,151	–	–	–	48,151	48,151
Amounts received from a shareholder	200,000	–	–	–	200,000	200,000
	300,645	–	–	–	300,645	300,645

39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(c) Foreign currency risk

The Group has insignificant exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars, United States dollars and Euros ("€") with a relative small portion in Renminbi, Brazilian Reais and Romanian Leu ("lei") currently. The Group is not subject to foreign currency risk of United States dollars as it is pegged with Hong Kong dollars, and not subject to significant foreign currency risk of Euros as its exchange rate to Hong Kong dollars was relatively stable throughout the year. Whilst the Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities denominated in Renminbi, Brazilian Reais and Romanian Leu, in light of their relative lower weightings to the Group's total transaction volume, and assets and liabilities in various currencies, the Group does not consider its exposure to exchange rate fluctuations of Renminbi, Brazilian Reais and Romanian Leu is significant. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(d) Interest rate risk

The Group's interest rate risk arises primarily from financial liabilities issued at variable rates and fixed rates that expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group does not expect any changes on interest rate which might materially affect the Group's result of operations. During the year, the Group had not entered into any interest rate swap contracts.

The Group's interest rate profile as monitored by management is set out below:

39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(d) Interest rate risk (continued)

(i) Interest rate profile

	2020		2019	
	Range of interest rate %	***HK$'000***	Range of interest rate %	*HK$'000*
Fixed rate receivables:				
Loan receivables	**8.75% - 18%**	**306,890**	8.75% - 18%	295,878
Finance lease receivables	**9% - 11%**	**5,535**	8.75% - 11%	10,175
		312,425		306,053
Fixed rate borrowings:				
Lease liabilities	**3.625%**	**(3,961)**	–	–
Notes payable	**7.125%**	**(50,000)**	–	–
		(53,961)		–
Variable rate borrowings:				
Advances drawn on bill receivables discounted with full recourse	**0.4% - 3.13%**	**(66,997)**	2.3%	(48,151)

(ii) Sensitivity analysis

At 31 March 2020, it is estimated that a general increase/decrease of 1% in interest rate, with all other variables held constant, would have decrease/increase the Group's profit for the year by approximately HK$670,000 (2019: HK$482,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings

The sensitivity analysis has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for the non-derivative variable rate financial liabilities in existence at that date. The 1% increase or decrease represents management's assessment of a reasonably possible change in interest rates assuming the financial liabilities in existence at the end of the reporting period were outstanding for the whole reporting period. The analysis was performed on the same basis for the prior year.

39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

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

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

40. COMMITMENTS

(a) Commitments in respect of capital expenditure

At the end of the reporting period, the Group had no material capital commitments (2019: nil).

(b) Operating lease commitments

At 31 March 2019, the Group was the lessee in respect of a property under lease which was previously classified as operating lease under IAS 17. The total future minimum lease payments under such non-cancellable operating lease of HK$645,000 was payable within one year. This lease did not include contingent rentals. The Group had initially applied IFRS 16 using the modified retrospective approach. Under this approach, the Group had been exempted from adjusting the opening balances at 1 April 2019 to recognise lease liabilities relating to this lease (see note 4). From 1 April 2019 onwards, future lease payments, except for the short-term leases and leases of low-value assets, are recognised as lease liabilities in the consolidated statement of financial position in accordance with the policies set out in note 3(i), and the details regarding the Group's future lease payments are disclosed in note 28.

At 31 March 2020, the Group was the lessee in respect of certain properties and assets under leases which were classified as short-term leases and leases of low-value assets under IFRS 16. The Group elected to recognise the lease payments for these leases on a straight-line basis over the lease term, rather than applying the new lessee accounting model. The total future minimum lease payments under such non-cancellable operating leases of approximately HK$544,000 are payable within one year and approximately HK$170,000 are payable over one year.

41. PLEDGE OF ASSETS

A debenture incorporating a first floating charge over all the undertakings, property and assets of a wholly owned subsidiary of the Company engaging in money lending business has been issued in favour of a security trustee as trustee for the noteholders in relation to the Three-Year Notes as disclosed in note 27. Up to 31 March 2020, the first tranche of the Three-Year Notes amounted to HK$50,000,000 has been issued (2019: nil).

At 31 March 2020, bill receivables of HK$66,997,000 (2019: HK$48,151,000) were pledged to banks to secure advances drawn on the bill receivables.

42. CONTINGENT LIABILITIES

At 31 March 2020, except for the litigation set out in note 43 below, the Group had no significant contingent liability (2019: nil)

43. LITIGATION

On 30 May 2010, UTRB, a wholly owned subsidiary of the Company, entered into a service agreement ("Service Agreement") with F Um Terraplanagem ("Terraplanagem"). Under the Service Agreement, Terraplanagem would carry out earthwork service in a hydropower plant in Rondonia, Brazil for a service fee of R$892,500. After signing the Service Agreement, Terraplanagem did not provide any earthwork service and UTRB had to hire another company to complete the earthworks. However, in the land search of the freehold land of UTRB, it was revealed that Terraplanagem submitted a claim to a court against UTRB to pay for alleged outstanding service fee of approximately R$1,291,000 and filed a precautionary injunction to prevent UTRB of selling certain area of its freehold land. Such injunction was awarded by the court during the year ended 31 March 2015. Two witness hearings were held in May 2016 and in March 2017, the court served the notice to both Terraplanagem and UTRB to present their final arguments. In May 2017, the court awarded Terraplanagem's claim in full (the "Court Decision"). In June 2017, UTRB filed petition to the court presenting its arguments on the ruling by the court, however, the petition was rejected by the court. In late July 2017, UTRB filed an appeal against the Court Decision with the High Court. In late September 2019, the High Court ruled the case, ratifying the Court Decision. Subsequently, UTRB filed an appeal against the High Court decision with the Court of Final Appeal and is still awaiting the outcome of the appeal. The claim of approximately R$1,291,000 (approximately HK$1,930,000) has been included in other payables.

44. MATERIAL RELATED PARTY TRANSACTIONS

The Group had the following transactions with related parties during the year.

(a) Key management personnel remuneration

The key management personnel of the Group included the directors as disclosed in note 10. Details of key management personnel remuneration are summarised below:

	2020	2019
	HK$'000	*HK$'000*
Salaries and other short-term employee benefits	**3,919**	2,893
Post-employment benefits	**193**	81
	4,112	2,974

(b) Outstanding balances with related parties

(i) Details of the amounts received from a shareholder is disclosed in note 30.

(ii) The amount due from non-controlling interests disclosed in note 20 is unsecured, interest-free and repayable on demand.

(iii) The amounts due to related parties disclosed in note 25 are unsecured, interest-free and repayable on demand.

44. MATERIAL RELATED PARTY TRANSACTIONS (continued)

(c) Transaction with a related party

During the year ended 31 March 2020, management fee of approximately HK$461,000 (2019: nil) was paid to a company controlled by a person who is a director of a subsidiary of the Company.

45. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

	2020	2019
	HK$'000	*HK$'000*
Non-current assets		
Interests in subsidiaries	**–**	–
Amounts due from subsidiaries	**392,699**	357,377
	392,699	357,377
Current assets		
Prepayments and other receivables	**783**	613
Cash and cash equivalents	**39,125**	125
	39,908	738
Current liabilities		
Accruals and other payables	**2,862**	3,253
Amounts due to subsidiaries	**9,677**	4,206
Amounts received from a shareholder *(note 30)*	**190,000**	200,000
	202,539	207,459
Net current liabilities	**(162,631)**	(206,721)
Total assets less current liabilities	**230,068**	150,656
Non-current liability		
Notes payable *(note 27)*	**50,000**	–
Net assets	**180,068**	150,656
Capital and reserves		
Share capital	**125,068**	125,068
Reserves *(note)*	**55,000**	25,588
Total equity	**180,068**	150,656

45. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY (continued)

Note:

	Share premium HK$'000	Shares held by the Company for settlement of acquisition consideration HK$'000	Contributed surplus HK$'000	Distributable reserve HK$'000	Capital redemption reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 April 2018	67,545	(115,920)	2,938,375	2,216	8,000	(2,890,671)	9,545
Profit for the year	–	–	–	–	–	16,032	16,032
Shares issued upon exercise of ordinary share warrants	1	–	–	–	–	–	1
Disposal of shares	–	1,341	–	–	–	(1,331)	10
At 31 March 2019	67,546	(114,579)	2,938,375	2,216	8,000	(2,875,970)	25,588
At 1 April 2019	**67,546**	**(114,579)**	**2,938,375**	**2,216**	**8,000**	**(2,875,970)**	**25,588**
Profit for the year	**–**	**–**	**–**	**–**	**–**	**29,412**	**29,412**
At 31 March 2020	**67,546**	**(114,579)**	**2,938,375**	**2,216**	**8,000**	**(2,846,558)**	**55,000**

46. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Company's principal subsidiaries at the end of the reporting period are set out below:

Name	Place of incorporation/ registration and business	Particulars of issued and paid up capital	Proportion of ownership interest: Group's effective interest	Held by the Company	Held by a subsidiary	Principal activities
UTRB	Brazil	R$13,607,570	100%	–	100%	Sustainable forest management of and investment in natural forests, licensing of harvesting rights, timber and wood processing, trading and sales of forestry and timber products
Reliance Credit Limited	Hong Kong	HK$1	100%	–	100%	Money lending business
Sustainable Assets Management Limited	Hong Kong	HK$1	100%	–	100%	Provision of management services
Trans Resources International Limited	Hong Kong	HK$1	100%	–	100%	Timber supply chain
Woodlands Global Limited	Hong Kong	HK$100	51%	–	51%	Timber supply chain
Woodlands Europe	Slovenia	€10,000	51%	–	100%	Timber supply chain
Woodlands Industrial	Romania	226,000 lei	51%	–	100%	Timber supply chain

Note:

The directors are of the opinion that a complete list of subsidiaries of the Company will be of excessive length and therefore the above list contains only the particulars of subsidiaries which principally affect the results or assets of the Group.

47. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2020

Up to the date of issue of these financial statements, the IASB has issued a number of amendments and a new standard which are not yet effective for the year ended 31 March 2020 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

IFRS 17	Insurance Contracts [1]
Amendments to IFRS 3	Definition of a Business [2]
Amendments to IFRS 3	Reference to the Conceptual Framework [6]
Amendments to IFRS 16	COVID-19 Related Rent Concessions [5]
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform [4]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture [3]
Amendments to IAS 1 and IAS 8	Definition of Material [4]
Amendments to IAS 16	Property, Plant and Equipment – Proceeds before Intended Use [6]
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract [6]
Annual Improvements to IFRSs 2018 – 2020	Amendments to IFRS 1, IFRS 9, IFRS16, and IAS 41 [6]

1 Effective for annual periods beginning on or after 1 January 2021
2 Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020
3 Effective for annual periods beginning on or after a date to be determined
4 Effective for annual periods beginning on or after 1 January 2020
5 Effective for annual periods beginning on or after 1 June 2020
6 Effective for annual periods beginning on or after 1 January 2022

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

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

48. COMPARATIVE FIGURES

The Group had initially applied IFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 4.

49. EVENT AFTER THE REPORTING PERIOD

The global outbreak of COVID-19 in early 2020 that is affecting many nations, the global and local credit markets and the international timber market has to a certain extent, adversely affected the Group's operations. The management considered it is difficult to predict the evolution and duration of the pandemic on a global basis and that at the reporting date, the extent of its impact to the Group's future operation cannot be reliably quantified or estimated. Nevertheless, given that there are recent signs that the conditions of the pandemic in Hong Kong have been under control and that the tension of the China-US trade war has eased since the signing of the first phase trade agreement in January 2020, barring unforeseeable circumstances, the management is optimistic about its financial results for the year ending 31 March 2021. The management will continue to closely monitor the situation and will take all necessary and appropriate measures to reduce the adverse impact of the pandemic to the Group.

Five-Year Financial Summary

RESULTS

	Year ended 31 March				
	2020	2019	2018	2017	2016 (Restated)
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Continuing operations					
Revenue	**619,241**	589,114	25,920	7,138	11,316
Profit/(loss) before taxation	**35,570**	26,826	21,660	(32,037)	(38,616)
Income tax (expense)/credit	**(1,009)**	(454)	205	30,493	5,545
Profit/(loss) for the year from continuing operations	**34,561**	26,372	21,865	(1,544)	(33,071)
Discontinued operations					
(Loss)/profit for the year from discontinued operations	**–**	–	–	(207)	2
Profit/(loss) for the year	**34,561**	26,372	21,865	(1,751)	(33,069)
Attributable to:					
Owners of the Company	**33,709**	26,372	21,865	(1,751)	(33,077)
Non-controlling interests	**852**	–	–	–	8
	34,561	26,372	21,865	(1,751)	(33,069)

ASSETS AND LIABILITIES AND NON-CONTROLLING INTERESTS

	At 31 March				
	2020	2019	2018	2017	2016
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Total assets	**559,072**	470,977	190,461	181,453	261,079
Total liabilities	**(360,396)**	(306,061)	(52,193)	(64,987)	(149,248)
Net assets	**198,676**	164,916	138,268	116,466	111,831
Total equity attributable to owners of the Company	**197,917**	164,930	138,282	116,480	111,744
Non-controlling interests	**759**	(14)	(14)	(14)	87
Total equity	**198,676**	164,916	138,268	116,466	111,831

Certain comparative figures have been restated to conform with the current year's presentation.