



絲路能源服務集團有限公司

Silk Road Energy Services Group Limited

(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 : 8250)

2017

ANNUAL REPORT

年報

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香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市之市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的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經驗豐富之投資者。

由於在創業板上市之公司新興的性質所然，在創業板買賣的證券可能會較於聯交所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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本報告之資料乃遵照創業板證券上市規則(「創業板上市規則」)而刊載，旨在提供有關絲路能源服務集團有限公司(「本公司」)之資料。本公司的董事(「董事」)願就本報告之資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確及完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。

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BOARD OF DIRECTORS

Executive Directors

Mr. Cai Da (*Chairman*)
Mr. Zhou, Francis Bingrong (*Deputy Chairman*)
Mr. Chen Youhua (*Chief Executive Officer*)
Mr. Hu Zhixiong
Mr. Li Wai Hung
Mr. Liu Baoyu

Independent Non-Executive Directors

Mr. Wang Zhixiang
Ms. Wong Na Na
Ms. Feng Jibei

AUDIT COMMITTEE

Ms. Wong Na Na (*Chairman*)
Mr. Wang Zhixiang
Ms. Feng Jibei

REMUNERATION COMMITTEE

Ms. Wong Na Na (*Chairman*)
Mr. Wang Zhixiang
Ms. Feng Jibei

NOMINATION COMMITTEE

Ms. Wong Na Na (*Chairman*)
Mr. Wang Zhixiang
Ms. Feng Jibei

COMPANY SECRETARY

Mr. Ngai Man Wo

AUTHORISED REPRESENTATIVES

Mr. Cai Da
Mr. Ngai Man Wo

COMPLIANCE OFFICER

Mr. Cai Da

董事會

執行董事

蔡達先生 (*主席*)
周冰融先生 (*副主席*)
陳友華先生 (*行政總裁*)
呼智雄先生
李偉鴻先生
劉保鈺先生

獨立非執行董事

王志祥先生
汪娜娜女士
馮繼蓓女士

審核委員會

汪娜娜女士 (*主席*)
王志祥先生
馮繼蓓女士

薪酬委員會

汪娜娜女士 (*主席*)
王志祥先生
馮繼蓓女士

提名委員會

汪娜娜女士 (*主席*)
王志祥先生
馮繼蓓女士

公司秘書

魏文和先生

授權代表

蔡達先生
魏文和先生

監察主任

蔡達先生

Corporate Information 公司資料

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Certified Public Accountants
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Hang Seng Bank Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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註冊辦事處

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核數師

信永中和(香港)會計師事務所有限公司
執業會計師
香港
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主要往來銀行

大新銀行有限公司
恒生銀行有限公司

主要股份過戶登記處

Maples Corporate Services Limited
PO Box 309
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股份過戶登記處香港分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號合和中心
17樓1712–1716室

Chairman's Statement

主席報告

Dear Valued Shareholders,

The Group recorded an audited consolidated revenue and loss for the year attributable to owners of the Company amounting to approximately HK\$379.29 million and HK\$140.23 million respectively for the year ended 30 June 2017 (the "Year"), representing an increase of 17.02% and 7.84% respectively compared with last year.

During the Year, the major revenue of the Group was generated from the business for provision of coal mining services. After the Chinese government implemented policy to limit coal production to curb overcapacity in the coal market, the coal price was increased but the profit from provision of coal mining services did not improve due to the market competition and the higher labor costs. This segment contributed an operating profit of approximately HK\$40.56 million, before amortization of customer contracts, to the Group. The Group has also carried trading of mineral products and money lending business. The trading of mineral products recorded an operating loss of approximately HK\$3.59 million due to the fact that the market was still not yet recovered significantly. The money lending business contributed a profit of approximately HK\$16.20 million since the Group has contributed more resources in this segment. The Group also diversified into the business of provision of heating supply services in the PRC and started to provide service in Tianjian City since November 2016. Since the Group has just entered the heating market and the business was still at the early stage, it contributed an insignificant revenue to the Group for the year ended 30 June 2017. Operating segments regarding the advertising and public relations as well as fluorite products were discontinued during the year. The termination of these segments represented a good opportunity for the Group to realize its investments in the non-core business in order to focus more resources for the development of its other principal business segments and to strengthen the capital base of the Group.

Looking ahead, the recovery of the coal industries market was cautiously optimistic. The performance of provision of coal mining services was expected to be in line with this year. Even though the provision of heating supply services contributed an insignificant revenue to the Group during the Year but its prospect was promising. The Group will seek suitable business partners to enter this market in order to enhance the value to the shareholders of the Company in the long run.

APPRECIATIONS

On behalf of the Board, I wish to express my sincere gratitude to our shareholders, customers, suppliers, bankers and other business associates of the Group for their continued support; and also to every Director, the management team and all staff for their valuable contribution during the Year.

Cai Da

Chairman

Hong Kong, 26 September 2017

各位尊貴股東：

於年內，本集團錄得本公司擁有人應佔截至二零一七年六月三十日止年度（「本年度」）經審核綜合收益及虧損分別約為379,290,000港元及140,230,000港元，較去年分別增加17.02%及7.84%。

本年度，本集團主要收益來自提供煤礦開採服務的業務。鑒於中國政府施行政策限制煤炭生產以抑制煤炭市場產能過剩，煤炭價格已有所回升，惟由於市場競爭及勞工成本上漲，來自提供煤礦開採服務之溢利並無改善。此分類為本集團貢獻經營溢利約40,560,000港元（經扣除客戶合約攤銷前）。本集團亦從事買賣礦產品及放債業務。買賣礦產品錄得經營虧損約3,590,000港元，原因為市場仍未顯著復甦。放債業務貢獻溢利約16,200,000港元，原因為本集團已向此分類投入更多資源。本集團亦拓展業務至於中國提供供暖服務，並自二零一六年十一月起開始於天津市提供有關服務。鑒於本集團剛開始進軍供暖市場及其業務仍處於初級階段，此分類於截至二零一七年六月三十日止年度並無為本集團貢獻大量收益。有關廣告及公關以及螢石產品之經營分類已於年內終止經營。終止該等分類為本集團提供機會變現其於非核心業務之投資，從而集中資源發展其他主要業務分類，並鞏固本集團資本基礎。

展望未來，本集團對煤炭行業市場的復甦持審慎樂觀態度。提供煤礦開採服務之業務表現預期將與本年度一致。儘管本年度提供供暖服務並無為本集團貢獻大量收益，惟該分類前景向好。本集團將尋求合適之業務夥伴以進軍該市場，藉以提升本公司股東之長遠價值。

致謝

本人謹代表董事會向本集團股東、客戶、供應商、往來銀行及其他業務合作夥伴的鼎力支持深表感激，並對所有董事、管理層團隊及全體員工於本年度作出的寶貴貢獻表示由衷的感謝。

主席

蔡達

香港，二零一七年九月二十六日

Management Discussion and Analysis

管理層討論及分析

BUSINESS AND FINANCIAL REVIEW

For the year ended 30 June 2017, the Group recorded a revenue from continuing operations of approximately HK\$379.29 million (2016: HK\$324.10 million), representing an increase of 17.02% as compared with that of the corresponding year. The increase in revenue was mainly due to the trading of other mineral products business which contributed approximately HK\$95.77 million (2016: HK\$12.95 million). The Group's gross profit from continuing operations decreased by approximately 32.14% to HK\$68.04 million (2016: HK\$100.27million) and the gross profit margin decreased from 30.94% to 17.94% for the year ended 30 June 2017. The decrease in gross profit and margin was mainly due to the trading of other mineral products business with a relatively low gross profit ratio as compared to the other business segment of the Group and the labor costs of the provision of mining services had increased.

Investment and other income from continuing operations mainly consist of gain on disposal of held-for-trading investments, other interest income, bank interest income and sundry income. Investment and other income decreased by 49.66% from approximately HK\$31.35 million for the year ended 30 June 2016 to approximately HK\$15.78 million for the year ended 30 June 2017. The decrease was primarily due to the absence of script dividend income from held-for-trading investment.

The Group recorded a loss arising on change in fair value of the listed securities amounted to HK\$48.96 million (2016: HK\$15.76 million) from the investment in held-for-trading securities was mainly as a result of the volatility of the securities market.

During the reporting year, the Group recognised an impairment loss in respect of available-for-sale investments amounted to HK\$50.56 million, which represented its investment in China Green (Holdings) Limited whose shares are listed on the Hong Kong Stock Exchange and principal engaged in growing, processing and sales of agricultural products. The impairment loss represented the difference between the costs and the fair value of the investment. The assessment of the fair value of the investment was carried out by reference to its latest market price.

業務及財務回顧

截至二零一七年六月三十日止年度，本集團錄得來自持續經營業務之收益約379,290,000港元（二零一六年：324,100,000港元），較相關年度之收益增加17.02%。收益增加主要由於買賣其他礦產品業務貢獻約95,770,000港元（二零一六年：12,950,000港元）。截至二零一七年六月三十日止年度，本集團來自持續經營業務之毛利減少約32.14%至68,040,000港元（二零一六年：100,270,000港元），而毛利率由30.94%減少至17.94%。毛利及毛利率減少乃主要由於買賣其他礦產品業務之毛利率較本集團其他業務分類相對較低及提供採礦服務的勞工成本增加。

來自持續經營業務之投資及其他收入主要包括出售持作買賣投資之收益、其他利息收入、銀行利息收入及雜項收入。投資及其他收入由截至二零一六年六月三十日止年度的約31,350,000港元減少49.66%至截至二零一七年六月三十日止年度的約15,780,000港元。該減少乃主要由於並無持作買賣投資之以股代息收入。

本集團自於持作買賣證券之投資錄得上市證券公平值變動產生之虧損48,960,000港元（二零一六年：15,760,000港元），乃主要由於證券市場波動所致。

於報告年度，本集團就可供出售投資確認之減值虧損為50,560,000港元，有關投資為於中國綠色食品（控股）有限公司之投資，該公司股份於香港聯交所上市，主要從事種植、加工及銷售農產品。減值虧損指投資成本與公平值之間的差額。投資公平值乃參考其最新市價進行評估。

Management Discussion and Analysis

管理層討論及分析

The impairment loss of HK\$60 million was recognised in respect of the amount from the associated companies principally engaged in the securities trading business. In determining the recoverability of the associated companies, the Group considered its latest investment portfolio and the fair market value of the securities held by it. Since the fair value of assets held by the associated companies are insufficient to cover the outstanding balance, the impairment loss was recognised.

The Group recorded selling and distribution expenses, administrative expenses and other operating expenses, amortisation of customer contracts and impairment loss recognized in respect of loan receivable from continuing operations were HK\$0.91 million (2016: HK\$0.55 million), HK\$34.26 million (2016: HK\$40.24 million), HK\$5.78 million (2016: HK\$4.34 million), HK\$29.24 million (2016: HK\$28.20 million) and HK\$2.18 million (2016: HK\$1.99 million) respectively. These expenses did not significantly change as compared with the correspondence year.

The finance costs were decreased from HK\$13.47 million to HK\$8.13 million mainly due to the decrease of imputed interests on promissory notes as a result of early settlement of 30% outstanding promissory notes during the reporting year. The income tax was change from tax credit of HK\$16.11 million for the year ended 30 June 2016 to tax expenses of HK\$3.86 million for the year ended 30 June 2017.

During the reporting year, the Group disposed of subsidiaries carrying on advertising and public relations services and Fluorite processing and trading business. The directors considered that the disposals represented a good opportunity for the Group to realize its investments in the non-core business in order to focus more resources for the development of its other principal business segments and to strengthen the capital base of the Group. The Group recorded a profit from discontinued operation amounted to HK\$19.77 million (2016: loss of HK\$36.96 million), mainly represented the gains on disposal of the subsidiaries during the reporting year.

In conclusion, loss attributable to owners of the Company for the year amounted to approximately HK\$140.23 million (2016: HK\$130.04 million), representing an increase of 7.84%.

本集團就應收主要從事證券買賣業務的聯營公司之款項確認減值虧損60,000,000港元。於釐定聯營公司款項之可收回性時，本集團會考慮其最新投資組合及其所持證券的公平市值。由於聯營公司所持資產的公平值不足以支付未償還餘款，故確認減值虧損。

本集團分別錄得來自持續經營業務之銷售及分銷費用、行政費用及其他營運費用、客戶合約攤銷及就應收貸款確認之減值虧損910,000港元（二零一六年：550,000港元）、34,260,000港元（二零一六年：40,240,000港元）、5,780,000港元（二零一六年：4,340,000港元）、29,240,000港元（二零一六年：28,200,000港元）及2,180,000港元（二零一六年：1,990,000港元）。該等費用較相關年度並無重大變動。

於報告年度，融資成本由13,470,000港元減少至8,130,000港元，乃主要由於提早結算30%尚未償還承兌票據而導致承兌票據之推算利息減少所致。所得稅由截至二零一六年六月三十日止年度的稅項抵免16,110,000港元變為截至二零一七年六月三十日止年度的稅項開支3,860,000港元。

於報告年度，本集團出售從事廣告及公關服務以及螢石加工處理及買賣業務的附屬公司。董事認為該等出售乃本集團變現其於非核心業務投資之良機，從而集中更多資源發展其他主要業務分類，並增強本集團之資本基礎。於報告年度，本集團錄得來自已終止經營業務之溢利19,770,000港元（二零一六年：虧損36,960,000港元），主要為出售附屬公司之收益。

綜上所述，本公司擁有人應佔年內虧損約為140,230,000港元（二零一六年：130,040,000港元），增加7.84%。

Management Discussion and Analysis

管理層討論及分析

PROVISION OF COAL MINING SERVICES

The Group provided coal mining services to six coal mines during the year under the terms of the respective management contracts signed between the Group and the mine owners. The major revenue of this segment comprises of service incomes from coal production and excavation works. During the year ended 30 June 2017, approximately 14.31 million tonnes of coal had been produced and approximately 27.60 kilometres of tunnels had been excavated by the Group.

During the reporting year, the Group's provision of coal mining services recorded a revenue of approximately HK\$256.65 million (2016: HK\$298.74 million) which accounted for 67.66% of the Group's total revenue from continuing operations. This segment contributed a gain of HK\$11.32 million (2016: a loss of HK\$50.71 million) after deducting amortisation of customer contracts. The positive turnaround was primarily due to the absence of impairment loss in respect of customer contracts.

In 2016, the Chinese government implemented policy to limit coal production to curb overcapacity in the coal market. The reduction in overcapacity has resulted in the coal price recovering from rock-bottom but it was still fluctuating during the reporting year. The coal miners continued to pose strict costs control measures but on the other hand the costs of the production has increased mainly due to the increase in labour costs.

TRADING OF MINERAL PRODUCTS

The Group resumed the operation of its trading of mineral products (other than fluorites products) in the PRC. This segment recorded a revenue of approximately HK\$95.77 million (2016: HK\$12.95 million) which accounted for 25.25% of the Group's total revenue. Even though the gross profit margin is low because the market conditions for mineral products have not recovered significantly, the Group resumed this segment for maintaining its business networks.

MONEY LENDING BUSINESS

The Group operates its money lending business mainly through an indirectly wholly-owned subsidiary of the Company, which obtained a money lenders licence under the Money Lenders Ordinance (Cap. 163, Laws of Hong Kong). The Group also made short term loans to the third parties in the PRC through its subsidiaries in Mainland China. During the reporting year, the revenue from loan interest income was approximately HK\$18.85 million (2016: HK\$12.42 million) which accounted for 4.97% of the Group's total revenue. The interest rate charged by the Group ranged from 5% to 30% per annum. The loans were unsecured, with credit terms less than one year.

提供煤礦開採服務

本集團根據本集團與礦主各自簽署之管理合約之條款於本年度向六個煤礦場提供煤礦開採服務。本分類之主要收益包括煤礦生產及挖掘工程之服務收入。截至二零一七年六月三十日止年度，本集團已生產約14,310,000噸煤及挖掘約27.60千米隧道。

於報告年度，本集團提供煤礦開採服務錄得收益約256,650,000港元（二零一六年：298,740,000港元），佔本集團持續經營業務總收益之67.66%。該分類扣除客戶合約攤銷後貢獻收益11,320,000港元（二零一六年：虧損50,710,000港元）。扭虧為盈乃主要由於並無有關客戶合約之減值虧損。

於二零一六年，中國政府施行政策限制煤炭生產以抑制煤炭市場產能過剩。減少產能過剩促使煤價觸底回升，惟於報告年度仍起伏不定。礦主繼續實施嚴格之成本控制措施，惟生產成本因勞工成本增加而有所增加。

買賣礦產品

本集團恢復其於中國買賣其他礦產品（螢石產品除外）之經營業務。本分類錄得收益約95,770,000港元（二零一六年：12,950,000港元），佔本集團總收益之25.25%。儘管毛利率因礦產品市況未明顯改善而處於低水平，惟本集團乃為維持其業務網絡而恢復本分類。

放債業務

本集團主要透過本公司一間間接全資附屬公司（已取得香港法例第163章《放債人條例》項下之放債人牌照）經營其放債業務。本集團亦透過其於中國內地之附屬公司，向中國之第三方作出短期貸款。於報告年度，貸款利息收益約為18,850,000港元（二零一六年：12,420,000港元），佔本集團總收益之4.97%。本集團收取之利率介乎每年5%至30%。貸款為無抵押，而信貸期為一年以內。

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PROVISION FOR HEATING SUPPLY

During the reporting year, the Group has diversified into the business of provision of heating supply services in Shandong Province and Tianjin City of the PRC. During the trial operation in Shandong Province, it was discovered that cost of supplying heat was substantially greater than the expected production cost. In view of the greater-than-expected production cost which adversely affects the expected profitability, the Group opted out of operations from Shandong in order to better utilise and divert the Group's resources to more profitable business thereby creating greater value for the shareholders of the Company. Accordingly, on 18 January 2017 and 26 June 2017, the Group entered into contracts with the independent third parties to dispose its equity interests in the companies which carried out projects in Shandong Province at a consideration of RMB19.46 million and RMB14.06 million respectively, please refer to the paragraph headed "Material Acquisition and disposals" below for further details. The directors considered that opting out of investments in Shandong Province did not have material financial adverse effect to the Group. On the other hand, on 11 August 2016, the Group entered into a cooperation agreement (the "Cooperation Agreement") with the People's Government of Wang Wen Zhuang, Xiqing District, Tianjin City ("Wang Wen Zhuang Government") to set out the framework for the parties' cooperation in transforming the existing coal-fired heating systems in Wang Wen Zhuang, Tianjin City, the PRC to those powered by natural gas. Pursuant to the Cooperation Agreement, the cooperation includes transformation of coal-fired heating systems in three villages in Wang Wen Zhuang Town with heat supply area of approximately 323,000 square meter. Furthermore, the Group shall be given priority to operate the heating project with a preliminary estimated heat supply area of four million square meter proposed to be launched in the second phase demonstration town in Wang Wen Zhuang, on the same terms as offered by other heat suppliers. Definitive agreement in relation to the transformation project in three villages in Wang Wen Zhuang Town has been entered into among the village representatives, the Group and Wang Wen Zhuang Government. The Group has started to provide the heat supply service in Tianjin City since November 2016.

During the reporting year, the provision of heating segment recorded a revenue of approximately HK\$8.03 million (2016: Nil), which accounted for 2.12% of the Group's total revenue, and a loss of approximately HK\$11.75 million. Excluding the loss arising from Shandong project, operations in Tianjin recorded a loss of approximately HK\$4.60 million.

提供供暖

於報告年度，本集團已將業務多元化至於中國山東省及天津市提供供暖服務。於山東省試運行期間，本集團發現供暖成本大幅高於預期生產成本。由於預期生產成本過大將對預期盈利帶來不利影響，本集團選擇退出山東業務，以更好利用轉移本集團資源至更高盈利業務，以為本公司股東創造更大價值。因此，於二零一七年一月十八日及二零一七年六月二十六日，本集團與獨立第三方簽訂合約，分別以人民幣19,460,000元及人民幣14,060,000元之代價出售其於進行山東省項目公司之股權，有關進一步詳情，請參閱下文「重大收購及出售」一段。董事認為退出山東省投資對本集團並無重大不利財務影響。此外，於二零一六年八月十一日，本集團與天津市西青區王穩莊鎮人民政府（「王穩莊鎮政府」）訂立合作協議（「合作協議」），以為雙方就將位於中國天津市王穩莊鎮現有燃煤供暖系統改造為天然氣供暖系統所進行之合作制定框架。根據合作協議，合作事項包括將王穩莊鎮三個村莊的供暖面積約為323,000平方米的燃煤供暖系統進行改造。此外，本集團將就擬於王穩莊鎮第二期示範鎮啟動的初步估計供暖面積為400萬平方米之供暖項目獲授優先經營權，條款與其他供暖供應商所提供之條款相同。村莊代表、本集團及王穩莊鎮政府已就王穩莊鎮三個村莊之改造項目訂立最終協議。本集團自二零一六年十一月開始於天津市提供供暖服務。

於報告年度，供暖分類錄得收益約8,030,000港元（二零一六年：無），佔本集團總收益之2.12%，及錄得虧損約11,750,000港元。剔除山東項目產生之虧損後，天津業務錄得虧損約4,600,000港元。

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However, the Group is still in negotiation with the local government of Tianjin to claim subsidies in accordance with the government policy. The subsidies was in relation to the acquisition of machines and the extra days for providing heat during the last winter. The actual amount has not yet been determined but the Group aims to obtain subsidies of approximately RMB10 million subject to the negotiation with the local government. Accordingly, the Group has not yet recognised the subsidy as income.

INVESTMENT IN AVAILABLE-FOR-SALE INVESTMENT AND HELD-FOR-TRADING SECURITIES

As at 30 June 2017, the Company had available-for-sale investment and held-for-trading investment in certain securities listed in Hong Kong, the fair value of which amounted to approximately HK\$7.35 million (30 June 2016: Nil) and HK\$24.72 million (30 June 2016: HK\$69.62 million) respectively. During the Year, a loss arising on change in fair value of the listed securities of approximately HK\$48.96 million was recorded and the impairment loss of HK\$50.56 million was recognised in respect of available-for-sale of investment.

INVESTMENT IN ASSOCIATES

The Group holds 30% equity interest in Asset Management International Limited (together with its subsidiaries, the "Asset Management Group"). Asset Management Group engages principally in security investments. As the Group share of loss of an associate was limited to its net investment amount in the associate, the Group recorded an insignificant loss on share of results of associates.

OUTLOOK

The problem of overcapacity in coal market has been relieved and the coal price has gradually recovered from its rock-bottom. In the long run, the fundamental problem of oversupply in Chinese coal market has not changed, and the aggregate supply of coal tends to increase. The directors take the view that the recovery of the coal industries market was cautiously optimistic. As the market improved, the financial positions of the mine owners has also improved but such improvements were not mirrored in the mining service sectors due to the strict costs control measures continued to be imposed by mine owners on mining service providers such as the Group. Accordingly, the Group has yet to enjoy the benefit from such improvement due to the intense market competition. Besides, the Group also face the increase in production costs. The Group will implement cost control measures in order to improve its profitability in view of the challenging operating environment.

然而，本集團仍在就根據政府政策獲得補貼與天津市當地政府進行磋商。補貼與收購機器及去年冬季額外供暖天數有關。實際金額尚未確定，但本集團旨在獲得補貼約人民幣10,000,000元（須與當地政府磋商後釐定）。因此，本集團尚未確認補貼為收入。

於可供出售投資及持作買賣證券之投資

於二零一七年六月三十日，本公司擁有可供出售投資及持作買賣投資之若干香港上市證券，公平值分別為約7,350,000港元（二零一六年六月三十日：無）及24,720,000港元（二零一六年六月三十日：69,620,000港元）。於本年度，本公司錄得上市證券公平值變動所產生虧損約48,960,000港元並已就可供出售投資確認減值虧損50,560,000港元。

於聯營公司之投資

本集團持有Asset Management International Limited（連同其附屬公司統稱「Asset Management集團」）30%股權。Asset Management集團主要從事證券投資。由於本集團分佔聯營公司之虧損僅限於其於聯營公司的投資淨額，本集團錄得分佔聯營公司業績之虧損並不重大。

未來前景

煤炭市場產能過剩的問題已得到緩解，且煤價已由其最低點逐漸回升。長遠來看，中國煤炭市場供大於求的根本問題並未得到改善，煤炭總供應量呈上升趨勢。董事對煤炭行業市場復甦持審慎樂觀態度。隨著市場得到改善，礦主之財務狀況亦得到改善，惟有關改善並未能於開採服務行業中體現，此乃由於礦主（如本集團）對開採服務提供持續實施嚴格之成本控制措施。因此，由於激烈市場競爭，本集團並無於有關改善中獲利。此外，本集團亦面對生產成本增加的問題。鑒於營商環境充滿挑戰，本集團將實施成本控制措施，以改善其盈利能力。

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There has been an increase in demand for heating system and such growing trend is expected to continue in coming years due to rapid urbanisation in the PRC. Furthermore, as various government policies have been implemented to encourage development of environmental friendly heating systems to replace those powered by coal energy thereby reducing emissions, the Group can also take advantage of the favourable policies to develop its clean energy heating business in the PRC. The directors take a view that the Group's new heat supply operation provides a promising prospect. In line with the Group's strategy to develop its environmental friendly heating business, the Group concentrated the investments in Tianjin City and seek further expansion in Northern China. The Group will cooperate with business partners in the relevant area, which will enable the Group to expand heat supply business by utilising the resources and strengths of each parties with an aim to expand the business scope and market share on heat supply business.

As regards the money lending business of the Group, the Group will enhance the control over the making of loans as well as monitoring its outstanding loans receivable to minimise credit risk thereon.

Looking ahead, the Group will maintain healthy development of different business segments to consolidate its business portfolio and diversify its source of income. Subject to the availability of financial resources, and should suitable investment or business opportunities arise, the Company may consider acquiring assets and/or business in the heating supply industries in order to enhance its financial performance as well as value to the shareholders of the Company in the long run.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2017, the Group held cash and cash equivalents of approximately HK\$91.28 million (2016: HK\$216.09 million). Net current assets amounted to approximately HK\$498.22 million (2016: HK\$639.54 million).

As at 30 June 2017, the current ratio (defined as total current assets divided by total current liabilities) was approximately 6.19 times (2016: 7.07 times). The gearing ratio, being the ratio of total liabilities to total assets, was approximately 0.30 (2016: 0.30).

The Group had no any bank borrowing as at 30 June 2017 (2016: Nil).

隨著中國城市化進程加快，國內對供暖系統的需求有所增加，並預期將於未來幾年維持該增長趨勢。此外，鑒於多地政府已出台多項政策鼓勵發展環保型供暖系統，以取代煤炭供暖系統，從而減少排放，本集團亦可利用利好政策發展其於中國的清潔能源供暖業務。董事認為本集團之新供暖業務具有廣闊前景。為配合本集團發展環保供暖業務之策略，本集團集中於天津市投資並尋求於華北進一步擴展。本集團將與相關地區之業務合作夥伴合作，此將令本集團可透過利用各方之資源及優勢擴大供暖業務，從而擴大供暖業務的業務範圍及市場份額。

至於本集團之放債業務，本集團將加強對授出貸款的控制，並監督其尚未償還應收貸款，以降低該業務之信貸風險。

放眼未來，本集團將維持不同業務分部的健康發展，以鞏固其業務組合及多元化其收入來源。在財務資源承受範圍內，本公司可能於出現合適的供暖行業投資機遇或商機時考慮收購資產及／或業務，藉以提升其財務表現及本公司股東之長遠價值。

流動資金及財務資源

於二零一七年六月三十日，本集團持有之現金及現金等價物約為91,280,000港元（二零一六年：216,090,000港元）。流動資產淨值約為498,220,000港元（二零一六年：639,540,000港元）。

於二零一七年六月三十日，流動比率（界定為流動資產總值除以流動負債總額）約為6.19倍（二零一六年：7.07倍）。資產負債比率（即負債總額除以資產總值之比率）約為0.30（二零一六年：0.30）。

於二零一七年六月三十日，本集團並無任何銀行借貸（二零一六年：無）。

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USE OF PROCEEDS FROM PLACING

The Company completed the placing of an aggregate of 1,046,260,000 new shares of HK\$0.05 each in the Company on 21 April 2016. The net proceeds from the placing was approximately HK\$201.28 million. The Group intended to use 80% (approximately HK\$160 million) of the proceeds for the development in the business of provision of services related to clean energy and the remaining 20% (approximately HK\$40 million) of the proceeds for working capital purpose. As at the date of this report, the Group had utilised approximately HK\$81 million for the business of provision of services related to clean energy including (i) investment in the joint ventures for the provision of heat supply services, (ii) capital expenditure such as purchasing heat supply equipment and carrying construction works and (iii) operation costs of the joint ventures, and approximately HK\$40 million for general working capital. The remaining balance was deposited into the banks.

During the reporting year, the Group had advanced the idle cash to independent third parties as loans for earning interests. The provision of short term loans to third parties would enable the Group to invest its cash resources and generate a better return before the proceeds are applied for the intended purposes.

SHARE CAPITAL

As at 1 July 2016 and 30 June 2017, the authorised share capital of the Company was HK\$1,500,000,000 divided into 30,000,000,000 shares of the Company of HK\$0.05 each ("Share(s)"). As at 1 July 2016, the issued share capital of the Company was approximately HK\$342,938,116 divided into 6,858,762,338 shares. During the year ended 30 June 2017, the Company has repurchased 4,200,000 shares and cancelled on 8 May 2017. Accordingly, as at 30 June 2017, the issued share capital of the Company was approximately HK\$342,728,117 divided into 6,854,562,338 Shares.

EXCHANGE EXPOSURE

Most of the trading transactions, assets and liabilities of the Group were denominated either in Hong Kong dollars, Renminbi or U.S. dollars. It is the Group's policy for its operating entities to operate in their corresponding local currencies to minimise currency risks.

配售所得款項用途

本公司於二零一六年四月二十一日完成配售合共1,046,260,000股本公司每股面值0.05港元之新股份。配售所得款項淨額約為201,280,000港元。本集團擬動用80% (約160,000,000港元) 的所得款項用於發展提供清潔能源相關服務的業務，而餘下20% (約40,000,000港元) 的所得款項用作營運資金。於本報告日期，本集團已動用約81,000,000港元用於提供清潔能源相關服務的業務，包括(i)投資提供供暖服務的合資企業，(ii)資本開支，如購買供暖設備及開展建設工作及(iii)合資企業營運開支，及約40,000,000港元作一般營運資金。剩餘款項已存入銀行。

於報告年度，本集團已向獨立第三方授出閒置現金墊款作為貸款以賺取利息。向第三方提供短期貸款使本公司得以在將所得款項用作擬定用途前利用其現金資源投資並從中獲得更佳回報。

股本

於二零一六年七月一日及二零一七年六月三十日，本公司之法定股本為1,500,000,000港元，分為30,000,000,000股本公司每股面值0.05港元之股份（「股份」）。於二零一六年七月一日，本公司已發行股本約為342,938,116港元，分為6,858,762,338股股份。截至二零一七年六月三十日止年度，本公司已購回4,200,000股股份，並於二零一七年五月八日註銷。因此，於二零一七年六月三十日，本公司已發行股本為約342,728,117港元，分為6,854,562,338股股份。

外匯風險

本集團絕大部分買賣交易、資產與負債以港元、人民幣或美元計值。本集團之政策為讓其經營實體以相關地區之貨幣經營業務，以降低貨幣風險。

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MATERIAL ACQUISITION AND DISPOSALS

In August 2016, 北京達慧城新能源技術服務有限公司 (“北京達慧城”), an indirectly wholly-owned subsidiary of the Company, entered into a sales and purchase agreement with several independent third parties for the acquisition of 51% equity interest in 荷澤達慧城新能源熱力有限公司 (Formerly known as 荷澤炬旺新能源熱力有限公司) and its subsidiaries (“新能源熱力”), which principally engaged in the provision of heating service and planned to obtain the agreement for provision heating service to Heze City of Shandong Province of the PRC from the local Government (the “Project”) until the end of 2045. The transaction was completed in August 2016 by cash consideration of approximately HK\$17,601,000, representing the Group’s portion of register capital in 荷澤達慧城新能源熱力有限公司. In the opinion of directors, at the acquisition date, no business has been conducted by 新能源熱力 since its establishment but mainly held certain property, plant and equipment. Thus, the transaction was accounted for acquisition of assets rather than business combination.

On 16 October 2016, the Group, as vendor, entered into a sales and purchase agreement with an independent third party, as purchaser, pursuant to which the Group conditionally agreed to sell, and the vendor conditionally agreed to acquire, 60% of the issued share capital of the PR ASIA Investment Holdings Limited, an indirectly wholly-owned subsidiary of the Company, and which directly holds 100% equity interest of PR ASIA Consultants Limited (“PR ASIA Consultants”), at a total consideration of HK\$36.3 million with a gain of approximately HK\$16.61 million. During the reporting year, PR ASIA Consultants offers strategic consulting services in corporate communications, media relations, investor relations, issue/crisis management, media training and event management to a wide range of listed and non-listed companies in both Hong Kong and China. During the year, the advertising and public relations segment recorded a revenue of approximately HK\$19.93 million up to the date of the completion of disposal (2016: HK\$41.22 million). Upon the completion of the disposal on 2 November 2016, PR ASIA Consultants ceased to be a subsidiary of the Company and the Group ceased to hold any equity interest in each member of the PR ASIA Group.

On 18 January 2017, the Group entered into an equity transfer agreement as vendor with an independent third party as purchaser to dispose of 100% equity interest in 荷澤炬能熱力有限公司, which owned a heating project in Heze City of Shandong Province of the PRC, at a consideration of RMB19.46 million. Completion of the disposal took place on 22 January 2017. The disposal did not have material financial effect to the Group.

重大收購及出售

於二零一六年八月，本公司的一間間接全資附屬公司北京達慧城新能源技術服務有限公司（「北京達慧城」）與若干獨立第三方訂立買賣協議，以收購荷澤達慧城新能源熱力有限公司（前稱「荷澤炬旺新能源熱力有限公司」）及其附屬公司（「新能源熱力」，主要從事供熱服務）之51%股權，並計劃取得當地政府同意為中國山東省荷澤市提供供熱服務（「該項目」），期限為直至二零四五年年底止。交易已於二零一六年八月完成，代價約為現金17,601,000港元（相當於本集團於荷澤達慧城新能源熱力有限公司之註冊資本部分）。董事認為，於收購日期，自新能源熱力成立以來並無開展業務，惟主要持有若干物業、廠房及設備。因此，交易入賬為收購資產而非業務合併。

於二零一六年十月十六日，本集團（作為賣方）與一名獨立第三方（作為買方）訂立買賣協議，據此，本集團已有條件同意出售，而買方已有條件同意收購PR ASIA Investment Holdings Limited（為本公司之間接全資附屬公司且其直接持有亞洲公關有限公司（「亞洲公關」）之全部股本權益）之60%已發行股本，總代價為36,300,000港元，盈利約為16,610,000港元。於報告年度，亞洲公關就企業傳訊、媒體關係、投資者關係、事件／危機管理、媒體培訓及項目管理，向香港及中國多間上市及非上市公司提供策略顧問服務。於年內，截至出售完成日期，廣告及公共關係分部錄得收益約19,930,000港元（二零一六年：41,220,000港元）。於二零一六年十一月二日完成出售後，亞洲公關已不再為本公司之附屬公司，且本集團已不再於PR ASIA集團各成員公司持有任何股本權益。

於二零一七年一月十八日，本集團（作為賣方）與一名獨立第三方（作為買方）訂立一份股權轉讓協議，出售荷澤炬能熱力有限公司（其擁有一個位於中國山東省荷澤市的供暖項目）全部股權，代價為人民幣19,460,000元。出售於二零一七年一月二十二日完成。出售並無對本集團造成重大財務影響。

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On 21 April 2017, the Group, as vendor, entered into a sales and purchase agreement with an independent third party, as purchaser, pursuant to which the Group conditionally agreed to sell, and the vendor conditionally agreed to acquire, 100% of the issued share capital of the Sino Mongolia, an indirectly wholly-owned subsidiary of the Company, and which directly holds 100% equity interest of MCTT Limited at a total consideration of RMB9.5 million (approximately HK\$10.71 million) with a gain of approximately HK\$3.46 million. Upon the completion of the disposal in May 2017, Sino Mongolia ceased to be a subsidiary of the Company and the Group ceased to hold any equity interest in each member of the Sino Mongolia Group.

On 26 June 2017, the Group entered into an equity transfer agreement as vendor with an independent third party as purchaser to dispose of 100% equity interest in 北京達慧城 which through its subsidiaries engaged in the operation of energy saving and environmentally friendly heating system and provision of related services in Shandong Province of the PRC, at a consideration of RMB14.06 million. Completion of the disposal took place on 8 September 2017. The disposal did not have material financial effect to the Group.

Save as disclosed above, there were no other material acquisitions or disposals of subsidiaries and associates of the Group in the period under review.

LITIGATIONS

(1) On 23 September 2014, an indirectly wholly owned of the Company, Tai Pu, has filed a claim against a customer in 內蒙古自治區鄂爾多斯市中級人民法院 (Inner Mongolia Ordos City Intermediate People's Court) (the "Ordos City Intermediate People's Court") for its failure to pay service fees of approximately RMB35.9 million during the year ended 31 December 2014. The Ordos City Intermediate People's Court has rendered its decision pursuant to which, inter alia, the customer shall pay Tai Pu (i) approximately RMB41.6 million as damages for the failure to pay the service contracts service fees; and (ii) RMB1 million as damages for breach of the service contracts. As at the date of reporting, Tai Pu has not received the said judgement sum. In view of the financial situation of the customer, the Group considered that it is unlikely to recover the judgement sum. As the financial impacts had been fully reflected in previous year's accounts of Tai Pu, no material financial impacts were expected.

於二零一七年四月二十一日，本集團（作為賣方）與一名獨立第三方（作為買方）訂立買賣協議，據此，本集團已有條件同意出售，而買方已有條件同意收購中蒙（為本公司之間接全資附屬公司且其直接持有MCTT Limited之全部股本權益）之全部已發行股本，總代價為人民幣9,500,000元（約10,710,000港元），盈利約為3,460,000港元。於二零一七年五月完成出售後，中蒙已不再為本公司之附屬公司，且本集團已不再於中蒙集團各成員公司持有任何股本權益。

於二零一七年六月二十六日，本集團（作為賣方）與一名獨立第三方（作為買方）訂立股權轉讓協議，出售北京達慧城（其透過其附屬公司於中國山東省從事節能及環保型供暖系統業務及提供相關服務）之100%股權，代價為人民幣14,060,000元。出售於二零一七年九月八日完成。出售並無對本集團造成重大財務影響。

於回顧期間，除上文所披露者外，本集團並無其他重大收購或出售附屬公司及聯營公司。

訴訟

(1) 於二零一四年九月二十三日，本公司間接全資附屬公司泰普向內蒙古自治區鄂爾多斯市中級人民法院（「鄂爾多斯市中級人民法院」）就一名客戶未能於截至二零一四年十二月三十一日止年度支付服務費用約人民幣35,900,000元向該名客戶提出索償。鄂爾多斯市中級人民法院裁定（其中包括），客戶須向泰普支付(i)約人民幣41,600,000元作為未能支付服務合同服務費用之賠償金；及(ii)人民幣1,000,000元作為違反服務合同之賠償金。於報告日期，泰普並未收取上述判決金額。礙於客戶之財務狀況，本集團認為不大可能收回判決金額。由於財務影響已於泰普去年之賬目充分反映，故預期並無重大財務影響。

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(2) Since 9 August 2013, the Group, as the lender, entered into a loan agreement and certain supplemental agreements with an individual (the "Defendant"), as the borrower, for the loan arrangement with the amount of HK\$7.5 million. The loan was guaranteed by the Defendant and another individual (the "Guarantor"). On 8 August 2015, the Defendant failed to repay the principal of HK\$7.5 million and outstanding interest of HK\$187,500. Therefore, the Group has filed the writ of summons to the High Court on 13 January 2016. On 22 August 2016, the Group received the judgement pursuant to which the Defendant and the Guarantor were ordered to pay the Group:

- a) The sum of HK\$7,500,000 together with interest thereon at the rate of 2% per calendar month from 9 August 2015 to the date hereof and thereafter at judgment rate until payment;
- b) Interest of HK\$187,500 from 9 February 2015 to 8 August 2015; and
- c) HK\$11,045 fixed cost.

In view of the financial situation of the Defendant and the Guarantor, the Group considered that the chances of enforcement and recovery of the judgement sum is remote. Accordingly, the Group has recorded HK\$2.1 million interest income during the reporting year but made a fully provision for impairment on it. No significant adverse financial impact to the Group is expected.

CAPITAL COMMITMENT

As at 30 June 2017, the Group had no significant capital commitment.

DONATION

Donations made by the Group during the Year amounted to HK\$218,000.

PLEDGE OF ASSETS

As at 30 June 2017, none of the assets of the Group were pledged as security for any banking facilities.

(2) 自二零一三年八月九日起，本集團（作為貸款人）與一名個人（作為借款人，「被告人」）就7,500,000港元之貸款安排訂立貸款協議及若干補充協議。貸款由被告人及另一名個人（「擔保人」）擔保。於二零一五年八月八日，被告人未能償還本金7,500,000港元及未償還利息187,500港元。因此，本集團於二零一六年一月十三日向高等法院入稟傳訊令狀。於二零一六年八月二十二日，本集團接獲判決，據此，被告人及擔保人須向本集團支付：

- a) 7,500,000港元之金額連同自二零一五年八月九日起至判決日期按每個曆月2%計算及之後於付款前按判決利率計算之利息；
- b) 於二零一五年二月九日至二零一五年八月八日之利息187,500港元；及
- c) 固定成本11,045港元。

礙於被告人及擔保人之財務狀況，本集團認為不大可能強制執行及收回判決金額。因此，本集團雖於報告年度已將利息收入2,100,000港元列賬但已為其作出悉數減值撥備。預期其將不會對本集團造成重大不利財務影響。

資本承擔

於二零一七年六月三十日，本集團並無重大資本承擔。

捐款

本年度本集團之捐款金額為218,000港元。

資產抵押

於二零一七年六月三十日，概無本集團之資產已抵押為任何銀行信貸之擔保。

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管理層討論及分析

EMPLOYEE INFORMATION

As at 30 June 2017, there were approximately 1,460 staff members employed by the Group.

The Group remunerates its employees mainly based on industry practices and their respective educational background, experience and performance. On top of the regular remuneration and discretionary bonus, share options may be granted to selected employees by reference to the Group's performance as well as individual's performance. In addition, each employee enjoys mandatory provident fund, medical allowance and other fringe benefits.

CONTINGENT LIABILITIES

As at 30 June 2017, the Group had no significant contingent liabilities.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial conditions, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. Key risks and uncertainties affecting the Group are set out as below:

Substantial portion of the revenue of the Group's mining services business from a single customer

The Group's mining services business derived a substantial portion of its revenue from a major customer, which accounted for 40% of the revenue of Group's mining services business for the year ended 30 June 2017. The concentration of revenue from a major customer exposes the Group to various risks that could have a material adverse impact on its revenue.

In the event that the major customer experiences any adverse business conditions or terminates its business relationship with the Group and should the management fail to identify new customers, there may be a material adverse impact on the Group's profitability, results of operations and financial condition. To minimize the above risks, the Group actively expand its customer base.

僱員資料

於二零一七年六月三十日，本集團共聘用約1,460名員工。

本集團主要根據行業慣例及僱員各自之教育背景、工作經驗以及表現釐定僱員薪酬。除基本薪酬及酌情花紅外，亦按本集團之業績表現及個別員工之工作表現作為參考依據而向本集團選定之僱員授出購股權。此外，各僱員亦享有強制性公積金、醫療津貼及其他福利。

或然負債

於二零一七年六月三十日，本集團並無重大或然負債。

主要風險及不明朗因素

本集團之財務狀況、經營業績、業務及前景可能受多項風險及不明朗因素影響。影響本集團之主要風險及不明朗因素載列如下：

本集團採礦服務業務收益之較大部分來自單一客戶

本集團採礦服務業務收益之較大部分來自一名主要客戶，佔本集團截至二零一七年六月三十日止年度採礦服務業務收益的40%。收益集中於一名主要客戶令本集團面臨多項可能對其收益造成重大不利影響的風險。

倘該名主要客戶遭遇任何不利的業務狀況或終止其與本集團的業務關係，而管理層未能物色新的客戶，則可能會對本集團的盈利能力、經營業績及財務狀況造成重大不利影響。為減輕上述風險，本集團積極拓展其客戶基礎。

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No long term contracts with the Group's customers

The Group provided mining operation services to its customers based on management contracts, normally with a term of one to two years, with the pricing to be agreed yearly. The Group cannot guarantee that its customers will renew their contracts or it will be able to seek new customers. If such events occur, the Group's future revenue and profit will be adversely affected. To minimize the above risk, the Group has developed a significant know-how and expertise with respect of the operation of the mines that were being serviced and have a deep understanding of the needs and requirements of the customers to meet the expectation of the customers.

Mining service operations are subject to operating risks, hazards and unexpected disruptions

Mining service operations are subject to a number of operating risks and hazards, some of which are beyond its control. These operating risks and hazards include: (i) unexpected maintenance or technical problems; (ii) interruptions for the mining operations due to unfavourable weather conditions and natural disasters (such as earthquakes, floods and landslides); (iii) accidents; (iv) electricity or water supplies interruptions; (v) critical equipment failures in the mining operations; and (vi) unusual or unexpected variations in the mine and geological or mining conditions, such as instability of the slopes and subsidence of the working areas. These risks and hazards may result in personal injury, damage to, or destruction of production facilities, environmental damages and could temporarily disrupt the Group's operations and damage the Group's business reputation. To minimize the above risks, the Group will continuously enhance corporate management.

The Group's business faces increasing competition from competitors

The Group faces increasing competition from other mining extraction and related service providers, particularly as the condition of coal market is poor. The Group's major competitors are PRC based mining service providers in Inner Mongolia. A significant increase in competition may force the Group to lower the relevant prices for mining related services provided, leading to a decrease in the Group's profit margin and ultimately may have an adverse effect on its business, financial position and results of operations. To minimize the above risks, the Group will continuously enhance corporate management and keep improving our services to remain competitive and maintaining good customers relationship.

概無與本集團客戶訂立長期合約

本集團按管理合約向其客戶提供採礦營運服務，該等合約一般為期一至兩年且須每年協定價格。本集團無法保證，其客戶將會重續合約或其將能夠尋求新的客戶。倘客戶不續約或其未能夠尋求新的客戶，本集團之未來收益及溢利將受到不利影響。為減輕上述風險，本集團已就我們提供服務的煤礦之營運發展出重要的技術訣竅及專業能力，並對客戶的需求及要求有深入了解，以滿足客戶預期。

採礦服務營運面臨營運風險、危害及意外中斷

採礦服務營運面臨多項營運風險及危害，其中部分超出其控制範圍。該等營運風險及危害包括：(i)意外的維護或技術問題；(ii)惡劣天氣狀況及自然災害（如地震、水災及滑坡）造成的採礦營運中斷；(iii)意外事故；(iv)電力或水供應中斷；(v)採礦營運中關鍵設備故障；及(vi)礦山及地理或採礦條件異常或意外改變，例如斜坡失穩及工作區沉降。該等風險及危害或會造成人身傷害、生產設施受損或損毀、環境損害，並可能導致本集團營運臨時中斷及損害本集團的業務聲譽。為減輕上述風險，本集團將繼續增強企業管理。

本集團業務面臨來自競爭對手的競爭加劇

本集團面臨來自其他採礦及相關服務提供商的競爭加劇，尤其是當煤炭市況不佳時。本集團主要競爭對手為位於內蒙古的中國採礦服務提供商。競爭顯著加劇或會迫使本集團下調其提供的採礦相關服務的相關價格，導致本集團的利潤率降低，並最終可能對其業務、財務狀況及經營業績造成不利影響。為減輕上述風險，本集團將繼續增強企業管理及不斷改善服務，以保持競爭力及維持良好的客戶關係。

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管理層討論及分析

PRC Laws, regulation and governmental policies changes for the mining industry could adversely affect the Group's business

A significant degree of control over the mining industry is exercised by the PRC local, provincial and central authorities. The Group's operations are governed by a wide range of PRC laws, regulations, policies, standards and requirements in relation to, among other things, mine exploration and exploitation, production safety, environmental protection, taxation, labour, foreign investment and operation management. Any change to these laws, regulations, policies, standards and requirements or to the interpretation or implementation or establishment of any local practice in enforcing such laws, regulations, policies such as limited capacity and de-capacity, standards and requirements may incur additional compliance efforts and increase in the Group's operating costs and thus adversely affect the mining business, its financial condition and results of operations. To minimize the above risks, the Group will closely liaise with the mine owners to keep track of the national regulatory policy for the coal industry and change of policy in mineral resources management in a timely manner and positively grasp policies to ensure the Group's normal operations.

Credit risks on the Group's loan portfolio

The Group's money lending business is exposed to credit risks from our customers. There is no assurance that the financial positions of the Group's customers will remain healthy in the future and the Group do not hold any assets as security for unsecured loans, so that the Group may not be able to collect payments from our customers on time. If the Group is unable to effectively maintain the quality of its loan portfolio, it will be exposed to losses from unrecoverable loans. To minimize the above risks, the Group impose credit control measures and have a good understanding on the background of the customers when approving the grant of loans.

有關採礦業的中國法律、法規及政府政策變動或會對本集團業務造成不利影響

採礦業在很大程度上受中國地方、省級及中央政府部門控制。本集團營運受有關（其中包括）礦山勘探開發、生產安全、環境保護、稅項、勞工、外商投資及營運管理的廣泛中國法律、法規、政策、標準及要求規管。該等法律、法規、政策、標準及要求或任何地方政府在執行該等法律、法規、政策（如限制產能及去產能）、標準及要求時的詮釋或實施或制定如出現任何變動，均可能產生額外的合規工作及增加本集團的營運成本，從而對採礦業務、其財務狀況及經營業績造成不利影響。為減輕上述風險，本集團將與礦山擁有人保持密切聯繫，以緊貼有關煤炭行業的國家監管政策，及時了解礦產資源管理政策的變動，並積極把握政策，確保本集團正常營運。

本集團貸款組合的信貸風險

本集團的放債業務承受來自客戶的信貸風險。無法保證本集團客戶的財務狀況將於未來維持穩健，而本集團並無就無抵押貸款持有任何抵押資產，故本集團未必能夠按時收回客戶款項。倘本集團未能有效維持其貸款組合的質素，其將承受無法收回貸款的虧損。為減輕上述風險，本集團實施信貸控制措施，並在審批貸款時對客戶背景作出詳細了解。

Profiles of Directors

董事履歷

EXECUTIVE DIRECTORS

Mr. Cai Da, aged 42, joined the Company as an executive Director and vice chairman on 16 May 2013. He ceased to be vice chairman and was appointed as the chairman of the Company (the "Chairman") on 9 January 2015. Mr. Cai holds a Master degrees and Civil Engineering Degree from Hunan University of Science and Technology. Mr. Cai has been working and taking the senior managerial positions in a number of mining companies incorporated in PRC. Mr. Cai has accumulated over 10 years of experience in oil refinery, mining and corporate management field. Mr. Cai is the vice president of Shenzhen General Chamber of Commerce and also the chairman of Shenzhen Bao Tai Dai Investment Development Company Limited. Mr. Cai had been an executive director, chairman and chief executive officer of Chinese Energy Holdings Limited (stock code: 8009) during the period from 26 February 2015 to 9 May 2016 and an executive director of Hong Kong Life Sciences and Technologies Group Limited (stock code: 8085) during the period from 30 September 2011 to 4 August 2014.

Mr. Zhou, Francis Bingrong, aged 32, joined the Company as an executive Director and vice chairman on 11 March 2016. Mr. Zhou holds a Bachelor of Arts degree in Economics and Asian Studies from Bowdoin College in Brunswick, Maine, United States. Prior to joining the Group, Mr. Zhou has held senior equity research positions with prominent regional and China-based investment banks, such as China International Capital Corporation (HK) Limited and Daiwa Capital Markets Hong Kong Limited. He recently held the position of Vice President of Financial Planning & Analysis for Galaxy Entertainment Group. Mr. Zhou has extensive experience in corporate finance and strategy, financial analysis and the capital markets.

執行董事

蔡達先生，42歲，於二零一三年五月十六日加入本公司擔任執行董事兼副主席。彼於二零一五年一月九日不再為副主席並獲委任為本公司主席（「主席」）。蔡先生持有湖南科技大學土木工程學碩士學位。蔡先生曾任職於多家於中國註冊成立之礦業企業，且擔任該等企業之高級管理人員職位。蔡先生於石油提煉、礦業及企業管理等領域累積超過十年之工作經驗。蔡先生為深圳市商業聯合會副會長，亦為深圳市寶泰達投資發展有限公司之董事長。蔡先生於二零一五年二月二十六日至二零一六年五月九日期間曾擔任華夏能源控股有限公司（股份代號：8009）之執行董事、主席及行政總裁，及於二零一一年九月三十日至二零一四年八月四日期間曾於香港生命科學技術集團有限公司（股份代號：8085）任職執行董事。

周冰融先生，32歲，於二零一六年三月十一日加入本公司擔任執行董事及副主席。周先生持有由美國緬因州布朗斯維克省鮑登學院頒發經濟及亞洲研究的文學學士學位。在加入本集團前，周先生曾在具中資背景、區域性的著名投資銀行出任證券研究的高職，如中國國際金融（香港）股份有限公司及大和資本市場香港有限公司。彼最近於銀河娛樂集團出任財務規劃與分析副總裁。周先生於企業融資和策略、財務分析和資本市場擁有豐富經驗。

Profiles of Directors 董事履歷

Mr. Hu Zhixiong, aged 49, joined the Company as an executive Director and the chief executive officer of the Company (the “CEO”) on 28 August 2015. He ceased to be CEO on 13 June 2016. Mr. Hu holds a Bachelor Degree from Inner Mongolia Normal University. He is the founder and director of Tai Pu, an indirectly wholly-owned subsidiary of the Company upon the completion of the acquisition of Everbest Return by the Group on 31 July 2015. Mr. Hu has accumulated over 10 years of working experience in the trading of coal and coal mining.

Mr. Chen Youhua, aged 45, joined the Company as an executive Director on 26 November 2012. He appointed to act as CEO on 13 June 2016. Mr. Chen holds a Bachelor Degree in Accountancy from Shandong Economics College, PRC and an Executive Master Degree of Business Administration from Inner Mongolia University, PRC. Mr. Chen has worked for a number of mining companies in PRC, taking the positions of accounting manager or financial controller in such companies. Mr. Chen had been an executive director of Chun Sing Engineering Holdings Limited (stock code: 2277) during the period from 1 February 2016 to 10 June 2016. Mr. Chen has accumulated over 15 years of working experience in the fields of cost accounting, financial and corporate management.

Mr. Li Wai Hung, aged 55, joined the Company as an executive Director on 30 September 2009. Mr. Li acted as Chairman during the period from 22 November 2011 to 9 January 2015. He has accumulated over 24 years of experience in sales related business and held senior positions in various companies.

Mr. Liu Baoyu, aged 44, joined the Company as an executive Director on 18 May 2016. Mr. Liu holds a master’s degree in Law from Sun Yat Sen University and a master’s degree in Business Administration from Shenzhen University. On 7 April 2017, Mr. Liu was appointed as an independent non-executive director of Hengdian Group DMEGC Magnetic Limited, the shares of which are listed on Shenzhen Stock Exchange. He also holds a Certificate of National Legal Profession Qualification in China. Prior to joining the Group, he has been a lawyer practicing in the PRC and an investment controller in the Beijing office of an international investment Group. He has extensive experience in the fields of engineering, legal services and investment.

呼智雄先生，49歲，於二零一五年八月二十八日加入本公司擔任執行董事及本公司行政總裁（「行政總裁」）。彼於二零一六年六月十三日不再擔任行政總裁。呼先生持有由內蒙古師範大學頒發之本科學位。呼先生是泰普（自本集團於二零一五年七月三十一日完成收購Everbest Return起，成為本公司之間接全資附屬公司）的創辦人及董事。呼先生於煤礦貿易及煤礦方面累積超過十年工作經驗。

陳友華先生，45歲，於二零一二年十一月二十六日加入本公司擔任執行董事。彼於二零一六年六月十三日獲委任為行政總裁。陳先生於中國山東經濟學院修畢會計學本科課程及持有由中國內蒙古大學頒發之工商管理行政碩士學位。陳先生曾效力多家中國採礦公司，並擔任會計經理或財務總監等職位。於二零一六年二月一日至二零一六年六月十日期間，陳先生於震昇工程控股有限公司（股份代號：2277）擔任執行董事。陳先生於成本會計、財務及企業管理方面累積超過15年工作經驗。

李偉鴻先生，55歲，於二零零九年九月三十日加入本公司擔任執行董事。李先生於二零一一年十一月二十二日至二零一五年一月九日期間擔任主席一職。彼在銷售相關業務方面累積超過24年經驗，並曾於多間公司出任高層職位。

劉保鈺先生，44歲，於二零一六年五月十八日加入本公司擔任執行董事。劉先生持有由中山大學頒發之法律類碩士學位及深圳大學頒發之工商管理類碩士學位。於二零一七年四月七日，劉先生獲委任為橫店集團東磁股份有限公司（其股份於深圳證券交易所上市）之獨立非執行董事。彼亦持有中國法律職業資格證書。在加入本集團之前，彼在中國為一名執業律師及出任一間國際投資集團於北京辦事處的投資總監。彼於工程、法律服務及投資領域擁有豐富經驗。

Profiles of Directors

董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wang Zhixiang, aged 59, joined the Company as an independent non-executive Director on 20 November 2014. Mr. Wang graduated from Hebei Radio & TV University, major in Electronic Studies. He is also a certified senior electric and mechanical engineer. Mr. Wang has been serving certain sizable coal mining companies in PRC. He has gained over 30 years of working experience in model selection, installation and design of electric and mechanical equipment, automation control system and power supply system in relation to the coal mining industry.

Ms. Wong Na Na, aged 44, joined the Company as an independent non-executive Director on 9 September 2015. She is a member of the Audit Committee, Remuneration Committee and Nomination Committee. She holds a Bachelor Degree of Commerce in Accountancy and Management Studies from University of Wollongong in Australia. She is also an associate member of Certified Practising Accountant Australia and an associate member of the Hong Kong Institute of Certified Public Accountants. Ms. Wong has accumulated over 10 years of working experience in auditing, accounting and financial management.

Ms. Feng Jibei, aged 59, joined the Company as an independent non-executive Director on 16 August 2016. She holds a bachelor's degree in Heating, Ventilation and Air-conditioning from Beijing Construction Engineering College (now known as Beijing University of Civil Engineering and Architecture). She also holds a certificate of professor-level senior engineer issued by Beijing Senior Specialized Technique Qualification Evaluation Committee. Ms. Feng is currently an advisory member of Technical Committee on Heating Supply Standardization under Ministry of Housing and Urban-Rural Development of the People's Republic of China. Prior to joining the Group, she has been working over thirty years in Beijing Gas & Heating Engineering Design Institute, a state owned enterprise which specified in gas and heating engineering design and her last position before retirement was deputy chief engineer. She has extensive experience in the heating supply industry.

獨立非執行董事

王志祥先生，59歲，於二零一四年十一月二十日加入本公司擔任獨立非執行董事。王先生畢業於中國河北廣播電視大學，主修電子專業。彼亦擁有機電高級工程師之職稱。王先生服務於中國若干大型煤礦礦業公司。彼於有關煤礦行業的機電設備、自動化控制系統以及供電系統之選型、安裝及設計累積逾30年豐富的工作經驗。

汪娜娜女士，44歲，於二零一五年九月九日加入本公司擔任獨立非執行董事。彼為審核委員會、薪酬委員會及提名委員會成員。汪女士持有由澳洲University of Wollongong頒發之商務會計及管理學學士學位，並為澳洲會計師公會會員及香港會計師公會會員。汪女士於審計、會計及財務管理方面累積超過10年工作經驗。

馮繼蓓女士，59歲，於二零一六年八月十六日加入本公司擔任獨立非執行董事。彼持有由北京建築工程學院（現稱：北京建築大學）頒發之供熱、通風及空調工程學士學位。彼亦持有北京市高級專業技術資格評審委員會頒發之高級工程師（教授級）資格證書。馮女士現為中華人民共和國住房和城鄉建設部供熱標準化技術委員會顧問委員。在加入本集團之前，彼在北京市煤氣熱力工程設計院，一家煤氣熱力工程設計的國有企業工作超過30年，而彼退休前之最後職位是副總工程師。彼於熱力供應行業擁有豐富經驗。

Corporate Governance Report

企業管治報告

The Board is committed to maintaining a good corporate governance standard. The Board believes that a good corporate governance standard will provide a framework for the Group to formulate the business strategies and policies, and manage the associated risks through effective internal control procedures. It will also enhance the transparency of the Group and strengthen the accountability to the shareholders and creditors of the Company.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company endeavors in maintaining high standards of corporate governance for the enhancement of shareholders' value. The Company has applied the principles of and complied with all the applicable code provisions and, where appropriate, the applicable recommended best practices of the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules throughout the Year.

COMPLIANCE WITH CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct of the Company regarding securities transactions by the Directors. The Company has made specific enquiry of all the Directors, and the Directors have complied with the required standard of dealings and the Company's code of conduct regarding securities transactions by the Directors throughout the Year.

BOARD OF DIRECTORS

The Board has overall responsibility for the management of the Company and the implementation of the investment policy of the Company, which includes, inter alia, the adoption of long term corporate strategies, assessment of investment projects, supervision of the management of the Company to ensure that the Company's investments are conducted in accordance with the objectives of the Company, and reviewing financial performance.

The Board currently has nine Directors, among them, six are executive Directors and three are independent non-executive Directors. Members of the Board have different professional and relevant industry experiences and background so as to bring in valuable contributions and advices for the development of the Group's business.

董事會致力維持良好之企業管治準則。董事會相信，良好之企業管治準則可為本集團提供制訂業務策略及政策之大綱，並可透過有效之內部監控程序管理相關風險，同時亦可提高本集團之透明度，加強對本公司股東及債權人之問責性。

企業管治常規守則

本公司致力維持高水平之企業管治，以提升股東價值。本公司於整個年度已應用創業板上市規則附錄15所載企業管治常規守則（「企業管治守則」）之原則並已遵守所有適用守則條文及（如適用）適用的建議最佳常規。

遵守董事進行證券交易之行為守則

本公司已採納創業板上市規則第5.48至5.67條所載之交易必守標準，作為本公司董事進行證券交易之行為守則。本公司經已向全體董事作出特別查詢，董事於整個年度一直遵守交易必守標準及本公司董事進行證券交易之行為守則。

董事會

董事會全面負責管理本公司及實施本公司之投資政策，其中包括採納長遠公司策略、評估投資項目、監督本公司管理層以確保本公司之投資乃依循本公司之目標進行，以及檢討財務表現。

董事會現時由九名董事組成，其中六名為執行董事，另三名為獨立非執行董事。董事會成員具備不同專業及相關行業經驗與背景，可為本集團業務發展提供寶貴貢獻與意見。

Corporate Governance Report

企業管治報告

The Board holds meeting on a regular basis and will meet on other occasions when a board-level decision on a particular matter is required. The Board held 17 meetings during the Year. Directors are aware that they should give sufficient time and attention to the affairs of the Company. The attendance of each Director for the Board meeting is set out below:

董事會定期舉行會議，亦會就須由董事會層面作出決定的特別事項於其他時候舉行會議。董事會於本年度舉行十七次會議。各董事均知悉其應對本公司的事務給予充足時間與關注。董事會各董事之出席次數如下：

Name of Directors	董事姓名	Board meeting 董事會會議
Executive Directors:	執行董事：	
Mr. Cai Da – <i>Chairman</i>	蔡達先生 – 主席	17/17
Mr. Zhou, Francis Bingrong – <i>Deputy Chairman</i>	周冰融先生 – 副主席	16/17
Mr. Chen Youhua – <i>Chief Executive Officer</i>	陳友華先生 – 行政總裁	17/17
Mr. Hu Zhixiong	呼智雄先生	16/17
Mr. Li Wai Hung	李偉鴻先生	17/17
Mr. Liu Baoyu	劉保鈺先生	16/17
Independent Non-executive Directors:	獨立非執行董事：	
Ms. Wong Na Na	汪娜娜女士	16/17
Mr. Wang Zhixiang	王志祥先生	16/17
Ms. Feng Jibei (appointed on 16 August 2016)	馮繼蓓女士 (於二零一六年八月十六日獲委任)	15/16
Mr. Yan Shengxian (resigned with effect from 16 August 2016)	嚴生賢先生 (於二零一六年八月十六日辭任)	1/1

The biographical details of the Directors are set out in the section headed “Profiles of Directors” on pages 19 to 21 of this annual report. The updated list of Directors and their role and function are published at the GEM website of the Stock Exchange and the Company’s website.

董事之履歷詳情載於本年報第19至21頁之「董事履歷」一節。最新董事名單及其角色和職能於聯交所創業板及本公司之網站刊發。

To the best knowledge of the Board, there is no financial, business or family relationship among members of the Board and between the Chairman and the CEO of the Company as at 30 June 2017. All of them are free to exercise their individual judgment. Directors have been supplied with adequate and relevant information in a timely manner. The Directors may seek independent professional advice in appropriate circumstances, at the expense of the Company. The Company will, upon request, provide separate independent professional advice to the Directors to assist them to discharge their duties to the Company. The Company has arranged appropriate insurance cover in respect of legal action against the Directors. The Board delegates the day-to-day management, administration and operation of the Group’s business to the management of the relevant segments and divisions. The management is responsible for the implementation and adoption of the Company’s strategies and policies. The delegated functions and tasks are periodically reviewed by the Board.

據董事會所深知，於二零一七年六月三十日，董事會成員間及本公司主席及行政總裁間並無任何財務、業務或家族關係。全體董事均可自由作出個人判斷。董事獲適時提供充足及相關的資料。董事可於適當情況下徵求獨立專業意見，費用由本公司承擔。本公司將應要求向董事提供個別獨立專業意見，以協助彼等為本公司履行職務。本公司已就針對董事的法律訴訟向其提供合適之保險保障。董事會授權相關分類及分部之管理層負責本集團業務之日常管理、行政及運作。管理層負責實施及採納本公司之策略及政策。董事會定期檢討所分派之職務及工作。

Corporate Governance Report

企業管治報告

CONTINUOUS PROFESSIONAL DEVELOPMENT

Pursuant to the code provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. The newly appointed Directors were provided with an induction and information to ensure that he has a proper understanding of the Company's operations and businesses as well as his responsibilities under relevant statute, laws, rules and regulations. Up to the date of this report, all Directors have participated in continuous professional development by attending training course, or relating materials/in house briefing on the topics related to corporate governance and regulations. All Directors had confirmed their participating in continuous professional development for the year ended 30 June 2017.

COMPANY SECRETARY

Mr. Ngai Man Wo ("Mr. Ngai"), a member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants, was appointed as company secretary of the Company on 26 November 2015. According to the requirements of Rule 5.15 of the GEM Listing Rules. Mr. Ngai has taken not less than 15 hours of relevant professional training during the financial year ended 30 June 2017.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the code provision A.2.1 of the CG Code, the roles of the Chairman and the CEO should be separated and should not be performed by the same individual.

To reinforce independence, accountability and responsibility, the roles of the Chairman and CEO are currently segregated and performed by Mr. Cai Da and Mr. Chen Youhua.

The Chairman is responsible for formulating the overall strategies and policies of the Company. In addition, the Chairman provides leadership for the Board and ensures its effectiveness in all aspects. With the support of the senior management, the Chairman is also responsible for ensuring that the Directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at the Board meetings.

The CEO is in charge of the Company's day-to-day management and operations and focuses on implementing objectives, policies and strategies approved and delegated by the Board.

持續專業發展

根據企業管治守則之守則條文第A.6.5條，全體董事均須參與持續專業發展，以發展及更新彼等之知識及技能。有關規定旨在確保各董事在知情情況下對董事會作出切合需要之貢獻。新委任之董事獲得入職培訓及資料，以確保彼等具有對本公司營運及業務以及彼等於相關法例、法律、規則及規例項下之職責之適切了解。截至本報告日期，全體董事均已出席培訓課程或閱讀有關材料／參與有關企業管治及條例之內部簡介會之方式參與持續專業發展。全體董事已確認彼等於截至二零一七年六月三十日止年度均有參與持續專業發展。

公司秘書

魏文和先生（「魏先生」）為香港會計師公會會員及英國特許公認會計師公會資深會員，於二零一五年十一月二十六日獲委任為本公司之公司秘書。根據創業板上市規則第5.15條之規定，魏先生於截至二零一七年六月三十日止財政年度已接受不少於15小時之相關專業培訓。

主席及行政總裁

根據企業管治守則之守則條文第A.2.1條，主席及行政總裁之職責應有所區分且不應由同一名人士兼任。

為提高獨立性、問責性及負責性，主席及行政總裁之職責現時分別由蔡達先生及陳友華先生擔任。

主席負責制定本公司整體策略及政策。此外，主席負責領導董事會並確保董事會於所有方面之效率。在高級管理層協助下，主席亦負責確保董事能適時接收充分、完整及可靠資料並適當簡介董事會會議上提出之事宜。

行政總裁須負責本公司日常管理及運作，並主要負責實行董事會批准及授權之目標、政策及策略。

Corporate Governance Report

企業管治報告

INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rule 5.05 of the GEM Listing Rules, the Company has three independent non-executive Directors which representing at least one third of the Board, and two of them has appropriate professional qualifications or accounting or related financial management expertise. The independent non-executive Directors ensure the Board prepares its financial and other mandatory reports in strict compliance with required standards, and ensure the Company maintains appropriate system to protect the interests and shareholders of the Company. The Company has received from each of the independent non-executive Directors an annual confirmation in respect of his independence pursuant to Rule 5.09 of the GEM Listing Rules. Based on such confirmation, the Company considers that all of the independent non-executive Directors are independent.

Each of the independent non-executive Directors has entered into an appointment letter with the Company for a specific term of one year. They are subject to retirement by rotation and re-election at the annual general meeting of the Company (the "AGM") at least once every three years in accordance with the articles of association of the Company.

THE BOARD COMMITTEES

In accordance with the CG Code, the Board established three board committees, namely the Remuneration Committee, Nomination Committee and Audit Committee for overseeing particular aspects of the Company's affairs. All board committees of the Company are established with defined written terms of reference. The terms of reference of the board committees are posted on the GEM website of the Stock Exchange and the Company's website.

The board committees are provided with sufficient resource to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

Remuneration Committee

The Company has established the Remuneration Committee with written terms of reference in compliance with the CG Code. The Remuneration Committee comprises three independent non-executive Directors, namely Ms. Wong Na Na (committee chairman), Mr. Wang Zhixiang and Ms. Feng Jibei.

The Remuneration Committee is mainly responsible for (i) making recommendation to the Board on policies 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; (ii) determining the remuneration packages of individual executive Directors and senior management; and (iii) making recommendations to the Board on the remuneration of non-executive Directors.

獨立非執行董事

根據創業板上市規則第5.05條，本公司有三名獨立非執行董事，佔董事會人數最少三分之一，而其中兩名擁有合適之專業資格或會計或相關財務管理知識。獨立非執行董事確保董事會嚴格遵照規定準則編製其財務及其他強制報告及確保本公司維持適當的制度以保護本公司及其股東的利益。本公司已接獲各獨立非執行董事根據創業板上市規則第5.09條之規定就其獨立性而發出之年度確認書。基於該確認書，本公司認為所有獨立非執行董事均為獨立。

各獨立非執行董事均與本公司訂立委聘函，具體任期為一年。彼等須根據本公司之組織章程細則至少每三年於本公司股東週年大會（「股東週年大會」）上輪值退任及膺選連任一次。

董事委員會

根據企業管治守則，董事會成立三個董事委員會，即薪酬委員會、提名委員會及審核委員會，以監察本公司事務之特定範疇。本公司所有董事委員會均訂有界定書面職權範圍。董事委員會之書面職權範圍刊載於聯交所創業板網站及本公司網站上。

董事委員會獲提供充足資源以履行彼等之職責，並可作出合理要求在適當情況下尋求獨立專業意見，費用由本公司承擔。

薪酬委員會

本公司已成立薪酬委員會，並根據企業管治守則書面界定其職權範圍。薪酬委員會由三名獨立非執行董事組成，即汪娜娜女士（委員會主席）、王志祥先生及馮繼蓓女士。

薪酬委員會主要負責(i)向董事會推薦建議各董事及高級管理層之所有薪酬政策及結構，並向董事會推薦建議設立正規及具透明度之程序以發展該等薪酬政策；(ii)釐定個別執行董事及高級管理層之薪酬待遇；及(iii)向董事會推薦建議非執行董事之薪酬。

Corporate Governance Report

企業管治報告

The Remuneration Committee held four meetings during the Year and reviewed the remuneration policy of the Company, assessed the performance of the executive Directors and senior management and recommended specific remuneration packages of the Directors and senior management to the Board. The attendance of each member during the Year is set out below:

於本年度，薪酬委員會曾舉行四次會議並檢討本公司之薪酬政策、評估執行董事及高級管理層之表現，以及向董事會推薦建議董事及高級管理層之特定薪酬待遇。本年度各成員之出席次數載列如下：

Members	成員	Number of meetings attended 出席會議次數
Ms. Wong Na Na – <i>Chairman</i>	汪娜娜女士 – 主席	4/4
Mr. Wang Zhixiang	王志祥先生	4/4
Ms. Feng Jibei <i>(appointed on 16 August 2016)</i>	馮繼蓓女士 <i>(於二零一六年八月十六日獲委任)</i>	4/4
Mr. Yan Shengxian <i>(resigned with effect from 16 August 2016)</i>	嚴生賢先生 <i>(於二零一六年八月十六日辭任)</i>	4/4

Nomination Committee

The Company has established the Nomination Committee with written terms of reference in compliance with the CG Code. On 29 August 2013, the Board resolved the board diversity policy (the "Board Diversity Policy") to be adopted by the Nomination Committee. The Board Diversity Policy sets out the approach to diversity on the Board. In reviewing and assessing the composition of the Board, the Nomination Committee will consider the benefits of all aspects of diversity, which would include but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

提名委員會

本公司已成立提名委員會，並根據企業管治守則書面界定其職權範圍。於二零一三年八月二十九日，董事會議決由提名委員會採納董事會成員多元化政策（「董事會成員多元化政策」）。董事會成員多元化政策載列董事會多樣化之方法。於檢討及評估董事會組成時，提名委員會將考慮各項多樣化層面之裨益，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、知識及服務任期方面。

During the year under review, the Nomination Committee had reviewed the structure, size, composition and diversity of the Board and determined the policy for the nomination of Directors.

於回顧年內，提名委員會已審閱董事會之架構、規模、組成及多樣化並釐定提名董事之政策。

The Nomination Committee comprises three independent non-executive Directors, namely Ms. Wong Na Na (committee chairman), Mr. Wang Zhixiang and Ms. Feng Jibei.

提名委員會由三名獨立非執行董事組成，即汪娜娜女士（委員會主席）、王志祥先生及馮繼蓓女士。

The principal responsibilities of the Nomination Committee include (i) formulating nomination policy, (ii) making recommendations to the Board on nomination and appointment of Directors and Board succession, developing selection procedures for nomination candidates, (iii) reviewing the size, structure, composition and diversity of the Board, (iv) assessing the independence of independent non-executive Directors and (v) review the Board Diversity Policy and the measurable objectives that the Board has set for implementing the Board Diversity Policy.

提名委員會的主要職責包括(i)制定提名政策，(ii)就董事的提名及委任及董事會繼任、擬定提名候選人的甄選程序向董事會提出推薦建議，(iii)審閱董事會的規模、架構、組成及多樣化，(iv)評估獨立非執行董事的獨立性及(v)檢討董事會成員多元化政策及董事會就推行該政策所採納的可計量目標。

Corporate Governance Report

企業管治報告

The Nomination Committee held two meetings during the Year and made recommendations to the Board on the appointment of directors and reviewed the structure, size and composition of the Board. The attendance of each member during the Year is set out below:

於本年度，提名委員會曾舉行兩次會議，並就委任董事向董事會提出推薦建議，及審閱董事會的架構、規模及組成。本年度各成員之出席次數載列如下：

Members	成員	Number of meetings attended 出席會議次數
Ms. Wong Na Na – <i>Chairman</i>	汪娜娜女士 – 主席	2/2
Mr. Wang Zhixiang	王志祥先生	2/2
Ms. Feng Jibei <i>(appointed on 16 August 2016)</i>	馮繼蓓女士 <i>(於二零一六年八月十六日獲委任)</i>	1/1
Mr. Yan Shengxian <i>(resigned with effect from 16 August 2016)</i>	嚴生賢先生 <i>(於二零一六年八月十六日辭任)</i>	1/1

Audit Committee

審核委員會

The Company has established the Audit Committee with written terms of reference in compliance with the CG Code. The Audit Committee comprises three independent non-executive Directors, namely Ms. Wong Na Na (committee chairman), Mr. Wang Zhixiang and Ms. Feng Jibei.

本公司已成立審核委員會，並根據企業管治守則書面界定其職權範圍。審核委員會由三名獨立非執行董事組成，即汪娜娜女士（委員會主席）、王志祥先生及馮繼蓓女士。

The primary duties of the Audit Committee are to (i) review the Company's annual report and accounts, interim reports and quarterly reports, (ii) provide advice and comments thereon to the Board and (iii) review and supervise the Group's financial reporting, internal control procedures and risk management systems.

審核委員會之主要職責為(i)審閱本公司之年報及賬目、中期報告及季度報告，(ii)就此向董事會提出意見及建議及(iii)審閱及監督本集團之財務申報、內部監控程序及風險管理系統。

The Audit Committee held five meetings during the Year. Two of the meetings was attended by the Company's external auditors so that the members of the Audit Committee could exchange their views and concerns with the auditors.

於本年度，審核委員會曾舉行五次會議。本公司外聘核數師亦列席其中兩次會議，以便與審核委員會成員交流意見及提出所關注之問題。

The Audit Committee reviewed the Group's quarterly reports for the three months and nine months ended 30 September 2016 and 31 March 2017 respectively, interim report for the six months ended 31 December 2016 and the Group's audited annual results for the year ended 30 June 2017. The Audit Committee also made recommendations to the Board and the management in respect of the Group's financial reporting and internal control procedures.

審核委員會已分別審閱本集團截至二零一六年九月三十日止三個月及截至二零一七年三月三十一日止九個月之季度報告、截至二零一六年十二月三十一日止六個月之中期報告以及本集團截至二零一七年六月三十日止年度之經審核全年業績。審核委員會亦就本集團之財務申報及內部監控程序向董事會及管理層提出推薦建議。

Corporate Governance Report

企業管治報告

The attendance of each member during the Year is set out below:

本年度各成員之出席次數載列如下：

Members	成員	Number of meetings attended 出席會議次數
Ms. Wong Na Na – <i>Chairman</i>	汪娜娜女士 – 主席	4/4
Mr. Wang Zhixiang	王志祥先生	4/4
Ms. Feng Jibei (<i>appointed on 16 August 2016</i>)	馮繼蓓女士 (於二零一六年八月十六日獲委任)	4/4
Mr. Yan Shengxian (<i>resigned with effect from 16 August 2016</i>)	嚴生賢先生 (於二零一六年八月十六日辭任)	0/0

DIRECTORS' APPOINTMENT AND RE-ELECTION

The Company has established the Nomination Committee in 29 March 2012. Any nomination of directors will be reviewed and assessed by Nomination Committee for his suitability on the basis of the background, experience, professional skill, nature of existing positions held, ability to commit time and effort to carry out his duties and responsibilities effectively and the diversity of the Board. Suitable candidates will be recommended by Nomination Committee to the Board for consideration of appointment. Pursuant to the bye-laws of the Company, any Director appointed to fill vacancy shall hold office until the next following general meeting or AGM of the Company and shall then be eligible for re-election at that meeting, and every Director is subject to retirement by rotation at least once every three years and shall be eligible for re-election at such AGM.

Any further re-appointment of an independent non-executive Director, who has served the Board for more than nine years, will be subject to a separate resolution to be approved by the Shareholders. Up to the report date, no independent non-executive Director had been appointed by the Company for over nine years.

In order to enable the shareholders making an informed decision on the re-election of Directors, the biographical details demonstrating qualifications, experience, expertise, leadership and other directorships held in listed companies of the retiring Directors were set out in the circular which was dispatched to the Shareholders accompanied with annual report 2016.

董事之委任及重選

本公司於二零一二年三月二十九日成立提名委員會。任何董事提名將由提名委員會審核，並以背景、經驗、專業技能、現任職位的性質、能否投入時間與精力以有效地履行職責及責任及董事會的多樣化等基準對其適當性進行評估。提名委員會將向董事會推薦合適人選供考慮委任。根據本公司之章程細則規定，任何獲委任填補空缺的董事將留任至本公司下一次股東大會或股東週年大會為止，並合資格於該大會膺選連任，而每名董事須每三年至少輪值退任一次，並合資格於股東週年大會膺選連任。

已為董事會服務逾九年之獨立非執行董事的任何進一步續任須以獨立決議案獲股東批准後，方可作實。直至本報告日期，概無獨立非執行董事獲本公司委任逾九年。

為使股東能在重選董事時作出知情決定，載有關於退任董事之資格、經驗、專業知識、領導力及於其他上市公司擔任董事職務之履歷詳情的通函已連同二零一六年年報寄發予股東。

Corporate Governance Report

企業管治報告

REMUNERATION OF THE AUDITORS

The auditor, SHINEWING (HK) CPA Limited, provide statutory audit services to the Group. For the Year, fee for statutory audit for the Group amounts to HK\$1,280,000.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group which give a true and fair view of the state of affairs of the Group and of the profit and cash flows for the Year. The Directors have prepared the consolidated financial statements on a going concern basis, and have selected appropriate accounting policies and applied them consistently, with applicable disclosures required under the GEM Listing Rules and pursuant to the relevant statutory requirements.

The statement issued by the auditor of the Company, SHINEWING (HK) CPA Limited, regarding their reporting responsibilities is set out in the section headed "Independent Auditor's Report" on pages 68 to 77 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for maintaining sound and effective risk management and internal control systems for the Group to safeguard its assets and shareholders' interests.

The Board has delegated its responsibilities (with relevant authorities) of risk management and internal control to the Audit Committee and the management would assist the Audit Committee to carry out the risk management procedures. The Audit Committee oversees the management in the design, implementation and monitoring of the risk management and internal control systems for the year ended 30 June 2017. A Risk Management Policy is prepared for formalizing the risk management of the Group and the risk management process of the Group will involve, among others, (i) a periodic risk identification and analysis exercise which involves assessment of the consequence and likelihood of risks and the development of risk management plans for mitigating such risks; and (ii) an annual risk management meeting for the review of the identified risks, the relevant implementation of the risk management plans and enhancing the implementation plan when necessary.

核數師薪酬

核數師信永中和(香港)會計師事務所有限公司為本集團提供法定審核服務。本年度，本集團之法定審核費用為1,280,000港元。

問責性及核數

董事了解彼等須負責編製真實公平地反映本年度本集團事務狀況及其溢利與現金流量之本集團綜合財務報表。董事按持續經營基準編製綜合財務報表，並已貫徹選用合適之會計政策，亦已根據創業板上市規則及根據相關法定規例作出所需之適用披露。

本公司核數師信永中和(香港)會計師事務所有限公司就其申報責任而發出之聲明載於本年報第68至77頁之「獨立核數師報告」一節。

風險管理及內部監控

董事會負責維持本集團穩健有效的風險管理及內部監控系統以保障其資產及股東權益。

董事會已向審核委員會轉授其風險管理及內部監控責任(連同相關授權)，及管理層將協助審核委員會進行風險管理程序。審核委員會於截至二零一七年六月三十日止年度監督管理層設計、執行及監控風險管理及內部監控系統。本集團已編製風險管理政策以規範其風險管理，而本集團風險管理程序將涉及(其中包括)(i)進行定期風險識別及分析活動，其中包括評估風險的影響及可能性以及制定風險管理計劃減少有關風險；及(ii)組織年度風險管理會議以審閱已識別風險、風險管理計劃的相關落實情況並於必要時改進執行計劃。

Corporate Governance Report

企業管治報告

Process Used to Identify, Evaluate and Manage Significant Risks

As a routine procedure and part of the risk management and internal control systems, Executive Directors and the senior management would meet continuously to review the financial and operating performance of each segment. The senior management of the key operating subsidiaries is also required to keep Executive Directors informed of material developments of the department's business and implementation of the strategies and policies set by the Board on a regular basis. The processes used to identify, evaluate and manage significant risks by the Group are summarized as follows:

Risk Identification

- Identifies risks that may potentially affect the Group's business and operations.

Risk Assessment

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact on the business and the likelihood of their occurrence.

Risk Response

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

Risk Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

用於識別、評估及管理重大風險的程序

作為風險管理及內部監控系統的例行政程序及其中一部分，執行董事及高級管理層將持續會面以審閱各分部的財務及經營表現。主要經營附屬公司的高級管理層亦須定期知會執行董事有關部門業務及董事會所設策略及政策執行情況的重大發展。本集團用於識別、評估及管理重大風險的程序概述如下：

風險識別

- 識別可能對本集團業務及營運構成潛在影響的風險。

風險評估

- 利用管理層制定的評估標準評估已識別風險；及
- 考慮對業務的影響及出現有關影響的可能性。

風險應對

- 透過比較風險評估結果為風險排列優先次序；及
- 釐定風險管理策略及內部監控程序以預防、避免或減輕該等風險。

風險監控及報告

- 持續及定期監控風險，並確保已設有合適的內部監控程序；
- 一旦情況出現任何重大變化，則修訂風險管理策略及內部監控程序；及
- 定期向管理層及董事會報告監控風險結果。

Corporate Governance Report

企業管治報告

The Group does not have its internal audit department. Instead, the Group has engaged an independent professional adviser (the “Internal Control Adviser”) to conduct the annual review of the effectiveness of the risk management and internal control systems for the year ended 30 June 2017. Such review is conducted annually. Internal Control Adviser has reported major findings and areas for improvement to the Audit Committee. All recommendations from Internal Control Adviser would be followed up closely to ensure that they are implemented within a reasonable period of time. The Group therefore considered that the Group’s risk management and internal control processes are adequate to meet the needs of the Company in its current business environment and that nothing has come to its attention to cause the Board to believe the Group’s risk management and internal control systems are inadequate. Besides, the Group continues to review the need for an internal audit function annually.

INFORMATION DISCLOSURE POLICY

To ensure timely, fair, accurate and complete disclosure of inside information and for compliance with the applicable laws and regulations, the Group has in place, as an internal control element, a series of disclosure procedures of price sensitive information on reporting and dissemination of inside information and preservation of confidentiality. Under the current practice, the directors aware any potential/suspected inside information event as soon as practicable when it materializes for determining the nature of developments, and if required, making disclosure. All staff are also required to observe the code of ethical standards to keep non-public information confidential.

COMMUNICATION WITH SHAREHOLDERS

The Company provides shareholders with high standards of disclosure and financial transparency in a timely manner through the publication of quarterly, interim and annual reports, announcements and circulars on the GEM website of the Stock Exchange. Such published documents together with the corporate information of the Company are also available on the Company’s website (<http://www.silkroadenergy.com.hk>).

During the Year, separate resolutions were proposed at the general meetings of the Company for each substantial issue, including the election of Directors.

The chairman of the meeting explained the procedures for conducting a poll at the beginning of each general meeting of the Company held during the Year. The results of the poll were published on the websites of the Stock Exchange and the Company respectively.

The Directors are pleased to present their report and the audited consolidated financial statements of the Company for the Year.

本集團並無設立內部審核部門。然而，本集團已委聘獨立專業顧問（「內部監控顧問」）對截至二零一七年六月三十日止年度風險管理及內部監控系統的有效性進行年度審閱。有關審閱每年均會進行。內部監控顧問已向審核委員會報告重大發現及改進範圍。內部監控顧問的全部推薦意見會獲密切跟進以確保有關推薦意見在合理時間內予以落實。因此，本集團認為，本集團設有充分的風險管理及內部監控程序以滿足本公司於當前業務環境的需求，及本集團並不知悉任何事項令董事會相信本集團的風險管理及內部監控系統並不充分。此外，本集團將繼續每年對內部審核職能的需求進行審閱。

消息披露政策

為確保及時、公正、準確及完整地披露內幕消息及遵守適用法律及法規，本集團已就匯報及發佈內幕消息以及保密設立一系列股價敏感消息的披露程序，作為內部監控的一部分。根據目前常規，董事如有發現任何潛在／疑似內幕消息事件，須在實際可行情況下盡快釐定事態發展性質及在有需要時作出披露。全體員工亦須遵守道德標準守則對非公開消息保密。

與股東之溝通

本公司透過於聯交所創業板網站刊發季度、中期及年度報告、公告及通函，及時向股東提供高水平的披露及財務透明度。該等已刊發文件連同本公司的公司資料亦可於本公司之網站 (<http://www.silkroadenergy.com.hk>)內查閱。

於本年度，本公司已就包括重選董事在內之各重要事宜於股東大會上提呈多項獨立決議案。

於本年度，大會主席於舉行本公司各股東大會開始時解釋以投票方式進行表決之程序。投票結果分別刊載於聯交所及本公司之網站內。

董事欣然提呈董事會報告及本公司本年度之經審核綜合財務報表。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THE GROUP

The Group is a company listed on the GEM of the Hong Kong Stock Exchange and the only Hong Kong listing company whose principal business is fluorite processing and trading, trading of other mineral products, provision of heating service, provision of mine construction engineering, mechanical equipment installation and coal production and related technical services. The Group is a major supplier in the Inner Mongolia Autonomous Region of the PRC that provides mine construction engineering, mechanical equipment installation and coal production and related technical services. As mentioned above, this report focuses on the coal mining services, which is mainly provided by Ordos City Tai Pu Mining Engineering Company Limited (鄂爾多斯市泰普礦業工程有限責任公司, "Tai Pu"), a subsidiary of the Group in Inner Mongolia Autonomous Region, the PRC.

Established in 2007, Tai Pu has been developed from a company only with one coal mine into a modern company that leads in the coal industry in Ordos with six coal mines. Employees of Tai Pu will accelerate the industrialization process as expected to build the company into another powerful enterprise in the coal production industry in the PRC. Tai Pu is a newly emerging force of mine construction and coal production in the Ordos area and the only medium-sized coal enterprise in Ordos City with second-level qualification in coal production, drivage and mine development. The company mainly embarks on coal production, drivage and mine development and has, at the same time, built an electrical and mechanical maintenance company with an area of 10,000 square meters which is capable of machining and maintenance of large-scale mining equipment and high-power electrical equipment and can provide maintenance of mine electrical and mechanical equipment in mines and processing of their components in a timely manner.

關於本集團

本集團為一家於香港聯合交易所創業板上市公司，是獨一無二的以螢石加工處理及貿易、其他礦產品貿易、提供供暖服務、礦場建設工程、機械設備安裝及煤炭生產及相關技術服務為主業的香港上市公司。本集團是中國內蒙古自治區提供礦場建設工程、機械設備安裝及煤炭生產及相關技術服務之主要供應商。而誠如上述所講，本次報告集中涵蓋煤礦開採服務，亦即是本集團於中國內蒙古自治區之子公司—鄂爾多斯市泰普礦業工程有限責任公司（「泰普」）。

泰普於二零零七年創建，從原有的一個煤礦生產，現已發展到六個煤礦生產，一躍成為一家鄂爾多斯煤炭行業領先的現代化企業，泰普員工將不負眾望，加快產業化進程，為中國的煤炭生產行業再添勁旅。泰普是鄂爾多斯地區礦山建設及煤炭生產的新興力量，也是鄂爾多斯市唯一一家具有煤炭生產、巷道掘進和井巷開拓的二級資質中型煤炭企業。公司以煤炭生產、巷道掘進、井巷開拓為主業，同時建起一個10,000平方米的機電維修公司，具備了機械加工、大型採掘設備和大功率電器設備維修能力，可及時維修礦山機電設備及進行配件加工。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

This is the first Environmental, Social and Governance Report (the “Report”) of Silk Road Energy Services Group Limited (the “Group”)/ (“We”) that summarizes and reports on our sustainable development practice in 2016/17 covering the period from 1 July 2016 to 30 June 2017 (the “Relevant Period”). Unless otherwise stated, this report covers the main reportable operating segment of the Group in the PRC, namely, provision of coal mining services and operation of related equipment. Since the Group has just entered the heating market in China and the new business is still at the early stage, which accounts for about 2% of the turnover of the Group; this Report would not cover the heating business for this year. As Tai Pu is a company that provides coal mining services, we are principally engaged in the provision of mining services such as coal production, drivage and mine development for coal mine owners. The coal mine owners are responsible for the electricity, water, fuel and other energy consumption and emissions in coal mining, as we do not own such coal mines. Nevertheless, we still attach great importance to environmental protection during our operation to reduce our influence on environment.

Through this report, we hope to communicate with stakeholders about environmental, social and governance issues effectively so as to improve our sustainable development management system and practice sustainable development. During the preparation of this report, we have made relevant disclosures in accordance with the Appendix 20 Environmental, Social and Governance Reporting Guide set out in the Exchange Listing Rules issued by Hong Kong Exchanges and Clearing Limited (“HKEx”). Such disclosures include the concepts and practices of Tai Pu in respect of sustainable development and their outcomes during the Relevant Period as well as its performance as indicated by major sustainable development indicators. Details of corporate governance are stated separately in the “Corporate Governance Report” section of the annual report.

We value and are looking forward to your advices on the sustainable development performance of the Group. Please email your advice to info@silkroadenergy.com.hk.

關於本報告

這是絲路能源服務集團有限公司（「本集團」）／（「我們」）首份環境、社會及管治報告（「本報告」），是我們對二零一六／一七年度可持續發展實踐的總結與匯報，涵蓋期為二零一六年七月一日至二零一七年六月三十日（「涵蓋期間」）。除非另有說明，本報告涵蓋本集團中國地區的最主要可報告經營分部，即提供煤礦開採服務及操作相關設備。而本集團在中國地區剛開始進入供暖市場，惟新業務僅佔本集團約百分之二的營業額，屬始創階段，故本報告暫不涵蓋供暖業務。泰普作為一家提供煤礦開採服務的公司，我們的主要業務是為煤礦擁有者提供開採服務，當中包括為煤礦擁有者提供煤炭生產、巷道掘進、井巷開拓等服務，並未擁有相關煤礦之擁有權，故此，涉及的煤礦開採的電力、水、燃油等各方面的能源消耗及排放等均有煤礦擁有者所負責，雖然如此，我們在營運過程中仍十分重視環境保護，為減低對環境的影響盡一分力量。

我們希望通過本報告與各利益相關方在環境、社會及管治等議題上進行有效溝通，以完善可持續發展管理體系，及實踐可持續發展工作。在編製本報告時，我們乃遵照香港交易及結算所有限公司（「香港交易所」）刊發的證券上市規則附錄二十所載的《環境、社會及管治報告指引》作出相關披露，內容涉及涵蓋期間內泰普於可持續發展方面的理念、實踐與成果，以及各主要可持續發展指標的表現。而企業管治部分將於本年報中「企業管治報告」部分單獨陳述。

您的意見對我們非常重要，歡迎閣下就本集團的可持續發展表現提供寶貴意見，請將意見電郵至 info@silkroadenergy.com.hk。

Environmental, Social and Governance Report

環境、社會及管治報告

FUTURE PROSPECTS

Looking forward, we will continuously strive to provide the most efficient coal mining services with the highest quality, with an aim to “become a leading coal mining service provider in China”. Moreover, we will actively build the Company into a resource-saving and environment-friendly enterprise and facilitate green production, including improving the sewage treatment and solid waste treatment as well as providing environmental training, in order to enhance the environmental awareness of all staffs and ensure that damage to the environment can be further minimized. In addition, we will give top priority to the employee’s occupational health and safety and spare no effort in eliminating the hazards that cause work accidents by constantly improving our prevailing safety measures. We will vigorously improve our environmental, social and corporate governance practice in our daily operation and production to protect the interests of shareholders and other stakeholders. Apart from pursuing steady development of the Company, we will also contribute to environmental improvement and social harmony with a view to fulfill our corporate social responsibility.

COMMUNICATION WITH STAKEHOLDERS

Our business would not have maintained stable development over the years without the support and trust of the stakeholders. Our key stakeholders are those highly affected by the Group or having influence on the Group’s business, including our customers, suppliers, employees, business partners, government authorities, shareholders and investors, etc. For the purpose of developing more appropriate and accurate business strategies, we believe that communicating with stakeholders is one of the indispensable elements. On the other hand, continuous communication can also enhance our risk forecast and the stability of our business development. In daily operations, we communicate with stakeholders through formal and informal channels. We collect information through different channels of communication and make disclosure in this report.

未來目標

我們於未來將繼續以「成為中國領先的煤礦服務開採商」為願景，致力提供最優質及最具效率的煤礦開採服務。同時，我們亦將積極構建公司成為一家資源節約、環境友好的企業，推動綠色生產，當中包括改善污水處理、固體廢物處理、綠色環保培訓等措施，加強公司全體上下的環保意識，確保能進一步減少對環境的破壞。另外，我們亦會將員工的職業健康和 safety 放在第一位，透過不斷改善現行的安全措施，盡我們最大之可能減少員工發生意外的機會率。我們將會在日常經營生產中，積極完善環境、社會及企業管治的工作，維護股東及其他利益相關方的權益，除了追求企業穩健發展，亦促進環境改善和社會和諧，實踐企業社會責任。

與持份者溝通

我們多年來業務維持穩定發展，當中持份者的支持和信賴實在是功不可沒。我們的主要持份者是一些極受本集團影響或足以影響本集團業務的群組，當中包括我們的客戶、供應商、員工、商業夥伴、政府機構、股東與投資者等。為使我們能更妥善更準確地制定業務策略，我們深信與持份者保持溝通是其中一個不可或缺的元素。另一方面，保持溝通亦可加強我們預測風險和鞏固業務發展的穩定性。在日常營運中，我們通過正式和非正式的管道與各持份者進行溝通。通過不同的溝通管道以收集各資訊並在本報告作出披露。

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OUR SUSTAINABLE DEVELOPMENT POLICIES

Facing challenging market conditions, the Group will keep expanding our coal mining services, initiatively adapt to the new normal of economic growth and seize development opportunities in the complex and tough market environment. Also, we will actively comply with national policies, give full play to our operating advantages and continually improve our management capability to achieve sustainable development.

GREEN OPERATION

With the rapid development of the PRC economy, demand for energy is expected to keep increasing. The PRC has become a major greenhouse gas emission country in the world and is under great pressure from home and abroad in respect of solving the problem of climate change and polluted gas emissions reduction, etc. It has become one of the parities to the United Nations Framework Convention on Climate Change before and made a commitment to reduce its emissions. In addition to climate change, consumable resources such as electricity are limited in the country, and water shortage is likely to further intensify, which makes green and low-carbon development and environmental protection important. Furthermore, we will continue to consider adopting more appropriate and green business models in our business given that the operation mode of mines and the procedures involved may have an impact on the geology, vegetation and the ecological environment.

As mentioned above, Tai Pu is a company that provides coal mining services, and we are principally engaged in the provision of mining services such as coal production, drivage and mine development for coal mine owners. Therefore, the coal mine owners are responsible for the electricity, water, fuel and other energy consumption and emissions in coal mining, as we do not own such coal mines. However, when conducting its coal mining service business, the Group certainly will abide by the Mineral Resource Law of the People's Republic of China (《中華人民共和國礦產資源法》), Land Management Law of the People's Republic of China (《中華人民共和國土地管理法》), Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》) and other relevant laws and regulations enacted by the PRC and comply with all environmental protection regulations binding on the coal mine owners. To the best knowledge of the Directors, the Group was not subject to any significant administrative sanctions or penalties for any breach of environmental laws or regulations during the Relevant Period.

我們的可持續發展方針

面對嚴峻的市場形勢，本集團將繼續發展我們的煤礦開採服務，在複雜嚴峻的市場環境下，主動適應經濟發展新常態，緊抓發展機遇，同時積極配合國家政策，充分發揮自身的營運優勢，不斷提升管理水準，以達成可持續發展的目的。

綠色營運

隨著中國經濟快速發展，能源需求預期將不斷攀升，中國成為世界重大的溫室氣體排放國家，使得中國在應對氣候變化、減少污染氣體排放等方面面臨極大的國內及國際壓力。早前，中國更成為《聯合國氣候變化框架公約》的締約國之一，並訂下減排承諾。除了氣候變化外，電力等消耗性的資源有限，以及中國的水荒情況亦很可能繼續加劇，可見綠色低碳發展及環境保護的重要性。另外，由於礦場的營運模式及所涉及的工序有機會對地質、植被和生態環境造成一定的影響，故此，我們會繼續考慮將更適切的綠色營運模式注入我們的業務。

正如上述所提及，泰普作為一家提供煤礦開採服務的公司，我們的主要業務是為煤礦擁有者提供開採服務，當中包括為煤礦擁有者提供煤炭生產、巷道掘進、井巷開拓等服務，並未擁有相關煤礦之擁有權，故此，涉及煤礦開採過程中的電力、水、燃油等各方面的能源消耗及排放等均有煤礦擁有者所負責，雖然如此，本集團於經營煤礦開採服務之業務時，定必致力遵守《中華人民共和國礦產資源法》、《中華人民共和國土地管理法》、《中華人民共和國環境保護法》等相關由國家制定之法律、法規以及一切煤礦擁有者於環境保護方面的規定。而就董事所深知，本集團於涵蓋期間並無接獲任何違反環境法律或法規而遭致重大行政制裁或處罰。

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Coal mine owners are liable for substantially all energy consumption in the business operated by Tai Pu in Inner Mongolia except for the automotive fuel consumption, as the Group is not the owner of the mines. However, the Group is still committed to reinforcing the corporate philosophy that advocates resource saving, reduction of waste emissions and protection of the ecological environment of all staffs. We will promote the sustainable development of the Company unremittingly with energy-saving and emission reduction incentive policies and specific measures, to achieve efficient use and conservation of resources, protect environment in compliance of laws and regulations, and improve the environment of factory areas in mines.

Simultaneously, we will also consider introducing energy-saving measures in the use and management of equipment such as regular inspection on their use and maintenance records, to ensure that they function normally and to enhance the efficiency of energy consumption.

LOW-CARBON OFFICE AND GREEN LIFE

Greenhouse gas refers to a type of gas in the atmosphere that causes the greenhouse effect. Our greenhouse gas emission is mainly generated from the electricity consumption and automotive fuel consumption. The usage of electricity is for maintaining daily office operations including lighting and use of office equipment, while the automotive fuel is mainly used for daily administrative purposes. Though the energy costs are not borne by the Group, we still endeavor to further promote environmental protection and energy conservation. We actively advocate the low-carbon concept and encourage employees to adopt a low carbon lifestyle to reduce the negative impact on the environment through saving each watt of electricity, each piece of paper and each drop of water. The following are the low-carbon measures adopted in our daily office operations:

雖然本集團並未擁有煤礦之擁有權，泰普於內蒙古所經營的業務，除汽車燃料的消耗外，幾乎所有的能源消耗均由煤礦擁有者所負責，但本集團仍致力於建立全員重視資源節約、減少廢棄物排放、保護生態環境的企業理念，透過節能減排的激勵政策和具體措施，不斷推動企業實現資源利用高效節約、環境保護依法合規、礦山工廠區域環境得到不斷改善的可持續健康發展之路。

與此同時，我們亦會研究對器材設備的使用管理上引入節能措施，例如：定期檢查器材的使用情況和維修紀錄，以確保器材能正常運作，提升能源耗用的效率。

低碳辦公、綠色生活

溫室氣體，指大氣中促成溫室效應的氣體成分。我們的溫室氣體排放主要來自電力消費及汽車燃料消費，電力主要是用於維持日常辦公室事務，包括照明及使用辦公室設備等，而汽車燃料則為日常行政所用。雖然能源消耗的費用並非由本集團所負擔，但本集團仍希望進一步推動環保節能。我們積極宣傳低碳理念，鼓勵員工透過低碳的生活方式，節約每一度電、每一張紙、每一滴水，全面減少對環境的負面影響，以下為我們辦公室日常所採取的低碳措施：

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Reducing power consumption

- Use sensor-controlled lights in some offices
- Make full use of natural light and wind to reduce the usage of lights and air-conditioners
- Set the air-conditioning temperature at 25°C in summer and 18°C in winter, and ensure the air-conditioners automatically turned off after work
- Adjust the computer screen brightness at 50%-75%, and preset the monitor to turn off automatically when it is left idle for ten minutes
- Switch off unnecessary electronic devices or lamps while not in use

Reducing paper consumption

- Employees bring their own cups to avoid using disposable paper cups
- Encourage employees to dry hands with handkerchief to reduce paper consumption
- Strive to be a paperless office as much as possible to avoid wastage of office consumables
- Provide recycling bins to collect single-sided paper for reusing

Reducing water consumption

- Employees must make sure to turn off the relevant water equipment after usage to prevent waste
- Check the water equipment carefully to avoid water dripping or leakage, and repair immediately once any abnormality is found, to reduce waste of water

Reuse and recycling

- Reuse office supplies such as envelopes, file folders, paper bags and choose replaceable stationeries
- Entrust a professional environmental protection company to recycle scrap paper regularly

減少用電

- 部份辦公室範圍使用自動感應式照明燈
- 充份利用自然光和自然風，以減少電燈和空調的使用
- 空調溫度夏季維持於攝氏25度，冬季維持於攝氏18度且確保空調在下班時自動關閉
- 將電腦螢幕亮度維持於50至75度之間及將電腦顯示器設置為10分鐘後自動關閉
- 在不使用時，關閉不必要的電子設備及電燈

減少用紙

- 員工自備飲用水杯，避免使用即棄紙杯
- 鼓勵員工使用手帕擦手，減少用紙
- 盡量執行無紙化辦公，以避免大量辦公耗材的使用
- 提供收集箱以收集及重用單面紙

減少用水

- 員工在使用用水設備後必須確保已經緊閉相關設備，防止浪費
- 認真檢查用水設備，防止滴漏；若發現異常時及時進行維修，減少浪費用水

物盡其用及循環再生

- 重複使用辦公室用品，包括信封、檔夾、紙袋等及選用可替換的文具
- 委託專業環保公司定期回收廢紙

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IMPACT ON THE ENVIRONMENT

As a mining company, we cannot conduct direct supervision on the coal mining environment since we have no ownership of coal mines. However, emissions of pollutants such as noise, sewage and solid waste are inevitable during our mining of natural resources as a coal mining services provider. Nevertheless, we provide training to employees regarding the proper operating procedures and implement proper noise control measures to minimize our impact on the environment in pursuit of sustainable development.

OUR PEOPLE

We are committed to providing a positive work environment that encourages collaboration and offers our employees opportunities to learn, grow and succeed at work and in life. We seek and welcome high-caliber talents with good experience and knowledge to join us. As an employer adhering to the principle of fairness, we do not take into account of the age (no recruitment of minors under the age of 16), nationality, race, religion, sexual orientation, marital status, pregnancy, disability, etc. during the recruitment and promotion of employees. All employees in the PRC are entitled to an employment contract at the start of their employment. The Group's employment, resignation and dismissal policies adhere to the requirements of the Labor Law of the People's Republic of China (《中華人民共和國勞動法》), the Labor Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) and our Employee Handbook.

The Company has formulated an Employee Handbook and human resources management policy, which contains information regarding employment management, rights on termination, social security funds, compensation, employee benefits, leave benefits and other policies to safeguard the rights and interests of our people.

The PRC laws and regulations relevant to employment that have significant impact on the Group include the Labor Law of the People's Republic of China (《中華人民共和國勞動法》) and the Implementation Regulations of the Labor Contract Law of the People's Republic of China (《中華人民共和國勞動合同法實施條例》). To the best knowledge of the Directors, the Group was not subject to any significant administrative sanctions or penalties for any breach of employment laws or regulations during the Relevant Period.

對環境的影響

作為一家礦務開採的公司，雖然我們並未擁有煤礦所有權，未能直接對煤礦的開採環境作監管，而作為一家提供煤礦開採服務的公司，我們在開採天然資源的過程中，難免會產生噪音、污水、固體廢物等污染物，儘管如此，我們仍致力於教導員工正確的操作手法，並引入適當的噪音管制，希望盡量減低對環境的影響，以達致可持續發展的目的。

我們的員工

我們致力提供一個良好的工作環境，鼓勵員工合作並同時給予他們機會於工作及生活中學習、成長及成功。我們廣納賢才，熱忱歡迎有識之士加入。本集團堅持公平的原則，在招聘和晉升員工時不考慮年齡（不招用未滿十六周歲的未成年人）、國籍、種族、宗教信仰、性取向、婚姻狀況、懷孕、殘疾等方面。所有在中國被錄用員工均在僱傭之初便簽訂勞動合同。本集團在員工入職、離職和解僱政策均按《中華人民共和國勞動法》和《中華人民共和國勞動合同法》及員工手冊的規定執行。

公司制定了員工手冊及人事管理等政策，以列明員工的僱傭管理、勞動關係終止權利、社會保障基金、薪酬、員工福利和休假福利等相關規定，以保障員工權益。

與本集團僱傭相關的主要中國法規包括《中華人民共和國勞動法》及《中華人民共和國勞動合同法實施條例》。而就董事所深知，本集團於涵蓋期間並無接獲任何違反僱傭法律或法規而遭致重大行政制裁或處罰。

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Employee benefits

The Group provides competitive remuneration packages to its employees, encouraging them to be fully dedicated to their work and to leverage their capabilities in serving its customers. We provide employees with favorable welfare, which is an important factor for maintaining our sustainable development. In addition to the basic annual leave, our employees are also entitled to marriage leave, funeral leave, maternity leave, work-related injury leave and breastfeeding leave, etc.

Our employees in China participate in various employee benefit plans, including pension, work-related injury, medical care, unemployment and maternity insurance. Generally, the labor contract specifies the responsibilities, remuneration and reasons for termination of employment of the employee. Remuneration of our full-time employees in China usually includes basic salary, position salary, seniority pay, and other allowances or subsidies. The remuneration package of our employees is determined by the management or the Remuneration Committee of the Company based on the employees' performance and experience. To ensure our remuneration structure is fair and competitive, we will review the remuneration annually.

Working Hours and Rest Periods

As a mining service provider, Tai Pu may be required to provide 24-hour mining services in rotation. As a result, our employees would need to work laboriously. We provide overtime pay and additional compensation for employees working during out-of-office hours. To the best knowledge of the Directors, the Group was not subject to any significant administrative sanctions or penalties for any breach of any relevant employment regulations in the arrangement of working hours and rest periods during the Relevant Period.

員工福利

本集團為員工提供具競爭力的薪酬待遇，以鼓勵他們盡心工作，在為客戶服務時盡展才能。我們為員工提供良好的福利是保持企業可持續發展的重要因素，我們除了為員工提供最基本的年假外，我們亦向員工提供婚假、喪假、產假、工傷假、哺乳假等。

我們的中國員工參加不同僱員福利計劃，包括養老、工傷、醫療、失業和生育保險。勞動合同一般規定僱員的職責、薪酬和終止僱用理由。我們的中國全職員工的薪酬一般包括基本薪金、崗位薪酬以及工齡工資、其他補助金等其他津貼。員工的薪酬待遇由公司管理層或薪酬委員會決定，而薪酬主要是根據員工的表現及經驗而厘定。為確保我們的薪酬架構公平和具競爭力，我們會每年就薪酬進行檢討。

工時及休息時間

作為一家提供礦務開採服務之公司，泰普的員工可能需要二十四小時以輪更制進行煤礦開採，故此，員工可能需要勞苦地進行開採工作。我們為於指定工作時間以外工作的員工，提供加班費及額外補償。而就董事所深知，本集團於涵蓋期間並無接獲任何違反相關僱傭條例以處理工時及休息時間而遭致重大行政制裁或處罰。

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Labor Standards

As for preventing child labor or forced labor, the Group is committed to be compliance with the relevant laws and regulations including the Labor Law of the People's Republic of China (《中華人民共和國勞動法》) and the Implementation Regulations of the Labor Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) as mentioned above. All companies under the Group have specialized human resources management departments to manage their employees in a professional manner when such employees are recruited and employed, so as to ensure there is no child nor forced labor in the Group's operation. To the best knowledge of the Directors, the Group was not subject to any significant administrative sanctions or penalties for any breach of regulations on preventing child or forced labor during the Relevant Period.

HEALTH AND SAFETY

As a mining service provider, it is our priority to provide a safe working environment for employees. Tai Pu is devoted to establishing a comprehensive safe production system so as to be in compliance with the safety policies of the mine owner and to lay a solid foundation for protection of the employees' safety.

The Group is committed to be compliance with the relevant laws and regulations including the Law of the People's Republic of China on Prevention and Control of Occupational Diseases (《中華人民共和國職業病防治法》), Measures on the Administration and Supervision on Occupational Hygiene of Workplace (Decree No. 47 of State Administration of Work Safety (the "SAWS")) (《工作場所職業衛生監督管理規定》(國家安全監管總局令第47號)), Measures for the Declaration of Projects with Occupational Hazards (SAWS Decree No. 48) (《職業病危害項目申報辦法》(國家安全監管總局令第48號)), Measures for the Supervision and Administration of Employers' Occupational Health Surveillance (SAWS Decree No. 49) (《用人單位職業健康監護監督管理辦法》(國家安全監管總局令第49號)), Interim Measures for Supervision and Administration of the "Three Simultaneities" for Occupational Health at Construction Projects (SAWS Decree No. 51) (《建設項目職業衛生「三同時」監督管理暫行辦法》(國家安全監管總局令第51號)) and the national standard Technical Specifications for Occupational Health Surveillance (GBZ188-2007) (《職業健康監護技術規範》(GBZ188-2007)). To the best knowledge of the Directors, the Group was not subject to any significant administrative sanctions or penalties for any breach of regulations on safety during the Relevant Period.

勞工準則

本集團在有關防止童工或強制勞工方面，正如上述所講，我們致力於遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》等相關法律及法規。在員工招聘及僱用期間，本集團各企業都設有專門的人事管理部門對其進行專業管理，杜絕僱用童工或強制勞工情況在本集團發生。而就董事所深知，本集團於涵蓋期間並無接獲任何違反童工或強制勞工而遭致重大行政制裁或處罰的情況。

健康及安全

作為一家提供礦務開採服務的公司，為員工提供一個安全的工作環境是我們最重要的任務，泰普致力於編制一個全面的安全生產制度，不但由此配合礦主方面的安全政策，亦為保障員工的性命安危建立一個穩定的基礎。

本集團致力於遵守行《中華人民共和國職業病防治法》、《工作場所職業衛生監督管理規定》(國家安全監管總局令第47號)、《職業病危害項目申報辦法》(國家安全監管總局令第48號)、《用人單位職業健康監護監督管理辦法》(國家安全監管總局令第49號)、《建設項目職業衛生「三同時」監督管理暫行辦法》(國家安全監管總局令第51號)及國家標準《職業健康監護技術規範》(GBZ188-2007)等相關法律及法規，而就董事所深知，本集團於涵蓋期間並無接獲任何違反與安全相關而遭致重大行政制裁或處罰的情況。

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Indicator-driven Safety Management System

As for safe production, we have converted our targets into the following four indicators as standards for year-end assessment:

- 1) Promptly identify and assess the danger sources, and effectively control or eliminate the primary and secondary source of danger;
- 2) Ensure 100% of special workers are qualified with relevant certificates;
- 3) Achieve a zero fatal accident rate and effectively control the occurrence of production accidents above Level II;
- 4) Complete the annual plan on investment in safety technology measures.

To achieve the above indicators, Tai Pu has made the following measures or commitments:

- Adequate expenditure on maintenance and purchase of the equipment and safety protection system required for safe coal mining
- Adequate expenditure on the ventilation, dustproof, fire-fighting, gas, safety inspection, and monitoring system facilities, instruments and meters
- Adequate expenditure on purchase and maintenance of various protective screens, protective fences, self-rescuers and gas masks
- Expenditure on the upgrading of safety equipment as approved by the Company
- Other necessary safety-related investments
- The Safe Production Department shall review the work items of each project management division on a monthly basis, review all the projects semi-annually, and conduct a final assessment on the projects that have been completed and handed over at the year end.

安全目標管理制度

我們在安全生產方面將目標化為指標，作為年終考核的具體標準，定下下列四大指標：

- 1) 及時辨識、評價危險源，使1、2級危險源得到有效控制或消除；
- 2) 特種、特殊工作人員持證上崗率達到100%；
- 3) 杜絕死亡及控制二級以上的生產事故的發生；
- 4) 安全技術措施投入完成年度計劃。

為達到上述指標，泰普有制定了以下措施或費用保證：

- 保證礦井施工安全所需的各類設備及安全保護系統的維護和購置費用
- 保證用於通風、防塵、消防、瓦斯、安全檢測、監察系統的設施及儀器、儀錶的費用
- 保證用於各類防護網、欄、自救器、防毒面具購置、維修的費用
- 經公司審批的安全設備改造的費用
- 其他必要的安全投入費用
- 安全生產部每月應對各專案部分項工程進行一次考評，每半年對所有工程進行一次考評，年底對已竣工移交的工程進行終審。

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- Conduct safe production inspection on a monthly basis
- The Safe Production Department shall conduct regular follow-up reviews. For repeatedly non-compliance or violations not completely rectified, penalties will be imposed on the responsible units and persons
- The dedicated safety inspector shall inspect the construction site from time to time to offer on-site guidance on the hidden hazards and non-standard operations. For persons who give instructions in violation of regulations, work against rules or violate the labor discipline, the safety inspector shall make criticism, advice on correction, warnings or severe warnings and impose economic penalties in case of severe circumstances.
- Hold regular safety meeting on a weekly basis for updating safety knowledge, reviewing safety performance of the past week and arrangement of safe production tasks for the next week. The meeting shall be attended by the team leaders, group leaders, safety inspectors, blasters and engineering and technical staff.
- 每月進行一次安全生產大檢查
- 安全生產部要隨時進行複查，複查未整改或整改不徹底要對有關單位和責任人進行罰款
- 專職安檢員不定期和不定時進入施工現場，對作業現場的隱患和操作不規範行為進行現場指導，對違章指揮、違章作業和違反勞動紀律的人員進行批評、指正、警告、嚴重警告，對情節嚴重的處以經濟罰款。
- 每週進行安全例會，安排各隊跟班幹部、班組長、安檢員、放炮員、工程技術人員參加，進行安全學習，總結上周安全情況，安排下周的安全生產任務。

Regular Safety Review

To strengthen our safety management over each project department and have full understanding of the information regarding safe production of each project, on the sixth day of each month, Tai Pu convenes a monthly routine meeting on safe production presided by the general manager or deputy general manager entrusted, in which the heads of each department and office and general managers of each project department i) discuss guidelines, policies, performance assessment and other aspects on safe production; ii) discuss existing problems and solutions; iii) analyze the accidents that have happened, discuss the punishment on the persons responsible for the accidents and serious violators of rules and regulations, learn lessons from the accidents and formulate preventive measures, etc. Measures for safe production are continuously and effectively improved through monthly safety management meetings.

As for the technologies for safe production, Tai Pu also holds monthly routine meeting on the technologies for safe production, in which the general manager, deputy general managers, heads of each department, project managers, excavation, electromechanical and ventilation engineers, assistant engineers and team heads, team technicians and others of each project department, discuss existing problems on production technologies and related solutions and exchange views on technical innovations, reforms and inventions of each project department. Safety problems can be solved via production technologies through concerted efforts of each project department.

定期安全檢討

為了加強我們對各項目部的安全管理，全面瞭解各項目在安全生產方面的情況，泰普於每個月的六號會召開一次總經理安全生產辦公例會，由總經理或委託副總經理主持會議，與泰普各部門、各科室主要負責人、各項目部總經理討論有關i)安全生產上的方針、政策、考核等；ii)討論現存問題以及相關解決方案；iii)對已發生的事故進行分析，研究處理事故責任者和嚴重違章違紀人員，並針對事故汲取教訓，制定防範措施等，透過每月的安全管理會議，持續、有效地改善安全生產方面的措施。

而針對安全生產技術方面，泰普亦會每月召開安全生產技術例會，由總經理、副總經理、各部門負責人、各項目部的項目經理、採掘、機電、通防工程師、助理工程師、區隊隊長和區隊技術員等人共同討論生產技術上的現存問題及相關的解決方案、各項目部技術創新、改革、發明等技術上的交流，透過各項目部的通力合作，共同從生產技術上改善安全問題。

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Screening System for Major Accidents and Hidden Dangers

Major accidents and hidden dangers refer to accidents and hidden dangers resulting from the unsafe status of the environment, equipment and facilities in workplaces, unsafe behaviors of employees and unsafe defects in management, which may cause more than 3 (inclusive) deaths or a direct economic loss of more than RMB1 million at one time. To implement the guideline of "safety first and prevention utmost", strengthen management in screening, rectifying and supervising major accidents and hidden dangers and prevent the occurrence of major accidents, on the basis of daily safety inspection, we organize monthly screening work for major accidents and hidden dangers and deliver the report to the Safe Production Department before the fourth day of the following month after the report is evaluated by corresponding organizations. Any major hidden dangers must be reported on a monthly basis until the completion of rectifications.

Emergency Rescue Plans for Accidents

Based on the Production Safety Law of the People's Republic of China (Order No.70 in 2002 of the President of the People's Republic of China) (《中華人民共和國安全生產法》(國家主席令2002年第70號)), Emergency Management Document for the Production Safety of Coal Mines (2005-2014) (《煤礦安全生產應急管理文件》(2005-2014)), Identification of Major Hazard Sources (《重大危險源辨識》) (GB 18218-2000), Coal Mine Safety Rules (《煤礦安全規程》) (2012 Version) and other laws and regulations, we have formulated emergency rescue plans for accidents so that we can initiate response plans in a real time in case of the occurrence of sudden, dangerous and catastrophic accidents to minimize losses. In our emergency rescue plans for accidents, we have formulated emergency rescue plans for accidents of all kinds. We have also set up organizations for emergency rescue, trained rescue teams and prepared adequate materials for relief of disasters so that the prescribed plans can be implemented in time to control accidents within a short time. It is an effective way to respond to sudden accidents to prepare an established emergency plan for accidents, since the prompt intervention by organizations implementing plans at the early stage or even the pre-warning stage can contribute to control the escalation of accidents, or even if accidents have occurred, rescue work can be carried out in an orderly way to minimize casualties and property losses under the guidance of plans. With an established emergency rescue plan for accidents, the company can better withstand accidents and guide people to carry out relief work in a sober-minded way and avoid panic, so as to alleviate accident consequences. To control the occurrence of accidents and reduce losses caused by accidents, it is provided in China's laws that effective management measures for major hazard sources shall be applied and governments at all levels shall establish effective control systems for major hazard sources. Therefore, emergency rescue plans for accidents are of great significance to the control of major hazard sources.

重大事故隱患排查制度

重大事故隱患是指作業場所環境、設備、設施的不安全狀態，從業人員的不安全行為，以及管理上的不安全缺陷，可能導致發生一次3人（含3人）以上死亡，或人民幣100萬元以上直接經濟損失的事故隱患。為了貫徹「安全第一，預防為主」方針，加強對重大事故隱患排查、整改和監督管理，嚴防重大事故發生，在日常安全檢查的基礎上，我們每月組織一次重大事故隱患排查，經相應的組織形式評估後，於下月4日前匯報安全生產部。重大隱患在未整改完成前，必須每月上報，直至整改完成。

事故應急救援預案

我們根據《中華人民共和國安全生產法》（國家主席令2002年第70號）、《煤礦安全生產應急管理文件》（2005—2014）、《重大危險源辨識》（GB 18218-2000）、《煤礦安全規程》（2012版）等法律、法規編制了事故應急救援預案，一旦面對突發性、危險性、災難性的事故時，我們仍能即時啟動應變方案，將損失盡可能減至最低。於我們的事務應急救援預案中，制定了各種事故應急救援方案，建立應急救援組織、培訓搶險隊伍和配備足夠的搶險救災物資，以便在事故發生後，能及時按照預定方案實施，在短時間內使事故得到控制。完善的事務應急預案是處理突發事故的有效手段，由於預案執行機構在事故發生初期甚至預警時期的快速介入，可以控制事故蔓延擴大，即使事故已經發生，由於預案的指導作用，也可以有條不紊地開展應急救援工作，達到最大限度地減少人員傷亡和財產損失的目的。一個完善的事務應急預案，可以提高企業抗事故能力，在事故狀態下指導人們沉着救災，避免驚慌失措，從而減輕事故的後果。為了控制事故的發生，降低事故造成的損失，國家規定企業應採取有效的重大危險源管理措施，各級政府也應建立有效的重大危險源控制系統，因此事務應急救援預案對於重大危險源的控制也具有重要意義。

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HUMAN RESOURCE TRAINING

With our expectations to grow hand in hand with our staff, we offer career development opportunities to our staff. We prepare training plans for staff annually. Our training plans can be classified into two levels: company level and branch and project department level. The former is the training targeting at all staff based on their work performance, enabling them to fully understand each work procedure, regulation, and relevant knowledge. Human Resource Department prepares plans as required, and engages relevant professional teachers to organize expertise training or organizes training courses for relevant personnel. As for the training of branch and project department level, departments prepare intra-departmental training plans based on their own work performance and implement them. Safe Production Department monitors and supervises the trainings of each department based on their respective training plans to ensure the implementation of intra-departmental trainings.

SUPPLY CHAIN MANAGEMENT

We will purchase equipment and raw materials from suppliers during our operation process. To ensure our effective and high-quality operation, we attach great importance to the quality of suppliers. We will carry out review procedures for existing suppliers annually, with review standards including product quality and certificates, delivery speed, after-sales service, comments from users, to review existing suppliers' compliance with the Company's standards. Suppliers, once identified as unqualified, will be blacklisted and classified into the list of Unqualified Suppliers to ensure the quality of supply chains of the Company.

We have also formulated a complete set of acceptance procedures. Purchase of both equipment and raw materials will be subject to the prescribed acceptance procedures to ensure that all goods and materials are free from quality problems. Any sub-standard goods will be returned to suppliers.

PRODUCT RESPONSIBILITY

As a company providing mining services, we remain committed to maintaining high-quality services and keeping the provision of high-level services as our goal, even though we are not involved in any health and safety problems of products during our production process, and the product ownership is not owned by us.

人才培訓

我們期望與員工一同成長，為員工提供事業發展機會。我們每年為員工制定培訓計劃，我們的培訓計劃可分為公司級和分公司、項目部兩個級別，公司級的培訓是根據工作情況實行全員培訓，讓全體員工能充分瞭解公司各項工作流程、制度和相關知識。人力資源部按需要制定計劃，聘請相關專業老師組織專業知識培訓或組織相關人員參加相關課程培訓。而分公司、項目部的培訓方面，是由部門內部根據各自工作情況，制定部門內部培訓計劃，並組織實施。安全生產部根據各部門的培訓計劃進行各部門培訓學習的跟蹤和監督，確保部門內部培訓得以落實。

供應鏈管理

我們的營運過程中會向供應商作設備、原材料上的採購，為保障我們有效及具質量的營運，故此，我們十分重視供應商的質素。我們會每年對現行的供應商作評審程序，評審的標準包括產品品質、產品證件、供貨速度、售後服務、使用單位評價等各方面去審視現行供應商是否符合公司之標準，一旦發現不合格之供應商，公司一概將其歸類於《不合格供應商》名單之中，不再錄用，以確保公司供應鏈之質素。

而我們亦有制定一套完整的驗收程序，不論是設備上、原材料上的採購，我們均會通過既定的驗收程序去確保所有來貨、來料均沒有質量上的問題，如遇上不合標準之貨品，一律安排退回予供應商。

產品責任

作為一家提供礦務開採服務的公司，雖然我們在生產過程中並不涉及到產品的健康與安全問題，產品的擁有權並不屬於我們所有，但我們仍會致力於維持高質量的服務，以提供高水準的服務為目標。

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Privacy guarantee for clients

To protect clients' privacy, we have formulated the confidentiality management policy, which clearly stipulates that all the staff shall be obliged to keep the secrets of the Company confidential. When cooperating with external parties, special attentions shall be paid to avoid divulging the Company's secrets, including but not limited to clients' information, business and technical secrets, and clients' information we have collected are intended for designated purposes only. To the best knowledge of the Directors, the Group has not received any complaints about its violation of privacy norms or other relevant misconducts during the Relevant Period.

ANTI-CORRUPTION

To keeping the Group's commitments of maintaining the highest standard of openness, honesty, and accountability in its operations, we have formulated policies and ensured all the staff is acquainted with them. Such policies include anti-malpractices management and whistleblowing policy and measures for preventing malpractices. The Group has provided a mechanism for anonymous reporting on suspected corruption, bribery and malpractices and also established related investigation procedures. To the best knowledge of the Directors, the Group has not received any complaints about corruption, bribery or other misconducts during the Relevant Period.

COMMUNITY CARE

The support and trust from all walks of society are indispensable to the achievement of the objective of sustainable development. We always remain grateful and committed to promoting social harmony and conscientiously practicing social responsibilities. We strive to repay the society and promote the improvement of the life of the general public and the sound development of regional economy through actively participating in the development of regional economy and utilizing the strength of our Group.

保障客戶隱私

針對保障客戶私隱方面，我們已制定保密管理制度以訂明全體員工均有保守公司秘密的義務。在對外交往和合作中，須特別注意不能洩露公司秘密，包括但不限於客戶資料、商業及技術秘密等，而我們所收集的客戶資料亦僅作指定用途。而就董事所深知，本集團於涵蓋期間並無接獲任何有關違反私隱條例或其他相關不當行為的投訴。

反貪污

為使本集團營運能堅守其維持最高水準的公開、廉潔及問責標準的承諾，我們制訂各項政策，並確保員工皆知悉。該等政策包括反舞弊管理及舉報政策及防止舞弊的措施等。本集團提供機制，供匿名舉報懷疑貪污、受賄、舞弊等問題，亦確立了相關的調查程序。而就董事所深知，本集團於涵蓋期間並無接獲任何有關貪污、賄賂或其他不當行為的投訴。

社區關懷

為達致可持續發展的目的，當中離不開社會各界的一路支持與信賴。我們常懷著感恩之心，致力於促進社會和諧，認真實踐社會責任，通過積極參與地方經濟建設、運用我們集團的力量，努力回報社會，推動改善大眾生活及地區經濟健康發展。

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香港交易所環境、社會及管治報告索引

Subject Areas, Aspects, General Disclosures and KPIs

主要範疇、層面、一般披露及關鍵績效指標

A. Environmental

環境

Aspect A1

Emissions

層面A1

排放物

General Disclosure

一般披露

Information on:

有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：

- (a) the policies; and
政策；及
- (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.
遵守對發行人有重大影響的相關法律及規例的資料。

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As stated above, the Company only provides coal mining services and doesn't have the ownership of coal mines. Therefore, the owner of coal mines shall be solely responsible for the energy consumption and emissions involved during the coal mining process, such as electricity, water and fuel oil. Nevertheless, the Company endeavors to protect environment and carries out coal mining as required by the owner of coal mines.

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誠如上文所講，本公司只是提供煤礦開採的服務，公司並未有煤礦的擁有權，故此，涉及的煤礦開採過程中的電力、水、燃油等各方面的能源消耗及排放等均由煤礦擁有者所負責，雖然如此，本公司仍致力保護環境及按照煤礦擁有者要求作開採。

For the measures adopted by the Company in respect of environmental protection and relevant details, please refer to:

對於本公司於環保方面的措施及詳細資料，請參閱：

- Green Operation
綠色營運
- Low-carbon Office and Green Life
低碳辦公、綠色生活
- Impact on Environment
對環境的影響

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A. Environmental 環境			
Aspect A1 層面A1	Emissions 排放物		
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI A1.2 關鍵績效指標A1.2	Total greenhouse gas emissions and, where appropriate, intensity. 溫室氣體總排放量及(如適用)密度。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced and, where appropriate, intensity. 所產生有害廢棄物總量及(如適用)密度。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced and, where appropriate, intensity. 所產生無害廢棄物總量及(如適用)密度。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI A1.5 關鍵績效指標A1.5	Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用

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主要範疇、層面、一般披露及關鍵績效指標

A. Environmental

環境

Aspect A2

層面A2

Use of Resources

資源使用

General Disclosure

一般披露

Policies on the efficient use of resources, including energy, water and other raw materials.

有效使用資源（包括能源、水及其他原材料）的政策。

Note: Resources may be applied to production, storage, transportation, buildings and electronic devices, etc.

註：資源可用於生產、儲存、運輸、樓宇、電子設備等。

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Aspect A2 層面A2	Use of Resources 資源使用		
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及／或間接能源總耗量及密度。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI A2.2. 關鍵績效指標A2.2.	Water consumption in total and intensity. 總耗水量及密度。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI A2.5 關鍵績效指標A2.5	Packaging material used for finished products in total and, where appropriate, per unit produced. 製成品所用包裝材料的總量及（如適用）每生產單位佔量。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用

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主要範疇、層面、一般披露及關鍵績效指標

A. Environmental

環境

Aspect A3

層面A3

The Environment and Natural Resources

環境及天然資源

General Disclosure

一般披露

Policies on minimizing the issuer's significant impact on the environment and natural resources.

減低發行人對環境及天然資源造成重大影響的政策。

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KPI A3.1

Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.

No relevant proposed disclosure would be disclosed this year

N/A

關鍵績效指標A3.1

描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。

本年度暫不披露有關資料

不適用

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General Disclosure 一般披露 Information on: 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：	Our People 我們的員工	38-40	
(a) the policies; and 政策；及			
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 遵守對發行人有重大影響的相關法律及規例的資料。			
KPI B1.1 關鍵績效指標B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI B1.2 關鍵績效指標B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用

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(a) the policies; and 政策；及			
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 遵守對發行人有重大影響的相關法律及規例的資料。			
KPI B2.1	Number and rate of work-related fatalities.	No relevant proposed disclosure would be disclosed this year	N/A
關鍵績效指標B2.1	因工作關係而死亡的人數及比率。	本年度暫不披露有關資料	不適用
KPI B2.2	Lost days due to work injury.	No relevant proposed disclosure would be disclosed this year	N/A
關鍵績效指標B2.2	因工傷損失工作日數。	本年度暫不披露有關資料	不適用
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	No relevant proposed disclosure would be disclosed this year	N/A
關鍵績效指標B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法。	本年度暫不披露有關資料	不適用

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KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category. 按性別及僱員類別劃分的受訓僱員百分比。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI B3.2 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用

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(a) the policies; and 政策；及			
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 遵守對發行人有重大影響的相關法律及規例的資料。			
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	No relevant proposed disclosure would be disclosed this year	N/A
關鍵績效指標B4.1	描述檢討招聘慣例的措施以避免童工及強制勞工。	本年度暫不披露有關資料	不適用
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	No relevant proposed disclosure would be disclosed this year	N/A
關鍵績效指標B4.2	描述在發現違規情況時消除有關情況所採取的步驟。	本年度暫不披露有關資料	不適用

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KPI B5.1	Number of suppliers by geographical region.	No relevant proposed disclosure would be disclosed this year
關鍵績效指標B5.1	按地區劃分的供應商數目。	本年度暫不披露有關資料
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	No relevant proposed disclosure would be disclosed this year
關鍵績效指標B5.2	描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。	本年度暫不披露有關資料

Environmental, Social and Governance Report

環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Chapter 章節	Page 頁碼
B. Social 社會		
Operating Practices 營運慣例		
Aspect B6 層面B6	Product Responsibility 產品責任	
General Disclosure 一般披露	Product Responsibility 產品責任	44-45

Information on:

有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：

- (a) the policies; and
政策；及
- (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.
遵守對發行人有重大影響的相關法律及規例的資料。

Environmental, Social and Governance Report

環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Chapter 章節	Page 頁碼
B. Social 社會			
Operating Practices 營運慣例			
Aspect B6 層面B6	Product Responsibility 產品責任		
KPI B6.1 關鍵績效指標B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI B6.2 關鍵績效指標B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI B6.3 關鍵績效指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI B6.4 關鍵績效指標B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程式。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
KPI B6.5 關鍵績效指標B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用

Environmental, Social and Governance Report

環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Chapter 章節	Page 頁碼	
B. Social 社會			
Operating Practices 營運慣例			
Aspect B7 層面B7	Anti-corruption 反貪污		
General Disclosure 一般披露	Anti-corruption 反貪污	45	
Information on: 有關防止賄賂、勒索、欺詐及洗黑錢的：			
(a) the policies; and 政策；及			
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing from bribery, extortion, fraud and money laundering. 遵守對發行人有重大影響的相關法律及規例的資料。			
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	No relevant proposed disclosure would be disclosed this year	N/A
關鍵績效指標B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	本年度暫不披露有關資料	不適用
KPI B7.2	Description of preventive measures and whistleblowing procedures, and how they are implemented and monitored.	No relevant proposed disclosure would be disclosed this year	N/A
關鍵績效指標B7.2	描述防範措施及舉報程式，以及相關執行及監察方法。	本年度暫不披露有關資料	不適用

Environmental, Social and Governance Report

環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Chapter 章節	Page 頁碼	
B. Social 社會			
Community 社區			
Aspect B8 層面B8	Community Investment 社區投資		
General Disclosure 一般披露	Community Care 社區關懷	45	
<p>Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。</p>			
KPI B8.1	Focus areas of contribution	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
關鍵績效指標B8.1	專注貢獻範疇		
KPI B8.2	Resources contributed to the focus area	No relevant proposed disclosure would be disclosed this year 本年度暫不披露有關資料	N/A 不適用
關鍵績效指標B8.2	在專注範疇所動用資源		

Report of the Directors

董事會報告

PRINCIPAL ACTIVITIES AND SEGMENTAL ANALYSIS OF OPERATIONS

The Company is an investment holding Company. The activities of its principal subsidiaries are set out in note 42 to the consolidated financial statements. An analysis of the Group's operations for the Year by business activities is set out in note 7 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 other comprehensive income on page 80 of this annual report.

The Directors do not recommend the payment of a dividend for the Year (2016: nil).

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 page 220 of this annual report.

SUBSIDIARIES

Details of acquisition of subsidiaries and disposal of subsidiaries during the Year are set out in notes 37 and 39 to the consolidated financial statements, respectively.

Details of the Company's principal subsidiaries as at 30 June 2017 are set out in note 42 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 16 to the consolidated financial statements.

SHARE CAPITAL

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

主要業務及經營業務分類分析

本公司為投資控股公司。其主要附屬公司的業務載於綜合財務報表附註42。本集團於本年度按業務分類的經營業務分析載於綜合財務報表附註7。

業績及調撥

本集團於本年度的業績載於本年報第80頁的綜合損益及其他全面收益表。

董事不建議派付本年度股息（二零一六年：無）。

五年財務概要

本集團過去五個財政年度的業績及資產與負債概要載於本年報第220頁。

附屬公司

於本年度收購附屬公司及出售附屬公司的詳情分別載於綜合財務報表附註37及39。

於二零一七年六月三十日，本公司主要附屬公司之詳情載於綜合財務報表附註42。

物業、廠房及設備

本集團的物業、廠房及設備的變動詳情載於綜合財務報表附註16。

股本

本公司之股本於本年度之變動詳情載於綜合財務報表附註32。

Report of the Directors

董事會報告

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

PURCHASE, SALE OR REDEMPTION OF COMPANY'S LISTED SECURITIES

During the year ended 30 June 2017, the Company repurchased 4,200,000 ordinary shares of the Company on the Stock Exchange of Hong Kong at the consideration of HK\$0.42 million. The repurchased shares were cancelled on 8 May 2017. Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

RESERVES

Details of movements in the reserves of the Group and the Company during the Year are set out in the consolidated statement of changes in equity on page 83 to 85 of this annual report and in note 33 to the financial statements, respectively.

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 30 June 2017, the Company's reserves available for distribution to its shareholders comprised the share premium and accumulated losses which in aggregate amounts to HK\$219.98 million (2016: HK\$366.98 million). Under the Companies Law (Revised) of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to its shareholders subject to the provisions of its memorandum and articles of association and provided that immediately following the payment of distributions or dividends, the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's articles of association, dividends shall be payable out of the profits or other reserves, including the share premium account, of the Company.

優先購股權

本公司的組織章程細則或本公司註冊成立之司法權區開曼群島法例並無要求本公司須按持股比例向現有股東提呈發售新股份的優先購股權條文規定。

購買、出售或贖回本公司上市證券

於截至二零一七年六月三十日止年度，本公司於香港聯交所購回4,200,000股本公司普通股，代價為420,000港元。已購回股份已於二零一七年五月八日註銷。除上文披露者外，於本年度，本公司及其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

儲備

本集團及本公司本年度之儲備變動之詳情分別載於本年報第83至85頁之綜合權益變動表及財務報表附註33。

本公司的可供分派儲備

於二零一七年六月三十日，本公司可供分派予股東之儲備包括股份溢價及累計虧損，合共為219,980,000港元（二零一六年：366,980,000港元）。遵照開曼群島公司法（經修訂），本公司的股份溢價可供分派或以股息分派予各股東，惟必須遵守組織章程大綱及細則內條款之規定，另緊隨支付分派或股息後本公司在日常業務過程中可即時歸還到期之債務。遵照本公司之組織章程細則，股息應從本公司溢利或其他儲備（包括股份溢價賬）中支付。

Report of the Directors

董事會報告

DIRECTORS

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

Executive Directors

Mr. Cai Da (*Chairman*)
Mr. Zhou, Francis Bingrong (*Deputy Chairman*)
Mr. Chen Youhua (*Chief Executive Officer*)
Mr. Hu Zhixiong
Mr. Li Wai Hung
Mr. Liu Baoyu

Independent Non-executive Directors:

Ms. Wong Na Na
Mr. Wang Zhixiang
Ms. Feng Jibei
(*appointed on 16 August 2016*)
Mr. Yan Shengxian
(*resigned with effect from 16 August 2016*)

The biographical details of the Directors as at the date of this annual report are set out in the section headed "Profiles of Directors" on pages 19 to 21 of this annual report.

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of emoluments of Directors and the five highest paid individuals of the Group are set out in notes 13 and 14 to the consolidated financial statements.

SERVICE CONTRACTS OF DIRECTORS

No Director has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

董事

於本年度及截至本年報日期之董事如下：

執行董事

蔡達先生 (主席)
周冰融先生 (副主席)
陳友華先生 (行政總裁)
呼智雄先生
李偉鴻先生
劉保鈺先生

獨立非執行董事：

汪娜娜女士
王志祥先生
馮繼蓓女士
(於二零一六年八月十六日獲委任)
嚴生賢先生
(自二零一六年八月十六日起辭任)

於本年報日期之董事的履歷詳情載於本年報第19至21頁「董事履歷」一節內。

董事及五名最高薪酬人士之酬金

董事及本集團的五名最高薪酬人士之酬金詳情載於綜合財務報表附註13及14。

董事之服務合約

並無董事與本公司或其任何附屬公司訂立在毋須作出賠償 (法定賠償除外) 的情況下不可由本集團於一年內終止的服務合約。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2017, so far as is known to the Directors and the Chief Executives, the interests and short positions of the persons or corporations (other than the interests of the Directors and the Chief Executives as disclosed below) in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO; or who was directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group, were as follows:

Long position in ordinary shares of HK\$0.05 each of the Company

Name of Shareholders 股東名稱／姓名	Nature of interests 權益性質	Number of shares held 持有股份數目	Approximate percentage of shareholding 概約持股百分比
陳朝暉 陳朝暉	Beneficial owner 實益擁有人	607,200,000	8.86%
159 Anti-Aging Health Group Ltd. (Note) 159 Anti-Aging Health Group Ltd. (附註)	Beneficial owner 實益擁有人	511,320,000	7.46%
Huang Xinsong (Note) 黃新松 (附註)	Held by controlled entity 由控股實體持有	511,320,000	7.46%
	Beneficial owner 實益擁有人	63,160,000	0.92%

Note: 159 Anti-Aging Health Group Ltd. is a company incorporated in the British Virgin Islands, which is wholly and beneficially owned by Mr. Huang Xinsong.

Save as disclosed above, as at 30 June 2017, no other person or corporation (other than the Directors and the Chief Executives) has 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 pursuant to Section 336 of the SFO; or, who was directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group.

主要股東於股份及相關股份之權益及淡倉

於二零一七年六月三十日，就董事及高級行政人員所知，下列人士或法團於本公司股份及相關股份中擁有根據證券及期貨條例第336條已記入本公司根據該條例所備存之登記冊內之權益及淡倉（上文所披露董事及高級行政人員之權益除外）；或直接或間接擁有附帶權利可於所有情況下在本公司或本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上之權益如下：

於本公司每股面值0.05港元之普通股之好倉

附註：159 Anti-Aging Health Group Ltd. 為於英屬維爾京群島註冊成立之公司，並由黃新松先生全資及實益擁有。

除上文所披露者外，於二零一七年六月三十日，概無其他人士或法團（董事及高級行政人員除外）於本公司之股份或相關股份中擁有根據證券及期貨條例第336條已記入本公司根據該條例所備存之登記冊內之權益或淡倉；或直接或間接擁有附帶權利可於所有情況下在本公司或本集團任何其他成員公司之股東大會上投票之任何類別股本面值5%或以上之權益。

Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2017, the interests and short positions of the Directors and chief executives of the Company (the "Chief Executives") in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

Long position in ordinary shares of HK\$0.05 each of the Company

Name of Shareholders 股東名稱／姓名	Nature of interests 權益性質	Number of shares held 持有股份數目	Approximate percentage of shareholding 概約持股百分比
Tai Pu Mining International Co., Ltd. (Note) 泰普礦業國際有限公司(附註)	Beneficial owner 實益擁有人	783,600,000	11.43%
Mr. Hu Zhixiong (Note) 呼智雄先生(附註)	Held by controlled entity 由控股實體持有	783,600,000	11.43%
	Beneficial owner 實益擁有人	38,400,000	0.56%

Note: Tai Pu Mining International Co., Ltd is a company incorporated in the British Virgin Islands, which is wholly and beneficially owned by Mr. Hu Zhixiong.

董事及高級行政人員於股份、相關股份及債權證之權益及淡倉

於二零一七年六月三十日，各董事及本公司高級行政人員（「高級行政人員」）於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益或淡倉），或根據證券及期貨條例第352條須登記於該條文所述登記冊內之權益及淡倉；或根據創業板上市規則第5.48至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益及淡倉如下：

於本公司每股面值0.05港元之普通股之好倉

附註：泰普礦業國際有限公司為於英屬維爾京群島註冊成立之公司，並由呼智雄先生全資及實益擁有。

Save as disclosed above, as at 30 June 2017, none of the Directors and the Chief Executives had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零一七年六月三十日，概無董事及高級行政人員於本公司或其相聯法團（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根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之任何其他權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益或淡倉），或根據證券及期貨條例第352條須登記於該條文所述登記冊內之任何其他權益或淡倉，或根據創業板上市規則第5.48至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之任何其他權益或淡倉。

Report of the Directors

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the section heading "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" and "Share Option Scheme" in this report, at no time during the Period was the Company or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

There were no contracts of significance in relation to the Company's business, to which the Company or any of the Company's subsidiaries was a party, subsisting at the end of the Year or at any time during the Year, and in which a Director had, whether directly or indirectly, a material interest, nor there were any other contracts of significance in relation to the Company's business between the Company or any of the Company's subsidiaries and a controlling shareholder or any of its subsidiaries.

SHARE OPTIONS SCHEME

Pursuant to an ordinary resolution passed by the then sole shareholder of the Company on 20 April 2004, the Company had adopted a share options scheme (the "2004 Share Options Scheme"), pursuant to which the Board was authorised to grant options to the eligible participants for the period of 10 years from 20 April 2004. The 2004 Share Options Scheme expired on 19 April 2014 and no further options can be granted pursuant to the 2004 Share Options Scheme. No options under the 2004 Share Options Scheme are currently outstanding.

As the 2004 Share Options Scheme expired on 19 April 2014, an ordinary resolution for the adoption of a new share options scheme was passed by the shareholders of the Company at the annual general meeting of the Company held on 12 December 2014 (the "2014 AGM"), thereby allowing the Company to grant options for subscription of up to a total of 533,250,233 shares of the Company, representing 10% of the 5,332,502,338 shares of the Company in issue as at the date of the 2014 AGM. The new share options scheme will enable the Company to reward and provide incentives to, and strengthen the Group's business relationship with, the eligible participants who may contribute to the growth and development of the Group. No options have been granted under the new share options scheme as at the date of this report.

董事購買股份或債權證之權利

除本公告中「董事及高級行政人員於股份、相關股份及債權證之權益及淡倉」及「購股權計劃」兩節所披露者外，於期內任何時間，本公司或其任何附屬公司並無訂立任何安排使董事可透過購買本公司或任何其他法團的股份或債權證而獲益。

董事及控股股東於合約之權益

本公司或本公司之任何附屬公司概無於本年度年結時或本年度內任何時間訂立與本公司業務有關之重大合約而董事於其中直接或間接擁有重大權益，亦概無與控股股東或其任何附屬公司訂立與本公司業務有關之任何其他重大合約。

購股權計劃

根據本公司當時之唯一股東於二零零四年四月二十日通過之普通決議案，本公司已採納一項購股權計劃（「二零零四年購股權計劃」），據此，董事會獲授權於自二零零四年四月二十日起計十年期間向合資格參與者授出購股權。二零零四年購股權計劃已於二零一四年四月十九日屆滿，且不得再根據二零零四年購股權計劃授出購股權。現時並無二零零四年購股權計劃下之購股權尚未行使。

由於二零零四年購股權計劃已於二零一四年四月十九日屆滿，本公司股東已於二零一四年十二月十二日舉行之本公司股東週年大會（「二零一四年股東週年大會」）就採納新購股權計劃通過一項普通決議案，從而允許本公司授出購股權以認購總數最多為533,250,233股本公司股份，相當於二零一四年股東週年大會當日本公司已發行5,332,502,338股股份之10%。新購股權計劃將讓本公司回報及獎勵可能對本集團增長及發展作出貢獻之合資格參與者，並鞏固其與本集團之業務關係。截至本報告日期，概無根據新購股權計劃授出任何購股權。

Report of the Directors

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

For the Year, sales to the Group's five largest customers combined accounted for 87.7% of the total revenue of the Group and sales to the largest customer included therein accounted for 25.5% of the total revenue of the Group. Purchases from the Group's five largest suppliers combined accounted for 95.4% of the total purchases for the Year and purchases from the largest supplier included therein accounted for 86.2% of the total purchases for the Year.

During the Year, none of the Directors, their associates, or any shareholders (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) had any beneficial interest in the top five customers and suppliers of the Group.

COMPETING INTERESTS

During the Year, none of the Directors, substantial shareholders, and their respective associates (as defined in the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Group or any conflicts of interest which had or might have with the Group.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" on page 64 of this annual report and "Share-based payment transactions" in note 35 to the consolidated financial statements, at no time during the Year was the Company or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DISCLOSURE OF INFORMATION OF DIRECTORS UNDER RULE 17.50A (1) OF THE GEM LISTING RULES

Pursuant to Rule 17.50A (1) of the GEM Listing Rules, there are no changes in information of the Directors since the date of third quarterly report of the Company for the nine months ended 31 March 2017. There is no other information required to be disclosed pursuant to Rule 17.05A (1) of the GEM Listing Rules.

CORPORATE GOVERNANCE

A report on the principal corporate governance practices adopted by the Company is set out on pages 22 to 31 of this annual report.

主要客戶及供應商

於本年度，本集團向五大客戶作出之銷售合併佔本集團總收益87.7%，而其中向最大客戶作出之銷售佔本集團總收益25.5%。向本集團五大供應商作出之採購合併佔本年度總採購95.4%，而其中向最大供應商作出之採購佔本年度總採購86.2%。

於本年度，概無董事、彼等之聯繫人士或任何股東（就董事所知擁有本公司已發行股本5%以上者）於本集團五大客戶及供應商中擁有任何實際權益。

競爭權益

於本年度，概無董事、主要股東及彼等各自之聯繫人士（定義見創業板上市規則）於與本集團業務構成競爭或可能構成競爭的業務中擁有任何權益，或已經或可能與本集團有任何利益衝突。

董事購買股份或債權證之權利

除於本年報第64頁內「董事及高級行政人員於股份、相關股份及債權證之權益及淡倉」一節及綜合財務報表附註35「以股份為基礎之付款交易」一節所披露者外，於本年度任何時間，本公司或其任何附屬公司並無訂立任何安排使董事可透過購買本公司或任何其他法團的股份或債權證而獲益。

根據創業板上市規則第17.50A(1)條之董事資料披露

根據創業板上市規則第17.50A(1)條，董事資料自本公司截至二零一七年三月三十一日止九個月之第三季度報告日期以來概無任何變動。概無其他須根據創業板上市規則第17.50A(1)條予以披露之資料。

企業管治

有關本公司採納之主要企業管治常規之報告載於本年報第22至31頁。

Report of the Directors

董事會報告

EMOLUMENT POLICY

The emolument policy of the senior management of the Group is set up by the Remuneration Committee with reference to their merit, qualifications and competence. The emoluments of the Directors are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

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

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float as at the latest practicable date prior to the issue of this report as required under the GEM Listing Rules.

EVENT AFTER THE REPORTING PERIOD

Details of significant events occurring after the reporting period are set out in note 43 to the consolidation financial statements.

AUDITORS

SHINEWING (HK) CPA Limited. The consolidated financial statements of the Group for the Year have been audited by SHINEWING (HK) CPA Limited. A resolution for their reappointment as auditor of the Company will be proposed at the forthcoming AGM.

By order of the Board

Cai Da

Chairman

Hong Kong, 26 September 2017

薪酬政策

本集團之高級管理層薪酬政策乃由薪酬委員會按彼等之優點、資歷及能力而定。董事之薪酬乃由薪酬委員會經考慮本公司經營業績、個別表現以及市場可供比較之數據而定。

本公司已採納一項購股權計劃，以向董事、僱員及其他合資格參與人士提供獎勵，計劃詳情載於綜合財務報表附註35。

足夠公眾持股量

根據本公司所得公開資料及就董事所知，本公司於創業板上市規則規定刊發本報告前最後實際可行日期已維持足夠公眾持股量。

報告期後事項

有關報告期後發生的重大事項的詳情載於綜合財務報表附註43。

核數師

信永中和(香港)會計師事務所有限公司。本集團之本年度綜合財務報表已獲信永中和(香港)會計師事務所有限公司審核。重新委任其為本公司核數師之決議案將於應屆股東週年大會中提呈。

承董事會命

蔡達

主席

香港，二零一七年九月二十六日

Independent Auditor's Report

獨立核數師報告



SHINEWING (HK) CPA Limited
43/F., Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

信永中和(香港)
會計師事務所有限公司
香港銅鑼灣
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**TO THE MEMBERS OF
SILK ROAD ENERGY SERVICES GROUP LIMITED**
(incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Silk Road Energy Services Group Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") set out on pages 78 to 219, which comprise the consolidated statement of financial position as at 30 June 2017, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致絲路能源服務集團有限公司
各成員
(於開曼群島註冊成立之有限公司)

意見

吾等已審核載於第78頁至219頁絲路能源服務集團有限公司(「貴公司」)及其附屬公司(下文統稱「貴集團」)的綜合財務報表,當中包括於二零一七年六月三十日的綜合財務狀況表、截至該日止年度的綜合損益表及綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括主要會計政策概要)。

吾等認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一七年六月三十日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例之披露規定妥為編製。

意見的基礎

吾等根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。吾等於該等準則下的責任在吾等的報告內核數師就審核綜合財務報表須承擔的責任一節中作進一步闡述。根據香港會計師公會的職業會計師道德守則(「守則」),吾等獨立於 貴集團,並已遵循守則履行其他道德責任。吾等相信,吾等所獲得的審核憑證能充足及適當地為吾等的意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

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

Impairment of customer contracts (intangible assets) 客戶合約（無形資產）減值

Refer to note 18 to the consolidated financial statements and the accounting policies on pages 114-115 and 123.
請參閱綜合財務報表附註18及第114至115頁及123頁的會計政策。

The key audit matter 關鍵審核事項

The Group has customer contracts (intangible assets) with finite useful lives of HK\$164,851,000 as at 30 June 2017. An assessment of any impairment indicators identified at the end of the reporting period is required.

於二零一七年六月三十日，貴集團具有有限使用年期之客戶合約（無形資產）為164,851,000港元。須於報告期末就所識別之任何減值跡象進行評估。

關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為對吾等審核本期間綜合財務報表至關重要的事項。吾等在整體審核綜合財務報表及就此達致意見時處理該等事項，而不會就此等事項單獨發表意見。

How the matter was addressed in our audit 吾等在審核中處理該事項的方法

In order to address this matter in our audit, we obtained management's assessment of the indicators of impairment and the one prepared by their valuation specialist and challenged the reasonableness of the selection of valuation model, adoption of key assumptions and input data. In particular, we reviewed the future cash flow forecast prepared by management on whether it is agreed to the budget approved by the board of directors of the Company and compared the budget with actual results available up to the report date. We also challenged the appropriateness of the assumptions, including the sales growth rates and gross margin, against latest market expectations.

為在審核中處理此事項，吾等已取得管理層對減值跡象的評估及其估值專家所編製的評估，並檢視選擇估值模式、採納關鍵假設及輸入數據的合理性。尤其是，吾等審視管理層所編製的未來現金流量預測，看其是符合貴公司董事會批准之預算並將有關預算與截至報告日期止可獲得之實際結果進行比較。吾等亦對比最近市場預期檢視假設（包括銷售增長率及毛利率）的適當性。

Independent Auditor's Report

獨立核數師報告

Impairment of customer contracts (intangible assets) (Continued)

客戶合約（無形資產）減值（續）

The key audit matter

關鍵審核事項

The Group's assessment on impairment of customer contracts is a judgemental process which requires estimates concerning the forecast future cash flows associated with the customer contracts held, the discount rates and the growth rate of revenue and costs to be applied in determining the value-in-use. The selection of valuation model, adoption of key assumptions and input data may be subject to management basis and changes in these assumptions and input to valuation model may result in significant financial impact.

貴集團對客戶合約減值的評估乃須估計有關與所持客戶合約相關的預測未來現金流量、貼現率及收益增長率及釐定使用價值所用成本的判斷過程。選擇估值模式、採納關鍵假設及輸入數據可能須根據管理層基準進行，而該等假設及估值模式的輸入數據的變動或會產生重大財務影響。

The extent of judgment and the size of the customer contracts resulted in this matter being identified as a key audit matter.

所涉及的判斷程度以及客戶合約的規模導致此事項被列為關鍵審核事項。

How the matter was addressed in our audit

吾等在審核中處理該事項的方法

We also challenged the discount rate employed in the calculation of value in use by reviewing its basis of calculation and comparing its input data to market sources.

吾等亦透過審閱其計算基準及將其輸入數據與市場來源比較以檢視計算使用價值所採用之貼現率。

As any changes in these assumptions and input to valuation model may result in significant financial impact, we tested management's sensitivity analysis in relation to the key inputs to the impairment assessment which included changes in the sales growth rate, gross margin and discount rate employed.

該等假設及估值模式的輸入數據的變動或會產生重大財務影響，吾等已測試管理層有關減值評估的關鍵輸入數據（包括所採用的銷售增長率、毛利率及貼現率的變動）的敏感度分析。

Independent Auditor's Report

獨立核數師報告

Impairment assessment on trade receivables

貿易應收款項的減值評估

Refer to note 24 to the consolidated financial statements and the accounting policies on pages 116-121.

請參閱綜合財務報表附註24及第116至121頁的會計政策。

The key audit matter

關鍵審核事項

We have identified impairment on trade receivables as a key audit matter because the policy for making such impairment involves significant degree of management judgment and may be subject to management bias.

因作出有關減值的政策涉及重大的管理層判斷並可能受管理層主觀看法影響，故吾等將貿易應收款項減值評估列為關鍵審核事項。

As at 30 June 2017, the Group has outstanding trade receivables of approximately HK\$124,244,000.

於二零一七年六月三十日，貴集團有尚未償還貿易應收款項約124,244,000港元。

These conclusions are dependent upon management judgment in respect of assessing the ultimate realisation of these receivables.

該等結論取決於管理層就評估該等應收款項的最終變現的判斷。

How the matter was addressed in our audit

吾等在審核中處理該事項的方法

Our procedures were designed to review the management's assessment of the indicators of impairment and challenge the reasonableness of the methods and assumptions used to estimate the allowance for doubtful debts.

吾等的程序旨在審查管理層對減值跡象的評估，並檢視用於估計呆賬撥備的方法及假設的合理性。

We have discussed the indicators of possible impairment with the management and, where such indicators were identified, assessing the management's impairment testing. We have challenged the assumptions and critical judgment used by the management by assessing the reliability of the management's past estimates and taking into account the ageing at year end and cash received after year end, as well as the recent creditworthiness of each debtor.

吾等已與管理層討論可能減值的跡象，並在確定該等跡象的情況下評估管理層的減值測試。吾等通過評估管理層過往估計的可靠性並計及年終的賬齡以及年終後的已收現金以及每名債務人的近期信譽，檢視管理層所使用的假設及關鍵判斷。

Independent Auditor's Report

獨立核數師報告

Impairment assessment on loan receivables

應收貸款的減值評估

Refer to note 25 to the consolidated financial statements and the accounting policies on pages 116-121.

請參閱綜合財務報表附註25及第116至121頁的會計政策。

The key audit matter

關鍵審核事項

The Group's loan receivables, amounting to HK\$190,147,000 as at 30 June 2017, represented advances granted to customers under the unsecured financing business.

於二零一七年六月三十日，貴集團的應收貸款為190,147,000港元，即無抵押融資業務項下授予客戶的墊款。

We consider the impairment assessment of loan receivables as a key audit matter due to the significance of amounts and the subjective nature of the calculation because the estimates on which these provisions are based entail a significant degree of management judgment and may be subject to management bias. 因金額重大及因估算該等撥備時須管理層作出重大判斷及受管理層主觀看法影響，因而計算屬主觀性質，故吾等將應收貸款減值評估列為關鍵審核事項。

How the matter was addressed in our audit

吾等在審核中處理該事項的方法

Our procedures were designed to review the management's impairment assessment and challenge the reasonableness of the methods and assumptions used to estimate the allowance for doubtful debts.

吾等的程序旨在審查管理層的減值評估，並檢視用於估計呆賬撥備的方法及假設的合理性。

We have discussed the indicators of possible impairment with the management and, where such indicators were identified, assessing the management's impairment testing; and

吾等已與管理層討論可能減值的跡象，並在確定該等跡象的情況下評估管理層的減值測試；及

We have challenged the assumptions and critical judgment used by the management by assessing the reliability of the management's past estimates and taking into account the calculation methodologies, economic factors, financial position of the borrowers and guarantors and cash received after year end, as well as the recent creditworthiness of each debtor.

吾等通過評估管理層過往估計的可靠性並計及計算方法、經濟因素、借款人及擔保人的財務狀況、年終後的已收現金以及每名債務人的近期信譽，檢視管理層所使用的假設及關鍵判斷。

Independent Auditor's Report

獨立核數師報告

Impairment assessment on amounts due from associates

應收聯營公司款項的減值評估

Refer to note 22 to the consolidated financial statements and the accounting policies on page 116-121.

請參閱綜合財務報表附註22及第116至121頁的會計政策。

The key audit matter

關鍵審核事項

The Group's amounts due from associates, amounting to HK\$61,500,000 (net of impairment loss of HK\$120,000,000) as at 30 June 2017, represented dividend receivable from its associates. 於二零一七年六月三十日，貴集團的應收聯營公司款項為61,500,000港元（扣除減值虧損120,000,000港元），即應收其聯營公司之股息。

We consider the impairment assessment of amounts due from associates as a key audit matter due to the significance of amounts and the subjective nature of the calculation because the estimates on which these provisions are based entail a significant degree of management judgment and may be subject to management bias.

因金額重大及因估算該等撥備時須管理層作出重大判斷及受管理層主觀看法影響，因而計算屬主觀性質，故吾等將應收聯營公司款項減值評估列為關鍵審核事項。

How the matter was addressed in our audit

吾等在審核中處理該事項的方法

Our procedures were designed to review the management's impairment assessment and challenge the reasonableness of the methods and assumptions used to estimate the allowance for doubtful debts.

吾等的程序旨在審查管理層的減值評估，並檢視用於估計呆賬撥備的方法及假設的合理性。

We have discussed the indicators of possible impairment with the management and, where such indicators were identified, assessing the management's impairment testing; and

吾等已與管理層討論可能減值的跡象，並在確定該等跡象的情況下評估管理層的減值測試；及

We have challenged the assumptions and critical judgment used by the management by assessing the reliability of the management's past estimates and taking into account the calculation methodologies, economic factors, financial position of the associates and its recent creditworthiness.

吾等通過評估管理層過往估計的可靠性並計及計算方法、經濟因素、聯營公司的財務狀況及其近期信譽，檢視管理層所使用的假設及關鍵判斷。

Independent Auditor's Report

獨立核數師報告

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

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors of the Company and the Audit Committee for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

除綜合財務報表及本核數師報告以外的資料

貴公司董事須對其他資料承擔責任。其他資料包括載於年報的所有資料，惟綜合財務報表及吾等的核數師報告除外。

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的鑑證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若吾等基於已進行的工作認為其他資料出現重大錯誤陳述，吾等須報告有關事實。吾等就此並無須報告事項。

貴公司董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而公平地反映情況的綜合財務報表，及貴公司董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，貴公司董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非貴公司董事擬將貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

審核委員會負責監督貴集團的財務報告流程。

Independent Auditor's Report

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion, solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.

核數師就審核綜合財務報表須承擔的責任

吾等的目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告。吾等按照吾等協定之委聘條款僅向閣下（作為整體）報告，除此之外本報告別無其他目的。吾等並不就本報告的內容對任何其他人士承擔任何義務或接受任何責任。合理確定屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審核的過程中，吾等在整個審核中運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足和適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部監控，以設計適當的審核程序，惟並非旨在對貴集團內部監控的有效性發表意見。
- 評估貴公司董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

- Conclude on the appropriateness of the Company's directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審核綜合財務報表須承擔的責任 (續)

- 對 貴公司董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂吾等意見。吾等結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以便對綜合財務報表發表意見。吾等負責集團審核的方向、監督和執行。吾等就審核意見承擔全部責任。

吾等與審核委員會就(其中包括)審核的計劃範圍、時間安排及重大審核發現溝通，該等發現包括吾等在審核過程中識別的內部監控的任何重大缺失。

吾等亦向審核委員會作出聲明，指出吾等已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜，以及相關防範措施(如適用)。

Independent Auditor's Report

獨立核數師報告

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

The engagement partner on the audit resulting in this independent auditor's report is Wong Hon Kei, Anthony.

SHINEWING (HK) CPA Limited

Certified Public Accountants

Wong Hon Kei, Anthony

Practising Certificate Number: P05591

Hong Kong

26 September 2017

從與審核委員會溝通的事項中，吾等釐定對本期間綜合財務報表的審核至關重要的事項，因而構成關鍵審核事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在吾等報告中溝通某事項造成的負面後果超出產生的公眾利益，則吾等決定不應在報告中傳達該事項。

出具本獨立核數師報告的審核項目合夥人為黃漢基。

信永中和（香港）會計師事務所有限公司

執業會計師

黃漢基

執業證號：P05591

香港

二零一七年九月二十六日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

		NOTES 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務			
Revenue	收益	6	379,293	324,100
Cost of sales and services rendered	銷售及提供服務成本		(311,255)	(223,830)
Gross profit	毛利		68,038	100,270
Investment and other income	投資及其他收入	8	15,783	31,351
Selling and distribution expenses	銷售及分銷費用		(913)	(548)
Administrative expenses	行政費用		(34,262)	(40,242)
Other operating expenses	其他營運費用		(5,788)	(4,341)
Amortisation of customer contracts	客戶合約攤銷	18	(29,244)	(28,202)
Loss arising on changes in fair value of held-for-trading investments	持作買賣投資公平值變動所產生之虧損		(48,958)	(15,756)
Gain on early redemption of promissory notes	提前贖回承兌票據之收益	30	892	–
Net gain on disposal of subsidiaries	出售附屬公司之淨收益	39	–	43
Write back of promissory notes issued	撥回已發行承兌票據	30	–	97,877
Impairment loss recognised in respect of available-for-sale investments	就可供出售投資確認之減值虧損	20	(50,562)	–
Impairment loss recognised in respect of amount due from an associate	就應收一間聯營公司款項確認之減值虧損	22	(60,000)	(60,000)
Impairment loss recognised in respect of loan receivables	就應收貸款確認之減值虧損	25	(2,175)	(1,986)
Impairment loss recognised in respect of customer contracts	就客戶合約確認之減值虧損	18	–	(95,368)
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	17	–	(6,994)
Impairment loss recognised in respect of trade and other receivables	就貿易及其他應收款項確認之減值虧損	24	–	(3,401)
Share of results of associates	應佔聯營公司業績	22	(415)	(82,018)
Gain on deemed dilution of investments in associates	視作攤薄聯營公司投資之收益	22	–	15,330
Finance costs	融資成本	9	(8,131)	(13,473)
Loss before taxation	除稅前虧損		(155,735)	(107,458)
Income tax (expense) credit	所得稅(開支)抵免	10	(3,855)	16,112
Loss for the year from continuing operations	本年度來自持續經營業務之虧損	12	(159,590)	(91,346)
Discontinued operation	已終止經營業務			
Profit (loss) for the year from discontinued operation	本年度來自已終止經營業務之溢利(虧損)	11	19,767	(36,959)
Loss for the year	本年度虧損		(139,823)	(128,305)

Consolidated Statement of Profit or Loss (Continued)

綜合損益表 (續)

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

		Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Profit (loss) for the year attributable to owners of the Company	本公司擁有人應佔本年度溢利 (虧損)			
– from continuing operations	– 來自持續經營業務		(157,310)	(93,084)
– from discontinued operation	– 來自已終止經營業務		17,082	(36,959)
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年度虧損		(140,228)	(130,043)
Profit (loss) for the year attributable to non-controlling interests	非控股權益應佔本年度溢利 (虧損)			
– from continuing operations	– 來自持續經營業務		(2,280)	–
– from discontinued operation	– 來自已終止經營業務		2,685	1,738
Profit for the year attributable to non-controlling interests	非控股權益應佔本年度溢利		405	1,738
			(139,823)	(128,305)
(LOSS) EARNINGS PER SHARE	每股 (虧損) 盈利	15		
From continuing and discontinued operations Basic and diluted (HK cents per share)	來自持續經營業務及已終止經營業務 基本及攤薄 (每股港仙)		(2.04)	(2.16)
From continuing operations Basic and diluted (HK cents per share)	來自持續經營業務 基本及攤薄 (每股港仙)		(2.29)	(1.55)
From discontinued operations Basic and diluted (HK cents per share)	來自已終止經營業務 基本及攤薄 (每股港仙)		0.25	(0.61)

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 2017
截至二零一七年六月三十日止年度

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Loss for the year	本年度虧損	(139,823)	(128,305)
Other comprehensive expense for the year	本年度其他全面開支		
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
Exchange differences on translating foreign operations	換算海外業務營運之匯兌差額	(2,194)	(26,354)
Other comprehensive expense for the year, net of income tax	本年度其他全面開支，扣除所得稅	(2,194)	(26,354)
Total comprehensive expense for the year	本年度全面總開支	(142,017)	(154,659)
Total comprehensive (expense) income for the year attributable to:	以下人士應佔本年度全面總（開支）收益：		
– Owners of the Company	– 本公司擁有人	(142,411)	(156,397)
– Non-controlling interests	– 非控股權益	394	1,738
		(142,017)	(154,659)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 30 June 2017

於二零一七年六月三十日

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	44,560	46,311
Goodwill	商譽	17	1,655	18,776
Customer contracts	客戶合約	18	164,851	197,221
Exploration and evaluation assets	勘探及評估資產	19	–	–
Available-for-sale investments	可供出售投資	20	7,349	–
Deferred tax assets	遞延稅項資產	31	11,129	11,293
Investments in associates	於聯營公司之投資	22	–	415
			229,544	274,016
Current assets	流動資產			
Inventories	存貨	23	–	4,242
Trade, bills and other receivables	貿易應收款項、應收票據及其他應收款項	24	186,951	215,725
Loan receivables	應收貸款	25	190,147	117,279
Amounts due from associates	應收聯營公司款項	22	61,500	121,868
Held-for-trading investments	持作買賣投資	26	24,715	69,621
Cash and cash equivalents	現金及現金等價物	27	91,279	216,093
			554,592	744,828
Assets of a disposal group classified as held for sale	分類為持作出售之出售組合資產	21	39,611	–
			594,203	744,828
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	28	78,307	90,882
Amount due to a director	應付一名董事款項	29	–	1,128
Income tax payables	應付所得稅		10,286	13,276
			88,593	105,286
Liabilities directly associated with assets classified as held for sale	與分類為持作出售之資產直接相關之負債	21	7,388	–
			95,981	105,286
Net current assets	流動資產淨值		498,222	639,542
Total assets less current liabilities	資產總值減流動負債		727,766	913,558

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表 (續)

As at 30 June 2017
於二零一七年六月三十日

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Promissory notes	承兌票據	30	106,587	145,278
Deferred tax liabilities	遞延稅項負債	31	42,578	50,951
			149,165	196,229
Net assets	資產淨值		578,601	717,329
Capital and reserves	資本及儲備			
Share capital	股本	32	342,728	342,938
Reserves	儲備		221,253	363,870
Equity attributable to owners of the Company	本公司擁有人應佔權益		563,981	706,808
Non-controlling interests	非控股權益		14,620	10,521
Total equity	權益總額		578,601	717,329

The consolidated financial statements on pages 78 to 219 were approved and authorised for issue by the board of directors on 26 September 2017 and are signed on its behalf by:

董事會於二零一七年九月二十六日核准及授權第78至219頁之綜合財務報表之刊發，並由以下人士代表簽署：

Mr. Cai Da – Director
蔡達先生 – 董事

Mr. Chen Youhua – Director
陳友華先生 – 董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 30 June 2017
截至二零一七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	Foreign currency translation reserve (note i)	Unlisted warrants reserve (note ii)	Other reserve (note iii)	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	外幣換算儲備 (附註i)	非上市認股權證儲備 (附註ii)	其他儲備 (附註iii)	累計虧損	合計	非控股權益	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 July 2015	於二零一五年七月一日	290,625	503,759	(1,461)	3,686	-	(131,476)	665,133	-	665,133
Loss for the year	本年度虧損	-	-	-	-	-	(130,043)	(130,043)	1,738	(128,305)
Other comprehensive expense for the year	本年度其他全面開支	-	-	(26,354)	-	-	-	(26,354)	-	(26,354)
Total comprehensive expense for the year	本年度全面總開支	-	-	(26,354)	-	-	(130,043)	(156,397)	1,738	(154,659)
Lapse of unlisted warrants	非上市認股權證失效	-	-	-	(3,686)	-	3,686	-	-	-
Additional non-controlling interests arising on partial disposal of a subsidiary (note 38)	部分出售一間附屬公司所產生額外非控股權益 (附註38)	-	-	-	-	(3,383)	-	(3,383)	16,383	13,000
Dividend paid to non-controlling interests (note iv)	已付非控股權益股息 (附註iv)	-	-	-	-	-	-	-	(7,600)	(7,600)
Issue of new shares by way of placing	以配售方式發行新股份	52,313	151,708	-	-	-	-	204,021	-	204,021
Share issue expenses	股份發行開支	-	(2,566)	-	-	-	-	(2,566)	-	(2,566)
At 30 June 2016	於二零一六年六月三十日	342,938	652,901	(27,815)	-	(3,383)	(257,833)	706,808	10,521	717,329

Consolidated Statement of Changes in Equity (Continued)

綜合權益變動表 (續)

For the year ended 30 June 2017
截至二零一七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	Foreign currency translation reserve (note i)	Unlisted warrants reserve (note ii) 非上市認股權證儲備	Other reserve (note iii) 其他儲備	Accumulated losses	Total	Non-controlling interests	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	外幣換算儲備 (附註i) HK\$'000 千港元	(附註ii) HK\$'000 千港元	(附註iii) HK\$'000 千港元	累計虧損 HK\$'000 千港元	合計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	合計 HK\$'000 千港元
At 1 July 2016	於二零一六年七月一日	342,938	652,901	(27,815)	-	(3,383)	(257,833)	706,808	10,521	717,329
Loss for the year	本年度虧損	-	-	-	-	-	(140,228)	(140,228)	405	(139,823)
Other comprehensive expense for the year	本年度其他全面開支	-	-	(2,183)	-	-	-	(2,183)	(11)	(2,194)
Total comprehensive expense for the year	本年度全面總開支	-	-	(2,183)	-	-	(140,228)	(142,411)	394	(142,017)
Share repurchased (note v)	已購回股份 (附註v)	(210)	(206)	-	-	-	-	(416)	-	(416)
Acquisition of assets through acquisition of subsidiaries (note 37)	透過收購附屬公司收購資產 (附註37)	-	-	-	-	-	-	-	16,911	16,911
Disposal of subsidiaries (note 39)	出售附屬公司 (附註39)	-	-	-	-	3,383	(3,383)	-	(13,206)	(13,206)
At 30 June 2017	於二零一七年六月三十日	342,728	652,695	(29,998)	-	-	(401,444)	563,981	14,620	578,601

Consolidated Statement of Changes in Equity (Continued)

綜合權益變動表 (續)

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

Notes:

- i) Exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollars) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Such exchange difference accumulated in the foreign currency translations reserve will be reclassified to profit or loss on the disposal of the foreign operations.
- ii) The unlisted warrants reserve relates to unlisted warrants issued to independent third parties during 2015, representing the proceeds received from the issue less direct expenses. The remaining unlisted warrants were lapsed during the year ended 30 June 2016.
- iii) Other reserve relates to the difference between the (i) fair value of consideration received by the Group and (ii) the aggregate of the increase in non-controlling interest upon the partial disposal of PR ASIA Investment Holdings Limited ("PR ASIA Investment"), a non-wholly owned subsidiary of the Group. Further information about the partial disposal is set out in note 38 to the consolidated financial statements. During the year ended 30 June 2017, such reserve was transferred to accumulated losses upon disposal of PR ASIA Investment.
- iv) On 16 March 2016 and 8 April 2016, interim dividends of HK\$6,000,000 and HK\$1,600,000 respectively were declared and paid by PR ASIA Investment to its non-controlling shareholder.
- v) During the year ended 30 June 2017, the Company repurchased 4,200,000 of its shares on the Hong Kong Exchange and Clearing Limited for a total consideration of HK\$416,000 which was paid wholly out of share premium in accordance with section 7 of the Company's memorandum and articles of association. The purchased shares were cancelled accordingly on 8 May 2017.

附註:

- i) 有關將本集團海外經營業務之資產淨值由其功能貨幣換算成本集團之呈列貨幣(即港元)之匯兌差額乃直接於其他全面收益中確認並於海外貨幣換算儲備中累計。累計於海外貨幣換算儲備之該等匯兌差額將於出售海外經營業務時重新分類至損益。
- ii) 非上市認股權證儲備乃與二零一五年發行予獨立第三方之非上市認股權證有關,代表發行所得款項減去直接開支之金額。於截至二零一六年六月三十日止年度之剩餘非上市認股權證已失效。
- iii) 其他儲備與(i)本集團已收代價之公平值及(ii)於部分出售PR ASIA Investment Holdings Limited(「PR ASIA Investment」,本集團之一間非全資附屬公司)後之非控股權益增加總額之差額有關。有關該部分出售之更多資料載於綜合財務報表附註38。於截至二零一七年六月三十日止年度,該等儲備轉撥至出售PR ASIA Investment之累計虧損。
- iv) 於二零一六年三月十六日及二零一六年四月八日,PR ASIA Investment已向其非控股股東分別宣派及派付中期股息6,000,000港元及1,600,000港元。
- v) 截至二零一七年六月三十日止年度,本公司根據本公司組織章程大綱及細則第7條購回其於香港交易及結算所有限公司之4,200,000股股份,總代價為416,000港元,乃悉數自股份溢價中支付。已購買股份於二零一七年五月八日已相應註銷。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

		NOTE 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動			
Loss before taxation	除稅前虧損		(134,883)	(142,538)
Adjustments for:	調整：			
Interest income on bank deposits	銀行存款之利息收入		(210)	(87)
Other interest income	其他利息收入		–	(661)
Finance costs	融資成本		8,131	13,473
Depreciation of property, plant and equipment	物業、廠房及設備折舊		8,269	9,573
Amortisation of customer contracts	客戶合約攤銷		29,244	28,202
Government grants	政府補貼		(741)	–
Gain on disposal of subsidiaries	出售附屬公司之收益	39	(20,078)	(43)
Share of results of associates	應佔聯營公司業績		415	82,018
Gain on deemed dilution of investments in associates	視作攤薄聯營公司投資之收益		–	(15,330)
Gain on disposal of held-for-trading investments	出售持作買賣投資之收益		(13,396)	–
Loss (gain) arising on change in fair value of held-for-trading investments	持作買賣投資公平值變動產生之虧損(收益)		48,958	15,756
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損		1,093	3,315
Gain on early redemption of promissory notes	提前贖回承兌票據之收益		(892)	–
Script dividend income from held-for-trading investments	持作買賣投資之以股代息收入		–	(16,409)
Write back of promissory notes issued	撥回已發行承兌票據		–	(97,877)
Impairment loss recognised in respect of available-for-sale investments	就可供出售投資確認之減值虧損		50,562	–
Impairment loss recognised in respect of amounts due from associates	就應收聯營公司款項確認之減值虧損		60,000	60,000
Impairment loss recognised in respect of loan receivables	就應收貸款確認之減值虧損		2,175	1,986
Impairment loss recognised in respect of customer contract	就客戶合約確認之減值虧損		–	95,368
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認之減值虧損		–	29,987
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損		–	6,994
Impairment loss recognised in respect of inventories	就存貨確認之減值虧損		–	6,419
Impairment loss recognised in respect of trade and other receivables	就貿易及其他應收款項確認之減值虧損		–	4,437
Impairment loss recognised in respect of exploration and evaluation assets	就勘探及評估資產確認之減值虧損		–	1,190

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表 (續)

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

		NOTE 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量		38,647	85,773
Decrease (increase) in inventories	存貨減少(增加)		1,065	(2,091)
Increase in trade, bills and other receivables	貿易應收款項、應收票據及其他應收款項增加		(16,530)	(80,605)
Increase in loan receivables	應收貸款增加		(75,269)	(15,832)
Decrease (increase) in held-for-trading investments	持作買賣之投資減少(增加)		9,344	(49,755)
Decrease in trade and other payables	貿易及其他應付款項減少		(14,274)	(15,022)
Cash used in operations	經營活動所用現金		(57,017)	(77,532)
OPERATING ACTIVITIES	經營活動			
Cash used in operations	經營活動所用現金		(57,017)	(77,532)
Hong Kong Profits Tax paid	已付香港利得稅		–	(1,164)
PRC Enterprise Income Tax paid	已付中國企業所得稅		(14,730)	(18,237)
NET CASH USED IN OPERATING ACTIVITIES	經營活動所用現金淨額		(71,747)	(96,933)
INVESTING ACTIVITIES	投資活動			
Purchase of available-for-sale investments	購買可供出售投資		(57,911)	–
Purchase of property, plant and equipment	購買物業、廠房及設備		(17,728)	(24,193)
Interest received	已收利息		210	748
Decrease (increase) in amounts due from associates	應收聯營公司款項減少(增加)		368	(368)
Net cash inflow from acquisition of assets through acquisition of subsidiaries/acquisition of subsidiaries	透過收購附屬公司收購資產／收購附屬公司之現金流入淨額	37	8,878	1,232
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	39	38,677	(8)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		20,433	16
Loan to a third party	向第三方提供貸款		–	(17,988)
Dividend received from associates	已收聯營公司股息		–	30,500
Repayment of loan to a third party	向一名第三方償還貸款		–	17,988
NET CASH (USED IN) FROM INVESTING ACTIVITIES	投資活動(所用)所得現金淨額		(7,073)	7,927

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表 (續)

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

		NOTE 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
FINANCING ACTIVITIES	融資活動			
Repayment on promissory notes	償還承兌票據		(44,000)	–
(Decrease) increase in amount due to a director	應付一名董事款項(減少)增加		(1,128)	1,128
Interest paid	已付利息		–	(13)
Share repurchased	已購回股份		(416)	–
Government grants received	已收政府補貼		741	–
Proceeds from issue of new shares by way of placing	以配售方式發行新股份之所得款項		–	204,021
Net cash inflow on partial disposal of interests in subsidiaries	部分出售於附屬公司權益之現金流入淨額	38	–	13,000
Dividend paid to non-controlling interests	已付非控股權益股息		–	(7,600)
Share issue expenses	股份發行開支		–	(2,566)
Repayment of bank borrowings	償還銀行借貸		–	(694)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資活動(所用)所得現金淨額		(44,803)	207,276
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)增加淨額		(123,623)	118,270
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初的現金及現金等價物		216,093	100,878
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動影響		(1,191)	(3,055)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash	年末的現金及現金等價物, 以銀行結餘及現金表示		91,279	216,093

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

1. GENERAL

Silk Road Energy Services Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands, and its shares are listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the section headed “Corporate Information” of this annual report.

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

The consolidated financial statements are presented in Hong Kong Dollars (“HK\$”), which is also the functional currency of the Company. Each entity in the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)“)

The Group has consistently adopted the HKFRSs, Hong Kong Accounting Standards (“HKASs”), amendments and Interpretations (“Ints”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) which are effective for the Group’s financial year beginning on 1 July 2016.

1. 一般資料

絲路能源服務集團有限公司(「本公司」)乃根據開曼群島公司法於開曼群島註冊成立為獲豁免有限責任公司，以及其股份於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。本公司之註冊辦事處及主要營業地點的地址披露於本年報「公司資料」一節。

本公司為一間投資控股公司，其主要附屬公司之業務載於綜合財務報表附註42。

綜合財務報表按港元(「港元」)呈列，港元亦為本公司的功能貨幣。本公司及其附屬公司(以下統稱「本集團」)內各實體自行釐定本身之功能貨幣，各實體列入財務報表之項目均以有關實體之功能貨幣計量。

2. 應用新增及經修訂香港財務報告準則(「香港財務報告準則」)

本集團已一貫採用由香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則、香港會計準則(「香港會計準則」)、修訂及詮釋(「詮釋」)，該等準則於本集團自二零一六年七月一日開始的財政年度生效。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

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

New and revised HKFRSs issued but not yet effective

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

HKFRS 9 (2014)	Financial Instruments ²
HKFRS 15	Revenue from Contracts with Customers ²
HKFRS 16	Leases ⁴
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014 – 2016 Cycle ³
Amendments to HKAS 7	Disclosure Initiative ¹
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ¹
Amendments to HKAS 40	Transfers of Investment Property ²
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions ²
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration ²
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments ⁴

- 1 Effective for annual periods beginning on or after 1 January 2017.
- 2 Effective for annual periods beginning on or after 1 January 2018.
- 3 Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate.
- 4 Effective for annual periods beginning on or after 1 January 2019.
- 5 Effective date not yet been determined.

2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新增及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效之新增及經修訂香港財務報告準則：

香港財務報告準則第9號（二零一四年）	金融工具 ²
香港財務報告準則第15號	來自與客戶合約的收益 ²
香港財務報告準則第16號	租賃 ⁴
香港財務報告準則之修訂本	香港財務報告準則二零一四年至二零一六年週期之年度改進 ³
香港會計準則第7號之修訂本	披露計劃 ¹
香港會計準則第12號之修訂本	就未變現虧損作出遞延稅項資產之確認 ¹
香港會計準則第40號之修訂本	轉讓投資物業 ²
香港財務報告準則第4號之修訂本	應用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具 ²
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業之間之資產銷售或注資 ⁵
香港財務報告準則第2號之修訂本	以股份為基礎的支付交易之分類及計量 ²
香港（國際財務報告詮釋委員會）— 詮釋第22號	外幣交易及預付代價 ²
香港（國際財務報告詮釋委員會）— 詮釋第23號	所得稅處理的不確定性 ⁴

- 1 於二零一七年一月一日或其後開始之年度期間生效。
- 2 於二零一八年一月一日或其後開始之年度期間生效。
- 3 於二零一七年一月一日或二零一八年一月一日（如適當）或其後開始之年度期間生效。
- 4 於二零一九年一月一日或其後開始之年度期間生效。
- 5 生效日期尚未獲釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

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

New and revised HKFRSs issued but not yet effective (Continued)

The directors of the Company anticipate that, except as describe below, the application of other new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

HKFRS 9 (2014) Financial Instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was amended in 2010 and includes the requirements for the classification and measurement of financial liabilities and for derecognition. In 2013, HKFRS 9 was further amended to bring into effect a substantial overhaul of hedge accounting that will allow entities to better reflect their risk management activities in the financial statements. A finalised version of HKFRS 9 was issued in 2014 to incorporate all the requirements of HKFRS 9 that were issued in previous years with limited amendments to the classification and measurement by introducing a “fair value through other comprehensive income” (“FVTOCI”) measurement category for certain financial assets. The finalised version of HKFRS 9 also introduces an “expected credit loss” model for impairment assessments.

2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新增及經修訂香港財務報告準則（續）

除下述者外，本公司董事預計應用其他新增及經修訂香港財務報告準則將不會對本集團之業績及財務狀況造成重大影響。

香港財務報告準則第9號（二零一四年）金融工具

於二零零九年頒佈之香港財務報告準則第9號引入金融資產分類及計量之新規定。香港財務報告準則第9號於二零一零年修訂，包括有關分類及計量金融負債及取消確認之規定。於二零一三年，香港財務報告準則第9號獲進一步修訂，以落實對沖會計法之主要修訂，從而將使實體於財務報表中更能反映風險管理活動。香港財務報告準則第9號之最終版本於二零一四年頒佈，藉就若干金融資產引入「按公平值計入其他全面收益」（「按公平值計入其他全面收益」）之計量類別規定，以納入過往年度所頒佈香港財務報告準則第9號之全部規定，且對有關分類及計量作出有限修訂。香港財務報告準則第9號之最終版本亦就減值評估引入「預期信貸虧損」模式。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

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

New and revised HKFRSs issued but not yet effective (Continued)

HKFRS 9 (2014) Financial Instruments (Continued)

Key requirements of HKFRS 9 (2014) are described as follows:

- All recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9 (2014), entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新增及經修訂香港財務報告準則（續）

香港財務報告準則第9號（二零一四年）金融工具（續）

香港財務報告準則第9號（二零一四年）之主要規定載述如下：

- 香港會計準則第39號金融工具：確認及計量範圍內所有已確認金融資產，其後以攤銷成本或公平值計量。具體而言，就目的為收回合約現金流量之業務模式中持有之債務投資及合約現金流量純粹為支付本金及未償還本金之利息之債務投資，一般於其後會計期間結束時以攤銷成本計量。於目的為同時收回合約現金流量及出售金融資產之業務模式中持有之債務工具，以及金融資產之合約性條款令於特定日期產生之現金流量純粹為支付本金及尚未償還本金之利息之債務工具，按公平值計入其他全面收益之方式計量。所有其他債務投資及股本投資於其後報告期末時按公平值計量。此外，根據香港財務報告準則第9號（二零一四年），實體可作出不可撤回之選擇，以於其他全面收益呈報股本投資（並非持作買賣者）公平值之其後變動，僅有股息收入全面於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

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

New and revised HKFRSs issued but not yet effective (Continued)

HKFRS 9 (2014) Financial Instruments (Continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 (2014) requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.
- In the aspect of impairment assessments, the impairment requirements relating to the accounting for an entity's expected credit losses on its financial assets and commitments to extend credit were added. Those requirements eliminate the threshold that was in HKAS 39 for the recognition of credit losses. Under the impairment approach in HKFRS 9 (2014) it is no longer necessary for a credit event to have occurred before credit losses are recognised. Instead, expected credit losses and changes in those expected credit losses should always be accounted for. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition and, consequently, more timely information is provided about expected credit losses.

2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新增及經修訂香港財務報告準則（續）

香港財務報告準則第9號（二零一四年）金融工具（續）

- 就計量指定為經損益按公平值入賬之金融負債而言，香港財務報告準則第9號（二零一四年）規定，金融負債信貸風險變動應佔之該負債公平值變動金額於其他全面收益呈列，除非在其他全面收益確認負債之信貸風險變動影響會導致或擴大損益上之會計錯配，則另作別論。金融負債信貸風險變動應佔之公平值變動其後不會重新分類至損益。根據香港會計準則第39號，指定為經損益按公平值入賬之金融負債公平值變動全部金額於損益呈列。
- 在減值評估方面，加入了有關實體對其金融資產及延伸信貸承擔之預期信貸虧損之會計減值規定。該等規定消除了香港會計準則第39號就確認信貸虧損的門檻。根據香港財務報告準則第9號（二零一四年）之減值方法，於確認信貸虧損前毋須已發生信貸事件。反之，預期信貸虧損以及此等預期信貸虧損之變動應一直入賬。於各報告日期對預期信貸虧損之金額進行更新，以反映自初次確認以來信貸風險之變動，並因此提供更適時之預期信貸虧損資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRS(s)") (Continued)

New and revised HKFRSs issued but not yet effective (Continued)

HKFRS 9 (2014) Financial Instruments (Continued)

- HKFRS 9 (2014) introduces a new model which is more closely aligns hedge accounting with risk management activities undertaken by companies when hedging their financial and non-financial risk exposures. As a principle-based approach, HKFRS 9 (2014) looks at whether a risk component can be identified and measured and does not distinguish between financial items and non-financial items. The new model also enables an entity to use information produced internally for risk management purposes as a basis for hedge accounting. Under HKAS 39, it is necessary to exhibit eligibility and compliance with the requirements in HKAS 39 using metrics that are designed solely for accounting purposes. The new model also includes eligibility criteria but these are based on an economic assessment of the strength of the hedging relationship. This can be determined using risk management data. This should reduce the costs of implementation compared with those for HKAS 39 hedge accounting because it reduces the amount of analysis that is required to be undertaken only for accounting purposes.

HKFRS 9 (2014) will become effective for annual periods beginning on or after 1 January 2018 with early application permitted.

The directors of the Company anticipate that the adoption of HKFRS 9 (2014) in the future may have an impact on the Group's results and financial position, including the classification categories and the measurement of financial assets, and disclosures. For instance, the Group will be required to replace the incurred loss impairment model in HKAS 39 with an expected loss impairment model that will apply to various exposures to credit risk. HKFRS 9 (2014) will also change the way the Group classifies and measures its financial assets, and will require the Group to consider the business model and contractual cash flow characteristics of financial assets to determine classification and subsequent measurement. The Group's available-for-sale investments, including those currently stated at cost less impairment, will either be measured as fair value through profit or loss or be designated as fair value through other comprehensive income (subject to fulfillment of the designation criteria). HKFRS 9 (2014) will be adopted in the Group's consolidated financial statements for the annual period beginning on 1 July 2018 and the application of HKFRS 9 (2014) will not have significant impact on amounts reported in the consolidated financial statements.

2. 應用新增及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

已頒佈但尚未生效之新增及經修訂香港財務報告準則 (續)

香港財務報告準則第9號 (二零一四年) 金融工具 (續)

- 香港財務報告準則第9號 (二零一四年) 引入新模式，允許公司在對沖其金融及非金融風險時更好地利用所進行的風險管理活動與對沖會計更符合一致。香港財務報告準則第9號 (二零一四年) 是一種以原則為基礎的方法，著眼於風險成分的識別及計量，但並不區分金融項目和非金融項目。新模式亦允許實體利用內部產生的資料進行風險管理作為對沖會計的基準。根據香港會計準則第39號，有必要使用僅用作會計目的度量來展現香港會計準則第39號的合格性及合規性。該新模式亦包括合格性標準，惟該等標準乃基於對沖關係優勢的經濟評估，可以利用風險管理數據釐定。相較於香港會計準則第39號之對沖會計內容，此應可以降低實施成本，乃因其降低僅為會計處理所需進行的分析量。

香港財務報告準則第9號 (二零一四年) 將於二零一八年一月一日或之後開始之年度期間生效，並允許提早應用。

本公司董事預計，日後採納香港財務報告準則第9號 (二零一四年) 可能對本集團之業績及財務狀況 (包括金融資產之分類及計量) 及披露造成影響。例如，本集團將須將香港會計準則第39號中的已產生減值虧損模式，更換成將適用於多種信貸風險的預期減值虧損模式。香港財務報告準則第9號 (二零一四年) 亦將改變本集團金融資產之分類及計量方式，及將要求本集團考慮金融資產之業務模式及合約現金流量特點，以釐定分類及後續計量。本集團可供出售投資 (包括目前按成本減減值入賬者) 將經損益按公平值或指定為經其他全面收益按公平值 (須達致指定條件) 計量。本集團將於二零一八年七月一日開始之年度期間之綜合財務報表內採納香港財務報告準則第9號 (二零一四年)，而應用香港財務報告準則第9號 (二零一四年) 將不會對綜合財務報表內呈報之金額造成重大影響。

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綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

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

New and revised HKFRSs issued but not yet effective (Continued)

HKFRS 15 Revenue from Contracts with Customers

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Thus, HKFRS 15 introduces a model that applies to contracts with customers, featuring a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised. The five steps are as follows:

- i) Identify the contract with the customer;
- ii) Identify the performance obligations in the contract;
- iii) Determine the transaction price;
- iv) Allocate the transaction price to the performance obligations; and
- v) Recognise revenue when (or as) the entity satisfies a performance obligation.

HKFRS 15 also introduces extensive qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and the related Interpretations when it becomes effective.

2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新增及經修訂香港財務報告準則（續）

香港財務報告準則第15號來自與客戶合約的收益

香港財務報告準則第15號之核心原則為實體應確認收益以說明轉讓予客戶之承諾商品或服務，金額為反映該實體預期將有權換取該等商品或服務之代價。因此，香港財務報告準則第15號引入適用於客戶合約之模式，即以合約為基礎之五步交易分析，以釐定是否須確認收益、確認收益之金額及時間。該五個步驟如下：

- i) 識別與客戶訂立之合約；
- ii) 識別合約內之履約責任；
- iii) 釐定交易價格；
- iv) 分配交易價格予履約責任；及
- v) 當實體完成履約責任時確認收益。

香港財務報告準則第15號亦引入廣泛之定性及定量披露規定，旨在使財務報表使用者明白自客戶合約所產生收益及現金流量之性質、金額、時間及不確定性。

香港財務報告準則第15號於生效時，將取代現時沿用之收益確認指引，包括香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

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

New and revised HKFRSs issued but not yet effective (Continued)

HKFRS 15 Revenue from Contracts with Customers (Continued)

The directors of the Company anticipate that the application of HKFRS 15 in the future may have result in the identification of separate performance obligations which could affect the timing of the recognition of revenue. Certain costs incurred in fulfilling a contract which are currently expensed may need to be recognised as an asset under HKFRS 15. More disclosures relating to revenue are also required. Other than disclosed above, the directors of the Company anticipate that the application of HKFRS 15 will have no material impact on the results and the financial position of the Group.

HKFRS 16 Leases

HKFRS 16 provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessors and lessees.

In respect of the lessee accounting, the standard introduces a single lessee accounting model, requiring lessees to recognise assets and liabilities for all leases with the lease term of more than 12 months, unless the underlying asset has a low value.

At the commencement date of the lease, the lessee is required to recognise a right-of-use asset at cost, which consists of the amount of the initial measurement of the lease liability, plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, the initial estimate of restoration costs and any initial direct costs incurred by the lessee. A lease liability is initially recognised at the present value of the lease payments that are not paid at that date.

2. 應用新增及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

已頒佈但尚未生效之新增及經修訂香港財務報告準則 (續)

香港財務報告準則第15號來自與客戶合約的收益 (續)

本公司董事預計，日後應用香港財務報告準則第15號或會導致須識別獨立履約責任，其可能影響確認收益之時間。就履行合約所產生而現時已支銷之若干成本可能須根據香港財務報告準則第15號確認為資產。另需要更多有關收益之披露。除上文披露者外，本公司董事預計應用香港財務報告準則第15號將不會對本集團之業績及財務狀況造成重大影響。

香港財務報告準則第16號租賃

香港財務報告準則第16號為租賃安排的識別及其在出租人及承租人財務報表中的處理提供綜合模式。

就承租人會計處理方法而言，該準則引入單一承租人會計模式，規定承租人須確認所有租賃期限為12個月以上之資產及負債，低價值相關資產則除外。

承租人須於租賃開始日期按成本確認使用權資產，包括租賃負債之初始計量金額，加開始日期或之前向出租人作出之任何租賃付款，減任何已收租賃優惠以及承租人產生之初步估計修復成本及任何初始直接成本。租賃負債初步按當日未付租賃付款之現值確認。

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綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

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

New and revised HKFRSs issued but not yet effective (Continued)

HKFRS 16 Leases (Continued)

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liability. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payment made, and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. Depreciation and impairment expenses, if any, on the right-of-use asset will be charged to profit or loss following the requirements of HKAS 16 Property, Plant and Equipment, while interest accrual on lease liability will be charged to profit or loss.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

HKFRS 16 will supersede the current lease standards including HKAS 17 Leases and the related Interpretations when it becomes effective.

HKFRS 16 will be effective for annual periods beginning on or after 1 January 2019 with early application permitted provided that the entity has applied HKFRS 15 *Revenue from Contracts with Customers* at or before the date of initial application of HKFRS 16. As at 30 June 2017, the Group has non-cancellable operating lease commitments of HK\$9,725,000 as disclosed in note 40. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these lease unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in the measurement, presentation and disclosure as indicated above. Other than disclosed above, the directors anticipate that the application of HKFRS 16 will have no material impact on the results and the financial position of the Group.

2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新增及經修訂香港財務報告準則（續）

香港財務報告準則第16號租賃（續）

其後，使用權資產乃按成本減任何累計折舊及任何累計減值虧損計量，並就租賃負債任何重新計量而作出調整。租賃負債其後進行計量，採用增加賬面值以反映租賃負債之權益、減少賬面值以反映已作出之租賃付款及重新計量賬面值以反映任何重估或租賃修訂或反映已修訂實質固定之租賃付款。使用權資產之折舊及減值開支（如有）將按照香港會計準則第16號物業、廠房及設備之規定於損益扣除，而租賃負債之利息應計費用將會計入損益。

就出租人會計處理方法而言，香港財務報告準則第16號大體上保留香港會計準則第17號中對出租人會計處理方法之規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並且對兩類租賃進行不同之會計處理。

香港財務報告準則第16號將在生效時取代現有租賃準則，包括香港會計準則第17號租賃及相關詮釋。

香港財務報告準則第16號將於二零一九年一月一日或之後開始的年度期間生效，允許提早應用，惟實體於香港財務報告準則第16號初步應用日期或之前須已採納香港財務報告準則第15號來自與客戶合約的收益。誠如附註40所披露，於二零一七年六月三十日，本集團有不可撤銷經營租賃承擔9,725,000港元。一項初步評估顯示該等安排將符合香港財務報告準則第16號下的租賃定義，因此本集團將就所有該等租賃確認使用權資產及相應負債，除非於應用香港財務報告準則第16號後有關租賃符合低價值或短期租賃，則另作別論。此外，應用新規定可能令上文所述的計量、呈列及披露產生變動。除上文所披露者外，董事預計應用香港財務報告準則第16號將不會對本集團之業績及財務狀況造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) (Continued)

New and revised HKFRSs issued but not yet effective (Continued)

Amendments to HKAS 7 Disclosure Initiative

The amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendments do not prescribe a specific method to fulfill the new disclosure requirements. However, the amendments indicate that one way is to provide a reconciliation between the opening and closing balances for liabilities arising from financing activities.

Amendments to HKAS 7 will become effective for annual periods beginning on or after 1 January 2017 with early application permitted.

The directors of the Company anticipate that the application of Amendments to HKAS 7 will result in additional disclosures on the Group’s financing activities, especially reconciliation between the opening and closing balances in the consolidated statement of financial position for liabilities arising from financing activities will be provided on application.

2. 應用新增及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新增及經修訂香港財務報告準則（續）

香港會計準則第7號之修訂本披露計劃

該等修訂要求實體提供使財務報表使用者能夠評估融資活動所產生的負債變動之披露資料，包括現金流量產生之變動及非現金變動。該等修訂並無限定達成新披露規定之指定方法。然而，該等修訂指出其中一個方法為提供融資活動產生之負債之期初及期末結餘的對賬。

香港會計準則第7號之修訂本將於二零一七年一月一日或之後開始之年度期間生效，並允許提早應用。

本公司董事預期，應用香港會計準則第7號之修訂本將會導致須就本集團融資活動作出額外披露，特別是須於應用時就融資活動產生之負債於綜合財務狀況表提供期初與期末結餘之對賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values.

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

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 in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (i.e. its subsidiaries).

Control is achieved where the Group has: (i) the power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the Group's returns. When the Group has less than a majority of the voting rights of an investee, power over the investee may be obtained through: (i) a contractual arrangement with other vote holders; (ii) rights arising from other contractual arrangements; (iii) the Group's voting rights and potential voting rights; or (iv) a combination of the above, based on all relevant facts and circumstances.

3. 主要會計政策

綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司創業板上市規則（「創業板上市規則」）及香港公司條例所規定的適當披露。

除若干金融工具按公平值計量外，綜合財務報表乃根據歷史成本法編製。

歷史成本一般是根據換取貨品及服務時所付代價之公平值計量。

公平值為於計量日期在現時市況下市場參與者之間在一個主要（或最有利）市場進行有秩序交易出售資產將收取或轉讓負債時將支付之價格（即平倉價格），不論該價格是否直接可觀察或使用另一項估值技術估計。有關公平值計量的詳情於下文所載的會計政策內解釋。

主要會計政策載列如下。

綜合賬目基準

綜合財務報表包括本公司及受本公司控制的實體（即其附屬公司）的財務報表。

本集團於以下情況下獲得控制權：(i)有權控制投資對象；(ii)從參與投資對象活動所得浮動回報而享有承擔或權利；及(iii)能夠運用其對投資對象的權力影響本集團的回報金額。倘本集團於投資對象的投票權少於半數，可因應所有相關事實及情況，透過下列方式取得投資對象的權力：(i)與其他投票持有人訂立合約安排；(ii)來自其他合約安排的權利；(iii)本集團的投票權及潛在投票權；或(iv)綜合上述各項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation *(Continued)*

The Company reassess whether it controls an investee if facts and circumstances indicate that there are changes to one or more of these elements of control stated above.

Consolidation of a subsidiary begins when the Group obtains control of the subsidiary and cease when the Group loses control of the subsidiary.

Income and expenses of subsidiaries are included in the consolidated statement of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

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

Changes in the Group's ownership interests in existing subsidiaries

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

3. 主要會計政策 (續)

綜合賬目基準 (續)

倘有事實及情況顯示上述控制權要素當中一個或多個要素發生變動，則本公司會重新評估是否對投資對象擁有控制權。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。

附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益表內。

附屬公司損益及其他全面收益之各組成部分歸屬予本公司擁有人及非控股權益。附屬公司之全面總收益歸屬予本公司擁有人及非控股權益，縱使此舉會導致非控股權益出現虧絀結餘亦然。

涉及本集團屬下實體間交易之所有集團內部資產及負債、權益、收入、開支及現金流量均於綜合賬目時全數對銷。

本集團於現有附屬公司擁有權之變動

並無導致本集團失去附屬公司之控制權之本集團於現有附屬公司擁有權之變動，入賬列作權益交易。本集團之權益及非控股權益之賬面值經調整以反映彼等於附屬公司之有關權益變動。非控股權益之調整金額與已付或已收代價之公平值間的任何差額直接於權益中確認並歸屬於本公司擁有人。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

Changes in the Group's ownership interests in existing subsidiaries (Continued)

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

Business Combinations

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

3. 主要會計政策 (續)

綜合賬目基準 (續)

本集團於現有附屬公司擁有權之變動 (續)

倘本集團失去附屬公司之控制權，其(i)按失去控制權當日附屬公司之賬面值終止確認其資產(包括任何商譽)及負債，(ii)終止確認失去控制權當日於前附屬公司任何非控制性權益的賬面值(包括彼等應佔其他全面收益的任何部分)，及(iii)確認已收代價公平值及任何保留權益公平值的總額，產生的任何差額將確認為本集團應佔損益的盈虧。倘該附屬公司之資產及負債乃按重估金額或公平值列賬，而相關累計盈虧已於其他全面收益中確認並累計入權益中，則先前於其他全面收益確認並累計入權益之款項，會按猶如本集團已直接出售相關資產及負債入賬(即按適用香港財務報告準則之規定重新分類至損益或直接轉撥至保留盈利)。於失去控制權當日於前附屬公司保留之任何投資之公平值，被視為根據香港會計準則第39號金融工具：確認及計量就其後會計處理首次確認之公平值，或(如適用)首次確認於聯營公司或合營企業之投資成本。

業務合併

業務合併使用收購法列賬。業務合併中轉讓之代價按公平值計量，而公平值乃按本集團所轉讓資產、本集團向收購對象前擁有人承擔之負債及本集團為交換收購對象控制權所發行股本權益於收購日期之公平值總和計算。業務合併產生之收購相關成本在產生時於損益確認。

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綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business Combinations (Continued)

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

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

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

3. 主要會計政策 (續)

業務合併 (續)

於收購日期，已收購之可識別資產及已承擔之負債乃按其公平值確認，惟以下除外：

- 於業務合併時收購之資產及承擔之負債所產生之遞延稅項資產或負債乃根據香港會計準則第12號*所得稅*確認及計量；
- 有關收購對象之僱員福利安排之資產或負債乃根據香港會計準則第19號*僱員福利*確認及計量；
- 與收購對象以股份支付款項之交易或以本集團之以股份支付款項之交易取代收購對象以股份支付款項之交易有關之負債或股本工具，乃於收購日期按香港財務報告準則第2號*以股份支付款項*計量（見下文會計政策）；及
- 根據香港財務報告準則第5號*持作出售非流動資產及已終止業務*分類為持作出售之資產（或出售組合）乃根據該準則計量。

商譽乃以所轉讓代價、收購對象之任何非控股權益金額以及本集團先前持有之收購對象股權之公平值（如有）之總和，超出所收購可識別資產與所承擔負債於收購日期之淨額之差額計量。倘經重新評估後，所收購可識別資產與所承擔負債於收購日期之淨額超出所轉讓代價、收購對象之任何非控股權益金額及收購方過往持有之收購對象權益之公平值（如有）之總和，則差額即時於損益中確認為低價購買收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Business Combinations (Continued)

Non-controlling interests, unless as required by another standards, are measured at acquisition-date fair value except for non-controlling interests that are present ownership interests and entitle their holders to proportionate share of the entity's net assets in the event of liquidation are measured either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets on a transaction-by-transaction basis.

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

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration that is within the scope of HKAS 39 is measured at fair value at each reporting date, and changes in fair value are recognised in profit or loss in accordance with HKAS 39. Other contingent consideration that is not within the scope of HKAS 39 is measured at fair value at each reporting date and changes in fair value are recognised in profit or loss.

3. 主要會計政策 (續)

業務合併 (續)

除非另有準則規定，否則非控股權益按收購日期之公平值計量，惟屬於現時所有權權益並賦予其持有人在清盤時按比例應佔實體資產淨值之非控股權益，以公平值或以現時之所有權工具於個別交易中按比例應佔收購對象可識別資產淨值計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，則或然代價按其於收購日期之公平值計量，並計入於業務合併轉讓之代價之一部分。符合資格為計量期間調整之或然代價公平值變動將予追溯調整，並對商譽作出相應調整。計量期間調整為於「計量期間」（不可超過自收購日期起計一年）取得有關於收購日期已存在之事實及情況之額外資料產生之調整。

不合資格為計量期間調整之或然代價公平值變動之後續會計處理取決於或然代價之分類方式。分類為權益之或然代價不會於後續報告日期重新計量，其後續結算亦於權益內入賬。香港會計準則第39號範圍內之其他或然代價於各報告日期按公平值計量，而公平值變動根據香港會計準則第39號於損益確認。香港會計準則第39號範圍外之其他或然代價則於各報告日期按公平值計量，而公平值變動於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Goodwill

Goodwill arising from a business combination is carried at cost less accumulated impairment losses, if any.

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

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

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

Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Such classification requires the asset or the disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset or disposal group and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

3. 主要會計政策 (續)

商譽

業務合併所產生商譽按成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽會分配至本集團預期可受惠於合併之協同效應之各現金產生單位(或現金產生單位組別)。

獲分配商譽之現金產生單位會每年或於有跡象顯示該單位可能出現減值時更頻密地進行減值測試。就於報告期間進行收購所產生商譽而言，獲分配商譽之現金產生單位會於報告期間結算日之前進行減值測試。倘現金產生單位之可收回金額低於其賬面值，則減值虧損會先分配以調減該單位所獲分配任何商譽之賬面值，其後則根據該單位內各項資產之賬面值按比例分配至該單位之其他資產。任何商譽之減值虧損會直接在損益確認。商譽之已確認減值虧損不會於其後期間撥回。

出售相關現金產生單位而釐定出售損益金額時，會計入所佔商譽金額。

持作出售之非流動資產

非流動資產及出售組合倘其賬面值將主要透過出售交易(而非透過持續使用)而收回，則分類為持作出售。有關分類需要資產或出售組合須可於現況下即時出售，出售條款僅屬出售該資產或出售組合的一般慣常條款，且其出售機會相當高。管理層必須承諾出售，即應預期由分類日期起計一年內合資格確認為一項完成出售。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Non-current assets held for sale (Continued)

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale. When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale from the time when the investment (or a portion of the investment) is classified as held for sale. Any retained portion of an investment in an associate that has not been classified as held for sale continues to be accounted for using the equity method. The Group discontinues the use of the equity method at the time of disposal when the disposal results in the Group losing significant influence over the associate.

After the disposal takes place, the Group accounts for any retained interest in the associate in accordance with HKAS 39 unless the retained interest continues to be an associate, in which case the Group uses the equity method (see the accounting policy regarding investments in associates above).

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

Investment in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

3. 主要會計政策 (續)

持作出售之非流動資產 (續)

當本集團承諾進行涉及失去一家附屬公司控制權的出售計劃，倘符合上述條件，該附屬公司的所有資產及負債均分類為持作出售，不論本集團會否於出售後保留其前附屬公司的非控股權益。當本集團承諾進行涉及出售於聯營公司的投資或部分投資的出售計劃，倘符合上述條件，將予出售的該項投資或部分投資分類為持作出售，而本集團將由投資（或部分投資）分類為持作出售之時起，終止就分類為持作出售的該部分使用權益法。於聯營公司中不會分類為持作出售的任何投資保留部分繼續使用權益法入賬。當出售會導致本集團失去對聯營公司的重大影響力時，本集團將於出售時停止使用權益法。

於出售後，本集團按照香港會計準則第39號將於聯營公司之任何保留權益入賬，惟倘保留權益仍屬一間聯營公司，則本集團將使用權益法（見上文有關於聯營公司之投資的會計政策）。

分類為持作出售之非流動資產及出售組合按其先前賬面金額與公平值減出售成本之較低者計量。

於聯營公司之投資

聯營公司為本集團可對其行使重大影響力之實體。重大影響力為有權參與投資對象財務及營運決策，惟並非控制或共同控制該等政策。

Notes to the Consolidated Financial Statements

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investment in associates (Continued)

The Group's investments in associates are accounted for in the consolidated financial statements using the equity method. Under the equity method, investments in associates are initially recognised at cost. The Group's share of the profit or loss and changes in the other comprehensive income of the associates are recognised in profit or loss and other comprehensive income respectively after the date of acquisition. If the Group's share of losses of an associate equals or exceeds its interest in the associate, which determined using the equity method together with any long-term interests that, in substance, form part of the Group's net investment in the associate, the Group discontinues recognising its share of further losses. Additional losses are provided for, and a liability is recognised, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment, any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of the associate is recognised as goodwill and is included in the carrying amount of the investment.

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

After application of the equity method, including recognising the associate's losses (if any), the Group determines whether it is necessary to recognise any additional impairment loss with respect to its investment in the associate. Goodwill that forms part of the carrying amount of an investment in an associate is not separately recognised. The entire carrying amount of the investment (including goodwill) is tested for impairment as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment in the associate. Any reversal of that impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

3. 主要會計政策 (續)

於聯營公司之投資 (續)

本集團於聯營公司之投資乃按權益法於綜合財務報表中入賬。根據權益法，於聯營公司之投資按成本初步確認。本集團應佔聯營公司損益及其他全面收益變動則於收購日期後分別於損益及其他全面收益中確認。倘本集團應佔一間聯營公司虧損相當於或超出其於該聯營公司之權益（使用權益法釐定，包括實際組成本集團於該聯營公司投資淨值一部分之任何長期權益），則本集團停止確認其應佔之進一步虧損。僅當本集團產生法定或推定責任或代表該聯營公司付款，方始就額外虧損計提撥備並確認負債。

於聯營公司的投資乃自投資對象成為聯營公司當日起按權益法入賬。收購該項投資時，收購成本超出本集團應佔該聯營公司的可識別資產及負債的公平值淨額的任何數額確認為商譽，並計入該投資的賬面值。

本集團所佔的可識別資產及負債的公平值淨額超出收購成本的任何部分，在重新評估後，於投資收購期間於損益中確認。

繼應用權益法，包括確認於聯營公司之虧損（如有）後，本集團會決定是否需要就其於聯營公司之投資確認任何額外減值虧損。構成於聯營公司投資之賬面值之一部分之商譽，不予單獨確認。投資的全部賬面值（包括商譽）將視作單一資產並透過將其可收回金額（即使用價值和公平值減出售成本的較高者）與其賬面值作比較以進行減值測試。任何已確認的減值虧損會成為於聯營公司投資之賬面值的一部分。倘投資的可收回金額其後增加，則會確認撥回有關減值虧損。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investment in associates (Continued)

When the Group's ownership interest in an associate is reduced, but the Group continues to apply the equity method, the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest is reclassified to profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

Gains and losses resulting from transactions between the Group and its associate are recognised in consolidated financial statements to the extent of unrelated investors' interests in the associate. The Group's share in the associate's gains or losses resulting from these transactions is eliminated.

Revenue recognition

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

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

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Service income is recognised when services are provided.

3. 主要會計政策 (續)

於聯營公司之投資 (續)

當本集團於一間聯營公司之擁有權權益被削減，惟本集團仍繼續應用權益法時，倘於出售有關資產或負債時盈虧將須重新分類至損益，則先前就該擁有權權益削減於其他全面收益中確認之部分盈虧會重新分類至損益。

於綜合財務報表中確認本集團與其聯營公司進行交易所產生的盈虧，以無關係投資者於聯營公司的權益為限。本集團應佔聯營公司自該等交易產生的盈虧會予以沖銷。

收益確認

收益按日常業務過程中出售貨物及提供服務所換取已收或應收代價的公平值，減銷售相關稅項計量。

銷售貨品之收益於貨品送抵目的地及擁有權轉讓時，即於達成所有下列條件時確認：

- 本集團已將貨物擁有權之重大風險及回報轉移予買方；
- 本集團對售出之貨物並無保留一般與擁有權有關之持續管理權或實際控制權；
- 能夠可靠地計量收益金額；
- 與交易相關之經濟利益將很可能流入本集團；及
- 交易已產生或將產生之成本能可靠地計量。

服務收入乃於提供服務時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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截至二零一七年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition (Continued)

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

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

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are 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.

3. 主要會計政策 (續)

收益確認 (續)

來自投資之股息收入於股東收取付款之權利建立時確認條件為經濟利益將很可能流入本集團且收入數額能可靠地計量。

金融資產之利息收入於經濟利益將很可能流入本集團且收入數額能夠可靠地計量時確認。利息收入乃以時間基準，參考未償還本金及適用實際利率累計，而實際利率為於初步確認時透過金融資產之預計年期將估計日後現金收入，準確地貼現至該資產之賬面淨值之利率。

政府補貼

政府補貼僅在可合理保證本集團將遵守有關附屬條件且會獲得所述補貼的情況下方可確認。

政府補貼乃於本集團將擬補償補貼之相關成本確認為開支期間有系統地於損益中確認。

本集團可獲取的旨在補償已產生開支或虧損或為本集團提供即時財務資助（而無未來相關成本）之政府補貼於應收期間在損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing

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

The Group as lessee

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

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as prepaid lease payments in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

3. 主要會計政策 (續)

租賃

凡將所有權的絕大部分風險及回報轉移給承租人的租賃分類為融資租賃，而其他所有租賃列為經營租賃。

本集團作為承租人

經營租賃付款於租期按直線法確認為開支，惟另有系統基準更能代表使用租賃資產產生經濟利益之時間模式則除外。

租賃土地及樓宇

當租賃包括土地及樓宇部分，本集團根據對附於各部分所有權的絕大部分風險及回報是否已轉移本集團之評估，分別評估各部分分類為融資或經營租賃。除非土地及樓宇部分均明確為經營租賃，於此情況下，整項租賃分類為經營租賃。具體而言，最低繳付租金（包括任何一筆過預付款項）於租約訂立時按租賃土地部分及樓宇部分中的租賃權益相對公平值比例於土地與樓宇部分間分配。

倘租賃付款能可靠分配，則以經營租賃列賬之土地租賃權益於綜合財務狀況表中列為預付租賃付款，且於租期內按直線法攤銷。倘租賃付款未能於土地及樓宇部分之間可靠地分配，則整項租賃一般會分類為融資租賃，並入賬列作物業、廠房及設備。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

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

3. 主要會計政策 (續)

外幣

於編製各個別集團實體之財務報表時，以實體功能貨幣以外之貨幣（外幣）進行之交易按交易日期之適用匯率折算為其功能貨幣（即實體經營所在的主要經濟環境所用貨幣）記錄。於報告期末，以外幣計值的貨幣項目按該日適用匯率重新換算。以外幣列值按公平值列賬的非貨幣項目，按釐定公平值日期的適用匯率重新換算。以外幣列值按歷史成本計量的非貨幣項目不予重新換算。

於結算及重新換算貨幣項目時產生之匯兌差額於產生期間內於損益中確認，惟匯兌差額由構成本公司海外業務淨投資之貨幣項目產生除外。於此情況下，有關匯兌差額於其他全面收益中確認並於權益中累計，且於出售海外業務時將由權益重新分類至損益。因換算按公平值列賬之非貨幣項目產生之匯兌差額計入期內損益。

就呈列綜合財務報表而言，本集團海外業務的資產及負債均以各報告期末適用匯率換算為本集團的呈列貨幣（即港元）。收入及開支項目則以本年度平均匯率換算。產生的匯兌差額（如有）於其他全面收益內確認，並於權益內按外幣換算儲備（歸屬於非控股權益（如適用））累計。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies (Continued)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint arrangement that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are reattributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Borrowing costs

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

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. 主要會計政策 (續)

外幣 (續)

於出售一項海外業務(即出售本集團於一項海外業務的全部權益或涉及失去對一間包含海外業務的附屬公司的控制權的出售及涉及失去對一間包含海外業務的合營安排的控制權的出售或涉及失去對一間包含海外業務的聯營公司的重大影響力的出售)時,於權益中就本公司擁有人應佔該業務所累計的全部匯兌差額重新分類至損益。另外,出售一間附屬公司部分權益而沒有導致本集團失去對附屬公司控制權時,相應比例的累計匯兌差額重新撥入非控股權益,但並不會於損益確認。至於所有其他部分出售(即部分出售聯營公司或合營安排而沒有導致本集團失去重大影響力或失去共同控制權),相應比例的累計匯兌差額重新分類至損益。

對收購海外業務產生之可識別資產作出之商譽及公平值調整被當作該海外業務之資產及負債,以及按各報告期末之適用匯率重新換算。所產生之匯兌差額於其他全面收益確認。

借貸成本

收購、建設或生產合資格資產(指需要用上大量時間準備就緒以供擬定用途或銷售之資產)直接應佔之借貸成本乃計入該等資產之成本,直至該等資產大致上已準備就緒以供擬定用途或銷售為止。

借貸成本於產生期間於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Retirement benefits costs and termination benefits

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered services entitling them to the contributions.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

Taxation

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

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

3. 主要會計政策 (續)

退休福利成本及辭退福利

國家管理的退休福利計劃及強制性公積金計劃的付款於僱員提供服務以享有有關供款時確認為開支。

短期及其他長期僱員福利

僱員有關工資及薪金、年假及病假之應計福利乃於提供有關服務期間，按預期將就換取該服務而支付之未貼現福利金額確認負債。

就短期僱員福利確認之負債乃按預期將就換取有關服務而支付之未貼現福利金額計量。

就其他長期僱員福利確認之負債按本集團預期將就僱員截至報告日期提供之服務作出之估計未來現金流出之現值計量。

稅項

所得稅開支是指當期應付稅項及遞延稅項的總額。

當期應付稅項按年內應課稅溢利計算。由於不包括其他年度應課稅或可扣稅的收入或開支項目且亦不包括永不課稅或扣減之項目，應課稅溢利與綜合損益表所呈報之除稅前虧損不同。本集團就當期稅項應付的負債乃以於報告期末已頒佈或大體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 2017
截至二零一七年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

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

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

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

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

3. 主要會計政策 (續)

稅項 (續)

遞延稅項乃根據綜合財務報表中資產及負債的賬面值與用作計算應課稅溢利的相應稅基之間的暫時差額確認。一般須就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產一般僅於可能有應課稅溢利供可扣稅暫時差額抵銷時，方會就所有可扣稅暫時差額確認。倘暫時差額乃來自商譽或來自不影響應課稅溢利或會計溢利交易中之其他資產及負債之初步確認（除業務合併外），則該等遞延資產及負債不予確認。

就與附屬公司及聯營公司投資有關之應課稅暫時差額確認遞延稅項負債，惟倘本集團可控制撥回該暫時差額，而暫時差額將可能不會於可見未來撥回則除外。就與有關投資及利息有關之可扣稅暫時差額產生之遞延稅項資產，僅於可能有足夠應課稅溢利可使用暫時差額之利益並預期可於可見未來撥回時予以確認。

遞延稅項資產之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調減。

遞延稅項資產及負債乃按預期應用於期內的稅率計量，於該期間，負債乃按報告期末時已頒佈或大體上已頒佈之稅率（及稅法）結算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

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

Current and deferred tax is recognised in profit or loss.

Property, plant and equipment

Property, plant and equipment including land and buildings held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to allocate the cost of items of property, plant and equipment less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

Intangible assets

Intangible assets acquired in a business combination

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

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment loss. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

3. 主要會計政策 (續)

稅項 (續)

計量遞延稅項負債及資產反映本集團預期於報告期末收回或結算資產及負債賬面值之方式後所帶來的稅務後果。

當期及遞延稅項乃於損益中確認。

物業、廠房及設備

物業、廠房及設備包括持作供生產或供應貨品或服務使用或作行政用途之土地及樓宇，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入賬。

物業、廠房及設備項目之折舊確認乃根據其可用年期，按直線法計算以分配其成本，並減去其剩餘價值。估計可用年期、剩餘價值及折舊方法乃於各報告期末檢討，任何估計變動之影響按預先基準入賬。

物業、廠房及設備項目於出售或預期繼續使用有關資產不會產生未來經濟利益時取消確認。因物業、廠房及設備項目出售或報廢而產生之任何收益或虧損按銷售所得款項與資產賬面值之差額釐定，並於損益確認。

無形資產

於業務合併時收購之無形資產

於業務合併時收購之無形資產與商譽分開確認，並按收購日期之公平值（被視為其成本）初步確認。

於初步確認後，具有有限使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。具有有限使用年期之無形資產攤銷按其估計使用年期以直線法確認（見下文有關有形及無形資產減值虧損之會計政策）。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Intangible assets (Continued)

Exploration and evaluation assets

Exploration and evaluation assets are stated at cost less impairment losses. Exploration and evaluation assets include topographical and geological surveys, exploratory drilling, sampling and trenching and activities in relation to commercial and technical feasibility studies, and expenditure incurred to secure further mineralisation in existing one bodies and to expand the capacity of a mine. Expenditure incurred prior to acquiring legal rights to explore an area is written off as incurred. When it can be reasonably ascertained that a mining property is capable of commercial production, exploration and evaluation costs are transferred to mining rights and are amortised based on the total proven and probable reserves of the mine or contractual period from the date of commencement of commercial production which approximates the date from which they are available for use. If any project is abandoned during the evaluation stage, the total expenditure thereon will be written off.

Investments in subsidiaries

Investments in subsidiaries are stated on the statement of financial position of the Company at cost less accumulated impairment loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using first-in-first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of financial position comprise cash at banks and on hand.

For the purpose of consolidated statement of cash flows, cash and cash equivalents consist of cash as defined above.

3. 主要會計政策 (續)

無形資產 (續)

勘探及評估資產

勘探及評估資產以成本扣除減值虧損後列賬。勘探及評估資產包括地形及地質研究、勘探挖掘、採樣以及挖溝及與商業及技術可行性研究有關之活動，以及為保證在現有礦體中進一步尋找礦體及擴大礦區之生產能力而產生的支出。於取得於礦區探礦之合法權利前產生的支出於產生時撇銷。當其可合理確定採礦物業可供商業生產時，勘探及評估成本轉至採礦權並根據礦場之總證實儲量及概略儲量或進行商業生產日期（約為其可供使用日期）起計之合約期間予以攤銷。倘若任何項目於評估階段被放棄，所有相關支出將被撇銷。

於附屬公司之投資

於附屬公司之投資按成本扣除累計減值虧損於本公司之財務狀況表內列賬。

存貨

存貨乃按成本及可變現淨值兩者之較低者列賬。存貨成本按先進先出法計算。可變現淨值指存貨之估計售價減所有估計完成成本及出售所需之成本。

現金及現金等價物

綜合財務狀況表中的現金及現金等價物包括銀行及手頭現金。

就綜合現金流量表而言，現金及現金等價物包括上文定義的現金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments

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

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

Financial assets

The Group's financial assets are classified into one of the following categories, including financial assets at fair value through profit or loss ("FVTPL"), available-for-sale ("AFS") financial assets and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

3. 主要會計政策 (續)

金融工具

當某集團實體成為工具合約條文之訂約方時，金融資產及金融負債在綜合財務狀況表內確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債（經損益賬按公平值入賬之金融資產及金融負債除外）直接應佔之交易成本乃於初步確認時在適用情況下加入金融資產或金融負債之公平值或自金融資產或金融負債之公平值內扣除。收購經損益賬按公平值入賬之金融資產或金融負債直接應佔之交易成本即時於損益中確認。

金融資產

本集團的金融資產列入以下其中一個類別，包括：經損益賬按公平值入賬（「經損益賬按公平值入賬」）之金融資產、可供出售（「可供出售」）金融資產及貸款及應收款項。分類視乎金融資產之性質及用途而定，並於首次確認時釐定。所有以常規方式購買或出售金融資產以交易日期基準確認及取消確認。以常規方式購買或出售是指須在市場中之規則或慣例約定之時限內交付資產之金融資產買賣。

實際利率法

實際利率法乃計算債務工具之攤銷成本及分配相關期間利息收入之方法。實際利率乃按債務工具之預計年期或（如適用）較短期間，於初步確認時將估計未來現金收入（包括構成實際利率不可或缺部分之一切已付及已收費用及利率差價、交易成本及其他溢價或折讓）準確貼現至賬面淨值之利率。

就債務工具而言，利息收入乃按實際利率基準確認，而就分類為經損益賬按公平值入賬之有關金融資產而言，其利息收入計入收益或虧損淨額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL

Financial assets at FVTPL has two subcategories, including financial assets held for trading.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are stated at fair value, with any change in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets and is included in the investment and other income line item in the consolidated statement of profit or loss. Fair value is determined in the manner described in note 36.

AFS financial assets

AFS financial assets are non-derivatives that are either designated as available-for-sale or are not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments. The Group designated investments in unlisted equity securities as available-for-sale financial assets on initial recognition of those items.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

經損益賬按公平值入賬之金融資產

經損益賬按公平值入賬之金融資產可分為兩類，包括持作買賣的金融資產。

倘金融資產屬下列情況，則歸類為持作買賣：

- 主要為於短期內出售而購入；或
- 於初步確認時，構成本集團合併管理之已識別金融工具組合一部分，且近期出現實際短期獲利模式；或
- 屬於未被指定之衍生工具，並可有效作為對沖工具。

經損益賬按公平值入賬之金融資產乃按公平值列賬，而重新計量產生之任何公平值變動於產生的期間直接於損益確認。於損益確認之收益或虧損淨額不包括於金融資產賺取之任何股息或利息，並計入綜合損益表內的投資及其他收入一項。公平值按附註36所述的方式釐定。

可供出售金融資產

可供出售金融資產指劃分為可供出售之非衍生工具，或不屬於經損益賬按公平值入賬之金融資產、貸款及應收款項，或持有至到期之投資之非衍生工具。本集團於初次確認非上市股本證券投資時指定有關項目為可供出售金融資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

AFS financial assets (Continued)

Equity and debt securities held by the Group that are classified as AFS financial assets and are traded in an active market are measured at fair value at the end of each reporting period. Changes in the carrying amount of AFS monetary financial assets relating to changes in foreign currency rates, interest income calculated using the effective interest method and dividends on AFS equity investments are recognised in profit or loss. Other changes in the carrying amount of AFS financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below). Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

The fair value of AFS monetary financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate prevailing at the end of the reporting period. The foreign exchange gains and losses that are recognised in profit or loss are determined based on the amortised cost of the monetary asset. Other foreign exchange gains and losses are recognised in other comprehensive income.

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period (see the accounting policy in respect of impairment loss on financial assets below).

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

可供出售金融資產 (續)

本集團所持分類為可供出售金融資產及於活躍市場上買賣的股本及債務證券，乃於各報告期末按公平值計量。可供出售貨幣性金融資產與外幣匯率變動有關的賬面值變動、採用實際利息法計算的利息收入及可供出售權益投資的股息乃於損益中確認。可供出售金融資產賬面值的其他變動於其他綜合收益確認並於投資重估儲備項下累計。當投資被出售或釐定為減值時，先前於投資重估儲備累計的累計收益或虧損重新分類至損益（見下文有關金融資產減值虧損的會計政策）。當確立本集團收取股息的權利時，可供出售股本工具的股息於損益內確認。

以外幣計值的可供出售貨幣性金融資產的公平值以該外幣釐定，並於報告期末按當時的現行即期利率換算。於損益確認的匯兌收益及虧損按貨幣性資產的攤銷成本釐定。其他匯兌收益及虧損於其他全面收益中確認。

並無活躍市場報價且其公平值無法可靠計量之可供出售股本投資以及與其有關及須由交付該無報價股本投資結算之衍生工具於各報告期末按成本減任何已識別之減值虧損計量（見下文有關金融資產減值虧損之會計政策）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Loans and receivables

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

Impairment loss on financial assets

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

For AFS equity investments, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

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

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

貸款及應收款項

貸款及應收款項為有固定或可釐定付款金額但並無於活躍市場報價之非衍生金融資產。於初步確認後，貸款及應收款項（包括貿易應收款項、應收票據及其他應收款項、應收貸款、應收聯營公司款項以及現金及現金等價物）採用實際利率法按攤銷成本減任何已識別之減值虧損計量（見下文有關金融資產減值虧損之會計政策）。

金融資產之減值虧損

金融資產（經損益賬按公平值入賬者除外）於各報告期末評估減值跡象。倘金融資產於初步確認後發生一項或多項事件而導致有客觀證據證明金融資產之估計未來現金流量受到影響，則金融資產視為出現減值。

就可供出售股本投資而言，該項投資公平值之大幅減少或長時間減少低於其成本，被視為減值之客觀證據。

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或交易對手遇到嚴重財務困難；或
- 違約，例如逾期或拖欠支付利息或本金付款；或
- 或借款人有可能破產或進行財務重組；或
- 或由於財務困難，該金融資產失去活躍市場。

Notes to the Consolidated Financial Statements

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截至二零一七年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment loss on financial assets (Continued)

For certain categories of financial assets, such as trade, bills and other receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period from 30 to 60 days, observable changes in national or local economic conditions that correlate with default on receivables.

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

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

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

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit and loss in the period in which the impairment takes place.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值虧損 (續)

就若干類別之金融資產(如貿易應收款項、應收票據及其他應收款項)而言,並未評估為個別減值之資產亦會按集體基準進行減值評估。應收款項組合減值之客觀證據可包括本集團過去收款之經驗、組合內延遲付款超過平均信貸期限30至60天之次數增加、國家或地方經濟狀況出現與拖欠應收款項相關之明顯變化。

就按攤銷成本列賬之金融資產而言,所確認之減值虧損金額為資產賬面值與按金融資產原實際利率貼現之估計未來現金流量現值之差額。

就按成本列賬之金融資產而言,減值虧損之金額乃按資產賬面值及按類似金融資產當期市場之回報率貼現之估計未來現金流量之現值之差額計量。該減值虧損將不會於後期撥回。

就所有金融資產而言,金融資產之賬面值乃根據減值虧損直接扣減,惟貿易應收款項、應收票據及其他應收款項以及應收貸款除外,而其賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益確認。倘貿易應收款項、應收票據及其他應收款項或應收貸款被視為不可收回,則於撥備賬內撇銷。如其後收回之前已撇銷之款項,則會計入損益。

當可供出售金融資產被視為減值時,先前於其他全面收益確認之累計收益或虧損於發生減值之期間內重新分類至損益。

Notes to the Consolidated Financial Statements

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment loss on financial assets *(Continued)*

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

Impairment losses on AFS equity investments will not be reversed through profit and loss.

Financial liabilities and equity instruments

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

The Group's financial liabilities are classified into other financial liabilities.

Other financial liabilities

Other financial liabilities including trade and other payables, amount due to a director and promissory notes are subsequently measured at amortised cost, using the effective interest method.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產之減值虧損 (續)

對於按攤銷成本計量之金融資產，倘於其後期間，減值虧損之金額減少，而當該等減少可客觀地與確認減值虧損後所發生之事件相關連，則先前確認之減值虧損將透過損益撥回，惟該項資產於撥回減值當日之賬面值不得超出倘並無確認減值之攤銷成本。

可供出售股本投資之減值虧損不會經損益撥回。

金融負債及股本工具

集團實體所發行之債務及股本工具乃根據合約安排內容以及金融負債及股本工具之定義獲分類為金融負債或股本。

本集團之金融負債乃分類為其他金融負債。

其他金融負債

其他金融負債包括貿易及其他應付款項、應付一名董事款項及承兌票據，其後使用實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Derecognition

A financial asset is derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retain interest in the asset and an associated liability for amounts it may have to pay.

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

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

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

實際利率法

實際利率法乃計算金融負債之攤銷成本及分配相關期間利息開支之方法。實際利率乃按金融負債之預計年期或適用之較短期間，於初步確認時將估計未來現金付款（包括構成實際利率不可或缺部分之一切已付或已收利率差價費用、交易成本及其他溢價或折讓）準確貼現至賬面淨值之利率。

利息開支乃按實際利率法確認。

股本工具

股本工具是證明在扣除所有負債後某實體之資產剩餘權益之任何合約。本公司發行之股本工具乃按已收取之所得款項扣除直接發行成本確認。

購回本公司自身股本工具直接於權益中確認及扣除。購買、出售、發行或註銷本公司自身股本工具均不會於損益中確認收益或虧損。

取消確認

僅於收取資產現金流量的合約權利屆滿或於轉讓金融資產及資產擁有權的絕大部分風險及回報予另一實體時，才會取消確認金融資產。倘本集團並無轉讓亦無保留擁有權的絕大部分風險及回報並繼續控制被轉讓資產，本集團確認其於資產之保留權益，並就可能需支付之款項確認為相關負債。

全面取消確認金融資產時，資產賬面值與已收及應收代價總和兩者間的差額以及已於其他全面收益中確認並於儲備中累計之累計收益或虧損乃於損益內確認。

當及只有當本集團的責任獲解除、取消或屆滿時，才會取消確認金融負債。取消確認的金融負債賬面值與已付及應付代價兩者間的差額，乃於損益內確認。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment losses on tangible and intangible assets with finite useful lives (other than goodwill set out in the accounting policy of goodwill above)

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

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

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

3. 主要會計政策 (續)

具有限使用年期之有形及無形資產(上文有關商譽之會計政策所述之商譽除外)之減值虧損

於各報告期末,本集團審閱其具有限使用年期之有形及無形資產之賬面值,以釐定該等資產是否出現任何減值虧損跡象。倘出現有關跡象,則估計資產之可收回金額,以釐定減值虧損(如有)程度。倘無法估計個別資產之可收回金額,則本集團估計該資產所屬現金產生單位之可收回金額。

當合理一致之分配基準可予識別時,公司資產亦獲分配至個別之現金產生單位,或以其他方式獲分配至合理一致分配基準可予識別之現金產生單位之最小組別。

可收回金額乃公平值減出售成本與使用價值之較高者。在評估使用價值時,估計未來現金流量將使用稅前貼現率貼現至其現值,以反映當前市場所評估之貨幣時間值及估計未來現金流量未獲調整之資產特有風險。

倘資產(或現金產生單位)之可收回金額估計低於其賬面值,則資產(或現金產生單位)賬面值將扣減至其可收回金額。減值虧損即時於損益確認。

倘減值虧損其後撥回,則資產(或現金產生單位)賬面值增至其可收回金額之經修訂估計,惟所增加賬面值不得高於假設於往年該資產(或現金產生單位)並無確認減值虧損下釐定之賬面值。減值虧損撥回即時於損益確認為收入。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Fair value measurement

When measuring fair value except for the Group's leasing transactions, net realisable value of inventories and value in use of goodwill, property, plant and equipment, exploration and evaluation assets and customer contracts for the purpose of impairment assessment, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

3. 主要會計政策 (續)

公平值計量

在計量公平值時(惟本集團之租賃交易、存貨可變現淨值以及就減值評估計算之商譽、物業、廠房及設備、勘探及評估資產以及客戶合約之使用價值除外)，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的該等特徵。

非金融資產之公平值計量考慮市場參與者以最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途之其他市場參與者產生經濟效益之能力。

本集團採納適用於不同情況且具備充分數據可供計量公平值之估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。具體而言，本集團根據輸入數據之特點，將公平值計量分類為以下三個等級：

- 第一級 – 相同資產或負債於活躍市場之市場報價(未經調整)。
- 第二級 – 對公平值計量而言屬重大之可直接或間接觀察最低層輸入數據之估值方法。
- 第三級 – 對公平值計量而言屬重大之不可觀察最低層輸入數據之估值方法。

於報告期末，本集團透過審閱資產及負債各自之公平值計量，釐定以經常性基準按公平值計量之資產及負債之公平值等級之間是否發生轉移。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

The following is the critical judgement, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised and disclosures made in the consolidated financial statements.

Ownership of buildings

Despite the Group has paid the full purchase consideration as detailed in note 16, formal titles of certain of the Group's rights to the use of the buildings were not yet granted from the relevant government authorities. Despite the fact that the Group has not obtained the relevant legal title, the directors of the Company determine to recognise these land and buildings on the ground that they expect the legal titles being obtained in the future should have no major difficulties and the Group is in substance controlling these buildings. In the opinion of the directors of the Company, the absence of formal title to these buildings does not impair the value of the relevant assets to the Group.

4. 重大會計判斷及估計不明朗因素之主要來源

於應用附註3所述之本集團會計政策時，本公司董事需要就綜合財務報表內呈報之資產、負債、收益及開支金額及所作披露作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及視作相關之其他因素而作出。實際結果或會有別於該等估計。

本集團持續檢討所作估計及相關假設。會計估計之修訂如只影響估計修訂期間，則會計估計之修訂於該期間確認；或如該項修訂同時影響當期及往後期間，則會於修訂當期及往後期間確認。

應用會計政策之重大判斷

以下為本公司董事於應用本集團之會計政策過程中作出並對綜合財務報表所確認之金額及所作出之披露具有最顯著影響之重大判斷，惟該等涉及估計者（見下文）除外。

樓宇擁有權

儘管本集團已支付全部購買代價（詳情載於附註16），但相關政府機關尚未向本集團批授使用該等樓宇之若干正式業權。儘管本集團並未取得相關合法業權，但鑒於本公司董事預期日後取得此等合法業權不會有重大困難且本集團實質上擁有該等樓宇之控制權，本公司董事決定確認該等土地及樓宇。本公司董事認為，缺少該等樓宇之正式業權不會損害本集團相關資產之價值。

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

Key sources of estimation uncertainty

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

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units ("CGUs") 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 CGUs and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 30 June 2017, the carrying amount of goodwill was approximately HK\$1,655,000 (2016: HK\$18,776,000), net of accumulated impairment loss of approximately HK\$21,802,000 (2016: HK\$31,024,000). Details of the recoverable amount calculation are disclosed in note 17.

Impairment of property, plant and equipment and customer contracts

Determining whether property, plant and equipment and customer contracts are impaired requires an estimation of the recoverable amounts of those assets determined based on the higher of their fair values less costs of disposal and their value-in-use calculations. The value-in-use calculation is prepared on the basis of management's assumptions and estimates taking into account the existing business expansion plan going forward, the current sales orders on hand and other strategic new business development. These calculations require the use of estimates such as the future revenue and discount rates.

4. 重大會計判斷及估計不明朗因素之主要來源 (續)

估計不明朗因素之主要來源

於報告期末有關未來之主要假設及估計不明朗因素之其他主要來源(存在導致於下一個財政年度對資產及負債賬面值作出大幅調整之重大風險)如下。

商譽減值

於釐定商譽是否減值時，須估計獲分配商譽之現金產生單位(「現金產生單位」)之使用價值。計算使用價值時，要求本集團估計預期自現金產生單位產生之未來現金流量及適當的貼現率以計算現值。當實際未來現金流量少於預期時，可能會產生重大減值虧損。於二零一七年六月三十日，商譽之賬面值約為1,655,000港元(二零一六年：18,776,000港元)，並扣除累計減值虧損約21,802,000港元(二零一六年：31,024,000港元)。可收回金額計算之詳情於附註17中披露。

物業、廠房及設備以及客戶合約之減值

在釐定物業、廠房及設備以及客戶合約有否減值時，需要對該等資產之可收回金額作出估算，此乃根據其公平值減出售成本及其使用價值之較高者釐定。使用價值計算乃根據管理層經考慮現有業務之未來擴展計劃、現有手頭銷售訂單及其他策略新業務發展後所作出之假設及估計制訂。該等計算需要使用未來收益及貼現率等估計。

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

Key sources of estimation uncertainty (Continued)

Impairment of property, plant and equipment and customer contracts (Continued)

As at 30 June 2017, the carrying amounts of property, plant and equipment are approximately HK\$44,560,000 (2016: HK\$46,311,000). An impairment loss of HK\$29,987,000 had been recognised in profit or loss during the year ended 30 June 2016 (2017: nil).

As at 30 June 2017, the carrying amounts of customer contracts are approximately HK\$164,851,000 (2016: HK\$197,221,000). An impairment loss of HK\$95,368,000 had been recognised in profit or loss during the year ended 30 June 2016 (2017: nil).

Impairment of trade, bills and other receivables and loan receivables

The Group makes impairment loss based on an assessment of the recoverability of trade, bills and other receivables and loan receivables. Allowances are applied to trade, bills and other receivables and loan receivables where events or change in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgement and estimates. In determining whether impairment loss on receivables is required, the Group takes into consideration the current creditworthiness, the past collection history, age status and likelihood of collection. Specific allowance is only made for receivables that are unlikely to be collected and is recognised on the difference between the estimated future cash flow expected to receive discounted using the original effective interest rate and its carrying value. If the financial conditions of the counterparties of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowance may be required.

4. 重大會計判斷及估計不明朗因素之主要來源 (續)

估計不明朗因素之主要來源 (續)

物業、廠房及設備以及客戶合約之減值 (續)

於二零一七年六月三十日，物業、廠房及設備之賬面值約為44,560,000港元（二零一六年：46,311,000港元）。於截至二零一六年六月三十日止年度於損益中確認減值虧損約29,987,000港元（二零一七年：無）。

於二零一七年六月三十日，客戶合約之賬面值約為164,851,000港元（二零一六年：197,221,000港元）。於截至二零一六年六月三十日止年度於損益中確認減值虧損約95,368,000港元（二零一七年：無）。

貿易應收款項、應收票據及其他應收款項以及應收貸款之減值

本集團根據貿易應收款項、應收票據及其他應收款項以及應收貸款可收回性之評估作出減值虧損。當事件或情況變動顯示結餘或未必能收回時，則會對貿易應收款項、應收票據及其他應收款項以及應收貸款作出撥備。識別呆賬需要使用判斷及估計。當釐定應否對應收款項作出減值虧損時，本集團考慮現時之信譽度、以往收回之歷史、賬齡狀況及收回之可能性。特定撥備僅限於無可能收回應收款項時作出，並按使用原實際利率貼現之預期收取估計未來現金流量與其賬面值之差額確認。倘本集團交易對手之財務狀況惡化，導致其付款能力減低，可能需要作出額外撥備。

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

Key sources of estimation uncertainty (Continued)

Impairment of trade, bills and other receivables and loan receivables (Continued)

As at 30 June 2017, the carrying amount of trade receivables is approximately HK\$124,244,000 (2016: HK\$141,052,000), net of accumulated impairment loss of nil (2016: HK\$8,079,000).

As at 30 June 2017, the carrying amount of bills receivables is approximately HK\$26,816,000 (2016: HK\$31,167,000). No impairment was recognised on bills receivables during both years.

As at 30 June 2017, the carrying amount of other receivables is approximately HK\$35,891,000 (2016: HK\$43,506,000), net of accumulated impairment loss of approximately HK\$2,335,000 (2016: HK\$2,335,000).

As at 30 June 2017, the carrying amount of loan receivables is approximately HK\$190,147,000 (2016: HK\$117,279,000), net of accumulated impairment loss of approximately HK\$11,809,000 (2016: HK\$9,634,000).

Impairment of amounts due from associates

The policy for impairment loss in respect of amounts due from associates of the Group is based on the evaluation of collectability and the estimation of future cash flows. The amount of impairment loss is measured at the difference between the carrying amount of the amounts due from associates and the associates' net equities. If the amount of the net equities is negative, a material impairment loss may arise.

As at 30 June 2017, the carrying amount of amounts due from associates is approximately HK\$61,500,000 (2016: HK\$121,868,000), net of accumulated impairment loss of approximately HK\$120,000,000 (2016: HK\$60,000,000).

4. 重大會計判斷及估計不明朗因素之主要來源 (續)

估計不明朗因素之主要來源 (續)

貿易應收款項、應收票據及其他應收款項以及應收貸款之減值 (續)

於二零一七年六月三十日，貿易應收款項之賬面值約為124,244,000港元（二零一六年：141,052,000港元）（已扣除累計減值虧損零港元（二零一六年：8,079,000港元））。

於二零一七年六月三十日，應收票據之賬面值約為26,816,000港元（二零一六年：31,167,000港元）。並無就應收票據於兩個年度確認任何減值。

於二零一七年六月三十日，其他應收款項之賬面值約為35,891,000港元（二零一六年：43,506,000港元）（已扣除累計減值虧損約2,335,000港元（二零一六年：2,335,000港元））。

於二零一七年六月三十日，應收貸款之賬面值約為190,147,000港元（二零一六年：117,279,000港元）（已扣除累計減值虧損約11,809,000港元（二零一六年：9,634,000港元））。

應收聯營公司款項之減值

有關應收本集團聯營公司款項之減值虧損之政策，乃根據可收回性之評估及未來現金流量之估計作出。減值虧損之金額以應收聯營公司款項之賬面值及聯營公司之股本淨額之差額計算。倘股本淨額出現負值，則可能出現重大減值虧損。

於二零一七年六月三十日，應收聯營公司款項之賬面值約為61,500,000港元（二零一六年：121,868,000港元）（已扣除累計減值虧損約120,000,000港元（二零一六年：60,000,000港元））。

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

Key sources of estimation uncertainty (Continued)

Impairment of available-for-sale investments

The policy for impairment loss in respect of available-for-sale investments of the Group is based on any objective evidence of the existence of any impairment on the investments as detailed in note 20. The amount of impairment loss is measured at the difference between the carrying amount of the available-for-sale investments and their fair value.

As at 30 June 2017, the carrying amount of available-for-sale investments is approximately HK\$7,349,000 (2016: nil), net of accumulated impairment loss of approximately HK\$74,162,000 (2016: HK\$23,600,000).

5. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debt (which includes trade and other payables, amount due to a director and promissory notes net of cash and cash equivalents) and equity attributable to owners of the Company (comprising issued share capital and reserves).

The Group is not subject to any externally imposed capital requirements.

The directors of the Company review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

4. 重大會計判斷及估計不明朗因素之主要來源 (續)

估計不明朗因素之主要來源 (續)

可供出售投資減值

本集團可供出售投資之減值虧損政策乃基於詳載於附註20之投資出現任何減值的任何客觀證據。減值虧損之金額乃按可供出售投資之賬面值及彼等之公平值之間之差異計量。

於二零一七年六月三十日，可供出售投資賬面值約為7,349,000港元（二零一六年：零）（已扣除累計減值虧損約74,162,000港元（二零一六年：23,600,000港元））。

5. 資本風險管理

本集團管理其資本，以確保本集團之實體將能繼續持續經營，並通過將債務及股本平衡優化，為持份者帶來最佳回報。本集團之整體策略較往年保持不變。

本集團之資本結構包括債務淨額（其包括貿易及其他應付款項、應付一名董事款項及承兌票據（已扣除現金及現金等價物））及本公司擁有人應佔股權（包括已發行股本及儲備）。

本集團毋須面對任何外部實施的資本要求。

本公司董事定期檢討資本結構。作為檢討其中一環，董事考慮各類資本之資本成本及相關風險。基於董事提供之推薦意見，本集團將透過派付股息、發行新股份及購回股份以及發行新債務或贖回現有債務，平衡其整體資本結構。

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6. REVENUE

Revenue represents revenue arising on sale of goods and services rendered, net of sales related taxes, where applicable. An analysis of the Group's revenue from continuing operations is as follows:

6. 收益

收益即銷售貨物及提供服務所產生之收益(已扣除銷售相關稅項,如適用)。本集團來自持續經營業務之收益分析如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Provision of coal mine construction engineering, mechanical equipment installation and coal production and technical services	提供煤礦建設工程、機械設備安裝以及煤炭生產及技術性服務	256,645	298,741
Trading of other mineral products	買賣其他礦產品	95,769	12,948
Interest income from money lending business	放債業務之利息收入	18,851	12,411
Provision of heating supply services	提供供暖服務	8,028	-
		379,293	324,100

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7. SEGMENT INFORMATION

Information reported to the directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. The directors of the Company have chosen to organise the Group around differences in products and services. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

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

- Coal mining services – Provision of coal mine construction engineering, mechanical equipment installation and coal production and technical services
- Other mineral products – Trading of other mineral products
- Money lending – Provision of money lending services in Hong Kong
- Heating supply services – Provision of heating supply services

Under HKFRS 8, an additional reportable segment under heating supply services was identified during the year. Operating segments regarding the advertising and public relations as well as fluorite products were discontinued in the current year. The segment information reported on the next pages does not include any amounts for the discontinued operation, which are described in more detail in note 11.

7. 分類資料

就資源分配及評估分類表現而向本公司董事（即首席營運決策者）呈報的資料，集中於所交付貨品或所提供服務的類別。本公司董事選擇圍繞不同產品及服務之差異組建本集團。在設定本集團之可呈報分類時，首席營運決策者識別之經營分類並無匯合。

尤其是，根據香港財務報告準則第8號，本集團之可呈報及經營分類如下：

- 煤礦開採服務－提供煤礦建設工程、機械設備安裝以及煤炭生產及技術性服務
- 其他礦產品－買賣其他礦產品
- 放債－於香港提供放債服務
- 熱力供應服務－提供熱力供應服務

根據香港財務報告準則第8號，本年度識別一項新增的可呈報分類，即熱力供應服務。有關廣告及公關及螢石產品之經營分類於本年度終止經營。下文所呈報之分類資料並不包括已終止經營業務之任何金額，更多詳情載於附註11。

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7. SEGMENT INFORMATION (Continued)

Segment revenues and results

The following is an analysis of the Group's revenues and results by reportable and operating segments.

Continuing operations

持續經營業務

		Segment revenues		Segment results	
		分類收益		分類業績	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
			(Restated)		(Restated)
			(經重列)		(經重列)
Coal mining services	煤礦開採服務	256,645	298,741	11,320	(50,706)
Other mineral products	其他礦產品	95,769	12,948	(3,591)	(7,218)
Money lending	放債	18,851	12,411	16,200	9,610
Heating supply services	熱力供應服務	8,028	-	(11,754)	-
Total for continuing operations	持續經營業務總額	379,293	324,100	12,175	(48,314)
Share of results of associates	應佔聯營公司業績			(415)	(82,018)
Gain on deemed dilution of investments in associates	視作攤薄聯營公司投資之收益			-	15,330
Investment and other income	投資及其他收入			15,783	31,351
Loss arising on change in fair value of held-for-trading investments	持作買賣投資公平值變動所產生之虧損			(48,958)	(15,756)
Net gain on disposal of subsidiaries	出售附屬公司之淨收益			-	43
Impairment loss recognised in respect of amounts due from associates	就應收聯營公司款項確認之減值虧損			(60,000)	(60,000)
Impairment loss recognised in respect of available-for-sale investments	就可供出售投資確認之減值虧損			(50,562)	-
Gain on early redemption of promissory notes	提前贖回承兌票據之收益			892	-
Write back of promissory notes issued	已發行承兌票據撥回			-	97,877
Finance costs	財務成本			(8,131)	(13,473)
Central administrative costs	中央行政開支			(16,519)	(32,498)
Loss before taxation (continuing operations)	除稅前虧損 (持續經營業務)			(155,735)	(107,458)

7. 分類資料 (續)

分類收益及業績

以下為本集團按可呈報及經營分類之收益及業績之分析。

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7. SEGMENT INFORMATION *(Continued)*

Segment revenues and results *(Continued)*

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment results represent the profit (loss) incurred by each segment without allocation of share of results of associates, gain on deemed dilution of investments in associates, investment and other income, loss arising on change in fair value of held-for-trading investments, net gain on disposal of subsidiaries, impairment loss recognised in respect of available-for-sale investments, impairment loss recognised in respect of amounts due from associates, gain on early redemption of promissory notes, write back of promissory notes issued, finance costs and central administrative costs. This is the measure reported to the directors of the Company for the purposes of resource allocation and performance assessment.

7. 分類資料 (續)

分類收益及業績 (續)

營運分類之會計政策與載於附註3之本集團會計政策相同。分類業績指每個分類所產生之溢利(虧損)，並未分配應佔聯營公司業績、視作攤薄聯營公司投資之收益、投資及其他收入、持作買賣投資公平值變動產生之虧損、出售附屬公司之淨收益、就可供出售投資確認之減值虧損、就應收聯營公司款項確認之減值虧損、提早贖回承兌票據之收益、已發行承兌票據撥回、財務成本及中央行政開支。此乃呈報予本公司董事以用作分配資源及評估表現之方式。

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7. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment.

7. 分類資料 (續)

分類資產及負債

按可呈報及經營分類呈列之本集團資產及負債分析如下。

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Segment assets	分類資產		
Continuing operations	持續經營業務		
Coal mining service	煤礦開採服務	384,288	425,926
Other mineral products	其他礦產品	1,068	4,378
Money lending	放債	191,018	117,280
Heating supply services	熱力供應服務	48,862	-
Total segment assets	總分類資產	625,236	547,584
Assets relating to discontinued operation	已終止經營業務之資產	-	37,416
Unallocated	未分配	198,511	433,844
Consolidated assets	綜合資產	823,747	1,018,844
Segment liabilities	分類負債		
Continuing operations	持續經營業務		
Coal mining service	煤礦開採服務	73,322	81,054
Other mineral products	其他礦產品	1,550	1,294
Money lending	放債	209	111
Heating supply services	熱力供應服務	7,615	-
Total segment liabilities	總分類負債	82,696	82,459
Liabilities relating to discontinued operation	已終止經營業務之負債	-	5,699
Unallocated	未分配	162,450	213,357
Consolidated liabilities	綜合負債	245,146	301,515

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7. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- All assets are allocated to reportable segments other than unallocated assets (mainly comprising deferred tax assets, investments in associates, available-for-sale investments, held-for-trading investments, amounts due from associates and certain other receivables and cash and cash equivalents). Goodwill is allocated to segments as described in note 17; and
- All liabilities are allocated to operating segments other than unallocated liabilities (mainly comprising deferred tax liabilities, income tax payables, promissory notes and certain other payables).

7. 分類資料 (續)

分類資產及負債 (續)

為監察分類表現及分配分類間之資源：

- 除未分配資產（主要包括遞延稅項資產、於聯營公司之投資、可供出售投資、持作買賣投資、應收聯營公司款項及若干其他應收款項及現金及現金等價物）外，所有資產均分配予可呈報分類。商譽被分配至附註17所述的分類；及
- 除未分配負債（主要包括遞延稅項負債、應付所得稅、承兌票據及若干其他應付款項）外，所有負債均分配予經營分類。

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7. SEGMENT INFORMATION (Continued)

Other segment information

Continuing operations

	Coal mining service 煤礦開採服務		Other mineral products 其他礦產品		Money lending 放債		Heating supply services 熱力供應服務		Unallocated 未分配		Total 總計	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
	二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元
Amounts included in the measure of segment profit or loss or segment assets	計入分類損益或分類資產計量之金額											
Depreciation of property, plant and equipment	5,721	6,292	493	463	15	-	1,016	-	80	89	7,325	6,844
Addition to non-current assets (note)	13,692	389,889	-	42	-	5	25,001	-	-	-	38,693	389,936
Loss on disposal of property, plant and equipment	18	233	-	2,399	-	-	1,075	-	-	-	1,093	2,632
Amortisation of customer contracts	29,244	28,202	-	-	-	-	-	-	-	-	29,244	28,202
Impairment loss recognised in respect of trade and other receivables	-	3,401	-	-	-	-	-	-	-	-	-	3,401
Impairment loss recognised in respect of loan receivables	-	-	-	-	2,175	1,986	-	-	-	-	2,175	1,986
Impairment loss recognised in respect of customer contracts	-	95,368	-	-	-	-	-	-	-	-	-	95,368
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets	定期向首席營運決策者提供但不計入分類損益或分類資產計量之金額											
Investment in associates	-	-	-	-	-	-	-	-	-	415	-	415
Impairment of available-for-sale investments	-	-	-	-	-	-	-	-	50,562	-	50,562	-
Bank interest income	(40)	(52)	(25)	(30)	-	-	(140)	-	(5)	(5)	(210)	(87)
Other interest income	-	(661)	-	-	-	-	-	-	-	-	-	(661)
Share of results of associates	-	-	-	-	-	-	-	-	415	82,018	415	82,018
Gain on deemed dilution of investments in associates	-	-	-	-	-	-	-	-	-	(15,330)	-	(15,330)
Finance costs	549	275	-	-	-	-	-	-	7,582	13,198	8,131	13,473

Note: Non-current assets excluded those relating to discontinued operations and excluded financial instruments and deferred tax assets.

附註：非流動資產不包括該等有關已終止經營業務且不包括金融工具及遞延稅項資產。

7. 分類資料 (續)

其他分類資料

持續經營業務

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7. SEGMENT INFORMATION (Continued)

Geographical information

The Group's operations are located in Hong Kong and the Peoples Republic of China ("PRC").

The Group's revenue from continuing operations from external customers is presented based on the location of the operation. Information about the Group's non-current assets is presented based on the geographical locations of the assets.

		Hong Kong 香港		The PRC 中國		Consolidated 綜合	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Segment revenues	分類收益						
Revenue from external customers	來自外部客戶之收益	15,743	12,411	363,550	311,689	379,293	324,100
Non-current assets (note)	非流動資產 (附註)	755	490	210,311	238,767	211,066	239,257

Note: Non-current assets excluded financial instruments and deferred tax assets.

7. 分類資料 (續)

地區資料

本集團之經營乃位於香港及中華人民共和國(「中國」)。

本集團持續經營業務中來自外部客戶之收益乃按經營地區呈列。有關本集團非流動資產之資料乃按資產所在地區呈列。

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Customer A ²	客戶A ²	95,769	N/A ³ 不適用 ³
Customer B ¹	客戶B ¹	79,507	69,173
Customer C ¹	客戶C ¹	72,748	70,688
Customer D ¹	客戶D ¹	63,763	76,897
Customer E ¹	客戶E ¹	N/A³ 不適用³	60,438

- Revenue from coal mining services segment
- Revenue from other mineral products segment
- The corresponding revenue did not contribute over 10% or more to the Group's revenue from the continuing operations in the respective year

附註：非流動資產不包括金融工具及遞延稅項資產。

有關主要客戶的資料

佔超過本集團總收益10%之來自客戶之收益於相關年度如下：

- 來自煤礦開採服務分類之收益
- 來自其他礦產品分類之收益
- 持續經營業務之相關收益於各有關年度並無佔本集團收益10%或以上

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8. INVESTMENT AND OTHER INCOME

8. 投資及其他收入

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務		
Interest income on bank deposits	銀行存款利息收入	210	87
Gain on disposal of held-for-trading investments	出售持作買賣投資之收益	13,396	13,694
Script dividend income from held-for-trading investments	持作買賣投資之以股代息收入	-	16,409
Government grants (note a)	政府補貼(附註a)	741	-
Other interest income (note b)	其他利息收入(附註b)	-	661
Sundry income	雜項收入	1,436	500
		15,783	31,351

Notes:

- (a) Government grants in respect of encouragement of expansion of enterprise were recognised at the time the Group fulfilled the relevant granting criteria.
- (b) Other interest income represented interest income received from an independent third party for a loan principal of Renminbi ("RMB") 15,000,000. The loan was unsecured, bore fixed interest of 5% per annum and settled in full during the year ended 30 June 2016.

附註：

- (a) 有關鼓勵企業擴大之政府補貼乃於本集團達致相關授出標準時確認。
- (b) 其他利息收入指就本金為人民幣(「人民幣」)15,000,000元之貸款自獨立第三方收取的利息收入。該貸款屬無抵押，按固定利率每年5%計息，並應於截至二零一六年六月三十日止年度悉數償還。

9. FINANCE COSTS

9. 融資成本

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest expenses on bank borrowings	銀行借貸利息開支	-	13
Interest expenses on discounted bills	貼現票據利息開支	549	262
Imputed interest on promissory notes (note 30)	承兌票據之推算利息 (附註30)	7,582	13,198
		8,131	13,473

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10. INCOME TAX EXPENSE (CREDIT)

10. 所得稅開支(抵免)

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務		
Current tax:	當期稅項：		
Hong Kong Profits Tax	香港利得稅	504	2,122
PRC Enterprise Income Tax	中國企業所得稅	10,917	17,111
		11,421	19,233
Deferred tax (note 31):	遞延稅項(附註31)：		
Current year	本年度	(7,566)	(35,345)
		3,855	(16,112)

- (i) Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.
- (ii) Subsidiaries operating in the PRC are subject to PRC Enterprise Income Tax at 25% for both years.
- (iii) Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

- (i) 香港利得稅乃按兩個年度之估計應課稅溢利之16.5%計算。
- (ii) 於中國營運之附屬公司於兩個年度須繳納25%的中國企業所得稅。
- (iii) 其他司法權區產生之稅項乃根據有關司法權區之現行稅率計算。

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10. INCOME TAX EXPENSE (CREDIT) (Continued)

The income tax expenses (credit) for the year can be reconciled to the loss before taxation per the consolidated statement of profit or loss as follows:

10. 所得稅開支(抵免)(續)

本年度之所得稅開支(抵免)與綜合損益表之除稅前虧損之對賬如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Loss before taxation (from continuing operations)	除稅前虧損 (來自持續經營業務)	(155,735)	(107,458)
Tax at Hong Kong profits tax rate of 16.5% (2016: 16.5%)	按香港利得稅率16.5% (二零一六年: 16.5%)計算的稅項	(25,696)	(17,731)
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(147)	(21,403)
Tax effect of expenses not deductible for tax purpose	不能扣稅支出的稅務影響	12,507	9,445
Tax effect of tax losses not recognised	未確認稅務虧損的稅務影響	17,373	3,317
Utilisation of tax loss not recognised	動用未確認之稅務虧損	(205)	(186)
Tax effect of share of results of associates	應佔聯營公司業績的稅務影響	68	13,533
Effect of different tax rates of the group entities operating in jurisdictions other than Hong Kong	於香港以外司法權區營運集團 實體不同稅率的影響	(45)	(3,087)
Income tax expenses (credit) for the year (relating to continuing operations)	本年度所得稅開支(抵免) (有關持續經營業務)	3,855	(16,112)

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11. DISCONTINUED OPERATIONS

During the year ended 30 June 2017, the Group entered into several sale and purchase agreements to the following disposal of equity interests of subsidiaries:

(i) Disposal of PR ASIA and discontinued operation of advertising and public relations services

The Group has disposed of its 60% equity interest in PR ASIA Investment Holdings Limited and its subsidiaries ("PR ASIA"), which carried out the Group's entire advertising and public relations services operation, to an independent third party by cash consideration of HK\$36,300,000. The disposal was completed in November 2016, on which date control of the advertising and public relations operation passed to the acquirer. Details of the assets and liabilities disposed of, and the calculation of the profit or loss on disposal, were disclosed in note 39. As the provision of advertising and public relations services is considered as a separate major line of business, it is accounted for as a discontinued operation.

(ii) Disposal of Sino-Mongolia and discontinued operation of processing and trading of fluorite products

The Group has disposed of its 100% equity interest in Sino-Mongolia Fluorspar Mining Co., Limited and its subsidiaries ("Sino-Mongolia"), which carried out the Group's entire processing and trading of fluorite products operation, to an independent third party by cash consideration of RMB9,500,000 (equivalent to HK\$10,714,000). The disposal was completed in May 2017, on which date control of the processing and trading of fluorite products operation passed to the acquirer. Details of the assets and liabilities disposed of, and the calculation of the profit or loss on disposal, were disclosed in note 39. As the processing and trading of fluorite products is considered as a separate major line of business, it is accounted for as a discontinued operation.

The results of the above major lines of business included in the loss for the year were set out below. The comparative financial information for the year ended 30 June 2016 has been reclassified to conform with current year presentation in accordance with HKFRS 5 "Non-Current Assets Held for Sale and Discontinued Operations".

11. 已終止經營業務

於截至二零一七年六月三十日止年度，本集團訂立若干買賣協議，以出售下列附屬公司之股權：

(i) 出售PR ASIA及已終止廣告及公關服務業務

本集團已向一名獨立第三方出售其於PR ASIA Investment Holdings Limited及其附屬公司（「PR ASIA」）（其負責營運本集團整個廣告及公關服務業務）中60%股權，現金代價為36,300,000港元。該出售於二零一六年十一月完成，而廣告及公關業務之控制權亦已於當日轉讓至收購方。有關已出售資產及負債之詳情及於出售時損益之計量均披露於附註39。由於廣告及公關服務提供被認為一項獨立的主要業務，因此其入賬為已終止經營業務。

(ii) 出售中蒙及已終止加工處理及買賣螢石產品業務

本集團已向一名獨立第三方出售其於中蒙螢石礦業有限公司及其附屬公司（「中蒙」）（其負責營運本集團整個加工處理及買賣螢石產品業務）中100%股權，現金代價為人民幣9,500,000元（相當於10,714,000港元）。該出售已於二零一七年五月完成，而加工處理及買賣螢石產品業務之控制權亦已於當日轉讓至收購方。有關已出售資產及負債之詳情及於出售時損益之計量均披露於附註39。由於加工處理及買賣螢石產品被認為一項獨立的主要業務，因此其入賬為已終止經營業務。

計入本年度虧損之上述主要業務的業績載於下文。截至二零一六年六月三十日止年度之可比較財務資料已根據香港財務報告準則第5號「持作出售之非流動資產及已終止業務」重新分類，以符合當前年度呈列方式。

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For the year ended 30 June 2017
截至二零一七年六月三十日止年度

11. DISCONTINUED OPERATIONS (Continued)

Result for the year from discontinued operation

Year ended 30 June 2017

		Advertising and public relations 廣告及公關 HK\$'000 千港元	Fluorite products 螢石產品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益	19,930	418	20,348
Cost of sales	銷售成本	(4,000)	(1,267)	(5,267)
Gross profit	毛利	15,930	(849)	15,081
Investment and other income	投資及其他收入	2	32	34
Administrative expenses	行政費用	(8,308)	(450)	(8,758)
Other operating expenses	其他營運費用	(192)	(5,391)	(5,583)
Profit before taxation	除稅前溢利	7,432	(6,658)	774
Income tax expense	所得稅開支	(1,085)	–	(1,085)
		6,347	(6,658)	(311)
Gain on disposal of operation (note 39)	出售業務之收益 (附註39)	16,614	3,464	20,078
Profit for the year from discontinued operations (attributable to owners of the Company)	本年度來自已終止經營業務之 溢利(本公司擁有人應佔)	22,961	(3,194)	19,767

11. 已終止經營業務(續)

本年度來自已終止經營業務之業績

截至二零一七年六月三十日止年度

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截至二零一七年六月三十日止年度

11. DISCONTINUED OPERATIONS (Continued)

Result for the year from discontinued operation

(Continued)

Year ended 30 June 2016

		Advertising and public relations 廣告及公關 HK\$'000 千港元	Fluorite products 螢石產品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益	41,216	1,311	42,527
Cost of sales	銷售成本	(18,738)	(1,542)	(20,280)
Gross profit	毛利	22,478	(231)	22,247
Investment and other income	投資及其他收入	18	4	22
Administrative expenses	行政費用	(8,611)	(1,956)	(10,567)
Impairment loss recognised in respect of trade and other receivables	就貿易及其他應收款項確認之 減值虧損	(1,036)	–	(1,036)
Impairment loss recognised in respect of inventories	就存貨確認之減值虧損	–	(6,419)	(6,419)
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認之 減值虧損	–	(29,987)	(29,987)
Impairment loss recognised in respect of exploration and evaluation assets	就勘探及評估資產確認之 減值虧損	–	(1,190)	(1,190)
Other operating expenses	其他營運費用	(1,737)	(6,413)	(8,150)
Profit (loss) before taxation	除稅前溢利(虧損)	11,112	(46,192)	(35,080)
Income tax expense	所得稅開支	(1,879)	–	(1,879)
Profit (loss) for the year from discontinued operations (attributable to owners of the Company)	本年度來自已終止經營 業務之溢利(虧損) (本公司擁有人應佔)	9,233	(46,192)	(36,959)

11. 已終止經營業務(續)

本年度來自已終止經營業務之業績(續)

截至二零一六年六月三十日止年度

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For the year ended 30 June 2017
截至二零一七年六月三十日止年度

11. DISCONTINUED OPERATIONS (Continued)

Profit/loss for the year from discontinued operations included the following:

Year ended 30 June 2017

Employee benefits expense	僱員福利開支
Other staff's retirement benefits scheme contributions	其他員工之退休福利計劃供款
Other staff's welfare	其他員工福利

Auditor's remuneration	核數師酬金
Depreciation of property, plant and equipment	物業、廠房及設備折舊
Net foreign exchange loss	外匯虧損淨值

11. 已終止經營業務 (續)

本年度來自已終止經營業務之溢利／虧損包括以下項目：

截至二零一七年六月三十日止年度

Advertising and public relations 廣告及公關 HK\$'000 千港元	Fluorite products 螢石產品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
231	–	231
6,117	159	6,276
6,348	159	6,507
120	100	220
43	901	944
–	5,139	5,139

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For the year ended 30 June 2017
截至二零一七年六月三十日止年度

11. DISCONTINUED OPERATIONS (Continued)

Profit/loss for the year from discontinued operations included the following: (Continued)

Year ended 30 June 2016

		Advertising and public relations 廣告及公關 HK\$'000 千港元	Fluorite products 螢石產品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Employee benefits expense	僱員福利開支			
Other staff's retirement benefits scheme contributions	其他員工之 退休福利計劃供款	650	–	650
Other staff's welfare	其他員工福利	11,539	1,411	12,950
		12,189	1,411	13,600
Auditor's remuneration	核數師酬金	120	100	220
Depreciation of property, plant and equipment	物業、廠房及設備折舊	444	2,285	2,729
Net foreign exchange loss	外匯虧損淨值	–	3,443	3,443

11. 已終止經營業務 (續)

本年度來自已終止經營業務之溢利／虧損包括
以下項目：(續)

截至二零一六年六月三十日止年度

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11. DISCONTINUED OPERATIONS (Continued)

Cash flows from discontinued operations

Year ended 30 June 2017

Net cash inflows (outflows) from operating activities	經營活動現金流入(流出)淨額
Net cash outflows from investing activities	投資活動現金流出淨額
Net cash inflows from financing activities	融資活動現金流入淨額
Net cash inflows (outflows)	現金流入(流出)淨額

Year ended 30 June 2016

Net cash outflows from operating activities	經營活動現金流出淨額
Net cash outflows from investing activities	投資活動現金流入淨額
Net cash inflows from financing activities	融資活動現金流入淨額
Net cash outflows	現金流出淨額

11. 已終止經營業務(續)

已終止經營業務現金流量

截至二零一七年六月三十日止年度

Advertising and public relations 廣告及公關 HK\$'000 千港元	Fluorite products 螢石產品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
1,441	(7,559)	(6,118)
(66)	(1,176)	(1,242)
–	8,422	8,422
1,375	(313)	1,062

截至二零一六年六月三十日止年度

Advertising and public relations 廣告及公關 HK\$'000 千港元	Fluorite products 螢石產品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
(14,961)	(13,920)	(28,881)
(94)	(5,833)	(5,927)
–	19,163	19,163
(15,055)	(590)	(15,645)

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截至二零一七年六月三十日止年度

12. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS

12. 本年度來自持續經營業務之虧損

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Loss for the year from continuing operations has been arrived at after charging (crediting):	本年度來自持續經營業務之虧損已扣除(計入)下列項目:		
Employee benefit expense:	僱員福利開支:		
Directors' emoluments (note 13)	董事酬金(附註13)	5,374	4,821
Other staff's salaries and allowances	其他員工薪金及津貼	108,109	115,430
Other staff's retirement benefits scheme contributions	其他員工退休福利計劃供款	6,329	7,075
Other staff's welfare	其他員工福利	1,271	1,620
Total employee benefits expense	僱員福利總開支	121,083	128,946
Auditor's remuneration	核數師酬金	1,060	960
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,325	6,844
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	1,093	2,632
Net foreign exchange (gain) loss	外匯(收益)虧損淨值	(168)	1,677
Share of tax of associates (included in share of results of associates)	應佔聯營公司之稅項 (包含於應佔聯營公司之業績)	-	(12,378)
Operating lease rentals in respect of rented premises	租賃辦公室之經營租賃租金	6,728	6,809

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截至二零一七年六月三十日止年度

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the 10 (2016: 17) directors and the chief executive were as follows:

For the year ended 30 June 2017

13. 董事及主要行政人員酬金

各自己付或應付10名(二零一六年: 17名)董事及主要行政人員的酬金如下:

截至二零一七年六月三十日止年度

	Executive Directors 執行董事					Independent non-executive directors 獨立非執行董事					Total	
	Mr. Cai Da (Chairman) 陳友華先生 蔡達先生 (主席)	Mr. Li Wai Hung 李偉鴻先生	Mr. Liu Baoyu (note (i)) 劉保鈺先生 (附註(i))	Mr. Zhou, Francis Bingrong (Vice Chairman) (note (ii)) 周冰融先生 (副主席) (附註(ii))	Mr. Hu Zhixiong (note (iii)) 呼智雄先生 (附註(iii))	Mr. Yan Shengxian (note (iv)) 嚴生賢先生 (附註(iv))	Mr. Wang Zhixiang 王志祥先生	Ms. Wong Na Na (note (vi)) 汪娜女士 (附註(vi))	Ms. Feng Jibei (note (vii)) 馮繼蓓女士 (附註(vii))			
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking												
Fees	-	-	-	-	-	-	7	60	60	53	180	
Other emoluments												
Salaries and other benefits	1,040	1,240	262	300	1,281	1,040	-	-	-	-	5,163	
Contributions to retirement benefits schemes	-	-	13	-	18	-	-	-	-	-	31	
Total emoluments	1,040	1,240	275	300	1,299	1,040	7	60	60	53	5,374	

因該人士擔任本公司或其附屬公司之董事而向其支付或應付之酬金

袍金

其他酬金

薪金及其他福利

退休福利計劃供款

總酬金

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截至二零一七年六月三十日止年度

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

For the year ended 30 June 2016

13. 董事及主要行政人員酬金 (續)

截至二零一六年六月三十日止年度

		Executive Directors 執行董事										
		Mr. Cai Da (Chairman)	Mr. Guo Xiang (note (viii))	Mr. Johnny Huang (note (xi))	Mr. An Fengcun (note (ix))	Mr. Chen Liang (note (x))	Mr. Chen Youhua (CEO)	Mr. Miao Tianfu (note (x))	Mr. Li Wai Hung	Mr. Liu Baoyu (note (ii))	Mr. Zhou, Francis Bingrong (Vice Chairman)	Mr. Hu Zhixiong (note (iii))
		蔡達先生 (主席)	郭翔先生 (附註(viii))	黃文冠先生 (附註(xi))	安豐存先生 (附註(ix))	陳亮先生 (附註(x))	陳友華先生 (行政總裁)	苗田福先生 (附註(x))	李偉鴻先生	劉保鈺先生 (附註(ii))	周冰融先生 (副主席)	呼智雄先生 (附註(iii))
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking	因該人士擔任本公司或其附屬公司之董事而向其支付或應付之酬金											
Fees	袍金	-	-	-	-	-	-	-	-	-	-	-
Other emoluments	其他酬金	-	-	-	-	-	-	-	-	-	-	-
Salaries and other benefits	薪金及其他福利	1,040	195	351	-	186	910	-	257	73	368	1,020
Contributions to retirement benefits schemes	退休福利計劃供款	-	-	-	-	9	-	-	13	-	6	8
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking (note (v))	因董事提供與管理本公司或其附屬公司事務有關的其他服務而向其支付或應付之酬金 (附註(v))											
Salaries and other benefits	薪金及其他福利	-	169	-	-	-	-	-	-	-	-	-
Contributions to retirement benefits schemes	退休福利計劃供款	-	13	-	-	-	-	-	-	-	-	-
Total emoluments	總酬金	1,040	377	351	-	195	910	-	270	73	374	1,028

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13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

For the year ended 30 June 2016 (Continued)

13. 董事及主要行政人員酬金 (續)

截至二零一六年六月三十日止年度 (續)

	Independent non-executive directors 獨立非執行董事						Total 合計	
	Mr. Chi Chi Hung, Kenneth (note (xii)) 李志雄先生 (附註(xii)) HK\$'000 千港元	Mr. Yan Shengxian (note (iv)) 嚴生賢先生 (附註(iv)) HK\$'000 千港元	Mr. Tang Qing (note (xiii)) 湯清女士 (附註(xiii)) HK\$'000 千港元	Mr. Wang Zhixiang (note (vi)) 王志祥先生 (附註(vi)) HK\$'000 千港元	Ms. Wong Na Na (note (vii)) 汪娜娜女士 (附註(vii)) HK\$'000 千港元	Ms. Feng Jibei (note (viii)) 馮繼蓓女士 (附註(viii)) HK\$'000 千港元		
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking	因該人士擔任本公司或其附屬公司之董事而向其支付或應付之酬金							
Fees	袍金	23	60	11	60	49	-	203
Other emoluments	其他酬金							
Salaries and other benefits	薪金及其他福利	-	-	-	-	-	-	4,400
Contributions to retirement benefits schemes	退休福利計劃供款	-	-	-	-	-	-	36
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking (note (v))	因董事提供與管理本公司或其附屬公司事務有關的其他服務而向其支付或應付之酬金 (附註(v))							
Salaries and other benefits	薪金及其他福利	-	-	-	-	-	-	169
Contributions to retirement benefits schemes	退休福利計劃供款	-	-	-	-	-	-	13
Total emoluments	總酬金	23	60	11	60	49	-	4,821

Notes:

- (i) Appointed on 18 May 2016
- (ii) Appointed on 11 March 2016
- (iii) Appointed on 28 August 2015
- (iv) Resigned on 16 August 2016
- (v) The emoluments represent emoluments paid to Mr. Guo Xiang in connection with management of the affairs of a subsidiary.
- (vi) Appointed on 9 September 2015
- (vii) Appointed on 16 August 2016
- (viii) Appointed on 7 August 2015 and resigned on 18 May 2016.
- (ix) Resigned on 14 August 2015
- (x) Resigned on 11 March 2016
- (xi) Resigned on 28 August 2015
- (xii) Retired on 18 November 2015
- (xiii) Resigned on 9 September 2015

Neither the chief executive nor any of the directors waived any emoluments during the year (2016: nil).

附註:

- (i) 於二零一六年五月十八日獲委任
- (ii) 於二零一六年三月十一日獲委任
- (iii) 於二零一五年八月二十八日獲委任
- (iv) 於二零一六年八月十六日辭任
- (v) 酬金指就管理附屬公司事務付予郭翔先生之酬金。
- (vi) 於二零一五年九月九日獲委任
- (vii) 於二零一六年八月十六日獲委任
- (viii) 於二零一五年八月七日獲委任及於二零一六年五月十八日辭任
- (ix) 於二零一五年八月十四日辭任
- (x) 於二零一六年三月十一日辭任
- (xi) 於二零一五年八月二十八日辭任
- (xii) 於二零一五年十一月十八日退任
- (xiii) 於二零一五年九月九日辭任

年內主要行政人員及任何董事概無放棄任何酬金 (二零一六年: 無)。

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14. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, four (2016: three) were directors of the Company whose emoluments are included in the disclosures in note 13 above. The emoluments of the remaining one individual (2016: two individuals) were as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	910	1,952
Contributions to retirement benefits scheme	退休福利計劃供款	18	36
		928	1,988

Their emoluments were within the following bands

		2017 二零一七年 Number of individuals 人數	2016 二零一六年 Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	1	2

During both years, no emoluments were paid by the Group to any of the directors or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

14. 僱員酬金

本集團五位最高酬金的人士中，四位（二零一六年：三位）為本公司董事（彼等之酬金於上文附註13披露）。餘下一位人士（二零一六年：兩位人士）之酬金如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	910	1,952
Contributions to retirement benefits scheme	退休福利計劃供款	18	36
		928	1,988

彼等之酬金所屬的範圍如下

		2017 二零一七年 Number of individuals 人數	2016 二零一六年 Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	1	2

兩個年度內，本集團並無向任何董事或該五名最高酬金人士（包括董事及僱員）支付酬金作為吸引其加入或於其加入本集團時的獎勵或作為其退任之補償。

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15. (LOSS) EARNINGS PER SHARE

From continuing and discontinued operations

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss	虧損		
Loss for the purpose of basic and diluted loss per share (for the year attributable to owners of the Company)	計算每股基本及攤薄虧損所用之虧損 (本公司擁有人應佔本年度虧損)	(140,228)	(130,043)
Number of shares	股份數目	Number of shares 股份數目 '000 千股	Number of shares 股份數目 '000 千股
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	計算每股基本及攤薄虧損所用之普通股加權平均數	6,857,681	6,015,465

Diluted loss per share was the same as the basic loss per share as there were no potential dilutive ordinary shares outstanding during the year ended 30 June 2016 and 2017.

15. 每股(虧損)盈利

來自持續經營業務及已終止經營業務

本公司擁有人應佔每股基本及攤薄虧損乃按以下數據計算：

由於截至二零一六年及二零一七年六月三十日止年度概無發行在外之潛在攤薄普通股，因此每股攤薄虧損與每股基本虧損相同。

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綜合財務報表附註

For the year ended 30 June 2017
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15. (LOSS) EARNINGS PER SHARE (Continued)

From continuing operations

The calculation of the basic and diluted loss per share from continuing operations attributable to owners of the Company is based on the following data:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Loss	虧損		
Loss for the year attributable to owners of the Company	本公司擁有人應佔本年度虧損	(140,228)	(130,043)
Less: profit for the year from discontinued operation	減：本年度來自已終止經營業務之溢利	(17,082)	36,959
Loss for the purpose of basic and diluted loss per share from continuing operations	計算來自持續經營業務之每股基本及攤薄虧損所用之虧損	(157,310)	(93,084)

The denominators used are same as those detailed above for both basic and diluted loss per share.

Diluted loss per share was the same as the basic loss per share as there were no potential dilutive ordinary shares outstanding during the year ended 30 June 2016 and 2017.

15. 每股(虧損)盈利(續)

來自持續經營業務

本公司擁有人應佔來自持續經營業務之每股基本及攤薄虧損乃按以下數據計算：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
虧損		
本公司擁有人應佔本年度虧損	(140,228)	(130,043)
減：本年度來自已終止經營業務之溢利	(17,082)	36,959
計算來自持續經營業務之每股基本及攤薄虧損所用之虧損	(157,310)	(93,084)

所用分母與上文詳述用於計算每股基本及攤薄虧損者相同。

由於截至二零一六年及二零一七年六月三十日止年度概無發行在外之潛在攤薄普通股，因此每股攤薄虧損與每股基本虧損相同。

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15. (LOSS) EARNINGS PER SHARE (Continued)

From discontinued operation

The calculation of the basic and diluted earnings per share from discontinued operation of the Company is based on the following data:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Earnings (loss)	盈利 (虧損)		
Profit (loss) for the purpose of basic and diluted earnings per share from discontinued operation	計算來自已終止經營業務之每股基本及攤薄盈利所用之溢利 (虧損)	17,082	(36,959)
		Number of shares 股份數目 '000 千股	Number of shares 股份數目 '000 千股
Weighted average number of ordinary shares for the purpose of basic and of diluted earnings per share	計算每股基本及攤薄盈利所用之普通股加權平均數	6,857,681	6,015,465

Diluted earnings per share was the same as the basic earnings per share as there were no potential dilutive ordinary shares outstanding during the year ended 30 June 2016 and 2017.

15. 每股 (虧損) 盈利 (續)

來自已終止經營業務

本公司來自已終止經營業務之每股基本及攤薄盈利乃按以下數據計算：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (經重列)
Earnings (loss)		
Profit (loss) for the purpose of basic and diluted earnings per share from discontinued operation	17,082	(36,959)
	Number of shares 股份數目 '000 千股	Number of shares 股份數目 '000 千股
Weighted average number of ordinary shares for the purpose of basic and of diluted earnings per share	6,857,681	6,015,465

由於截至二零一六年及二零一七年六月三十日止年度概無發行在外之潛在攤薄普通股，因此每股攤薄盈利與每股基本盈利相同。

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For the year ended 30 June 2017
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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Land and buildings	Plants and machineries	Leasehold improvements	Office equipment, furniture and fixtures	Motor vehicles	Total
		土地及樓宇	廠房及機器	裝修	辦公室設備、傢俱及固定裝置	汽車	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Cost	成本						
At 1 July 2015	於二零一五年七月一日	939	41,704	4,799	3,483	778	51,703
Acquisition of subsidiaries	收購附屬公司	2,285	24,497	-	98	-	26,880
Additions	添置	6,910	20,178	-	158	312	27,558
Disposal/write off	出售/撇銷	-	(793)	(3,143)	(304)	(31)	(4,271)
Disposal of subsidiaries	出售附屬公司	-	-	-	(53)	-	(53)
Exchange realignment	匯兌調整	(224)	(8,095)	(122)	(179)	(106)	(8,726)
At 30 June 2016 and 1 July 2017	於二零一六年六月三十日及二零一七年七月一日	9,910	77,491	1,534	3,203	953	93,091
Acquisition of subsidiaries	收購附屬公司	-	20,965	-	-	-	20,965
Additions	添置	-	15,213	1,073	483	959	17,728
Disposal/write off	出售/撇銷	-	(21,421)	(147)	(231)	-	(21,799)
Disposal of subsidiaries	出售附屬公司	(5,174)	(28,366)	(1,387)	(1,786)	(768)	(37,481)
Transfer to disposal group classified as held for sale	轉撥至出售組合分類為持作出售資產	-	(3,572)	(955)	(270)	(89)	(4,886)
Exchange realignment	匯兌調整	(1,298)	(7,316)	(67)	(77)	(183)	(8,941)
At 30 June 2017	於二零一七年六月三十日	3,438	52,994	51	1,322	872	58,677
Accumulated depreciation and impairment	累計折舊及減值						
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	44	3,772	1,640	2,334	209	7,999
Depreciation provided for the year	本年度計提之折舊	316	8,005	611	535	106	9,573
Impairment loss recognised in profit or loss	於損益內確認之減值虧損	1,231	28,200	-	197	359	29,987
Eliminated on disposal/write off	於出售/撇銷時對銷	-	(84)	(743)	(80)	(31)	(938)
Eliminated on disposal of subsidiaries	於出售附屬公司時對銷	-	-	-	(34)	-	(34)
Exchange realignment	匯兌調整	17	252	(16)	(61)	1	193
At 30 June 2016 and 1 July 2016	於二零一六年六月三十日及二零一六年七月一日	1,608	40,145	1,492	2,891	644	46,780
Depreciation provided for the year	本年度計提之折舊	413	7,214	64	273	305	8,269
Eliminated on disposal/write off	於出售/撇銷時對銷	-	-	(88)	(185)	-	(273)
Eliminated on disposal of subsidiaries	於出售附屬公司時對銷	(1,341)	(28,141)	(1,373)	(1,641)	(664)	(33,160)
Transfer to disposal group classified as held for sale	轉撥至出售組合分類為持作出售資產	-	-	(83)	(168)	(14)	(265)
Exchange realignment	匯兌調整	(282)	(6,746)	(2)	(75)	(129)	(7,234)
At 30 June 2017	於二零一七年六月三十日	398	12,472	10	1,095	142	14,117
Carrying amounts	賬面值						
At 30 June 2017	於二零一七年六月三十日	3,040	40,522	41	227	730	44,560
At 30 June 2016	於二零一六年六月三十日	8,302	37,346	42	312	309	46,311

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For the year ended 30 June 2017
截至二零一七年六月三十日止年度

16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Land and buildings	5%
Plants and machineries	5%
Leasehold improvements	20% or over the relevant lease terms, which is shorter
Office equipment, furniture and fixtures	20% – 40%
Motor vehicles	25%

As at 30 June 2017, the Group has not been granted the certificates of ownership for certain buildings with carrying values of approximately HK\$3,040,000 (2016: HK\$3,294,000) from the relevant PRC government authorities. In the opinion of the directors of the Company, the absence of formal title to these properties does not impair their values to the Group as the Group has paid in full purchase consideration of these buildings and the probability of being evicted on the ground of an absence of formal title is remote.

During the year ended 30 June 2016, the fluorite product segment has reported continuing losses and its future profitability remains uncertain giving rise to an indication that the value of the Groups' property, plant and equipment may be impaired. The Group assessed the recoverable amounts of property, plant and equipment and as a result the carrying amounts of property, plant and equipment were written down by approximately HK\$29,987,000. The estimates of recoverable amounts of property, plant and equipment were based on the respective assets' fair value less costs of disposal. The fair values less costs of disposal were determined according to the valuation performed by LCH (Asia-Pacific) Surveyors Limited, an independent firm of surveyors, using market approach. The market approach has taken into account (i) recent sales price of similar assets within the same industry, adjusting differences such as condition and timing of transaction. During the year ended 30 June 2017, this segment was disposed of, as detailed in note 11.

16. 物業、廠房及設備 (續)

以上物業、廠房及設備項目按下列折舊率以直線法每年折舊：

土地及樓宇	5%
廠房及機器	5%
裝修	20%或按相關租賃期限 (以時間較短者為準)
辦公室設備、傢具及固定裝置	20%-40%
汽車	25%

於二零一七年六月三十日，本集團並無獲中國有關政府部門授予賬面值約為3,040,000港元 (二零一六年：3,294,000港元)之若干樓宇之所有權證。本公司董事認為，由於本集團已悉數支付購置該等樓宇之代價及因欠缺正式業權證明而被驅逐的可能性甚微，故該等物業欠缺正式業權證明無損其對本集團的價值。

截至二零一六年六月三十日止年度，螢石產品分部已持續錄得虧損，而其未來盈利能力仍不確定，導致有跡象顯示本集團物業、廠房及設備價值或會出現減值。本集團評估物業、廠房及設備之可收回金額，並因此將物業、廠房及設備之賬面值撇減約29,987,000港元。物業、廠房及設備之估計可收回金額乃根據相關資產之公平值減出售成本計算。公平值減出售成本乃根據由獨立測量師利駿行測量師有限公司採用市場法進行之估值釐定。市場法已計及(i)同行業內類似資產之最近售價 (經調整交易條件及時間等差異)。截至二零一七年六月三十日止年度，此分部已出售，詳情載於附註11。

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17. GOODWILL

17. 商譽

		HK\$'000 千港元
Cost	成本	
At 1 July 2015	於二零一五年七月一日	48,526
Arising on acquisition of subsidiaries (note 37)	來自收購附屬公司之所得 (附註37)	1,833
Exchange realignment	匯兌調整	(559)
At 30 June 2016 and 1 July 2016	於二零一六年六月三十日及 二零一六年七月一日	49,800
Derecognition on disposal of subsidiaries (note 39)	於出售附屬公司時取消確認 (附註39)	(48,086)
Exchange realignment	匯兌調整	(59)
At 30 June 2017	於二零一七年六月三十日	1,655
Accumulated impairment losses	累計減值虧損	
At 1 July 2015	於二零一五年七月一日	24,213
Impairment loss recognised for the year	本年度確認之減值虧損	6,994
Exchange realignment	匯兌調整	(183)
At 30 June 2016 and 1 July 2016	於二零一六年六月三十日及 二零一六年七月一日	31,024
Derecognition on disposal of subsidiaries (note 39)	於出售附屬公司時取消確認 (附註39)	(31,024)
At 30 June 2017	於二零一七年六月三十日	-
Carrying amounts	賬面值	
At 30 June 2017	於二零一七年六月三十日	1,655
At 30 June 2016	於二零一六年六月三十日	18,776

Goodwill with cost of HK\$26,262,000 was allocated to the PR ASIA Consultants Limited ("PR Asia Consultants") which is engaged in the provision of public relations services as at 30 June 2016. During the year ended 30 June 2017, such goodwill was derecognised upon disposal of as detailed notes 11 and 39.

於二零一六年六月三十日，成本為26,262,000港元之商譽被分配予亞洲公關有限公司（「亞洲公關」），其從事提供公關服務業務。截至二零一七年六月三十日止年度，有關商譽於出售時取消確認，詳情載於附註11及39。

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17. GOODWILL (Continued)

Goodwill with cost of approximately Mongolian Tugrik (“MNT”) 5,527,603,000, equivalent to approximately HK\$21,824,000 (2015: MNT5,527,603,000, equivalent to approximately HK\$22,264,000) was allocated to the Sino-Mongolia Fluorspar Mining Co., Limited and its subsidiary (“Sino-Mongolia Group”) which is principally engaged in the processing and trading of fluorite products segment as at 30 June 2016. During the year ended 30 June 2017, such goodwill was derecognised upon disposal of as detailed notes 11 and 39.

Goodwill with cost of approximately RMB1,468,000 (equivalent to approximately HK\$1,655,000) was allocated to the Everbest Return Limited and its subsidiary (“Everbest Return Group”) which are principally engaged in the coal mining service segment as at 30 June 2016 and 2017.

The carrying amounts of goodwill (net of accumulated impairment losses) as at 30 June 2017 allocated to these units are as follows:

Coal mining service	煤礦開採服務—Everbest Return集團
– Everbest Return Group	
Advertising and public relations	廣告及公關—亞洲公關
– PR Asia Consultants	
Fluorite products	螢石產品—中蒙集團
– Sino-Mongolia Group	

17. 商譽 (續)

成本為約5,527,603,000蒙古圖格里克(「蒙古圖格里克」)(相當於約21,824,000港元)(二零一五年: 5,527,603,000蒙古圖格里克, 相當於約22,264,000港元)之商譽已分配至中蒙螢石礦業有限公司及其附屬公司(「中蒙集團」), 其於二零一六年六月三十日主要從事螢石產品加工處理及買賣業務分部。截至二零一七年六月三十日止年度, 有關商譽於出售時取消確認, 詳情載於附註11及39。

成本為約人民幣1,468,000元(相當於約1,655,000港元)之商譽已分配至Everbest Return Limited及其附屬公司(「Everbest Return集團」), 其於二零一六年及二零一七年六月三十日主要從事煤礦開採服務分部。

於二零一七年六月三十日之商譽賬面值(已扣除累計減值虧損)分配予該等單位如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		1,655	1,714
		–	17,062
		–	–
		1,655	18,776

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17. GOODWILL (Continued)

PR Asia Consultants

Year ended 30 June 2016

The recoverable amount of the CGU was determined based on a value-in-use calculation using cash flow projections based on financial budgets covering a five-year period approved by the management. Cash flows beyond the five-year period are extrapolated using a growth rate of 3%. The cash flow projection is discounted at pre-tax discount rate of 17.67% per annum which reflects the specific risks relating to this CGU.

The key assumptions for the value-in-use calculation are those regarding the discount rates, the budgeted revenue and budgeted expenses during the forecast periods, which are determined by management based on past performance and managements' expectations for the market development.

The impairment testing was carried out by management based on the value-in-use calculations and with reference to an independent professional valuation. The cash flow projections for this CGU was prepared and projected based on the actual latest financial information of PR Asia Consultants. For the years ended 30 June 2016 and 30 June 2017, as the recoverable amount of this CGU determined is higher than the carrying amount of this CGU, the Group does not recognise any impairment loss in respect of the goodwill for both years.

Sino-Mongolia Group

Year ended 30 June 2016

The Sino-Mongolia Group has reported continuing losses and its future profitability remains uncertain giving rise to an indication that the value of relevant goodwill may be impaired. The directors of the Company have performed a simple estimation of the value-in-use of the Sino-Mongolia Group assuming that the production of fluorite products which has been suspended during the year, will not be resumed in foreseeable future and consider that the recoverable amount of the Sino-Mongolia Group is zero as at 30 June 2016. As a result of the above assessment, full impairment loss of approximately HK\$22,244,000 was made.

17. 商譽 (續)

亞洲公關

截至二零一六年六月三十日止年度

現金產生單位之可收回金額按使用價值計算，並運用根據管理層審批之五年期間之財政預算計算之現金流量預測釐定。超過五年期間之現金流量乃以3%增長率推算。現金流量預測乃按稅前貼現率每年17.67%貼現，而貼現率反映該現金產生單位之特定風險。

使用價值計算之關鍵假設為有關預測期間之貼現率、預算收益及預算支出之假設，該等假設由管理層根據以往表現及管理層對市場發展之期望而釐定。

減值測試乃由管理層按使用價值計算並參考獨立專業估值後進行。該現金產生單位的現金流量預測乃根據亞洲公關的實際最近財務資料編製及估算。截至二零一六年六月三十日及二零一七年六月三十日止年度，由於已釐定之該現金產生單位之可收回金額高於該現金產生單位之賬面值，故本集團並無於兩個年度就商譽確認任何減值虧損。

中蒙集團

截至二零一六年六月三十日止年度

中蒙集團已持續錄得虧損，而其未來盈利能力仍不確定，導致有跡象顯示有關商譽之價值或會出現減值。本公司董事已就中蒙集團之使用價值進行簡單估計，其中假設於本年度已暫停之螢石產品生產將不會於可預見未來恢復，並認為中蒙集團於二零一六年六月三十日之可收回金額為零。基於上述評估，作出全面減值虧損約22,244,000港元。

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17. GOODWILL (Continued)

Everbest Return Group

The recoverable amount of the CGU was determined based on a value-in-use calculation using cash flow projections based on financial budgets covering a four-year period, approved by the management. The cash flow projection is discounted at pre-tax discount rate of 27% (2016: 26%) per annum which reflects the specific risks relating to this CGU.

The key assumptions for the value-in-use calculation are those regarding the discount rates, the budgeted revenue and budgeted expenses during the forecast periods, which are determined by management based on past performance and managements' expectations for the market development.

The impairment testing was carried out by management based on the value-in-use calculations and with reference to an independent professional valuation. The cash flow projection for this CGU was prepared and projected based on the actual latest financial information of Everbest Return Group. As the recoverable amount of this CGU determined is higher than the carrying amount of this CGU, no impairment loss has been recognised for both years.

17. 商譽 (續)

Everbest Return集團

現金產生單位之可收回金額按使用價值計算，並運用根據管理層審批之四年期間之財政預算計算之現金流量預測釐定。現金流量預測乃按稅前貼現率每年27%（二零一六年：26%）貼現，而該貼現率反映有關該現金產生單位之特定風險。

使用價值計算之關鍵假設為有關預測期間之貼現率、預算收益及預算支出之假設，該等假設由管理層根據以往表現及管理層對市場發展之預期而釐定。

減值測試乃管理層按使用價值計算並參考獨立專業估值後進行。該現金產生單位的現金流量預測乃根據Everbest Return集團的實際最近財務資料編製及估算。由於已釐定之該現金產生單位之可收回金額高於該現金產生單位之賬面值，故並無就兩個年度確認減值虧損。

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18. CUSTOMER CONTRACTS

18. 客戶合約

		Customer contracts 客戶合約 HK\$'000 千港元
Cost	成本	
At 1 July 2014 and 30 June 2015	於二零一四年七月一日及二零一五年六月三十日	–
Acquired from acquisition of subsidiaries	來自收購附屬公司所得	339,592
Exchange realignment	匯兌調整	(22,086)
		<hr/>
At 30 June 2016	於二零一六年六月三十日	317,506
Exchange realignment	匯兌調整	(4,597)
		<hr/>
At 30 June 2017	於二零一七年六月三十日	312,909
		<hr/>
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	
At 30 June 2015	於二零一五年六月三十日	–
Amortisation during the year	本年度攤銷	28,202
Impairment loss recognised for the year	本年度確認之減值虧損	95,368
Exchange realignment	匯兌調整	(3,285)
		<hr/>
At 30 June 2016	於二零一六年六月三十日	120,285
Amortisation during the year	本年度攤銷	29,244
Exchange realignment	匯兌調整	(1,471)
		<hr/>
At 30 June 2017	於二零一七年六月三十日	148,058
		<hr/>
Carrying amounts	賬面值	
At 30 June 2017	於二零一七年六月三十日	164,851
		<hr/>
At 30 June 2016	於二零一六年六月三十日	197,221
		<hr/>

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綜合財務報表附註

For the year ended 30 June 2017
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18. CUSTOMER CONTRACTS (Continued)

The above customer contracts were purchased as part of a business combination during the year ended 30 June 2016.

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Customer contracts	8 – 18 years
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The recoverable amount of the customer contracts was determined based on a value-in-use calculation using cash flow projections which align with the useful lives of the related coal mines, approved by the management. The cash flow projection is discounted at pre-tax discount rate ranging from 28% to 32% per annum which reflects the specific risks relating to the customer contracts.

The key assumptions for the value-in-use calculation are those regarding the discount rates, the budgeted revenue and budgeted expenses during the projections, which are determined by management based on past performance and managements' expectations for the market development.

The impairment testing was carried out by management based on the value-in-use calculations and with reference to an independent professional valuation. The cash flow projection for the customer contracts was prepared and projected based on the actual latest financial information of Everbest Return Group. As the recoverable amounts of the customer contracts determined are higher than the carrying amounts of the customer contracts, no further impairment loss (2016: HK\$95,368,000) was recognised for the year ended 30 June 2017.

18. 客戶合約 (續)

上述客戶合約乃於截至二零一六年六月三十日止年度購買作為業務合併之一部分。

上述無形資產有固定可使用年期。該等無形資產按直線法於以下期間攤銷：

客戶合約	8–18年
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客戶合約之可收回金額按使用價值計算，並運用管理層批准之與相關煤礦可使用年期一致之現金流量預測釐定。現金流量預測乃按稅前貼現率每年28%至32%貼現，而該貼現率反映有關客戶合約之特定風險。

使用價值計算之關鍵假設為有關預測期間之貼現率、預算收益及預算支出之假設，該等假設由管理層根據以往表現及管理層對市場發展之預期而釐定。

減值測試乃管理層按使用價值計算並參考獨立專業估值後進行。客戶合約的現金流量預測乃根據Everbest Return集團的實際最近財務資料編製及估算。由於已釐定之客戶合約可收回金額高於該等客戶合約之賬面值，故並無確認截至二零一七年六月三十日止年度之進一步減值虧損（二零一六年：95,368,000港元）。

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For the year ended 30 June 2017
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19. EXPLORATION AND EVALUATION ASSETS

19. 勘探及評估資產

		Mining rights 採礦權 HK\$'000 千港元
Cost	成本	
At 1 July 2015	於二零一五年七月一日	1,229
Exchange realignment	匯兌調整	(18)
At 30 June 2016	於二零一六年六月三十日	1,211
Derecognition on disposal of subsidiaries (note 39)	於出售附屬公司時終止確認(附註39)	(1,211)
At 30 June 2017	於二零一七年六月三十日	-
Accumulated impairment losses	累計減值虧損	
At 1 July 2015	於二零一五年七月一日	1,190
Exchange realignment	匯兌調整	21
At 30 June 2016	於二零一六年六月三十日	1,211
Derecognition on disposal of subsidiaries (note 39)	於出售附屬公司時終止確認(附註39)	(1,211)
At 30 June 2017	於二零一七年六月三十日	-
Carrying amounts	賬面值	
At 30 June 2017	於二零一七年六月三十日	-
At 30 June 2016	於二零一六年六月三十日	-

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綜合財務報表附註

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19. EXPLORATION AND EVALUATION ASSETS

(Continued)

The mining rights represent the cost of the acquisition of the licences granted by Mongolia government for the exploration of minerals within two mines located in Mongolia, being the first mine with an aggregate area of approximately 50 hectares for the licence period from 29 January 2007 to 28 January 2037 ("Mine 1") and the second mine with an aggregate area of approximately 314 hectares for the licence period from 1 August 2007 to 30 July 2037 ("Mine 2"). Small scale exploration prior to commercial production stage has been conducted relating to the Mine 1 and no production has been commenced for the Mine 2. Having considered that no substantive exploration works and evaluation of mineral reserves/resources in respect of the Mine 1 and Mine 2 have been conducted, management of the Sino-Mongolia Group is of the view that the technical feasibility and commercial viability of these two mines are yet to become demonstrable, these exploration and evaluation assets have not been reclassified to property, plant and equipment and depreciation on such assets has not commenced.

The Sino-Mongolia Group has reported continuing losses and its future profitability remains uncertain giving rise to an indication that the value of the related exploration and evaluation assets may be impaired. The directors of the Company have performed a simple estimation of the value in use the Sino-Mongolia Group assuming that production of fluorite products which has been suspended during the year, will not be resumed in foreseeable future and consider that the recoverable amount of the Sino-Mongolia Group is zero as at 30 June 2016. As a result of the above assessment, the Group has made a full impairment loss of approximately HK\$1,211,000 in respect of the exploration and evaluation assets for the year ended 30 June 2016. During the year ended 30 June 2017, such assets were derecognised upon disposal as detailed notes 11 and 39.

19. 勘探及評估資產 (續)

採礦權指收購蒙古政府就於位於蒙古之兩個礦場中開採礦石而授出許可證之成本，即總面積約50公頃之首個礦場（其許可證期間由二零零七年一月二十九日至二零三七年一月二十八日）（「1號礦場」）及總面積約314公頃之第二個礦場（其許可證期間由二零零七年八月一日至二零三七年七月三十日）（「2號礦場」）。關於1號礦場之商業生產階段前之小規模開發已經進行，2號礦場並無開始生產。經考慮1號礦場及2號礦場並無進行礦藏／資源之實質開發工作及評估，中蒙集團之管理層認為，該兩個礦場之技術可行性及商業可行性尚未可證實，該等勘探及評估資產尚未重新分類至物業、廠房及設備，因此該等資產之折舊尚未開始。

中蒙集團已持續錄得虧損，而其未來盈利能力仍不確定，導致有跡象顯示有關勘探及評估資產之價值或會出現減值。本公司董事已就中蒙集團之使用價值進行簡單估計，其中假設於本年度已暫停之螢石產品生產將不會於可預見未來恢復，並認為中蒙集團於二零一六年六月三十日之可收回金額為零。基於上述評估，本集團已就截至二零一六年六月三十日止年度之勘探及評估資產作出全面減值虧損約1,211,000港元。截至二零一七年六月三十日止年度，該等資產於出售後方可確認，詳載於附註11及39。

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綜合財務報表附註

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20. AVAILABLE-FOR-SALE INVESTMENTS

20. 可供出售投資

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Equity securities listed in Hong Kong, at fair value	於香港上市之股本證券，按公平值	57,911	-
Less: impairment loss recognised	減：已確認之減值虧損	(50,562)	-
		7,349	-
Cost of investments in unlisted equity securities (note)	投資非上市股本證券之成本（附註）	23,600	23,600
Less: impairment loss recognised	減：已確認之減值虧損	(23,600)	(23,600)
		-	-
		7,349	-

Note: The investment in unlisted equity securities is measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

附註：非上市股本證券之投資於報告期末按成本扣除減值計量，此乃由於合理公平值預測之範圍較大，因此本公司董事認為，其公平值無法可靠地計量。

At 30 June 2017, the management of the Group carried out review on impairment on its listed and unlisted equity investments. The management has reviewed for any objective evidence of the existence of any impairment on the investments and such evidence including, but not limited to the following:

於二零一七年六月三十日，本集團管理層就其上市及非上市股本投資進行減值檢討。管理層檢討投資是否存在任何減值的任何客觀證據，該等證據包括但不限於以下各項：

- | | |
|--|--------------------------------------|
| (a) a significant or prolonged decline in the fair value of the interest in the investments; | (a) 於投資的權益的公平值大幅或持續性下降； |
| (b) significant adverse changes in the technological, market, economic, or legal environment in which the investee companies operated; | (b) 被投資公司經營所在的技術、市場、經濟或法律環境出現重大不利變動； |
| (c) structural changes in the industry in which the investee companies operated; | (c) 被投資公司經營所在行業出現結構性變動； |
| (d) changes in the level of demand of the products of the investee companies; and | (d) 被投資公司產品的需求水平出現變動；及 |
| (e) changes in the financial condition of the investee companies. | (e) 被投資公司的財務狀況出現變動。 |

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綜合財務報表附註

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20. AVAILABLE-FOR-SALE INVESTMENTS

(Continued)

In order to perform the above assessments, the management has obtained the unaudited financial information of the investee company for unlisted equity securities and discussed with the management the operations of the investee company and their future funding requirements or by reference to latest market value for the listed equity investments.

During the year ended 30 June 2017, the Group acquired certain equity securities listed in Hong Kong for long term investment purpose, with the carrying amount of HK\$57,911,000. However, due to the significant and prolonged decline in its fair value, an impairment loss of HK\$50,562,000 was recognised for the year ended 30 June 2017.

As a result of the above assessment, management considers the impairment loss recognised as adequate but not excessive.

21. ASSETS OF A DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE AND ASSOCIATED LIABILITIES

During the year ended 30 June 2017, the Group entered into a sale and purchase agreement to dispose of its 100% equity interest in 北京達慧城新能源技術服務有限公司 and its subsidiaries (“北京達慧城”), which mainly operates heating supply services in Mainland China, to an independent third party by cash consideration of RMB14,060,000 (equivalent to HK\$16,180,000). Although the operation of heating supply services is considered as a separate major line of business, disposal of 北京達慧城 did not constitute the Group’s entire heating supply services operation, thus, it is not accounted for as a discontinued operation for the year ended 30 June 2017. The disposal was not yet completed as at 30 June 2017, but is expected to be completed within 12 months from the year end date. As such, the assets and associated liabilities of 北京達慧城 was accounted for disposal group classified as held for sale at 30 June 2017. The disposal was completed subsequently on 8 September 2017.

20. 可供出售投資 (續)

為進行上述評估，管理層已就非上市股本證券取得被投資公司的未經審核財務資料，並與管理層討論被投資公司的經營狀況及其未來資金需求或對比上市股本投資之最近市值。

於截至二零一七年六月三十日止年度，本集團收購若干於香港上市之股本證券，以作長期投資之用途，賬面值為57,911,000港元。然而，由於其公平值持續大幅下跌，於截至二零一七年六月三十日止年度錄得減值虧損50,562,000港元。

基於上述評估，管理層認為已確認之減值虧損為足夠而並無超額。

21. 分類為持作出售之出售組合資產及相關負債

於截至二零一七年六月三十日止年度，本集團訂立買賣協議，以向一名獨立第三方出售其於北京達慧城新能源技術服務有限公司及其附屬公司（「北京達慧城」）（其主要營運中國內地供暖服務）全部權益，現金代價為人民幣14,060,000元（相當於16,180,000港元）。儘管供暖服務業務被認為一項獨立的主要業務，但出售北京達慧城並不構成本集團全部供暖服務業務，因此，截至二零一七年六月三十日止年度，其並未入賬為已終止經營業務。該出售於二零一七年六月三十日仍未完成，惟預期將於本年度結算日起十二個月內完成。因此，北京達慧城之資產及相關負債於二零一七年六月三十日入賬為分類為持作銷售之出售組合。該出售隨後於二零一七年九月八日完成。

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21. ASSETS OF A DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE AND ASSOCIATED LIABILITIES (Continued)

In accordance with HKFRS 5, the assets and liabilities held for sale were accounted for the lower of carrying values or their fair value less costs to sell. In the opinion of the directors of the Company, by reference to the cash consideration on the disposal, the net carrying amounts of those assets and liabilities held for sale recorded as at 30 June 2017 approximate to their fair value less costs to sell and no impairment loss is considered necessary for the year ended 30 June 2017.

21. 分類為持作出售之出售組合資產及相關負債(續)

根據香港財務報告準則第5號，持作出售之資產及負債按賬面值或彼等公平值(按較低者)減出售成本入賬。本公司董事認為，參考該出售之現金代價，於二零一七年六月三十日錄得之該等持作出售資產及負債之賬面淨值與其公平值減出售成本相若，且認為無必要於截至二零一七年六月三十日止年度確認減值虧損。

		2017 二零一七年 HK\$'000 千港元
Assets of disposal group classified as held for sale	分類為持作出售之出售組合資產	
Property, plant and equipment	物業、廠房及設備	4,621
Trade and other receivables	貿易及其他應收款項	34,929
Cash and cash equivalents	現金及現金等價物	61
Assets classified as held for sale	分類為持作出售之資產	39,611
Liabilities of disposal group classified as held for sale	分類為持作出售之出售組合負債	
Trade and other payables	貿易及其他應付款項	7,388
Liabilities directly associated with assets classified as held for sale	與分類為持作出售之資產直接相關之負債	7,388
Net assets directly associated with the disposal group	與出售組合直接相關之資產淨值	32,223
51% of net assets directly associated with the disposal group attributable to the Group	本集團應佔與出售組合直接相關之資產淨值之51%	16,434

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22. INVESTMENTS IN ASSOCIATES/AMOUNTS DUE FROM ASSOCIATES

22. 於聯營公司之投資／應收聯營公司款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cost of investment in unlisted associates	投資非上市聯營公司之成本	316,134	316,134
Share of post-acquisition losses and other comprehensive expense	應佔收購後虧損及其他全面開支	(119,464)	(119,049)
Dividend received	已收股息	(30,500)	(30,500)
Dividend receivable (included as amounts due from associates)	應收股息(計入應收聯營公司款項)	(181,500)	(181,500)
Gain on deemed dilution in interests in associates (note a)	視作攤薄聯營公司權益之收益(附註a)	15,330	15,330
		-	415
Amounts due from associates (note b)	應收聯營公司款項(附註b)	181,500	181,868
Less: impairment loss recognised	減: 已確認之減值虧損	(120,000)	(60,000)
		61,500	121,868

Note a:

On 29 June 2016, Asset Management International Limited issue additional shares to an independent third party, and received certain Hong Kong listed shares with value of HK\$40,000,000 as consideration. Immediately following the completion of the issuing, the Group's shareholding in Asset Management International Limited was decreased to 30%. A gain on deemed dilution of approximately HK\$15,330,000 was recognised in profit or loss during the year ended 30 June 2016.

Note b:

The amounts due from associates are unsecured, interest-free and repayable on demand.

The associates have reported continuing losses and its future profitability remains uncertain giving rise to an indication that the value of amounts due from associates may be impaired. The directors of the Company have performed impairment assessment by reference to the difference between the carrying amount of the amounts due from associates and the associates' net equities as detailed below. If the amount of the net equities is negative, a material impairment loss may arise. Had considered the financial position and performance of its associates, further impairment loss of HK\$60,000,000 (2016: HK\$60,000,000) was recognised for the year ended 30 June 2017.

附註a:

於二零一六年六月二十九日，Asset Management International Limited向一名獨立第三方發行額外股份，並收取價值40,000,000港元的若干香港上市股份作為代價。緊隨發行完成後，本集團於Asset Management International Limited之股權減少至30%。於截至二零一六年六月三十日止年度，視作攤薄之收益約15,330,000港元於損益內確認。

附註b:

應收聯營公司款項為無抵押、免息及須按要求償還。

聯營公司已持續錄得虧損，而其未來盈利能力仍不確定，導致有跡象顯示應收聯營公司款項之價值或會出現減值。本公司董事經參考應收聯營公司款項之賬面值及聯營公司之股本淨額之差額進行減值評估，詳情如下。倘股本淨額出現負值，則可能出現重大減值虧損。經考慮其聯營公司之財務狀況及表現，截至二零一七年六月三十日止年度進一步確認60,000,000港元(二零一六年: 60,000,000港元)減值虧損。

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22. INVESTMENTS IN ASSOCIATES/AMOUNTS DUE FROM ASSOCIATES (Continued)

Note b: (Continued)

Movements in the impairment loss of amounts due from associates are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Balance at the beginning of the year	於年初之結餘	60,000	–
Impairment loss recognised during the year	於本年度確認之減值虧損	60,000	60,000
Balance at the end of the year	於年末之結餘	120,000	60,000

As at 30 June 2017 and 2016, the Group has interests in the following associates:

Name of Entity	Form of entity	Country of incorporation	Principal place of operation	Class of shares held	Proportion of ownership interest or participating shares held the Group 本集團所持所有權權益或參與股份百分比	Proportion of voting power held	Principal activities
實體名稱	實體形式	註冊成立國家	主要經營地點	所持股份類別		所持投票權百分比	主要業務
Asset Management International Limited	Incorporated	British Virgin Islands ("BVI")	Hong Kong	Ordinary	30% (2016: 30%)	30% (2016: 30%)	Investment holding
Asset Management International Limited	註冊成立	英屬維爾京群島 (「英屬維爾京群島」)	香港	普通股	30% (二零一六年: 30%)	30% (二零一六年: 30%)	投資控股
Regal Boom Limited	Incorporated	BVI	Hong Kong	Ordinary	30% (2016: 30%)	30% (2016: 30%)	Investment holding
Regal Boom Limited	註冊成立	英屬維爾京群島	香港	普通股	30% (二零一六年: 30%)	30% (二零一六年: 30%)	投資控股
Ultimate Achieve Limited	Incorporated	Hong Kong	Hong Kong	Ordinary	30% (2016: 30%)	30% (2016: 30%)	Securities trading
Ultimate Achieve Limited	註冊成立	香港	香港	普通股	30% (二零一六年: 30%)	30% (二零一六年: 30%)	證券交易
Bullish Times Media Limited (note c)	Incorporated	Hong Kong	Hong Kong	Ordinary	Nil (2016: 14.7%)	Nil (2016: 14.7%)	Media
大時代傳媒有限公司 (附註c)	註冊成立	香港	香港	普通股	無 (二零一六年: 14.7%)	無 (二零一六年: 14.7%)	媒體
Bullish Times Technology Limited (note c)	Incorporated	Hong Kong	Hong Kong	Ordinary	Nil (2016: 14.7%)	Nil (2016: 14.7%)	Mobile phone's application development
大時代科技有限公司 (附註c)	註冊成立	香港	香港	普通股	無 (二零一六年: 14.7%)	無 (二零一六年: 14.7%)	手機應用開發

Note c:

The Group exercised significant influence over these entities indirectly through its 60% interest in PR Asia Investment Holdings Limited in prior years. The Group has disposed these entities together with PR Asia Investment Holdings Limited, as detailed in note 39.

22. 於聯營公司之投資／應收聯營公司款項 (續)

附註b: (續)

應收聯營公司款項之減值虧損變動載列如下:

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Balance at the beginning of the year	60,000	–
Impairment loss recognised during the year	60,000	60,000
Balance at the end of the year	120,000	60,000

於二零一七年及二零一六年六月三十日，本集團於下列聯營公司中擁有權益：

Name of Entity	Form of entity	Country of incorporation	Principal place of operation	Class of shares held	Proportion of ownership interest or participating shares held the Group 本集團所持所有權權益或參與股份百分比	Proportion of voting power held	Principal activities
實體名稱	實體形式	註冊成立國家	主要經營地點	所持股份類別		所持投票權百分比	主要業務
Asset Management International Limited	Incorporated	British Virgin Islands ("BVI")	Hong Kong	Ordinary	30% (2016: 30%)	30% (2016: 30%)	Investment holding
Asset Management International Limited	註冊成立	英屬維爾京群島 (「英屬維爾京群島」)	香港	普通股	30% (二零一六年: 30%)	30% (二零一六年: 30%)	投資控股
Regal Boom Limited	Incorporated	BVI	Hong Kong	Ordinary	30% (2016: 30%)	30% (2016: 30%)	Investment holding
Regal Boom Limited	註冊成立	英屬維爾京群島	香港	普通股	30% (二零一六年: 30%)	30% (二零一六年: 30%)	投資控股
Ultimate Achieve Limited	Incorporated	Hong Kong	Hong Kong	Ordinary	30% (2016: 30%)	30% (2016: 30%)	Securities trading
Ultimate Achieve Limited	註冊成立	香港	香港	普通股	30% (二零一六年: 30%)	30% (二零一六年: 30%)	證券交易
Bullish Times Media Limited (note c)	Incorporated	Hong Kong	Hong Kong	Ordinary	Nil (2016: 14.7%)	Nil (2016: 14.7%)	Media
大時代傳媒有限公司 (附註c)	註冊成立	香港	香港	普通股	無 (二零一六年: 14.7%)	無 (二零一六年: 14.7%)	媒體
Bullish Times Technology Limited (note c)	Incorporated	Hong Kong	Hong Kong	Ordinary	Nil (2016: 14.7%)	Nil (2016: 14.7%)	Mobile phone's application development
大時代科技有限公司 (附註c)	註冊成立	香港	香港	普通股	無 (二零一六年: 14.7%)	無 (二零一六年: 14.7%)	手機應用開發

附註c:

於過往年度，本集團透過其於PR Asia Investment Holdings Limited之60%權益間接對該等實體行使重大影響。誠如附註39所詳述，本集團已出售該等實體及PR Asia Investment Holdings Limited。

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22. INVESTMENTS IN ASSOCIATES/AMOUNTS DUE FROM ASSOCIATES (Continued)

The summarised financial information in respect of the associates that is material to the Group and is accounted for using equity method is set out below:

Asset Management International Limited and its subsidiaries

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-current assets 非流動資產	–	4
Current assets 流動資產	99,761	190,900
Current liabilities 流動負債	(221,482)	(189,521)
Net liabilities 淨負債	(121,721)	1,383

22. 於聯營公司之投資／應收聯營公司款項 (續)

對本集團有重大影響之聯營公司(以權益法入賬)的財務資料概要載列如下:

Asset Management International Limited 及其附屬公司

	Year ended 30 June 2017 截至 二零一七年 六月三十日 止年度 HK\$'000 千港元	Year ended 30 June 2016 截至 二零一六年 六月三十日 止年度 HK\$'000 千港元
Revenue 收益	144	783
Loss and total comprehensive expense for the year 本年度虧損及全面總開支	86,849	204,743
Dividends received and receivable from the associate during the year 本年度已收及應收聯營公司股息	–	212,000

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22. INVESTMENTS IN ASSOCIATES/AMOUNTS DUE FROM ASSOCIATES (Continued)

Asset Management International Limited and its subsidiaries (Continued)

Reconciliation of the above summarised financial statements to the carrying amount of the interests in the associates recognised in the consolidated financial statements:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Net assets of associates	聯營公司之資產淨值	(121,721)	1,383
Net assets of the associate after deducting non-controlling interests of the associate, if any	於扣除聯營公司之非控股權益後之聯營公司資產淨值(如有)	(121,721)	1,383
Proportion of the Group's ownership interest in the associate	本集團於聯營公司之擁有權權益部分	30%	30%
Group's share of net assets of the associates (note d)	本集團應佔聯營公司資產淨值(附註d)	-	415
Carrying amount of the Group's interests in associates	本集團於聯營公司之權益賬面值	-	415

Note d:

The Group's share of net assets of the associates was zero as the Group has stopped recognising its share of losses of associates in case the Group's share of losses of an associate equals or exceeds its interest in the associate when applying the equity method. The unrecognised share of those associates, both for the year and cumulatively, are set out below:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Unrecognised share of losses of associates for the year	本年度未確認應佔聯營公司虧損	25,640	-
Accumulated unrecognised share of losses of associates	累計未確認應佔聯營公司虧損	25,640	-

22. 於聯營公司之投資／應收聯營公司款項(續)

Asset Management International Limited 及其附屬公司(續)

上文概括之財務報表與綜合財務報表確認之於聯營公司之權益賬面值對賬如下：

附註d：

本集團應佔聯營公司資產淨值為零，此乃由於本集團已停止確認其應佔聯營公司虧損，以防當應用權益法時本集團應佔一間聯營公司之虧損等於或超過其於聯營公司之權益。該等聯營公司未確認應佔虧損(年內及累計)載列如下：

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23. INVENTORIES

23. 存貨

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Raw material	原料	–	4,242

24. TRADE, BILLS AND OTHER RECEIVABLES

24. 貿易應收款項、應收票據及其他應收款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade receivables	貿易應收款項	124,244	149,131
Less: Impairment	減：減值	–	(8,079)
		124,244	141,052
Bills receivables	應收票據	26,816	31,167
Receivables arising from dealing in listed securities	買賣上市證券所產生之 應收款項	116	11,122
Other deposits paid	其他已付按金	28,020	28,214
Less: Impairment	減：減值	(2,335)	(2,335)
		25,685	25,879
Prepayments	預付款項	375	2,415
Other receivables	其他應收款項	9,715	4,090
		186,951	215,725

All the bills receivables are aged within 185 days.

所有應收票據之賬齡均不超過185天。

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24. TRADE, BILLS AND OTHER RECEIVABLES

(Continued)

The following is an aged analysis of trade receivables, presented based in the invoice date which approximated the date of revenue recognition:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0-30 days	0至30天	39,104	42,627
31-60 days	31至60天	28,229	21,848
61-90 days	61至90天	27,925	37,443
Over 90 days	超過90天	28,986	39,134
		124,244	141,052

The Group grants a credit period ranging from 30 to 60 days to its customers. No interest is charged on overdue trade receivables. The management closely monitors the credit quality of trade and other receivables and considers the trade and other receivables that are neither past due nor impaired to be of a good credit quality as they relate to a wide range of customers for whom there was no recent history of default.

Trade receivables disclosed above include amounts (see below for aged analysis) which are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in the credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

24. 貿易應收款項、應收票據及其他應收款項 (續)

按約為收益確認日期之發票日呈列之貿易應收款項之賬齡分析如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0-30 days	39,104	42,627
31-60 days	28,229	21,848
61-90 days	27,925	37,443
Over 90 days	28,986	39,134
	124,244	141,052

本集團授予其客戶的賒賬期介乎30至60天。逾期的貿易應收款項並不計息。管理層密切監管貿易及其他應收款項之信貸質素，並認為既無逾期亦無減值的貿易及其他應收款項有良好的信貸質素，因為該等款項乃與近期並無違約記錄的廣大客戶有關。

上文披露之貿易應收款項包括於報告期末已逾期金額（請參閱如下賬齡分析），由於信貸質素並無出現重大變動，而賬額仍視為可收回，因此本集團並無確認呆賬撥備。本集團並未就該等結餘持有任何抵押。

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24. TRADE, BILLS AND OTHER RECEIVABLES

(Continued)

Age of receivables that are past due but not impaired

Up to 90 days	最多90天
91-180 days	91至180天
Over 180 days	超過180天

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		77,457	93,636
		7,048	4,789
		635	-
		85,140	98,425

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the customer base being large and unrelated.

Movements in the impairment loss of trade receivables are as follows:

Balance at the beginning of the year	於年初之結餘	8,079	9,119
Disposal of subsidiaries	出售附屬公司	(8,079)	-
Impairment loss recognised during the year	於本年度確認之減值虧損	-	2,030
Exchange realignment	匯兌調整	-	(3,070)
Balance at the end of the year	於年末之結餘	-	8,079

Included in the allowance for impairment of trade receivables are individually impaired trade receivables with an aggregate balance of nil (2016: HK\$8,079,000) which are long outstanding with no subsequent settlement.

24. 貿易應收款項、應收票據及其他應收款項 (續)

已逾期但並無減值之應收款項賬齡

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	77,457	93,636
	7,048	4,789
	635	-
	85,140	98,425

於釐定貿易應收款項的可收回性時，本集團考慮貿易應收款項自信貸初始授出日期起至報告期末信貸質素的任何變動。本集團的信貸集中風險有限，因為客戶基礎龐大且互無關連。

貿易應收款項減值虧損之變動如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	8,079	9,119
	(8,079)	-
	-	2,030
	-	(3,070)
	-	8,079

計入貿易應收款項之減值撥備為總結餘零港元（二零一六年：8,079,000港元）之個別減值貿易應收款項，該等賬款長期未償還且於其後並無收到任何還款。

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24. TRADE, BILLS AND OTHER RECEIVABLES

(Continued)

Age of receivables that are past due but not impaired

(Continued)

Movements in the impairment loss of other deposits paid are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Balance at the beginning of the year	於年初之結餘	2,335	-
Impairment loss recognised during the year	於本年度確認之減值虧損	-	2,407
Exchange realignment	匯兌調整	-	(72)
Balance at the end of the year	於年末之結餘	2,335	2,335

The Group individually assessed all other receivables and provided in full for those receivables that are considered not recoverable. The Group does not hold any collateral over these balances.

Include in trade, bills and other receivables are the following amounts denominated in currencies other than the functional currencies of the relevant group entities to which they relate:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
United States Dollars ("USD")	美元(「美元」)	-	494
RMB	人民幣	-	188

24. 貿易應收款項、應收票據及其他應收款項 (續)

已逾期但並無減值之應收款項賬齡 (續)

其他已付按金之減值虧損變動載列如下：

本集團單獨評估所有其他應收款項並就該等被視為不可收回之應收款項作出全額撥備。本集團並未就該等結餘持有任何抵押。

包括於貿易應收款項、應收票據及其他應收款項為下列以相關集團實體有關之功能貨幣以外之貨幣列值之金額：

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25. LOAN RECEIVABLES

Unsecured loan receivables
Less: impairment losses recognised

應收無抵押貸款
減：確認之減值虧損

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
201,956	126,913
(11,809)	(9,634)
190,147	117,279

At 30 June 2017, loans to third parties with an aggregate principal and accrued interest amounting to approximately HK\$190,147,000 (2016: HK\$117,279,000) are unsecured, bear fixed interest ranging from 5% to 30% (2016: 5% to 24%) per annum and are repayable within one year and thus classified as current assets.

The loan receivables are due for settlement at the date specified in the respect loan agreements.

Movements in the impairment loss of loan receivables are as follows:

Balance at the beginning of the year	於年初之結餘	9,634	7,648
Impairment loss recognised during the year	於本年度確認之減值虧損	2,175	1,986
Balance at the end of the year	於年末之結餘	11,809	9,634

Impairment loss of approximately HK\$11,809,000 (2016: HK\$9,634,000) recognised as at 30 June 2017 is based on estimated irrecoverable amount by reference to the creditability of the customer, past default experience and subsequent settlement.

25. 應收貸款

於二零一七年六月三十日，合共約190,147,000港元（二零一六年：117,279,000港元）借予第三方之貸款本金加應計利息為無抵押、按固定年利率5%至30%（二零一六年：5%至24%）計息及須於一年內償還，故分類為流動資產。

應收貸款於相關貸款協議指定之日期到期清償。

應收貸款之減值虧損變動載列如下：

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
9,634	7,648
2,175	1,986
11,809	9,634

於二零一七年六月三十日，已根據估計不可收回金額確認減值虧損約11,809,000港元（二零一六年：9,634,000港元），估計不可收回金額乃參考客戶的信用程度、過往欠款記錄及其後結付而得出。

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26. HELD-FOR-TRADING INVESTMENTS

Held-for-trading investments include:

Equity securities listed Hong Kong, at market value
於香港上市的股本證券，按市值

The fair values of these investments are determined with reference to quoted market bid prices.

27. CASH AND CASH EQUIVALENTS

As at 30 June 2017, the Group's bank balance carry interest at rates ranging from 0.01% to 1.2% (2016: 0.01% to 1%) per annum.

Include in cash and cash equivalents are the following amounts denominated in currencies other than the functional currencies of the relevant group entities to which they relate:

USD 美元
RMB 人民幣

26. 持作買賣投資

持作買賣投資包括：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	24,715	69,621

該等投資之公平值乃參考所報之市場買入價釐定。

27. 現金及現金等價物

於二零一七年六月三十日，本集團的銀行結餘按介乎0.01%至1.2%（二零一六年：0.01%至1%）之年利率計息。

包括於現金及現金等價物為下列以相關集團實體有關之功能貨幣以外之貨幣列值之金額：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
USD	270	335
RMB	3	92

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28. TRADE AND OTHER PAYABLES

Trade payables	貿易應付款項
Deposits received	已收按金
Payables for acquisition of fixed assets	收購固定資產之應付款項
Accrued mining service costs	應計採礦服務成本
Accrued staff costs	應計員工成本
Other tax payables	其他應付稅項
Accrued expenses	應計開支
Interest payable (note 30)	應付利息(附註30)
Other payables	其他應付款項

28. 貿易及其他應付款項

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	19,658	10,246
	2,766	2,950
	3,207	3,365
	20,940	40,455
	21,560	21,324
	6,166	7,545
	1,267	1,805
	1,381	1,617
	1,362	1,575
	78,307	90,882

The following is an aged analysis of trade payables based on the invoice date:

按發票日呈列之貿易應付款項之賬齡分析如下：

0-30 days	0至30天
31-60 days	31至60天
61-90 days	61至90天
Over 90 days	超過90天

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	2,126	2,809
	5,925	1,673
	2,611	1,845
	8,996	3,919
	19,658	10,246

The average credit period on purchases of certain goods is 30 days. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

購買若干貨品之平均賒賬期為30天。本集團制定財務風險管理政策，以確保於賒賬期內支付所有應付款項。

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28. TRADE AND OTHER PAYABLES (Continued)

Include in trade and other payables are the following amounts denominated in currencies other than the functional currencies of the relevant group entities to which they relate:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
RMB	人民幣	-	1,042

29. AMOUNT DUE TO A DIRECTOR

The balance represented dividend payable by Everbest Return Limited to Mr. Hu Zhixiong, a director of the Company, prior to the completion of the acquisition of Everbest Return Group. The balance was unsecured, interest-free and fully settled during the year.

30. PROMISSORY NOTES

On 31 July 2015, the Company issued unsecured promissory notes with principal value of HK\$304,000,000 in respect of the acquisition of Everbest Return Group. The promissory notes will mature on 30 July 2020 and bear interest at 1% per annum. Interests are accrued and paid annually. The Company may redeem whole or part of the promissory notes at any time from 1 October 2016 up to the date immediately prior to the maturity date. The promissory notes are measured at amortised costs using effective interest at 6%.

28. 貿易及其他應付款項 (續)

包括於貿易及其他應付款項為下列以相關集團實體有關之功能貨幣以外之貨幣列值之金額：

29. 應付一名董事款項

該結餘指Everbest Return Limited於完成收購Everbest Return集團前應付本公司董事呼智雄先生之股息。該結餘為無抵押、免息及須於年內悉數償還。

30. 承兌票據

於二零一五年七月三十一日，本公司就收購Everbest Return集團發行本金價值為304,000,000港元之無抵押承兌票據。承兌票據將於二零二零年七月三十日到期，按1%之年利率計息。利息按年計算及支付。本公司可於二零一六年十月一日起至緊接到期日前一日止期間內隨時贖回全部或部分承兌票據。承兌票據以6%實際利率按攤銷成本計量。

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30. PROMISSORY NOTES (Continued)

As a result of the contingent consideration arrangement in respect of the acquisition of the Everbest Return Group, part of the promissory notes issued is written back for the year ended 30 June 2016. No interest shall be accrued and payable in respect of the promissory notes that are cancelled.

During the year ended 30 June 2017, there was early redemption of promissory note with carrying amount of principal and accrued interest of HK\$44,892,000 by cash of HK\$44,000,000, resulting in gain on early redemption of HK\$892,000 which was recognised in profit or loss accordingly.

Movement of promissory notes issued is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 July	於七月一日	145,278	–
Issued upon acquisition date	於收購日期發行	–	304,000
Fair value adjustments on date of acquisition (included as part of the consideration transferred)	於收購日期之公平值調整 (計入已轉讓代價之一部分)	–	(64,000)
Fair value of consideration transferred (note 37)	已轉讓代價之公平值(附註37)	145,278	240,000
Contingent consideration receivable (note 37)	應收或然代價(附註37)	–	(8,426)
Imputed interest recognised (note 9)	已確認推算利息(附註9)	7,582	13,198
Coupon interest reclassified as other payables and accruals (note 28)	重新分類為其他應付款項及 應計費用之票面利息(附註28)	(1,381)	(1,617)
Written back during the year	於本年度撥回	–	(97,877)
Repayments of promissory notes and interests thereof	償還承兌票據及其利息	(44,000)	–
Gain on early redemption of promissory notes	提前贖回承兌票據之收益	(892)	–
At 30 June	於六月三十日	106,587	145,278

For the details of the offsetting arrangement of the promissory notes, please refer to note 37 for details.

30. 承兌票據(續)

由於就收購Everbest Return集團訂立之或然代價安排，截至二零一六年六月三十日止年度，部分已發行之承兌票據撥回。概無就已註銷之承兌票據計算及支付任何利息。

於截至二零一七年六月三十日止年度，以現金44,000,000港元提前贖回之承兌票據之本金賬面值及應計利息為44,892,000港元，而因此導致於損益中確認提前贖回之收益892,000港元。

已發行承兌票據之變動載列如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 July	145,278	–
Issued upon acquisition date	–	304,000
Fair value adjustments on date of acquisition (included as part of the consideration transferred)	–	(64,000)
Fair value of consideration transferred (note 37)	145,278	240,000
Contingent consideration receivable (note 37)	–	(8,426)
Imputed interest recognised (note 9)	7,582	13,198
Coupon interest reclassified as other payables and accruals (note 28)	(1,381)	(1,617)
Written back during the year	–	(97,877)
Repayments of promissory notes and interests thereof	(44,000)	–
Gain on early redemption of promissory notes	(892)	–
At 30 June	106,587	145,278

有關承兌票據抵銷安排之詳情，請參閱附註37。

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31. DEFERRED TAX (ASSETS) LIABILITIES

The following are the major deferred tax (assets) liabilities recognised and movements thereon during the current and prior years:

		Impairment of trade and other receivables	Fair value adjustment on property, plant and equipment and customer contracts	Total
		貿易及其他 應收款項之 減值	物業·廠房及 設備以及 客戶合約之 公平值調整	合計
		HK\$'000 千港元	HK'000 千港元	HK\$'000 千港元
Balance at 1 July 2015	於二零一五年七月一日之結餘	-	4,026	4,026
Arising on acquisition of subsidiaries (note 37)	收購附屬公司所產生 (附註37)	(11,193)	87,008	75,815
Credit to profit or loss	計入損益賬	(850)	(34,495)	(35,345)
Exchange realignment	匯兌調整	750	(5,588)	(4,838)
Balance at 30 June 2016 and 1 July 2016	於二零一六年六月三十日及 二零一六年七月一日之結餘	(11,293)	50,951	39,658
Release upon disposal of subsidiaries (note 39)	於出售附屬公司時撥回 (附註39)	153	(54)	99
Credit to profit or loss	計入損益賬	-	(7,566)	(7,566)
Exchange realignment	匯兌調整	11	(753)	(742)
Balance at 30 June 2017	於二零一七年六月三十日之結餘	(11,129)	42,578	31,449

At the end of the reporting period, the Group has unused tax losses of approximately HK\$241,570,000 (2016: HK\$155,350,000) available for offset against future profits, out of which HK\$216,590,000 (2016: HK\$124,631,000) that may be carried forward indefinitely and the remaining tax losses of HK\$24,980,000 (2016: HK\$16,978,000) and nil (2016: HK\$13,741,000) will be expired within five years and two years respectively from the year in which the respective loss arose. No deferred tax asset has been recognised in respect of the tax losses due to unpredictability of future profit streams.

31. 遞延稅項 (資產) 負債

以下為本年度及過往年度已確認的主要遞延稅項 (資產) 負債及其變動:

		Impairment of trade and other receivables	Fair value adjustment on property, plant and equipment and customer contracts	Total
		貿易及其他 應收款項之 減值	物業·廠房及 設備以及 客戶合約之 公平值調整	合計
		HK\$'000 千港元	HK'000 千港元	HK\$'000 千港元
Balance at 1 July 2015	於二零一五年七月一日之結餘	-	4,026	4,026
Arising on acquisition of subsidiaries (note 37)	收購附屬公司所產生 (附註37)	(11,193)	87,008	75,815
Credit to profit or loss	計入損益賬	(850)	(34,495)	(35,345)
Exchange realignment	匯兌調整	750	(5,588)	(4,838)
Balance at 30 June 2016 and 1 July 2016	於二零一六年六月三十日及 二零一六年七月一日之結餘	(11,293)	50,951	39,658
Release upon disposal of subsidiaries (note 39)	於出售附屬公司時撥回 (附註39)	153	(54)	99
Credit to profit or loss	計入損益賬	-	(7,566)	(7,566)
Exchange realignment	匯兌調整	11	(753)	(742)
Balance at 30 June 2017	於二零一七年六月三十日之結餘	(11,129)	42,578	31,449

於報告期末，本集團擁有約241,570,000港元 (二零一六年：155,350,000港元) 之未動用稅務虧損可抵銷未來溢利，其中216,590,000港元 (二零一六年：124,631,000港元) 可能無限期延續，而餘下之稅務虧損24,980,000港元 (二零一六年：16,978,000港元) 及零 (二零一六年：13,741,000港元) 將分別於有關虧損產生年份五年及兩年內屆滿。並無因未來溢利來源無法預測而就稅務虧損確認任何遞延稅項資產。

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32. SHARE CAPITAL

32. 股本

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Authorised	法定		
As at 1 July 2015, ordinary shares of HK\$0.05 each	於二零一五年七月一日，每股面值0.05港元之普通股	10,000,000,000	500,000
Increase on 3 August 2015	於二零一五年八月三日增加	20,000,000,000	1,000,000
As at 30 June 2016 and 2017	於二零一六年及二零一七年六月三十日	30,000,000,000	1,500,000
Issued and fully paid	已發行及繳足		
As at 1 July 2015	於二零一五年七月一日	5,812,502,338	290,625
Issue of 1,046,260,000 new shares of HK\$0.05 each by way of placing (Note a)	透過配售發行1,046,260,000股每股面值0.05港元之新股份(附註a)	1,046,260,000	52,313
As at 30 June 2016 and 1 July 2016	於二零一六年六月三十日及二零一六年七月一日	6,858,762,338	342,938
Repurchase of shares (Note b)	購回股份(附註b)	(4,200,000)	(210)
As at 30 June 2017	於二零一七年六月三十日	6,854,562,338	342,728

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's shares during the year.

本公司附屬公司概無於年內購買、出售或贖回本公司任何股份。

The new shares rank pari passu with the existing shares in all respects.

新股份於各方面與現有股份享有相同地位。

Notes:

附註：

- (a) On 21 April 2016, an aggregate of 1,046,260,000 new shares were placed and issued to a total of conditions of the placing agreement entered into between the Company, CCB International Capital Limited and UOB Kay Hian (Hong Kong) Limited, independent third parties. The details were set out in the Company's announcement dated 21 April 2016.
- (b) During the year ended 2017, Company purchased 4,200,000 of its shares on the Stock Exchange for a total consideration of HK\$416,000 which was paid wholly out of share premium in accordance with section 7 of the Company's memorandum and articles of association. The purchased shares were cancelled accordingly on 8 May 2017.

- (a) 於二零一六年四月二十一日，本公司與建銀國際金融有限公司及大華繼顯(香港)有限公司(獨立第三方)訂立之配售協議，配售及發行合共1,046,260,000股新股份。有關詳情載於本公司日期為二零一六年四月二十一日之公告。
- (b) 截至二零一七年度，本公司根據本公司組織章程大綱及細則第7節購買其於聯交所之4,200,000股股份，總代價為416,000港元，乃悉數自股份溢價中支付。已購買股份於二零一七年五月八日已相應註銷。

For the year ended 30 June 2015, there were a total of 620,000,000 new shares being issued upon the exercise of the subscription rights attaching to the warrants. The proceeds of HK\$155,000,000 from the subscription, which were expected to be used as the Group's general working capital and potential project investments of the Group in the future, have partially been utilised for payment of deposit of HK\$68,000,000 for the acquisition of Everbest Return Group. The remaining warrants lapsed during the year ended 30 June 2016.

截至二零一五年六月三十日止年度，於認股權證所附之認購權獲行使後已發行合共620,000,000股新股份。認購之所得款項155,000,000港元預期將由本集團用作一般營運資金及本集團日後之潛在項目投資，其中有一部分已用作支付收購Everbest Return集團之按金68,000,000港元。於截至二零一六年六月三十日止年度，餘下之認股權證已失效。

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33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

33. 本公司財務狀況表

		NOTES 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-current assets	非流動資產			
Unlisted investments in subsidiaries	於附屬公司之非上市投資		2	2
Current assets	流動資產			
Other receivables	其他應收款項		1,518	717
Loan receivables	應收貸款		–	8,426
Amounts due from subsidiaries	應收附屬公司款項	(a)	666,534	832,579
Bank balances and cash	銀行結餘及現金		4,505	16,262
			672,557	857,984
Current liability	流動負債			
Accrued expenses	應計開支		3,264	2,790
Net current assets	流動資產淨值		669,293	855,194
Total assets less current liability	資產總值減流動負債		669,295	855,196
Non-current liability	非流動負債			
Promissory notes	承兌票據	30	106,587	145,278
Net assets	資產淨值		562,708	709,918
Capital and reserves	資本及儲備			
Share capital	股本	32	342,728	342,938
Reserves	儲備	(b)	219,980	366,980
Total equity	權益總額		562,708	709,918

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33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

- (a) Amounts due from subsidiaries were unsecured, non-interest bearing and repayable on demand. During the year ended 30 June 2017, the directors of the Company have performed a simple estimation based on the estimated recoverable amount receivable for the outstanding balance. As at 30 June 2017, the carrying amount of amounts due from subsidiaries was approximately HK\$666,534,000 (2016: HK\$832,579,000), net of accumulated impairment loss of approximately HK\$423,884,000 (2016: HK\$283,619,000).
- (b) Reserves

33. 本公司財務狀況表 (續)

附註：

- (a) 應收附屬公司款項為無擔保、免息及須應要求償還。於截至二零一七年六月三十日止年度，本公司董事已根據預計可收回尚未償還款項之應收金額進行粗略評估。於二零一七年六月三十日，應收附屬公司款項賬面值約為666,534,000港元（二零一六年：832,579,000港元）（已扣除累計減值虧損約423,884,000港元（二零一六年：283,619,000港元））。
- (b) 儲備

		Share premium	Unlisted warrants reserve	Accumulated losses	Total
		股份溢價	非上市認股權證儲備	累計虧損	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 July 2015	於二零一五年七月一日	503,759	3,686	(135,283)	372,162
Lapse of unlisted warrants	非上市認股權證失效	-	(3,686)	3,686	-
Issue of new shares by way of placing	透過以配售方式發行新股	151,708	-	-	151,708
Share issue expenses	股份發行開支	(2,566)	-	-	(2,566)
Loss and total comprehensive expense for the year	本年度虧損及全面總開支	-	-	(154,324)	(154,324)
At 30 June 2016 and 1 July 2016	於二零一六年六月三十日及二零一六年七月一日	652,901	-	(285,921)	366,980
Share repurchased	已購回股份	(206)	-	-	(206)
Loss and total comprehensive expense for the year	本年度虧損及全面總開支	-	-	(146,794)	(146,794)
At 30 June 2017	於二零一七年六月三十日	652,695	-	(432,715)	219,980

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34. RETIREMENT BENEFIT PLANS

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the plans are held separately from those of the Group in funds under the control of trustees.

The employees of the PRC and Mongolia subsidiaries are members of the state-managed retirement benefits schemes ("Schemes") operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the Schemes to fund the benefits. The only obligation of the Group with respect to the Schemes is to make the required contributions under the Schemes.

The total expense recognised in profit or loss of approximately HK\$6,591,000 (2016: HK\$7,124,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

35. SHARE-BASED PAYMENT TRANSACTIONS

(a) Share option scheme

A new share option scheme (the "Share Option Scheme") was adopted by the Company on 12 December 2014 for the purpose of provide incentives and rewards to eligible participants who contribute to the success of the Group's operations.

The board of directors of the Company (the "Board") may, at its discretion, invite any employees, directors, advisors, consultants, shareholders, contractors, distributors, suppliers, agents, customers, business partners and services providers of and/or to any member of the Group whom the Board considers in its sole discretion, to have contributed to the Group from time to time (together "Participants") to take up options to subscribe for shares of the Company ("Options").

34. 退休福利計劃

本集團為所有香港合資格僱員設立強制性公積金計劃。該計劃的資產由受託人控制之基金持有，與本集團的資產分開處理。

中國及蒙古附屬公司之僱員乃由中國政府營運之國家管理退休福利計劃（「該計劃」）之成員。附屬公司需要向該計劃按僱員薪金之若干百分比作出供款以為福利撥資。本集團就該計劃之唯一責任為根據該計劃作出所需供款。

本集團根據計劃規則指定的比率支付合共約6,591,000港元（二零一六年：7,124,000港元）作為對該計劃的供款，並已在損益中確認。

35. 以股份為基礎之付款交易

(a) 購股權計劃

本公司於二零一四年十二月十二日採納新購股權計劃（「購股權計劃」），以激勵及獎勵為本集團業務的成功作出貢獻的合資格參與者。

本公司董事會（「董事會」）可酌情邀請董事會全權酌情認為其不時對本集團有貢獻的本集團及／或本集團任何成員公司的任何僱員、董事、諮詢人、顧問、股東、分包商、分銷商、供應商、代理人、客戶、業務夥伴及服務供應商（統稱「參與者」）接受可認購本公司股份的購股權（「購股權」）。

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35. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

(a) Share option scheme (Continued)

Options granted should be accepted within 28 days from the date of grant. Upon acceptance of the Options, the eligible person shall pay HK\$1 to the Company by way of consideration for the grant. The Options may be exercised in accordance with the terms of the Share Option Scheme at any time during the option period after the Options has been granted by the Board. An option period is a period to be determined by the Board to each eligible person as being the period during which any Options may be exercised, such period to expire not later than 10 years after the date of grant of the Options.

The subscription price will be determined by the Board at its absolute discretion and shall be no less than the highest of: (a) the closing price of the shares at stated in the daily quotations sheet issued by the Stock Exchange on the date of grant which must be a business day; and (b) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a share.

The maximum number of shares which may be issued upon exercise of all outstanding options granted or to be granted under the Share Option Scheme is 10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme (the "Scheme Mandate Limit").

35. 以股份為基礎之付款交易 (續)

(a) 購股權計劃 (續)

授出的購股權須於授出日期起計28日內予以接納。合資格人士於接納購股權後須向本公司支付1港元作為獲授予購股權的代價。購股權可按購股權計劃的條款於董事會授出購股權後在購股權期限內隨時行使。購股權期限乃由董事會釐定的期限，並由董事會通知各合資格人士購股權可於該期限行使，該期限於授出購股權當日後不得超過10年屆滿。

認購價將由董事會全權酌情釐定，並且不得少於下列三者中的最高者：(a)授出當日（必須為營業日）聯交所發出的每日報價表所載的股份收市價；及(b)緊接授出日期前五個營業日聯交所發出的每日報價表所載的股份平均收市價；及(c)股份面值。

根據購股權計劃已授出或將授出但尚未行使的所有購股權獲行使時而可能發行的股份數目上限為本公司於採納購股權計劃日期的已發行股本的10%（「計劃授權限額」）。

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35. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

(a) Share option scheme (Continued)

The Company may refresh the Scheme Mandate Limit at any time subject to prior shareholders of the Company's approval. No Participants shall be granted an options which, if exercised in full, would result in such Participants becoming entitled to subscribe for such number of shares as, when aggregated with the total number of shares already issued under all the options previously granted to him or her which have been exercised, and, issuable under all outstanding options previously granted to him or her which are for the time being subsisting and unexercised, would exceed 1% of the total number of shares in issue in any 12-month period up to the date of grant of the Options. 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 of the Company. 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.

Unless early terminated in accordance with the terms therein, the Share Option Scheme will remain valid and effective for a period of 10 years commencing on 12 December 2014.

Share options do not confer rights on the holder to dividends or to vote at the shareholder's meeting.

No share options had been granted or exercised during the years ended 30 June 2016 and 2017. As at 30 June 2016 and 2017, no option remained outstanding under the Share Option Scheme and the expired share option scheme.

35. 以股份為基礎之付款交易 (續)

(a) 購股權計劃 (續)

如取得本公司股東的預先批准，本公司可於任何時間更新計劃授權限額。直至授出購股權當日止的任何十二個月期間，倘向某位參與者授出購股權獲悉數行使會導致該名參與者有權認購的該等股份數目連同根據其先前獲授之所有購股權獲行使而獲發行以及根據其先前獲授之當時尚未行使之所有購股權而可發行的股份合計總數超過已發行股份總數的1%，則不得向該參與者授予購股權。向本公司董事、主要行政人員或主要股東或彼等之任何聯繫人士授予購股權，須事先獲得本公司獨立非執行董事批准。此外，倘於任何十二個月期間內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超逾本公司任何時間已發行股份之0.1%或總值（根據授出購股權當日本公司股份價格計算）超逾5,000,000港元，則須事先在股東大會上獲得股東批准。

除非購股權計劃按照其條款提早終止，否則購股權計劃將由二零一四年十二月十二日起計10年期間內維持有效。

購股權並不賦予持有人享有股息或於股東大會上投票之權利。

於截至二零一六年及二零一七年六月三十日止年度，概無購股權獲授出或行使。於二零一六年及二零一七年六月三十日，概無購股權計劃及已屆滿購股權計劃下之購股權仍未行使。

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36. FINANCIAL INSTRUMENTS

Categories of financial instruments

Financial assets

Loans and receivables
(including cash and cash equivalents)
Fair value through profit or loss
– Held-for-trading investments
Available-for-sale investments

金融資產

貸款及應收款項
(包括現金及現金等價物)
經損益賬按公平值入賬
– 持作買賣投資
可供出售投資

Financial liabilities

Other financial liabilities at amortised cost

金融負債

其他金融負債，按攤銷成本

36. 金融工具

金融工具的類別

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		529,502	668,550
		24,715	69,621
		7,349	–
		175,962	229,743

Financial risk management objectives and policies

The Group's major financial instruments include trade, bills and other receivables, loan receivables, available-for-sale investments, held-for-trading investments, amounts due from associates, cash and cash equivalents, trade and other payables, amount due to a director and promissory notes. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

財務風險管理目標及政策

本集團之主要金融工具包括貿易應收款項、應收票據及其他應收款項、應收貸款、可供出售投資、持作買賣投資、應收聯營公司款項、現金及現金等價物、貿易及其他應付款項、應付董事款項及承兌票據。該等金融工具之詳情於相關附註中披露。與該等金融工具有關之風險及緩和該等風險之政策載列如下。管理層管理及監察該等風險，以確保及時有效地採取適當措施。

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36. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Foreign currency risk

The Group has bank balances, trade, bills and other receivables and trade and other payables denominated in foreign currencies. The management considers that the Group mainly exposes to the currency of USD and RMB.

The Group manages its foreign currency risk by closely monitoring the movements of foreign currency exchange rates. The Group currently has not entered into any foreign currency forward contracts to hedge against foreign currency risk. Management will consider hedging foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities, at the reporting dates are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Assets	資產		
USD	美元	270	829
RMB	人民幣	3	280
		273	1,109
Liabilities	負債		
RMB	人民幣	-	1,042

36. 金融工具 (續)

財務風險管理目標及政策 (續)

外幣風險

本集團之銀行結餘、貿易應收款項、應收票據及其他應收款項，以及貿易及其他應付款項以外幣列值。管理層認為，本集團主要面對美元及人民幣的貨幣風險。

本集團密切監察外幣匯率之變化，以管理其外幣風險。本集團現時尚未訂立任何外幣遠期合約，以對沖外幣風險。倘有需要，管理層將考慮對沖外幣風險。

於報告日期，本集團以外幣計值之貨幣資產及貨幣負債之賬面值如下：

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36. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Foreign currency risk (Continued)

Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2016: 5%) increase and decrease in HK\$ against relevant foreign currencies. 5% (2016: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the possible change in foreign currency rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for 5% (2016: 5%) change in foreign currency rates. A positive number indicates increase in post-tax loss for the year when HK\$ strengthens 5% (2016: 5%) against the relevant foreign currencies. For a 5% (2016: 5%) weakening of HK\$ against the relevant currencies, there would be an equal but opposite impact on the loss for the year.

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
USD	美元	11	35
RMB	人民幣	-	(32)

Interest rate risk

The Group has exposure to fair value interest rate risk in relation to the loan receivables for the year ended 30 June 2016 and 30 June 2017. The Group also exposed to cash flow interest rate risk in relation to the bank balances and receivables arising from dealing in listed securities for the year ended 30 June 2016 and 30 June 2017. The Group currently does not have a formal interest rate hedging policy. However, the management monitors interest exposure and will consider hedging significant foreign currency exposure should the need arise.

36. 金融工具 (續)

財務風險管理目標及政策 (續)

外幣風險 (續)

敏感度分析

以下表格詳細列明本集團就港元兌相關外幣增減5% (二零一六年: 5%) 之敏感度。5% (二零一六年: 5%) 為向主要管理人員內部報告外幣風險時使用之敏感度率，而其指管理層評定之外幣匯率可能變動。敏感度分析僅包括未兌換並以外幣列值之貨幣項目，並於年末就5% (二零一六年: 5%) 之外幣匯率變動調整其換算。於本年度，正數表示當港元兌相關外幣增加5% (二零一六年: 5%) 時除稅後虧損增加。當港元兌相關外幣下降5% (二零一六年: 5%) 時，其將會對本年度之虧損構成相等但相反之影響。

利率風險

截至二零一六年六月三十日及二零一七年六月三十日止年度，本集團的應收貸款面臨公平值利率風險。截至二零一六年六月三十日及二零一七年六月三十日止年度，本集團的銀行結餘及因上市證券交易產生之應收款項亦面臨現金流量利率風險。本集團現時並無正式利率對沖政策。然而，管理層會監管利率風險，亦於有需要時考慮為主要外幣風險作出對沖。

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36. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis points (2016: 100 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points (2016: 100 basis points) higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 30 June 2017 would decrease/increase by approximately HK\$702,000 (2016: decrease/increase by approximately HK\$1,036,000). This is mainly attributable to the Group's exposure to interest rates on its bank balances and receivables arising from dealing in listed securities.

Other price risk

The Group is exposed to equity price risk mainly through its investment in listed equity securities. The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles.

Equity price sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to equity price risk at the end of the reporting period if equity prices had been 10% higher/lower (2016: 10% higher/lower) with all other variables held constant, the Group's post-tax loss for the year would decrease/increase by approximately HK\$2,677,000 (2016: approximately HK\$5,813,000) mainly due to changes in fair value of held-for-trading investments and available-for-sale investments.

36. 金融工具 (續)

財務風險管理目標及政策 (續)

利率風險 (續)

敏感度分析

以下的敏感度分析乃按衍生工具及非衍生工具於報告期末面臨之利率風險釐定。有關分析乃假設於報告期末尚未履行之金融工具乃於全年尚未履行。100個基點(二零一六年: 100個基點)之增加或減少乃於向主要管理人員內部呈報利率風險時採用, 並為管理層對合理可能利率變動的評估。

倘利率上升/下降100個基點(二零一六年: 100個基點)而所有其他變量保持不變, 本集團截至二零一七年六月三十日止年度之除稅後虧損將減少/增加約702,000港元(二零一六年: 減少/增加約1,036,000港元)。此乃主要由於本集團之銀行結餘及因上市證券買賣產生之應收款項面臨利率風險。

其他價格風險

本集團主要因其上市股本證券投資而承受股本價格風險。管理層以持有不同風險及回報程度之投資組合管理此風險。

股本價格敏感度分析

以下敏感度分析乃根據於報告期末承擔的股本價格風險而釐定。倘若股本價格增加/減少10%(二零一六年: 增加/減少10%), 而所有其他變量維持不變, 本集團本年度之稅後虧損將減少/增加約2,677,000港元(二零一六年: 約5,813,000港元), 主要由於持作買賣投資之公平值及可供出售投資變動所致。

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36. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties provided by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the management of the Group has delegated a team responsible for monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt and debts investment at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

The Group's concentration of credit risk by geographical locations is mainly in Hong Kong and PRC which accounted for 0% (2016: 4%) and 100% (2016: 96%) of the total trade and bills receivable as at 30 June 2017 respectively.

As at 30 June 2017, the Group has concentration of credit risk as 28% (2016: 23%) of the total trade and bills receivables was due from one of the Group's largest customers while 79% (2016: 76%) of the total trade and bills receivables was due from the Group's five largest customers.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies or with good reputation.

Liquidity risk

In the management of the 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 term and long term.

36. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險

因交易對手未能履行責任而使本集團須蒙受財務虧損的本集團最高信貸風險，產生自於綜合財務狀況表所列的各類已確認金融資產的賬面值。為減低信貸風險，本集團管理層已委派小組負責監控程序，以確保採取跟進措施收回逾期債項。此外，本集團於報告期末檢討各項個別貿易債務及債務投資的可收回數額，以確保就未能收回的數額作出足夠的減值虧損。就此而言，董事認為本集團的信貸風險已大幅減少。

本集團以地理位置分析信貸風險集中主要於香港及中國，於二零一七年六月三十日分別佔總貿易應收款項及應收票據之0%（二零一六年：4%）及100%（二零一六年：96%）。

於二零一七年六月三十日，本集團集中應收本集團最大客戶之一之總貿易應收款項及應收票據之信貸風險為28%（二零一六年：23%），而應收本集團五大客戶之總貿易應收款項及應收票據之信貸風險為79%（二零一六年：76%）。

由於交易對手為獲國際信貸評級機構授予高信貸評級或聲譽良好之銀行，故流動資金之信貸風險有限。

流動資金風險

就管理流動資金風險而言，本集團之政策為定期監察現有及預期之流動資金需要，以確保其維持足以應付短期及長期流動資金需要之現金儲備。

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36. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The table includes both interest and principal cash flows.

		On demand or within 1 year 按要求或 於一年內 HK\$'000 千港元	More than 1 year but less than 2 years 超過一年 但少於兩年 HK\$'000 千港元	More than 2 years but less than 5 years 超過兩年 但少於五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現 現金流量總額 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
At 30 June 2017	於二零一七年六月三十日					
Non-derivative financial liabilities	非衍生金融負債					
Trade and other payables	貿易及其他應付款項	69,375	-	-	69,375	69,375
Promissory notes	承兌票據	1,235	1,235	124,809	127,279	106,587
Total	總計	70,610	1,235	124,809	196,654	175,962
At 30 June 2016	於二零一六年六月三十日					
Non-derivative financial liabilities	非衍生金融負債					
Trade and other payables	貿易及其他應付款項	83,337	-	-	83,337	83,337
Amount due to a director	應付一名董事款項	1,128	-	-	1,128	1,128
Promissory notes	承兌票據	1,764	1,764	180,064	183,592	145,278
Total	總計	86,229	1,764	180,064	268,057	229,743

36. 金融工具 (續)

財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表

下表詳細列明本集團非衍生金融負債的餘下合同到期情況。該表根據本集團須付款的最早日期的金融負債中未貼現現金流量編製。

下表計入利息及本金現金流量。

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For the year ended 30 June 2017
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36. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured at fair value at the end of each reporting period for recurring and non-recurring measurement, grouped into Levels 1 to 3 based on the degree to which the fair value is observable in accordance to the Group's accounting policy.

		30/06/2017 二零一七年六月三十日			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at FVTPL	經損益賬按公平值入賬之 金融資產				
Non-derivative financial assets held for trading	持作買賣之非衍生金融資產	24,715	-	-	24,715
Available-for-sale	可供出售				
Non-derivative financial assets available-for-sale at fair value	按公平值可供出售非衍生金融資產	7,349	-	-	7,349
Financial liabilities	金融負債				
Promissory notes	承兌票據	-	-	106,587	106,587

		30/06/2016 二零一六年六月三十日			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at FVTPL	經損益賬按公平值入賬之 金融資產				
Non-derivative financial assets held for trading	持作買賣之非衍生金融資產	69,621	-	-	69,621
Financial liabilities	金融負債				
Promissory notes	承兌票據	-	-	145,278	145,278

There were no transfers between levels of fair value hierarchy in the current and prior years.

36. 金融工具 (續)

於綜合財務狀況表確認之公平值計量

下表載列於各報告期末就經常性及非經常性對金融工具之公平值計量作出之分析，按本集團會計政策根據公平值可觀察程度歸為第一至三級。

於本年度及過往年度，各公平值層級之間並無轉撥。

Notes to the Consolidated Financial Statements

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For the year ended 30 June 2017
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36. FINANCIAL INSTRUMENTS (Continued)

Fair value of financial assets and financial liabilities that are measured at fair value on a recurring basis

The valuation techniques and inputs used in the fair value measurements of each financial instrument on a recurring basis are set out below:

Financial instruments	Fair value hierarchy	Fair value as at	Valuation technique and key inputs
金融工具	公平值層級	於以下日期之公平值	估值方法及主要輸入數據
		30/06/2017 HK\$'000 二零一七年 六月三十日 千港元	30/06/2016 HK\$'000 二零一六年 六月三十日 千港元
Held-for-trading investments 持作買賣投資	Level 1 第一級	24,715	69,621 Quoted bid prices in active market 活躍市場所報買入價
Held-for-trading investments 持作買賣投資	Level 1 第一級	7,349	– Quoted bid prices in active market 活躍市場所報買入價

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosure are required)

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

During the year ended 30 June 2016, the valuation of promissory notes is under Level 3 hierarchy. The valuation technique and key inputs used in arriving at the fair values of the promissory notes are disclosed in note 37 to the consolidated financial statements. The promissory notes are subsequently measured at amortised cost in the consolidated financial statements and approximate their fair value.

36. 金融工具 (續)

按經常性基準以公平值計量之金融資產及金融負債之公平值

各金融工具按經常性基準之公平值計量所用估值方法及輸入數據載列如下：

並非按經常性基準以公平值計量之金融資產及金融負債之公平值 (但須披露公平值)

本公司董事認為，綜合財務報表中按攤銷成本列賬之金融資產及金融負債之賬面值與彼等之公平值相若。

截至二零一六年六月三十日止年度，承兌票據之估值屬第三級公平值層級。達致承兌票據之公平值時所用估值方法及主要輸入數據於綜合財務報表附註37披露。承兌票據已於其後在綜合財務報表中按攤銷成本計量，計量結果與其公平值相若。

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37. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF SUBSIDIARIES

Year ended 30 June 2017 – Acquisition of assets through acquisition of subsidiaries

In August 2016, 北京達慧城新能源技術服務有限公司 (“北京達慧城”), an indirectly wholly-owned subsidiary of the Company, entered into a sales and purchase agreement with several independent third parties for the acquisition of 51% equity interest in 菏澤達慧城新能源熱力有限公司 (formerly known as “菏澤炬旺新能源熱力有限公司”) and its subsidiaries (“新能源熱力”), which principally engaged in the provision of heating service and planned to obtain the agreement for provision heating service to Heze City of Shandong Province of the PRC from the local Government (the “Project”) until the end of 2045. The transaction was completed in August 2016 by cash consideration of RMB15,300,000 (equivalent to approximately HK\$17,601,000), representing the Group’s portion of registered capital in 菏澤達慧城新能源熱力有限公司. In the opinion of directors, at the acquisition date, no business has been conducted by 新能源熱力 since its establishment but mainly held certain property, plant and equipments with the carrying amount of HK\$20,965,000. Thus, the transaction was accounted for acquisition of assets rather than business combination.

Assets acquired and liabilities recognised at the date of acquisition are as follows:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	20,965
Other receivables	其他應收款項	2,233
Cash and cash equivalents	現金及現金等價物	26,479
Other payables	其他應付款項	(15,165)
Net identifiable assets acquired	所收購可識別資產淨值	34,512
Less: 49% non-controlling interests	減：49%非控股權益	(16,911)
Net identifiable assets acquired attributable to owners of the Company	所收購可識別資產淨值 (本公司擁有人應佔)	17,601
Analysis of net cash flow of cash and cash equivalents arising on acquisition:	收購事項所產生現金及現金等價物現金流量淨額分析：	
Cash consideration paid	已付現金代價	(17,601)
Less: cash and cash equivalents acquired	減：所收購現金及現金等價物	26,479
Net cash inflow arising on acquisition	收購事項所產生現金流入淨額	8,878

37. 透過收購附屬公司收購資產／收購附屬公司

截至二零一七年六月三十日止年度－透過收購附屬公司收購資產

於二零一六年八月，本公司的一間間接全資附屬公司北京達慧城新能源技術服務有限公司（「北京達慧城」）與若干獨立第三方訂立買賣協議，以收購菏澤達慧城新能源熱力有限公司（前稱「菏澤炬旺新能源熱力有限公司」）及其附屬公司（「新能源熱力」，主要從事供熱服務）之51%股權，並計劃取得當地政府同意為中國山東省菏澤市提供供熱服務（「該項目」），期限為直至二零四五年年底止。交易已於二零一六年八月以現金代價人民幣15,300,000元（相當於約17,601,000港元），即本集團於菏澤達慧城新能源熱力有限公司註冊股本的份額完成。董事認為，於收購日期，自新能源熱力成立以來並無開展業務，惟主要持有賬面值為20,965,000港元的若干物業、廠房及設備。因此，交易入賬為收購資產而非業務合併。

於收購日期確認之所收購資產及負債如下：

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37. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF SUBSIDIARIES (Continued)

Year ended 30 June 2016 – Acquisition of subsidiaries

On 2 April 2015, Million Nature Holdings Limited (“Million Nature”), an indirectly wholly-owned subsidiary of the Company, as purchaser, entered into a sales and purchase agreement (as amended by supplemental agreements dated 22 April 2015, 5 June 2015 and 24 June 2015, respectively) (the “SPA”) with Mr. Hu Zhixiong (a connected person of the Company and was subsequently appointed as an executive director of the Company on 28 August 2015) and Ms. Fan Aixian, as vendors (the “Vendors”). Pursuant to the SPA, the Vendors have conditionally agreed to sell and Million Nature has conditionally agreed to acquire the entire issued share capital of Everbest Return Limited, a company incorporated in the British Virgin Islands (“BVI”) with limited liability, at a total consideration of HK\$760,000,000 (to be adjusted based on the after-tax profits of Everbest Return Group for the year ended 30 June 2016). The acquisition was completed on 31 July 2015.

Fair value of consideration transferred

		HK\$'000 千港元
Cash	現金	76,000
Promissory notes issued (note 30)	已發行承兌票據(附註30)	240,000
Contingent consideration receivable (note 30)	應收或然代價(附註30)	(8,426)
Total	總計	307,574

As part of the consideration for the acquisition of Everbest Return Group, promissory notes with nominal value of HK\$304,000,000 were issued. The promissory notes have been measured at fair value as at completion date, i.e.: 31 July 2015. The fair value of the liability component is determined by discounting the nominal amount and the accrued interest at the discount rate of 6% as determined by the Directors with reference to valuation carried out by LCH (Asia-Pacific) Surveyors Limited (“Valuer”), an independent professional valuer. The discount rate is based on the credit rating of the Company and bond yield of comparable companies with similar credit rating. The fair value of the promissory notes on date of acquisition amounted to approximately HK\$240,000,000.

37. 透過收購附屬公司收購資產／收購附屬公司(續)

截至二零一六年六月三十日止年度－收購附屬公司

於二零一五年四月二日，本公司之間接全資附屬公司Million Nature Holdings Limited (「Million Nature」) (作為買方)與呼智雄先生(本公司之關連人士，其後於二零一五年八月二十八日獲委任為本公司執行董事)及樊愛鮮女士(作為賣方，統稱「該等賣方」)訂立買賣協議(經日期分別為二零一五年四月二十二日、二零一五年六月五日及二零一五年六月二十四日之補充協議修訂)(「買賣協議」)。根據買賣協議，該等賣方有條件同意出售而Million Nature有條件同意收購Everbest Return Limited(於英屬維爾京群島(「英屬維爾京群島」)註冊成立之有限公司)全部已發行股本，總代價為760,000,000港元(將按Everbest Return集團截至二零一六年六月三十日止年度之稅後溢利予以調整)。收購事項已於二零一五年七月三十一日完成。

已轉讓代價之公平值

	HK\$'000 千港元
Cash	76,000
Promissory notes issued (note 30)	240,000
Contingent consideration receivable (note 30)	(8,426)
Total	307,574

作為收購Everbest Return集團之部分代價，面值為304,000,000港元之承兌票據已發行。承兌票據已於完成日期(即二零一五年七月三十一日)按公平值計量。負債部分之公平值乃按6%折現率折現面值金額及應計利息釐定。折現率由董事參考獨立專業估值師利駿行測量師有限公司(「估值師」)作出之估值後釐定，以本公司之信貸評級及信貸評級相若之可資比較公司之債券收益率為基礎。承兌票據於收購日期之公平值約為240,000,000港元。

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37. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF SUBSIDIARIES (Continued)

Year ended 30 June 2016 – Acquisition of subsidiaries (Continued)

The fair value of the contingent consideration receivable of approximately HK\$8,426,000 was estimated by the directors of the Company with reference to a valuation and relevant sensitivity analysis performed by an independent valuer. The estimation takes into account the expected shortfall of profits from the guaranteed profit arrangement as stated in the SPA.

For the contingent consideration arrangement, if the net profits after tax of Everbest Return Group for the year commencing from 1 July 2015 to 30 June 2016 based on the 2016 audited accounts (the “2016 After-Tax Profits”) is less than the guaranteed profits amount of RMB150,000,000 (the “Guaranteed Profits Amounts”) (equivalent to HK\$187,500,000 based on the pre-agreed exchange rate of RMB1=HK\$1.25), the retained completion sum (the “Retained Completion Sum”) payable by the Company will be reduced by an adjustment amount (the “Adjustment Amount”) which is calculated as below:

Retained Completion Sum = HK\$380,000,000 – Adjustment Amount

where the Adjustment Amount = (RMB150,000,000 (Guaranteed Profits Amount) – 2016 After-Tax Profits) x 4.053

If the Adjustment Amount equals to or exceeds HK\$380,000,000 (being the initial completion sum) (the “Initial Completion Sum”), then: (i) no Retained Completion Sum shall be payable by Million Nature to the Vendors; and (ii) the Vendors shall jointly and severally pay to Million Nature the paid consideration refund amount (the “Paid Consideration Refund Amount”).

The calculation for the Paid Consideration Refund Amount is as follows:

Paid Consideration Refund Amount = Adjustment Amount – HK\$380,000,000 (Initial Completion Sum)

where the Paid Consideration Refund Amount shall be capped at HK\$379,999,999.

37. 透過收購附屬公司收購資產／收購附屬公司 (續)

截至二零一六年六月三十日止年度－收購附屬公司 (續)

應收或然代價之公平值約8,426,000港元乃由本公司之董事經參考一名獨立估值師進行之估值及相關敏感度分析進行估計。該估計已計及較買賣協議所載保證溢利安排的溢利預期差額。

就或然代價安排而言，倘根據二零一六年經審核賬目Everbest Return集團自二零一五年七月一日起至二零一六年六月三十日止年度之除稅後純利（「二零一六年除稅後溢利」）少於保證溢利金額人民幣150,000,000元（「保證溢利金額」），按人民幣1元兌1.25港元之預先協定匯率計算相等於187,500,000港元），則本公司應付之保留完成款項（「保留完成款項」）將按調整金額（「調整金額」）作出扣減，計算方式如下：

保留完成款項=380,000,000港元－調整金額

而調整金額=（人民幣150,000,000元（保證溢利金額）－二零一六年除稅後溢利）x 4.053

倘調整金額相等於或超過380,000,000港元（即首筆完成款項）（「首筆完成款項」），則：(i) Million Nature毋須向該等賣方支付保留完成款項；及(ii)該等賣方須共同及個別向Million Nature支付已付代價退還金額（「已付代價退還金額」）。

已付代價退還金額計算如下：

已付代價退還金額=調整金額－380,000,000港元（首筆完成款項）

而已付代價退還金額最高為379,999,999港元。

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37. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF SUBSIDIARIES (Continued)

Year ended 30 June 2016 – Acquisition of subsidiaries (Continued)

The potential undiscounted amount of the adjustment on the consideration under this arrangement is between nil and HK\$759,999,999.

The directors of the Company consider that the acquisition of Everbest Return Group will benefit the Group through synergies and economies of scale. The acquisition of Everbest Return Group had been accounted for using the acquisition method.

Consideration adjustment

Everbest Return Group achieved a profit of approximately RMB49,805,000 for the year ended 30 June 2016. Accordingly, an adjustment to the consideration is required based on the above formula. The calculated Adjustment Amount is approximately HK\$507,611,000 and the Paid Consideration Refund Amount is approximately HK\$127,611,000. As a result of the adjustment, part of the promissory notes issued will be cancelled. A gain on write back of promissory notes issued of approximately HK\$97,877,000 was recognised during the year ended 30 June 2016.

37. 透過收購附屬公司收購資產／收購附屬公司 (續)

截至二零一六年六月三十日止年度－收購附屬公司 (續)

此安排項下代價調整之潛在未折現金額介乎零至759,999,999港元。

本公司董事認為，收購Everbest Return集團將帶來協同效應及規模經濟效益，對本集團有利。收購Everbest Return集團已按收購法入賬。

代價調整

截至二零一六年六月三十日止年度，Everbest Return集團實現溢利約人民幣49,805,000元。因此，須根據上述公式進行代價調整。計算後的調整金額為約507,611,000港元，而已付代價退還金額為約127,611,000港元。由於進行調整，已發行的部分承兌票據將獲註銷。撥回已發行承兌票據之收益約97,877,000港元已於截至二零一六年六月三十日止年度確認。

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綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

37. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF SUBSIDIARIES (Continued)

Year ended 30 June 2016 – Acquisition of subsidiaries (Continued)

The fair value identified assets and liabilities of Everbest Return Group as at the date of acquisition were as follows:

37. 透過收購附屬公司收購資產／收購附屬公司 (續)

截至二零一六年六月三十日止年度－收購附屬公司 (續)

Everbest Return集團之已識別資產及負債於收購日期之公平值如下：

		Fair values 公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	26,880
Customer contracts	客戶合約	339,592
Deferred tax assets	遞延稅項資產	11,193
Trade, bills and other receivables	貿易應收款項、應收票據及其他應收款項	115,916
Cash and cash equivalents	現金及現金等價物	1,232
Trade and other payables	貿易及其他應付款項	(71,082)
Bank borrowing	銀行借貸	(694)
Amounts due to former shareholders	應付前股東款項	(21,755)
Income tax payables	應付所得稅	(8,533)
Deferred tax liabilities	遞延稅項負債	(87,008)
Net identifiable assets acquired	所收購可識別資產淨值	305,741
Goodwill arising on acquisition	收購所產生商譽	1,833
Fair value of consideration	代價之公平值	307,574
Analysis of net cash flow of cash and cash equivalents arising on acquisition:	收購事項所產生現金及現金等價物 現金流量淨額分析：	
Cash consideration	現金代價	76,000
Less: deposit and earnest money paid in prior years	減：過往年度之已付按金及保證金	(76,000)
Add: cash and cash equivalents acquired	加：已收購現金及現金等價物	1,232
Net cash inflow arising on acquisition	收購事項所產生現金流入淨額	1,232

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綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

37. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF SUBSIDIARIES (Continued)

Year ended 30 June 2016 – Acquisition of subsidiaries (Continued)

The goodwill arising on the acquisition is not deductible for tax purposes.

The fair value of trade, bills and other receivables at the date of acquisition amounted to approximately HK\$115,916,000. The gross contractual amounts of those trade and other receivables acquired amounted to approximately HK\$160,690,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected amounted to approximately HK\$44,774,000.

Goodwill arose in the acquisition of Everbest Return Group because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Everbest Return Group. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

Acquisition-related costs amounting to approximately HK\$1,982,000 (2015: approximately HK\$6,902,000) have been excluded from the consideration transferred and have been recognised as an expense in the current year, within the administrative expense in the consolidated statement of profit or loss.

Included in the loss for the year is profit of approximately HK\$59,680,000 attributable to the additional business generated by the Everbest Return Group. Revenue for the year includes approximately HK\$298,741,000 generated from the Everbest Return Group.

37. 透過收購附屬公司收購資產／收購附屬公司 (續)

截至二零一六年六月三十日止年度－收購附屬公司 (續)

收購事項所產生商譽並不可就稅務作出扣減。

於收購日期貿易應收款項、應收票據及其他應收款項之公平值約為115,916,000港元。於收購日期所收購該等貿易及其他應收款項的總合約金額約為160,690,000港元。於收購日期對預期不會收回的合約現金流量的最佳估計約為44,774,000港元。

收購Everbest Return集團產生之商譽增加乃由於合併成本包括了控制權溢價。此外，所支付之合併代價實際包括了預期協同效應、收益增加、日後市場發展及Everbest Return集團之全體勞工帶來之神益。該等裨益並無獨立於商譽確認，原因為其並不符合可識別無形資產之確認標準。

約1,982,000港元之收購相關成本(二零一五年：約6,902,000港元)已自所轉讓之代價中剔除，並已於本年度於綜合損益表內行政開支項下確認為之一項開支。

本年度之虧損包括歸屬於Everbest Return集團帶來之新增業務之溢利約59,680,000港元。本年度之收益包括產生自Everbest Return集團之約298,741,000港元。

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For the year ended 30 June 2017
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37. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES/ ACQUISITION OF SUBSIDIARIES (Continued)

Year ended 30 June 2016 – Acquisition of subsidiaries (Continued)

Had the acquisition been completed on 1 July 2015, total revenue of the Group for the year would have been approximately HK\$386,411,000 and loss for the year would have been approximately HK\$124,884,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 July 2015, nor is it intended to be a projection of future results.

In determining the “pro-forma” revenue and profit of the Group had Everbest Return Group been acquired at the beginning of the current year, the directors of the Company have:

- calculated depreciation of plant and equipment acquired on the basis of the fair values arising in the initial accounting for the business combination rather than the carrying amounts recognised in the pre-acquisition financial statements; and
- determined borrowing costs based on the funding levels, credit ratings and debt/equity position of the Group after the business combination.

38. PARTIAL DISPOSAL OF INTEREST IN SUBSIDIARIES

On 23 October 2015, the Company completed the disposal of 40% equity interest in PR ASIA Investment, an indirectly non-wholly owned subsidiary of the Company, at a consideration of HK\$13,000,000 to Mr. Ling Yee Fai (“Mr. Ling”), a connected person of the Group. Upon the completion of the transaction, the beneficial interest of the Group in PR ASIA Investment decreased from 100% to 60% without loss of control. An amount of approximately HK\$16,383,000, being the proportionate share of the carrying amount of the net assets of PR ASIA Investment and PR ASIA Consultants, a wholly owned subsidiary of PR ASIA Investment, as at the date of completion have been adjusted to the non-controlling interests. The net difference recognised by the Group between (i) the fair value of consideration received by the Group and (ii) the aggregate of the increase in non-controlling interest of approximately HK\$3,383,000 is recognised in other reserve.

37. 透過收購附屬公司收購資產／收購附屬公司 (續)

截至二零一六年六月三十日止年度－收購附屬公司 (續)

倘該收購已於二零一五年七月一日完成，本集團於本年度之總收益將為約386,411,000港元，而於本年度之虧損將為約124,884,000港元。備考資料僅供說明用途，並不表明倘該收購已於二零一五年七月一日完成，本集團將實際達致之收益及經營業績，亦不擬作為日後業績之預測。

於釐定倘Everbest Return集團已於本年度年初獲收購本集團之「備考」收益及溢利時，本公司董事已：

- 根據初始入賬業務合併時產生的公平值而非收購前財務報表確認之賬面值計算所收購廠房及設備之折舊；及
- 根據本集團於業務合併後的融資水平、信貸評級及債務／權益狀況釐定借貸成本。

38. 出售於附屬公司之部分權益

於二零一五年十月二十三日，本公司完成向本集團關連人士凌以徽先生（「凌先生」）出售本公司間接非全資附屬公司PR ASIA Investment之40%股權，代價為13,000,000港元。交易完成後，本集團於PR ASIA Investment之實益權益由100%減至60%，並無失去控制權。為數約16,383,000港元之款項（即按比例分佔PR ASIA Investment及PR ASIA Investment全資附屬公司亞洲公關資產淨值於完成日期之賬面值數額）已調整為非控股權益。本集團於其他儲備中確認(i)本集團所收取代價之公平值與(ii)非控股權益增加總額約3,383,000港元間之淨差額。

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For the year ended 30 June 2017
截至二零一七年六月三十日止年度

39. DISPOSAL OF SUBSIDIARIES

Year ended 30 June 2017

- A. On 16 October 2016, the Group, as vendor, entered into a sales and purchase agreement with an independent third party, as purchaser, pursuant to which the Group conditionally agreed to sell, and the vendor conditionally agreed to acquire, 60% of the issued share capital of PR ASIA Investment, at a total consideration of HK\$36,300,000. Upon the completion of the disposal on 2 November 2016, PR ASIA Investment will no longer be a subsidiary of the Company and the Group will cease to hold any equity interest in each member of the PR ASIA Investment and its subsidiaries. As at 30 June 2017, the whole consideration of HK\$36,300,000 was received. The aggregate net assets of the subsidiaries disposed of at the date of disposal were as follows:

		HK\$'000 千港元
Total cash consideration	現金代價總額	36,300
Analysis of assets and liabilities which control was lost:	已失去控制權之資產及負債分析：	
Goodwill	商譽	17,062
Deferred tax assets	遞延稅項資產	153
Property, plant and equipment	物業、廠房及設備	193
Trade and other receivables	貿易及其他應收款項	9,554
Cash and cash equivalents	現金及現金等價物	7,997
Trade and other payable	貿易及其他應付款項	(1,432)
Income tax payables	應付所得稅	(635)
Non-controlling interests	非控股權益	(13,206)
Net assets disposed of	所出售之資產淨值	19,686
Gain on disposal of the subsidiary	出售附屬公司之收益	16,614
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration	現金代價	36,300
Less: cash and cash equivalents disposed of	減：所出售之現金及現金等價物	(7,997)
		28,303

39. 出售附屬公司

截至二零一七年六月三十日止年度

- A. 於二零一六年十月十六日，本集團（作為賣方）與一名獨立第三方（作為買方）訂立買賣協議，據此，本集團已有條件同意出售，而賣方已有條件同意收購PR ASIA Investment之60%已發行股本，總代價為36,300,000港元。出售於二零一六年十一月二日完成後，PR ASIA Investment將不再為本公司之附屬公司，且本集團將終止於PR ASIA Investment及其附屬公司各成員公司持有任何股本權益。於二零一七年六月三十日，已收取全部代價36,300,000港元。所出售附屬公司於出售日期之資產淨值總額如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

39. DISPOSAL OF SUBSIDIARIES (Continued)

Year ended 30 June 2017 (Continued)

- B. On 21 April 2017, the Group, as vendor, entered into a sales and purchase agreement with an independent third party, as purchaser, pursuant to which the Group conditionally agreed to sell, and the vendor conditionally agreed to acquire, 100% of the issued share capital of Sino-Mongolia, at a total consideration of RMB9,500,000 (equivalent to HK\$10,714,000). Upon the completion of the disposal in May 2017, Sino-Mongolia will no longer be a subsidiary of the Company and the Group will cease to hold any equity interest in each member of the Sino-Mongolia and its subsidiaries. As at 30 June 2017, the whole consideration of HK\$10,714,000 was received. The aggregate net assets of the subsidiaries disposed of at the date of disposal were as follows:

		HK\$'000 千港元
Total cash consideration	現金代價總額	10,714
Analysis of assets and liabilities which control was lost:	已失去控制權之資產及負債分析：	
Goodwill	商譽	-
Property, plant and equipment	物業、廠房及設備	4,128
Exploration and evaluation assets	勘探及評估資產	-
Trade and other receivables	貿易及其他應收款項	2,337
Inventories	存貨	3,017
Cash and cash equivalents	現金及現金等價物	340
Trade and other payable	貿易及其他應付款項	(2,518)
Deferred tax liabilities	遞延稅項負債	(54)
Net assets disposed of	所出售之資產淨值	7,250
Gain on disposal of the subsidiary	出售附屬公司之收益	3,464
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration	現金代價	10,714
Less: cash and cash equivalents disposed of	減：所出售之現金及現金等價物	(340)
		10,374

39. 出售附屬公司 (續)

截至二零一七年六月三十日止年度 (續)

- B. 於二零一七年四月二十一日，本集團（作為賣方）與一名獨立第三方（作為買方）訂立買賣協議，據此，本集團已有條件同意出售，而賣方已有條件同意收購中蒙之全部已發行股本，總代價為人民幣9,500,000元（相當於10,714,000港元）。出售於二零一七年五月完成後，中蒙將不再為本公司之附屬公司，且本集團將終止於中蒙及其附屬公司各成員公司持有任何股本權益。於二零一七年六月三十日，已收取全部代價10,714,000港元。所出售附屬公司於出售日期之資產淨值總額如下：

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綜合財務報表附註

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截至二零一七年六月三十日止年度

39. DISPOSAL OF SUBSIDIARIES (Continued)

Year ended 30 June 2016

On 30 September 2015, Huge Discovery Limited ("Huge Discovery") (a indirect wholly-owned subsidiary of the Company) disposed of the entire issued share capital of Best Four Ocean Limited (together with its subsidiary, collectively referred to as the "Best Four Ocean Group"), a company directly wholly-owned by Huge Discovery, to an independent third party at a cash consideration of HK\$3,000. The Best Four Ocean Group is inactive during the year.

39. 出售附屬公司 (續)

截至二零一六年六月三十日止年度

於二零一五年九月三十日，本公司之間接全資附屬公司Huge Discovery Limited (「Huge Discovery」) 出售Huge Discovery直接全資擁有之通四海有限公司(連同其附屬公司統稱為「通四海集團」)之全部已發行股本予一名獨立第三方，現金代價為3,000港元。通四海集團於年內並無業務。

		HK\$'000 千港元
Total cash consideration received	已收取現金代價總額	3
Analysis of assets and liabilities which control was lost:	已失去控制權之資產及負債分析：	
Property, plant and equipment	物業、廠房及設備	19
Other receivables	其他應收款項	124
Cash and cash equivalents	現金及現金等價物	11
Other payables	其他應付款項	(194)
Net liabilities disposed of	所出售之負債淨額	(40)
Gain on disposal of subsidiaries	出售附屬公司的收益	43
Net cash outflow arising on disposal:	出售產生之現金流出淨額：	
Cash consideration received	已收取現金代價	3
Less: cash and cash equivalents disposed of	減：所出售之現金及現金等價物	(11)
		(8)

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綜合財務報表附註

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40. COMMITMENTS

Operating lease commitments

The Group as lessee

At the end of the reporting period, the Group has commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	3,656	6,359
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	1,371	9,725
		5,027	16,084

Operating lease payments represent rentals payable by the Group for its office premises. Leases are negotiated for one to three years (2016: one to three years) and rentals are fixed for an average of one year (2016: one year).

41. RELATED PARTY TRANSACTIONS

Apart from those disclosed elsewhere in these consolidated financial statements, the Group entered into the following significant related party transaction based on the terms mutually agreed between the parties involved:

Transaction with a related party

Rental paid/payable	已付/應付租金	-	2,741
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Rental fee for the use and lease of office premises of the Group was paid/payable to a related party who is a family member of the ultimate beneficial owner of the substantial shareholder of the Company. The transaction, which was terminated during the year ended 30 June 2016, constituted continuing connected transaction as defined in the GEM Listing Rules.

40. 承擔

經營租賃承擔

本集團作為承租人

於報告期末，本集團根據不可撤銷的經營租約須於下列到期日支付之未來最低租金款項承擔如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	3,656	6,359
In the second to fifth years inclusive	1,371	9,725
	5,027	16,084

經營租約款項乃指本集團就其辦公室物業應付之租金。租約按一至三年(二零一六年：一至三年)之年期磋商及租金按平均一年(二零一六年：一年)議定。

41. 關連人士交易

除已於此等綜合財務報表其他段落所披露者外，本集團曾根據各訂約方共同協定的條款訂立下列重大關連人士交易：

與一名關連人士之交易

Rental paid/payable	已付/應付租金	-	2,741
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租用本集團辦公室物業之租金已付/應付予為本公司主要股東最終實益擁有人家族成員之關連人士。如創業板上市規則所定義，該交易(已於截至二零一六年六月三十日止年度終止)構成持續關連交易。

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41. RELATED PARTY TRANSACTIONS (Continued)

Transactions with an associate

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Advertising expense	廣告開支	34	84
Entertainment expense	酬酢費用	29	63
		63	147

Compensation of key management personnel

The remuneration of the directors (who are the key management personnel of the Group) during the year were as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Short-term benefits	短期福利	5,343	4,772
Post-employment benefits	退休福利	31	49
		5,374	4,821

41. 關連人士交易 (續)

與一間聯營公司之交易

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Advertising expense	廣告開支	34	84
Entertainment expense	酬酢費用	29	63
		63	147

主要管理人員之薪酬

年內，董事（本集團主要管理人員）之薪酬如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Short-term benefits	短期福利	5,343	4,772
Post-employment benefits	退休福利	31	49
		5,374	4,821

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For the year ended 30 June 2017
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42. PRINCIPAL SUBSIDIARIES

Particulars of the company's principal subsidiaries as at 30 June 2017 are set out as follows:

42. 主要附屬公司

於二零一七年六月三十日，本公司主要附屬公司詳情載列如下：

Name of subsidiary 附屬公司名稱	Place/Country of incorporation/ operations 註冊成立/ 營業地點/國家	Paid up issued ordinary share capital 已發行及繳足 普通股股本	Proportion of ownership interest held by the Company 本公司持有擁有權權益百分比				Proportion of voting power held by the Company 本公司持有投票權百分比		Principal activities 主要業務
			Directly 直接		Indirectly 間接				
			2017 二零一七年 %	2016 二零一六年 %	2017 二零一七年 %	2016 二零一六年 %	2017 二零一七年 %	2016 二零一六年 %	
Chemosino International Limited	BVI	Ordinary share US\$1	100	100	n/a	n/a	100	100	Investment holding
Chemosino International Limited	英屬維爾京群島	普通股1美元	100	100	不適用	不適用	100	100	投資控股
Born Nature Investments Limited	BVI	Ordinary shares US\$1	100	100	n/a	n/a	100	100	Investment holding
Born Nature Investments Limited	英屬維爾京群島	普通股1美元	100	100	不適用	不適用	100	100	投資控股
Golden Brand Investments Limited	Hong Kong	Ordinary shares HK\$10	n/a	n/a	100	100	100	100	Investment holding and money lending
越盛投資有限公司	香港	普通股10港元	不適用	不適用	100	100	100	100	投資控股及放債
C.N. Taipu (Shenzhen) Investment Co., Ltd. #	PRC	Paid-up capital HK\$50,000,000	n/a	n/a	100	100	100	100	Trading of mineral products and money lending
天然泰普(深圳)投資有限公司#	中國	已繳股本 50,000,000港元	不適用	不適用	100	100	100	100	買賣礦石產品及放債
Great Wall Credit Limited (Formerly known as Profit Finance Limited)	Hong Kong	Ordinary shares HK\$5,000,000	n/a	n/a	100	100	100	100	Money lending
長城信貸有限公司(前稱 永盈財務有限公司)	香港	普通股5,000,000 港元	不適用	不適用	100	100	100	100	放債
深圳金泉諮詢有限公司#	PRC	Paid-up capital RMB20,000,000	n/a	n/a	100	100	100	100	Investment holding
深圳金泉諮詢有限公司#	中國	已繳股本人民幣 20,000,000元	不適用	不適用	100	100	100	100	投資控股

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42. PRINCIPAL SUBSIDIARIES (Continued)

42. 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place/Country of incorporation/ operations 註冊成立/ 營業地點/國家	Paid up issued ordinary share capital 已發行及繳足 普通股股本	Proportion of ownership interest held by the Company 本公司持有擁有權益百分比				Proportion of voting power held by the Company 本公司持有投票權百分比		Principal activities 主要業務
			Directly 直接		Indirectly 間接				
			2017 二零一七年 %	2016 二零一六年 %	2017 二零一七年 %	2016 二零一六年 %	2017 二零一七年 %	2016 二零一六年 %	
南通市達慧城新能源 服務有限公司 (Formerly known as 天浚禾(南通)服務貿易 有限公司)*	PRC	Paid-up capital RMB12,570,000	n/a	n/a	100	100	100	100	Trading of mineral products
南通市達慧城新能源 服務有限公司 (前稱 天浚禾(南通)服務貿易 有限公司)*	中國	已繳股本人民幣 12,570,000元	不適用	不適用	100	100	100	100	買賣礦石產品
鄂爾多斯市泰普礦業工程 有限責任公司	PRC	Paid-up capital RMB20,000,000	n/a	n/a	100	100	100	100	Provision of coal mining services
鄂爾多斯市泰普礦業工程 有限責任公司	中國	已繳股本人民幣 20,000,000元	不適用	不適用	100	100	100	100	提供煤礦開採服務
天津達慧城新能源有限公司	PRC	Ordinary shares RMB30,000,000	n/a	n/a	90	n/a	90	n/a	Provision of heating supply services
天津達慧城新能源有限公司	中國	普通股人民幣 30,000,000元	不適用	不適用	90	不適用	90	不適用	提供供暖服務
菏澤達慧城新能源熱力有限公司	PRC	Ordinary shares RMB60,000,000	n/a	n/a	51	n/a	51	n/a	Provision of heating supply services
菏澤達慧城新能源熱力有限公司	中國	普通股人民幣 60,000,000元	不適用	不適用	51	不適用	51	不適用	提供供暖服務

* Being wholly foreign owned enterprises.

為外商獨資企業。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

42. PRINCIPAL SUBSIDIARIES (Continued)

Except as specified above, all other subsidiaries are limited liability companies.

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. All the other subsidiaries are either investment holding or inactive located in Hong Kong, BVI and the PRC. The principal activities of these subsidiaries are summarised as follows:

Principal activities 主要業務	Principal place of business 主要經營地點	Number of subsidiaries 附屬公司數目	
		2017 二零一七年	2016 二零一六年
Investment holding 投資控股	Hong Kong 香港	3	5
Investment holding 投資控股	BVI 英屬維爾京群島	8	7
Investment holding 投資控股	PRC 中國	1	–
Inactive 無業務	Hong Kong 香港	4	–
Inactive 無業務	BVI 英屬維爾京群島	2	2
Inactive 無業務	PRC 中國	3	2
		21	16

42. 主要附屬公司 (續)

除上文所指定者外，所有其他附屬公司均為有限責任公司。

上表列出本公司董事認為主要影響本集團業績或資產及負債之本集團附屬公司。本公司董事認為，詳列其他附屬公司會引致內容過度冗長。

於報告期末，本公司有其他對本集團屬並不重要的附屬公司。所有其他附屬公司為投資控股或並無業務，位於香港、英屬維爾京群島及中國。該等附屬公司之主要業務概述如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

42. PRINCIPAL SUBSIDIARIES (Continued)

The tables below show details of the subsidiary that have non-controlling interests material to the Group during the 2017:

荷澤達慧城新能源熱力有限公司

Proportion of effective interests held by non-controlling interests

非控股權益所持實際權益百分比

2017
二零一七年

49%

Voting rights held by non-controlling interests

非控股權益所持投票權

49%

Loss attributable to non-controlling interests

非控股權益應佔虧損

2017
二零一七年
HK\$'000
千港元

(1,833)

Accumulated non-controlling interests

累計非控股權益

15,067

Summarised financial information in respect of the Group's subsidiary that has non-controlling interests that are material to the Group is set out below. The summarised financial information below represents amounts before intra-group eliminations.

42. 主要附屬公司 (續)

下表列示於二零一七年對本集團屬重要之擁有非控股權益之附屬公司詳情：

荷澤達慧城新能源熱力有限公司

非控股權益所持實際權益百分比

2017
二零一七年

49%

非控股權益所持投票權

49%

非控股權益應佔虧損

2017
二零一七年
HK\$'000
千港元

(1,833)

累計非控股權益

15,067

有關對本集團屬重要之擁有非控股權益之本集團附屬公司之財務資料概要載列如下。下文之財務資料概要乃進行集團內公司間對銷前金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

42. PRINCIPAL SUBSIDIARIES (Continued)

荷澤達慧城新能源熱力有限公司 (Continued)

42. 主要附屬公司 (續)

荷澤達慧城新能源熱力有限公司 (續)

		As at 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元
Non-current assets	非流動資產	4,582
Current assets	流動資產	35,303
Current liabilities	流動負債	(9,136)
Non-current liabilities	非流動負債	–
Equity attributable to owner of the Company	本公司擁有人應佔權益	15,682
Non-controlling interests	非控股權益	15,067

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

42. PRINCIPAL SUBSIDIARIES (Continued)

荷澤達慧城新能源熱力有限公司 (Continued)

42. 主要附屬公司 (續)

荷澤達慧城新能源熱力有限公司 (續)

		Year ended 30 June 2017 截至 二零一七年 六月三十日 止年度 HK\$'000 千港元
Revenue	收益	2,500
Other income	其他收益	4
Expenses	開支	(6,244)
Loss and total comprehensive expense for the year	年度虧損及全面總開支	(3,740)
Loss and total comprehensive expense for the year	年度虧損及全面總開支	
Owner of the Company	本公司擁有人	(1,907)
Non-controlling interests	非控股權益	(1,833)
		(3,740)
		Year ended 30 June 2017 截至 二零一七年 六月三十日 止年度 HK\$'000 千港元
Net cash outflow from operating activities	經營活動現金流出淨額	(3,955)
Net cash outflow from investing activities	投資活動現金流出淨額	(30,501)
Net cash inflow from financing activities	融資活動現金流入淨額	34,512
Net cash inflow	現金流入淨額	56

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

42. PRINCIPAL SUBSIDIARIES (Continued)

天津達慧城新能源有限公司 and its subsidiary

42. 主要附屬公司 (續)

天津達慧城新能源有限公司及其附屬公司

		2017 二零一七年
Proportion of effective interests held by non-controlling interests	非控股權益所持實際權益百分比	10%
Voting rights held by non-controlling interests	非控股權益所持投票權	10%
		2017 二零一七年 HK\$'000 千港元
Profit attributable to non-controlling interests	非控股權益應佔溢利	(447)
Accumulated non-controlling interests	累計非控股權益	(447)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

42. PRINCIPAL SUBSIDIARIES (Continued)

天津達慧城新能源有限公司 and its subsidiary (Continued)

Summarised financial information in respect of the Group's subsidiary that has non-controlling interests that are material to the Group is set out below. The summarised financial information below represents amounts before intra-group eliminations.

42. 主要附屬公司 (續)

天津達慧城新能源有限公司及其附屬公司 (續)

對本集團屬重要的擁有非控股權益之本集團附屬公司之財務資料概要載列如下。下文之財務資料概要乃進行集團內公司間對銷前金額。

		As at 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元
Non-current assets	非流動資產	9,052
Current assets	流動資產	2,845
Current liabilities	流動負債	(16,367)
Non-current liabilities	非流動負債	-
Equity attributable to owner of the Company	本公司擁有人應佔權益	(4,023)
Non-controlling interests	非控股權益	(447)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

42. PRINCIPAL SUBSIDIARIES (Continued)

天津達慧城新能源有限公司 and its subsidiary (Continued)

42. 主要附屬公司 (續)

天津達慧城新能源有限公司及其附屬公司
(續)

		Year ended 30 June 2017 截至 二零一七年 六月三十日 止年度 HK\$'000 千港元
Revenue	收益	5,528
Other income	其他收益	742
Expenses	開支	(10,740)
Profit and total comprehensive income for the year	年度溢利及全面總收益	(4,470)
Profit and total comprehensive income for the year	年度溢利及全面總收益	
Owner of the Company	本公司擁有人	(4,023)
Non-controlling interests	非控股權益	(447)
		(4,470)
		Year ended 30 June 2016 截至 二零一六年 六月三十日 止年度 HK\$'000 千港元
Net cash outflow from operating activities	經營活動現金流出淨額	(4,119)
Net cash outflow from investing activities	投資活動現金流出淨額	(9,403)
Net cash inflow from financing activities	融資活動現金流入淨額	13,880
Net cash inflow	現金流入淨額	358

None of the subsidiaries had issued any debt securities at the end of the year.

於本年度末，概無該等附屬公司發行任何債務證券。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

42. PRINCIPAL SUBSIDIARIES (Continued)

As mentioned in note 39, PR ASIA Investment was ceased to be a subsidiary of the Group upon the disposal on 2 November 2016. The tables below show details of the subsidiary that have non-controlling interests material to the Group during the year ended 30 June 2016:

PR ASIA Investment and its subsidiary

Proportion of effective interests held by non-controlling interests	非控股權益所持實際權益百分比	2016 二零一六年
		40%
Voting rights held by non-controlling interests	非控股權益所持投票權	40%

On 23 October 2015, the Company completed the disposal of 40% equity interest in PR ASIA Investment, an indirectly non-wholly owned subsidiary of the Company, at a consideration of HK\$13,000,000 to Mr. Ling, a connected person of the Group.

42. 主要附屬公司 (續)

誠如附註39所述，於二零一六年十一月二日出售後，PR ASIA Investment不再為本集團之附屬公司。下表列示截至二零一六年六月三十日止年度對本集團屬重要的擁有非控股權益之附屬公司詳情：

PR ASIA Investment及其附屬公司

2016
二零一六年

於二零一五年十月二十三日，本公司完成向本集團關連人士凌先生出售本公司間接非全資附屬公司PR ASIA Investment之40%股權，代價為13,000,000港元。

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Profit attributable to non-controlling interests	非控股權益應佔溢利	2,685	1,738
Accumulated non-controlling interests	累計非控股權益	-	10,521

Summarised financial information in respect of the Group's subsidiary that has non-controlling interests that are material to the Group is set out below. The summarised financial information below represents amounts before intra-group eliminations.

對本集團屬重要的擁有非控股權益之本集團附屬公司之財務資料概要載列如下。下文之財務資料概要乃進行集團內公司間對銷前金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

42. PRINCIPAL SUBSIDIARIES (Continued)

PR ASIA Investment and its subsidiary (Continued)

		As at 30 June 2016 於二零一六年 六月三十日 HK\$'000 千港元
Non-current assets	非流動資產	17,260
Current assets	流動資產	14,698
Current liabilities	流動負債	(5,655)
Non-current liabilities	非流動負債	–
Equity attributable to owner of the Company	本公司擁有人應佔權益	15,782
Non-controlling interests	非控股權益	10,521

42. 主要附屬公司 (續)

PR ASIA Investment及其附屬公司 (續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017
截至二零一七年六月三十日止年度

42. PRINCIPAL SUBSIDIARIES (Continued)

PR ASIA Investment and its subsidiary (Continued)

		Year ended 30 June 2016 截至 二零一六年 六月三十日 止年度 HK\$'000 千港元
Revenue	收益	41,216
Other income	其他收入	18
Expenses	開支	(32,003)
Profit and total comprehensive income for the year	本年度溢利及全面總收入	9,231
Profit and total comprehensive income for the year	本年度溢利及全面總收入	
Owners of the Company	本公司擁有人	7,493
Non-controlling interests	非控股權益	1,738
		9,231
Dividends paid to non-controlling interests	已付非控股權益股息	7,600
Net cash inflow from operating activities	經營活動現金流入淨額	12,448
Net cash outflow from investing activities	投資活動現金流出淨額	(94)
Net cash outflow from financing activities	融資活動現金流出淨額	(19,101)
Net cash outflow	現金流出淨額	(6,747)

43. EVENTS AFTER THE REPORTING PERIOD

On 8 September 2017, the Group completed the sale of the 100% equity interest in 北京達慧城, which was classified as a disposal group held for sale to the Company in note 21.

42. 主要附屬公司 (續)

PR ASIA Investment及其附屬公司 (續)

		Year ended 30 June 2016 截至 二零一六年 六月三十日 止年度 HK\$'000 千港元
Revenue	收益	41,216
Other income	其他收入	18
Expenses	開支	(32,003)
Profit and total comprehensive income for the year	本年度溢利及全面總收入	9,231
Profit and total comprehensive income for the year	本年度溢利及全面總收入	
Owners of the Company	本公司擁有人	7,493
Non-controlling interests	非控股權益	1,738
		9,231
Dividends paid to non-controlling interests	已付非控股權益股息	7,600
Net cash inflow from operating activities	經營活動現金流入淨額	12,448
Net cash outflow from investing activities	投資活動現金流出淨額	(94)
Net cash outflow from financing activities	融資活動現金流出淨額	(19,101)
Net cash outflow	現金流出淨額	(6,747)

43. 報告期後事項

於二零一七年九月八日，本集團完成出售北京達慧城全部股權，其分類為本公司之持作出售之出售組合（附註21）。

Five-year Financial Summary

五年財務概要

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out below:

本集團於過去五個財政年度的業績及資產與負債概要載列如下：

		Year ended 30 June 截至六月三十日止年度				
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元 (restated) (經重列)	2013 二零一三年 HK\$'000 千港元
RESULTS	業績					
Revenue	收益	379,293	324,100	328,507	269,403	44,203
(Loss) Profit for the year attributable to owners of the Company	本公司擁有人應佔本年度(虧損)溢利	(140,228)	(130,043)	(63,856)	(3,556)	11,683
ASSETS AND LIABILITIES	資產與負債					
Total assets	總資產	823,747	1,018,844	680,470	588,223	478,771
Total liabilities	總負債	245,146	301,515	15,337	15,351	6,161
Net assets	資產淨值	578,601	717,329	665,133	572,872	472,610



絲路能源服務集團有限公司
Silk Road Energy Services Group Limited