



Neo Telemedia Limited 中國新電信集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

Stock code 股份代號: 8167



2013

Annual Report 年報

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- 1. the information contained in this report is accurate and complete in all material respects and not misleading;*
- 2. there are no other matters the omission of which would make any statement in this report misleading; and*
- 3. all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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3. 本報告內表達之一切意見乃經審慎周詳之考慮後方作出，並以公平合理之基準和假設為依據。

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BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. CHEUNG Sing Tai (*Chairman and Chief Executive Officer*)
Mr. ZHANG Xinyu
Mr. LIAN Xin

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LEUNG Ka Wo
Ms. LU Zhuo
Mr. CHOU Jianzhong

COMPANY SECRETARY

Mr. TSE Kam Fai

COMPLIANCE OFFICER

Mr. CHEUNG Sing Tai

AUTHORISED REPRESENTATIVES

Mr. CHEUNG Sing Tai
Mr. TSE Kam Fai

AUDIT COMMITTEE

Mr. LEUNG Ka Wo (*Chairman*)
Ms. LU Zhuo
Mr. CHOU Jianzhong

REMUNERATION COMMITTEE

Mr. LEUNG Ka Wo (*Chairman*)
Ms. LU Zhuo
Mr. CHEUNG Sing Tai

NOMINATION COMMITTEE

Mr. CHEUNG Sing Tai (*Chairman*)
Mr. LEUNG Ka Wo
Ms. LU Zhuo

AUDITOR

HLB Hodgson Impey Cheng Limited

董事會

執行董事

張聲泰先生 (*主席兼行政總裁*)
張新宇先生
練新先生

獨立非執行董事

梁家和先生
呂卓女士
丑建忠先生

公司秘書

謝錦輝先生

監察主任

張聲泰先生

授權代表

張聲泰先生
謝錦輝先生

審核委員會

梁家和先生 (*主席*)
呂卓女士
丑建忠先生

薪酬委員會

梁家和先生 (*主席*)
呂卓女士
張聲泰先生

提名委員會

張聲泰先生 (*主席*)
梁家和先生
呂卓女士

核數師

國衛會計師事務所有限公司

Corporate Information 公司資料

LEGAL ADVISER

TC & Co.
Stevenson, Wong & Co.

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Bank of China (Hong Kong) Limited
China Merchants Bank Co., Ltd.
Ping An Bank Co., Ltd.

GEM STOCK CODE

8167

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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited
Cricket Square
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HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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法律顧問

崔曾律師事務所
史蒂文生黃律師事務所

主要往來銀行

中國銀行(香港)有限公司
中國招商銀行股份有限公司
平安銀行股份有限公司

創業板股份代號

8167

註冊辦事處

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Chairman's Statement 主席報告書

On behalf of the board (“the Board”) of directors (the “Directors”) of Neo Telemedia Limited (the “Company”), I am pleased to present to the shareholders of the Company the annual results of the Company and its subsidiaries (collectively referred to as the “Group”) for the eighteen months ended 31 December 2013.

REVIEW AND ANALYSIS

During the eighteen months ended 31 December 2013, the Group's operations comprised sales of telecommunication products and services and transmedia advertising services in the PRC. The Group was also engaged in production and sales of video and films, the licensing of video and film rights and artiste management which were disposed of on 28 September 2012.

During the period under review, the Group completed the disposal of the operations of film exhibition and film rights licensing and sub-licensing and artiste management. The Group also completed the acquisitions of HCH Investments Limited and its subsidiaries (collectively referred to as “Hughes China Group”) and of Galaxy Palace Group Limited and its subsidiaries (collectively referred to as “CERNET Wifi Group”) on 5 April 2013 and 24 April 2013 respectively.

Due to the poor performance of the businesses acquired during the year ended 30 June 2012 in the period under review, the Group's turnover decreased from approximately HK\$102.8 million (including continuing operations of approximately HK\$100.2 million and discontinued operations of approximately HK\$2.6 million) for the year ended 30 June 2012 to approximately HK\$61.1 million (including continuing operations of approximately HK\$61.1 million and discontinued operations of approximately HK\$0.03 million) for the eighteen months ended 31 December 2013. However, due to the decrease in impairment loss on goodwill and intangible assets arose from the acquisition of Ease Ray Limited and its subsidiaries (collectively referred to as “Ease Ray Group”) recognized in the period under review, the Group's net loss attributable to owners of the Company decreased from approximately HK\$465.2 million for the year ended 30 June 2012 to approximately HK\$315.7 million for the eighteen months ended 31 December 2013.

本人欣然代表中國新電信集團有限公司（「本公司」）董事（「董事」）會（「董事會」）向本公司股東提呈本公司及其附屬公司（統稱為「本集團」）截至二零一三年十二月三十一日止十八個月之年度業績。

回顧及分析

截至二零一三年十二月三十一日止十八個月，本集團的業務包括在中國銷售電訊產品及服務，以及跨媒體廣告服務。本集團亦從事製作及銷售錄影帶及影片、授出錄影帶及電影版權以及藝人管理業務，該等業務已於二零一二年九月二十八日出售。

於回顧期間內，本集團完成出售電影放映、電影版權授出及轉授及藝人管理業務。此外，本集團於二零一三年四月五日及二零一三年四月二十四日，分別完成收購HCH Investments Limited及其附屬公司（統稱為「休斯中國集團」）以及Galaxy Palace Group Limited及其附屬公司（統稱為「賽爾無線網絡集團」）。

於回顧期間內，在截至二零一二年六月三十日止年度期間收購的業務表現欠佳，故此本集團之營業額由截至二零一二年六月三十日止年度的約102.8百萬港元（包括持續經營業務約100.2百萬港元及終止經營業務約2.6百萬港元）減少至截至二零一三年十二月三十一日止十八個月的約61.1百萬港元（包括持續經營業務約61.1百萬港元及終止經營業務約0.03百萬港元）。然而，於回顧期間內確認因收購宜亮有限公司及其附屬公司（統稱為「宜亮集團」）而產生的商譽及無形資產減值虧損有所減少，故此本集團的本公司擁有人應佔虧損淨額由截至二零一二年六月三十日止年度的約465.2百萬港元減少至截至二零一三年十二月三十一日止十八個月的約315.7百萬港元。

Chairman's Statement

主席報告書

SALES OF TELECOMMUNICATION PRODUCTS AND SERVICES

CERNET Wifi Group

On 24 April 2013, the Group completed the acquisition of CERNET Wifi Group that is principally engaged in the provision of personal broadband access services for China Education and Research Network ("CERNET") developed by the Ministry of Education in the PRC, including the construction and operation of individual broadband access network, the development of Internet content and the provision of value-added telecommunication services in all higher educational institutions that are connected to CERNET ("CERNET services"). Faculties and students can access to online libraries and academic journals of other universities worldwide through CERNET. Pursuant to asset leasehold and cooperation contracts entered into between CERNET Wifi Group and 塞爾網絡有限公司 (CERNET Company Limited*) ("CCL"), CERNET Wifi Group is entitled to the economic benefits generated by the assets owned by CCL in relation to CERNET services.

Hughes China Group

On 5 April 2013, the Group completed the acquisition of Hughes China Group that is mainly engaged in the development of Internet technology and satellite communication technology as well as the trading of satellite communication system devices.

During the period under review, other than the sale of satellite communication system devices and the provision of the relevant services, Hughes China Group had been working on two major projects, one located in Sichuan province, namely "天地星", and the other located in Inner Mongolia, namely "蒙古包".

天地星 is an integration of Hughes China services into the terrestrial based service provided by Sichuan branch of a major telecommunication operator in the PRC ("Sichuan Telecom"). Major orders from Sichuan Telecom for village broadband project, cellular backhaul and enterprise customers were anticipated.

蒙古包 is a project that provides broadband services, including distributing movies to students in universities, high schools and primary schools. This project will evolve into providing broadband services to each remote household such as Mongolian yurt.

* for identification purpose only

銷售電訊產品及服務

賽爾無線網絡集團

於二零一三年四月二十四日，本集團完成收購賽爾無線網絡集團，該公司主要於中國從事承接中國教育部開發的中國教育科研網絡（「賽爾網絡」）的個人寬頻接入業務，包括在賽爾網絡所有連接的高等院校內建設並運營個人寬頻接入網和開展互聯網內容及提供電信增值服務（「賽爾網絡服務」）。教員及學生均可以通過賽爾網絡訪問在線圖書館及閱讀全球其他大學的學術期刊。根據賽爾無線網絡集團與賽爾網絡有限公司（「賽爾」）訂立之資產租賃及合作合約，賽爾無線網絡集團有權收取賽爾擁有之資產所產生的有關賽爾網絡服務的經濟利益。

休斯中國集團

於二零一三年四月五日，本集團完成收購休斯中國集團，該公司主要從事互聯網技術及衛星通訊技術開發以及買賣衛星通訊系統裝置。

於回顧期間內，除銷售衛星通訊系統裝置及提供相關服務外，休斯中國集團一直運作兩個主要項目，一個是位於四川省的「天地星」，而另一個是位於內蒙古的「蒙古包」。

天地星將休斯中國服務整合進中國一間主要電信運營商的四川分公司（「四川電信」）所提供基於地面的服務。我們期待來自四川電信的鄉村寬帶項目、蜂窩回程及企業客戶的大額訂單。

蒙古包是一個提供寬帶服務的項目，包括向大學、高中及小學的學生經銷電影。該項目將演化成為向蒙古包等各個偏僻家庭提供寬帶服務。

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As the above projects are subject to the approval of Sichuan Telecom's headquarters and the relevant authorities respectively, timing of both projects have been delayed to the second half of 2014.

Smart Long Group

During the period under review, the performance of Smart Long Group improved compared to that for the year ended 30 June 2012. It was mainly attributable to the increase in revenue generated from sale and installation of network platform and the related after-sale services.

Sale of high temperature superconducting ("HTS") filtering solutions, the main sources of revenue of Smart Long Group, has been adversely affected by the supply shortage of HTS filters and the change in procurement policy of the major telecommunication operators in the PRC. In order to diversify the sources of revenue, Smart Long Group has developed the sale of other telecommunication products, such as e-commerce network platform and mobile Internet network as well as its related services, including installation and training.

Given the latest development of sale of HTS filtering solutions and the change in Smart Long Group's focus, the management has revised the related cash flow forecast for valuation purposes. Based on the business valuation result, impairment loss against the goodwill arose from the acquisition of Smart Long Group of approximately HK\$16.2 million was recognised for the eighteen months ended 31 December 2013.

TRANSMEDIA ADVERTISING SERVICES

During the period under review, Ease Ray Group's revenue has significantly decreased as compared to that for the year ended 30 June 2012. It was mainly attributable to: 1) road expansion and subway construction carried out by the municipal governments of Xiamen and Nanchang, our pedestrian traffic signboards located in the two cities have been temporarily uninstalled; 2) the policy implemented by the municipal government of Shangrao to rectify the local over-advertised market, which has adversely affected our business; 3) maintenance for the aged traffic signboards, from which no revenue was generated until the maintenance work is completed; and 4) fierce competition in the outdoor advertising industry and the worsening economies in the PRC.

In view of the above, the Directors and Ease Ray Group's management have reassessed the profitability of the existing operation of Ease Ray Group. The Directors considered that it

由於上述項目須待四川電信總部及有關部門分別批准後方可作實，故此該兩個項目的時間已推遲至二零一四年下半年。

智朗集團

於回顧期間內，智朗集團的表現較截至二零一二年六月三十日止年度改善。此乃主要由於銷售及安裝網絡平台及相關售後服務產生之收入增加。

智朗集團的主要收入來源高溫超導（「高溫超導」）過濾解決方案銷售業務受到高溫超導濾波器供應短缺及中國主要電訊運營商的採購政策變動帶來的不利影響。為擴大收入來源，智朗集團已開發其他電訊產品（如電子商務網絡平台及移動互聯網）以及相關服務（包括安裝及培訓）銷售業務。

鑑於銷售高溫超導過濾解決方案的最新發展及智朗集團重點的變動，管理層已修訂就估值而言的相關現金流預測。根據業務估值結果，有關收購智朗集團所產生商譽的減值虧損約16.2百萬港元已於截至二零一三年十二月三十一日止十八個月確認。

跨媒體廣告服務

於回顧期間內，宜亮集團的收入較截至二零一二年六月三十日止年度的收入大幅減少。此乃主要由於：1)廈門及南昌市政府開展道路擴建及地鐵建設，我們位於這兩個城市的行人交通指示牌已被臨時卸載；2)上饒市政府實施政策整改當地廣告過度的市場，對我們的業務構成了不利影響；3)因交通指示牌老化而進行維修，在維修工作完成之前該等交通指示牌並未產生收入；及4)戶外廣告業競爭激烈及中國經濟狀況惡化。

鑒於上述情況，董事及宜亮集團管理層已對宜亮集團現有業務的盈利能力進行重估。董事認為使宜亮集團現有業務扭虧為盈需要大量資

Chairman's Statement 主席報告書

would be capital intensive to turn around the existing business of Ease Ray Group, particularly capital required for maintenance of the aging traffic signboards and installation of new traffic signboards. In addition, due to the outdated technology of the traffic signboards and the fierce competition in the outdoor advertising industry in the PRC, management of the Group considered that Ease Ray Group should change its operating mode in order to improve its profitability. During the period under review, Ease Ray Group was granted an exclusive right to use in the PRC a new technology that enhances the image of LED display. With this new technology, Ease Ray Group has been exploring potential outdoor advertising media other than traffic signboards and looking for partners to develop the new business.

The recoverable amount of transmedia advertising services cash-generating unit has been solely determined based on the anticipated profitability derived from business of traffic signboards operated by Ease Ray Group. Based on the current market condition and the Company's strategic focus, the management expects the profitability of Ease Ray Group may not be as good as originally forecasted. Actual performance for the past two years was below expectation and the market is expected to remain challenging in the coming years in view of the capital required for the maintenance of aged traffic signboards and the recent economic development. Although the management expects the above-mentioned new technology will improve the profitability of Ease Ray Group, in accordance with the relevant financial reporting standards, the related future cash inflows are not included in the forecast for valuation purposes. As a result, based on the business valuation result, impairment loss against the goodwill attributable to the transmedia advertising services cash-generating unit of approximately HK\$285.8 million and against the relevant intangible assets of approximately HK\$23.8 million were recognised for the eighteen months ended 31 December 2013.

金，尤其是維修老化交通指示牌及安裝新的交通指示牌所需的資金。另外，由於中國戶外廣告業的交通指示牌技術逐漸過時而且競爭激烈，本集團管理層認為宜亮集團應轉換其營運模式以提升其盈利能力。回顧期內，宜亮集團獲授獨有權利，可於中國使用能提升LED顯示屏畫質的新技術。憑藉這項新技術，宜亮集團不斷探索除了交通指示牌以外的潛在戶外廣告媒體以及尋找合作夥伴以發展新業務。

跨媒體廣告服務現金產生單位之可收回金額乃僅基於根據宜亮集團所營運的交通指示牌業務計算得出的預計盈利能力釐定。基於現時市況及本公司的戰略重點，管理層預計宜亮集團之盈利能力或許不如原先預測般理想。過往兩年的實際表現不及預期，而鑒於維修老化交通指示牌所需的資金及近期經濟發展狀況，預期該市場於未來幾年仍會面臨挑戰。儘管管理層預期上述新技術將能提升宜亮集團的盈利能力，但根據相關財務報告準則，就估值而言，在預測時不計入有關未來現金流入。因此，根據企業評估結果，於截至二零一三年十二月三十一日止十八個月已確認跨媒體廣告服務現金產生單位應佔商譽的減值虧損約285.8百萬港元，以及相關無形資產的減值虧損約23.8百萬港元。

FILM EXHIBITION AND FILM RIGHTS LICENSING AND SUB-LICENSING AND ARTISTE MANAGEMENT

On 21 June 2012, the Company entered into a sale agreement with an independent third party in relation to the disposal of the business of these two segments for a consideration of HK\$8,000,000 (the "Disposal"). The Disposal was completed on 28 September 2012.

PROSPECTS

CERNET WIFI GROUP

CERNET is currently operating 27 projects, i.e. providing services in 27 universities, network of which are mostly wired. For new projects, wireless infrastructure will be set up in order to avoid significant investment and increase the mobility of the users' equipment. We will also link up the existing projects into a unified authentication campus network that will bring e-commerce business opportunities to the Group. During the first quarter of 2014, CERNET Wifi Group has obtained the ISP license in the PRC which enables it to be an Internet service provider in the PRC.

HUGHES CHINA GROUP

The management will continue to work on the two major projects, 天地星 and 蒙古包, which are expected to generate significant results during the second half of 2014. In addition, the management is interested in a number of other potential projects, such as coal mines and non-coal mine surveillance and maritime solutions. Such projects require a significant amount of investment and the management is now considering various alternatives in funding these potential projects.

電影放映、電影版權授出及轉授及 藝人管理

於二零一二年六月二十一日，本公司與一名獨立第三方訂立一項銷售協議，內容有關出售該等兩個分部的業務，代價為8,000,000港元（「出售」）。出售已於二零一二年九月二十八日完成。

前景

賽爾無線網絡集團

賽爾網絡目前運作27個項目（即在27所大學提供服務），該等項目的網絡大部份為有線網絡。對於新的項目而言，將會建立無線基建以避免重大投資及提升用戶設備的移動性。我們亦會將現有項目連接成為一個統一的身份認證校園網，這將為本集團帶來電子商務的商機。於二零一四年第一季度，賽爾無線網絡集團已取得中國的互聯網服務提供商牌照，這使其成為中國的互聯網服務提供商。

休斯中國集團

管理層將繼續運作天地星及蒙古包這兩個主要項目，預期將於二零一四年下半年產生顯著成效。此外，管理層對多項其他潛在項目感興趣，例如煤礦及非煤礦監測及海運解決方案。由於該等項目需要投入巨資，管理層現正考慮循多個途徑為該等潛在項目融資。

Chairman's Statement

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SMART LONG GROUP

Given the latest development of sale of HTS filtering solutions, the management is seeking other source of revenue. Amongst the various projects that the management is working on include mobile Internet lottery.

Smart Long Group is currently working with a number of lottery operators in the PRC. Smart Long Group will provide IT support, including design and development of lottery platform and game distribution infrastructure, to these lottery operators for a commission income. The management expects this project will contribute revenue to the Group in the first half of 2014.

EASE RAY GROUP

While the management has decided to scale down the business of traditional traffic signboards, the management will continue to work with the municipal governments of Xiamen, Nanchang and Shangrao for a timetable of resuming our services and will continue to carry out maintenance work on the aged traffic signboards so as to maintain their normal operation.

With the new display technology, the management will explore potential outdoor advertising media other than traffic signboards to diversify the source of revenue and improve profitability.

OVERALL

The Directors are currently assessing the Group's existing operations that will be reorganized by discontinuing certain loss making and risky projects in order to minimize the Group's exposure to financial as well as business risks.

Going forward, the Group will continue to consider various alternatives in obtaining additional resources to develop the existing businesses and turning them around. On the other hand, the Group will continue to explore potential investment opportunities in order to broaden the Group's profit base.

智朗集團

鑑於銷售高溫超導過濾解決方案的最新發展，管理層正尋求其他收入來源。在管理層正在運作的多個項目中，包括手機互聯網彩票。

智朗集團目前正在與中國多家彩票運營商合作。智朗集團將為該等彩票運營商提供IT支持以賺取佣金收入，包括設計及開發彩票平台及遊戲經銷基礎設施。管理層預期該項目將於二零一四年上半年為本集團貢獻收入。

宜亮集團

雖然管理層已決定縮減傳統交通指示牌的業務規模，但管理層將繼續與廈門、南昌及上饒市政府協調達成恢復有關服務的時間表，以及對老化交通指示牌進行維修工作，以便維持其正常運營。

憑藉新的顯示技術，管理層將不斷探索除了交通指示牌以外的潛在戶外廣告媒體，以實現收入來源多元化及提升盈利能力。

概覽

董事目前正在評估本集團的現有業務，將會透過終止若干錄得虧損及存在風險的項目進行業務重組，以盡量降低本集團面臨的財務風險及業務風險。

展望未來，本集團將繼續考慮多種選擇，以獲取額外資源發展現有業務並令其扭虧為盈。另一方面，本集團將繼續探索潛在投資機會，以拓寬本集團的利潤基礎。

FINANCIAL POSITION

During the period under review, the Group generally financed its operations with internally generated resources and borrowings. As at 31 December 2013, the Group had other loan of HK\$27.3 million that is repayable within one year (30 June 2012: Nil).

As at 31 December 2013, the Group had current assets of approximately HK\$114.9 million (30 June 2012: HK\$254.3 million), including cash and cash equivalents of approximately HK\$11.0 million (30 June 2012: HK\$7.7 million), trade receivables, prepayments, deposits, other receivables and payment in advances of approximately HK\$102.6 million (30 June 2012: HK\$174.4 million) and loan interest receivable and current portion of loan receivable of approximately HK\$nil (30 June 2012: HK\$56.3 million); and current liabilities of approximately HK\$58.3 million (30 June 2012: HK\$73.5 million). The Group's current ratio had decreased from approximately 3.5 times as at 30 June 2012 to approximately 2.0 times as at 31 December 2013.

The Group had total assets of approximately HK\$743.5 million (30 June 2012: HK\$694.3 million) and total liabilities of approximately HK\$241.9 million (30 June 2012: HK\$83.3 million), representing a gearing ratio (expressed as total liabilities to total assets) of approximately 33% as at 31 December 2013 (30 June 2012: 12%).

The Group's turnover for the eighteen months ended 31 December 2013 amounted to approximately HK\$61.1 million (30 June 2012: HK\$102.8 million).

COMMITMENTS

Details of commitments of the Group were set out in note 40 to the consolidated financial statements.

財務狀況

於回顧期間內，本集團一般透過內部產生的資源及借款提供其業務運營所需資金。於二零一三年十二月三十一日，本集團擁有須於一年內償付的27.3百萬港元其他貸款（二零一二年六月三十日：零）。

於二零一三年十二月三十一日，本集團之流動資產約為114.9百萬港元（二零一二年六月三十日：254.3百萬港元），包括現金及現金等價物約11.0百萬港元（二零一二年六月三十日：7.7百萬港元），貿易應收賬款、預付款項、按金、其他應收款項及預付賬款約102.6百萬港元（二零一二年六月三十日：174.4百萬港元）以及應收貸款利息及應收貸款之即期部份約零港元（二零一二年六月三十日：56.3百萬港元）；以及流動負債約58.3百萬港元（二零一二年六月三十日：73.5百萬港元）。於二零一三年十二月三十一日，本集團之流動比率由二零一二年六月三十日之約3.5倍下降至約2.0倍。

本集團之資產總值約為743.5百萬港元（二零一二年六月三十日：694.3百萬港元），負債總額約為241.9百萬港元（二零一二年六月三十日：83.3百萬港元），即於二零一三年十二月三十一日之資產負債比率（即負債總額除以資產總值）約為33%（二零一二年六月三十日：12%）。

本集團截至二零一三年十二月三十一日止十八個月之營業額約為61.1百萬港元（二零一二年六月三十日：102.8百萬港元）。

承擔

本集團承擔之詳情載於綜合財務報表附註40。

Chairman's Statement 主席報告書

FOREIGN EXCHANGE EXPOSURE AND TREASURY POLICIES

Most of the Group's cash balances and income are either denominated in Renminbi or Hong Kong dollars. In view of the stability of the exchange rates of Renminbi and Hong Kong dollars, no hedging or other alternatives have been implemented. As at 31 December 2013 and 30 June 2012, the Group did not have any outstanding hedging instruments.

USE OF NET PROCEEDS FROM THE ISSUES OF UNLISTED WARRANTS AND THE PLACING

Issues of Unlisted Warrants

On 5 November 2012, the Company entered into warrant subscription agreements with six independent third parties ("Group A Subscribers"), pursuant to which the Company agreed to issue and Group A Subscribers agreed to subscribe for an aggregate of 200,000,000 unlisted warrants at an issue price of HK\$0.01 per warrant ("Warrants (A)"). Each of Warrants (A) carries the right to subscribe for one new share of the Company at the initial exercise price of HK\$0.54 per share (subject to adjustment) during a period of two years commencing from (and inclusive of) 5 December 2012, the date of issue of Warrants (A).

外匯風險及財務政策

本集團大部份現金結餘及收入乃以人民幣或港元列值。鑒於人民幣與港元匯率穩定，並無實行對沖或其他措施。於二零一三年十二月三十一日及二零一二年六月三十日，本集團並無任何未完結之對沖工具。

發行非上市認股權證及配售事項之 所得款項淨額用途

發行非上市認股權證

於二零一二年十一月五日，本公司與六名獨立第三方（「A組認購人」）訂立認股權證認購協議，據此，本公司同意按發行價每份認股權證0.01港元發行及A組認購人同意認購合計200,000,000份非上市認股權證（「認股權證(A)」）。每份認股權證(A)附帶權利可自二零一二年十二月五日（即發行認股權證(A)日期）（包括該日）起計兩年內按初步行使價每股0.54港元（可予調整）認購本公司一股新股。

Chairman's Statement 主席報告書

On 3 December 2012, the Company entered into warrant subscription agreements with another six independent third parties ("Group B Subscribers"), pursuant to which the Company agreed to issue and Group B Subscribers agreed to subscribe for an aggregate of 254,000,000 unlisted warrants at an issue price of HK\$0.05 per warrant ("Warrants (B)"). Each of Warrants (B) carries the right to subscribe for one new share of the Company at the initial exercise price of HK\$0.59 per Share (subject to adjustment) during a period of two years commencing from (and inclusive of) 21 December 2012, the date of issue of Warrants (B).

Placing of Shares

Pursuant to the terms of the agreement dated 25 July 2013 entered into between the Company and an independent third party in relation to the placing of a maximum of 109,000,000 ordinary shares at HK\$0.33 per share (the "Placing"), 109,000,000 ordinary shares were placed at HK\$0.33 per share to one placee who is independent of the Company and its connected persons (as defined under the GEM Listing Rules) on 13 August 2013.

The Company successfully completed the Issues of Warrants (A), Warrants (B) and the Placing on 5 December 2012, 21 December 2012 and 13 August 2013 respectively, raising an aggregate net proceeds (after deduction of the related expenses) of approximately HK\$49,900,000. The Company has utilised the net proceeds in the manner consistent with that disclosed in its announcements dated 5 November 2012, 3 December 2012 and 25 July 2013, i.e. as general working capital of the Group.

於二零一二年十二月三日，本公司與另外六名獨立第三方（「B組認購人」）訂立認股權證認購協議，據此，本公司同意按發行價每份認股權證0.05港元發行及B組認購人同意認購合計254,000,000份非上市認股權證（「認股權證(B)」）。每份認股權證(B)附帶權利可自二零一二年十二月二十一日（即發行認股權證(B)日期）（包括該日）起計兩年內按初步行使價每股0.59港元（可予調整）認購本公司一股新股。

配售股份

根據本公司與一名獨立第三方就按每股0.33港元配售最多109,000,000股普通股（「配售事項」）訂立之日期為二零一三年七月二十五日之協議之條款，已於二零一三年八月十三日按每股0.33港元向一名承配人配售109,000,000股普通股。該名承配人乃獨立於本公司及其關連人士（定義見創業板上市規則）。

本公司已分別於二零一二年十二月五日、二零一二年十二月二十一日及二零一三年八月十三日順利完成發行認股權證(A)、認股權證(B)及配售事項，籌集所得款項淨額合共（經扣除有關開支後）約49,900,000港元。本公司已按照日期為二零一二年十一月五日、二零一二年十二月三日及二零一三年七月二十五日之公佈所披露之方式運用所得款項淨額，即已用作本集團之一般營運資金。

Chairman's Statement

主席報告書

EMPLOYEES

As at 31 December 2013, the Group had 119 staff (30 June 2012: 43). Total employee remuneration, including that of the Directors, for the period under review is approximately HK\$67.3 million (30 June 2012: HK\$8.3 million), which includes share-based payments of approximately HK\$30.5 million (30 June 2012: Nil). The Group remunerates its employees based on their performance, experience and the prevailing industry practice. Employee remuneration, excluding Directors' emoluments, is reviewed annually. In addition to the basic salaries, employees are also entitled to benefits including bonus and mandatory provident fund. On 19 December 2012, the Company had adopted a share option scheme under which full time employees, including Directors, of the Company and its subsidiaries, might be granted options to subscribe for the Company's ordinary shares.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my appreciation to the Group's shareholders and customers for their utmost support, and to the management and staff for their dedication and contribution to the Group during the period.

CHEUNG Sing Tai

Chairman

Hong Kong, 31 March 2014

僱員

於二零一三年十二月三十一日，本集團有119名僱員（二零一二年六月三十日：43名）。回顧期間之僱員總酬金（包括董事酬金）約為67.3百萬港元（二零一二年六月三十日：8.3百萬港元），包括以股份為基礎之付款約30.5百萬港元（二零一二年六月三十日：零）。本集團按照僱員之表現、經驗及現行行業慣例釐定僱員酬金。僱員酬金（不包括董事酬金）每年檢討。除基本薪金外，僱員亦享有包括花紅及強制性公積金等福利。本公司於二零一二年十二月十九日採納購股權計劃，據此，本公司及其附屬公司之全職僱員（包括董事）可獲授購股權，以認購本公司普通股。

致謝

本人謹藉此機會代表董事會向本集團全體股東及客戶於期內一如既往的全力支持及管理層和員工於期內的勤奮工作和對本集團作出的貢獻，深表謝意。

主席

張聲泰

香港，二零一四年三月三十一日

Biography of Directors 董事履歷

EXECUTIVE DIRECTORS

Mr. CHEUNG Sing Tai, aged 52, was appointed as an executive Director on 21 June 2013 and Chairman of the Board and Chief Executive Officer on 20 March 2014. Mr. Cheung graduated from the Department of Thermal Engineering of Tsinghua University and the Sun Yat-sen Business School with a bachelor degree in engineering and a master degree in business administration respectively.

Mr. Cheung was engaged in trade between Mainland and Hong Kong in his early years. He had served as deputy manager in Strategic Development Department of Guangdong Investment Limited, a company listed on the Stock Exchange, while he was also a non-executive director of Guangdong Tannery Limited, a company listed on the Stock Exchange.

Mr. Cheung previously served as the managing director of CL China Group Limited and the general manager of Coastland Development (Int'l) Co., Limited; both are engaged in investment in securities and real estate.

Mr. ZHANG Xinyu, aged 52, was appointed as executive Director on 15 June 2012. Mr. Zhang holds a Master of Business Administration degree and is familiar with the securities market regulations in Hong Kong. He was a licensed responsible officer under the Securities and Futures Ordinance and an advisor of the Management Consulting Committee of China Enterprise Confederation. He has over 20 years working experience in banking and investment banking industries and accumulated extensive network resources and experience in capital management. He has been engaged in research and practice in listing, merger and acquisition, reorganisation, spin-off and asset securitisation. In 1990, he was appointed by the PRC government to hold senior position in Bank of China (Hong Kong) in Hong Kong and to provide financial support to Chinese entities under the State Council based in Hong Kong.

執行董事

張聲泰先生，52歲，於二零一三年六月二十一日獲委任為執行董事，並於二零一四年三月二十日獲委任為董事會主席兼行政總裁。張先生畢業於清華大學熱能工程系和中山大學管理學院，分別獲得工學學士和工商管理碩士學位。

張先生早期從事中港貿易。彼曾任職聯交所上市公司粵海投資有限公司的戰略發展部副經理，並曾任聯交所上市公司粵海制革有限公司的非執行董事。

張先生曾任創聯中國集團有限公司的董事總經理及源海發展（國際）有限公司之總經理，該兩間公司均從事證券投資及地產。

張新宇先生，52歲，於二零一二年六月十五日獲委任為執行董事。張先生擁有工商管理碩士學位及熟悉香港證券市場規範，曾為證券及期貨條例項下的持牌負責人員及中國企業聯合會管理諮詢委員會所屬管理諮詢顧問。彼擁有逾20年的銀行及投行工作經歷，積累了豐富的人脈資源及資本運作經驗，對企業上市、兼併、重組、分拆及資產證券化等有豐富的研究與實踐。彼於一九九零年受國家派遣赴香港工作，在中國銀行（香港）擔任要職，為國務院部委駐港中資機構提供金融支持。

Biography of Directors 董事履歷

Mr. LIAN Xin, aged 58, was appointed as an executive Director on 21 June 2013. Mr. Lian has over 30 years' experience in accounting, auditing, legal practice and management in PRC. He has held senior positions in the PRC government, law firms and listed companies. Mr. Lian is currently a director and vice president of CERNET Wifi Technology (Beijing) Company Limited (賽爾無線網絡科技(北京)有限公司), a subsidiary of the Company.

In the 1990s, Mr. Lian participated in acquisitions of several Mainland companies. In 2000, he took part in seminars held by organisations including the Department of Legal Affairs of the China Securities Regulatory Commission (the "CSRC") and the Shenzhen Stock Exchange on the establishment of the Growth Enterprise Market. In 2003, he was recorded in the talent pool of independent directors which was created by the CSRC. He was also rated as management professional by the Shenzhen Expertise Federation (深圳市專家聯合會) in 2004.

Mr. Lian holds qualifications of China Commerce Operating Manager (高級經營師), management professional, professional accountant and lawyer in PRC.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LEUNG Ka Wo, *AICPA*, aged 40, was appointed as an independent non-executive Director as 20 March 2014. He holds a Bachelor of Arts Degree in Accountancy from Seattle University, Seattle, Washington, USA. He is a member of the American Institute of Certified Public Accountants. He has over 14 years of experience in auditing and accounting, and had worked as the finance director and company secretary of ERA Mining Machinery Limited (a company delisted from GEM since 4 October 2012 as a result of privatisation) and a manager for Deloitte Touche Tohmatsu. He is currently a director and chief financial officer of Hong Kong Jia Hong Investment Company Limited.

練新先生，58歲，於二零一三年六月二十一日獲委任為執行董事。練先生有逾30年中國的財會、審計、法律和管理經驗。他曾於中國政府、律師事務所及上市公司擔任高級職務。練先生現時為賽爾無線網絡科技(北京)有限公司(本公司之附屬公司)之董事兼副總裁。

一九九零年代，練先生曾參與收購內地幾間公司。彼於二零零零年參與中國證券監督管理委員會(「中國證監會」)法規處、深圳交易所等設立創業板的研討。彼於二零零三年被錄入中國證監會獨立董事人才庫。彼亦於二零零四年被深圳市專家聯合會評定為管理專家。

練先生擁有中國高級經營師、管理專家、專業會計師資格及律師工作執照。

獨立非執行董事

梁家和先生，*AICPA*，40歲，於二零一四年三月二十日獲委任為獨立非執行董事。彼持有美國華盛頓西雅圖西雅圖大學的會計學文學士學位。彼為美國註冊會計師協會會員。彼於審核及會計積逾14年經驗，並曾於年代煤礦機電設備制造有限公司(自二零一二年十月四日起因私有化自創業板除牌的公司)任財務總監兼公司秘書，又曾任德勤•關黃陳方會計師行的經理。彼現為香港九洪投資有限公司的董事兼財務總監。

Biography of Directors 董事履歷

Ms. LU Zhuo, aged 30, was appointed as an independent non-executive Director on 20 March 2014. She holds a Bachelor's Degree in Business Economics & Computer Science from University of Liverpool, UK and a Master's Degree in Interpreting from University of Newcastle, UK. She has significant experience in investment banking and financial advisory business, and she has accumulated extensive network resources and experience in capital management and corporate financing. She has been engaged in research and practice in initial public offerings, mergers and acquisitions, capital raising, reorganization, and financial advisory activities. Ms. Lu previously worked at Goldman Sachs International in London. She is also senior manager of CITIC Securities International.

Mr. CHOU Jianzhong, aged 46, was appointed as an independent non-executive Director on 20 March 2014. He holds a doctoral degree. He served as the vice president and senior economist of Guangdong Securities Co., Ltd.* (廣東證券股份有限公司), a postdoctoral researcher of Xiamen University, an independent director of FSPG Hi-tech Co., Ltd. (佛山塑料集團股份有限公司) (a company listed on Shenzhen Stock Exchange) and an independent director of Guangdong Jiuzhou Sun Media Co., Ltd.* (廣東九州陽光傳媒股份有限公司) (now known as 'Guangdong Guangzhou Daily Media Co., Ltd.* (廣東廣州日報傳媒股份有限公司)'). He is currently the executive vice president of Guangdong South China Institute of Science and Technology* (廣東華南科技資本研究院), a fellow member of the Hong Kong Quality Management Association, a special consultant of Guangdong Provincial Economic Restructuring Research* (廣東省體改研究會), a master of business administration and a part-time instructor of Jinan University, a part-time professor of South China Normal University, a professor and doctoral tutor of City University of Macau, an executive of Guangdong Finance Society* (廣東金融學會), a director of Guangzhou Jinan Investment Co., Ltd.* (廣州暨南投資有限公司), a director of Guangdong Junfeng Spectrum Co., Ltd., (廣東駿豐頻譜股份有限公司), an independent director of the sixth board of Guangdong Golden Dragon Development Inc. (廣東錦龍發展股份有限公司) (a company listed on Shenzhen Stock Exchange), an independent director of the third board of Guangdong Alpha Animation and Culture Co., Ltd. (廣東奧飛動漫文化股份有限公司) (a company listed on Shenzhen Stock Exchange) and an independent director of the third board of Shenzhen Infinova Technology Co., Ltd.* (深圳英飛拓科技股份有限公司).

呂卓女士，30歲，於二零一四年三月二十日獲委任為獨立非執行董事。彼持有英國利物浦大學的商業經濟學及電腦科學學士學位及英國紐卡索大學的傳譯學碩士學位。彼於投資銀行及金融顧問業務饒富經驗，於資本管理及企業融資方面累積廣泛人脈資源及經驗。彼一直從事首次公開招股、併購、集資及金融顧問工作的研究和實踐。呂女士曾於倫敦高盛國際工作。彼又曾任中信證券國際的高級經理。

丑建忠先生，46歲，於二零一四年三月二十日獲委任為獨立非執行董事。彼持有博士學位。彼曾任廣東證券股份有限公司副總裁兼高級經濟師、廈門大學博士後研究員、佛山塑料集團股份有限公司(深交所上市公司)獨立董事及廣東九州陽光傳媒股份有限公司(現稱「廣東廣州日報傳媒股份有限公司」)獨立董事。彼現為廣東華南科技資本研究院常務副院長、香港品質管理協會資深會員、廣東省體改研究會特聘顧問、暨南大學工商管理碩士兼職導師、華南師範大學兼職教授、澳門城市大學教授與博士生導師、廣東金融學會理事、廣州暨南投資有限公司董事、廣東駿豐頻譜股份有限公司董事、廣東錦龍發展股份有限公司(深交所上市公司)第六屆董事會獨立董事、廣東奧飛動漫文化股份有限公司(深交所上市公司)第三屆董事會獨立董事及深圳英飛拓科技股份有限公司第三屆董事會獨立董事。

Report of the Directors

董事會報告

The Directors present their report and the audited consolidated financial statements of the Group for the eighteen months ended 31 December 2013 (“Financial Statements”).

As disclosed in the Company’s announcement dated 15 July 2013, the financial year end date of the Company has been changed from 30 June to 31 December in order to coincide with the financial year end date of its subsidiaries.

Pursuant to the articles of association of the Company (“Articles”) and as explained in the Company’s circular dated 13 February 2014 (“Circular”), the Company held its annual general meeting (“AGM”) on 17 March 2014 (i.e. within fifteen months after holding its last annual general meeting to, amongst others, note the position of the Financial Statements which were not yet ready for presentation to the shareholders of the Company (“Shareholders”) at the AGM due to the change in financial year end date from 30 June to 31 December effective from 15 July 2013). For details of the businesses transacted at the AGM, please refer to the Circular.

At the AGM, after the agenda items set out in the notice convening the AGM had been dealt with, the Shareholders resolved, amongst others, to adjourn the meeting until such time when the Financial Statements and the reports of the Directors and auditor of the Company for the eighteen months ended 31 December 2013 (collectively, “2013 Annual Report”) (“Adjourned AGM”) are available. Accordingly, 2013 Annual Report will be presented to the Shareholders for consideration and adoption at the Adjourned AGM.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the principal activities of its principal subsidiaries are set out in note 42 to the consolidated financial statements.

董事會提呈本集團截至二零一三年十二月三十一日止十八個月之董事會報告及經審核綜合財務報表（「財務報表」）。

誠如本公司日期為二零一三年七月十五日之公告所披露，本公司之財政年度結算日已由六月三十日更改為十二月三十一日，以使本公司之財政年度年結日與其附屬公司之財政年度年結日一致。

根據本公司之章程細則（「細則」）及誠如本公司日期為二零一四年二月十三日之通函（「該通函」）所解釋，本公司於二零一四年三月十七日（即其舉行上屆股東週年大會後十五個月內之時間）舉行其股東週年大會（「股東週年大會」），以說明（其中包括）財務報表之狀況。財務報表乃因本公司之財政年度結算日由六月三十日更改為十二月三十一日，並且自二零一三年七月十五日起生效而未能於股東週年大會上向本公司股東（「股東」）呈報。於股東週年大會上處理之事務詳情請參閱該通函。

於股東週年大會上，處理載於召開股東週年大會通告內之議程事項後，股東議決（其中包括）押後舉行該大會，直至截至二零一三年十二月三十一日止十八個月之財務報表以及董事會及核數師報告（統稱「二零一三年年報」）可獲得之時間重開（「股東週年大會續會」）。因此，二零一三年年報將於股東週年大會續會上向股東呈報，以供考慮及採納。

主要業務

本公司現時之主要業務為投資控股，而其主要附屬公司之主要業務詳情載於綜合財務報表附註42。

Report of the Directors

董事會報告

RESULTS AND APPROPRIATIONS

The Group's loss for the eighteen months ended 31 December 2013 and the state of affairs of the Group at 31 December 2013 are set out in the consolidated financial statements on pages 45 to 214. The Directors do not recommend the payment of any dividend in respect of the year.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 215 to 216. This summary does not form part of the audited consolidated financial statements.

RESERVES

Movements in reserves of the Group during the period are set out in the consolidated statement of changes in equity on pages 49 to 51.

DISTRIBUTABLE RESERVES

As at 31 December 2013, the Company has distributable reserves available for distribution to shareholders of the Company amounted to approximately HK\$132,986,000 (30 June 2012: HK\$337,132,000). Under the Companies Law (Revised) of the Cayman Islands, the share premium of the Company is distributable to the Shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. The share premium may also be distributed in form of fully paid bonus shares.

業績及分派

本集團截至二零一三年十二月三十一日止十八個月之虧損及本集團於二零一三年十二月三十一日之財務狀況載於第45至第214頁之綜合財務報表。董事不建議就本年度派付任何股息。

財務概要

本集團於過去五個財政年度之業績、資產及負債概要載於第215頁至216頁，此概要並不構成經審核綜合財務報表之一部份。

儲備

期內本集團儲備變動之詳情載於第49頁至51頁之綜合權益變動表。

可供分派儲備

二零一三年十二月三十一日，本公司的可供分派儲備為數約132,986,000港元（二零一二年六月三十日：337,132,000港元），可供分派予本公司股東。根據開曼群島公司法（經修訂），本公司之股份溢價可分派予股東，惟本公司於緊隨建議分派股息當日後，須有能力支付其於日常業務過程中到期的債項。股份溢價亦可以繳足紅股方式分派。

Report of the Directors

董事會報告

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment of the Group during the period are set out in note 18 to the consolidated financial statements.

物業、廠房及設備

期內本集團物業、廠房及設備變動之詳情載於綜合財務報表附註18。

SHARE CAPITAL AND SHARE OPTIONS

Movements in the Company's share capital and share options during the period are set out in notes 34 and 35 to the consolidated financial statements.

股本及購股權

期內本公司股本及購股權變動之詳情載於綜合財務報表附註34及35。

CONVERTIBLE NOTES

Movements in the Company's convertible notes during the period are set out in note 32 to the consolidated financial statements.

可換股票據

本公司之可換股票據於期內之變動詳情載於綜合財務報表附註32。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing Shareholders.

優先購買權

細則或開曼群島（本公司註冊成立之司法權區）法律，均無載有優先購買權之條文；如有，本公司便有責任按比例向現有股東發售新股份。

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the eighteen months ended 31 December 2013.

購買、贖回或出售上市證券

於截至二零一三年十二月三十一日止十八個月內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the period attributable to the Group's major suppliers and customers are as follows:

PURCHASES

- the largest supplier 76% (30 June 2012: 100%)
- five largest suppliers combined 100% (30 June 2012: 100%)

SALES

- the largest customer 22% (30 June 2012: 73%)
- five largest customers combined 47% (30 June 2012: 96%)

None of the Directors, their associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

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 period.

主要客戶及供應商

本集團主要供應商及客戶所佔期內採購及銷售之百分比如下：

採購

- 最大供應商76%（二零一二年六月三十日：100%）
- 五大供應商合併100%（二零一二年六月三十日：100%）

銷售

- 最大客戶22%（二零一二年六月三十日：73%）
- 五大客戶合併47%（二零一二年六月三十日：96%）

概無董事、彼等之聯繫人士或就董事所知擁有本公司股本5%以上之任何股東於上述主要供應商或客戶中擁有權益。

管理合約

期內本公司並無訂立或存在任何與本公司全部或任何重要部份業務之管理及行政有關之合約。

Report of the Directors

董事會報告

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2013, the interests or short positions of the Directors in the securities of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, including interests or short positions which they were deemed or taken to have under such provisions of the SFO, or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules relating to securities transactions by directors, to be notified to the Company and the Stock Exchange, were as follows:

LONG POSITIONS IN THE SECURITIES OF THE COMPANY

Share options

Name of Director 董事姓名	Capacity 身份	Number of options held 持有購股權數目	Number of underlying shares 相關股份數目	Approximate percentage of shareholding 概約持股百分比
Mr. Theo EDE (Note) Theo EDE先生(附註)	Beneficial owner 實益擁有人	10,000,000	10,000,000	0.39%
Mr. ZHANG Xinyu 張新宇先生	Beneficial owner 實益擁有人	20,000,000	20,000,000	0.78%
Mr. LAM Kin Kau, Mark (Note) 林建球先生(附註)	Beneficial owner 實益擁有人	2,000,000	2,000,000	0.08%

Note: Mr. Theo EDE and Mr. LAM Kin Kau, Mark were removed from the office of directors on 18 March 2014, and those options were lapsed on the same date upon their cessation as an eligible participant pursuant to the terms of the Share Option Scheme of the Company adopted on 19 December 2012.

Save as disclosed above, the Directors do not have any interests or short positions in the securities of the Company.

董事於證券之權益及淡倉

於二零一三年十二月三十一日，董事於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之證券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例之該等條文被視為或被當作擁有之權益或淡倉），或根據證券及期貨條例第352條須記入該條所指之登記冊內之權益或淡倉，或根據創業板上市規則第5.46至第5.68條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉如下：

於本公司證券之好倉

購股權

附註： Theo EDE先生及林建球先生於二零一四年三月十八日被免去董事職務，根據本公司於二零一二年十二月十九日採納的購股權計劃的條款，該等購股權於彼等終止作為合資格參與者之相同日期失效。

除上文所披露者外，董事概無於本公司證券中擁有任何權益或淡倉。

Report of the Directors

董事會報告

SHARE OPTION SCHEME

Details of the Company's share option scheme are set out in note 35 to the consolidated financial statements.

購股權計劃

本公司購股權計劃之詳情載於綜合財務報表附註35。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the section headed "Directors' Interests and Short Positions in Securities" and "Share Option Scheme" above, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other corporate granted to any Directors, their respective spouse or children under 18 years of age, or were such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in any other body corporate.

董事收購股份或債券之權利

除「董事於證券之權益及淡倉」一節及上文「購股權計劃」所披露者外，於期內任何時間，任何董事、彼等各自之配偶或18歲以下子女概無獲授予權利，可藉收購本公司或任何其他團體之股份或債券而獲益，亦無行使該等權利；本公司或其任何附屬公司並無參與訂立任何安排，致使董事、彼等各自之配偶或18歲以下子女可收購任何其他法人團體之該等權利。

DIRECTORS

The Directors during the financial period and up to the date of this report were:

董事

於財政期間及截至本報告日期，董事名稱如下：

EXECUTIVE DIRECTORS:

Mr. CHEUNG Sing Tai
(appointed on 21 June 2013)
Mr. ZHANG Xinyu
Mr. LIAN Xin
(appointed on 21 June 2013)
Mr. Theo EDE
(removed on 18 March 2014)
Mr. LI Hongrong
(resigned on 21 June 2013)
Mr. HU Yangjun
(resigned on 31 December 2013)

執行董事：

張聲泰先生
(於二零一三年六月二十一日獲委任)
張新宇先生
練新先生
(於二零一三年六月二十一日獲委任)
Theo EDE先生
(於二零一四年三月十八日被免職)
李鴻榮先生
(於二零一三年六月二十一日辭任)
胡揚俊先生
(於二零一三年十二月三十一日辭任)

Report of the Directors

董事會報告

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. LEUNG Ka Wo (appointed on 20 March 2014)

Ms. LU Zhuo (appointed on 20 March 2014)

Mr. CHOU Jianzhong (appointed on 20 March 2014)

Dr. Jih Chyi LEU

(appointed on 21 June 2013 and retired on 17 March 2014)

Mr. LAM Kin Kau, Mark (removed on 18 March 2014)

Professor SONG Junde (retired on 17 March 2014)

Professor CHEN Lujun

(resigned on 18 June 2013)

Pursuant to Article 86(3) of the Articles, the Directors have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Dr. Jih Chyi LEU, Mr. CHEUNG Sing Tai and Mr. LIAN Xin who were appointed as Directors on 21 June 2013 retired from their office and eligible for re-election at the AGM. Except for Dr. Jih Chyi LEU, all of them were re-elected by the Shareholders at the AGM.

Pursuant to Article 87(1) of the Articles, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation. Accordingly, Professor SONG Junde retired from his office but was not re-elected by the Shareholders at the AGM.

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors of the Company are set out on pages 15 to 17 of the annual report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors will be proposed for re-election at the Adjourned AGM and none of the Directors has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

獨立非執行董事：

梁家和先生

(於二零一四年三月二十日獲委任)

呂卓女士 (於二零一四年三月二十日獲委任)

丑建忠先生

(於二零一四年三月二十日獲委任)

Jih Chyi LEU博士

(於二零一三年六月二十一日獲委任

並於二零一四年三月十七日退任)

林建球先生

(於二零一四年三月十八日被免職)

宋俊德教授

(於二零一四年三月十七日退任)

陳呂軍教授

(於二零一三年六月十八日辭任)

根據細則第86(3)條，董事有權不時及隨時委任任何人士出任董事，以填補董事會臨時空缺或出任現時董事會新增的董事席位。據此獲董事會委任的任何董事任期僅直至本公司下屆股東週年大會為止，屆時將符合資格膺選連任。因此，於二零一三年六月二十一日獲委任為董事的Jih Chyi LEU博士、張聲泰先生及練新先生將依章告退，並符合資格於股東週年大會上重選連任。除Jih Chyi LEU博士外，另外兩位董事已於股東週年大會上獲股東重選連任。

根據細則第87(1)條，在每屆股東週年大會上，當時三分之一的董事須輪值退任。因此，宋俊德教授退任此職，但並未於股東週年大會上獲股東重選連任。

董事履歷

本公司董事之履歷詳情載於本年報第15至第17頁。

董事之服務合約

概無董事獲提呈於股東週年大會續會上重選連任，亦無董事與本公司簽訂不可於一年內毋須支付賠償（法定賠償除外）而終止之服務合約。

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Company, any of its fellow subsidiaries or its parent company was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the period.

董事於合約之權益

本公司、其任何同系附屬公司或其母公司並無訂立任何有關本集團業務而本公司董事於其中直接或間接擁有重大權益，且於期終或於期內任何時間仍然有效之重大合約。

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

The register of substantial shareholders required to be kept under section 336 of Part XV of the SFO shows that as at 31 December 2013, the Company had been notified of the following substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the Directors and chief executives.

根據證券及期貨條例須予披露之股東權益及淡倉

根據證券及期貨條例第XV部第336條之規定所存置之主要股東登記冊顯示，於二零一三年十二月三十一日，本公司獲知會下列主要股東之權益及淡倉，即佔本公司已發行股本5%或以上權益。此等權益並無計入上文所披露之董事及最高行政人員權益內。

Long positions

好倉

Name 名稱	Nature of interests 權益性質	Number of shares held 所持有股份數目	Approximate percentage of shareholding 概約持股百分比
LIE Haiquan 列海權	Beneficial owner 實益擁有人	361,482,000 Shares 361,482,000股股份	14.15%
	Interest in controlled corporation (Note) 受控制公司之權益（附註）	208,708,000 Shares 208,708,000股股份	8.16%
	Total 總計	570,190,000 Shares 570,190,000股股份	22.31%

Note:

These Shares are held by Winner Mind Investments Limited ("Winner Mind"), a company incorporated in the British Virgin Islands, which was wholly-owned by Mr. LIE Haiquan. Thus, he was deemed to be interested in the 208,708,000 Shares held by Winner Mind pursuant to the SFO.

附註：

該等股份由Winner Mind Investments Limited（「Winner Mind」，一間於英屬處女群島註冊成立之公司）持有，而Winner Mind由列海權先生全資擁有。因此，根據證券及期貨條例，彼被視為於由Winner Mind持有之208,708,000股股份中擁有權益。

Report of the Directors

董事會報告

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors or management shareholders of the Company (as defined in the GEM Listing Rules) has an interest in a business which compete or may compete with the business of the Group.

CORPORATE GOVERNANCE REPORT

Corporate governance report of the Company is set out on pages 27 to 41 of the annual report.

SUFFICIENCY OF PUBLIC FLOAT

The Company maintained a sufficient public float as required under the GEM Listing Rules during the eighteen months ended 31 December 2013.

AUDITOR

During the period, ZHONGLEI (HK) CPA Company Limited resigned as the auditors of the Company and the appointment of HLB Hodgson Impey Cheng Limited ("HLB") was approved by the Shareholders at an extraordinary general meeting held on 16 December 2013 to fill the casual vacancy.

At the AGM, the Shareholders resolved to, among others, postpone the re-appointment of the auditors for the ensuing year to the Adjourned AGM, in order to allow time for the auditors to finalise the audit of the Financial Statements.

The Financial Statements have been audited by HLB. A resolution for the re-appointment of HLB as the auditors of the Company for the ensuing year will be proposed at the forthcoming Adjourned AGM.

On behalf of the Board
CHEUNG Sing Tai
Chairman

Hong Kong, 31 March 2014

董事於競爭業務之權益

概無本公司董事或管理層股東（定義見創業板上市規則）於與本集團業務構成競爭或可能構成競爭之業務中擁有權益。

企業管治報告

本公司之企業管治報告載於本年報第27至第41頁。

充足之公眾持股量

於截至二零一三年十二月三十一日止十八個月，本公司根據創業板上市規則之規定維持充足之公眾持股量。

核數師

期內，股東於二零一三年十二月十六日舉行之股東特別大會上批准中磊（香港）會計師事務所有限公司辭任本公司核數師，並委任國衛會計師事務所有限公司（「國衛」）以填補臨時空缺。

於股東週年大會上，股東議決（其中包括）將續聘次年核數師延遲至股東週年大會續會，以便核數師有時間完成審核財務報表。

財務報表已由國衛審核。將於應屆股東週年大會續會提呈續聘國衛為本公司次年核數師之決議案。

代表董事會
主席
張聲泰

香港，二零一四年三月三十一日

Corporate Governance Report

企業管治報告

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are based on the principles and the code provisions (the "Code") as set out in the Code on Corporate Governance Practices as set out in Appendix 15 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules"). The principles adopted by the Company emphasize a quality board, transparency and accountability to shareholders. In the opinion of the Board, the Company has complied with the Code for the eighteen months ended 31 December 2013, with the exception of the deviation of code provision A.4.1 and A.6.7 as mentioned below.

Under code provision A.4.1, non-executive Directors should be appointed for specific term. There is no specific term of appointment of the non-executive Directors; however, they are subject to retirement by rotation in accordance with the articles of association of the Company. Accordingly the Company considers that sufficient measures have been taken to deal with the requirement in respect of the appointment terms of non-executive Directors as required under the code provision.

Under code provision A.6.7, independent non-executive Directors and other non-executive Directors should attend general meetings and develop a balanced understanding of the views of shareholders. However, except that Mr. LAM Kin Kau, Mark attended the annual general meeting held on 19 December 2012, all the independent non-executive Directors did not attend general meetings of the Company held during the eighteen months ended 31 December 2013 due to other business engagement.

遵守企業管治常規守則

本公司之企業管治常規乃基於聯交所創業板證券上市規則（「創業板上市規則」）附錄十五之企業管治常規守則所載原則及守則條文（「守則」）。本公司所採納之原則著重高質素之董事會及對股東之透明度及問責性。董事會認為，除下文所述守則條文第A.4.1及A.6.7條之偏離情況外，截至二零一三年十二月三十一日止十八個月，本公司已遵守守則之規定。

根據守則條文第A.4.1條，非執行董事應按特定任期委任。非執行董事並無特定委任年期；然而，彼等須根據本公司之章程細則輪值退任。據此，本公司認為已採取充足措施，處理守則條文項下有關非執行董事之委任年期之規定。

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事須出席股東大會並與股東的觀點達成平衡諒解。然而，除林建球先生出席於二零一二年十二月十九日舉行之股東週年大會外，全部獨立非執行董事由於處理其他業務而均未出席於截至二零一三年十二月三十一日止十八個月舉行之本公司股東大會。

Corporate Governance Report

企業管治報告

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company had adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in rules 5.48 to 5.67 of the GEM Listing Rules. The Company also had made specific enquiry of all Directors and the Company was not aware of any noncompliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors during the eighteen months ended 31 December 2013.

BOARD OF DIRECTORS

The Directors acknowledge their responsibilities for the preparation of accounts, which shall give a true and fair view of the state of affairs of the Group. Details of the basis of preparation of financial statements are set out in Note 3 to the consolidated financial statements. The Board is also responsible for formulating the Group's long term strategy, determining and approving the Group's significant transactions and supervising the management to ensure thorough implementation of the Group's policies and effective performance of their duties. Other decisions are to be delegated to management. As at 31 December 2013, the Board comprised seven Directors, including four executive Directors and three independent non-executive Director. The executive Directors were Mr. Theo EDE, Mr. ZHANG Xinyu, Mr. CHEUNG Sing Tai and Mr. LIAN Xin. The independent non-executive Director were Mr. LAM Kin Kau, Mark, Professor SONG Junde and Dr. Jih Chyi LEU. Following the retirement and removal of Directors took place in March 2014. The existing Board comprises Mr. CHEUNG Sing Tai (as Chairman of the Board and Chief Executive Officer), Mr. ZHANG Xinyu and Mr. LIAN Xin as executive Directors; and Mr. LEUNG Ka Wo, Ms. LU Zhuo and Mr. CHOU Jianzhong as independent non-executive Directors. Biographies of the existing Directors are set out in pages 15 to 17.

有關董事進行證券交易之行為 守則

本公司已採納一套有關董事進行證券交易之行為守則，其條款並不遜於創業板上市規則第5.48至5.67條所載之交易準則。截至二零一三年十二月三十一日止十八個月，本公司亦曾對所有董事作出特別查詢，而本公司並不知悉任何有關董事進行證券交易之交易準則規定及行為守則之不合規事宜。

董事會

董事深明其職責乃編製真實兼公平反映本集團財務狀況之賬目。財務報表編製基準之詳情載於綜合財務報表賬目附註3。董事會亦負責制定本集團之長遠策略、決定及批准本集團之重大交易事項、監控管理層以確保彼等妥善推行本集團之政策及有效履行其職務。其他職責則授權予管理層處理。於二零一三年十二月三十一日，董事會由七名董事組成，包括四名執行董事及三名獨立非執行董事。執行董事為Theo EDE先生、張新宇先生、張聲泰先生及練新先生。獨立非執行董事為林建球先生、宋俊德教授及Jih Chyi LEU博士。繼二零一四年三月董事辭任及免職後，現時董事會包括執行董事張聲泰先生（董事會主席兼行政總裁）、張新宇先生及練新先生；及獨立非執行董事梁家和先生、呂卓女士及丑建忠先生。現任董事之履歷載於第15至第17頁。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (Continued)

Professor CHEN Lujun resigned as independent non-executive Director and ceased to be a member of the Audit Committee on 18 June 2013, before the appointment of Dr. Jih Chyi LEU to fill the vacancy arising therefrom on 21 June 2013, the Company failed to comply with Rules 5.05 (1) and 5.28 in respect of the sufficient number of independent non-executive Directors and members of Audit Committee.

Throughout the eighteen months ended 31 December 2013, 30 Board meetings were held. Details of the attendance of Directors are as follows:

董事會 (續)

陳呂軍教授於二零一三年六月十八日辭任獨立非執行董事且不再是審核委員會成員，之後於二零一三年六月二十一日委任Jih Chyi LEU博士填補由此引起的空缺，本公司未能就足夠的獨立非執行董事及審核委員會成員人數遵守第5.05(1)條及5.28條。

於截至二零一三年十二月三十一日止十八個月內召開了30次董事會會議，董事出席詳情如下：

Name of the Directors 董事姓名		Directors' Attendance 董事出席率
Executive Directors		
Mr. CHEUNG Sing Tai (appointed on 21 June 2013)	張聲泰先生 (於二零一三年六月二十一日獲委任)	8/10
Mr. LIAN Xin (appointed on 21 June 2013)	練新先生 (於二零一三年六月二十一日獲委任)	8/10
Mr. LI Hongrong (resigned on 21 June 2013)	李鴻榮先生 (於二零一三年六月二十一日辭任)	19/19
Mr. Theo EDE (removed on 18 March 2014)	Theo EDE先生 (於二零一四年三月十八日被免職)	24/30
Mr. HU Yangjun (resigned on 31 December 2013)	胡楊俊先生 (於二零一三年十二月三十一日辭任)	19/29
Mr. ZHANG Xinyu	張新宇先生	28/30
Independent Non-executive Directors		
Mr. LAM Kin Kau, Mark (removed on 18 March 2014)	林建球先生 (於二零一四年三月十八日被免職)	24/30
Professor SONG Junde (retired on 17 March 2014)	宋俊德教授 (於二零一四年三月十七日退任)	23/30
Professor CHEN Lujun (resigned on 18 June 2013)	陳呂軍教授 (於二零一三年六月十八日辭任)	11/18
Dr. Jih Chyi LEU (appointed on 21 June 2013 and retired on 17 March 2014)	Jih Chyi LEU博士 (於二零一三年六月二十一日獲委任 並於二零一四年三月十七日退任)	8/10

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (Continued)

Under code provision A.4.1, non-executive Directors should be appointed for specific term. There is no specific term of appointment of the non-executive Directors of the Company, however, they are subject to retirement by rotation in accordance with articles of association of the Company. Accordingly the Company considers that sufficient measures have been taken to dealt with the requirement in respect of the appointment terms of non-executive Directors as required under the code provision.

Each of the former independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and are independent in accordance with the terms of the guidelines. The Board held a board meeting for each quarter to discuss and approve the Group's results. The then board members attended the meetings.

In addition, the then Directors attended the board meetings to approve the appointment and resignation of Directors during the period.

CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

Under the code provision A.2.1, the roles of chairman and chief executive officer are separate and are not performed by the same individual. The chairman is responsible for overseeing the function of the Board and formulating overall strategies and policies of the Group. The chief executive officer, supported by the senior management, is responsible for managing the Group's responsibilities, the business, implementing major strategies, making day-to-day decisions and coordinating overall business operations.

Mr. LI Hongrong was Chairman of the Board up to his resignation on 21 June 2013, and thereafter Dr. Jih Chyi LEU was appointed as Chairman of the Board and Mr. ZHANG Xinyu was the chief executive officer of the Company respectively and their roles are segregated.

董事會 (續)

根據守則條文第A.4.1條，非執行董事應按特定任期委任。本公司之非執行董事並無特定委任年期，然而，彼等均須根據本公司之章程細則輪值退任。據此，本公司認為已採取充足措施，處理守則條文有關非執行董事之委任年期之規定。

每名前獨立非執行董事已根據創業板上市規則第5.09條就其獨立性作出年度確認。本公司認為，全體獨立非執行董事均符合創業板上市規則第5.09條所載之獨立性指引，並符合指引條款所規定之獨立性。董事會於每季度舉行一次董事會會議以討論及批准本集團之業績。當時之董事會成員已出席會議。

此外，當時之董事已出席董事會會議，以批准期內之董事委任及辭任。

主席及行政總裁

根據守則條文第A.2.1條，主席及行政總裁之角色分屬兩個獨立職位，不可由同一人兼任。主席負責監督董事會之運作及制定本集團之整體策略及政策。行政總裁獲高級管理人員支援，負責管理本集團之職責、業務、實施主要策略、作出日常決策及協調整體業務營運。

李鴻榮先生擔任董事會主席至彼於二零一三年六月二十一日辭任為止，其後Jih Chyi LEU博士及張新宇先生分別獲委任為董事會主席及本公司行政總裁，且彼等之職責已清楚區分。

Corporate Governance Report

企業管治報告

DIRECTORS' TRAINING

According to the code provision A.6.5 of the CG Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

All Directors have participated in continuous professional development and provided a record of training they received for the financial year ended 31 December 2013 to the Company. The Company has also continuously updated Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

GENERAL MEETINGS

During the eighteen months ended 31 December 2013, 4 general meetings were held, being the 2012 annual general meeting of the Company ("2012 AGM") held on 19 December 2012, and 3 extraordinary general meetings held on 31 July 2012, 17 October 2013 and 16 December 2013.

The Board is responsible for maintaining an on-going dialogue with shareholders and in particular, uses annual general meetings or other general meetings to communicate with them and encourage their participation. The executive Directors and the chairmen of the Audit Committee, the Remuneration Committee and the Nomination Committee attended the 2012 AGM to answer questions and collect views of shareholders.

董事之培訓

根據企業管治守則之守則條文第A.6.5條，全體董事均須參加持續專業發展，發展及更新其知識及技能，以確保其在具備全面資訊及切合所需的情況下對董事會作出貢獻。

所有董事均有參加持續專業發展，並向本公司提供彼等於截至二零一三年十二月三十一日止財政年度所接受培訓之記錄。本公司亦不斷向董事提供創業板上市規則及其他適用監管規定最新發展之資料，確保彼等遵守及更清楚了解良好企業管治常規。

股東大會

於截至二零一三年十二月三十一日止十八個月，本公司曾舉行4次股東大會，即於二零一二年十二月十九日舉行之二零一二年股東週年大會（「二零一二年股東週年大會」），及於二零一二年七月三十一日、二零一三年十月十七日及二零一三年十二月十六日舉行的3次股東特別大會。

董事會負責與股東保持持續對話，特別是利用股東週年大會或其他股東大會與股東溝通及鼓勵股東參與。執行董事及審核委員會、薪酬委員會及提名委員會主席均有出席二零一二年股東週年大會，以解答股東提問及收集股東意見。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES

To assist the Board in discharge of its duties, the Board is supported by three board committees. Each committee has its defined scope of duties and terms of reference and the committee members are empowered to make decisions on matters within the terms of reference of each committee.

1. AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the audit committee are (a) to review the Group's annual reports, interim reports and quarterly reports; (b) to discuss and review with the auditor of the Company on the scope and findings of the audit; and (c) to supervise the financial reporting process and internal control procedures of the Group.

The Audit Committee consists of all the Company's independent non-executive Directors, namely Mr. LEUNG Ka Wo, Ms. LU Zhuo and Mr. CHOU JianZhong who were all appointed on 20 March 2014. The chairman of the Audit Committee is Mr. LEUNG Ka Wo, who possesses extensive experience in finance and accounting.

The Audit Committee held nine meetings during the period under review and the then committee members attended the meetings.

The Group's audited annual results for the year ended 30 June 2012 and the unaudited quarterly and interim results during the eighteen months ended 31 December 2013 have been reviewed by the Audit Committee, which is of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure have been made.

董事委員會

為協助董事會履行職務，董事會獲三個董事委員會支援。每個委員會各有已界定之職責範圍及職權範圍，且各委員會成員有權就每個委員會職權範圍以內之事宜作出決策。

1. 審核委員會

本公司已成立審核委員會（「審核委員會」），其書面職權範圍符合創業板上市規則第5.28至第5.33條。審核委員會之主要職責乃(a)審閱本集團之年度、中期及季度報告；(b)與本公司核數師商討及檢討核數之範疇及結果；及(c)監督本集團之財務申報程序及內部監控程序。

審核委員會現由本公司所有獨立非執行董事梁家和先生、呂卓女士及丑建忠先生組成，彼等均於二零一四年三月二十日獲委任。審核委員會之主席為梁家和先生，其擁有豐富的財務及會計經驗。

於回顧期內，審核委員會共舉行九次會議，而當時之委員會成員均已出席會議。

審核委員會已審閱本集團截至二零一二年六月三十日止年度之經審核年度業績及截至二零一三年十二月三十一日止十八個月之未經審核季度及中期業績。審核委員會認為有關業績已根據適用會計準則及規定而編製，並已作出充分披露。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (Continued)

1. AUDIT COMMITTEE (Continued)

Details of the members' attendance of the Audit Committee meetings are as follows:

Name of the Members 成員姓名		Members' Attendance 成員出席率
Mr. LAM Kin Kau, Mark (removed on 18 March 2014)	林建球先生 (於二零一四年三月十八日被免職)	9/9
Professor SONG Junde (retired on 17 March 2014)	宋俊德教授 (於二零一四年三月十七日退任)	7/9
Professor CHEN Lujun (resigned on 18 March 2013)	陳呂軍教授 (於二零一三年三月十八日辭任)	3/4
Dr. Jih Chyi LEU (appointed on 21 June 2013 and retired on 17 March 2014)	Jih Chyi LEU博士 (於二零一三年六月二十一日獲委任 並於二零一四年三月十七日退任)	2/3

2. REMUNERATION COMMITTEE

The Company has established a remuneration committee (the "Remuneration Committee") according to the relevant provisions of the GEM Listing Rules with written terms of reference. Its primary duties are (a) to make remunerations to the Board on the Company's policy and structure for all remuneration of Directors and senior management; and (b) to establish a formal and transparent procedure for developing policy on such remuneration.

The Remuneration Committee consists of one executive Director and two independent non-executive Directors, namely Mr. LEUNG Ka Wo (as chairman), Ms. Lu Zhuo and Mr. CHEUNG Sing Tai who were all appointed as members on 20 March 2014.

During the period under review, the committee held 5 meetings to discuss the remuneration related matters. During the meetings, the performance of executive Directors was assessed, and the remuneration of whom and the policy of which was discussed and approved.

董事委員會 (續)

1. 審核委員會 (續)

審核委員會會議的成員出席詳情如下：

2. 薪酬委員會

本公司已按照創業板上市規則之有關規定成立薪酬委員會(「薪酬委員會」)，並已釐定其書面職權範圍。其主要職責乃(a)就本公司全體董事及高級管理人員之薪酬政策及架構向董事會提供建議；及(b)設立正規及具透明度之程序以制訂有關薪酬政策。

薪酬委員會由本公司一名執行董事及兩名獨立非執行董事梁家和先生(作為主席)、呂卓女士及張聲泰先生組成，彼等均於二零一四年三月二十日獲委任為成員。

於回顧期間內，委員會已舉行五次會議商討薪酬相關事項。會議評估執行董事之表現，亦商討及通過有關職位之薪酬及有關職位之政策。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (Continued)

2. REMUNERATION COMMITTEE

Details of the members' attendance of the Remuneration Committee meetings are as follows:

Name of the Members 成員姓名		Members' Attendance 成員出席率
Mr. LAM Kin Kau, Mark (removed on 18 March 2014)	林建球先生 (於二零一四年三月十八日被免職)	5/5
Professor SONG Junde (retired on 17 March 2014)	宋俊德教授 (於二零一四年三月十七日退任)	5/5
Professor CHEN Lujun (resigned on 18 June 2013)	陳呂軍教授 (於二零一三年六月十八日辭任)	1/2
Dr. Jih Chyi LEU (appointed on 21 June 2013 and retired on 17 March 2014)	Jih Chyi LEU博士 (於二零一三年六月二十一日獲委任 並於二零一四年三月十七日退任)	0/1

3. NOMINATION COMMITTEE

The Company has established a nomination committee (the "Nomination Committee") on 28 March 2013 with written terms of reference in accordance with requirements of the Stock Exchange. The Nomination Committee shall comprise at least three members with a majority of independent non-executive Directors, and the Chairman of the Board or an independent non-executive Director should take up the role of chairman of the Nomination Committee. The Nomination Committee currently consists of one executive Director, Mr. CHEUNG Sing Tai (as chairman), and two independent non-executive Directors, namely, Mr. LEUNG Ka Wo and Ms. LU Zhuo. The terms of reference of the Nomination Committee is currently made available on the websites of the Stock Exchange and the Company.

Terms of reference adopted by the Nomination Committee are aligned with the code provisions set out in the CG Code.

董事委員會 (續)

2. 薪酬委員會

薪酬委員會會議的成員出席詳情如下：

3. 提名委員會

本公司於二零一三年三月二十八日根據聯交所之規定成立具有書面職權範圍之提名委員會(「提名委員會」)。提名委員會須由最少三名成員組成，而當中大多數為獨立非執行董事，並由董事會主席或一名獨立非執行董事任提名委員會主席。提名委員會目前包括一名執行董事張聲泰先生(擔任主席)及兩名獨立非執行董事梁家和先生及呂卓女士。提名委員會之職權範圍現已刊載於聯交所及本公司網頁。

提名委員會採納之職權範圍符合企業管治守則所載守則條文之規定。

BOARD COMMITTEES (Continued)

3. NOMINATION COMMITTEE (Continued)

The functions of the Nomination Committee are to review and monitor the structure, size and composition of the Board and made recommendations on any proposed changes to the Board to complement of the Group's strategy; to identify qualified individuals to become members of the Board; to assess the independence of independent non-executive Directors; and to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive.

The Board adopted on 30 August 2013 a board diversity policy (the "Board Diversity Policy") and delegated certain duties under the Policy to the Nomination Committee. The Board had also reviewed on 30 August 2013 the structure of the Board and is of the opinion the Board consisted of members with different gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge, which met the requirements under the terms of the Board Diversity Policy.

During the eighteen months ended 31 December 2013, the Nomination Committee held 2 meetings to approve the change of members and nomination of directors.

董事委員會 (續)

3. 提名委員會 (續)

提名委員會之職能為檢討及監督董事會之架構、規模及組成、向董事會提出任何更改建議以配合本集團策略、物色合資格人選出任董事會成員、評估獨立非執行董事之獨立身份以及就委任或重新委任董事及董事 (特別是主席及行政總裁) 的繼任計劃向董事會提供建議。

董事會於二零一三年八月三十日採納董事會多元化政策 (「董事會多元化政策」) 並將政策項下的若干職責委託給提名委員會。董事會亦已於二零一三年八月三十日檢討董事會架構，並認為董事會由不同性別、年齡、文化及教育背景、種族、專業經驗、技能及知識的成員組成，符合董事會多元化政策條款的規定。

截至二零一三年十二月三十一日止十八個月，提名委員會舉行兩次會議，以批准變更成員及提名董事。

Name of the Members 成員姓名		Members' Attendance 成員出席率
Mr. LAM Kin Kau, Mark (removed on 18 March 2014)	林建球先生 (於二零一四年三月十八日被免職)	2/2
Professor SONG Junde (retired on 17 March 2014)	宋俊德教授 (於二零一四年三月十七日退任)	2/2
Professor CHEN Lujun (resigned on 18 June 2013)	陳呂軍教授 (於二零一三年六月十八日辭任)	N/A 不適用
Dr. Jih Chyi LEU (appointed on 21 June 2013 and retired on 17 March 2014)	Jih Chyi LEU博士 (於二零一三年六月二十一日獲委任 並於二零一四年三月十七日退任)	N/A 不適用

Corporate Governance Report

企業管治報告

DIRECTORS' RESPONSIBILITY FOR THE PREPARATION OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the financial statements of the Group and ensure that the financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group.

The responsibility statement of external auditor of the Company, HLB Hodgson Impey Cheng Limited ("HLB"), about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditors' Report on pages 42 and 44.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any matters uncertainly relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

董事有關編製財務報表之責任

董事知悉其負責編製本集團之財務報表，並確保有關財務報表乃根據法定規定及適用會計準則編製。董事亦確保本集團財務報表獲適時公佈。

本公司外聘核數師國衛會計師事務所有限公司（「國衛」）有關其就本集團財務報表之申報責任之責任聲明，載於第42及44頁的獨立核數師報告。

董事確認，經作出一切合理查詢後，就彼等所知、所獲資料及所信，彼等並不知悉任何可能會對本公司持續經營能力造成重大疑慮之事件或情況之不確定因素。

Corporate Governance Report

企業管治報告

AUDITOR'S REMUNERATION

For the eighteen months ended 31 December 2013, the remuneration paid/payable to the Company's auditor, HLB, are set out below:–

核數師酬金

於截至二零一三年十二月三十一日止十八個月，已付／應付本公司核數師國衛之薪酬載列如下：

		HK\$'000 千港元
Services rendered by HLB		
Audit services	國衛提供之服務 審核服務	1,080
Non-audit services	非審核服務	–
		1,080

The remuneration paid to the Company's former auditor, Zhonglei (HK) Company Company Limited ("Zhonglei"), are set out below:–

向本公司前任核數師中磊(香港)會計師事務所有限公司(「中磊」)支付之薪酬載列如下：

		HK\$'000 千港元
Services rendered by Zhonglei		
Audit services	中磊提供之服務 審核服務	32
Non-audit services	非審核服務	141
		173

Corporate Governance Report

企業管治報告

COMPANY SECRETARY

The Company engages an external professional company secretarial services provider, Uni-1 Corporate Services Limited (“Uni-1”), to provide compliance and full range of company secretarial services to the Group in order to assist the Group to cope with the changing regulatory environment and to suit difference commercial needs.

Mr. TSE Kam Fai (“Mr. Tse”), the representative of Uni-1, is the named Company Secretary of the Company who was appointed on 20 March 2014.

According to the requirements of Rule 5.15 of the GEM Listing Rules, Mr. Tse, being a person who was a company secretary of an issuer before 31 December 1994, will take no less than 15 hours of relevant professional training for the financial year commencing on 1 January 2017.

Before the appointment of Mr. Tse as company secretary on 20 March 2014, Mr. YUEN Poi Lam was the company secretary of the Company and he has taken no less than 15 hours of relevant professional training for the eighteen months ended 31 December 2013.

SHAREHOLDERS’ RIGHTS

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

公司秘書

統一企業服務有限公司(「統一」)為本公司外聘提供專業公司秘書服務之公司，為本集團提供合規及全面之公司秘書服務，從而協助本集團應對瞬息萬變之監管環境及迎合不同商業需要。

統一之代表謝錦輝先生(「謝先生」)為本公司之冠名公司秘書，彼於二零一四年三月二十日獲委任。

根據創業板上市規則第5.15條之規定，謝先生(於一九九四年十二月三十一日前為發行人之公司秘書)將於二零一七年一月一日開始之財政年度參與不少於十五小時之相關專業培訓。

在於二零一四年三月二十日委任謝先生為公司秘書前，袁沛林先生為本公司之公司秘書及彼於截至二零一三年十二月三十一日止十八個月參與不少於十五小時之相關專業培訓。

股東權利

本公司股東大會提供股東與董事會溝通之平台。本公司每年均於董事會決定之地點舉行股東週年大會。除股東週年大會外，每次股東大會均為股東特別大會。

SHAREHOLDERS' RIGHTS (Continued)

SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING

Shareholders may convene an extraordinary general meeting of the Company according to the provisions as set out in the Articles and The Companies Law (2013 Revision) of the Cayman Islands. The procedures shareholders can use to convene an extraordinary general meeting are set out in the document entitled "Procedures for a Shareholder to Propose a Person for Election as a Director", which is currently available on the Company's website.

PUTTING ENQUIRIES BY SHAREHOLDERS TO THE BOARD

To ensure effective communications between the Board and the shareholders and the investment community at large, the Company's information is communicated to the shareholders and the investment community mainly through the Company's financial reports (quarterly reports, interim reports and annual reports), and its corporate communications and other corporate publications on the Company's website and the Stock Exchange's website. Shareholders and the investment community may at any time make a request for the Company's information to the extent such information is publicly available. Any such questions shall be first directed to the Company Secretary at the Company's principal place of business in Hong Kong.

股東權利(續)

股東召開股東特別大會

股東可根據細則及開曼群島公司法(二零一三年修訂本)所載之條文召開本公司之股東特別大會。股東可用以召開股東特別大會之程序載於標題為「股東提名人選參選董事之程序」之文件內。該文件現載於本公司網站。

股東向董事會查詢

為確保董事會與股東及整體投資社群有效溝通，本公司之資料主要透過本公司財務報告(季度報告、中期報告及年度報告)及公司通訊及發佈於本公司及聯交所網站上的其他公司刊物傳遞予股東及投資社群。股東及投資社群可隨時要求索閱本公司可予公開之資料。任何該等疑問應首先呈遞予公司秘書，地點為本公司香港主要營業地點。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS (Continued)

PROCEDURES FOR PUTTING FORWARD PROPOSALS BY SHAREHOLDERS AT SHAREHOLDERS' MEETING

The number of members necessary for a requisition for putting forward a proposal at a general meeting shall be:

- (a) any number of members holding not less than one-twentieth (5%) of the paid-up capital of the Company as at the date of the requisition carrying the right of voting at general meetings of the Company; or
- (b) not less than one hundred members.

A copy or copies of requisition signed by all requisitionists shall be deposited, with a sum reasonably sufficient to meet the Company's expenses in giving notice of the proposed resolution or circulating any necessary statement, at the Company's principal place of business in Hong Kong in the case of:-

- (i) a requisition requiring notice of a resolution, not less than six weeks before the meeting; and
- (ii) any other requisition, not less than one week before the meeting.

The Company will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with the necessary procedures.

CONSTITUTIONAL DOCUMENTS

The shareholders approved at an extraordinary general meeting held on 16 December 2013 a special resolution for amendments to the Memorandum and Articles of Association of the Company to conform the documents in line with the revised requirements of the Cayman Islands Companies Law and GEM Listing Rules since 2002. Please refer to the circular of the Company dated 20 November 2013 for details of the amendments.

股東權利(續)

股東於股東大會上提呈議案之程序

於股東大會上請求提呈議案所需股東人數應為:

- (a) 於請求書日期持有賦予權利可於本公司股東大會投票之本公司繳足股本不少於二十分之一(5%)之任何股東人數;或
- (b) 不少於一百名股東。

於下列時間,向本公司香港主要營業地點呈遞由所有請求人簽署之請求書副本或多份副本,並應繳交足以滿足本公司發佈有關建議決議案之通告或傳送任何必要聲明所需費用之合理款項:

- (i) 倘屬要求發出議案通告之請求書,則須於有關會議舉行前不少於六個星期;及
- (ii) 倘屬任何其他請求書,則須於有關會議舉行前不少於一個星期。

本公司將核證有關請求書,一旦確認請求適合及妥當,董事會將着手進行必要程序。

憲章文件

股東於二零一三年十二月十六日舉行的股東特別大會上批准一項有關修訂本公司組織章程大綱及細則之特別決議案,以使文件符合開曼群島公司法及創業板上市規則自二零零二年起之經修訂規定。有關修訂的詳情,請參閱本公司日期為二零一三年十一月二十日之通函。

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board recognizes the importance of good communications with all shareholders. The Company's annual general meeting is a valuation forum for the Board to communicate directly with the shareholders. The Chairman of the Board as well as the chairman of each of the Audit Committee, the Nomination Committee and the Remuneration Committee together with the external auditor are present to answer shareholders' questions. The annual report together with annual general meeting circular is distributed to all the shareholders at least 20 clear business days before the annual general meeting.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

INTERNAL CONTROLS

The Board has overall responsibility for maintaining a proper and effective system of internal control of the Group. The internal control system includes safeguard of the interest of shareholders and the Group's assets. The Board has delegated to management the implementation of all relevant financial, operational, compliance controls and risk management function without a defined framework.

During the eighteen months ended 31 December 2013, the Board has conducted a review of the system of internal control to ensure the effectiveness and adequacy of the system. The Board shall conduct such review at least once annually.

與股東及投資者的溝通

董事會認同與所有股東有良好的溝通至為重要。本公司的週年股東大會提供寶貴場合讓董事會直接與股東溝通。董事會主席以及審核委員會、提名委員會及薪酬委員會的主席，連同外聘核數師均會出席股東週年大會，解答股東提問。年報連同有關股東週年大會的通函於股東週年大會舉行前最少二十個工作天寄發予所有股東。

以投票方式表決

根據創業板上市規則第17.47(4)條之規定，除主席以誠實信用之原則做出決定，容許純粹有關程序或行政事宜之決議案以舉手方式表決外，在股東大會上，股東所作之任何表決必須以投票方式進行。

內部監控

董事會於維持本集團適當和有效之內部監控系統方面肩負整體責任。內部監控系統包括保護股東利益和本集團之資產。董事會已將無界定架構之所有財務、營運和監察控制及風險管理相關職能轉授予管理層負責。

於截至二零一三年十二月三十一日止十八個月，董事會已檢討其內部監控系統以確保該系統之有效性及充足性。董事會將每年至少進行一次有關檢討。

Independent Auditors' Report

獨立核數師報告



國衛會計師事務所有限公司
Hodgson Impey Cheng Limited

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong
香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

TO THE SHAREHOLDERS OF NEO TELEMEDIA LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Neo Telemedia Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 45 to 214, which comprise the consolidated statement of financial position as at 31 December 2013, 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 period from 1 July 2012 to 31 December 2013, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY 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 Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

致中國新電信集團有限公司 列位股東

(於開曼群島註冊成立之有限公司)

本核數師已審核列載於第45至214頁中國新電信集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表,當中包括於二零一三年十二月三十一日之綜合財務狀況表與自二零一二年七月一日至二零一三年十二月三十一日期間的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及重大會計政策概要及其他說明資料。

董事就綜合財務報表須承擔的 責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製並真實而公平地呈列綜合財務報表。這包括董事認為必須的相關內部控制,以使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

Independent Auditors' Report

獨立核數師報告

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

核數師之責任

本核數師之責任是根據審核工作的結果，對此等綜合財務報表發表意見，僅按照協定的委聘條款向作為一個團體的閣下呈報本核數師的意見，除此之外不作其他用途。本核數師概不就本報告的內容對任何其他人士負責或承擔責任。本核數師已按照香港會計師公會頒佈的香港審核準則進行審核工作。該等準則規定本核數師須遵守道德操守規範，並規劃及進行審核，以合理地確定綜合財務報表是否不存在重大錯誤陳述。

審核工作涉及執行程序以取得與綜合財務報表所載金額及披露事項有關之審核憑證。選取之程序須視乎核數師之判斷，包括評估綜合財務報表存在重大錯誤陳述（不論由欺詐或錯誤引起）之風險。在作出該等風險評估時，核數師會考慮與實體編製並真實兼公平地呈列綜合財務報表有關之內部監控，以便設計適當之審核程序，但並非為對實體之內部監控是否有效表達意見。審核工作亦包括評價董事所採用之會計政策是否恰當及所作會計估算是否合理，以及評價綜合財務報表之整體呈列方式。

本核數師相信，本核數師已取得充分恰當之審核憑證，為本核數師之審核意見提供基礎。

Independent Auditors' Report

獨立核數師報告

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2013 and of the Group's loss and cash flow for the eighteen months then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirement of the Hong Kong Companies Ordinance.

OTHER MATTER

The consolidated financial statements of the Group for the year ended 30 June 2012 were audited by another auditors who expressed a qualified opinion on those statements on 27 September 2012 as a result of (1) the scope limitation on the impairment assessment of other receivables of approximately HK\$33,972,000 as at 30 June 2012; and (2) the scope limitation on the impairment assessment of loan and loan interest receivables of approximately HK\$10,858,000 as at 30 June 2012.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Shek Lui

Practising Certificate Number: P05895

Hong Kong, 31 March 2014

意見

本核數師認為，該等綜合財務報表乃按照香港財務報告準則真實及公平地反映 貴集團於二零一三年十二月三十一日之財務狀況及 貴集團截至該日止十八個月之虧損及現金流量，並按照香港公司條例之披露規定妥為編製。

其他事宜

貴集團截至二零一二年六月三十日止年度之綜合財務報表乃由其他核數師審核，該核數師於二零一二年九月二十七日就該等報表發表保留意見，原因為(1)於二零一二年六月三十日其他應收款項約33,972,000港元減值評估之範圍限制；及(2)於二零一二年六月三十日應收貸款及貸款利息約10,858,000港元減值評估之範圍限制。

國衛會計師事務所有限公司

香港執業會計師

石磊

執業證書編號：P05895

香港，二零一四年三月三十一日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

			18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Continuing operations	持續經營業務			
Turnover	營業額	7	61,067	100,180
Cost of sales	銷售成本		(29,900)	(9,396)
Gross profit	毛利		31,167	90,784
Other income and gains	其他收入及收益	8	20,528	3,180
Change in fair value of contingent consideration payable	應付或然代價之公平值變動	46	93,587	183,415
Change in fair value of contingent consideration receivable	應收或然代價之公平值變動	24(b)	-	33,972
Change in fair value of convertible notes	可換股票據之公平值變動	32	-	702
Change in fair value of derivative financial assets	衍生金融資產之公平值變動	32	(5,495)	-
Selling and marketing costs	銷售及市場推廣成本		(5,270)	(1,741)
Administrative and other expenses	行政及其他費用		(124,706)	(112,489)
Impairment loss recognised in respect of intangible assets	就無形資產確認之減值虧損	22	(23,769)	(109,316)
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	21	(301,997)	(541,458)
Loss on early redemption of convertible notes	提早贖回可換股票據之虧損	32	-	(1,596)
Share of loss of an associate	應佔一間聯營公司虧損	20	(335)	-
Finance costs	融資成本	10	(11,986)	(1,305)
Loss before tax	除稅前虧損	12	(328,276)	(455,852)
Income tax credit	所得稅抵免	11	2,758	35,630
Loss for the period/year from continuing operations	持續經營業務之期內／年內虧損		(325,518)	(420,222)
Discontinued operation	終止經營業務			
Profit/(loss) for the period/year from discontinued operation, net of income tax	終止經營業務之期內／年內溢利／(虧損) (扣除所得稅)	14	333	(10,897)
Loss for the period/year	期內／年內虧損		(325,185)	(431,119)
Other comprehensive income for the period/year, net of tax	期內／年內其他全面收入 (扣除稅項)			
Item that may be reclassified subsequently to profit or loss:	其後或會重新分類至損益之項目:			
Exchange differences on translation of financial statements of foreign operations	因換算海外業務財務報表所產生之匯兌差額		2,761	2,169
Total comprehensive loss for the period/year	期內／年內全面虧損總額		(322,424)	(428,950)

Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

綜合損益及其他全面收益表 (續)

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

		Notes 附註	18 months ended 31 December 2013 截至二零一三年 十二月三十一 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
(Loss)/profit for the period/year attributable to:	以下人士應佔期內／年內 (虧損)／溢利：			
Owners of the Company	本公司擁有人			
– from continuing operations	– 持續經營業務		(316,069)	(454,256)
– from discontinued operation	– 終止經營業務		333	(10,897)
			(315,736)	(465,153)
Non-controlling interests	非控股權益			
– from continuing operations	– 持續經營業務		(9,449)	34,034
– from discontinued operation	– 終止經營業務		–	–
			(9,449)	34,034
			(325,185)	(431,119)
Total comprehensive (loss)/income attributable to:	以下人士應佔全面 (虧損)／收入總額：			
Owners of the Company	本公司擁有人		(314,811)	(464,197)
Non-controlling interests	非控股權益		(7,613)	35,247
			(322,424)	(428,950)
Loss per share	每股虧損	13	HK Cents 港仙	HK Cents 港仙
From continuing and discontinued operations	來自持續及終止經營業務			
Basic	基本		(13.08)	(21.49)
Diluted	攤薄		(13.08)	(21.49)
From continuing operations	來自持續經營業務			
Basic	基本		(13.09)	(20.98)
Diluted	攤薄		(13.09)	(20.98)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2013 於二零一三年十二月三十一日

			31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
	Notes 附註			
Non-current assets		非流動資產		
Property, plant and equipment	18	物業、廠房及設備	46,594	26,244
Interests in an associate	20	於一間聯營公司之權益	-	-
Goodwill	21	商譽	329,017	351,528
Intangible assets	22	無形資產	252,987	62,282
			628,598	440,054
Current assets		流動資產		
Inventories	25	存貨	614	-
Trade receivables	26	貿易應收賬款	9,469	80,098
Prepayments, deposits and other receivables	24	預付款項、按金及其他應收款項	93,130	94,273
Loan and loan interest receivables	27	應收貸款及貸款利息	-	56,349
Derivative financial assets	32	衍生金融資產	711	-
Cash and cash equivalents	28	現金及現金等價物	10,966	7,671
			114,890	238,391
Assets classified as held for sale	29	分類為持作出售之資產	-	15,874
			114,890	254,265
Current liabilities		流動負債		
Trade payables	30	貿易應付賬款	5,256	7,854
Other payables and accruals	31	其他應付款項及應計款項	47,463	21,702
Deposits received		已收按金	149	7,378
Receipts in advances		預收賬款	162	21,180
Tax liabilities		稅項負債	5,288	7,506
			58,318	65,620
Liabilities associated with assets classified as held for sale	29	與分類為持作出售之資產有關之負債	-	7,874
			58,318	73,494
Net current assets		流動資產淨值	56,572	180,771
Total assets less current liabilities		總資產減流動負債	685,170	620,825

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表 (續)

As at 31 December 2013 於二零一三年十二月三十一日

			31 December 2013 二零一三年 十二月三十一日	30 June 2012 二零一二年 六月三十日
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current liabilities	非流動負債			
Convertible notes	可換股票據	32	142,240	–
Deferred tax liabilities	遞延稅項負債	33	41,366	9,772
			183,606	9,772
Net assets	資產淨值		501,564	611,053
Capital and reserves	資本及儲備			
Share capital	股本	34	255,492	232,692
Reserves	儲備		141,584	323,764
Equity attributable to owners of the Company	本公司擁有人應佔權益		397,076	556,456
Non-controlling interests	非控股權益		104,488	54,597
Total equity	權益總額		501,564	611,053

The consolidated financial statements on pages 45 to 214 were approved and authorised for issue by the board of directors on 31 March 2014 and are signed on its behalf by:

第45頁至第214頁的綜合財務報表於二零一四年三月三十一日獲董事會批准及授權刊發，並由下列董事代表簽署：

CHENG Sing Tai
張聲泰
DIRECTOR
董事

ZHANG Xinyu
張新宇
DIRECTOR
董事

Consolidated Statement of Changes in Equity 綜合權益變動表

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

		Attributable to owners of the Company 本公司擁有人應佔											
		Share Capital	Share premium	Share options reserve	Warrant reserve 認股權證 儲備	Convertible note reserve 可換股票據 儲備	Capital and other reserve 資本及 其他儲備	Translation reserve 換算儲備	Statutory reserve 法定儲備	Accumulated losses 累計虧損	Sub-total	Non- controlling interests	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	認股權證 儲備 HK\$'000 千港元	可換股票據 儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元 (Note a) (附註a)	換算儲備 HK\$'000 千港元	法定儲備 HK\$'000 千港元 (Note b) (附註b)	累計虧損 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 July 2011	於二零一一年七月一日	193,282	828,365	38,331	-	-	17,590	27	-	(214,711)	862,874	22,453	885,327
(Loss)/profit for the year	年內(虧損)/溢利	-	-	-	-	-	-	-	-	(465,153)	(465,153)	34,034	(431,119)
Exchange differences on translation of financial statements of foreign operations	因換算海外業務財務報表所產生之匯兌差額	-	-	-	-	-	-	956	-	-	956	1,213	2,169
Other comprehensive income for the year	年內其他全面收入	-	-	-	-	-	-	956	-	-	956	1,213	2,169
Total comprehensive income/(loss) for the year	年內全面收入/(虧損)總額	-	-	-	-	-	-	956	-	(465,153)	(464,197)	35,247	(428,950)
Transfer (Note b)	轉撥(附註b)	-	-	-	-	-	-	-	7,375	(4,272)	3,103	(3,103)	-
Issue shares in relation to the acquisition of Smart Long Limited (Note 34)	就收購智明有限公司發行股份(附註34)	6,875	30,936	-	-	-	-	-	-	-	37,811	-	37,811
Issue shares in relation to the acquisition of Ease Ray Limited (Note 34)	就收購宜亮有限公司發行股份(附註34)	5,535	31,550	-	-	-	-	-	-	-	37,085	-	37,085
Cancellation of share options (Note 35)	註銷購股權(附註35)	-	-	(5,144)	-	-	-	-	-	5,144	-	-	-
Placing of shares (Note 34)	配售股份(附註34)	27,000	52,780	-	-	-	-	-	-	-	79,780	-	79,780
At 30 June 2012	於二零一二年六月三十日	232,692	943,621	33,187	-	-	17,590	983	7,375	(678,992)	556,456	54,597	611,053

Consolidated Statement of Changes in Equity (Continued)

綜合權益變動表 (續)

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Share options reserve	Warrant reserve	Convertible note reserve	Capital and other reserve	Translation reserve	Statutory reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		股本	股份溢價	購股權儲備	認股權證儲備	可換股票據儲備	其他儲備	換算儲備	法定儲備	累計虧損	小計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
							(Note a) (附註a)		(Note b) (附註b)				
At 1 July 2012	二零一二年七月一日	232,692	943,621	33,187	-	-	17,590	983	7,375	(678,992)	556,456	54,597	611,053
Loss for the period	期內虧損	-	-	-	-	-	-	-	-	(315,736)	(315,736)	(9,449)	(325,185)
Exchange differences on translation of financial statements of foreign operations	因換算海外業務財務報表所產生之匯兌差額	-	-	-	-	-	-	925	-	-	925	1,836	2,761
Other comprehensive income/(loss) for the period	期內其他全面收入/(虧損)	-	-	-	-	-	-	925	-	-	925	1,836	2,761
Total comprehensive income/(loss) for the period	期內全面收入/(虧損)總額	-	-	-	-	-	-	925	-	(315,736)	(314,811)	(7,613)	(322,424)
Release of capital reserve upon disposal of subsidiaries (Note a)	於出售附屬公司時解除資本儲備(附註a)	-	-	-	-	-	(17,590)	-	-	17,590	-	-	-
Non-controlling interests arising from acquisition of subsidiaries	收購附屬公司產生之非控股權益	-	-	-	-	-	-	-	-	-	-	57,504	57,504
Issue of shares in relation to the acquisition of subsidiaries (Note 34)	就收購附屬公司發行股份(附註34)	11,900	55,930	-	-	-	-	-	-	-	67,830	-	67,830
Recognition of the equity component of convertible notes in relation to the acquisition of subsidiaries	就收購附屬公司確認可換股票據之權益部分	-	-	-	-	7,131	-	-	-	-	7,131	-	7,131
Recognition of equity – settled share based payment	確認股權結算以股份支付	-	-	30,490	-	-	-	-	-	-	30,490	-	30,490
Issue of unlisted warrants	發行非上市認股權證	-	-	-	14,600	-	-	-	-	-	14,600	-	14,600
Lapse of share options	已失效購股權	-	-	(16,593)	-	-	-	-	-	16,593	-	-	-
Placing of shares	配售股份	10,900	25,070	-	-	-	-	-	-	-	35,970	-	35,970
Share issuing expenses	股份發行開支	-	(590)	-	-	-	-	-	-	-	(590)	-	(590)
At 31 December 2013	於二零一三年十二月三十一日	255,492	1,024,031	47,084	14,600	7,131	-	1,908	7,375	(960,545)	397,076	104,488	501,564

Consolidated Statement of Changes in Equity (Continued)

綜合權益變動表 (續)

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

Notes:

(a) It represents the following:

- (i) the difference between the aggregate nominal value of the share capital of B&S Group Limited and its subsidiaries acquired by the Company and the nominal value of the share capital of the Company issued as consideration in exchange of HK\$157,000; and
- (ii) the surplus of HK\$17,433,000 arising from allotment and issue of 15,000 shares of USD1 each of B&S Group Limited, credited as fully paid to set off against the loans of HK\$17,550,000 owing to the executive directors pursuant to the Group Reorganisation as set out in the Company's prospectus dated 29 July 2002.

The reserve was released upon the completion of disposal of B&S Group Limited and its subsidiaries on 28 september 2012.

- (b) According to the relevant rules and regulations in the People's Republic of China ("PRC"), subsidiaries of Neo Telemedia Limited (the "Company") established in the PRC are required to transfer 10% of their net profit, as determined in accordance with the PRC accounting standards and regulations, to the statutory surplus reserve until the balance of the reserve reaches 50% of their respective registered capital. The transfer to this reserve must be made before distribution of dividends to owners of these subsidiaries. Statutory surplus reserve can be used to set off previous years' losses, if any, and may be converted into capital in proportion to existing equity owners' equity percentage, provided that the balance after such issuance is not less than 25% of their registered capital.

附註：

(a) 有關儲備指以下各項：

- (i) 本公司所收購B&S Group Limited及其附屬公司的股本總面值與本公司發行作為換取157,000港元的代價的股本面值兩者之差額；及
- (ii) 因配發及發行15,000股每股面值1美元的B&S Group Limited股份而產生之盈餘17,433,000港元（根據本公司日期為二零零二年七月二十九日的招股章程中所載的集團重組，有關股份入賬為繳足以抵銷欠執行董事之貸款17,550,000港元）。

於二零一二年九月二十八日完成出售B&S Group Limited及其附屬公司後，已解除儲備。

- (b) 根據中華人民共和國（「中國」）相關法例及法規，中國新電信集團有限公司（「本公司」）於中國成立之附屬公司須轉撥其純利之10%（按照有關中國會計準則及規定所釐定）至法定盈餘儲備，直至該儲備之結餘達致其各自之註冊資本之50%。轉撥至該儲備必須於向該等附屬公司之擁有人分派股息前作出。法定盈餘儲備可用作抵銷過往年度之虧損（如有），並可按現有權益擁有人之權益百分比轉換為股本，惟有關發行後之結餘不得低於其註冊資本之25%。

Consolidated Statement of Cash Flows

綜合現金流量表

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

		18 months ended 31 December 2013 截至二零一三年 十二月三十一 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Operating activities	經營業務		
(Loss)/profit before tax	除稅前(虧損)/溢利		
– from continuing operations	– 持續經營業務	(328,276)	(455,852)
– from discontinued operation	– 終止經營業務	333	(10,937)
Adjustments for:	調整項目:		
Finance costs	融資成本	11,986	1,305
Interest income	利息收入	(8,068)	(1,518)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	11,316	9,680
Amortisation of intangible assets	無形資產攤銷	36,359	51,141
Change in fair value of contingent consideration receivable	應收或然代價之 公平值變動	–	(33,972)
Change in fair value of contingent consideration payable	應付或然代價之 公平值變動	(93,587)	(183,415)
Waived of debt of other payable	獲豁免其他應付 款項之債務	–	(58)
Loss on strike off of branch	註銷分公司之虧損	–	22
Gain on disposal of subsidiaries	出售附屬公司之收益	(480)	–
Fair value change of derivative financial assets	衍生金融資產之公平值變動	5,495	–
Written off of property, plant and equipment	撇銷物業、廠房及設備	–	70
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損/(收益)	4,723	(443)
Loss on early redemption of convertible notes	提早贖回可換股票據之 虧損	–	1,596
Changes in fair value of convertible notes	可換股票據之 公平值變動	–	(702)
Impairment loss recognised in respect of assets held for sale	就持作出售資產確認之 減值虧損	–	7,142
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備 確認之減值虧損	–	6,861
Impairment loss recognised in respect of inventories	就存貨確認之減值虧損	–	800
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	301,997	541,458
Impairment loss recognised in respect of film rights, film in progress and film royalty deposits	就電影版權、在製影片及 電影版權按金確認之 減值虧損	–	3,949
Impairment loss recognised in respect of intangible assets	就無形資產確認之 減值虧損	23,769	109,316
Impairment loss recognised in respect of trade receivables	就貿易應收賬款確認之 減值虧損	–	41
Impairment loss recognised in respect of other receivables	就其他應收款項確認之 減值虧損	15	1,607
Amortisation of film rights, film in progress and film royalty deposits	電影版權、在製影片及 電影版權按金攤銷	–	278
Share of loss of an associate	應佔一間聯營公司虧損	335	–
Share-based payment expense	以股份為基礎的付款開支	30,490	–

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表 (續)

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(3,593)	48,369
Decrease/(increase) in trade receivables	貿易應收賬款減少/(增加)	71,425	(25,418)
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	11,229	23,697
Decrease in inventories	存貨減少	239	–
Decrease in trade payables	貿易應付賬款減少	(11,422)	(29,571)
Increase/(decrease) in other payables and accruals	其他應付款項及應計款項增加/(減少)	16,665	(35,919)
Decrease in deposits received	已收按金減少	(7,229)	(8,363)
(Decrease)/increase in receipts in advance	預收賬款(減少)/增加	(21,559)	17,941
Cash generated from/(used in) operations	經營業務產生/(所用)現金	55,755	(9,264)
Income tax paid	已付所得稅	(7,648)	(5,382)
Net cash generated from/(used in) operating activities	經營業務產生/(所用)現金淨額	48,107	(14,646)
Investing activities	投資活動		
Acquisition of subsidiaries (net of cash and cash equivalent acquired)	收購附屬公司(經扣除所收購現金及現金等價物)	(78,373)	13
Disposal of subsidiaries (net of cash and cash equivalent disposed)	出售附屬公司(經扣除所出售現金及現金等價物)	7,545	–
Purchase of property, plant and equipment	購買物業、廠房及設備	(29,411)	(1,755)
Purchase of film rights, film in progress and film royalty deposits	購買電影版權、在製影片及電影版權按金	–	(12)
Purchase of intangible assets	購買無形資產	(91,493)	(5,434)
Loan to independent third parties	向獨立第三方作出的貸款	–	(48,816)
Repayment of loan receivables and loan interest receivables	償還應收貸款及應收貸款利息	64,367	11,915
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	1,980	905
Proceeds from disposal of financial asset at fair value through profit or loss	以公平值計入損益之出售金融資產所得款項	31,460	–
Interest received	已收利息	50	154
Net cash used in investing activities	投資活動所用現金淨額	(93,875)	(43,030)
Financing activities	融資活動		
Net proceeds from placement of shares	配售股份所得款項淨額	35,380	79,780
Proceeds of issue of unlisted warrants	發行未上市認股權證所得款項	14,600	–
Redemption of convertible notes	贖回可換股票據	–	(27,000)
Repayment of obligations under finance leases	償還融資租賃承擔	–	–
Interest paid	已付利息	(3,985)	–
Net cash generated from financing activities	融資活動產生之現金淨額	45,995	52,780
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	227	(4,896)
Cash and cash equivalents at the beginning of the year	年初現金及現金等價物	8,191	12,202
Effect of foreign exchange rate changes	匯率變動影響	2,548	885
Cash and cash equivalents at the end of the year	年終現金及現金等價物	10,966	8,191
Analysis of balances of cash and cash equivalents at the end of the period/year	期終/年終現金及現金等價物結餘分析		
Bank balances and cash	銀行結餘及現金	10,966	7,671
Bank balances and cash classified as assets held for sale	分類為持作出售資產之銀行結餘及現金	–	520
		10,966	8,191

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

1. GENERAL INFORMATION

Neo Telemedia Limited (the “Company”) is incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The address of the registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands, and its principal place of business in Hong Kong is located at Unit 1303, 13/F., York House, The Landmark, 15 Queen’s Road Central, Hong Kong.

During the current financial period, the reporting period end date of the Company was changed from 30 June to 31 December. Accordingly, the consolidated financial statements for the current period cover the eighteen months period ended 31 December 2013. The corresponding comparative amounts shown for the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes covers a twelve months period from 1 July 2011 to 30 June 2012 and therefore may not be comparable with amounts shown for the current period.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”). Other than those subsidiaries established in the People’s Republic of China (the “PRC”) whose functional currency is Renminbi (“RMB”) and some subsidiaries’ functional currency in US Dollar (“USD”), the functional currency of the Company and its remaining subsidiaries are Hong Kong dollar (“HK\$”). The reason for selecting HK\$ as its presentation currency is that the Company is a public company listed on the GEM, where most of the investors are located in Hong Kong.

1. 一般資料

中國新電信集團有限公司(「本公司」)乃在開曼群島註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

本公司的註冊辦事處地址位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，及其香港主要營業地點位於香港皇后大道中15號置地廣場約克大廈13樓1303室。

本財政期間，本公司之報告期截止日期由六月三十日更改為十二月三十一日。因此，本期間之綜合財務報表涵蓋截至二零一三年十二月三十一日止十八個月。於綜合損益及其他全面收益表、綜合權益變動表、綜合現金流量表及相關附註呈列之相應比較數字涵蓋由二零一一年七月一日至二零一二年六月三十日止十二個月，因此可能無法與當前期間所示金額相比較。

綜合財務報表以港元(「港元」)呈列。除於中華人民共和國(「中國」)成立的附屬公司的功能貨幣為人民幣(「人民幣」)及若干附屬公司的功能貨幣為美元(「美元」)外，本公司及其剩餘附屬公司的功能貨幣為港元(「港元」)。選擇港元作為其呈列貨幣的原因是本公司乃在創業板上市的公眾公司，而創業板多數投資者居於香港。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

1. GENERAL INFORMATION (Continued)

The Company is an investment holding company and the principal activities of its subsidiaries are set out in Note 42 to the consolidated financial statements. The Group was also engaged in production and sales of videos and films, the licensing of video and copyrights/films rights and artiste management which were discontinued during the year ended 30 June 2012 (Note 14).

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current period, the Group has applied the following new and revised HKFRSs and Hong Kong Accounting Standards (“HKASs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income
HKAS 12 (Amendments)	Deferred Tax – Recovery of Underlying Assets

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

1. 一般資料 (續)

本公司為一間投資控股公司，其附屬公司的主要業務載於綜合財務報表附註42。本集團亦從事製作及銷售影片及電影、授出影片及版權／電影版權及藝人管理業務，而該等業務已於截至二零一二年六月三十日止年度終止經營（附註14）。

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

本期間，本集團已採納以下由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂香港財務報告準則及香港會計準則（「香港會計準則」）。

香港會計準則第1號 （修訂本）	其他全面收益項目 呈報
香港會計準則第12號 （修訂本）	遞延稅項－收回 相關資產

除下文所述外，於本年度應用新訂及經修訂香港財務報告準則對本集團本年度及過往年度之財務表現及財務狀況及／或此等綜合財務報表中所載披露事項並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

AMENDMENTS TO HKAS 1 PRESENTATION OF FINANCIAL STATEMENTS – PRESENTATION OF ITEMS OF OTHER COMPREHENSIVE INCOME

The amendments require entities to present separately the items of other comprehensive income that would be reclassified to profit or loss in the future if certain conditions are met from those that would never be reclassified to profit or loss. The presentation of other comprehensive income in the consolidated statement of profit or loss and other comprehensive income in these financial statements has been modified. In addition, the Group has chosen to use the new titles “statement of profit or loss and other comprehensive income” as introduced by the amendments in these financial statements.

HKAS 12 (AMENDMENTS) DEFERRED TAX – RECOVERY OF UNDERLYING ASSETS

The amendments to HKAS 12 provide an exception to the general principles in HKAS 12 that the measurement of deferred tax assets and deferred tax liabilities should reflect the tax consequences that would follow from the manner in which the Group expects to recover the carrying amount of an asset. Specifically, under the amendments, investment properties that are measured using the fair value model in accordance with HKAS 40 “Investment Property” are presumed to be recovered through sale for the purpose of measuring deferred taxes, unless the presumption is rebutted in certain circumstances. As the Group does not have investment property in prior and current period, the amendments have no financial impact on the Group.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第1號呈列財務報表－其他全面收益項目之呈列之修訂

該等修訂規定實體將呈列於其他全面收益之項目分為該等在滿足若干條件下可能於日後重新分類至損益賬之項目及該等永遠不會重新分類至損益賬之項目。本集團已對在綜合損益表中的其他全面收益項目之呈列及於本財務報表對其他全面收益項目之呈列作出變更。此外，本集團已經選擇使用新標題「損益及其他全面收益表」，乃透過於該等財務報表的修訂引入。

香港會計準則第12號（修訂本）遞延稅項－收回相關資產

香港會計準則第12號修訂本為香港會計準則第12號之一般原則提供例外情況，即遞延稅項資產及遞延稅項負債之計量應反映本集團預期收回資產賬面值之方式帶來之稅務後果。特別是根據該等修訂本，根據香港會計準則第40號「投資物業」採用公平值模式計量之投資物業被假設為透過出售收回，以計量遞延稅項，惟該項假設在若干情況下遭推翻，則作別論。由於本集團於之前及本期間並無投資物業，故該等修訂本對本集團概無財務影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

The Group has not early applied the following new or revised HKFRSs that have been issued but are not yet effective:

HKAS 19 (as revised in 2011)	Employee Benefits ¹
HKAS 19 (Amendments)	Defined Benefits Plans: Employee Contributions ³
HKAS 27 (as revised in 2011)	Separate Financial Statements ¹
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures ¹
HKAS 32 (Amendments)	Offsetting Financial Assets and Financial Liabilities ²
HKAS 36 (Amendments)	Recoverable Amount and Disclosures for Non-Financial Assets ²
HKAS 39 (Amendments)	Novation of Derivatives and Continuation of Hedge Accounting ²
HKFRS (Amendments)	Annual Improvements to HKFRSs 2009 – 2011 Cycle ¹
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2010 – 2012 Cycle ⁴

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本集團並未提早應用下列已頒佈但尚未生效之新訂或經修訂香港財務報告準則：

香港會計準則第19號 （二零一一年 經修訂）	僱員福利 ¹
香港會計準則 第19號（修訂本）	界定福利計劃： 僱員供款 ³
香港會計準則第27號 （二零一一年 經修訂）	獨立財務報表 ¹
香港會計準則第28號 （二零一一年 經修訂）	投資聯營公司及 合營企業 ¹
香港會計準則第32號 （修訂本）	抵銷金融資產及 金融負債 ²
香港會計準則 第36號（修訂本）	非金融資產可收回 金額及披露 ²
香港會計準則第39號 （修訂本）	衍生工具更替及對沖 會計法之延續 ²
香港財務報告準則 （修訂本）	二零零九年至 二零一一年週期 香港財務報告 準則年度改進 ¹
香港財務報告準則 （修訂本）	二零一零年至 二零一二年週期 香港財務報告準則 年度改進 ⁴

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2011 – 2013 Cycle ³
HKFRS 1 (Amendments)	Government Loan ¹
HKFRS 7 (Amendments)	Disclosures – Offsetting Financial Assets and Financial Liabilities ¹
HKFRS 9 and HKFRS 7 (Amendments)	Mandatory Effective Date of HKFRS 9 and Transition Disclosures ⁵
HKFRS 9, HKFRS 7 and HKAS 39 (Amendments)	Hedge Accounting and amendments to HKFRS 9, HKFRS 7 and HKAS 39 ⁷
HKFRS 9	Financial Instruments ⁷
HKFRS 10	Consolidated Financial Statements ¹
HKFRS 10, HKFRS 11 and HKFRS 12 (Amendments)	Consolidated Financial Statements, Joint Arrangements and Disclosures of Interests in Other Entities – Transition Guidance ¹

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則 (修訂本)	二零一一年至 二零一三年週期 香港財務報告準則 年度改進 ³
香港財務報告準則 第1號(修訂本)	政府貸款 ¹
香港財務報告準則 第7號(修訂本)	披露—抵銷金融 資產及金融負債 ¹
香港財務報告準則 第9號及香港財務 報告準則第7號 (修訂本)	香港財務報告準則 第9號之強制生效 日期及過渡披露 ⁵
香港財務報告準則 第9號、香港財務 報告準則第7號及 香港會計準則 第39號(修訂本)	對沖會計法及 香港財務報告準則 第9號、香港財務 報告準則第7號及 香港會計準則 第39號之修訂 ⁷
香港財務報告準則 第9號	金融工具 ⁷
香港財務報告準則 第10號	綜合財務報表 ¹
香港財務報告準則 第10號、香港財務 報告準則第11號及 香港財務報告準則 第12號(修訂本)	綜合財務報表、 共同安排及其他 實體之權益披露 —過渡指引 ¹

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 10, HKFRS 12 and HKAS 27 (Amendments)	Investment Entities ²
HKFRS 11	Joint Arrangements ¹
HKFRS 12	Disclosure of Interests in Other Entities ¹
HKFRS 13	Fair Value Measurement ¹
HKFRS 14	Regulatory Deferral Accounts ⁶
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine ¹
HK(IFRIC) – Int 21	Levies ²

- ¹ Effective for annual periods beginning on or after 1 January 2013, with earlier application permitted
- ² Effective for annual periods beginning on or after 1 January 2014, with earlier application permitted
- ³ Effective for annual periods beginning on or after 1 July 2014, with earlier application permitted
- ⁴ Effective for annual periods beginning on or after 1 July 2014, with limited exceptions
- ⁵ Effective for annual periods beginning on or after 1 January 2015, with earlier application permitted
- ⁶ Effective for annual periods beginning on or after 1 January 2016
- ⁷ No mandatory effective date yet determined but is available for adoption

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則 第10號、香港財務 報告準則第12號及 香港會計準則 第27號（修訂本）	投資實體 ²
香港財務報告準則 第11號	共同安排 ¹
香港財務報告準則 第12號	其他實體之權益披露 ¹
香港財務報告準則 第13號	公平值計量 ¹
香港財務報告準則 第14號	監管遲延賬目 ⁶
香港（國際財務報告 詮釋委員會） — 詮釋第20號	露天礦場生產階段之 剝採成本 ¹
香港（國際財務報告 詮釋委員會） — 詮釋第21號	徵費 ²

- ¹ 於二零一三年一月一日或其後開始之年度期間生效，可提早應用
- ² 於二零一四年一月一日或其後開始之年度期間生效，可提早應用
- ³ 於二零一四年七月一日或其後開始之年度期間生效，可提早應用
- ⁴ 於二零一四年七月一日或其後開始之年度期間生效，特殊情況除外
- ⁵ 於二零一五年一月一日或其後開始之年度期間生效，可提早應用
- ⁶ 於二零一六年一月一日或其後開始之年度期間生效
- ⁷ 尚未釐定強制生效日期，但可予採納

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKAS 32 (AMENDMENTS) AND HKFRS 7 (AMENDMENTS) OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES AND RELATED DISCLOSURES

The amendments to HKAS 32 clarify existing application issues relating to the offset of financial assets and financial liabilities requirements. Specifically, the amendments clarify the meaning of ‘currently has a legally enforceable right of set-off’ and ‘simultaneous realisation and settlement’.

The amendments to HKFRS 7 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirement) for financial instruments under an enforceable master netting agreement or similar arrangement.

The amendments to HKFRS 7 are effective for annual periods beginning on or after 1 January 2013 and interim periods within those annual periods. The disclosures should also be provided retrospectively for all comparative periods. However, the amendments to HKAS 32 are not effective until annual periods beginning on or after 1 January 2014, with retrospective application required.

The directors anticipate that the application of these amendments to HKAS 32 and HKFRS 7 may result in more disclosures being made with regard to offsetting financial assets and financial liabilities in the future.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第32號（修訂本）及香港財務報告準則第7號（修訂本）抵銷金融資產及金融負債以及相關披露

香港會計準則第32號修訂本釐清有關抵銷金融資產及金融負債規定之現有應用問題。尤其是，修訂本釐清了「現時擁有於法律上可強制執行之抵銷權」及「同時變現及結算」之涵義。

香港財務報告準則第7號修訂本規定實體披露與具有可強制執行之統一淨額結算協議或類似安排下之金融工具抵銷權及相關安排（如抵押品過賬規定）有關之資料。

香港財務報告準則第7號修訂本於二零一三年一月一日或之後開始的年度期間以及有關年度期間內的中期期間生效，亦須就所有比較期間作出追溯披露。然而，香港會計準則第32號修訂本於二零一四年一月一日或之後開始的年度期間方始生效，並須追溯應用。

董事預期，應用此等香港會計準則第32號及香港財務報告準則第7號修訂本，可能導致日後須就抵銷金融資產及金融負債作出更多的披露。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRSs (AMENDMENTS) ANNUAL IMPROVEMENTS TO HKFRSs 2009-2011 CYCLE EXCEPT FOR THE AMENDMENTS TO HKAS 1

The Annual Improvement to HKFRSs 2009-2011 Cycle includes a number of amendments to various HKFRSs. The amendments are effective for annual period beginning on or after 1 January 2013. Amendments to HKFRSs include:

The amendments to HKAS 16 clarify that spare parts, stand-by equipment and servicing equipment should be classified as property, plant and equipment when they meet the definition of property, plant and equipment in HKAS 16 and as inventory otherwise. The directors do not anticipate that the amendments to HKAS 16 will have a significant effect on the Group’s consolidated financial statement.

The amendments to HKAS 32 clarify that income tax on distributions to holders of an equity instrument and transaction costs of an equity transaction should be accounted for in accordance with HKAS 12 “Income Taxes”. The amendment removes existing income tax requirements from HKAS 32 and requires entities to apply the requirements in HKAS 12 to any income tax arising from distributions to equity holders.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則（修訂本）二零零九年至二零一一年周期之香港財務報告準則年度改進（除香港會計準則第1號修訂本外）

二零零九年至二零一一年周期之香港財務報告準則年度改進包括對不同香港財務報告準則之多項修訂。修訂本於二零一三年一月一日或之後開始之年度期間生效。香港財務報告準則修訂本包括：

香港會計準則第16號修訂本釐清零部件、備用設備及維修設備一旦符合香港會計準則第16號物業、廠房及設備之定義，則應分類為物業、廠房及設備，否則應分類為存貨。董事並不預期香港會計準則第16號修訂本將對本集團之綜合財務報表造成重大影響。

香港會計準則第32號修訂本釐清向權益工具持有人作出分派之所得稅以及股權交易之交易成本應根據香港會計準則第12號「所得稅」入賬。該修訂本取消香港會計準則第32號之現有所得稅規定，並要求實體對向權益持有人作出分派所產生之任何所得稅應用香港會計準則第12號之規定。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 9 FINANCIAL INSTRUMENTS

HKFRS 9 issued in 2009 introduced new requirements for the classification and measurement of financial asset. HKFRS 9 was amended in 2010 to include requirement for the classification and measurement of financial liabilities and for derecognition.

Key requirements of HKFRS 9 are described below:

- All recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement to be subsequent measured at amortised cost or fair value. Specially, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent reporting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an entity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號金融工具

於二零零九年頒佈之香港財務報告準則第9號引入對金融資產之分類及計量之新規定。於二零一零年修訂香港財務報告準則第9號金融工具以加入對金融負債之分類及計量以及終止確認之規定。

香港財務報告準則第9號之主要規定載列如下：

- 屬香港會計準則第39號「金融工具：確認及計量」範圍以內之所有已確認金融資產其後均須按攤銷成本或公平值計量。特別地，由以收取合約現金流量為目的之業務模式持有以及合約現金流量純粹為支付本金額及未償還本金額之利息之債務投資，一般於其後報告期末按攤銷成本計量。所有其他債務投資及股本投資均於其後會計期末按彼等之公平值計量。此外，根據香港財務報告準則第9號，實體須作出不可撤回之選擇，以於其他全面收益呈報實體投資（並非持作買賣者）公平值之其後變動，惟有股息收入全面於損益中確認。

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綜合財務報表附註

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 9 FINANCIAL INSTRUMENTS (Continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liabilities that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge and accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities’ credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

The date when entities would be required to apply HKFRS 9 was previously stated at 1 January 2015. This mandatory effective date has been removed to provide sufficient time for preparers of financial statements to make the transition to the new requirements, which will now become effective from a later date yet to be announced.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號金融工具（續）

- 就按公平值計入損益之金融負債之計量而言，香港財務報告準則第9號規定除非於其他全面收益中呈報該負債之信貸風險改變之影響會於損益中產生或擴大會計錯配，否則，因負債之信貸風險改變而引致金融負債公平值金額的變動乃於其他全面收益中呈列。金融負債之信貸風險引致之公平值變動其後不會重新分類為損益內。根據香港會計準則第39號，分類為按公平值計入損益之金融負債的公平值變動，乃全數於損益中呈列。

實體須應用香港財務報告準則第9號的日期先前定為二零一五年一月一日。此強制性生效日期已剔除，以為財務報表的編製者提供足夠時間過渡至新規定，新規定現將由有待公佈的較後日期起生效。

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綜合財務報表附註

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

NEW AND REVISED STANDARDS ON CONSOLIDATION, JOINT ARRANGEMENTS, ASSOCIATES AND DISCLOSURES

In June 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (revised) and HKAS 28 (revised).

Key requirements of these five standards are described below:

HKFRS 10 replaces the parts of HKAS 27 “Consolidated and Separate Financial Statements” that deal with consolidated financial statements. HK (SIC)-Int 12 “Consolidation – Special Purpose Entities” will be withdrawn upon the effective date of HKFRS 10. Under HKFRS 10, there is only one basis for consolidation, that is, control. In addition, HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor’s returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

綜合入賬、共同安排、聯營公司及披露之新訂及經修訂準則

一系列有關綜合入賬、共同安排、聯營公司及披露之五項準則於二零一一年六月頒佈，包括香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號、香港會計準則第27號（經修訂）及香港會計準則第28號（經修訂）。

該五項準則之主要規定描述如下：

香港財務報告準則第10號取代香港會計準則第27號「綜合及獨立財務報表」中關於綜合財務報表之部分。香港（詮釋常務委員會）－詮釋第12號「綜合入賬－特殊目的實體」將自香港財務報告準則第10號生效日期起撤回。根據香港財務報告準則第10號，綜合入賬只有控制權一項基準。此外，香港財務報告準則第10號包括控制權之新定義，其包含三個元素：(a) 對投資對象可行使之權力，(b) 參與投資對象營運所得之浮動回報之承擔及權利，及(c) 運用其對投資對象之權力以影響投資者回報數額之能力。香港財務報告準則第10號已就複雜情況之處理方法加入詳細指引。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

NEW AND REVISED STANDARDS ON CONSOLIDATION, JOINT ARRANGEMENTS, ASSOCIATES AND DISCLOSURES (Continued)

HKFRS 11 replaces HKAS 31 “Interests in Joint Ventures”. HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified. HK (SIC)-Int 13 “Jointly Controlled Entities – Non-monetary Contributions by Venturers” will be withdrawn upon the effective date of HKFRS 11. Under HKFRS 11, joint arrangements are classified as joint operations or joint venture depending on the rights and obligations of the parties to the arrangements. In contrast, under HKAS 31, there are three types of joint arrangements: jointly controlled entities, jointly controlled assets and jointly controlled operations. In addition, joint ventures under HKFRS 11 are required to be accounted for using the equity method of accounting, whereas jointly controlled entities under HKAS 31 can be accounted for using the equity method of accounting or proportionate consolidation.

HKFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in HKFRS 12 are more extensive than those in the current standards.

In July 2012, the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 were issued to clarify certain transitional guidance in HKFRS 10 on the application of these five HKFRSs for the first time.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

綜合入賬、共同安排、聯營公司及披露之新訂及經修訂準則（續）

香港財務報告準則第11號取代香港會計準則第31號「於合營公司之權益」。香港財務報告準則第11號訂明由兩個或以上訂約方擁有共同控制權之合營安排應如何分類。香港（常務詮釋委員會）一詮釋第13號「共同控制實體－合營方之非貨幣出資」將自香港財務報告準則第11號生效日期起撤回。根據香港財務報告準則第11號，合營安排分類為合營業務或合營公司，視乎該等安排訂約方之權利及責任而定。相反，根據香港會計準則第31號，合營安排分為三類：共同控制實體、共同控制資產及共同控制業務。此外，香港財務報告準則第11號項下之合營公司須採用權益會計法入賬，而香港會計準則第31號項下之共同控制實體則可採用權益會計法或比例綜合法入賬。

香港財務報告準則第12號為一項披露準則，適用於在附屬公司、共同安排、聯營公司及／或未經綜合結構性實體中擁有權益之實體。整體而言，香港財務報告準則第12號所載之披露規定較現行準則所規定者更為全面。

於二零一二年七月，香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號修訂本已頒佈以釐清香港財務報告準則第10號首次應用於該五項香港財務報告準則之若干過渡指引。

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

NEW AND REVISED STANDARDS ON CONSOLIDATION, JOINT ARRANGEMENTS, ASSOCIATES AND DISCLOSURES (Continued)

The amendments to HKFRS 10 issued in December 2012 include a definition of an investment entity and provide an exception to the consolidation requirement for entities that meet the definition of an investment entity. Investment entities are required to account for subsidiaries at fair value through profit or loss in accordance with HKFRS 9, rather than consolidate them. Consequential amendments were made to HKFRS 12 and HKAS 27. The amendments to HKFRS 12 also set out the disclosure requirements for investment entities.

These five standards, together with the amendments relating to the transitional guidance, are effective for annual period beginning on or after 1 January 2013 with earlier application permitted provided that all of these standards are applied at the same time.

The directors anticipate that the application of these five standards may not have a significant impact on the results and the financial position of the Group.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

綜合入賬、共同安排、聯營公司及披露之新訂及經修訂準則（續）

於二零一二年十二月頒佈香港財務報告準則第10號修訂本包括一間投資實體之定義，並豁免符合投資實體定義之實體綜合入賬。根據香港財務報告準則第9號，投資實體須將附屬公司按公平值計入損益賬，而非綜合入賬。香港財務報告準則第12號及香港會計準則第27號已作出後續修訂。香港財務報告準則第12號修訂本亦載列投資實體之披露規定。

該等五項準則連同與上述過渡性指引有關的修訂，將於二零一三年一月一日或之後開始之年度期間生效，並容許提早採用，惟須所有該等準則須同時提早應用。

董事預期，採納該等五項準則將不會對本集團業績及財務狀況構成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

AMENDMENTS TO HKFRS 10, HKFRS 12 AND HKAS 27 INVESTMENT ENTITIES

The amendments to HKFRS 10 define an investment entity and require a reporting entity that meets the definition of an investment entity not to consolidate its subsidiaries but instead to measure its subsidiaries at fair value through profit or loss in its financial statements.

To qualify as an investment entity, a reporting entity is required to:

- obtain funds from one or more investors for the purpose of providing them with professional investment management services;
- commit to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- measure and evaluate performance of substantially all of its investments on a fair value basis.

Consequential amendments have been made to HKFRS 12 and HKAS 27 to introduce new disclosure requirements for investment entities. The directors of the Company do not anticipate that the investment entities amendments will have any effect on the Group’s consolidated financial statements as the Company is not an investment entity.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號投資實體之修訂

香港財務報告準則第10號之修訂對投資實體作出界定並要求符合投資實體界定之呈報實體不得綜合計入其附屬公司，反而須於其財務報表以公平值計入損益計量其附屬公司。

呈報實體須滿足下列條件方可符合資格作為投資實體：

- 向一名或多名投資者就向彼等提供專業投資管理服務而取得資金；
- 向其投資者承諾，其業務宗旨純粹為將資金用作投資而獲取資本增值、投資收入或兩者的回報；及
- 按公平值基準計量及評估其絕大部份投資之表現。

已對香港財務報告準則第12號及香港會計準則第27號作出相應修訂，以引入投資實體之新披露規定。本公司董事預期投資實體修訂不會對本集團綜合財務報表構成任何影響，因為本公司並非投資實體。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 13 FAIR VALUE MEASUREMENT

HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of HKFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in HKFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under HKFRS 7 Financial Instruments: Disclosures will be extended by HKFRS 13 to cover all assets and liabilities within its scope.

HKFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors anticipate that the application of the new standard may affect certain amounts reported in the consolidated financial statements and result in more extensive disclosures in the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第13號公平值計量

香港財務報告準則第13號設立有關公平值計量及公平值計量之披露之單一指引。該準則界定公平值、設立計量公平值之框架以及有關公平值計量之披露規定。香港財務報告準則第13號之範圍廣泛；其應用於其他香港財務報告準則規定或允許公平值計量及有關公平值計量披露之財務工具項目及非財務工具項目，惟特定情況除外。整體而言，香港財務報告準則第13號所載之披露規定較現行準則所規定者更為廣闊。舉例而言，根據香港財務報告準則第7號財務工具：披露，現時僅規定財務工具按照三級公平值等級作量化及質化披露，有關披露規定將藉香港財務報告準則第13號加以擴大，以涵蓋其範圍內之所有資產及負債。

香港財務報告準則第13號於二零一三年一月一日或之後開始之年度期間生效，並可提早應用。

董事預期，應用新準則或會影響於綜合財務報表呈報之若干金額，並致使綜合財務報表作出更全面之披露。

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKAS 19 EMPLOYEE BENEFITS

The amendment to HKAS 19 includes the range from fundamental changes to simple clarifications and rewording. The revised standard introduces significant changes in the accounting for defined benefit pension plans including removing the choice to defer the recognition of actuarial gains and losses. Other changes include modifications to the timing of recognition for termination benefits, the classification of short-term employee benefits and disclosures of defined benefit plans. The Group expects to adopt HKAS 19 from 1 January 2014. The application of this new standard is unlikely to have any material financial impact on the Group.

HKAS 36 (AMENDMENT) RECOVERABLE AMOUNT DISCLOSURES FOR NON-FINANCIAL ASSETS

The amendments to HKAS 36 remove the requirement to disclose the recoverable amount of a cash generating unit (CGU) to which goodwill or other intangible assets with indefinite useful lives had been allocated when there has been no impairment or reversal of impairment of the related CGU. Furthermore, the amendments introduce additional disclosure requirements regarding the fair value hierarchy, key assumptions and valuation techniques used when the recoverable amount of an asset or CGU was determined based on its fair value less costs of disposal.

The amendments are effective for annual period beginning on or after 1 January 2014, but as permitted by the amendments. The disclosures about the Group impaired non-financial asset have been conformed to the amended disclosure requirement upon amendment applied.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第19號僱員福利

香港會計準則第19號修訂本包括從基本改變以至簡單闡明及重述。經修訂準則對界定退休金計劃之會計處理引入重大變動，包括取消遞延確認精算收益及虧損之選擇。其他變動包括修改確認離職福利之時間、短期僱員福利之分類及界定福利計劃之披露。本集團預期自二零一四年一月一日起採納香港會計準則第19號。應用此新訂準則應不大可能對本集團造成任何重大財務影響。

香港會計準則第36號（修訂本）非金融資產可收回金額之披露

香港會計準則第36號修訂本在相關現金生產單位（「現金產生單位」）並無減值或減值撥回的情況下，取消具有商譽或無固定可使用年期無形資產之現金產生單位可收回款項披露之規定。此外，有關修訂規定，當資產或現金產生單位之可收回金額按其公平值減出售成本釐定時，須對有關公平值層級、主要假設及估值技術作額外披露。

該等修訂本於二零一四年一月一日或之後開始之年度期間生效，但須經由該等修訂本准許。本集團已減值非金融資產之披露已符合已採納修訂本之經修訂披露規定。

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綜合財務報表附註

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

AMENDMENTS TO HKAS 39 NOVATION OF DERIVATIVES AND CONTINUATION OF HEDGE ACCOUNTING

The amendments to HKAS 39 provide relief from the requirement to discontinue hedge accounting when a derivative hedging instrument is novated under certain circumstances. The amendments also clarify that any change to the fair value of the derivative hedging instrument arising from the novation should be included in the assessment of hedge effectiveness.

The directors of the Company do not anticipate that the application of these amendments to HKAS 39 will have any effect on the Group’s consolidated financial statements as the Group does not have any derivatives that are subject to novation.

HK(IFRIC) – INT 20 STRIPPING COSTS IN THE PRODUCTION PHASE OF A SURFACE MINE

HK(IFRIC) – Int 20 applies to waste removal costs that are incurred in surface mining activity during the production phase of the mine (production stripping costs). Under the Interpretation the costs from this waste removal activity (stripping) which provide improved access to ore is recognised as a noncurrent asset (stripping activity asset) when certain criteria are met, whereas the costs of normal ongoing operational stripping activities are accounted for in accordance with HKAS 2 “Inventories”. The stripping activity asset is accounted for as an addition to, or as an enhancement of, an existing asset and classified as tangible or intangible according to the nature of the existing asset of which it forms part.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港會計準則第39號衍生工具更替及對沖會計法之延續之修訂

香港會計準則第39號之修訂規定，解除於衍生對沖工具在若干情況下被更替時終止對沖會計法之規定。修訂亦闡明，因更替引致之衍生對沖工具公平值之任何變動均須計入對沖效果評估。

本公司董事預期應用香港會計準則第39號之該等修訂不會對本集團綜合財務報表構成任何影響，因為本集團並無任何需更替之衍生工具。

香港（國際財務報告詮釋委員會）－詮釋第20號露天礦場生產階段之剝採成本

香港（國際財務報告詮釋委員會）－詮釋第20號適用於礦場生產階段之露天開採活動產生之廢物清理成本（生產剝採成本）。根據該詮釋，為改善通達礦石而進行廢物清理活動（剝採）之成本於符合若干條件時確認為非流動資產（剝採活動資產），而一般持續營運性剝採活動成本則按照香港會計準則第2號「存貨」入賬。剝採活動資產列為現有資產之增添或提升，並根據其組成一部分之現有資產之性質分類為有形或無形。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HK(IFRIC) – INT 21 LEVIES

HK (IFRIC) – Int 21 Levies addresses the issue of when to recognise a liability to pay a levy. The Interpretation defines a levy, and specifies that the obligating event that gives rise to the liability is the activity that triggers the payment of the levy, as identified by legislation. The Interpretation provides guidance on how different levy arrangements should be accounted for, in particular, it clarifies that neither economic compulsion nor the going concern basis of financial statements preparation implies that an entity has a present obligation to pay a levy that will be triggered by operating in a future period.

The directors of the Company anticipate that the application of HK (IFRIC) – Int 21 will have no effect on the Group’s consolidated financial statements as the Group does not have any levy arrangements.

3. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with all applicable HKFRSs, which collective term includes all applicable individual HKFRSs, HKASs and Interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of the Growth Enterprise Market of Securities on The Stock Exchange of Hong Kong Limited. A summary of the significant accounting policies adopted by the Group is set out below.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港（國際財務報告詮釋委員會）－詮釋第21號徵費

香港（國際財務報告詮釋委員會）－詮釋第21號徵費解決何時確認負債以支付徵費的問題。詮釋界定徵費為立法所鑑定者，並說明導致負債的責任事件為觸發支付徵費的活動。詮釋提供了應如何計算不同徵費安排之指引，尤其是，其闡明經濟強制及財務報表編制的持續經營基準均不意味著實體有現時責任支付將由未來期間經營觸發之徵費。

本公司董事預期應用香港（國際財務報告詮釋委員會）－詮釋第21號不會對本集團綜合財務報表構成影響，因為本集團並無任何徵費安排。

3. 重大會計政策

此等綜合財務報表乃根據香港會計師公會頒佈之所有適用香港財務報告準則（此為一個統稱，當中包括由香港會計師公會頒佈之所有適用之個別香港財務報告準則、香港會計準則及詮釋、香港公認會計原則及香港公司條例要求）編制。此等財務報表亦遵守香港聯合交易所有限公司創業板證券上市規則之適用披露條文。本集團採納之重大會計政策概要載列如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BASIS OF PREPARATION

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

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

Change in reporting period end date

Pursuant to the resolution of the board of directors of the Company dated 15 July 2013, the Company's financial year end date has been changed from 30 June to 31 December.

The change is to align with the reporting period end date of the Company with that of its subsidiaries established in PRC, the financial results of which are consolidated into its consolidated financial statements each year, and their financial statements are statutorily required to use 31 December as the financial year end date.

3. 重大會計政策 (續)

編製基準

誠如下列會計政策所闡釋，綜合財務報表乃按歷史成本基準編製，惟若干於各報告期末按公平值計量之金融工具除外。

歷史成本普遍地按基於交換貨品及服務之代價之公平值釐定。

更改報告期截止日期

根據本公司日期為二零一三年七月十五日之董事會決議案，本公司財政年度截止日期已由六月三十日更改為十二月三十一日。

該更改是為了使本公司的報告期截止日期與其於中國成立之附屬公司的財政年度截止日期一致；該等公司之財務業績每年均於綜合財務報表內入賬，並且根據法例其財務報表須使用十二月三十一日作為財政年度截止日期。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

The principal accounting policies are set out below:

BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

3. 重大會計政策 (續)

主要會計政策載列如下：

綜合基準

綜合財務報表包括本公司及本公司控制之實體（其附屬公司）之財務報表。倘本公司有權規管實體之財務及營運政策，以從其活動中獲益，即擁有控制權。

年內所收購或出售之附屬公司之收入及開支，由收購生效日期起或截至出售生效日期止（視適用情況而定）計入綜合損益及其他全面收益表。

如需要，將會就附屬公司之財務報表作出調整，使其會計政策與本集團之會計政策貫徹一致。

集團內公司間之所有資產及負債、權益、收入、開支及與本集團成員公司間之交易相關之現金流量已於綜合賬目時全部對銷。

於附屬公司的非控股權益乃與本集團於當中的權益分開呈列。

將全面收入總額分配至非控股權益

一間附屬公司之全面收入及開支總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BASIS OF CONSOLIDATION (Continued)

Changes in the Group's ownership interests in existing subsidiaries

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

When the Group loses control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

3. 重大會計政策 (續)

綜合基準 (續)

本集團於現有附屬公司之擁有權權益之變動

本集團於現有附屬公司擁有權權益之變動，在並未導致本集團喪失其對附屬公司之控制權時，會按權益交易入賬。本集團權益與非控股權益之賬面值均予以調整，以反映其於附屬公司相對權益之變動。非控股權益數額之調整額與已付或已收代價公平值之間之差額，乃直接於權益確認，並歸屬於本公司擁有人。

當本集團失去一家附屬公司之控制權時，其(i)於失去控制權當日按賬面值終止確認該附屬公司之資產(包括任何商譽)及負債，(ii)於失去控制權當日終止確認前附屬公司任何非控股權益之賬面值(包括其應佔其他全面收益之任何組成部份)，及(iii)確認所收取代價之公平值及任何保留權益之公平值之總額，所產生之差額於損益內確認為本集團應佔之收益或虧損。倘附屬公司之資產按重估金額或公平值計量，而相關累計盈虧已於其他全面收益中確認並於權益中累計，則早前於其他全面收益中確認及於權益中累計之金額，按猶如本集團已直接出售相關資產的方式入賬(即按照適用香港財務報告準則重新分類至損益或直接轉撥至保留盈利)。於失去控制權當日仍保留於前附屬公司之任何投資的公平值，會根據香港會計準則第39號「金融工具：確認及計量」作為其後入賬之初步確認公平值，或(如適用)於聯營公司或共同控制個體投資之初步確認成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BUSINESS COMBINATIONS

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

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

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

3. 重大會計政策 (續)

業務合併

收購業務採用收購法入賬。業務合併轉撥代價按公平值計量，其為本集團所轉讓的資產、本集團向被收購方原擁有人承擔之負債及本集團為交換被收購方之控制權而發行之股權於收購日期之公平值之總額。收購相關費用通常於產生時於損益中確認。

於收購日期，所收購之可識別資產及所承擔之負債乃按公平值確認，惟：

- 遞延稅項資產或負債及與僱員福利安排有關之負債或資產，分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份為基礎的付款安排有關之負債或股本工具，或與以本集團所訂立的以股份為基礎的付款安排取代被收購方以股份為基礎的付款安排有關之負債或股本工具，乃於收購日期按香港財務報告準則第2號「以股份為基礎的付款」計量（見以下會計政策）；及
- 根據香港財務報告準則第5號「持作出售非流動資產及終止經營業務」被分類為持作出售之資產（或出售組別）乃根據該準則計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BUSINESS COMBINATIONS (Continued)

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

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRSs.

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

3. 重大會計政策 (續)

業務合併 (續)

商譽是以所轉撥之代價、任何非控股權益於被收購方中所佔金額及收購公司以往持有被收購方之股權之公平值(如有)之總和,超出所收購之可識別資產及所承擔之負債於收購日期之淨值部份計算。倘重新評估後,所收購之可識別資產與所承擔負債於收購日期之淨額高於所轉撥之代價、任何非控股權益於被收購方中所佔金額以及收購公司以往持有被收購方之權益之公平值(如有)之總和,則超出部份即時於損益中確認為廉價購買收益。

屬現時擁有之權益且於清盤時讓持有人有權按比例分佔實體淨資產之非控股權益,可初步按公平值或非控股權益應佔被收購方可識別資產淨值之已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他種類之非控股權益乃按其公平值或(如適用)另一項香港財務報告準則規定之基準計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債,或然代價按其收購日期公平值計量並視為於業務合併中所轉撥代價之一部份。或然代價之公平值變動如適用計量期間調整則進行追溯調整,並根據商譽作出相應調整。計量期間調整為於「計量期間」(自收購日期起計不超過一年)就於收購日期存在之事實及情況獲得之其他資料產生之調整。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BUSINESS COMBINATIONS (Continued)

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39, or HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

3. 重大會計政策 (續)

業務合併 (續)

不適用計量期間調整之或然代價，其公平值變動之隨後入賬取決於或然代價如何分類。分類為權益之或然代價不會於隨後報告日期重新計量，而其隨後結算於權益內入賬。分類為資產或負債之或然代價根據香港會計準則第39號或香港會計準則第37號「撥備、或然負債及或然資產」（如適用）於隨後報告日期重新計量，而相應之收益或虧損於損益中確認。

倘業務合併分階段完成，本集團先前於被收購方持有之股權重新計量至收購日期（即本集團獲得控制權當日）之公平值，而所產生之收益或虧損（如有）於損益賬中確認。過往於收購日期前於其他全面收益確認之被收購方權益所產生款額重新分類至損益（倘有關處理方法適用於出售權益）。

倘業務合併之初步會計處理於合併發生之報告期末尚未完成，則本集團報告未完成會計處理之項目臨時數額。該等臨時數額會於計量期間（見上文）予以調整，或確認額外資產或負債，以反映於收購日期已存在而倘知悉將可能影響該日已確認款額之事實與情況所取得之新資訊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

GOODWILL

Goodwill arising on an acquisition of a business is carried at cost less accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of profit or loss and other comprehensive income. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

3. 重大會計政策 (續)

商譽

收購業務後所產生之商譽按成本減任何累計減值虧損(如有)列賬,並於綜合財務狀況表內分開呈列。

就減值測試而言,商譽會被分配予預期會受惠於合併協同效益之各相關現金產生單位(或現金產生單位組別)。

獲分配商譽之現金產生單位會按年或倘有跡象顯示有關單位可能出現減值時進行檢測。當現金產生單位之可收回金額少於賬面值時,減值虧損會首先分配,以減少該單位獲分配之任何商譽賬面值,繼而以該單位內各資產之賬面值為基準按比例分配至該單位內其他資產。任何商譽減值虧損於綜合損益及其他全面收益表之損益內直接確認。商譽減值虧損不會於其後期間撥回。

於出售有關現金產生單位時,商譽之應佔金額乃計入釐定出售損益金額內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

INVESTMENTS IN ASSOCIATES

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5 or when the investment is designated as at fair value through profit or loss upon initial recognition.

Under equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes and long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinued recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of an associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment.

3. 重大會計政策 (續)

投資聯營公司

聯營公司為一間本集團擁有重大影響力而並非為附屬公司或合營企業權益之實體。重大影響力乃有權參與被投資公司之財務及經營政策決定而非控制或共同控制該等政策。

聯營公司之業績及資產與負債乃按權益會計法納入此等綜合財務報表內，惟歸類為持作出售的投資或其一部份會根據香港財務報告準則第5號進行會計處理，以及初始確認時指定按公平值計入損益的投資則除外。

根據權益法，於聯營公司之投資初始以成本在綜合財務狀況表中確認，隨後進行調整以確認本集團應佔該聯營公司之損益及其他全面收益。當本集團應佔某聯營公司之虧損超出其於該聯營公司之權益（其包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司之投資淨額一部份），則本集團不再確認應佔之進一步虧損。作出額外虧損確認僅以本集團已產生法律或推定責任或代表該聯營公司作出付款為限。

任何收購成本超出本集團在收購當日應佔聯營公司可識別資產、負債及或然負債之公平淨值之數額被確認為商譽，該商譽已包括在投資之賬面值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

INVESTMENTS IN ASSOCIATES

(Continued)

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell with its carrying amount). Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

SUBSIDIARIES

A subsidiary is a company in which the Company directly or indirectly controls more than half of the voting power, or controls the composition of the board of directors. Investments in subsidiaries are carried in the Company's financial statements at cost less impairment loss.

3. 重大會計政策 (續)

投資聯營公司 (續)

任何本集團應佔聯營公司可識別資產、負債及或然負債之公平淨值超出收購成本之數額，在重新評估後即時於損益中確認。

香港會計準則第39號的規定被應用以釐定是否需要就本集團於聯營公司的投資確認任何減值虧損。於需要時，該項投資的全部賬面值（包括商譽）會根據香港會計準則第36號以單一資產的方式進行減值測試，方法是比較其可收回金額（即使用價值與公平值減出售成本的較高者）與其賬面值。任何已確認的減值虧損構成該項投資的賬面值的一部份，有關減值虧損的任何撥回乃於該項投資的可收回金額其後增加的情況下根據香港會計準則第36號確認。

當某集團公司與聯營公司進行交易，與聯營公司交易所產生的損益須於本集團的綜合財務報表確認，惟以與本集團無關的於聯營公司之權益為限。

附屬公司

附屬公司乃一間由本公司直接或間接控制其超過半數投票權或控制其董事會組成之公司。於附屬公司之投資乃於本公司之財務報表內按成本減值虧損列賬。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

NON-CURRENT ASSETS HELD FOR SALE

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Revenue from the sale of goods is recognised when the goods are delivered and title have passed, at which time all the following conditions are satisfied:

3. 重大會計政策(續)

持作出售之非流動資產

倘非流動資產及出售組別之賬面值主要通過銷售交易而非通過持續使用收回，則其將分類為持作出售項目。僅於出售機會相當高及非流動資產(或出售組別)可於現況下即時出售時，本條件方被視為達成。管理層必須承諾出售，即預期應由分類日期起計一年內符合資格獲確認為已完成之出售。

當本集團承諾履行一項涉及失去附屬公司的控制權的出售計劃，倘上述條件達成時，該附屬公司之所有資產及負債將分類為持作出售，不論於出售後本集團是否仍保留於該前附屬公司之非控股權益。

分類為持作出售之非流動資產(及出售組別)以其過往之賬面值與公平值減去出售成本之較低額計量。

收入確認

收入按已收或應收代價之公平值計量，是指在日常業務過程中銷售貨品及提供服務所應收並扣除折扣及相關銷售稅項後之金額。

貨品銷售收入於交付貨品及轉移所有權時在符合以下所有條件之情況下確認：

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

REVENUE RECOGNITION (Continued)

Revenue from sales of telecommunication products is recognised when goods are delivered to customers which generally coincides with the time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue is recorded after deduction of any trade discount.

Network and satellite telecommunication services income based on usage of the Group's network and facilities is recognised when the services are rendered. Telecommunication services provided for fixed periods is recognised on straight-line basis over the applicable fixed period.

Traffic signboard advertising income is recognised when services are provided.

Income from licensing and sub-licensing of distribution rights over films is recognised upon delivery of the pre-recorded audio visual products and the materials for video features including the master tapes to the customers in accordance with the terms of the contracts.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3. 重大會計政策 (續)

收入確認 (續)

銷售電訊產品之收入於產品交付給客戶時確認，通常對應於客戶接受產品及相關風險及所有權回報的時間。收入於扣除任何交易折扣後入賬。

網絡及衛星通訊服務收入根據本集團網絡及設備的使用量並於提供服務時確認。有關於固定期間提供服務的電訊服務乃於各適用固定期間按直線法確認。

交通指示牌廣告收入乃於提供服務時確認。

來自授出及轉授電影發行權之收入乃根據合約之條款將預錄影音產品及錄影帶(包括母帶)付運予客戶時確認。

當經濟利益很有可能流入本集團，且收入金額能可靠計算時，則確認金融資產之利息收入。利息收入乃參照未償還本金額及適用之實際利率，按時間基準累計。適用實際利率指可透過金融資產之預計可使用年期將估計未來現金收入準確折現至有關資產於首次確認時賬面淨值之利率。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment, other than construction in progress (“CIP”), held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method at the following rate per annum:

Leasehold improvements	25%
Office equipment	25%
Furniture and fixtures	25%
Motor vehicles	25%
Traffic signboards	20%

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 重大會計政策 (續)

物業、廠房及設備

持作用於生產或供應貨品或提供服務或作管理用途之物業、廠房及設備(除在建工程外)乃按成本扣減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表內列賬。

已確認折舊以採用直線法按物業、廠房及設備項目之估計可使用年期每年按下列比率撇銷其成本減剩餘價值:

租賃物業裝修	25%
辦公室設備	25%
傢俬及裝置	25%
汽車	25%
交通指示牌	20%

估計可使用年期、剩餘價值及折舊方法於各報告期末檢討,估計之任何變動影響按預測基準入賬。

根據融資租約持有的資產按與自置資產相同之於其預計使用年期折舊。然而,倘未能合理確定是否將在租期末取得擁有權,則資產以其租期及可使用年期之較短者折舊。

物業、廠房及設備項目於出售時或預期持續使用該資產不再帶來未來經濟利益時取消確認。出售或停止使用物業、廠房及設備項目產生之任何收益或虧損被釐定為銷售所得款項與資產賬面值間之差額,並於損益中確認。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

LEASING

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation.

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

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

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

3. 重大會計政策 (續)

租約

凡租約條款將所有權的絕大部份風險及回報轉讓予承租人時，該等租約分類為融資租約。所有其他租約分類為經營租約。

本集團作為承租人

按融資租約持有之資產按租約開始時之公平值或最低租約付款現值之較低者確認為本集團資產。出租人之相應負債於綜合財務狀況表列作融資租約承擔。

租約付款按比例於財務開支及租約承擔減少之間作出分配，以計算該等負債餘額之固定息率。財務開支直接於損益確認，除非直接歸屬於合資格資產，在此情況下，財務開支依據本集團有關借貸成本之政策（見下文會計政策）撥充資本。或然租金於產生期間確認為開支。

經營租賃款項以直線法於租期內確認為開支，除非另有系統基準更能代表消耗租賃資產所產生經濟利益之時間模式。經營租約所產生之或然租金於產生期間確認為開支。

倘於訂立經營租約時收取租賃優惠，則有關優惠確認為負債。優惠總利益以直線法確認為租金開支減少，惟另有系統基準更能代表消耗租賃資產所產生經濟利益之時間模式則除外。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FOREIGN CURRENCIES

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income and accumulated in equity and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gain and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

3. 重大會計政策(續)

外幣

編製各個別集團實體之財務報表時，以該實體功能貨幣以外貨幣（外幣）進行之交易乃按交易日期適用之匯率確認。於報告期末，以外幣列值之貨幣項目以結算當日適用之匯率重新換算。按公平值列賬且按外幣列值之非貨幣項目，乃按釐定公平值當日適用之匯率重新換算。以外幣列值按歷史成本計算之非貨幣項目毋須重新換算。

因貨幣項目結算及因重新換算貨幣項目而產生之匯兌差額，乃於產生期間之損益內確認，惟組成本公司海外業務之投資淨額部份之貨幣項目所產生之匯兌差額除外，在此情況下，有關匯兌差額乃於其他全面收益表中確認並於權益中累計，將會從股本重新歸類為出售海外業務時的損益。以公平值定值之非貨幣項目經重新換算後所產生之匯兌差額於該期間列入損益表，惟重新換算非貨幣項目產生之匯兌差額除外，有關損益直接於其他全面收益中確認，在此情況下，匯兌差額亦直接於其他全面收益中確認。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FOREIGN CURRENCIES (Continued)

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

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

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 July 2005 are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in equity under the heading of translation reserve.

3. 重大會計政策 (續)

外幣 (續)

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按各報告期末當前適用之匯率換算為本集團之呈列貨幣（即港元）。收入及開支項目乃按年內平均匯率換算，除非年內匯率出現重大波動，則於此情況下，將採用交易日期適用之匯率。所產生匯兌差額（如有）均於其他全面收益確認及於換算儲備項下之權益（如適用，應佔非控股權益）累計。

於出售海外業務（即出售本集團於該海外業務之全部權益，或涉及失去包括海外業務之附屬公司之控制權之出售）時，就本公司擁有人應佔之業務於權益累計之所有匯兌差額重新分類至損益。

此外，倘部份出售擁有海外業務之附屬公司並未導致本集團失去對附屬公司之控制，則按比例將累積外匯差額重新歸類為非控股權益，而並不於損益內確認。

於二零零五年七月一日或之後因收購海外業務而產生之所購可識別資產之商譽及公平值調整乃視作該海外業務之資產及負債，並按報告期末之適用匯率換算。所產生匯兌差額乃於換算儲備項下之權益確認。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

BORROWING COSTS

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

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

EMPLOYEE BENEFITS

Retirement benefit costs

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees in the Company's subsidiaries operating in the PRC are members of retirement benefits scheme (the "PRC RB Schemes") operated by the local municipal benefits. The local municipal government undertakes to assume the retirement benefit obligation of all existing and future retired employees of the PRC subsidiaries. The only obligation of the PRC subsidiaries with respect to the PRC RB Scheme is to meet the required contributions under the PRC RB Schemes. The contribution are charged to the profit or loss as they become payable in accordance with the relevant laws and regulations of the PRC.

3. 重大會計政策 (續)

借貸成本

凡必須經過頗長時間以作擬定用途或銷售之合資格資產之收購、建造或生產直接應佔之借貸成本，均加入該等資產之成本，直至該等資產大致可作擬定用途或銷售之時間為止。

特定借貸在用於有關合資格資產支出前作暫時投資所得之投資收入在合資格作資本化之借貸成本中扣減。

所有其他借貸成本均於其產生期間於損益內確認。

僱員福利

退休福利成本

本集團根據強制性公積金計劃條例為本集團所有香港僱員設立一項界定供款強制性公積金退休福利計劃（「強積金計劃」）。根據強積金計劃規定，本集團根據僱員之基本工資之比例作出供款並於應付該等供款時於損益表扣除。強積金計劃之資產於獨立管理基金與本集團之資產分開持有。本集團之僱主供款在向強積金計劃作出供款時全數歸屬於僱員。

本公司在中國營運之附屬公司之僱員為由當地市政府營運之退休福利計劃（「中國退休福利計劃」）之成員。當地市政府承諾承擔所有現有及日後退休之中國附屬公司僱員之退休福利責任。中國附屬公司有關中國退休福利計劃之唯一責任為作出符合中國退休福利計劃規定之供款。根據中國有關法例及法規，該等供款在應付時於損益表扣除。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

EMPLOYEE BENEFITS (Continued)

Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

Equity-settled share-based payment

Share options granted to directors and employees

The fair value of services received determined by reference to the fair value of share options granted at the grant date is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in equity (share options reserve).

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

Share options granted to consultants

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

3. 重大會計政策 (續)

僱員福利 (續)

終止合約福利

本集團須通過周詳、正式的計劃(該計劃須並無任何實際撤銷的可能性),明確地表示終止僱用員工或對自願遣散的僱員提供福利,方會確認終止合約福利。

股權結算以股份支付

授予董事及僱員之購股權

所獲服務之公平值乃參考購股權於授出日期之公平值釐定,倘所授出之購股權獲即時歸屬,則於授出日期悉數確認為開支,並於權益中(購股權儲備)作相應之增加。

當行使購股權時,過往於購股權儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日後被沒收或於屆滿日期仍未行使,則過往於購股權儲備確認之金額將轉撥至累計虧損。

授予顧問的購股權

發行以換取貨品或服務之購股權乃按所收到貨品或服務之公平值計量,除非有關公平值不能被可靠地計量,則此情況下所收到貨品或服務乃參考所授出購股權之公平值計量。除非貨品或服務符合資格確認為資產,否則所收到貨品或服務之公平值會於本集團取得貨品或對手方提供服務時確認為開支,並於權益(購股權儲備)作出相應增加。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

TAXATION

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

3. 重大會計政策 (續)

稅項

所得稅開支指當期應繳稅項與遞延稅項的總和。

當期應繳稅項乃基於年內應課稅溢利計算。應課稅溢利因不包括其他年度之應課稅或可扣減的收入或開支項目並且亦不包括始終不應課稅或不可扣減之項目，故其與綜合損益及其他全面收益表內列報的溢利並不相同。本集團的即期稅項負債乃採用於報告期末已頒佈或實質已頒佈的稅率計算。

遞延稅項乃基於綜合財務報表內資產及負債之賬面值與計算應課稅溢利所採用的相應稅基之間的暫時性差額確認。遞延稅項負債一般就所有應課稅暫時性差額予以確認。遞延稅項資產一般以可能將存在可供用以與所有可扣減暫時性差額相互抵銷的應課稅溢利為限就該等可扣減暫時性差額予以確認。倘暫時性差額乃因商譽或因於並不影響應課稅溢利或會計溢利的交易中初步確認（業務合併除外）其他資產及負債而產生，則不予確認上述遞延稅項資產及負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

TAXATION (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

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

3. 重大會計政策 (續)

稅項 (續)

遞延稅項負債乃就與於附屬公司投資有關的應課稅暫時性差額予以確認，惟本集團可控制暫時性差額之撥回且暫時性差額於可預見的未來極有可能不會撥回時則除外。僅在可能將存在充足應課稅溢利可供用以與暫時性差額利益相互抵銷且預期其於可預見的將來將會撥回的情況下，方會確認由與上述投資及權益有關的可扣減暫時性差額而產生的遞延稅項資產。

於各報告期末會對遞延稅項資產的賬面值進行評核，並將其減至不再可能存在充足應課稅溢利而使得將收回全部或部分資產的程度。

遞延稅項資產及負債乃按預期於償付負債或變現資產之期間將適用的稅率計量（基於截至報告期末已頒佈或實質已頒佈的稅率（及稅法））。

遞延稅項負債及資產的計量值反映因本集團預期於報告期末將用以收回或償付其資產及負債賬面值的方式將會引致的稅務結果。

即期及遞延稅項於損益內確認，惟與於其他全面收入或直接於權益確認的項目有關時則除外，在此情況下，即期及遞延稅項亦會分別於其他全面收入或直接於權益內確認。倘即期稅項或遞延稅項因業務合併之初步會計處理而產生，則有關稅務影響會計入業務合併之會計處理。

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

INTANGIBLE ASSETS

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses, being their fair value at the date of the revaluation less subsequent accumulated amortisation and any accumulated impairment losses. Amortisation for intangible asset with finite useful lives is recognised on a straight-line basis over their estimated useful lives.

Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

3. 重大會計政策 (續)

無形資產

單獨收購之無形資產

單獨收購且具有限定可使用年期之無形資產，按成本減累計攤銷及累計減值虧損列賬。攤銷乃以直線法於其估計可使用年期內確認。於各報告期末檢討估計可使用年期及攤銷方法，估計變動之效力按預期基準入賬。單獨收購且具無限定可使用年期之無形資產則按成本減累計減值虧損入賬。

業務合併購入之無形資產

業務合併購入之無形資產與商譽分開確認，初始按其於收購日期之公平值（視為其成本）確認。

於初始確認後，具備有限使用年期的無形資產按成本扣除累計攤銷及任何累計減值虧損（即其於重估日期的公平值扣除隨後的累計攤銷及任何累計減值虧損）列賬。攤銷有限使用年期的無形資產乃按直線基準於估計可使用年期確認。

相反，具備無限可使用年期之無形資產按成本減任何其後累計減值虧損列賬。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

INTANGIBLE ASSETS (Continued)

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

IMPAIRMENT LOSSES ON TANGIBLE AND INTANGIBLE ASSETS OTHER THAN GOODWILL

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

3. 重大會計政策 (續)

無形資產 (續)

終止確認無形資產

無形資產於出售時或預期不會從使用或出售獲得未來經濟利益時終止確認。終止確認無形資產產生之收益及虧損按出售所得款項淨額與資產賬面金額之間的差額計量，於終止確認資產時於損益確認。

商譽除外之有形及無形資產減值虧損

於各報告期末，本集團對其有形及無形資產的賬面值進行評核，以確定是否存在任何跡象表明該等資產已出現減值虧損。倘存在任何該類跡象，會對資產的可收回金額作出估計以確定減值虧損（如有）的程度。倘無法估計單項資產之可收回金額，則本集團估計資產所屬現金產生單位之可收回金額。倘可識別分配之合理一致基準，則公司資產亦分類為獨立現金產生單位或以其他方式分配至可識別合理一致基準之現金產生單位最小組別。

具無限定可使用年期之無形資產及尚未可使用之無形資產至少每年均進行減值測試，並於出現減值跡象時進行減值測試。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

IMPAIRMENT LOSSES ON TANGIBLE AND INTANGIBLE ASSETS OTHER THAN GOODWILL (Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately in profit or loss.

INVENTORIES

Inventories, representing finished goods for resale, are stated at the lower of costs and net realisable value. Cost is calculated using first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 重大會計政策 (續)

商譽除外之有形及無形資產減值虧損 (續)

可收回金額為公平值減銷售成本與使用價值兩者中之較高者。評估使用價值時，估計未來現金流量會按照可反映現時市場對貨幣時間值及未調整未來現金流量估計之資產特定風險的評估的稅前貼現率，貼現至其現值。

倘資產（或現金產生單位）之可收回金額估計低於其賬面值，則該資產（或現金產生單位）賬面值減至可收回金額。減值虧損即時於損益確認。

倘減值虧損於其後撥回，則資產的賬面值將增至經修訂之估計可收回金額，惟已增加的賬面值不得超過假設有關資產（或現金產生單位）於過往年度並無確認減值虧損下原應釐定之賬面值。減值虧損撥回即時於損益確認為收入。

存貨

存貨指可供轉售之製成品，乃按成本及可變現淨值之間的較低者列賬。成本以先入先出方法計算。可變現淨值指存貨估計售價減所有估計完成成本及必要銷售成本計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

PROVISIONS

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

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

CONTINGENT LIABILITIES ACQUIRED IN A BUSINESS COMBINATION

Contingent liabilities acquired in a business combination are initially measured at fair value at the date of acquisition. At the end of the subsequent report periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with HKAS 37 and the amount initially recognised less cumulative amortisation recognised in accordance with HKAS 18.

3. 重大會計政策 (續)

撥備

倘本集團因過往事件而須承擔現有責任，而本集團很可能須履行該項責任，且能可靠估計該責任之金額時，則須確認撥備。

撥備乃經考慮責任所附帶的風險及不確定因素後，根據於報告期末為履行現有責任所需代價之最佳估計計算。倘撥備乃按履行現有責任之估計現金流量計量，其賬面值則按有關現金流量之現值（倘貨幣之時間價值影響重大）計值。

倘用以償還撥備之部份或全部經濟利益預期將由第三方收回，則當實質上確認將收到償款且應收金額能可靠計量時，應收款項方確認為資產。

於業務合併中收購之或然負債

於業務合併中收購之或然負債初始於收購日按公平值計量。在其後報告期末，該或然負債為根據香港會計準則第37號確認之金額及根據香港會計準則第18號初始確認之金額減累計攤銷兩者之較高者確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified as loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of asset within the time frame established by regulation or convention in the marketplace.

3. 重大會計政策 (續)

金融工具

金融資產及金融負債乃於一間集團實體成為工具合約條文訂約一方時於綜合財務狀況表內確認。

金融資產及金融負債最初按公平值計量。於最初確認時，可直接歸因於收購或發行金融資產及金融負債（除經損益賬按公平值入賬之金融資產或金融負債外）的交易成本乃加入金融資產或金融負債的公平值或從其中扣除（如適用）。收購經損益賬按公平值入賬之金融資產或金融負債直接應佔交易成本即時於損益確認。

金融資產

本集團的金融資產分類為貸款及應收款項。該分類乃根據金融資產之性質及目的於初步確認時釐定。所有按正常途徑購入或出售的金融資產乃按交易日期確認及終止確認。按正常途徑購入或出售指購入或出售金融資產，並須於依照市場規則或慣例確定的時間段內交付資產。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Financial assets (Continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, deposits and other receivables, loan and loan interest receivables and cash and cash equivalents) are carried at amortised cost using the effective interest method, less any identified accumulated impairment losses (see accounting policy on impairment loss of financial assets below).

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

3. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

實際利息法

實際利息法是計算金融資產的攤銷成本並於有關期間分配利息收入的方法。實際利率是於金融資產整個預期年限或（倘屬適當）較短期間將估計未來現金收入（包括構成實際利率組成部份的所有已付或已收費用、交易成本及其他溢價或折讓）折現為於最初確認時的賬面淨值的利率。

債務工具之利息收入按實際利息基準確認。

貸款及應收款項

貸款及應收款項為於交投暢旺的市場並無報價且付款額固定或可釐定的非衍生金融資產。於最初確認之後，貸款及應收款項（包括貿易應收賬款、按金及其他應收款項、應收貸款及貸款利息以及現金及現金等價物）乃採用實際利息法按已攤銷成本列賬，並扣除任何已識別累計減值虧損（參見下文有關金融資產減值虧損的會計政策）。

利息收入透過採用實際利率確認，惟確認利息將不會重大之短期應收款項除外。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period ranging from 90 to 180 days, observable changes in national or local economic conditions that correlate with default on receivables.

3. 重大會計政策 (續)

金融工具 (續)

金融資產減值

於各報告期末會就是否存在減值跡象對金融資產進行評估。倘存在客觀證據表明，因於初步確認金融資產之後發生的一項或多項事件，金融資產的估計未來現金流量已受影響，則金融資產視為已減值。

減值客觀證據可包括：

- 發行人或對手方出現嚴重的財務困難；或
- 違反合約規定，如欠繳或拖欠支付利息及本金；或
- 借款人可能破產或將進行財務重組；或
- 因財務困難而令該金融資產失去交投暢旺之市場。

就若干種類的金融資產（如貿易應收賬款）而言，被評定為不會個別減值的資產其後按集中基準進行減值評估。應收款項組合出現減值的客觀證據可包括本集團的過往收款經驗、相關組合延遲付款超過介乎90天至180天信貸期的數目增加以及國家或地方經濟狀況與應收款項出現拖欠情況存在關連的的可觀測變化。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets (Continued)

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3. 重大會計政策 (續)

金融工具 (續)

金融資產減值 (續)

就按攤銷成本列賬的金融資產而言，已確認之減值虧損金額為資產賬面值與按該金融資產之原定實際利率折現的估計未來現金流量的現值之間的差額。

就按成本列賬的金融資產而言，減值虧損金額乃按資產賬面值與按類似金融資產的當前市場回報率折現的估計未來現金流量的現值之間的差額計量。該項減值虧損於其後期間不會被撥回。

金融資產的賬面值會直接扣除減值虧損，惟貿易應收賬款的賬面值則採用備抵賬戶扣除相關款項。於貿易應收賬款被認為無法收回時會於備抵賬戶內沖銷。其後收回先前已沖銷的金額則會計入損益。備抵賬戶之賬面值變動乃於損益內確認。

就按攤銷成本計量的金融資產而言，倘減值虧損金額於其後期間出現減少，且減少情況與於確認減值虧損後發生的事件存在客觀聯繫，則先前確認的減值虧損透過損益撥回，以資產於撥回減值當日的賬面值不超過倘先前未確認減值原應計得的攤銷成本金額為限。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Convertible notes

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

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds of the issue of the convertible notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the notes into equity, is included in convertible note reserve.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及股本工具

集團實體發行的金融負債及股本工具根據合約安排的實質以及金融負債及股本工具的釋義分類為金融負債或權益。

股本工具

股本工具是證明本集團資產經扣除其所有負債之後的剩餘權益的任何合約。本集團所發行之股本工具按已收所得款項扣減直接發行成本確認。

可換股票據

本集團發行的可換股票據包括負債及換股權部份，乃根據合同安排的實質及金融負債及股本工具的定義，於初步確認時各自分類為負債及股權部份。將以固定金額現金或另一項金融資產交換本公司本身固定數目的股權工具方式結清的換股權乃分類為股權工具。

於初步確認時，負債部份的公平值乃按類似不可換股債務的現行市場利率釐定。發行可換股票據的所得款項總額與撥往負債部份的公平值的差額（代表讓持有人將票據轉換為股本的換股權）應列入可換股票據儲備。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Financial liabilities and equity instruments (Continued)

Convertible notes (Continued)

In subsequent periods, the liability component of the convertible notes is carried at amortised cost using the effective interest method. The equity component, representing the option to convert the liability component into ordinary shares of the Company, will remain in convertible note reserve until the embedded option is exercised (in which case the balance stated in convertible note reserve will be transferred to share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible note reserve will be released to the accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

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

3. 重大會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

可換股票據 (續)

於往後期間，可換股票據的負債部份乃以實際利率法按已攤銷成本列賬。股本部份（代表可將負債部份轉換為本公司普通股的選擇權）將保留於可換股票據儲備，直至嵌入式換股權獲行使為止（於此情況下，可換股票據儲備的結餘將轉撥至股份溢價）。倘換股權於到期日尚未獲行使，可換股票據儲備的結餘將解除至累計虧損。換股權獲轉換或到期時不會於損益中確認任何盈虧。

發行可換股貸款票據的交易成本，按所得款項總額的分配比例撥往負債及股本部份。股本部份的交易成本會直接於股權中扣除。負債部份的交易成本計入負債部份的賬面值中，並以實際利率法於可換股票據期限內攤銷。

Notes to the Consolidated Financial Statements

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities at fair value through profit or loss ("FVTPL")

Financial liabilities are classified as at FVTPL when the financial liabilities are designated at FVTPL on initial recognition.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with changes at fair value arising on remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any interest paid on the financial liabilities.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

經損益賬按公平值入賬之金融負債

倘金融負債於初步確認時指定為經損益賬按公平值入賬，則該金融負債分類為經損益賬按公平值入賬。

於下列情況，金融負債（持作買賣之金融負債除外）可於初步確認後指定為經損益賬按公平值入賬：

- 有關指定對銷或大幅減少可能出現不一致之計量或確認歧異；或
- 根據本集團既定風險管理或投資策略管理組成一組金融資產或金融負債或兩者其中部份之金融負債，並按公平值基準評估其表現，且有關分類的資料乃按該基準由內部提供；或
- 金融負債組成包含一項或以上嵌入式衍生工具之合約其中部份，且香港會計準則第39號准許整份合併合約（資產或負債）指定為經損益賬按公平值入賬。

經損益賬按公平值入賬之金融負債按公平值計量，重新計量所產生之公平值變動於產生變動期間直接在損益中確認。於損益確認之收益或虧損淨額不包括就任何金融負債所支付之利息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Financial liabilities and equity instruments (Continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis other than those financial liabilities classified as at fair value through profit or loss ("FVTPL"), of which the interest expense is excluded in net gains or losses.

Other financial liabilities

Other financial liabilities including trade payables, other payables and accruals are subsequently measured at amortised cost, using the effective interest method.

Convertible notes designated at FVTPL

Convertible notes issued by the Group (including related embedded derivatives) are designated as FVTPL on initial recognition. At the end of each reporting period subsequent to initial recognition, the entire convertible notes are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

3. 重大會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

實際利息法

實際利息法是計算金融負債攤銷成本並於有關期間分配利息開支的方法。實際利率是於金融負債預期年限或(倘屬適當)較短期間將估計未來現金付款(包括構成實際利率不可或缺部份之所有已付或已收費用、交易成本及其他溢價或折讓)準確折現至初步確認時之賬面淨值之利率。

利息開支乃按實際利率基準確認，惟分類為經損益賬按公平值入賬之金融負債除外，其利息開支不計入淨收益或虧損。

其他金融負債

其他金融負債(包括貿易應付賬款、其他應付款項及應計款項)其後採用實際利息法按攤銷成本計量。

指定為經損益賬按公平值入賬的可換股票據

本集團發行的可換股票據(包括相關嵌入式衍生工具)於初步確認時指定為經損益賬按公平值入賬。於初步確認後的每個報告期末，全部可換股票據按公平值計量，而公平值變動於產生期間直接在損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

FINANCIAL INSTRUMENTS (Continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

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

3. 重大會計政策 (續)

金融工具 (續)

終止確認

僅於資產現金流量之合約權利屆滿時，或將金融資產及該資產所有權之絕大部份風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。倘本集團並無轉讓亦無保留所有權之絕大部份風險及回報，並繼續控制轉讓資產，則本集團會繼續以其持續參與該項資產的程度為限確認該項資產及確認相關負債。倘本集團保留轉讓金融資產擁有權之絕大部份風險及回報，本集團會繼續確認金融資產，並就所收取之所得款項確認抵押借款。

於全面終止確認金融資產時，資產賬面值與已收及應收代價以及已於其他全面收入確認及於權益中累計之累計收益或虧損之總和之差額，乃於損益內確認。

本集團僅於其責任已被解除、註銷或屆滿時方會終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額乃於損益內確認。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

RELATED PARTIES

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

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.

- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

3. 重大會計政策 (續)

關連人士

倘任何人士符合以下條件，則視為本集團的關連人士：

- (a) 一名人士或該人士之關係密切家庭成員為本集團的關連人士，倘該人士：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員的其中一名成員。

- (b) 實體為本集團的關連人士，倘該實體符合下列任何一項條件：
 - (i) 該實體與本集團屬同一集團之成員公司（指各母公司、附屬公司及同系附屬公司為其他方的關連人士）；
 - (ii) 一家實體為另一實體之聯營公司或合營公司（或另一家實體之母公司、附屬公司或同系附屬公司）；
 - (iii) 兩家實體均為同一第三方之合營公司；
 - (iv) 一家實體為第三方實體之合營公司，而另一家實體為第三方實體之聯營公司；
 - (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃；

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

RELATED PARTIES (Continued)

(b) (Continued)

- (vi) the entity is controlled or jointly controlled by a person identified in (a); and
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

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

SEGMENT REPORTING

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

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

3. 重大會計政策 (續)

關連人士 (續)

(b) (續)

- (vi) 該實體受(a)定義之人士控制或共同控制；及
- (vii) (a)(i)定義之人士對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理人員。

一名人士之關係密切家庭成員指預期在其與實體進行交易時可能影響該人士或受該人士影響的家庭成員。

分部報告

經營分部，及於財務報表中報告的每個分部項目款額從財務資料中確認，而財務資料則定期提供予本集團最高級行政管理人員，以向本集團各個業務及業務所在地分配資源，並評估本集團各個業務及業務所在地的表現。

除非分部的經濟特徵相似，且在產品及服務性質、生產過程性質、顧客種類及等級、分銷產品或提供服務的方式，及監管環境性質方面均相似，否則個別重大的經營分部並不為編製財務報告而將其合計。倘個別非重大的經營分部共同具有上述的特徵，則可能將其合計。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

DISCONTINUED OPERATIONS

A discontinued operation is a component of the group's business, the operations and cash flows of which can be clearly distinguished from the rest of the group and which represents a separate major line of business or is part of a single co-ordinated plan to dispose of a separate major line of business.

When an operation is classified as discontinued, a single amount is presented in the income statement, which comprises the post-tax profit or loss of the discontinued operation and the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

3. 重大會計政策 (續)

已終止經營業務

已終止經營業務為本集團業務的組成部分，而其業務及現金流量可與本集團其他業務清楚區分。已終止經營業務指一項獨立的主要業務或一項出售獨立的主要業務的單一經統籌計劃的一部分。

倘業務被分類為已終止經營業務，則本集團會於收益表呈列一項單一金額，該金額包括已終止經營業務的除稅後溢利或虧損及計量公平價值減去出售成本時所確認的除稅後溢利或虧損，或出售構成終止經營業務的資產或資產組別時所確認的除稅後收益或虧損。

4. 重大會計判斷及估計不明朗因素的主要來源

於應用本集團的會計政策時（載於附註3），本公司董事須就資產及負債的賬面值作出不易由其他來源得出的判斷、估計及假設。估計及有關假設乃基於過往經驗及被認為屬相關的其他因素作出。實際結果可能與該等估計有所不同。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

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

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

KEY SOURCES OF ESTIMATION UNCERTAINTY

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

Provision for inventories

Management reviews the ageing analysis of inventories of the Group at the end of each reporting period and makes provision if considered necessary. Management estimate the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. At 31 December 2013, the carrying amount of inventories was approximately HK\$614,000 (30 June 2012: HK\$nil) after netting off the allowance for inventories of approximately HK\$800,000 (30 June 2012: HK\$800,000).

4. 重大會計判斷及估計不明朗因素的主要來源(續)

估計及相關假設會持續進行評核。倘對會計估計的修訂倘僅影響對估計作出修訂之期間，則於有關期間內確認，或倘修訂對當前及未來期間均有影響，則於修訂期間及未來期間確認。

估計不明朗因素的主要來源

以下為有關未來的關鍵假設以及於報告期末有關估計不明朗因素的其他主要來源，具有導致下一財政年度資產及負債賬面值作出重大調整的重大風險。

存貨撥備

管理層會於各報告期末審閱本集團存貨之賬齡分析，並在認為有必要時計提撥備。管理層主要依據最近發票價格及當前市況，估計該等存貨之可變現淨值。二零一三年十二月三十一日，經扣除存貨撥備約800,000港元(二零一二年六月三十日：800,000港元)後，存貨的賬面值約為614,000港元(二零一二年六月三十日：零港元)。

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

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

KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment of property, plant and equipment

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset, which required significant judgment relating to level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or reversal of impairment in future periods.

Estimated impairment of goodwill and intangible assets

Determining whether goodwill and intangible assets is impaired requires an estimation of the value-in-use of the cash-generating units to which goodwill has been allocated. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2013, the carrying amount of goodwill amounted to approximately HK\$329,017,000 (net of accumulated impairment loss amounted to approximately HK\$849,350,000) and carrying amount of intangible assets amounted to approximately HK\$252,987,000 (net of accumulated amortisation and impairment loss amounted to approximately HK\$223,609,000). Details are disclosed in Note 23.

4. 重大會計判斷及估計不明朗因素的主要來源 (續)

估計不明朗因素的主要來源 (續)

物業、廠房及設備減值

資產可收回金額為淨售價及使用價值的較高者。在估計使用價值時，乃將預計未來現金流量貼現至其現值，使用貼現率為可反映現時市場評估之貨幣時值及該資產特定風險值之稅前貼現率，並需要對收入水準及經營成本作出重大判斷。本集團利用所有現有資料對可收回金額作合理估算，包括合理及有依據的假設以及收入及經營成本的估算。估計金額的變動可能對資產的賬面值產生重大的影響，並可能導致在未來期間計提額外的減值費用或撥回已計提之減值。

商譽及無形資產的估計減值

釐定商譽及無形資產有否減值時，須要對已獲分配商譽的現金產生單位使用價值作出估計。本集團計算使用價值時，須要估計預期該現金產生單位日後所產生的現金流量及合適折現率，方可計算其現值。若日後的實際現金流量少於預期，則可能出現重大減值虧損。於二零一三年十二月三十一日，商譽之賬面值約為329,017,000港元（經扣除累計減值虧損金額約849,350,000港元）及無形資產之賬面值約為252,987,000港元（經扣除累計攤銷及減值虧損金額約223,609,000港元）。詳情於附註23披露。

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

KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Determination of fair values of identifiable intangible assets arising from the business combination

The acquired identifiable assets and liabilities had to be measured at their respective fair values as at the date of acquisition. The difference between the cost of acquisition and the fair value of the Group's share of net assets so acquired should be recognised as goodwill at the end of the reporting period or recognised in the consolidated statement of profit or loss and other comprehensive income. In the absence of an active market for the business combination/acquisition transactions undertaken by the Group, in order to determine the fair values of assets acquired and liabilities assumed, the directors of the Company had made their estimates according to the valuation results produced by external valuers. During the eighteen months ended 31 December 2013, the fair value of identifiable intangible assets arising from the acquisitions of Galaxy Palace Group Limited and HCH Investments Limited are approximately HK\$100,160,000 and HK\$58,967,000 respectively. Details of the identifiable intangible assets are disclosed in Note 22.

4. 重大會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源(續)

釐定業務合併產生的可識別無形資產的公平值

所購入可識別資產及負債須按收購日期各自之公平值計量。收購成本與本集團應佔所收購資產淨值的公平值之差額於報告日期末確認為商譽或在綜合損益及其他全面收益表確認。由於本集團所進行業務合併／收購交易並無活躍市場，故釐定所收購資產及所承擔負債的公平值時，本公司董事已根據外界估值師所提供估值結果作出估計。截至二零一三年十二月三十一日止十八個月，因收購Galaxy Palace Group Limited及HCH Investments Limited所產生之可識別無形資產之公平值分別約為100,160,000港元及58,967,000港元。有關可識別無形資產之詳情於附註22披露。

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

KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Estimated impairment of trade receivables, loan and loan interest receivables and other receivables

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2013, the carrying amount of trade receivables, loan and loan interest receivables and other receivables is approximately HK\$9,469,000 (net of allowance for doubtful debts of approximately HK\$41,000) (30 June 2012: HK\$80,098,000, net of allowance for doubtful debts of approximately HK\$41,000), HK\$nil (30 June 2012: HK\$56,349,000, net of allowance for doubtful debt of HK\$nil), and HK\$17,646,000 (net of allowance for doubtful debt of HK\$nil) (30 June 2012: HK\$34,662,000, net of allowance for doubtful debts of approximately HK\$1,157,000).

Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimate are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

4. 重大會計判斷及估計不明朗因素的主要來源 (續)

估計不明朗因素的主要來源 (續)

貿易應收賬款、應收貸款及貸款利息及其他應收款項的估計減值

倘有客觀證據顯示出現減值虧損，本集團即會考慮估計未來現金流量。減值虧損金額按資產賬面值與估計未來現金流量（不包括尚未產生之日後信貸虧損）按該金融資產原定實際利率（即初步確認時計算之實際利率）折現之現值間之差額計量。倘實際未來現金流量少於預期，則可能產生重大減值虧損。於二零一三年十二月三十一日，貿易應收賬款、應收貸款及貸款利息以及其他應收款項之賬面值分別約為9,469,000港元（扣除呆賬撥備約為41,000港元）（二零一二年六月三十日：80,098,000港元（扣除呆賬撥備約為41,000港元））、零港元（二零一二年六月三十日：56,349,000港元（扣除呆賬撥備零港元））及17,646,000港元（扣除呆賬撥備零港元）（二零一二年六月三十日：34,662,000港元（扣除呆賬撥備1,157,000港元））。

所得稅

本集團須繳納若干司法權區的所得稅。釐定所得稅撥備時需要作出重大估計。於日常業務過程中，許多交易及計算所涉及的最終稅項未能明確釐定。倘該等事件的最終稅務結果與初始記錄的金額存在差異，則該等差額將影響作出有關釐定期間的所得稅及遞延稅項撥備。

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5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes convertible notes disclosed in Note 32, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associates with each class of capital. Based on the recommendations of the directors of the Company, the Group will balance its overall capital structure through the new share issues as well as the issue of new debt or the redemption of the existing debt.

5. 資本風險管理

本集團資本管理之目標為保障旗下實體能持續經營業務，並透過實現債務與權益之間的最佳平衡，為股東帶來最大回報。本集團之整體策略與過往年度維持不變。

本集團之資本架構包括債務（包括附註32所披露之可換股票據）減去現金及現金等價物及本公司擁有人應佔權益（包括已發行股本及儲備）。

本公司董事定期檢討資本架構。作為此檢討之一部份，本公司董事考慮資本之成本及與各類資本相關之風險。根據本公司董事之建議，本集團將透過發行新股份及發行新債務或贖回現有債務之方式平衡整體資本架構。

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6. FINANCIAL INSTRUMENTS

6. 金融工具

CATEGORIES OF FINANCIAL INSTRUMENTS

金融工具類別

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Financial assets	金融資產		
At amortised cost	按攤銷成本		
Loan and receivables (including cash and cash equivalents)	貸款及應收款項(包括 現金及現金等價物)		
Trade receivables	貿易應收賬款	9,469	80,098
Deposits and other receivables	按金及其他應收款項	18,472	35,406
Loan and loan interest receivables	應收貸款及貸款利息	-	56,349
Cash and cash equivalents	現金及現金等價物	10,966	7,671
		38,907	179,524
At fair value through profit or loss	經損益賬按公平值		
Derivative financial assets	衍生金融資產	711	-
		39,618	179,524
Financial liabilities	金融負債		
At amortised cost	按攤銷成本		
Trade payables	貿易應付賬款	5,256	7,854
Other payables and accruals	其他應付款項及 應計款項	47,463	21,702
Deposits received	已收按金	149	7,378
Convertible notes	可換股票據	142,240	-
		195,108	36,934

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6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

The Group's financial instruments include trade receivables, deposits and other receivables, loan and loan interest receivables, cash and cash equivalents derivative financial assets, trade payables, other payables and accruals, deposits received, and convertible notes. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency, interest rates and price risk.

Market risk exposures are further measured by sensitivity analysis. There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risk. Details of each type of market risks are described as follows:

6. 金融工具 (續)

金融風險管理目標及政策

本集團之金融工具包括貿易應收賬款、按金及其他應收款項、應收貸款及貸款利息、現金及現金等價物、衍生金融資產、貿易應付賬款、其他應付款項及應計款項、已收按金及可換股票據。該等金融工具之詳情於各相關附註披露。有關該等金融工具之風險包括市場風險（貨幣風險、利率風險及價格風險）、信貸風險及流動資金風險。有關降低該等風險之政策乃於下文載列。管理層將管理及監控該等風險，以確保及時有效地實施適當之措施。

市場風險

本集團業務主要面對外幣、利率及價格變動之金融風險。

所面對之市場風險乃以敏感度分析進一步計量。本集團面對之市場風險或其管理及計量風險之方式並無重大改變。各類市場風險詳述如下：

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6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Currency risk

Several subsidiaries of the Group have certain foreign currency transaction, which expose the Group to foreign currency risk.

The carrying amounts of the Group's RMB denominated and USD denominated monetary assets and monetary liabilities at the end of reporting period are as follows:

		Liabilities 負債		Assets 資產	
		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元	31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
RMB	人民幣	-	27,876	-	178,029
USD	美元	5,218	-	7,213	-

The Group currently does not have a foreign currency hedging policy. However, the management has closely monitored the Group's foreign exchange exposure and will consider hedging significant foreign currency risk should the need arise.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

貨幣風險

本集團之若干附屬公司擁有若干外匯交易，令本集團面對外幣風險。

於報告期末，本集團以人民幣及美元計值之貨幣資產及貨幣負債的賬面值如下：

本集團現時並無任何外幣對沖政策。然而，管理層會嚴密監控本集團之外匯風險，且於必要時將考慮對沖重大外幣風險。

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6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Currency risk (Continued)

Sensitivity analysis

The Group mainly exposed to the effect of fluctuation in HK\$ against RMB.

As HK\$ is pegged to USD, the financial impact on exchange risk is exposed to be insignificant.

The following table details the Group's sensitivity to a 5% (for the 12 months ended 30 June 2012: 5%) increase and decrease in HK\$ against RMB. 5% (for the 12 months ended 30 June 2012: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for 5% (for the 12 months ended 30 June 2012: 5%) change in foreign currency rates. The sensitivity analysis includes trade receivables, deposits and other receivables, cash and cash equivalents, loan and loan interest receivables, trade payables, other payables and accruals.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

敏感度分析

本集團主要面對港元兌人民幣匯率波動之影響。

由於港元與美元掛鉤，匯率風險的財務影響並不重大。

下表詳列本集團對港元兌人民幣升值及貶值5% (截至二零一二年六月三十日止十二個月: 5%) 之敏感度。5% (截至二零一二年六月三十日止十二個月: 5%) 為向主要管理人員報告內部外幣風險時所採納之敏感率，其反映管理層對外匯匯率之合理可能變動之評估。敏感度分析僅包括以外幣計算之尚未平倉貨幣項目，並於報告期末調整其兌換以反映外匯匯率之5% (截至二零一二年六月三十日止十二個月: 5%) 變動。敏感度分析包括貿易應收賬款、按金及其他應收款項、現金及現金等價物、應收貸款及貸款利息、貿易應付賬款、其他應付款項及應計款項。

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Currency risk (Continued)

Sensitivity analysis (Continued)

A positive number below indicates an increase in post-tax loss where HK\$ strengthen 5% (for the 12 months ended 30 June 2012: 5%) against RMB. For a 5% (for the 12 months ended 30 June 2012: 5%) weakening of HK\$ against RMB, there would be an equal and opposite impact on the loss and the balances below would be negative.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

敏感度分析 (續)

下列正數表示港元兌人民幣升值5% (截至二零一二年六月三十日止十二個月: 5%) 所導致之稅後虧損增加。倘港元兌人民幣貶值5% (截至二零一二年六月三十日止十二個月: 5%)，將會對虧損造成等值及相反之影響，及下列結餘將會出現負數。

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Loss for the period/year – RMB	期內／年內虧損 – 人民幣	–	7,508

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to the fixed-rate loan receivables, convertible notes, and cash flow interest rate risk in relation to variable rate bank balances for both years.

The Group currently does not have an interest rate hedging policy. However, the management monitors interest exposure and will consider other necessary actions when significant interest rate exposure is anticipated.

利率風險

本集團面對有關兩個年度固定利率應收貸款、可換股票據及有關浮息銀行結餘的現金流利率風險之公平值利率風險。

本集團現時並無利率對沖政策。然而，管理層會監控利息風險，且將於預計有重大利率風險時考慮其他必要的行動。

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6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Market risk (Continued)

Price risk

The Group did not have investments in equity securities for treasury purpose and therefore is not exposed to equity price risk. The management has a policy to monitor the Group's exposure to price risk by maintaining a portfolio of investments with different risk and return profiles and will consider hedging the risk exposure should the need arises.

Credit risk

As at 31 December 2013, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties provided by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group has concentration of credit risk as 84.7% (As at 30 June 2012: 68.9%) of trade receivables due from the Group's largest customer of the Group in the PRC. The Group's concentration of credit risk by geographical locations is in the PRC, which accounted for 100% (As at 30 June 2012: 100%) of total trade receivables as at 31 December 2013.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

市場風險 (續)

價格風險

本集團並無就庫務目的投資於股本證券，故並無承受股本價格風險。管理層訂有政策監察本集團價格風險，包括持有風險及回報情況不同的投資組合，並將於有需要時考慮對沖有關風險。

信貸風險

於二零一三年十二月三十一日，本集團因交易對方未能履行責任（本集團已就此作出撥備）而可能面臨財務虧損的最高信貸風險，乃因綜合財務狀況表中所述各項已確認金融資產的賬面值而產生。

本集團就貿易應收賬款面臨84.7%（於二零一二年六月三十日：68.9%）的集中信貸風險，該等貿易應收賬款乃應收本集團於中國的最大客戶之款項。本集團之集中信貸風險（按地域計算）來自中國，佔於二零一三年十二月三十一日之貿易應收賬款總額的100%（於二零一二年六月三十日：100%）。

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6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Credit risk (Continued)

In order to minimise the credit risk, the management of the Group has reviewed the recoverable amount of each individual trade receivables, other receivables, loan and loan interest receivables at the end of the reporting period to ensure that adequate impairment losses are made to irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group deposited its cash and cash equivalents with approved and reputable bank. Bankruptcy and insolvency of the bank may cause the Group's right with respect to cash and cash equivalents held to be delayed or limited. Management of the Group monitors the credit rating of these banks on an ongoing basis, and considers that the Group's exposure to credit risk at 31 December 2013 and 30 June 2012 were minimal.

Further qualitative data in respect of the Group's exposure to credit risk arising from trade receivable disclosed in Note 26 to the consolidated financial statements.

Liquidity risk

In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

信貸風險 (續)

為盡量降低信貸風險，本集團管理層已評估於報告期末的各個別貿易應收款項、其他應收款項、應收貸款及貸款利率的可收回金額，以確保對不可收回金額作出充分的減值虧損。就此而言，本公司董事認為本集團信貸風險已大幅度下降。

本集團將其現金及現金等價物存入經批准及聲譽良好的銀行。銀行破產及無償債能力可能令本集團對所持現金及現金等價物的權利被延遲或受限制。本集團管理層持續監控該等銀行的信用評級，並認為本集團於二零一三年十二月三十一日及二零一二年六月三十日的信貸風險微乎其微。

有關來自貿易應收款項的本集團信貸風險的進一步量化數據，乃於綜合財務報表附註26中披露。

流動資金風險

在管理流動資金風險的過程中，本集團會監控並維持管理層認為足夠的現金及現金等價物水平，為本集團的營運提供資金並降低現金流波動的影響。

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6. FINANCIAL INSTRUMENTS (Continued)

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (Continued)

Liquidity risk (Continued)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

6. 金融工具 (續)

金融風險管理目標及政策 (續)

流動資金風險 (續)

下表詳細列明本集團非衍生金融負債餘下合約的到期期限。該表乃按金融負債於本集團可能被要求償還的最早日期的未貼現現金流量為基準編製。該表載列了利息及本金現金流量。在利息流按浮動利率計息的前提下，未貼現金額乃根據報告期末的利率曲線計算得出。

表格包括利息及本金現金流量。倘利息流量為浮動息率，則未貼現金額來自於報告期末之利率曲線。

		Weighted average effective interest rate 加權平均 實際利率 %	Within 1 year or on demand 1年內或 按要求 HK\$'000 千港元	More than 1 year but less than 2 years 1年以上 但2年以下 HK\$'000 千港元	More than 2 years but less than 5 years 2年以上 但5年以下 HK\$'000 千港元	More than 5 years 5年以上 HK\$'000 千港元	Total contractual undiscounted cashflow 合約未貼現 現金流量總額 HK\$'000 千港元	Total carrying amount 賬面值 總額 千港元
At 31 December 2013	二零一三年十二月三十一日							
Non-derivative financial liabilities	非衍生金融負債							
Trade payables	貿易應付款項	-	5,256	-	-	-	5,256	5,256
Other payables and accruals	其他應付款項及應計款項	-	47,463	-	-	-	47,463	47,463
Deposits received	已收按金	-	149	-	-	-	149	149
Convertible notes	可換股票據	11%	11,200	11,177	162,937	-	185,314	142,240
			64,068	11,177	162,937	-	238,182	195,108
At 30 June 2012	二零一二年六月三十日							
Non-derivative financial liabilities	非衍生金融負債							
Trade payables	貿易應付款項	-	7,854	-	-	-	7,854	7,854
Other payables and accruals	其他應付款項及應計款項	-	21,702	-	-	-	21,702	21,702
Deposits received	已收按金	-	7,378	-	-	-	7,378	7,378
			36,934	-	-	-	36,934	36,934

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6. FINANCIAL INSTRUMENTS (Continued)

FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of financial liabilities are determined as follows:

- the fair value of financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices respectively;
- the fair value of financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis;
- the fair value of derivative instruments is calculated using quoted prices. Where such prices are not available, use is made of discounted cash flow analysis using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives; and
- the fair value of financial guarantee contracts is determined using option pricing models where the main assumptions are the probability of default by the specified counterparty extrapolated from market-based credit information and the amount of loss, given the default.

6. 金融工具(續)

金融工具之公平值

金融負債之公平值釐定如下：

- 具有標準條款及條件且在活躍流通市場買賣之金融負債之公平值，乃分別參考市場報價及買賣價而釐定；
- 其他金融負債之公平值（不包括衍生工具）乃按以貼現現金流量分析為基準之公認定價模式而釐定；
- 衍生工具之公平值以報價計算。倘未能獲取有關報價，非期權衍生工具將以該工具有效期適用之孳息曲線進行貼現現金流量分析釐定，而期權衍生工具則採用期權定價模型進行估計；及
- 財務擔保合約之公平值利用期權定價模式釐定，有關模式中之主要假設為按市場信貸資料推斷特定對手方違約之可能性及在違約情況下之虧損金額。

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6. FINANCIAL INSTRUMENTS (Continued)

FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

Except for the liability component of convertible notes which recorded at amortised cost as below, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded in the consolidated financial statements approximately to their fair values.

6. 金融工具 (續)

金融工具之公平值 (續)

除由可換股票據組成的負債部份(如下文以攤銷成本入賬)外,本公司董事認為計入綜合財務報表的金融資產及金融負債的賬面值約等於其公平值。

		31 December 2013 二零一三年十二月三十一日		30 June 2012 二零一二年六月三十日	
		Carrying amount	Fair value	Carrying amount	Fair value
		賬面值	公平值	賬面值	公平值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Convertible notes	可換股票據	142,240	148,615	-	-

The fair value of the liability component is the present value of the contractually determined stream of future cash flows discounted at the interest applied at that time by the market to instruments of comparable credit status and providing substantially the same cash flows, on the same terms, but without conversion option.

負債部份的公平值乃合約釐定未來現金流量按當時可資比較信用狀況、提供基本相同現金流量、條款相同但無換股權的工具的適用市場利率貼現的現值。

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6. FINANCIAL INSTRUMENTS (Continued)

FAIR VALUE ESTIMATION

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3 based on the degree to which the fair value is observable.

- Level 1: fair value measurements are those derived from quoted prices (unadjusted) in market for identical assets or liabilities.
- Level 2: fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices)
- Level 3: fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

6. 金融工具 (續)

公平值估計

下表提供於初步確認後按公平值計量之金融工具之分析，乃根據公平值可觀察程度分為第一級至第三級。

- 第一級：公平值計量由同類資產或負債之市場報價（未經調整）得出。
- 第二級：公平值計量由就資產或負債之直接（即價格）或間接（即自價格衍生）可觀察之除計入第一級內報價以外之輸入值得出
- 第三級：公平值計量由包括並非基於可觀察市場數據得出之資產或負債之輸入值（即不可觀察輸入值）之估值技術得出。

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2013	二零一三年 十二月三十一日				
Assets	資產				
Derivative financial assets	衍生金融資產	-	711	-	711

There were no transfer between Level 1, 2 and 3 in both periods.

Other than disclosed above, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities of each class approximate to their corresponding fair values.

於兩個期間，第一級、第二級及第三級之間並無任何轉撥。

除上文所披露者外，本公司董事認為，各類別之金融資產及金融負債之賬面值與其對應公平值相若。

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7. TURNOVER

Turnover represents the net amounts received and receivable for goods sold or services provided by the Group to outside customers, less returns and discounts and sales related taxes.

An analysis of the Group's turnover for the period/year, from continuing operations, is as follows:

7. 營業額

營業額指本集團向外部客戶出售貨物或提供服務之已收及應收款項淨額，經扣除退貨、折扣及銷售相關稅項。

本集團持續經營業務之期內／年內營業額分析如下：

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Continuing operations	持續經營業務		
Sale of telecommunication products and services	銷售電訊產品及服務	44,904	9,108
Transmedia advertising services	跨媒體廣告服務	16,163	91,072
		61,067	100,180

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8. OTHER INCOME AND GAINS

An analysis of the Group's other income and gains for the period/year, from continuing operations, is as follows:

8. 其他收入及收益

本集團來自持續經營業務之期內／年內其他收入及收益分析如下：

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Continuing operations	持續經營業務		
Bank interest income	銀行利息收入	50	10
Commission income	佣金收入	9,750	1,114
Sundry income	雜項收入	1,171	170
Gain on disposal of property, plant and equipment	出售物業、廠房及 設備之收益	-	443
Loan interest income	貸款利息收入	8,018	1,385
Waived of debt of other payables	獲豁免其他應付 款項之債務	-	58
Exchange gain	匯兌收益	1,539	-
		20,528	3,180

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9. SEGMENT INFORMATION

Information reported to the board of directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. This is also the basis upon which the Group is organised and managed.

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

- Sale of telecommunication products and services
- Transmedia advertising services

The operating segments regarding the film exhibition, film rights licensing and sub-licensing and artiste management were discontinued during the year ended 30 June 2012. The segment information reported below does not include any amounts for these discontinued operations, which are described in more detail in Note 14.

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

9. 分類資料

就資源分配及分類表現評估而向本公司董事會（即主要經營決策者）報告之資料，集中於所交付或提供之貨品或服務之類型。此亦為本集團組織及管理之基準。

具體而言，本集團根據香港財務報告準則第8號之可呈報及經營分類如下：

- 銷售電訊產品及服務
- 跨媒體廣告服務

截至二零一二年六月三十日止年度，有關電影放映、授出及轉授電影版權以及藝人管理之經營分類已終止經營。下列所呈報之分類資料並不包括該等終止經營業務之任何金額，有關更多詳情載於附註14。

本集團之可呈報分類乃經營不同活動之策略性業務單位。由於各業務擁有不同市場，要求不同之市場推廣策略，各可呈報分類乃個別管理。

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9. SEGMENT INFORMATION (Continued)

SEGMENT REVENUES AND RESULTS

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

Continuing operations

		Sale of telecommunication products and services 銷售電訊產品及服務		Transmedia advertising services 跨媒體廣告服務		Consolidated 綜合	
		18 months ended 31 December 2013 截至 二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至 二零一二年 六月三十日 止十二個月 HK\$'000 千港元	18 months ended 31 December 2013 截至 二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至 二零一二年 六月三十日 止十二個月 HK\$'000 千港元	18 months ended 31 December 2013 截至 二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至 二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Turnover	營業額	44,904	9,108	16,163	91,072	61,067	100,180
Segment results	分類業績	(22,620)	(135,242)	(322,460)	(498,110)	(345,080)	(633,352)
Interest income	利息收入					8,068	1,373
Share of loss of an associate	應佔一間聯營公司虧損					(335)	-
Unallocated corporate income	未分配公司收入					93,587	219,707
Unallocated corporate expenses	未分配公司開支					(72,618)	(42,275)
Unallocated finance costs	未分配融資成本					(11,898)	(1,305)
Loss before tax	除稅前虧損					(328,276)	(455,852)
Income tax credit	所得稅抵免					2,758	35,630
Loss for the period/year	期內/年內虧損					(325,518)	(420,222)

Segment revenue reported above represents revenue generated from external customers. There was no inter-segment sales in both period/year. The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment results represent the loss suffered from each segment without allocation of interest income, share of loss of an associate, change in fair value of contingent consideration payable, share-based payment expenses, central administration costs, directors' emoluments and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

9. 分類資料 (續)

分類收益及業績

按可呈報及經營分類劃分之本集團來自持續經營業務之營業額及業績分析如下：

持續經營業務

上文呈報之分類收益指來自外部客戶之收益。兩個期間/年度概無分類間銷售。經營分類之會計政策與附註3所述之本集團會計政策相同。分類業績指各分類所承受之虧損，並無分配利息收入、應佔一間聯營公司虧損、應付或然代價之公平值變動、以股份為基礎之付款費用、中央行政費用、董事酬金及融資成本。此乃就資源分配及分類表現評估而向主要經營決策者進行呈報之方法。

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9. SEGMENT INFORMATION (Continued)

SEGMENT ASSETS AND LIABILITIES

The following is an analysis of the Group's assets and liabilities from continuing operations by reportable segment:

Continuing operations

		Sale of telecommunication products and services 銷售電訊產品及服務		Transmedia advertising services 跨媒體廣告服務		Consolidated 綜合	
		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元	31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元	31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Segment assets	分類資產	585,368	39,883	98,223	569,213	683,591	609,096
Unallocated corporate assets	未分配公司資產					59,897	69,349
Total segment assets	分類資產總值					743,488	678,445
Assets relating to discontinued operation	與終止經營業務有關之資產					-	15,874
Consolidated assets	綜合資產					743,488	694,319
Segment liabilities	分類負債	59,534	31,594	6,398	27,173	65,932	58,767
Unallocated corporate liabilities	未分配公司負債					175,992	16,825
Total segment liabilities	分類負債總值					241,924	75,392
Liabilities relating to discontinued operation	與終止經營業務有關之負債					-	7,874
Consolidated liabilities	綜合負債					241,924	83,266

9. 分類資料 (續)

分類資產及負債

本集團按可呈報分類之持續經營業務資產及負債分析如下：

持續經營業務

Notes to the Consolidated Financial Statements

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

9. SEGMENT INFORMATION (Continued)

SEGMENT ASSETS AND LIABILITIES

(Continued)

Continuing operations (Continued)

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

- all assets are allocated to operating segments other than unallocated corporate assets (mainly comprising certain of prepayments, deposits and other receivables, loan and loan interest receivables, and derivative financial assets); and
- all liabilities are allocated to operating segments other than unallocated corporate liabilities (mainly comprising receipts in advances, contingent consideration payable, other payables and accruals, and convertible notes).

9. 分類資料 (續)

分類資產及負債 (續)

持續經營業務 (續)

為監管分類的表現及分類間之資源分配：

- 除未分配公司資產 (主要包括若干預付款項、按金及其他應收款項、應收貸款及貸款利息以及衍生金融資產) 外，所有資產均分配予經營分類；及
- 除未分配公司負債 (主要包括預收賬款、應付或然代價、其他應付款項及應計款項及可換股票據) 外，所有負債均分配予經營分類。

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9. SEGMENT INFORMATION (Continued)

9. 分類資料 (續)

OTHER SEGMENT INFORMATION

其他分類資料

Continuing operations

持續經營業務

	Sale of telecommunication products and services 銷售電訊產品及服務		Transmedia advertising services 跨媒體廣告服務		Unallocated 未分配		Consolidated 綜合	
	18 months ended 31 December 2013 截至 二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至 二零一二年 六月三十日 止十二個月 HK\$'000 千港元	18 months ended 31 December 2013 截至 二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至 二零一二年 六月三十日 止十二個月 HK\$'000 千港元	18 months ended 31 December 2013 截至 二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至 二零一二年 六月三十日 止十二個月 HK\$'000 千港元	18 months ended 31 December 2013 截至 二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至 二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Amount included in the measure of segment results	計量分類業績所包括的金額：							
Capital expenditure	208,451	39,834	76,317	1,705	44	-	284,612	41,539
Change in fair value of contingent consideration payable	-	-	-	-	(93,587)	(183,415)	(93,587)	(183,415)
Depreciation of property, plant and equipment	2,303	2,247	8,753	6,426	260	854	11,316	9,527
Amortisation of intangible assets	21,472	5,436	14,887	45,705	-	-	36,359	51,141
(Gain)/loss on disposal of property, plant and equipment	(1,319)	-	6,042	-	-	(443)	4,723	(443)
Impairment loss recognised in respect of property, plant and equipment	-	6,754	-	107	-	-	-	6,861
Impairment loss recognised in respect of intangible assets	-	10,231	23,769	99,085	-	-	23,769	109,316
Impairment loss recognised in respect of goodwill	16,222	115,803	285,775	425,655	-	-	301,997	541,458
Impairment loss recognised in respect of trade receivables	-	-	-	41	-	-	-	41
Impairment loss recognised in respect of inventories	-	800	-	-	-	-	-	800
Impairment loss recognised in respect of other receivables	-	2	-	605	-	-	-	607

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

9. SEGMENT INFORMATION (Continued)

OTHER SEGMENT INFORMATION

(Continued)

Continuing operations (Continued)

Capital expenditure for the 18 months ended 31 December 2013 and the 12 months ended 30 June 2012 includes additions resulted from acquisition through business combinations, amounting to approximately HK\$163,908,000 (for the 12 months ended 30 June 2012: HK\$31,840,000).

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

9. 分類資料(續)

其他分類資料(續)

持續經營業務(續)

截至二零一三年十二月三十一日止十八個月及截至二零一二年六月三十日止十二個月的資本開支包括因透過業務合併進行收購而產生的添置，金額約為163,908,000港元(截至二零一二年六月三十日止十二個月：31,840,000港元)。

定期提供予主要經營決策者但不包含於分類業績或分類資產計量的金額：

	Sale of telecommunication products and services 銷售電訊產品及服務		Transmedia advertising services 跨媒體廣告服務		Unallocated 未分配		Consolidated 綜合	
	18 months ended 31 December 2013 截至 二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至 二零一二年 六月三十日 止十二個月 HK\$'000 千港元	18 months ended 31 December 2013 截至 二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至 二零一二年 六月三十日 止十二個月 HK\$'000 千港元	18 months ended 31 December 2013 截至 二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至 二零一二年 六月三十日 止十二個月 HK\$'000 千港元	18 months ended 31 December 2013 截至 二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至 二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Interest income 利息收入	2,357	39	4,727	1,333	984	1	8,068	1,373
Finance costs 融資成本	88	-	-	-	11,898	1,305	11,986	1,305
Income tax (expense)/credit 所得稅(開支)/抵免	(807)	5,916	3,565	29,714	-	-	2,758	35,630

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

9. SEGMENT INFORMATION (Continued)

OTHER SEGMENT INFORMATION (Continued)

Information about major customers

Turnover from continuing operations from major customers of the corresponding period/year contributing over 10% of the total turnover of the Group are as follows:

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
¹ Customer A	¹ 客戶A	6,544	N/A 不適用
² Customer B	² 客戶B	13,178	73,290
		19,722	73,290

¹ Sale of telecommunication products and services

² Transmedia advertising services

Geographical information

The Group's operations are mainly located in Hong Kong and the PRC.

Information about the Group's revenue from continuing operations from external customers is presented based on the geographical location of the customer, and non-current assets information is presented based on the geographical location of the assets.

The Group's revenue from external customers and information about its non-current assets by geographical location are detailed below:

9. 分類資料 (續)

其他分類資料 (續)

主要客戶之資料

持續經營業務於相關期間/年度佔本集團總營業額超過10%的來自主要客戶之營業額如下:

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
¹ Customer A	¹ 客戶A	6,544	N/A 不適用
² Customer B	² 客戶B	13,178	73,290
		19,722	73,290

¹ 銷售電訊產品及服務

² 跨媒體廣告服務

地區資料

本集團之業務主要位於香港及中國。

本集團持續經營業務來自外部客戶之收益資料乃按客戶所處之地區呈列，及非流動資產之資料乃按該資產所處之地區呈列。

按地區劃分之本集團來自外部客戶之收益及有關其非流動資產之資料詳述如下:

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

9. SEGMENT INFORMATION (Continued)

9. 分類資料 (續)

OTHER SEGMENT INFORMATION (Continued)

其他分類資料 (續)

		Revenue from external customers 來自外部客戶的收入		Non-current assets* 非流動資產*	
		18 months ended 31 December 2013 截至 二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至 二零一二年 六月三十日 止十二個月 HK\$'000 千港元	31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Continuing operations	持續經營業務				
Name of the country	國家名				
Hong Kong	香港	-	-	388	573
The PRC (excluding Hong Kong)	中國(不包括香港)	61,067	100,180	628,210	439,481
		61,067	100,180	628,598	440,054

* Information about the Group's non-current assets, other than interest in an associate, is presented based on the geographical location of the assets.

* 有關本集團之非流動資產(於一間聯營公司之權益除外)之資料乃按資產之地區劃分呈列。

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

10. FINANCE COSTS

10. 融資成本

		18 months ended 31 December 2013	12 months ended 30 June 2012
		截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Continuing operations	持續經營業務		
Effective interest charged on convertible notes (Note 32)	就可換股票據收取之實際利息(附註32)	11,898	1,305
Bank interest expenses	銀行利息開支	88	-
		11,986	1,305

11. INCOME TAX CREDIT

11. 所得稅抵免

		18 months ended 31 December 2013	12 months ended 30 June 2012
		截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Continuing operations	持續經營業務		
Current tax:	即期稅項：		
- Hong Kong Profits Tax	- 香港利得稅	-	-
- PRC Enterprise Income Tax	- 中國企業所得稅	5,429	11,577
- Over-provision for prior year	- 過往年度超額撥備	-	(3,323)
Deferred tax (Note 33)	遞延稅項(附註33)	(8,187)	(43,884)
Total tax credit	稅項抵免總額	(2,758)	(35,630)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

11. INCOME TAX CREDIT (Continued)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years. Hong Kong Profits Tax has not been provided for in the consolidated financial statements as the Group has no assessable profits arising in Hong Kong for both years.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries are 25% from 1 January 2008 onwards.

Pursuant to the relevant laws and regulations in the PRC, a subsidiary of the Company, being qualified as a new and high technology enterprise, is eligible for a preferential Enterprise Income Tax rate of 15%.

11. 所得稅抵免 (續)

香港利得稅乃就兩個年度的估計應課稅溢利按稅率16.5%計算。由於本集團於兩個年度均無在香港錄得應課稅溢利，故於綜合財務報表並無就香港利得稅計提撥備。

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，自二零零八年一月一日起，中國附屬公司之稅率為25%。

根據中國相關法例及法規，本公司一間附屬公司被評定為高新技術企業，合資格享有15%的優惠企業所得稅稅率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

11. INCOME TAX CREDIT (Continued)

The income tax credit for the years can be reconciled to the loss before tax from continuing operations per the consolidated statement of profit or loss and other comprehensive income as follows:

11. 所得稅抵免 (續)

年內所得稅抵免與綜合損益及其他全面收益表內來自持續經營業務之除稅前虧損對賬如下：

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Continuing operations	持續經營業務		
Loss before tax	除稅前虧損	(328,276)	(455,852)
Tax at applicable domestic income tax rate of 16.5% (2012: 16.5%)	按當地適用的所得稅稅率16.5%計算的稅項(二零一二年: 16.5%)	(54,166)	(75,216)
Tax effect of share of loss of an associate	應佔一間聯營公司虧損之稅務影響	55	-
Tax effect of expense not deductible for tax purpose	就稅務而言不可扣除開支之稅務影響	60,746	121,588
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	(11,085)	(36,085)
Over-provision for prior year	過往年度之超額撥備	-	(3,323)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	5,875	2,732
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	-	(424)
Tax effect of deductible temporary differences not recognised	未確認可扣稅暫時差額之稅務影響	(8,187)	(43,884)
Tax effect of difference tax rates of subsidiaries operating in other jurisdiction	於其他司法權區經營的附屬公司的稅率差異之稅務影響	4,004	(1,018)
Income tax credit for the period/year	期內/年內所得稅抵免	(2,758)	(35,630)

Details of deferred tax are set out in Note 33.

遞延稅項之詳情載於附註33。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

12. LOSS BEFORE TAX

12. 除稅前虧損

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Continuing operations	持續經營業務		
Loss before tax has been arrived at after charging (crediting):	除稅前虧損已扣除(計入)以下各項:		
Staff costs, including directors' remuneration (Note 15)	員工成本, 包括董事酬金(附註15)		
– Salaries, wages and other benefits	– 薪金、工資及其他福利	36,711	7,900
– Share-based payments	– 以股份為基礎的付款	30,490	–
– Contributions to retirement benefits schemes	– 退休福利計劃供款	144	20
Total staff costs	總員工成本	67,345	7,920
Depreciation of property, plant and equipment	物業、廠房及設備折舊	11,316	9,527
Amortisation of intangible assets	無形資產攤銷	36,359	51,141
Written down of inventories	撇減存貨	–	800
Impairment loss recognised in respect of trade receivables	就貿易應收賬款確認之減值虧損	–	41
Impairment loss recognised in respect of other receivables	就其他應收款項確認之減值虧損	–	607
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認之減值虧損	–	6,861
Exchange difference, net	匯兌差額, 淨額	(1,539)	90
Loss/(gain) on disposal of property, plant and equipment, net	出售物業、廠房及設備之虧損/(收益), 淨額	4,723	(443)
Agency fee for referring investment projects	介紹投資項目之中介費	–	30,813
Auditors' remuneration	核數師酬金	1,080	921
Minimum lease payments under operating lease in respect of rented premises	出租物業之經營租賃的最低租金付款	7,193	8,276
Cost of inventories recognised as expense	已確認為開支之存貨成本	905	75

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

13. LOSS PER SHARE

The calculation of the basic loss per share is based on the loss for the period/year attributable to owners of the Company and the weighted average number of ordinary shares.

FROM CONTINUING AND DISCONTINUED OPERATIONS

The calculation of the basic and diluted loss per share attributable to owners of the Company for the period/year from continuing and discontinued operations is based on the following data:

13. 每股虧損

每股基本虧損乃根據本公司擁有人應佔期內／年內虧損及加權平均普通股股數計算。

來自持續及終止經營業務

本公司擁有人應佔持續及終止經營業務期內／年內每股基本及攤薄虧損乃按以下數據計算：

	18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Loss for the period/year attributable to owners of the Company and loss for the purpose of basic and diluted loss per share	315,736	465,153

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

13. LOSS PER SHARE (Continued)

FROM CONTINUING AND DISCONTINUED OPERATIONS (Continued)

13. 每股虧損 (續)

來自持續及終止經營業務 (續)

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 '000 千股	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 '000 千股
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用於計算每股基本及攤薄虧損之普通股加權平均數	2,413,657	2,164,996

The computation of diluted loss per share does not assume the conversion of the Company's outstanding convertible notes since their exercise would result in an anti-dilutive effect on loss per share.

The computation of diluted loss per share does not assume the exercise of the Company's share options and warrants because the exercise prices of those share options and warrants were higher than the average share price for 2013 and 2012.

計算每股攤薄虧損時並不假設兌換本公司流通在外可換股票據，因其行使將引致每股虧損之反攤薄影響。

由於二零一三年及二零一二年購股權及認股權證的行使價高於平均股價，故計算每股攤薄虧損時並無假設行使本公司購股權及認股權證。

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

13. LOSS PER SHARE (Continued)

FROM CONTINUING OPERATIONS

The calculation of the basic and diluted loss per share from continuing operations attributable to the owners of the Company is based on the following data:

		18 months ended 31 December 2013 截至二零一三年 十二月三十一 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Loss for the year attributable to owners of the Company and loss for the purpose of basic and diluted loss per share	本公司擁有人應佔年內虧損及用於計算每股基本及攤薄虧損之虧損	315,736	465,153
Profit/(loss) for the year from discontinued operation	終止經營業務之年內溢利／(虧損)	333	(10,897)
Loss for the purpose of basic and diluted loss per share from continuing operations	用於計算持續經營業務之每股基本及攤薄虧損之虧損	316,069	454,256

The denominators used are the same as these detailed above for both basic and diluted loss per share.

FROM DISCONTINUED OPERATION

The basic and diluted earnings per share for the discontinued operation for the 18 months ended 31 December 2013 is HK\$0.01 cents (for the 12 months ended 30 June 2012: loss of HK\$0.50 cents) per share, based on the profit for the period from the discontinued operations of approximately HK\$333,000 (for the 12 months ended 30 June 2012: loss of HK\$10,897,000) and the denominators detailed above for both basic and diluted loss per share.

13. 每股虧損 (續)

來自持續經營業務

本公司擁有人應佔持續經營業務之每股基本及攤薄虧損乃按以下數據計算：

		18 months ended 31 December 2013 截至二零一三年 十二月三十一 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Loss for the year attributable to owners of the Company and loss for the purpose of basic and diluted loss per share	本公司擁有人應佔年內虧損及用於計算每股基本及攤薄虧損之虧損	315,736	465,153
Profit/(loss) for the year from discontinued operation	終止經營業務之年內溢利／(虧損)	333	(10,897)
Loss for the purpose of basic and diluted loss per share from continuing operations	用於計算持續經營業務之每股基本及攤薄虧損之虧損	316,069	454,256

所用分母與上文詳述用作計算每股基本及攤薄虧損之分母相同。

來自終止經營業務

截至二零一三年十二月三十一日止十八個月，終止經營業務之每股基本及攤薄盈利為每股0.01港仙（截至二零一二年六月三十日止十二個月：虧損0.50港仙），乃根據終止經營業務之期內溢利約333,000港元（截至二零一二年六月三十日止十二個月：虧損10,897,000港元）及上文詳述用作計算每股基本及攤薄虧損之分母而計算。

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

14. DISCONTINUED OPERATION

On 21 June 2012, the Group entered into a sale agreement to dispose its wholly-owned subsidiaries, namely Getbetter Enterprises Limited and its subsidiaries (“Getbetter Group”) and B&S Group Limited and its subsidiaries (“B&S Group”). Upon completion of the disposal on 28 September 2012, Getbetter Group and B&S Group ceased to be subsidiaries of the Group and the business of film exhibition, film rights licensing and sub-licensing and artiste management which were solely carried by Getbetter Group and B&S Group respectively, have become a discontinued operation of the Group. Details of disposal of Getbetter Group and B&S Group were set out in the Company’s circular dated 13 July 2012.

The profit/(loss) for the period/year from discontinued operation is analysed as follows:

14. 終止經營業務

本集團已於二零一二年六月二十一日訂立出售協議，以出售其全資附屬公司 Getbetter Enterprises Limited 及其附屬公司（「Getbetter集團」）以及 B&S Group Limited 及其附屬公司（「B&S集團」）。待出售事項於二零一二年九月二十八日完成後，Getbetter集團及B&S集團將不再為本集團之附屬公司，且僅由Getbetter集團及B&S集團分別經營的電影放映、電影版權授出及轉授與藝人經紀業務已成為本集團的一項終止經營業務。Getbetter集團及B&S集團的出售詳情載於本公司日期為二零一二年七月十三日的通函內。

終止經營額業務之期內／年內溢利／（虧損）分析如下：

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Loss for the period/year	期內／年內虧損	(147)	(3,755)
Impairment loss recognised in respect of assets held for sale	就持作出售資產確認之減值虧損	-	(7,142)
Gain on disposal of subsidiaries (Note 38)	出售附屬公司之收益（附註38）	480	-
		333	(10,897)

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14. DISCONTINUED OPERATION (Continued)

The results which have been included in the consolidated statement of profit or loss and other comprehensive income, are as follows:

14. 終止經營業務(續)

計入綜合損益及其他全面收益表之業績如下：

		18 months ended 31 December 2013	12 months ended 30 June 2012
		截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Turnover	營業額	33	2,646
Cost of sales	銷售成本	(10)	(286)
Other income and gains	其他收入及收益	21	154
Selling and marketing costs	銷售及市場推廣成本	-	(392)
Administrative and other expenses	行政及其他費用	(191)	(5,917)
Finance costs	融資成本	-	-
Loss before tax	除稅前虧損	(147)	(3,795)
Income tax credit	所得稅抵免	-	40
Loss for the period/year	期內／年內虧損	(147)	(3,755)
Profit/(loss) for the period/year from discontinued operation include the following:	終止經營業務之期內／年內溢利／(虧損)如下：		
Auditors' remuneration	核數師酬金	-	-
Minimum lease payments under operating leases on land and buildings	土地及建築之經營租賃的最低租金付款	76	303
Depreciation of property, plant and equipment	物業、廠房及設備折舊	-	153
Amortisation of film right	電影版權攤銷	-	278
Employee benefits expense	僱員福利開支	67	405
Impairment loss recognised in respect of other receivable	就其他應收款項確認之減值虧損	15	-
Impairment loss recognised in respect of film rights, film in progress and film loyalty deposits	就電影版權、在製影片及電影版權按金確認之減值虧損	-	3,949
Cash flow from discontinued operation are as follows:	來自終止經營業務之現金流量如下：		
Net cash outflow from operating activities	來自經營業務之現金流出淨額	(86)	(223)
Net cash inflow/(outflow) from investing activities	來自投資活動之現金流入／(流出)淨額	21	(13)
Net cash outflow from financing activities	來自融資活動之現金流出淨額	-	-
Net cash outflow	現金流出淨額	(65)	(236)

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

15. DIRECTORS' REMUNERATIONS

15. 董事薪酬

Names of directors	董事姓名	18 months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月					12 months ended 30 June 2012 截至二零一二年六月三十日止十二個月				
		Fees	Salaries, wages and other benefits	Contributions to retirement benefits schemes	Share-based payments	Total	Fees	Salaries, wages and other benefits	Contributions to retirement benefits schemes	Share-based payments	Total
		袍金 HK\$'000 千港元	薪金、工資及其他福利 HK\$'000 千港元	退休福利計劃供款 HK\$'000 千港元	以股份為基礎的付款 HK\$'000 千港元	總計 HK\$'000 千港元	袍金 HK\$'000 千港元	薪金、工資及其他福利 HK\$'000 千港元	退休福利計劃供款 HK\$'000 千港元	以股份為基礎的付款 HK\$'000 千港元	總計 HK\$'000 千港元
Executive directors:	執行董事:										
Mr. Li Hongrong (Note a)	李鴻榮先生(附註a)	11	2,171	10	5,618	7,810	-	-	-	-	-
Mr. Zhou Zhibin (Note b)	周志斌先生(附註b)	-	-	-	-	-	-	236	1	-	237
Mr. Theo EDE (Note j)	Theo EDE先生(附註j)	24	282	-	2,809	3,115	-	11	1	-	12
Mr. Ou Bai (Note c)	歐柏先生(附註c)	-	-	-	-	-	-	-	-	-	-
Mr. Zhang Fan (Note d)	張帆先生(附註d)	-	-	-	-	-	-	-	-	-	-
Mr. Hu Yangjun (Note k)	胡揚俊先生(附註k)	-	-	-	-	-	-	-	-	-	-
Mr. Zhang Xinyu (Note e)	張新宇先生(附註e)	24	1,800	-	5,618	7,442	-	51	-	-	51
Mr. Lian Xin (Note g)	練新先生(附註g)	13	185	-	-	198	-	-	-	-	-
Mr. Cheung Sing Tai (Note g)	張聲泰先生(附註g)	13	556	6	-	575	-	-	-	-	-
Independent non-executive directors:	獨立非執行董事:										
Professor Song Junde (Note i)	宋俊德教授(附註i)	36	-	-	562	598	-	-	-	-	-
Professor Chen Lujun (Note f)	陳呂軍教授(附註f)	-	-	-	-	-	-	-	-	-	-
Mr. Lam Kin Kau, Mark (Note h)	林建球先生(附註h)	85	-	-	562	647	50	-	-	-	50
Dr. Jih Chiyl Leu (Note i)	Jih Chiyl Leu 博士(附註i)	526	-	-	-	526	-	-	-	-	-
		732	4,994	16	15,169	20,911	50	298	2	-	350

Notes:

- Resigned on 21 June 2013
- Retired on 16 December 2011
- Appointed on 13 May 2010 and resigned on 23 March 2012
- Appointed on 9 September 2010 and resigned on 23 March 2012
- Appointed on 15 June 2012
- Appointed on 15 December 2010 and resigned on 18 June 2013
- Appointed on 21 June 2013
- Appointed on 21 June 2013 and removed on 18 March 2014
- Retired on 17 March 2014
- Removed on 18 March 2014
- Resigned on 31 December 2013

Mr. Zhang Xinyu was also the chief executive officer of the Company and his emoluments disclosed above include these for service rendered by him as the chief executive officer for the eighteen months ended 31 December 2013 (30 June 2012: Li Hongrong).

Of the five highest paid individual, two (for the year ended 30 June 2012: nil) were directors of the Company and remuneration has been disclosed above.

附註:

- 於二零一三年六月二十一日辭任
- 於二零一一年十二月十六日退休
- 於二零一零年五月十三日獲委任並於二零一二年三月二十三日辭任
- 於二零一零年九月九日獲委任並於二零一二年三月二十三日辭任
- 於二零一二年六月十五日獲委任
- 於二零一零年十二月十五日獲委任並於二零一三年六月十八日辭任
- 於二零一三年六月二十一日獲委任
- 於二零一三年六月二十一日獲委任並於二零一四年三月十八日被免職
- 於二零一四年三月十七日退休
- 於二零一四年三月十八日被免職
- 於二零一三年十二月三十一日辭任

張新宇先生亦曾為本公司行政總裁，上文所披露之其薪酬包括其於截至二零一三年十二月三十一日止十八個月擔任行政總裁(二零一二年六月三十日：李鴻榮先生)提供服務的薪酬。

五名最高薪酬人士中，兩名(截至二零一二年六月三十日止年度：零名)為本公司董事，薪酬已於上文披露。

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

15. DIRECTORS' REMUNERATIONS

(Continued)

There was no arrangement under which a director waived or agreed to waive any emoluments in respect of the 18 months ended 31 December 2013 (for the 12 months ended 30 June 2012: nil).

During the 18 months ended 31 December 2013 and the 12 months ended 30 June 2012, no emoluments was paid by the Group to the directors of the Company as an inducement to join or upon joining the Group, or as compensation for loss of office.

16. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (for the 12 months ended 30 June 2012: nil) were directors of the Company whose emoluments are included in the disclosures above. The emoluments of the remaining three (for the 12 months ended 30 June 2012: five) highest paid individuals during the period were as follows:

15. 董事薪酬 (續)

截至二零一三年十二月三十一日止十八個月，概無董事放棄或同意放棄任何酬金之安排（截至二零一二年六月三十日止十二個月：零）。

截至二零一三年十二月三十一日止十八個月及截至二零一二年六月三十日止十二個月，本集團並無向本公司董事支付任何酬金，作為加入或在加入本集團時之獎勵或作為離職補償。

16. 最高薪酬個別人士

本集團五名最高薪酬個別人士內，兩名（截至二零一二年六月三十日止十二個月：無）本公司董事，彼等之薪酬已於上文披露。期內，其餘三名（截至二零一二年六月三十日止十二個月：五名）最高薪酬個別人士之薪酬如下：

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Salaries, wages and other benefits	薪金、工資及其他福利	1,253	2,271
Share-based payments	以股份為基礎的付款	8,684	-
Contributions to retirement benefits schemes	退休福利計劃供款	20	12
		9,957	2,283

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16. INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

The emoluments of the remaining three (for the 12 months ended 30 June 2012: five) highest paid individuals fell within the following bands:

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Emolument bands	薪酬範圍		
Nil to HK\$1,000,000	零至1,000,000港元	-	5
HK\$3,000,000 to HK\$3,500,000	3,000,000港元至 3,500,000港元	3	-

During the period, no emolument was paid to the five highest paid individuals as an inducement to join, or upon joining the Group, or as compensation for loss of office (for the 12 months ended 30 June 2012: Nil).

During the 18 months ended 31 December 2013, share options were granted to directors, highest paid employees in respect of their services to the Group, and further details of which are included in Note 35 to the consolidated financial statements. The fair value of such options, which has been charged to the consolidated statement of profit or loss and other comprehensive income, was determined at the date of the grant and was included in the above non-director highest paid employees' remuneration disclosures.

At 31 December 2013, the directors of the Company held share options under the Company's share option schemes. Details of the share options are disclosed under the paragraph "Share option schemes" in the report of the directors and Note 35.

16. 最高薪酬個別人士 (續)

其餘三名(截至二零一二年六月三十日止十二個月: 五名)最高薪酬個別人士之薪酬界乎以下範圍內:

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Emolument bands	薪酬範圍		
Nil to HK\$1,000,000	零至1,000,000港元	-	5
HK\$3,000,000 to HK\$3,500,000	3,000,000港元至 3,500,000港元	3	-

期內, 本集團概無向五名最高薪酬個別人士支付酬金以吸引彼等加入本集團, 或加入本集團時作為獎金或作為離職補償(截至二零一二年六月三十日止十二個月: 無)。

於截至二零一三年十二月三十一日止十八個月, 本集團就董事、最高薪酬僱員對本集團之服務向彼等授予購股權, 以及有關的進一步詳情已載於綜合財務報表附註35。已於綜合損益及其他全面收益表內扣除的相關購股權之公平值於授出日期釐定並於上文非董事、最高薪酬僱員酬金內披露。

於二零一三年十二月三十一日, 本公司董事根據本公司購股權計劃持有購股權。有關購股權之詳情乃於董事會報告「購股權計劃」一段及附註35中披露。

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17. DIVIDENDS

No dividend was paid or proposed during the 18 months ended 31 December 2013, nor has any dividend been proposed since the end of the reporting period (for the 12 months ended 30 June 2012: nil).

17. 股息

截至二零一三年十二月三十一日止十八個月並無派付或擬派股息，自報告期末起亦無擬派任何股息（截至二零一二年六月三十日止十二個月：無）。

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Traffic signboards 交通指示牌 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Leasehold of network equipment 網絡設備 租賃 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本									
At 1 July 2011	於二零一一年七月一日	695	14,449	472	895	3,961	28,994	-	-	49,466
Exchange realignment	匯兌調整	-	441	2	9	108	956	-	-	1,516
Additions	添置	-	3	47	-	-	-	1,705	-	1,755
Acquired on acquisition of subsidiaries (Note 37(c))	因收購附屬公司而購入 (附註37(c))	-	38	-	-	-	-	-	-	38
Transfers	轉撥	-	-	-	-	-	1,705	(1,705)	-	-
Reclassified as assets held for sale	重新分類為持作出售資產	(75)	(222)	(190)	(328)	(543)	-	-	-	(1,358)
Written off	撇銷	-	(21)	-	-	-	(85)	-	-	(106)
Disposals	出售	-	(1,066)	(82)	(576)	-	-	-	-	(1,724)
At 30 June 2012 and 1 July 2012	於二零一二年六月三十日 及二零一二年七月一日	620	13,622	249	-	3,526	31,570	-	-	49,587
Exchange realignment	匯兌調整	1	802	121	-	448	4,900	-	959	7,231
Additions	添置	530	977	44	-	-	-	-	27,860	29,411
Acquired on acquisition of subsidiaries (Note 37(a) and (b))	因收購附屬公司而購入 (附註37(a)及(b))	64	835	3,882	-	-	-	-	-	4,781
Disposals	出售	-	(1,098)	-	-	(3,407)	(10,346)	-	-	(14,851)
At 31 December 2013	於二零一三年 十二月三十一日	1,215	15,138	4,296	-	567	26,124	-	28,819	76,159
Accumulated depreciation and impairment	累計折舊及減值									
At 1 July 2011	於二零一一年七月一日	127	4,744	232	399	1,742	993	-	-	8,237
Exchange realignment	匯兌調整	-	279	-	2	60	130	-	-	471
Provided for the year	年內撥備	147	2,094	76	114	1,190	6,059	-	-	9,680
Reclassified as assets held for sale	重新分類為持作出售資產	(75)	(222)	(190)	(328)	(543)	-	-	-	(1,358)
Impairment loss recognised for the year	年內已確認減值虧損	-	6,754	-	-	107	-	-	-	6,861
Eliminated on written off	撇銷時撇除	-	(1)	-	-	-	(15)	-	-	(16)
Eliminated on disposals	出售時撇除	-	(311)	(34)	(187)	-	-	-	-	(532)
At 30 June 2012	於二零一二年六月三十日	199	13,337	84	-	2,556	7,167	-	-	23,343
Exchange realignment	匯兌調整	132	538	(169)	-	(467)	3,020	-	-	3,054
Provided for the year	年內撥備	163	1,451	270	-	358	9,074	-	-	11,316
Eliminated on disposals	出售時撇除	-	(1,542)	-	-	(2,328)	(4,278)	-	-	(8,148)
At 31 December 2013	於二零一三年 十二月三十一日	494	13,784	185	-	119	14,983	-	-	29,565
Carrying values	賬面值									
At 31 December 2013	於二零一三年 十二月三十一日	721	1,354	4,111	-	448	11,141	-	28,819	46,594
At 30 June 2012	於二零一二年六月三十日	421	285	165	-	970	24,403	-	-	26,244

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18. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Depreciation charge of approximately HK\$8,581,000 (for the 12 months ended 30 June 2012: HK\$7,669,000) with respect of office equipment and traffic signboard has been included in cost of sales in the consolidated statement of profit or loss and other comprehensive income during the 18 months ended 31 December 2013.

During the 12 months ended 30 June 2012, the directors conducted a review of the Group's office equipment and determined that a number of these assets were impaired, due to physical damage and technical obsolescence. Accordingly, impairment losses of approximately HK\$6,754,000 and HK\$107,000 respectively have been recognised in respect of office equipment and other assets, which were used in the segment of sale of telecommunication products and services.

18. 物業、廠房及設備 (續)

辦公室設備及交通指示牌的折舊開支約8,581,000港元(截至二零一二年六月三十日止十二個月:7,669,000港元)已計入截至二零一三年十二月三十一日止十八個月之綜合損益及其他全面收益表所列之銷售成本。

截至二零一二年六月三十日止十二個月，董事對本集團辦公設備進行評估並釐定若干該等資產減值，原因是物理損壞及技術陳舊。因此，已就用於銷售銷售電訊產品及服務分部的辦公設備及其他資產確認減值虧損分別約為6,754,000港元及107,000港元。

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19. FILM RIGHTS, FILM IN PROGRESS AND FILM ROYALTY DEPOSITS

19. 電影版權、在製影片及電影版權按金

		Film rights 電影版權 HK\$'000 千港元	Film in progress 在製影片 HK\$'000 千港元	Film royalty deposits 電影版權按金 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本				
At 1 July 2011	於二零一一年七月一日	117,327	1,811	482	119,620
Additions	添置	12	-	-	12
Reclassified as assets held for sale	重新分類為持作出售資產	(117,339)	(1,811)	(482)	(119,632)
At 30 June 2012, 1 July 2012 and 31 December 2013	於二零一二年六月三十日、二零一二年七月一日及二零一三年十二月三十一日	-	-	-	-
Accumulated amortisation and impairment	累計攤銷及減值				
At 1 July 2011	於二零一一年七月一日	111,285	1,811	482	113,578
Amortisation provided for the year	年內攤銷撥備	278	-	-	278
Impairment loss recognised for the year	年內確認之減值虧損	3,949	-	-	3,949
Reclassified as assets held for sale	重新分類為持作出售資產	(115,512)	(1,811)	(482)	(117,805)
At 30 June 2012, 1 July 2012 and 31 December 2013	於二零一二年六月三十日、二零一二年七月一日及二零一三年十二月三十一日	-	-	-	-
Carrying values	賬面值				
At 31 December 2013	於二零一三年十二月三十一日	-	-	-	-
At 30 June 2012	於二零一二年六月三十日	-	-	-	-

For the 12 months ended 30 June 2012, HK\$278,000 with respect of film rights has been included in loss for the year from discontinued operation in the consolidated statement of profit or loss and other comprehensive income for the 12 months ended 30 June 2012.

The carrying amounts of film rights and film in progress have reduced to their recoverable amounts through recognition of impairment loss of approximately HK\$3,949,000 for the 12 months ended 30 June 2012 which has been included in loss for the year from discontinued operations in the consolidated statement of profit or loss and other comprehensive income.

截至二零一二年六月三十日止十二個月，有關電影版權之278,000港元已於截至二零一二年六月三十日止十二個月之綜合損益及其他全面收益表內計入終止經營業務之年內虧損。

截至二零一二年六月三十日止十二個月，電影版權及在製影片之賬面值已透過確認減值虧損約3,949,000港元而減低至其可收回數額，有關減值虧損已於綜合損益及其他全面收益表計入終止經營業務之年內虧損。

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20. INTERESTS IN AN ASSOCIATE

20. 於一間聯營公司之權益

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Cost of investment in an associate Unlisted	於一間聯營公司非上市 投資之成本	335	-
Share of post-acquisition loss and other comprehensive income	應佔收購後虧損及 其他全面收益	(335)	-
		-	-

At 31 December 2013, the Group had interest in the following associate:

於二零一三年十二月三十一日，本集團於以下聯營公司擁有權益：

Name of entity 實體名稱	Class of shares held 持有 股份類別	Country of incorporation/ registration 成立/ 註冊國家	Principal Place of operation 主要 營業地點	Normal value of paid up issued share capital 行股本面值	Proportion of nominal value of issued capital held by the Group 繳足已發 股本票面值比例		Proportion of voting power held 本集團 持有已發行 投票權比例		Principal activities 持有 主營業務
					2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年	
China Orient Space Communications Ltd	Ordinary 普通股	British Virgin Islands 英屬處女群島	Hong Kong 香港	USD100 100美元	33%	-	33%	-	Investment holding 投資控股

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20. INTERESTS IN AN ASSOCIATE (Continued) 20. 於一間聯營公司之權益(續)

The summarised financial information in respect of the Group's associate is set out below:

有關本集團聯營公司財務資料之概述載列如下：

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Total assets	總資產	2,738	-
Total liabilities	總負債	(5,268)	-
Net liabilities	負債淨值	(2,530)	-
Group's share of net assets of the associate	本集團應佔聯營公司 資產淨值	-	-

		18 months ended 31 December 2013 截至二零一三年 十二月三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 2012 截至二零一二年 六月三十日 止十二個月 HK\$'000 千港元
Total revenue	總收入	-	-
Total loss for the year	年內總虧損	(4,814)	-
Total comprehensive loss	全面虧損總額	(4,814)	-
Group's share of loss and other comprehensive loss of associate for the period/year	年內/期內本集團 應佔聯營公司之 虧損及其他全面虧損	(335)	-

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21. GOODWILL

21. 商譽

		HK\$'000 千港元
Cost	成本	
At 1 July 2011 (Note a)	於二零一一年七月一日(附註a)	764,275
Arising on acquisition of subsidiaries (Note b)	因收購附屬公司所產生(附註b)	134,606
At 30 June 2012 and 1 July 2012	於二零一二年六月三十日及 二零一二年七月一日	898,881
Arising on acquisition of subsidiaries (Note c)	因收購附屬公司所產生(附註c)	279,486
At 31 December 2013	於二零一三年十二月三十一日	1,178,367
Accumulated impairment	累計減值	
At 1 July 2011 (Note a)	於二零一一年七月一日(附註a)	5,895
Impairment loss recognised for the year	年內已確認減值虧損	541,458
At 30 June 2012 and 1 July 2012	於二零一二年六月三十日及 二零一二年七月一日	547,353
Impairment loss recognised for the year	年內已確認減值虧損	301,997
At 31 December 2013	於二零一三年十二月三十一日	849,350
Carrying values	賬面值	
At 31 December 2013	於二零一三年十二月三十一日	329,017
At 30 June 2012	於二零一二年六月三十日	351,528

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21. GOODWILL (Continued)

Notes:

- (a) At 1 July 2011, the cost and accumulated impairment of approximately HK\$764,275,000 and HK\$5,895,000 represent a goodwill was arisen from the acquisitions of China Wimetro Communications Company Limited and its subsidiaries ("China Wimetro Group"), and the acquisition of Ease Ray Limited and its subsidiaries ("Ease Ray Group").
- (b) Acquisition of addition of goodwill amounted to approximately HK\$134,606,000 for the year ended 30 June 2012 was arisen from acquisition of entire equity interests of Smart Long and its subsidiaries ("Smart Long Group"). For details, please refer to the Note 37.
- (c) During the period ended 31 December 2013, goodwill amounted to approximately HK\$211,838,000 and HK\$67,648,000 was arisen from the acquisition of HCH Investments Limited and its subsidiaries ("Hughes China Group") and Galaxy Palace Group Limited and its subsidiaries ("CERNET Wifi Group") respectively. For details, please refer to the Note 37.

21. 商譽 (續)

附註:

- (a) 於二零一一年七月一日，約764,275,000港元及5,895,000港元之成本及累計減值乃指因收購中國無線城市通信有限公司及其附屬公司（「中國無線城市集團」）以及因收購宜亮有限公司及其附屬公司（「宜亮集團」）而產生之商譽。
- (b) 截至二零一二年六月三十日止年度約134,606,000港元之額外商譽之收購乃產生自收購智朗及其附屬公司（「智朗集團」）之全部股本權益。有關詳情請參閱附註37。
- (c) 於截至二零一三年十二月三十一日止期間，約211,838,000港元及67,648,000港元之商譽乃分別產生自收購HCH Investment Limited及其附屬公司（「休斯中國集團」）及Galaxy Palace Group Limited及其附屬公司（「賽爾無線網絡集團」）。有關詳情請參閱附註37。

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22. INTANGIBLE ASSETS

22. 無形資產

		Wireless network platform	Contracted and uncontracted customers relationships	Exclusive right on purchase and sales of satellite communication equipment	Brand name and distribution network	Technical know how technology	Total
		無線網絡平台	已訂約及未訂約之客戶關係	買賣衛星通訊設備之獨家授權	品牌名稱及分銷網絡	技術	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Cost	成本						
At 1 July 2011	於二零一一年七月一日	-	185,920	-	-	-	185,920
Acquired on acquisition of subsidiaries (Note 37)	因收購附屬公司而購入 (附註37)	-	31,802	-	-	-	31,802
Additions	添置	8,115	-	-	-	-	8,115
At 30 June 2012 and 1 July 2012	於二零一二年六月三十日及二零一二年七月一日	8,115	217,722	-	-	-	225,837
Acquired on acquisition of subsidiaries (Note 37)	因收購附屬公司而購入 (附註37)	-	-	58,967	100,160	-	159,127
Additions	添置	15,176	-	-	-	76,317	91,493
Exchange alignment	匯兌調整	139	-	-	-	-	139
At 31 December 2013	於二零一三年十二月三十一日	23,430	217,722	58,967	100,160	76,317	476,596
Accumulated amortisation and impairment	累計攤銷及減值						
At 1 July 2011	於二零一一年七月一日	-	3,098	-	-	-	3,098
Provided for the year	年內撥備	135	51,006	-	-	-	51,141
Impairment loss recognised for the year	年內已確認減值虧損	-	109,316	-	-	-	109,316
At 30 June 2012 and 1 July 2012	於二零一二年六月三十日及二零一二年七月一日	135	163,420	-	-	-	163,555
Provided for the period	期內撥備	2,983	19,143	13,608	-	625	36,359
Impairment loss recognised for the period	期內已確認減值虧損	-	23,769	-	-	-	23,769
Exchange alignment	匯兌調整	(85)	-	-	-	11	(74)
At 31 December 2013	於二零一三年十二月三十一日	3,033	206,332	13,608	-	636	223,609
Carrying values	賬面值						
At 31 December 2013	於二零一三年十二月三十一日	20,397	11,390	45,359	100,160	75,681	252,987
At 30 June 2012	於二零一二年六月三十日	7,980	54,302	-	-	-	62,282

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22. INTANGIBLE ASSETS (Continued)

The above intangible assets, other than brand name and distribution network, have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Wireless network platform	5 years
Contracted and uncontracted customer relationship	4 years
Exclusive rights on purchase and sale of satellite communication equipment and related services and trademark	3.25 years
Technical know how technology	10 years

The brand name and the distribution network is endorsed by Ministry of Education of the PRC to provide personal broadband services and various products to the end users in the higher educational institutions in the PRC. As a result, the brand name and the distribution network is considered by the management of the Group as having an indefinite useful life. The brand name and distribution network will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired. Particulars of the impairment testing are disclosed in Note 23.

22. 無形資產 (續)

以上無形資產(品牌名稱及分銷網絡除外)之可用年期有限。該等無形資產乃以直線法按以下年期攤銷:

無線網絡平台	5年
訂約及未訂約之客戶關係	4年
衛星通信設備、相關服務及商標的獨家購買及出售權	3.25年
技術	10年

品牌名稱及分銷網絡乃獲中國教育部批准以向中國高等院校終端用戶提供個人寬帶服務及各類產品。因此，本集團管理層認為品牌名稱及分銷網絡之可用年期無限。品牌名稱及分銷網絡將不會攤銷，直至其可使用年期釐定為有限為止。當有跡象顯示其可能會減值，則會每年進行減值測試。減值測試之詳情於附註23披露。

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23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS

SALES OF TELECOMMUNICATION PRODUCTS AND SERVICES

China Wimetro Group

China Wimetro Group have obtained the license to operate a national local call package called “Shenzhou 950” which is a value added service provided to China Mobile subscribers. After 3 years of operations, China Wimetro Group has gained a sizable market share among subscribers of mobile telecommunications. However, with the advanced development of broadband wireless mobile telecommunication technology and continuous innovation in Web application technology, China mobile internet industry begins to grow dramatically, as 3G technology is rapidly popularised. Moreover, instant message (IM) products are developed for new smart phones and smart terminal users, especially the smart phone users, grow explosively. Besides, an increasing number of innovative companies emerge and expand with over half of their products developed for mobile internets, and these products form a new opening basic network for telecommunication that provides telecommunication services of high quality, such as voice, facsimile, image, multi-media services. Consequently, the China mobile internet has grown from merely a chatting tool into a comprehensive information platform that combines functions including communication, information, entertainment, searching, e-commerce, collaboration work and business customer service. The most famous ones include: comprehensive IM tools such as Tencent QQ and Microsoft MSN; vertical IM tools such as NetEase POPO, Sina UC, Baidu Hi, Aliwangwang, Taobao Wangwang and SNDA-US Quanquan; and multiplatform and multi-network IM tools such as China Mobile Feition, eSurfing Live of China Telecom and Skype.

23. 商譽及無形資產之減值測試

銷售電訊產品及服務

中國無線城市集團

中國無線城市集團經營著「神州950」全國市話套餐，此乃針對中國移動用戶推出的一項增值業務。經過三年多的經營，中國無線城市集團取得了一定的移動通信用戶市場規模，但隨著寬帶無線移動通信技術的進一步發展和Web應用技術的不斷創新，中國移動互聯網產業在3G的快速普及下正逐步迎來爆發式增長，新一代智能手機的即時通訊產品以及更多創新型的企業的誕生及不斷的擴大，智能終端用戶（特別是智能手機用戶）的大幅增加，而且他們很多的產品，有超過一半的數量是在移動互聯網方面，可同時提供話音、傳真、圖像、多媒體等高品質電信服務的新一代開放的電信基礎網絡，不再是一個單純的聊天工具，它已經發展成集交流、資訊、娛樂、搜索、電子商務、辦公協作和企業客戶服務等為一體的綜合化信息平台，目前人們熟知的，既有騰訊QQ、微軟MSN等綜合類即時通信工具，也有網易泡泡、新浪UC、百度Hi、阿里旺旺、淘寶旺旺、盛大圈圈等垂直即時通信工具，還包括中國移動飛信、中國電信天翼Live、Skype等跨平台、跨網絡即時通信工具。

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23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

SALES OF TELECOMMUNICATION PRODUCTS AND SERVICES (Continued)

China Wimetro Group (Continued)

We have been observing such development and evaluated its business strategies from time to time. Stakeholders either participate in or withdraw from the market of this emerging mobile internet industry constantly. The mobile internet business has become another driver for internet development next to the broadband technology and brought development space and new and sustainable business modes to traditional internet business development. As its development also provides infinite possibilities in applications of the mobile network and promoted extensive development of broadband mobile network, it has become a strategic focus of mobile operators in their business development. Thus, traditional operating mode of information industry is being replaced by the emerging of the new mode.

With the improvement of network bandwidth in our country, it is expected that the demand of the users on the business will change into a business mode that integrates mobile network and internet in the next couple of years.

As a result, the original operating mode and competitive structure of the Group seem inopportune in the new landscape. The market share of our products may fall far behind mobile internet in the future as is compared to the past. The original operating mechanism and the manner of resource allocation are changing.

23. 商譽及無形資產之減值測試 (續)

銷售電訊產品及服務 (續)

中國無線城市集團 (續)

中國無線城市集團一直監察有關情況，並不時評估其業務策略。移動互聯網作為一個新興的產業，許多利益主體都在不斷地參與或者退出這個市場，移動互聯網業務已成為繼寬帶技術後互聯網發展的另一個推動力，為傳統的互聯網類業務提供了新的發展空間和可持續發展的新商業模式；與此同時，移動互聯網業務的發展為移動網帶來了無盡的應用空間，促進了移動網絡寬帶化的深入發展，正在成長為移動運營商業務發展的戰略重點。傳統的信息產業運作模式正在被打破，新的運作模式正在形成。

預計在今後的1至2年內，隨著我國移動網絡帶寬的增加，用戶對業務的需求也會發生一定的變化，實現移動網和互聯網融合的業務轉變。

所以中國無線城市集團公司原有的產業運作模式和競爭結構在新的形勢下已經顯得不合時宜，與過去相比，日後我們產品的市場份額可能會遠遠小於移動互聯網，原有的運作機制和資源配置方式都在改變。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

SALES OF TELECOMMUNICATION PRODUCTS AND SERVICES (Continued)

China Wimetro Group (Continued)

The license of Shenzhen 950 was expired in December 2011. Given the above reasons and taking into accounts that if China Wimetro Group renewed its licensed period of Shenzhen 950 and operated in the existing operation mode, China Wimetro Group would expect to suffer operating loss during the license period. Therefore China Wimetro Group has not renewed the license and became inactive afterward. Under this circumstance, the directors of the Company have therefore decided to fully write off the goodwill arose from the acquisition of China Wimetro Group during the 12 months ended 30 June 2012.

Smart Long Group

On 1 July 2011, the Group completed the acquisition of Smart Long Limited and its subsidiaries (collectively referred to as "Smart Long Group"). Smart Long Group is granted an exclusive right to sell and market the high temperature superconducting ("HTS") filtering solutions in Guangdong and Guangxi, the PRC. During the 12 months ended 30 June 2012, the development and profitability of Smart Long Group was adversely affected due to the following factors: 1) There was a supply shortage of HTS filters. 2) Smart Long Group's major customers, i.e. the major telecommunication operators in the PRC, changed their procurement policy, called "泛招標化" (General Bidding Purchasing Policy), due to the change of the relevant regulations in the PRC. This has delayed the procurement process of these operators; the order of the first batch of HTS filters made by them has been extended by one year to the Company's next financial year. 3) The fierce competition among network equipment manufacturers made the price of base station fall remarkably. The dominance of the HTS system in the market share of network optimization market was therefore adversely affected. 4) Our major customer which was a major telecommunication operator, has reduced its investment in network equipments so as to utilize such fund to implement their marketing strategies, such as various kinds of subsidies to their subscribers.

23. 商譽及無形資產之減值測試 (續)

銷售電訊產品及服務 (續)

中國無線城市集團 (續)

神州950的授權已於二零一一年十二月到期。鑑於上述理由及考慮到倘中國無線城市集團重續其神州950的授權許可期並以現有經營模式經營，中國無線城市集團預期會於授權許可期內遭受經營虧損。因此，中國無線城市集團並無重續該授權，並已於其後暫停業務。因此，根據此情況，本公司董事決定於截至二零一二年六月三十日止十二個月悉數撇銷因收購中國無線城市集團而產生的商譽。

智朗集團

於二零一一年七月一日，本集團完成收購智朗有限公司及其附屬公司（統稱為「智朗集團」）。智朗集團獲授獨家權利，可在中國廣東省及廣西省銷售及推廣高溫超導（「高溫超導」）濾波解決方案。於截至二零一二年六月三十日止十二個月，智朗集團的發展及盈利能力受到不利影響，主要是由於下列因素所致：1) 高溫超導濾波器供應短缺。2) 由於中國的相關監管情況轉變，智朗集團主要客戶（即中國的大型電信營運商）的採購政策已經改變，呈現「泛招標化」。這種情況拖慢了該等營運商的採購過程，導致首批高溫超導過濾器的訂單延長一年至本公司的下一個財政年度。3) 網絡設備廠商競爭白熱化，基站設備的價格大幅下降，在此情況下高溫超導系統在網絡優化市場佔有率的獨創地位受到不利影響。4) 我們的主要客戶（一家大型電信營運商）壓縮其在網絡設備的投資，以將該等資金用於實施彼等的市場推廣策略，包括對彼等的用戶提供多種補貼。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

SALES OF TELECOMMUNICATION PRODUCTS AND SERVICES (Continued)

Smart Long Group (Continued)

All the above factors have adversely affected the profitability of Smart Long Group. During the 18 months ended 31 December 2013, sale of HTS filtering solutions, the main sources of revenue of Smart Long Group, continued to be adversely affected by the supply shortage of the HTS filters and the change in procurement policy of the major telecommunication operators in the PRC. In order to diversify the sources of revenue, Smart Long Group has developed the sale of other telecommunication products, such as e-commerce network platform and mobile Internet network as well as its related services, including installation and training. Given the latest development of the sale of HTS filtering solutions and the change in Smart Long Group's focus, the management has revised the related cash flow forecast. As at 31 December 2013, the recoverable amount of this cash-generating unit is determined based on value-in-use calculation. The calculation is based on i) the profit forecast approved by the management covering a five-year periods and ii) a discount rate of 24.14% (30 June 2012: 18.04%) per annum which reflects current market assessments of the time value of money and the credit risk specific to the CGU.

Profit forecast was based on budgeted sales and budgeted cost of sales during the budgeted period. Budgeted gross margins were determined based on management's expectation for market development and past experience, and the management believes that the budgeted gross margins were reasonable. The cash flows beyond that five year periods have been extrapolated using 3% per annum growth rate adopted afterwards, which is in line with the long-term growth rate for the relevant industry. The key assumptions for the value-in-use calculations are those regarding the growth rates and discount rates. Based on the business valuation report issued by Messrs. Asset Appraisal Limited ("Asset Appraisal") on Smart Long Group, the Group has recognised an impairment loss of approximately HK\$16,222,000 and HK\$nil (for the 12 months ended 30 June 2012: HK\$68,854,000 and HK\$10,231,000), respectively on goodwill and intangible assets arose on the acquisition of Smart Long Group for 18 months ended 31 December 2013.

23. 商譽及無形資產之減值測試 (續)

銷售電訊產品及服務 (續)

智朗集團 (續)

所有上述因素均已對智朗集團的盈利能力造成不利影響。截至二零一三年十二月三十一日止十八個月，智朗集團的主要收入來源高溫超導過濾解決方案銷售業務持續受到高溫超導濾波器供應短缺及中國主要電訊運營商的採購政策變動帶來的不利影響。為擴大收入來源，智朗集團已開發其他電訊產品（如電子商務網絡平台及移動互聯網）以及相關服務（包括安裝及培訓）銷售業務。鑒於銷售高溫超導過濾解決方案的最新發展及智朗集團業務重心的變動，管理層已修訂相關現金流預測。於二零一三年十二月三十一日，本現金產生單位之可收回金額乃基於使用價值計算法釐定。有關計算方法乃根據i) 管理層批准之五年期溢利預測，及ii) 每年24.14%的折現率（二零一二年六月三十日：18.04%）（其反映出市場對當時貨幣時間價值的評估以及現金產生單位的特定信貸風險）而定。

溢利預測乃根據預算期間的銷售預算及銷售成本預算而定。預算毛利率乃根據管理層對市場發展的預期及過往經驗釐定，且管理層相信預算毛利率乃屬合理。超過五年期之現金流量則每年採用3%的增長率推斷，而該增長率與有關行業的長期增長率一致。使用價值計算法的主要假設與增長率及折現率有關。基於資產評估顧問有限公司（「資產評估顧問」）發佈的有關智朗集團的業務評估報告，本集團已於截至二零一三年十二月三十一日止十八個月就因收購智朗集團而產生的商譽及無形資產分別確認減值虧損約16,222,000港元及零港元（截至二零一二年六月三十日止十二個月：68,854,000港元及10,231,000港元）。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

SALES OF TELECOMMUNICATION PRODUCTS AND SERVICES (Continued)

Hughes China Group

The Group is principally engaged in development of Internet technology and satellite communication technology as well as trading in satellite communication system devices.

The recoverable amount of this CGU has been determined based on a value in use calculation. That calculation uses cash flow projections based on the financial budgets approved by management covering a 5-year period, and discount rate of 29.03%. The cash flows beyond the 5-year period are extrapolated using a 3% growth rate. This growth rate is based on the relevant industry growth forecast and does not exceed the long-term average growth rate for the relevant industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the CGU's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the CGU to exceed aggregate recoverable amount of the CGU

Based on the business valuation report issued by Grant Sherman Appraisal Limited of Hughes China Group, the recoverable amount exceeds the carrying amount of goodwill and intangible assets, no impairment charge was necessary in relation to this CGU.

23. 商譽及無形資產之減值測試 (續)

銷售電訊產品及服務(續)

休斯中國集團

該集團主要從事互聯網技術及衛星通訊技術開發以及買賣衛星通訊系統裝置。

該現金產生單位之可收回金額已根據使用價值計算法而釐定。該計算法使用經管理層批准之5年期財政預算為基準之現金流預測，以及29.03%之折現率計算。5年以上之現金流乃使用3%推斷增長率為基準。該增長率乃根據相關產業增長預測，且並無超出相關產業長期平均增長率。使用價值計算法之其他主要假設與現金流入／流出估計有關，包括預算銷售額及毛利，該估計乃依據該現金產生單位之過往表現及管理層就市場發展之預期。管理層相信，任何該等假設下之任何合理可能變動將不會導致該現金產生單位之總賬面值超過該現金產生單位之可收回總額。

根據中證評估有限公司發出的休斯中國集團業務估值報告，可收回金額超過商譽及無形資產賬面值，無需就該現金產生單位作出減值支銷。

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綜合財務報表附註

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23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

SALES OF TELECOMMUNICATION PRODUCTS AND SERVICES (Continued)

CERNET Wifi Group

The Group is principally engaged in the provision of personal broadband access services for China education and research network of China Ministry of Education ("CERNET"), including the construction and operation of individual broadband access network, the development of Internet content and the provision of value-added telecommunication services in all higher educational institutions that are connected to CERNET.

The recoverable amount of this CGU has been determined based on a value in use calculation. That calculation uses cash flow projections based on the financial budgets approved by management covering a 5-year period, and discount rate of 30.78%. The cash flows beyond the 5-year period are extrapolated using a 3% growth rate. This growth rate is based on the relevant industry growth forecast and does not exceed the long-term average growth rate for the relevant industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the CGU's past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of the CERNET Wifi Group to exceed aggregate recoverable amount of the CERNET Wifi Group.

23. 商譽及無形資產之減值測試 (續)

銷售電訊產品及服務 (續)

賽爾無線網絡集團

該集團主要從事承接中國教育部中國教育科研網絡(「賽爾網絡」)的個人寬頻接入業務,包括在賽爾網絡所有有效連接的全國各高等院校內建設並運營個人寬頻接入網和開展互聯網內容及電信增值業務。

該現金產生單位之可收回金額已根據使用價值計算法而釐定。該計算法使用經管理層批准之5年期財政預算為基準之現金流預測,以及30.78%之折現率計算。5年以上之現金流乃使用3%推斷增長率為基準。該增長率乃根據相關產業增長預測,且並無超出相關產業長期平均增長率。使用價值計算法之其他主要假設與現金流入/流出估計有關,包括預算銷售額及毛利,該估計乃依據該現金產生單位之過往表現及管理層就市場發展之預期。管理層相信,任何該等假設下之任何合理可能變動將不會導致賽爾無線網絡集團之總賬面值超過賽爾無線網絡集團之可收回總額。

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綜合財務報表附註

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23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

SALES OF TELECOMMUNICATION PRODUCTS AND SERVICES (Continued)

CERNET Wifi Group (Continued)

Based on the business valuation report issued by Grant Sherman Appraisal Limited of CERNET Wifi Group, the recoverable amount exceeds the carrying amount of goodwill and intangible assets, no impairment charge was necessary in relation to this CGU.

PROVIDING ADVERTISING SERVICES

Ease Ray Group

The Group operates outdoor advertising business via the city informational pedestrian traffic signboard system (the "System") developed by Shanghai Dasan Hexian City Environmental Art Company Limited (上海大三和弦城市環境藝術有限公司) ("Dasan Hexian"), a 51.1% indirectly owned subsidiary of the Company. The System delivers public information, commercial information and advertisements on LED screens of traffic signboards through wireless technology for government departments, public institutions and companies. As recognised by municipal traffic police departments in the PRC, the System has been granted the utility model patent certificate and the Shanghai High & New Technology Transformation Certificate.

23. 商譽及無形資產之減值測試 (續)

銷售電訊產品及服務 (續)

賽爾無線網絡集團 (續)

根據中證評估有限公司發出的賽爾無線網絡集團業務估值報告，可收回金額超過商譽及無形資產賬面值，無需就該現金產生單位作出減值支銷。

提供廣告服務

宜亮集團

宜亮集團借助由本公司間接擁有51.1%權益之附屬公司上海大三和弦城市環境藝術有限公司(「大三和弦」)開發的城市信息化人行信號燈系統(「該系統」)開展戶外廣告業務。此系統通過無線發佈形式實現信號燈LED顯示屏上的信息發佈，在為政府部門發佈公益信息的同時發佈企事業單位的商業信息和廣告。該系統獲得中國各地政府交管部門的認可，並先後獲得實用新型專利證書和上海市高新技術成果轉化證書。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

PROVIDING ADVERTISING SERVICES (Continued)

Ease Ray Group (Continued)

During the 12 months ended 30 June 2012, because of the European debt crisis that has led to tightened credit and liquidity problem, Ease Ray Group encountered difficulties in obtaining financing in the money market and raising funds from the capital market. Due to the lack of funding:

- 1) Dasan Hexian missed the opportunities to obtain more resources in cities at an early stage, which has resulted in only four cities being equipped on a permanent basis for the traffic signboard media business. Thus, the business is not able to develop into media of a national scale. Consequently, it cannot attract large national advertisement customers.
- 2) Ease Ray Group is unable to carry out large-scale upgrading and transformation to traffic signboards in cities with pilot installations. Ease Ray Group is even unable to complete the total installed capacities as set out in contracts executed, seriously undermining the advantage of networking information delivery on traffic signboards in those cities. The total number of the traffic signboard media owned by Dasan Hexian is able to satisfy neither the requirement of installation on roads of the existing four cities nor customers' requirement to deliver information across the cities.
- 3) The maintenance of traffic signboards cannot be dealt with in time, causing abnormal information delivery in a number of traffic signboards. This has negative impact on the image of municipal facilities and was held accountable by the relevant authorities. It also had negative effect on customers' confidence towards traffic signboard media, which makes it more difficult to achieve good results for traffic signboard media.

23. 商譽及無形資產之減值測試 (續)

提供廣告服務 (續)

宜亮集團 (續)

截至二零一二年六月三十日止十二個月，由於歐債危機導致信貸收緊及流動資金問題，宜亮集團面臨在貨幣市場獲取融資及自資本市場籌集資金的困難。由於缺乏資金：

- 1) 大三和弦錯失了前期獲得更多城市資源的機遇，導致目前僅有四個城市作為信號燈媒體的永久經營陣地。因此，該業務無法發展成為全國性的媒體，進而無法吸引全國性廣告大客戶的青睞。
- 2) 宜亮集團無法對已進行試點安裝的城市進行信號燈大面積更新改造。宜亮集團甚至無法按照已簽合同完成安裝總量，嚴重影響到所在城市交通信號燈網絡化信息發佈的優勢。以目前大三和弦擁有的交通信號燈媒體總量來看，很難滿足已有四個城市道路安裝要求及客戶需要的信息覆蓋全市的要求。
- 3) 信號燈的維護不能及時處理，導致多處交通信號燈無法正常發佈信息。此種情況影響到城市市政設施的形象並引起相關部門的問責，亦對客戶對投放交通信號燈媒體的信心造成不利影響，增加了交通信號燈媒體創造好業績的難度。

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

PROVIDING ADVERTISING SERVICES (Continued)

Ease Ray Group (Continued)

As a result, the Group was unable to develop the business of Ease Ray Group as originally planned and its profitability has been adversely impacted. During the eighteen months ended 31 December 2013, Ease Ray Group's revenue decreased further as a result of 1) road expansion and subway construction carried out by the municipal governments of Xiamen and Nanchang, which led to temporary uninstallation of the pedestrian traffic lights located in these two cities; 2) the policy implemented by the municipal government of Shangrao to rectify the local overadvertised market; 3) maintenance due to the aging of traffic lights, there was no revenue generated from these traffic lights until the maintenance work in completed; and 4) fierce competition in the outdoor advertising industry and the worsening economic situation in the PRC. The recoverable amount of this cash-generating unit is determined based on value-in-use calculation. The calculation based on i) the profit forecast approved by the management covering a five-year period and ii) a discount rate of 19.23% (2012: 19.97%) per annum which reflects current market assessments of the time value of money and the credit risk specific to the CGUs.

Profit forecast was prepared based on budgeted sales and budgeted cost of sales during the budgeted period. Budgeted gross margins were determined based on management's expectation for future market development and past experience, and the management believes that the budgeted gross margins were reasonable and achievable. The cash flows beyond that five-year period have been extrapolated using 3% (2012: 3%) per annum growth rate, which is in line with the long-term growth rate for the relevant industry. The key assumptions for the value-in-use calculations are those regarding the growth rates and discount rates.

23. 商譽及無形資產之減值測試 (續)

提供廣告服務 (續)

宜亮集團 (續)

因此，本集團無法按原計劃發展宜亮集團的業務，其盈利能力因此而受到不利影響。於截至二零一三年十二月三十一日止十八個月，宜亮集團收入進一步下降，原因為1)廈門及南昌市政府開展道路擴建及地鐵建設，導致臨時卸載位於這兩個城市的人行交通指示燈；2)上饒市政府實施政策整改當地廣告過度的市場；3)因交通指示燈老化而進行維修，在維修工作完成之前該等交通指示燈並未產生收入；及4)戶外廣告業競爭激烈及中國經濟狀況惡化。本現金產生單位之可收回金額乃基於使用價值計算法釐定。有關計算法乃根據i)管理層批准之五年期溢利預測，及ii)每年19.23% (二零一二年：19.97%)的折現率 (其反映出市場對當時貨幣時間價值的評估以及現金產生單位的特定信貸風險)而定。

溢利預測乃根據預算期間的銷售預算及銷售成本預算而定。預算毛利率乃根據管理層對未來市場發展的預期及過往經驗釐定，且管理層相信預算毛利率乃屬合理及可實現。超過五年期之現金流量則按每年採用3% (二零一二年：3%)的增長率推斷，而該增長率與有關行業的長期增長率一致。使用價值計算法的主要假設與增長率及折現率有關。

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23. IMPAIRMENT TESTING ON GOODWILL AND INTANGIBLE ASSETS (Continued)

PROVIDING ADVERTISING SERVICES (Continued)

Ease Ray Group (Continued)

Based on the business valuation report issued by Asset Appraisal of Ease Ray Group, the Group has recognised an impairment loss of approximately HK\$285,775,000 (for the 12 months ended 30 June 2012: HK\$425,654,000) and HK\$23,769,000 (for the 12 months ended 30 June 2012: HK\$99,085,000), respectively on goodwill and intangible assets arose on the acquisition of Ease Ray Group for the 12 months ended 30 June 2012.

23. 商譽及無形資產之減值測試 (續)

提供廣告服務 (續)

宜亮集團 (續)

基於資產評估顧問發佈的有關宜亮集團的業務評估報告，本集團已於截至二零一二年六月三十日止十二個月就因收購宜亮集團而產生的商譽及無形資產確認減值虧損約285,775,000港元（截至二零一二年六月三十日止十二個月：425,654,000港元）及23,769,000港元（截至二零一二年六月三十日止十二個月：99,085,000港元）。

24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

THE GROUP

24. 預付款項、按金及其他應收款項

本集團

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Current assets	流動資產		
Prepayment (Note a)	預付款項 (附註a)	74,658	58,867
Deposits	按金	826	744
Other receivables (Note b)	其他應收款項 (附註b)	17,646	35,819
		93,130	95,430
Less: accumulated allowance for doubtful debts	減：呆賬累計撥備	-	(1,157)
		93,130	94,273

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24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

Note:

- (a) (i) Included in prepayments as at 31 December 2013 are prepaid leasing fee of HK\$24,561,000 (30 June 2012: HK\$nil) to an independent third party for the lease of Ka-Beam of a satellite known as AMOS-4 for the development of the Group's satellite business. For more information on the lease transaction, details of which are set out in the Company's announcement dated 31 October 2013.

- (ii) Included in prepayments is advance payment to supplier for purchase of the traffic signboard amounting to approximately HK\$14,812,000 as at 30 June 2012.

- (iii) Included in prepayments is advance payment to an independent third party for the project development and consultancy services of approximately HK\$13,800,000 (2012: HK\$23,270,000) as at 31 December 2013.

The amount has been fully settled as of the date of these financial statements.

- (iv) Included in prepayments is advance payment to an independent third party for acted as an agent of referring investment projects amounting to approximately HK\$19,106,000 as at 30 June 2012 and 31 December 2013.

The amount has been fully settled as of the date of these financial statements.

24. 預付款項、按金及其他應收款項 (續)

附註：

- (a) (i) 計入於二零一三年十二月三十一日的預付款項者為向一名獨立第三方預付的租金24,561,000港元(二零一二年六月三十日：零港元)，用於租賃被命名為AMOS-4的衛星之Ka波束，以發展本集團的衛星業務。有關租賃交易的更多資料，其詳情載於本公司日期為二零一三年十月三十一日之公佈。

- (ii) 於二零一二年六月三十日，預付款項包括就購買交通指示牌向供應商作出之墊款約14,812,000港元。

- (iii) 於二零一三年十二月三十一日，預付款項包括就項目開發及諮詢服務向獨立第三方作出之墊款約13,800,000港元(二零一二年：23,270,000港元)。

該款項於該等財務表日期已悉數結清。

- (iv) 於二零一二年六月三十日及二零一三年十二月三十一日，預付款包括向一名獨立第三方(作為介紹投資項目之中介)作出之墊款約19,106,000港元。

該款項於該等財務表日期已悉數結清。

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24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

Note: (Continued)

- (b) At 30 June 2012, included in other receivables is a receivable due from an independent third party arising from the Smart Long Acquisition of approximately HK\$33,972,000 (equivalent to approximately RMB27,628,000). Pursuant to the announcement of the Company dated 4 August 2010, the Company has entered into a conditional agreement with the Smart Long Vendor on 2 August 2010 (the "Agreement") for the acquisition of the entire issued share capital of Smart Long at a consideration of HK\$230,000,000. (Details of Smart Long Acquisition is disclosed in Note 37(c)).

In accordance to the Agreement, the Smart Long Vendor has guaranteed to the Company that the audited consolidated net profit after tax and any extraordinary items or exceptional items or exceptional items of the Smart Long Group to be determined under the HKFRSs for the year ended 31 December 2011 shall not be less than RMB20,000,000 (equivalents to approximately HK\$24,592,000) (the "Guarantee Profit"). In the event that the Smart Long Group cannot achieve the Guarantee Profit, the Smart Long Vendor shall pay the Company in cash of amount equal to the difference between the audited net profit and the Guarantee Profit on a dollar to dollar basis.

As the Smart Long Group has incurred a loss of approximately RMB7,628,000 for the year ended 31 December 2011, the Smart Long Vendor shall pay the Company of approximately RMB27,628,000 (equivalents to approximately HK\$33,972,000).

Gain on contingent consideration of approximately HK\$33,972,000 (equivalents to approximately RMB27,628,000) has been recognised in the consolidated statement of profit or loss and other comprehensive income during the year ended 30 June 2012.

The amount has been fully settled during the 18 months ended 31 December 2013.

24. 預付款項、按金及其他應收款項 (續)

附註：(續)

- (b) 於二零一二年六月三十日，其他應收款項包括就智朗收購產生的應收一名獨立第三方之款項約33,972,000港元（相當於約人民幣27,628,000元）。根據本公司日期為二零一零年八月四日的公佈，本公司已於二零一零年八月二日與智朗賣方訂立一項有條件協議（「協議」），以代價230,000,000港元收購智朗之全部已發行股本（有關智朗收購之詳情於附註37(c)披露）。

根據該協議，智朗賣方已向本公司擔保，截至二零一一年十二月三十一日止年度，根據香港財務報告準則而釐定之智朗集團除稅項及任何非經常性項目或特殊項目後之經審核綜合溢利淨額將不少於人民幣20,000,000元（相當於約24,592,000港元）（「保證溢利」）。倘智朗集團未能取得保證溢利，則智朗賣方須以現金向本公司支付相當於經審核溢利淨額及保證溢利間之實額差額。

由於截至二零一一年十二月三十一日止年度，智朗集團已產生虧損約人民幣7,628,000元，故智朗賣方須向本公司支付約人民幣27,628,000港元（相當於約33,972,000港元）。

或然代價之收益約33,972,000港元（相當於約人民幣27,628,000元）已於截至二零一二年六月三十日止年度之綜合損益及其他全面收益表確認。

截至二零一三年十二月三十一日止十八個月，有關金額已悉數結清。

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24. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

Movements in the accumulated allowance for doubtful debts for prepayments, deposits and other receivables:

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
At 1 July	於七月一日	1,157	632
Exchange realignment	匯兌調整	-	26
Impairment losses recognised during the year	年內已確認減值虧損	-	1,607
Written off of impairment losses during the year	撇銷年內減值虧損	(1,157)	-
Reclassified as assets held for sale	重新分類為持作出售資產	-	(1,108)
At 31 December/30 June	於十二月三十一日/ 六月三十日	-	1,157

Included in the accumulated allowance for doubtful debts are individually impaired receivables with and aggregated balances of HK\$nil (As at 30 June 2012: HK\$1,157,000) in which the directors of the Company consider that the Group is unlikely to recover these debts as they are long outstanding over one year. The Group does not hold any collateral over these balances.

24. 預付款項、按金及其他應收款項 (續)

就預付款項、按金及其他應收款項的呆賬累計撥備變動：

呆賬累計撥備包含總結餘為零港元（於二零一二年六月三十日：1,157,000港元）已個別減值之應收賬款，本公司董事認為，由於該等債務長期未償還逾一年，本集團無法收回該等債務。本集團並無就該等結餘持有任何抵押品。

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25. INVENTORIES

25. 存貨

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Finished goods	製成品	1,414	800
Less: Accumulated impairment	減：累計減值	(800)	(800)
		614	–

During the 18 months ended 31 December 2013, the directors of the Company conducted a review of the Group's inventories and no impairment loss has been recognised (for the 12 months ended 30 June 2012: HK\$800,000).

於截至二零一三年十二月三十一日止十八個月，本公司董事對本集團的存貨進行檢討，但並無確認任何減值虧損（截至二零一二年六月三十日止十二個月：800,000港元）。

26. TRADE RECEIVABLES

26. 貿易應收賬款

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Trade receivables	貿易應收賬款	9,510	80,139
Less: Accumulated allowance for doubtful debts	減：呆賬累計撥備	(41)	(41)
		9,469	80,098

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26. TRADE RECEIVABLES (Continued)

The Group allows an average credit period of 90 days (2012: 90 days) to its trade customers. The following is an aged analysis of trade receivables net of accumulated allowance for doubtful debts presented based on the invoice date at the end of the reporting period.

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Within 30 days	30日內	101	20,289
31 to 60 days	31至60日	-	20,388
61 to 90 days	61至90日	511	23,619
Over 90 days	超過90日	8,857	15,802
		9,469	80,098

Included in the Group's trade receivables balances are debtors with aggregate carrying amount of approximately HK\$8,857,000 (2012: HK\$15,802,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss as there has not been a significant change in credit quality and the balances are still considered to be recoverable. The Group does not hold any collateral over these balances. The ageing of these receivables is over 90 days (2012: over 90 days).

Ageing of trade receivables which are past due but not impaired:

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Overdue by:	逾期:		
Over 90 days	超過90日	8,857	15,802

26. 貿易應付賬款(續)

本集團給予其貿易客戶平均90日(二零一二年: 90日)的信貸期。於報告期末根據發票日期所呈列之貿易應收賬款(經扣除呆賬累計撥備)之賬齡分析如下。

本集團貿易應收賬款結餘包含於報告期末賬面總值約為8,857,000港元(二零一二年: 15,802,000港元)的逾期應收賬款。本集團並無就其減值虧損作出撥備。乃由於該等結餘之信貸質素並無重大改變。且仍被視為可收回。本集團並無就該等結餘持有任何抵押品。該等應收賬款之賬齡超過90日(二零一二年: 超過90日)。

已逾期但未減值的貿易應收賬款之賬齡:

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26. TRADE RECEIVABLES (Continued)

Movements in the accumulated allowance for doubtful debts for trade receivables:

		From 1 July 2012 to 31 December 2013	From 1 July 2011 to 30 June 2012
		自二零一二年 七月一日 至二零一三年 十二月三十一日	自二零一一年 七月一日 至二零一二年 六月三十日
		HK\$'000 千港元	HK\$'000 千港元
At 1 July	於七月一日	41	–
Impairment loss recognised during the year	年內已確認減值虧損	–	41
At 31 December/30 June	於十二月三十一日/ 六月三十日	41	41

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the report period. The concentration of credit risk is limited due to the customer base being large and unrelated.

Included in the Group's accumulated allowance for doubtful debts of trade receivables are individually impaired trade receivables with an aggregated balances of approximately HK\$41,000 as at 31 December 2013 and 30 June 2012. The directors of the Company considered that the Group was unlikely to recover these debts as they were long outstanding over one year. The Group does not hold any collateral over these balances.

26. 貿易應付賬款(續)

貿易應收賬款之呆賬累計撥備變動：

	From 1 July 2012 to 31 December 2013	From 1 July 2011 to 30 June 2012
	自二零一二年 七月一日 至二零一三年 十二月三十一日	自二零一一年 七月一日 至二零一二年 六月三十日
	HK\$'000 千港元	HK\$'000 千港元
At 1 July	41	–
Impairment loss recognised during the year	–	41
At 31 December/30 June	41	41

於確定應收貿易款項是否可回收時，本集團會考慮自首次授出信貸之日起至報告期末應收貿易款項之信貸質素的任何變動。由於客戶基數大且不相關，因此集中信貸風險有限。

於二零一三年十二月三十一日及二零一二年六月三十日，本集團的貿易應收賬款呆賬累計撥備包含總結餘約41,000港元之已個別減值之貿易應收賬款，本公司董事認為，由於該等債務長期未償還逾一年，本集團無法收回該等債務。本集團並無就該等結餘持有任何抵押品。

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27. LOAN AND LOAN INTEREST RECEIVABLES

27. 應收貸款及貸款利息

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Fixed-rate loan receivables	固定利率應收貸款		
Analysed as:	按以下各項分析：		
Current	即期	-	54,964
Fixed-rate loan interest receivables	固定利率應收貸款利息		
Analysed as:	按以下各項分析：		
Current	即期	-	1,385
Total	總計	-	56,349

The maturity profile of these loan and loan interest receivables, net of impairment allowance, at the end of the reporting period is analysed by the remaining periods to their contracted maturity dates as follow:

於報告期末，該等應收貸款及貸款利息（經扣除減值撥備）到期情況，按合約到期日之剩餘期限分析如下：

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Within one year	於一年內	-	56,349

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

27. LOAN AND LOAN INTEREST

RECEIVABLES (Continued)

Notes:

- (a) At 30 June 2012, included in loan receivable amounting to approximately HK\$37,995,000 (equivalent to RMB30,900,000) is unsecured and carried fixed interest at 4.3% per annum. The loan interest receivable is approximately HK\$198,000 (equivalent to approximately RMB161,000). The loan is due from an independent third party. Pursuant to the loan agreement entered into with the independent third party on 9 April 2012, the original loan principal was approximately HK\$43,037,000 (equivalent to RMB35,000,000). The outstanding balance including interest is approximately HK\$38,193,000 (equivalent to RMB31,061,000) at 30 June 2012 would be settled by three installments of approximately HK\$18,642,000 (equivalent to RMB15,161,000), HK\$11,612,000 (equivalent to RMB9,443,000) and HK\$7,939,000 (equivalent to RMB6,457,000) on or before 11 April 2013, 21 June 2013 and 29 June 2013, respectively. During the 18 months ended 31 December 2013, the outstanding balance of loan receivable was fully settled.
- (b) At 30 June 2012, included in loan receivable amounting to approximately HK\$10,821,000 (equivalent to RMB8,800,000) is guaranteed by a company incorporated in the PRC and carried fixed interest at 7.3% per annum. The loan interest receivable is approximately HK\$37,000 (equivalent to approximately RMB30,000). The loan is due from an independent third party. Pursuant to the loan agreement entered into with the independent third party on 9 May 2012, the original loan principal was approximately HK\$30,741,000 (equivalent to RMB25,000,000) and would be paid out by several installments. The outstanding balance including interest is approximately HK\$10,858,000 (equivalent to approximately RMB8,830,000) at 30 June 2012 and would be settled in June 2013. During the 18 months ended 31 December 2013, the outstanding balance of loan receivable was fully settled.

27. 應收貸款及貸款利息 (續)

附註:

- (a) 於二零一二年六月三十日，合共約37,995,000港元（相當於人民幣30,900,000元）之應收貸款乃無抵押，並按固定年利率4.3%計息。應收貸款利息約為198,000港元（相當於約人民幣161,000元）。該貸款乃應收一名獨立第三方之款項。根據於二零一二年四月九日與該獨立第三方訂立之貸款協議，初始貸款本金額約為43,037,000港元（相當於人民幣35,000,000元）。於二零一二年六月三十日，尚未償還之結餘（包括利息）約為38,193,000港元（相當於人民幣31,061,000元），將分三期結算，於二零一三年四月十一日、二零一三年六月二十一日及二零一三年六月二十九日或之前分別償還約18,642,000港元（相當於人民幣15,161,000元）、11,612,000港元（相當於人民幣9,443,000元）及7,939,000港元（相當於人民幣6,457,000元）。截至二零一三年十二月三十一日止十八個月，應收貸款之未償還結餘已悉數結清。
- (b) 於二零一二年六月三十日，合共約10,821,000港元（相當於人民幣8,800,000元）之應收貸款乃由一間於中國註冊成立的公司提供擔保，並按固定年利率7.3%計息。應收貸款利息約為37,000港元（相當於約人民幣30,000元）。該貸款乃應收一名獨立第三方之款項。根據於二零一二年五月九日與該獨立第三方訂立之貸款協議，初始貸款本金額約為30,741,000港元（相當於人民幣25,000,000元），將透過多次分期付款償還。於二零一二年六月三十日，尚未償還之結餘（包括利息）約為10,858,000港元（相當於約人民幣8,830,000元），將於二零一三年六月結算。截至二零一三年十二月三十一日止十八個月，應收貸款之未償還結餘已悉數結清。

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28. CASH AND CASH EQUIVALENTS

28. 現金及現金等價物

		The Group 本集團	
		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Cash in hand and at bank	手頭及銀行現金		
HKD	港元	22	689
RMB	人民幣	10,904	6,982
USD	美元	40	-
		10,966	7,671

Cash and cash equivalents consist of cash on hand and balance with banks.

現金及現金等價物包括手頭及銀行結餘。

Bank balances carry interest at market rates ranged from 0.001% to 0.46% (As at 30 June 2012: 0.001% to 0.36%) per annum at 31 December 2013.

於二零一三年十二月三十一日，銀行結餘按市場年利率介乎0.001%至0.46%（於二零一二年六月三十日：0.001%至0.36%）計息。

The RMB is not freely convertible into other currencies; however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Company is permitted to exchange RMB for other currencies through authorised banks to conduct foreign exchange business.

人民幣不得自由兌換為其他貨幣，然而，根據中國內地的外匯管理條例及結匯、售匯及付匯管理規定，本公司獲准透過授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

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29. ASSETS/LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

As details disclosed in Note 14, the Disposal was completed on 28 September 2012.

The assets and liabilities attributable to the businesses of Getbetter Group and B&S Group, which are expected to be sold within twelve months, have been classified as a disposal group held for sale and are presented separately in the consolidated statement of financial position accordingly.

The major classes of assets and liabilities classified as held for sale at 30 June 2012, which have been presented separately in the consolidated statement of financial positions, are as follows:

29. 與分類為持作出售之資產有關之資產／負債

誠如附註14所詳述，出售事項已於二零一二年九月二十八日完成。

Getbetter集團及B&S集團之業務（預期將於十二個月內出售）應佔之資產及負債已分類為持作出售之出售集團，並因此於綜合財務狀況表內單獨呈列。

於二零一二年六月三十日，已於綜合財務狀況表內單獨呈列之分類為持作出售之資產及負債之主要類別如下：

		30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Film rights, film in progress and film royalty deposits	電影版權、在製電影及電影版權按金	1,827
Trade receivables	貿易應收賬款	5
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	20,664
Cash and cash equivalents	現金及現金等價物	520
		23,016
Impairment loss recognised for the year	年內已確認減值虧損	(7,142)
Assets classified as held for sale	分類為持作出售之資產	15,874
Trade payables	貿易應付賬款	71
Other payables and accruals	其他應付款項及應計款項	2,420
Deposits received	已收按金	5,383
Liabilities associated with assets classified as held for sale	與分類為持作出售之資產有關之負債	7,874

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30. TRADE PAYABLES

30. 貿易應付賬款

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Trade payables	貿易應付賬款	5,256	7,854

The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

於報告期末按發票日期呈列的貿易應付賬款的賬齡分析如下：

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
61 to 90 days	61至90日	38	-
Over 90 days	超過90日	5,218	7,854
		5,256	7,854

The average credit period on purchases of goods is 90 days (As at 30 June 2012: 90 days). The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

購買貨品的平均信貸期為90日（於二零一二年六月三十日：90日）。本集團已制定財務風險管理政策，確保於信貸期限內結清所有應付款項。

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31. OTHER PAYABLES AND ACCRUALS

31. 其他應付款項及應計款項

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Other payables	其他應付款項	39,662	19,009
Accruals	應計款項	7,801	2,693
		47,463	21,702

During the period ended 31 December 2013, the Group obtained an unsecured, short term loan from an independent third party of approximately HK\$27,320,000 to finance the acquisition of subsidiaries.

The loan is denominated in HK\$ and carries a fixed interest rate at 1.2% per month and is repayable within one year from the end of the reporting period.

於截至二零一三年十二月三十一日止期間，本集團已獲得一名獨立第三方之無抵押短期貸款約27,320,000港元，以為收購附屬公司提供資金。

貸款乃以港元計值，按固定月利率1.2%計息，並將於報告期末後一年內償還。

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32. CONVERTIBLE NOTES

CONVERTIBLE NOTES DUE 2016 (“CN 2016”)

On 5 April 2013, the Company issued convertible notes with a nominal value of HK\$160,000,000 due on 5 April 2016. Each convertible note carries interest at 7% per annum payable semi-annually in arrears with the first interest payment due on 5 October 2013 and the last interest payment is due on 5 April 2016. The CN 2016 entitles holders to convert the notes into new ordinary shares of the Company at a conversion price, subject to adjustment, of HK\$2.5 per share during the period from 5 April 2013 to 31 March 2016. If the CN 2016 have not been converted, they will be redeemed at par on 5 April 2016.

The CN 2016 is not redeemable at the option of note-holders. In addition, the Company has the right to redeem any portion of the CN 2016 at its principal amount at any time prior to the maturity date.

The CN 2016 contains three components, liability, redemption option derivative and equity component. The equity element is presented in equity heading “convertible notes reserve. The effective interest rate of the liability component is 11.29% per annum. The redemption option derivative is measured at fair value with changes in fair value recognised in profit or loss.

Upon the issue of the CN 2016, an amount of HK\$138,627,000, HK\$6,206,000 and HK\$7,131,000 were recognised as liability, derivative financial asset and equity, respectively.

During the period ended 31 December 2013, no redemption of the CN 2016 was made by the Company. At 31 December 2013, carrying amount of CN 2016 of approximately HK\$142,240,000 (principal amount of HK\$160,000,000) remained outstanding.

32. 可換股票據

二零一六年到期之可換股票據 （「二零一六年到期之可換股票據」）

於二零一三年四月五日，本公司發行於二零一六年四月五日到期之面值為160,000,000港元之可換股票據。各可換股票據按年利率7%計息，每半年派息一次，第一期利息於二零一三年十月五日到期，最後一期利息則於二零一六年四月五日到期。二零一六年到期之可換股票據賦予其持有人權利，可於二零一三年四月五日至二零一六年三月三十一日期間以轉換價每股2.5港元（可予調整）將票據轉換為本公司之新普通股。倘若二零一六年到期之可換股票據並未轉換，其將於二零一六年四月五日按票面價贖回。

二零一六年到期之可換股票據不可按票據持有人的意願贖回。此外，本公司有權於到期日之前隨時按本金贖回二零一六年到期之可換股票據之任何部份。

二零一六年到期之可換股票據包括負債、贖回選擇權衍生工具及權益三部分。權益部分按權益呈列於「可換股票據儲備」。負債部分的實際利率為按年11.29%。贖回選擇權衍生工具乃按公平值計算，公平值之變動於損益確認。

於發行二零一六年到期之可換股票據後，138,627,000港元、6,206,000港元及7,131,000港元之金額分別確認為負債、衍生金融資產及權益。

於截至二零一三年十二月三十一日止期間，本公司概無贖回二零一六年到期之可換股票據。於二零一三年十二月三十一日，二零一六年到期之可換股票據賬面值約142,240,000港元（本金額160,000,000港元）仍未轉換。

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32. CONVERTIBLE NOTES (Continued)

CONVERTIBLE NOTE DUE 2012 (“CN 2012”)

On 2 June 2011, the Company issued zero coupon convertible notes with a nominal value of HK\$25,000,000 due on 2 June 2012. The CN 2012 entitles holders to convert the notes into new ordinary shares of the Company at the higher of HK\$0.78 or 92% of the closing price of the ordinary shares of the Company (the “Shares”) on the immediately preceding day on which dealings in the Shares on the Stock Exchange took place during the period from 2 June 2011 to 2 June 2012. If the CN 2012 have not been converted upon maturity, they will be redeemed by the Company at an amount of HK\$27,000,000, which representing 108% of the principal amount.

The CN 2012 contains two components, liability component and conversion option derivative. The entire CN 2012 were designated as “financial liabilities at fair value through profit or loss” which requires that the CN 2012 to be carried at fair value at the end of the reporting periods and the changes in fair value being recognised in the profit or loss.

Upon the issue of the CN 2012, an amount of HK\$24,047,000 and HK\$953,000 were recognised as liability and conversion option derivative, respectively.

CN 2012 was early redeemed in full on 2 December 2011 at an amount of HK\$27,000,000, which representing 108% of the principal.

32. 可換股票據 (續)

二零一二年到期之可換股票據 〔二零一二年到期之可換股票據〕

於二零一一年六月二日，本公司發行面值為25,000,000港元之零息票可換股票據，於二零一二年六月二日到期。二零一二年到期之可換股票據持有人有權於二零一一年六月二日至二零一二年六月二日期間，按0.78港元或本公司普通股（「股份」）於聯交所買賣的緊接前一日之股份收市價之92%（以較高者為準），將票據轉換為本公司新的普通股。倘二零一二年到期之可換股票據於到期日並未獲轉換，有關票據將由本公司按27,000,000港元金額（為本金額之108%）予以贖回。

二零一二年到期之可換股票據包括兩部份，債務部份及換股權衍生工具。由於二零一二年到期之可換股票據整體均被指定為「按公平值計入損益之金融負債」，因此規定二零一二年到期之可換股票據於報告期末按公平值計值，且公平值變動將於損益中確認。

於發行二零一二年到期之可換股票據時，金額24,047,000港元及953,000港元分別獲確認為負債及換股權衍生工具。

二零一二年到期之可換股票據已於二零一一年十二月二日以27,000,000港元金額（為本金額之108%）獲全數提前贖回。

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32. CONVERTIBLE NOTES (Continued)

The movements of the liability component, redemption option derivative and conversion option derivative of the convertible notes during the period/year are set out below:

32. 可換股票據 (續)

期內/年內，可換股票據的負債部份、贖回選擇權衍生工具及換股權衍生工具的變動載列如下：

		Liability component	Redemption option derivative	Conversion option derivative	Total
		負債部份	贖回選擇權	換股權	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 July 2011	於二零一一年七月一日	24,086	–	715	24,801
Effective interest charged	所收取之實際利息	1,305	–	–	1,305
Changes in fair value of convertible notes	可換股票據之公平值變動	(134)	–	(568)	(702)
Loss on early redemption of convertible notes	提早贖回可換股票據之虧損	1,596	–	–	1,596
Redemption of convertible notes *	贖回可換股票據*	(26,853)	–	(147)	(27,000)
At 30 June 2012 and 1 July 2012	於二零一二年六月三十日及二零一二年七月一日	–	–	–	–
Issue of convertible notes	發行可換股票據	138,627	(6,206)	–	132,421
Effective interest charged	所收取之實際利息	11,898	–	–	11,898
Coupon interest accrued and include in interest payable	產生並計入應付利息之票面利息	(8,285)	–	–	(8,285)
Change in fair value derivative financial assets	衍生金融資產之公平值變動	–	5,495	–	5,495
At 31 December 2013	於二零一三年十二月三十一日	142,240	(711)	–	141,529

* The convertible notes with a principal amount of HK\$25,000,000 was early redeemed on 2 December 2011 at an amount of HK\$27,000,000, representing 108% of the principal amount.

* 本金額為25,000,000港元之可換股票據已於二零一一年十二月二日按27,000,000港元(相當於本金額的108%)提早贖回。

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32. CONVERTIBLE NOTES (Continued)

The fair values of CN 2016 and CN 2012 at the dates of issue, at 30 June 2011, at 2 December 2011 (date of early redemption of CN 2012) and at 31 December 2013 are based on valuations carried out on those dates by independent valuers.

33. DEFERRED TAXATION

Detail of the deferred tax liabilities recognised and movements thereon during the period/year is as follow:

32. 可換股票據 (續)

二零一六年到期之可換股票據及二零一二年到期之可換股票據於發行日期、二零一一年六月三十日、二零一一年十二月二日(提前贖回二零一二年到期之可換股票據的日期)及二零一三年十二月三十一日之公平值乃基於獨立估值師於該等日期作出之估值。

33. 遞延稅項

期內/年內已確認遞延稅項負債及其變動詳情如下:

		Intangible assets 無形資產 HK\$'000 千港元
At 1 July 2011	於二零一一年七月一日	45,705
Acquisition of Smart Long Group (Note 37(c))	收購智朗集團(附註37(c))	7,951
Credited to consolidated statement of profit or loss and other comprehensive income	計入綜合損益及其他全面收益表	(43,884)
At 30 June 2012 and 1 July 2012	於二零一二年六月三十日及 二零一二年七月一日	9,772
Acquisition of Hughes China Group (Note 37(a))	收購休斯中國集團 (附註37(a))	14,741
Acquisition of CERNET Wifi Group (Note 37(b))	收購賽爾無線網絡集團 (附註37(b))	25,040
Credited to consolidated statement of profit or loss and other comprehensive income	計入綜合損益及其他全面收益表	(8,187)
At 31 December 2013	於二零一三年十二月三十一日	41,366

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33. DEFERRED TAXATION (Continued)

At the end of the reporting period, the Group has unused tax losses of approximately HK\$67,475,000 (As at 30 June 2012: HK\$31,869,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

At 31 December 2013 and 30 June 2012, the Group did not have any deductible temporary differences. No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statement in respect of temporary difference attributable to the profits earned by the PRC subsidiaries as the Group is able to control the timing of reversal at the temporary difference and it is probable that will not reverse in the foreseeable future.

33. 遞延稅項 (續)

於報告期末，本集團的未動用稅項虧損約67,475,000港元（於二零一二年六月三十日：31,869,000港元）可用於抵銷未來溢利。由於未來溢利流難以預測，故並無確認遞延稅項資產。稅項虧損或可無限期結轉。

於二零一三年十二月三十一日及二零一二年六月三十日，本集團概無可扣減暫時差額。由於不可能有可扣減暫時差額可供抵銷應課稅溢利，故並無就該等可扣減暫時差額確認遞延稅項資產。

根據中國企業所得稅法，中國附屬公司須自二零零八年一月一日起就其賺取的利潤所宣派的股息繳納預扣稅。由於本集團能夠控制暫時性差額的撥回時間，故並無就綜合財務報表內有關中國附屬公司賺取的利潤應佔暫時性差額作出遞延稅項撥備，而暫時性差額可能不會在可見未來撥回。

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34. SHARE CAPITAL

34. 股本

		Par value per share 每股面值 HK\$ 港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised:	法定：			
At 1 July 2011, 30 June 2012, 1 July 2012 and 31 December 2013	於二零一一年 七月一日、 二零一二年 六月三十日、 二零一二年 七月一日及 二零一三年 十二月三十一日	0.1	4,000,000,000	400,000
Issued and fully paid:	已發行及繳足：			
At 1 July 2011	於二零一一年七月一日	0.1	1,932,820,000	193,282
Issue shares in relation to the Smart Long Acquisition (Note b)	就智朗收購發行股份 (附註b)	0.1	68,750,000	6,875
Placing of shares (Note c)	配售股份(附註c)	0.1	270,000,000	27,000
Issue shares in relation to the Ease Ray Acquisition (Note a)	就宜亮收購發行股份 (附註a)	0.1	55,350,793	5,535
At 30 June 2012 and 1 July 2012	於二零一二年 六月三十日及 二零一二年 七月一日	0.1	2,326,920,793	232,692
Issue shares in relation to the Hughes China Acquisition (Note d)	就休斯中國收購 發行股份(附註d)	0.1	119,000,000	11,900
Placing of shares (Note e)	配售股份(附註e)	0.1	109,000,000	10,900
At 31 December 2013	於二零一三年 十二月三十一日	0.1	2,554,920,793	255,492

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34. SHARE CAPITAL (Continued)

Note:

- (a) Pursuant to the announcements of the Company dated 14 June 2010, 25 March 2011 and 29 April 2011 and the circular of the Company dated 8 March 2011, the acquisition of the entire issued share capital of Ease Ray was completed on 29 April 2011. According to the sale and purchase agreement dated 3 June 2010 and the Company's announcement dated 5 May 2011, the first batch consideration shares of 3,900,000,000 ordinary shares of par value of HK\$0.10 each have been issued by the Company to the Ease Ray Vendor and parties nominated by the Ease Ray Vendor at HK\$0.105 each which represent the published price of the shares of the Company on 5 May 2011.

On 10 May 2012, the Second Batch Consideration Shares of 55,350,793 ordinary shares in relation to Ease Ray Acquisition have been issued by the Company at the published price of the shares of the Company of HK\$0.67 each.

- (b) Pursuant to the announcements of the Company dated 4 August 2010, 31 December 2010, 29 April 2011 and 30 June 2011 and the circular of the Company dated 8 March 2011, the acquisition of the entire issued share capital of Smart Long was completed on 1 July 2011. On 7 July 2011, 68,750,000 ordinary shares of par value of HK\$0.10 each were issued as consideration shares at the published price of the shares of the Company of par value of HK\$0.55 each.
- (c) Pursuant to a placing agreement entered into with Kingston Securities Limited dated 22 November 2011, the Company placed out 270,000,000 new ordinary shares of par value of HK\$0.10 each the Company at a price of HK\$0.30 per share to independent third parties. Net proceeds from such issue amounted to approximately HK\$79,780,000 (after deducting the placement expenses of approximately HK\$1,220,000), out of which approximately HK\$27,000,000 and HK\$52,780,000 were recorded in share capital and share premium respectively. The placing was completed on 30 November 2011.

34. 股本 (續)

附註：

- (a) 根據本公司日期為二零一零年六月十四日、二零一一年三月二十五日及二零一一年四月二十九日之公佈及本公司日期為二零一一年三月八日之通函，收購宜亮全部已發行股本已於二零一一年四月二十九日完成。根據二零一零年六月三日之買賣協議及本公司於二零一一年五月五日之公佈，本公司已按本公司股份於二零一一年五月五日公佈之價格每股0.105港元發行第一批代價股份3,900,000,000股每股面值0.10港元之普通股予宜亮賣方及宜亮賣方指定之人士。

於二零一二年五月十日，本公司已就宜亮收購按本公司股份公佈之價格每股0.67港元發行第二批代價股份55,350,793股普通股。

- (b) 根據本公司日期為二零一零年八月四日、二零一零年十二月三十一日、二零一一年四月二十九日及二零一一年六月三十日之公佈及本公司日期為二零一一年三月八日之通函，收購智朗全部已發行股本已於二零一一年七月一日完成。於二零一一年七月七日，本公司已按本公司股份公佈之價格每股0.55港元之價格發行68,750,000股每股面值0.10港元之普通股，作為代價股份。

- (c) 根據本公司與金利豐證券有限公司於二零一一年十一月二十二日訂立之配售協議，本公司按每股股份0.30港元之價格向獨立第三方配售270,000,000股本公司每股面值0.10港元之新普通股。該等發行之所得款項淨額約為79,780,000港元（經扣減配售開支約1,220,000港元），其中約27,000,000港元及52,780,000港元分別計入股本及股份溢價。配售已於二零一一年十一月三十日完成。

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34. SHARE CAPITAL (Continued)

Note: (Continued)

- (d) Pursuant to the terms of the agreement dated 7 January 2013 entered into between the Company and Oberlin Asia Inc. ("Oberlin"), an independent third party, in relation to the acquisition of the entire issued share capital of HCH Investments Limited ("HCH"), the Company issued 119,000,000 ordinary shares on 5 April 2013 as partial payment of the acquisition consideration. The fair value of the ordinary shares issued was determined by the available published price of HK\$0.57 each at the completion date of the acquisition on 5 April 2013.
- (e) Pursuant to a placing agreement entered into with Kingston Securities Limited dated 25 July 2013, the Company placed out 109,000,000 new ordinary shares of par value of HK\$0.10 each the Company at a price of HK\$0.30 per share to independent third parties. Net proceeds from such issue amounted to approximately HK\$35,380,000 (after deducting the placement expenses of approximately HK\$590,000), out of which approximately HK\$10,900,000 and HK\$25,070,000 were recorded in share capital and share premium respectively. The placing has been completed on 13 August 2013.

34. 股本 (續)

附註：(續)

- (d) 根據本公司與一名獨立第三方Oberlin Asia Inc. (「Oberlin」)於二零一三年一月七日就收購HCH Investments Limited (「HCH」)全部已發行股本訂立之協議條款，本公司於二零一三年四月五日發行119,000,000股普通股，作為收購代價之部分付款。所發行普通股之公平值乃由收購完成日期二零一三年四月五日可獲得之公佈價格每股0.57港元釐定。
- (e) 根據與金利豐證券有限公司於二零一三年七月二十五日訂立之配售協議，本公司按每股股份0.30港元之價格向獨立第三方配售109,000,000股每股面值0.10港元之新普通股。該發行之所得款項淨額約為35,380,000港元（經扣減配售開支約590,000港元），其中約10,900,000港元及25,070,000港元分別計入股本及股份溢價。配售已於二零一三年八月十三日完成。

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35. SHARE OPTION SCHEMES

Pursuant to a resolution passed at a annual general meeting of the Company held on 19 December 2012, a new share option scheme (the “New Share Option Scheme”) was adopted by the Company.

The previous share option scheme of the Company (the “Old Share Option Scheme”) was expired on 21 July 2012, no further options can be granted under the Old Share Option Scheme thereafter. All outstanding share options granted under the Old Share Option Scheme remained outstanding until they lapsed in accordance with the terms of the Old Share Option Scheme.

The Company operates the New Share Option Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the New Share Option Scheme include the Company’s directors (including independent non-executive directors), other employees of the Group, and suppliers of goods or services to the Group.

The maximum number of unexercised share options currently permitted to be granted under the New Share Option Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the New Share Option Scheme within any 12 month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

35. 購股權計劃

本公司於二零一二年十二月十九日舉行股東週年大會通過一項決議案，據此，本公司採納一項新購股權計劃（「新購股權計劃」）。

本公司之前的購股權計劃（「舊購股權計劃」）於二零一二年七月二十一日屆滿，其後概無根據舊購股權計劃進一步授出購股權。根據舊購股權計劃之條款，根據舊購股權計劃授出之所有未行使購股權尚未行使直至失效。

本公司執行新購股權計劃旨在對本集團經營成功作出貢獻之合資格參與者給予獎勵及回報。新購股權計劃之合資格參與者包括本公司之董事（包括獨立非執行董事）、本集團之其他僱員，以及本集團貨品或服務之供應商。

目前根據新購股權計劃可予授出之未行使購股權最高數目相等於（如獲行使）本公司任何時間已發行股份10%。新購股權計劃各合資格參與者在任何12個月期間內行使購股權可獲發行之最高股份數目不得超逾本公司任何時間已發行股份1%。進一步授出任何超逾該上限之購股權，均須獲股東在股東大會上批准。

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35. SHARE OPTION SCHEMES (Continued)

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the offer of the share options or the expiry date of the New Share Option Scheme, if earlier.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's share for five trading days immediately preceding the date of the offer; and (iii) the nominal value of the shares.

35. 購股權計劃(續)

授出購股權建議可在建議日期起計28日內接納，承授人在接納購股權時須支付合共1港元名義代價。已授出購股權之行使期由董事釐定，並在若干歸屬期後起計，至建議授出購股權日期起10年內或新購股權計劃到期日（如屬較先發生者）止。

購股權之行使價由董事釐定，惟不得少於下列較高者：(i)本公司股份於建議授出購股權日期在聯交所所報之收市價；(ii)本公司股份於緊接建議日期前五個交易日在聯交所所報之平均收市價；及(iii)股份面值。

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35. SHARE OPTION SCHEMES (Continued)

Share options do not confer rights on the holders to dividends or to vote at shareholder's meeting. The following table discloses details of the Company's share option in issue under the Scheme during the year:

Name of category of participant	Date of grant	Exercise period	Exercise price per share	Number of share options						
				Outstanding at 1 July 2011	Lapsed during the year	Reallocated	At 30 June 2012 and 1 July 2012	Granted during the period	Lapsed during the period	At 31 December 2013
				於二零一一年七月一日尚未行使	於年內失效	重新分配 (Note a) (附註a)	於二零一二年六月三十日及二零一二年七月一日	於期內授出	於期內失效	於二零一三年十二月三十一日
Directors	8.4.2011	8.4.2011 to 7.4.2021	1.070	45,000,000	(15,000,000)	(15,000,000)	15,000,000	-	-	15,000,000
董事	3.4.2013	3.4.2013 to 2.4.2018	0.628	-	-	-	-	54,000,000	-	54,000,000
				45,000,000	(15,000,000)	(15,000,000)	15,000,000	54,000,000	-	69,000,000
Employee and others	8.4.2011	8.4.2011 to 7.4.2021	1.07	70,500,000	(500,000)	15,000,000	85,000,000	-	(50,000,000)	35,000,000
僱員及其他	3.4.2013	3.4.2013 to 2.4.2018	0.628	-	-	-	-	40,000,000	-	40,000,000
	16.5.2013	16.5.2013 to 15.5.2018	0.628	-	-	-	-	20,000,000	-	20,000,000
				70,500,000	(500,000)	15,000,000	85,000,000	60,000,000	(50,000,000)	95,000,000
Total				115,500,000	(15,500,000)	-	100,000,000	114,000,000	(50,000,000)	164,000,000
Total										
Weighted average				1.070	1.070	1.070	1.070	0.628	1.070	0.732
exercises price (HK\$)										
加權平均行使價 (港元)										

Notes:

(a) Mr. Zhou Zhibin retired on 16 December 2011 and his options had been reallocated to "employees" after his retirement as he is still a director of one of the subsidiaries of the Company.

35. 購股權計劃 (續)

購股權並不賦予其持有人收取股息或於股東大會上投票之權利。年內，本公司根據該計劃發行之購股權詳情披露於下表：

Name of category of participant	Date of grant	Exercise period	Exercise price per share	Number of share options						
				Outstanding at 1 July 2011	Lapsed during the year	Reallocated	At 30 June 2012 and 1 July 2012	Granted during the period	Lapsed during the period	At 31 December 2013
				於二零一一年七月一日尚未行使	於年內失效	重新分配 (Note a) (附註a)	於二零一二年六月三十日及二零一二年七月一日	於期內授出	於期內失效	於二零一三年十二月三十一日
Directors	8.4.2011	8.4.2011 to 7.4.2021	1.070	45,000,000	(15,000,000)	(15,000,000)	15,000,000	-	-	15,000,000
董事	3.4.2013	3.4.2013 to 2.4.2018	0.628	-	-	-	-	54,000,000	-	54,000,000
				45,000,000	(15,000,000)	(15,000,000)	15,000,000	54,000,000	-	69,000,000
Employee and others	8.4.2011	8.4.2011 to 7.4.2021	1.07	70,500,000	(500,000)	15,000,000	85,000,000	-	(50,000,000)	35,000,000
僱員及其他	3.4.2013	3.4.2013 to 2.4.2018	0.628	-	-	-	-	40,000,000	-	40,000,000
	16.5.2013	16.5.2013 to 15.5.2018	0.628	-	-	-	-	20,000,000	-	20,000,000
				70,500,000	(500,000)	15,000,000	85,000,000	60,000,000	(50,000,000)	95,000,000
Total				115,500,000	(15,500,000)	-	100,000,000	114,000,000	(50,000,000)	164,000,000
Total										
Weighted average				1.070	1.070	1.070	1.070	0.628	1.070	0.732
exercises price (HK\$)										
加權平均行使價 (港元)										

附註：

(a) 周志斌先生於二零一一年十二月十六日退休，由於彼仍為本公司一間附屬公司之董事，其購股權已於其退休後重新分配至「僱員」。

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35. SHARE OPTION SCHEMES (Continued)

The fair values of options granted under the New Share Option Scheme measured at the date of grant during the period ended 31 December 2013 was approximately HK\$30,490,000. The following significant assumptions were used to derived the fair value using the Binomial Option Pricing Model:

	16 May 2013	3 April 2013
Total number of share option	20,000,000	94,000,000
Option value	HK\$0.2045	HK\$0.2809
Option life	5 years	5 years
Expected Tenor	5 years	5 years
Exercise price (Note)	HK\$0.628	HK\$0.628
Stock price at the date of grant	HK\$0.460	HK\$0.600
Expected volatility	87.11%	88.00%
Risk-free rate	0.427%	0.525%

Expected volatility was reference to Bloomberg calculated from the weighted average historical volatility of weekly return of share price of comparable companies and the Company. Risk-free rate represents the yields to maturity of Hong Kong Exchange Fund Note with respective terms to maturity as at the share options granted date. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considers.

No share options was exercised for both 18 months ended 31 December 2013 and 12 months ended 30 June 2012.

35. 購股權計劃 (續)

截至二零一三年十二月三十一日止期間，根據新購股權計劃授出之購股權於授出日期計量之公平值約為30,490,000港元。以下乃以二項式優先認股權定價模式推定公平值時採用之重要假設：

	二零一三年 五月十六日	二零一三年 四月三日
購股權總數	20,000,000	94,000,000
購股權價值	0.2045港元	0.2809港元
購股權年期	5年	5年
預期年期	5年	5年
行使價 (附註)	0.628港元	0.628港元
於授出日之股價	0.460港元	0.600港元
預期波幅	87.11%	88.00%
無風險利率	0.427%	0.525%

預期波幅乃參照彭博資訊計算可資比較公司及本公司股價每週回報加權平均歷史波幅得出。無風險利率指於授出購股權日期到期之香港外匯基金票據之到期收益率。在管理層慎重估算下，模式中之預期年期已因應購股權之不可轉讓性、行使限制及行為等考慮因素之影響而有所調整。

截至二零一三年十二月三十一日止十八個月及截至二零一二年六月三十日止十二個月，概無任何購股權獲行使。

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36. WARRANTS

On 5 November 2012, the Company entered into warrant subscription agreements with six independent third parties (“Group A Subscribers”), pursuant to which the Company agreed to issue and Group A Subscribers agreed to subscribe for an aggregate of 200,000,000 unlisted warrants at an issue price of HK\$0.01 per warrant (“Warrants (A)”). Each of Warrants (A) carries the right to subscribe for one new share of the Company at the initial exercise price of HK\$0.54 per share (subject to adjustment) during a period of two years commencing from (and inclusive of) 5 December 2012, the date of issue of Warrants (A).

On 3 December 2012, the Company entered into warrant subscription agreements with another six independent third parties (“Group B Subscribers”), pursuant to which the Company agreed to issue and Group B Subscribers agreed to subscribe for an aggregate of 254,000,000 unlisted warrants at an issue price of HK\$0.05 per warrant (“Warrants (B)”). Each of Warrants (B) carries the right to subscribe for one new share of the Company at the initial exercise price of HK\$0.59 per share (subject to adjustment) during a period of two years commencing from (and inclusive of) 21 December 2012, the date of issue of Warrants (B).

Net proceeds from these issue amounted to approximately HK\$14,600,000 (after deducting the related expenses of approximately HK\$100,000) were recorded in warrant reserve.

During the 18 months ended 31 December 2013, no warrants were exercised.

36. 認股權證

於二零一二年十一月五日，本公司與六名獨立第三方（「A組認購人」）訂立認股權證認購協議，據此，本公司同意按發行價每份認股權證0.01港元發行及A組認購人同意認購合計200,000,000份非上市認股權證（「認股權證(A)」）。每份認股權證(A)附帶權利可自二零一二年十二月五日（即發行認股權證(A)日期）（包括該日）起計兩年內按初步行使價每股0.54港元（可予調整）認購本公司一股新股。

於二零一二年十二月三日，本公司與另外六名獨立第三方（「B組認購人」）訂立認股權證認購協議，據此，本公司同意按發行價每份認股權證0.05港元發行及B組認購人同意認購合計254,000,000份非上市認股權證（「認股權證(B)」）。每份認股權證(B)附帶權利可自二零一二年十二月二十一日（即發行認股權證(B)日期）（包括該日）起計兩年內按初步行使價每股0.59港元（可予調整）認購本公司一股新股。

該等發行之所得款項淨額約14,600,000港元（經扣除相關開支約100,000港元）已計入認股權證儲備。

截至二零一三年十二月三十日止十八個月期間，並無認股權證獲行使。

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37. ACQUISITION OF SUBSIDIARIES

FOR THE EIGHTEEN MONTHS ENDED 31 DECEMBER 2013

(a) Acquisition of Hughes China Group

Pursuant to the announcement of the Company dated 8 January 2013, the Company has entered into an agreement with Oberlin Asia Inc (the “Hughes China Vendor”) on 7 January 2013 which the Hughes China Vendor conditionally agreed to sell to the Company the entire issued share capital of Hughes China Group at a consideration of HK\$273,000,000.

Hughes China Group is principally engaged in development of internet technology and satellite communication technology as well as trading in satellite communication system devices. The acquisition would enhance the Group’s market shares and business development in the sale of telecommunication products and services.

37. 收購附屬公司

截至二零一三年十二月三十一 日止十八個月

(a) 收購休斯中國集團

根據本公司日期為二零一三年一月八日的公佈，本公司於二零一三年一月七日與Oberlin Asia Inc（「休斯中國賣方」）訂立一項協議，據此，休斯中國賣方有條件同意向本公司出售休斯中國集團之全部已發行股本，代價為273,000,000港元。

休斯中國集團主要從事互聯網技術及衛星通訊技術開發以及買賣衛星通訊系統裝置。此次收購將提高本集團在互聯網及衛星通訊系統裝置以及銷售通訊產品方面的市場份額以及業務發展。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE EIGHTEEN MONTHS ENDED 31 DECEMBER 2013 (Continued)

(a) Acquisition of Hughes China Group (Continued)

The acquisition was completed on 5 April 2013. The net assets acquired and the goodwill arising are as follows:

37. 收購附屬公司(續)

截至二零一三年十二月三十一日止十八個月(續)

(a) 收購休斯中國集團(續)

收購於二零一三年四月五日完成。所收購資產淨額及產生的商譽如下：

		Pre- acquisition carrying amount	Fair value adjustment	Fair value
		收購前賬面值	公平值調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets acquired of	所收購資產淨額			
Property, plant and equipment	物業、廠房及設備	4,781	-	4,781
Interests in an associate	於聯營公司權益	335	-	335
Intangible assets	無形資產	-	58,967	58,967
Trade receivable	貿易應收帳款	100	-	100
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	3,383	-	3,383
Inventory	存貨	853	-	853
Cash and cash equivalents	現金及現金等價物	3,428	-	3,428
Amount due to an associate	應付聯營公司款項	(10)	-	(10)
Trade payable	貿易應付帳款	(5,224)	-	(5,224)
Other payable and accruals	其他應付款項及應計款項	(1,365)	-	(1,365)
Receipt in advance	預取收益	(541)	-	(541)
Deferred taxation	遞延稅項	-	(14,741)	(14,741)
Non-controlling interests	非控股權益	(2,778)	(24,324)	(27,102)
Total identifiable net assets acquired	所收購可識別淨資產總額			22,864
Goodwill on acquisition	收購之商譽			211,838
				234,702

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE EIGHTEEN MONTHS ENDED 31 DECEMBER 2013 (Continued)

(a) Acquisition of Hughes China Group (Continued)

Goodwill arose in the acquisition of Hughes China Group because the cost of the acquisition included a control premium. In addition, the consideration paid for the acquisition effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Hughes China Group. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on this acquisition is expected to be deductible for tax purpose.

37. 收購附屬公司(續)

截至二零一三年十二月三十一 日止十八個月(續)

(a) 收購休斯中國集團(續)

由於收購成本包括控制權溢價，故收購休斯中國集團產生商譽。此外，實際支付之收購代價，包括與預期協同作用、收益增長、未來市場發展及休斯中國集團配套員工的福利相關的金額。由於並未達致可識別無形資產之確認標準，此等利益並未於商譽中單獨確認。

預期此項收購將不會產生任何作扣稅目的之商譽。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE EIGHTEEN MONTHS ENDED 31 DECEMBER 2013 (Continued)

(a) Acquisition of Hughes China Group (Continued)

The consideration of the acquisition will be satisfied by way of (i) cash in the amount of HK\$27,320,000, (ii) allotment and issue of 119,000,000 consideration shares at HK\$0.72 each at an aggregate value of HK\$85,680,000 and (iii) issue of convertible notes in principal amount of HK\$160,000,000 to the Hughes China Vendor.

37. 收購附屬公司(續)

截至二零一三年十二月三十一日止十八個月(續)

(a) 收購休斯中國集團(續)

收購代價將以下列方式支付：(i)27,320,000港元現金，(ii)以每股0.72港元配發及發行119,000,000股代價股份，總價值為85,680,000港元，及(iii)向休斯中國賣方發行本金額為160,000,000港元的可換股票據。

		Fair value 公平值 HK\$'000 千港元
Consideration satisfied by:	代價以下列方式支付：	
Cash	現金	27,320
Consideration shares	代價股份	67,830
Fair value of convertible notes	可換股票據公平值	139,552
		234,702
Net cash outflow arising on the acquisition	收購產生的現金流出淨額：	
Consideration paid in cash	以現金支付代價	(27,320)
Cash and cash equivalents acquired	所收購現金及現金等價物	3,428
		(23,892)

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE EIGHTEEN MONTHS ENDED 31 DECEMBER 2013 (Continued)

(a) Acquisition of Hughes China Group (Continued)

Acquisition-related costs of approximately HK\$5,917,000 have been charged as “administrative and other expenses” in the consolidated statement of profit or loss and other comprehensive income for the 18 months ended 31 December 2013.

Since the acquisition, Hughes China Group contributed approximately HK\$8,746,000 and HK\$3,152,000 the Group’s revenue and loss for the 18 months ended 31 December 2013 respectively.

37. 收購附屬公司(續)

截至二零一三年十二月三十一日止十八個月(續)

(a) 收購休斯中國集團(續)

收購相關成本約5,917,000港元已計入截至二零一三年十二月三十一日止十八個月之綜合損益及其他全面收益表「行政及其他開支」內。

自收購以來，休斯中國集團於截至二零一三年十二月三十一日止十八個月向本集團之收益及虧損分別貢獻約8,746,000港元及3,152,000港元。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE EIGHTEEN MONTHS ENDED 31 DECEMBER 2013 (Continued)

(b) Acquisition of CERNET Wifi Group

Pursuant to the announcement of the Company dated 25 January 2013, the Company entered into an agreement with Lucky Smile Enterprises Limited (the “CERNET Wifi Vendor”) on 25 January 2013 which the CERNET Wifi Vendor conditionally agreed to sell to the Company the entire issued share capital of CERNET Wifi Group at an initial consideration of HK\$69,616,800, subject to adjustments, but in any event subject to a maximum aggregate consideration of HK\$194,400,000.

CERNET Wifi Group is principally engaged in the provision of personal broadband access services for China education and research network of China Ministry of Education (“CERNET”), including the construction and operation of individual broadband access network, the development of Internet content and the provision of value-added telecommunication services in all higher educational institutions that are connected to CERNET. The acquisition would enhance the Group’s market shares and business development in the sale of telecommunication products and services.

37. 收購附屬公司(續)

截至二零一三年十二月三十一 日止十八個月(續)

(b) 收購賽爾無線網絡集團

根據本公司日期為二零一三年一月二十五日的公佈，本公司於二零一三年一月二十五日與Lucky Smile Enterprises Limited(「賽爾無線網絡賣方」)訂立一項協議，據此，賽爾無線網絡賣方有條件同意向本公司出售賽爾無線網絡集團之全部已發行股本，初步代價為69,616,800港元(可予調整)，惟任何情況下，代價總額最高為194,400,000港元。

賽爾無線網絡集團主要從事承接中國教育部開發的中國教育科研網絡(「賽爾網絡」)的個人寬頻接入服務，包括在賽爾網絡所有連接的高等院校內建設並運營個人寬頻接入網和開展互聯網內容及提供電信增值服務。此次收購將提高本集團在銷售通訊產品及服務方面的市場份額以及業務發展。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE EIGHTEEN MONTHS ENDED 31 DECEMBER 2013 (Continued)

(b) Acquisition of CERNET Wifi Group (Continued)

The acquisition was completed on 24 April 2013. The net assets acquired and the goodwill arising are as follows:

37. 收購附屬公司(續)

截至二零一三年十二月三十一日止十八個月(續)

(b) 收購賽爾無線網絡集團 (續)

收購於二零一三年四月二十四日完成。所收購資產淨額及產生的商譽如下：

		Pre- acquisition carrying amount 收購前賬面值 HK\$'000 千港元	Fair value adjustment 公平值調整 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
Net assets acquired of	所收購資產淨額			
Intangible assets	無形資產	–	100,160	100,160
Trade receivable	貿易應收賬款	696	–	696
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	11,405	–	11,405
Financial assets at fair value through profit or loss	以公平值計入損益 的金融資產	31,460	–	31,460
Cash and cash equivalents	現金及現金等價物	15,136	–	15,136
Trade payable	貿易應付賬款	(3,600)	–	(3,600)
Other payable and accruals	其他應付款項及應 計款項	(4,259)	–	(4,259)
Deferred taxation	遞延稅項	–	(25,040)	(25,040)
Non-controlling interests	非控股權益	(11,622)	(18,780)	(30,402)
Total identifiable net assets acquired	所收購可識別淨資 產總額			95,556
Goodwill on acquisition	收購之商譽			67,648
				163,204

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE EIGHTEEN MONTHS ENDED 31 DECEMBER 2013 (Continued)

(b) Acquisition of CERNET Wifi Group (Continued)

Goodwill arose in the acquisition of CERNET Wifi Group because the cost of the acquisition included a control premium. In addition, the consideration paid for the acquisition effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of CERNET Wifi Group. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on this acquisition is expected to be deductible for tax purpose.

37. 收購附屬公司(續)

截至二零一三年十二月三十一 日止十八個月(續)

(b) 收購賽爾無線網絡集團 (續)

由於收購成本包括控制權溢價，故收購賽爾無線網絡集團產生商譽。此外，實際支付之收購代價，包括與預期協同作用、收益增長、未來市場發展及賽爾無線網絡集團配套員工的福利相關的金額。由於並未達致可識別無形資產之確認標準，此等利益並未於商譽中單獨確認。

預期此項收購將不會產生任何作扣稅目的之商譽。

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For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE EIGHTEEN MONTHS ENDED 31 DECEMBER 2013 (Continued)

(b) Acquisition of CERNET Wifi Group (Continued)

The consideration will be settled by cash and issue of consideration shares by the Company.

37. 收購附屬公司(續)

截至二零一三年十二月三十一日止十八個月(續)

(b) 收購賽爾無線網絡集團 (續)

本公司以現金及發行代價股份支付代價。

		Fair value
		公平值
		HK\$'000
		千港元
Consideration satisfied by:	代價以下列方式	
	支付:	
Cash	現金	69,617
Contingent consideration payable (Note)	應付或然代價 (附註)	93,587
		163,204
Net cash outflow arising on the acquisition	收購產生的現金流出淨額:	
Consideration paid in cash	以現金支付代價	(69,617)
Cash and cash equivalents acquired	所收購現金及現金等價物	15,136
		(54,481)

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE EIGHTEEN MONTHS ENDED 31 DECEMBER 2013 (Continued)

(b) Acquisition of CERNET Wifi Group (Continued)

Note: Depending on the number of the upcoming subscribers of the personal broadband access services (the "Users") of the CERNET Wifi Group, the potential undiscounted future payments that the Group could be required to make under this arrangement is capped at HK\$124,783,200, and shall be payable by the Group in installments by way of the issue of an aggregate maximum of 173,310,000 consideration shares if the number of the Users reaches 400,000 within one year from the date of acquisition. The fair value of the amount payable of HK\$93,587,000 was recognised as contingent consideration payable at the date of acquisition and remeasured at the end of the reporting period. During the 18 months ended 31 December 2013, a gain of HK\$93,587,000 was recognised in the profit or loss for the changes in fair values of contingent consideration payable.

Acquisition-related costs of approximately HK\$2,307,000 have been charged as "administrative and other expenses" in the consolidated statement of profit or loss and other comprehensive income for the 18 months ended 31 December 2013.

Since the acquisition, CERNET Wifi Group contributed approximately HK\$14,267,000 and HK\$8,913,000 the Group's revenue and loss for the 18 months ended 31 December 2013 respectively.

Had the Hughes China Group and CERNET Wifi Group combinations taken place to the Group at the beginning of the 18 months ended 31 December 2013, the revenue and the loss of the Group for the 18 months ended 31 December 2013 would have been approximately HK\$85,863,000 and HK\$341,787,000 respectively. The pro forma information is for illustrative purpose only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 July 2012, nor is it intended to be a projection of future results.

37. 收購附屬公司(續)

截至二零一三年十二月三十一 日止十八個月(續)

(b) 收購賽爾無線網絡集團 (續)

附註：視乎賽爾無線網絡集團個人寬帶接入服務未來的用戶（「用戶」）數量，本集團根據該安排或需作出之潛在未貼現未來付款上限為124,783,200港元，且倘若自收購日期起計一年內用戶數量達到400,000，本集團應透過發行最多合共173,310,000股代價股份的方式分期付款。應付款項之公平值93,587,000港元乃於收購日期確認為應付或然代價，並於報告期末重新計量。截至二零一三年十二月三十一日止十八個月，於損益中就應付或然代價的公平值變動確認收益93,587,000港元。

收購相關成本約2,307,000港元已計入截至二零一三年十二月三十一日止十八個月之綜合損益及其他全面收益表「行政及其他開支」內。

自收購以來，賽爾無線網絡集團於截至二零一三年十二月三十一日止十八個月向本集團之收益及虧損分別貢獻約14,267,000港元及8,913,000港元。

倘截至二零一三年十二月三十一日止十八個月初休斯中國集團及賽爾無線網絡集團已合併入本集團，本集團於截至二零一三年十二月三十一日止十八個月的收益及虧損分別約為85,863,000港元及341,787,000港元。備考資料僅供列示且不可作為倘收購於二零一二年七月一日已完成本集團業務實際將達到之收益及業績之暗示，亦不可作為未來業績的預測。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE YEAR ENDED 30 JUNE 2012

(c) Acquisition of Smart Long Limited and its subsidiaries (“Smart Long Group”)

Pursuant to the announcement of the Company dated 4 August 2010, the Company has entered into a conditional agreement with the Smart Long Vendor on 2 August 2010 for the acquisition of the entire issued share capital of Smart Long at a consideration of HK\$230,000,000. The Smart Long Acquisition was completed on 1 July 2011.

In accordance to the Agreement, the Smart Long Vendor has guaranteed to the Company that the audited consolidated net profit after tax and any extraordinary items or exceptional items of the Smart Long Group to be determined under the HKFRSs for the year ended 31 December 2011 shall not be less than RMB20,000,000 (equivalent to approximately HK\$22,800,000) the “Guarantee Profit”. In the event that the Smart Long Group cannot achieve the Guarantee Profit, the Smart Long Vendor shall pay the Company in cash of amount equal to the difference between the audited net profit and the expected profit on a dollar to dollar basis. Based on the audited consolidated financial statements of Smart Long Group for the year ended 31 December 2011, Smart Long Group has failed to meet the Guarantee Profit, therefore the Smart Long Vendor was obliged to refund approximately HK\$33,972,000 (equivalent to RMB27,628,000) to the Company. The balance has been included in the “prepayments, deposits and other receivables” of the consolidated statement of financial position as at 30 June 2012.

37. 收購附屬公司(續)

截至二零一二年六月三十日止年度

(c) 收購智朗有限公司及其附屬公司(「智朗集團」)

根據本公司日期為二零一零年八月四日之公佈，本公司已於二零一零年八月二日與智朗賣方訂立有條件協議，以代價230,000,000港元收購智朗之全部已發行股本。智朗收購已於二零一一年七月一日完成。

根據該協議，智朗賣方已向本公司擔保，截至二零一一年十二月三十一日止年度，根據香港財務報告準則而釐定之智朗集團除稅項及任何非經常性項目或特殊項目後之經審核綜合溢利淨額將不少於人民幣20,000,000元(相當於約22,800,000港元)(「保證溢利」)。倘智朗集團未能取得保證溢利，則智朗賣方須以現金向本公司支付相當於經審核溢利淨額及預期溢利間之實額差額。根據智朗集團截至二零一一年十二月三十一日止年度之經審核綜合財務報表，智朗集團未能達到保證溢利，因此，智朗賣方須向本公司退還約33,972,000港元(相當於人民幣27,628,000元)。該結餘已計入於二零一二年六月三十日之綜合財務狀況表之「預付款項、按金及其他應收款項」。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE YEAR ENDED 30 JUNE 2012

(Continued)

(c) Acquisition of Smart Long Limited and its subsidiaries (“Smart Long Group”) (Continued)

The above arrangement constitutes a contingent consideration. The Group shall classify a right to return of previously transferred consideration as an asset if specified conditions are met. No asset from the above arrangement has been recognised at the Smart Long Acquisition Date because in the opinion of directors, after reviewing the business plan of Smart Long Group, the estimated net profit after tax of the Smart Long Group for the year ended 31 December 2011 will meet the Guarantee Amount, and the Smart Long Vendor is not obligated to compensate the Group any shortfall in the Smart Long Profit Guarantee. However, as per the audited financial statements of Smart Long Group for the year ended 31 December 2011, Smart Long Group incurred a loss of approximately RMB7,628,000. The Smart Long Vendor shall pay the Company of approximately RMB27,628,000 (equivalents to approximately HK\$33,972,000). The balance has been included in other receivable as at 30 June 2012.

As Smart Long Group is granted an exclusive right to sell and market the high temperature superconducting (“HTS”) filtering solutions in Guangdong and Guangxi, the Smart Long Acquisition would enhance the Group’s market shares and business development in the sales of telecommunication products and providing wireless services in the PRC.

37. 收購附屬公司(續)

截至二零一二年六月三十日止年度(續)

(c) 收購智朗有限公司及其附屬公司(「智朗集團」)(續)

上述安排構成或然代價。倘達致特定條件，本集團可將收回先前已轉撥代價之權利分類為資產。由於董事於審閱智朗集團之業務計劃後認為，智朗集團截至二零一一年十二月三十一日止年度之估計除稅後溢利淨額將達到保證金額，智朗賣方無需向本集團支付智朗溢利擔保之任何差額，故於智朗收購日期並無確認來自上述安排之任何資產。然而，根據智朗集團截至二零一一年十二月三十一日止年度之經審核財務報表，智朗集團產生虧損約人民幣7,628,000元。智朗賣方須向本公司支付約人民幣27,628,000元(相當於約33,972,000港元)。該結餘已計入於二零一二年六月三十日之其他應收款項。

由於智朗集團獲授獨家權利，可在中國廣東省及廣西省銷售及推廣高溫超導(「高溫超導」)濾波解決方案，收購智朗集團將會擴大本集團在中國銷售電信產品及提供無線服務的市場份額及業務發展。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE YEAR ENDED 30 JUNE 2012

(Continued)

(c) Acquisition of Smart Long Limited and its subsidiaries (“Smart Long Group”) (Continued)

The directors of the Company are of the opinion that the acquiree’s assets and liabilities approximate their fair values. The net assets acquired from the Smart Long Acquisition and the goodwill arising are as follows:

37. 收購附屬公司(續)

截至二零一二年六月三十日止年度(續)

(c) 收購智朗有限公司及其附屬公司(「智朗集團」)(續)

本公司董事認為，被收購公司的資產及負債與其公平值相若。於智朗收購中所收購的資產淨值以及產生的商譽如下：

		Pre- acquisition carrying amount	Fair value adjustment	Fair value
		收購前賬面值	公平值調整	公平值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets acquired of Property, plant and equipment	所收購資產淨值 物業、廠房及設備	38	-	38
Intangible assets	無形資產	-	31,802	31,802
Trade and other receivables	貿易應收賬款及 其他應收款項	7,257	-	7,257
Inventories	存貨	800	-	800
Cash and cash equivalents	現金及現金等價物	13	-	13
Trade and other payables	貿易應付賬款及其他 應付款項	(8,754)	-	(8,754)
Deferred taxation	遞延稅項	-	(7,951)	(7,951)
Goodwill	商譽			23,205
Adjusted consideration	經調整代價			134,606
				157,811

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE YEAR ENDED 30 JUNE 2012

(Continued)

(c) Acquisition of Smart Long Limited and its subsidiaries (“Smart Long Group”) (Continued)

Goodwill arose in the acquisition of Smart Long Group because the cost of the acquisition included a control premium. In addition, the consideration paid for the acquisition effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Smart Long Group. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on this acquisition is expected to be deductible for tax purpose.

37. 收購附屬公司(續)

截至二零一二年六月三十日止年度(續)

(c) 收購智朗有限公司及其附屬公司(「智朗集團」)(續)

由於收購成本包括控制權溢價，故收購智朗集團產生商譽。此外，實際支付之收購代價，包括與預期協同作用、收益增長、未來市場發展及智朗集團配套員工的福利相關的金額。由於並未達致可識別無形資產之確認標準，此等利益並未於商譽中單獨確認。

本公司以現金及發行代價股份支付代價。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE YEAR ENDED 30 JUNE 2012

(Continued)

(c) Acquisition of Smart Long Limited and its subsidiaries (“Smart Long Group”) (Continued)

The consideration of the Smart Long Acquisition will be satisfied (i) as to HK\$120,000,000 payables in cash as a refundable deposit upon signing of Smart Long Acquisition agreement, (ii) as to HK\$110,000,000 by way of the allotment and issue of 68,750,000 consideration shares (adjusted after the share consolidation on 30 June 2011) by the Company to the Smart Long Vendor or his nominees (except for connected person of the Company).

37. 收購附屬公司(續)

截至二零一二年六月三十日止年度(續)

(c) 收購智朗有限公司及其附屬公司(「智朗集團」)(續)

智朗收購之代價將按以下方式支付：(i)120,000,000港元將以現金於簽訂智朗收購協議時支付，作為可退回按金；及(ii)110,000,000港元以本公司向智朗賣方或其代名人(本公司之關連人士除外)配發及發行68,750,000股代價股份(經二零一一年六月三十日股份合併後調整)之方式支付。

		Fair value 公平值 HK\$'000 千港元
<hr/>		
Consideration satisfied by:	代價以下列方式支付：	
Deposit paid for the acquisition	收購的已付按金	120,000
Consideration shares	代價股份	37,811
		<hr/>
		157,811
<hr/>		
Net cash flow arising on acquisition:	收購產生的現金流量淨額：	
Year ended 30 June 2012	截至二零一二年六月三十日止年度	
– Bank balances and cash acquired	– 所收購的銀行結餘及現金	13
Year ended 30 June 2011	截至二零一一年六月三十日止年度	
– Deposit paid for the acquisition	– 收購的已付按金	(120,000)
		<hr/>
		(119,987)
<hr/>		

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

37. ACQUISITION OF SUBSIDIARIES

(Continued)

FOR THE YEAR ENDED 30 JUNE 2012

(Continued)

(c) Acquisition of Smart Long Limited and its subsidiaries (“Smart Long Group”) (Continued)

Including in the loss for the year is profit of approximately HK\$3,638,000 attributable to Smart Long Group. Turnover for the year of approximately HK\$7,132,000 is attributable to Smart Long Group. The acquisition of Smart Long Group has been effective at 1 July 2011.

38. DISPOSAL OF SUBSIDIARIES

Pursuant to the Company’s circular dated 13 July 2012, the Company entered into a sale agreement with a Purchaser in respect of the disposal of 100% equity interests in Getbetter Group and B&S Group at a consideration of HK\$8,000,000, payable in cash (the “Disposal”). The principal activities of Getbetter Group and B&S Group are engaged in the production and sales of videos and films, the licensing of video and copyrights/films rights and artiste management. The Disposal was completed on 28 September 2012 when control of the Getbetter Group and B&S Group were passed to the Purchaser.

37. 收購附屬公司(續)

截至二零一二年六月三十日止年度(續)

(c) 收購智朗有限公司及其附屬公司(「智朗集團」)(續)

年內虧損包括智朗集團應佔溢利約3,638,000港元。智朗集團應佔年內營業額約為7,132,000港元。智朗集團收購於二零一一年七月一日生效。

38. 出售附屬公司

根據本公司日期為二零一二年七月十三日之通函，本公司已與一名買方訂立出售協議，以出售Getbetter集團以及B&S集團之100%股本權益，代價為8,000,000港元，須以現金支付(「出售事項」)。Getbetter集團及B&S集團主要從事製作及銷售錄像帶及影片、授出錄像帶版權及電影版權以及藝人管理業務。出售事項於二零一二年九月二十八日Getbetter集團及B&S集團之控制權轉移至買方時完成。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

38. DISPOSAL OF SUBSIDIARIES (Continued)

On 28 September 2012, the Group completed disposal of the Disposal Group, the net liabilities of Disposal Group at the date of disposal were as follows:

38. 出售附屬公司(續)

於二零一二年九月二十八日，本集團已完成出售集團的出售事項。出售集團於出售日的負債淨額如下：

		B&S Group	Getbetter Group	Total
		B&S集團	集團	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net liabilities disposed of:	所出售之淨負債：			
Film rights, films in progress and film royalty deposits	電影版權、在製影片及電影版權按金	–	1,827	1,827
Trade receivables	貿易應收賬款	–	5	5
Prepayments, deposit and other receivables	預付款項、按金以及其他應收款項	–	20,249	20,249
Amounts due from Gebetter Group	應收Getbetter集團款項	925	–	925
Cash and cash equivalents	現金及現金等價物	5	450	455
Trade payables	貿易應付賬款	(70)	(1)	(71)
Other payables and accruals	其他應付款項及應計款項	(470)	(1,950)	(2,420)
Deposits received	已收按金	(1,262)	(4,121)	(5,383)
Amounts due to the Group	應付本集團款項	(45,799)	(91,369)	(137,168)
Amounts due to B&S Group	應付B&S集團款項	–	(925)	(925)
		(46,671)	(75,835)	(122,506)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

38. DISPOSAL OF SUBSIDIARIES (Continued)

38. 出售附屬公司(續)

		Total 總計 HK\$'000 千港元
Gain on disposal of subsidiaries:	出售附屬公司之收益：	
Cash consideration received and receivables	已收及應收現金代價	8,000
Impairment loss recognised during the year ended 30 June 2012	於截至二零一二年六月三十日止年度確認之減值虧損	7,142
Waiver of loans granted	獲授之貸款豁免	(137,168)
Net liabilities disposed of	售出負債淨額	122,506
		480
Net cash inflow arising on disposal:	出售之現金流入淨額：	
Cash consideration	現金代價	8,000
Less: Cash and cash equivalents disposed of	減：售出之現金及現金等價物	(455)
		7,545

The impact of Getbetter Group and B&S Group on the Group's results and cash flows in the current and prior year is disclosed in Note 14.

Getbetter集團及B&S集團對本集團本年度及上一年度之業績及現金流量之影響於附註14中披露。

39. OPERATING LEASES

39. 經營租賃

THE GROUP AS LESSEE

Minimum lease payments paid under operating leases in respect of office premises from continuing and discontinued operations during the period amounting to approximately HK\$7,269,000 (for the 12 months ended 30 June 2012: HK\$8,580,000).

Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases are negotiated for a term of two years (for the 12 months ended 30 June 2012: two years) with a fixed rentals during the 18 months ended 31 December 2013. None of the leases included contingent rentals and terms of renewal were established in the leases.

本集團作為承租人

期內持續及終止經營業務根據辦公室物業經營租賃已付的最低租金約為7,269,000港元(截至二零一二年六月三十日止十二個月: 8,580,000港元)。

經營租賃款項指本集團就其若干辦公室物業應付的租金。截至二零一三年十二月三十一日止十八個月，租約的協定租期為兩年(截至二零一二年六月三十日止十二個月: 兩年)，租金固定。概無或然租金中的租約及續期年期訂立於租約中。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

39. OPERATING LEASES (Continued)

THE GROUP AS LESSEE (Continued)

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Within one year	一年內	1,548	6,048
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)	2,310	5
		3,858	6,053

40. CAPITAL COMMITMENTS

Commitments contracted for but not provided in the consolidated financial statements in respect of
– Acquisition of property, plant and equipment

有關以下各項於綜合財務報表之已訂約但未撥備的承擔
– 收購物業、廠房及設備

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
		–	10,600

39. 經營租賃 (續)

本集團作為承租人 (續)

於報告期末，本集團根據於以下日期到期的不可撤銷經營租約就未來最低租金作出承擔：

40. 資本承擔

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

41. MAJOR NON-CASH TRANSACTION

FOR THE 18 MONTHS ENDED 31 DECEMBER 2013

- (a) On 5 April 2013, the Group completed the acquisition in the Hughes China Group upon the fulfillment of all conditions as set out in the sales and purchase agreement. The consideration of approximately HK\$67,830,000 and HK\$139,552,000 were satisfied by the Company's ordinary shares and issue of convertible notes. As part of the consideration, 119,000,000 new ordinary shares of the Company with par value of HK\$0.01 each were issued on 5 April 2013 as the consideration shares. The fair value of ordinary shares issued was determined by referring to the published price of HK\$0.57 per share at the date of the acquisition. For detail, please refer to Note 37 to the consolidated financial statements.
- (b) During the 18 months ended 31 December 2013, the Group has granted share options to certain directors and eligible participants of approximately HK\$30,490,000.

FOR THE 12 MONTHS ENDED 30 JUNE 2012

- (a) On 7 July 2011, 68,750,000 new shares of the Company were issued as the consideration shares for the Smart Long Acquisition. The consideration shares were credited as fully paid upon completion of the Smart Long Acquisition at the published price of the shares of the Company at HK\$0.55 per share as of that date. For details, please refer to Note 37(c) to the consolidated financial statements.
- (b) On 10 May 2012, 55,350,793 new shares of the Company were issued as Second Batch Consideration Shares for the Ease Ray Acquisition. The consideration shares were credited as fully paid upon the finalisation of the audited resulted of Ease Ray Group for the year ended 31 December 2011 at the published price of the shares of the Company at HK\$0.67 per share as of 10 May 2012.

41. 主要非現金交易

截至二零一三年十二月三十一日止十八個月

- (a) 於二零一三年四月五日，本集團於達成買賣協議所載全部條件後完成收購休斯中國集團。代價約67,830,000港元及139,552,000港元已透過本公司普通股及發行可換股票據償還。作為部份代價，本公司於二零一三年四月五日發行119,000,000股每股面值0.01港元之新普通股作為代價股份。所發行普通股之公平值乃參考收購日期之公佈價格每股0.57港元釐定。更多詳情，請參閱綜合財務報表附註37。
- (b) 於截至二零一三年十二月三十一日止十八個月期間，本集團向若干董事及合資格參與者授出金額約為30,490,000港元之購股權。

截至二零一二年六月三十日止十二個月

- (a) 於二零一一年七月七日，本公司發行68,750,000股新股作為智朗收購之代價股份。代價股份於智朗收購完成時按本公司股份於當日之公開價格每股0.55港元入賬列作繳足。詳情請參閱綜合財務報表附註37(c)。
- (b) 於二零一二年五月十日，本公司發行55,350,793股新股作為宜亮收購之第二批代價股份。該等代價股份於落實宜亮集團截至二零一一年十二月三十一日止年度之經審核業績時按本公司股份於二零一二年五月十日之公開價格每股0.67港元入賬列作繳足。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

42. SUBSIDIARIES

Particulars of the principal subsidiaries at 31 December 2013 are as follows:

42. 附屬公司

主要附屬公司於二零一三年十二月三十一日之詳細資料如下：

Name of subsidiary 附屬公司名稱	Class of shares held 所持股份類別	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Nominal value of authorised share capital 法定股本面值	Normal value of paid up issued share capital 已繳足的已發行股本面值	Attributable equity interests attributable to the Company 本公司應佔權益		Principal activities 主要業務
					Directly 直接	Indirectly 間接	
深圳市幻聯通信技術有限公司	Contributed capital 出資	PRC, limited liability company 中國·有限責任公司	HK\$1,000,000 1,000,000港元	HK\$1,000,000 1,000,000港元	-	100%	Provision of consultancy and managerial services 提供顧問及管理服務
					-	100%	
深圳市坤宇通信技術有限公司	Contributed capital 出資	PRC, limited liability company 中國·有限責任公司	RMB10,000,000 人民幣10,000,000元	RMB10,000,000 人民幣10,000,000元	-	100%	Sales and distribution of telecommunication products 銷售及分銷電訊產品
					-	100%	
上海子睿投資諮詢有限公司	Ordinary 普通股	PRC, limited liability company 中國·有限責任公司	RMB500,000 人民幣500,000元	RMB500,000 人民幣500,000元	-	70%	Investment consultancy 投資諮詢
					-	70%	
上海大三和弘城市環境藝術有限公司	Ordinary 普通股	PRC, limited liability company 中國·有限責任公司	RMB11,000,000 人民幣11,000,000元	RMB11,000,000 人民幣11,000,000元	-	51.1%	Design and production of traffic signboards and computer graphics, advertisements and signal systems equipment 交通指示牌、電腦圖文廣告及信號燈系統設備的設計及製作
					-	51.1%	
廣東兆鴻通信技術有限公司	Ordinary 普通股	PRC, limited liability company 中國·有限責任公司	RMB10,000,000 人民幣10,000,000元	RMB10,000,000 人民幣10,000,000元	-	100%	Sale of telecommunication products and services 銷售電訊產品及服務
					-	100%	

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

42. SUBSIDIARIES (Continued)

42. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Class of shares held 所持股份類別	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Nominal value of authorised share capital 法定股本面值	Normal value of paid up issued share capital 已繳足的已發行股本面值	Attributable equity interests attributable to the Company 本公司應佔權益		Principal activities 主要業務
					Directly 直接	Indirectly 間接	
北京天一金網科技 有限公司*	Ordinary	PRC, limited liability company	RMB3,980,000	RMB3,980,000	-	100%	Investment holding
	普通股	中國·有限責任公司	人民幣3,980,000元	人民幣3,980,000元	-	100%	投資控股
賽爾無線網絡科技 (北京)有限公司*	Ordinary	PRC, limited liability company	RMB40,000,000	RMB40,000,000	-	75%	Provision of personal broadband access services
	普通股	中國·有限責任公司	人民幣40,000,000元	人民幣40,000,000元	-	75%	提供個人寬頻接入服務
休斯網絡技術(北京) 有限公司*	Ordinary	PRC, limited liability company	RMB10,000,000	RMB10,000,000	-	45%	Sale of telecommunication products and services
	普通股	中國·有限責任公司	人民幣10,000,000元	人民幣10,000,000元	-	45%	銷售電訊產品及服務
北京中衛匯通網絡 系統技術有限公司*	Ordinary	PRC, limited liability company	RMB510,000,000	RMB510,000,000	-	45%	Provision of VSAT communication services
	普通股	中國·有限責任公司	人民幣510,000,000元	人民幣510,000,000元	-	45%	提供VSAT電訊服務

* Subsidiaries acquired during the eighteen months ended 31 December 2013. Further details of acquisition are included in Note 37.

* 該等附屬公司乃於截至二零一三年十二月三十一日止十八個月期間內被收購。有關收購事項之進一步詳情載於附註37。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the period or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表載列本公司之附屬公司，董事認為該等附屬公司對本集團本期間之業績產生主要影響或組成本集團資產淨值之主要部份。董事認為，如載列其他附屬公司之詳情將令篇幅過於冗長。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

43. STATEMENT OF FINANCIAL POSITION 43. 財務狀況表

		31 December 2013 二零一三年 十二月三十一日 HK\$'000 千港元	30 June 2012 二零一二年 六月三十日 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	388	573
Investment in subsidiaries	於附屬公司之投資	571,641	503,283
		572,029	503,856
Current assets	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他 應收款項	60,844	77,096
Amounts due from subsidiaries	應收附屬公司款項	7,102	22,351
Derivative financial assets	衍生金融資產	711	-
Cash and cash equivalents	現金及現金等價物	552	638
		69,209	100,085
Assets classified as held for sale	分類為持作出售之資產	-	100
		69,209	100,185
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計款項	33,422	1,030
Amounts due to subsidiaries	應付附屬公司款項	8,283	-
		41,705	1,030
Net current assets	流動資產淨值	27,504	99,155
Non-current liability	非流動負債		
Convertible notes	可換股票據	142,240	-
Net assets	資產淨值	457,293	603,011
Capital and reserves	資本及儲備		
Share capital	股本	255,492	232,692
Reserves	儲備	201,801	370,319
Total equity	權益總額	457,293	603,011

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

44. DEED OF CHARGE

Pursuant to a production finance agreement signed between Total Big Limited (“TBL”), a wholly owned subsidiary of the Company, and the Government of the Hong Kong Special Administrative Region (the “HKSAR”) on 18 February 2009 in respect of the production of a film titled “Give Love”, the title of the firm and the whole of TBL’s undertaking and assets were charged in favour of the HKSAR as security for the discharge of the obligations of TBL under the agreement. Upon the completion of disposal of subsidiary, the Group did not have material charge as at 31 December 2013.

45. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group entered into the following material transaction with related parties during the period/year.

COMPENSATION OF KEY MANAGEMENT PERSONNEL

The remuneration of directors and key executives was stated in Note 15, which is determined by the remuneration committee having regard to the performance of individual and market trends.

44. 抵押契據

根據本公司之全資附屬公司漢凱有限公司（「漢凱」）與香港特別行政區（「香港特區」）政府於二零零九年二月十八日就製作影片「愛得起」簽立之製作融資協議，影片之所有權及漢凱之全部業務及資產已抵押予香港特區，作為漢凱履行該協議項下義務之擔保。於完成出售附屬公司後，本集團於二零一三年十二月三十一日概無重大抵押。

45. 關連人士交易

除綜合財務報表的其他地方所披露者外，本集團於期內／年內與關連人士訂立以下重大交易。

主要管理層人員之薪酬

董事及主要行政人員之薪酬載於附註15，及由薪酬委員會經考慮個人表現及市場趨勢後釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

46. CONTINGENT CONSIDERATION PAYABLE

FOR THE EIGHTEEN MONTHS ENDED 31 DECEMBER 2013

As stated in Note 37(b), the Group has completed the CERNET Wifi Group acquisition at a total consideration of HK\$162,204,000 on 24 April 2013. Pursuant to the acquisition agreement, the consideration should be settled by cash of approximately HK\$69,617,000 and an aggregate maximum amount of HK\$124,783,200 (the "Variable Consideration") shall be payable by the Company in installments by way of the issue of an aggregate maximum of 173,310,000 Consideration Shares if the number of the Users reaches 400,000 within one year from the Completion Date.

The Company shall review (the "Review") the performance of the Business of the Target Group every three months during the one year from the Completion Date. The Company shall pay a portion of the Variable Consideration to the CERNET Wifi Vendor by way of the issue of such number of the Consideration Shares at HK\$0.72 per Consideration Share.

At 24 April 2013, based on the directors' best estimation, the fair value of amount payable of HK\$93,587,000 was recognised as contingent consideration payable as stated in Note 37(b).

At 31 December 2013, the Company performed the Review on the actual performance of the CERNET Wifi Group, a fair value gain of HK\$93,587,000 was recognised as the result of Review.

46. 應付或然代價

截至二零一三年十二月三十一 日止十八個月

如附註37(b)所載，本集團已於二零一三年四月二十四日完成賽爾無線網絡集團收購，總代價為162,204,000港元。根據收購協議，有關代價須以現金約69,617,000港元及倘自完成日期起計一年內用戶數量達到400,000，則本公司須以發行最高合共173,310,000股代價股份的方式分期支付最高金額合共124,783,200港元（「可變代價」）支付。

本公司將於自完成日期起計一年內每三個月對目標集團業務的業績檢討一次（「檢討」）。本公司須透過按每股代價股份0.72港元發行相應數目的代價股份向賽爾無線網絡賣方支付部分可變代價。

如附註37(b)所載，根據董事之最佳估計，於二零一三年四月二十四日，應付款項公平值93,587,000港元已確認為應付或然代價。

於二零一三年十二月三十一日，本公司對賽爾無線網絡集團之實際表現進行檢討，公平值收益93,587,000港元已確認為檢討結果。

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綜合財務報表附註

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

46. CONTINGENT CONSIDERATION PAYABLE (Continued)

FOR THE TWELVE MONTHS ENDED 30 JUNE 2012

The Group has completed the Ease Ray Acquisition at a total consideration of HK\$860,000,000 on 29 April 2011. Pursuant to the Ease Ray Agreement, the consideration should be settled by cash of HK\$230,000,000, and issuance and allotment of i) 3,900,000,000 ordinary shares of the Company at HK\$0.145 each and ii) a maximum of 210,000,000 new shares (after the share consolidation effective from 30 June 2011), subject to the downward adjustment, to be issued by the Company to the Ease Ray Vendor.

The amount of approximately HK\$220,500,000 represented the fair value of the Ease Ray Second Batch Consideration Shares at the date of acquisition on 29 April 2011 which was calculated by Asset Appraisal.

On 10 May 2012, 55,350,793 new shares of the Company were issued as Ease Ray Second Batch Consideration Shares of the Ease Ray Acquisition. The Ease Ray Second Batch Consideration Shares were credited as fully paid upon the finalisation of the audited results of the Ease Ray Group for the year ended 31 December 2011 at the published price of the shares of the Company at HK\$0.67 per share as of 10 May 2012. Hence, a gain on settlement of contingent consideration payable of approximately HK\$183,415,000 has been recognised in the consolidated statement of profit or loss and other comprehensive income during the year ended 30 June 2012.

47. APPROVAL FOR CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 31 March 2014.

46. 應付或然代價(續)

截至二零一二年六月三十日止十二個月

本集團已於二零一一年四月二十九日完成宜亮收購，總代價為860,000,000港元。根據宜亮協議，有關代價須以現金230,000,000港元，及i)按每股0.145港元發行及配發3,900,000,000股本公司普通股及ii)本公司向宜亮賣方發行及配發最多210,000,000股(可予向下調整)新股份(於股份合併自二零一一年六月三十日生效後)支付。

款項約220,500,000港元指宜亮第二批代價股份於收購日期(即二零一一年四月二十九日)之公平值，由資產評估顧問計算得出。

於二零一二年五月十日，本公司發行55,350,793股新股份，作為宜亮收購之宜亮第二批代價股份。於落實宜亮集團截至二零一一年十二月三十一日止年度之經審核業績時，宜亮第二批代價股份乃按本公司股份截至二零一二年五月十日之公開價格每股0.67港元入賬列為繳足。因此，結算應付或然代價之收益約183,415,000港元已於截至二零一二年六月三十日止年度之綜合損益及其他全面收益表內確認。

47. 批准綜合財務報表

綜合財務報表乃由董事會於二零一四年三月三十一日批准及授權刊發。

Financial Summary

財務概要

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

The following is a summary of the published consolidated results and of the assets and liabilities of the Group:

以下為本集團已刊發之綜合業績、資產及負債概要：

RESULTS

業績

		18 months ended 31 December 2013 截至 二零一三年 十二月 三十一日 止十八個月 HK\$'000 千港元	12 months ended 30 June 截至六月三十日止十二個月			
			2012	2011	2010	2009
			二零一二年 HK\$'000 千港元	二零一一年 HK\$'000 千港元 (Restated) (經重列)	二零一零年 HK\$'000 千港元 (Restated) (經重列)	二零零九年 HK\$'000 千港元
Turnover	營業額	61,067	100,180	27,163	44,626	48,394
Cost of sales	銷售成本	(29,900)	(9,396)	(5,359)	(43,013)	(48,869)
Gross profit/(loss)	毛利／(毛損)	31,167	90,784	21,804	1,613	(475)
Other income and gains	其他收入及收益	20,528	3,180	12,025	2,315	560
Selling and marketing costs	銷售及市場推廣成本	(5,270)	(1,741)	(2,846)	(6,970)	(8,066)
Administrative and other expenses	行政及其他費用	(124,706)	(112,489)	(57,686)	(35,509)	(25,836)
Impairment loss recognised in respect of goodwill	就商譽確認之 減值虧損	(301,997)	(541,458)	-	(5,895)	-
Change in fair value contingent consideration receivable	應收或然代價之 公平值變動	-	33,972	-	-	-
Change in fair value of contingent consideration payable	應付或然代價之 公平值變動	93,587	183,415	-	-	-
Impairment loss recognised in respect of intangible asset	就無形資產確認之 減值虧損	(23,769)	(109,316)	-	-	-
Loss on early redemption of convertible notes	提早贖回可換股票據 之虧損	-	(1,596)	-	-	-
Change in fair value of derivative financial assets	衍生金融資產之公平 值變動	(5,495)	-	-	-	-
Change in fair value of convertible notes	可換股票據之公平 值變動	-	702	(329)	-	-
Share of loss of an associate	應佔一間聯營公司 虧損	(335)	-	-	-	-
Loss from operation	經營業務虧損	(316,290)	(454,547)	(27,032)	(44,446)	(33,817)
Finance costs	融資成本	(11,986)	(1,305)	(222)	(8)	(18)
Loss before taxation	除稅前虧損	(328,276)	(455,852)	(27,254)	(44,454)	(33,835)
Income tax credit/(expense)	所得稅抵免／(開支)	2,758	35,630	(3,809)	(10)	-
Net loss for the year	年內虧損淨額	(325,518)	(420,222)	(31,063)	(44,464)	(33,835)

Financial Summary

財務概要

For the eighteen months ended 31 December 2013 截至二零一三年十二月三十一日止十八個月

ASSETS AND LIABILITIES

資產及負債

		At 31 December 2013 於二零一三年 十二月 三十一日 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	At 30 June 於六月三十日 2011 二零一一年 HK\$'000 千港元 (Restated) (經重列)	2010 二零一零年 HK\$'000 千港元 (Restated) (經重列)	2009 二零零九年 HK\$'000 千港元
Non-current assets	非流動資產	628,598	440,054	1,120,388	302,654	28,849
Current assets	流動資產	114,890	254,265	171,196	238,245	33,998
Current liabilities	流動負債	(58,318)	(73,494)	(360,552)	(89,686)	(25,766)
Net current assets/(liabilities)	流動資產/(負債)淨值	56,372	180,771	(189,356)	148,559	8,232
Non-current liability	非流動負債	(183,606)	(9,772)	(45,705)	-	(21)
Net assets	資產淨值	501,564	611,053	885,327	451,213	37,060

