



New  
Retail  
**Online to  
Offline**

# About ECG

eCargo Holdings Limited (ASX: ECG) [ECG] is a fully-fledged Online to Offline trading and service provider that propels brands and retailers into the Chinese virtual and bricks and mortar shelves with a unique one-stop solution. It comprises a specialist execution group of companies, with operating companies in China and Australia trading under the brand names of eCargo, Metcash Asia, Jessica's Suitcase and Amblique, providing on-demand digital commerce strategy, China trading strategy, technology development and the related execution services for retailers and brands.

eCargo acts as a "one-stop" enabling partner for designer fashion, branded apparel and retail companies seeking to sell their products online in China by providing integrated online and offline technology and supply chain solutions.

Metcash wholesales and distributes to a number of supermarkets and retail groups in China and operates cross-border eCommerce stores through key platforms such as Alibaba's Tmall Global and JD Worldwide.

Jessica's Suitcase, headquartered in Sydney, operates an online store on Alibaba's Tmall Global, offering quality Australia and New Zealand groceries and foodstuff products to Chinese consumers through the cross-border online channel.

Amblique is a leading digital commerce consultancy, providing retail strategy, eCommerce platform implementation and optimisation services in Australia and New Zealand.



*"ECG is well-positioned as an enterprise with diversified business in distribution, wholesale, logistics, eCommerce operations and digital consultancy services."*

Mr. John Lau,  
Executive Chairman





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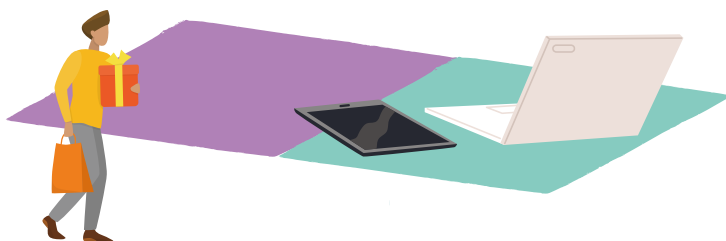
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# Highlights 2019



- Revenue up 32% to HK\$177.4 million
- EBITDA\* loss down 34% to HK\$6.7 million
- Statutory net loss down 45% to HK\$74.6 million
- Record year on EBITDA for eCommerce-enabling and Amblique
- Consolidation of online and office (O2O) FMCG offerings
- Successful expansion into South East Asian countries through the establishment of joint venture, ABG Group
- Cross-Border eCommerce (CBEC) Growth Program launched as an incubation initiative for FMCG brand



\* EBITDA is defined as earnings before non-cash items such as finance income, finance expense, tax, depreciation of property, plant and equipment, depreciation of right-of-use assets, amortization of intangible assets, impact of foreign exchange, ECG's share of results from an associate and a joint venture, provision for impairment of interest in an associate, gain or loss on fair value of acquisition and financial derivatives and provision for impairment of goodwill.



Revenue

**HK \$[177.4]**  
**Million**



EBITDA loss down

**[34]%**



Statutory net loss down

**[45]%**



# Well-positioned as an enterprise with O2O offerings



Dear Shareholders,

On behalf of the Board of Directors (the "Board"), I am pleased to present the Annual Report of eCargo Holdings Limited (the "Company") and its subsidiaries, collectively "ECG" of the "Group" for the year ended December 31, 2019.

2019 is the first financial year that has fully consolidated the results of our Fast-moving consumer goods ("FMCG") business units Metcash Export Services Pty Ltd and Jessica's Suitcase Pty Ltd acquired in the recent years. Following our strategy of business transformation and these acquisitions, ECG is well-positioned as an enterprise with full-fledged capabilities on Online to Offline ("O2O") distribution in FMCG. I am also pleased to report that both of our traditional business, eCommerce-enabling business and Amblique's digital consultancy business, continued the strong momentum from last year and recorded the highest EBITDA margin in our history.

## Financial performance

ECG reported a consolidated statutory net loss for the year of HK\$74.6 million with an EBITDA loss of HK\$6.7 million.



Excluding the results of FMCG, statutory net loss of the other business units combined would be HK\$63.2 million, reduced by 53% compared to 2018 reflecting

“ ECG has transformed itself into a business with end-to-end capabilities on both B2B wholesale and distribution and B2C services to end customers „

(i) decreased amortisation charge by HK\$10.8 million; (ii) absence of 2018 impairment on investment in MM-E-Commerce Limited of HK\$72.5 million; (iii) absence of the loss on disposal of interest in an associate of HK\$39.0 million in 2018; (iv) absence of fair value gain on financial assets of HK\$13.9 million this year; and (v) an impairment charge of HK\$49.3 million on FMCG recorded in this year. Accordingly, EBITDA of non-FMCG business

units would be HK\$4.4 million, an improvement of 144% over the HK\$10.1 million loss of the previous year.

Consolidated revenue of the year was HK\$177.4 million

(2018: HK\$134.5 million) of which HK\$18.1 million (2018: HK\$32.5 million) was attributable to eCommerce-enabling



business, HK\$85.9 million (2018: HK\$97.1 million) was contributed by Amblique and HK\$71.0 million

(2018: HK\$2.5 million) was contributed by the FMCG business unit. The remaining was licensing revenue of HK\$2.4 million attributed to the corporate segment same as the previous year.

eCommerce-enabling is our primary business unit providing online store operation and fulfilment services for foreign fashion and cosmetics brands selling in China. Despite this segment revenue decreased by 43% year-on-year, gross profit margin increased by 11% and achieved a positive EBITDA for the first time because of discontinuing certain non-profitable customers and non-core service offerings.

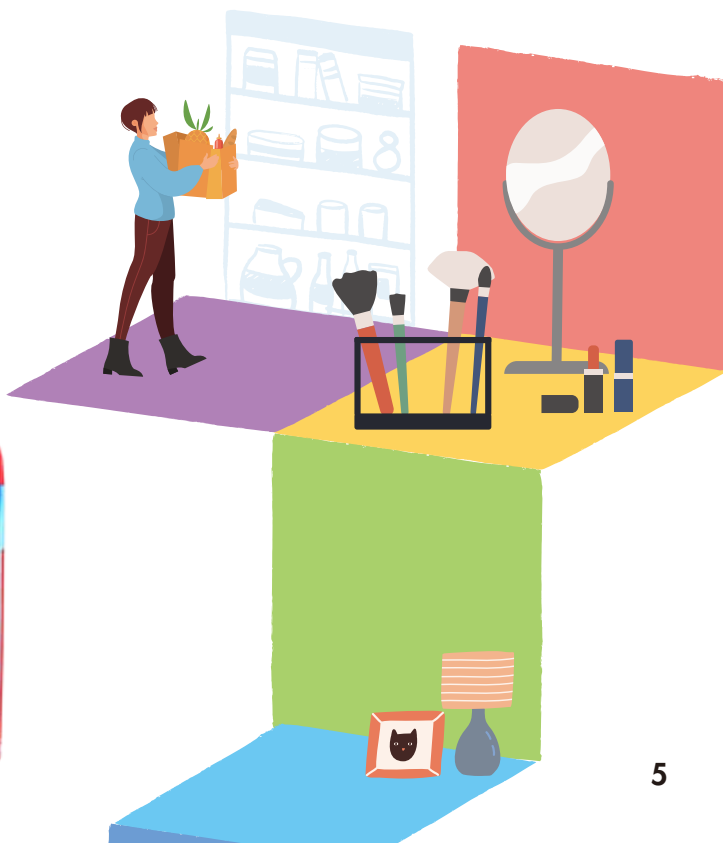


Amblique, our SaaS-based eCommerce technology and digital consulting solutions business based in Australia, recorded an encouraging result in 2019. Revenue decreased slightly however, EBITDA increased significantly by 82% mainly attributable to client services offering to the existing customers at higher margin and savings in overhead.

FMCG became a major revenue driver for ECG following the acquisition of Metcash's China business in February 2019. It has accounted for 40% of ECG's revenue this year and is expected to continue and increase in the future. During the year, several new initiatives were undertaken which expanded our service offerings, these include:

- the CBEC Growth Program introduced in August 2019 which aims to incubate FMCG brands on existing eCargo online flagship stores. The program targets foreign brands aiming to enter into China and provides a full-service, cost-conscious entry option to brand owners;

“ Cross-Border eCommerce Growth Program successfully launched in August 2019 ”







- expanded ECG's O2O distribution network and our supplier base, diversifying from Australian based suppliers to UK, Europe and South Africa; and
- established a joint venture (ABG Group) in September 2019, which has provided a scalable professional sourcing and distribution network for brands looking to enter and grow in the South East Asian ("SEA") markets. This joint venture achieved A\$6 million sales for three months in 2019 and contributed HK\$0.5 million to the ECG's results accordingly.



The Company did not propose any dividend distribution or buy back during the year.

### Evolving our strategy

ECG has transformed itself into a business with end-to-end capabilities on both B2B wholesale and distribution and B2C services to end customers. As a newly combined business we continue to leverage our strong relationships in China and SEA to increase our distribution network and product offerings. Our investment in the ABG Group joint venture has performed extremely well and we will continue to invest appropriately in the right channels to ensure ROI is adequate and provides a right level of diversification to our portfolio of businesses.



### Looking forward

The coronavirus (COVID-19) outbreak has become a pandemic as pronounced by the World Health Organization. It is impacting the economy and business activities as well as social life on a global scale at the moment I am writing this report. The Group's overall business has not seen a significant impact







currently due to our exposure to the online business. As of the date of this report, the management was not aware of any material adverse effects on the financial statements as a result of the outbreak but are closely monitoring its development and evaluating its impact on the financial position and operating results. A series of precautionary and control measures have been implemented. We shall remain vigilant and cautious so that to ensure ourselves to respond swiftly should the situation worsen.

On behalf of ECG, I would like to thank the Board of Directors, the management and every member of our committed staff for their

dedication and hard work over the past year, and our Shareholders and Stakeholders for their continued confidence and support. I look forward to meeting you at our upcoming Annual General Meeting.

**Mr. John Lau**  
*Executive Chairman*



# Board of Directors and Executive Team



The Board of Directors (the “Board”) currently consists of five Directors, comprising one Executive Director, one Non-Executive Director and three Independent Non-Executive Directors.

The Board has broad experience in the retail supply chain, eCommerce, logistics, finance and retail management. The Board is well-positioned to develop and implement ECG’s strategic objectives.

In accordance with ASX Listing Rules 14.4, a Director of an entity must not hold office (without re-election) past the third Annual General Meeting following the Director’s appointment or 3 years, whichever is longer and a Director of an entity is appointed to fill a casual vacancy or as an addition to the Board, must not hold office (without re-election) past the next Annual General Meeting.

Mr. Christopher Lau, Mr. Rupert Myer AO and Mr. Yuming Zou shall retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

Name	Position	Independence	Re-appointment date
Mr. John Lau	Executive Chairman, Executive Director	Non-independent	May 14, 2019
Mr. Christopher Lau	Non-Executive Director	Non-independent	June 20, 2018
Mr. Rupert Myer AO	Non-Executive Director	Independent	June 20, 2018
Mr. Heath Zarin	Non-Executive Director	Independent	May 14, 2019
Mr. Yuming Zou	Non-Executive Director	Independent	N/A

# Board of Directors



## Mr. John Lau

**Executive Chairman and  
Executive Director**

Mr. John Lau is the Executive Chairman, founder and Executive Director of ECG. He is Chairman and founder of ECG's largest shareholder, JL Enterprises Holdings Limited ("JL Enterprises"). He is Group Managing Director and founder of ECG's strategic investor, CS Logistics Holdings Limited ("CS Logistic"). He is the Managing Director and founder of Cargo Services Far East Limited ("Cargo Services"), a principal operating subsidiary of the CS Logistics group of companies and Managing Director and founder of Xin Hai Hua Enterprises.

John brings more than 40 years of experience in trading, shipping and logistics in China. His pursuit for excellence in providing professional services is well known and acknowledged by many major retailers and brands worldwide.

John founded Cargo Services in 1990 as an ocean freight non-vessel operating cargo carrier. He has led the growth of Cargo Services in becoming a leader in international logistics. Today, Cargo Services is the largest privately owned integrated logistics service provider and freight forwarder in China and Hong Kong.

John founded Midstream Holdings Limited ("MHL") in 1995. He was Managing Director of MHL from 1995 to 1997. MHL was acquired by Hutchison Port Holdings in 1997.

John founded Wide Shine Terminals Limited ("WST") in 1990. He was Managing Director and founder of WST from 1990 to 1995. WST was subsequently acquired by MHL in 1995.

John founded Hoi Kong Terminals Limited ("Hoi Kong") in 1986. He was the Managing Director from 1986 to 1990. Hoi Kong was acquired by Jardines Shipping Services Limited in 1990.

John holds Bachelor of Social Sciences from the University of Hong Kong, and joined Dodwell & Co. in their Hong Kong buying office working with many international retailers and trading companies sourcing from China. He quickly rose to become a director at Dodwell & Co. He left Dodwell & Co. in 1983 to start his own businesses in shipping and international logistics.

John was appointed as a committee member of the Chinese People's Political Consultative Conference Nanjing Committees in the tenth and eleventh elections.

John served as Independent Non-executive Director of Golden Eagle Retail Group Limited (SEHK: 3308) from 1999 to 2011 and Nanjing Sample Technology Company Limited (SEHK: 1708) from 2003 to 2011.





## Mr. Christopher Lau

### Non-Executive Director

Mr. Christopher Lau is a co-founder of ECG and was CEO and Executive Director of ECG from inception until March 14, 2018 when he was re-designated to Non-Executive Director.

In April 2018, Christopher rejoined Cargo Services Group as Group Assistant Managing Director and is currently Head of Greater China for the Group. He possesses more than 7 years of experience in international retail supply chain and logistics management having worked closely with many major retailers in Australia and the United Kingdom in the development of their global supply chains including the setup of eCommerce operations in China, sourcing offices and QC facilities.

Christopher was Group Assistant Managing Director and Executive Director at Cargo Services from 2006 to 2012. At Cargo Services, he founded the GAM business division in 2007 and was Head of GAM until 2012. He was instrumental in the transformation of Cargo Services to become the leading integrated retail supply chain solutions service provider in Hong Kong, contributed significantly in the development and implementation of the LIMA® platforms for many retail brands and supported in the acquisition of Allport Limited together with HSBC's strategic investment in CS Logistics in 2010. He was an Executive Director of CS Logistics from 2010 to 2012.

Christopher holds a Bachelor of Science in Accounting and Finance from the Leonard Stern School of Business at New York University. He spent several years with Ernst and Young LLP and Deutsche Bank in New York working in audit, structured products and fixed income. He was appointed as a member of the 14th Nanjing Political Consultative Conference in 2018, an Honorary Member of the Court at the Hong Kong Baptist University since 2012 and is a Vice-Chairman of the Fundraising Committee of the Dragon Foundation, a non-profit organisation in Hong Kong.



## Mr. Rupert Myer AO

### Independent Non-Executive Director

Mr. Rupert Myer AO is a Director of Amcil Limited. He serves as Chairman of Nuco Pty Ltd and as a director of The Myer Family Investments Pty Ltd and Mutual Trust Pty Ltd.

Since 1986, Rupert has served as a Non-Executive Board member on a diverse range of organizations including listed and unlisted public companies, private companies, community sector organisations, State and Commonwealth Government Boards and philanthropic foundations. Industries and sectors have included retailing, funds management, financial services, visual and performing arts, indigenous affairs, philanthropy and youth employment.

Rupert's experience as a Director has included IPO listings, rights issues, special purchase plans, dividend re-investment plans and major re-financings. He has served both as Chair and as a member of Audit and Finance Committees, Remuneration and Nominations Committees and Strategy Committees.

Rupert holds a Master of Arts from Cambridge University and a Bachelor of Commerce with Honours from the Melbourne University. He is a fellow of the Australian Institute of Company Directors.



## Mr. Heath Zarin

### Independent Non-Executive Director

Mr. Heath Zarin is CEO and Managing Director of EmergeVest, a Hong Kong based private equity firm with more than USD500 million of assets under management, and also Chairman and CEO of EV Cargo, a leading logistics and technology business.

Heath was previously Managing Director and Head of Principal Investments, Asia-Pacific, for HSBC, with responsibility for Asian proprietary private investment activities. Previously, he founded and ran Emergent Investment Group ("EIG"), a Hong Kong-based private investment firm. Prior to founding EIG, he held a series of senior executive roles at Credit Suisse, including forming and managing its Asian private equity business.

Heath practiced corporate law with Schulte Roth & Zabel LLP in New York, where he formed and advised hedge funds and private equity funds. His current and previous board service includes companies across Asia, Europe and North America, in diverse manufacturing and service industries.

Heath holds a Juris Doctor from the Fordham University School of Law and graduated from the State University of New York at Binghamton. He is CFA, CMT and CAIA charterholder and has completed Certificate programs at Harvard Business School.



## Mr. Yuming Zou

### Independent Non-Executive Director

Mr. Yuming Zou serves as Senior Vice-President of Corporate Development at Jianke. In this role, he manages Jianke's finance team, with responsibility for accounting & controls, financial planning & analysis, liquidity management, corporate finance, and evaluation/due diligence of M&A targets. He also partners with various business units across the company, with a focus on market development opportunities and strategic partnerships.

Prior to joining Jianke, Yuming spent 15 years at J.P.Morgan's Investment Banking Division, most recently as Executive Director in J.P.Morgan's Hong Kong Corporate

Derivatives Trading team, where he focused on origination, execution, and risk management for listed equity margin loans/collars, and structured equity financing transactions. He joined J.P.Morgan in 2003 as part of the Asia M&A/Corporate Finance team (based in Hong Kong), and was involved with a number of high profile M&A and Equity Capital Markets projects in the Greater China region across the Technology, Oil & Gas, and Transportation sectors. After several years in Asia, he moved to New York as part of J.P.Morgan's Hedge Fund Derivatives Group, structuring and executing transactions with alternative investment managers. In 2011, he relocated to J.P.Morgan's Shanghai office, leading strategy and business development efforts across J.P.Morgan's China Joint-Ventures.

Yuming was born in Beijing, China, and grew up in the United States. He holds a Bachelor of Arts degree in Economics magna cum laude and a Master of Arts degree in Statistics from Harvard University, and is also a CFA charterholder.

# Executive Team



## Mr. Will Zhao

### Chief Executive Officer

Mr. Will Zhao joined ECG in February 2019. Based in Shanghai, he leads a team of staff driving strategic and commercial decisions for ECG's businesses in China and Australia. Will has been a regularly speaker on China market entry for brands, opportunities and pitfalls of e-Commerce and trade in China. This includes speaking to Australian C-suite delegations through Australian Chamber of Commerce in China, Australian Trade Commission and International E-Commerce Conventions.

Prior to joining ECG, Will spent 4 years with Metcash China. During this time, he established Metcash's offline distribution network and expanded Metcash's online offering across various platforms. He also spent 7 years with the Goodman Group in Australia, New Zealand, Hong Kong and China specialising in Risk Management. He also held roles with Deloitte, UBS and Moores Rowland in risk and strategic consulting, wealth management, tax and accounting.

Will holds a Bachelor of Commerce from Macquarie University and is a certified internal audit and risk management professional.



## Mr. Garnok Cheung

### Chief Financial Officer

Mr. Garnok Cheung has over two decades of experience in public accounting, auditing, corporate accounting and compliance. He has extensive business exposure across industry sectors in real estates, hotel hospitality, ports, property development, FMCG (fast-moving consumer goods), fashion retailing, eCommerce, digital marketing and logistics.

Prior to joining ECG, Garnok was the Chief Financial Officer at ITC Corporation Limited (renamed as PT International Development Corporation Limited), a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 372). He started his career at the Hong Kong office of Deloitte Touche Tohmatsu and continued in the public accounting field at the Hong Kong and the New York offices of PricewaterhouseCoopers, and at KPMG in Hong Kong, accumulating 8 years of experience in public accounting and auditing.

He is currently an independent non-executive director of Solis Holdings Limited, a company listed on the Main Board of the Hong Kong Stock Exchange (Stock code: 2227).

Garnok received his Bachelor degree in Finance from the University of Hong Kong. He is a Certified Public Accountant recognized by the Washington State, U.S.A, and is a general member of the American Institute of Certified Public Accountants. He is also a Chartered Global Management Accountant and has completed the Blockchain Strategy Programme at the University of Oxford, England, United Kingdom.





## Ms. Hai Yun Chen

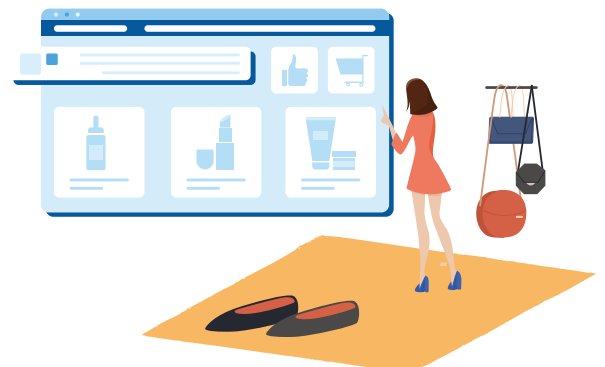
### Chief Product Officer

Ms. Hai Yun Chen is the Chief Product Officer of ECG based in Sydney. She oversees brands, products and supply chain strategies from Australia, New Zealand and other leading export countries, and develops new direct export sales channels for ECG's business in China and South East Asia.

Prior to joining ECG, Hai Yun spent 3 years with Metcash Asia based in the Metcash head office in Sydney. During this time, she was instrumental to the overall success of Metcash Asia in China, by partnering with brands, securing supply chain, developing and managing various export channels from Australia to China. Prior to joining

Metcash, she has spent 8 years in establishing and running private label food sourcing for Woolworths based out of Woolworths' Global Sourcing office in Shanghai. She also has buying experiences previously with Australian retailers BigW and ADRT.

Hai Yun holds a Master of Finance degree and Bachelor of Commerce degree major in International Business and Marketing from University of New South Wales.



# Corporate Governance Report

The Board is pleased to present this corporate governance report for the year ended December 31, 2019.

## Corporate Governance Practices

The Company is committed to conduct its business consistent with the highest standards of corporate governance practices and procedure. The Company recognises that sound corporate governance practices are fundamental to the effective and transparent operation of the Company and it is vital to its ability to protect the rights of its Shareholders and enhance Shareholders' value.

The Company adopted the following policies and charters. Each of these policies and charters are set out in the Corporate Governance Plan adopted by the Board on September 18, 2014. The Corporate Governance Plan is incorporated by reference into this annual report and is prepared to fully address the principles and provision set out in the ASX Corporate Governance Council, Corporate Governance Principles and Recommendations, 3rd Edition ("ASX Corporate Governance Principles and Recommendations"). The 2019 corporate governance report was approved by the Board on March 26, 2020.

A copy of each of the below policies and charters are available on the Company's website at [www.eCargo.com](http://www.eCargo.com).

## The Board Charter

This charter sets out the principles for the operation of the Board and the functions and responsibilities of the Board and management of the Company. The Board Charter contains the Board skills matrix.

## Code of Conduct

This policy sets out the standards of ethical behaviour that the Company expects from its Directors, officers and employees.





### Securities Trading Policy

This policy is designed to maintain investor confidence in the integrity of the Company's internal controls and procedures and to provide guidance on avoiding any breach of the insider trading laws in Australia.

### Audit and Risk Management Committee Charter

This charter sets out the principles for the operation of the Audit and Risk Management Committee.

### Nomination and Remuneration Committee Charter

This charter sets out the principles for the operation of the Nomination and Remuneration Committee.

### Continuous Disclosure Policy and Communications Strategy

The Company strictly complies with the continuous disclosure requirements of the Listing Rules and the Companies Ordinance to ensure the Company discloses to ASX any information concerning the Company which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the CDIs. This policy sets out certain procedures and measures which are designed to ensure that the Company complies with its continuous disclosure obligations. This policy also sets out practices which the Company will implement to ensure effective communication with its Shareholders.

### Diversity Policy

This policy sets out practices which the Company is committed to workplace diversity. Due to the relative small size of the Company, the Board had not set any objectives on gender diversity during the year ended December 31, 2019. The Board recognized the benefit arise from achieving various forms of diversity and will continues to evaluate the setting of objectives on workplace diversity.



The table below shows the proportion of male and female representation across ECG, the senior management and at the Board level during the year ended December 31, 2019.

Job level	Male	Female
Board of Directors	83%	17%
Management	66%	34%
All employees	23%	77%

\* Management represent General Manager grade or above

### Board of Directors

The Board is responsible for the overall corporate governance of the Company. Issues of substance affecting the Company are considered by the Board, with advice from external advisors as required.

The Board's role in risk oversight includes reviewing reports from management and the Audit and Risk Management Committee on a regular basis regarding material risks faced by the Company and applicable mitigation strategies and activities.

The reports detail the effectiveness of the risk management program and identify and address material business risks such as technological, strategic, business, operational, financial, human resources and legal/regulatory risks.

The Board and its committees consider these reports, discuss matters with the management and identify and evaluate any potential strategic or operational risks, and appropriate activity to address those risks. The responsibilities of the Board are set down in the Company's Board Charter, which has been prepared having regard to ASX Corporate Governance Principles and Recommendations.

### Composition of the Board, number of the Board meetings and Directors Attendance

The Company's Memorandum and Articles of Association and the Hong Kong Companies Ordinance provides that the minimum number of Directors is two and that this minimum may only be changed by a majority vote of the Shareholders. The Company currently has five Directors serving on the Board, including one Executive Director ("ED"), one Non-Executive Director ("NED") and three Independent Non-Executive Directors ("INED"). The biographies details of each Director are included in the "Board of Directors and Executive Team" section of this Annual Report.

The following is the attendance record of the Directors at the Board and Committee meetings, and at the Shareholder meeting held during the year.



# Brand Building



# Omni-Channel Solutions



Name	Position	Board of Directors	Audit and Risk Management Committee	Nomination and Remuneration Committee	Annual General Meeting
Mr. John Lau	ED	3/3	N/A	N/A	1/1
Mr. Christopher Lau	NED	3/3	N/A	N/A	1/1
Ms. Jessica Rudd	NED <sup>1</sup>	3/3	N/A	N/A	1/1
Mr. Rupert Myer AO	INED	3/3	3/3	2/2	1/1
Mr. Heath Zarin	INED	3/3	3/3	2/2	1/1
Mr. Dennis Lin	INED <sup>2</sup>	1/3	2/3	1/2	1/1
Mr. Yuming Zou	INED <sup>3</sup>	0/3	0/3	0/2	0/1

<sup>1</sup> Resigned on January 22, 2020

<sup>2</sup> Resigned on October 31, 2019

<sup>3</sup> Appointed on January 22, 2020

## Practices and Conduct of Meetings

Notice of the Board and Committee meetings is given to all the Directors at least 7 days in advance. Annual meeting schedules and the draft agenda of each meeting are normally made available to the Directors in advance. Arrangements are in place to allow the Directors to include items in the agenda, and final agenda together with the Board papers are sent to the Directors within reasonable time. Each Director also has separate and independent access to the senior management where necessary.

Minutes of the Board meetings are kept by the Company Secretary. Draft minutes are circulated to the Directors for comment within a reasonable time after each meeting.

Each Director must bring an independent view and judgment to the Board and must declare all conflicts of interest including confirmation of Director's interests in securities and declaration of any trading activities. Any issue concerning a Director must be brought to the attention of the Board as soon as practicable, and unless a resolution has been passed by the non-interested Directors allowing the interested Director to remain in the meeting and participate in discussions, Directors may not participate in discussions or resolutions pertaining to any matter in which the Director has a material personal interest.

## Appointment and Re-election of Directors

The Company uses a formal and transparent procedure for the appointment, election and removal of Directors, which is set out in the Company's Articles of Associations and is conducted by the Nomination and Remuneration Committee, which will make recommendations on new Director appointment to the Board for approval.

Each of the Director is engaged on services contract and subject to re-election. Further details of the appointment, election and removal of Director are set out in the "Board of Directors and Executive Team" section of this Annual Report.

## Induction and Ongoing Development

Each of the newly appointed Director receives a formal, comprehensive and tailored induction to ensure his or her understanding of the business and operations of the Company and awareness of the Director's responsibilities and obligations.

The Company encourages all Directors participate in continuous professional development in order to develop and refresh their knowledge and skills. During the year, the Directors had updated on the development of statutory and regulatory regime and the business environment provided by the Company and external parties.



## Board Committees

The Board has established two standing committees to facilitate and assist the Board in fulfilling its responsibilities as set out below. The Board may also establish other committees from time to time.

Each of these committees has the responsibilities described in the committee charters (which have been prepared having regard to the ASX Corporate Governance Principles and Recommendations) adopted by the Company.

Committee	Overview	Member
<b>Audit and Risk Management Committee</b>	Oversees the Company's corporate accounting and financial reporting, including auditing of the Company's financial statements, reviewing the performance of the Company's internal audit function and the qualifications, independence, performance and terms of engagement of the Company's external auditor. Manages the process of identification and management of risk.	Mr. Rupert Myer AO (Chairman) Mr. Heath Zarin Mr. Dennis Lin (resigned on October 31, 2019) Mr. Yuming Zou (appointed on January 22, 2020)
<b>Nomination and Remuneration Committee</b>	<p><b>Remuneration:</b></p> <p>Establishes, amends, reviews and approves the compensation and benefit plans with respect to senior management and employees of the Company including determining individual elements of total compensation of the Chief Executive Officer and other members of senior management.</p> <p>The Nomination and Remuneration Committee is responsible for forming a view and making a recommendation to the Board on the most appropriate compensation for key employees. For instance, the Nomination and Remuneration Committee may determine that non-monetary compensation, such as employee options or employee shares, is an appropriate compensation as a way of:</p> <ul style="list-style-type: none"> <li>recognising ongoing contributions by key employees to the achievement by the Company of long term strategic goals;</li> <li>aligning the interests of participants with other holders of shares in the Company through the sharing of a personal interest in the future growth and development of the Company; and</li> <li>providing a means of attracting and retaining skilled and experienced employees.</li> </ul> <p>The Nomination and Remuneration Committee is also responsible for reviewing the performance of the Company's executive officers with respect to these elements of compensation.</p> <p><b>Nomination:</b></p> <p>The Nomination and Remuneration and Committee recommends the candidates nominated as a Director at each Annual General Meeting and ensures that the Audit and Risk Management, and Nomination and Remuneration Committees of the Board have the benefit of qualified and experienced independent Directors.</p>	Mr. Heath Zarin (Chairman) Mr. Rupert Myer AO Mr. Dennis Lin (resigned on October 31, 2019) Mr. Yuming Zou (appointed on January 22, 2020)

The background of the page features a warm-toned photograph of several individuals in business attire working together at a desk. They are focused on their laptops and tablets. Overlaid on this image is a complex network of white lines and dots, resembling a digital or data network. Various circular and rectangular graphic elements in shades of blue, teal, and green are scattered across the page, adding a modern, tech-oriented aesthetic. A large, semi-transparent teal square is positioned behind the main title text.

# One-Stop O2O Solutions

## ASX Corporate Governance Principles and Recommendations

The Board has evaluated the current corporate governance policies and practices in light of the ASX Corporate Governance Principles and Recommendations.

The Board considers that the Company generally complies with the ASX Corporate Governance Principles and Recommendations and, where the Company does not comply, this is primarily due to the current relative size of the Company and scale of its current operations. Comments on compliance and departures are set out below.

Principles/recommendations	Does the Company comply?	Particulars of compliance & if not why not
<b>Principle 1 – Lay solid foundations for management and oversight</b>		
<b>Recommendation 1.1:</b> The Company should disclose: (a) the respective roles and responsibilities of its Board and management; and (b) those matters expressly reserved to the Board and those delegated to management.	Complied	<p>The Board's responsibilities are contained in the Company's Board Charter. The Company's Board Charter is contained in the Corporate Governance Plan.</p> <p>The functions of the Board and Chairman are specifically set out in the Board Charter. The functions delegated to senior executives are contained in the Delegation of Authority Agreement, contained in the Corporate Governance Plan.</p>
<b>Recommendation 1.2:</b> The Company should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.	Complied	<p>The Board's responsibilities in relation to Director appointments are contained in the Company's Board Charter. The Company's Board Charter is contained in the Corporate Governance Plan. Appropriate checks, including bankruptcy checks and police checks are part of the listing process.</p> <p>The requirement for the appropriate checks prior to appointment a Director or putting forward a candidate for election as a Director as well as the provision of all material information in the Board's possession to Shareholders relevant to a decision on whether or not to elect or re-elect a Director is clearly mentioned in the Board Charter.</p> <p>All material information in relation whether to elect or re-elect a Director is contained in the Company's notice of meeting and explanatory statement.</p>
<b>Recommendation 1.3:</b> The Company should have a written agreement with each Director and senior executive setting out the terms of their appointment.	Complied	The Company has entered into such agreements with each Director and senior executive.
<b>Recommendation 1.4:</b> The Company Secretary of the Company should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.	Complied	The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. The accountability and details of the role of the Company Secretary are contained in the Company's Board Charter.



<p><b>Recommendation 1.5:</b> The Companies should:</p> <p>(a) have a diversity policy which includes requirements for the Board or a relevant committee of the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; disclose that policy or a summary of it; and</p> <p>(b) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the Board or a relevant committee of the Board in accordance with the entity's diversity policy and its progress towards achieving them.</p>	Partially Complied	<p>The Board has established a Diversity Policy. The Diversity Policy is contained in the Corporate Governance Plan.</p> <p>The Board considered the importance of talent and concluded when recruiting workforce, everyone should be provided with equal opportunity; and there should be no difference in gender, age, ethnicity, race, disability and cultural background. With the Company's scale of operation is small, the Board had not set any objectives of gender diversity during the year ended December 31, 2019. However, the Board recognized the benefit arise from achieving various forms of diversity and will continue to evaluate the setting of objectives on workplace diversity.</p>
<p><b>Recommendation 1.6:</b> The Company should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its Committees and individual Directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Complied	<p>The Board has established these processes. A summary of the processes are set out below.</p> <p>The Board and each Board Committee is responsible for the evaluating the performance of the Board and Board Committee on an annual basis by referring to the requirements of the Board Charter.</p> <p>The Chairman is responsible for the review of individual Directors. Each Director is met privately with the Chairman to discuss the assessment. In addition to the annual review, the Chairman regularly provides informal feedback to individual Directors.</p>
<p><b>Recommendation 1.7:</b> The Company should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Complied	<p>The Board has established these processes. A summary of the processes are set out below.</p> <p>The Chairman is responsible for the review of the senior management assessment processes from time to time to ensure that they remain consistent with the Company's overall objectives for the business.</p> <p>All senior executives undergo a performance and development review on an annual basis, each senior executive meets privately with the Chairman to discuss the assessment and is provided with feedback on their performance, when appropriate, a development plan is also agreed to support the ongoing contribution of the executive to the needs of business.</p>



Principle 2 – Structure the Board to add value		
<p><b>Recommendation 2.1:</b> The Board should</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent Director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	Partially Complied	<p>The Board has established a Nomination and Remuneration Committee.</p> <p>The function of the Nomination and Remuneration Committee is contained in the Nomination and Remuneration Committee Charter. The Company's Nomination and Remuneration Committee Charter is contained in the Corporate Governance Plan.</p> <p>The Nomination and Remuneration Committee is chaired by Mr. Heath Zarin, an independent Director, and consists three non-executive Directors. Of these members, all are independent Non-Executive Directors, namely, Mr. Heath Zarin, Mr. Rupert Myer AO and Mr. Dennis Lin.</p> <p>Mr. Dennis Lin resigned as the Non-Executive Director on October 31, 2019 while Mr. Yuming Zou appointed as the Non-Executive Director on January 22, 2020.</p> <p>For the individual attendances, please refer to "Composition of the Board, number of the Board meetings and Directors Attendance" section of this report.</p>
<p><b>Recommendation 2.2:</b> The Company should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p>	Complied	<p>The Board maintains a Board Skills Matrix of the current Directors of the Board. The Company's Board Skills Matrix is contained in the Board Charter which is contained in the Corporate Governance Plan.</p>
<p><b>Recommendation 2.3:</b> The Companies should disclose:</p> <p>(a) the names of the Directors considered by the Board to be independent Directors;</p> <p>(b) if a Director has an interest, position, association or relationship of the type described in Box 2.3 (Factors relevant to assessing the independence of a Director) but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each Director.</p>	Complied	<p>Currently the Board consists of five members, of which three are independent Non-Executive Directors, namely, Mr. Rupert Myer AO, Mr. Heath Zarin and Mr. Yuming Zou.</p> <p>The Board has assessed, using the criteria set out in the ASX Corporate Governance Principles and Recommendations, the independence of Non-Executive Directors in light of their interests and relationships and considers them all to be independent.</p>

<b>Recommendation 2.4:</b> A majority of the Board of the Company should be independent Directors.	Not Complied	<p>The Board determines the size and composition of the Board, subject to limits imposed by the Company's Constitution.</p> <p>Of the six Directors, only three Non-Executive Directors namely, Mr. Rupert Myer AO, Mr. Heath Zarin and Mr. Dennis Lin are considered by the Board to be independent for the year ended December 31, 2019.</p> <p>The Board structure will continue to be reviewed at the appropriate stages of the Company's development.</p>
<b>Recommendation 2.5:</b> The chair of the Board of the Company should be an independent Director and, in particular, should not be the same person as the Chief Executive Officer of the Company.	Partially Compiled	<p>The current Chairman, Mr. John Lau, is an Executive Director and is not considered independent under the ASX Corporate Governance Principles.</p> <p>The Board considers that the Chairman, as a founder, is key for the business development and decision making in Hong Kong and the Company has adequate procedures to ensure the independence of the Chairman's decisions. For example, the Chairman will deal with any conflicts that arise, address differences of opinion and ensure contrary votes are recorded at Board meetings and ensure Directors or the Chairman himself with material personal interests in a matter leave the meeting while the matter is discussed, unless a resolution has been passed by the non-interested Directors allowing the interested Director to remain in the meeting and participate in discussions.</p> <p>The Chairman is not the Chief Executive Officer of the Company.</p>
<b>Recommendation 2.6:</b> The Company should have a program for inducting new Directors and providing appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.	Complied	<p>The Directors are expected to undertake an appropriate continuing professional development program or education for the purpose of developing and maintaining the skills and knowledge for normal discharge of their formal Director duties effectively.</p> <p>During the year, the Directors are continually updated on the development of statutory and regulatory regime and the business environment which provided by the Company and external parties.</p>
<b>Principle 3 – Act ethically and responsibly</b>		
<b>Recommendation 3.1:</b> The Company should: <ul style="list-style-type: none"> <li>(a) have a code of conduct for its Directors, senior executives and employees; and</li> <li>(b) disclose that code or a summary of it.</li> </ul>	Complied	<p>The Board has established a Code of Conduct, which is contained in the Corporate Governance Plan.</p> <p>The Code of Conduct provides that the Directors will act with honesty and integrity, will avoid conflicts of interest, protect confidential and proprietary information and treat others equitably and with professionalism courtesy and respect.</p>

Principle 4 — Safeguard integrity in corporate reporting		
<p><b>Recommendation 4.1:</b> The Board of the Company should</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent Director, who is not the chair of the Board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	Partially Complied	<p>The Board has established an Audit and Risk Management Committee.</p> <p>The function of the Audit and Risk Management Committee is contained in the Audit and Risk Management Committee Charter. The Company's Audit and Risk Management Committee Charter is contained in the Corporate Governance Plan.</p> <p>The Audit and Risk Management Committee is chaired by Mr. Rupert Myer AO, an independent Director who is not Chairman of the Board.</p> <p>The Audit and Risk Management Committee consists of three members namely, Mr. Rupert Myer AO, Mr. Heath Zarin and Mr. Dennis Lin. Of these members, all are independent Non-Executive Directors.</p> <p>Mr. Dennis Lin resigned as the Non-Executive Director on October 31, 2019 while Mr. Yuming Zou appointed as the Non-Executive Director on January 22, 2020.</p> <p>For the individual attendances, please refer to "Composition of the Board, number of the Board meetings and Directors Attendance" section of this report.</p>
<p><b>Recommendation 4.2:</b> The Board of the Company, before it approves the Company's financial statements for a financial period, receive declarations from the Company's Chief Executive Officer and Chief Financial Officer that in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Complied	<p>The Board has received the necessary declaration from the Chief Executive Officer, Mr. Will Zhao and the Chief Financial Officer, Mr. Garnok Cheung prior to approving the unaudited and audited financial statements. This process will continue for any future approval of the Company's financial statements.</p>
<p><b>Recommendation 4.3:</b> The Company that has an Annual General Meeting should ensure that its external auditor attends its Annual General Meeting and is available to answer questions from security holders relevant to the audit.</p>	Complied	<p>The Company's external auditor had attended the Annual General Meeting held on May 14, 2019.</p> <p>The Company will invite external auditor to attend its forthcoming Annual General Meeting and any future Annual General Meeting to answer questions from security holders relevant to the audit.</p>

Principle 5 — Make timely and balanced disclosure		
<b>Recommendation 5.1:</b> The Company should: (a) have a written policy for complying with its continuous disclosure obligations under the ASX Listing Rules; and (b) disclose that policy or a summary of it.	Complied	<p>The Board has adopted a Continuous Disclosure Policy and Communications Strategy which is set out in the Corporate Governance Plan.</p> <p>The Company respects the rights of its Shareholders and facilitates the exercise of those rights, the Company is committed to communicating effectively with Shareholders, providing Shareholders with ready access to balanced and understandable information about the Company and corporate proposals and making it easier for Shareholders to participate in general meetings of the Company.</p>
Principle 6 — Respect the rights of security holders		
<b>Recommendation 6.1:</b> The Company should provide information about itself and its governance to investors via its website.	Complied	<p>The Board aims to ensure that the Shareholders are informed of all major developments affecting the Company's state of affairs.</p> <p>The Company has established on its website, <a href="http://www.eCargo.com">www.eCargo.com</a> where Shareholders can find information such as financial statements and major development of the Company as well as all relevant corporate governance material under the Media and News and corporate governance landing pages.</p>
<b>Recommendation 6.2:</b> The Company should design and implement an investor relations program to facilitate effective two-way communication with investors.	Complied	<p>Shareholders are encouraged to fully participate at the Annual General Meeting or other General Meeting to ensure effective two way communication.</p> <p>Shareholders are also able to direct any questions relating to the Company's securities to the share registry, Link Market Services Limited.</p>
<b>Recommendation 6.3:</b> The Company should disclose the policies it has in place to facilitate and encourage participation at meetings of Shareholders.	Complied	<p>The communication strategy is contained in the Continuous Disclosure Policy and Communications Strategy is designed to ensure that Shareholders are informed of all relevant developments. Details of the information can be found on the Company's website <a href="http://www.eCargo.com">www.eCargo.com</a> under the corporate governance landing page of the Investor Information section.</p> <p>The Company encourages full participation of Shareholders at the Annual General Meeting. The Chairman encourages Shareholders to ask reasonable questions at the Annual General Meeting. The Board makes itself available to all Shareholders both before and after the Annual General Meeting.</p>
<b>Recommendation 6.4:</b> The Company should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Complied	<p>All Shareholders have the right to access details of their holdings, provide email address contacts and make certain elections via the Company's share registry, Link Market Services Limited by accessing the web site <a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a>. Shareholders have the right of option of receiving all or a selection of communication electronically.</p>



Principle 7 — Recognise and manage risk		
<p><b>Recommendation 7.1:</b> The Board of the Company should:</p> <ul style="list-style-type: none"> <li>(a) have a committee or committees to oversee risk, each of which:               <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent Directors; and</li> <li>(2) is chaired by an independent Director,</li> </ul> </li> <li>and disclose:               <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> <li>(b) if it does not have a risk committee or committees that satisfy above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</li> </ul>	Partially Complied	<p>The Board has established an Audit and Risk Management Committee.</p> <p>The function of the Audit and Risk Management Committee is contained in the Audit and Risk Management Committee Charter. The Company's Audit and Risk Management Committee Charter is contained in the Corporate Governance Plan.</p> <p>The Audit and Risk Management Committee is chaired by Mr. Rupert Myer AO, an independent Director who is not Chairman of the Board.</p> <p>The Audit and Risk Management Committee consists of three members namely, Mr. Rupert Myer AO, Mr. Heath Zarin and Mr. Dennis Lin. Of these members, all are independent Non-Executive Directors.</p> <p>Mr. Dennis Lin resigned as the Non-Executive Director on October 31, 2019 while Mr. Yuming Zou appointed as the Non-Executive Director on January 22, 2020.</p> <p>For the individual attendances, please refer to "Composition of the Board, number of the Board meetings and Directors Attendance" section of this report.</p>
<p><b>Recommendation 7.2:</b> The Board or a committee of the Board should:</p> <ul style="list-style-type: none"> <li>(a) review the Company's risk management framework at least annually to satisfy itself that it continues to be sound; and</li> <li>(b) disclose, in relation to each reporting period, whether such review has taken place.</li> </ul>	Complied	<p>The Audit and Risk Management Committee has reviewed the Risk Management framework.</p> <p>The Audit and Risk Management Committee will continue the process to review the risk management framework at least annually; and will disclose such review accordingly.</p>
<p><b>Recommendation 7.3:</b> The Company should disclose:</p> <ul style="list-style-type: none"> <li>(a) if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</li> </ul>	Complied	<p>The Company maintained an internal audit function to ensure the Company accomplish its objectives by bringing a systematic, disciplined approach to evaluating and continually improving the effectiveness of its risk management and internal control processes.</p> <p>The Board is ultimately responsible for maintaining a sound and effective system of internal control and risk management of the Company and considers that the identification and management of key risk associated with the business is vital.</p>
<p><b>Recommendation 7.4:</b> The Company should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Complied	<p>The Company does not have any material exposure to economic, environmental and social sustainability risks. The material risks are disclosed at Directors' Report of the Annual Report.</p>

Principle 8 — Remunerate fairly and responsibly		
<p><b>Recommendation 8.1:</b> The Board of the Company should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) have at least 3 members, a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings, or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	Partially Complied	<p>The Board has established a Nomination and Remuneration Committee.</p> <p>The function of the Nomination and Remuneration Committee is contained in the Nomination and Remuneration Committee Charter contained in the Corporate Governance Plan.</p> <p>The Nomination and Remuneration Committee is chaired by Mr. Heath Zarin, an independent Director, and consists of three non-executive Directors. Of these members, all are independent, Non-Executive Directors, namely, Mr. Heath Zarin, Mr. Rupert Myer AO and Mr. Dennis Lin.</p> <p>Mr. Dennis Lin resigned as the Non-Executive Director on October 31, 2019 while Mr. Yuming Zou appointed as the Non-Executive Director on January 22, 2020.</p> <p>For the individual attendances, please refer to "Composition of the Board, number of the Board meetings and Directors Attendance" section of this report.</p>
<p><b>Recommendation 8.2:</b> The Company should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.</p>	Complied	<p>The remuneration structure for the non-executive Directors is not related to performance. Non-executive Directors receive fixed fees which reflect their skills, responsibilities and the time commitments required to discharge their duties.</p> <p>The remuneration structure for senior executives reflects the Company's performance culture: there is a direct correlation between the executive's reward and the Company's performance so as to seek to ensure that the Company's remuneration policy is aligned with its long term business objectives and the interests of Shareholders and other stakeholders.</p>
<p><b>Recommendation 8.3:</b> The Company which have equity-based remuneration scheme should</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it</p>	Not applicable	<p>The Company does not have an equity based remuneration scheme.</p>

# DIRECTORS' REPORT

The Directors of eCargo Holdings Limited (the "Company") submit their report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively "ECG") for the year ended 31 December 2019.

The functional and presentation currency of the Company as of the reporting date is Hong Kong Dollars ("HK\$").

## Principal Activities

The principal activities of ECG are the development and provision of eCommerce technologies, integrated offline and online supply chain operations, and provision of digital commerce solutions and services and trading of fast moving consumer goods ("FMCG").

## Results and Appropriations

The results of ECG for the year are set out in the consolidated statement of comprehensive income on page 45.

The Directors do not recommend the payment of a dividend.

## Share Capital and Debentures Issued

No shares and debentures were issued by the Company in the year ended 31 December 2019.

## Equity-linked Agreements

No equity-linked agreements were entered into by the Company at any time during the year or subsisted at the end of the year.

## Directors

### (a) Directors of the Company ("Directors", or individually a "Director")

The Directors during the year and up to the date of this report are:

#### Executive Director

Mr. John Lau

#### Non-Executive Directors

Ms. Jessica Rudd (resigned on January 22, 2020)

Mr. Christopher Lau

#### Independent Non-Executive Directors

Mr. Rupert Myer AO

Mr. Heath Zarin

Mr. Dennis Lin (resigned on October 31, 2019)

Mr. Yuming Zou (appointed on January 22, 2020)

(collectively, the "Board of Directors")

## Remuneration

The remuneration of Directors and key management personnel are set out in [Note 9] to the consolidated financial statements.

In accordance with Article 24 of the Company's Articles of Association, Mr. Christopher Lau, Mr. Rupert Myer AO and Mr. Yuming Zou retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

## (b) Directors of the Company's subsidiaries

During the year and up to the date of this report, Mr. John Lau, Mr. Christopher Lau and Ms. Jessica Rudd are also Directors in certain subsidiaries of the Company. Other Directors of the Company's subsidiaries during the year and up to the date of this report are: Mr. Jason Byrne, Ms. Yip Sau Ling, Mr. Albert Tse Yeuk Kuk, Ms. Yip Hiu Ching, Mr. Gilbert Wong, Mr. William Zhao, Mr. Garnok Cheung and Ms. Hai Yun Chen.

## Financial and Operations Review

	Year ended/ As at 31 December 2019	Prior year HK\$	Percentage change %
Revenue from ordinary operations	177,406,615	134,458,649	+32%
Loss after income tax expense	(74,565,854)	(134,695,885)	-45%
Total comprehensive loss attributable to owners of the Company	(76,671,848)	(139,034,787)	-45%
EBITDA loss excluding impact of foreign exchange, share of results from an associate and a joint venture, provision for impairment of interest in an associate, gain or loss on fair value of acquisition and financial derivatives and provision for impairment of goodwill	(6,656,137)	(10,090,670)	-34%
Total assets	144,580,835	169,564,068	-15%
Net (liabilities)/assets	(30,272,852)	46,398,996	-165%

The Chief Operating Decision Makers ("CODM") assesses and measures the operating performance of ECG based on the revenue and EBITDA (excluding impact of foreign exchange, share of results from an associate and a joint venture, provision for impairment of interest in an associate, gain or loss on fair value of acquisition and financial derivatives and provision for impairment of goodwill) as CODM believes that such information is the most relevant in evaluating the results of ECG.

Consolidated revenue of the year was HK\$177.4 million (2018: HK\$134.5 million) of which HK\$18.1 million (2018: HK\$32.5 million) was attributable to eCommerce-enabling business, HK\$85.9 million (2018: HK\$97.1 million) was contributed by Amblique and HK\$71.0 million (2018: HK\$2.5 million) was contributed by FMCG business unit. The remaining was licensing revenue of HK\$2.4 million attributed to the corporate segment same as the previous year.

ECG reported an EBITDA loss excluding impact of foreign exchange, share of results from an associate and a joint venture, provision for impairment of interest in an associate, gain or loss on fair value of acquisition and financial derivatives and provision for impairment of goodwill of HK\$6.7 million, 34% less than prior year. ECG incurred a loss per share of HK\$12.12 cents for the year.

The Company did not propose any dividend distribution or share buy-back during the year ended 31 December 2019.

For a more detailed review of the performance of ECG, please refer to its 2019 full year financial results announcement released on February 27, 2020 and Chairman Statement in this Report.



## Major Customers

For the year ended 31 December 2019, the five largest customers of ECG accounted for approximately 29% of ECG's total revenue. There are no single customers contributing 10% or more of ECG's total revenue.

## Environmental policy and regulation

ECG's environmental management policy is to promote sustainable economic development in all business units, while, at the same time, endeavouring to measure the impact of activities on the environment and improve the results in terms of their environment-friendliness; lessen the consumption of natural resources by re-use, recycling or reduced use of materials, and using products that are recyclable or come from sustainable sources; and apply environment-friendly practices in all our offices and facilities.

ECG is implementing several initiatives at its offices and facilities. Examples include using recycling paper, promoting double-page printing, promoting a paperless environment, installing energy-efficient lighting fixtures and sectioned lighting, and introducing energy-saving equipment.

ECG does not carry out any activities that have a material influence on the environment. As such, the Directors are not aware of any material issues affecting ECG or its compliance with the relevant environment protection agencies or related regulatory authorities.

## Key risk factors

The key risk factors are risks that the Directors and Management focus on when managing the businesses of ECG that may have the potential, if they occurred, to result in significant adverse consequences for ECG.

Risks related to ECG's businesses and risks related to the industry in which ECG operates.		
Risk	Description of risk	Risk mitigation strategies
<b>Risk that ECG's strategy to recruit merchants and suppliers is not effective.</b>	ECG's strategy to recruit merchants and suppliers is not successful. This resulted in ECG failing to meet revenue and profit targets and might materially and adversely impact the operating results.	ECG has a clear business plan in place. The plan is being constantly reviewed and evaluated against operating and financial targets by senior management with the Executive Chairman.
<b>Risk that ECG does not have the necessary resources to fulfill its funding obligations.</b>	Inability to sustain enough liquidity to satisfy operating needs or pay suppliers.	ECG is closely monitoring its working capital and cash flow with regular reporting to the Executive Chairman. A standby facility from the Executive Chairman is available.

<b>Risk that ECG's intellectual property may be used without authorisation or stolen.</b>	<p>ECG relies on a combination of copyright, nondisclosure agreements and other methods to protect its intellectual property rights.</p> <p>To protect its trade secrets and other proprietary information, employees, consultants, advisors and collaborators are required to enter into confidentiality agreements. These agreements might not provide meaningful protection for the trade secrets, know-how or other proprietary information in the event of any unauthorised use, misappropriation or disclosure of such trade secrets, know-how or other proprietary information.</p>	<p>ECG has only disclosed sensitive intellectual property or related information to particular employees, consultants, advisors, collaborators and Merchants on a "need-to-know-basis". ECG requires all such employees, consultants, advisors, collaborators and merchants to enter into confidentiality agreements or through the confidentiality clauses in employment agreements to protect the confidentiality of such intellectual property or related information. Where necessary ECG will enforce its intellectual property rights through litigation or arbitration.</p> <p>In regards to all new merchants, ECG will ensure that robust intellectual property safeguards are contained in their respective Service Agreements.</p>
<b>Risk that ECG's merchants' online revenues are below expectations.</b>	<p>There is a risk that ECG's merchants do not achieve online revenues according to expectations driven by a number of factors including but not limited to the marketing strategy deployed, merchandise mix, product availability and pricing. This would result in ECG failing to meet revenue targets and have a material and adverse effect on the operating results of ECG.</p>	<p>ECG mitigates this risk by redefining its target merchant pipeline and focusing marketing efforts on merchants who have a proven product and well-recognised brands and a willingness to invest in marketing activities, so that they are relatively more likely to succeed in generating online sales. ECG shall continue to monitor this closely and allocate appropriate resources in accordance with merchants' online sales activity and potential.</p>
<b>Risk that ECG's FMCG revenues from its online stores on China platforms are impaired if the platforms cannot be functioned.</b>	<p>ECG currently has online stores on two major platforms in China-Tmall and JD.</p> <p>ECG purchases FMCG products and sells to consumers on these online stores through a cross-border B2C model.</p> <p>ECG operates our online stores without any control on the functioning of the platforms.</p>	<p>ECG mitigates this risk by closely communicating with the operation teams of these platforms.</p>
<b>Risk that increased in operating cost such as wages will increase cash flow pressure and impact profitability.</b>	<p>In recent years, wages particularly in PRC's eCommerce has increased significantly. As a result, ECG's gross margin and net profit may decline.</p>	<p>ECG pays employee at market rate to attract and retain the necessary talents. ECG will mitigate this risk by evaluating outsource options against in-house team, and also considering locations of lower cost without compromising the quality of the team.</p>

<p><b>Uncertainties with respect to the PRC legal system may have a material adverse effect on ECG.</b></p>	<p>ECG conducts some of its business through its subsidiaries established in PRC. Despite the legal system in PRC continues to evolve, the interpretations of many laws, regulations and rules are not always uniform and enforcement of these laws, regulations and rules involves uncertainties, which may limit the legal protection available to ECG.</p>	<p>Uncertainties with respect to PRC's legal system are beyond the control of ECG. ECG will engage PRC lawyers to mitigate such risk if necessary.</p>
<p><b>Risk that ECG's management and key personnel may discontinue their services.</b></p>	<p>ECG relies on the expertise and experience of its Board of Directors and its management team to ensure its future success. There is a risk that if one or more of ECG's management or Directors were unable or unwilling to continue in their present position, ECG's business may be affected.</p>	<p>In the event any key personnel were to leave ECG, the Nomination and Remuneration Committee would ensure a suitable replacement were found within the timeframes required and not at unreasonable cost to ECG.</p>
<p><b>Risk that the negative indicator(s) on intangible assets, mainly on goodwill exist and therefore impairment is required.</b></p>	<p>According to the Accounting Standards, intangible assets are subject to impairment assessment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.</p> <p>An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to disposal and value in use.</p> <p>If ECG failed to achieve the budget or business plan, it will be an indicator for impairment which may adversely impact the bottom line of ECG.</p>	<p>ECG had assessed the value of those intangible assets.</p> <p>ECG has made a provision for impairment of goodwill of HK\$17.3 million prior to the integration of the operation of JS and MES. ECG has further made a provision for impairment of goodwill of HK\$31.8 million in respect of the carrying amount of the goodwill exceeds the recoverable amount of the FMCG CGU which based on a value-in-use calculation.</p> <p>ECG's external auditor had reviewed the impairment provision and no objection to management's view.</p>
<p><b>Risk that ECG's inventories become obsolete</b></p>	<p>ECG purchases FMCG inventories which could have expiry dates. Unsold inventories may be subject to write down.</p>	<p>ECG mitigates this risk by closely managing the sourcing process to minimize excess inventories.</p>

### Directors' Interest in Shares/Chess Depository Interests ("CDIs")

As at the date of report, the Directors have the following interests in fully-paid shares/CDIs in the Company.

Director	Number of Shares and equivalent CDIs held directly	Number of Shares and equivalent CDIs held indirectly
Mr. Christopher Lau	8,142,460	Nil
Mr. John Lau	Nil	396,872,460
Mr. Rupert Myer AO	Nil	9,000,000
Mr. Heath Zarin	Nil	Nil
Mr. Yuming Zou	Nil	Nil

None of the Directors hold any partly-paid shares or options at the date of this report.

### Directors' Material Interests in Transactions, Arrangements and Contracts that are Significant in Relation to ECG's Business

No transactions, arrangements and contracts of significance in relation to ECG's business to which the specified undertaking of ECG was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### Directors' Interest in the Underlying Shares of the Company or Any Specified Undertaking of the Company

At no time during the year was the Company, its subsidiaries, its fellow subsidiaries or its holding companies a party to any arrangements to enable the Directors to hold any interests or in the shares, or debentures, or underlying shares of the Company or its specified undertakings.

### Management Contracts

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

### Permitted Indemnity Provisions

At no time during the financial year and up to the date of this Directors' Report, there was or is, any permitted indemnity provision being in force for the benefit of any of the Directors (whether made by the Company or otherwise) or an associated company (if made by the Company).

### Auditor

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board of Directors,

**Mr. John Lau**  
Executive Chairman

Hong Kong, March 26, 2020





# Independent Auditor's Report



羅兵咸永道

## To the Members of eCargo Holdings Limited

*(incorporated in Hong Kong with limited liability)*

### Opinion

#### ***What we have audited***

The consolidated financial statements of eCargo Holdings Limited (the "Company") and its subsidiaries (collectively "ECG" or the "Group") set out on pages 45 to 127, which comprise:

- the consolidated statement of financial position as at 31 December 2019;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

### ***Our opinion***

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.



# Independent Auditor's Report

## **Basis for Opinion**

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

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

## **Independence**

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.

## **Key Audit Matters**

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



# Independent Auditor's Report

Key audit matters identified in our audit are summarised as follows:

- Accounting for the transactions in respect of MES Group
- Goodwill impairment assessment

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Accounting for acquisition of MES Group</b></p> <p>Refer to note 30 to the consolidated financial statements for the acquisition of MES Group from Metcash.</p> <p>On 25 February 2019, ECG acquired 85% equity interest in MES Group for an aggregate consideration of HK\$47 million. MES Group is principally engaged in the provision of China export business in Australia.</p> <p>In connection with the acquisition, a call option to purchase and a put option to sell the remaining 15% equity interest of MES Group were granted to ECG and Metcash respectively. ECG considered the terms of the call-put option arrangement and concluded that such arrangement has effectively transferred the risk and rewards of the remaining 15% equity interest of MES Group to ECG.</p>	<p>Our procedures in relation to management's judgements and estimates included:</p> <ul style="list-style-type: none"> <li>• Assessing the judgement relating to the transfer of the risks and rewards of the remaining 15% equity interest of MES Group to ECG with reference to the relevant terms of the transaction;</li> <li>• Assessing the competency, objectivity and independence of the external valuer engaged by ECG;</li> <li>• Assessing the appropriateness of the valuation methodologies and assumptions over pre-tax discount rate and volatility used in determining the fair value of the identifiable intangible assets and the call option with the assistance of our internal valuation expert;</li> <li>• Evaluating the appropriateness of the valuation methodologies used in determining the fair values of the identifiable intangible assets with reference to our industry knowledge and market practices; and</li> </ul>

# Independent Auditor's Report



Key Audit Matter	How our audit addressed the Key Audit Matter
<p>The acquisition of MES Group was accounted for as a business combination where ECG recognised goodwill and identifiable intangible assets of approximately HK\$12.7 million and HK\$8.8 million respectively. The goodwill recognised relates to 100% equity interest in MES Group. The fair values of the identifiable intangible assets were appraised by an external valuer.</p> <p>We focused on this area due to the magnitude of the transaction as well as the significant management judgements and estimates involved to determine the methodologies and key assumptions underlying the fair values of the identifiable intangible assets used in accounting for the acquisition of MES Group. The key assumptions and estimations used in the valuations included revenue growth rate, supplier attrition rate, pre-tax discount rate, risk-free rate, remaining useful life and volatility.</p>	<ul style="list-style-type: none"><li>Assessing the reasonableness of the assumptions over revenue growth rate and supplier attrition rate by comparing these assumptions used in the valuation against relevant market data and industry research.</li></ul> <p>We found that the management judgements and estimations used to determine the methodologies and key assumptions underlying the fair values of the identifiable intangible assets used in accounting for the transactions in respect of MES Group to be supportable by available evidence.</p>





# Independent Auditor's Report

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Goodwill impairment assessment</b></p> <p>Refer to notes 4 and 15 to the consolidated financial statements of ECG.</p> <p>As at 31 December 2019, ECG had goodwill of HK\$18.6 million relating to the eCommerce solutions services cash generating unit in Australia ("Australia CGU") and the Fast moving consumer goods cash generating unit ("FMCG CGU"). ECG recognised goodwill impairment loss of approximately HK\$49.3 million during the year ended 31 December 2019.</p> <p>Prior to the Metcash Export Services Pty Limited ("MES"), ECG had goodwill of HK\$44.3 million relating to the Jessica's Suitcase ("JS"). Following the acquisition of MES Group, ECG integrated the operations of JS and MES in the and combined the businesses to form the Fast moving consumer goods cash generating unit ("FMCG CGU").</p> <p>ECG has reviewed the carrying value of JS on a standalone basis prior to the integration based on a value-in-use calculation and recognised impairment loss of approximately HK\$17.8 million. Significant management judgements and estimations were used to estimate the future cash flows and to determine the key assumptions, including the compound annual growth rate ("CAGR") of revenue, EBITDA margin, pre-tax discount rate and terminal growth rate, underlying the value-in-use calculation.</p>	<p>Our procedures in relation to management's judgements and estimates included:</p> <ul style="list-style-type: none"> <li>Identifying the appropriateness of allocating the goodwill into cash-generating units with our knowledge of the business;</li> <li>Assessing the appropriateness of valuation methodologies adopted and the reasonableness of assumptions over pre-tax discount rate and terminal growth rate used in the valuation with reference to available market data;</li> <li>Evaluating the reasonableness of the assumptions over CAGR of revenue and EBITDA margin with reference to historical performance of JS and Australia CGU and FMCG CGU and our knowledge of the business;</li> <li>For the Australia CGU and FMCG CGU, comparing the current year actual revenue growth and EBITDA margin with the projections to consider if the projection included assumptions that were overly optimistic;</li> </ul>

# Independent Auditor's Report



Key Audit Matter	How our audit addressed the Key Audit Matter
<p>ECG performed annual impairment assessment in respect the goodwill of the Australia CGU and the FMCG CGU as at 31 December 2019. In carrying out the impairment assessment, management calculates the value-in-use of the Australia CGU and the FMCG CGU to determine their respective recoverable amounts. Significant management judgements and estimations are used to estimate the future cash flows and to determine the key assumptions, including the compound annual growth rate ("CAGR") of revenue, EBITDA margin, pre-tax discount rate and terminal growth rate, underlying the value-in-use calculations.</p> <p>Based on the assessment, Management has concluded that no provision for impairment loss is necessary for Australia CGU and recognised impairment loss of approximately HK\$31.8 million in respect of the FMCG CGU as at 31 December 2019.</p> <p>We focused on this area due to the significant management judgement to determine the key assumptions underlying management's impairment assessment.</p>	<ul style="list-style-type: none"> <li>• Testing source data, on a sample basis to supporting evidence, such as approved budgets, service contracted and available market data, to consider the reasonableness of management's revenue growth and EBITDA margin estimates; and</li> <li>• Evaluating management's sensitivity analysis around the terminal growth rate and EBITDA margin to consider the extent of changes in those assumptions that would result in an impairment of goodwill.</li> </ul>



# Independent Auditor's Report

## Other Information

The directors of the Company are responsible for the other information. The other information comprises all of 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 Directors for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the 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 Audit Committee is responsible for overseeing the Group's financial reporting process.



# Independent Auditor's Report

## **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. We report our opinion solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance 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 HKSA's 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 HKSA's, we exercise professional judgment 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.





# Independent Auditor's Report

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

From the matters communicated with the directors, 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.

The engagement partner on the audit resulting in this independent auditor's report is Leung Chi Hang, Benson.

**PricewaterhouseCoopers**

Certified Public Accountants

Hong Kong, 26 March 2020

# Consolidated Statement of Comprehensive Income

For the Year Ended 31 December 2019

	Note	2019 HK\$	2018 HK\$
Revenue	6	177,406,615	134,458,649
Cost of sales	7	(114,439,781)	(62,995,438)
<b>Gross profit</b>		62,966,834	71,463,211
Selling and distribution expenses	7	(9,789,268)	(11,273,130)
Administrative expenses	7	(78,960,202)	(89,007,217)
Research and development expenses	7	(1,997,618)	(5,638,052)
Net impairment losses on financial assets and contract assets	3.2	(573,719)	–
Other income	10	8,011,436	–
Other losses – net	10	(482,938)	(1,203,385)
<b>Operating loss</b>		(20,825,475)	(35,658,573)
Finance income	11	38,178	46,358
Finance expense	11	(5,342,595)	(2,214,562)
Finance expense – net	11	(5,304,417)	(2,168,204)
Fair value gain on financial assets at fair value through profit or loss	30	–	13,930,290
Share of results from an associate	17	–	555,323
Share of results from a joint venture	17	477,699	–
Provision for impairment of interest in an associate	17	–	(72,504,113)
Provision for impairment of goodwill	15	(49,276,724)	–
Loss on disposal of interest in an associate	30	–	(38,992,851)
<b>Loss before income tax</b>		(74,928,917)	(134,838,128)
Income tax credit	12	363,063	142,243
<b>Loss for the year</b>		(74,565,854)	(134,695,885)
Loss for the year is attributable to:			
Owners of the Company		(74,565,854)	(134,401,793)
Non-controlling interests		–	(294,092)
		(74,565,854)	(134,695,885)
<b>Other comprehensive income</b>			
<i>Item that may be reclassified to profit or loss</i>			
Currency translation differences		(2,105,994)	(4,632,994)
<b>Total comprehensive loss for the year</b>		(76,671,848)	(139,328,879)
Total comprehensive loss for the year is attributable to:			
Owners of the Company		(76,671,848)	(139,034,787)
Non-controlling interests		–	(294,092)
		(76,671,848)	(139,328,879)
<b>Loss per share for loss attributable to owners of the Company</b>			
– Basic and diluted (HK cents per share)	13	(12.12)	(22.03)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.



# Consolidated Statement of Financial Position

As at 31 December 2019

	Note	2019 HK\$	2018 HK\$
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	14	653,763	1,763,902
Right-of-use assets	14(b)	5,576,128	–
Intangible assets	15	63,425,070	105,259,791
Interests in associates and a joint venture	17	213,554	–
Deferred income tax assets	24	1,699,088	1,306,784
Prepayment and deposits	21	397,970	7,346,835
		71,965,573	115,677,312
<b>Current assets</b>			
Inventories	19	15,501,990	1,787,805
Trade receivables	20	18,867,866	18,415,962
Contract assets	5	3,325,508	3,767,479
Prepayments, deposits and other receivables	21	4,919,047	2,802,804
Amounts due from related parties	31	3,054,309	9,497,723
Cash and cash equivalents	22	26,946,542	17,614,983
		72,615,262	53,886,756
<b>Total assets</b>		<b>144,580,835</b>	<b>169,564,068</b>
<b>Equity and liabilities</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	25	427,820,968	427,820,968
Currency translation reserve		(2,936,793)	(830,799)
Accumulated losses		(455,157,027)	(380,591,173)
Total (deficit)/equity		(30,272,852)	46,398,996

# Consolidated Statement of Financial Position

As at 31 December 2019

	Note	2019 HK\$	2018 HK\$
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Deferred income tax liabilities	24	10,821,794	10,921,657
Lease liabilities	14(b)	4,178,017	–
Other payables	23	763,364	–
Borrowings	27	85,603,517	58,420,349
		101,366,692	69,342,006
<b>Current liabilities</b>			
Trade payables	23	22,729,634	11,088,473
Contract liabilities	5	2,155,757	2,386,262
Other payables and accruals	23	12,493,779	17,155,766
Amounts due to related parties	31	25,884,280	21,371,406
Put option liabilities		7,653,888	–
Lease liabilities	14(b)	1,745,834	–
Income tax payable		823,823	1,821,159
		73,486,995	53,823,066
<b>Total liabilities</b>		<b>174,853,687</b>	<b>123,165,072</b>
<b>Total equity and liabilities</b>		<b>144,580,835</b>	<b>169,564,068</b>

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

The financial statements on page 45 to 127 were approved by the Board of Directors on March 26, 2020 and were signed on its behalf by:

**Mr. John Lau**  
Executive Chairman

**Mr. Christopher Lau**  
Non-Executive Director



# Consolidated Statement of Changes in Equity

For the year ended 31 December 2019

	Attributable to owners of the Company				Non-controlling interests	Total equity/ (deficit)
	Share capital	Currency	Accumulated losses	Total		
		translation				
		reserve				
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
Balance at 1 January 2018	329,401,285	3,802,195	(245,895,288)	87,308,192	-	87,308,192
Comprehensive loss						
Loss for the year	-	-	(134,401,793)	(134,401,793)	(294,092)	(134,695,885)
Other comprehensive loss						
Currency translation differences	-	(4,632,994)	-	(4,632,994)	-	(4,632,994)
Total comprehensive loss for the year	-	(4,632,994)	(134,401,793)	(139,034,787)	(294,092)	(139,328,879)
Issue of shares (Note 25)	98,419,683	-	-	98,419,683	-	98,419,683
Transactions with non-controlling interests (Note 29)	-	-	(294,092)	(294,092)	294,092	-
Balance at 31 December 2018	427,820,968	(830,799)	(380,591,173)	46,398,996	-	46,398,996
Balance at 1 January 2019	427,820,968	(830,799)	(380,591,173)	46,398,996	-	46,398,996
Comprehensive loss						
Loss for the year	-	-	(74,565,854)	(74,565,854)	-	(74,565,854)
Other comprehensive loss						
Currency translation differences	-	(2,105,994)	-	(2,105,994)	-	(2,105,994)
Total comprehensive loss for the year	-	(2,105,994)	(74,565,854)	(76,671,848)	-	(76,671,848)
Balance at 31 December 2019	427,820,968	(2,936,793)	(455,157,027)	(30,272,852)	-	(30,272,852)

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

# Consolidated Statement of Cash Flows

For the year ended 31 December 2019

	Note	2019 HK\$	2018 HK\$
<b>Cash flows from operating activities</b>			
Cash generated from operations	26	14,944,506	3,905,514
Income tax (paid)/refunded		(4,154,951)	742,168
Interest paid	31	(123,068)	–
Net cash generated from operating activities		10,666,487	4,647,682
<b>Cash flows from investing activities</b>			
Prepayment for the acquisition of a subsidiary	30	–	(6,960,375)
Payment for acquisition of a subsidiary, net of cash acquired	30	(28,662,459)	–
Purchase of property, plant and equipment	14	(213,675)	(2,035,712)
Step acquisition from an associate to a subsidiary, net of cash acquired	30	–	374,889
Interest received	11	38,178	46,358
Distributions received	10	6,118,422	–
Dividend from a joint venture	17	264,690	–
Net cash used in investing activities		(22,454,844)	(8,574,840)
<b>Cash flows from financing activities</b>			
Proceeds from borrowings	31	35,343,319	9,500,000
Repayment of borrowings	31	(12,134,427)	–
Principal elements of lease payment	26(d)	(1,883,737)	–
Net cash generated from financing activities		21,325,155	9,500,000
<b>Net increase in cash and cash equivalents</b>			
Cash and cash equivalents at beginning of year		17,614,983	12,702,478
Exchange loss on cash and cash equivalents		(205,239)	(660,337)
<b>Cash and cash equivalents at end of year</b>	22	<b>26,946,542</b>	<b>17,614,983</b>

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.



# Notes to the Consolidated Financial Statements

## 1 General information

eCargo Holdings Limited (the “Company”) and its subsidiaries (collectively, the “ECG” or the “Group”) are principally engaged in the development and provision of eCommerce technologies, integrated offline and online supply chain operations, provision of digital commerce solutions and services and trading of fast moving consumer goods.

The Company is a limited liability company incorporated in Hong Kong. The address of its registered office is 13103N, ATL Logistics Centre B, 3 Kwai Chung Container Terminals, New Territories, Hong Kong.

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

## 2 Basis of preparation and summary of significant accounting policies

### 2.1 Statement of compliance

The consolidated financial statements of ECG have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, which is a collective term for all individual Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards (“HKASs”) and Interpretations (“Ints”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirement of the Hong Kong Companies Ordinance (Cap.622).

### 2.2 Basis of preparation of the financial statements

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The consolidated financial statements have been prepared under the historical cost convention.

As at 31 December 2019, the Company had net current liabilities of HK\$871,733 and net liabilities of HK\$30,272,852. The financial statements have been prepared on a going concern basis as the Company’s ultimate holding company, JL Enterprises Holdings Limited has agreed to provide continuing financial support to the Group to enable it to meet its financial obligations as and when they fall due.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying ECG’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4 to the consolidated financial statements.



# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.2 Basis of preparation of the financial statements (Continued)

- (a) The following new and amendments to standards are mandatory for the first time for the financial year beginning on 1 January 2019, but do not have significant financial impact to ECG.

Amendments to annual improvement project	Annual improvements 2015–2017 cycle
Amendments to HKAS 19	Plan amendment, curtailment or settlement
Amendments to HKFRS 9	Prepayment features with negative compensation
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
HK (IFRIC)-Int 23	Uncertainty over income tax treatments
HKFRS 16	Leases

ECG has initially applied HKFRS 16 with effect from 1 January 2019 and elected to adopt the new rules retrospectively but recognised the cumulative effect of initially applying the new standard on 1 January 2019. Most of the other amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

As indicated in above, ECG has adopted HKFRS 16 Leases retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on 1 January 2019. The new accounting policies are disclosed in Note 2.25.

On adoption of HKFRS 16, ECG recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of HKAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 5.3%-6%.





# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.2 Basis of preparation of the financial statements (Continued)

- (a) The following new and amendments to standards are mandatory for the first time for the financial year beginning on 1 January 2019, but do not have significant financial impact to ECG. (Continued)

**(i) Practical expedients applied**

In applying HKFRS 16 for the first time, ECG has used the following practical expedients permitted by the standard:

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

ECG has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date, ECG relied on its assessment made applying HKAS 17 and Interpretation 4 Determining whether an Arrangement contains a Lease.

# Notes to the Consolidated Financial Statements



## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.2 Basis of preparation of the financial statements (Continued)

- (a) The following new and amendments to standards are mandatory for the first time for the financial year beginning on 1 January 2019, but do not have significant financial impact to ECG.  
(Continued)

#### (ii) Measurement of lease liabilities

	HK\$
Operating lease commitments disclosed as at 31 December 2018	4,116,992
Discounted using the lessee's incremental borrowing rate of at the date of initial application	3,910,724
Less: short-term leases not recognised as a liabilities	(400,054)
Add: adjustments as a result of a different treatment of extension and termination options	2,037,275
<b>Lease liability recognised as at 1 January 2019</b>	<b>5,547,945</b>
Of which are:	
Current lease liabilities	1,086,905
Non-current lease liabilities	4,461,040
	<b>5,547,945</b>

#### (iii) Measurement of right-of-use assets

Right-of use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 31 December 2018.



# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.2 Basis of preparation of the financial statements (Continued)

- (a) The following new and amendments to standards are mandatory for the first time for the financial year beginning on 1 January 2019, but do not have significant financial impact to ECG.  
(Continued)

**(iv) Adjustment recognised in the consolidated statement of financial statement position on 1 January 2019**

The following table gives a summary of the opening balance adjustments recognised for each line item in the consolidated statement of financial position that has been impacted by HKFRS 16 on 1 January 2019.

	As at 31 December 2018 HK\$	HKFRS 16 HK\$	As at 1 January 2019 HK\$
<b>Non-current assets</b>			
Right-of-use assets	–	5,547,945	5,547,945
<b>Non-current liabilities</b>			
Lease liabilities	–	4,461,040	4,461,040
<b>Current liabilities</b>			
Lease liabilities	–	1,086,905	1,086,905

**(v) Lessor accounting**

ECG did not need to make any adjustments to the accounting for assets held as lessor under operating leases as a result of the adoption of HKFRS 16.

# Notes to the Consolidated Financial Statements



## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.2 Basis of preparation of the financial statements (Continued)

- (b) The following new standards, amendments/revisions to standards and interpretation have been issued, but are not effective for the financial year beginning on 1 January 2019 and have not been early adopted by ECG.

		Effective for accounting periods beginning on or after
Amendments to HKFRS 3 (Revised)	Definition of a business (amendments)	1 January 2020
HKFRS 17	Insurance contracts (new standard)	1 January 2023
Conceptual Framework for Financial Reporting 2018	Revised conceptual Framework for Financial reporting	1 January 2020
Amendments to HKAS 1 and HKAS 8	Definition of material (amendments)	1 January 2020
Amendments to HKFRS 10 and HKAS 28	Sales or contribution of assets between an investor and its associate or joint venture (amendments)	To be determined

There are no other standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions



# Notes to the Consolidated Financial Statements

## 2.3 Principle of consolidation and equity accounting

### 2.3.1 Subsidiaries

Subsidiaries are entities (including a structured entity) over which ECG has control. ECG controls an entity when ECG is exposed to, 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. Subsidiaries are consolidated from the date on which control is transferred to ECG. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by ECG (Note 2.4).

Intra-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by ECG.

### 2.3.2 Associates

Associates are all entities over which ECG has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights.

Investments in associates are accounted for using the equity method of accounting (Note 2.3.4), after initially being recognised at cost.

### 2.3.3 Joint arrangements

Under HKFRS 11 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. Interest in joint ventures are accounted for using the equity method (Note 2.3.4), after initially being recognised at cost in the consolidated statement of financial position.





# Notes to the Consolidated Financial Statements

## **2 Basis of preparation and summary of significant accounting policies (Continued)**

### **2.3 Principle of consolidation and equity accounting (Continued)**

#### **2.3.4 Equity method**

Under the equity method, the investment is initially recognised at cost and adjusted thereafter to recognise ECG's share of the post-acquisition profits or losses of the investee in profit or loss, and ECG's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Where ECG's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, ECG does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between ECG and its associates and joint ventures are eliminated to the extent of ECG's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by ECG.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.10.



# Notes to the Consolidated Financial Statements

## **2 Basis of preparation and summary of significant accounting policies (Continued)**

### **2.3 Principle of consolidation and equity accounting (Continued)**

#### **2.3.5 Changes in ownership interests**

ECG treats transactions with non-controlling interest that do not result in a loss of control as transactions with equity owners of ECG. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When ECG ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if ECG had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

### **2.4 Business combinations**

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by ECG
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.



# Notes to the Consolidated Financial Statements

## **2 Basis of preparation and summary of significant accounting policies (Continued)**

### **2.4 Business combinations (Continued)**

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. ECG recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity, and acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

### **2.5 Separate financial statements**

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the year the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.



# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.6 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers (“CODM”), who are responsible for allocating resources and assessing performance of the operating segments and making strategic decisions. The CODM are the key management personnel of ECG and may include directors.

### 2.7 Foreign currency translation

#### (a) *Functional and presentation currency*

Items included in the financial statements of each of the entities of ECG are measured using the currency of the primary economic environment in which the entities operate (the “functional currency”). The consolidated financial statements are presented in HK\$ which is the Company’s functional and presentation currency and ECG’s presentation currency.

#### (b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised within administrative expenses in the consolidated statement of comprehensive income.

Foreign exchange gains and losses that relate to cash and cash equivalents are presented in the consolidated statement of comprehensive income within “other losses — net”.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.



# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.7 Foreign currency translation (Continued)

#### (c) *Group companies*

The results and financial position of all ECG entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.





# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.8 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. 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 ECG and that cost of the item can be measured reliably. The carrying amount of the replaced part is recognised. All other repairs and maintenance are expensed in the consolidated statement of comprehensive income during the financial year in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Leasehold improvements	over the shorter of remaining lease term and useful life
Furniture and fixtures	20%
Office equipment	20%
Computer equipment	33.33%

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

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 and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within administrative expenses in the consolidated statement of comprehensive income.



# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.9 Intangible assets

#### **(a) Goodwill**

Goodwill is measured as described in Note 2.4. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments (Note 5).

#### **(b) Brand name**

The brand name acquired in a business combination is recognised at fair value at the acquisition date. The brand has a finite useful life and is carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over its estimated useful life of 10 years.

#### **(c) Contractual customer relationships**

Contractual customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The contractual customer relations have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the customer relationships of 5 years.

#### **(d) Supplier relationships**

Supplier relationships acquired in a business combination are recognised at fair value at the acquisition date. The supplier relations have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the customer relationships of 5 to 10 years.



# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.9 Intangible assets (Continued)

#### (e) Software

Costs associated with maintaining computer software programs are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by ECG are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the software product so that it will be available for use;
- Management intends to complete the software product and use or sell it;
- There is an ability to use or sell the software product;
- It can be demonstrated how the software product will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- The expenditure attributable to the software product during its development can be reliably measured.

# Notes to the Consolidated Financial Statements



## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.9 Intangible assets (Continued)

#### (e) Software (Continued)

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use.

ECG amortised intangible assets with a limited useful life using the straight-line method over the following period.

Brand name	10 years
Contractual customer relationships	5 years
Supplier relationships	5–10 years
Software	5–10 years

### 2.10 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.



# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.11 Investment and other financial assets

#### (i) **Classification**

ECG classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether ECG has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

ECG reclassifies debt investments when and only when its business model for managing those assets changes.

#### (ii) **Recognition and derecognition**

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which ECG commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and ECG has transferred substantially all the risks and rewards of ownership.

#### (iii) **Measurement**

At initial recognition, ECG measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.





# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.11 Investment and other financial assets (Continued)

#### (iii) Measurement (Continued)

##### *Debt instruments*

Subsequent measurement of debt instruments depends on ECG's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which ECG classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other losses — net. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other losses — net and impairment expenses are presented as separate line item in the statement of profit or loss.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.



# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.11 Investment and other financial assets (Continued)

#### (iii) Measurement (Continued)

##### *Equity instruments*

ECG subsequently measures all equity investments at fair value. Where ECG's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when ECG's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

#### (iv) Impairment

ECG assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, ECG applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 20 for further details.

### 2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs are assigned to individual items of inventory on the basis of First-in-First-out. Costs of purchased inventory are determined after deducting rebates and discounts. 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.



# Notes to the Consolidated Financial Statements

## **2 Basis of preparation and summary of significant accounting policies (Continued)**

### **2.13 Trade and other receivables**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. ECG holds the trade and other receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 20 for further information about ECG's accounting for trade receivables and Note 3.2 for a description of ECG's impairment policies.

### **2.14 Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### **2.15 Share capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax from the proceeds.

### **2.16 Trade and other payables**

These amounts represent liabilities for goods and services provided to ECG prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### **2.17 Borrowings**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless ECG has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.



# Notes to the Consolidated Financial Statements

## **2 Basis of preparation and summary of significant accounting policies (Continued)**

### **2.18 Borrowing costs**

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expenses in the period in which they are incurred.

### **2.19 Current and deferred income tax**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### **(a) Current income tax**

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the date of statement of financial position in the countries where ECG, its subsidiaries and its associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

#### **(b) Deferred income tax**

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.



# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.19 Current and deferred income tax (Continued)

#### **(b) Deferred income tax (Continued)**

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### 2.20 Employee benefits

#### **(a) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated statement of financial position.





# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.20 Employee benefits (Continued)

#### **(b) Other long-term employee benefit obligation**

The liabilities for long service leave and annual leave that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. These obligations are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period of high-quality corporate bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the consolidated statement of financial position if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

#### **(c) Post-employment obligations**

##### *Pension obligations*

ECG companies incorporated in Hong Kong operate a defined contribution plan, which is the Mandatory Provident Fund Scheme ("MPF Scheme") established under and pursuant to the Mandatory Provident Fund Ordinance.

The MPF Scheme is generally funded by the payments from employees and by ECG. Contributions to the scheme by ECG and employees are calculated as a percentage of employees' basic salaries. ECG has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

ECG's contributions to defined contribution plan are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions.

The assets of the scheme are held in separate trustee-administered funds.

# Notes to the Consolidated Financial Statements



## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.20 Employee benefits (Continued)

#### (c) **Post-employment obligations (Continued)**

##### *Pension obligations (Continued)*

ECG companies incorporated in the PRC and Australia contribute based on certain percentage of the salaries of the employees to a defined contribution retirement benefit plan organised by relevant government authorities in the PRC and Australia on a monthly basis. The government authorities undertake to assume the retirement benefit obligations payable to all existing and future retired employees under these plans and ECG has no further obligation for post-retirement benefits beyond the contributions made. Contributions to these plans are expensed as incurred. Assets of the plans are held and managed by government authorities and are separate from those of ECG.

#### (d) **Bonus plan**

The expected cost of bonus payment is recognised as a liability when ECG has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for bonus plan are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

### 2.21 Provisions

Provisions are recognised when ECG has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.



# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.22 Revenue recognition

Revenue is measured when or as the control of the goods or services is transferred to a customer. Depending on the terms of the contract and the laws that apply to the contract, control of the goods and services may be transferred over time or at a point in time. Control of the goods and services is transferred over time if ECG's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates and enhances an asset that the customer controls as ECG performs; or
- does not create an asset with an alternative use to ECG and ECG has an enforceable right to payment for performance completed to date.

If control of the goods and services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. ECG use the output methods to measure the progress towards, recognising revenue based on direct measurements of the value transferred to the customer. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods and services.

Contracts with customers may include multiple performance obligations. For such arrangements, ECG allocates revenue to each performance obligation based on its relative standalone selling price. ECG generally determines standalone selling prices based on the prices charged to customers. If the standalone selling price is not directly observable, it is estimated using expected cost plus a margin or adjusted market assessment approach, depending on the availability of observable information. Assumptions and estimations have been made in estimating the relative selling price of each distinct performance obligation, and changes in judgements on these assumptions and estimates may impact the revenue recognition.

When either party to a contract has performed, ECG presents the contract in the statement of financial position as a contract assets or a contract liability, depending on the relationship between the entity's performance and the customer's payment.

A contract asset is ECG's right to consideration in exchange for goods and services that ECG has transferred to a customer. A receivable is recorded when ECG has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of the consideration is due.



# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.22 Revenue recognition (Continued)

If a customer pays consideration or ECG has a right to an amount of consideration that is unconditional, before ECG transfers a good or service to the customer, ECG presents the contract liability when the payment is made or a receivable is recorded (whichever is earlier). A contract liability is ECG's obligation to transfer goods or services to a customer for which ECG has received consideration (or an amount of consideration is due from the customer).

### 2.23 Interest income

Interest income on financial assets at amortised cost is calculated by using the effective interest method and is recognised in the consolidated statement of comprehensive income. Interest income is presented as finance income where it is earned from financial assets that are held for cash management purpose. Any other interest income is included in other income. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

### 2.24 Loss per share

#### (i) **Basic loss per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

#### (ii) **Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.



# Notes to the Consolidated Financial Statements

## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.25 Leases

As explained in Note 2.2(a) above, ECG has changed its accounting policy for leases where ECG is the lessee. The new policy is described below and the impact of the change in Note 2.2(a).

Leases in which a significant portion of the risks and rewards of ownership were not transferred to ECG as lessee were classified as operating leases (Note 28). Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

From 1 January 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by ECG.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by ECG under residual value guarantees
- the exercise price of a purchase option if ECG is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects ECG exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in ECG, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, ECG, where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.

# Notes to the Consolidated Financial Statements



## 2 Basis of preparation and summary of significant accounting policies (Continued)

### 2.25 Leases (Continued)

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If ECG is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

## 3 Financial risk management

### 3.1 Capital management

ECG's objectives when managing capital are to safeguard ECG's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

ECG actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of ECG and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. In order to maintain or adjust the capital structure, ECG may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.





# Notes to the Consolidated Financial Statements

## 3 Financial risk management (Continued)

### 3.2 Credit risk

At the date of the consolidated statement of financial position, 55% (2018: 42%) of the total receivables was due from ECG's largest five debtors. Accordingly, ECG's consolidated results would be heavily affected by the financial capability of these debtors to fulfill their obligations with ECG. ECG's credit risk monitoring activities relating to the debtors include review of the credit profile, business prospects, background and their financial capacity.

Substantially all of the bank deposits and cash at banks are held in a major financial institution, which management believes are of high credit quality.

ECG's trade receivables and contract assets are subject to the expected credit loss model, while cash and cash equivalent are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

#### ***Trade receivables and contract assets***

ECG applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected credit loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. ECG has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of 24 months before 31 December 2019 or 1 January 2019 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. ECG has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

# Notes to the Consolidated Financial Statements



## 3 Financial risk management (Continued)

### 3.2 Credit risk (Continued)

On that basis, the loss allowance as at 31 December 2019 and 2018 was determined as follows for both trade receivables and contract assets:

	Lifetime expected loss rate	Gross carrying amount	Lifetime expected credit loss	Net carrying amount
<b>As at 31 December 2019</b>				
Individual assessment	100%	479,903	(479,903)	–
Collective assessment				
Current	0%-3.52%	12,583,003	(63,850)	12,519,153
Past due:				
1 to 30 days	0%-3.52%	7,103,708	(15,778)	7,087,930
31 to 60 days	0%-7.32%	1,503,108	(83,301)	1,419,807
61 to 90 days	0%-7.86%	350,955	(4,406)	346,549
Over 90 days	0%-18.43%	962,236	(142,301)	819,935
		22,503,010	(309,636)	22,193,374

### As at 31 December 2018

Individual assessment	100%	221,800	(221,800)	–
Collective assessment				
Current		13,404,234	–	13,404,234
Past due:				
1 to 30 days	0.1%	4,365,056	–	4,365,056
31 to 60 days	0.1%	864,487	–	864,487
61 to 90 days	0.2%	246,009	–	246,009
Over 90 days	0.5%	3,303,655	–	3,303,655
		22,183,441	–	22,183,441

# Notes to the Consolidated Financial Statements

## 3 Financial risk management (Continued)

### 3.2 Credit risk (Continued)

The loss allowances for trade receivables as at 31 December reconcile to the opening loss allowances as follows:

	Trade receivables	
	2019	2018
	HK\$	HK\$
<b>Opening loss allowance at 1 January</b>	221,800	255,824
Increase in loss allowance recognised in profit or loss	573,719	–
Receivables written off during the year as uncollectible	–	(34,024)
Currency translation differences	(5,980)	–
<b>Closing loss allowance at 31 December</b>	<b>789,539</b>	<b>221,800</b>

Trade receivables and contract assets are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with ECG, and a failure to make contractual payments for a period of greater than 180 days past due.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

### 3.3 Liquidity risk

ECG adopts prudent liquidity risk management and maintains sufficient cash and the availability of funding through an adequate amount of committed credit facilities. The contractual undiscounted cash flows of ECG's financial liabilities, which include trade and other payables, amounts due to related parties and lease liabilities, mature within one year from the date of consolidated statement of financial position, equal to their carrying balances as the impact of discounting is not significant.

# Notes to the Consolidated Financial Statements

## 3 Financial risk management (Continued)

### 3.3 Liquidity risk (Continued)

The table below analyses ECG's non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the date of consolidated statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 3 months	Between 3 months and 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
<b>At 31 December 2019</b>						
Trade payables	22,729,634	-	-	-	-	22,729,634
Contract liabilities	2,155,757	-	-	-	-	2,155,757
Other payables and accruals	12,493,779	-	763,364	-	-	13,257,143
Amounts due to related parties	25,884,280	-	-	-	-	25,884,280
Put option liabilities	-	7,653,888	-	-	-	7,653,888
Lease liabilities	556,103	1,449,303	1,640,269	2,840,386	-	6,486,061
	63,819,553	9,103,191	2,403,633	2,840,386	-	78,166,763
<b>At 31 December 2018</b>						
Trade payables	11,088,473	-	-	-	-	11,088,473
Contract liabilities	2,386,262	-	-	-	-	2,386,262
Other payables and accruals	17,155,766	-	-	-	-	17,155,766
Amounts due to related parties	21,371,406	-	-	-	-	21,371,406
	52,001,907	-	-	-	-	52,001,907

### 3.4 Foreign exchange risk

ECG mainly operates in Hong Kong, the PRC and Australia, and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Renminbi ("RMB"), Australian Dollars ("A\$"), United States Dollars ("US\$") and New Zealand Dollars ("NZ\$").

Foreign exchange risk arises mainly from future commercial transactions, recognised assets and liabilities.

ECG manages its foreign exchange risks by performing regular review and monitoring its foreign exchange exposure. ECG currently does not have a foreign currency hedging policy.



# Notes to the Consolidated Financial Statements

## 3 Financial risk management (Continued)

### 3.4 Foreign exchange risk (Continued)

At 31 December 2019, if HK\$ had strengthened/weakened by 5% against the A\$ with all other variables held constant, post-tax loss for the year would have been approximately HK\$129,000 (2018: HK\$389,000) higher/lower, mainly as a result of foreign exchange losses/gains on translation of trade receivables and other receivables, trade and other payables and bank deposits denominated in the A\$.

At 31 December 2019, if HK\$ had strengthened/weakened by 5% against the RMB with all other variables held constant, post-tax loss for the year would have been approximately HK\$338,000 (2018: HK\$323,000) higher/lower, mainly as a result of foreign exchange losses/gains on translation of trade receivables and other receivables, trade and other payables and bank deposits denominated in the RMB.

At 31 December 2019, if HK\$ had strengthened/weakened by 5% against the NZ\$ with all other variables held constant, post-tax loss for the year would change by approximately HK\$56,000 (2018: HK\$101,000) lower/higher, mainly as a result of foreign exchange losses/gains on translation of trade receivables, trade and other payables and bank deposits denominated in the NZ\$.

The foreign exchange exposure for the US\$ is considered minimal as HK\$ is pegged with the US\$.

### 3.5 Cash flow and fair value interest rate risk

ECG's interest rate risk arises from borrowing, which is issued at variable rate exposes ECG to cash flow interest rate risk which is partially offset by cash held at variable rates. ECG currently does not hedge its exposure to cash flow and fair value interest rate risk. ECG analyses its interest rate exposure on a regular basis and will consider the interest rate exposure when enter into any financing, renewal of existing positions and alternative financing transactions.

ECG's practice is to manage its interest income/cost through monitoring and reviewing interest rate changes in the market and its impact to the ECG's financial performance. During the year, ECG's borrowing at variable rate was denominated in HK\$.

At 31 December 2019, if interest rate on borrowing held at variable rate had been 50 basis points higher/lower with all other variables held constant, post-tax loss for the year would have been approximately HK\$357,000 (2018: HK\$226,000) higher/lower, mainly as a result of higher/lower interest expense on floating rate borrowing.



# Notes to the Consolidated Financial Statements

## 3 Financial risk management (Continued)

### 3.6 Fair value estimation

ECG's financial instruments include "cash and cash equivalents", "trade receivables", "deposits and other receivables", "contract assets", "amounts due from related parties", "trade and other payables", "contract liabilities", "amounts due to related parties", "borrowing", "put option liabilities" and "lease liabilities". The carrying amounts less impairment of these balances are a reasonable approximation of their fair values due to their short term maturities.

## 4 Critical accounting estimates and judgments

Estimates and judgments are continually evaluated and are based on historical experiences and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

ECG makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

### (a) Impairment assessment of long-lived assets

At the end of each reporting period, ECG reviews internal and external sources of information to identify indications that the following classes of asset 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;
- Intangible assets; and
- Interest in associates

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment. An impairment loss is recognised in the consolidated statement of comprehensive income whenever the carrying amount of an asset exceeds its recoverable amount.

The sources utilised to identify indications of impairment are often subjective in nature and ECG is required to use judgment in applying such information to its business. ECG's interpretation of this information has a direct impact on whether an impairment assessment is performed as at the end of any given reporting period.





# Notes to the Consolidated Financial Statements

## **4 Critical accounting estimates and judgments (Continued)**

### **(a) Impairment assessment of long-lived assets (Continued)**

If an indication of impairment is identified, such information is further subject to an exercise that requires ECG to estimate the recoverable value, representing the greater of the asset's fair value less cost to sell or its value in use. Depending on ECG's assessment of the overall materiality of the asset under review and complexity of deriving reasonable estimates of the recoverable value, ECG may perform such assessments utilising internal resources or ECG may engage external advisors for counsel. Regardless of the resources utilised, ECG is required to make assumptions to make these assessments, including the utilisation of such asset, the cash flows to be generated, appropriate market discount rates and the projected market and regulatory conditions. Changes in any of these assumptions could result in a material change to future estimates of the recoverable value of any asset.

### **(b) Valuation of fair value of identifiable assets acquired and liabilities assumed in respect of acquisitions**

The purchase price was allocated to the identifiable assets acquired and liabilities assumed based on management's estimated of fair value. The valuation was based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimate, management judgments is required in assessing whether the appropriate key assumptions such as the growth rate and discount rates to be applied in the preparation of cash flow projections. Changing the assumptions could affect the fair value of identifiable assets acquired and liabilities assumed in the process of purchase price allocation and as a result affect the amounts of goodwill and intangible assets arising from acquisitions and the financial position of ECG.

### **(c) Net realisable value of inventories**

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycles. Management will reassess the estimations by the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-down of inventories in the period in which such estimate is changed.



# Notes to the Consolidated Financial Statements

## 5 Segment information

Management have determined the operating segments based on the information reviewed by the Board of Directors for the purpose of allocating resources and assessing performance.

The CODM considers the business from both geographic and services perspective and concluded the segments as eCommerce Business Services and Fast Moving Consumer Goods in Greater China ("Greater China") and eCommerce Solution Services in Australia ("Australia"). The CODM assesses and measures the operating performance of ECG based on the revenue, gross profit and EBITDA (excluding net foreign exchange loss) as management believes that such information is the most relevant in evaluating the results of ECG's segments. EBITDA loss excluding impact of foreign exchange represents loss before income tax, depreciation of property, plant and equipment, depreciation of right-of-use assets, amortisation of intangible assets, finance income, finance expense, ECG's share of results from an associate and a joint venture, provision for impairment of interest in an associate, gain or loss on fair value of acquisition and financial derivatives and provision for impairment of goodwill.

# Notes to the Consolidated Financial Statements

## 5 Segment information (Continued)

Information regarding ECG's reportable segments as provided to ECG's CODM is set out below:

	2019			
	Greater China	Australia	Unallocated corporate income/ (expense)	Consolidated
	HK\$	HK\$	HK\$	HK\$
Revenue from external customers	89,113,853	85,892,762	–	175,006,615
Revenue from related companies (Note 31)	–	–	2,400,000	2,400,000
	89,113,853	85,892,762	2,400,000	177,406,615
<b>Gross profit</b>	<b>13,018,035</b>	<b>47,548,799</b>	<b>2,400,000</b>	<b>62,966,834</b>
<b>EBITDA (loss)/gain – excluding impact of foreign exchange</b>	<b>(9,318,117)</b>	<b>11,404,655</b>	<b>(8,742,675)</b>	<b>(6,656,137)</b>
Net foreign exchange loss	(133,710)	(153,377)	(195,851)	(482,938)
Depreciation of property, plant and equipment	(521,827)	(220,311)	(570,140)	(1,312,278)
Depreciation of right-of-use assets	(906,798)	(988,242)	–	(1,895,040)
Amortisation of intangible assets	–	(4,159,754)	(8,212,342)	(12,372,096)
Finance income	–	15,359	22,819	38,178
Finance expense	(118,637)	(229,434)	(4,994,524)	(5,342,595)
Provision for impairment of goodwill	–	–	(49,276,724)	(49,276,724)
Share of profit from a joint venture	477,699	–	–	477,699
Gain on fair value of contingent liabilities	–	–	1,893,014	1,893,014
(Loss)/profit before income tax	(10,521,390)	5,668,896	(70,076,423)	(74,928,917)
Income tax credit/(expense)	2,162,714	(1,799,651)	–	363,063
(Loss)/profit for the year	(8,358,676)	3,869,245	(70,076,423)	(74,565,854)

# Notes to the Consolidated Financial Statements



## 5 Segment information (Continued)

Information regarding ECG's reportable segments as provided to ECG's CODM is set out below:

	2018			
	Greater China	Australia	Unallocated corporate income/ (expense)	Consolidated
	HK\$	HK\$	HK\$	HK\$
Revenue from external customers	32,947,713	97,010,212	–	129,957,925
Revenue from related companies (Note 31)	2,100,724	–	2,400,000	4,500,724
	35,048,437	97,010,212	2,400,000	134,458,649
Gross profit	16,246,429	52,816,782	2,400,000	71,463,211
EBITDA (loss)/gain – excluding impact of foreign exchange	(4,281,014)	6,312,500	(12,122,156)	(10,090,670)
Net foreign exchange loss	(723,727)	(35,692)	(443,966)	(1,203,385)
Depreciation of property, plant and equipment	(382,451)	(234,106)	(561,585)	(1,178,142)
Amortisation of intangible assets	–	(1,835,145)	(21,351,231)	(23,186,376)
Finance income	5,381	38,043	2,934	46,358
Finance expense	–	–	(2,214,562)	(2,214,562)
Share of profit from an associate	–	–	555,323	555,323
Provision for impairment of interest in an associate	–	–	(72,504,113)	(72,504,113)
Fair value gain on financial assets at fair value through profit or loss	–	–	13,930,290	13,930,290
Loss on disposal of interest in an associate	–	–	(38,992,851)	(38,992,851)
(Loss)/profit before income tax	(5,381,811)	4,245,600	(133,701,917)	(134,838,128)
Income tax (expense)/credit	(25,969)	(770,265)	938,477	142,243
(Loss)/profit for the year	(5,407,780)	3,475,335	(132,763,440)	(134,695,885)

# Notes to the Consolidated Financial Statements

## 5 Segment information (Continued)

The segment assets as at 31 December 2019 and 2018 are as follows:

	Greater China HK\$	Australia HK\$	Unallocated Corporate Assets/ Liabilities HK\$	Consolidated HK\$
<b>As at 31 December 2019</b>				
Segment assets	53,433,168	29,225,436	60,223,143	142,881,747
Deferred income tax assets	343,451	1,355,637	–	1,699,088
	53,776,619	30,581,073	60,223,143	144,580,835
Segment liabilities	(137,931,644)	(18,066,201)	(18,855,842)	(174,853,687)
<b>As at 31 December 2018</b>				
Segment assets	33,281,776	35,561,430	98,685,150	167,528,356
Interest in an associate	–	–	–	–
Additions to non-current assets	1,779,160	256,552	–	2,035,712
	35,060,936	35,817,982	98,685,150	169,564,068
Segment liabilities	31,352,046	24,779,599	67,033,427	123,165,072

### Information about major customer

For the year ended 31 December 2019, there were no single external customers contributing 10% or more of ECG's total revenue.

For the year ended 31 December 2018, there were two single external customers contributing 10% or more of ECG's total revenue.

# Notes to the Consolidated Financial Statements



## 5 Segment information (Continued)

ECG has recognised the following assets and liabilities related to contracts with customers:

	2019 HK\$	2018 HK\$
Contract assets	3,325,508	3,767,479
Contract liabilities	2,155,757	2,386,262

### Significant changes in contract assets and liabilities

During the year ended 31 December 2019, the balances of contract assets have decreased since less unbilled amount. ECG also applied the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for contract assets. No impairment was made for contract assets as at 31 December 2019 and 2018.

The balance of contract liabilities have decreased due to the decrease in overall contract activities in the year.

### Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

	2019 HK\$	2018 HK\$
<i>Revenue recognised that was included in the contract liability balance at the beginning of the year</i>		
Services income	2,386,262	2,324,144

## 6 Revenue

Revenue recognised during the year was as follows:

	2019 HK\$	2018 HK\$
Revenue		
– Service income	106,375,273	132,432,176
– Sales of goods	71,031,342	2,026,473
	177,406,615	134,458,649



# Notes to the Consolidated Financial Statements

## 7 Expenses by nature

	2019 HK\$	2018 HK\$
Outsourced services fulfilment expenses, included in cost of sales	8,551,061	13,369,784
Outsourced web development and IT consultation costs, included in cost of sales	–	3,675,987
Subscription expense for software application, included in cost of sales	38,343,963	44,193,430
Other direct costs, included in cost of sales	10,188,415	–
Cost of inventories, included in cost of sales	57,161,381	1,756,237
Written down of inventories	194,961	–
Auditor's remuneration	1,600,000	1,643,750
Employee benefit expenses (Note 8)	56,179,838	62,308,948
Outsourced labour costs	600,000	600,000
Amortisation of intangible assets (Note 15)	12,372,096	23,186,376
Depreciation of property, plant and equipment (Note 14)	1,312,278	1,178,142
Depreciation of right of use assets (Note 14(b))	1,895,040	–
Legal and professional expenses	4,325,054	4,208,132
Travel expenses	2,671,710	2,376,829
Operating leases rental	3,057,030	4,106,910
Advertising expenses	1,378,556	–
IT expenses	969,671	1,745,954
Marketing expenses	518,403	548,500
Utilities and maintenance expenses	610,993	1,065,752
Telecommunication expenses	289,356	291,620
Insurance expenses	358,028	206,115
Provision for impairment of trade receivables (Note 3.2)	573,719	–
Other expenses	2,609,035	2,451,371

## 8 Employee benefit expenses (including Directors' emoluments)

	2019 HK\$	2018 HK\$
Wages and salaries	50,583,990	57,561,528
Pension costs	2,439,770	3,713,874
Other employee benefits and welfare	3,156,078	1,033,546
	56,179,838	62,308,948

# Notes to the Consolidated Financial Statements

## 9 Benefits and interests of Directors (disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622) and Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G))

### (a) Directors' emoluments

The remuneration of each Director is set out below:

For the year ended 31 December 2019:

Emoluments paid or receivable in respect of a person's services as a Director, whether of the Company undertaking:

	Emoluments paid or receivable in respect of Director's other services						
	Remunerations paid or receivable in respect of accepting office as Director						
	Employer's contribution to a retirement benefit scheme						
	in connection with the management of the affairs of the Company or its subsidiary undertaking						
	Fees	Salary	Others*	Employer's contribution to a retirement benefit scheme	Director	Total	
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
Mr. John Lau	-	-	-	-	-	-	-
Mr. Christopher Lau	-	-	-	-	-	-	-
Mr. Rupert Myer AO <sup>#</sup>	98,249	-	-	-	-	-	98,249
Mr. Heath Zarin <sup>#</sup>	95,289	-	-	-	-	-	95,289
Ms. Jessica Rudd <sup>1</sup>	98,249	-	-	-	-	-	98,249
Mr. Dennis Lin <sup>#2</sup>	82,188	-	-	-	-	-	82,188
Mr. Yuming Zou <sup>3</sup>	-	-	-	-	-	-	-
	373,975	-	-	-	-	-	373,975

#: Independent Non-Executive Directors

\*: Included discretionary bonuses, housing allowance and estimated money value of other benefits

1: Resigned on 22 January 2020

2: Resigned on 31 October 2019

3: Appointed on 22 January 2020

# Notes to the Consolidated Financial Statements

## 9 Benefits and interests of Directors (disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622) and Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) (Continued))

### (a) Directors' emoluments (Continued)

For the year ended 31 December 2018:

Emoluments paid or receivable in respect of a person's services as a Director, whether of the Company undertaking:

					Emoluments paid or receivable in respect of Director's other services		
					Remunerations paid or receivable in respect of accepting office as Director	in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
	Fees HK\$	Salary HK\$	Others* HK\$	Employer's contribution to a retirement benefit scheme HK\$	HK\$	HK\$	HK\$
Mr. John Lau	-	-	-	-	-	-	-
Mr. Christopher Lau <sup>1</sup>	-	-	-	-	-	-	-
Mr. Rupert Myer AO <sup>#</sup>	88,980	-	-	-	-	-	88,980
Mr. Christopher Ryan <sup>#3</sup>	46,610	-	-	-	-	-	46,610
Mr. Heath Zarin <sup>#</sup>	-	-	-	-	-	-	-
Ms. Jessica Rudd <sup>4</sup>	89,987	-	-	-	-	-	89,987
Mr. Dennis Lin <sup>#2</sup>	67,488	-	-	-	-	-	67,488
	293,065	-	-	-	-	-	293,065

#: Independent Non-Executive Directors

\*: Included discretionary bonuses, housing allowance and estimated money value of other benefits

1: Re-designated from executive director to non-executive director on 14 March 2018

2: Appointed on 9 April 2018

3: Resigned on 9 April 2018

4: Appointed on 24 January 2018

# Notes to the Consolidated Financial Statements



## 9 Benefits and interests of Directors (disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622) and Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) (Continued)

### (b) Directors' retirement benefits and termination benefits

None of the Directors received or will receive any retirement benefits or termination benefits during the year (2018: Nil).

### (c) Consideration provided to third parties for making available Directors' services

The Company does not pay consideration to any third parties for making available Directors' services during the year (2018: Nil).

### (d) Information about loans, quasi-loans and other dealings in favour of Directors, controlled bodies corporate by and connected entities with such Directors

No loans, quasi-loans and other dealing were made in favour of Directors, controlled bodies corporate by and connected entities with such Directors at the end of the year or at any time during the year (2018: Nil).

### (e) Directors' material interests in transactions, arrangements or contracts

Other than those disclosed in Note 31 to the financial statements, no significant transactions, arrangements and contracts in relation to ECG's business to which the Company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## 10 Other income

	2019 HK\$	2018 HK\$
Distributions received (Note 17)	6,118,422	-
Fair value gain on contingent liabilities	1,893,014	-
	8,011,436	-

### Other losses — net

	2019 HK\$	2018 HK\$
Net foreign exchange loss	(482,938)	(1,203,385)

# Notes to the Consolidated Financial Statements

## 11 Finance expense — net

	2019 HK\$	2018 HK\$
Finance income:		
– Interest income on short-term bank deposits	38,178	46,358
Finance expense:		
– Interest and finance charge paid/payable for lease liabilities (Note 14(b))	(341,549)	–
– Interest expense on borrowings (Note 31(g))	(4,120,175)	(2,214,562)
– Interest expense on put option liabilities and contingent consideration	(880,871)	–
	(5,342,595)	(2,214,562)
Finance expense — net	(5,304,417)	(2,168,204)

## 12 Income tax credit

	2019 HK\$	2018 HK\$
Australian corporate tax		
– Current income tax	1,861,408	1,920,285
PRC corporate tax		
– Current income tax	–	25,969
Deferred income tax (Note 24)	(2,224,471)	(2,088,497)
Income tax credit	(363,063)	(142,243)

Subsidiaries established in Hong Kong are subject to Hong Kong profits tax at a rate of 16.5% (2018:16.5%). For the year ended 31 December 2019, tax recession relates to tax reduction to tax payable under Two-Tiered Profits Rates Regime capped at HK\$165,000 for one of the Hong Kong incorporated entities of the Group (2018: same). No provision for Hong Kong profits tax has been made as ECG had no assessable profit for the year ended 31 December 2019 in Hong Kong (2018: Nil).

Subsidiaries established in Australia and the PRC are subject to 30% (2018: 30%) and 25% (2018: 25%) income tax rate during the year respectively.

# Notes to the Consolidated Financial Statements



## 12 Income tax credit (Continued)

The tax on ECG's loss before income tax differs from the theoretical amount that would arise using the domestic tax rates applicable to losses in the respectively of ECG companies as follows.

	2019 HK\$	2018 HK\$
Loss before income tax	(74,928,917)	(134,838,128)
Tax calculated at a domestic tax rates applicable loss in the respective countries	(14,512,016)	(21,997,602)
Tax effect of:		
– Associates' results reported net of tax	(78,820)	(91,628)
– Income not subject to tax	(1,321,887)	(2,917,077)
– Expenses not deductible for tax purposes	9,138,579	21,563,876
– Tax losses for which no deferred income tax assets were recognised	6,411,081	3,798,759
– Utilization of previously unrecognised tax loss	–	(498,571)
Income tax credit	(363,063)	(142,243)

## 13 Loss per share

### (a) Basic

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

	2019 HK\$	2018 HK\$
Loss attributable to owners of the Company	74,565,854	134,401,793
Weighted average number of ordinary shares in issue	615,250,000	610,193,151
Basic loss per share (HK\$ cents per share)	12.12	22.03

### (b) Diluted

Diluted loss per share for the year ended 31 December 2019 and 2018 are equal to the basic loss per share as there are no potential dilutive ordinary shares outstanding during the year.

# Notes to the Consolidated Financial Statements

## 14 Property, plant and equipment

	Furniture and fixtures HK\$	Computer equipment HK\$	Office equipment HK\$	Leasehold improvements HK\$	Total HK\$
Year ended 31 December 2019					
Opening net book amount	352,791	392,890	80,038	938,183	1,763,902
Acquisition of a subsidiary (Note 30)	11,881	12,756	17,007	–	41,644
Additions	6,539	109,994	–	97,142	213,675
Depreciation charge (Note 7)	(56,096)	(247,506)	(91,782)	(916,894)	(1,312,278)
Currency translation differences	(2,897)	(6,569)	6,437	(50,151)	(53,180)
Closing net book amount	312,218	261,565	11,700	68,280	653,763
As at 31 December 2019					
Cost	693,528	2,528,772	1,230,429	4,564,923	9,017,652
Accumulated depreciation and impairment	(381,310)	(2,267,207)	(1,218,729)	(4,496,643)	(8,363,889)
Net book amount	312,218	261,565	11,700	68,280	653,763
Year ended 31 December 2018					
Opening net book amount	400,301	565,130	744,843	1,620,051	3,330,325
Acquisition of a subsidiary (Note 30)	–	23,257	–	–	23,257
Additions	59,257	528,489	1,421,554	26,412	2,035,712
Disposals	–	(350,848)	(1,972,552)	–	(2,323,400)
Depreciation charge (Note 7)	(71,946)	(338,119)	(109,683)	(658,394)	(1,178,142)
Currency translation differences	(34,821)	(35,019)	(4,124)	(49,886)	(123,850)
Closing net book amount	352,791	392,890	80,038	938,183	1,763,902
As at 31 December 2018					
Cost	661,434	2,267,593	622,561	4,448,982	8,000,570
Accumulated depreciation and impairment	(308,643)	(1,874,703)	(542,523)	(3,510,799)	(6,236,668)
Net book amount	352,791	392,890	80,038	938,183	1,763,902



# Notes to the Consolidated Financial Statements



## 14(b) Leases

This note provides information for leases where ECG is a lessee.

### (i) Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

	2019 HK\$	1 January 2019* HK\$
<b>Right-of-use assets</b>		
Buildings	5,576,128	5,547,945
<b>Lease liabilities</b>		
Current	1,745,834	1,086,905
Non-current	4,178,017	4,461,040
	5,923,851	5,547,945

\* In the previous year, ECG only recognised lease assets and lease liabilities in relation to leases that were classified as "finance leases" under HKAS 17 Leases. The assets were presented in property, plant and equipment and the liabilities as part of ECG's borrowings. For adjustments recognised on adoption of HKFRS 16 on 1 January 2019, please refer to Note 2.2.

Additions to the right-of-use assets during the 2019 financial year were HK\$1,201,309.



# Notes to the Consolidated Financial Statements

## 14(b) Leases (Continued)

### (ii) Amounts recognised in the consolidated statement of comprehensive income

The consolidated statement of comprehensive income show the following amounts relating to leases:

	Note	2019 HK\$	2018 HK\$
<b>Depreciation charge of right-of-use assets</b>			
Buildings	7	1,895,040	–
Interest expense (included in finance cost)	11	341,549	–
Expenses relating to short-term leases (included in administrative expenses)	7	3,057,030	–
		3,398,579	–

The total cash outflow for leases in 2019 was HK\$1,883,737.

### (iii) ECG's leasing activities and how these are accounted for

ECG leases various offices and warehouses. Rental contracts are typically made for fixed periods of 12 months to 3 years, but may have extension options as described in (iv) below.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

### (iv) Extension and termination options

Extension and termination options are included in a number of property leases across ECG. These are used to maximise operational flexibility in terms of managing the assets used in ECGs operations. The majority of extension and termination options held are exercisable only by ECG and not by the respective lessor.

# Notes to the Consolidated Financial Statements

## 15 Intangible assets

	Goodwill HK\$	Contractual customer relationship HK\$	Suppliers relationship HK\$	Brand name HK\$	Software HK\$	Total HK\$
<b>Year ended 31 December 2019</b>						
Opening net book amount	56,241,091	1,448,446	16,447,883	24,436,020	6,686,351	105,259,791
Acquisition of a subsidiary (Note 30)	12,728,104	-	8,840,233	-	-	21,568,337
Amortisation charge (Note 7)	-	(1,325,273)	(4,093,137)	(2,793,932)	(4,159,754)	(12,372,096)
Impairment of goodwill	(49,276,724)	-	-	-	-	(49,276,724)
Currency translation differences	(1,116,946)	(12,849)	(325,934)	(237,160)	(61,349)	(1,754,238)
Closing net book value	18,575,525	110,324	20,869,045	21,404,928	2,465,248	63,425,070
<b>As at 31 December 2019</b>						
Cost	67,800,865	6,619,456	25,523,158	27,910,185	112,244,432	240,098,096
Accumulated amortisation and impairment	(49,225,340)	(6,509,132)	(4,654,113)	(6,505,257)	(109,779,184)	(176,673,026)
Net book value	18,575,525	110,324	20,869,045	21,404,928	2,465,248	63,425,070
<b>Year ended 31 December 2018</b>						
Opening net book amount	13,572,170	3,081,840	-	6,857,475	27,366,191	50,877,676
Acquisition of a subsidiary (Note 30)	45,473,872	-	17,586,370	20,089,601	-	83,149,843
Amortisation charge (Note 7)	-	(1,430,464)	(581,701)	(1,268,415)	(19,905,796)	(23,186,376)
Currency translation differences	(2,804,951)	(202,930)	(556,786)	(1,242,641)	(774,044)	(5,581,352)
Closing net book value	56,241,091	1,448,446	16,447,883	24,436,020	6,686,351	105,259,791
<b>As at 31 December 2018</b>						
Cost	56,241,091	6,685,130	17,015,051	28,187,109	117,830,467	225,958,848
Accumulated amortisation	-	(5,236,684)	(567,168)	(3,751,089)	(111,144,116)	(120,699,057)
Net book value	56,241,091	1,448,446	16,447,883	24,436,020	6,686,351	105,259,791

# Notes to the Consolidated Financial Statements

## 15 Intangible assets (Continued)

Notes:

(a) Goodwill of cash generating unit ("CGU")

Goodwill is attributable to the Australia CGU and FMCG CGU. The recoverable amount of Australia CGU and FMCG CGU are determined based on value in use calculation. The calculation uses pre-tax cash flow projections based on financial budget approved by management. Cash flows beyond the projection period are extrapolated using the terminal growth rate stated below. The terminal growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

(i) Australia CGU

The key assumptions used for value in use calculation in 2019 and 2018 for Australia CGU is as follows:

Compound annual growth rate ("CAGR") of revenue for the five-year period	3.5%
Terminal growth rate	3%
Discount rate	20%
EBITDA margin	Between 8% to 11%

Management determined budgeted EBITDA margin based on past performance and its expectations for market development. The discount rate used is pre-tax and reflect specific risks relating to the Australia CGU.

For Australia CGU, the recoverable amount calculated based on value in use exceeded carrying value. As such, there was no indication of impairment arising from the review on goodwill as at 31 December 2019 and 2018.

If the EBITDA margin was reduced by 10% and terminal growth rate was reduced by 1%, with all other variables held constant, the change of result would not result in impairment of the asset.

(ii) FMCG CGU

Following the acquisition of Metcash Export Services Pty Limited ("MES") and its subsidiary, Metcash Asia Limited ("MAL") (collectively, the "MES Group") as disclosed in Note 30, ECG has been combining certain resources of Jessica's Suitcase ("JS") and MES Group to leverage their respective strengths and resources. ECG integrated the operations of JS and MES Group where they will be considered as a single cash generating unit ("CGU") going forward. Accordingly, ECG has recalculated the recoverable amount of the goodwill and intangible assets of JS on a standalone basis prior to the combination of the CGUs based on a value-in-use calculation. An impairment loss of HK\$17,506,013 was recognised for the goodwill of JS, reducing the carrying amount of the goodwill of JS to approximately HK\$26,000,000.

The recoverable amount of JS was determined based on a value-in-use calculation. The following table sets out the key assumptions for JS where the value-in-use calculation was updated as at 30 June 2019:

	30 June 2019
CAGR of revenue for the five-year period	19%
Terminal growth rate	2%
Discount rate	21.04%
EBITDA margin	Between 17% to 23%

# Notes to the Consolidated Financial Statements

## 15 Intangible assets (Continued)

Notes: (Continued)

(a) Goodwill of cash generating unit ("CGU") (Continued)

(ii) FMCG CGU (Continued)

The recoverable amount of FMCG was determined based on a value-in-use calculation. The following table sets out the key assumptions for FMCG where the value-in-use calculation is as follows:

CAGR of revenue for the seven-year period	15.73%
Terminal growth rate	2%
Discount rate	21.49%
EBITDA margin	Between 5%-11%

An impairment loss of HK\$31,770,711 was recognised for the goodwill of FMCG CGU, reducing the carrying amount of the goodwill to approximately HK\$6,429,052.

If the CARG of revenue for seven-year period was reduced by 2%, with all other variables held constant, ECG would have had to recognise a further impairment loss approximately of HK\$8 million.

(b) Impairment tests for intangible assets of CGUs

The carrying value of intangible assets other than goodwill is primarily comprised of the following CGUs:

	2019 HK\$	2018 HK\$
Australia CGU (Note i)		
– Contractual customer relationship	110,324	1,448,446
– Brand name	4,404,292	5,323,006
– Software	2,465,248	6,686,351
	6,979,864	13,457,803
FMCG CGU (Note ii)		
– Contractual customer relationship	20,869,044	–
– Brand name	17,000,637	–
	37,869,681	–

(i) Australia CGU

Since no impairment indicator is identified for the Australia CGU for intangible assets other than goodwill, no further impairment assessment was performed.

(ii) FMCG CGU

Since no impairment indicator is identified for the FMCG CGU for intangible assets other than goodwill, no further impairment assessment was performed.

Amortisation expense of HK\$12,372,096 (2018: HK\$23,186,376) has been charged to administrative expenses.

# Notes to the Consolidated Financial Statements

## 16 Subsidiaries

As at 31 December 2019, the Company has direct and indirect interests in the following subsidiaries:

Name	Place of incorporation/ establishment and kind of legal entity	Principal activities and place of operation	Equity interest held by the Company directly	Equity interest held by the Company indirectly	Particulars of issued share capital/ registered capital
eCargo Enterprise Limited	Hong Kong, limited liability	Provision of eCommerce technologies services in Hong Kong	100%	-	HK\$10,000 ordinary share capital
eCargo Limited	United Kingdom, limited liability	In the progress of being dissolved	100%	-	1 ordinary share of GBP1 each
ECG Digital Holdings Limited	British Virgin Islands ("BVI"), limited liability	Investment holdings in Hong Kong	100%	-	50,000 ordinary shares of US\$1 each
Jessica's Suitcase Pty Limited	Australia, limited liability	Operate an online store	100%	-	2,116 ordinary shares of A\$51,513
ECG Distribution Holding Limited	BVI, limited liability	Investment holdings in BVI	100%	-	50,000 ordinary shares of US\$1 each
ECG Asia Limited	BVI, limited liability	Investment holdings in BVI	100%	-	50,000 ordinary share of US\$1 each
ECG Australia Pty Limited	Australia, limited liability	Provision of corporate services	100%	-	1,000 ordinary shares of A\$1 each
ECG Digital Commerce Limited	Hong Kong, limited liability	Provision of eMarketplace technology services in Hong Kong	-	100%	HK\$10,000 ordinary share capital
eCargo (China) Holdings Limited	BVI, limited liability	Investment holdings in BVI	-	100%	1 ordinary share of US\$1 each
Enrich Technologies Limited	BVI, limited liability	Dormant	-	100%	1 ordinary share of US\$1 each
Amblique Pty Limited	Australia, limited liability	Provision of eCommerce solutions services in Australia	-	100%	134,410 ordinary shares of A\$1 each
JLE (China) Limited	Hong Kong, limited liability	Investment holdings in Hong Kong	-	100%	HK\$100 ordinary share capital
Jessica's Suitcase Co. Limited	Hong Kong, limited liability	Dormant	-	100%	HK\$10,000 ordinary share capital
深圳市嘉宏天成貿易發展有限公司	The PRC, limited liability	Provision of eCommerce business services in the PRC	-	100%	RMB13,000,000 registered share capital
傑業商貿(上海)有限公司	The PRC, limited liability	Provision of eCommerce support and marketing services in PRC	-	100%	US\$10,000,000 registered share capital
Metcash Export Services Pty Limited	Australia, limited liability	Operate an online store and trading of FMCG	-	85% (note)	100 ordinary shares of A\$1 each
Metcash Asia Limited	The PRC, limited liability	Provision of eCommerce support and marketing services in PRC	-	85% (note)	RMB9,000,000 registered share capital

Note:

ECG acquired 85% interest in Metcash Export Services Pty Limited and Metcash Asia Limited. Management concluded that ECG has effectively control the remaining 15% equity interest of MES Group. As such, ECG has not recognised any non-controlling interest in respect of the remaining 15% equity interest legally held by MES and accounted for MES Group as 100% owned. For details, please refer to Note 30(b).

# Notes to the Consolidated Financial Statements

## 17 Interests in associates and a joint venture

	2019 HK\$	2018 HK\$
<b>Interest in associates</b>		
At beginning of the year	–	72,504,113
Acquisition of interest in an associate (Note a)	–	69,083,038
Share of results from an associate	–	555,323
Step acquisition from an associate to a subsidiary (Note b)	–	(69,638,361)
Provision for impairment of interest in an associate (Note c)	–	(72,504,113)
At end of the year	–	–
<b>Interest in a joint venture</b>		
At beginning of the year	–	–
Investment in a joint venture (Note d)	545	–
Share of results from a joint venture	477,699	–
Dividend received from a joint venture	(264,690)	–
At end of the year	213,554	–
<b>Interests in associate and a joint venture</b>	<b>213,554</b>	<b>–</b>

Notes:

- On 24 January 2018, ECG completed the acquisition of Jessica's Suitcase Pty Limited ("Jessica's Suitcase") with 45% equity interest in Jessica's Suitcase in consideration of issuance to the shareholders of Jessica's Suitcase of such number of CHES Depository Interest ("CDIs") equal to 15% of the CDIs in ECG, namely 80,250,000 CDIs or equivalent to a purchase consideration of HK\$98.4 million. Further details of the acquisition of interest in an associate is disclosed in Note 30 to the consolidated financial statements.
- On 8 November 2018, ECG exercised a call option to acquire the remaining 55% equity of Jessica's Suitcase. Upon the completion of acquisition, Jessica's Suitcase became the wholly owned subsidiary of ECG. Details of the step acquisition is disclosed in Note 30 to the consolidated financial statements.
- On 25 July 2016, ECG entered into a deed with Walton Brown E-commerce Limited ("Walton Brown") for an investment of RMB60 million (equivalent to approximately HK\$70.2 million) into MM E-commerce Limited ("MM"). On the same date, MM entered into a deed with Novel Colour Limited ("WHL") for an investment of RMB150 million (equivalent to approximately HK\$175.5 million) into WWE & company (BVI) Limited ("WWE"), an investment holding company that aims to launch a new social shopping mobile platform in China. ECG has an effective interest of 20% in WWE through its investment in MM.

During the year ended 31 December 2018, the WWE business model and future funding requirements to continue the development of its business were reviewed by the shareholders of MM. Management has considered the fact that MM has ceased its operation since November 2018. Accordingly, the management has performed an impairment assessment and determined that a provision for impairment of HK\$72.5 million is necessary to state the investment to its recoverable amount.

During the year ended 31 December 2019, WWE wound up and distributed all of the residual assets to shareholder and ECG received cash of HK\$6,118,422 as a result (Note 10).

- In September 2019, ECG established Asean Business Group Pty Ltd ("ABG") with two other independent third party shareholders in September 2019. ECG holds 33.33% equity interest in ABG. ABG is a limited liability company incorporated in Australia and is engaged in the trading of fast moving consumer goods in Vietnam and Cambodia. ECG jointly control ABG with the other shareholders as the key operating and financial decisions of ABG required unanimous consent from all the shareholders.





# Notes to the Consolidated Financial Statements

## 17 Interests in associates and a joint venture (Continued)

### Summarised unaudited financial information for a joint venture

Set out below is the summarised unaudited financial information of the joint venture as at and for the year ended 31 December 2019 which are accounted for using the equity method.

	<b>ABG 2019 HK\$</b>
Current assets	3,645,019
Current liabilities	3,005,993
Profit after income tax	1,458,437

The information above reflects the amounts presented in the financial statements of the joint venture not ECG's share of those amounts.

### Reconciliation of summarised financial information

Reconciliation of the summarised unaudited financial information presented to the carrying amount of ECG's in ABG.

	<b>ABG 2019 HK\$</b>
<b>Net assets</b>	
Beginning of year	–
Profit for the year	1,458,437
Distribution to shareholders	(817,890)
Currency translation difference	115
End of year	640,662
Percentage of ownership interest	33.33%
Interest in a joint venture	213,554

# Notes to the Consolidated Financial Statements



## 18 Financial instruments by category

	2019 HK\$	2018 HK\$
<b>Financial assets</b>		
<b>Financial assets at amortised cost</b>		
Trade and other receivables (excluding prepayments)	22,778,328	20,712,421
Contract assets	3,325,508	3,767,479
Amounts due from related parties	3,054,309	9,497,723
Cash and cash equivalents	26,946,542	17,614,983
	56,104,687	51,592,606
<b>Financial liabilities</b>		
<b>Liabilities at amortised cost</b>		
Trade and other payables (excluding non-financial liabilities)	29,889,344	21,289,860
Contract liabilities	2,155,757	2,386,262
Amounts due to related parties	25,884,280	21,371,406
Borrowings	85,603,517	58,420,349
Put option liabilities	7,653,888	–
Lease liabilities	5,923,851	–
	157,110,637	103,467,877

## 19 Inventories

	2019 HK\$	2018 HK\$
Finished goods	15,501,990	1,787,805

The cost of inventories recognised as an expense and included in “cost of sales” amounted to HK\$57,161,381 (2018: HK\$1,756,237).

Written down of inventories to net realisable value amounted to HK\$194,961 (2018: Nil). These were recognised as an expense during the year ended 31 December 2019 and included in “cost of sales” in the consolidated statement of comprehensive income.

# Notes to the Consolidated Financial Statements

## 20 Trade receivables

	2019 HK\$	2018 HK\$
Trade receivables	19,657,405	18,637,762
Less: provision for impairment	(789,539)	(221,800)
	18,867,866	18,415,962

The Directors considered the carrying amounts of trade receivables approximate their fair values.

Credit terms granted to customers are normally 30 days. The aging analysis of the trade receivables based on invoice date is as follows:

	2019 HK\$	2018 HK\$
1–30 days	12,532,579	10,727,427
31–60 days	3,039,972	3,139,667
61–90 days	110,750	807,313
Over 90 days	3,184,565	3,741,555
	18,867,866	18,415,962

ECG applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

The loss allowance increased by a further HK\$567,739 to HK\$789,539 for trade receivables during the current reporting period. The individually impaired trade receivables relate to customers whose creditworthiness has materially deteriorated and it is assessed that these receivables are not expected to be recovered. ECG does not hold any collateral or other credit enhancements over these balances.

Information about the impairment of trade receivables, ECG's exposure to credit risk and foreign currency risk and details about the calculation of the allowance can be found in Note 3.2.

# Notes to the Consolidated Financial Statements



## 20 Trade receivables (Continued)

The carrying amounts of ECG's trade receivables are denominated in the following currencies:

	2019 HK\$	2018 HK\$
HK\$	357,459	1,394,480
RMB	6,371,627	4,859,021
A\$	9,457,283	9,064,041
US\$	203,366	194,014
Pound sterling ("GBP")	57,705	9,058
Singapore dollar ("SG\$")	–	311,837
EURO ("EUR")	40,118	169,020
NZ\$	2,380,308	2,414,491
	18,867,866	18,415,962

The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables mentioned above.

## 21 Prepayments, deposits and other receivables

	2019 HK\$	2018 HK\$
Prepayments	1,406,555	7,853,180
Rental and utilities deposits	1,885,248	2,240,004
Other receivables	2,025,214	56,455
Prepayments, deposits and other receivables	5,317,017	10,149,639
Less: non-current portion		
Prepayment and deposits	(397,970)	(7,346,835)
Current portion	4,919,047	2,802,804

Certain deposits have been pledged to secure rental deposits owned by the Company.

Other receivables were neither past due nor impaired and they were interest-free and repayable on demand as at 31 December 2019 and 2018. Management considers that the carrying amounts of deposits and other receivables approximate their fair values.

# Notes to the Consolidated Financial Statements

## 21 Prepayments, deposits and other receivables (Continued)

The carrying amounts of ECG's deposits and other receivables are denominated in the following currencies:

	2019 HK\$	2018 HK\$
HK\$	422,375	373,191
RMB	650,054	418,870
A\$	2,838,033	1,504,398
	3,910,462	2,296,459

## 22 Cash and cash equivalents

Cash and cash equivalents are denominated in the following currencies:

	2019 HK\$	2018 HK\$
Cash on hand		
HK\$	63,204	5,880
RMB	21,704	42,012
A\$	–	5,046
SG\$	–	1,143
	84,908	54,081
Cash at banks		
HK\$	536,162	1,745,923
RMB	4,058,192	3,108,149
A\$	22,112,826	12,494,756
US\$	41,618	59,807
GBP	89,593	3,578
NZ\$	12,006	12,005
EUR	7,469	133,052
Canadian dollar ("CAD")	3,768	3,632
	26,861,634	17,560,902
Total	26,946,542	17,614,983

As at 31 December 2019, the amount of cash at banks represented ECG's maximum exposure to credit risk.

# Notes to the Consolidated Financial Statements



## 23 Trade payables, other payables and accruals

	2019 HK\$	2018 HK\$
Trade payables	22,729,634	11,088,473
Accrued expenses	5,689,287	9,512,258
Accrued employee benefit expenses	3,379,819	4,312,576
Other payables	3,808,424	3,330,932
Contingent consideration	379,613	–
Other payables and accruals	13,257,143	17,155,766
Less: non-current portion		
Other payables	(763,364)	–
	12,493,779	17,155,766
	35,223,413	28,244,239

The carrying amounts of ECG's trade payables, other payables and accruals are denominated in the following currencies:

	2019 HK\$	2018 HK\$
HK\$	2,602,807	4,473,477
RMB	2,630,903	1,402,740
A\$	27,695,178	22,142,713
NZ\$	1,029,391	–
US\$	1,285,308	166,111
EUR	41,294	59,198
GBP	701,896	–
	35,986,777	28,244,239

# Notes to the Consolidated Financial Statements

## 24 Deferred income tax

The analysis of deferred income tax assets and deferred income tax liabilities is as follows:

	2019 HK\$	2018 HK\$
Deferred income tax assets:		
– to be recovered within 12 months	310,003	919,734
– to be recovered after more than 12 months	1,389,085	387,050
Deferred income tax liabilities:		
– to be recovered within 12 months	(2,162,715)	(2,000,287)
– to be recovered after more than 12 months	(8,659,079)	(8,921,370)
Deferred income tax liabilities — net	(9,122,706)	(9,614,873)

The movement on the deferred income tax account is as follows:

	2019 HK\$	2018 HK\$
At 1 January	(9,614,873)	(2,725,239)
Acquisition of a subsidiary (Note 30)	(1,851,894)	(9,418,992)
Credited to the consolidated statement of comprehensive income (Note 12)	2,224,471	2,088,497
Currency translation differences	119,590	440,861
At 31 December	(9,122,706)	(9,614,873)



# Notes to the Consolidated Financial Statements



## 24 Deferred income tax (Continued)

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

	2019 HK\$	2018 HK\$
<b>Deferred income tax assets</b>		
At 1 January	1,306,784	256,553
Acquisition of a subsidiary (Note 30)	358,164	–
Credited to the consolidated statement of comprehensive income	61,756	1,150,021
Currency translation differences	(27,616)	(99,790)
At 31 December	1,699,088	1,306,784
<b>Deferred income tax liabilities</b>		
At 1 January	(10,921,657)	(2,981,792)
Acquisition of a subsidiary (Note 30)	(2,210,058)	(9,418,992)
Credited to the consolidated statement of comprehensive income	2,162,715	938,476
Currency translation differences	147,206	540,651
At 31 December	(10,821,794)	(10,921,657)

Deferred income tax assets are recognised for tax loss carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. ECG did not recognise deferred income tax assets in respect of estimated tax losses amounting to HK\$151,063,846 (2018: HK\$140,901,395) arising in Hong Kong, HK\$4,901,965 (2018: HK\$ Nil) arising in Australia and HK\$24,357,419 (2018: HK\$11,302,669) arising in the PRC. The tax losses arising in Hong Kong and Australia can be carried forward indefinitely and the tax losses arising in the PRC will expire in five years.

## 25 Share capital

	Number of shares	Share capital HK\$
As at 1 January 2018	535,000,000	329,401,285
Issue of shares as consideration for the acquisition of an associate	80,250,000	98,419,683
As at 31 December 2018 and 2019	615,250,000	427,820,968

# Notes to the Consolidated Financial Statements

## 26 Notes to the consolidated statement of cash flows

(a) Cash generated from operations for the year comprises:

	2019 HK\$	2018 HK\$
Loss before income tax	(74,928,917)	(134,838,128)
Adjustments for:		
– Depreciation of property, plant and equipment (Note 14)	1,312,278	1,178,142
– Depreciation of right-of-use assets (Note 14(b))	1,895,040	–
– Amortisation of intangible assets (Note 15)	12,372,096	23,186,376
– Provision for impairment of interest in an associate (Note 17)	–	72,504,113
– Net foreign exchange loss on operating activities (Note 10)	482,938	1,203,385
– Provision for impairment of trade receivables (Note 3.2)	573,719	–
– Finance income (Note 11)	(38,178)	(46,358)
– Finance expense (Note 11)	5,342,595	2,214,562
– Share of results from an associate (Note 17)	–	(555,323)
– Share of results from a joint venture (Note 17)	(477,699)	–
– Provision for impairment for goodwill (Note 15)	49,276,724	–
– Fair value gain on financial assets at fair value through profit or loss	–	(13,930,290)
– Loss on disposal of interest in an associate	–	38,992,851
– Distributions received (Note 10)	(6,118,422)	–
– Fair value gain on contingent liabilities (Note 10)	(1,893,014)	–
– Written down of inventories (Note 19)	194,961	–
	(12,005,879)	(10,090,670)
Changes in working capital:		
– Inventories	4,032,810	843,743
– Trade receivables	6,323,069	13,855,780
– Contract assets	394,882	(3,767,479)
– Prepayments, deposits and other receivables	1,488,010	(451,548)
– Trade payables	11,701,409	(2,670,310)
– Contract liabilities	(209,943)	2,386,262
– Other payables and accruals	(7,999,834)	39,567
– Balances with related parties	11,219,982	3,760,169
Cash generate from operations	14,944,506	3,905,514

(b) During the year ended 31 December 2019, there is no equipment and computers were transferred to a related company through debiting amount due from related companies (2018: HK\$2,323,400).

# Notes to the Consolidated Financial Statements



## 26 Notes to the consolidated statement of cash flows (Continued)

### (c) Non-cash investing and financing activities

	2019 HK\$	2018 HK\$
Acquisition of interest in an associate by issue of shares	–	69,083,038
Acquisition of derivative financial instrument by issue of shares	–	29,336,645
Issue of shares as consideration for the acquisition of an associate (Note 25)	–	98,419,683

### (d) Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

	2019 HK\$	2018 HK\$
<b>Net debt</b>		
Cash and cash equivalents	26,946,542	17,614,983
Borrowings	(85,603,517)	(58,420,349)
Lease liabilities	(5,923,851)	–
Net debt	(64,580,826)	(40,805,366)
Cash and cash equivalents	26,946,542	17,614,983
Gross debt — fixed interest rates	(91,527,368)	(58,420,349)
	(64,580,826)	(40,805,366)

# Notes to the Consolidated Financial Statements

## 26 Notes to the consolidated statement of cash flows (Continued)

### (d) Net debt reconciliation (Continued)

	Borrowings HK\$	Leases liabilities HK\$	Cash and cash equivalents HK\$	Total HK\$
<b>Net debt as at 1 January 2018</b>	(44,412,560)	–	12,702,478	(31,710,082)
Cash flows	(9,500,000)	–	4,912,505	(4,587,495)
Acquisition of a subsidiary	(2,386,095)	–	–	(2,386,095)
Other changes	(2,214,562)	–	–	(2,214,562)
Foreign exchange adjustments	92,868	–	–	92,868
<b>Net debt as at 31 December 2018</b>	(58,420,349)	–	17,614,983	(40,805,366)
Recognised on adoption of HKFRS 16	–	(5,547,945)	–	(5,547,945)
	(58,420,349)	(5,547,945)	17,614,983	(46,353,311)
Cash flows	(23,085,824)	1,883,737	9,331,559	(11,870,528)
Acquisition of a subsidiary	–	(1,076,503)	–	(1,076,503)
Acquisition — leases	–	(987,633)	–	(987,633)
Other changes	(4,120,175)	(341,549)	–	(4,461,724)
Foreign exchange adjustments	22,831	146,042	–	168,873
<b>Net debt as at 31 December 2019</b>	(85,603,517)	(5,923,851)	26,946,542	(64,580,826)

## 27 Borrowings

	2019 HK\$	2018 HK\$
Loans from a shareholder	85,603,517	58,420,349

On 29 August 2016, ECG entered into an agreement with JL Enterprises Holdings Limited, ECG's major shareholder and a company wholly owned by Mr. John Lau, the Executive Chairman of ECG, as to provide a loan facility in an aggregate amount of up to HK\$50 million to support the ECG's working capital requirements. On 15 March 2017, an addendum agreement was signed to amend the maximum outstanding amount of the loan facility to HK\$70 million. On 14 February 2019, another addendum agreement was signed to amend the maximum outstanding amount of the loan facility to HK\$100 million (Note 31). As at 31 December 2019, the carrying amount of the borrowing from JL Enterprises Holdings Limited is HK\$85,603,517 (2018: HK\$56,111,770).

# Notes to the Consolidated Financial Statements



## 27 Borrowings (Continued)

On 17 July 2018, Jessica's Suitcase entered into an agreement with JL Enterprises Holdings Limited as to provide a loan facility in an aggregate amount of up to A\$0.5 million to support Jessica's Suitcase working capital requirements. As at 8 November 2018, ECG entered into a deed of amendments to amend the terms in the original agreement to acquire Jessica's Suitcase. The fair value of borrowing from JL Enterprises Holdings Limited assumed at the acquisition date is A\$0.4 million (equivalent to HK\$2,386,095 (Note 31)). ECG has settled the balance of A\$0.4 million (equivalent to HK\$2,308,579) during the year ended 31 December 2019.

All loan facilities are unsecured and bear interest at prime rate quoted from the Hong Kong and Shanghai Banking Corporation Limited from time to time. All loan facilities can be utilised at ECG's demand and are repayable in accordance with a separate agreement to be made between ECG and JL Enterprises Holdings Limited.

The carrying amount of borrowings approximates to its fair value and is denominated in HK\$ and A\$.

The borrowings bear average coupon rate of 5%-5.125% per annum as at 31 December 2019 (2018: 5%-5.125% per annum).

## 28 Operating lease commitments — as lessee

ECG leases various offices and warehouses under non-cancellable operating leases expiring within 12 months to 3 years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

From 1 January 2019, ECG has recognised right-of-use assets for these leases, except for short-term and low-value leases, see Note 2.2 and Note 14(b) for further information.

	2019 HK\$	2018 HK\$
Minimum lease payments under non-cancellable operating leases not recognised in the financial statements are payable as follows:		
No later than one year	—	400,690
Later than one year and no later than five years	—	3,716,302
	—	4,116,992

# Notes to the Consolidated Financial Statements

## 29 Transactions with non-controlling interests

On 8 November 2018, ECG exercised a call option to acquire the remaining 55% of the issued share capital of Jessica's Suitcase. By acquiring Jessica's Suitcase, ECG acquired the remaining effective interest of 14.85% in ECG Australia Pty Limited ("ECG AUS"). Immediately prior to the purchase, the carrying amount of the existing 14.85% non-controlling interest in ECG AUS was HK\$294,092. ECG recognised a decrease in non-controlling interests of HK\$294,092 and a decrease in equity attributable to owners of the ECG of HK\$294,092. The effect on the equity attributable to the owners of ECG AUS during the year is summarised as follows:

	2019 HK\$	2018 HK\$
Carrying amount of non-controlling interests acquired	–	294,092
Excess of consideration paid recognised in the transactions with non-controlling interests reserve within equity	–	294,092

## 30 Business combination

### (a) Step acquisition of Jessica's Suitcase from an associate to a subsidiary of ECG

On 24 January 2018, ECG completed the acquisition of Jessica's Suitcase Pty Limited ("Jessica's Suitcase") with a 45% equity interest in Jessica's Suitcase in consideration of issuance to the shareholders of Jessica's Suitcase of such number of CHESS Depository Interests ("CDIs") equal to 15% of the CDIs in ECG, namely 80,250,000 CDIs or equivalent to a purchase consideration of HK\$98.4 million.

Jessica's Suitcase operates an eCommerce store on Alibaba's Tmall Global Platform and a number of brand specific eCommerce Stores on various platforms in the PRC by offering quality Australia and New Zealand products to Chinese consumers through the cross-border online channel.

ECG initially recorded the acquisition of interest in an associate, Jessica's Suitcase, of HK\$69.1 million (Note 17) (the "Initial Acquisition"). The following intangible assets and goodwill arising from the acquisition based on the provisional purchase price allocation:

- Goodwill in the amount of HK\$33.5 million attributable to the acquired buyer-specific synergies and pre-existing and well-position sales network expected from combining the operations of ECG and Jessica's Suitcase, thereby allowing ECG to establish its leading presence in e-Commerce business provided by ECG.
- Brand name and suppliers relationship in the amount of HK\$36.3 million arising from the pre-existing network set up by Jessica's Suitcase.



# Notes to the Consolidated Financial Statements

## **30 Business combination (Continued)**

### **(a) Step acquisition of Jessica's Suitcase from an associate to a subsidiary of ECG (Continued)**

ECG also recognised the call option to purchase the remaining 55% equity of Jessica's Suitcase initially at fair value of approximately HK\$29.3 million as a derivative financial instrument on date of the acquisition.

The fair value of assets has been determined on a provisional basis as the fair value of identifiable assets acquired may be adjusted upon the completion of initial accounting year which shall not exceed one year from the respective acquisition date. The fair value is being valued by Asset Appraisal Limited, an independent qualified professional valuer, not connected to ECG.

On 8 November 2018, ECG entered into a deed of amendments to amend the terms in the original agreement to acquire Jessica's Suitcase. Due to the modification of the terms, ECG derecognised the original call option and recognised call option under the revised terms at its fair value of HK\$43.2 million. The difference in fair value of HK\$13.9 million was recognised as gain in the consolidated statement of comprehensive income.

On the same date, ECG exercised a call option to acquire the remaining 55% of the issued share capital of Jessica's Suitcase. Upon the derecognition of interest in an associate, ECG has recognised the loss on disposal of HK\$39.0 million from the 45% equity interest in Jessica's Suitcase. The loss is included in the consolidated statement of comprehensive income for the year ended 31 December 2018.





# Notes to the Consolidated Financial Statements

## 30 Business combination (Continued)

### (a) Step acquisition of Jessica's Suitcase from an associate to a subsidiary of ECG (Continued)

The following tables summarises the consideration for the step acquisition (the "Step Acquisition"), and the fair value of the assets acquired and liabilities assumed at the acquisition date:

	HK\$
<b>Purchase consideration</b>	
Fair value of call option	43,266,935
Fair value of interest in Jessica's Suitcase previously held by ECG	30,645,511
	73,912,446
<b>Recognised amounts of identifiable assets acquired and liabilities assumed</b>	
Cash and cash equivalents	374,889
Property, plant and equipment	23,257
Trade and other receivable	1,298,196
Inventories	2,662,950
Intangible asset — brand name	20,089,601
Intangible asset — supplier relationship	17,586,370
Trade and other payable	(1,791,602)
Borrowings	(2,386,095)
Deferred tax liabilities	(9,418,992)
Total identifiable net assets	28,438,574
Goodwill	45,473,872
	73,912,446

There are no contingent liabilities relating to Step Acquisition.

Acquisition related costs approximately HK\$387,000 have been charged to administrative expenses in the consolidated statement of comprehensive income for the year ended 31 December 2018.

# Notes to the Consolidated Financial Statements



## 30 Business combination (Continued)

### (a) Step acquisition of Jessica's Suitcase from an associate to a subsidiary of ECG (Continued)

	HK\$
<b>Inflow of cash to acquire business, net of cash</b>	
Cash consideration	–
Cash and cash equivalent of subsidiaries acquired	374,889
	<u>374,889</u>

None of the goodwill recognised is expected to be deductible for income tax purposes.

The fair value of trade and other receivables is HK\$1,298,196 and includes trade receivables with a fair value of HK\$262,988. No trade receivables due is expected to be uncollectible.

The acquired business contributed HK\$2,562,346 to ECG's total revenue and HK\$171,601 loss to ECG's loss before income tax for the period between the date of acquisition and end of the reporting period.

Had the acquisition occurred on 1 January 2018, consolidated revenue and consolidated loss before income tax for the year ended 31 December 2018 would have been HK\$11,025,111 and HK\$1,141,645 respectively.

### (b) Acquisition of Metcash Export Services Pty Limited

On 25 February 2019, ECG acquired 85% interest in MES Group. MES Group is principally engaged in the provision of China export business in Australia. The acquisition allows ECG to create a one-stop offering for businesses intent on capturing the attention of China's growing consumer market.

In connection with the acquisition, a call option to purchase and a put option to sell the remaining 15% equity interest in MES Group were granted to ECG and Metcash respectively. ECG may exercise the call option at any time from the adjustment date (being five business days after the completion accounts is finally agreed) up to the date that is 18 months after the completion date, while Metcash may exercise the put option at any time on and from the date that is 18 months after the completion date.

# Notes to the Consolidated Financial Statements

## 30 Business combination (Continued)

### (b) Acquisition of Metcash Export Services Pty Limited (Continued)

Management has considered the terms of the aforementioned call-put option arrangement and concluded that such arrangement has effectively transferred the risks and rewards of the remaining 15% equity interest of MES Group to ECG. As such, ECG has not recognised any non-controlling interest in respect of the remaining 15% equity interest legally held by Metcash and accounted for MES Group as 100% owned as at 31 December 2019. The put option is treated as a liability for the acquisition of MES Group and was recognised as a financial liability in the statement of financial position at the present value of the amount payable by ECG when the option is exercised.

The goodwill arising from the acquisition related to the 100% equity interest. At the date of acquisition, MES Group was accounted for as a wholly-owned subsidiary of ECG and the results, assets and liabilities of MES Group were consolidated in the consolidated financial information of ECG.

The following tables summarises the consideration for the acquisition and the fair value of the assets acquired and liabilities assumed at the acquisition date based on the purchase price allocation:

	HK\$
<b>Purchase consideration</b>	
Cash paid	38,039,719
Deferred consideration	2,021,742
Put option liability	7,194,821
<b>Total purchase consideration</b>	<b>47,256,282</b>
<b>Recognised amounts of identifiable assets acquired and liabilities assumed</b>	
Cash and cash equivalents	2,416,885
Property, plant and equipment	41,644
Right-of-use assets	1,076,503
Trade and other receivable	11,141,067
Inventories	18,662,350
Intangible asset — supplier relationship	8,840,233
Other payable	(4,722,107)
Lease liabilities	(1,076,503)
Deferred tax assets	358,164
Deferred tax liabilities	(2,210,058)
<b>Total identifiable net assets</b>	<b>34,528,178</b>
Goodwill	12,728,104
	<b>47,256,282</b>

# Notes to the Consolidated Financial Statements



## 30 Business combination (Continued)

### (b) Acquisition of Metcash Export Services Pty Limited (Continued)

Acquisition related costs of approximately HK\$837,976 have been charged to administrative expenses in the interim condensed consolidated statement of comprehensive income for the year ended 31 December 2019.

Inflow of cash to acquire business, net of cash

	HK\$
Cash consideration paid in February 2019	(38,039,719)
Cash and cash equivalent of subsidiary acquired	2,416,885
Prepayment made in November 2018	6,960,375
Acquisition of a subsidiary, net of cash acquired	(28,662,459)

None of the goodwill recognised is expected to be deductible for income tax purposes.

The contingent consideration arrangement requires ECG to pay the former owners of MES Group 35% of the net profit after tax by annual instalment up to a maximum undiscounted amount of A\$3.5 million. This will be terminated upon the exercise of call-put option arrangement.

The potential undiscounted amount of all future payments that ECG could be required to make under this arrangement is between A\$0 and A\$3.5 million. The fair value of the contingent consideration arrangement has been estimated by calculating the present value of the future expected cash flows. The estimates are based on a discount rate of 20.2%.

The fair value of trade and other receivables is HK\$11,141,067 and includes trade receivables with a fair value of HK\$7,483,852. No trade receivables due is expected to be uncollectible.

The acquired business contributed revenue of HK\$17,628,130 and loss before income tax of HK\$4,854,950 to ECG for the period between the date of acquisition and end of the reporting period.

# Notes to the Consolidated Financial Statements

## 31 Related party transactions

The Board of Directors are of the view that the following parties were considered related parties that had transactions or balances with ECG:

Name of related party	Relationship with ECG
Mr. John Lau	Executive Director/Executive Chairman
Mr. Christopher Lau	Non-Independent Non-executive Director
Ms. Jessica Rudd	Non-Independent Non-executive Director
Mr. Rupert Myer AO	Independent Non-executive Director
Mr. Dennis Lin	Independent Non-executive Director
Mr. Heath Zarin	Independent Non-executive Director
Mr. Yuming Zou	Independent Non-executive Director
JL Enterprises Holdings Limited	Shareholder of the Company, controlled by Mr. John Lau
CS China Logistics Limited	Shareholder of the Company, controlled by Mr. John Lau
Allport Cargo Services Limited	Shareholder of the Company, controlled by Mr. John Lau
Cargo Services Far East Limited	Controlled by Mr. John Lau
Cargo Tiancheng Technology Limited	Controlled by Mr. John Lau
CS Logistics Solutions Pty Limited	Controlled by Mr. John Lau
CN Logistics Limited	Controlled by Mr. John Lau
CN Logistics (Shanghai) Limited	Controlled by Mr. John Lau
Cargo Services (China) Limited	Controlled by Mr. John Lau
CS Packing (Hong Kong) Limited	Controlled by Mr. John Lau
EC-GO eCommerce Limited	Controlled by Mr. John Lau
深圳市一全通電子商務有限公司	Controlled by Mr. John Lau
深圳市看我商貿服務有限公司	Controlled by Mr. John Lau
深圳嘉宏互聯有限公司	Controlled by Mr. John Lau
WWE Group Limited	Joint venture of an associate
MyMM (Shanghai) Commerce Limited	Subsidiary of joint venture of an associate
Asean Business Group Pty Ltd	Joint venture of an associate

# Notes to the Consolidated Financial Statements



## 31 Related party transactions (Continued)

The following transactions were carried out with related parties:

	2019 HK\$	2018 HK\$
(a) Sales of services – note (i)		
Sales of software development services:		
– Cargo Services Far East Limited	2,400,000	2,400,000
Sales of courier services:		
– MyMM (Shanghai) Commerce Limited	–	379,908
Provision of marketing services:		
– WWE Group Limited	–	1,638,000
Provision of management services:		
– 深圳市一全通電子商務有限公司	–	62,345
– 深圳市看我商貿服務有限公司	–	20,471
	2,400,000	4,500,724
(b) Purchases of services – note (i)		
Purchase of outsourced labour services:		
– Cargo Services Far East Limited	600,000	600,000
Purchases of outsourced import, storage, and courier fulfillment services:		
– Allport Cargo Services Limited	68,912	103,207
– Cargo Service (China) Limited	5,321,699	3,739,995
– CN Logistics Limited	4,107,356	–
– CS China Logistics Limited	–	5,522,189
– EC-GO eCommerce Limited	644,945	1,384,976
	10,742,912	11,350,367

### (c) Key Management compensation — note (ii)

Details of the Key Management compensation are disclosed in Note 9 to this consolidated financial statements.

# Notes to the Consolidated Financial Statements

## 31 Related party transactions (Continued)

The following transactions were carried out with related parties: (Continued)

	2019 HK\$	2018 HK\$
(d) Payment on behalf of ECG by related parties		
– Cargo Services Far East Limited	5,936	337,240
– Cargo Service (China) Limited	2,155,930	–
– 深圳市看我商貿服務有限公司	765,995	–
	2,927,861	337,240
(e) Disposal of property, plant and equipment		
– 深圳市看我商貿服務有限公司	–	2,319,336
– 深圳嘉宏互聯有限公司	–	4,064
	–	2,323,400

(f) Balances with related parties — note (iii)

	As at 31 December 2019 HK\$	As at 31 December 2018 HK\$
– Allport Cargo Services Limited	53,104	50,574
– Cargo Services Far East Limited	–	7,014,300
– MyMM (Shanghai) Commerce Limited	–	149,826
– Cargo Tiancheng Technology Limited	42,492	29,074
– 深圳市看我商貿服務有限公司	2,957,599	2,191,604
– 深圳市一全通電子商務有限公司	1,114	62,345
	3,054,309	9,497,723
– Cargo Services Far East Limited	(1,550,226)	–
– Cargo Services (China) Limited	(17,144,888)	(15,431,146)
– CN Logistics Limited	(2,089,087)	(1,473,448)
– CS China Logistics Limited	(678,188)	(689,866)
– EC-GO eCommerce Limited	(4,421,891)	(3,776,946)
	(25,884,280)	(21,371,406)

# Notes to the Consolidated Financial Statements



## 31 Related party transactions (Continued)

The following transactions were carried out with related parties: (Continued)

### (g) Borrowings from a shareholder

	Greater China HK\$	Jessica's Suitcase HK\$	Total
At 1 January 2018	44,412,560	–	44,412,560
Acquisition of a subsidiary (Note 30)	–	2,386,095	2,386,095
Loan advanced during the year	9,500,000	–	9,500,000
Interest charged	2,199,210	15,352	2,214,562
Currency translation differences	–	(92,868)	(92,868)
At 31 December 2018	56,111,770	2,308,579	58,420,349
At 1 January 2019	56,111,770	2,308,579	58,420,349
Loan advanced during the year for acquisition of a subsidiary (Note 30)	35,343,319	–	35,343,319
Interest paid	–	(123,068)	(123,068)
Repayment	(9,882,882)	(2,251,545)	(12,134,427)
Interest charged	4,031,310	88,865	4,120,175
Currency translation differences	–	(22,831)	(22,831)
At 31 December 2019	85,603,517	–	85,603,517

Notes:

- (i) These transactions are carried out on terms agreed with the related parties.
- (ii) Key Management are deemed to be the Directors who have responsibility for planning, directing, and controlling the activities of the Company.
- (iii) Balances with related parties arise mainly from sale and purchase transactions and are due one month after the date of sale or purchase. The receivable balances and payable balances bear no interest and are denominated in HK\$.



# Notes to the Consolidated Financial Statements

## 32 Statement of financial position and reserve movement of the Company

	Note	2019 HK\$	2018 HK\$
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment		–	36,741
Intangible assets		–	–
Investment in subsidiaries		64,121,262	98,808,967
Prepayment		–	6,960,375
		64,121,262	105,806,083
<b>Current assets</b>			
Amounts due from subsidiaries		–	232,490,445
Cash and cash equivalents		15,549	200
		15,549	232,490,645
<b>Total assets</b>		64,136,811	338,296,728
<b>Equity</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital		427,820,968	427,820,968
Accumulated losses	a	(449,920,555)	(146,733,996)
<b>Total equity</b>		(22,099,587)	281,086,972
<b>Liabilities</b>			
<b>Non-current liability</b>			
Loan from a shareholder		85,603,517	56,111,770
<b>Current liabilities</b>			
Amounts due to subsidiaries		195,660	195,660
Other payables and accruals		437,221	902,326
		632,881	1,097,986
<b>Total liabilities</b>		86,236,398	57,209,756
<b>Total equity and liabilities</b>		64,136,811	338,296,728

Approved by the Board of Director on March 26, 2020 and were signed on its behalf by:

**Mr. John Lau**  
Executive Chairman

**Mr. Christopher Lau**  
Non-Executive Director

# Notes to the Consolidated Financial Statements



## 32 Statement of financial position and reserve movement of the Company (Continued)

Note:

(a) Reserve movement of the Company

	Accumulated losses HK\$
As at 1 January 2018	(123,544,994)
Loss for the year	(23,189,002)
As at 31 December 2018 and 1 January 2019	(146,733,996)
Loss for the year	(303,186,559)
As at 31 December 2019	(449,920,555)

## 33 Subsequent events

After the outbreak of Coronavirus Disease 2019 ("COVID-19 outbreak") in early 2020, a series of precautionary and control measures have been and continued to be implemented. If the situation continues for an extended period, ECG's business operations and financial results may be affected for the year ending 31 December 2020. Management is yet to be able to estimate the overall impact to the financial performance and position of ECG. Nonetheless, ECG will pay close attention to the development of the COVID-19 outbreak and continuously manage relevant resources in a timely manner to mitigate the potential adverse impact.



# ASX additional information

## Issued Capital

As at March 19, 2020, the Company has 615,250,000 ordinary fully paid shares on issue, of which 615,250,000 are held by Chess Depositary Nominees Pty Ltd ("CDN"). CDN has issued 615,250,000 CHESS Depositary Interests ("CDIs") in relation to these shares.

There is no shares/CDIs currently under trading restriction.

CDN holds the legal title to shares on behalf of holders of CHESS Depositary Receipts. Pursuant to the ASX Settlement Operating Rules, CDI holders receive all of the economic benefits of actual ownership of the underlying shares.

CDIs are traded in a manner similar to shares of Australian companies listed on ASX. CDIs will be held in uncertificated form and settled/transferred through CHESS. No share certificates will be issued to CDI holders. Shareholders cannot trade their Shares on ASX without first converting their Shares into CDIs.

There is no on-market buyback currently in place.

## Substantial Shareholders

The substantial holders of CDIs are the following CDI holders listed below who have notified the Company that they are a substantial holder under the Corporations Act 2001 in Australia. In general, under the Corporations Act (Australia), a person who holds a relevant interest in shares/CDIs of more than 5% of the Company's issued share capital is a substantial holder.

Holder	No of Shares/ CDIs	% of issued capital
JL Enterprises Holdings Limited, CS China Logistics Limited and Mr. John Lau	396,872,460	64.51%
SB International Investments Pty Limited, Ms. Jessica Rudd and Mr. Albert Tse	35,382,225	5.75%

Top 20 shares/CDI Holders as at March 19, 2020.

Rank	Name	Total Units	% Issued Capital
1	JL ENTERPRISES HOLDINGS LTD	372,937,640	60.62%
2	SB INTERNATIONAL INVESTMENTS PTY LTD	35,382,225	5.75%
3	CS CHINA LOGISTICS LIMITED	23,934,820	3.89%
4	YIWEN ZHANG	22,871,250	3.72%
5	MUTUAL TRUST PTY LTD	20,000,000	3.25%
6	TYCOON SMART LIMITED	17,500,000	2.84%
7	XIAOQING YE	14,035,725	2.28%
8	TIGER WEALTH GLOBAL LIMITED	12,500,000	2.03%
9	INVESTORLINK CAPITAL PTY LTD	12,317,817	2.00%
10	CHRISTOPHER LAU	8,132,460	1.32%
11	CASTLE GIANT HOLDINGS LIMITED	7,500,000	1.22%
12	GLOBAL GOURMET HOLDINGS LIMITED	7,334,664	1.19%
13	WASHINGTON H SOUL PATTINSON & COMPANY LTD	5,625,000	0.91%
14	VENICS PTY LTD	3,650,000	0.59%
15	SUK KIU KIEAN LAU	3,592,857	0.58%
16	BNP PARIBAS NOMINEES PTY LTD	2,447,195	0.40%
17	EXCEL PAN VENTURES LIMITED	2,300,000	0.37%
18	INSPIRING FUTURE LIMITED	2,022,000	0.33%
19	VENSUP PTY LTD	1,400,000	0.23%
20	MR JASON CHRISTOPHER BYRNE	1,310,293	0.21%
<b>Total Top 20 Holders</b>		<b>576,793,946</b>	<b>93.75%</b>
<b>Total Remaining Holders Balance</b>		<b>38,456,054</b>	<b>6.25%</b>

## ASX additional information

### Distribution of Shareholders/CDI holders

There were 797 shareholders/CDI holders at March 19, 2020. Each Shareholder/CDI holder is entitled to one vote for each security held.

Range	Total Holders	Units	% of issued capital
1–1,000	37	7,640	0.00%
1,001–5,000	225	748,921	0.12%
5,001–10,000	122	1,052,618	0.17%
10,001–100,000	314	11,519,280	1.87%
Over 100,000	99	601,921,541	97.84%
<b>Totals</b>	<b>797</b>	<b>615,250,000</b>	<b>100%</b>

There are no CDI holders who hold less than a marketable parcel as at March 19, 2020.

### Voting Rights

The voting rights are that each CDI holder is entitled to 1 vote per CDI at a meeting of members, provided that a CDI Holder undertakes the following steps.

1. Instructing CDN as the legal owner to vote the shares underlying in a particular manner. A voting instruction form will be sent to CDI holders with the notice of meeting and this must be completed and returned to the share registry prior to the meeting.
2. Informing the Company that they wish to nominate themselves or another person to be appointed as CDN's proxy with respect to their shares underlying the CDIS for the purposes of attending and voting at the general meeting or;
3. Converting their CDIs into a holding of these shares and voting these shares at the meeting.

### Use of Cash Consistent with Business Objectives

The Company confirms that, for the whole financial year ended December 31, 2019, it has used cash and other assets readily convertible to cash that it held at time of admission, in a way consistent with its business objectives.

### **The Company's Place of Incorporation**

As the Company is incorporated in Hong Kong and not established in Australia, its corporate activities (apart from the offering of securities in Australia) are not regulated by the Corporations Act of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by the Hong Kong Companies Ordinance and the Hong Kong Securities and Futures Commission. The Company is not subjected to Chapters 6, 6A, 6B and 6C of the Corporations Act 2001 in Australia.

The following information is provided on an annual basis to comply with the conditions on listing on ASX.

### **Takeovers**

The Hong Kong Code on Takeovers and Mergers (the "Takeovers Code") regulates takeovers and mergers in Hong Kong and applies to public companies in Hong Kong. The Takeovers Code provides that when a person, or two or more persons acting in concert collectively:

- acquire 30% or more of the voting rights of a company; or
- hold not less than 30% but not more than 50% of the voting rights of the company and acquires more than 2% of the voting rights of a company from the lowest percentage holding of that person or persons collectively within a 12 month period,

then a general offer must be made to all other shareholders of the company.

### **Compulsory Acquisition**

Part 13 of the Hong Kong Companies Ordinance sets out the right to buy out minority shareholders. If within four months of making an offer to buy shares, a company has acquired 90% in value of the shares, the acquiring company may give notice to the remaining shareholders that it desires to acquire their shares. Provided that notice is given within five months of the original offer, the acquiring company is entitled and bound to acquire those shares on the same terms as the offer.

### **Substantial Share/CDI Holder notices**

Part XV of the Hong Kong Securities and Futures Ordinance requires the disclosure by substantial shareholders, directors, shadow directors and chief executives of a listed corporation (collectively "Corporate Insiders") of their interests in the securities of a listed corporation when their interests reach the notifiable percentage level. The notifiable percentage level is an interest in shares of an aggregate nominal value of 5% or more of the relevant shares in the listed corporation.



# Corporate Directory



## eCargo Holdings Limited

ARBN: 601 083 069

Hong Kong Company

Registration Number: 2088880

### Registered Office — Australia

C/O — Amblique Pty Limited  
Suite 2, Level 3,  
104-112 Commonwealth Street,  
Surry Hills, NSW 2010  
Phone: +61 (02) 8272 3800

### Registered Office — Hong Kong

13103N ATL Logistics Centre B  
3 Kwai Chung Container Terminals  
New Territories, Hong Kong  
Phone: +852 2481 8308

### Share/CDI Registry

Link Market Services Limited  
Level 12, 680 George Street,  
Sydney, New South Wales 2000 Australia  
Phone: +61 (02) 8280 7100

### Company Secretary

Irene Yip

### Stock Exchange Listing

eCargo Holdings Limited,  
CDIs are listed on the Australian  
Securities Exchange (ASX)







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