

# ***2CheapC★rs Group***

## **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2025**

 **DRIVING  
BETTER  
DEALS  
EVERY DAY**



## 2 CHEAP CARS GROUP LIMITED

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## 2 CHEAP CARS GROUP LIMITED

### Director's Report

For the year ended 31 March 2025

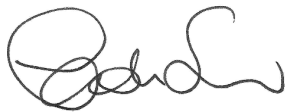
The Board of Directors of 2 Cheap Cars Group Ltd  
present the consolidated financial statements of the Group  
for the year ended ended 31 March 2025

The Board of Directors of 2 Cheap Cars Group Ltd  
authorised the issue of these consolidated financial statements  
on this 29th day of May 2025

Approved for and on behalf of the Board of Directors



Director



Director

29th of May 2025

Date

## 2 CHEAP CARS GROUP LIMITED

**Consolidated statement of profit or loss and other comprehensive income**  
**For the 12 month period ended 31 March 2025**

	Note	MAR 2025 \$'000	MAR 2024 \$'000
<b>Revenue</b>			
Revenue and income	4	80,170	86,783
Sundry income	5	1,795	-
<b>Expenses</b>			
Cost of sales		(64,174)	(66,118)
Administration expenses		(3,155)	(2,949)
Advertising expenses		(2,339)	(1,487)
Depreciation & amortisation expenses		(2,650)	(2,332)
Employee benefits		(3,390)	(3,777)
Finance expenses	8	(739)	(702)
Property expenses		(930)	(695)
<b>Profit before income tax</b>		<b>4,588</b>	<b>8,722</b>
Income tax expense	19	(1,288)	(2,481)
<b>Profit for the period</b>		<b>3,300</b>	<b>6,241</b>
<b>Other comprehensive income</b>			
Items that may be reclassified subsequently to profit or loss			
Translation of foreign operations		303	(147)
<b>Total other comprehensive income</b>		<b>303</b>	<b>(147)</b>
<b>Total comprehensive income for the period</b>		<b>3,603</b>	<b>6,095</b>
<b>Earnings per share</b>			
Basic earnings per share	10	0.07	0.14
Diluted earnings per share	10	0.07	0.14
The accompanying notes form part of these consolidated financial statements			

## 2 CHEAP CARS GROUP LIMITED

**Consolidated statement of financial position**  
**As at 31 March 2025**

	Note	MAR 2025 \$'000	MAR 2024 \$'000
<b>Equity</b>			
Share capital	22	39,344	39,344
Amalgamation reserve		(35,956)	(35,956)
Foreign currency translation reserve		148	(155)
Retained earnings		17,525	17,141
<b>Total equity</b>		<b>21,061</b>	<b>20,373</b>
<b>Current liabilities</b>			
Trade and other payables	16	3,214	2,259
Employee benefit liabilities	18	862	840
Borrowings	21	114	1,500
Income tax payable		459	2,055
Derivative financial liabilities		(38)	(13)
Related party payable	23	10	10
Lease liability	17	2,084	1,689
Other current liabilities		14	36
<b>Total current liabilities</b>		<b>6,719</b>	<b>8,375</b>
<b>Non-current liabilities</b>			
Lease liability	17	5,598	5,617
Borrowings	21	823	-
<b>Total non-current liabilities</b>		<b>6,421</b>	<b>5,617</b>
<b>Total equity and liabilities</b>		<b>34,201</b>	<b>34,365</b>
<b>Current assets</b>			
Cash and cash equivalents	12	5,344	4,673
Trade and other receivables	15	192	514
Other current assets	15	882	2,602
Loans receivable	14	385	990
Inventories	13	14,932	13,873
<b>Total current assets</b>		<b>21,735</b>	<b>22,652</b>
<b>Non-current assets</b>			
Other non current assets		896	1,843
Plant, property and equipment	25	2,708	1,787
Intangible assets	27	1,589	75
Loans receivable	14	286	831
Deferred tax asset	19	133	474
Right-of-use assets	17	6,854	6,702
<b>Total non-current assets</b>		<b>12,466</b>	<b>11,713</b>
<b>Total assets</b>		<b>34,201</b>	<b>34,365</b>

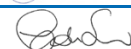
Approved on behalf of the Board on 29th May 2025

Director



Date 29-May-25

Director



Date 29-May-25

The accompanying notes form part of these consolidated financial statements

## 2 CHEAP CARS GROUP LIMITED

**Consolidated statement of changes in equity**  
**For the 12 month period ended 31 March 2025**

	Share Capital \$'000	Retained Earnings \$'000	Foreign Currency Translation Reserve \$'000	Amalgamation Reserve \$'000	Total Equity/ (Accumulated Losses) \$'000
<b>Balance as at 01 April 2023</b>	39,344	12,794	(8)	(35,956)	16,174
Profit for the period	-	6,241	-	-	6,241
Translation of foreign operations	-	-	(147)	-	(147)
<b>Total comprehensive income for the period</b>	-	6,241	(147)	-	6,095
Dividend paid	-	(1,895)	-	-	(1,895)
<b>Total transactions with owners of the group</b>	-	(1,895)	-	-	(1,895)
<b>Balance as at 31 March 2024</b>	39,344	17,140	(155)	(35,956)	20,373
<b>Balance as at 01 April 2024</b>	39,344	17,140	(155)	(35,956)	20,373
Profit for the period	-	3,300	-	-	3,300
Translation of foreign operations	-	-	303	-	303
<b>Total comprehensive income for the period</b>	-	3,300	303	-	3,603
Dividend paid	-	(2,915)	-	-	(2,915)
<b>Total transactions with owners of the group</b>	-	(2,915)	-	-	(2,915)
<b>Balance as at 31 March 2025</b>	39,344	17,525	148	(35,956)	21,061

The accompanying notes form part of these consolidated financial statements

## 2 CHEAP CARS GROUP LIMITED

**Consolidated Statement of Cash Flows**  
**For the year ended 31 March 2025**

	<b>MAR 2025</b>	<b>MAR 2024</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Cash flows from operating activities</b>		
Cash receipts from customers	80,464	86,779
Cash paid to suppliers and employees	(72,390)	(80,947)
Interest received	133	3
Interest paid - retail operations	(80)	(362)
Tax paid / received	(2,395)	(548)
<b>Net cash inflow from operating activities before Changes in Operating Assets and Liabilities</b>	<b>5,732</b>	<b>4,926</b>
Proceeds from loan receivables	995	1,995
<b>Net cash inflow from operating activities</b>	<b>6,727</b>	<b>6,921</b>
<b>Cash flows from investing activities</b>		
Proceeds from sale of property, plant and equipment	36	7
Purchase of property, plant and equipment	(1,312)	(812)
Purchase of Intangible Assets	(3)	-
Decrease / (increase) in lease guarantee deposits	947	(1,544)
<b>Net cash outflow from investing activities</b>	<b>(332)</b>	<b>(2,349)</b>
<b>Cash flows from financing activities</b>		
Dividend paid	(2,915)	(1,896)
Interest paid - finance operations	(550)	(214)
Net (repayment) / proceeds of borrowings	(563)	600
Principal elements of lease payments	(1,999)	(1,935)
<b>Net cash outflow from financing activities</b>	<b>(6,027)</b>	<b>(3,445)</b>
Net increase/(decrease) in cash and cash equivalents	368	1,126
Cash and cash equivalents at beginning of period	4,673	3,767
Effect of exchange rate	303	(220)
<b>Cash and cash equivalents at end of period</b>	<b>5,344</b>	<b>4,673</b>

The accompanying notes form part of these consolidated financial statements

## Notes to the Financial Statements

### 1. Reporting entity

2 Cheap Cars Group Ltd (the Company) is a company domiciled in New Zealand.

The Company is incorporated in New Zealand, registered under the Companies Act 1993 and is publicly traded on the New Zealand Stock Exchange.

These consolidated financial statements comply with the requirements of the Companies Act 1993 and the Financial Markets Conduct Act 2013.

These consolidated financial statements as at 31 March 2025 comprise the Company and its subsidiaries: 2 Cheap Cars Limited, NZ Motor Finance Limited, 2CC International Limited, 2 Cheap Rental Cars Limited, Car Safety NZ Limited and Car Plus K.K. (collectively, the Group).

### 2. Basis of preparation

#### (a) Statement of compliance

These consolidated financial statements have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand (GAAP) and the requirements of the Financial Markets Conduct Act 2013.

These financial statements comply with New Zealand equivalents of International Financial Reporting Standards (NZ IFRS). As such, they also comply with International Financial Reporting Standards (IFRS).

#### (b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except that certain assets and liabilities are measured at fair value where stated under their specific accounting policies.

- Derivative financial instruments (Note 18)
- Loans receivable (Note 14)

#### (c) Functional and presentation currency

These consolidated financial statements for the Group are presented in New Zealand dollars (\$), which is the Group's functional and the Group's presentation currency. All financial information presented has been rounded to the nearest thousand dollars.

#### (d) Going Concern

The Directors consider that the Group is a going concern and the consolidated financial statements have been prepared on that basis.

#### (e) Critical accounting estimates and judgements

The preparation of the consolidated financial statements, requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

#### (f) Changes in accounting policies

During the current reporting period, the Group adopted a new accounting policy for the treatment of carbon credits. Refer to Note (p) for further details on the recognition, measurement, and disclosure of carbon credits.

#### (g) Changes in accounting estimates

During the year management updated its estimates of expected loss provisions, the discount rate applied to loans and amended the estimated value of carbon credits, refer to Note 14 for further information.



**(h) New / amended acct standards**

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the External Reporting Board ('XRB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. New Zealand equivalents to International Financial Reporting Standards ('NZ IFRS') that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 31 Mar 2025. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

**3. Material Accounting Policies**

The Group has applied the same accounting policies and methods of computation in these financial statements as its previous annual financial statements, except for those detailed in note 2(f) and (g) above.

Details of the Group's material accounting policies are provided below.

In preparing the consolidated financial statements, all intercompany balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends have been eliminated in full.

**a) Basis of consolidation**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it 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. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences.

The consolidated financial statements present the results of the Company and its subsidiaries ("the Group") as if they formed a single entity. Intra-group transactions and balances are therefore eliminated in full.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

**Subsidiaries**

The subsidiaries of 2 Cheap Cars Group Ltd, all of which have been included in these consolidated financial statements, are as follows:

Name	Country of incorporation and principal place of business	Proportion of ownership interest	
		MAR 2025	MAR 2024
2 Cheap Cars Limited	New Zealand	100%	100%
NZ Motor Finance Limited	New Zealand	100%	100%
2CC International Limited	New Zealand	100%	100%
2 Cheap Rental Cars Limited	New Zealand	100%	100%
Car Safety NZ Limited	New Zealand	100%	100%
Car Plus K.K	Japan	100%	100%

**(b) Foreign currency****(i) Foreign currency transactions**

Transactions in foreign currencies are translated to the functional currency at exchange rates at the dates of the transactions. Foreign currency differences arising from settlement at a different exchange rate are recognised in profit or loss.

**(ii) Foreign currency monetary assets and liabilities**

At balance date, foreign monetary assets and liabilities are translated to the functional currency at the closing rate and exchange variations are recognised in profit or loss.

**(iii) Foreign currency non-monetary assets and liabilities**

Foreign non-monetary assets and liabilities that are measured based on historical costs are translated using the exchange rate at the date of the transactions. Any foreign currency difference arising due to translating to functional currency are recognised in profit or loss.

**(c) Revenue**

The specific revenue recognition policies associated with the Group's distinct performance obligations (as presented in Note 4) are detailed below:

**(i) Vehicles sold**

Revenue is recognised at a point-in-time, with the transfer of control determined as the point purchaser takes final physical possession of the vehicle.

**(ii) Insurance policies**

Commission revenue is recognised on an agent basis at a point-in-time, with the transfer of control determined at the point the end customer enters into a signed insurance policy with the insurance provider (principal). As the uncertainty associated with any commission clawbacks is resolved, previously deferred revenue recognised as contract liabilities is released and recognised as revenue.

**(iii) Sale of scrap parts**

Revenue is recognised at a point-in-time, with the transfer of control determined as the point that the purchaser takes final physical possession of the scrap parts.

**(iv) Commissions received (booking fee, sales, finance)**

Revenue is recognised on an agent basis at a point-in-time, with the transfer of control determined as the point the end customer enters into a signed finance agreement with the finance provider (principal). As the uncertainty associated with any commission clawbacks is resolved, previously deferred revenue recognised as contract liabilities is released and recognised as revenue.

**(v) Interest revenue calculated using the effective interest method**

Interest revenue comprises interest on loans receivable and cash and cash equivalents. Interest revenue is recognised based on the effective interest method.

**Performance obligations and timing of revenue recognition**

Revenue is measured based on the consideration to which the Group expects to be entitled to, excluding amounts collected on behalf of third parties and net of rebates, discounts and payments to customers that are not in consideration for separate goods or services provided. This represents the fair value of total consideration payable, including both cash and in the case of vehicles sold, any vehicle trade-ins.

Where the ultimate transaction price receivable is subject to variability (such as in the case of vehicle returns or clawbacks on commissions) revenue is recognised only to the extent that it is highly probable that the revenue recognised would not be subsequently reversed.

Revenue is recognised when the control associated with a good or service (or in aggregate thereof) representing a distinct performance obligation is transferred from the Group to the customer.

Where a single contract contains two or more distinct performance obligations, the total transaction price of the contract is allocated between the separate performance obligations based on their stand-alone-sales-prices, and represents the revenue to be recognised with respect to that separate performance obligation.

Revenue is recognised on an over-time basis subject to meeting specific criteria, otherwise, revenue is recognised at a point-in-time, being the point that the customer obtains control of the good or service subject to various indicators.

Payment received from customers before revenue is recognised and presented as a "Contract liability" in the consolidated statement of financial position.

Receivables resulting from revenue being recognised before the Company is able to contractually invoice for the goods or services provided is

The Group recognises revenue on a net basis as an "Agent" (rather than on a gross basis as "Principal") when

- (i) it is not the party primarily responsible for fulfilling to provide goods or services to the end customer,
- (ii) when it does not assume the (inventory) risk of the goods or services, and/or
- (iii) it does not have discretion in setting the price payable by the end customer.

#### (d) Insurance contracts

NZ IFRS 17 Insurance contracts provides a scope exception for certain contracts that provide waivers (forgiveness) of loan balances upon the occurrence of specified events. Rather than accounting for these waivers as insurance contracts, the scope exemptions permits the Group to elect to account for such loans entirely as financial instruments.

The Group has elected to apply this scope exemption. Further details of the accounting policy relating to Loans receivable to which the scope exemption directly effects can be found in Note 7.

- Use of interest-bearing borrowings (interest rate risk); and
- Purchases in foreign currencies (foreign currency risk).

#### (e) Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss, except to the extent that they relate to items recognised directly in equity or in other comprehensive income. In such cases, the tax is also recognised directly in equity or in other comprehensive income, respectively.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax also includes any tax liability arising from the declaration of dividends.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- (i) temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss,
- (ii) temporary differences arising on the initial recognition of goodwill; and
- (iii) temporary differences related to investments in subsidiaries and jointly controlled entities to the extent that the timing of the reversal of the temporary differences is controlled by the Group and it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience.

This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

#### **(f) Employee benefits**

##### **(i) Short-term employee benefits**

Liabilities for wages and salaries, including non-monetary benefits and accumulating annual 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.

These include salaries and wages accrued up to the reporting date and annual leave earned, but not yet taken at the reporting date. The Group recognises a liability and an expense for bonuses where they are contractually obliged or where there is a past practice that has created a constructive obligation.

##### **(ii) Defined contribution plans (Kiwisaver etc.)**

Contributions to defined contribution plans are recognised in the consolidated statement of profit or loss and other comprehensive income in the year to which they relate.

**(g) Property, plant and equipment****(i) Recognition and measurement**

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

**(ii) Subsequent expenditure**

Subsequent expenditure is capitalised only when it is probable that the future economic benefits associated with the expenditure will flow to the Group. Ongoing repairs and maintenance is expensed as incurred.

**(iii) Depreciation**

For plant and equipment, depreciation is based on the cost of an asset less its residual value. Significant components of individual assets that have a useful life that is different from the remainder of those assets are depreciated separately.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment.

The useful lives and depreciation method used for significant items of property, plant and equipment are as follows:

Leasehold improvements	6.0% - 30.0% SL
Furniture and fittings	6.0% - 30.0% SL
Motor vehicles	7.0% - 40.0% SL
Computer equipment	7.0% - 67.0% SL
Workshop equipment	7.0% - 67.0% SL

Depreciation methods, useful lives and residual values are reviewed at reporting date and adjusted if appropriate.

**(h) Inventories**

Inventories are measured at the lower of cost and net realisable value with due allowance for any damaged and obsolete stock items. The cost of inventories is based on the first-in first-out principle and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition.

Vehicles acquired via trade-in from car sales with customers are initially measured at their trade-in date fair value.

## (i) Financial instruments

The Group recognises financial instruments when it becomes a party to the contractual provisions of the instrument.

Financial instruments are initially measured at fair value. For those financial instruments that are classified as amortised cost this includes directly attributable transaction costs. For those financial instruments classified as at fair value through profit or loss, any directly attributable transaction costs are expensed in profit or loss as incurred. Financial liabilities are measured net of transaction costs.

### (i) Financial assets – classification and subsequent measurement

Financial assets are classified based on whether their repayments represent solely payments of principal and interest (SPPI), and whether the instrument is held to collect those repayments, and/ or to be sold.

#### At Amortised cost

These financial assets represent those held to collect SPPI, and include: Trade and other receivables; Loans receivable (those that do not include waiver clauses); Cash and cash equivalents (including cash in hand, deposits held at call with banks).

These financial assets are subsequently measured at amortised cost using the effective interest rate method, less impairment.

#### Impairment allowances for Trade receivables

Are recognised based on the simplified approach within NZ IFRS 9 using a provision matrix in the determination of the lifetime expected credit losses. On confirmation that the trade receivable will not be collectible, the gross carrying value of the asset is written off against the associated impairment allowance.

#### Impairment allowances for Loans receivable

Are recognised based on a forward-looking expected credit loss ("ECL") model. The methodology used to determine the amount of the allowance is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset.

For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised ("Stage 1").

For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised ("Stage 2"). The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

For those that are determined to be credit impaired (in default), lifetime expected credit losses along with interest income on a net basis are recognised ("Stage 3"). The Group considers a financial asset to be in default when the financial asset is more than 90 days past due, as well as observable evidence with respect to:

- significant financial difficulty of the borrower;
- a breach of contract, such as a default or being more than 90 days past due;
- granting to the borrower a concession for economic or contractual reasons relating to the borrower's financial difficulty; that the Group would not consider otherwise; or
- it is probable that the borrower will enter bankruptcy or other financial reorganisation.

When determining whether there has been a significant increase in credit risk since initial recognition of the financial asset, and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort.

This includes both qualitative and quantitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward looking information.

The gross carrying amount of Loans receivable is written off when the Group has no reasonable expectation of recovering the balance in its entirety or a portion thereof.

**At Fair value through profit or loss (non-derivatives)**

These financial assets represent Loans receivable (that include waiver clauses). In applying the scope exemption in NZ IFRS 17 Insurance Contracts to these contracts, such that they are accounted for as financial assets in their entirety, the presence of the waiver clauses results in repayments not representing SPPI. Loans receivable includes loans on which customers voluntarily elect to opt for additional Asset Waiver and/or Income Waiver products which are offered by the Group. Accordingly, these balances are classified and measured subsequently as at fair value through profit or loss.

Repayments of these loans are recognised as reductions in the carrying amount, with fair value gains or losses at each reporting date recognised in profit or loss.

**At Fair value through profit or loss (derivatives)**

Derivatives financial assets represent “in the money” derivative contracts that are classified and measured subsequently as at fair value through profit or loss, with fair value gains or losses at each reporting date recognised in profit or loss.

**(ii) Financial liabilities - classification and subsequent measurement**

Financial liabilities are classified as at fair value through profit or loss if it is held-for-trading, it is a derivative or it is designated as such on initial recognition, otherwise the it is classified as At Amortised cost.

**At Amortised cost**

Includes; Trade and other payables; Borrowings; Lease liabilities.

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

**At Fair value through profit or loss (derivatives)**

Derivatives financial liabilities represent “out of the money” derivative contracts that are classified and measured subsequently as At Fair value through profit or loss, with fair value gains or losses at each reporting date recognised in profit or loss.

**(iii) Derecognition of financial assets and financial liabilities**
**Financial assets**

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

**Financial liabilities**

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

**(iv) Impairment of non-financial assets**

The carrying amounts of the Group's non-financial assets, other than deferred tax assets and inventories, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses directly reduce the carrying amount of assets and are recognised in profit or loss.

The estimated recoverable amount of non-financial assets is the greater of their fair value less costs to sell and value in use. Value in use is determined by estimating future cash flows from the use and ultimate disposal of the asset and discounting these to their present value using a pre-tax discount rate that reflects current market rates and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

A cash-generating unit is the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of the other assets or groups of assets.

Impairment losses are reversed when there is a change in the estimate used to determine the recoverable amount and there is an indication that the impairment loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. All impairment losses are reversed through profit or loss.

#### **(j) Share capital**

##### **Ordinary shares**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

#### **(k) Goods and services tax**

With the exception of trade payables and receivables, all items are stated exclusive of Goods and Services Tax.

#### **(l) Reserves**

##### **Amalgamation reserve**

The amalgamation reserve represents the difference between the fair value of consideration paid and the carrying amount of net assets in a business combination where the acquirer and acquiree are controlled by the same (ultimate) party (business combination under common control).

#### **(m) Leases**

All leases in which the Group is a lessee are accounted for by recognising a Right-of-use asset and a Lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

Payments associated with all leases of low-value assets and short-term leases of equipment and vehicles are recognised on a straight-line basis as an expense in profit or loss.

##### **(i) Initial measurement**

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate, however in such cases the initial present value determination assumes that the variable element will remain unchanged throughout the lease term.

Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the Lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Group if it is reasonable certain to assess that option;
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right-of-use assets are initially measured at the amount of the Lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset (typically make-good provisions on buildings).



**(ii) Subsequent measurement**

Subsequent to initial measurement Lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made.

Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term. Right-of-use assets are also subject to impairment assessment at reporting date.

**(iii) Remeasurement**

When the Group revises its determination of the use (or non-use) of renewal and/or termination options, the carrying amount of the lease liability is adjusted to reflect the payments to make over the revised term, which are discounted at the revised discount rate.

The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, however this is discounted at the original discount rate.

In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

**(iv) Modifications to lease agreements**

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

**Increases in scope:**

- If the renegotiation results in one or more additional assets being leased for an amount commensurate with the stand-alone price (i.e. market rate) for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy.
- In all other cases (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the revised discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.

**Decreases in scope:**

- Both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss.

The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date.

The right-of-use asset is adjusted by the same amount.

**(n) Government grants**

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the periods in which the associated expenses are recognised.

**(o) Finance income and finance expenses**

Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Finance expenses comprise interest expense on borrowings.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

**(p) Intangible assets**

Finite Intangible assets are amortised on a straight-line basis in profit or loss over their estimated useful lives, from the date that they are available for use.

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

- Trademarks 10 years
- Software 5 years

Amortisation methods and useful lives are reviewed at each reporting date and adjusted if appropriate.

- Carbon credits have been recognised at cost, which represents the value attributed to the credits at the time they were earned or incurred. At the time the credits were originally earned, the business was participating in the Fleet Average Scheme. Under this scheme, credits were generated based on fleet-wide emissions performance relative to regulatory thresholds. These credits are not revalued subsequently and are carried at cost unless impaired.

**(q) 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, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

## Notes to and Forming part of the Consolidated the Financial Statements

## 4. Revenue from Contracts with Customers

	MAR 2025 \$'000	MAR 2024 \$'000
Sale of cars	73,065	78,764
Fair value gain/(loss) on revaluation	(105)	(86)
Interest on bank accounts, short term deposits and investments	202	85
Loan fees and interest	273	503
Agent commissions received		
- Interest agent commissions	4,379	4,899
- Insurance agent commissions	2,356	2,619
<b>Total revenue from contracts with customers</b>	<b>80,170</b>	<b>86,783</b>
Timing of transfer of goods and services		
Point of sale income	79,735	86,068
Over time income	435	715
<b>Total Revenue</b>	<b>80,170</b>	<b>86,783</b>

## 5. Sundry Income

	MAR 2025 \$'000	MAR 2024 \$'000
Carbon Credit Income <sup>1</sup>	1,713	-
Other	82	-
<b>Total sundry income</b>	<b>1,795</b>	<b>-</b>

<sup>1</sup>During the financial year, the Group recognised a gain relating to carbon credits generated and retained in prior reporting periods but not previously recognised as assets due to uncertainty regarding the measurement of their future economic benefits at the time. In the 2024 calendar year, the Group became a net purchaser of carbon credits. This change has provided sufficient certainty that the retained credits from prior years will be utilised to offset future fixed price obligations, thereby meeting the recognition and measurement criteria under NZ IAS 38 Intangible Assets. Consequently, an intangible asset has now been recognised in respect of these credits.

The carbon credits were initially measured at their redemption value, being the fixed charge avoided for used vehicles under the Fleet Average scheme (NZ ETS), reflecting the value attributable to the economic benefits expected to flow to the Group.

## 6. Segment reporting

## Description of segments

Management has determined the operating segments based on the components of the Group that engage in business activities, which have discrete financial information available and whose operating results are regularly reviewed by the Group's chief operating decision maker. The chief operating decision maker has been identified as the Board of Directors. The Board of Directors makes decisions about how resources are allocated to the segments and assesses their performance. Geographically the Group's business activities are located in New Zealand.

Reportable segments have been identified as follows:

## Operating Segments

As at 31 March 2025	Automotive retail \$'000	Finance \$'000	Other entities \$'000	Inter-entity transactions \$'000	Total \$'000
Revenue including interest	79,928	170	10,897	(10,825)	80,170
Sundry Income	1,795	-	30	(30)	1,795
Cost of sale	(66,801)	-	(8,243)	10,870	(64,174)
Interest expense - finance	-	-	-	-	-
Operating expense	(9,437)	(141)	(2,886)	-	(12,464)
<b>Operating profit</b>	<b>5,485</b>	<b>29</b>	<b>(202)</b>	<b>15</b>	<b>5,327</b>
Dividend received	-	-	4,792	(4,792)	-
Interest expense - trading	(623)	(135)	(6)	25	(739)
<b>Net profit before tax</b>	<b>4,862</b>	<b>(106)</b>	<b>4,584</b>	<b>(4,752)</b>	<b>4,588</b>

As at 31 March 2024	Automotive retail \$'000	Finance \$'000	Other entities \$'000	Inter-entity transactions \$'000	Total \$'000
Revenue including interest	86,306	423	11,005	(10,950)	86,784
Sundry Income	(5)	-	25	(20)	-
Cost of sale	(68,773)	1	(8,296)	10,950	(66,118)
Interest expense - finance	-	-	-	-	-
Operating expense	(7,621)	(203)	(3,418)	-	(11,242)
<b>Operating profit</b>	<b>9,907</b>	<b>222</b>	<b>(685)</b>	<b>(20)</b>	<b>9,424</b>
Dividend received	-	-	-	-	-
Interest expense - trading	(570)	(169)	(6)	43	(702)
<b>Net profit before tax</b>	<b>9,337</b>	<b>53</b>	<b>(691)</b>	<b>23</b>	<b>8,722</b>

## 7. Determination of fair values

The carrying amount of financial assets and liabilities has been determined to be a reasonable approximation of their fair value.  
Refer to Note 14 for fair value measurement information regarding Loans receivable.

## 8. Finance Expenses

	Note	MAR 2025 \$'000	MAR 2024 \$'000
Interest expense on financial liabilities measured at amortised cost		(79)	(214)
Interest expense on lease liabilities	17	(550)	(362)
Other		(110)	(126)
<b>Finance Expenses</b>		<b>(739)</b>	<b>(702)</b>

## 9. Key operating expenses

Key operating expenses includes the following

	Note	MAR 2025 \$'000	MAR 2024 \$'000
Audit fees		(139)	(103)
Amortisation		(14)	-
Depreciation - property, plant and equipment	25	(356)	(261)
Depreciation - right-of-use assets	17	(2,280)	(2,065)
Wages and salaries		(3,092)	(3,497)
Kiwisaver contributions		(158)	(172)

## 10. Earnings Per Share

Basic earnings per share (EPS) is calculated by dividing the profit attributable to shareholders of the Group by the weighted average number of ordinary shares on issue during the year, excluding shares held as treasury stock.

Diluted earnings per share assumes conversion of all dilutive potential ordinary shares in determining the denominator.

	MAR 2025 \$'000	MAR 2024 \$'000
Numerator		
Profit for the period	3,300	6,241
Denominator		
Weighted average number of shares	45,554,500	45,554,500
EPS basic	0.07	0.14
EPS Diluted	0.07	0.14

## 11. Dividends

	MAR 2025 \$'000	MAR 2024 \$'000
Final Dividend	1,907	-
Interim Dividend	1,008	1,895
<b>Total</b>	<b>2,915</b>	<b>1,895</b>

## 12. Cash and Cash Equivalents

Cash and cash equivalents in the Consolidated Statement of Financial Position comprise cash at bank and short term deposits with an original maturity of three months or less which are subject to an insignificant risk of changes in value.

	Held with Credit Rating 31 March 2025	Credit Rating	Interest 31 March 2025	Interest 31 March 2024	MAR 2025 \$'000	MAR 2024 \$'000
Cash at Bank	ANZ Bank	AA-	1.75%	-	4,123	120
	ASB Bank	AA-	3.61%	5.36%	67	3,422
	Mizuho Bank	A	0.02%	0.02%	1,116	871
	Xe		-	-	38	260

As cash and cash balances are held with counterparties with "investment grade" credit ratings, there is not deemed to be a significant increase in credit risk associated with the Group's Cash and cash equivalents balance. Credit rating is as per Standard & Poor.

Term deposits are presented as cash equivalents if they have a maturity of three months or less from the date of acquisition and are repayable with 24 hours' notice with no loss of interest. See note 3(q) for the group's other accounting policies on cash and cash equivalents.

## 13. Inventories

	MAR 2025 \$'000	MAR 2024 \$'000
Gross stock on hand	15,138	14,094
Inventory provision	(206)	(221)
<b>Total inventories</b>	<b>14,932</b>	<b>13,873</b>

The cost of inventory recognised in the period 31 March 2025 is \$58,241,068.

The carrying value of inventory pledged as security as the groups borrowings as at 31 March 2025 is \$12,911,444.

**14. Loans Receivable****Determination of fair values**

Loans and receivables – At amortised cost book value

Book value

Loans and receivables – At fair value through profit and loss

Discounted cash flow

	<i>Amortised cost</i>	<i>Fair value through profit and loss</i>	<b>Total</b>
<b>Opening balance (1 April 2023)</b>			
Gross carrying value	2,241	1,769	4,010
Less: Impairment allowance	(101)	-	(101)
<b>Total Loans receivable</b>	<b>2,140</b>	<b>1,769</b>	<b>3,909</b>
<b>Movements during the period</b>			
Advances of loans to customers	(1,585)	(864)	(2,448)
Repayments of loans by customers	442	-	442
Movement in accrued interest	15	-	15
Movement in Impairment Allowance	(7)	-	(7)
Fair value gain/(loss) on revaluation	-	(89)	(89)
<b>Total Movements</b>	<b>(1,135)</b>	<b>(953)</b>	<b>(2,088)</b>
Gross carrying value	1,113	816	1,930
Less: Impairment allowance	(109)	-	(109)
<b>Total Loans receivable</b>	<b>1,005</b>	<b>816</b>	<b>1,821</b>
<b>Closing balance (31 March 2024)</b>			
Current portion	603	496	1,099
Non-current portion	510	321	831
Less: Impairment allowance	(109)	-	(109)
<b>Total Loans receivable</b>	<b>1,005</b>	<b>816</b>	<b>1,821</b>
	<i>Amortised Cost</i>	<i>Fair value through profit and loss</i>	<b>Total</b>
<b>Opening balance (1 April 2024)</b>			
Gross carrying value	1,113	816	1,930
Less: Impairment allowance	(109)	-	(109)
<b>Total loans receivable</b>	<b>1,005</b>	<b>816</b>	<b>1,821</b>
<b>Movements during the period</b>			
Advances of loans to customers	-	-	-
Repayments of loans by customers	(728)	(550)	(1,278)
Movement in accrued interest	119	113	232
Other accrued repayments	22	29	51
Movement in Impairment Allowance	(50)	-	(50)
Fair value gain/(loss) on revaluation	-	(104)	(104)
<b>Total movements</b>	<b>(637)</b>	<b>(512)</b>	<b>(1,150)</b>
Gross carrying value	526	304	830
Less: Impairment allowance	(159)	-	(159)
<b>Total loans receivable</b>	<b>367</b>	<b>304</b>	<b>671</b>
<b>Closing balance (31 March 2025)</b>			
Current portion	305	239	544
Non-current portion	221	65	286
Less: Impairment allowance	(159)	-	(159)
<b>Total loans receivable</b>	<b>367</b>	<b>304</b>	<b>671</b>

The effective interest rate on Loans receivable at Amortised cost are 9.95% - 17.95%

Loans receivable measured at amortised cost (financial assets which represent solely payments of principal and interest) have been impaired at 30.2%, using the expected credit loss model.

Loans receivable measured at fair value (financial instruments that include waiver based clauses) are modelled at fair value and include an effective default risk impairment rate of 32.5% which is factored into the valuation inputs.

The Company ceased additional lending in July 2022 with the remaining loan book now being wound down.

The following table details the risk profile of the Group's provision matrix for loan receivables collectively assessed for impairment. The provision disclosed relates to loans assured at amortised cost only. Provision on loans valued at fair value are included in the fair value gain or loss.

	Expected loss rate	Gross finance receivable \$'000	Collective impairment provision \$'000	Net finance receivables \$'000
<b>31 March 2025</b>				
Current	2%	258	(5)	253
Past due up to 30 days	7%	46	(3)	43
Past due 30 - 60 days	17%	18	(3)	15
Past due 60 - 90 days	27%	34	(9)	25
91 days and over	81%	171	(139)	32
		<b>527</b>	<b>(159)</b>	<b>368</b>
<b>31 Mar 2024</b>				
Current	2%	746	(15)	731
Past due up to 30 days	7%	169	(12)	157
Past due 30 - 60 days	17%	56	(10)	46
Past due 60 - 90 days	27%	12	(3)	9
91 days and over	53%	131	(69)	61
	<b>9.8%</b>	<b>1,113</b>	<b>(109)</b>	<b>1,005</b>
			<b>MAR 2025 \$'000</b>	<b>MAR 2024 \$'000</b>
Movement in the impairment provisions:				
Specific impairment provision				
Opening balance			(109)	(102)
Impairment Movement through profit or loss			(50)	(26)
Amounts written off				19
			<b>(159)</b>	<b>(109)</b>

**15. Trade and other Receivables**

	MAR 2025	MAR 2024
	\$'000	\$'000
Trade receivables	350	601
Less: Impairment allowance	(158)	(87)
<b>Net trade receivables</b>	<b>192</b>	<b>514</b>

Trade receivables generally have terms of 30 days and are interest free. Trade receivables of a short-term duration are not discounted. These financial assets are subsequently measured at amortised cost using the effective interest rate method, less impairment.

Prepayments	678	2,184
Other current assets	204	418
<b>Other receivables</b>	<b>882</b>	<b>2,602</b>

**16. Trade and other payables**

	MAR 2025	MAR 2024
	\$'000	\$'000
Trade payables	2,686	1,621
<b>Financial liabilities At Amortised cost</b>	<b>2,686</b>	<b>1,621</b>
Contract liabilities	175	185
Other payables	353	453
<b>Total trade and other payables</b>	<b>3,214</b>	<b>2,259</b>

Trade payables generally have terms of 30 days and are interest free. Trade payable of a short-term duration are not discounted.

**17. Leases**

The Group leases a number of properties and equipment in the jurisdiction from which it operates.

**(i) Right of use Assets**

	MAR 2025 \$'000	MAR 2024 \$'000
Opening Balance	6,702	7,461
Additions and modifications	3,244	1,331
<b>Less:</b>		
Depreciation	(2,280)	(2,065)
Terminations	(812)	(25)
<b>Closing Balance</b>	<b>6,854</b>	<b>6,702</b>

**(ii) Lease Liabilities**

Opening Balance	7,306	7,935
Additions and modifications	3,244	1,352
Interest	550	362
Gain on changes to leases		(14)
<b>Less:</b>		
Terminations	(867)	(28)
Repayments	(2,549)	(2,297)
Effects of movements in exchange rates	(2)	(5)
<b>Closing Balance</b>	<b>7,682</b>	<b>7,306</b>
Current portion	2,084	1,689
Non-current portion	5,598	5,617
<b>Total lease liabilities</b>	<b>7,682</b>	<b>7,306</b>

**(iii) Balance sheet and cash flow statement**

	MAR 2025 \$'000	MAR 2024 \$'000
Carrying amount of RoU asset (by asset class)		
• Premises	6,854	6,702
• Equipment		-
Total cash outflow related to leases (principal repayments)	(1,999)	(1,935)
Total cash outflow related to leases (interest)	(550)	(362)

**(i) Lease term – use of renewal and termination options**

The Group's property leases typically include renewal and termination options. The Group must assess whether it reasonably expects (or not) to exercise these when determining the lease term.

**(ii) Short term leases**

As at 31 March 2025 Short-term lease expense (excluding leases of 1 month or less) being \$154,496

These are all leases that exclude 1 month or less in duration, which management have assessed do not qualify as a lease under NZ IFRS16 leases and have not been capitalised as a result.

Variable lease payments incurred for FY25 is \$9,859.

**18. Employee benefit liabilities**

	MAR 2025 \$'000	MAR 2024 \$'000
Liability for annual leave	661	631
Wages payables	201	209
<b>Total</b>	<b>862</b>	<b>840</b>

**19. Income tax****(a) Income tax recognised in profit or loss and other comprehensive income**

	MAR 2025 \$'000	MAR 2024 \$'000
Income tax recognised in profit or loss		
Current tax	947	2,510
Deferred tax	341	(29)
<b>Total income tax expense</b>	<b>1,288</b>	<b>2,481</b>

**(b) Reconciliation of income tax expense**

	MAR 2025 \$'000	MAR 2024 \$'000
Income tax recognised in profit or loss		
Profit before income tax expense	4,588	8,722
Tax expense at the domestic tax rate (28%)	1,285	2,442
Permanent differences	(1)	10
Effects of tax rate in foreign jurisdictions	4	29
<b>Income tax expense</b>	<b>1,288</b>	<b>2,481</b>



**(c) Deferred tax**

	MAR 2025 \$'000	MAR 2024 \$'000
Income tax recognised in profit or loss		
Balance at the beginning of the period	474	445
Current period movement	(341)	29
<b>Deferred tax asset</b>	<b>133</b>	<b>474</b>
Made Up Of:		
Deferred tax asset	2,645	2,440
Deferred tax liability	(2,512)	(1,966)
<b>Net balance as per above</b>	<b>133</b>	<b>474</b>
Deferred tax assets are attributable to the following:		
Inventory provision	58	62
Employee benefits	168	155
Doubtful debt	44	24
Others	25	24
Contract liabilities	34	41
Carbon credits	(427)	-
Lease liabilities	2,146	2,044
Right-of-use asset	(1,914)	(1,875)
<b>Total</b>	<b>133</b>	<b>474</b>

**20. Imputation Credits**

	MAR 2025 \$'000	MAR 2024 \$'000
Imputation credits at 1 April	(3,341)	(3,625)
Prior period adjustments	(22)	
New Zealand Tax payments, net of refunds	(2,252)	(452)
RWT attached to interest received	(48)	
Imputation credits attached to dividends received	-	(1)
Imputation credits attached to dividends paid	1,109	737
	(4,553)	(3,341)

**21. Borrowings**

	MAR 2025 \$'000	MAR 2024 \$'000
<b>Current</b>		
Retail Trade Finance Facility <sup>1</sup>	-	1,500
Mizuho bank <sup>2</sup>	114	-
	114	1,500
<b>Non- current</b>		
Term loan - Mizuho bank	823	-
	823	-

<sup>1</sup>During the year the company secured competitively priced working capital finance with ANZ Bank, including a new NZD\$5.0 million trade finance loan and a NZD\$1.0 million commercial flexi facility. At balance date this facility had not yet been utilised. ANZ holds General Security Agreements (GSAs) over all of the Group's NZ subsidiaries, securing all present and after-acquired property.

<sup>2</sup>During the year, the Company secured a JPY 80 million term loan from its Japanese banking partner. The loan is structured as a principal and interest facility, repayable over 7 years, with an initial annual interest rate of 2.375%. Proceeds were used to support general working capital requirements. The loan is guaranteed by the Osaka Credit Guarantee Corporation, a public institution that facilitates SME lending in Japan. The Group has not pledged any direct assets as security to Mizuho Bank. To enable the guarantee arrangement, David Sena, a director of the Company, has provided a personal guarantee to the Osaka Credit Guarantee Corporation, supported by a charge over residential property owned in his personal capacity.

**22. Share capital**

	MAR 2025	MAR 2024
Number of Ordinary Shares		
Opening balance	45,554,500	45,554,500
<b>Total issued and authorised capital</b>	<b>45,554,500</b>	<b>45,554,500</b>
Dollar value of Ordinary Shares		
	MAR 2025 \$'000	MAR 2024 \$'000
Opening balance	39,344	39,344
<b>Total issued and authorised capital</b>	<b>39,344</b>	<b>39,344</b>

All issued shares are fully paid and have no par value. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Group and rank equally with regard to the Group's residual assets.

**23. Related parties****Identity of related parties**

The group has a related party relationship with its key management personnel being the Directors and Executive Officers.

**Key management personnel**

Key management personnel represent the Board of Directors, and the Senior Leadership team including the Managing Directors, Chief Executive Officer and Chief Financial Officer.

	MAR 2025 \$'000	MAR 2024 \$'000
Short-term employee benefits	827	1,301
Director fees	324	290
Defined contribution plans	23	38
Termination benefits	109	51
<b>Total key management personnel remuneration</b>	<b>1,282</b>	<b>1,680</b>

Transactions with related parties	Transactions for the period		Balance outstanding at balance date	
	MAR 2025 \$'000	MAR 2024 \$'000	MAR 2025 \$'000	MAR 2024 \$'000
Yusuke Sena	-	-	10	10
	-	-	10	10

**Indemnities**

During the year, the Company entered into a Deed of Indemnity with Mr. Yusuke Sena, a related party, in respect of a personal guarantee he provided to Mizuho Bank for a JPY 80 million loan facility extended to Car Plus KK, a subsidiary of the Group. Under the deed, the Company has agreed to indemnify Mr. Sena for any liabilities incurred under the guarantee, up to the full facility amount plus associated penalties, costs, and interest. The company considers the fair value of the guarantee to be immaterial and it has not been recognised in the financial statements.

## 24. Financial instruments - risk management

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function. The Board receives monthly reports from the Chief Financial Officer through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The Group's internal finance team also review the risk management policies and processes and report their findings to the Audit Committee.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Groups competitiveness and flexibility. Further details regarding these policies as they relate to the specific financial risks that the Group is exposed to are set out below.

Through its operations, the Group is exposed to the following financial risks:

- (a) Credit risk
- (b) Market risk
- (c) Liquidity risk
- (d) Currency risk

### (a) Credit risk

Credit risk is the risk of financial loss to the Group if a counterparty to a financial asset fails to meet their contractual obligations.

The Group's exposure to credit risk is represented by the carrying amount of cash and cash equivalents, investments and fx contracts.

As cash and cash balances are held with counterparties with "investment grade" credit ratings, there is not deemed to be a significant increase in credit risk associated with the Group's Cash and cash equivalents balance. Credit rating is as per Standard & Poor.

The Group has an Audit & Risk Committee that monitors credit risk as part of its wider duties.

Cash and cash equivalents held with financial institutions are presented in the table below:

31 March 2025	Credit rating*	Cash and cash equivalents	Total
		\$'000	\$'000
ANZ Bank	AA-	4,123	4,123
ASB Bank	AA-	67	67
Mizuho Bank	A	1,116	1,116
Xe		38	38
		<b>5,344</b>	<b>5,344</b>

31 March 2024	Credit rating	Cash and cash equivalents	Total
		\$'000	\$'000
ASB Bank	AA-	3,422	3,422
ANZ Bank	AA-	120	120
Mizuho Bank	A-	871	871
Xe		260	260
		<b>4,673</b>	<b>4,673</b>

\* Standard & Poor's

Interest rates on interest bearing cash and cash equivalents and investments range between 0.02% - 4.15% (2024: 0.02% - 5.36%).

**(b) Market risk**

Market risk arises from the Group's:

- Use of interest-bearing borrowings (interest rate risk); and
- Purchases in foreign currencies (foreign currency exchange risk).

**i. Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instruments will fluctuate because of changes in market interest rates.

The Group is exposed to interest rate risk from its variable rate borrowing and lease liabilities, with rates between 11.3% - 2.4% (2024: 9.3% - 3.3%).

**ii. Foreign currency exchange risk**

The Group currently does not have any sales transactions denominated in foreign currencies, however, the Group has purchases transactions denominated in foreign currencies.

During the current reporting period, the Group has purchased used cars with purchase prices denominated in foreign currencies (YEN).

To mitigate foreign exchange risk on significant purchases, the Group enters into forward exchange contracts to match the timing and amount of payments due. Derivatives are initially recognised at fair value on the date a derivative contract is entered into, and they are subsequently remeasured to their fair value at the end of each reporting period.

The Group does not apply hedge accounting to these transactions, and they are classified as held for trading for accounting purposes and are accounted for at fair value through profit or loss. They are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period. They are considered level 2 fair value measurements being based on the present value of future cash flows based on the forward exchange rates at the reporting date.

There are open forward exchange contracts of \$2.3m at the end of the reporting period (2024: \$4.0m).

The net foreign exchange loss recognised for the year was \$0.44m (2024: \$0.79m loss).

**(c) Liquidity risk**

Liquidity risk arises from the Group's management of working capital. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this the Group maintains a monthly forecast on its future cash position to ensure it can meet financial obligations when they fall due.

The Board receives monthly financial statements which include statements of financial position, performance and cash flows, as well as budget/forecast variance reports, to ensure it holds or will hold cash equivalents to meet its obligations.

The following table sets out the contractual maturities (representing undiscounted contractual cash-flows) of financial liabilities:

<b>As at 31 March 2025</b>	<b>Up to 3 months</b>	<b>Between 3 &amp; 12 months</b>	<b>Between 1 &amp; 2 years</b>	<b>Between 2 &amp; 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Trade and other payables	3,106	19	23	66	-	3,214
Borrowings	28	86	236	375	213	937
Lease liabilities	158	1,925	1,442	4,156	-	7,682
<b>Total</b>	<b>3,293</b>	<b>2,030</b>	<b>1,701</b>	<b>4,597</b>	<b>213</b>	<b>11,833</b>

<b>As at 31 March 2024</b>	<b>Up to 3 months</b>	<b>Between 3 &amp; 12 months</b>	<b>Between 1 &amp; 2 years</b>	<b>Between 2 &amp; 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Trade and other payables	1,541	651	21	46	-	2,259
Borrowings	1,500	-	-	-	-	1,500
Lease liabilities	559	1,470	1,861	3,553	743	8,186
<b>Total</b>	<b>3,600</b>	<b>2,121</b>	<b>1,882</b>	<b>3,599</b>	<b>743</b>	<b>11,945</b>

**25. Property, plant and equipment**

	Leasehold improvements	Motor vehicles	Furniture & fittings	Computer equipment	Workshop equipment	Total
Cost	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 April 2024	889	857	737	649	203	3,335
Additions	1,122	156	27	22	12	1,339
Disposals		(119)	(1)		-	(120)
Effect of exchange rate		(4)				(4)
<b>Balance at 31 March 2025</b>	<b>2,011</b>	<b>890</b>	<b>763</b>	<b>671</b>	<b>215</b>	<b>4,550</b>
<b>Accumulated depreciation</b>						
Balance at 1 April 2024	(213)	(345)	(382)	(551)	(57)	(1,548)
Depreciation	(95)	(127)	(50)	(59)	(25)	(356)
Disposals		65				65
Effect of exchange rate		(3)				(3)
<b>Balance at 31 March 2025</b>	<b>(308)</b>	<b>(410)</b>	<b>(432)</b>	<b>(610)</b>	<b>(82)</b>	<b>(1,842)</b>
<b>Net Book Value</b>						
<b>As at 31 March 2025</b>	<b>1,703</b>	<b>480</b>	<b>331</b>	<b>61</b>	<b>133</b>	<b>2,708</b>

The Group has reviewed each items of property, plant and equipment and no impairment charge was recognised for the year ended 31 March 2025 (March 2024: Nil).

	Leasehold improvements	Motor vehicles	Furniture & fittings	Computer equipment	Workshop equipment	Total
Cost	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 April 2023	636	525	718	610	117	2,606
Additions	254	357	19	40	112	782
Disposals	(1)	(25)	-	(1)	(26)	(53)
<b>Balance at 31 March 2024</b>	<b>889</b>	<b>857</b>	<b>737</b>	<b>649</b>	<b>203</b>	<b>3,335</b>
<b>Accumulated depreciation</b>						
Balance at 1 April 2023	(158)	(266)	(337)	(487)	(38)	(1,286)
Depreciation	(55)	(78)	(45)	(64)	(19)	(261)
Disposals	-	3	-	-	-	3
Effect of exchange rate	-	(4)	-	-	-	(4)
<b>Balance at 31 March 2024</b>	<b>(213)</b>	<b>(345)</b>	<b>(382)</b>	<b>(551)</b>	<b>(57)</b>	<b>(1,548)</b>
<b>Net Book Value</b>						
<b>As at 31 March 2024</b>	<b>676</b>	<b>512</b>	<b>355</b>	<b>98</b>	<b>146</b>	<b>1,787</b>

**Depreciation Methodology**

The group recognises depreciation on a Straight line basis.

**26. Notes supporting statement of cash flows**

Reconciliation of Profit after tax with Net Cash Flow from Operating Activities

	MAR 2025 \$'000	MAR 2024 \$'000
Net Profit for the year	3,300	6,241
<b>Non-cash items:</b>		
Depreciation of property, plant and equipment	2,650	2,332
Carbon credits	(1,526)	-
Provisions and fair value gains	(24)	(43)
Loss/(gain) on sale of property, plant and equipment	(56)	-
Finance expense	550	214
	<b>1,594</b>	<b>2,503</b>
<b>Movements in working capital:</b>		
(Increase)/decrease in trade and other receivables	1,472	1,954
(Increase)/decrease in other current assets	1,720	269
Increase/(decrease) in trade and other payables	955	(485)
(Increase)/decrease in Inventory	(1,059)	(5,496)
Increase/(decrease) in deferred tax	341	(29)
	<b>3,429</b>	<b>(3,787)</b>
<b>Cash generated from operations</b>	<b>8,323</b>	<b>4,957</b>
Movement in income tax payable	(1,596)	1,964
<b>Net cash flows from operating activities</b>	<b>6,727</b>	<b>6,921</b>

**27. Intangible assets**

	Other Intangibles	Carbon Credits <sub>1</sub>	Total
<b>Cost</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Balance at 1 April 2024	76	-	76
Additions	3	1,713	1,716
<b>Balance at 31 March 2025</b>	<b>79</b>	<b>1,713</b>	<b>1,792</b>
<b>Accumulated amortisation</b>			
Balance at 1 April 2024	(1)	-	(1)
Amortisation	(15)	-	(15)
Transfers to inventory	-	(187)	(187)
<b>Balance at 31 March 2025</b>	<b>(15)</b>	<b>(187)</b>	<b>(203)</b>
<b>Net Book Value</b>			
<b>As at 31 March 2025</b>	<b>64</b>	<b>1,526</b>	<b>1,589</b>

The Group recognised carbon credits as intangible assets during the financial year, in line with NZ IAS 38. These credits were generated in prior periods and are expected to be utilised to meet future emissions obligations. Carbon credits expire 3 years after they are granted.

The Group's credits have expiry dates ranging from 31 December 2026 to 31 December 2028. However, based on the Group's current vehicle import volumes and emissions profile, the entire balance is expected to be utilised within 18 months.

The Group carries carbon credit assets at cost less accumulated impairment losses.

The carbon credits are not amortised, as they are consumed in the ordinary course of business and effectively form part of inventory when applied to offset charges on imported vehicles. At the point of utilisation, their cost will be reclassified through cost of goods sold.

**28. Contingent liabilities**

ANZ Bank Limited has given a guarantee to the landlord on behalf of the Group to secure premises.

The maximum guarantee is for \$1,576,196 (March 2024: \$2,368,014).

**29. Subsequent events**

No significant events have occurred subsequent to the balance date.


**UHY Haines Norton  
Chartered Accountants**

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## Independent Auditor's Report

### Opinion

I have audited the consolidated financial statements of 2 Cheap Cars Group Limited ("the Company") and its subsidiaries ("the Group"), which comprise:

- the consolidated statement of financial position as at 31 March 2025;
- the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, including a summary of material accounting policies.

I am a partner with UHY Haines Norton Chartered Accountants Sydney (the Firm) and I have used the staff and resources of the Firm to perform the audit of the Group.

In my opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 March 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards ("NZ IFRS") issued by the New Zealand Accounting Standards Board and IFRS Accounting Standards ("IFRS") issued by the International Accounting Standards Board.

### Basis for Opinion

I conducted my audit in accordance with International Standards on Auditing (New Zealand) ("ISAs (NZ)") issued by the New Zealand Auditing and Assurance Standards Board. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of my report.

I am independent of the Group in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand)* issued by the New Zealand Auditing and Assurance Standards Board and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code)*, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the IESBA Code.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion. Other than in my capacity as auditor, neither myself, the firm or the firm's staff have no relationship with, or interests in, the Group.

## Audit | Tax | Advisory

**The Firm:** UHY Haines Norton ABN 85 140 758 156 in Sydney ("the Firm") is an independent member of UHY Haines Norton ("the Association"), an association of independent firms in Australia and New Zealand. The Association is an independent member of Urbach Hacker Young International ("UHY International"), a UK company, and is part of the UHY International network of legally independent accounting and consulting firms. Any engagement you have with the Firm and any services are provided by the Firm and not by the Association or UHY International or any other member firm of the Association or UHY International.

"UHY" is the brand name under which members of UHY International provide their services: all rights to the UHY name and logo belong to UHY International, and the use of the UHY name and logo does not constitute any endorsement, representation or implied or express warranty by UHY International. UHY International has no liability whatsoever for services provided by the Firm nor the Association or any other members.

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### Key Audit Matters

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

Why the audit matter is significant	How my audit addressed the key audit matter
<p><b>Revenue recognition</b></p> <p>The Group has recognised revenue of \$80.2m (FY 2024: \$86.8m) (Note 4). 2CC Group's net sales comprises revenue from the sale of cars, insurance agent commissions and finance agent commissions.</p> <p>Revenue is recognised when the control associated with a good or service (or in aggregate thereof) representing a distinct performance obligation is transferred from the Group to the customer.</p> <p>There are a number of factors that could affect this reported amount, including the risk for revenue recognition policies being incorrectly applied or recognised in an incorrect period. This presents a key audit matter due to the financial significance and nature of net sales in the financial statements.</p>	<p>To address the risk associated with revenue recognition, the following audit procedures were carried out:</p> <ul style="list-style-type: none"> <li>• Evaluated the design of management's internal controls related to revenue recognition.</li> <li>• Reviewed revenue recognition policies for appropriateness and compliance with relevant accounting standards.</li> <li>• Selected a sample of transactions and inspected supporting sales documentation, cash received and assessed whether all criteria related to revenue recognition has been met before being recognised as revenue.</li> <li>• Reviewed credit notes posted after year end to ascertain revenue recognition during the year.</li> <li>• Performed revenue cut off procedures by selecting revenue samples before and after year end and testing that revenue is recorded in the correct period.</li> <li>• Reviewed manual revenue journals as part of the journal entry testing process.</li> <li>• Assessed the reasonability and completeness of the revenue related disclosures to test compliance with the requirements of the accounting standards.</li> </ul>

### Information Other than the Consolidated Financial Statements and Auditor's Report thereon

The Directors are responsible for the other information. The other information comprises the annual report but does not include the consolidated financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated financial statements does not cover the other information and I do not and will not express any form of audit opinion or assurance conclusion thereon.

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





When I read the annual report, if I conclude that there is a material misstatement therein, I am required to report that fact.

#### **Directors' Responsibilities for the Consolidated Financial Statements**

The Directors are responsible on behalf of the Group for the preparation and fair presentation of the consolidated financial statements in accordance with NZ IFRS and IFRS, 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 on behalf of the Group 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.

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

My objective is 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 my opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (NZ) 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.

A further description of the auditor's responsibilities for the audit of the consolidated financial statements is located on the External Reporting Board's website at: <https://www.xrb.govt.nz/standards/assurance-standards/auditors-responsibilities/audit-report-1/>.

This description forms part of my auditor's report.

#### **Restriction on use of my report**

This report is made solely to the Group's shareholders, as a body. My audit work has been undertaken so that I might state to the Group's shareholders, as a body those matters which I am required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, I do not accept or assume responsibility to anyone other than the Group and the Group's shareholders, as a body, for my audit work, for this report or for the opinion I have formed.

**Vikas Gupta**

**Audit Partner - UHY Haines Norton Chartered Accountants Sydney**

**Signed at Sydney, Australia on 29 May 2025**

## 2 CHEAP CARS GROUP LIMITED

### **Company Directory**

#### **Nature of Business**

Used automotive vehicle retailer and motor vehicle finance provider

#### **Registered Office**

102 Mays Road  
Onehunga  
Auckland 1061

#### **Head Office**

102 Mays Road  
Onehunga  
Auckland 1061

#### **Directors**

Michael Stiasny  
Gordon Shaw  
Yusuke Sena

#### **Bankers**

ANZ Bank

#### **Solicitors**

MinterEllisonRuddWatts

#### **Independent Auditors**

UHY Haines Norton Sydney

#### **Share Register**

Computershare