



Luxey

**Luxey International (Holdings) Limited**  
**薈萃國際（控股）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: 8041)

Website 網址: <http://www.luxey.com.hk>



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### 香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供上市之市場。有意投資者應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市公司新興之性質使然，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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本報告乃根據創業板上市規則提供有關本公司之資料，各董事願就本報告之內容共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，據彼等所深知及確信，本報告所載之資料於各重大方面均屬準確完整，且無誤導或欺騙成份，而本報告亦無遺漏其他事實，以致本報告所載任何陳述或本報告有所誤導。



**BOARD OF DIRECTORS**

**Executive Directors**

Mr. Lau Chi Yuen, Joseph  
Mr. Lau Chun Fat, George

**Independent Non-executive Directors**

Dr. Lee Chung Mong, John  
Mr. Tam Wing Kin  
Mr. Fung Chan Man, Alex

**COMPLIANCE OFFICER**

Mr. Lau Chi Yuen, Joseph

**COMPANY SECRETARY**

Ms. Chan Hiu Kwan

**AUDIT COMMITTEE**

Dr. Lee Chung Mong, John  
Mr. Tam Wing Kin  
Mr. Fung Chan Man, Alex

**COMPENSATION COMMITTEE**

Mr. Lau Chi Yuen, Joseph  
Dr. Lee Chung Mong, John  
Mr. Tam Wing Kin  
Mr. Fung Chan Man, Alex

**NOMINATION COMMITTEE**

Mr. Lau Chi Yuen, Joseph  
Dr. Lee Chung Mong, John  
Mr. Tam Wing Kin  
Mr. Fung Chan Man, Alex

**FINANCE COMMITTEE**

Mr. Lau Chi Yuen, Joseph  
Dr. Lee Chung Mong, John  
Mr. Tam Wing Kin  
Mr. Fung Chan Man, Alex

**董事會**

**執行董事**

劉智遠先生  
劉進發先生

**獨立非執行董事**

李春茂博士  
譚榮健先生  
馮燦文先生

**監察主任**

劉智遠先生

**公司秘書**

陳曉筠女士

**審核委員會**

李春茂博士  
譚榮健先生  
馮燦文先生

**薪酬委員會**

劉智遠先生  
李春茂博士  
譚榮健先生  
馮燦文先生

**提名委員會**

劉智遠先生  
李春茂博士  
譚榮健先生  
馮燦文先生

**財務委員會**

劉智遠先生  
李春茂博士  
譚榮健先生  
馮燦文先生



## CORPORATE INFORMATION

### 公司資料

#### AUTHORISED REPRESENTATIVES

Mr. Lau Chi Yuen, Joseph  
Ms. Chan Hiu Kwan

#### REGISTERED OFFICE

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

#### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit B, 5th Floor  
Hang Cheong Factory Building  
1 Wing Ming Street  
Cheung Sha Wan  
Kowloon, Hong Kong

#### LEGAL ADVISERS

##### As to Hong Kong Law

Tang Tso & Lau Solicitors

##### As to Cayman Islands Law

Conyers Dill & Pearman, Cayman

#### INDEPENDENT AUDITOR

RSM Hong Kong

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust Company  
(Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

#### 法定代表

劉智遠先生  
陳曉筠女士

#### 註冊辦事處

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

#### 總辦事處及主要營業地點

香港九龍  
長沙灣  
永明街1號  
恆昌工廠大廈  
5樓B室

#### 法律顧問

##### 香港法律

鄧曹劉律師行

##### 開曼群島法律

Conyers Dill & Pearman, Cayman

#### 獨立核數師

中瑞岳華(香港)會計師事務所

#### 主要股份過戶登記處

Royal Bank of Canada Trust Company  
(Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands



**HONG KONG BRANCH SHARE REGISTRAR AND  
TRANSFER OFFICE**

Tricor Abacus Limited  
22th Floor, Hopewell Centre  
183 Queen's Road East  
Hong Kong

**PRINCIPAL BANKERS**

Standard Chartered Bank (Hong Kong) Limited  
The Hongkong and Shanghai Banking Corporation Limited  
UBS AG  
DBS Bank (Hong Kong) Limited  
Bank of Communications Company Limited Hong Kong Branch  
China Construction Bank (Asia) Corporation Limited

**COMPANY WEBSITE**

[www.luxey.com.hk](http://www.luxey.com.hk)

**STOCK CODE**

8041

**香港股份過戶登記分處**

卓佳雅柏勤有限公司  
香港  
皇后大道東183號  
合和中心22樓

**主要往來銀行**

渣打銀行（香港）有限公司  
香港上海滙豐銀行有限公司  
瑞士銀行  
星展銀行（香港）有限公司  
交通銀行股份有限公司香港分行  
中國建設銀行（亞洲）股份有限公司

**公司網站**

[www.luxey.com.hk](http://www.luxey.com.hk)

**股份代號**

8041



## DIRECTORS AND SENIOR MANAGEMENT'S BIOGRAPHIES

### 董事及高級管理層履歷

#### EXECUTIVE DIRECTORS

**Mr. Lau Chi Yuen, Joseph**, aged 45, was appointed as an Executive Director of the Company in April 2008 and chairman of the Company in June 2008. He took up the role of Chief Executive Officer since 30 June 2014. Mr. Lau Chi Yuen, Joseph has over 10 years' experience in corporate finance transactions and investments, and managerial position involving listed and non-listed companies in Hong Kong. He obtained a Master's Degree in Business Administration (Finance) from the Chinese University of Hong Kong in 1995 and Bachelor of Electronic Engineering in Computer (Hons) from the City University of Hong Kong in 1993. Mr. Lau Chi Yuen, Joseph is the son of Mr. Lau Chun Fat, George, Executive Director.

**Mr. Lau Chun Fat, George**, aged 73, was appointed as an Executive Director on 30 June 2014. He obtained a higher certificate in Mechanical Engineering from Hong Kong Polytechnic and a diploma in Plastic Technology from Süddeutsche Kunststoff-Zentrum, West Germany. He had worked in multinational chemical companies for 30 years in sales, marketing and management positions. Mr. Lau Chun Fat, George is the father of Mr. Lau Chi Yuen, Joseph, Executive Director and Chairman.

#### 執行董事

**劉智遠先生**，45歲，於二零零八年四月獲委任為本公司之執行董事，並於二零零八年六月獲委任為本公司主席。彼自二零一四年六月三十日起擔任行政總裁之職務。劉智遠先生對於企業融資交易及投資方面累積逾十年經驗，曾於香港之上市及非上市公司擔任管理職務。彼於一九九五年獲香港中文大學頒授商業管理（金融）碩士學位及於一九九三年獲香港城市大學頒授電腦電子工程（榮譽）學士學位。劉智遠先生為執行董事劉進發先生之子。

**劉進發先生**，73歲，於二零一四年六月三十日獲委任為執行董事。彼獲得香港理工學院機械工程學高級證書及西德Süddeutsche Kunststoff-Zentrum塑膠技術文憑。彼曾於跨國化學品公司工作達三十年，擔任銷售、市場推廣及管理職位。劉進發先生為執行董事兼主席劉智遠先生之父親。



## DIRECTORS AND SENIOR MANAGEMENT'S BIOGRAPHIES

### 董事及高級管理層履歷

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Dr. Lee Chung Mong, John**, aged 57, is an Independent Non-executive Director of the Group. He joined the Group in April 2008. He obtained Ph.D. Degree in Computer Science from the University of Minnesota, USA in 1989. In the same year, he was appointed as an Associate, Research Staff in the Institute of Systems Science at National University of Singapore. In 1999, he was awarded a Teaching Excellence Appreciation Award by the Dean of the School of Engineering of The Hong Kong University of Science and Technology and was elevated as a Senior Member of the Institute of Electrical and Electronics Engineers. He is now the chairman and chief executive officer of Asia Vision Technology Ltd.

**Mr. Tam Wing Kin**, aged 51, is an Independent Non-executive Director of the Group. He joined the Group in April 2008. He is a member of the Chartered Institute of Management Accountants, the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He is also a Certified Public Accountant (Practising). Previously, he had worked in one of the leading international accountancy firms and several listed companies in Hong Kong. He has over 20 years of experience in accounting field.

**Mr. Fung Chan Man, Alex**, aged 54, is an Independent Non-executive Director of the Group. He joined the Group in April 2008. He is an Independent Non-executive Director of e-Kong Group Limited, a company listed on the Main Board of the Stock Exchange. He obtained a BSc (Hons) degree in Electrical Engineering from University of Bath (UK) in 1986 and subsequently a MBA degree from Heriot Watt University (UK). He has over 15 years working experience in financial market and corporate finance activities in both Hong Kong and China.

#### 獨立非執行董事

**李春茂博士**，57歲，為本集團之獨立非執行董事。彼於二零零八年四月加入本集團。彼於一九八九年獲得美國明尼蘇達大學電腦科學博士學位，同年獲委任為新加坡國立大學系統科學學院副研究員。彼於一九九九年獲香港科技大學工程學院院長頒發傑出教學嘉許獎，並獲擢升成為國際電機及電子工程學院資深會員。彼現任亞洲視覺科技有限公司的主席兼行政總裁。

**譚榮健先生**，51歲，為本集團之獨立非執行董事。彼於二零零八年四月加入本集團。彼為英國特許管理會計師公會、英國特許公認會計師公會及香港會計師公會會員，亦為執業會計師。彼曾在香港的國際知名會計師行中之一間會計師行及若干上市公司任職，擁有逾二十年會計經驗。

**馮燦文先生**，54歲，為本集團之獨立非執行董事。彼於二零零八年四月加入本集團。彼現任 e-Kong Group Limited（一間於聯交所主板上市之公司）之獨立非執行董事。彼於一九八六年獲得英國University of Bath電子工程理學士（榮譽）學位，其後獲得英國Heriot Watt University工商管理碩士學位，擁有逾十五年香港及中國金融市場及企業融資工作經驗。



## DIRECTORS AND SENIOR MANAGEMENT'S BIOGRAPHIES

### 董事及高級管理層履歷

#### SENIOR MANAGEMENT

**Ms. Ng Suk Fun**, aged 58, is the general manager of a major subsidiary of the Company. She joined the Group in March 2011. She has over 20 years of working experiences in the garment industry. She oversees the manufacturing, sales and marketing, merchandizing as well as general administrative activities of the swimwear and garment segment of the Group.

**Ms. Ng Ka Sim**, aged 44, is the Group Financial Controller of the Company. She joined the Group in November 2011. She has extensive experience in auditing and financial management. She had worked in multinational accounting firms and has over 10 years' experience in auditing. She is a member of CPA Australia and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. She obtained a Bachelor of Accounting in Australia.

**Ms. Chan Hiu Kwan**, aged 31, is the Company Secretary and assistant finance manager of the Company. She joined the Group in May 2008. She is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.

#### 高級管理層

**吳淑芬女士**，58歲，為本公司一間主要附屬公司之總經理。彼於二零一一年三月加入本集團。彼於服裝業方面擁有逾二十年之工作經驗。彼負責監管本集團泳裝及服裝分部之生產、銷售、市場推廣、商品促銷以及一般行政活動。

**吳嘉善女士**，44歲，為本公司之集團財務總監。彼於二零一一年十一月加入本集團。彼於審計及財務管理方面擁有豐富經驗。彼曾於跨國會計師行工作，並於審計方面擁有逾十年經驗。彼為澳洲會計師公會會員及香港會計師公會之會計師。彼於澳洲取得會計學士學位。

**陳曉筠女士**，31歲，為本公司之公司秘書兼助理財務經理。彼於二零零八年五月加入本集團。彼為香港會計師公會之會計師。

### PURCHASE OF NON-CONTROLLING INTERESTS OF A SUBSIDIARY

On 13 June 2016, the Group further acquired 5% interest in a non-wholly owned subsidiary, Ricotex Industrial Company Limited ("Ricotex"), from a non-controlling shareholder at a cash consideration of HK\$2,000,000. As at the date of acquisition, the transaction resulting a loss on acquisition of approximately HK\$1,242,000 recognised directly in equity for the year ended 30 June 2016. After completion of the acquisition, the Group held 50% equity interest of Ricotex.

### BONUS ISSUE OF SHARES AND WARRANTS

On 18 May 2015, (i) the Board proposed a bonus share issue to the qualifying shareholders on the basis of four bonus shares for every one existing share held on 3 July 2015 (the "Record Date"); and (ii) the Board also proposed the bonus warrant issue to the qualifying shareholders on the basis of one warrant for every one existing share held on the Record Date.

By an ordinary resolution passed on 24 June 2015, a bonus share would be issued to shareholders on the basis of four bonus shares for every one existing share held on the Record Date. The bonus shares would be credited as fully paid at par by way of capitalisation of an amount equal to the total par value of bonus shares standing to the credit of the share premium account of the Company. On the same day, another ordinary resolution passed for an issuance of bonus warrant to shareholders on the basis of one warrant for every one existing share held on the Record Date. Each warrants would entitle the holder to subscribe in cash for one share at an initial subscription price of HK\$0.18 per warrant share, on the date falling 12 months from the date of issuance of the warrant. Issuance of bonus shares and bonus warrants were completed on 13 July 2015. Subsequently, 4,978,523 ordinary shares had been issued from the exercise of bonus warrants on 28 July 2016.

### 收購一間附屬公司之非控股權益

於二零一六年六月十三日，本集團自一名非控股股東進一步收購非全資附屬公司利高達製衣有限公司（「利高達」）之5%權益，現金代價為港幣2,000,000元。於收購日期，該交易導致於截至二零一六年六月三十日止年度之權益內直接確認收購虧損約港幣1,242,000元。於完成收購後，本集團持有利高達50%股權。

### 發行紅股及認股權證

於二零一五年五月十八日，(i)董事會建議向合資格股東作出紅股發行，基準為於二零一五年七月三日（「記錄日期」）每持有一股現有股份獲發四股紅股；及(ii)董事會亦建議向合資格股東作出紅利認股權證發行，基準為於記錄日期每持有一股現有股份獲發一份認股權證。

根據於二零一五年六月二十四日通過之一項普通決議案，本公司將向股東發行紅股，基準為於記錄日期每持有一股現有股份獲發四股紅股。紅股將透過資本化相等於紅股總面值之本公司股份溢價賬之進賬額方式按面值入賬列為繳足。於同日，另一項普通決議案亦獲通過，以向股東發行紅利認股權證，基準為於記錄日期每持有一股現有股份獲發一份認股權證。每份認股權證將賦予持有人權利於認股權證發行日期起計滿十二個月當日按初步認購價每股認股權證股份港幣0.18元以現金認購一股股份。發行紅股及紅利認股權證於二零一五年七月十三日完成。其後於二零一六年七月二十八日，4,978,523股普通股因行使紅利認股權證而獲發行。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

Pursuant to the terms of convertible non-voting preference shares ("CPS") and Series B convertible non-voting preference shares ("Series B CPS"), the conversion price of the outstanding CPS and Series B CPS were adjusted from HK\$0.65 per share to HK\$0.13 per share and HK\$0.16 per share to HK\$0.032 per share respectively as a result of the bonus share issue. The said adjustments took effect immediately after 3 July 2015. No adjustment was required to be made as a result of the bonus warrant issue.

Details of the transaction is set out in the announcements of the Company dated 18 May 2015, 24 June 2015, 25 June 2015, 3 July 2015, 9 July 2015 and 1 June 2016 and circulars dated 5 June 2015 and 3 June 2016.

On 28 July 2016, an aggregate of 4,978,523 ordinary shares were issued as a result of the exercise of the subscription rights attaching to 4,978,523 warrants. The subscription rights attaching to the remaining 981,380,235 warrants were expired on 12 July 2016. The premium on the issue of shares, amounting to approximately HK\$846,000 was credited to the Company's share premium account.

#### PLACING AND SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE

On 18 July 2016, the Company and the placing agent entered into a placing agreement, pursuant to which the placing agent agreed to procure not less than six placees to purchase up to 300,000,000 shares at placing price of HK\$0.10 per share (the "Placing"). On the same date, the Company and JL Investments Capital Limited (the "Subscriber"), a substantial shareholder of the Company, entered into a subscription agreement, pursuant to which the Subscriber agreed to subscribe for and the Company agreed to allot and issue an aggregate of 300,000,000 shares at subscription price of HK\$0.10 per share (the "Subscription").

根據可換股無投票權優先股（「可換股無投票權優先股」）及B系列可換股無投票權優先股（「B系列可換股無投票權優先股」）之條款，尚未行使可換股無投票權優先股及B系列可換股無投票權優先股之轉換價因紅股發行分別由每股港幣0.65元調整至每股港幣0.13元及由每股港幣0.16元調整至每股港幣0.032元。上述調整於緊隨二零一五年七月三日後生效。毋須因紅利認股權證發行作出任何調整。

有關交易之詳情載於本公司日期為二零一五年五月十八日、二零一五年六月二十四日、二零一五年六月二十五日、二零一五年七月三日、二零一五年七月九日及二零一六年六月一日之公佈及日期為二零一五年六月五日及二零一六年六月三日之通函。

於二零一六年七月二十八日，本公司因行使4,978,523份認股權證附帶之認購權而發行合共4,978,523股普通股。餘下981,380,235份認股權證附帶之認購權已於二零一六年七月十二日到期。發行股份之溢價約港幣846,000元已計入本公司之股份溢價賬。

#### 根據特別授權配售及認購新股份

於二零一六年七月十八日，本公司與配售代理訂立配售協議，據此，配售代理同意促使不少於六名承配人以每股港幣0.10元之配售價購買最多300,000,000股股份（「配售事項」）。於同日，本公司與JL Investments Capital Limited（本公司之主要股東，「認購人」）訂立認購協議，據此，認購人同意認購，而本公司同意以每股港幣0.10元之認購價配發及發行合共300,000,000股股份（「認購事項」）。

The Placing and Subscription were approved by the shareholders at the extraordinary general meeting of the Company held on 7 September 2016. The Placing and Subscription has yet to be completed as at the date of this report. The premium on the issue of shares, amounting to approximately HK\$52,800,000, net of share issue expenses, will be credited to the Company's share premium account upon completion of the Placing and Subscription. The shares will rank pari passu in all respects with the ordinary shares of the Company in issue on the date of allotment.

Please refer to announcements of the Company dated 18 July 2016, 8 August 2016, 22 August 2016 and 7 September 2016 and circular dated 22 August 2016 for details.

## FINANCIAL REVIEW

### Finance results

For the year ended 30 June 2016 (the "Year"), loss attributable to owners of the Company (including continuing and discontinued operations) was approximately HK\$47,251,000. Comparing to loss attributable to owners of the Company (including continuing and discontinued operations) for year ended 30 June 2015 of approximately HK\$245,444,000, the decrease in loss attributable to the owners of the Company was mainly attributable to (i) approximately HK\$37,900,000 of allowance for impairment of goodwill made for swimwear cash-generating unit (2015: HK\$276,054,000); (ii) no allowance for impairment of goodwill made for provision of on-line shopping, advertising and media related services cash-generating unit (2015: HK\$6,250,000); (iii) no loss shared by the Group from an associate (2015: HK\$8,070,000); (iv) decrease in administrative expenses to approximately HK\$26,564,000 (2015: HK\$37,824,000); (v) no loss incurred from discontinued operation during the Year (2015: HK\$9,255,000); (vi) decrease in finance cost to approximately HK\$525,000 (2015: HK\$4,296,000) as the promissory notes had been settled in October 2014, and partially set off by (vii) no gain on deemed disposal of an associate during the Year (2015: HK\$61,628,000) and (viii) decrease in gross profit to approximately HK\$5,848,000 (2015: HK\$22,328,000).

配售事項及認購事項已於本公司於二零一六年九月七日舉行之股東特別大會上獲得股東批准。於本報告日期，配售事項及認購事項尚未完成。發行股份之溢價約港幣52,800,000元（扣除股份發行開支後）將於配售事項及認購事項完成後計入本公司之股份溢價賬。該等股份將於所有方面與本公司於配發日期之已發行普通股享有同等地位。

詳情請參閱本公司日期為二零一六年七月十八日、二零一六年八月八日、二零一六年八月二十二日及二零一六年九月七日之公佈及日期為二零一六年八月二十二日之通函。

### 財務回顧

#### 財務業績

截至二零一六年六月三十日止年度（「本年度」），本公司擁有人應佔虧損（包括持續經營業務及已終止經營業務）約為港幣47,251,000元。與截至二零一五年六月三十日止年度之本公司擁有人應佔虧損（包括持續經營業務及已終止經營業務）約港幣245,444,000元比較，本公司擁有人應佔虧損減少乃主要由於(i)就泳裝現金產生單位作出商譽減值撥備約港幣37,900,000元（二零一五年：港幣276,054,000元）；(ii)並無就提供線上購物、廣告及媒體相關服務現金產生單位作出商譽減值撥備（二零一五年：港幣6,250,000元）；(iii)本集團並無應佔聯營公司虧損（二零一五年：港幣8,070,000元）；(iv)行政費用減少至約港幣26,564,000元（二零一五年：港幣37,824,000元）；(v)於本年度並無來自已終止經營業務之虧損（二零一五年：港幣9,255,000元）；(vi)融資成本因承兌票據已於二零一四年十月結付而減少至約港幣525,000元（二零一五年：港幣4,296,000元），以及被(vii)於本年度並無視作出售一間聯營公司之收益（二零一五年：港幣61,628,000元）及(viii)毛利減少至約港幣5,848,000元（二零一五年：港幣22,328,000元）部分抵銷所致。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Revenue and Gross Profit

For the Year, the Group's total revenue (including continuing and discontinued operations) and gross profit (including continuing and discontinued operations) were approximately HK\$139,981,000 and HK\$5,848,000 respectively, as comparing to approximately HK\$157,654,000 and HK\$47,344,000 respectively for the year ended 30 June 2015.

Details of the decrease in total revenue are discussed below:

#### *Manufacturing and trading of high-end swimwear and garment products ("Swimwear and garment segment")*

The revenue generated from Swimwear and garment segment for the Year was approximately HK\$136,981,000 (2015: HK\$118,137,000). Gross profit for the Year was approximately HK\$3,147,000 (2015: HK\$20,970,000). Gross profit ratio for the Year was 2.30% (2015: 17.75%). Increase in revenue was mainly due to the contribution from Ricotex on sales of garment and related products and it was partially offset by the decrease in orders for high-end swimwear from several customers which were affected by the economic downturn of European market and the effect of the withdrawal of the United Kingdom from the European Union during the Year. Decrease in gross profit for the current year was mainly due to (i) the decrease of selling price resulted from the economic downturn of European markets; and (ii) the increase of portion on sales of garment products with lower gross profit margin, which were manufactured by the factories of Ricotex in the Kingdom of Cambodia ("Cambodia") that still expanding in order to enjoy the benefit from economies in scale.

### 收入及毛利

於本年度，本集團之總收入（包括持續經營業務及已終止經營業務）及毛利（包括持續經營業務及已終止經營業務）分別約為港幣139,981,000元及港幣5,848,000元，而截至二零一五年六月三十日止年度分別約為港幣157,654,000元及港幣47,344,000元。

總收入減少之詳情論述如下：

#### *生產及買賣高檔泳裝及服裝產品（「泳裝及服裝分部」）*

本年度泳裝及服裝分部產生之收入約為港幣136,981,000元（二零一五年：港幣118,137,000元）。本年度之毛利約為港幣3,147,000元（二零一五年：港幣20,970,000元）。本年度之毛利率為2.30%（二零一五年：17.75%）。收入增加乃主要由於利高達銷售服裝及相關產品之貢獻所致，而其部份被本年度來自受歐洲市場經濟下滑及英國脫歐影響之多名客戶之高檔泳裝訂單減少抵銷。本年度毛利下降乃主要由於(i)歐洲市場經濟下滑導致售價下降；及(ii)銷售利高達於柬埔寨王國（「柬埔寨」）之工廠所生產之毛利率較低之服裝產品比例增加，而該工廠仍正在擴展以自規模經濟獲益所致。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### ***Provision of on-line shopping, advertising and media related services ("On-line shopping and advertising segment")***

The revenue generated from On-line shopping and advertising segment for the Year was approximately HK\$3,000,000 (2015: HK\$3,114,000). Gross profit for the Year was approximately HK\$2,701,000 (2015: HK\$1,358,000). Gross profit ratio for the Year was 90.03% (2015: 43.61%). The increase in gross profit for the year was mainly due to revenue for this segment was mainly generated from information technology services provided. Subsequent to the end of the reporting period, this segment became inactive.

提供線上購物、廣告及媒體相關服務（「線上購物及廣告分部」）

本年度線上購物及廣告分部產生之收入約為港幣3,000,000元（二零一五年：港幣3,114,000元）。本年度之毛利約為港幣2,701,000元（二零一五年：港幣1,358,000元）。本年度毛利率為90.03%（二零一五年：43.61%）。本年度毛利增加乃主要由於此分部之收入主要來自所提供之資訊科技服務所致。於報告期末後，此分部並無營運。

#### ***Trading and retail of apparel and related accessories ("Apparel and related accessories segment") (discontinued operation)***

The revenue generated from Apparel and related accessories segment for the year ended 30 June 2015 was approximately HK\$36,403,000. Gross profit for the year ended 30 June 2015 was approximately HK\$25,016,000. Gross profit ratio for the year ended 30 June 2015 was 68.72%. No consolidation was required for this segment upon disposal of this segment since October 2014.

買賣及零售服飾及相關配件（「服飾及相關配件分部」）（已終止經營業務）

截至二零一五年六月三十日止年度服飾及相關配件分部產生之收入約為港幣36,403,000元。截至二零一五年六月三十日止年度之毛利約為港幣25,016,000元。截至二零一五年六月三十日止年度之毛利率為68.72%。此分部於二零一四年十月出售後毋須再綜合入賬。

#### ***Impairment of Goodwill***

For the Year, the Group's total impairment of goodwill was approximately HK\$37,900,000, comparing to approximately HK\$282,304,000 for the year ended 30 June 2015.

#### ***商譽減值***

本年度，本集團之商譽減值總額約為港幣37,900,000元，而截至二零一五年六月三十日止年度約為港幣282,304,000元。

#### ***(i) The impairment of goodwill relates to the swimwear cash-generating unit ("Swimwear CGU")***

An impairment of goodwill relates to Swimwear CGU was approximately HK\$37,900,000 for the Year (2015: HK\$276,054,000).

#### ***(i) 與泳裝現金產生單位（「泳裝現金產生單位」）有關之商譽減值***

於本年度，與泳裝現金產生單位有關之商譽減值約為港幣37,900,000元（二零一五年：港幣276,054,000元）。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

The recoverable amount of the Swimwear CGU is determined from value in use calculation (2015: value in use calculation). The key assumptions are those regarding the discount rate, growth rate and budgeted gross margin and turnover during the period. The Group estimates discount rate using pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the CGU. The growth rate is based on long-term average economic growth rate of the geographical area in which the business of the CGU operates. The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the Directors for the next five years with residual period using the growth rate of 3.99% (2015: 3.99%). This rate does not exceed the average long-term growth rate for the relevant markets. The rate used to discount the forecast cash flows from the Group's activities of manufacturing and trading of high-end swimwear and related garment products is 14.57% (2015: 14.96%). Based on the past performance and expecting of economic downturn of European market and increase in production costs in the People's Republic of China (the "PRC") in the coming years, the Group has revised its cash flow forecasts for the Swimwear CGU. The goodwill has therefore been reduced to its recoverable amount through recognition of an impairment loss against goodwill of approximately HK\$37,900,000 for the Year (2015: HK\$276,054,000).

泳裝現金產生單位之可收回金額乃根據使用價值計算（二零一五年：使用價值計算）而釐定。主要假設與期內之貼現率、增長率及預算毛利率及營業額有關。本集團採用可反映目前市場對貨幣時間價值及現金產生單位特定風險之評估之稅前比率以估計貼現率。增長率乃以現金產生單位經營業務所在之地區之長期平均經濟增長率為基準。本集團編製之現金流量預測乃按最近由董事批准之未來五年財務預算以及餘下期間採用3.99%（二零一五年：3.99%）之增長率計算。該比率並未超逾有關市場之平均長期增長率。用於貼現來自本集團生產及買賣高檔泳裝及相關服裝產品業務之預測現金流量之比率為14.57%（二零一五年：14.96%）。根據過往表現及預期未來數年歐洲市場之經濟衰退及中華人民共和國（「中國」）之生產成本增加，本集團已修訂其對泳裝現金產生單位之現金流量預測。因此，商譽於本年度透過確認商譽減值虧損約港幣37,900,000元（二零一五年：港幣276,054,000元）而減至其可收回金額。

**(ii) The impairment of goodwill relates to provision of on-line shopping advertising and media related services (“On-line shopping and advertising segment”)**

The recoverable amount of the provision of on-line shopping, advertising and media related services CGU was determined from value in use calculation. The key assumptions for the value in use calculation are those regarding the discount rate, growth rate and budgeted gross margin and revenue during the period. The Group estimates discount rate using pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the CGU. The growth rate is based on long-term average economic growth rate of the geographical area in which the business of the CGU operates. Budgeted gross margin and revenue are based on past practices and expectations on market development.

During the six months ended 31 December 2014, the Group prepared cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with residual period using the growth rate of 5%. This rate did not exceed the average long-term growth rate for the relevant markets. The rate used to discount the forecast cash flows from the provision of on-line shopping, advertising and media related services CGU was 13.22%. Based on the past performance, the Group had revised its cash flow forecasts and the recoverable amount for this CGU was negligible. The goodwill allocated to this CGU was thus considered as non-recoverable. The goodwill has therefore been fully impaired through recognition of an impairment loss against goodwill of approximately HK\$6,250,000 during the six months ended 31 December 2014 and year ended 30 June 2015.

**(ii) 與提供線上購物廣告及媒體相關服務（「線上購物及廣告分部」）有關之商譽減值**

提供線上購物、廣告及媒體相關服務之現金產生單位之可收回金額乃根據使用價值計算法而釐定。使用價值計算之主要假設與期內之貼現率、增長率及預算毛利率及收入有關。本集團於估算貼現率時使用除稅前貼現率，該貼現率反映目前市場對貨幣時間價值之估計以及與現金產生單位有關之特定風險。增長率乃以現金產生單位所經營業務之地區之長期平均經濟增長率為基準。預算毛利率及收入乃以過往慣例及對市場發展之預期為基準。

於截至二零一四年十二月三十一日止六個月，本集團編製之現金流量預測乃按最近由董事批准之未來五年財務預算以及餘下期間採用5%之增長率計算。此比率並未超逾有關市場之平均長期增長率。用於貼現來自提供線上購物、廣告及媒體相關服務現金產生單位之預測現金流量之比率為13.22%。根據過往表現，本集團已修訂此現金產生單位之現金流量預測及可收回金額為可忽略不計。分配至此現金產生單位之商譽因此被視為不可收回。因此，商譽於截至二零一四年十二月三十一日止六個月及截至二零一五年六月三十日止年度已透過確認商譽減值虧損約港幣6,250,000元悉數減值。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Valuation of available-for-sale financial assets

The investment in Charmston (Holdings) Limited is accounted for as available-for-sale financial assets. The fair value of the available-for-sale financial assets is determined by the market comparable approach calculated based on the average price-to-book ratio and average price-to-sales ratio of several companies listed on the Stock Exchange (the “Comparables”).

At 30 June 2016, after a 24.90% (2015: 29.75%) discount on lack of marketability (determined by the density function for the maximum of a Brownian motion process by adopting average annualised volatility of the Comparables and assuming marketing period is approximately 6 months (2015: 6 months), the fair value of the available-for-sale financial assets is approximately HK\$2,998,000 (2015: HK\$2,998,000).

Key unobservable inputs used in the fair value measurements are disclosed in note 7 to the consolidated financial statements.

### OPERATIONS

During the Year, the Group maintained an effective cost measures in controlling the cost structure of its operations. Besides, the Group will be extremely prudent in the expansion of its operations in an organic manner. We also believe that it is of the Group's best interest to explore different sources of income while still maintains an effective and efficient overhead structure for our supporting departments in each of the business segments under operation.

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2016, the Group had total assets of approximately HK\$220,495,000 (2015: HK\$248,457,000). As at 30 June 2016, the Group had short term borrowings (including continuing and discontinued operations) of approximately HK\$19,500,000 (2015: HK\$10,000,000). The increase of total borrowings was mainly due to the further contribution funding from a non-controlling shareholder of Ricotex during the Year. As at 30 June

### 可供出售金融資產之估值

於傑軒（集團）有限公司之投資乃入賬作為可供出售金融資產。可供出售金融資產之公平值乃使用根據於聯交所上市之幾間公司（「可資比較公司」）之平均市賬率及平均市銷率計算之市場比較法釐定。

於二零一六年六月三十日，缺乏市場流通性折讓24.90%（二零一五年：29.75%），而缺乏市場流通性折讓乃透過布朗運動過程最高點之密度函數，並經採納可資比較公司之平均年度波動率及假設營銷期間約為6個月（二零一五年：6個月）釐定後，可供出售金融資產之公平值為約港幣2,998,000元（二零一五年：港幣2,998,000元）。

公平值計量所使用之重大不可觀測輸入數據於綜合財務報表附註7中披露。

### 業務

於本年度，本集團於控制其業務成本架構方面繼續採取有效成本措施。此外，本集團將於以自然增長方式拓展其業務方面持極其審慎態度。本集團亦認為，尋求不同之收入來源，同時對本集團所營運之各業務分部之支援部門維持有效及具效率之開支架構，乃符合本集團之最佳利益。

### 流動資金及財務資源

於二零一六年六月三十日，本集團之資產總值約為港幣220,495,000元（二零一五年：港幣248,457,000元）。於二零一六年六月三十日，本集團擁有短期借貸（包括持續經營業務及已終止經營業務）約港幣19,500,000元（二零一五年：港幣10,000,000元）。借貸總額之增加乃主要由於年內來自利高達非控股股東之進一步供

2016, the Group had bank and cash balances of approximately HK\$48,556,000 (2015: HK\$71,773,000). The Group has a current ratio of approximately 1.32 comparing to that of 2.05 as at 30 June 2015. As at 30 June 2016, the Group's gearing ratio of 11% (2015: -14%) was calculated as net debt divided by total equity. Net debt is calculated as total liabilities (including current and non-current liabilities as shown in the consolidated statement of financial position) less cash and cash equivalents. Total equity represents the equity as shown in the consolidated statement of financial position.

#### KEY RISKS AND UNCERTAINTIES

Our Group's financial condition, results of operations and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to our Group's businesses. The followings are the key risks and uncertainties identified by our Group. There may be other risks and uncertainties in addition to those shown below which are not known to our Group or which may not be material now but could be material in the future:

##### 1. Reliance on a small number of key suppliers

The Group's five largest suppliers, which accounted for 68% (2015: 55%) of the Group's total purchase, are mainly related to the purchase of fabric. Except for purchase of fabric from Dakota Industrial Company Limited ("Dakota"), of which a supply agreement has entered into, there is no assurance that other major suppliers shall continue to provide the fabric to us at price acceptable to our Group. In the event that our Group were unable to retain these suppliers, or procure replacement suppliers, our business, results of operations, profitability and liquidity might be adversely affected. However, the Group has established strong business relationship with these major suppliers.

款所致。於二零一六年六月三十日，本集團之銀行及現金結存約為港幣48,556,000元（二零一五年：港幣71,773,000元）。本集團之流動比率約為1.32，而於二零一五年六月三十日之流動比率則為2.05。於二零一六年六月三十日，按負債淨值除以權益總額計算，本集團之資本負債比率為11%（二零一五年：-14%）。負債淨值按負債總額（包括綜合財務狀況表所示之流動及非流動負債）減現金及現金等值項目計算。權益總額為綜合財務狀況表所示之權益。

#### 主要風險及不明朗因素

本集團之財務狀況、營運業績及業務前景可能受到與本集團業務直接或間接相關之多項風險及不明朗因素影響。以下為本集團識別出之主要風險及不明朗因素。除下文所列者外，或會存在本集團並未知悉或目前可能不重大但日後可能屬重大之其他風險及不明朗因素：

##### 1. 依賴少數主要供應商

本集團之五大供應商（佔本集團總採購額之68%（二零一五年：55%））主要與布料採購相關。除向德高達製衣有限公司（「德高達」）採購（已訂立供應協議）外，概不保證其他主要供應商將持續按本集團可接受之價格向我們提供布料。倘本集團無法與該等供應商維持合作或覓得代替供應商，則我們之業務、營運業績、盈利能力及流動資金或會受到不利影響。然而，本集團已與該等主要供應商建立穩固業務關係。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### 2. Reliance on a small number of key customers

The Group's five largest customers, which accounted for 70% (2015: 64%) of the Group's total turnover. Except for sale to Dakota, of which a sales agreement has entered into, there is no assurance that other major customers will continue to conduct business with us. In the event that other major customers materially reduce their purchase orders with the Group or cease to conduct business with the Group and the Group fails to obtain a comparable level of purchase orders from new customers, the Group's business, result of operations and financial condition may be adversely affected. Customer satisfaction with our products has a profound effects on our profitability. To provide good quality services to our customers, our Group is in constant communication with our customers and potential customers to uncover and create customer needs and help customers make informed decision.

#### 3. Reliance on the European market

The Group's total sales to the customers in the European countries, which accounted for 49% (2015: 64%) of the Group's total revenue for the Year. The Group derives a majority of its sales from the exports to the European countries, including but not limited to France, Spain, the United Kingdom, Ireland and Sweden. Any unexpected economic, political and social events in the European countries may have significant impact on retail consumptions which could, in turn, affect the financial performance of the Group. For instance, the economies and financial system of the European countries were adversely hit by the global financial crisis recently. The Group cannot assure whether these European countries will continue to deteriorate or when the European market will cover. Should these European countries' markets continue to deteriorate and the Group is unable to compensate such deterioration of these European

#### 2. 依賴少數主要客戶

本集團之五大客戶佔本集團總營業額之70%（二零一五年：64%）。除向德高達銷售（已訂立銷售協議）外，概不保證其他主要客戶將繼續與我們進行業務。倘其他主要客戶大幅削減彼等對本集團之採購訂單或終止與本集團進行業務，而本集團無法向新客戶獲得可資比較水平之採購訂單，則本集團之業務、營運業績及財務狀況或會受到不利影響。客戶對我們產品之滿意度會對我們盈利能力有深遠影響。為向客戶提供優質服務，本集團與客戶及潛在客戶不斷溝通，以發現及創造客戶需求並協助客戶作出知情決策。

#### 3. 依賴歐洲市場

本集團向歐洲國家之客戶作出之總銷售額佔本集團年內總收入之49%（二零一五年：64%）。本集團大部分銷售額乃來自向歐洲國家（包括但不限於法國、西班牙、英國、愛爾蘭及瑞典）之出口。歐洲國家之任何無法預期經濟、政治及社會事件或會對零售消費產生重大影響，繼而影響本集團之財務表現。例如，歐洲國家經濟及金融體系近期受到全球金融危機不利衝擊。本集團無法保證該等歐洲國家是否將繼續惡化或歐洲市場將於何時復甦。倘該等歐洲國家之市場繼續惡化而本集團無法以其他策略行動應對該等歐洲國家經濟惡化，則本集團之業務營運及財務狀況或會受到不利損害。因此，本集團已透過於二零一四年成立利高達（其從事買賣及生產服裝產品及

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

countries economy with other strategic moves, the Group's business operations and financial positions will be adversely jeopardised. Therefore, the Group has diversified its market from European countries and expand to other countries and from swimwear business and expand to garment products by set up Ricotex in 2014, of which is engaged in trading and manufacturing of garment products and related accessories and other related business, to minimise our risk on too reliance on European countries as majority of Ricotex's customers for its garment products are come from Hong Kong.

#### 4. Foreign exchange rate risk

The Group business transactions, assets and liabilities are mainly denominated in Hong Kong dollars, Renminbi and United States dollars, of which the Group's exposure to foreign exchange risk is considered limited. During the Year, the Group did not carry out any hedging activity against foreign currency risk. Any substantial exchange rate fluctuation of foreign currencies against Renminbi may have a financial impact on the Group. The Group will continue to monitor its foreign exchange position and, if necessary, utilise hedging tools, if available, to manage its foreign currency exposure.

#### 5. Investment risk

Investment risk can be defined as the likelihood of occurrence of losses relative to the expected return on any particular investment. Key concern of investment framework will be balancing risk and return across different investments, and thus risk assessment is a core aspect of the investment decision process. Proper authorisation system has been set up and detailed analysis will be made before approving investments. Regular updates on the progress of the investments of our Group would be submitted to the Board.

相關配件及其他相關業務)而將其市場分佈從歐洲國家市場分散至其他國家及多元化發展至泳裝業務並擴展至服裝產品,從而將我們過度依賴歐洲國家之風險降至最低,此乃因利高達之大部分服裝產品客戶為來自香港。

#### 4. 外匯匯率風險

本集團之業務交易、資產及負債主要以港幣、人民幣及美元計值,而本集團承受之外匯風險被視為有限。於本年度,本集團並無進行任何對沖外匯風險之活動。外幣兌人民幣之任何重大匯率波動可能會對本集團造成財務影響。本集團將繼續監察外匯狀況,在有需要時會使用對沖工具(如有)管理其外匯風險。

#### 5. 投資風險

投資風險乃界定為任何特定投資相對其預期回報產生虧損之可能性。投資框架之主要考慮因素為平衡各類投資之風險及回報,因而風險評估乃投資決策過程中之重要一環。本集團已設立適當之授權制度,並會於批准投資前進行詳細分析。本集團之投資項目進度會定期更新,並向董事會匯報。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### CAPITAL STRUCTURE

By an ordinary resolution passed on 24 June 2015, 3,945,435,032 bonus shares were issued to shareholders on the basis of four bonus shares for every one existing share held on the Record Date. The bonus shares were credited as fully paid at par by way of capitalisation of an amount equal to the total par value of bonus shares standing to the credit of the share premium account of the Company. On the same day, another ordinary resolution passed for an issuance of bonus warrant to shareholders on the basis of one warrant for every one existing share held on the Record Date. Each warrant entitled the holder to subscribe in cash for one share at an initial subscription price of HK\$0.18 per warrant share, on the date falling 12 months from the date of issues of the warrant. Issuance of bonus shares and bonus warrant were completed on 13 July 2015. Subsequently, 4,978,523 ordinary shares were issued from the exercise of bonus warrants on 28 July 2016.

Subsequent to the issuance of bonus share, the conversion price of the outstanding CPS had been adjusted from HK\$0.65 per share to HK\$0.13 per share; and the conversion price of 312,500,000 Series B CPS had been adjusted from HK\$0.16 per share to HK\$0.032 per share. These said adjustments took effect immediately after 3 July 2015. No adjustment was required to make as a result of the bonus warrant issue for both CPS and Series B CPS.

As at 30 June 2016, issued and fully paid share capital of the Company included (a) 5,098,793,790 (2015: 986,358,758) ordinary shares of HK\$0.01 each; (b) 1,103,333,333 CPS (2015: 1,103,333,333) of HK\$0.15 each. Pursuant to the terms of the CPS, the conversion price of the outstanding CPS was adjusted from HK\$0.13 per share to HK\$0.65 per share as a result of completion of the share consolidation, and further adjusted to HK\$0.13 per share as a result of completion of the rights issue; and (c) 279,100,000 (2015: 312,500,000) Series B CPS of HK\$0.16 each. Pursuant to the terms of the Series B CPS, the conversion price of the outstanding Series B CPS was adjusted from HK\$0.16 to HK\$0.032 per share as a result of completion of the rights issue.

### 資本架構

根據於二零一五年六月二十四日通過之一項普通決議案，本公司將向股東發行3,945,435,032股紅股，基準為於記錄日期每持有一股現有股份獲發四股紅股。紅股乃透過資本化相等於紅股總面值之本公司股份溢價賬之進賬額方式按面值入賬列為繳足。於同日，另一項普通決議案獲通過，以向股東發行紅利認股權證，基準為於記錄日期每持有一股現有股份獲發一份認股權證。每份認股權證賦予持有人權利於認股權證發行日期起計滿十二個月當日按初步認購價每股認股權證股份港幣0.18元以現金認購一股股份。發行紅股及紅利認股權證已於二零一五年七月十三日完成。其後於二零一六年七月二十八日，4,978,523股普通股因行使紅利認股權證而獲發行。

於發行紅股後，尚未行使之可換股無投票權優先股之兌換價已由每股港幣0.65元調整至每股港幣0.13元；及312,500,000股B系列可換股無投票權優先股之兌換價已由每股港幣0.16元調整至每股港幣0.032元。上述該等調整將於緊隨二零一五年七月三日後生效。可換股無投票權優先股及B系列可換股無投票權優先股毋須就發行紅利認股權證作出調整。

於二零一六年六月三十日，本公司之已發行及繳足股本包括(a) 5,098,793,790股（二零一五年：986,358,758股）每股面值港幣0.01元之普通股；(b) 1,103,333,333股（二零一五年：1,103,333,333股）每股面值港幣0.15元之可換股無投票權優先股。根據可換股無投票權優先股之條款，尚未行使之可換股無投票權優先股之兌換價因完成股份合併而由每股港幣0.13元調整至每股港幣0.65元，並因完成供股進一步調整至每股港幣0.13元；及(c) 279,100,000股（二零一五年：312,500,000股）每股面值港幣0.16元之B系列可換股無投票權優先股。根據B系列可換股無投票權優先股之條款，尚未行使B系列可換股無投票權優先股之轉換價因完成供股由每股港幣0.16元調整至港幣0.032元。

### HEDGING POLICY

The Group does not have any material exposure to fluctuations in exchange or interest rates. Therefore, no hedging measures have been taken at present.

### CREDIT POLICY

The credit terms given to customers are generally based on the financial strengths of individual customers. The Group generally allows an average credit term of 30 to 90 days to its trade customers.

### EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2016, the Group had 2,124 full time employees compared with that of 1,276 in the previous financial year. The staff costs, including directors' remuneration, were approximately HK\$58,672,000 (2015: HK\$49,414,000). The Group offers a comprehensive remuneration package and benefits to its full time employees in compliance with the regulations in Hong Kong, the PRC and the Cambodia respectively, including medical scheme, provident fund or retirement fund. In addition, the Group adopts a share option scheme for eligible employees (including Directors) and consultants to provide incentives to participants for their contributions and continuing efforts to promote the interests of the Group.

### CONTINGENT LIABILITIES

As at 30 June 2016, the Group did not have any material contingent liabilities (2015: Nil).

### 對沖政策

本集團並無任何重大匯率或利率波動風險。因此，現時並無採取任何對沖措施。

### 信貸政策

給予客戶之信貸期一般根據個別客戶之財務實力而釐定。本集團一般給予其貿易客戶30至90天之平均信貸期。

### 僱員及薪酬政策

於二零一六年六月三十日，本集團共有2,124名全職僱員，而上一個財政年度則有1,276名。僱員成本（包括董事酬金）約為港幣58,672,000元（二零一五年：港幣49,414,000元）。本集團分別按香港、中國及柬埔寨之規例為全職僱員提供全面之薪酬組合及福利，其中包括醫療計劃、公積金或退休金。此外，本集團為合資格僱員（包括董事）及顧問採納一項購股權計劃，向參與者提供獎勵以酬謝其為促進本集團利益作出之貢獻及不懈努力。

### 或然負債

於二零一六年六月三十日，本集團並無任何重大或然負債（二零一五年：無）。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### CHARGE ON ASSETS

The Group has pledged bank deposits of approximately HK\$613,000 (2015: HK\$641,000) to secure banking facilities granted to the Group.

#### PROSPECT

For the Swimwear and garment segment, due to the recent economic downturn of European market and effect of the withdrawal of the United Kingdom from the European Union, the orders on hand for high-end swimwear for the factory located in the PRC decreased and is expected to decrease continuously in the coming year as comparing with last year. In order to seek new business opportunities, a non-wholly owned subsidiary, Ricotex, has established and is operating two factories in the Cambodia to manufacture swimwear and garment products. Due to the import tariff tax benefit offer to European customers, the operation in Ricotex can attract more European customers and therefore Ricotex can stimulate and increase revenue for swimwear and garment segment in the future. In order to diversify our products, we are developing new products with our new/existing business partners during the Year, we expect there would be new orders received in coming years. Also, our Group continues to closely monitor and control cost in order to push up the gross profit margin of Swimwear and garment segment.

For the On-line shopping and advertising segment, it has been making losses for several years and subsequent to year end date, this segment becomes inactive. Our Group continues to seek and explore other business opportunity for the On-line shopping and advertising segment.

The management of the Group continues to formulate its business strategies to optimise the use of its operating and financial resources. It will consider to diversify its operations including but not limited to invest in financial instruments in order to ensure cash availability through managing cash on hand to best meet the Group's cash and liquidity needs to management risk. It will also consider to reorganise the non-performing business segments including but not limited to the disposal or downsizing of the non-performing business segments.

#### 資產抵押

本集團已抵押約港幣613,000元(二零一五年: 港幣641,000元)之銀行存款,作為本集團獲授之銀行融資之抵押。

#### 展望

就泳裝及服裝分部而言,由於歐洲市場近期經濟下滑及英國脫歐之持續影響,位於中國之工廠之手頭高檔泳裝訂單較上一年度有所減少,並預期將於未來年度繼續減少。為尋求新業務機會,非全資附屬公司利高達已在柬埔寨成立並經營兩間工廠以生產泳裝及服裝產品。由於給予歐洲客戶之進口關稅稅收優惠,利高達之經營能夠吸引更多歐洲客戶,及因此,利高達日後可刺激及增加泳裝及服裝分部之收入。為多元化我們的產品,我們於本年度正在與新/現有業務夥伴開發新產品,預期我們將於未來幾年收到新訂單。同時,本集團會繼續密切監控及控制成本,以提高泳裝及服裝分部之毛利率。

就線上購物及廣告分部而言,其若干年來一直錄得虧損,而於年結日後,此分部並無營運。本集團繼續尋求及探索線上購物及廣告分部之其他商機。

本集團之管理層繼續制定業務策略以優化使用其營運及財務資源。其將考慮將其業務多元化,包括但不限於投資於金融工具以透過管理手頭現金以最佳符合本集團管理風險之現金及流動資金需求而確保取得現金。其亦將考慮重組表現欠佳業務分部,包括但不限於將表現欠佳業務分部出售或縮減規模。

The Directors are pleased to submit their report together with the audited financial statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 30 June 2016 (the “Year”).

## **PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS**

The principal activity of the Company is investment holding. The principal activities and other particulars of the subsidiaries are set out in note 23 to the consolidated financial statements.

The Group’s operations and assets are located in Hong Kong, the People’s Republic of China and the Kingdom of Cambodia. An analysis of the Group’s performance for the Year by business segments and consolidated revenue and non-current assets of the Group by geographical segments are set out in note 10 to the consolidated financial statements.

## **RESULTS AND APPROPRIATIONS**

The results of the Group for the Year are set out in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income on pages 59 to 61 of this annual report.

The Directors do not recommend the payment of a dividend (2015: Nil).

## **BUSINESS REVIEW**

The business review of the Group for the Year is provided in the section headed “Management Discussion and Analysis” of this annual report.

董事會欣然提呈彼等之報告，連同本公司及其附屬公司（統稱「本集團」）截至二零一六年六月三十日止年度（「本年度」）之經審核財務報表。

## **主要業務及業務地區分析**

本公司之主要業務為投資控股。附屬公司之主要業務及其他詳情載於綜合財務報表附註23。

本集團之經營業務及資產位於香港、中華人民共和國及柬埔寨王國。本集團於本年度按業務分類之業績分析及按地區分類之綜合收入及非流動資產分析載於綜合財務報表附註10。

## **業績及分派**

本集團於本年度之業績載於本年報第59頁至第61頁之綜合損益表及綜合損益及其他全面收益表內。

董事不建議派發任何股息（二零一五年：無）。

## **業務回顧**

本集團於本年度之業務回顧於本年報「管理層討論與分析」一節提供。



# DIRECTORS' REPORT

## 董事會報告

### FIVE 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 167 and 168 of the annual report.

### SHARES ISSUED DURING THE YEAR

Details of share issued during the Year are set out in note 32 to the consolidated financial statements.

### RESERVES AND DISTRIBUTIVE RESERVES

Movements in the reserves of the Company and the Group during the Year are set out in note 33(b) to the consolidated financial statements and in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity respectively.

The Company's reserves available for distribution comprise the share premium account, less accumulated losses.

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

There are no purchase, sale or redemption of the Company's listed securities by the Group during the Year.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association and the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the Year are set out in note 21 to the consolidated financial statements.

### 五年財務概要

本集團過去五個財政年度之業績及資產與負債概要載列於本年報第167頁及第168頁。

### 本年度之已發行股本

於本年度已發行之股份詳情載於綜合財務報表附註32。

### 儲備及可供分派儲備

本公司及本集團於年內之儲備變動分別載於綜合財務報表附註33(b)及綜合損益及其他全面收益表以及股東權益變動綜合報表。

本公司之可供分派儲備包括股份溢價賬減累積虧損。

### 購買、出售或贖回本公司之上市證券

本集團於年內概無購買、出售或贖回本公司上市證券。

### 優先認股權

本公司組織章程細則及開曼群島法例並無有關優先認股權之規定，本公司毋須按比例向現有股東提呈新股份。

### 物業、廠房及設備

於年內本集團之物業、廠房及設備變動詳情載於綜合財務報表附註21。

## **BORROWINGS AND PLEDGE OF ASSETS**

Particulars of borrowings and pledge of assets of the Group as at 30 June 2016 are set out in notes 27 and 29 to the consolidated financial statements.

## **SHARE OPTION SCHEME**

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

## **EQUITY-LINKED AGREEMENTS**

Save for the share option scheme and the warrants subscription, the Company has not entered into any equity-linked agreement for the Year.

## **DIRECTORS**

The Directors during the Year were:

### **Executive Directors**

Mr. Lau Chi Yuen, Joseph  
Mr. Lau Chun Fat, George

### **Independent Non-Executive Directors**

Dr. Lee Chung Mong, John  
Mr. Tam Wing Kin  
Mr. Fung Chan Man, Alex

In accordance with the Articles, Mr. Lau Chi Yuen, Joseph and Dr. Lee Chung Mong, John shall retire at the Annual General Meeting. All the retiring Directors, being eligible, offer themselves for re-election at the Annual General Meeting.

## **借貸及抵押資產**

本集團於二零一六年六月三十日之借貸及資產抵押詳情載於綜合財務報表附註27及29。

## **購股權計劃**

購股權計劃詳情載於綜合財務報表附註35。

## **股權掛鈎協議**

於本年度，除購股權計劃及認股權證認購事項外，本公司並無訂立任何股權掛鈎協議。

## **董事**

於本年度，董事名單如下：

### **執行董事**

劉智遠先生  
劉進發先生

### **獨立非執行董事**

李春茂博士  
譚榮健先生  
馮燦文先生

根據細則，劉智遠先生及李春茂博士須於股東週年大會上退任。所有退任董事均符合資格於股東週年大會上膺選連任。



## DIRECTORS' REPORT

### 董事會報告

#### CHANGE IN INFORMATION OF DIRECTORS

Pursuant to Rule 17.50A(1) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"), the changes in information of Directors of the Company subsequent to the date of the 2015 Annual Report required to be disclosed were (i) the updated biographic details of the Directors are set out on pages 6 to 7 of the annual report; (ii) Mr. Tam Wing Kin, an independent Non-executive Director of the Company, was resigned as independent non-executive director of Fittec International Group Company, with effective on 4 February 2016, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange"); and (iii) Dr. Lee Chung Mong, John, an independent Non-executive Director of the Company, was resigned as independent non-executive director of Ruifeng Petroleum Chemical Holdings Limited, with effective on 14 October 2015, a company listed on the Growth Enterprise Market of the Stock Exchange.

Save as disclosed above, there is no other information required to be disclosed pursuant to the Rule 17.50A(1) of the GEM Listing Rules.

#### DIRECTORS' SERVICE CONTRACTS

No Directors proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract with the Company which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

The Board of Directors (the "Board") confirmed that the Company has received, from each of the Independent Non-executive Directors, an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers that they are independent under Rule 5.09 of the GEM Listing Rules.

#### 董事資料變動

根據香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）第17.50A(1)條，於二零一五年年報日期後，本公司須披露之董事資料變動為(i)載於年報第6至第7頁之更新董事履歷詳情，(ii)本公司獨立非執行董事譚榮健先生辭任Fittec International Group Company（一間於香港聯合交易所有限公司（「聯交所」）主板上市之公司）獨立非執行董事，自二零一六年二月四日起生效，及(iii)本公司獨立非執行董事李春茂博士辭任瑞豐石化控股有限公司（一間於聯交所創業板上市之公司）之獨立非執行董事，自二零一五年十月十四日起生效。

除上述所披露者外，根據創業板上市規則第17.50A(1)條，概無其他資料須予以披露。

#### 董事服務合約

擬於應屆股東週年大會上膺選連任之董事均無與本公司訂立本公司或其任何附屬公司不可於一年內免付補償（一般法定補償除外）予以終止之尚未屆滿服務合約。

董事概無與本公司訂立本公司不可於一年內不作賠償（法定賠償除外）而終止之服務合約。

董事會（「董事會」）確認本公司已根據創業板上市規則第5.09條，收到各獨立非執行董事之年度獨立確認。本公司認為彼等根據創業板上市規則第5.09條為獨立。

## **DIRECTORS' REMUNERATION**

The Directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of the Group.

## **DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE GROUP'S BUSINESS**

Save for contracts amongst group companies, no other transactions, arrangements and contracts of significance to which the Company's subsidiaries was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

## **BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT**

Brief biographical details of directors and senior management are set out on pages 6 to 8 of this annual report.

## **MANAGEMENT CONTRACTS**

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

## **EMOLUMENT POLICY**

The emolument policy for the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

## **董事酬金**

董事袍金須於股東大會上取得股東批准。其他酬金由董事會經參考董事職責、職務及表現以及本集團業績後釐定。

## **董事於對本集團業務攸關重要的交易、安排及合約之重大權益**

除集團公司間之合約外，本公司之附屬公司概無訂立本公司董事及董事之關連人士於其中直接或間接擁有重大權益且於本年度末或本年度任何時間仍有效之其他重大交易、安排及合約。

## **董事及高級管理層之履歷詳情**

董事及高級管理層之簡明履歷詳情載於本年報第6頁至第8頁。

## **管理合約**

於本年度，並無訂立或存在有關本公司或其附屬公司之整體或任何重要部分之業務之管理及行政合約。

## **薪酬政策**

本集團僱員的薪酬政策乃由薪酬委員會以彼等的表現、資歷及能力為依據。

本公司董事的薪酬則由薪酬委員會根據本集團營運業績、個別表現及可資比較市場統計數據而釐定。



## DIRECTORS' REPORT

### 董事會報告

The Company has adopted a share option scheme as an incentive to Directors and eligible employees, details of the scheme is set out in note 35 to the consolidated financial statements.

本公司已採納一項購股權計劃作為對董事及合資格僱員的鼓勵，有關計劃之詳情載於綜合財務報表附錄35。

#### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION

董事及主要行政人員於本公司或本公司之任何指明企業或任何其他相聯法團之股份、相關股份及債權證之權益及／或淡倉

As at 30 June 2016, the interests and short position of the Directors and chief executive of the Company in the share capital, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealings by Directors of the Company as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

於二零一六年六月三十日，董事及本公司主要行政人員在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）之股本、相關股份及債權證中，擁有已記入本公司根據證券及期貨條例第352條須存置之登記冊之權益及淡倉，或根據創業板上市規則第5.46至5.67條所述本公司董事進行買賣之規定標準另行知會本公司及聯交所之權益及淡倉如下：

##### (i) Long positions in Shares

##### (i) 於股份之好倉

Name of Director	Number of Shares	Nature of interest	Type of Interest	Approximate percentage of issued share capital (%) 佔已發行股本 概約百分比(%) (Note 2) (附註2)
董事姓名	股份數目	權益性質	權益類型	
Mr. Lau Chi Yuen, Joseph	1,179,841,995 (Note 1)	Interest of a controlled corporation	Corporate	23.14%
劉智遠先生	1,179,841,995 (附註1)	受控制公司權益	公司	23.14%

*Notes:*

1. These shares are held as to 63,100,000 shares by Mr. Lau Chi Yuen, Joseph personally and as to 1,116,741,995 shares by JL Investments Capital Limited, which is wholly-owned by Mr. Lau Chi Yuen, Joseph. Mr. Lau Chi Yuen, Joseph is deemed to be interested in the shares held by JL Investments Capital Limited.
2. The percentage of issued share capital had been arrived at on the basis of a total of 5,098,793,790 ordinary shares in issue as at 30 June 2016.

Save as disclosed above, as at 30 June 2016, none of the Directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules.

Save as disclosed above, as at 30 June 2016, none of the Directors or chief executive of the Company or their respective spouses or children under 18 years of age had any right to subscribe for the Shares or any share of its associated corporations.

**(ii) Short positions in the Shares and underlying Shares of equity derivatives of the Company**

As at 30 June 2016, none of the Directors had short positions in Shares or underlying Shares of equity derivatives of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

*附註：*

1. 該等股份由劉智遠先生個人持有63,100,000股股份及由JL Investments Capital Limited持有1,116,741,995股股份，而該公司由劉智遠先生全資擁有。劉智遠先生被視為擁有JL Investments Capital Limited所持有之股份之權益。
2. 已發行股本之百分比乃按於二零一六年六月三十日合共5,098,793,790股已發行普通股之基準計算。

除上文所披露者外，於二零一六年六月三十日，各董事或本公司主要行政人員概無在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債權證中，擁有任何已記入本公司根據證券及期貨條例第352條須存置之登記冊之權益或淡倉，或根據創業板上市規則第5.46至5.67條另行知會本公司及聯交所之權益或淡倉。

除上文所披露者外，於二零一六年六月三十日，各董事或本公司主要行政人員或彼等各自之配偶或18歲以下之子女並無擁有任何可認購股份或其相聯法團之任何股份之權利。

**(ii) 於股份及本公司股本衍生工具之相關股份之淡倉**

於二零一六年六月三十日，各董事概無於股份或本公司之股本衍生工具之相關股份中擁有已記入本公司根據證券及期貨條例第336條須存置之登記冊之淡倉。



# DIRECTORS' REPORT

## 董事會報告

### Substantial shareholders interests and short positions in shares and underlying shares

As at 30 June 2016, other than the interests of a Director or chief executive of the Company as disclosed under the heading "Directors' and chief executive's interests and/or short positions in the shares, underlying shares and debentures of the Company or any specified undertaking of the Company or any other associated corporation" above, the interests and short positions of persons in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

#### (i) Long positions in Shares

Name of Shareholder	Number of Shares	Type of interests	Approximate percentage of issued share capital (%) 佔已發行股本 概約百分比(%) (Note 2) (附註2)
股東姓名／名稱	股份數目	權益類型	
Big Good Management Limited ("Big Good")	969,000,000	Beneficial	19.00%
Big Good Management Limited ("Big Good")	969,000,000	實益	19.00%
Mr. Ma Hoi Cheuk ("Mr. Ma")	969,000,000 (Note 1)	Corporate	19.00%
馬凱卓先生("馬先生")	969,000,000 (附註1)	公司	19.00%

Notes:

- Big Good is wholly-owned by Mr. Ma who is deemed to be interested in underlying shares held by Big Good Management Limited.
- see Note 2 on page 29.

### 主要股東於股份及相關股份之權益及淡倉

於二零一六年六月三十日，除上文「董事及主要行政人員於本公司或本公司之任何指明企業或任何其他相聯法團之股份、相關股份及債權證之權益及／或淡倉」一節所披露之董事或本公司主要行政人員之權益外，以下人士於本公司股份及相關股份中擁有已記入本公司根據證券及期貨條例第336條須存置之登記冊之權益及淡倉：

#### (i) 於股份之好倉

附註：

- Big Good由馬先生全資擁有，故馬先生被視為擁有由Big Good Management Limited所持有之相關股份之權益。
- 見第29頁附註2。

**(ii) Long positions in the shares and underlying shares of equity derivatives of the Company**

**(ii) 於本公司股份及股本衍生工具之相關股份之好倉**

Name of Shareholder	Number of Shares	Type of interests	Approximate percentage of issued share capital (%) 佔已發行股本概約百分比(%) (Note 1) (附註1)
股東姓名／名稱	股份數目	權益類型	
Big Good	2,782,823,076 (Note 3, 4 & 5)	Beneficial	54.58%
Big Good	2,782,823,076 (附註3、4及5)	實益	54.58%
Mr. Ma	2,782,823,076 (Note 2, 3, 4 & 5)	Corporate	54.58%
馬先生	2,782,823,076 (附註2、3、4及5)	公司	54.58%

Notes:

- see Note 2 on page 29.
- see Note 1 on page 30.
- Big Good was the holder of 1,063,333,333 convertible non-voting preference shares of HK\$0.15 each which have no voting rights and are convertible into ordinary shares. Pursuant to the terms of the convertible non-voting preference shares, the conversion price of the outstanding convertible non-voting preference shares has been adjusted from HK\$0.65 per share to HK\$0.13 per share as a result of bonus share issue on 3 July 2015. No adjustment is required to be made as a result of bonus warrants issue.

附註：

- 見第29頁附註2。
- 見第30頁附註1。
- Big Good為1,063,333,333股每股面值港幣0.15元之無投票權惟可轉換為普通股之可換股無投票權優先股之持有人。根據可換股無投票權優先股之條款，尚未行使之可換股無投票權優先股之轉換價因於二零一五年七月三日之紅股發行而已由每股港幣0.65元調整至每股港幣0.13元。毋須因紅利認股權證發行作出調整。



## DIRECTORS' REPORT

### 董事會報告

4. Big Good was also the holder of 279,100,000 series B convertible non-voting preference shares of HK\$0.16 each which have no voting rights and are convertible into ordinary shares. Pursuant to the terms of the series B convertible non-voting preference shares, the conversion price of the outstanding series B convertible non-voting preference shares had been adjusted from HK\$0.16 to HK\$0.032 per share as a result of the bonus share issue on 3 July 2015. No adjustment is required to be made as a result of bonus warrants issue.
5. Big Good was the holder of 160,400,000 warrants on 30 June 2016 and were able to convert into ordinary shares at HK\$0.18 on 12 July 2016.

#### *(iii) Short positions in the Shares and underlying Shares of equity derivatives of the Company*

Save as disclosed above, as at 30 June 2016, the Directors of the Company were not aware of any other person (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

#### **DIRECTORS' AND CHIEF EXECUTIVE'S RIGHT TO SUBSCRIBE FOR EQUITY OR DEBT SECURITIES**

At no time during the Year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of equity or debt securities of the Company or any other body corporate.

4. Big Good亦為279,100,000股每股面值港幣0.16元之無投票權惟可轉換為普通股之B系列可換股無投票權優先股之持有人。根據B系列可換股無投票權優先股之條款，尚未行使之B系列可換股無投票權優先股之轉換價因於二零一五年七月三日之紅股發行而已由每股港幣0.16元調整至每股港幣0.032元。毋須因紅利認股權證發行作出調整。
5. 於二零一六年六月三十日，Big Good為160,400,000份於二零一六年七月十二日可按港幣0.18元轉換為普通股之認股權證之持有人。

#### *(iii) 於股份及本公司股本衍生工具之相關股份之淡倉*

除上文所披露者外，據本公司董事所知，於二零一六年六月三十日概無任何其他人士（董事及本公司主要行政人員除外）於本公司股份或相關股份中擁有已記入本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

#### **董事及主要行政人員認購股本或債務證券之權利**

於年內任何時間，本公司或其任何附屬公司並無訂立任何安排，據此，董事可透過購買本公司或任何其他法團之股本或債務證券而獲得利益。

**CONNECTED TRANSACTIONS AND CONTINUING  
CONNECTED TRANSACTIONS**

- (i) The Group has entered into the following connected transactions during the Year and up to the date of this report:

During the Year, Ricotex, a non-wholly owned subsidiary of the Company, entered into (i) the supply agreement with Dakota Industrial Company Limited ("Dakota") pursuant to which Dakota has agreed to supply raw materials to Ricotex and (ii) the sales agreement pursuant to which Ricotex has agreed to sell products to Dakota.

During the Year, (i) Dakota supplied raw materials to Ricotex totally approximately HK\$26,037,000 and (ii) Ricotex sold products to Dakota totally approximately HK\$53,748,000.

The approximate aggregate value and the annual caps of each category of the continuing connected transactions are set out below:

Category	Approximate aggregate value for the year ended 30 June 2016 截至二零一六年 六月三十日止年度 之概約總值 HK\$'000 港幣千元	Annual cap for the year ended 30 June 2016 截至二零一六年 六月三十日止年度 之年度上限 HK\$'000 港幣千元
(i) Dakota supplied raw materials to Ricotex (i) 德高達向利高達供應原材料	26,037	43,400
(ii) Ricotex sold products to Dakota (ii) 利高達向德高達出售產品	53,748	62,000

**關連交易及持續關連交易**

- (i) 本集團已於本年度及截至本報告日期訂立下列關連交易：

於本年度，本公司之非全資附屬公司利高達與德高達製衣有限公司（「德高達」）訂立(i)供應協議，據此，德高達已同意向利高達供應原材料，及(ii)銷售協議，據此，利高達已同意向德高達銷售產品。

於本年度，(i)德高達向利高達供應之原材料合共約為港幣26,037,000元及(ii)利高達向德高達出售之產品合共約為港幣53,748,000元。

各類別持續關連交易之概約總值與年度上限載列如下：



## DIRECTORS' REPORT

### 董事會報告

Billions Field Development Limited ("Billions Field"), is a connected person of the Company at the subsidiary level by holding 50% of the issued share capital in Ricotex; all shareholders of Dakota are family members of each other. The majority shareholders of Dakota and their immediately family member are also majority shareholders of Billions Field. Hence, Dakota is an associate of Billions Field through common shareholders and is also a connected person of the Company at the subsidiary level. Therefore the transactions under the supply agreement and sales agreement constituted continuing connected transactions of the Company under the GEM Listing Rules.

The continuing connected transactions mentioned above have been reviewed by the Independent Non-executive Directors of the Company who confirmed that the transactions have been entered into:

- (a) in the ordinary and usual course of business of the Company;
- (b) on normal commercial terms; and
- (c) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions stated in paragraphs above in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group in accordance with Rule 20.54 of the GEM Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

懋豐發展有限公司(「懋豐」)為本公司於附屬公司層面之關連人士，其持有利高達已發行股本之50%權益；德高達之所有股東彼此為家族成員。德高達之大股東及彼等之直屬家族成員亦為懋豐之大股東。因此，德高達因透過共同股東而為懋豐之聯繫人並亦為本公司於附屬公司層面之關連人士。因此，根據創業板上市規則，供應協議及銷售協議項下之交易構成本公司之持續關連交易。

本公司獨立非執行董事經審閱上文所述之持續關連交易後確認該等交易：

- (a) 乃於本公司一般及日常業務過程中訂立；
- (b) 按一般商業條款訂立；及
- (c) 根據規管該等交易且條款屬公平合理並符合本公司股東整體利益之相關協議訂立。

本公司核數師獲委聘遵照香港會計師公會頒佈的香港核證委聘準則第3000號（經修訂）「審核或審閱過往財務資料以外的核證委聘工作」，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，就上述段落所述本集團的持續關連交易作出報告。核數師已根據創業板上市規則第20.54條發出無保留意見函件，當中載有有關本集團所披露持續關連交易的結果及結論。本公司已將核數師函件副本呈交聯交所。

(ii) On 18 July 2016, the Company and JL Investments Capital Limited (the "Subscriber"), a substantial shareholder of the Company, entered into a subscription agreement, pursuant to which the Subscriber agreed to subscribe for and the Company agreed to allot and issue an aggregate of 300,000,000 shares at subscription price of HK\$0.10 per share (the "Subscription"). The Subscription was approved by the shareholders at the extraordinary general meeting of the Company held on 7 September 2016. The Subscription has yet to be completed as at the date of this report. Please refer to announcements of the Company dated 18 July 2016, 8 August 2016, 22 August 2016 and 7 September 2016 and circular date 22 August 2016 for details.

The Subscriber is wholly and beneficially owned by Mr. Lau Chi Yuen, Joseph, chairman, executive Director and substantial Shareholder of the Company. The Subscriber and Mr. Lau Chi Yuen, Joseph together hold 1,179,841,995 shares representing approximately 23.14% of the Company's total issued share capital as at the day of announcement. Hence, the Subscriber is a connected person of the Company. Therefore the Subscription constituted connected transaction of the Company under the GEM Listing Rules.

Save as disclosed above, during the Year and up to the date of this report, no connected transactions were entered into between the Company or any of its subsidiaries and a connected person as defined under the GEM Listing Rules.

### **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public throughout the Year and up to the date of this report.

(ii) 於二零一六年七月十八日，本公司與JL Investments Capital Limited（「認購人」，本公司之主要股東）訂立認購協議，據此，認購人同意認購，而本公司同意以每股股份港幣0.10元之認購價發行合共300,000,000股股份（「認購事項」）。認購事項已於本公司於二零一六年九月七日舉行之股東特別大會上獲股東批准。於本報告日期，認購事項尚未完成。詳情請參閱本公司日期為二零一六年七月十八日、二零一六年八月八日、二零一六年八月二十二日及二零一六年九月七日之公佈以及日期為二零一六年八月二十二日之通函。

認購人由本公司主席、執行董事及主要股東劉智遠先生全資實益擁有。認購人連同劉智遠先生持有1,179,841,995股股份（相當於本公司於公佈日期已發行股本總額之約23.14%）。因此，認購人為本公司之關連人士。因此，根據創業板上市規則，認購事項構成本公司之關連交易。

除上文所披露者外，於本年度內及截至本報告日期，本公司或其任何附屬公司概無與關連人士（定義見創業板上市規則）訂立任何關連交易。

### **足夠公眾持股量**

根據本公司所得的公開資料並據董事所知，於整個本年度及直至本報告日期，公眾持有本公司已發行股本總額至少25%。



## DIRECTORS' REPORT

### 董事會報告

#### MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's revenue and purchases attributable to the major customers and suppliers during the Year is as follows:

		Percentage of the Group's total 佔本集團總額之百分比	
		Revenue 收入	Purchases 採購額
The largest customer	最大客戶	38%	—
Five largest customers in aggregate	五大客戶合計	70%	—
The largest supplier	最大供應商	—	36%
Five largest suppliers in aggregate	五大供應商合計	—	68%

At no time during the Year have the Directors, their respective associates and any Shareholder (who to the knowledge of the Directors owns more than 5% of the issued share capital of the Company) had any interest in any of the five largest customers and suppliers of the Group.

#### ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The Group is committed to contributing to the sustainability of the environment and maintaining a high standard of corporate social governance essential for creating a framework for motivating staff, and contributes to the community in which we conduct our business and creating a sustainable return to the Group.

#### 主要客戶及供應商

於本年度本集團之主要客戶及供應商應佔之收入及採購額資料如下：

於本年度任何時間，董事、彼等各自之聯繫人士及任何據董事所知擁有超過5%本公司已發行股本之股東概無於本集團任何五大客戶及供應商中擁有任何權益。

#### 環境、社會及管治

本集團致力促進環境可持續性及創建高標準企業社會管治措施有效鼓勵員工參與環境及社會活動，以確保本集團業務可持續發展並且惠及經營所在地區。

## **HEALTH AND SAFETY**

Health and safety are the most pressing concern across our business operations. The Group strives to provide a healthy and safe working environment to the employees.

## **ENVIRONMENT PROTECTION**

Conservation of the environment is a key focus for the Group. The Group complies with environmental legislation, encourages environmental protection and promotes environmental protection awareness to all employees of the Group.

## **COMMUNITY INVOLVEMENT**

The Group is committed to participating in community events from time to time, and to the improvement of community well-being and social services. The Group supports and encourages staffs to actively participate in a wide range of charitable events outside working hours, to raise awareness and concern for the community, and to inspire more people to take part in serving the community in order to provide loving care and financial assistance to the needy.

## **COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS**

The Group has adopted compliance and risk management policies and procedures, and members of the senior management are delegated with the continuing responsibility to monitor adherence and compliance with all significant legal and regulatory requirements.

As far as the Board is aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Company and its subsidiaries.

## **健康及安全**

健康及安全為我們業務營運中最重視的問題。本集團致力於為僱員提供健康及安全的工作環境。

## **環境保護**

環境保護為本集團關注之重點。本集團遵循環境法例、鼓勵環境保護並提升本集團全體僱員的環保意識。

## **深入社區**

本集團致力不時參與社區活動及完善社區福利與社會服務。本集團支持及鼓勵員工在工作之餘積極參加廣泛的慈善活動，以提升社區意識及對社區的關注，並激發更多力量參與社區服務以向有需要人士提供關懷及財務援助。

## **遵守相關法律及法規**

本集團已採納合規及風險管理政策及程序，及高級管理層成員獲授權持續負責監察遵守所有重大法律及監管規定。

據董事會所知，本集團已於各重大方面遵守對本公司及其附屬公司業務及營運有重大影響的相關法律及法規。



## DIRECTORS' REPORT

### 董事會報告

#### RELATIONSHIPS WITH EMPLOYEES

Employees is one of the key stakeholders who affected the sustainability of our business, their contribution and support are values at all times. The Group believes that our people are critical success factors to the Group's competitiveness in the market. As such, the Group regularly reviews compensation and benefits policies accordingly to industry benchmark as well as the individual performance of employees. Share options are provided to retain loyal employees for the purpose of providing incentives and rewards to eligible participants who contributed to the success of the Group's operations.

The Group encourages its employees to participate in external seminars to keep abreast of changes and updates on areas of legal, compliance and financial accounting and reporting. Through these types of training, we believe that the Group can increase its efficiency and productivity while in general, the risk and uncertainties of the Group can be reduced. The Company also encourages continuous professional development training for the Directors and senior management to develop and refresh their knowledge and skills which includes seminars and training, updates on regulatory requirements and development and corporate governance practices.

#### PERMITTED INDEMNITY PROVISION

A permitted indemnity provision that provides for indemnity against liability incurred by the Directors and officers of the Company is currently in force and was in force throughout the Year.

#### 與僱員的關係

僱員乃影響我們業務持續發展的主要持份者，其貢獻及支持一直屬至關重要。本集團相信本集團的人才乃本集團市場競爭優勢的關鍵成功因素。因此，本集團定期根據行業基準檢討薪酬及福利政策以及僱員之個人表現。本集團提供購股權以挽留忠誠僱員，以向為本集團成功營運作出貢獻之合資格參與者提供激勵及獎勵。

本集團鼓勵僱員參與外部研討會，以緊貼法律、合規以及財務會計及申報知識領域的變動及最新資料。本集團相信，透過該等類別之培訓，本集團可提高整體效率及產能、降低本集團之風險及減少不確定因素。本集團亦鼓勵董事及高級管理層進行持續專業發展培訓（其中包括研討會及培訓、法規要求及發展以及企業管治常規之最新資料）以發展及更新彼等之知識及技能。

#### 批准彌償條文

就本公司董事及高級職員所招致之責任而提供彌償之批准彌償條文現仍有效，並於全年內持續有效。

**EVENTS AFTER THE REPORTING PERIOD**

- (a) On 28 July 2016, an aggregate of 4,978,523 ordinary shares were issued as a result of the exercise of the subscription rights attaching to 4,978,523 warrants. The subscription rights attaching to the remaining 981,380,235 warrants expired on 12 July 2016. The premium on the issue of shares, amounting to approximately HK\$846,000 was credited to the Company's share premium account.
- (b) On 18 July 2016, the Company and the placing agent entered into a placing agreement, pursuant to which the placing agent agreed to procure not less than six placees to purchase up to 300,000,000 shares at placing price of HK\$0.10 per share (the "Placing"). On the same date, the Company and the Subscriber, entered into a subscription agreement, pursuant to which the Subscriber agreed to subscribe for and the Company agreed to allot and issue an aggregate of 300,000,000 shares at subscription price of HK\$0.10 per share.

The Placing and Subscription were approved by the shareholders at the extraordinary general meeting of the Company held on 7 September 2016. The Placing and subscription has yet to be completed as at the date of this report. The premium on the issue of shares, amounting to approximately HK\$52,800,000, net of share issue expenses, will be credited to the Company's share premium account upon completion of the Placing and Subscription. The shares will rank pari passu in all respects with the ordinary shares of the Company in issue on the date of allotment.

Please refer to announcements of the Company dated 18 July 2016, 8 August 2016, 22 August 2016 and 7 September 2016 and circular dated 22 August 2016 for details.

**報告期後事項**

- (a) 於二零一六年七月二十八日，本公司因行使4,978,523份認股權證附帶之認購權而發行合共4,978,523股普通股。餘下981,380,235份認股權證附帶之認購權已於二零一六年七月十二日到期。發行股份之溢價約港幣846,000元已計入本公司之股份溢價賬。
- (b) 於二零一六年七月十八日，本公司與配售代理訂立配售協議，據此，配售代理同意促使不少於六名承配人以每股港幣0.10元之配售價購買最多300,000,000股股份（「配售事項」）。於同日，本公司與認購人訂立認購協議，據此，認購人同意認購，而本公司同意以每股港幣0.10元之認購價配發及發行合共300,000,000股股份。

配售事項及認購事項已於本公司於二零一六年九月七日舉行之股東特別大會上獲得股東批准。於本報告日期，配售事項及認購事項尚未完成。發行股份之溢價約港幣52,800,000元（扣除股份發行開支後）將於配售事項及認購事項完成後計入本公司之股份溢價賬。該等股份將於所有方面與本公司於配發日期之已發行普通股享有同等地位。

詳情請參閱本公司日期為二零一六年七月十八日、二零一六年八月八日、二零一六年八月二十二日及二零一六年九月七日之公佈及日期為二零一六年八月二十二日之通函。



## DIRECTORS' REPORT

### 董事會報告

#### COMPETING INTERESTS

The Directors are not aware of, as at 30 June 2016, any business or interest of each Director, substantial shareholder and management shareholders (as defined in the GEM Listing Rules) and their respective associates that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

#### CODE ON CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintain high standards of corporate governance for the Company. During the Year, the Company is in compliance with the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules except provisions A.2.1 and A.4.1 of the CG Code as detailed below:

##### Code Provision A.2.1

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Lau Chi Yuen, Joseph, the chairman of the Company, took up the role of Chief Executive Officer ("CEO") since the position became vacant on 30 June 2014, and thus there has been no segregation of duties during the Year. The Board has evaluated the current situation of the Group and taken into account of the experience and past performance of Mr. Lau Chi Yuen, Joseph, the Board was of the opinion that it was appropriate and in the best interest of the Company at the present stage for vesting the roles of the Chairman and the CEO of the Company in the same person as it helps to facilitates the execution of the Group's business strategies and maximises the effectiveness of its operation. The Board will nevertheless review this structure from time to time and will consider the segregation of the two roles at the appropriate time.

#### 競爭性利益

董事並不知悉於二零一六年六月三十日，各董事、主要股東及管理層股東（定義見創業板上市規則）及彼等各自之聯繫人士之任何業務或權益與本集團業務存在競爭或可能存在競爭，亦不知悉任何該等人士與本集團存在或可能存在任何其他利益衝突。

#### 企業管治常規守則

董事會致力為本公司維持高水平之企業管治。於本年度，本公司已遵守創業板上市規則附錄15所載之企業管治守則（「企業管治守則」），惟企業管治守則第A.2.1條及第A.4.1條除外，詳情見下文：

##### 守則條文第A.2.1條

根據企業管治守則之守則條文第A.2.1條，主席及行政總裁之角色應有所區分，不應由同一人兼任。本公司主席劉智遠先生自行政總裁（「行政總裁」）職務於二零一四年六月三十日懸空以來擔任行政總裁職務，因而於本年度並無職責區分。董事會已評估本集團之目前狀況並考慮劉智遠先生之經驗及過往表現，董事會認為於現階段本公司主席及行政總裁由一人同時兼任實屬適宜且符合本公司之最佳利益，原因為其有利於執行本集團之業務策略及發揮其最高營運效益，惟董事會將不時檢討此架構並將於適當時候考慮將兩個職位分開。

**Code Provision A.4.1**

Under the code provision A.4.1 of the CG Code, Non-executive Directors should be appointed for a specific term, subject to re-election. The current Independent Non-executive Directors are not appointed for specific terms, but are subject to retirement and re-election at Annual General Meeting of the Company in line with the Company's Articles of Association. As such, the Company considers that sufficient measures have been taken to ensure the Company's corporate governance practices are no less exacting than those in the CG Code.

**AUDITOR**

The consolidated financial statements for the Year have been audited by Messrs. RSM Hong Kong. A resolution will be submitted to the annual general meeting to re-appoint RSM Hong Kong as auditor of the Company.

On behalf of the Board

**Lau Chi Yuen, Joseph**  
*Chairman*

Hong Kong, 22 September 2016

**守則條文第A.4.1條**

根據企業管治守則之守則條文第A.4.1條，非執行董事應以特定限期委任，並須接受重選。目前，獨立非執行董事並非以特定限期委任，但須遵守本公司之組織章程細則在本公司股東週年大會上退任及重選。因此，本公司認為已採取足夠措施以確保本公司之企業管治常規不遜於企業管治守則所載之規定。

**核數師**

本年度綜合財務報表已經由中瑞岳華（香港）會計師事務所審核。將於本公司股東週年大會上提呈有關續聘中瑞岳華（香港）會計師事務所為本公司核數師之決議案。

代表董事會

**劉智遠**  
*主席*

香港，二零一六年九月二十二日



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Board of Directors (the “Board”) is committed to maintain high standards of corporate governance for the Company. During the year ended 30 June 2016 (the “Year”), the Company is in compliance with the Corporate Governance Code (the “CG Code”) as set out in Appendix 15 to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) except provisions A.2.1 and A.4.1 of the CG Code as detailed below:

#### Code Provision A.2.1

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Lau Chi Yuen, Joseph, the chairman of the Company, took up the role of Chief Executive Officer (“CEO”) since the position became vacant on 30 June 2014, and thus there has been no segregation of duties during the Year. The Board has evaluated the current situation of the Group and taken into account of the experience and past performance of Mr. Lau Chi Yuen, Joseph, the Board was of the opinion that it was appropriate and in the best interest of the Company at the present stage for vesting the roles of the Chairman and the CEO of the Company in the same person as it helps to facilitates the execution of the Group’s business strategies and maximises the effectiveness of its operation. The Board will nevertheless review this structure from time to time and will consider the segregation of the two roles at the appropriate time.

#### Code Provision A.4.1

Under the code provision A.4.1 of the CG Code, Non-executive Directors should be appointed for a specific term, subject to re-election. The current Independent Non-executive Directors are not appointed for specific terms, but are subject to retirement and re-election at Annual General Meeting (“AGM”) of the Company in line with the Company’s Articles of Association (“Articles”). As such, the Company considers that sufficient measures have been taken to ensure the Company’s corporate governance practices are no less exacting than those in the CG Code.

### 企業管治常規

董事會（「董事會」）致力為本公司維持高水平之企業管治。於截至二零一六年六月三十日止年度（「本年度」）內，本公司已遵守香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）附錄15所載之企業管治守則（「企業管治守則」），惟企業管治守則第A.2.1條及第A.4.1條除外，詳情見下文：

#### 守則條文第A.2.1條

根據企業管治守則之守則條文第A.2.1條，主席及行政總裁之角色應有所區分，不應由同一人兼任。本公司主席劉智遠先生自行政總裁（「行政總裁」）職務於二零一四年六月三十日懸空以來擔任行政總裁職務，因而於本年度並無職責區分。董事會已評估本集團之目前狀況並考慮劉智遠先生之經驗及過往表現，董事會認為於現階段本公司主席及行政總裁由一人同時兼任實屬適宜且符合本公司之最佳利益，原因為其有利於執行本集團之業務策略及發揮其最高營運效益，惟董事會將不時檢討此架構並將於適當時候考慮將兩個職位分開。

#### 守則條文第A.4.1條

根據企業管治守則之守則條文第A.4.1條，非執行董事應以特定限期委任，並須接受重選。目前，獨立非執行董事並非以特定限期委任，但須遵守本公司之組織章程細則（「細則」）在本公司股東週年大會（「股東週年大會」）上退任及重選。因此，本公司認為已採取足夠措施以確保本公司之企業管治常規不遜於企業管治守則所載之規定。

## THE BOARD

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic decisions and performances. Daily operations and execution are delegated to management. The Board is also responsible for performing the corporate governance duties set out below:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees;
- (d) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; and
- (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

The Executive Directors are responsible for running the Group and executing the strategies adopted by the Board. The Independent Non-executive Directors ensure that the Board accounts for the interests of all shareholders and that all issues are considered in an objective manner.

All Directors give sufficient time and attention to the Group's affairs. The Board believes that the balance between Executive Directors and Non-executive Directors is reasonable and adequate to provide checks and balances that safeguard the interests of shareholders and the Group. The Company considers that the Board has the necessary skills and experience appropriate for discharging their duties as Directors in the best interest of the Company and that the current Board size is adequate for its present operations.

## 董事會

董事會負責領導及控制本公司以及監管本集團業務、戰略決策及表現。日常營運及執行已授權予管理層執行。董事會亦負責履行下文所載企業管治職責：

- (a) 制定及檢討本公司之企業管治政策及常規；
- (b) 檢討及監管董事及高級管理層之培訓及持續專業發展；
- (c) 制定、檢討及監管適用於董事及僱員之行為守則及合規手冊（如有）；
- (d) 檢討及監管本公司遵守法律法規規定之政策及常規；及
- (e) 檢討本公司遵守企業管治守則之情況及企業管治報告內之披露事宜。

執行董事負責本集團的運作及執行董事會採納的策略。獨立非執行董事確保董事會考慮到所有股東的利益及客觀考慮所有事宜。

全體董事均對本集團事務給予充足時間及關注。董事會相信，執行董事及非執行董事之間之平衡屬合理及足以相互監察及制衡，以保障股東及本集團之利益。本公司認為董事會具有為本公司最佳利益履行其作為董事之職責之必要技能及經驗，且目前董事會規模適合其現時之營運。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS AND MEETINGS AND DIRECTORS' ATTENDANCE

The Board comprises five members and their positions, as at the date of this report, are as follows:

#### Executive Directors

Mr. Lau Chi Yuen, Joseph (*Chairman and Chief Executive Officer*)  
Mr. Lau Chun Fat, George

#### Independent Non-executive Directors

Dr. Lee Chung Mong, John  
Mr. Tam Wing Kin  
Mr. Fung Chan Man, Alex

Details of the backgrounds and qualifications of the Directors are set out in the section of "Directors and Senior Management's Biographies" on pages 6 to 8 of the annual report for the Year. All Directors have exercised due care, skill and diligence and fulfilled fiduciary duties to all the significant issues of the financial, operational, compliance and risk management of the Company and its subsidiaries (collectively the "Group"). Each Executive Director has accumulated sufficient and valuable experience to hold his position in order to ensure that his fiduciary duties have been carried out in an efficient and effective manner. Save as disclosed, none of the members of the Board have, in any respect, relation to each other in any circumstances.

### 董事會及會議以及董事之出席次數

於本報告日期，董事會由五位董事組成，其成員及職位如下：

#### 執行董事

劉智遠先生（主席兼行政總裁）  
劉進發先生

#### 獨立非執行董事

李春茂博士  
譚榮健先生  
馮燦文先生

有關董事之背景及履歷詳情載於本年度之年報第6頁至第8頁「董事及高級管理層履歷」一節。全體董事已以其才能謹慎勤勉地關注本公司及其附屬公司（統稱「本集團」）在財務、營運、合規及風險管理方面所有重要問題並就此履行本身之受信責任。各執行董事均積累足夠且寶貴之經驗以擔任其職務，並確保其受信責任得以有效履行。除所披露者外，在任何方面而言，董事會各成員在任何情況下與其他董事彼此之間概無關連。

The Board meets at least four times each year and more frequently as the needs of the business demand. The Board held 24 board meetings and 1 general meeting for the Year. Details of the attendance of the Board members are as follows:

董事會每年至少會面四次，並於業務需要時會面更為頻繁。董事會於本年度內舉行24次董事會會議及1次股東大會。有關董事會成員之出席次數詳情如下：

		Attendance 出席次數	
		Board meetings 董事會會議	General meetings 股東大會
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. Lau Chi Yuen, Joseph	劉智遠先生	24/24	1/1
Mr. Lau Chun Fat, George	劉進發先生	24/24	1/1
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Dr. Lee Chung Mong, John	李春茂博士	10/24	1/1
Mr. Tam Wing Kin	譚榮健先生	10/24	1/1
Mr. Fung Chan Man, Alex	馮燦文先生	11/24	1/1

The Company Secretary assists the Chairman in preparing the agenda for meetings and ensures that all applicable rules and regulations are followed. The Company Secretary also keeps detailed minutes of each meeting, which are available to all Directors for inspection. A draft of board minutes are circulated to all Directors for their comment and approved as soon as practicable after the board meetings.

公司秘書協助主席編製會議議程，並確保遵守一切相關規則及規例。公司秘書亦負責保存每次會議的詳細記錄，可供全體董事查閱。於每次董事會會議舉行之後，董事會會議記錄的初稿會於切實可行情況下盡早供全體董事傳閱，以供彼等表達意見及批准。

All Directors have access to relevant and timely information, and they can ask for further information or retain independent professional advisors if necessary. They also have unrestricted access to the advice and service of the Company Secretary, who is responsible for providing Directors with board papers and related materials and ensuring that board procedures are followed.

全體董事均可查閱相關最新資料，如有需要亦可要求查閱更多資料或聘請獨立專業顧問，亦可不受限制要求公司秘書提供意見及服務，而公司秘書亦負責為董事提供董事會會議文件及相關資料，確保符合會議程序。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Should a potential conflict of interest involving a substantial shareholder or Director arise, the matter is discussed in an actual meeting, as opposed to being dealt with by written resolution. Independent Non-executive Directors with no conflict of interest are present at meeting dealing with conflict issues. Board committees, including the Audit, Compensation, Finance and Nomination Committees, all follow the applicable practices and procedures used in board meetings for committee meetings.

The Company has arranged appropriate Directors' and Officers' liabilities insurance cover in respect of legal actions against Directors and senior management arising out of corporate activities.

The Directors are encouraged to enroll in relevant professional development programme to ensure that they are aware of their responsibilities under the legal and regulatory requirements applicable to the Company. During the Year, the Company arranged training on compliance of the GEM Listing Rules, to the Directors and senior management for continuous professional development of their knowledge and skills in performance of their functions. The Company Secretary maintains records of training attended by the Directors. The training attended by the Directors during the Year are as follows:

倘有涉及主要股東或董事的潛在利益衝突情況，有關事宜將於實際會議上討論，而非通過書面決議案處理。無利益衝突的獨立非執行董事將出席會議，處理利益衝突事宜。董事會委員會包括審核、薪酬、財務及提名委員會，全部委員會會議均採取董事會會議的適用常規及程序。

本公司已就董事及高級管理人員因企業活動而可能面對的法律行動安排適當的董事及高級職員責任保險之投保。

本公司鼓勵董事參與相關專業發展計劃，以確保彼等知悉適用於本公司之法律及監管規定下之責任。於本年度內，本公司亦為董事及高級管理人員安排遵守創業板上市規則之培訓，旨在持續專業提升彼等履行職能之知識及技能。公司秘書保存董事參加培訓之記錄。董事於本年度內曾參加之培訓如下：

		Attending seminar relevant to corporate governance, laws, listing rules and regulations 出席有關企業管治、法律、上市規則及規例之研討會	Reading materials relevant to corporate governance, laws, listing rules and regulations 閱讀有關企業管治、法律、上市規則及規例之材料
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. Lau Chi Yuen, Joseph	劉智遠先生	✓	✓
Mr. Lau Chun Fat, George	劉進發先生	✓	✓
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Dr. Lee Chung Mong, John	李春茂博士	✓	✓
Mr. Tam Wing Kin	譚榮健先生	✓	✓
Mr. Fung Chan Man, Alex	馮燦文先生	✓	✓

### **Independent Non-executive Directors**

In order to protect the interest of the shareholders of the Company (the “Shareholders”), the Company appointed three Independent Non-executive Directors with relevant and sufficient experience and qualification to perform their duties. One of the three Independent Non-executive Directors possesses appropriate professional accounting qualifications and financial management expertise, which complies with the requirement of the GEM Listing Rules. During the Year, the Board at all times met the requirements of the GEM Listing Rules of 5.06 relating to have at least one-third in number of its Board members comprising Independent Non-executive Directors. The three Independent Non-executive Directors declared and confirmed with the Company on an annual basis of their independency with the Group in accordance with Rule 5.09 of the GEM Listing Rules. The Board has assessed and concluded that all the Independent Non-executive Directors are independent in appearance and in substance in view of the definition of the GEM Listing Rules. The Independent Non-executive Directors do not hold any office with any connected parties of the Company or have any financial interests other than those Directors’ remuneration as disclosed in note 17 to the consolidated financial statement.

### **CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

Mr. Lau Chi Yuen, Joseph, the chairman of the Company, took up the role of Chief Executive Officer (“CEO”) since 30 June 2014, and thus there is no segregation of duties during the Year. The Board has evaluated the current situation of the Group and taken into account of the experience and past performance of Mr. Lau Chi Yuen, Joseph, the Board was of the opinion that it was appropriate and in the best interest of the Company at the present stage for vesting the roles of the Chairman and the CEO of the Company in the same person as it helps to facilitates the execution of the Group’s business strategies and maximises the effectiveness of its operation. The Board will nevertheless review this structure from time to time and will consider the segregation of the two roles at the appropriate time.

### **獨立非執行董事**

為了保障本公司股東（「股東」）之利益，本公司已委任三名獨立非執行董事，彼等具有相關足夠經驗及資格以履行彼等之職責。三名獨立非執行董事之其中一名具備所規定之適當專業會計資格及財務管理專長，其符合創業板上市規則之規定。於本年度內，董事會一直符合創業板上市規則第5.06條有關董事會成員至少應有三分之一之成員為獨立非執行董事之規定。該三名獨立非執行董事已根據創業板上市規則第5.09條之規定就彼等於本集團之獨立性宣佈並向本公司發出年度確認書。董事會已評估及得出結論，按照創業板上市規則之定義，全體獨立非執行董事表面上及實質上均屬獨立人士。除綜合財務報表附註17所披露之董事酬金外，獨立非執行董事概無於本公司任何關連人士出任任何職位，或擁有任何財務權益。

### **主席及行政總裁**

本公司主席劉智遠先生自二零一四年六月三十日以來擔任行政總裁（「行政總裁」）一職，因而於本年度並無職責區分。董事會已評估本集團之目前狀況並考慮劉智遠先生之經驗及過往表現，董事會認為於現階段本公司主席及行政總裁由一人同時兼任實屬適宜且符合本公司之最佳利益，原因為其有利於執行本集團之業務策略及發揮其最高營運效益，惟董事會將不時檢討此架構並將於適當時候考慮將兩個職位分開。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Chairman of the Company has held one private meeting with all Independent Non-executive Directors to discuss major events or issues which incurred during the Year and the Company's business plan to be developed in the coming year. The Board believed that Independent Non-executive Directors could through this private meeting voice out their concerns on financial aspect after discussed major events or issues and provided constructive advice on the direction of the Company's future development.

#### APPOINTMENT, RE-ELECTION AND RETIREMENT

The procedures of appointment, re-election and retirement of Directors are published in the Articles of the Company. The procedures for shareholders to propose any person to become a Director of the Company are published on the Company's website.

Independent Non-executive Directors were not appointed for specific terms, subject to re-election. Every Director is subject to retirement by rotation at least once every three years.

In accordance with the Articles, Mr. Lau Chi Yuen, Joseph and Dr. Lee Chung Mong, John shall retire at the AGM. All the retiring Directors, being eligible, offer themselves for re-election at the AGM.

#### DIRECTORS' SECURITIES TRANSACTIONS

The Company has 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. Having made specific enquiry of all Directors, all Directors of the Company have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the Year.

The Company has adopted the same code of conduct for securities transactions by employees who are likely to be in possession of inside information of the Company.

No incident of non-compliance of the code of conduct by the relevant employees was noted by the Company.

本公司主席已與全體獨立非執行董事舉行一次私人會議，以討論於本年度內發生之重大事件或事宜及本公司將於來年制定之業務計劃。董事會相信，獨立非執行董事透過此次私人會議，在討論重大事件或事宜後已表達彼等對財務方面之關注，並已就本公司未來發展之方向提供建設性意見。

#### 委任、重選及退任

董事之委任、重選及退任程序刊載於本公司之細則。股東提名任何人士為本公司董事之程序刊載於本公司網站。

獨立非執行董事均並非獲委任以特定任期，惟須膺選連任。各名董事至少每三年輪席告退一次。

根據細則，劉智遠先生及李春茂博士須於股東週年大會上退任。所有退任董事均符合資格於股東週年大會上膺選連任。

#### 董事之證券交易

本公司已採納一套有關董事進行證券交易之行為守則，該守則之條款嚴格程度上不低於創業板上市規則第5.48至第5.67條所規定之交易標準。經向所有董事進行特定查詢後，於整個本年度內，本公司所有董事已遵守所規定之交易標準及本公司所採納有關董事進行證券交易之行為守則。

本公司已就很可能擁有本公司內幕消息之僱員進行證券交易採納相同的行為守則。

本公司並不知悉有任何相關僱員違反行為守則之事件。

## COMPENSATION COMMITTEE

The Company established Compensation Committee with specific written terms of reference which deal clearly with its authority and duties in accordance with the GEM Listing Rules. As at the date of this report, the Compensation Committee comprises a majority members of Independent Non-executive Directors.

At 30 June 2016, the Compensation Committee comprised three Independent Non-executive Directors, Dr. Lee Chung Mong, John, Mr. Tam Wing Kin, Mr. Fung Chan Man, Alex and one Executive Director, Mr. Lau Chi Yuen, Joseph. Mr. Fung Chan Man, Alex is the Chairman of the Committee.

The Compensation Committee proposed to the Chairman relating to the remuneration of Executive Directors. The Compensation Committee also recommended to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration.

The Director's fee payable to him is determined by making reference to his duties and responsibilities in the Company and the prevailing market conditions, as approved by the Board in accordance with the Company's remuneration policy pursuant to the authority given by the Shareholders. No Director has taken part in setting his own remuneration. Meetings of the Compensation Committee shall be held at least once a year.

The Compensation Committee held 1 meeting during the Year. Details of the attendance of the Compensation Committee meetings are as follows:

### Committee members

Mr. Lau Chi Yuen, Joseph  
Dr. Lee Chung Mong, John  
Mr. Tam Wing Kin  
Mr. Fung Chan Man, Alex

### 委員會成員

劉智遠先生  
李春茂博士  
譚榮健先生  
馮燦文先生

### Attendance 出席次數

1/1  
1/1  
1/1  
1/1

During the Year, there was one meeting held by the Compensation Committee to review the Group's term of reference for the Compensation Committee and review all Directors' Remuneration.

Details of the remuneration paid to Directors and members of senior management by band for the Year are disclosed in notes 16(b) and 17(a) to the consolidated financial statements.

## 薪酬委員會

本公司已成立薪酬委員會，並按創業板上市規則書面訂明其具體職權範圍以清楚制定其職權。於本報告日期，薪酬委員會包括大部分獨立非執行董事之成員。

於二零一六年六月三十日，薪酬委員會包括三名獨立非執行董事李春茂博士、譚榮健先生、馮燦文先生及一名執行董事劉智遠先生。馮燦文先生為該委員會主席。

薪酬委員會向主席提出有關執行董事酬金之建議。薪酬委員會亦會就本公司之政策、董事及高級管理人員全部酬金架構以及就制定有關酬金之政策而設立正式及具透明度之程序，向董事會提供意見。

應付予董事之董事袍金乃基於彼等於本公司之職責及當時市況而定，由董事會根據股東授權按本公司之酬金政策批准。概無董事參與釐定其本身之酬金。薪酬委員會應至少每年舉行一次會議。

薪酬委員會於本年度內舉行一次會議。有關薪酬委員會會議之成員出席次數詳情如下：

薪酬委員會於本年度內已舉行一次會議，以檢討本集團薪酬委員會之職權範圍及檢討全體董事之薪酬。

於本年度支付予董事及高級管理層成員之按範疇劃分之薪酬詳情於綜合財務報表附註16(b)及17(a)披露。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### NOMINATION COMMITTEE

The Company established a Nomination Committee in 2005. The Nomination Committee is responsible for making recommendations to the Board on nominations, appointment of Directors and Board succession. The Nomination Committee selects candidates for directorship with reference to the board diversity policy (the "Policy") and the candidate's professional knowledge, industry experience, personal ethics and integrity, and time commitments. During the selection process, the Nomination Committee may consider referrals or engage external recruitments professionals when necessary.

The Board has adopted a Policy in August 2013 which sets out the approach to achieve diversity on the Board. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee of the Company will monitor the implementation of this Policy and will from time to time review this Policy, as appropriate, to ensure the effectiveness of this Policy.

The Nomination Committee comprises at least three members, the majority of whom shall be Independent Non-executive Directors. The current members of the Nomination Committee are Mr. Lau Chi Yuen, Joseph, Dr. Lee Chung Mong, John, Mr. Tam Wing Kin and Mr. Fung Chan Man, Alex. Mr. Fung Chan Man, Alex is the Chairman of the Committee. Meetings of the Nomination Committee shall be held at least once a year.

### 提名委員會

本公司於二零零五年成立提名委員會。提名委員會負責就董事之提名、委任，以及董事之繼任向董事會提出建議。提名委員會會參考董事會成員多元化政策（「該政策」）及候選人之專業知識、業內經驗、個人操守及誠信，以及可貢獻的時間挑選董事候選人。於挑選過程中，提名委員會可能考慮推薦或有需要時聘請外部之招聘專業人員。

董事會已於二零一三年八月採納該政策，當中載有達致董事會多元化之方法。本公司明白並深信董事會成員多元化對提升公司的表現素質裨益良多。於確立董事會組成結構時，董事會成員多元化已從多方面獲得考慮，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會成員之委任均以用人唯才為原則，並以客觀條件考慮及充分顧及董事會成員多元化之裨益。

甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻而作決定。

本公司提名委員會將監督此項政策之實施並於適當時候不時檢討此項政策，確保此項政策之效率。

提名委員會最少由三位成員組成，而其成員大多數須為獨立非執行董事。提名委員會現時的成員為劉智遠先生、李春茂博士、譚榮健先生及馮燦文先生。馮燦文先生為該委員會主席。提名委員會須每年至少舉行一次會議。

The Nomination Committee held 1 meeting during the Year. Details of the attendance of the Nomination Committee meeting is as follows:

提名委員會於本年度內已舉行一次會議。有關提名委員會會議之成員出席次數詳情如下：

Committee members	委員會成員	Attendance 出席次數
Mr. Lau Chi Yuen, Joseph	劉智遠先生	1/1
Dr. Lee Chung Mong, John	李春茂博士	1/1
Mr. Tam Wing Kin	譚榮健先生	1/1
Mr. Fung Chan Man, Alex	馮燦文先生	1/1

During the Year, there was one meeting held by the Nomination Committee to review the size and composition of the Board and the Group's term of reference for the Nomination Committee.

於本年度，提名委員會曾舉行一次會議，以檢討董事會之規模及組成以及本集團提名委員會之職權範圍。

### FINANCE COMMITTEE

### 財務委員會

The Company established a Finance Committee with written terms of reference to review and approve banking facilities to be granted or issued by the Company, provision of corporate guarantees by the Company for its subsidiaries and opening of bank or securities related accounts. The Finance Committee comprises at least three members. The current members of the Finance Committee are Mr. Lau Chi Yuen, Joseph, Dr. Lee Chung Mong, John, Mr. Tam Wing Kin and Mr. Fung Chan Man, Alex. Mr. Fung Chan Man, Alex is the Chairman of the Committee.

本公司成立財務委員會，並書面訂明具體職權範圍以檢討及批准本公司將予授出或審批的銀行貸款，由本公司就其附屬公司提供公司擔保，以及開立銀行或證券相關賬戶。財務委員會最少包括三位成員。目前財務委員會之成員為劉智遠先生、李春茂博士、譚榮健先生及馮燦文先生。馮燦文先生為該委員會主席。

The Finance Committee held 1 meeting during the Year. Details of the attendance of the Finance Committee meeting is as follows:

財務委員會於本年度曾舉行一次會議。有關財務委員會會議之成員出席次數詳情如下：

Committee members	委員會成員	Attendance 出席次數
Mr. Lau Chi Yuen, Joseph	劉智遠先生	1/1
Dr. Lee Chung Mong, John	李春茂博士	1/1
Mr. Tam Wing Kin	譚榮健先生	1/1
Mr. Fung Chan Man, Alex	馮燦文先生	1/1



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### AUDIT COMMITTEE

The Company established an Audit Committee. The primary duties of the Audit Committee is to communicate with the management of the Company from time to time, including but not limited to review the accounting principles and practices adopted by the Company, the effectiveness of its internal control systems, the quarterly, interim and annual results of the Company. The Audit Committee is also responsible for considering the appointment, re-appointment and removal of the external auditor and reviewing the impairment to its independency with any non-audit services performed by the external auditor.

As at the date of this report, the members of Audit Committee, which are all Independent Non-executive Directors, are Dr. Lee Chung Mong, John, Mr. Tam Wing Kin and Mr. Fung Chan Man, Alex. Mr. Tam Wing Kin is the Chairman of the Committee.

The Audit Committee held 6 meetings during the Year. Details of the attendance of the Audit Committee meetings are as follows:

#### Committee members

Dr. Lee Chung Mong, John  
Mr. Tam Wing Kin  
Mr. Fung Chan Man, Alex

#### 委員會成員

李春茂博士  
譚榮健先生  
馮燦文先生

#### Attendance 出席次數

6/6  
6/6  
6/6

During the Year, there were six meetings held by the Audit Committee (i) to review the Company's audited annual results for the financial year ended 30 June 2015, unaudited first quarterly results for the three months ended 30 September 2015, unaudited interim results for the six months ended 31 December 2015 and unaudited third quarterly results for the nine months ended 31 March 2016; (ii) to review the Group's internal control system; and (iii) to review the Group's term of reference for the Audit Committee.

### 審核委員會

本公司已成立審核委員會。審核委員會之主要職責為不時與本公司之管理人員溝通，包括但不限於審閱本公司採納之會計原則及慣例、內部監控系統之成效以及本公司季度、中期及年度業績。此外，審核委員會亦負責考慮外聘核數師之委任、續聘及罷免等事宜，以及檢討外聘核數師進行任何非核數服務對其獨立性之影響。

於本報告日期，審核委員會成員全部為獨立非執行董事，其成員包括李春茂博士、譚榮健先生及馮燦文先生。譚榮健先生為該委員會主席。

審核委員會於本年度已舉行六次會議。有關審核委員會會議之成員出席次數詳情如下：

於本年度，審核委員會曾舉行六次會議，以(i)審閱本公司截至二零一五年六月三十日止財政年度之經審核年度業績、截至二零一五年九月三十日止三個月之未經審核第一季度業績、截至二零一五年十二月三十一日止六個月之未經審核中期業績及截至二零一六年三月三十一日止九個月之未經審核第三季度業績；(ii)審閱本集團之內部監控系統；及(iii)檢討本集團審核委員會之職權範圍。

## AUDITOR'S REMUNERATION

During the Year, the total fee paid/payable in respect of audit and non-audit services provided by the Company's external auditor is set out below:

## 核數師酬金

於本年度，就本公司外聘核數師提供審核及非審核服務之已付／應付酬金總額載列如下：

		HK\$'000 港幣千元
Types of services	服務種類	
Audit services	審核服務	870
Taxation fee	稅務費用	63
Non-audit services	非審核服務	182
Total	總計	1,115

## COMPANY SECRETARY

The Company Secretary has been a full time employee who has knowledge of the Company's affair. The Company Secretary of the Company is Ms. Chan Hiu Kwan, who is engaged and appointed by the Board on 3 August 2011. For the Year, the Company Secretary of the Company confirmed that she has taken no less than 15 hours of relevant professional training.

## 公司秘書

公司秘書一直是熟知本公司事務之全職僱員。本公司之公司秘書為陳曉筠女士，彼於二零一一年八月三日獲董事會委聘及委任。於本年度，本公司之公司秘書確認已接受不少於15小時之相關專業培訓。

## INTERNAL CONTROL REVIEW AND RISK MANAGEMENT

Proper internal controls not only facilitate the effectiveness and efficiency of operations, ensure compliance with laws and regulations, but most importantly, help to manage risk exposure of the Company. The Company is committed to the risk identification, risk assessment, evaluation of internal control system and monitoring of remediation plan to control deficiencies. The Audit Committee has met with the management of the Company on a regular basis to review the existing internal control practice.

## 審閱內部監控及風險管理

採取妥善之內部監控措施不僅可加快業務運作及成效、確保遵守法律及法規，最重要者，乃有助本公司管理所承擔之風險。本公司致力辨識風險、評估風險以及評估內部監控系統，同時監督用以控制偏離守則之補救計劃。審核委員會已定期與本公司管理人員會面，以審閱現時之內部監控常規。

During the Year, the Board considers that the system of internal control for the Group is adequate and effective.

於本年度內，董事會認為內部監控系統就本集團而言屬充分及有效。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Board is responsible for presenting a clear, balanced assessment of the Group's performance and prospects. It is also responsible for preparing financial statements that give a true and fair view of the Group's financial position on a going concern basis and other price-sensitive announcements and financial disclosures. Management provides the Board with the relevant information it needs to discharge these responsibilities.

The responsibilities of the auditor to the shareholders are set out in the Independent Auditor's Report on pages 57 and 58.

### SHAREHOLDERS' RIGHTS

#### Procedure for Shareholders to Convene an Extraordinary General Meeting

Pursuant to article 58 of the Company's Articles, the Board may whenever it thinks fit call extraordinary general meetings. Any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

### 董事及核數師對財務報表之責任

董事會負責就本集團的表現及前景發表清晰、中肯的評估。其亦負責編製財務報表，按持續經營基準就本集團的財務狀況提供真確及公平的意見，及披露其他股價敏感性公佈及財務資料。管理層會向董事會提供其履行該等責任所需的相關資料。

核數師對股東的責任載於第57頁及第58頁的獨立核數師報告。

### 股東權利

#### 股東召開股東特別大會之程序

根據本公司之細則第58條，董事會可於其認為適當的時候召開股東特別大會。任何一名或以上於遞呈要求日期持有不少於本公司繳足股本（賦有於本公司股東大會上的投票權）十分之一的股東於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且有關大會應於遞呈該要求後兩個月內舉行，倘遞呈後二十一日內，董事會未有召開有關大會，則遞呈要求人可自行以同樣方式作出此舉，而遞呈要求人因董事會未有召開大會而合理產生的所有開支應由本公司向遞呈要求人作出償付。

**Procedures for put forward a proposal at a Shareholders' meeting**

There are no provisions allowing Shareholders to propose resolutions at general meetings under the Company's Articles or the Cayman Islands Companies Law. As regard to the procedure for proposing a person for election as a Director, please refer to the procedures made available under the "Corporate Information" section (Procedures to propose director) of the Company's website at [www.luxey.com.hk](http://www.luxey.com.hk).

**Procedures by which enquiries may be put to the Board**

Shareholders may at any time send their enquires to the Board in writing though the Company Secretary of the Company's website at [www.luxey.com.hk](http://www.luxey.com.hk).

Address: Unit B, 5th Floor, Hang Cheong Factory Building,  
1 Wing Ming Street, Cheung Sha Wan,  
Kowloon, Hong Kong  
Telephone: (852) 2520 6020  
Fax: (852) 2520 6086  
Email: [admin@luxey.com.hk](mailto:admin@luxey.com.hk)

The Company Secretary of the Company shall forward the Shareholders' enquiries to the Board, where appropriate to answer the Shareholders' questions.

**CONSTITUTIONAL DOCUMENTS**

There was no significant change in the Company's constitutional documents for the Year.

**於股東大會上提出建議之程序**

根據本公司之細則或開曼群島公司法，概無條文允許股東於股東大會上提呈決議案。有關推選有關人士參選董事之程序，請參閱本公司網站([www.luxey.com.hk](http://www.luxey.com.hk))「公司資料」一節（提名董事之程序）項下可供查閱之程序。

**股東向董事會進行查詢之程序**

股東可隨時透過本公司網站([www.luxey.com.hk](http://www.luxey.com.hk))之公司秘書以書面方式向董事會提出彼等之查詢。

地址：香港九龍長沙灣永明街1號恆昌工廠大廈5樓B室

電話：(852) 2520 6020  
傳真：(852) 2520 6086  
電郵：[admin@luxey.com.hk](mailto:admin@luxey.com.hk)

本公司之公司秘書將向董事會轉呈股東之查詢，並適時解答股東之疑問。

**憲章文件**

本公司於本年度之憲章文件概無重大變動。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### COMMUNICATIONS WITH SHAREHOLDERS

The Company follows a policy of disclosing relevant information to Shareholders in a timely manner. The Company also recognises that people other than Shareholders, such as potential investors and the investment community generally may have an interest in information about the Company. Annual, quarterly and interim reports offer comprehensive operational and financial performance information to Shareholders and the AGM provides a forum for Shareholders to exchange views directly with the Board. The Company regards the AGM as an important event and all Directors, senior management and external auditor make an effort to attend the AGM of the Company to address Shareholders' queries. All the Shareholders are given a minimum of 20 clear days and minimum of 20 clear business days' notice of the date and venue of the AGM of the Company. The Company supports the CG Code's principle to encourage Shareholders' participation. The Company has also complied with the requirements concerning voting by poll under the GEM Listing Rules. Details of the poll voting procedures and the rights of Shareholders to demand a poll included in circulars to Shareholders dispatched by the Company and explained by the chairman of general meeting at the meeting. All resolutions proposed at general meeting are voted separately. The results of the poll was published on the websites of the Stock Exchange and the Company.

The Company has maintained a corporate website ([www.luxey.com.hk](http://www.luxey.com.hk)) as a channel to promote effective corporate communication with the investors and the general public. The website is used to disseminate Company announcements, circulars, Shareholder information and other relevant financial and non-financial information in an electronic format on a timely basis.

The Shareholder communication policy is reviewed regularly to ensure effectiveness and compliance with the current regulatory and other requirements.

### 與股東溝通

本公司實行及時披露相關資料予股東的政策。本公司亦認同股東以外之人士（例如有意投資者及投資團體）可能會對本公司資料有興趣。年報、季度報告及中期報告給予股東全面營運及財務表現資料，而股東週年大會為股東提供討論場所以便與董事會直接交換意見。本公司視股東週年大會為重要事件，而所有董事、高級管理層及外聘核數師會盡力出席本公司的股東週年大會以解答股東詢問。本公司將向所有股東發出最少足二十日及最少足二十個營業日之通知，以告知本公司舉行股東週年大會的日期及地點。本公司堅持企業管治守則的原則，鼓勵股東參與。本公司亦已遵守創業板上市規則有關投票表決的規定。投票表決程序及股東要求投票的權利的詳情載於本公司向股東發出的通函內，並由股東大會主席於會上解釋。所有於股東大會上提呈的決議案均須獨立進行表決。投票表決之結果將刊載於聯交所及本公司之網站上。

本公司設在公司網站([www.luxey.com.hk](http://www.luxey.com.hk))，作為促進與投資者及公眾進行有效公司溝通之渠道。該網站以電子方式及時發放公司公佈、通函、股東資料及其他有關財務及非財務之資料。

股東溝通政策獲定期檢討，以確保其有效性及遵守當前規例及其他規定。



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

We have audited the consolidated financial statements of Luxey International (Holdings) Limited (the "Company") and its subsidiaries set out on pages 59 to 166, which comprise the consolidated statement of financial position as at 30 June 2016, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and 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 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：全體股東  
**薈萃國際（控股）有限公司**  
*（於開曼群島註冊成立之有限公司）*

本核數師（以下簡稱「吾等」）已審核載於第59頁至第166頁薈萃國際（控股）有限公司（「貴公司」）及其附屬公司之綜合財務報表，該等綜合財務報表包括於二零一六年六月三十日之綜合財務狀況表與截至該日止年度之綜合損益表、綜合損益及其他全面收益表、股東權益變動綜合報表及綜合現金流量表，以及主要會計政策概要及其他解釋資料。

#### **董事就綜合財務報表須承擔之責任**

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，編製及真實而公平地呈列該等綜合財務報表，以及董事認為相關之內部監控，以使所編製之綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### AUDITOR'S 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, 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 auditor's judgement, 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 auditor considers internal control relevant to the entity's preparation of 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.

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Company and its subsidiaries as at 30 June 2016, and their financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

**RSM Hong Kong**  
Certified Public Accountants  
Hong Kong  
22 September 2016

### 核數師之責任

吾等之責任是根據吾等之審核，就該等綜合財務報表發表意見，並僅向全體股東報告，除此以外別無其他用途。吾等並不就本報告之內容向任何其他人士負責或承擔任何責任。吾等已根據香港會計師公會頒佈之香港核數準則進行審核。這些準則要求吾等遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地呈列綜合財務報表相關之內部監控，以設計適當之審核程序，但並非對公司之內部監控效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出會計估計之合理性，以及評價綜合財務報表之整體呈列方式。

吾等相信，吾等所獲得之審核憑證乃充足及適當地為吾等之審核意見提供基礎。

### 意見

吾等認為，綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及其附屬公司於二零一六年六月三十日之財務狀況及彼等截至該日止年度之財務表現及現金流量，並已按照香港公司條例之披露規定妥為編製。

**中瑞岳華(香港)會計師事務所**  
執業會計師  
香港  
二零一六年九月二十二日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

		Note 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>Continuing operations</b>	<b>持續經營業務</b>			
<b>Revenue</b>	<b>收入</b>	8	<b>139,981</b>	121,251
Cost of sales and service rendered	銷售及提供服務之成本		<b>(134,133)</b>	(98,923)
<b>Gross profit</b>	<b>毛利</b>		<b>5,848</b>	22,328
Other income	其他收益	9	<b>8,848</b>	7,256
Impairment of goodwill	商譽減值	22	<b>(37,900)</b>	(282,304)
Selling expenses	銷售開支		<b>(782)</b>	(1,824)
Administrative expenses	行政費用		<b>(26,564)</b>	(37,824)
<b>Loss from operations</b>	<b>經營虧損</b>		<b>(50,550)</b>	(292,368)
Finance costs	財務成本	11	<b>(525)</b>	(4,296)
Gain on deemed disposal of an associate	視作出售一間聯營公司之收益	12	–	61,628
Share of losses of an associate	應佔一間聯營公司之虧損		–	(8,070)
<b>Loss before tax</b>	<b>除稅前虧損</b>		<b>(51,075)</b>	(243,106)
Income tax (expense)/credit	所得稅(開支)/抵免	13	<b>(478)</b>	181
<b>Loss for the year from continuing operations</b>	<b>來自持續經營業務之年內虧損</b>		<b>(51,553)</b>	(242,925)
<b>Discontinued operation</b>	<b>已終止經營業務</b>			
Loss for the year from discontinued operation	來自已終止經營業務之年內虧損	14	–	(9,255)
<b>Loss for the year</b>	<b>年內虧損</b>	15	<b>(51,553)</b>	(252,180)



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

		Note 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>Attributable to:</b>	<b>下列人士應佔：</b>			
Owners of the Company	本公司擁有人			
Loss from continuing operations	來自持續經營業務之虧損		(47,251)	(241,664)
Loss from discontinued operation	來自已終止經營業務之虧損		—	(3,780)
			<u>(47,251)</u>	<u>(245,444)</u>
Loss attributable to owners of the Company	本公司擁有人應佔虧損			
			<u>(47,251)</u>	<u>(245,444)</u>
Non-controlling interests	非控股權益			
Loss from continuing operations	來自持續經營業務之虧損		(4,302)	(1,261)
Loss from discontinued operation	來自已終止經營業務之虧損		—	(5,475)
			<u>—</u>	<u>(5,475)</u>
Loss attributable to non-controlling interests	非控股權益應佔虧損		(4,302)	(6,736)
			<u>(4,302)</u>	<u>(6,736)</u>
			<u>(51,553)</u>	<u>(252,180)</u>
<b>Loss per share</b>	<b>每股虧損</b>	19		
From continuing and discontinued operations	來自持續及已終止經營業務			
Basic (cents per share)	基本（每股港仙）		(0.940)	(4.977)
			<u>(0.940)</u>	<u>(4.977)</u>
Diluted (cents per share)	攤薄（每股港仙）		(0.940)	(4.977)
			<u>(0.940)</u>	<u>(4.977)</u>
From continuing operations	來自持續經營業務			
Basic (cents per share)	基本（每股港仙）		(0.940)	(4.900)
			<u>(0.940)</u>	<u>(4.900)</u>
Diluted (cents per share)	攤薄（每股港仙）		(0.940)	(4.900)
			<u>(0.940)</u>	<u>(4.900)</u>

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

		Note 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>Loss for the year</b>	<b>年內虧損</b>		<b>(51,553)</b>	(252,180)
<b>Other comprehensive income:</b>	<b>其他全面收益：</b>			
<i>Item that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益之項目：</i>			
Surplus on revaluation of property, plant and equipment	重估物業、廠房及設備產生之盈餘		<b>2,287</b>	1,216
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益之項目：</i>			
Exchange differences on translating foreign operations	換算境外業務之匯兌差額		<b>(552)</b>	—
Fair value changes of available-for-sale financial assets	可供出售金融資產之公平值變動		—	(4,078)
Reclassification adjustments for amounts transferred to profit or loss of available-for-sale financial assets	可供出售金融資產之已轉至損益之金額之重新分類調整		—	—
– Disposal	– 出售		—	443
– Impairment losses	– 減值虧損		—	4,078
			<b>(552)</b>	443
<b>Other comprehensive income for the year, net of tax</b>	<b>除稅後年內其他全面收益</b>	20	<b>1,735</b>	1,659
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>		<b>(49,818)</b>	(250,521)
<b>Attributable to:</b>	<b>下列人士應佔：</b>			
Owners of the Company	本公司擁有人		<b>(45,943)</b>	(243,785)
Non-controlling interests	非控股權益		<b>(3,875)</b>	(6,736)
			<b>(49,818)</b>	(250,521)



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 30 June 2016 於二零一六年六月三十日

		Note 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	21	30,590	19,641
Goodwill	商譽	22	101,064	138,964
Available-for-sale financial assets	可供出售金融資產	24	2,998	2,998
Club debenture	會所債券		50	—
Deferred tax assets	遞延稅項資產	31	—	412
			<b>134,702</b>	<b>162,015</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	25	13,285	6,664
Trade and other receivables	應收貿易及其他賬款	26	23,339	7,364
Pledged bank deposits	已抵押銀行存款	27	613	641
Bank and cash balances	銀行及現金結存	27	48,556	71,773
			<b>85,793</b>	<b>86,442</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付貿易及其他賬款	28	33,787	18,795
Loan from a non-controlling shareholder of a subsidiary	來自一間附屬公司之一名非控股股東之貸款	29	19,500	10,000
Employee benefit obligations	僱員福利責任	30	4,650	6,444
Current tax liabilities	即期稅項負債		6,922	6,946
			<b>64,859</b>	<b>42,185</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>20,934</b>	<b>44,257</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>155,636</b>	<b>206,272</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	31	732	—
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>154,904</b>	<b>206,272</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 30 June 2016 於二零一六年六月三十日

		Note 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	32	<b>261,144</b>	225,364
Reserves	儲備	34	<b>(112,890)</b>	(29,925)
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>148,254</b>	195,439
Non-controlling interests	非控股權益		<b>6,650</b>	10,833
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>154,904</b>	206,272

Approved by the Board of Directors on 22 September 2016 and are signed on its behalf by:

董事會於二零一六年九月二十二日批准並由下列董事代表簽署：

**Lau Chi Yuen, Joseph**  
劉智遠  
Chairman  
主席

**Lau Chun Fat, George**  
劉進發  
Executive Director  
執行董事



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 股東權益變動綜合報表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Translation reserve	Plant and machinery revaluation reserve 廠房及機器重估儲備	Capital redemption reserve 資本贖回儲備	Investment revaluation reserve 投資重估儲備	Accumulated losses 累計虧損	Total	Non-controlling interests 非控股權益	Total equity 權益總額
		股本 (note 32) (附註32)	股份溢價 (note 34(b)(i)) (附註34(b)(i))	匯兌儲備 (note 34(b)(ii)) (附註34(b)(ii))	重估儲備 (note 34(b)(iii)) (附註34(b)(iii))	資本贖回儲備 (note 34(b)(iv)) (附註34(b)(iv))	投資重估儲備 (note 34(b)(v)) (附註34(b)(v))	累計虧損	總額	非控股權益	權益總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 July 2014	於二零一四年七月一日	412,090	612,523	(74)	1,377	150	(443)	(620,129)	405,494	(15,454)	390,040
Total comprehensive income for the year	年內全面收益總額	-	-	-	1,216	-	443	(245,444)	(243,785)	(6,736)	(250,521)
Capital reorganisation (note 32(a))	股本重組 (附註32(a))	(236,726)	-	-	-	-	-	236,726	-	-	-
Settlement of promissory notes (note 32(b))	結算承付票據 (附註32(b))	50,000	-	-	-	-	-	-	50,000	-	50,000
Business combination	業務合併	-	-	-	-	-	-	-	-	11,283	11,283
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	5,470	5,470
Purchase of non-controlling interests	購買非控股權益	-	-	-	-	-	-	(16,270)	(16,270)	16,270	-
Changes in equity for the year	年內權益變動	(186,726)	-	-	1,216	-	443	(24,988)	(210,055)	26,287	(183,768)
At 30 June 2015 and 1 July 2015	於二零一五年六月三十日及 二零一五年七月一日	225,364	612,523	(74)	2,593	150	-	(645,117)	195,439	10,833	206,272
Total comprehensive income for the year	年內全面收益總額	-	-	(552)	1,860	-	-	(47,251)	(45,943)	(3,875)	(49,818)
Bonus issue (note 32(c))	紅股發行 (附註32(c))	39,454	(39,454)	-	-	-	-	-	-	-	-
Conversion of series B convertible non-voting preference shares into ordinary shares (note 32(d))	B系列可換股無投票權 優先股轉換為普通股 (附註32(d))	(3,674)	3,674	-	-	-	-	-	-	-	-
De-registration of a subsidiary	註銷登記一間附屬公司	-	-	-	-	-	-	-	-	450	450
Purchase of non-controlling interests (note 36)	購買非控股權益 (附註36)	-	-	-	-	-	-	(1,242)	(1,242)	(758)	(2,000)
Changes in equity for the year	年內權益變動	35,780	(35,780)	(552)	1,860	-	-	(48,493)	(47,185)	(4,183)	(51,368)
At 30 June 2016	於二零一六年六月三十日	261,144	576,743	(626)	4,453	150	-	(693,610)	148,254	6,650	154,904

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

	Note 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動之現金流量</b>		
Loss before tax	除稅前虧損		
Continuing operations	持續經營業務	(51,075)	(243,106)
Discontinued operation (note 14)	已終止經營業務 (附註14)	—	(10,754)
		<b>(51,075)</b>	<b>(253,860)</b>
Adjustments for:	就以下項目所作調整：		
Finance costs	財務成本	525	5,177
Interest income	利息收入	(161)	(946)
Depreciation	折舊	7,987	2,944
Loss on de-registration of a subsidiary	註銷登記一間附屬公司之虧損	450	—
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)/虧損	(3,120)	147
Write off of property, plant and equipment	撇銷物業、廠房及設備	—	73
Impairment of available-for-sale financial assets	可供出售金融資產減值	—	4,078
Impairment of goodwill	商譽減值	37,900	282,304
Reversal of allowance for inventories	存貨撥備撥回	—	(802)
Allowance for receivables	應收賬款撥備	1,283	1,427
Reversal of allowance for receivables	應收賬款撥備撥回	(1,055)	(1,318)
Loss on disposal of available-for sale financial assets	出售可供出售金融資產之虧損	—	789
Gain on deemed disposal of an associate	視為出售一間聯營公司之收益	—	(61,628)
Share of losses of an associate	應佔一間聯營公司虧損	—	8,070
Operating loss before working capital changes	營運資金變動前之經營虧損	<b>(7,266)</b>	<b>(13,545)</b>
Increase in inventories	存貨增加	<b>(6,621)</b>	<b>(17,249)</b>
(Increase)/decrease in trade and other receivables	應收貿易及其他賬款(增加)/減少	<b>(16,203)</b>	<b>12,706</b>
Increase in trade and other payables	應收貿易及其他賬款增加	<b>14,467</b>	<b>28,822</b>
(Decrease)/increase in provision for employee benefit obligations	僱員福利責任撥備(減少)/增加	<b>(1,412)</b>	<b>1,066</b>
Cash (used in)/generated from operations	經營(所用)/所得之現金	<b>(17,035)</b>	<b>11,800</b>
Income tax refunded	可退還所得稅	10	50
Income tax paid	已付所得稅	—	(1,056)
<b>Net cash (used in)/generated from operating activities</b>	<b>經營業務(所用)/所得之現金淨額</b>	<b>(17,025)</b>	<b>10,794</b>



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

		Note	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>			
Decrease/(increase) in pledged bank deposits	已抵押銀行存款減少／(增加)		28	(210)
Interest received	已收利息		161	853
Business combination	業務合併		—	23,712
Disposal of subsidiaries	出售附屬公司		—	736
Proceeds from disposal of available-for-sale financial assets	出售可供出售金融資產所得款項		—	10,160
Purchase of club debenture	購買會所債券		(50)	—
Purchases of property, plant and equipment	購買物業、廠房及設備		(15,984)	(4,075)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		3,120	5
Capital contribution to an associate	向一間聯營公司提供資金		—	(9,000)
Loan to an associate	給予一間聯營公司之貸款		—	(10,000)
<b>Net cash (used in)/generated from investing activities</b>	<b>投資活動(所用)／所得之現金淨額</b>		<b>(12,725)</b>	<b>12,181</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>			
Repayment of finance lease payables	償還融資租賃應付款項		—	(26)
Finance lease charges paid	已付融資租賃開支		—	(1)
Loan from a non-controlling shareholder of a subsidiary	來自一間附屬公司之一名非控股股東之貸款		9,500	—
Repayment of bank and other loans	償還銀行及其他貸款		—	(604)
Net inception of trust receipt loans	新增信託收據貸款淨額		—	6,530
Interest paid	已付利息		—	(666)
Purchase of non-controlling interests	購買非控股權益	36	(2,000)	—
<b>Net cash generated from financing activities</b>	<b>融資活動所得之現金淨額</b>		<b>7,500</b>	<b>5,233</b>
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目之(減少)／增加淨額</b>		<b>(22,250)</b>	<b>28,208</b>
Effect of foreign exchange rate changes	外幣匯率變動之影響		(967)	—
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>年初之現金及現金等值項目</b>		<b>71,773</b>	<b>43,565</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年末之現金及現金等值項目</b>		<b>48,556</b>	<b>71,773</b>
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目之分析</b>			
Bank and cash balances	銀行及現金結存		48,556	71,773

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 1. GENERAL INFORMATION

Luxey International (Holdings) Limited (the “Company”) was incorporated in the Cayman Islands with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Unit B, 5th Floor, Hang Cheong Factory Building, 1 Wing Ming Street, Cheung Sha Wan, Kowloon, Hong Kong. The Company’s shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 23 to the consolidated financial statements.

### 2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”) and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622).

### 1. 一般資料

蒼萃國際（控股）有限公司（「本公司」）乃於開曼群島註冊成立之有限公司，註冊辦事處之地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司主要營業地點為香港九龍長沙灣永明街1號恆昌工廠大廈5樓B室。本公司股份於香港聯合交易所有限公司（「聯交所」）創業板上市。

本公司為一間投資控股公司。其附屬公司之主要業務載於綜合財務報表附註23。

### 2. 編製基準

該等綜合財務報表已按照香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」）而編製。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋。該等綜合財務報表亦遵守聯交所創業板證券上市規則（「創業板上市規則」）之適用披露條文及香港公司條例（第622章）之披露規定。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND REQUIREMENTS

#### (a) Application of new and revised HKFRSs

In the current year, the Company and its subsidiaries (collectively referred to as the “Group”) has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 July 2015. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current and prior years.

#### (b) New and revised HKFRSs in issue but not yet effective

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 July 2015. The directors anticipate that the new and revised HKFRSs will be adopted in the Group’s consolidated financial statements when they become effective. The Group is in the process of assessing, where applicable, the potential effect of all new and revised HKFRSs that will be effective in future periods but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

### 3. 採納新訂及經修訂香港財務報告準則及規定

#### (a) 應用新訂及經修訂香港財務報告準則

於本年度，本公司及其附屬公司（統稱「本集團」）已採納由香港會計師公會頒佈、與其業務有關並於二零一五年七月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則。採納該等新訂及經修訂香港財務報告準則不會導致本集團之會計政策、本集團財務報表之呈列方式及本年度及過往年度之呈報金額出現重大變動。

#### (b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用於二零一五年七月一日開始之財政年度已頒佈但尚未生效之新訂及經修訂香港財務報告準則。董事預期新訂及經修訂香港財務報告準則將於其生效時於本集團綜合財務報表採納。本集團正在評估（倘適用）所有將於未來期間生效之新訂及經修訂香港財務報告準則之潛在影響，但尚無法確定此等新訂及經修訂香港財務報告準則會否對其經營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 year ended 30 June 2016 截至二零一六年六月三十日止年度

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND REQUIREMENTS (Continued)

#### (b) New and revised HKFRSs in issue but not yet effective (Continued)

*List of new and revised HKFRSs in issue but not yet effective that are relevant to the Group*

HKFRS 9	Financial Instruments <sup>1</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>1</sup>
HKFRS 16	Lease <sup>2</sup>
Amendments to HKAS 1	Disclosure Initiative <sup>3</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>3</sup>
Amendments to HKAS 27	Equity Method in Separate Financial Statements <sup>3</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012-2014 Cycle <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2019, with earlier application permitted.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2016, with earlier application permitted.

#### (c) New Hong Kong Companies Ordinance (Cap. 622)

The requirements of Part 9 "Accounts and Audit" of the new Hong Kong Companies Ordinance (Cap. 622) came into operation during the financial year. Although the Company is not incorporated in Hong Kong, the GEM Listing Rules require the Company to comply with the disclosure requirements of the new Hong Kong Companies Ordinance (Cap. 622). As a result, there are changes to presentation and disclosures of certain information in the consolidated financial statements.

### 3. 採納新訂及經修訂香港財務報告準則及規定 (續)

#### (b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

*與本集團相關之已頒佈但尚未生效之新訂及經修訂香港財務報告準則清單*

香港財務報告準則第9號	金融工具 <sup>1</sup>
香港財務報告準則第15號	客戶合約收入 <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>2</sup>
香港會計準則第1號之修訂	披露計劃 <sup>3</sup>
香港會計準則第16號及香港會計準則第38號之修訂	澄清可接受之折舊及攤銷方法 <sup>3</sup>
香港會計準則第27號之修訂	獨立財務報表之權益法 <sup>3</sup>
香港財務報告準則之修訂	香港財務報告準則二零一二年至二零一四年週期之年度改進 <sup>3</sup>

<sup>1</sup> 於二零一八年一月一日或之後開始之年度期間生效，可提早應用。

<sup>2</sup> 於二零一九年一月一日或之後開始之年度期間生效，可提早應用。

<sup>3</sup> 於二零一六年一月一日或之後開始之年度期間生效，可提早應用。

#### (c) 新香港《公司條例》(第622章)

新香港《公司條例》(第622章)第9部份「賬目及審計」的規定會於本財政年度開始實施。儘管本公司並非在香港註冊成立，創業板上市規則規定本公司遵守新香港《公司條例》(第622章)之披露規定。因此，綜合財務報表中若干資料之呈列方式及披露有所變動。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND REQUIREMENTS (Continued)

#### (d) Amendments to the GEM Listing Rules

The Stock Exchange in April 2015 released revised Chapter 18 of the GEM Listing Rules in relation to disclosure of financial information in annual reports that are applicable for accounting periods ending on or after 31 December 2015, with earlier application permitted. The Company has adopted the amendments resulting in changes to the presentation and disclosures of certain information in the consolidated financial statements.

### 4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. plant and machinery that are measured at fair value).

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

#### (a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 June. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

### 3. 採納新訂及經修訂香港財務報告準則及規定(續)

#### (d) 創業板上市規則之修訂

聯交所於二零一五年四月發佈經修訂創業板上市規則第18章，有關適用於截至二零一五年十二月三十一日止或之後會計期間之年報中之財務資料之披露，並可提早應用。本公司已採納有關修訂，因而導致綜合財務報表中若干資料之呈列方式及披露有所變動。

### 4. 主要會計政策

此等綜合財務報表是根據歷史成本法編製，下文會計政策所提述者（即按公平值計量之廠房及機器）除外。

編製符合香港財務報告準則之財務報表時，須使用若干重要會計估計。其亦要求管理層在應用本集團會計政策之過程中作出判斷。涉及對此等綜合財務報表有重大影響之假設及估計，披露於附註5內。

於編製此等綜合財務報表時所採用的主要會計政策載列如下。

#### (a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至六月三十日止之財務報表。附屬公司是指本集團對其擁有控制權的實體。當本集團承受或享有參與實體所得之可變回報，且有能力透過其對實體之權力影響該等回報時，則本集團控制該實體。當本集團的現有權力賦予其目前掌控有關業務（即大幅影響實體回報的業務）時，則本集團對該實體行使權力。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Consolidation (Continued)

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill and any accumulated foreign currency translation reserve relating to that subsidiary.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

### 4. 主要會計政策 (續)

#### (a) 綜合賬目 (續)

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有的潛在投票權。在持有人能實際行使潛在投票權的情況下，方會考慮其權利。

附屬公司在控制權轉移至本集團之日起綜合入賬，並在控制權終止之日起停止綜合入賬。

失去附屬公司控制權而導致出售附屬公司之損益乃指(i)出售代價公平值連同保留於該附屬公司之任何投資公平值與(ii)本公司應佔該附屬公司資產淨值連同與該附屬公司有關之任何餘下商譽以及任何累計外幣換算儲備兩者間差額。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易有證據證明所轉讓資產出現減值，否則未變現虧損亦予以對銷。倘有需要，附屬公司之會計政策會作出調整，以確保與本集團採納之會計政策一致。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Consolidation (Continued)

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. 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 the owners of the Company.

### 4. 主要會計政策 (續)

#### (a) 綜合賬目 (續)

非控股權益指並非由本公司直接或間接佔有的附屬公司權益。非控股權益乃於綜合財務狀況表及股東權益變動綜合報表之權益內列賬。於綜合損益表及綜合損益及其他全面收益表內，非控股權益呈列為本年度溢利或虧損及全面收益總額，在非控股股東與本公司擁有人之間的分配。

即使導致非控股權益結餘出現虧絀，盈虧及每個其他全面收益項目應計入本公司擁有人及非控股股東。

並無導致本公司失去附屬公司控制權之擁有人權益變動列作權益交易（即與以擁有人身份之擁有人進行之交易）入賬。控股及非控股權益的賬面值經調整以反映其於附屬公司相關權益之變動。非控股權益數額的調整額與已付或已收代價公平值間差額，直接於權益確認，由本公司擁有人分佔。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Business combinations and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The consideration transferred in a business combination is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and any contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the sum of the consideration transferred over the Group's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the sum of the consideration transferred is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Group.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the sum of the consideration transferred in a business combination to calculate the goodwill.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

### 4. 主要會計政策 (續)

#### (b) 業務合併及商譽

本集團採用收購法為業務合併中所收購之附屬公司列賬。於業務合併中之轉讓代價乃按所獲資產收購日期之公平值、所發行之股本工具、所產生之負債以及任何或然代價計量。收購相關成本於有關成本產生及接獲服務期間確認為開支。於收購時附屬公司之可識別資產及負債，均按其於收購日期之公平值計量。

轉讓代價金額超出本集團應佔附屬公司可識別資產及負債之公平淨值之差額乃列作商譽。本集團應佔可識別資產及負債之公平淨值超出轉讓代價金額之任何差額乃於綜合損益內確認為本集團應佔議價收購收益。

對於分階段進行之業務合併，先前已持有之附屬公司之權益乃按收購日期之公平值重新計量，而由此產生之損益於綜合損益內確認。公平值會加入至業務合併內經轉撥之總代價以計算商譽。

於附屬公司之非控股權益初步按非控股股東應佔該附屬公司於收購當日之可識別資產及負債之公平淨值比例計算。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Business combinations and goodwill (Continued)

After initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs") or groups of CGUs that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the Group at which the goodwill is monitored for internal management purposes. Goodwill impairment reviews are undertaken annually, or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to its recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

#### (c) Foreign currency translation

##### (i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

### 4. 主要會計政策 (續)

#### (b) 業務合併及商譽 (續)

於初步確認後，商譽一般按成本減累計減值虧損計量。就減值測試而言，因業務合併而購入之商譽乃分配至預期從合併協同效應中獲利之各現金產生單位（「現金產生單位」）或現金產生單位組別。各獲分配商譽之單位或單位組別指就內部管理而言本集團監察商譽之最低層面。商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時作更頻密檢討。包含商譽之現金產生單位賬面值與其可收回價值比較，可收回金額為使用價值與公平值減出售成本兩者中之較高者。任何減值即時確認為開支，且其後不會撥回。

#### (c) 外幣換算

##### (i) 功能及呈報貨幣

本集團各實體之財務報表所包括之項目，乃按該實體經營所在之主要經濟環境之貨幣（「功能貨幣」）計量。本公司之功能及呈報貨幣為港幣。綜合財務報表以港幣呈列。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Foreign currency translation (Continued)

##### (ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

### 4. 主要會計政策 (續)

#### (c) 外幣換算 (續)

##### (ii) 各實體財務報表中的交易及結餘

於初次確認外幣交易時均按交易日的市場匯率兌換為功能貨幣。外幣貨幣資產及負債按每個報告期末時的匯率換算。因匯兌政策所產生之盈虧於損益確認。

按公平值計量及以外幣計值之非貨幣項目乃按釐定公平值當日之匯率折算。

當非貨幣項目之盈虧於其他全面收益確認時，該盈虧之任何匯兌部分於其他全面收益確認。當非貨幣項目之盈虧於損益確認時，該盈虧之任何匯兌部分於損益確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Foreign currency translation (Continued)

##### (iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the translation reserve.

### 4. 主要會計政策 (續)

#### (c) 外幣換算 (續)

##### (iii) 綜合賬目時匯兌

所用功能貨幣與本公司呈列貨幣不同的本集團旗下公司的業績及財務狀況均按下列方式兌換為本公司的呈列貨幣：

- 各財務狀況表所列資產及負債均於財務狀況表當日按收市匯率兌換；
- 於期內收支均按平均匯率匯兌（除非該平均數並非交易日市場匯率累積影響的合理約數，在此情況下則收支按交易日的匯率兌換）；及
- 所有產生的匯兌差額均在其他全面收入確認並在匯兌儲備累計。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Foreign currency translation (Continued)

##### (iii) Translation on consolidation (Continued)

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

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

#### (d) Property, plant and equipment

Property, plant and equipment (other than plant and machinery as described below) 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.

### 4. 主要會計政策 (續)

#### (c) 外幣換算 (續)

##### (iii) 綜合賬目時匯兌 (續)

於綜合入賬時，因兌換構成部份境外實體投資淨額之貨幣項目產生的匯兌差異均在其他全面收入確認並在匯兌儲備累計。出售境外業務時，有關的匯兌差額在綜合損益確認為部分出售損益。

收購境外實體產生之商譽及公平值調整乃視為該境外實體之資產及負債處理，並按收市匯率換算。

#### (d) 物業、廠房及設備

物業、廠房及設備（下文所述之廠房及機器除外）指為生產商品或提供服務而持有，或用作行政用途，乃按成本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呈列。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Property, plant and equipment (Continued)

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

Plant and machinery 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 their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amounts do not differ materially from those that would be determined using fair values at the end of each reporting period.

Any revaluation increase arising on the revaluation of such plant and machinery is recognised in other comprehensive income and accumulated in plant and machinery revaluation reserve, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously expensed. A decrease in the carrying amount arising on the revaluation of such plant and machinery is recognised in profit or loss to the extent that it exceeds the balance, if any, held in the plant and machinery revaluation reserve relating to a previous revaluation of that asset.

### 4. 主要會計政策 (續)

#### (d) 物業、廠房及設備 (續)

僅在與項目相關之日後經濟效益有可能流入本集團及能可靠計算項目成本之情況下，其後成本方會計入資產賬面值或確認為獨立資產（倘適用）。所有其他維修及保養成本於其產生期間在損益內確認。

持作生產或供應貨品或服務或持作行政用途之廠房及機器，按重估金額於綜合財務狀況表列賬，即於重估日期之公平值減其後任何累計折舊及任何累計減值虧損。本集團會定期進行重估，使賬面值不會與使用各報告期末之公平值所釐定者出現重大差異。

重估有關廠房及機器產生的任何重估升值會於其他全面收益確認及累計至廠房及機器重估儲備，惟撥回同一資產先前已於損益確認之重估減值情況則除外。在此情況下，有關升值將計入損益內，惟以先前扣除之減值為限。重估有關廠房及機器產生之賬面值減少會於損益確認，惟以其超出該資產先前所作重估之廠房及機器重估儲備持之餘額（如有）為限。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Property, plant and equipment (Continued)

Depreciation of revalued plant and machinery is recognised in profit or loss. On the subsequent sale or retirement of a revalued plant and machinery, the attributable revaluation surplus remaining in the plant and machinery revaluation reserve is transferred directly to accumulated losses.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost or revalued amounts less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold improvements	20% – 50% or over the lease term, whichever is shorter
Plant and machinery	20%
Furniture, fixtures and office equipment	20% – 50%
Motor vehicles	20% – 25%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

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

### 4. 主要會計政策 (續)

#### (d) 物業、廠房及設備 (續)

重估廠房及機器的折舊於損益確認。其後出售或棄用經重估廠房及機器時，於廠房及機器重估儲備仍然存在之應佔重估盈餘直接撥入累計虧損。

物業、廠房及設備的折舊按足以撇銷其成本或重估金額的折舊率減其估計可使用年期內的剩餘價值以直線法計算。主要使用年率如下：

租賃物業裝修	20%至50%或租賃年期(以較短者為準)
廠房及機器	20%
傢俬、裝置及辦公室設備	20%–50%
汽車	20%–25%

於各報告期末，餘值、可使用年期及折舊法均經審閱及調整（如適用）。

出售物業、廠房及設備的盈虧指銷售所得款項淨額與有關資產賬面值的差額，在損益確認入賬。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

#### (f) Club debenture

Club debenture with indefinite useful life is stated at cost less any impairment losses. Impairment is reviewed annually or when there is any indication that the club debenture has suffered an impairment loss.

#### (g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### 4. 主要會計政策 (續)

#### (e) 經營租賃

並無將資產擁有權的所有風險及回報絕大部分轉移至本集團的租賃均視為經營租賃。租賃款項在扣除自出租人收取的任何租金優惠後，於租賃期內以直線法確認為開支。

#### (f) 會所債券

具無限可使用年期之會所債券按成本值減任何減值虧損列賬。減值會每年或於出現會所債券招致減值虧損之跡象時審閱。

#### (g) 存貨

存貨按成本與可變現淨值兩者的較低者列賬。成本以先進先出基準計算。製成品及在製品的成本包括原材料、直接勞工及所有生產經常性開支的適當部分以及承包費用（如適用）。可變現淨值按日常業務的估計售價減估計完成成本及進行銷售估計所需費用計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (h) Recognition and derecognition of financial instruments

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

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

### 4. 主要會計政策 (續)

#### (h) 確認及取消確認金融工具

當本集團成為有關工具合同規定的一方時，金融資產及金融負債於綜合財務狀況表確認。

倘從資產收取現金流量的合同權利屆滿；本集團轉讓有關資產擁有權的絕大部分風險及回報；或本集團既無轉讓亦無保留有關資產擁有權的絕大部分風險及回報，但亦無保留有關資產的控制權，則金融資產將取消確認。於取消確認金融資產時，資產賬面值與已收代價及已於其他全面收益確認的累計損益兩者總和的差額，將於損益中確認。

於有關合同的特定責任獲解除、取消或到期時，將取消確認金融負債。取消確認的金融負債賬面值與已付代價兩者的差額於損益中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an financial asset is under a contract whose terms require delivery of the financial assets within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs except in the case of financial assets at fair value through profit or loss.

The Group classifies its financial assets in the following categories: loans and receivables and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

#### (i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These assets are carried at amortised cost using the effective interest method (except for short-term receivables where interest is immaterial) minus any reduction for impairment or uncollectibility. Typically trade and other receivables, bank and cash balances are classified in this category.

### 4. 主要會計政策 (續)

#### (i) 金融資產

金融資產按交易日期基準確認及取消確認(其中金融資產之買賣乃根據其條款規定須於有關市場確定之時限內交付金融資產之合約進行),並初步按公平值加直接應佔交易成本計量,惟透過損益按公平值計算之金融資產除外。

本集團將金融資產分為以下種類:貸款及應收賬款及可供出售之金融資產。有關分類視乎所收購金融資產之用途而定。管理層於首次確認金融資產時釐定分類。

#### (i) 貸款及應收賬款

貸款及應收款項指提供固定或可釐訂付款之非衍生工具金融資產,其並無活躍市場報價。該等資產按攤銷成本以實際利率法(利息屬微不足道的短期應收款項除外)減任何減值削減或不可收回款項計算。一般應收貿易及其他款項、銀行結餘及現金乃分類為此類別。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Financial assets (Continued)

##### (ii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are not classified as loans and receivables, held-to-maturity investments or financial assets at fair value through profit or loss. Available-for-sale financial assets are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in other comprehensive income and accumulated in the investment revaluation reserve, until the investments are disposed of or there is objective evidence that the investments are impaired, at which time the cumulative gains or losses previously recognised in other comprehensive income are reclassified from equity to profit or loss. Interest calculated using the effective interest method and dividends on available-for-sale equity investments are recognised in profit or loss.

#### (j) Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

### 4. 主要會計政策 (續)

#### (i) 金融資產 (續)

##### (ii) 可供出售金融資產

可供出售金融資產為並非分類為貸款及應收賬款、持有至到期日之投資或透過損益按公平值計算之金融資產之非衍生金融資產。可供出售金融資產其後按公平值計量。該等投資公平值變動產生之損益於其他全面收益確認並在投資重估儲備累計，直至投資出售或有客觀跡象顯示投資出現減值，其時先前於其他全面收益確認之累積損益自權益重新分類為損益。利用實際利率法計算之利息及可供出售股權投資之股息於損益確認。

#### (j) 應收貿易及其他賬款

應收貿易賬款為於日常業務過程中出售商品或提供服務而應收客戶之款項。倘預期應收貿易及其他賬款預期於一年或以內（或倘較長，於正常營運週期內）收回，則分類為流動資產，否則呈列為非流動資產。

應收貿易及其他賬款初步按公平值確認，其後以實際利率法按攤銷成本（減除減值撥備）計算。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

#### (l) Discontinued operations

A discontinued operation is a component of the Group (i.e. the operations and cash flows of which can be clearly distinguished from the rest of the Group) that either has been disposed of, or is classified as held for sale, and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the component meets the criteria to be classified as held for sale in accordance with HKFRS 5, if earlier. It also occurs when the component is abandoned.

### 4. 主要會計政策 (續)

#### (k) 現金及現金等值項目

就現金流量表而言，現金及現金等值項目指銀行及手頭現金、銀行及其他金融機構的活期存款及短期高度流通且可以隨時兌換為已知數額現金的短期投資項目，該等投資項目並無重大價值變動風險。須按要求償還且為本集團現金管理組成部分的銀行透支亦計入現金及現金等值項目。

#### (l) 已終止經營業務

已終止經營業務是本集團的已出售或分類為持作出售的部分（即可與本集團其他業務清楚區分之營運及現金流）且代表一項按業務或經營地區劃分的獨立主要業務，或作為出售一項按業務或經營地區劃分的獨立主要業務的單一統籌計劃一部分，或為一間純粹為轉售而收購的附屬公司。

倘部分業務被出售或符合根據香港財務報告準則第5號分類為持作出售項目之標準（如較早），則分類為已終止經營業務。撤出業務時，有關部分業務亦會分類為已終止經營業務。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (l) Discontinued operations (Continued)

When an operation is classified as discontinued, a single amount is presented in the consolidated statement of profit or loss, 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 constituting the discontinued operation.

#### (m) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

#### (n) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

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

### 4. 主要會計政策 (續)

#### (l) 已終止經營業務 (續)

倘若業務分類為已終止經營，則會於綜合收益表按單一數額呈列，當中包含：

- 已終止經營業務的除稅後溢利或虧損；及
- 於計量公平值減出售成本或於出售就構成已終止經營業務的資產或出售組別時確認之除稅後損益。

#### (m) 金融負債及股本工具

金融負債及股本工具是根據所訂立的合同安排內容及香港財務報告準則賦予金融負債和股本工具的定義分類。股本工具是指有證據顯示於扣減其所有負債後本集團資產剩餘權益的任何合同。就指定金融負債及股本工具所採納的會計政策載於下文。

#### (n) 借貸

借貸初步按公平值扣除所產生的交易成本確認，其後以實際利率法按攤銷成本計量。

借貸分類為流動負債，除非本集團具無條件權利，遞延負債還款期至報告期起計最少12個月後則作別論。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Trade and other payables

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

#### (p) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### (q) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Revenue from the sales of goods is recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.

On-line shopping, advertising and media related service income is recognised when the service is rendered.

Subcontracting fee income and consultancy fee income is recognised when the services are rendered.

Distribution right fee income and participation fee income is recognised on an accrual basis in accordance with the terms and conditions of the agreement.

Interest income is recognised on a time-proportion basis using the effective interest method.

### 4. 主要會計政策 (續)

#### (o) 應付貿易及其他賬款

應付貿易及其他賬款初步按公平值確認，其後則以實際利率法按攤銷成本計算，除非折讓影響輕微，在該情況下，應付貿易及其他賬款則按成本值列賬。

#### (p) 股本工具

本公司發行的股本工具按已收所得款項，扣除直接發行成本入賬。

#### (q) 收入確認

收入乃按已收或應收代價的公平值計量，並於經濟利益會流入本集團而收入金額可以可靠釐定時確認。

銷售貨品的收入於擁有權的大部分風險及回報轉移時確認入賬。擁有權轉移通常與貨品交付及擁有權轉讓予客戶的時間相同。

線上購物、廣告及媒體相關服務收入於提供服務時確認。

分包費收入及諮詢費收入於提供服務時確認。

分銷權費收入及參與費收入根據協議之條款及條件按應計基準確認。

利息收入按時間比例基準，根據實際利率法確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Employee benefits

##### (i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

##### (ii) Pension obligations

The Group operates a mandatory provident fund scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group's contributions to the MPF Scheme are calculated at 5% of the salaries and wages subject to a monthly maximum amount of HK\$1,500 per employee and vest fully with employees when contributed into the MPF Scheme.

The employees of the Group in the People's Republic of China (the "PRC") are members of a central pension scheme operated by the local municipal government. The Group is required to contribute certain percentage of the employees' basic salaries and wages to the central pension scheme to fund the retirement benefits. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees of the Group. The only obligation of the Group with respect to the central pension scheme is to meet the required contributions under the scheme.

### 4. 主要會計政策 (續)

#### (r) 僱員福利

##### (i) 僱員應享假期

僱員的年假及長期服務假期於賦予僱員時確認。截至報告期末止已就僱員因所提供服務享有的年假及長期服務假期的估計負債作出撥備。

僱員病假及產假於僱員休假時始確認。

##### (ii) 退休金責任

本集團根據香港強制性公積金計劃條例為香港所有合資格僱員設立強制性公積金計劃（「強積金計劃」）。本集團於強積金計劃之供款乃根據僱員薪金及工資之5%計算，每名僱員每月上限為港幣1,500元，作出供款後，供款即盡歸僱員所有。

於中華人民共和國（「中國」）聘請之本集團僱員為地方省級政府管理之中央退休金計劃成員。本集團須就僱員基本薪金及工資之若干百分比向中央退休金計劃供款作為退休福利之資金。地方省政府承諾承擔本集團所有現有及未來退休僱員之退休福利義務。本集團就中央退休金計劃之唯一責任是根據計劃作出所需供款。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Employee benefits (Continued)

##### (iii) Termination benefits

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

#### (s) Borrowing costs

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

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

### 4. 主要會計政策 (續)

#### (r) 僱員福利 (續)

##### (iii) 終止福利

終止福利乃於本集團不可撤銷提呈該等福利與本集團確認支付終止福利之重組成本兩者之較早日期確認。

#### (s) 借貸成本

收購、興建或生產合資格資產（即須要一段時間才可供擬定用途或銷售的資產）直接應佔的借貸成本作為該等資產的成本撥充資本，直至資產大致上可供擬定用途或銷售為止。有待用於合資格資產的開支的特定借貸暫時投資所賺取的投資收益將從合資格作撥充資本的借貸成本扣除。

就一般借入及用作獲取合資格資產的資金而言，合資格撥充資本的借貸成本款額是就有關資產的開支使用撥充資本率而釐定。撥充資本率是適用於本集團於期內仍未償還的借貸之借貸成本加權平均數（為了獲取合資格資產而特別作出的借貸除外）。

所有其他借貸成本於產生期間在損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (t) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants that become receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

#### (u) Taxation

Income tax represents the sum of the current tax and deferred tax.

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

### 4. 主要會計政策 (續)

#### (t) 政府補助

政府補助於可合理確定本集團將符合有關條件，且將可獲得有關補助時確認。

作為開支或已產生虧損之補償或就向本集團提供即時財務援助而成為應收賬款（並無日後相關成本）之政府補助，乃於其成為應收賬款之期間在損益內確認。

#### (u) 稅項

所得稅指即期稅項及遞延稅項的總和。

即期應付之稅項乃按年內應課稅溢利計算。由於其他年度應課稅或可扣稅收入或開支及毋須課稅或不可扣稅的項目，應課稅溢利與損益確認的溢利不同。本集團的即期稅項負債乃按報告期末時已頒佈或實際上已頒佈的稅率計算。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (u) Taxation (Continued)

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such 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.

Deferred tax liabilities are recognised for taxable temporary differences arising on 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.

The carrying amount of deferred tax assets is reviewed at the end of each 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.

### 4. 主要會計政策 (續)

#### (u) 稅項 (續)

遞延稅項就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基兩者間差異確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產乃於可能出現應課稅溢利，以致可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免可予動用時確認。倘因初步確認一項既不影響應課稅溢利亦不影響會計溢利的交易（業務合併除外）中其他資產及負債引致暫時差額，則不會確認該等資產及負債。

遞延稅項負債就於附屬公司的投資產生的應課稅暫時差額確認，惟倘本集團能夠控制暫時差額的撥回且暫時差額不會於可見將來撥回則作別論。

遞延稅項資產的賬面值於各報告期末檢討，並於不再可能有足夠應課稅溢利以供收回全部或部分資產時減少。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (u) Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### 4. 主要會計政策 (續)

#### (u) 稅項 (續)

遞延稅項乃按預期於負債清償或資產變現期間適用的稅率計算，以報告期末已頒佈或實際上已頒佈的稅率為依據。遞延稅項乃於損益確認，惟遞延稅項與其他全面收益或直接計入權益的項目有關則除外，在此情況下，遞延稅項亦會於其他全面收益或直接於權益內確認。

遞延稅項資產及負債之計量反映本集團預期於報告期末收回或償還其資產及負債賬面值所產生之稅務後果。

遞延稅項資產及負債於可依法以即期稅項資產與即期稅項負債抵銷時，及於該等遞延稅項資產及負債乃與同一稅項機關徵收的所得稅相關且本集團擬以淨額結清其即期稅項資產及負債時抵銷。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Impairment of non-financial assets

Intangible assets that have an indefinite useful life or that are not yet available for use are reviewed for impairment annually and whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

The carrying amounts of other non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the CGU to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the CGU.

Value in use is the present value of the estimated future cash flows of the asset/CGU. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/CGU whose impairment is being measured.

### 4. 主要會計政策 (續)

#### (v) 非金融資產減值

具有無限可使用年期或尚未可供使用之無形資產每年及每當有事件發生或環境出現變化顯示賬面值可能不可收回時檢討是否減值。

其他非金融資產之賬面值於各報告期末檢討有無減值跡象，倘資產已減值，則作為開支透過綜合損益表撇減至其估計可收回金額，惟有關資產按重估值列賬除外，在此情況下，減值虧損視為重估減值處理。可收回金額就個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組合之現金流入，則可收回金額就資產所屬之現金產生單位釐定。可收回金額按個別資產或現金產生單位之使用價值與其公平值減出售成本兩者中之較高者計算。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣時間價值及資產／現金產生單位（已計量減值）之特有風險之稅前貼現率計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Impairment of non-financial assets (Continued)

Impairment losses for CGU are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the CGU. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### (w) Impairment of financial assets

At the end of each reporting period, the Group assesses whether its financial assets are impaired, based on objective evidence that, as a result of one or more events that occurred after the initial recognition, the estimated future cash flows of the (group of) financial asset(s) have been affected.

For available-for-sale equity instruments, a significant or prolonged decline in the fair value of the investment below its cost is considered also to be objective evidence of impairment.

In addition, for trade receivables that are assessed not to be impaired individually, the Group assesses them collectively for impairment, based on the Group's past experience of collecting payments, an increase in the delayed payments in the portfolio, observable changes in economic conditions that correlate with default on receivables, etc.

### 4. 主要會計政策 (續)

#### (v) 非金融資產減值 (續)

現金產生單位減值虧損首先就該單位之商譽進行分配，然後按比例在現金產生單位其他資產間進行分配。因估計轉變而做成其後可收回金額增加將計入損益，除非有關資產按重估值列賬，否則撥回減值，在此情況下，減值虧損之撥回視為重估增值。

#### (w) 金融資產減值

於各報告期末，本集團根據金融資產（組別）之估計日後現金流量因於初步確認後發生之一項或多項事件而已受到影響之客觀證據，評估其金融資產是否減值。

就可供出售之股本工具而言，投資之公平值大幅或長期低於其成本亦被視為減值之客觀證據。

此外，就評估為並非個別減值之應收貿易賬款而言，根據本集團過往收取款項之經驗、組合內延遲付款之增加、可觀察到與拖欠應收賬款相關之經濟狀況之改變等，本集團整體評估其是否減值。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (w) Impairment of financial assets (Continued)

Only for trade receivables, the carrying amount is reduced through the use of an allowance account and subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For all other financial assets, the carrying amount is directly reduced by the impairment loss.

For financial assets measured at amortised cost, if the amount of the impairment loss decreases in a subsequent period and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed (either directly or by adjusting the allowance account for trade receivables) through profit or loss. However, the reversal must not result in a carrying amount that exceeds what the amortised cost of the financial asset would have been had the impairment not been recognised at the date the impairment is reversed.

### 4. 主要會計政策 (續)

#### (w) 金融資產減值 (續)

僅就應收貿易賬款而言，賬面值乃透過使用撥備賬作出扣減，而其後收回先前撇銷之金額則計入撥備賬。撥備賬之賬面值變動於損益內確認。

就所有其他金融資產，賬面值會直接按減值虧損作出扣減。

就按攤銷成本計量的金融資產，倘減值虧損之金額於其後期間減少，而該減少可以客觀地與確認減值後發生之一項事件有關，則先前已確認之減值虧損透過損益撥回（直接或通過調整貿易應收款項之撥備賬）。然而，撥回不得導致撥回減值當日之賬面值超過該金融資產於未確認減值時之攤銷成本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (x) Provisions and contingent liabilities

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

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

#### (y) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

### 4. 主要會計政策 (續)

#### (x) 撥備及或然負債 (續)

倘因已發生的事件而導致本集團須對若干時間或款額無法確定的負債承擔法律責任或推定責任，並可能須撥付經濟利益以解決有關責任，則於能可靠估計就此涉及的款額時加以確認。若金錢時間值的影響重大，有關撥備須按預期解決有關責任的開支現值呈列。

在未能肯定是否會導致撥付經濟利益，或有關款額未能可靠估計下，有關責任則以或然負債形式披露，除非導致撥付經濟利益的可能性極低，則作別論。可能承擔的責任（其存在與否只能藉一項或多項未來事件發生與否確定）亦以或然負債形式披露，除非導致撥付經濟利益的可能性極低，則作別論。

#### (y) 報告期後事項

可就本集團於報告期末的狀況提供額外資料的報告期後事項為調整事項，於綜合財務報表反映。並非屬於調整事項的報告期後事項，倘屬重大時則於綜合財務報表附註披露。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY

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, are discussed below.

#### (a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned.

The carrying amount of property, plant and equipment as at 30 June 2016 was approximately HK\$30,590,000 (2015: HK\$19,641,000).

### 5. 估計不確定性的主要來源

下文討論有關未來的主要假設及於報告期末時估計不確定性的其他主要來源，而該等假設及不確定性存在導致下一財政年度的資產及負債賬面值須作出重大調整的重大風險。

#### (a) 物業、廠房及設備及折舊

本集團自行釐定其物業、廠房及設備的估計可使用年期、餘值及相關折舊開支。該等估計乃根據類似性質及功能的物業、廠房及設備的實際可使用年期及餘值的過往經驗作出。當可使用年期及餘值與先前估計不同時，本集團將修訂折舊開支，或將已棄用技術過時或非策略資產作出撇銷或撇減。

於二零一六年六月三十日，物業、廠房及設備的賬面值約為港幣30,590,000元（二零一五年：港幣19,641,000元）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (b) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates 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. During the year, income tax of approximately HK\$478,000 (2015: HK\$181,000) was charged (2015: credited) to profit or loss.

#### (c) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGU 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 CGU and a suitable discount rate in order to calculate the present value. The carrying amount of goodwill at the end of the reporting period was approximately HK\$101,064,000 (2015: HK\$138,964,000) after an impairment loss of approximately HK\$37,900,000 (2015: HK\$282,304,000) was recognised during the year. Details of the impairment loss calculation are provided in note 22 to the consolidated financial statements.

### 5. 估計不確定性的主要來源 (續)

#### (b) 所得稅

本集團須繳納數個司法管轄權區的所得稅。在釐定所得稅撥備時，須作出重大估計。在日常業務中許多交易及計算均難以明確釐定最終稅項。倘該等交易的最終稅務結果與初步入賬金額不同，則該等差額將影響稅務釐定期內所得稅及遞延稅項撥備。於年內，於損益中扣除（二零一五年：計入）約港幣478,000元（二零一五年：港幣181,000元）的所得稅。

#### (c) 商譽減值

釐定商譽有否減值需估計獲分配商譽之現金產生單位之使用價值。在計算使用價值時，本集團需估計該現金產生單位產生之未來現金流量，並以適當之貼現率計算其現值。於年內確認約為港幣37,900,000元（二零一五年：港幣282,304,000元）之減值虧損後，商譽於報告期末之賬面值約為港幣101,064,000元（二零一五年：港幣138,964,000元）。有關減值虧損的計算詳情載於綜合財務報表附註22。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (d) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts, in particular of a loss event, requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

As at 30 June 2016, accumulated impairment loss for bad and doubtful debts amounted to approximately HK\$2,486,000 (2015: HK\$2,258,000).

#### (e) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed. No allowance for slow-moving inventories was made for the year ended 30 June 2016 (2015: reversal of allowance of HK\$802,000).

### 5. 估計不確定性的主要來源 (續)

#### (d) 呆壞賬減值虧損

本集團根據對應收貿易及其他賬款可收回程度（包括各債務人當前信用狀況及過往付款記錄）的評估，作出呆壞賬撥備。倘有事件或情況有變顯示餘額可能無法收回時，將出現減值。識別是否出現呆壞賬（特別是虧損事項）需要作出判斷及估計。倘實際結果有別於原本估計時，該差額將影響該項估計有所變動年度內的應收貿易及其他賬款的賬面值以及呆壞賬開支。

於二零一六年六月三十日，呆壞賬的累計減值虧損約為港幣2,486,000元（二零一五年：港幣2,258,000元）。

#### (e) 滯銷存貨撥備

滯銷存貨乃根據存貨賬齡及估計可變現淨值作出撥備。撥備金額的評估涉及判斷及估計。倘日後實際結果有別於原來估計，該等差額將影響估計變動的期間內存貨的賬面值及撥備開支／撥回。於截至二零一六年六月三十日止年度，並無就滯銷存貨作出撥備（二零一五年：撥備撥回港幣802,000元）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (f) Fair values of plant and machinery

The Group appointed an independent professional valuer to assess the fair values of the plant and machinery. In determining the fair values, the valuer has utilised a method of valuation which involves certain estimates. The directors have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions. The fair value of plant and machinery at the end of the reporting period was approximately HK\$16,765,000 (2015: HK\$11,454,000).

### 6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### (a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars, United States dollars and Renminbi ("RMB") which are the functional currencies of the principal operating entities of the Group. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

### 5. 估計不確定性的主要來源 (續)

#### (f) 廠房及機器的公平值

本集團委聘獨立專業估值師評估廠房及機器的公平值。在釐定公平值時，估值師使用涉及若干估計的估值方法。董事已作出判斷，信納估值方法能反映現時的市況。於報告期末，廠房及機器之公平值為約港幣16,765,000元（二零一五年：港幣11,454,000元）。

### 6. 財務風險管理

本集團之業務承受各種財務風險：外匯風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理項目集中於金融市場不可預測之特性，並尋求將對本集團財務表現之潛在不利影響減至最低。

#### (a) 外匯風險

本集團大部份業務交易、資產及負債均以港幣、美元及人民幣（「人民幣」）（本集團主要營運實體之功能性貨幣）計值，故本集團並無重大外匯波動風險。本集團現時並無有關外匯交易、資產及負債的外匯對沖政策。本集團會嚴密監控相關外匯風險，並於有需要時考慮對沖重大的外匯風險。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

#### 6. FINANCIAL RISK MANAGEMENT (Continued)

##### (b) Credit risk

The Group has no significant concentrations of credit risk.

It has policies in place to ensure that sales are made to customers with an appropriate credit history.

The credit risk on bank and cash balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group's credit risk is primarily attributable to its trade and other receivables. In order to minimise credit risk, the directors review the recoverable amount of each individual debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

#### 6. 財務風險管理 (續)

##### (b) 信貸風險

本集團並無高度集中之信貸風險。

本集團訂有政策，確保向具合適信貸紀錄之客戶作出銷售。

由於交易對方為國際信貸評級機構評定為高信貸評級之銀行，故銀行及現金結存之信貸風險有限。

本集團之信貸風險主要存在於應收貿易及其他賬款。為減低信貸風險，董事定期檢討各項個別債務之可收回金額，確保已為不可收回債務確認足夠減值虧損。就此而言，董事認為，本集團之信貸風險已大幅減少。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 6. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term. The Group's financial liabilities are repayable on demand or within one year.

#### (d) Interest rate risk

The Group's exposure to interest rate risk arises from its pledged bank deposits and loan from a non-controlling shareholder of a subsidiary. These deposits and loan bear interest at variable rates varied with the then prevailing market condition.

Except as stated above, the Group has no other significant interest-bearing assets and liabilities, the Group's operating cash flows are substantially independent of changes in market interest rates.

### 6. 財務風險管理 (續)

#### (c) 流動資金風險

本集團之政策是定期監察即期及預期流動資金所需，以確保本集團維持充裕的現金儲備以應付其短期及長期流動資金需求。本集團之金融負債須按要求償還或於一年內償還。

#### (d) 利率風險

本集團之利率風險來自其已抵押銀行存款及來自一間附屬公司之一名非控股股東之貸款。該等存款乃以浮動息率計息，並按當時之市場狀況而定。

除上文所列者外，本集團並無其他重大付息資產及負債，本集團的經營活動產生之現金流量大致上獨立於市場利率的變動。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 6. FINANCIAL RISK MANAGEMENT (Continued)

### 6. 財務風險管理 (續)

#### (e) Categories of financial instruments

#### (e) 金融工具之類別

##### Financial assets:

Loans and receivables (including cash and cash equivalents)  
Available-for-sale financial assets

##### 金融資產：

貸款及應收賬款（包括現金及現金等值項目）  
可供出售金融資產

##### Financial liabilities:

Financial liabilities at amortised cost

##### 金融負債：

按攤銷成本計值之金融負債

2016  
二零一六年  
HK\$'000  
港幣千元

2015  
二零一五年  
HK\$'000  
港幣千元

72,016  
2,998

79,492  
2,998

52,590

28,058

#### (f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

#### (f) 公平值

本集團於綜合財務狀況表中所示之金融資產及金融負債賬面值與其各自的公平值相若。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

### 7. 公平值計量

公平值指於計量日期之市場參與者之間之有序交易中，就出售資產所收取之價格或轉讓負債所支付之價格。以下公平值計量披露乃採用將用於計量公平值之估值方法劃分為三層輸入數據之公平值架構作出：

第1層輸入數據：本集團可於計量日期取得之相同資產或負債於活躍市場之報價（未作調整）。

第2層輸入數據：除第1層所包括之報價外，資產或負債之直接或間接可觀察輸入數據。

第3層輸入數據：資產或負債之不可觀察輸入數據。

本集團之政策為於事件或情況變動導致轉撥當日確認三層中任何一層之轉入及轉出。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 7. FAIR VALUE MEASUREMENTS (Continued)

- (a) Disclosures of level in fair value hierarchy at 30 June 2016:

Description	詳情
<b>Recurring fair value measurements:</b>	經常性公平值計量：
Available-for-sale financial assets	可供出售金融資產
Unlisted equity securities	非上市股本證券
Plant and machinery	廠房及機器
<b>Total</b>	<b>合計</b>

### 7. 公平值計量 (續)

- (a) 公平值層級架構於二零一六年六月三十日之層級披露如下：

Fair value measurements using:			Total
公平值計量採用：			合計
Level 1	Level 2	Level 3	2016
第1層	第2層	第3層	二零一六年
HK\$'000	HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元	港幣千元
-	-	2,998	2,998
-	-	16,765	16,765
-	-	19,763	19,763

Fair value measurements using:			Total
公平值計量採用：			合計
Level 1	Level 2	Level 3	2015
第1層	第2層	第3層	二零一五年
HK\$'000	HK\$'000	HK\$'000	HK\$'000
港幣千元	港幣千元	港幣千元	港幣千元
-	-	2,998	2,998
-	-	11,454	11,454
-	-	14,452	14,452

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 7. FAIR VALUE MEASUREMENTS (Continued)

(b) Reconciliation of assets measured at fair value based on level 3:

### 7. 公平值計量 (續)

(b) 以第3層公平值計量之資產對賬：

Description	詳情	Available- for-sale financial assets unlisted equity securities 可供出售 金融資產 非上市股本 證券 HK\$'000 港幣千元	Plant and machinery 廠房及 機器 HK\$'000 港幣千元	2016 Total 二零一六年 合計 HK\$'000 港幣千元
At beginning of year	於年初	2,998	11,454	14,452
Total gains or losses recognised in profit or loss <sup>(#)</sup>	已確認之收益或虧損總額 於損益 <sup>(#)</sup>	-	(5,289)	(5,289)
in other comprehensive income	於其他全面收入	-	2,952	2,952
Purchases	購買	-	7,648	7,648
At end of year	於年末	2,998	16,765	19,763
<sup>(#)</sup> Include gains or losses for assets held at the end of reporting period	<sup>(#)</sup> 包括於報告期末持有資產 之收益或虧損	-	(5,289)	(5,289)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 7. FAIR VALUE MEASUREMENTS (Continued)

### 7. 公平值計量 (續)

(b) Reconciliation of assets measured at fair value based on level 3: (Continued)

(b) 以第3層公平值計量之資產對賬：  
(續)

Description	詳情	Available- for-sale financial assets unlisted equity securities 可供出售 金融資產 非上市 股本證券 HK\$'000 港幣千元	Plant and machinery 廠房及機器 HK\$'000 港幣千元	Disposal group held for sale 持作出售之 出售組別 HK\$'000 港幣千元	2015 Total 二零一五年 合計 HK\$'000 港幣千元
At beginning of year	於年初	–	3,103	20,093	23,196
Total gains or losses recognised in profit or loss <sup>(#)</sup>	已確認之收益或虧損總額 於損益 <sup>(#)</sup>	(4,078)	(2,069)	(1,637)	(7,784)
in other comprehensive income	於其他全面收入	(4,078)	1,621	–	(2,457)
Business combination	業務合併	–	8,799	–	8,799
Disposals	出售	–	–	(11,380)	(11,380)
Reclassification adjustments for amounts transferred to profit or loss for impairment losses of available-for-sale financial assets	可供出售金融資產 之已轉至損益 之金額之重新 分類調整	4,078	–	–	4,078
Reclassification of remaining interest from disposal group held for sale to available-for- sale financial assets	將餘下權益從持作出售 之出售組別重新 分類至可供出售 金融資產	7,076	–	(7,076)	–
At end of year	於年末	2,998	11,454	–	14,452
<sup>(#)</sup> Include gains or losses for assets held at the end of reporting period	<sup>(#)</sup> 包括於報告期末 持有資產之收益 或虧損	(4,078)	(2,069)	–	(6,147)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 7. FAIR VALUE MEASUREMENTS (Continued)

- (b) Reconciliation of assets measured at fair value based on level 3: (Continued)

The total gains recognised in other comprehensive income are presented in surplus on revaluation of property, plant and equipment in the consolidated statement of profit or loss and other comprehensive income.

The total losses recognised in profit or loss including those for assets held at end of reporting period is presented in cost of sales and service rendered and loss for the year from discontinued operation in the consolidated statement of profit or loss.

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 30 June 2016:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The financial controller reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the Board of Directors at least twice a year.

For level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

### 7. 公平值計量 (續)

- (b) 以第3層公平值計量之資產對賬：(續)

於其他全面收入確認之收益總額於綜合損益及其他全面收益表中按物業、廠房及機器之重估盈餘呈列。

於報告期末在損益中確認之虧損總額(包括所持資產之虧損)乃於綜合損益表內之銷售及所提供服務之成本及已終止經營業務之年度虧損內呈列。

- (c) 本集團使用之估值程序及於二零一六年六月三十日公平值計量中使用之估值技術及輸入數據之披露：

本集團財務總監負責就財務報告目的所需之資產及負債之公平值計量，包括第3層公平值計量。財務總監就該等公平值計量直接向董事會報告。財務總監及董事會須就估值程序及結果每年至少舉行兩次討論。

就第3層公平值計量而言，本集團一般將委聘具備認可專業資格且有近期估值經歷之外部估值專家進行有關估值。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 7. FAIR VALUE MEASUREMENTS (Continued)

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 30 June 2016: (Continued)

Key unobservable inputs used in level 3 fair value measurements are mainly as below:

### 7. 公平值計量 (續)

- (c) 本集團使用之估值程序及於二零一六年六月三十日公平值計量中使用之估值技術及輸入數據之披露：(續)

第3層公平值計量所使用之重大不可觀察輸入數據主要載列如下：

Description	Valuation technique	Unobservable inputs	Value	Effect on fair value for increase of inputs 增加輸入數據對公平值之影響
詳情	估值技術	不可觀察輸入數據	價值	
Private equity investments classified as available-for-sale financial assets 分類為可供出售金融資產之私人權益投資	Market comparable approach 市場可資比較法	Average price book multiple	0.6890 (2015: 0.6745)	Increase
		平均價格賬面倍數	0.6890 (二零一五年：0.6745)	增加
		Average price sales multiple	0.7886 (2015: 0.7898)	Increase
		平均價格銷售倍數	0.7886 (二零一五年：0.7898)	增加
		Book value	HK\$30,563,000 (2015: HK\$49,644,000)	Increase
		賬面值	港幣30,563,000元 (二零一五年：港幣49,644,000元)	增加
		Annual sales	HK\$49,077,000 (2015: HK\$41,135,000)	Increase
		年銷售額	港幣49,077,000元 (二零一五年：港幣41,135,000元)	增加
		Discount for lack of marketability	24.90% (2015: 29.75%)	Decrease
		缺乏市場流通性折讓	24.90% (二零一五年：29.75%)	減少
Fair market value of plant and machinery 廠房及機器之公平市值	Combination of market comparable approach and cost replacement approach 市場比較法及成本重置法之合併	Estimated useful life	10 to 14 years (2015: 10 to 14 years)	Increase
		估計可使用年期	10年至14年 (二零一五年：10年至14年)	增加
		Adjusting factor	70% to 95% (2015: 74% to 100%)	Increase
		調整因素	70%至95% (二零一五年：74%至100%)	增加

During the years ended 30 June 2015 and 2016, there were no changes in the valuation techniques used.

於截至二零一五年及二零一六年六月三十日止年度內，並無就採用之估值方法做出變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 8. REVENUE

The Group's revenue which represents sales of goods to customers, subcontracting fee income and revenue from provision of on-line shopping, advertising and media related services are as follows:

### 8. 收入

本集團之收入，即對客戶之貨品銷售、分包費收入及提供線上購物、廣告及媒體相關服務之收入分析如下：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Sales of goods	貨品銷售	131,155	154,540
Subcontracting fee income	分包費收入	5,826	—
On-line shopping, advertising and media related service income	線上購物、廣告及媒體 相關服務收入	3,000	3,114
		<b>139,981</b>	<b>157,654</b>
Representing:	來自：		
Continuing operations	持續經營業務	139,981	121,251
Discontinued operation (trading and retail of apparel and related accessories) (note 14)	已終止經營業務 (買賣及零售服飾及 相關配件) (附註14)	—	36,403
		<b>139,981</b>	<b>157,654</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 9. OTHER INCOME

### 9. 其他收益

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Consultancy fee income	諮詢費收入	—	2,476
Distribution right fee income	分銷權費收入	—	696
Design fee income	設計費收入	63	390
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之 收益	3,120	—
Interest income	利息收入	161	946
Participation fee income	參與費收入	—	331
Reversal of allowance for receivables	應收賬款撥備撥回	1,055	1,318
Reversal of allowance for inventories	存貨撥備撥回	—	1,425
Reversal of provision for employee benefit obligation	僱員福利責任 撥備撥回	1,408	3
Government grants (note)	政府補助 (附註)	2,634	3,338
Sundry income	雜項收入	407	588
		<b>8,848</b>	<b>11,511</b>
Representing:	來自：		
Continuing operations	持續經營業務	8,848	7,256
Discontinued operation (note 14)	已終止經營業務 (附註14)	—	4,255
		<b>8,848</b>	<b>11,511</b>

Note: Government grants were received as refund of value-added tax and export duty. There are no unfulfilled conditions or contingencies attached to the grants.

附註：已收取政府補助為增值稅及出口關稅之退款。該等補助並無附帶未達成條件或或然事項。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 10. SEGMENT INFORMATION

The Group has three reportable segments as follows:

Swimwear and garment	– Manufacturing and trading of swimwear and garment products
Apparel and related accessories	– Trading and retail of apparel and related accessories (discontinued operation)
On-line shopping and advertising	– Provision of on-line shopping, advertising and media related services

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include other income, finance costs, impairment of goodwill, loss on de-registration of a subsidiary and corporate administrative and other operating expenses. Segment assets do not include available-for-sale financial assets, club debenture, goodwill and other assets for general administrative use. Segment liabilities do not include other liabilities for general administrative use.

### 10. 分部資料

下列為本集團三個可報告分部：

泳裝及服裝	– 生產及買賣泳裝及服裝產品
服飾及相關配件	– 買賣及零售服飾及相關配件（已終止經營業務）
線上購物及廣告	– 提供線上購物、廣告及媒體相關服務

本集團之可報告分部乃提供不同產品及服務之策略性業務單位。由於各項業務要求不同之技術及市場策略，因此分開獨立管理。

經營分部之會計政策與綜合財務報表附註4所述者相同。分部溢利或虧損並不包括其他收益、財務成本、商譽減值、註銷一間附屬公司之虧損及企業行政及其他經營費用。分部資產並不包括可供出售金融資產、會所債券、商譽及其他供一般行政使用之資產。分部負債並不包括其他供一般行政使用之負債。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 10. SEGMENT INFORMATION (Continued)

### 10. 分部資料 (續)

Information about reportable segment profit or loss, assets and liabilities:

可報告分部損益、資產及負債之有關資料：

		Swimwear and garment	Apparel and related accessories (Discontinued operation)	On-line shopping and advertising	Total
		泳裝及服裝	服飾及相關配件 (已終止經營業務)	線上購物及廣告	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
<b>Year ended 30 June 2016</b>	<b>截至二零一六年六月三十日止年度</b>				
Revenue from external customers	來自外界客戶之收入	136,981	–	3,000	139,981
Segment (loss)/profit	分部(虧損)/溢利	(15,217)	–	1,437	(13,780)
Depreciation	折舊	7,987	–	–	7,987
Income tax (credit)/expense	所得稅(抵免)/費用	(339)	–	817	478
Additions to segment non-current assets	添置分部非流動資產	15,984	–	–	15,984
<b>As at 30 June 2016</b>	<b>於二零一六年六月三十日</b>				
Segment assets	分部資產	107,112	–	1,243	108,355
Segment liabilities	分部負債	62,863	–	686	63,549
<b>Year ended 30 June 2015</b>	<b>截至二零一五年六月三十日止年度</b>				
Revenue from external customers	來自外界客戶之收入	118,137	36,403	3,114	157,654
Segment profit/(loss)	分部溢利/(虧損)	57,077	(14,128)	(2,673)	40,276
Depreciation	折舊	2,262	1,358	284	3,904
Gain on deemed disposal of an associate	視作出售一間聯營公司之收益	61,628	–	–	61,628
Share of losses of an associate	應佔一間聯營公司之虧損	8,070	–	–	8,070
Income tax expense/(credit)	所得稅費用/(抵免)	635	–	(816)	(181)
Additions to segment non-current assets	添置分部非流動資產	16,320	2,141	825	19,286
<b>As at 30 June 2015</b>	<b>於二零一五年六月三十日</b>				
Segment assets	分部資產	90,616	–	1,689	92,305
Segment liabilities	分部負債	38,634	–	845	39,479

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 10. SEGMENT INFORMATION (Continued)

### 10. 分部資料 (續)

#### Reconciliations of segment revenue and profit or loss:

#### 分部收入及損益之對賬：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>Revenue</b>	<b>收入</b>		
Total revenue of reportable segments	可報告分部收入總值	<b>139,981</b>	157,654
Elimination of discontinued operation (note 14)	扣除已終止經營業務 (附註14)	<u>—</u>	<u>(36,403)</u>
Consolidated revenue from continuing operations	來自持續經營業務之 綜合收入	<b>139,981</b>	121,251
<b>Profit or loss</b>	<b>溢利或虧損</b>		
Total profit or loss of reportable segments	可報告分部損益總值	<b>(13,780)</b>	40,276
Impairment of goodwill	商譽減值	<b>(37,900)</b>	(282,304)
Loss on de-registration of a subsidiary	註銷一間附屬公司之虧損	<b>(450)</b>	—
Other profit or loss	其他溢利或虧損	<b>577</b>	(10,152)
Elimination of discontinued operation (note 14)	扣除已終止經營業務 (附註14)	<u>—</u>	<u>9,255</u>
Consolidated loss for the year from continuing operations	來自持續經營業務之 年內綜合虧損	<b>(51,553)</b>	(242,925)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 10. SEGMENT INFORMATION (Continued)

### 10. 分部資料 (續)

#### Reconciliations of segment assets and liabilities:

#### 分部資產及負債之對賬：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>Assets</b>	<b>資產</b>		
Total assets of reportable segments	可報告分部資產總值	108,355	92,305
Goodwill	商譽	101,064	138,964
Available-for-sale financial assets	可供出售金融資產	2,998	2,998
Club debenture	會所債券	50	—
Other assets	其他資產	8,028	14,190
		<hr/>	<hr/>
Consolidated total assets	綜合資產總值	220,495	248,457
		<hr/>	<hr/>
<b>Liabilities</b>	<b>負債</b>		
Total liabilities of reportable segments	可報告分部負債總值	63,549	39,479
Other liabilities	其他負債	2,042	2,706
		<hr/>	<hr/>
Consolidated total liabilities	綜合負債總值	65,591	42,185
		<hr/>	<hr/>

Apart from the above, the totals of other material items disclosed in the segment information are the same as the consolidated totals.

除上述者外，於分部資料披露之其他重大項目總值與綜合總值相同。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 10. SEGMENT INFORMATION (Continued)

#### Geographical information:

The Group's revenue from external customers by location of the customers and information about its non-current assets by location of assets are detailed below:

### 10. 分部資料 (續)

#### 地區資料：

本集團來自外界客戶之收入（按客戶地區分佈）及其非流動資產資料（按資產地區分佈）詳述如下：

		Revenue 收入		Non-current assets 非流動資產	
		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Hong Kong	香港	59,928	37,489	105,886	141,761
PRC except Hong Kong and Macau	中國（香港及澳門除外）	13	—	2,019	2,456
Kingdom of Cambodia	柬埔寨王國	5,826	—	23,799	14,800
United Kingdom	英國	16,932	25,916	—	—
Spain	西班牙	16,136	20,803	—	—
Sweden	瑞典	15,391	18,084	—	—
Macau	澳門	—	1,206	—	—
United States of America	美國	278	5,197	—	—
Netherlands	荷蘭	4,954	5,829	—	—
Israel	以色列	2,682	4,970	—	—
France	法國	620	832	—	—
Denmark	丹麥	353	2,732	—	—
Ireland	愛爾蘭	11,279	21,994	—	—
Canada	加拿大	272	9,874	—	—
Australia	澳洲	4,381	—	—	—
Others	其他	936	2,728	—	—
Discontinued operation	已終止經營業務	—	(36,403)	—	—
Consolidated total	綜合總值	139,981	121,251	131,704	159,017



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 10. SEGMENT INFORMATION (Continued)

#### Revenue from major customers:

Swimwear and garment segment	泳裝及服裝分部
Customer a	客戶a
Customer b	客戶b
Customer c	客戶c

### 10. 分部資料 (續)

#### 來自主要客戶之收入：

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
N/A	21,994
15,391	17,791
<b>53,748</b>	<b>N/A</b>

### 11. FINANCE COSTS

Finance lease charges	財務租賃支出
Interest on bank loans	銀行貸款利息
Interest on promissory notes	承付票據利息
Interest on other loans	其他貸款利息

### 11. 財務成本

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
—	1
—	458
—	4,297
<b>525</b>	<b>421</b>
<b>525</b>	<b>5,177</b>
525	4,296
—	881
<b>525</b>	<b>5,177</b>

Representing:	來自：
Continuing operations	持續經營業務
Discontinued operation (note 14)	已終止經營業務 (附註14)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 12. GAIN ON DEEMED DISPOSAL OF AN ASSOCIATE – RICOTEX INDUSTRIAL COMPANY LIMITED ("RICOTEX")

Pursuant to a supplemental agreement ("Supplemental Agreement") dated 30 June 2015 entered into between Ratio Knitting Factory Limited ("Ratio"), a wholly-owned subsidiary of the Company which held 45% of the issued share capital of Ricotex, Billions Field Development Limited and All Full Profit Limited (together holds 55% of the issued share capital of Ricotex), the maximum number of directors of Ricotex was increased from 3 to 5 and 3 out of 5 directors should be nominated by Ratio. A quorum for a meeting was also increased to at least 3 directors. Board resolution was passed on the same date to appoint the 2 additional directors nominated by Ratio.

In the opinion of the directors of the Company, the Group obtained control in Ricotex by virtue of the Supplemental Agreement, and as a result, Ricotex ceased to be an associate of the Group on 30 June 2015 and became and was accounted for as a subsidiary of the Company effective from that date. The Group's interests in Ricotex were re-measured based on the fair value of the shares of Ricotex held by the Group on 30 June 2015. Accordingly, a gain on deemed disposal of approximately HK\$61,628,000 was recognised in profit or loss during the year ended 30 June 2015.

### 12. 視作出售一間聯營公司之收益－利高達製衣有限公司（「利高達」）

根據利都織造廠有限公司（「利都」，本公司之全資附屬公司，其持有利高達已發行股本之45%）、懋豐發展有限公司及永滿利有限公司（合共持有利高達已發行股本之55%）訂立日期為二零一五年六月三十日之補充協議（「補充協議」），利高達董事人數上限由三名增加至五名，惟五分之三的董事應由利都提名。會議之法定人數亦增加至至少三名董事。於同日，董事會通過決議案，以委任利都提名之另外兩名董事。

本公司董事認為，本集團透過補充協議獲得利高達之控制權，因此，利高達於二零一五年六月三十日不再為本集團之聯營公司，並自該日起成為本公司之附屬公司並作為本公司之附屬公司入賬。本集團於利高達之權益以本集團於二零一五年六月三十日所持利高達股份之公平值為基準重新計量。因此，截至二零一五年六月三十日止年度內視作出售之收益約港幣61,628,000元已於損益內確認。



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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 13. INCOME TAX EXPENSE/(CREDIT)

### 13. 所得稅費用／（抵免）

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Current tax – Hong Kong Profits Tax	即期稅項－香港利得稅		
Provision for the year	年內撥備	–	1,397
Overprovision in prior years	過往年度超額撥備	(33)	–
		(33)	1,397
Current tax – PRC Enterprise Income Tax	即期稅項－中國企業所得稅		
Provision for the year	年內撥備	32	33
Deferred tax (note 31)	遞延稅項（附註31）	479	(1,611)
Income tax expense/(credit)	所得稅費用／（抵免）	478	(181)
Representing:	來自：		
Continuing operations	持續經營業務	478	(181)

No provision for Hong Kong Profits Tax is required since the Group has no assessable profit for the year. The amount provided for the year ended 30 June 2015 was calculated at 16.5% based on the assessable profit for that year.

Tax charges on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

由於本集團於年內並無應課稅溢利，因此毋須作出香港利得稅撥備。截至二零一五年六月三十日止年度之金額乃根據於該年度之應課稅溢利以稅率16.5%計算。

其他地區之應課稅溢利稅項乃按本集團經營業務所在國家之現行稅率，並根據當地現行法規、詮釋及慣例計算。

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 13. INCOME TAX EXPENSE/(CREDIT) (Continued)

The reconciliation between the income tax expense/(credit) and the product of loss before tax multiplied by the Hong Kong Profits Tax rate is as follows:

### 13. 所得稅費用／（抵免）（續）

下列為所得稅費用／（抵免）與除稅前虧損乘以香港利得稅率所得積數之對賬：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Loss before tax	除稅前虧損		
Continuing operations	持續經營業務	(51,075)	(243,106)
Discontinued operation (note 14)	已終止經營業務（附註14）	—	(10,754)
		<b>(51,075)</b>	<b>(253,860)</b>
Tax at the Hong Kong Profits Tax rate of 16.5% (2015: 16.5%)	按香港利得稅率16.5% （二零一五年：16.5%） 計算之稅項	(8,427)	(41,887)
Tax effect of income that is not taxable	毋須課稅收入之稅務影響	(7,629)	(10,450)
Tax effect of expenses that are not deductible	不可扣稅開支之稅務影響	15,152	51,763
Tax effect of other temporary differences not recognised	未確認其他暫時差異之稅務影響	(260)	(182)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	1,738	1,618
Tax effect of utilisation of tax losses not previously recognised	使用過往年度未確認之稅項虧損之稅務影響	(74)	(1,054)
Effect of different tax rates of subsidiaries	附屬公司不同稅率之影響	11	11
Overprovision in prior years	過往年度超額撥備	(33)	—
Income tax expense/(credit)	所得稅費用／（抵免）	<b>478</b>	<b>(181)</b>



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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 14. DISCONTINUED OPERATION

Pursuant to a sale and purchase agreement dated 28 July 2014 entered into between a wholly-owned subsidiary of the Company, Synergy Chain Limited ("Synergy"), and an independent third party, Synergy disposed of 27.3% interests in Charmston (Holdings) Limited ("Charmston"), a company incorporated in Hong Kong, at a consideration of HK\$10,000,000. Charmston was engaged in investment holding, with its subsidiaries engaged in trading and retail of apparel and related accessories in Hong Kong. The disposal was completed on 21 October 2014 and the Group discontinued its trading and retail of apparel and related accessories business.

The loss for the year from the discontinued operation is analysed as follows:

### 14. 已終止經營業務

根據本公司之全資附屬公司Synergy Chain Limited (「Synergy」)與一名獨立第三方訂立之日期為二零一四年七月二十八日之買賣協議，Synergy以代價港幣10,000,000元出售於傑軒(集團)有限公司(「傑軒」)(一間於香港註冊成立之公司)之27.3%權益。傑軒從事投資控股業務，其附屬公司從事在香港買賣及零售服飾及相關配件。出售事項於二零一四年十月二十一日完成及本集團已終止其買賣及零售服飾及相關配件業務。

來自已終止經營業務之年內虧損分析如下：

Loss of discontinued operation  
Gain on disposal of discontinued operation

已終止經營業務之虧損  
出售已終止經營業務之  
收益

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
-	(10,754)
-	1,499
-	(9,255)

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 14. DISCONTINUED OPERATION (Continued)

The results of the discontinued operation for the period from 1 July 2014 to 21 October 2014, which have been included in consolidated profit or loss, were as follows:

### 14. 已終止經營業務 (續)

已計入綜合損益之於自二零一四年七月一日起至二零一四年十月二十一日止期間內之已終止經營業務之業績如下：

		HK\$'000 港幣千元
Revenue (note 8)	收入 (附註8)	36,403
Cost of sales	銷售成本	(11,387)
Gross profit	毛利	25,016
Other income (note 9)	其他收益 (附註9)	4,255
Selling expenses	銷售開支	(21,015)
Administrative expenses	行政費用	(18,129)
Loss from operations	經營虧損	(9,873)
Finance costs (note 11)	財務成本 (附註11)	(881)
Loss before tax	除稅前虧損	(10,754)
Income tax expense	所得稅費用	—
Loss for the year	年內虧損	(10,754)

During the period from 1 July 2014 to 21 October 2014, Charmston and its subsidiaries paid approximately HK\$175,000 in respect of operating activities, paid approximately HK\$1,867,000 in respect of investing activities and received approximately HK\$5,232,000 in respect of financing activities.

於自二零一四年七月一日起至二零一四年十月二十一日止期間內，傑軒及其附屬公司已就經營業務支付約港幣175,000元，就投資業務支付約港幣1,867,000元及就融資業務已收取約港幣5,232,000元。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 15. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging/(crediting) the following:

### 15. 年內虧損

本集團之年內虧損已扣除／（計入）下列項目：

	Continuing operations 持續經營業務		Discontinued operation 已終止經營業務		Total 總計	
	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Auditor's remuneration	870	800	-	127	870	927
Cost of inventories sold	133,834	97,247	-	11,387	133,834	108,634
Depreciation	7,987	2,944	-	-	7,987	2,944
Reversal of allowance for inventories (included in other income)	-	(802)	-	-	-	(802)
Allowance for receivables	1,283	1,427	-	-	1,283	1,427
Reversal of allowance for receivables	(1,055)	(1,318)	-	-	(1,055)	(1,318)
Loss on disposal of available-for-sale financial assets	-	789	-	-	-	789
Impairment loss of available-for-sale financial assets	-	4,078	-	-	-	4,078
(Gain)/loss on disposal of property, plant and equipment	(3,120)	147	-	-	(3,120)	147
Write off of property, plant and equipment	-	73	-	-	-	73
Net foreign exchange losses	43	335	-	22	43	357
Operating lease charges for land and buildings (including contingent rentals of approximately HK\$Nil (2015: HK\$13,000))	4,619	3,145	-	12,782	4,619	15,927
Staff costs including directors' emoluments	58,067	33,863	-	11,091	58,067	44,954
Salaries, bonus and allowances	2,013	2,618	-	537	2,013	3,155
Retirement benefit scheme contributions	(1,408)	1,305	-	-	(1,408)	1,305
(Reversal)/provision for employee benefit obligations						
	58,672	37,786	-	11,628	58,672	49,414

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 15. LOSS FOR THE YEAR (Continued)

There is a reversal of allowance for receivables of approximately HK\$1,055,000 (2015: HK\$1,318,000) for the year, being the result of persistent effort on the management of quality of trade receivables and certain long overdue debts are recovered during the year.

Cost of inventories sold includes staff costs, depreciation and operating lease charges of approximately HK\$50,678,000 (2015: HK\$24,214,000) which are included in the amounts disclosed separately above.

### 16. EMPLOYEE BENEFITS EXPENSE

Salaries, bonus and allowances	薪金、花紅及津貼
Retirement benefit scheme contributions	退休福利計劃供款
(Reversal)/provision for employee benefit obligations	僱員福利責任之 (撥回)/撥備

#### (a) Pensions – defined contribution plans

Contributions totalling approximately HK\$10,594,000 (2015: HK\$10,869,000) were payable to the fund at the year-end.

### 15. 年內虧損 (續)

本年度應收款項之撥備撥回約為港幣1,055,000元(二零一五年:港幣1,318,000元),這是由於於年內持續努力於貿易應收賬款之質量管理及收回若干長期逾期債務所致。

已出售存貨成本包括員工成本、折舊及經營租賃支出約港幣50,678,000元(二零一五年:港幣24,214,000元),乃計入上文分別披露之數額內。

### 16. 僱員福利開支

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
55,302	42,110
1,995	3,137
(1,408)	1,305
<b>55,889</b>	<b>46,552</b>

#### (a) 退休金 – 定額供款計劃

於年末,供款總額約港幣10,594,000元(二零一五年:港幣10,869,000元)可用於支付此項資金。



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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 16. EMPLOYEE BENEFITS EXPENSE (Continued)

#### (b) Five highest paid individuals

The five highest paid individuals in the Group during the year included one (2015: one) director whose emoluments are reflected in the analysis presented in note 17. The emoluments of the remaining four (2015: four) individuals are set out below:

Basic salaries and allowances	基本薪金及津貼
Compensation for loss of office	離職補償金
Retirement benefit scheme contributions	退休福利計劃供款

### 16. 僱員福利開支 (續)

#### (b) 五名最高薪酬人士

年內，本集團五名最高薪酬人士包括一名(二零一五年：一名)董事，其酬金已於附註17所呈列之分析中反映。其餘四名(二零一五年：四名)人士之薪酬載列如下：

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
5,292	6,451
—	69
72	66
<b>5,364</b>	<b>6,586</b>

The emoluments fell within the following bands:

有關薪酬屬以下範疇：

		Number of individuals 人士數目	
2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年
HK\$Nil to HK\$1,000,000	港幣零元至港幣1,000,000元	2	2
HK\$1,000,001 to HK\$1,500,000	港幣1,000,001元至港幣1,500,000元	1	1
HK\$2,500,001 to HK\$3,000,000	港幣2,500,001元至港幣3,000,000元	1	—
HK\$3,500,001 to HK\$4,000,000	港幣3,500,001元至港幣4,000,000元	—	1
		<b>4</b>	<b>4</b>

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 17. BENEFITS AND INTERESTS OF DIRECTORS

#### (a) Directors' emoluments

The remuneration of every director is set out below:

### 17. 董事利益及權益

#### (a) 董事薪酬

各董事之薪酬載列如下：

		Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就個人擔任本公司或其附屬公司董事之已付或應收酬金							
		Fees 袍金		Estimated money value of other benefits 其他福利之估計幣值 (Note (i)) (附註(i))		Employer's contribution to a retirement benefit scheme 僱主退休福利計劃供款		Total 總計	
		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>Executive Directors</b>		<b>執行董事</b>							
Mr. Lau Chi Yuen, Joseph	劉智遠先生	600	600	1,877	1,956	18	18	2,495	2,574
Mr. Lau Chun Fat, George	劉進發先生	-	-	-	-	-	-	-	-
		600	600	1,877	1,956	18	18	2,495	2,574
<b>Independent Non-executive Directors</b>		<b>獨立非執行董事</b>							
Mr. Fung Chan Man, Alex	馮燦文先生	96	96	-	-	-	-	96	96
Mr. Lee Chung Mong, John	李春茂先生	96	96	-	-	-	-	96	96
Mr. Tam Wing Kin	譚榮健先生	96	96	-	-	-	-	96	96
		288	288	-	-	-	-	288	288
		888	888	1,877	1,956	18	18	2,783	2,862

Note: (i) Estimated money values of other benefits include rent paid, share options, insurance premium, etc.

Neither the chief executive nor any of the directors waived any emoluments during the year (2015: Nil).

附註：(i) 其他福利之估計幣值包括已付租金、購股權、保險費等。

年內概無主要行政人員或任何董事放棄任何薪酬（二零一五年：無）。



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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 17. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

#### (b) Directors' material interests in transactions, arrangements and contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 18. DIVIDENDS

The directors do not recommend the payment of any dividend for the year ended 30 June 2016 (2015: Nil).

### 19. LOSS PER SHARE

#### (a) From continuing and discontinued operations

##### *Basic loss per share*

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of approximately HK\$47,251,000 (2015: HK\$245,444,000) and the weighted average number of ordinary shares of 5,028,526,030 (2015: 4,931,793,790) in issue during the year.

### 17. 董事利益及權益 (續)

#### (b) 董事於交易、安排及合約中之重大利益

本公司概無訂立與本集團業務有關及本公司董事及董事之關連人士於其中直接或間接擁有重大權益且於本年末或本年度任何時間仍有效之重大交易、安排及合約。

### 18. 股息

董事不建議就截至二零一六年六月三十日止年度派付任何股息 (二零一五年：無)。

### 19. 每股虧損

#### (a) 來自持續經營業務及已終止經營業務

##### *每股基本虧損*

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔之年內虧損約港幣47,251,000元 (二零一五年：港幣245,444,000元) 及於年內發行之普通股之加權平均數5,028,526,030股 (二零一五年：4,931,793,790股) 計算。

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 19. LOSS PER SHARE (Continued)

#### (a) From continuing and discontinued operations (Continued)

##### *Diluted loss per share*

The exercise of the Group's outstanding convertible non-voting preference shares and the effect of all potential ordinary shares would be anti-dilutive for the year ended 30 June 2016. The exercise of the Group's outstanding convertible non-voting preference shares would be anti-dilutive and there were no dilutive potential ordinary shares for the Company's options granted to an investor for the year ended 30 June 2015. Diluted loss per share was the same as the basic loss per share from the continuing and discontinued operations for the years ended 30 June 2016 and 2015.

#### (b) From continuing operations

##### *Basic loss per share*

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year from continuing operations attributable to owners of the Company of approximately HK\$47,251,000 (2015: HK\$241,664,000) and the denominator used is the same as that detailed above for basic loss per share from continuing and discontinued operations.

### 19. 每股虧損 (續)

#### (a) 來自持續經營業務及已終止經營業務 (續)

##### *每股攤薄虧損*

於截至二零一六年六月三十日止年度，行使本集團之尚未行使可換股無投票權優先股及所有潛在普通股之影響將具有反攤薄作用。截至二零一五年六月三十日止年度，行使本集團之尚未行使可換股無投票權優先股將具有反攤薄作用及概無有關本公司之授予一名投資者之購股權之潛在攤薄普通股。截至二零一六年及二零一五年六月三十日止年度，持續經營業務及已終止經營業務之每股攤薄虧損與每股基本虧損相同。

#### (b) 來自持續經營業務

##### *每股基本虧損*

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔來自持續經營業務之年內虧損約港幣47,251,000元（二零一五年：港幣241,664,000元）計算，及所使用之分母與上文所詳述計算來自持續經營業務及已終止經營業務之每股基本虧損使用之分母相同。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 19. LOSS PER SHARE (Continued)

#### (b) From continuing operations (Continued)

##### *Diluted loss per share*

The exercise of the Group's outstanding convertible non-voting preference shares and the effect of all potential ordinary shares would be anti-dilutive for the year ended 30 June 2016. The exercise of the Group's outstanding convertible non-voting preference shares would be anti-dilutive and there were no dilutive potential ordinary shares for the Company's options granted to an investor for the year ended 30 June 2015. Diluted loss per share was the same as the basic loss per share from the continuing operations for the years ended 30 June 2016 and 2015.

#### (c) From discontinued operation

Because there was no discontinued operation during the year ended 30 June 2016, no basic or diluted loss per share from discontinued operation was presented for the year ended 30 June 2016.

Basic loss per share from the discontinued operation for the year ended 30 June 2015 was HK0.077 cent per share, based on the loss for the year from discontinued operation attributable to the owners of the Company of approximately HK\$3,780,000 and the denominator used was the same as that detailed above for basic loss per share from continuing and discontinued operations.

### 19. 每股虧損 (續)

#### (b) 來自持續經營業務 (續)

##### *每股攤薄虧損*

於截至二零一六年六月三十日止年度，行使本集團之尚未行使可換股無投票權優先股及所有潛在普通股之影響將具有反攤薄作用。截至二零一五年六月三十日止年度，行使本集團之尚未行使可換股無投票權優先股將具有反攤薄作用及概無有關本公司之授予一名投資者之購股權之潛在攤薄普通股。截至二零一六年及二零一五年六月三十日止年度持續經營業務之每股攤薄虧損與每股基本虧損相同。

#### (c) 來自已終止經營業務

由於截至二零一六年六月三十日止年度內概無已終止經營業務，故並無呈列截至二零一六年六月三十日止年度來自已終止經營業務之每股基本或攤薄虧損。

截至二零一五年六月三十日止年度，來自已終止經營業務之每股基本虧損為每股0.077港仙，該數據乃根據本公司擁有人應佔來自已終止經營業務之年內虧損約港幣3,780,000元計算，及所使用之分母與上文所詳述計算來自持續經營業務及已終止經營業務之每股基本虧損使用之分母相同。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 19. LOSS PER SHARE (Continued)

#### (c) From discontinued operation (Continued)

The exercise of the Group's outstanding convertible non-voting preference shares for the year ended 30 June 2015 would be anti-dilutive and there were no dilutive potential ordinary shares for the Company's options granted to an investor. Diluted loss per share was same as the basic loss per share from the discontinued operation for the year ended 30 June 2015.

### 19. 每股虧損 (續)

#### (c) 來自已終止經營業務 (續)

截至二零一五年六月三十日止年度，行使本集團之尚未行使可換股無投票權優先股將具有反攤薄作用及概無有關本公司之授予一名投資者之購股權之潛在攤薄普通股。截至二零一五年六月三十日止年度，來自已終止經營業務之每股攤薄虧損與每股基本虧損相同。

### 20. OTHER COMPREHENSIVE INCOME

Tax effects relating to each component of other comprehensive income for the year:

### 20. 其他全面收益

有關年內其他全面收益各部分之稅務影響：

2016 二零一六年			2015 二零一五年		
Amount before tax 除稅前金額 HK\$'000 港幣千元	Tax 稅項 HK\$'000 港幣千元	Amount after tax 除稅後金額 HK\$'000 港幣千元	Amount before tax 除稅前金額 HK\$'000 港幣千元	Tax 稅項 HK\$'000 港幣千元	Amount after tax 除稅後金額 HK\$'000 港幣千元
Exchange differences on translating foreign operations 匯兌差額	(552)	-	(552)	-	-
Fair value changes of available-for-sale financial assets 可供出售金融資產之公平值變動	-	-	-	-	-
Reclassification adjustments for amounts transferred to profit or loss of available-for-sale financial assets 可供出售金融資產之轉撥至損益之金額之重新分類調整	-	-	(4,078)	-	(4,078)
Disposal 出售	-	-	443	-	443
Impairment losses 減值虧損	-	-	4,078	-	4,078
Surplus on revaluation of property, plant and equipment 重估物業、廠房及設備之盈餘	2,952	(665)	2,287	1,621	(405)
Other comprehensive income for the year 年內其他全面收益	2,400	(665)	1,735	2,064	(405)
					1,659



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 21. PROPERTY, PLANT AND EQUIPMENT

### 21. 物業、廠房及設備

		Leasehold improvements	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles	Total
		租賃物業裝修 HK\$'000 港幣千元	廠房及機器 HK\$'000 港幣千元	傢俬、裝置及 辦公室設備 HK\$'000 港幣千元	汽車 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
<b>Cost or valuation</b>	<b>成本值或估值</b>					
At 1 July 2014	於二零一四年七月一日	572	3,103	2,243	1,810	7,728
Additions	增添	1,544	–	390	–	1,934
Write off/disposals	撇銷/出售	(88)	–	(827)	–	(915)
Surplus on revaluation	重估盈餘	–	(448)	–	–	(448)
Business combination	業務合併	5,361	8,799	136	504	14,800
At 30 June 2015 and 1 July 2015	於二零一五年 六月三十日及 二零一五年七月一日	7,389	11,454	1,942	2,314	23,099
Additions	增添	6,718	7,648	627	991	15,984
Write off/disposals	撇銷/出售	–	–	(671)	(500)	(1,171)
Surplus on revaluation	重估盈餘	–	(2,337)	–	–	(2,337)
At 30 June 2016	於二零一六年 六月三十日	14,107	16,765	1,898	2,805	35,575
<b>Accumulated depreciation and impairment</b>	<b>累計折舊及減值</b>					
At 1 July 2014	於二零一四年七月一日	186	–	1,674	1,413	3,273
Charge for the year	年內開支	133	2,069	344	398	2,944
Write off/disposals	撇銷/出售	(15)	–	(675)	–	(690)
Write back on revaluation	重估時撥回	–	(2,069)	–	–	(2,069)
At 30 June 2015 and 1 July 2015	於二零一五年 六月三十日及 二零一五年七月一日	304	–	1,343	1,811	3,458
Charge for the year	年內開支	2,169	5,289	227	302	7,987
Write off/disposals	撇銷/出售	–	–	(671)	(500)	(1,171)
Write back on revaluation	重估時撥回	–	(5,289)	–	–	(5,289)
At 30 June 2016	於二零一六年 六月三十日	2,473	–	899	1,613	4,985
<b>Carrying amount</b>	<b>賬面值</b>					
At 30 June 2016	於二零一六年 六月三十日	11,634	16,765	999	1,192	30,590
At 30 June 2015	於二零一五年 六月三十日	7,085	11,454	599	503	19,641

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 21. PROPERTY, PLANT AND EQUIPMENT (Continued)

The analysis of the cost or valuation at 30 June 2016 of the above assets is as follows:

		Leasehold improvements	Plant and machinery	Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備	Motor vehicles 汽車	Total 總額
		租賃物業裝修 HK\$'000 港幣千元	廠房及機器 HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At cost	按成本值	14,107	–	1,898	2,805	18,810
At valuation	按估值	–	16,765	–	–	16,765
		<u>14,107</u>	<u>16,765</u>	<u>1,898</u>	<u>2,805</u>	<u>35,575</u>

The analysis of the cost or valuation at 30 June 2015 of the above assets is as follows:

		Leasehold improvements	Plant and machinery	Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備	Motor vehicles 汽車	Total 總額
		租賃物業裝修 HK\$'000 港幣千元	廠房及機器 HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At cost	按成本值	7,389	–	1,942	2,314	11,645
At valuation	按估值	–	11,454	–	–	11,454
		<u>7,389</u>	<u>11,454</u>	<u>1,942</u>	<u>2,314</u>	<u>23,099</u>



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### 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

#### 21. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group's plant and machinery were revalued at fair market value on 30 June 2016 by reference to market evidence of recent transactions for similar plant and machinery by GA Valuation Limited (2015: GA Valuation Limited), an independent firm of professional valuers.

The carrying amount of the Group's plant and machinery would have been approximately HK\$13,946,000 (2015: HK\$9,577,000) had they been stated at cost less accumulated depreciation and impairment losses.

#### 21. 物業、廠房及設備 (續)

本集團之廠房及機器由獨立專業估值師行天基評估有限公司(二零一五年:天基評估有限公司)於二零一六年六月三十日參照類似廠房及機器近期之市場交易按公平市值重新估值。

倘以成本減累計折舊及減值虧損列賬，本集團廠房及機器之賬面值將約為港幣13,946,000元(二零一五年:港幣9,577,000元)。

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 22. GOODWILL

Goodwill acquired in a business combination is allocated, at acquisition, to the CGUs that are expected to benefit from that business combination. The carrying amount of goodwill had been allocated as follows:

### 22. 商譽

於業務合併收購之商譽於收購時分配至預期可受惠於業務合併之現金產生單位。已分配之商譽賬面值如下：

		Provision of on-line shopping advertising and media related services – Luxey Online Solutions Limited ("Luxey Online") (note (a)) 提供線上購物、 廣告及媒體 相關服務－ 薈萃網上媒體 有限公司（「薈萃 網上媒體」） (附註(a)) HK\$'000 港幣千元	Swimwear – Easy Time Trading Limited ("Easy Time") (note (b)) 泳裝－Easy Time Trading Limited （「Easy Time」） (附註(b)) HK\$'000 港幣千元	Garment and swimwear – Ricotex (note (c)) 服裝及泳裝 －利高達 (附註(c)) HK\$'000 港幣千元	Apparel and related accessories – Charmston (note (d)) 服裝及相關 配飾－傑軒 (附註(d)) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
<b>Cost</b>	<b>成本值</b>					
At 1 July 2014	於二零一四年七月一日	75,343	640,966	–	28,793	745,102
Business combination	業務合併	–	–	61,457	–	61,457
Write off on disposal of Charmston	於出售傑軒時撇銷	–	–	–	(28,793)	(28,793)
At 30 June 2015, 1 July 2015 and 30 June 2016	於二零一五年六月三十日、 二零一五年七月一日及 二零一六年六月三十日	75,343	640,966	61,457	–	777,766
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>					
At 1 July 2014	於二零一四年七月一日	69,093	287,405	–	28,793	385,291
Impairment loss	減值虧損	6,250	276,054	–	–	282,304
Write off on disposal of Charmston	於出售傑軒時撇銷	–	–	–	(28,793)	(28,793)
At 30 June 2015 and 1 July 2015	於二零一五年六月三十日 及二零一五年七月一日	75,343	563,459	–	–	638,802
Impairment loss	減值虧損	–	37,900	–	–	37,900
At 30 June 2016	於二零一六年六月三十日	75,343	601,359	–	–	676,702
<b>Carrying amount</b>	<b>賬面值</b>					
At 30 June 2016	於二零一六年六月三十日	–	39,607	61,457	–	101,064
At 30 June 2015	於二零一五年六月三十日	–	77,507	61,457	–	138,964



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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 22. GOODWILL (Continued)

Notes:

- (a) The recoverable amount of the provision of on-line shopping, advertising and media related services CGU was determined from value in use calculation. The key assumptions for the value in use calculation are those regarding the discount rate, growth rate and budgeted gross margin and revenue during the period. The Group estimates discount rate using pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the CGU. The growth rate is based on long-term average economic growth rate of the geographical area in which the business of the CGU operates. Budgeted gross margin and revenue are based on past practices and expectations on market development.

During the six months ended 31 December 2014, the Group prepared cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with residual period using the growth rate of 5%. This rate did not exceed the average long-term growth rate for the relevant markets. The rate used to discount the forecast cash flows from the provision of on-line shopping, advertising and media related services CGU was 13.22%. Based on the past performance, the Group had revised its cash flow forecasts and the recoverable amount for this CGU was negligible. The goodwill allocated to this CGU was thus considered as non-recoverable. The goodwill has therefore been fully impaired through recognition of an impairment loss against goodwill of approximately HK\$6,250,000 during the six months ended 31 December 2014 and year ended 30 June 2015.

### 22. 商譽 (續)

附註：

- (a) 提供線上購物、廣告及媒體相關服務之現金產生單位之可收回金額乃根據使用價值計算法而釐定。使用價值計算之主要假設與期內之貼現率、增長率及預算毛利率及收入有關。本集團於估算貼現率時使用除稅前貼現率，該貼現率反映目前市場對貨幣時間價值之估計以及與相關現金產生單位有關之特定風險。增長率乃以現金產生單位所經營業務之地區之長期平均經濟增長率為基準。預算毛利率及收入乃以過往慣例及對市場發展之預期為基準。

於截至二零一四年十二月三十一日止六個月，本集團編製之現金流量預測乃按最近由董事批准之未來五年財務預算以及餘下期間採用5%之增長率計算。有關比率並未超逾有關市場之平均長期增長率。用於貼現來自提供線上購物、廣告及媒體相關服務現金產生單位之預測現金流量之比率為13.22%。根據過往表現，本集團已修訂此現金產生單位之現金流量預測及可收回金額為可忽略不計。分配至此現金產生單位之商譽因此被視為不可收回。因此，商譽於截至二零一四年十二月三十一日止六個月及截至二零一五年六月三十日止年度透過確認商譽減值虧損約港幣6,250,000元已悉數減值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 22. GOODWILL (Continued)

Notes: (Continued)

- (b) The recoverable amount of the swimwear CGU is determined from value in use calculation. The key assumptions for the value in use calculation are similar to the value in use calculation of provision of on-line shopping, advertising and media related services CGU as stated in note (a) above.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five (2015: five) years with residual period using the growth rate of 3.99% (2015: 3.99%). This rate does not exceed the average long-term growth rate for the relevant markets. The rate used to discount the forecast cash flows from the Group's activities of manufacturing and trading of high-end swimwear and related garment products is 14.57% (2015: 14.96%).

Due to the expecting of economic downturn of European market, the orders on hand for high-end swimwear for the PRC factory decreased and is expected to decrease in the coming year. The Group has thus revised its cash flow forecasts for this CGU. The recoverable amount of this CGU is approximately HK\$48,729,000 (2015: HK\$82,348,000) as at 30 June 2016, which is lower than the carrying amount of this CGU. The goodwill has therefore been reduced to its recoverable amount through recognition of an impairment loss against goodwill of approximately HK\$37,900,000 (2015: HK\$276,054,000) during the year.

### 22. 商譽 (續)

附註：(續)

- (b) 泳裝現金產生單位之可收回金額乃使用使用價值釐定。使用價值計算法所使用的主要假設類似於上文附註(a)所列明之提供線上購物、廣告及媒體相關服務現金產生單位之使用價值計算法。

本集團編製之現金流量預測乃按最近由董事批准之未來五年(二零一五年：五年)財務預算以及餘下期間採用3.99%(二零一五年：3.99%)之增長率計算。有關比率並未超過有關市場之平均長期增長率。用於貼現來自本集團製造及買賣高端泳裝及相關服裝產品之業務之預測現金流量之比率為14.57%(二零一五年：14.96%)。

由於預期歐洲市場經濟下滑，中國工廠之高檔泳裝手頭訂單減少及預期來年將減少，因此，本集團已修訂此現金產生單位之現金流量預測。此現金產生單位於二零一六年六月三十日之可收回金額約為港幣48,729,000元(二零一五年：港幣82,348,000元)，其低於此現金產生單位之賬面值。因此，商譽於年內透過確認商譽減值虧損約港幣37,900,000元(二零一五年：港幣276,054,000元)減至其可收回金額。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

#### 22. GOODWILL (Continued)

Notes: (Continued)

- (c) The recoverable amount of the garment and swimwear CGU is determined from value in use calculation (2015: fair value less costs of disposal using the income-based approach calculation). The key assumptions for the income-based approach calculation are similar to the value in use calculation of provision of on-line shopping, advertising and media related services CGU as stated in note (a) above.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with residual period using the growth rate of 3.99% (2015: 3.99%). This rate does not exceed the average long-term growth rate for the relevant markets. The rate used to discount the forecast cash flows from the Group's activities of manufacturing and trading of garment and swimwear is 14.60% (2015: 14.73%). The calculation further considered a 26.69% discount on lack of marketability for the controlling interests at 30 June 2015.

- (d) The goodwill allocated to the apparel and related accessories CGU was fully written off after the disposal of Charmston during the year ended 30 June 2015.

#### 22. 商譽 (續)

附註：(續)

- (c) 服裝及泳裝現金產生單位之可收回金額乃按使用價值計算法釐定(二零一五年：使用收入基準計算法按公平值減出售成本釐定)。收入基準計算法所使用的主要假設類似於上文附註(a)所列明之提供線上購物、廣告及媒體相關服務現金產生單位之使用價值計算法。

本集團編制現金流量之預測乃按照最近由董事批准之未來五年財務預算以及餘下期間採用3.99%(二零一五年：3.99%)之增長率計算。有關比率並未超逾有關市場之平均長期增長率。用於貼現來自本集團製造及買賣服裝及泳裝產品之業務之預測現金流量之比率為14.60%(二零一五年：14.73%)。於二零一五年六月三十日，該計算進一步計入控制權益缺乏市場流通性折讓26.69%。

- (d) 於截至二零一五年六月三十日止年度，服裝及相關配件現金產生單位分配之商譽已於出售傑軒後悉數撇銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 23. INVESTMENTS IN SUBSIDIARIES

Particulars of the subsidiaries as at 30 June 2016 are as follows:

### 23. 於附屬公司之投資

於二零一六年六月三十日，附屬公司之詳情如下：

	Place of incorporation/ registration and operation	Particular of issued share capital	Percentage of ownership				Principal activities
Name	註冊成立地點／ 登記及營業地區	已發行股本詳情	擁有權百分比				主要業務
名稱			2016 二零一六年		2015 二零一五年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Luxey Finance Limited (formerly known as China Post E-Commerce Group Limited)	Hong Kong	100 ordinary shares	100%	—	100%	—	Inactive
薈萃財務有限公司 (前稱中郵電貿集團有限公司)	香港	100股普通股	100%	—	100%	—	無營業
Easy Time	BVI	1 ordinary share of US\$1	100%	—	100%	—	Investment holding
Easy Time	英屬處女群島	1股1美元之普通股	100%	—	100%	—	投資控股
Luxey International (Hong Kong) Limited	Hong Kong	10,000 ordinary shares	100%	—	100%	—	Investment holding
薈萃國際(香港)有限公司	香港	10,000股普通股	100%	—	100%	—	投資控股
Synergy	BVI	1 ordinary share of US\$1	100%	—	100%	—	Investment holding
Synergy	英屬處女群島	1股1美元之普通股	100%	—	100%	—	投資控股
*HD Production Limited (“HD”)	Hong Kong	100 ordinary shares	—	—	—	51%	Inactive
*高清廣播製作有限公司(「高清廣播」)	香港	100股普通股	—	—	—	51%	無營業
Luxey Online	BVI	100 ordinary shares of US\$1 each	—	100%	—	100%	Investment holding and provision of on-line shopping, advertising and media related services
薈萃網上媒體	英屬處女群島	每股面值1美元之100股普 通股	—	100%	—	100%	投資控股及提供線上購物、廣 告及媒體相關服務
Ratio	Hong Kong	500,000 ordinary shares	—	100%	—	100%	Investment holding and trading of high-end swimwear and related garment products
利都	香港	500,000股普通股	—	100%	—	100%	投資控股及買賣高端泳裝以及 相關服裝產品
Ricotex	Hong Kong	10,000 ordinary shares	—	50%	—	45%	Investment holding and trading of garment products and swimwear
利高達	香港	10,000股普通股	—	50%	—	45%	投資控股及買賣服裝產品及泳 裝
Ricotex Industrial Co., Ltd. (“Ricotex Cambodia”)	Kingdom of Cambodia	Registered capital of US\$1,000,000/paid up capital of US\$1,000,000	—	50%	—	45%	Manufacturing and trading of garment products and swimwear
Ricotex Industrial Co., Ltd. (「Ricotex Cambodia」)	柬埔寨王國	註冊資本1,000,000美元／ 已繳足股本1,000,000美元	—	50%	—	45%	生產及買賣服裝產品及泳裝



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 23. INVESTMENTS IN SUBSIDIARIES (Continued)

Name	Place of incorporation/ registration and operation 註冊成立地點／ 登記及營業地區	Particular of issued share capital 已發行股本詳情	Percentage of ownership 擁有權百分比				Principal activities 主要業務
名稱			2016 二零一六年		2015 二零一五年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Yofiel International Group Limited 柔妃國際集團有限公司	Hong Kong 香港	10,000 ordinary shares 10,000股普通股	—	100%	—	100%	Trading of swimwear 買賣泳裝
環郵電貿貿易(深圳)有限公司 *Global Post E-Commerce Trading Limited ("Global Post")	PRC	Registered capital of RMB4,000,000/paid up capital of RMB4,000,000	—	100%	—	100%	Inactive
*環郵電貿貿易(深圳)有限公司 (「環郵」)	中國	註冊資本人民幣4,000,000 元／已繳足股本人民幣 4,000,000元	—	100%	—	100%	無營業
江門市雙苑針織製衣有限公司 (「江門市雙苑」)	PRC	Registered capital of HK\$9,500,000/paid up capital of HK\$8,100,000	—	100%	—	100%	Inactive
江門市雙苑針織製衣有限公司 (「江門市雙苑」)	中國	註冊資本港幣9,500,000 元／已繳足股本港幣 8,100,000元	—	100%	—	100%	無營業
東莞利生製衣有限公司 (「東莞利生」)	PRC	Registered capital of HK\$8,000,000/paid up capital of HK\$8,000,000	—	100%	—	100%	Manufacturing and trading of high-end swimwear and related garment products
東莞利生製衣有限公司 (「東莞利生」)	中國	註冊資本港幣8,000,000 元／已繳足股本港幣 8,000,000元	—	100%	—	100%	生產及買賣高檔泳裝及相關 服裝產品

# HD was deregistered during the year.

\* The English name of this company represents management's best efforts in translating the Chinese name of this company as no English name has been registered.

### 23. 於附屬公司之投資(續)

Name	Place of incorporation/ registration and operation 註冊成立地點／ 登記及營業地區	Particular of issued share capital 已發行股本詳情	Percentage of ownership 擁有權百分比				Principal activities 主要業務
名稱			2016 二零一六年		2015 二零一五年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Yofiel International Group Limited 柔妃國際集團有限公司	Hong Kong 香港	10,000 ordinary shares 10,000股普通股	—	100%	—	100%	Trading of swimwear 買賣泳裝
環郵電貿貿易(深圳)有限公司 *Global Post E-Commerce Trading Limited ("Global Post")	PRC	Registered capital of RMB4,000,000/paid up capital of RMB4,000,000	—	100%	—	100%	Inactive
*環郵電貿貿易(深圳)有限公司 (「環郵」)	中國	註冊資本人民幣4,000,000 元／已繳足股本人民幣 4,000,000元	—	100%	—	100%	無營業
江門市雙苑針織製衣有限公司 (「江門市雙苑」)	PRC	Registered capital of HK\$9,500,000/paid up capital of HK\$8,100,000	—	100%	—	100%	Inactive
江門市雙苑針織製衣有限公司 (「江門市雙苑」)	中國	註冊資本港幣9,500,000 元／已繳足股本港幣 8,100,000元	—	100%	—	100%	無營業
東莞利生製衣有限公司 (「東莞利生」)	PRC	Registered capital of HK\$8,000,000/paid up capital of HK\$8,000,000	—	100%	—	100%	Manufacturing and trading of high-end swimwear and related garment products
東莞利生製衣有限公司 (「東莞利生」)	中國	註冊資本港幣8,000,000 元／已繳足股本港幣 8,000,000元	—	100%	—	100%	生產及買賣高檔泳裝及相關 服裝產品

# 高清廣播年內已註銷登記。

\* 由於此公司並無已註冊英文名稱，故此公司之英文名稱為管理層盡最大努力自其中文名稱翻譯而來。

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 23. INVESTMENTS IN SUBSIDIARIES (Continued)

Global Post, 江門市雙苑 and 東莞利生 are wholly-owned foreign enterprises established in the PRC.

The following table shows information of subsidiaries that have non-controlling interests ("NCI") material to the Group. The summarised financial information represents amounts before inter-company eliminations.

### 23. 於附屬公司之投資 (續)

環郵、江門市雙苑及東莞利生乃於中國成立之外商獨資企業。

下表顯示附屬公司之資料，其擁有之非控股權益（「非控股權益」）對本集團而言屬重大。財務資料概要乃公司間抵銷前的金額。

Name	名稱	Ricotex 利高達	
		2016 二零一六年	2015 二零一五年
Principal place of business/country of incorporation	主要營業地點／註冊成立國家	Hong Kong/Hong Kong 香港／香港	
% of ownership interests/voting rights held by NCI	非控股權益所持有之擁有權權益／投票權百分比	50%/40%	55%/40%
<b>At 30 June:</b>		<b>HK\$'000</b> <b>港幣千元</b>	<b>HK\$'000</b> <b>港幣千元</b>
Non-current assets	於六月三十日： 非流動資產	23,808	14,800
Current assets	流動資產	37,451	28,207
Non-current liabilities	非流動負債	(283)	(95)
Current liabilities	流動負債	(47,675)	(22,398)
Net assets	資產淨值	13,301	20,514
Accumulated NCI	累計非控股權益	6,650	11,283



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 23. INVESTMENTS IN SUBSIDIARIES (Continued)

### 23. 於附屬公司之投資 (續)

#### Year ended 30 June:

Revenue	截至六月三十日止年度：收入
Loss	虧損
Total comprehensive income	全面收益總額
Loss allocated to NCI	分配予非控股權益之虧損
Net cash used in operating activities	經營活動所用現金淨額
Net cash used in investing activities	投資活動所用現金淨額
Net cash generated from financing activities	融資活動所得之現金淨額

Net decrease in cash and cash equivalents	現金及現金等價物減少淨額
---	--------------

HK\$'000 港幣千元	HK\$'000 港幣千元
97,117	9,573
(8,068)	(17,934)
(8,068)	(17,934)
(4,302)	—
(19,139)	(23,905)
(12,331)	(14,941)
19,000	38,000
(12,470)	(846)

As at 30 June 2016, the bank and cash balances of the Group's subsidiaries in the PRC denominated in RMB amounted to approximately HK\$2,837,000 (2015: HK\$11,280,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

於二零一六年六月三十日，本集團於中國之附屬公司以人民幣為單位之銀行及現金結存約為港幣2,837,000元（二零一五年：港幣11,280,000元）。人民幣兌換為外幣須受限於中國之外匯管理條例及結匯、售匯及付匯管理規定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 24. AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 24. 可供出售金融資產

Unlisted equity securities, at fair value  
Charmston

非上市股本證券，按公平值  
傑軒

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>2,998</b>	2,998

Available-for-sale financial assets are denominated in Hong Kong dollars.

可供出售金融資產以港幣為單位。

### 25. INVENTORIES

### 25. 存貨

Raw materials  
Work in progress  
Finished goods  
Merchandises

原材料  
半製成品  
製成品  
商品

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>5,872</b>	2,390
<b>5,315</b>	2,424
<b>2,098</b>	1,731
<b>—</b>	119
<b>13,285</b>	6,664



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### 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

#### 26. TRADE AND OTHER RECEIVABLES

Trade and bills receivables	應收貿易賬款及票據
Prepayments, deposits and other receivables	預付款、按金及其他應收款項

#### 26. 應收貿易及其他賬款

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
20,590	4,693
2,749	2,671
<b>23,339</b>	<b>7,364</b>

The Group's trading terms with customers are mainly on credit. The credit terms generally range from 30 to 90 days. Each customer has a maximum credit limit. For new customers, payment in advance is normally required. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

本集團與客戶間的貿易條款以信貸為主。信貸期一般介乎30至90天。每位客戶均設最高信貸限額。新客戶通常須預付款。本集團致力於維持嚴格控制未償還應收款項。董事定期審閱逾期結餘。

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 26. TRADE AND OTHER RECEIVABLES (Continued)

The ageing analysis of trade and bills receivables, based on the invoice date, and net of allowance, is as follows:

Current to 30 days	即期至30天
31 – 90 days	31天至90天
91 – 180 days	91天至180天
Over 180 days	超過180天

As at 30 June 2016, an allowance was made for estimated irrecoverable trade and bills receivables of approximately HK\$2,486,000 (2015: HK\$2,258,000).

### 26. 應收貿易及其他賬款 (續)

按發票日期計之應收貿易賬款及票據扣除撥備之賬齡分析如下：

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
14,996	2,156
3,930	1,115
1,644	717
20	705
<b>20,590</b>	<b>4,693</b>

於二零一六年六月三十日，為估計不可收回之應收貿易賬款及票據而設之撥備約為港幣2,486,000元（二零一五年：港幣2,258,000元）。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 26. TRADE AND OTHER RECEIVABLES (Continued)

Reconciliation of allowance for trade and bills receivables:

At beginning of year	於年初
Allowance for the year	年內撥備
Amounts written off	撇銷款項
Reversal of allowance for the year	年內撥備撥回
At end of year	於年末

As of 30 June 2016, trade and bills receivables of approximately HK\$1,664,000 (2015: HK\$1,424,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade and bills receivables is as follows:

31 – 90 days	31天至90天
91 – 180 days	91天至180天
Over 180 days	超過180天

### 26. 應收貿易及其他賬款 (續)

應收貿易賬款及票據撥備對賬：

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
2,258	2,252
1,283	1,330
–	(6)
(1,055)	(1,318)
<b>2,486</b>	<b>2,258</b>

於二零一六年六月三十日，應收貿易賬款及票據約為港幣1,664,000元（二零一五年：港幣1,424,000元）已逾期但並無減值。此等款項與若干近期並無拖欠記錄之獨立客戶有關。此等應收貿易賬款及票據之賬齡分析如下：

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
–	2
1,644	717
20	705
<b>1,664</b>	<b>1,424</b>

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 26. TRADE AND OTHER RECEIVABLES (Continued)

The carrying amounts of the Group's trade and bills receivables are denominated in the following currencies:

Hong Kong dollars	港幣
United States dollars	美元
Total	總額

### 26. 應收貿易及其他賬款 (續)

本集團之應收貿易賬款及票據之賬面值以下列貨幣為單位：

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
20	549
20,570	4,144
20,590	4,693

### 27. PLEDGED BANK DEPOSITS AND BANK AND CASH BALANCES

The Group's pledged bank deposits represented deposits pledged to a bank to secure banking facilities granted to the Group. The deposits are denominated in Hong Kong dollars.

As at 30 June 2016, the bank and cash balances of the Group denominated in RMB amounted to approximately HK\$8,688,000 (2015: HK\$17,629,000). The bank and cash balances of the Company denominated in RMB amounted to approximately HK\$5,667,000 (2015: HK\$5,992,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

### 27. 已抵押銀行存款及銀行及現金結存

本集團已抵押銀行存款為已抵押予銀行之存款，以取得銀行給予本集團之信貸。該等存款乃以港幣為單位。

於二零一六年六月三十日，本集團以人民幣為單位之銀行及現金結存約為港幣8,688,000元（二零一五年：港幣17,629,000元）。本公司以人民幣計值之銀行及現金結存約為港幣5,667,000元（二零一五年：港幣5,992,000元）。人民幣兌換為外幣須受限於中國之外匯管理條例及結匯、售匯及付匯管理規定。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 28. TRADE AND OTHER PAYABLES

### 28. 應付貿易及其他賬款

Trade payables	應付貿易賬款
Due to a substantial shareholder	應付一名主要股東之賬款
Due to a non-controlling shareholder of a subsidiary	應付一間附屬公司之一名非控股股東之賬款
Accruals and other payables	應計費用及其他應付賬款

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
13,194	1,427
130	495
618	93
19,845	16,780
33,787	18,795

The amount due to a substantial shareholder is unsecured, interest-free and has no fixed terms of repayment. The amount due to a non-controlling shareholder of a subsidiary is unsecured, interest-free and repayable on demand.

應付一名主要股東之賬款為無抵押、免息及無固定還款期。應付一間附屬公司之一名非控股股東之賬款乃為無抵押、免息及須按要求償還。

The ageing analysis of trade payables, based on the date of receipt of goods, is as follows:

按收貨日期計之應付貿易賬款賬齡分析如下：

Current to 30 days	即期至30天
31 – 90 days	31天至90天
Over 180 days	超過180天

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
9,802	1,385
3,382	32
10	10
13,194	1,427

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 28. TRADE AND OTHER PAYABLES (Continued)

The carrying amounts of the Group's trade payables are denominated in the following currencies:

Hong Kong dollars	港幣
United States dollars	美元
RMB	人民幣
Total	總額

### 28. 應付貿易及其他賬款 (續)

本集團之應付貿易賬款之賬面值以下列貨幣為單位：

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
2,186	718
10,103	18
905	691
<b>13,194</b>	<b>1,427</b>

### 29. LOAN FROM A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

The loan from a non-controlling shareholder of a subsidiary is unsecured, interest-bearing at the prevailing Hong Kong dollar prime rate of The Hongkong and Shanghai Banking Corporation Limited minus 1.5 % and repayable on demand.

The carrying amount of the loan is denominated in Hong Kong dollars.

The interest rate at 30 June 2016 is 3.5% (2015: 3.5%).

The loan is arranged at floating rates, thus exposing the Group to cash flow interest rate risk.

The directors estimate the fair value of the loan from a non-controlling shareholder of a subsidiary, by discounting its future cash flows at the market rate, to be approximated its fair value.

### 29. 來自一間附屬公司之一名非控股股東之貸款

來自一間附屬公司之一名非控股股東之貸款為無抵押、按香港上海滙豐銀行有限公司所報之現行港幣最優惠利率減1.5%計算利息且須按要求償還。

貸款之賬面值以港幣計值。

於二零一六年六月三十日之利率為3.5% (二零一五年：3.5%)。

貸款以浮動利率計息，本集團因而承受現金流量利率風險。

董事透過按市場利率貼現其未來現金流量估計來自一間附屬公司之一名非控股股東之貸款公平值與其公平值相若。



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## 綜合財務報表附註

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### 30. EMPLOYEE BENEFIT OBLIGATIONS

### 30. 僱員福利責任

		Provision for long service payments (note (a)) 長期服務金 撥備 (附註(a)) HK\$'000 港幣千元	PRC employee severance compensation (note (b)) 中國僱員 離職補償 (附註(b)) HK\$'000 港幣千元	Total  總計  HK\$'000 港幣千元
At 1 July 2014	於二零一四年七月一日	485	4,893	5,378
Provision used	已用撥備	—	(239)	(239)
(Reversal)/addition of provisions	撥備(撥回)/增加	(3)	1,308	1,305
At 30 June 2015 and 1 July 2015	於二零一五年六月三十日及 二零一五年七月一日	482	5,962	6,444
Provision used	已用撥備	—	(4)	(4)
Reversal of provisions	撥備撥回	—	(1,408)	(1,408)
Exchange differences	匯兌差額	—	(382)	(382)
At 30 June 2016	於二零一六年六月三十日	482	4,168	4,650

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 30. EMPLOYEE BENEFIT OBLIGATIONS (Continued)

Notes:

#### (a) Provision for long service payments

Under the Hong Kong Employment Ordinance, the Group is obliged to make lump sum payments on cessation of employment in certain circumstances to certain employees who have completed at least five years of services with the Group. The amount payable is dependent on the employees' final salary and years of services, and is reduced by entitlements accrued under the Group's retirement plan that are attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations.

#### (b) PRC employee severance compensation

Pursuant to the new PRC Labour Contract Law which became effective on 1 January 2008, the Group is required to pay the severance compensation to its employees if the employment contract expires and is not renewed unless the Group has offered the employment contract on the same terms and conditions but the offer is rejected by the employee.

Under the Labour Contract Law, the severance compensation is calculated based on one month's salary for each year of employment completed by the employee and is capped at 12 months' salary or 12 times 300% of the average monthly salary of the previous year at the place where the employer is located, whichever is lower. At the end of each reporting period, the Group has made the provision for severance compensation for the existing employees in the PRC.

### 30. 僱員福利責任 (續)

附註：

#### (a) 長期服務金撥備

根據香港僱傭條例，本集團須於若干情況下在本集團服務最少五年之若干僱員離職時向其支付整筆款項。應付款項取決於僱員之最後一筆薪金及服務年期，並減去根據本集團之退休計劃累計之權利（即本集團作出之供款）。本集團並無留存任何資產以支付任何尚餘債務。

#### (b) 中國僱員離職補償

根據自二零零八年一月一日起生效之新中國勞動合同法，倘僱傭合同屆滿且並無獲重續，則本集團須向其僱員支付離職補償，惟本集團已按相同條款及條件提供僱傭合同而僱員予以拒絕則除外。

根據勞動合同法，離職補償乃根據僱員每完成一年僱傭獲一個月薪金計算，而上限為12個月薪金或僱主所在地去年月平均薪金300%之12倍（以較低者為準）。於各報告期末，本集團已就中國現有僱員之離職補償作出撥備。



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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 31. DEFERRED TAX

The following are the deferred tax liabilities and assets recognised by the Group:

### 31. 遞延稅項

由本集團確認之遞延稅項負債及資產如下：

		Tax losses 稅項虧損 HK\$'000 港幣千元	Revaluation of plant and machinery 廠房及機器重估 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
At 1 July 2014	於二零一四年七月一日	–	699	699
Business combination	業務合併	–	95	95
Charge to other comprehensive income for the year (note 20)	於年內其他全面收益扣除 (附註20)	–	405	405
Credit to profit or loss for the year (note 13)	於年內損益列支 (附註13)	(1,121)	(490)	(1,611)
At 30 June 2015 and 1 July 2015	於二零一五年六月三十日及二零一五年七月一日	(1,121)	709	(412)
Charge to other comprehensive income for the year (note 20)	於年內其他全面收益扣除 (附註20)	–	665	665
Charge to profit or loss for the year (note 13)	於年內損益列支 (附註13)	1,121	(642)	479
At 30 June 2016	於二零一六年六月三十日	–	732	732

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 31. DEFERRED TAX (Continued)

The following is the analysis of the deferred tax balances (after offset) for consolidated statement of financial position purposes:

Deferred tax liabilities	遞延稅項負債
Deferred tax assets	遞延稅項資產

At the end of the reporting period, the Group has unused tax losses of approximately HK\$55,531,000 (2015: HK\$55,219,000) available for offset against future profits and are subject to the approval of the respective tax authorities. A deferred tax asset has been recognised in respect of HK\$Nil (2015: HK\$6,796,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$55,531,000 (2015: HK\$48,423,000) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK\$2,946,000, HK\$297,000, HK\$185,000 and HK\$49,000 that will expire in 2017, 2019, 2020 and 2021 respectively. Other tax losses may be carried forward indefinitely.

Temporary differences arising in connection with interests in subsidiaries are insignificant.

### 31. 遞延稅項 (續)

以下為就綜合財務狀況表而言遞延稅項結餘 (經抵銷後) 的分析：

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
732	709
—	(1,121)
<b>732</b>	<b>(412)</b>

於報告期末，本集團之未動用可供抵銷未來溢利之稅項虧損約為港幣55,531,000元 (二零一五年：港幣55,219,000元)，但須得到相關稅務機關批准。已就有關虧損港幣零元 (二零一五年：港幣6,796,000元) 確認遞延稅項資產。由於無法預計之未來溢利流，並無就有關餘下港幣55,531,000元 (二零一五年：港幣48,423,000元) 確認遞延稅項資產。未確認稅項虧損包括分別於二零一七年、二零一九年、二零二零年及二零二一年到期之約港幣2,946,000元、港幣297,000元、港幣185,000元及港幣49,000元之虧損。其他稅項虧損可無限期結轉。

就於附屬公司之權益而產生之臨時差額均不重大。



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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 32. SHARE CAPITAL

### 32. 股本

#### Authorised:

#### 法定：

70,000,000,000 (2015: 70,000,000,000)  
ordinary shares of HK\$0.01 each

70,000,000,000股(二零一五年：70,000,000,000股)每股  
面值港幣0.01元之普通股

700,000

700,000

2,000,000,000 (2015: 2,000,000,000)  
convertible non-voting preference  
shares of HK\$0.15 each

2,000,000,000股(二零一五年：2,000,000,000股)每股  
面值港幣0.15元之可換股無  
投票權優先股

300,000

300,000

312,500,000 (2015: 312,500,000) series  
B convertible non-voting preference  
shares of HK\$0.16 each

312,500,000股(二零一五年：312,500,000股)每股面值港  
幣0.16元之B系列可換股無投  
票權優先股

50,000

50,000

1,050,000

1,050,000

#### Issued and fully paid:

#### 已發行及繳足：

5,098,793,790 (2015: 986,358,758)  
ordinary shares of HK\$0.01 each

5,098,793,790股(二零一五年：986,358,758股)每股面  
值港幣0.01元之普通股

50,988

9,864

1,103,333,333 (2015: 1,103,333,333)  
convertible non-voting preference  
shares of HK\$0.15 each

1,103,333,333股(二零一五年：1,103,333,333股)每股  
面值港幣0.15元之可換股無  
投票權優先股

165,500

165,500

279,100,000 (2015: 312,500,000) series  
B convertible non-voting preference  
shares of HK\$0.16 each

279,100,000股(二零一五年：312,500,000股)每股面值港  
幣0.16元之B系列可換股無投  
票權優先股

44,656

50,000

261,144

225,364

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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 32. SHARE CAPITAL (Continued)

A summary of the movements in the authorised and issued share capital of the Company during the years ended 30 June 2016 and 2015 is as follows:

### 32. 股本 (續)

本公司截至二零一六年及二零一五年六月三十日止年度內法定及已發行股本之變動概要如下：

		Number of ordinary shares of HK\$0.25 each 每股面值 港幣0.25元之 普通股數目	Number of ordinary shares of HK\$0.01 each 每股面值 港幣0.01元之 普通股數目	Number of convertible non-voting preference shares of HK\$0.15 each 每股面值 港幣0.15元之 可換股無投票權 優先股數目	Number of series B convertible non-voting preference shares of HK\$0.16 each 每股面值港幣 0.16元之B系列 可換股無投票權 優先股數目	Par value 面值 HK\$'000 港幣千元
Note 附註		'000 千股	'000 千股	'000 千股	'000 千股	
<b>Authorised:</b>	<b>法定：</b>					
At 1 July 2014	於二零一四年七月一日	2,800,000	—	2,000,000	—	1,000,000
Capital reorganisation	資本重組	(a) (2,800,000)	70,000,000	—	—	—
Increase in authorised share capital	法定股本增加	(b) —	—	—	312,500	50,000
At 30 June 2015, 1 July 2015 and 30 June 2016	於二零一五年六月三十日、 二零一五年七月一日及 二零一六年六月三十日	—	70,000,000	2,000,000	312,500	1,050,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>					
At 1 July 2014	於二零一四年七月一日	986,359	—	1,103,333	—	412,090
Capital reorganisation	資本重組	(a) (986,359)	986,359	—	—	(236,726)
Settlement of promissory notes	結算承付票據	(b) —	—	—	312,500	50,000
At 30 June 2015 and 1 July 2015	於二零一五年六月三十日及 二零一五年七月一日	—	986,359	1,103,333	312,500	225,364
Bonus issue	發行紅股	(c) —	3,945,435	—	—	39,454
Conversion of series B convertible non-voting preference shares	轉換B系列可換股無投票 權優先股	(d) —	167,000	—	(33,400)	(3,674)
At 30 June 2016	於二零一六年六月三十日	—	5,098,794	1,103,333	279,100	261,144



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## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 32. SHARE CAPITAL (Continued)

Notes:

- (a) On 20 August 2014, the par value of each issued consolidated share of HK\$0.25 was reduced to HK\$0.01 by cancelling paid-up capital to the extent of HK\$0.24 on each issued consolidated share. Immediately following the capital reduction, each authorised and unissued consolidated share was subdivided into 25 new shares of HK\$0.01 each.
- (b) By an ordinary resolution passed on 26 November 2014 the authorised share capital was increased from HK\$1,000,000,000 divided into 70,000,000,000 ordinary shares of HK\$0.01 each and 2,000,000,000 convertible non-voting preference shares of HK\$0.15 each to HK\$1,050,000,000 divided into 70,000,000,000 ordinary shares of HK\$0.01 each, 2,000,000,000 convertible non-voting preference shares of HK\$0.15 each and 312,500,000 series B convertible non-voting preference shares of HK\$0.16 each by the creation of an additional 312,500,000 series B convertible non-voting preference shares of HK\$0.16 each.

On 15 December 2014, 312,500,000 series B convertible non-voting preference shares of HK\$0.16 each were issued for settlement of promissory notes in the principal amount of HK\$50,000,000.

### 32. 股本 (續)

附註：

- (a) 於二零一四年八月二十日，每股已發行合併股份之面值港幣0.25元已透過就每股已發行合併股份註銷港幣0.24元之繳足股本而削減至港幣0.01元。緊隨股本削減後，每股法定及未發行合併股份已拆細為25股每股面值港幣0.01元之新股份。
- (b) 透過於二零一四年十一月二十六日通過之一項普通決議案，藉增設額外312,500,000股每股面值港幣0.16元之B系列可換股無投票權優先股，法定股本已由港幣1,000,000,000元（分為70,000,000,000股每股面值港幣0.01元之普通股及2,000,000,000股每股面值港幣0.15元之可換股無投票權優先股）增加至港幣1,050,000,000元（分為70,000,000,000股每股面值港幣0.01元之普通股、2,000,000,000股每股面值港幣0.15元之可換股無投票權優先股及312,500,000股每股面值港幣0.16元之B系列可換股無投票權優先股）。

於二零一四年十二月十五日，312,500,000股每股面值港幣0.16元之B系列可換股無投票權優先股已予發行以結算本金額為港幣50,000,000元之承付票據。

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 32. SHARE CAPITAL (Continued)

Notes: (Continued)

- (c) On 18 May 2015, the Board of Directors proposed a bonus share issue to the qualifying shareholders on the basis of four bonus shares for every one existing share held on 3 July 2015 (the "Record Date"). The bonus shares, upon allotment and issue, will be credited as fully paid at par by way of capitalisation of an amount equal to the total par value of the bonus shares standing to the credit of the share premium account of the Company. The Board of Directors also proposed a bonus warrant issue to the qualifying shareholders on the basis of one warrant for every one existing share held on the Record Date. Each warrant will entitle the holder thereof to subscribe in cash for one warrant share at an initial subscription price of HK\$0.18 per warrant share, subject to adjustment, on the date falling 12 months from the date of issue of the warrants (the "Warrants").

The issue of bonus shares and bonus Warrants were approved by the shareholders at the extraordinary general meeting of the Company held on 24 June 2015 and a total of 3,945,435,032 bonus shares and 986,358,758 Warrants were issued on 13 July 2015.

- (d) During the year ended 30 June 2016, 167,000,000 ordinary shares of HK\$0.01 each were issued as a result of the conversion of 33,400,000 series B convertible non-voting preference shares.

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

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

### 32. 股本 (續)

附註：(續)

- (c) 於二零一五年五月十八日，董事會建議向合資格股東作出紅股發行，基準為於二零一五年七月三日（「記錄日期」）每持有一股現有股份獲發四股紅股。於配發及發行後，紅股將透過資本化相等於紅股總面值之本公司股份溢價賬之進賬額方式按面值入賬列為繳足。董事會亦建議向合資格股東作出紅利認股權證發行，基準為於記錄日期每持有一股現有股份獲發一份認股權證。每份認股權證將賦予其持有人權利於認股權證（「認股權證」）發行日期起計滿十二個月當日按初步認購價每股認股權證股份港幣0.18元（可予調整）以現金認購一股認股權證股份。

紅股發行及紅利認股權證發行已於二零一五年六月二十四日舉行之本公司股東特別大會上獲股東批准，及總計3,945,435,032股紅股及986,358,758份認股權證已於二零一五年七月十三日獲發行。

- (d) 於截至二零一六年六月三十日止年度，因轉換33,400,000股B系列可換股無投票權優先股，167,000,000股每股面值港幣0.01元之普通股獲發行。

本集團管理資本之目的為保障本集團持續經營之能力，以為股東提供回報及為其他持份者提供利益，並維持最佳資本架構以減低資本成本。

為維持或調整資本架構，本集團可透過調整已付予股東之股息金額、退還資本予股東、發行新股份或出售資產以減少債務。



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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 32. SHARE CAPITAL (Continued)

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total liabilities (including current and non-current liabilities as shown in the consolidated statement of financial position) less cash and cash equivalents. Total equity represents the equity as shown in the consolidated statement of financial position.

The gearing ratios at 30 June 2016 and 2015 are as follows:

Total debt	債務總額
Less: cash and cash equivalents	減：現金及現金等值項目
Net debt	債務淨額
Total equity	權益總額
Gearing ratio	資產負債比率

The increase in gearing ratio during the year resulted primarily from the increase in loan from a non-controlling shareholder of a subsidiary and decrease in cash and cash equivalents.

The only externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares. The Group received a report from the share registrars on substantial share interests showing the non-public float and it demonstrated continuing compliance with the 25% limit throughout the year.

### 32. 股本 (續)

與業內其他公司一致，本集團按資產負債比率監察資本。此比率以債務淨額除以權益總額計算。債務淨額以負債總額（包括綜合財務狀況表所示之流動及非流動負債）減現金及現金等值項目計算。權益總額指綜合財務狀況表所示之權益。

於二零一六年及二零一五年六月三十日之資產負債比率如下：

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
65,591	42,185
(48,556)	(71,773)
17,035	(29,588)
154,904	206,272
11%	(14%)

於年內，資產負債比率上升主要因來自一間附屬公司之一名非控股股東之貸款增加及現金及現金等值項目減少所致。

本集團維持其於聯交所之上市地位之唯一外部強制資本規定為，其股份之公眾持股量至少須為25%。本集團自股份登記處接獲一份顯示非公眾持股量之有關主要股份權益之報告，其證明本集團於整個年度內一直遵守25%限額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 33. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

### 33. 本公司之財務狀況表及儲備變動

#### (a) Statement of financial position of the Company

#### (a) 本公司之財務狀況表

		Note 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>Non-current asset</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司之投資		<b>162,489</b>	153,046
<b>Current assets</b>	<b>流動資產</b>			
Prepayments, deposits and other receivables	預付款、按金及其他應收賬款		<b>317</b>	292
Due from subsidiaries	應收附屬公司款項		<b>6,675</b>	4,469
Bank and cash balances	銀行及現金結存		<b>6,551</b>	12,593
			<b>13,543</b>	17,354
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals and other payables	應計費用及其他應付賬款		<b>1,830</b>	2,122
Due to subsidiaries	應付附屬公司款項		<b>3,577</b>	5,354
			<b>5,407</b>	7,476
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>8,136</b>	9,878
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>170,625</b>	162,924
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	32	<b>261,144</b>	225,364
Reserves	儲備	33(b)	<b>(90,519)</b>	(62,440)
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>170,625</b>	162,924

Approved by the Board of Directors on 22 September 2016 and is signed on its behalf by:

董事會於二零一六年九月二十二日批准並由下列董事代表簽署：

Lau Chi Yuen, Joseph  
劉智遠  
Chairman  
主席

Lau Chun Fat, George  
劉進發  
Executive Director  
執行董事



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 33. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

### 33. 本公司之財務狀況表及儲備變動 (續)

#### (b) Reserve movement of the Company

#### (b) 本公司之儲備變動

		Share premium 股份溢價 HK\$'000 港幣千元	Capital redemption reserve 資本贖回儲備 HK\$'000 港幣千元	Accumulated losses 累計虧損 HK\$'000 港幣千元	Investment revaluation reserve 投資重估儲備 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 July 2014	於二零一四年七月一日	612,523	150	(615,580)	(443)	(3,350)
Loss for the year	年內虧損	–	–	(296,259)	–	(296,259)
Capital reorganisation (note 32(a))	資本重組 (附註32(a))	–	–	236,726	–	236,726
Reclassification adjustments for amounts transferred to profit or loss upon disposal of available- for-sale financial assets	於出售可供出售金融資產 時轉撥至損益之金額之 重新分類調整	–	–	–	443	443
At 30 June 2015 and 1 July 2015	於二零一五年六月三十日及 二零一五年七月一日	612,523	150	(675,113)	–	(62,440)
Loss for the year	年內虧損	–	–	7,701	–	7,701
Bonus issue (note 32(c))	發行紅股 (附註32(c))	(39,454)	–	–	–	(39,454)
Conversion of series B convertible non-voting preference shares (note 32(d))	轉換B系列可換股 無投票權優先股 (附註32(d))	3,674	–	–	–	3,674
At 30 June 2016	於二零一六年六月三十日	576,743	150	(667,412)	–	(90,519)

### 34. RESERVES

### 34. 儲備

#### (a) Group

#### (a) 本集團

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

本集團之儲備及其變動金額已於綜合損益及其他全面收益表及綜合權益變動報表呈列。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 34. RESERVES (Continued)

#### (b) Nature and purpose of reserves

##### (i) Share premium account

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company 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.

##### (ii) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(c) to the consolidated financial statements.

##### (iii) Plant and machinery revaluation reserve

The plant and machinery revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for plant and machinery in note 4(d) to the consolidated financial statements.

### 34. 儲備 (續)

#### (b) 儲備之性質及用途

##### (i) 股份溢價賬

根據開曼群島公司法，本公司股份溢價賬之資金可分派予本公司股東，惟緊隨擬分派股息日期後，本公司能償還其於日常業務中到期之債務。

##### (ii) 匯兌儲備

匯兌儲備包括換算海外業務財務報表所產生之所有匯兌差額。該儲備按照綜合財務報表附註4(c)載列之會計政策處理。

##### (iii) 廠房及機器重估儲備

廠房及機器重估儲備已經設立，並已根據綜合財務報表附註4(d)所述之就廠房及機器採納之會計政策處理。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 34. RESERVES (Continued)

#### (b) Nature and purpose of reserves (Continued)

##### (iv) Capital redemption reserve

Capital redemption reserve represents the nominal value of the shares repurchased which was paid out of the distributable reserves of the Company.

##### (v) Investment revaluation reserve

The investment revaluation reserve comprises the cumulative net change in the fair value of available-for-sale financial assets held at the end of the reporting period and is dealt with in accordance with the accounting policy in note 4(i)(ii) to the consolidated financial statements.

### 35. SHARE-BASED PAYMENTS

#### Equity-settled share option scheme

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants include the full-time and part-time employees, executives, officers, directors, business consultants, suppliers, customers, legal and financial advisers of the Company and the Company's subsidiaries. The Scheme became effective on 18 March 2008 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

### 34. 儲備 (續)

#### (b) 儲備之性質及用途 (續)

##### (iv) 資本贖回儲備

資本贖回儲備指由本公司可分派儲備支付之所回購股份之面值。

##### (v) 投資重估儲備

投資重估儲備包含於報告期末持有之可供出售金融資產公平值之累計淨變動，並根據載於綜合財務報表附註4(i)(ii)之會計政策處理。

### 35. 以股份為基礎之付款

#### 以權益結算之購股權計劃

本公司設有一項購股權計劃（「該計劃」），以嘉許及獎勵為本集團經營之成功作出貢獻之合資格參與者。合資格參與者包括本公司及本公司附屬公司之全職及兼職僱員、行政人員、管理人員、董事、業務顧問、供應商、客戶、法律及財務顧問。該計劃於二零零八年三月十八日生效，除非另行予以註銷或修訂，否則將於該日起十年維持有效。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 35. SHARE-BASED PAYMENTS (Continued)

#### Equity-settled share option scheme (Continued)

The maximum number of unexercised share options currently permitted to be granted under the 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 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 shares options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

### 35. 以股份為基礎之付款 (續)

#### 以權益結算之購股權計劃 (續)

根據該計劃，現時獲准授予之未行使購股權之最多數目為相當於一經行使，本公司於任何時候已發行股份之10%。於任何十二個月期間內，該計劃內根據授予每名合資格參與者之購股權而可發行之最多股份數目乃限於本公司於任何時候已發行股份之1%。授予任何超過此限額之購股權須獲得股東於股東大會上批准。

授予本公司之董事、主要行政人員或主要股東或彼等之任何聯繫人士之購股權，須預先取得獨立非執行董事批准。此外，任何授予本公司主要股東或獨立非執行董事或彼等之任何聯繫人士之購股權於十二個月內之任何時候，超過本公司已發行股份之0.1%或總值（以授予當日本公司股份價格為基準）超過港幣5,000,000元，均須預先得股東於股東大會上批准。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 35. SHARE-BASED PAYMENTS (Continued)

#### Equity-settled share option scheme (Continued)

The offer of a grant of share options may be accepted within 14 days from the date of the offer, upon payment of a nominal consideration of HK\$10 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 five years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of the share options is determinable by the directors, but may not be less than the highest 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 shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer.

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

No share options were granted, forfeited, exercised or expired under the Scheme during the year (2015: Nil).

### 35. 以股份為基礎之付款 (續)

#### 以權益結算之購股權計劃 (續)

承授人可於授出日期起14天內支付象徵式代價合共港幣10元，以接納授予購股權之要約。獲授購股權之行使期由董事釐定，並於某歸屬期後開始及於不遲於提出購股權要約日期起計五年之日期或於該計劃到期日（如為較早）結束。

購股權之行使價由董事釐定，惟不得低於以下之最高者：(i)本公司股份於提出購股權要約日期在聯交所之收市價；(ii)本公司股份於緊接提出購股權要約日期前五個交易日在聯交所之平均收市價；及(iii)本公司股份於提出購股權要約日期之面值。

購股權並不賦予持有人享有股息或在股東大會上投票的權利。

年內概無購股權根據該計劃獲授出、沒收、行使或屆滿（二零一五年：無）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 36. PURCHASE OF NON-CONTROLLING INTERESTS

During the year, the Group acquired 5% interest in a 45% owned subsidiary from a non-controlling shareholder at a cash consideration of HK\$2,000,000. The effect of the acquisition on the equity attributable to the owners of the Company is as follows:

Share of net assets in the subsidiary acquired	應佔所收購附屬公司之資產淨值	758
Consideration	代價	(2,000)
Loss on acquisition recognised directly in equity	直接於權益確認之收購虧損	(1,242)

HK\$'000  
港幣千元

### 37. PENDING LITIGATION

At the end of the reporting period, the Group had the following pending litigation:

On 19 January 2004, a winding up petition was filed against the Company by certain ex-senior employees of the Group claiming for payment in the sum of approximately HK\$594,000 from the Company in respect of an award/order dated 20 October 2003 granted by the Labour Tribunal in respect of the severance and bonus dispute between the Company and the ex-senior employees. The unsettled amounts of approximately HK\$594,000 were fully accrued in trade and other payables during the year ended 30 June 2005 and remain outstanding as at 30 June 2015 and 30 June 2016. The case has been ceased to be active since the year ended 30 June 2005.

### 36. 購買非控股權益

於本年度內，本集團以現金代價港幣2,000,000元向非控股股東收購一間擁有45%權益之附屬公司之5%權益。收購對本公司擁有人應佔權益之影響如下：

### 37. 未決訴訟

於報告期末，本集團之未決訴訟如下：

於二零零四年一月十九日，本集團若干前高級職員提出針對本公司之清盤呈請，就勞資審裁處於二零零三年十月二十日就本公司與該等前高級職員間之遣散費及花紅糾紛作出之裁決／判令，向本公司索償支付約港幣594,000元。該筆未結清金額約港幣594,000元已於截至二零零五年六月三十日止年度全數計入貿易及其他應付賬款中，及於二零一五年六月三十日及二零一六年六月三十日仍未清繳。該案件自截至二零零五年六月三十日止年度起已不再活躍。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 38. LEASE COMMITMENTS

At 30 June 2016 the total future minimum lease payments under non-cancellable operating leases are payable as follows:

Within one year	一年內
In the second to fifth years inclusive	第二年至第五年 (包括首尾兩年)
After five years	五年後

Operating lease payments represented rental payable by the Group for certain of its offices, warehouses, director's quarter and car parking spaces. Leases are negotiated for terms ranging from 1 to 10 years and rentals are fixed over the lease terms and do not include contingent rentals.

### 38. 租賃承擔

於二零一六年六月三十日，應付未來不可撤銷經營租賃之最低租賃付款總額如下：

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
6,442	4,554
14,730	11,704
9,147	7,417
<b>30,319</b>	<b>23,675</b>

經營租賃付款指本集團就其若干辦公室、倉庫、董事宿舍及停車位應付之租金。租期協商為介乎1至10年，租期內月租為固定及並無包括或然租金。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 39. RELATED PARTY TRANSACTIONS

- (a) In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

Sales to an associate	銷售予一間聯營公司
Purchases from an associate	自一間聯營公司採購
Interest income from an associate	來自一間聯營公司之利息收入
Rental expenses paid to a related company	支付予一間關連公司之租金開支

A director, Mr. Lau Chi Yuen, Joseph, is the owner of the related company.

- (b) The key management personnel of the Company comprises the five highest paid individuals and directors, details of their remuneration are disclosed in notes 16(b) and 17(a) to the consolidated financial statements.

### 40. EVENTS AFTER THE REPORTING PERIOD

- (a) On 28 July 2016, an aggregate of 4,978,523 ordinary shares were issued as a result of the exercise of the subscription rights attaching to 4,978,523 Warrants. The subscription rights attaching to the remaining 981,380,235 Warrants expired on 12 July 2016. The premium on the issue of shares, amounting to approximately HK\$846,000 was credited to the Company's share premium account.

### 39. 關連人士交易

- (a) 除綜合財務報表另行披露之該等關連人士交易及結餘外，本集團於年內與其關連人士之交易如下：

2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
—	496
—	1,101
—	93
<b>1,004</b>	<b>348</b>

董事劉智遠先生為該關連公司之擁有人。

- (b) 本公司之主要管理人員包括五名最高薪酬人士及董事，其薪酬詳情於綜合財務報表附註16(b)及17(a)披露。

### 40. 報告期後事項

- (a) 於二零一六年七月二十八日，本公司因行使4,978,523份認股權證附帶之認購權而發行合共4,978,523股普通股。餘下981,380,235份認股權證附帶之認購權已於二零一六年七月十二日到期。發行股份之溢價約港幣846,000元已計入本公司之股份溢價賬。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

### 40. EVENTS AFTER THE REPORTING PERIOD (Continued)

- (b) On 18 July 2016, the Company and the placing agent entered into a placing agreement, pursuant to which the placing agent agreed to procure not less than six places to purchase up to 300,000,000 shares at placing price of HK\$0.10 per share (the "Placing"). On the same date, the Company and JL Investments Capital Limited (the "Subscriber"), a substantial shareholder of the Company, entered into a subscription agreement, pursuant to which the Subscriber agreed to subscribe for and the Company agreed to allot and issue an aggregate of 300,000,000 shares at subscription price of HK\$0.10 per share (the "Subscription").

The Placing and Subscription were approved by the shareholders at the extraordinary general meeting of the Company held on 7 September 2016. The premium on the issue of shares, amounting to approximately HK\$52,800,000, net of share issue expenses, will be credited to the Company's share premium account upon completion of the Placing and Subscription. The shares will rank pari passu in all respects with the ordinary shares of the Company in issue on the date of allotment.

Please refer to announcements of the Company dated 18 July 2016, 8 August 2016, 22 August 2016 and 7 September 2016 and circular dated 22 August 2016 for details.

### 40. 報告期後事項 (續)

- (b) 於二零一六年七月十八日，本公司與配售代理訂立配售協議，據此，配售代理同意促使不少於六名承配人以每股港幣0.10元之配售價購買最多300,000,000股股份（「配售事項」）。於同日，本公司與JL Investments Capital Limited（本公司之主要股東，「認購人」）訂立認購協議，據此，認購人同意認購，而本公司同意以每股港幣0.10元之認購價配發及發行合共300,000,000股股份（「認購事項」）。

配售事項及認購事項已於本公司於二零一六年九月七日舉行之股東特別大會上獲得股東批准。發行股份之溢價約港幣52,800,000元（扣除股份發行開支後）將於配售事項及認購事項完成後計入本公司之股份溢價賬。該等股份將於所有方面與本公司於配發日期之已發行普通股享有同等地位。

詳情請參閱本公司日期為二零一六年七月十八日、二零一六年八月八日、二零一六年八月二十二日及二零一六年九月七日之公佈及日期為二零一六年八月二十二日之通函。

## FIVE YEAR FINANCIAL SUMMARY

### 五年財務概要

The following is a summary of the published results and of the assets and liabilities of the Group prepared on the basis set out in the note below:

按下列附註所載之基準而編製本集團已刊發業績以及資產及負債之概要如下：

		Year ended 30 June 2016	Year ended 30 June 2015	Year ended 30 June 2014	Eighteen months ended 30 June 2013	Year ended 31 December 2011
		截至 二零一六年 六月三十日 止年度 HK\$'000 港幣千元	截至 二零一五年 六月三十日 止年度 HK\$'000 港幣千元	截至 二零一四年 六月三十日 止年度 HK\$'000 港幣千元	截至 二零一三年 六月三十日 止十八個月 HK\$'000 港幣千元	截至 二零一一年 十二月 三十一日 止年度 HK\$'000 港幣千元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收入					
Continuing operations	持續經營業務	139,981	121,251	96,644	154,548	72,307
Discontinued operation	已終止經營業務	—	36,403	172,233	292,325	182,240
		<b>139,981</b>	<b>157,654</b>	<b>268,877</b>	<b>446,873</b>	<b>254,547</b>
Loss before tax	除稅前虧損	(51,075)	(243,106)	(90,169)	(82,142)	(296,673)
Income tax (expense)/credit	所得稅（費用）／抵免	(478)	181	209	(1,580)	(668)
Loss for the year/period from continuing operations	來自持續經營業務之年度／期內虧損	(51,553)	(242,925)	(89,960)	(83,722)	(297,341)
Loss from discontinued operations	來自已終止經營業務之虧損	—	(9,255)	(26,141)	(10,500)	(40,874)
Loss for the year/period	年度／期內虧損	<b>(51,553)</b>	<b>(252,180)</b>	<b>(116,101)</b>	<b>(94,222)</b>	<b>(338,215)</b>
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	(47,251)	(245,444)	(104,391)	(84,992)	(338,527)
Non-controlling interests	非控股權益	(4,302)	(6,736)	(11,710)	(9,230)	312
		<b>(51,553)</b>	<b>(252,180)</b>	<b>(116,101)</b>	<b>(94,222)</b>	<b>(338,215)</b>



## FIVE YEAR FINANCIAL SUMMARY

### 五年財務概要

		At 30 June 2016	At 30 June 2015	At 30 June 2014	At 30 June 2013	At 31 December 2011
	於 二零一六年 六月三十日 HK\$'000 港幣千元	於 二零一五年 六月三十日 HK\$'000 港幣千元	於 二零一四年 六月三十日 HK\$'000 港幣千元	於 二零一三年 六月三十日 HK\$'000 港幣千元	於 二零一一年 十二月 三十一日 HK\$'000 港幣千元	
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	<b>134,702</b>	162,015	391,902	462,194	498,073
Current assets	流動資產	<b>85,793</b>	86,442	155,914	177,957	217,979
Non-current liabilities	非流動負債	<b>(732)</b>	–	(46,402)	(44,554)	(40,527)
Current liabilities	流動負債	<b>(64,859)</b>	(42,185)	(111,374)	(90,116)	(154,829)
Net assets	資產淨值	<b>154,904</b>	206,272	390,040	505,481	520,696
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	<b>148,254</b>	195,439	405,494	509,225	514,655
Non-controlling interests	非控股權益	<b>6,650</b>	10,833	(15,454)	(3,744)	6,041
		<b>154,904</b>	206,272	390,040	505,481	520,696





*Luxey*