



Sino Vision Worldwide Holdings Limited 新維國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立及於百慕達存續之有限公司)

Stock Code 股份代號: 8086

Annual Report 年報

2018

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由於GEM上市公司普遍為中小型公司，在GEM買賣之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GEM買賣之證券會有高流通量之市場。

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Corporate Information 公司資料

(as at 21 September 2018)
(於二零一八年九月二十一日)

BOARD OF DIRECTORS

Executive Directors

POON Man Sum (*Chairman*)
HUNG Kenneth (resigned on 1 November 2017)
Al Kuiyu

Non-executive Director

CHANG Eric Jackson (resigned on 19 July 2018)

Independent Non-executive Directors

FONG Fuk Wai
ZHOU Jing (resigned on 10 August 2017)
FUNG Kam Man (resigned on 2 November 2017)
CHAN Ngai Fan (appointed on 10 August 2017
and resigned on 5 September 2018)
HUANG Zhiying (appointed on 2 November 2017)
TONG Kar Hing (appointed on 5 September 2018)

COMPANY SECRETARY

LO Sze Hung

COMPLIANCE OFFICER

POON Man Sum

AUDIT COMMITTEE

FONG Fuk Wai (*Chairman*)
HUANG Zhiying
TONG Kar Hing

REMUNERATION COMMITTEE

TONG Kar Hing (*Chairman*)
FONG Fuk Wai
HUANG Zhiying

NOMINATION COMMITTEE

HUANG Zhiying (*Chairman*)
FONG Fuk Wai
TONG Kar Hing

LEGAL ADVISERS TO THE COMPANY

Howse Williams Bowers
Saul Ewing LLP
The Law Firm of Hugh H. Mo, P.C

董事會

執行董事

潘文森(主席)
洪君毅(於二零一七年十一月一日辭任)
艾奎宇

非執行董事

張世澤(於二零一八年七月十九日辭任)

獨立非執行董事

方福偉
周晶(於二零一七年八月十日辭任)
馮錦文(於二零一七年十一月二日辭任)
陳毅奮(於二零一七年八月十日獲委任
及於二零一八年九月五日辭任)
黃智穎(於二零一七年十一月二日獲委任)
唐家興(於二零一八年九月五日獲委任)

公司秘書

盧思鴻

監察主任

潘文森

審核委員會

方福偉(主席)
黃智穎
唐家興

薪酬委員會

唐家興(主席)
方福偉
黃智穎

提名委員會

黃智穎(主席)
方福偉
唐家興

本公司法律顧問

何韋鮑律師行
Saul Ewing LLP
The Law Firm of Hugh H. Mo, P.C

Corporate Information

公司資料

(as at 21 September 2018)

(於二零一八年九月二十一日)

STOCK CODE

8086

股份代號

8086

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 2, 28/F, Vertical Square
No. 28 Heung Yip Road, Wong Chuk Hang
Hong Kong

總公司及主要營業地點

香港
黃竹坑香葉道28號
嘉尚匯28樓2室

AUDITOR

Ascenda Cachet CPA Limited

核數師

天健德揚會計師事務所有限公司

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

COMPANY WEBSITE

<http://www.sinovisionworldwide.com>

公司網址

<http://www.sinovisionworldwide.com>

SHARE REGISTRARS AND TRANSFER OFFICES

Principal share registrar

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

股份過戶登記處

主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Branch share registrar

Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Bank of Communications Hong Kong Branch
Fubon Bank
Citibank N.A.

主要往來銀行

香港上海滙豐銀行有限公司
交通銀行香港分行
富邦銀行
花旗銀行

Chairman's Statement

主席報告

Dear shareholders,

On behalf of the Board (the "Board") of directors (the "Directors") of Sino Vision Worldwide Holdings Limited (the "Company", together with its subsidiaries, referred to as the "Group"), I would like to present the annual results of the Group for the year ended 30 June 2018 (the "Year") together with the Group's strategy and prospects.

FINANCIAL RESULTS

The Group recorded a loss of approximately HK\$90,460,000 for the Year (2017: Loss of HK\$50,990,000).

The Group's consolidated loss attributable to the owners of the Company for the Year amounted to approximately HK\$77,975,000 (2017: Loss of HK\$50,892,000).

BUSINESS REVIEW

E-commerce

The Group engaged in the businesses of e-commerce mainly through its B2C foreign trade e-commerce on-line sales platform, namely DX.com. The e-commerce business of the Group has been adversely affected by the increasingly intensifying competition within the e-commerce industry in recent years. The Group's platform recorded a continuous decrease in revenue, from HK\$316,294,000 for the previous year to HK\$238,519,000 for the Year, representing a decrease of approximately 24.6%. Gross profit margin dropped from approximately 34.2% to approximately 24.4%.

To cope with the adverse business environment, the Group has adopted fiscal austerity policies to control its cost and extended the range of its trading products. Further, the Group will develop its back-end system and shopping process optimization as well as its mobile devices applications.

The e-commerce business of the Group is carried on through its wholly-owned subsidiary EPRO E-Commerce Group Limited ("EPRO") and its subsidiaries (the "EPRO Group"). In August 2017, the transaction in respect of the subscription agreement with Mr. Che Xiaofei ("Mr. Che"), was completed with EPRO having to allot and issue new Shares to Mr. Che at a total consideration of HK\$20,000,000. The Group's equity interest in EPRO was reduced from 100% to 51%, accordingly. By introducing Mr. Che as a new investor of EPRO, the Group expects to reduce its funding commitment to the EPRO Group in the foreseeable future.

親愛的股東：

本人謹代表新維國際控股有限公司(「本公司」，連同其附屬公司統稱「本集團」)董事(「董事」)會(「董事會」)提呈本集團截至二零一八年六月三十日止年度(「本年度」)之全年業績，連同本集團策略及展望。

財務業績

本集團於本年度錄得虧損約90,460,000港元(二零一七年：虧損50,990,000港元)。

本集團於本年度的本公司擁有人應佔綜合虧損約為77,975,000港元(二零一七年：虧損50,892,000港元)。

業務回顧

電子商務業務

本集團的電子商務業務主要藉外貿電子商務網上銷售平台DX.com以企業對消費者方式經營。近年來，電子商務行業競爭日漸加劇，本集團電子商務業務因而受到不利影響。本集團的平台收入持續下跌，由去年316,294,000港元下跌至本年度238,519,000港元，下跌約24.6%。毛利率由約34.2%下跌至約24.4%。

為應對不利營商環境，本集團已採納審慎的財務緊縮政策以控制其成本，並擴大貿易產品範圍。此外，本集團會發展其後台系統，優化採購流程及其移動設備上的應用程式。

本集團之電子商務業務是通過其全資附屬公司EPRO E-Commerce Group Limited(「EPRO」)及其附屬公司(「EPRO集團」)進行。於二零一七年八月，有關與車曉非先生(「車先生」)之認購協議之交易已完成，EPRO須以20,000,000港元之總代價向車先生配發及發行新股份。本集團持有之EPRO股權因此由100%減少至51%。藉引入車先生為EPRO新投資者，本集團預期於可見將來減少其對EPRO集團之資金承擔。

Chairman's Statement

主席報告

Money-lending

The Group commenced the business of money-lending in Hong Kong, through an indirect wholly-owned subsidiary acquired in October 2016. During the Year, the revenue of money-lending business amounted to HK\$8,985,000 (2017: HK\$2,973,000). Further, the Group offered loans to clients at an interest rate ranging from 8% to 12%. An impairment of a loan receivable of HK\$20,000,000 has been made as at 30 June 2018. The Group will continue to maintain a balance, and review its loan portfolio so as to control the risks of debt default.

Property management and property agency services

The Group commenced the business of property management and property agency services through another indirect wholly-owned subsidiary acquired in December 2016. During the Year, the revenue of property management and property agency services was HK\$6,768,000 (2017: HK\$3,887,000). As at 30 June 2018, an impairment loss on goodwill of HK\$8,251,000 has been made in view of the latest development and lower projected revenue. The Group will continue its premium effort to monitor its ever-lasting business development and the overall costs in order to seek for profitable opportunities.

IP rights licensing and international IP development, media integrated marketing and distribution agency of sports goods business

During the Year, the Group marched into the IP rights licensing and international IP development and the media integrated marketing business upon the completion of the acquisition (the "Sense Acquisition") of Sense Media Group Limited (together with its subsidiaries, the "Sense Media Group"). Sense Media Group positions itself as a comprehensive operation platform for IP rights, specialising in media integrated marketing business, including provision of integrated marketing, planning and design service for brands. It capitalises on the abundant resources in Greater China and the strong operational liquidity of the Company, and conducts product design and commercial operation in respects of licensed IP rights and brands. Sense Media Group is also a pioneer of the "Intellectual Property + Augmented Reality + Food & Beverage" business concept in China. Its IP rights "Le Petit Chef" and "Dinner Time Story": Marco Polo", were granted and had generated new business opportunities and revenue to the Group. A revenue of approximately HK\$24,742,000 was generated for the Group since the acquisition of Sense Media Group.

借貸業務

於二零一六年十月，本集團通過收購一間間接全資附屬公司於香港展開借貸業務。於本年度，借貸業務之收入為8,985,000港元(二零一七年：2,973,000港元)。此外，本集團向客戶提供之貸款利率介乎8%至12%。於二零一八年六月三十日，已作出應收貸款減值20,000,000港元。本集團將繼續平衡及審視貸款組合以控制債務違約風險。

物業管理及物業代理服務

於二零一六年十二月，本集團通過收購另一間間接全資附屬公司開始經營物業管理及物業代理服務業務。於本年度，物業管理及物業代理服務錄得6,768,000港元收入(二零一七年：3,887,000港元)。於二零一八年六月三十日，鑒於最新發展及預測收益降低，已作出商譽減值虧損8,251,000港元。本集團將繼續不遺餘力監察其長遠業務發展及總體成本，以尋找盈利機會。

知識產權授權及國際知識產權開發、媒體綜合營銷以及分銷代理運動用品業務

於本年度，本集團於完成收購三思傳媒有限公司(連同其附屬公司，統稱「三思傳媒集團」)(「三思收購事項」)後進軍知識產權授權及國際知識產權開發，以及媒體綜合營銷業務。三思傳媒集團將其定位為知識產權綜合運營平台，專門從事媒體綜合營銷業務，包括為品牌提供綜合營銷、規劃及設計服務。其利用大中華地區的豐富資源及本公司的強勁經營變現能力，對授權知識產權及品牌進行產品設計以及商業運作。三思傳媒集團亦是中國「知識產權+增強現實技術+餐飲」經營理念的先驅。其知識產權「Le Petit Chef」及「『晚餐故事』：Marco Polo」已授出及為本集團帶來新商機及收入。自收購三思傳媒集團起，已為本集團產生收入約24,742,000港元。

Chairman's Statement

主席報告

Further, in January 2018, the Group acquired (the "Strong Network Acquisition") Strong Network International Limited (together with its subsidiaries, the "Strong Network Group"), a service provider for distribution agency, sales and marketing channel of licensed IP products. Strong Network Group has been steadily expanding its distribution channel within the PRC through engagement with various cooperation partners which cover different provinces of the PRC. In addition, Strong Network Group commenced its business of distribution agency of sports goods in February 2018. Overall, Strong Network Group contributed a revenue of approximately HK\$29,225,000 to the Group since its acquisition.

PROSPECT

The Group has been patiently exploring different business opportunities outside the field of e-commerce to widen its business scope.

The Board considers that the Strong Network Acquisition is a key downstream business integration of distribution channels. While Sense Media Group focuses on the sourcing and procurement of IP with the capabilities to disseminate its IP portfolio within certain major cities in the PRC, the core focus of Strong Network Group is and will continue to be the nation-wide distributor of commercialised IPs. The Board is of the view that the growing distribution channel of Strong Network Group will assist the development of the Group's IP commercialisation business.

In addition, in March 2018, the Group reached a two-year strategic cooperation with David Cheng Autosport Limited, of which the founder, Mr. David Cheng, a racing driver and a member of the 2017 24 hours of Le Mans race champion team – Jackie Chan DC Racing, to cooperate in areas including but not limited to IP development and operation rights of Mr. David Cheng. The Group will look into incorporate the existing IP with Mr. David Cheng to create more new consumption potentials, develop potential new retail market and explore new commercial value of IP.

The Board believes that the outlook of licensed IP rights is promising with huge potential for development, in particular, by leveraging on the development of internet technology and the upgrade of domestic consumer industries. Being a pioneer in the IP commercialisation industry will benefit the financial performance of the Group and the Group's commencement of operations in the areas of media integrated marketing and distribution agency of sports goods will further diversify the sources of income of the Group.

此外，於二零一八年一月，本集團收購了Strong Network International Limited(連同其附屬公司統稱「Strong Network集團」)(「Strong Network收購事項」)，該集團為授權知識產權產品的分銷代理、銷售及營銷渠道服務供應商。Strong Network集團透過與涵蓋中國不同省份的各類合作夥伴接觸，正穩步擴張其於中國的分銷渠道。此外，Strong Network集團於二零一八年二月開展分銷代理運動用品的業務。總體而言，Strong Network集團自其收購起已向本集團貢獻收入約29,225,000港元。

前景

本集團一直在電子商務領域以外耐心開拓不同商機，以拓寬業務範圍。

董事會認為Strong Network收購事項乃分銷渠道的主要下游業務整合。三思傳媒集團專注於採購知識產權並有能力在中國若干主要城市內傳播其知識產權組合，Strong Network集團的核心重點為成為並將繼續成為商業化知識產權之全國分銷商。董事會認為Strong Network集團不斷增長的分銷渠道將促進本集團知識產權商業化業務的發展。

此外，於二零一八年三月，本集團與David Cheng Autosport Limited(其中創始人、賽車手程飛先生為2017勒芒24小時耐力賽冠軍車隊—耀萊成龍DC車隊的成員)達成兩年戰略合作，以於有關領域合作，包括但不限於程飛先生之知識產權開發及運營權。本集團將結合現有知識產權與程飛先生以創造更多新消費可能，開拓潛在新零售市場，發掘知識產權新商業價值。

董事會相信授權知識產權的前景樂觀，具有龐大發展潛力，尤其是透過利用互聯網科技之發展及國內消費產業升級。成為知識產權商業化行業的先驅者將有利於本集團的財務表現，而本集團開展媒體綜合營銷及分銷代理運動用品領域之業務將進一步拓展本集團的收入來源。

Chairman's Statement

主席報告

Looking ahead, in respect of the e-commerce business, the Group will strive to control its costs and expand its clientele, in an attempt to maintain its competitiveness.

The Board is of the view that a series of new measures and acquisitions have laid a solid foundation for the diversification of development, and will provide new impetus to its growth and benefit the long-term development of the Group. The Group will continue to widen its business scope to generate fruitful returns for its shareholders.

ACKNOWLEDGEMENT

On behalf of the Board, we would like to take this opportunity to extend our greatest gratitude to the management team and all our staff for their loyalty, commitment, professional and valuable contribution. Meanwhile, the Board would like to thank all our shareholders, clients, suppliers and other business partners for their on-going trust and substantial support.

On behalf of the Board

Poon Man Sum
Chairman

Hong Kong
21 September 2018

展望未來，就電子商務業務而言，本集團會致力控制成本及擴大客戶群，以維持此業務之競爭力。

董事會認為，一系列的新舉措及收購事項已為多元化發展奠定堅實基礎並將提供新的發展動力，有利本集團長遠發展。本集團將繼續開拓業務版圖，致力為其股東締造理想回報。

致謝

吾等謹此代表董事會衷心感謝管理團隊及全體員工於過去一年的忠誠努力、專業精神與寶貴貢獻。同時，董事會亦感謝所有股東、客戶、供應商及其他業務合作夥伴長期的信任與堅定的支持。

承董事會命

主席
潘文森

香港
二零一八年九月二十一日

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

During the Year, the Group has extended its business into the IP rights licensing and international IP development, media integrated marketing and distribution agency of sports goods.

Revenue

The Group recorded a revenue of approximately HK\$308,239,000 (2017: approximately HK\$323,154,000), representing a drop of approximately 4.6%.

The consolidated revenue for the Year was mainly contributed by the revenue from (i) the e-commerce business of approximately 77.4% (2017: 97.9%); (ii) the money-lending business of approximately 2.9% (2017: 0.9%); (iii) the provision of property management and property agency services of approximately 2.2% (2017: 1.2%); and (iv) the franchise income arising from IP rights licensing, international IP development, media integrated marketing, and distribution agency of sports goods of approximately 17.5% (2017: Nil).

The intense competition in the e-commerce industry has led to a decline in the revenue of the Group, which outweighed the income growth and contribution from new businesses of the Group.

Gross Profit and Gross Profit Margin

The gross profit dropped from approximately HK\$106,785,000 for the previous year to approximately HK\$100,683,000 for the Year, representing a drop of approximately 5.7%, while the gross profit margin recorded a slight decrease at approximately 32.7% (2017: approximately 33.0%). The impact of the drop in gross profit from the e-commerce business has been offset by the gross profit contributed by the IP and the media integrated marketing business.

Selling and Distribution Costs

The expenses are mainly attributable to the Group's e-commerce business. There has been a drop in the expenses due to (i) the decrease in revenue of e-commerce business; and (ii) the decrease of transportation cost due to the change in sales mix during the Year.

管理層討論及分析

財務回顧

本年度，本集團拓展業務至知識產權授權及國際知識產權開發、媒體綜合營銷及分銷代理運動用品。

收入

本集團錄得收入約308,239,000港元(二零一七年：約323,154,000港元)，減少約4.6%。

本年度的綜合收入主要來自(i)電子商務業務的收入約77.4%(二零一七年：97.9%)；(ii)借貸業務的收入約2.9%(二零一七年：0.9%)；(iii)提供物業管理及物業代理服務的收入約2.2%(二零一七年：1.2%)；及(iv)知識產權授權產生的特許經營之收入、國際知識產權開發、媒體綜合營銷以及分銷代理運動用品的收入約17.5%(二零一七年：無)。

電子商務行業競爭激烈，導致本集團收入下跌，而其影響大於本集團新業務的收入增長及貢獻。

毛利及毛利率

毛利由去年約106,785,000港元下降至本年度約100,683,000港元，減少約5.7%，而毛利率錄得輕微下跌至約32.7%(二零一七年：約33.0%)。電子商務業務毛利下降的影響已由知識產權及媒體綜合營銷業務所貢獻的毛利抵銷。

銷售及分銷成本

費用主要產生自本集團的電子商務業務。費用下降乃由於本年度內(i)電子商務業務的收入減少；及(ii)銷售組合變更導致運輸成本減少。

Review of Operations

業務回顧

Administrative and Other Expenses

The increase in the administrative and other expenses was mainly caused by (i) the net loss on disposal of the available-for-sales investments of approximately HK\$20,079,000 (2017: HK\$384,000), (ii) provision for impairment loss of a loan receivable from the Group's money lending business of approximately HK\$20,000,000 (2017: Nil), (iii) provision for impairment loss on goodwill of the Group's property management and property agency services business of approximately HK\$8,251,000 (2017: Nil) and (iv) increase of staff cost to approximately HK\$32,871,000 (2017: approximately HK\$22,564,000).

Finance Costs

The finance costs during the Year amounted to approximately HK\$10,024,000 (2017: HK\$349,000). The increment was attributable to the imputed interest expense of the convertible bonds issued during the Year.

Loss for the Year

The Group recorded a loss of approximately HK\$90,460,000 for the Year and representing an increase of approximately 77.4% in comparison with that of last year of approximately HK\$50,990,000. During the Year, the Group also recorded a loss attributable to the owners of the Company amounted to approximately HK\$77,975,000 (2017: loss of HK\$50,892,000).

Even though there are profits from the new business segments of the Group, such profits were fully outweighed by:

- the loss on disposal of the available-for-sales investments;
- provision of impairment on a loan receivable;
- provision of impairment on goodwill of the Group's property management and property agency service business;
- the continuing loss from e-commerce business; and
- increase in finance costs.

行政及其他費用

行政及其他費用增加主要由於(i)出售可供出售投資的淨虧損約20,079,000港元(二零一七年: 384,000港元)·(ii)應收本集團借貸業務的貸款減值虧損撥備約20,000,000港元(二零一七年: 無)·(iii)本集團物業管理及物業代理服務業務的商譽減值虧損撥備約8,251,000港元(二零一七年: 無)及(iv)員工成本增至約32,871,000港元(二零一七年: 約22,564,000港元)所致。

融資成本

本年度的融資成本約為10,024,000港元(二零一七年: 349,000港元)。增加歸因於本年度內已發行可換股債券之推算利息開支。

本年度虧損

本集團於本年度錄得虧損約90,460,000港元，與去年約50,990,000港元相比增加約77.4%。本集團於本年度亦錄得本公司擁有人應佔虧損約77,975,000港元(二零一七年: 虧損50,892,000港元)。

儘管本集團新業務分部產生溢利，但有關溢利被以下各項完全蓋過：

- 出售可供出售投資的虧損；
- 應收貸款的減值撥備；
- 本集團物業管理及物業代理服務業務的商譽減值撥備；
- 電子商務業務的持續虧損；及
- 融資成本增加。

Financial Key Performance Indicators

The Board monitored a number of financial key performance indicators ("KPI"s) to measure the Group's performance over time. The KPIs may subject to refinement in accordance with the needs and changes of business. Details of the Group's performance against each of the finance-related KPIs are set out below:

財務關鍵表現指標

董事會監察多項財務關鍵表現指標(「關鍵表現指標」)以計量本集團在一段時間內的表現。有關關鍵表現指標或須因應業務需要及變動而微調。本集團表現與各項財務相關關鍵表現指標的對照詳情載列如下：

KPI measures 關鍵表現指標計量	2018 二零一八年	2017 二零一七年	Definition/Calculation 定義/計算	Comments 意見
Basic earnings per share 每股基本盈利	(2.81) Cents 港仙	(2.41) Cents 港仙	A basic earning per share is based on the loss for the year attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares in issue during the year 每股基本盈利乃按該年度本公司普通股權益持有人應佔該年度虧損，以及年內已發行普通股之加權平均數計算	The portion of a company's profit/(loss) allocated to each outstanding share of common stock 每股普通股所佔的利潤/(虧損)部分
Return on investments 投資回報	(42%)	(21%)	It divides net loss by net assets 淨虧損佔淨資產比率	A profitability measures that evaluates the performance of a business by dividing net profit by net worth 通過淨利潤除以淨值計算一個企業的盈利能力
Gearing ratio 資本負債比率	48%	N/A 不適用	A ratio of net debt (liabilities less pledged deposits and cash and cash equivalents) over total capital plus net debt 債務淨值(負債減已抵押存款及現金及現金等值項目)除以總資本加上債務淨值	Degree of leverage 槓桿程度
Current ratio 流動比率	306%	299%	A ratio of current assets over current liabilities 流動資產對流動負債的比率	It measures a company's ability to pay short-term obligations 衡量公司的支付短期債務的能力

Capital Structure

The Group mainly finances its operation with internal resources and proceeds from various fund raising. The Group continues to exert stringent control over treasury policies.

Save as disclosed in the section head "Fund Raising Activities", there is no material change to capital structure of the Group.

資本架構

本集團主要以內部資源及不同的集資活動之所得款項為其業務撥資。本集團繼續對庫務政策實施嚴格控制。

除「集資活動」一節所披露者外，本集團之資本架構並無重大變動。

Review of Operations

業務回顧

Fund Raising Activities

(1) Issuance of convertible bonds under specific mandate

On 7 August 2017, the Company issued zero coupon redeemable convertible bonds with a nominal value of HK\$40,000,000 ("1st Tranche Lockup CB") and HK\$30,000,000 ("2nd Tranche Lockup CB") (collectively, the "August 2017 CB") as part of the consideration for the Sense Acquisition (note 32 of the consolidated financial statements). The August 2017 CB are conditionally convertible into a maximum of 507,246,376 ordinary shares of the Company at the initial conversion price of HK\$0.138 per conversion share (subject to adjustments). The conversion price of HK\$0.138 per conversion share represents:

- (i) a discount of approximately 12.6% to the closing price of HK\$0.158 per share as quoted on the Stock Exchange on 5 June 2017, the date of the sale and purchase agreement;
- (ii) a discount of approximately 19.8% to the average of the closing prices of HK\$0.172 per Share as quoted on the Stock Exchange for the last five trading days up to and including the last trading day of 5 June 2017; and
- (iii) a discount of approximately 26.2% to the closing price of HK\$0.187 per Share as quoted on the Stock Exchange on 17 July 2017, the latest practicable date prior to the printing of relevant circular.

The conversion price was determined after a series of arm's length negotiation between the vendor of the Sense Acquisition and the Company with reference to the recent trading price of the shares and the recent market sentiment of the financial market in Hong Kong. As such, the Directors consider that the conversion price is fair and reasonable and as well as being in the interests of the Company and the shareholders as a whole.

集資活動

(1) 根據特別授權發行可換股債券

於二零一七年八月七日，本公司發行面值40,000,000港元(「第一批禁售可換股債券」)及30,000,000港元(「第二批禁售可換股債券」)的零票息可贖回可換股債券(統稱「二零一七年八月可換股債券」)，作為三思收購事項的部分代價(綜合財務報表附註32)。二零一七年八月可換股債券可按每股換股股份0.138港元的初步換股價(可予調整)有條件轉換為最多507,246,376股本公司普通股。換股價每股換股股份0.138港元較：

- (i) 股份於二零一七年六月五日(買賣協議日期)在聯交所所報之收市價每股0.158港元折讓約12.6%；
- (ii) 股份於截至二零一七年六月五日最後五個交易日(包括該日)止在聯交所所報之平均收市價每股0.172港元折讓約19.8%；及
- (iii) 股份於二零一七年七月十七日(有關通函付印前之最後實際可行日期)在聯交所所報之收市價每股0.187港元折讓約26.2%。

換股價乃由三思收購事項之賣方與本公司經參考股份之近期交易價格及香港金融市場之近期市場情緒後經一系列公平磋商而釐定。因此，董事認為換股價屬公平合理，並符合本公司及股東之整體利益。

As at the date of this report, the convertible bondholders have exercised part of their rights to convert the convertible bonds into shares of the Company. Subsequent to the end of the reporting period on 12 September 2018, the Company received a conversion notice from the convertible bondholder in respect of the exercise of the conversion rights attached to the convertible bonds, upon meeting the profit guarantee for the First Guarantee Period, to convert the 1st Tranche Lockup CB, which is of an aggregate nominal value of HK\$40,000,000, in full at the conversion price of HK\$0.138 per conversion share (the "Conversion"). Accordingly, 289,855,072 new shares, representing approximately 10.44% of the issued share capital of the Company immediately before the Conversion and approximately 9.45% of the issued share capital of the Company immediately after the Conversion, was allotted and issued to the convertible bondholder on 14 September 2018 pursuant to the terms and conditions of the convertible bonds. Upon completion of the Conversion, the aggregate outstanding principal amount of the convertible bonds was decreased to HK\$30,000,000. For details of the August 2017 CB, please refer to note 27 of the consolidated financial statement and the Company's circular dated 18 July 2017 and the Company's announcements dated 6 June 2017, 2 August 2017 and 7 August 2017, respectively.

(2) Issuance of convertible bonds under general mandate

On 23 November 2017, the Company entered into a subscription agreement with a subscriber, pursuant to which the Company agreed to issue and the subscriber agreed to subscribe for, the bonds in the principal amount of HK\$100,000,000, subject to the terms and the conditions set out therein (the "December 2017 CB"). The December 2017 CB are convertible into a maximum of 552,486,187 ordinary shares of the Company at the initial conversion price of HK\$0.181 per conversion share (subject to adjustments). The initial conversion price of HK\$0.181 per conversion share represents:

- (i) a discount of approximately 19.56% to the closing price of HK\$0.225 per share as quoted on the Stock Exchange on 23 November 2017, the last trading day prior to the signing of the subscription agreement; and
- (ii) a discount of approximately 18.62% to the average closing price of HK\$0.2224 per share as quoted on the Stock Exchange for the last five trading days immediately prior to the date of the announcement on 23 November 2017.

於本報告日期，可換股債券持有人已行使部份其轉換可換股債券為本公司股份的權利。於報告期末後，於二零一八年九月十二日，本公司接獲可換股債券持有人就行使可換股債券隨附之換股權發出之轉換通知，於達成首個擔保期間之溢利擔保後按每股換股股份0.138港元之換股價全數轉換第一批禁售可換股債券，總面值為40,000,000港元（「轉換」）。因此，根據可換股債券之條款及條件，已於二零一八年九月十四日向可換股債券持有人配發及發行289,855,072股新股份，相當於緊接轉換前本公司已發行股本約10.44%及緊隨轉換後本公司已發行股本約9.45%。於轉換完成後，可換股債券之尚未償還本金總額減少至30,000,000港元。有關二零一七年八月可換股債券的詳情，請參閱綜合財務報表附註27及本公司日期為二零一七年七月十八日的通函以及本公司日期分別為二零一七年六月六日、二零一七年八月二日及二零一七年八月七日的公告。

(2) 根據一般授權發行可換股債券

於二零一七年十一月二十三日，本公司與一名認購人訂立一份認購協議，據此本公司同意發行及認購人同意按認購協議所載之條款及條件認購本金額為100,000,000港元的債券（「二零一七年十二月可換股債券」）。二零一七年十二月可換股債券可按初步換股價每股換股股份0.181港元（可予調整）轉換為最多552,486,187股本公司普通股。初步換股價每股換股股份0.181港元較：

- (i) 股份於二零一七年十一月二十三日（簽訂認購協議前之最後交易日）在聯交所所報之收市價每股0.225港元折讓約19.56%；及
- (ii) 股份於緊接二零一七年十一月二十三日公告日期前後五個交易日在聯交所所報之平均收市價每股0.2224港元折讓約18.62%。

Review of Operations

業務回顧

The conversion price was arrived at after arm's length negotiations between the Company and the subscriber with reference to the prevailing market prices of the shares as shown above. The Directors consider that the conversion price and the terms and conditions of the subscription agreement are fair and reasonable based on the current market conditions and in the interests of the Company and shareholders as a whole.

The issuance of convertible bonds under general mandate was completed on 1 December 2017. The net proceeds of approximately HK\$97,500,000 (after deducting the direct transaction costs of HK\$2,500,000) are being utilised for (i) enhancing of the Group's e-commerce and O2O sales and consumer services business; (ii) future development and investment opportunities; and (iii) general working capital purpose. As at the date of this report, the bondholder has not exercised its rights to convert the convertible bonds into shares of the Company. For details of the December 2017 CB, please refer to note 27 of the consolidated financial statement and the announcements of the Company dated 23 November 2017 and 1 December 2017, respectively.

The actual use of the net proceeds from the December 2017 CB as at 30 June 2018 was as follows:

- (i) approximately HK\$17,042,000 has been utilised for enhancing of the Group's e-commerce and consumer services business;
- (ii) approximately HK\$55,925,000 has been utilised for funding the cash consideration and related expenses for acquisition of Strong Network Group and other investments; and
- (iii) approximately HK\$24,533,000 has been utilised for the general working capital, approximately HK\$13,689,000 of which has been utilised for the working capital of the money-lending business. The remaining amount has been utilized for the working capital of the Group, including but not limited to salaries, rental expenses, legal and professional fee and office expenses.

換股價乃由本公司與認購人經參考上文所示股份之現行市價後公平磋商而釐定。董事根據當時市況認為換股價及認購協議之條款及條件屬公平合理，並符合本公司及股東之整體利益。

根據一般授權發行可換股債券已於二零一七年十二月一日完成。所得款項淨額約97,500,000港元(經扣除2,500,000港元之直接交易成本後)用於(i)提升本集團的電子商務及以線上對線下銷售及消費者服務業務；(ii)未來發展及投資機會；及(iii)一般營運資金用途。於本報告日期，債券持有人並無行使其轉換可換股債券為本公司股份的權利。有關二零一七年十二月可換股債券的詳情，請參閱綜合財務報表附註27及本公司日期分別為二零一七年十一月二十三日及二零一七年十二月一日的公告。

二零一七年十二月可換股債券之所得款項淨額於二零一八年六月三十日之實際用途如下：

- (i) 約17,042,000港元已用於提升本集團的電子商務及消費者服務業務；
- (ii) 約55,925,000港元已用於撥付收購Strong Network集團之現金代價及相關費用以及其他投資；及
- (iii) 約24,533,000港元已用作一般營運資金，其中約13,689,000港元已用作借貸業務之營運資金。餘額已用作本集團之營運資金，包括但不限於工資、租金、法律及專業費用及辦公室費用。

Review of Operations

業務回顧

Dilution effect of the full conversion of all outstanding convertible bonds as at 30 June 2018

The following table sets out the dilution effect in the event of full conversion of (i) the August 2017 CB; (ii) the December 2017 CB; and (iii) all outstanding convertible bonds.

於二零一八年六月三十日悉數轉換所有尚未償還可換股債券之攤薄影響

下表載列倘悉數轉換(i)二零一七年八月可換股債券；(ii)二零一七年十二月可換股債券；及(iii)所有尚未償還可換股債券之攤薄影響。

Shareholder	As at 30 June 2018		Immediately after the full conversion of the August 2017 CB (Note a)		Immediately after the full conversion of the December 2017 CB (Note b)		Immediately after the full conversion of all outstanding convertible bonds (Note a, b)	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
股東	於二零一八年六月三十日		緊隨悉數轉換二零一七年八月可換股債券後(附註a)		緊隨悉數轉換二零一七年十二月可換股債券後(附註b)		所有尚未償還可換股債券後(附註a、b)	
	股份數目	%	股份數目	%	股份數目	%	股份數目	%
Great Capital (H.K.) Limited	198,288,000	7.14	198,288,000	6.04	198,288,000	5.96	198,288,000	5.17
Mr. Xia Boyu	69,264,000	2.49	69,264,000	2.11	69,264,000	2.08	69,264,000	1.81
Mr. Wang He	27,816,000	1.00	27,816,000	0.85	27,816,000	0.84	27,816,000	0.73
China Overseas International Development Limited	250,336,000	9.02	250,336,000	7.62	250,336,000	7.52	250,336,000	6.53
Sense Media Group Holdings Limited	-	-	507,246,376	15.45	-	-	507,246,376	13.22
Excel Action Global Limited	-	-	-	-	552,486,187	16.60	552,486,187	14.40
Other public Shareholders	2,230,511,424	80.35	2,230,511,424	67.93	2,230,511,424	67.00	2,230,511,424	58.14
Total	2,776,215,424	100.00	3,283,461,800	100.00	3,328,701,611	100.00	3,835,947,987	100.00

Notes:

- Assuming conversion of August 2017 CB at the initial conversion price of HK\$0.138
- Assuming conversion of December 2017 CB at the initial conversion price of HK\$0.181

附註：

- 假設按初步換股價0.138港元轉換二零一七年八月可換股債券
- 假設按初步換股價0.181港元轉換二零一七年十二月可換股債券

Dilution impact on loss per share

There will be no dilutive impact on the loss per share if the conversion shares of 1,059,732,563 were issued as at 30 June 2018.

對每股虧損之攤薄影響

倘1,059,732,563股換股股份於二零一八年六月三十日獲發行，將不會對每股虧損產生任何攤薄影響。

Review of Operations

業務回顧

Financial and liquidity position of the Company

As at 30 June 2018, the Group had net current assets of HK\$191,873,000. The Company does not require repaying all the outstanding convertible bonds at one time as the maturity dates of the convertible bonds are different. Based on the financial and liquidity position of the Company, to the best knowledge of the Company, the Company expects that it will be able to meet its redemption obligations under the outstanding convertible bonds issued by the Company.

Bondholders to convert or redeem

The price of the shares of the Company at the future dates at which it would be equally financially advantageous for the bondholders to convert or redeem the August 2017 CB and the December 2017 CB based on their implied internal rate of return, respectively, were as follows:

August 2017 CB

Date 日期	30 June 2019 二零一九年六月三十日 (HK\$ per share) (每股港元)	30 June 2020 二零二零年六月三十日 (HK\$ per share) (每股港元)	6 August 2020* 二零二零年八月六日* (HK\$ per share) (每股港元)
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Share price	股份價格	0.124	0.137	0.138
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December 2017 CB

Date 日期	30 June 2019 二零一九年六月三十日 (HK\$ per share) (每股港元)	30 June 2020 二零二零年六月三十日 (HK\$ per share) (每股港元)	30 November 2020* 二零二零年十一月三十日* (HK\$ per share) (每股港元)
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Share price	股份價格	0.164	0.179	0.186
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* maturity date

本公司之財務及流動資金狀況

於二零一八年六月三十日，本集團流動資產淨值為191,873,000港元。由於可換股債券之到期日不同，因此本公司並不需要一次性償還所有尚未償還可換股債券。就本公司所知，基於本公司之財務及流動資金狀況，本公司預期其將能履行本公司發行之尚未償還可換股債券項下之贖回責任。

債券持有人轉換或贖回

本公司於債券持有人基於其隱含內部回報率轉換或贖回二零一七年八月可換股債券及二零一七年十二月可換股債券將獲得同等有利之經濟回報的未來日期之股份價格如下：

二零一七年八月可換股債券

Date 日期	30 June 2019 二零一九年六月三十日 (HK\$ per share) (每股港元)	30 June 2020 二零二零年六月三十日 (HK\$ per share) (每股港元)	6 August 2020* 二零二零年八月六日* (HK\$ per share) (每股港元)
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Share price	股份價格	0.124	0.137	0.138
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二零一七年十二月可換股債券

Date 日期	30 June 2019 二零一九年六月三十日 (HK\$ per share) (每股港元)	30 June 2020 二零二零年六月三十日 (HK\$ per share) (每股港元)	30 November 2020* 二零二零年十一月三十日* (HK\$ per share) (每股港元)
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Share price	股份價格	0.164	0.179	0.186
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* 到期日

Placing under General Mandate in April 2017

On 6 April 2017, the Company and a placing agent entered into a placing agreement, pursuant to which the Company placed, under general mandate, a total of 355,000,000 new shares at the placing price of HK\$0.122 per share to not less than six placees whose respective ultimate beneficial owners are independent third parties (the "April 2017 GM Placing"). The placing price of HK\$0.122 per placing share represents:

- (i) a discount of approximately 16.44% to the closing price of HK\$0.146 per share as quoted on the Stock Exchange on 6 April 2017, the date of the placing agreement; and
- (ii) a discount of approximately 14.08% to the average closing price of HK\$0.142 per share as quoted on the Stock Exchange for the five consecutive trading days prior to the date of the placing agreement.

The placing price was determined after a series of arm's length negotiation between the Company and the placing agent with reference to the market prices at that time of the shares. The Directors considered that the placing price is fair and reasonable based on the then market conditions as well as being and in the interests of the Company and the shareholders as a whole.

The April 2017 GM Placing was completed on 27 April 2017, the details of which were disclosed in the announcements of the Company dated 6 April 2017 and 27 April 2017, respectively.

The net proceeds of approximately HK\$41,426,000 from the April 2017 GM Placing was fully utilized as intended as follows:

- (i) approximately HK\$16,154,000 has been utilized for funding the cash consideration and related expenses for acquisition of Sense Media Group and other investment;
- (ii) approximately HK\$7,780,000 has been utilized for the working capital of the money-lending business; and
- (iii) approximately HK\$17,492,000 has been utilized for the working capital of the Group including but not limited to salaries, rental expenses and deposits, legal and professional fees and office expenses.

於二零一七年四月之一般授權配售

於二零一七年四月六日，本公司與配售代理訂立配售協議，據此，本公司已根據一般授權以每股0.122港元之配售價配售合共355,000,000股新股份予不少於六名承配人(彼等之最終實益擁有人各自均為獨立第三方)(「二零一七年四月之一般授權配售事項」)。配售價每股配售股份0.122港元相較：

- (i) 股份於二零一七年四月六日(即配售協議之訂立日期)在聯交所所報之收市價每股0.146港元折讓約16.44%；及
- (ii) 股份於配售協議之訂立日期前五個連續交易日在聯交所所報之平均收市價每股0.142港元折讓約14.08%。

配售價乃由本公司與配售代理經參考股份之當時市價後進行一系列公平磋商而釐定。董事根據當時市況認為配售價屬公平合理，並符合本公司及股東之整體利益。

二零一七年四月之一般授權配售事項已於二零一七年四月二十七日完成。有關詳情分別披露於本公司日期為二零一七年四月六日及二零一七年四月二十七日之公告。

二零一七年四月之一般授權配售事項所得款項淨額約41,426,000港元已按意向全數使用，而其實際用途如下：

- (i) 約16,154,000港元已用於撥付收購三思傳媒集團之現金代價及相關費用以及其他投資；
- (ii) 約7,780,000港元已用作借貸業務之營運資金；及
- (iii) 約17,492,000港元已用作本集團之營運資金，包括但不限於工資、租金及按金、法律及專業費用及辦公室費用。

Review of Operations

業務回顧

Material Acquisitions, Disposals and Significant Investments

(i) Acquisitions

During the Year, the Company has acquired subsidiaries engaging in IP rights licensing and international IP development, media integrated marketing and distribution agency of sports goods business. For details, please refer to the "Business Review" section and note 32 to the consolidated financial statement.

(ii) Deemed Partial Disposal of Interest in Subsidiaries

On 1 August 2017, the Group allotted and issued 245 new shares of EPRO E-commerce Group Limited ("EPRO"), a wholly-owned subsidiary of the Company, to Mr. Che Xiaofei at the cash consideration of HK\$20,000,000.

Immediately after completion, the Group's equity interest in EPRO was diluted from 100% to 51% and thus considered as a deemed partial disposal of EPRO by the Group.

Since the deemed partial disposal of EPRO did not result in any loss of control, such transaction was accounted for as an equity transaction and the difference between (i) the proceeds from the subscription and (ii) the 49% carrying value of EPRO and its subsidiaries (collectively the "EPRO Group") of approximately HK\$8,344,000 are recognised in the other reserve of the Group.

(iii) Significant Investment

The Directors consider that individual investment with a market value that accounts for more than 5% of the Group's total assets as at the end of the reporting period as significant investments. No individual investment with a market value that accounts for more than 5% of the Group's total assets as at 30 June 2018.

The details of the available-for-sales investments and equity investments at fair value through profit or loss as at 30 June 2018 and 30 June 2017 are set out below.

重大收購、出售事項及重大投資

(i) 收購事項

於本年度，本公司收購了從事知識產權授權及國際知識產權開發、媒體綜合營銷以及分銷代理運動用品業務之附屬公司。詳情請參閱「業務回顧」一節及綜合財務報表附註32。

(ii) 視作出售附屬公司部分權益

於二零一七年八月一日，本集團配發及發行245股EPRO E-commerce Group Limited（「EPRO」，為本公司之全資附屬公司）新股份予車曉非先生，現金代價為20,000,000港元。

緊隨完成後，本集團持有之EPRO股權由100%攤薄至51%，故被視為本集團視作出售EPRO的部分權益。

由於視作出售EPRO的部分權益並不會導致本集團失去任何控制權，是項交易列作權益交易處理，而(i)認購事項所得款項與(ii)EPRO及其附屬公司（統稱為「EPRO集團」）的49%權益的賬面值之間的差額約8,344,000港元已於本集團之其他儲備確認。

(iii) 重大投資

董事認為，市值佔本集團於報告期末之總資產超過5%之個別投資屬於重大投資。於二零一八年六月三十日並無個別投資之市值佔本集團之總資產超過5%。

於二零一八年六月三十日及二零一七年六月三十日的可供出售投資及按公平值計入損益之股本投資之詳情載列如下。

Review of Operations

業務回顧

Description of investment	Number of shares held as at 30 June 2018	Percentage of total issued share capital of the investee company as at 30 June 2018	Carrying amount as at 30 June 2018	Percentage to the Group's audited total assets as at 30 June 2018	Number of shares held as at 30 June 2017	Percentage of total issued share capital of the investee company as at 30 June 2017	Market value as at 30 June 2017	Percentage to the Group's audited total assets as at 30 June 2017
	於二零一八年六月三十日所持股份數目	佔被投資公司於二零一八年六月三十日已發行股本總額之百分比	於二零一八年六月三十日之賬面值 HK\$'000 千港元	佔本集團於二零一八年六月三十日之經審核總資產之百分比	於二零一七年六月三十日所持股份數目	佔被投資公司於二零一七年六月三十日已發行股本總額之百分比	於二零一七年六月三十日之市值 HK\$'000 千港元	佔本集團於二零一七年六月三十日之經審核總資產之百分比
Available-for-sales investments								
可供出售投資								
Listed investments, at fair value								
上市股份，按公平值								
China Parenting Network Holdings Limited (note a)								
中國育兒網絡控股有限公司(附註a)	-	-	-	-	15,000,000	1.46%	29,700	9.10%
Unlisted investments, at cost								
非上市投資，按成本								
Flowerfruit Limited	25	20%	10,000	2.19%	-	-	-	-
Other unlisted investment			3,000	0.66%				
其他非上市股份								
			<u>13,000</u>				<u>29,700</u>	
Equity investments at fair value through profit or loss								
按公平值計入損益之股本投資								
Listed investments, at fair value								
上市股份，按公平值								
Season Pacific Holdings Limited (note b)								
雲裳衣控股有限公司(附註b)	35,002,000	3.11%	21,001	4.60%	-	-	-	-
Yadea Group Holdings Limited (note c)	4,000,000	0.13%	11,640	2.55%	-	-	-	-
雅迪集團控股有限公司								
Other listed equity investments			8,354	1.83%			219	0.07%
其他上市股份								
			<u>40,995</u>				<u>219</u>	

Performance of the Group's significant investments for the Year and its future prospects

(a) China Parenting Network Holdings Limited ("CPN")

In previous years, the Company acquired 15,000,000 shares of CPN at investment cost of approximately HK\$30,095,000.

本集團於本年度之重大投資之表現及未來前景

(a) 中國育兒網絡控股有限公司(「中國育兒網絡」)

於過往年度，本公司已收購15,000,000股中國育兒網絡股份，投資成本約為30,095,000港元。

Review of Operations 業務回顧

CPN (the shares of which are listed on GEM of the Stock Exchange (stock code: 8361)) is principally engaged in (i) the provision of marketing and promotional services through its platform, including CI Web, mobile CI Web, Mobile Application Software ("APPs") and IPTV APPs; (ii) e-commerce business in the People's Republic of China (the "PRC"); and (iii) licensing of smart-hardware devices through its large and engaged user base of Children-Babies-Maternity customers.

During the Year, the Group disposed all of the CPN shares on the Stock Exchange, with loss on disposal of approximately HK\$20,199,000.

Prior to disposal of the investment, as disclosed in the third quarterly report of CPN for the nine months ended 30 September 2017, CPN recorded a net profit of approximately RMB29,529,000 for the nine months ended 30 September 2017 in comparison with that of approximately RMB30,091,000 for the corresponding period in 2016 with a decrease of approximately 1.87%. CPN will continue to provide its users with diversified services and be committed to upgrade and improve upon the smart family lifestyle in the mother-child industry.

(b) Season Pacific Holdings Limited ("Season Pacific")

As at 30 June 2018, the Company acquired 35,002,000 shares of Season Pacific at investment cost of approximately HK\$21,602,000.

Season Pacific (the shares of which are listed on Main Board of the Stock Exchange (stock code: 1709)) is principally engaged in the sales of apparel products and the provision of supply chain management total solutions to customers.

As disclosed in the annual report of Season Pacific for the year ended 31 March 2018, Season Pacific recorded a net profit of approximately HK\$15,688,000 for the year ended 31 March 2018 as compared with that of approximately HK\$25,143,000 for the corresponding period in 2017 with a decrease of approximately 37.60%.

Season Pacific has been strategically diversifying its customer geographic allocation and expanding its market share in the industry of apparel products and provision of supply chain management total solutions. There was a significant increase in sales from European customers which included amongst others, sales to one of the world's largest fashion retailers headquartered in Spain. The Directors consider that it will enjoy the benefit of a larger share in the recovery of Europe economy.

(c) Yadea Group Holdings Limited ("Yadea Holdings")

As at 30 June 2018, the Company acquired 4,000,000 shares of Yadea Holdings at investment cost of approximately HK\$12,450,000.

Yadea Holdings (the shares of which are listed on Main Board of the Stock Exchange (stock code: 1585)) is principally engaged in the development, manufacture and sale of electric vehicles and related accessories in the PRC.

中國育兒網絡(其股份於聯交所GEM上市(股份代號: 8361))主要從事(i)透過其平台(包括育兒網、移動育兒網、手機應用程式軟件([APP])及IPTV APP)提供營銷及推廣服務; (ii)於中華人民共和國([中國])的電子商務業務; 及(iii)透過其龐大的孕嬰童客戶用戶基礎許可智能硬件產品。

於本年度內,本集團已於聯交所全數出售中國育兒網絡之股份,出售虧損約為20,199,000港元。

於出售投資前,誠如中國育兒網絡截至二零一七年九月三十日止九個月之第三季度報告所披露,中國育兒網絡於截至二零一七年九月三十日止九個月錄得純利約人民幣29,529,000元,較二零一六年同期約人民幣30,091,000元減少約1.87%。中國育兒網絡將會繼續向用戶提供多元服務,並致力升級及改進母嬰行業的智能家庭生活模式。

(b) 雲裳衣控股有限公司([雲裳衣控股])

於二零一八年六月三十日,本公司已收購35,002,000股雲裳衣控股股份,投資成本約為21,602,000港元。

雲裳衣控股(其股份於聯交所主板上市(股份代號: 1709))從事服裝產品銷售及向客戶提供供應鏈管理總體解決方案。

誠如雲裳衣控股截至二零一八年三月三十一日之年報所披露,雲裳衣控股於截至二零一八年三月三十一日錄得純利約為15,688,000港元,較二零一七年同期約25,143,000港元,下降約37.60%。

雲裳衣控股一直在戰略性地使其客戶地理分配多樣化,並擴大其在服裝產品和提供供應鏈管理整體解決方案中的市場份額。歐洲客戶的銷售額大幅增加,其中包括向總部位於西班牙的全球最大時裝零售商之一的銷售。董事認為,它將在歐洲經濟復甦中享有更大份額的利益。

(c) 雅迪集團控股有限公司([雅迪控股])

於二零一八年六月三十日,本公司已收購4,000,000股雅迪控股股份,投資成本約為12,450,000港元。

雅迪控股(其股份於聯交所主板上市(股份代號: 1585))主要在中國從事電動車及相關配件的開發、製造及銷售。

Review of Operations

業務回顧

As disclosed in the interim results of Yadea Holdings for the six months ended 30 June 2018, Yadea Holdings recorded a net profit of approximately RMB195,269,000 for the six months ended 30 June 2018 as compared with that of approximately RMB171,591,000 for the corresponding period in 2017 with an increase of approximately 13.80%.

The Directors consider that the electric vehicle market would grow in mainland China and will ultimately contribute to increasing shareholder value.

General

The Group will continuously and closely monitor the performance of its investments and the market trend.

The Group recognised a net loss on disposal of available-for-sales investments of approximately HK\$20,079,000 (2017: loss of approximately HK\$384,000) for the Year, which consists of (i) the release of loss from available-for-sales investment reserve of approximately HK\$7,445,000 (2017: release of gain from available-for-sales investment reserve of approximately HK\$5,608,000) to the consolidated statement of profit or loss upon disposal and (ii) a net fair value loss recognised upon disposal of approximately HK\$12,634,000 (2017: HK\$ 5,992,000).

As at 30 June 2018, the available-for-sales investment recorded a fair value loss of approximately HK\$7,050,000 (2017: loss of approximately HK\$979,000), which was included in the available-for-sales investment reserve.

As at 30 June 2018, the equity investments at fair value through profit or loss recorded a fair value loss of approximately HK\$4,284,000 (2017: loss of approximately HK\$9,487,000) for the Year, which consists of (i) approximately HK\$1,942,000 loss due to change in fair value and (ii) approximately HK\$2,342,000 fair value loss recognised upon disposal.

Save for the above, the Company had no other significant investments and material acquisitions or disposals during the Year.

Liquidity and Financial Resources

During the Year, the Group financed its operations by internally generated cash flow, proceeds from previous issue of shares and proceeds from issuance of convertible bonds.

As at 30 June 2018, the consolidated shareholders' equity, current assets and net current assets of the Group were approximately HK\$213,217,000 (2017: HK\$241,107,000), HK\$284,799,000 (2017: HK\$254,252,000) and HK\$191,873,000 (2017: HK\$169,115,000), respectively.

In respect of the Group's total current assets, trade receivable (net of provision for doubtful debts) accounted for approximately 8.9% (2017: 1.7%), loan receivables accounted for approximately 31.3% (2017: 29.2%) whilst pledged deposits, cash and cash equivalents accounted for approximately 15.2% (2017: 37.3%). As at 30 June 2018, the Group's pledged deposits amounted to approximately HK\$310,000 (2017: HK\$310,000) and cash and cash equivalents amounted to approximately HK\$43,046,000 (2017: HK\$94,458,000).

誠如雅迪控股截至二零一八年六月三十日之止六個月之中期業績所披露，雅迪控股於截至二零一八年六月三十日止六個月錄得純利約為人民幣195,269,000元，較二零一七年同期約人民幣171,591,000元之純利，上升約13.80%。

董事認為，中國大陸的電動車市場將會增長並最終會提升股東價值。

一般事項

本集團將持續密切監控投資表現及市場趨勢。

本集團確認本年度出售可供出售投資之淨虧損約20,079,000港元(二零一七年：虧損約384,000港元)，其中包括(i)出售後於綜合損益表回撥可供出售投資儲備之虧損約7,445,000港元(二零一七年：回撥可供出售投資儲備之收益約5,608,000港元)及(ii)出售後確認淨公平值虧損約12,634,000港元(二零一七年：5,992,000港元)。

於二零一八年六月三十日，可供出售投資錄得公平值虧損約7,050,000港元(二零一七年：虧損約979,000港元)，已計入可供出售投資儲備。

於二零一八年六月三十日，按公平值計入損益之股本投資錄得公平值虧損約4,284,000港元(二零一七年：虧損約9,487,000港元)，其中包括(i)按公平值計量之虧損約1,942,000港元及(ii)因出售產生之公平值虧損約2,342,000港元。

除上述外，於本年度內，本公司並無作出任何其他重大投資及重大收購或出售事項。

流動資金及財務資源

本年度內，本集團一般以內部產生之現金流量、過往發行股份之所得款項及發行可換股債券之所得款項為其營運提供資金。

於二零一八年六月三十日，本集團之綜合股東權益、流動資產及流動資產淨值分別約為213,217,000港元(二零一七年：241,107,000港元)、284,799,000港元(二零一七年：254,252,000港元)及191,873,000港元(二零一七年：169,115,000港元)。

就本集團之流動資產總額而言，應收貿易賬款(扣除呆賬撥備)約佔8.9%(二零一七年：1.7%)，應收貸款賬款約佔31.3%(二零一七年：29.2%)而已抵押存款、現金及現金等值項目則約佔15.2%(二零一七年：37.3%)。於二零一八年六月三十日，本集團之已抵押存款約為310,000港元(二零一七年：310,000港元)以及現金及現金等值項目約為43,046,000港元(二零一七年：94,458,000港元)。

Review of Operations

業務回顧

The Group's pledged deposits, cash and cash equivalents were denominated in Hong Kong dollars, Pound sterling, Euro, Renminbi, Canadian dollars, Swiss Franc, Australian dollars, Japanese Yen, Mexican Peso, Brazilian Real, Argentine Peso and United States dollars.

In August 2017, the Group issued HK\$70,000,000 zero coupon redeemable convertible bonds as part of the consideration for the Sense Acquisition (see note 27 and 32(a) to consolidated financial statements).

In December 2017, the Group issued HK\$100,000,000 convertible bonds in order to enhance the liquidity of the Company (see note 27 to consolidated financial statements).

As at 30 June 2018, there were no borrowings or revolving loan facility from any bank or other financial institution (2017: Nil).

Gearing Ratio

As at 30 June 2018, the gearing ratio of the Group as a ratio of the net debt divided by the total capital, plus the net debt, was approximately 48% (2017: not applicable as the Group has no external borrowing). The net debt includes trade payables, other payables, deposits received and accruals, deposits received in advance, convertible bonds and contingent considerations payable less pledged deposits and cash and cash equivalents.

Foreign Currency Risk

The Group mainly generated revenue and incurred costs in Hong Kong dollars, Renminbi, Euro and United States dollars.

In accordance with the Group's conservative treasury policy, the Group did not enter into any forward contract for hedging during the Year. The Group will keep on monitoring the foreign currency risk and will consider any tool for hedging if necessary.

As at 30 June 2018 and 30 June 2017, the Group has no outstanding forward foreign exchange contract.

Contingent Liabilities

Except as disclosed in notes 38 and 40 to the consolidated financial statements, the Group had no significant contingent liability as at 30 June 2018, details of which, is stated in the section headed "Litigation".

Charges on Assets

As at 30 June 2018, included in the prepayments, deposits and other receivables were the balances of US\$5,020,000 (equivalents to approximately HK\$39,156,000) (the "Frozen Accounts") (2017: US\$5,020,000 equivalent to approximately HK\$39,156,000), which were frozen by Silicon Valley Bank and the PayPal. The Frozen Accounts were temporarily restrained from use as the Group was involved in a litigation. Subsequent to the end of the reporting period on 12 September 2018, the district court has made an order that the plaintiff may obtain disbursement in the sum of US\$2,681,406.45 from the Frozen Amounts, details of which, is stated in note 40 to the consolidated financial statements.

Deployment on Human Resources

As at 30 June 2018, the number of staff of the Group was 231 (2017: 138). Staff remuneration is reviewed once a year, or as the management considers appropriate. Changes in remuneration are based on a range of factors including the Group's performance, the competitiveness of remuneration with the external market, and individual employee's performance during the Year. Employees were entitled to fixed remuneration, with discretionary bonus and other benefits including medical insurance, mandatory provident fund, share options and all other necessary training.

本集團已抵押存款、現金及現金等值項目乃以港元、英鎊、歐元、人民幣、加拿大元、瑞士法郎、澳元、日元、墨西哥披索、巴西雷亞爾、阿根廷比索及美元計值。

於二零一七年八月，本集團發行70,000,000港元的零票息可贖回可換股債券，作為三思收購事項的部分代價(見綜合財務報表附註27及32(a))。

於二零一七年十二月，本集團發行100,000,000港元之可換股債券以改善本公司的流動資金狀況(見綜合財務報表附註27)。

於二零一八年六月三十日，概無自任何銀行或其他金融機構取得借款或循環貸款融資(二零一七年：無)。

資本負債比率

於二零一八年六月三十日，本集團之資本負債比率(按債務淨值除以總資本加上債務淨值)約48%(二零一七年：由於本集團並無外來借款，故不適用)。債務淨值包括應付貿易賬款、其他應付款項、已收按金及應計費用、預收按金、可換股債券及應付或然代價減已抵押存款及現金及現金等值項目。

外匯風險

本集團之所得收入及所致成本主要以港元、人民幣、歐元及美元結算。

根據本集團之穩健庫務政策，本集團於本年度並無訂立任何遠期合約作對沖。本集團將繼續監察外匯風險並將於需要時考慮任何工具作對沖。

於二零一八年六月三十日及二零一七年六月三十日，本集團並無任何未償還之遠期外匯合約。

或然負債

除綜合財務報表附註38及40所披露者外，本集團於二零一八年六月三十日並無重大或然負債，有關詳情載於「訴訟」一節。

資產抵押

於二零一八年六月三十日，在預付款項、按金及其他應收款項內的結餘5,020,000美元(相等於約39,156,000港元)(「凍結款項」)(二零一七年：5,020,000美元(相等於約39,156,000港元))被Silicon Valley Bank及PayPal凍結。由於本集團牽涉在一項訴訟內，因此，該凍結款項暫時禁止動用。於報告期末後，於二零一八年九月十二日，區域法院已頒佈命令，原告可以從凍結款項中獲得付款合共2,681,406.45美元，有關詳情載於綜合財務報表附註40。

人力資源安排

於二零一八年六月三十日，本集團有231名員工(二零一七年：138)。員工酬金乃於每年或管理層認為合適時審閱。酬金乃因應一連串因素而變動，包括本集團於本年度內之業績、酬金於外部市場之競爭力，以及僱員個人之表現。僱員享有固定酬金，以及獲發酌情花紅及各項福利(包括醫療保險、強制性公積金、購股權及所有其他必要培訓)。

Directors' and Senior Management's Biographies

董事及高級管理層履歷

Biographical details of the Directors and of the senior management of the Group are set out below.

DIRECTORS

Executive Directors

Mr. POON Man Sum, aged 58, is the Chairman and an executive Director. Mr. Poon obtained a Bachelor of Science Degree in Mathematics from the University of Alberta in 1984. After his graduation, Mr. Poon worked in various information technology companies. From September 2010 until May 2017, Mr. Poon worked at Oracle (China) Software Systems Co., Ltd. ("Oracle") and his last position in Oracle was a senior director for VAD Channels Sales. Mr. Poon joined the Group on 18 May 2017.

Mr. Ai Kuiyu, aged 35, is an executive Director. Mr. Ai obtained a Bachelor's Degree in Spanish from the Communication University of China in 2005 and a Master of Arts Degree in journalism from the Renmin University of China in 2014. He obtained the qualifications of class 2 broadcaster and journalist from the Radio, Film and Television Talents Exchange Centre under the State Administration of Press, Publication, Radio, Film and Television of the People's Republic of China (the "PRC"). Mr. Ai has extensive experience in international communication and journalism. From 2005 to 2016, he had worked as an anchor, moderator, producer and news reporter in the PRC. Mr. Ai joined the Group on 27 March 2017.

Independent Non-executive Directors

Mr. FONG Fuk Wai, aged 55, is an independent non-executive Director and the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee of the Company. On 10 August 2017, Mr. Fong was re-designated from the chairman of each of the Remuneration Committee and the Nomination Committee to a member of each of the Remuneration Committee and Nomination Committee of the Company. Mr. Fong obtained a Bachelor's Degree in Accounting from the Hong Kong Polytechnic University and a Master's Degree in Business Administration from the Chinese University of Hong Kong. He is a fellow member of The Association of Chartered Certified Accountants and The Hong Kong Institute of Certified Public Accountants. Mr. Fong has more than 30 years of experience in auditing, accounting and finance, and acted for the private and listed public companies in Hong Kong. Mr. Fong joined the Group on 28 October 2006.

有關各董事及本集團高級管理層之履歷，其詳情載於下文。

董事

執行董事

潘文森先生，現年58歲，為主席及執行董事。潘先生於一九八四年獲阿爾伯塔大學(University of Alberta)頒授數學理學士學位。畢業後，潘先生曾於多家資訊科技公司任職。自二零一零年九月直至二零一七年五月，潘先生效力於甲骨文(中國)軟件系統有限公司(「甲骨文」)，於甲骨文擔任的最後職位為增值分銷渠道銷售部高級總監。潘先生於二零一七年五月十八日加入本集團。

艾奎宇先生，現年35歲，為執行董事。艾先生於二零零五年獲中國傳媒大學頒授西班牙語學士學位，其後於二零一四年考取中國人民大學新聞系文學碩士學位。彼已獲中華人民共和國(「中國」)國家新聞出版廣播電總局轄下廣播影視人才交流中心頒發第二級播音員主持人及記者執業資格。艾先生在國際傳理與新聞工作方面擁有豐富經驗。二零零五年至二零一六年期間，彼曾在中國擔任主播、主持人、製作人及新聞記者。艾先生於二零一七年三月二十七日加入本集團。

獨立非執行董事

方福偉先生，現年55歲，為本公司獨立非執行董事及審核委員會主席及薪酬委員會及提名委員會成員。於二零一七年八月十日，方先生由薪酬委員會及提名委員會主席調任為本公司薪酬委員會及提名委員會成員。方先生取得香港理工大學會計學學士學位及香港中文大學工商管理學碩士學位。彼為特許公認會計師公會資深會員及香港會計師公會資深會員。方先生在會計、核數及財務方面擁有逾三十年經驗，並曾在香港之私人公司及上市公眾公司任職。方先生於二零零六年十月二十八日加入本集團。

Directors' and Senior Management's Biographies 董事及高級管理層履歷

Mr. HUANG Zhiying, aged 40, is an independent non-executive Director and the chairman of the Nomination Committee (on 5 September 2018, Mr. HUANG was re-designated from the member of the Nomination Committee to the chairman of the Nomination committee), and a member of each of the Audit Committee and the Remuneration Committee of the Company. Mr. HUANG obtained a Bachelor of Economics Degree in International Business Management from Fudan University in 2000 and a Master of Economics Degree in International Trade from Fudan University in 2003. Since the completion of his postgraduate studies, Mr. Huang has been a lecturer of the School of Management of Fudan University. Mr. Huang has also taken on the position of a director of the Alumni Centre of the School of Management of Fudan University since November 2006. Mr. Huang joined the Group on 2 November 2017.

Mr. Tong Kar Hing, aged 53, is an independent non-executive Director and the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee of the Company. Mr. Tong obtained the higher certificate in communication, advertising and marketing from the Hong Kong Polytechnic in November 1991. Mr. Tong has over 30 years of experience in advertising, marketing and brand management. He has worked in various entities within such industry including enterprises and listing companies in both Hong Kong and the PRC. Mr. Tong joined the Group on 5 September 2018.

COMPANY SECRETARY

Mr. LO Sze Hung, aged 34, is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Lo has over 10 years of experience in accounting, finance and business advisory work. Mr. Lo worked at PricewaterhouseCoopers Hong Kong and his last position there was senior manager. He holds a Bachelor Degree of Business Administration in Professional Accountancy from The Chinese University of Hong Kong. Mr. Lo joined the Group as the chief financial officer in July 2017 and has been appointed as the company secretary with effect from 1 October 2017. He is also a director of certain subsidiaries of the Group.

黃智穎先生，40歲，為本公司獨立非執行董事及提名委員會主席（於二零一八年九月五日，黃先生由提名委員會成員調任為提名委員會主席）及審核委員會及薪酬委員會成員。黃先生於二零零零年獲復旦大學頒授國際企業管理經濟學學士學位，其後於二零零三年獲復旦大學頒授國際貿易學經濟學碩士學位。自完成其研究生學習後，黃先生一直在復旦大學管理學院擔任講師。黃先生亦自二零零六年十一月起擔任復旦大學管理學院校友中心主任一職。黃先生於二零一七年十一月二日加入本集團。

唐家興先生，53歲，為本公司獨立非執行董事及薪酬委員會主席及審核委員會及提名委員會成員。唐先生於一九九一年十一月取得香港理工學院通訊、廣告及市場營銷高級證書。唐先生於廣告、市場營銷及品牌管理方面擁有逾30年經驗。彼曾於有關行業內之多間實體任職，包括香港及中國企業及上市公司。唐先生於二零一八年九月五日加入本集團。

公司秘書

盧思鴻先生，34歲，為香港會計師公會會員。盧先生在會計、財務及業務顧問工作積逾十年經驗。盧先生曾於羅兵咸永道會計師事務所任職，彼於該事務所之最後職位為高級經理。彼持有香港中文大學專業會計學學士學位。盧先生於二零一七年七月加入本集團並獲委任為本集團財務總監及自二零一七年十月一日起獲委任為公司秘書。彼亦為本集團若干附屬公司之董事。

Report of the Directors

董事會報告

The Directors present their report and the audited financial statements of the Group for the year ended 30 June 2018.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holdings. The Group was principally engaged in (i) e-commerce and provision of on-line sales platform; (ii) money-lending business; and (iii) property management and property agency services. During the year ended 30 June 2018, the Group extended its business into the operation of intellectual property ("IP") rights licensing and international IP development, media integrated marketing and distribution agency of sports goods business through the acquisition of certain subsidiaries.

Details of the principal activities of the subsidiaries are set out in note 1 to the consolidated financial statements.

BUSINESS REVIEW

A review of the Group's business during the Year, which includes a discussion of the principal risks and uncertainties regarding the future of the Group, particulars of important events that have occurred and affected the Group since the end of the financial year ended 30 June 2018, an indication of likely future developments of the Group's business and an analysis using financial key performance indicators are set out in the paragraphs headed "Risks and Uncertainties", "Chairman's Statement" and "Review of Operations" of this annual report and notes 41 and 44 to the consolidated financial statements. The review forms part of this directors' report.

KEY RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognises that employees, customers and suppliers are the keys to the sustainable development to the Group. The Group is committed to build a close and caring relationship with its employees and suppliers, and improves the quality of services and products to the customers.

Employees are regarded as the most vital and valuable assets of the Group. The Group ensures all staff are reasonably remunerated, and continues to improve, review and update its policies on remuneration and benefits, training, occupational health and safety on a regular basis.

The Group is always proactive in its ongoing communication with its customers and suppliers through various channels such as telephone, electronic mails and physical meetings to obtain their feedback and suggestions.

董事會謹提呈董事會報告，以及本集團截至二零一八年六月三十日止年度之經審核財務報表。

主要業務

本公司之主要業務為投資控股。本集團主要從事(i) 電子商務及提供網上銷售平台；(ii) 借貸業務；及(iii) 物業管理及物業代理服務。截至二零一八年六月三十日止年度，本集團透過收購若干附屬公司拓展其業務至經營知識產權（「知識產權」）授權及國際知識產權開發、媒體綜合營銷及分銷代理運動用品業務。

主要附屬公司之主要業務詳情載於綜合財務報表附註1。

業務回顧

本集團於本年度業務的回顧，包括有關本集團未來主要風險及不明朗因素討論，自截至二零一八年六月三十日止財政年度未發生並對本集團有影響的重大事件之詳情，以及本集團業務相當可能進行之未來發展的揭示及財務關鍵績效指標，已載於本年報「風險及不確定性」、「主席報告」及「業務回顧」段落，以及綜合財務報表附註41及44內。該回顧構成本董事會報告的一部分。

與僱員、客戶及供應商之重要關係

本集團深知僱員、客戶及供應商為本集團持續發展的關鍵。本集團致力於與其僱員及供應商之間建立緊密及關懷關係，以及改善提供予客戶的服務及產品質素。

僱員被視為本集團最為重要及最有價值資產。本集團確保所有員工獲得合理薪酬，並且定期不斷改善和檢討及更新薪酬及福利、培訓、職業健康和安全方面的政策。

本集團一直主動與客戶及供應商保持緊密聯繫，並與客戶及供應商持續溝通，以取得其意見及建議。

Report of the Directors

董事會報告

RESULTS AND DIVIDENDS

The Group's loss for the year ended 30 June 2018 and the Group's financial position as at that date are set out in the consolidated financial statements from pages 66 to 207.

The Board did not recommend any payment of a final dividend for the year ended 30 June 2018 (2017: Nil).

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements and restated/reclassified as appropriate, is set out on page 208. This summary does not form part of the audited consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in share capital and share options of the Company during the year are set out in notes 29 and 31 to the consolidated financial statements respectively.

RISKS AND UNCERTAINTIES

The Company has identified principal risks and uncertainties that the Group faces with respect to economic risks, operational risks, regulatory risks, credit risks and financial risks. The Group's business, future results of operations and prospects could be materially and adversely affected by those risks and uncertainties. The following highlights the principal risks and uncertainties of the Group, and it is not meant to be exhaustive. There may be other risks and uncertainties which are not known to the Group or which may not be material now but turn out to be material in the future.

Economic risks

- A severe or prolonged downturn of the global economy.
- Fluctuations in foreign currency exchange rates, inflation and fluctuations of interest rates would adversely affect the customers' spending sentiment.
- Advent of international trade protectionism.

業績及股息

本集團截至二零一八年六月三十日止年度之虧損及本集團於該日之財務狀況載於綜合財務報表第66至207頁。

董事會並不建議就截至二零一八年六月三十日止年度派發任何股息(二零一七年：無)。

財務資料概要

本集團最近期五個財政年度之已公佈業績及資產及負債及非控股權益之概要(乃摘錄自經審核財務報表，並經重列/重新分類(如適用))載於第208頁。本概要並非經審核綜合財務報表之組成部分。

股本及購股權

年內，本公司之股本及購股權變動詳情分別載於綜合財務報表附註29及31。

風險及不確定性

本公司已識別本集團所面對之主要風險及不確定性，包括經濟風險、經營風險、監管風險、信貸風險及金融風險。本集團之業務、未來經營業績及前景可能會因該等風險及不確定性而受到重大不利影響。下文扼要列示本集團所面對之主要風險及不確定性，惟並非全面列示。其可能存在本集團未知或現時未必重大但未來變得重大之其他風險及不確定性。

經濟風險

- 全球經濟嚴重或持續低迷。
- 外幣匯率波動、通脹及利率波動對客戶購買意欲之負面影響。
- 國際貿易保護主義抬頭。

Operational risks

- Failure to compete in the competitive environment which the Group operates in.
- Unable to keep pace with the technological advances in a timely and cost-efficient manner.
- Unexpected network interruptions or undetected programming errors or defects.
- Any technical interruption or inadequacy to the system of the payment gateways may cause delay in receipt of customers' payment.

Regulatory risks

- Infringement of valid patents, copyrights or other intellectual property rights held by third parties may lead to significant penalties.
- Failure to adhere to laws, regulations and rules, or to obtain or maintain all applicable permits and approvals.
- Any change in laws and regulations in different customers' countries may affect its business.

Credit risks

- The borrowers cannot repay or delay in repayment of loan which may have a significant impact to the financial position to the Group.

Financial risks

- Details of financial risks are set out in note 44 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws or the laws of the Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the listed securities of the Company during the Year.

經營風險

- 本集團未能在經營所在之競爭環境中有效競爭。
- 無法及時以具成本效益的方式緊貼科技革新。
- 無可預計之網絡中斷或未被發現之程序設計錯誤或缺陷。
- 支付網絡系統的任何技術中斷或缺憾均可能導致客戶之收款延誤。

監管風險

- 侵犯第三方持有的有效專利權、版權或其他知識產權導致嚴重罰金。
- 未有效遵守法律、法例及規定或取得或維持所有適用許可及批准。
- 不同客戶的國家法律和法規的任何變動將可能影響其業務。

信貸風險

- 倘借款人無法償還或延遲償還貸款，可能會對本集團的財務狀況造成重大影響。

金融風險

- 金融風險詳情載於綜合財務報表附註44。

優先購買權

本公司之細則或百慕達法例並無任何優先購買權之規定，使本公司須向現有股東按比例發售新股。

購買、贖回或出售本公司上市證券

於本年度內，本公司或其任何附屬公司並無購買、贖回或出售本公司之任何上市證券。

Report of the Directors

董事會報告

DISTRIBUTABLE RESERVES

For the year ended 30 June 2018, the Company's distributable reserves are set out in note 46 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, sales to the Group's five largest customers accounted for approximately 17% (2017: approximately 8%) of the total sales for the Year and the largest customer included therein amounted to approximately 7% (2017: approximately 5%).

Purchases from the Group's five largest suppliers accounted for approximately 71% (2017: approximately 86%) of the total purchases for the Year and purchases from the largest supplier included therein amounted to approximately 50% (2017: approximately 26%).

None of the Directors or any of their close associates or any shareholders, which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital or had any beneficial interest in the Group's five largest customers or suppliers.

DIRECTORS

The members of the Board during the Year and up to the date of this report were:

Executive Directors:

Mr. POON Man Sum
Mr. AI Kuiyu
Mr. HUNG Kenneth
(resigned on 1 November 2017)

Non-executive Director:

Mr. CHANG Eric Jackson
(resigned on 19 July 2018)

Independent Non-executive Directors:

Mr. FONG Fuk Wai
Mr. ZHOU Jing
(resigned on 10 August 2017)
Dr. FUNG Kam Man
(resigned on 2 November 2017)
Mr. CHAN Ngai Fan
(appointed on 10 August 2017
and resigned on 5 September 2018)
Mr. HUANG Zhiying
(appointed on 2 November 2017)
Mr. TONG Kar Hing
(appointed on 5 September 2018)

可供分派儲備

於截至二零一八年六月三十日止年度，本公司之可供分派儲備載於綜合財務報表附註46。

主要客戶及供應商

於本年度，本集團五名最大客戶佔本年度總銷售約為17%(二零一七年：約為8%)，而向最大客戶(已包括於上述客戶)之銷售則約為7%(二零一七年：約為5%)。

向本集團五名最大供應商之購貨額佔本年度購貨總額約為71%(二零一七年：約為86%)，而向最大供應商(已包括於上述供應商)之購貨額則約為50%(二零一七年：約為26%)。

據董事所知，董事或彼等之任何緊密聯繫人士或任何股東並無持有本公司已發行股本5%以上或於本集團之五名最大客戶或供應商中擁有任何實益權益。

董事

董事會成員在本年度內及截至本報告日期名單如下：

執行董事：

潘文森先生
艾奎宇先生
洪君毅先生
(於二零一七年十一月一日辭任)

非執行董事：

張世澤先生
(於二零一八年七月十九日辭任)

獨立非執行董事：

方福偉先生
周晶先生
(於二零一七年八月十日辭任)
馮錦文博士
(於二零一七年十一月二日辭任)
陳毅奮先生
(於二零一七年八月十日獲委任及
於二零一八年九月五日辭任)
黃智穎先生
(於二零一七年十一月二日獲委任)
唐家興先生
(於二零一八年九月五日獲委任)

Pursuant to the provisions of the Bye-laws, two of the existing Directors, namely, Mr. TONG Kar Hing and Mr. FONG Fuk Wai, shall retire at the 2018 annual general meeting of the Company. All the above retiring Directors, being eligible, will offer themselves for re-election at the said meeting.

DIRECTORS' AND SENIOR MANAGEMENT BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 23 to 24 of this annual report.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the 2018 annual general meeting of the Company has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the Year. The Company has maintained appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Group.

DIRECTORS' REMUNERATION

The Directors' remuneration are subject to shareholders' approval at general meetings. Other emoluments are recommended by the Company's Remuneration Committee and determined by the Board with reference to Directors' duties, responsibilities and performance and the result of the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as the related party transactions disclosed in note 39 to the consolidated financial statements, no Director nor a connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the holding company of the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party during the Year.

根據公司細則，兩名現任董事（即唐家興先生及方福偉先生）須於本公司二零一八年度股東週年大會退任。所有上述退任董事均合乎資格並願意於上述大會膺選連任。

董事及高級管理層履歷

董事及本集團高級管理層之履歷詳情載於本年報第23至第24頁。

董事之服務合約

建議於本公司二零一八年度股東週年大會膺選連任之董事概無與本公司訂立可於一年內由本公司終止而毋須給予補償（法定補償除外）之服務合約。

獲准許的彌償條文

基於董事利益的獲准許彌償條文現已生效且於本年度一直有效。本公司已為本集團董事及行政人員就適當的董事及行政人員責任投保。

董事酬金

董事酬金須待股東於股東大會上批准。其他酬金乃由本公司薪酬委員會參考董事職責及表現，以及本集團之業績而建議並由董事會釐定。

董事於交易、安排或合約中之權益

除綜合財務報表附註39關於關連人士交易所披露者外，本年度內概無董事或董事之關連人士於本公司之控股公司或任何本公司之附屬公司或同係附屬公司所訂立對本集團業務而言屬重大之任何交易、安排或合約中直接或間接擁有任何重大權益。

Report of the Directors

董事會報告

MANAGEMENT CONTRACTS

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

EQUITY-LINKED AGREEMENTS

Issuance of convertible bonds

Details of the issuance of convertible bonds are set out in "Review of Operations" of this annual report and note 27 to the consolidated financial statements.

Share Option Scheme

Details of the share option scheme are set out in note 31 to the consolidated financial statements.

Save as the above, the Company has no other equity-linked agreements entered during the Year.

DISCLOSURE OF INTERESTS UNDER PART XV OF THE SECURITIES AND FUTURES ORDINANCE (THE "SFO")

A. DIRECTORS AND CHIEF EXECUTIVES

As at 30 June 2018, the interests of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

1. *Interests in shares of the Company*

No such interest was reported by the Directors.

管理人員合約

本年度內概無訂立或存在任何與本集團業務全部或任何重要部分有關之管理及行政合約。

股票掛鈎協議

發行可換股債券

發行可換股債券詳情載於本年報「業務回顧」及綜合財務報表附註27內。

購股權

購股權詳情載於綜合財務報表附註31內。

除上述外，本公司在本年度並無訂立其他股票掛鈎協議。

根據證券及期貨條例(「證券及期貨條例」)第XV部披露權益

A. 董事及主要行政人員

於二零一八年六月三十日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有須記入本公司根據證券及期貨條例第352條存置之登記冊之任何權益，或根據GEM上市規則第5.46條所載本公司董事進行買賣之規定標準須知會本公司及聯交所之任何權益如下：

1. 於本公司股份之權益

董事並無呈報該權益。

Report of the Directors

董事會報告

2. Interests in underlying shares of the Company (physically settled equity derivatives)

Name of director 董事姓名	Capacity 身份	Number of underlying shares in respect of the options granted 已授出購股權涉及之相關股份數目	Percentage of the underlying shares over the Company's issued share capital* 相關股份佔本公司已發行股本百分比*
Mr. Poon Man Sum 潘文森先生	Beneficial owner 實益擁有人	25,000,000	0.9%
Mr. Ai Kuiyu 艾奎宇先生	Beneficial owner 實益擁有人	25,000,000	0.9%

Details of the above share options as required to be disclosed by the GEM Listing Rules have been disclosed in note 31 to the consolidated financial statements.

* The percentage represents the number of underlying shares interested divided by the number of issued shares of the Company as at 30 June 2018.

Save as disclosed above, as at 30 June 2018, none of the Directors nor the chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules.

2. 於本公司相關股份之權益(實物交付股本衍生工具)

上述按GEM上市規則規定須披露之購股權詳情於綜合財務報表附註31披露。

* 該百分比指擁有權益之相關股份數目除以本公司於二零一八年六月三十日之已發行股份數目。

除上文所披露者外，於二零一八年六月三十日，本公司董事或主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有須列入本公司根據證券及期貨條例第352條予以存置之登記冊內之任何權益或淡倉，或根據GEM上市規則第5.46條所載本公司董事進行買賣之規定標準須向本公司及聯交所申報之任何權益或淡倉。

Report of the Directors

董事會報告

B. SUBSTANTIAL SHAREHOLDERS

As at 30 June 2018, the following parties had interests of 5% or more 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:

(1) Ordinary shares of the Company

Name of substantial shareholder 主要股東名稱	Capacity 身份	Long position/ Short position 好倉/淡倉	Number of ordinary shares interested 擁有權益之普通股數目	Percentage of issued share capital* 佔已發行股本百分比*
Great Capital (H.K.) Limited 港富(香港)有限公司	Beneficial owner 實益擁有人	Long 好倉	198,288,000 (note (i)) (附註(i))	7.14%
Swift Success Enterprises Limited	Interest of controlled corporation 受控制法團權益	Long 好倉	198,288,000 (note (i)) (附註(i))	7.14%
Mr. XIA Boyu 夏博宇先生	Interest of controlled corporations 受控制法團權益	Long 好倉	198,288,000 (note (i)) (附註(i))	7.14%
	Beneficial owner 實益擁有人	Long 好倉	69,264,000	2.49%
Mr. WANG He 王赫先生	Beneficial owner 實益擁有人	Long 好倉	27,816,000	1.00%
China Overseas International Development Limited	Beneficial owner 實益擁有人	Long 好倉	250,336,000 (note (ii)) (附註(ii))	9.02%
Mr. XU Jiancong 許健聰先生	Interest of controlled corporation 受控制法團權益	Long 好倉	250,336,000 (note (ii)) (附註(ii))	9.02%

Notes:

(i) These 198,288,000 shares of the Company were held by Great Capital (H.K.) Limited, a corporation wholly controlled by Swift Success Enterprises Limited which was in turn wholly controlled by Mr. XIA Boyu. Accordingly, Swift Success Enterprises Limited and Mr. Xia were deemed to be interested in 198,288,000 shares of the Company held by Great Capital (H.K.) Limited pursuant to Part XV of the SFO.

(ii) These 250,336,000 shares of the Company were held by China Overseas International Development Limited, a corporation wholly controlled by Mr. XU Jiancong. Accordingly, Mr. Xu was deemed to be interested in 250,336,000 shares of the Company held by China Overseas International Development Limited pursuant to Part XV of the SFO.

* The percentage represents the number of ordinary shares interested divided by the number of issued shares of the Company as at 30 June 2018.

B. 主要股東

於二零一八年六月三十日，以下人士根據證券及期貨條例第336條規定本公司存置之登記冊所記錄於本公司股份及相關股份中擁有5%或以上之權益：

(1) 本公司普通股

附註：

(i) 本公司該等198,288,000股股份由港富(香港)有限公司持有，港富(香港)有限公司為Swift Success Enterprises Limited全資控制的法團，Swift Success Enterprises Limited則由夏博宇先生全資控制。因此，根據證券及期貨條例第XV部，Swift Success Enterprises Limited及夏先生被視為於港富(香港)有限公司持有的本公司198,288,000股股份中擁有權益。

(ii) 本公司該等250,336,000股股份由China Overseas International Development Limited持有，China Overseas International Development Limited為許健聰先生全資控制的法團。因此，根據證券及期貨條例第XV部，許先生被視為於China Overseas International Development Limited持有的本公司250,336,000股股份中擁有權益。

* 該百分比指所擁有權益之普通股股份數目除以本公司於二零一八年六月三十日之已發行股份數目。

Report of the Directors

董事會報告

(2) Underlying shares of the Company – unlisted derivatives (convertible bonds)

(2) 本公司相關股份 – 未上市衍生工具(可換股債券)

Name of substantial shareholder 主要股東名稱	Capacity 身份	Long position/ Short position 好倉/淡倉	Number of underlying shares interested 擁有權益之相關股份數目	Percentage of issued share capital* 佔已發行股本百分比*
Sense Media Group Holdings Limited	Beneficial owner 實益擁有人	Long 好倉	507,246,376 (note (i)) (附註(i))	18.27%
Mr. WANG He 王赫先生	Interest of controlled corporation 受控制法團權益	Long 好倉	507,246,376 (note (i)) (附註(i))	18.27%
Excel Action Global Limited	Beneficial owner 實益擁有人	Long 好倉	552,486,187 (note (ii)) (附註(ii))	19.90%
VSTECs Holdings Limited 偉仕佳杰控股有限公司	Interest of controlled corporations 受控法團權益	Long 好倉	552,486,187 (note (ii)) (附註(ii))	19.90%
Mr. LI Jialin 李佳林先生	Interest of controlled corporations 受控法團權益	Long 好倉	552,486,187 (note (ii)) (附註(ii))	19.90%
Ms. LIU Li 劉莉女士	Interest of controlled corporations 受控法團權益	Long 好倉	552,486,187 (note (ii)) (附註(ii))	19.90%

Notes:

- (i) These 507,246,376 underlying shares of the Company were held by Sense Media Group Holdings Limited. Sense Media Group Holdings Limited was controlled as to 35% by Mr. WANG He. Accordingly, Mr. Wang was deemed to be interested in 507,246,376 underlying shares of the Company held by Sense Media Group Holdings Limited pursuant to Part XV of the SFO.
- (ii) These 552,486,187 underlying shares of the Company were held by Excel Action Global Limited, a corporation wholly controlled by VSTECs Holdings Limited. Accordingly, VSTECs Holdings Limited was deemed to be interested in 552,486,187 underlying shares of the Company held by Excel Action Global Limited pursuant to Part XV of the SFO.
- * The percentage represents the number of underlying shares interested divided by the number of issued shares of the Company as at 30 June 2018.

附註：

- (i) 本公司該等507,246,376股相關股份由 Sense Media Group Holdings Limited持有。Sense Media Group Holdings Limited 由王赫先生擁有35%。因此，根據證券及期貨條例第XV部，王先生被視為於Sense Media Group Holdings Limited持有的本公司507,246,376股相關股份中擁有權益。
- (ii) 本公司該等552,486,187股相關股份由 Excel Action Global Limited 持有，該公司由偉仕佳杰控股有限公司全資控制。因此，根據證券及期貨條例第XV部，偉仕佳杰控股有限公司被視為於Excel Action Global Limited持有的本公司552,486,187股相關股份中擁有權益。
- * 該百分比指所擁有權益之相關股份數目除以本公司於二零一八年六月三十日之已發行股份數目。

Report of the Directors

董事會報告

Save as disclosed above, as at 30 June 2018, so far as is known to any Director or chief executive of the Company, no person had registered an interest or a short position in the shares or underlying shares of the Company that was required to be recorded under Section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from those as disclosed in the above paragraph under "Disclosure of interest under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives", at no time during the Year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or children under 18 year of age, or were any rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire such rights in any other body corporate.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total number of issued shares were held by the public as at the date of this report.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

None of the Directors and controlling shareholders of the Company has an interest in a business which competes or may compete with the business of the Group.

ENVIRONMENTAL POLICIES

The Group is committed to building an environmental-friendly corporation that pays close attention to conserving natural resources. The Group strives to minimize the environmental impact by saving electricity and encouraging recycle of office supplies and other materials.

Further details are disclosed in the "Environmental, Social and Governance Report" of the Company prepared in accordance with Appendix 20 to the GEM Listing Rules which will be published on the websites of the Company and the Stock Exchange in due course.

除上文所披露者外，於二零一八年六月三十日，據本公司董事或主要行政人員所知悉並無任何人士已登記須根據證券及期貨條例第336條予以記錄之本公司股份或相關股份中之權益或淡倉。

董事收購股份之權利

除於上文「根據證券及期貨條例第XV部披露權益—A.董事及主要行政人員」一段所披露者外，於本年度任何時間概無授予任何董事或彼等各自之配偶或未成年滿十八歲之子女透過收購本公司股份或債券以獲得利益之權利，或有該等權利由彼等行使；而本公司或其任何附屬公司亦概無訂立任何安排，以致本公司董事可從任何其他公司實體獲得該等權利。

足夠公眾持股量

根據本公司獲得之公開資料及據董事所知，於本報告日期，公眾人士持有本公司已發行股份總數不少於25%。

董事於競爭業務之權益

本公司董事或控股股東概無於任何對本集團業務構成競爭或可能構成競爭之業務中擁有權益。

環保政策

本集團致力於建立一個重視保護自然資源的環境友好型公司。本集團致力節約用電及鼓勵辦公用品及其他材料的回收將環境影響降至最低。

進一步詳情披露於本公司根據GEM上市規則附錄二十編製之「環境、社會及管治報告」(將於適當時間刊載於本公司及聯交所網站)。

COMPLIANCE WITH LAWS AND REGULATIONS

As far as the Directors are aware, during the Year and up to the date of this report, the Group has complied in all material respects with the relevant laws and regulations that have a significant impact on its business and operations.

LITIGATION

Details of the litigation of the Group are set out in note 40 to the consolidated financial statements.

EVENTS AFTER THE END OF THE REPORTING PERIOD

Details of the events after the end of the reporting period of the Group are set out in note 41 to the consolidated financial statements.

AUDITORS

There has been no change of auditors in the past three years. A resolution for the re-appointment of Ascenda Cachet CPA Limited as auditor of the Company will be proposed at the 2018 annual general meeting of the Company.

On behalf of the Board

POON Man Sum
Chairman

Hong Kong
21 September 2018

遵守法律及法規

於本年度內及截至本報告日期，就董事所知，本集團在所有重大方面均已遵守對業務及營運有重大影響的相關法律及法規。

訴訟

本集團之訴訟詳情載於綜合財務報表附註40。

報告期末後事項

本集團報告期末後事項詳情載於綜合財務報表附註41。

核數師

過去三年內核數師並無變更。續聘天健德揚會計師事務所有限公司為本公司的核數師的決議案，將於本公司二零一八年度股東週年大會上提呈。

代表董事會

主席
潘文森

香港
二零一八年九月二十一日

Corporate Governance Report

企業管治報告

The Directors present this Corporate Governance Report for the year ended 30 June 2018.

CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of good corporate governance in maintaining its corporate transparency and accountability. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business.

The Board considers that for the period from 1 July 2017 to the date of this annual report, the Company has applied the principles and complied with the code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules, except for the code provision A.2.1. Key corporate governance principles and practices of the Company as well as the details of the deviation from the foregoing (if any) are summarised below.

A. THE BOARD

A1. Responsibilities and Delegation

The overall management and control of the Company's business are vested in its Board. The Board is responsible for establishing policies, strategies and plans, providing leadership in the attainment of the objective of creating value to shareholders, and on behalf of the shareholders, overseeing the Company's financial performance. All Directors carry out their duties in good faith and in compliance with the standards of applicable laws and regulations, take decisions objectively and acts in the interests of the Company and its shareholders at all times.

The Board reserves for its decision on all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary and senior management, with a view to ensuring that Board procedures and all applicable rules and regulations are followed. Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expenses, upon reasonable request made to the Board.

The day-to-day management, administration and operation of the Company are led by the Chief Executive Officer and senior management of the Company. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the foregoing officers and senior management.

董事提呈截至二零一八年六月三十日止年度之企業管治報告。

企業管治常規

本公司確認以良好企業管治維持本公司業務之透明度及問責性之重要性。董事會制定適當政策，並推行適用於營運本集團業務及促進業務增長之企業管治常規。

董事會認為由二零一七年七月一日起至本年報日期期間內，本公司已應用GEM上市規則附錄十五所載企業管治守則(「企業管治守則」)所載之原則及遵守守則條文，惟守則條文A.2.1條除外。本公司之主要企業管治原則及常規以及前述偏離(如有)之詳情概述如下。

A. 董事會

A1. 責任及授權

董事會負責本公司業務之整體管理及監控，並負責制訂政策、策略及計劃，領導達致為股東增值之目標，同時代表股東監查本公司之財務表現。所有董事均已行之以誠地執行職責、遵守適用法律及法規，並應客觀行事，所有決策均須符合本公司及其股東利益。

董事會保留為本公司所有重大事項作出決策之權力，包括批准及監察所有政策事項、整體策略及預算、內部監控及風險管理制度、重大交易(尤其是可能涉及利益衝突之交易)、財務資料、委任董事及其他重大財務及經營事項。

所有董事均可充分及準時獲取所有相關資料以及公司秘書及高級管理層之建議及服務，以確保遵守董事會處事程序及所有適用之規則及規例。各董事一般可於適當情況下向董事會提出尋求獨立專業人士意見並由本公司支付開支之合理要求。

本公司之日常管理、行政及經營由本公司之首席執行官及高層管理人員領導。對轉授之職能及工作任務會定期檢討。前述高級人員及高層管理人員訂立任何重大交易前亦必須取得董事會批准。

A2. Board Composition

As at 30 June 2018, the Board comprised the following Directors:

Executive directors:

Mr. POON Man Sum (Chairman of the Board)
Mr. Al Kuiyu

Non-executive director:

Mr. CHANG Eric Jackson

Independent non-executive directors:

Mr. FONG Fuk Wai (Chairman of the Audit Committee, member of the Remuneration Committee and Nomination Committee)
Mr. Chan Ngai Fan (Member of the Audit Committee, chairman of the Remuneration Committee and Nomination Committee)
Mr. Huang Zhiying (Member of the Audit Committee, Remuneration Committee and Nomination Committee)

Subsequent to the year ended 30 June 2018 and up to date of this annual report, the composition of the Board has the following changes:

- Mr. CHANG Eric Jackson has resigned as a non-executive Director;
- Mr. Chan Ngai Fan has resigned as an independent non-executive Director, and has ceased to be the chairman of each of the Remuneration Committee and the Nomination Committee, and a member of the Audit Committee;
- Mr. Tong Kar Hing has been appointed as an independent non-executive Director, and the chairman of the Remuneration Committee, and a member each of the Audit Committee and the Nomination Committee; and
- Mr. Huang Zhiying, an existing independent non-executive Director, has been appointed as the chairman of the Nomination Committee.

For the period from 1 July 2017 to the date of this annual report, the Board has met the requirements of the GEM Listing Rules 5.05 and 5.05A of having at least three independent non-executive Directors (representing at least one third of the Board) with one of them possessing appropriate professional qualifications and accounting and related financial management expertise.

A2. 董事會之組成

於二零一八年六月三十日，董事會由下列董事組成：

執行董事：

潘文森先生 (董事會主席)
艾奎宇先生

非執行董事：

張世澤先生

獨立非執行董事：

方福偉先生 (審核委員會主席、薪酬委員會及提名委員會成員)
陳毅奮先生 (審核委員會成員、薪酬委員會及提名委員會主席)
黃智穎先生 (審核委員會、薪酬委員會及提名委員會成員)

於截至二零一八年六月三十日止年度後及截至本報告日期，董事會之組成有下列變動：

- 張世澤先生已辭任非執行董事；
- 陳毅奮先生已辭任獨立非執行董事，不再擔任薪酬委員會及提名委員會之主席及審核委員會之成員；
- 唐家興先生已獲委任為獨立非執行董事、薪酬委員會之主席及審核委員會及提名委員會之成員；及
- 現任獨立非執行董事黃智穎先生已獲委任為提名委員會之主席。

由二零一七年七月一日起至本年報日期期間內，董事會已遵守GEM上市規則第5.05及5.05A條之規定，擁有最少三名獨立非執行董事(佔董事會最少三分之一)，而其中一名獨立非執行董事具備合適專業資格、會計及相關財務管理專業知識。

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企業管治報告

All Directors have brought a wide range of valuable business expertise, experiences and professionalism to the Board for its efficient and effective functioning. Through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all independent non-executive Directors make various contributions to the effective direction of the Company.

The biographical details of the Directors are set out under "Directors' and Senior Management's Biographies" in this annual report. None of the members of the Board is related to one another.

The Company has received a written annual confirmation from each independent non-executive Director of his independence pursuant to the requirements of the GEM Listing Rules. The Company considers all independent non-executive Directors to be independent in accordance with the independence guidelines set out in the GEM Listing Rules.

A3. Chairman and Chief Executive

The roles and duties of the Chairman and the Chief Executive Officer of the Company are carried out by different individuals.

During the Year, Mr. POON Man Sum, the Chairman of the Board, had provided leadership for the Board and is responsible for the effective functioning and leadership of the Board. With the support of the senior management, the Chairman is also responsible for ensuring that the Directors receive, in a timely manner, adequate, accurate, clear, complete and reliable information and appropriate briefing on issues arising at the Board meetings, and that all key and appropriate issues are discussed in a timely manner.

To achieve clear division of responsibilities between the management of Board and the day-to-day management of business and hence to ensure balance of power and authority, there are separation of duties for the Chairman and Chief Executive Officer of the Company (as stipulated under the Code Provision A.2.1 of the CG Code). However, after the resignation of Mr. CHOW Siu Kwong as the Chief Executive Officer of the Company on 23 September 2016, Mr. Poon Man Sum, the chairman of the Board, has temporarily taken up the function as Chief Executive Officer of the Company for a transitional period commencing on 18 May 2017 and this deviated from the code provision A.2.1 since then. The Group has been looking for suitable candidate to fill for the post of Chief Executive Officer.

全體董事為董事會提供多元化商業專業知識、經驗和專業意見，使董事會能有效運作。透過積極參與董事會會議，以身作則管理涉及潛在利益衝突之事務及於董事委員會服務，所有獨立非執行董事對本公司之有效指導作出各種貢獻。

董事的履歷詳情載於本年報「董事及高級管理層履歷」內。概無董事會成員與另一成員相關。

本公司已接獲各獨立非執行董事根據GEM上市規則之規定發出以確認其獨立性之年度確認書。本公司認為所有獨立非執行董事根據GEM上市規則之獨立指引均屬獨立人士。

A3. 主席及首席執行官

本公司主席及首席執行官之角色及職責須由不同人士擔任。

於本年度內，董事會主席為潘文森先生，彼負責領導董事會及負責董事會之有效運作及領導董事會。在高級管理層支援下，主席亦負責確保董事已就於董事會會議上提出之議題及時取得足夠、準確、清晰、完整及可靠之資料，並已作出適當簡述，以及所有主要及適當事宜以及時方式討論。

為明確區分董事會管理與日常業務管理之間的職責並因此確保達致權力和授權分佈均衡，本公司區分主席與首席執行官之職務（根據企業管治守則守則條文A.2.1）。然而，自周兆光先生於二零一六年九月二十三日辭任本公司首席執行官一職後，董事會主席潘文森先生隨後已於二零一七年五月十八日開始之過渡期內暫時擔任本公司首席執行官，此偏離守則條文第A.2.1條。本集團仍就首席執行官一職物色合適人選。

A4. Appointment and Re-Election of Directors

Each of the non-executive Directors is appointed for a specific term and is subject to retirement by rotation once every three years. Mr. FONG Fuk Wai, Mr. CHAN Ngai Fan, Mr. Huang Zhiying, Mr. Tong Kar Hing and Mr. CHANG Eric Jackson are appointed for a term of 2 years.

According to clause 84(1) of the Bye-laws, at each annual general meeting one third of the directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation provided that every director shall be subject to retirement at least once every three years. Besides, according to clause 83(2) of the Bye-laws, any new director appointed to fill a casual vacancy or as an addition to the Board shall submit himself/herself for re-election by shareholders at the first general meeting after appointment. The Company's circular, sent together with this annual report, contains detailed information of the retiring directors as required by the GEM Listing Rules.

A5. Training and Continuous Professional Development of Directors

All Directors receive comprehensive, formal and tailored induction on appointment, so as to ensure understanding of the business and operations of the Group and directors' responsibilities and obligations under the GEM Listing Rules and relevant regulatory requirements.

Directors are continually updated on developments in the statutory and regulatory regime, and the business and market changes to facilitate the discharge of their responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements. Continuing briefings and professional development for Directors will be arranged as necessary.

During the year ended 30 June 2018, the Company (i) has organized briefings conducted by professional firms, including Howse Williams Bowers and ListcoPRO Services Limited, for its Directors namely, Mr. POON Man Sum, Mr. Al Kuiyu, Mr. CHANG Eric Jackson, Mr. FONG Fuk Wai, Mr. CHAN Ngai Fan and Mr. HUANG Zhiying on update on the GEM Listing Rules amendments; and (ii) has provided reading materials on regulatory update to all the Directors for their reference and studying.

A4. 委任董事及重選連任

每位非執行董事按特定任期獲委任，並須每三年輪流退任一次。方福偉先生、陳毅奮先生、黃智穎先生、唐家興先生及張世澤先生之任期為兩年。

根據公司細則第84(1)條，於每屆股東週年大會上，當時為數三分之一的董事（或如董事人數並非三的倍數，則須為最接近但不少於三分之一之數目）須輪席退任，每位董事須每三年至少須輪席退任一次。此外，根據公司細則第83(2)條，任何獲委任以填補臨時空缺或作為董事會新增成員的新董事，均須於獲委任後的首個股東大會上由股東重選。連同本年報一併寄發之本公司通函按GEM上市規則之規定載有退任董事之詳細資料。

A5. 董事之培訓及持續專業發展

所有董事均於其首次獲委任時接受全面、正式及為其而設之入職培訓，以確保瞭解本集團業務及經營及充分明白GEM上市規則規定董事須承擔之責任及義務及相關監管規定。

董事持續獲得法定及監管制度發展以及業務及市場轉變之更新，以便彼等根據GEM上市規則及有關法定規定履行職務及責任。另外，本公司將於有需要時向董事持續提供資訊及專業發展。

於截至二零一八年六月三十日止年度，本公司(i)已組織專業公司（包括何韋鮑律師行及上市公司專業服務有限公司）就GEM上市規則修訂事宜的最新資料為其董事（即潘文森先生、艾奎宇先生、張世澤先生、方福偉先生、陳毅奮先生及黃智穎先生）舉辦簡介會；及(ii)已向全體董事提供有關監管最新進展的閱讀資料，以供彼等參閱及學習。

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A6. Directors' Attendance Records

The attendance records of each Director at the Board and Board committee meetings and the general meetings of the Company held during the year ended 30 June 2018 are set out below:

A6. 董事之出席記錄

各董事出席本公司於截至二零一八年六月三十日止年度舉行之董事會會議及董事委員會會議及股東大會的出席記錄列載如下：

Name of Director 董事姓名	Attendance/Number of meetings 出席率/會議數目					Annual General Meeting 股東週年大會	Special General Meeting 特別股東大會
	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會			
<i>Executive directors:</i> 執行董事：							
Mr. POON Man Sum 潘文森先生	25/25	-	-	-	-	1/1	3/3
Mr. AI Kuiyu 艾奎宇先生	25/25	-	-	-	-	1/1	3/3
Mr. HUNG Kenneth 洪君毅先生	8/11	-	-	1/1	-	1/1	2/2
<i>Non-executive director:</i> 非執行董事：							
Mr. CHANG Eric Jackson 張世澤先生	24/25	-	-	-	-	1/1	1/3
<i>Independent non-executive directors:</i> 獨立非執行董事：							
Mr. FONG Fuk Wai 方福偉先生	24/25	6/6	6/6	2/2	-	1/1	2/3
Dr. FUNG Kam Man 馮錦文博士	10/11	2/2	5/5	2/2	-	1/1	2/2
Mr. ZHOU Jing 周晶先生	3/3	1/1	2/2	1/1	-	-	1/2
Mr. CHAN Ngai Fan 陳毅奮先生	20/22	5/5	4/4	1/1	-	1/1	1/1
Mr. HUANG Zhiying 黃智穎先生	14/14	4/4	1/1	-	-	-	1/1

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Notes:

- (1) Mr. ZHOU Jing resigned as an independent non-executive Director and a member of Audit Committee, Remuneration Committee and Nomination Committee of the Company on 10 August 2017. A total of 3 Board meetings, 1 Audit Committee meeting, 2 Remuneration Committee meetings, 1 Nomination Committee meeting and 2 special general meetings were held from 1 July 2017 to the date of his resignation.
- (2) Mr. CHAN Ngai Fan was appointed and resigned as an independent non-executive Director and the Chairman of Remuneration Committee and Nomination Committee and a member of Audit Committee of the Company on 10 August 2017 and 5 September 2018 respectively. A total of 22 Board meetings, 5 Audit Committee meetings, 4 Remuneration Committee meetings, 1 Nomination Committee meeting, 1 annual general meeting and 1 special general meeting were held from the date of his appointment to 30 June 2018.
- (3) Mr. HUNG Kenneth resigned as an executive Director and a member of Remuneration Committee of the Company on 1 November 2017. A total of 11 Board meetings, 1 Nomination Committee meeting, 1 annual general meeting and 2 special general meetings were held from 1 July 2017 to the date of his resignation.
- (4) Dr. FUNG Kam Man resigned as an independent non-executive Director and a member of Audit Committee, Remuneration Committee and Nomination Committee of the Company on 2 November 2017. A total of 11 Board meetings, 2 Audit Committee meetings, 5 Remuneration Committee meetings, 2 Nomination Committee meetings, 1 annual general meeting and 2 special general meetings were held from 1 July 2017 to the date of his resignation.
- (5) Mr. HUANG Zhiying was appointed as an independent non-executive Director and a member of Audit Committee, Remuneration Committee and Nomination Committee of the Company on 2 November 2017. A total of 14 Board meetings, 4 Audit Committee meetings, 1 Remuneration Committee and 1 special general meeting were held from the date of his appointment to 30 June 2018.
- (6) Mr. CHANG Eric Jackson resigned as a non-executive Director of the Company on 19 July 2018. A total of 25 Board meetings, 1 annual general meeting and 3 special general meetings were held from 1 July 2017 to 30 June 2018.

附註：

- (1) 周晶先生已於二零一七年八月十日辭任本公司之獨立非執行董事以及審核委員會、薪酬委員會及提名委員會成員。自二零一七年七月一日起至其辭任之日共舉行3次董事會會議、1次審核委員會會議、2次薪酬委員會會議、1次提名委員會會議及2次股東特別大會。
- (2) 陳毅奮先生於二零一七年八月十日獲委任為本公司之獨立非執行董事以及薪酬委員會及提名委員會主席及審核委員會成員，並於二零一八年九月五日辭任。自其獲委任之日起至二零一八年六月三十日共舉行22次董事會會議、5次審核委員會會議、4次薪酬委員會會議、1次提名委員會會議、1次股東週年大會及1次股東特別大會。
- (3) 洪君毅先生於二零一七年十一月一日辭任本公司之執行董事及薪酬委員會成員。自二零一七年七月一日起至其辭任之日共舉行11次董事會會議、1次提名委員會會議、1次股東週年大會及2次股東特別大會。
- (4) 馮錦文博士於二零一七年十一月二日辭任本公司之獨立非執行董事以及審核委員會、薪酬委員會及提名委員會成員。自二零一七年七月一日起至其辭任之日共舉行11次董事會會議、2次審核委員會會議、5次薪酬委員會會議、2次提名委員會會議、1次股東週年大會及2次股東特別大會。
- (5) 黃智穎先生已於二零一七年十一月二日獲委任為本公司之獨立非執行董事以及審核委員會、薪酬委員會及提名委員會成員。自其獲委任之日起至二零一八年六月三十日共舉行14次董事會會議、4次審核委員會會議、1次薪酬委員會會議及1次股東特別大會。
- (6) 張世澤先生於二零一八年七月十九日辭任本公司之非執行董事。自二零一七年七月一日起至二零一八年六月三十日共舉行25次董事會會議、1次股東週年大會及3次股東特別大會。

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A7. Required Standard of Dealings

The Company has adopted its own code of conduct regarding Directors' dealings in the Company's securities (the "Own Code") on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard of Dealings"). Specific enquiry has been made of the Directors and all of them have confirmed that they have complied with the required standards set out in the Required Standard of Dealings and the Own Code throughout the year ended 30 June 2018.

The Company has also established written guidelines no less exacting than the Required Standard of Dealings (the "Code for Securities Transactions by Relevant Employees") for securities transactions by employees who are likely to be in possession of unpublished inside information of the Company. No incident of non-compliance of the Code for Securities Transactions by Relevant Employees by the employees was noted by the Company.

B. BOARD COMMITTEES & CORPORATE FUNCTIONS

The Board has three Board committees, namely, the Remuneration Committee, the Audit Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference, which are posted on the Company's website "www.sinovisionworldwide.com" and on the GEM website "www.hkgem.com". All the Board committees should report to the Board on their decisions or recommendations made.

All Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

A7. 交易規定準則

本公司已採納規管董事進行本公司證券交易之行為守則(「自用守則」)，條款不遜於GEM上市規則第5.48條至第5.67條所規定之交易準則(「交易之規定準則」)。經向全體董事作出具體查詢後，各董事確認，彼等於截至二零一八年六月三十日止整個年度一直遵守交易之規定準則及自用守則。

本公司亦就可能擁有本公司尚未發表之內幕消息資料之僱員進行之證券交易訂立守則(「相關僱員進行證券交易之守則」)，條款不遜於交易之規定準則。本公司概不知悉有僱員曾進行不遵守相關僱員進行證券交易之守則之事宜。

B. 董事委員會及企業管治職能

董事會有三個董事委員會，分別為薪酬委員會、審核委員會及提名委員會，以監督本公司不同層面之事務。所有董事委員會均設立明確之書面職權範圍(載於本公司網站「www.sinovisionworldwide.com」及GEM網站「www.hkgem.com」)。所有董事委員會均須就其決定或建議向董事會報告。

所有董事委員會均獲得充足資源以履行彼等之職責，並可應合理要求而於適當情況下徵詢獨立專業意見，費用由本公司承擔。

B1. Remuneration Committee

As at 30 June 2018, the Remuneration Committee comprised a total of three members, namely Mr. Chan Ngai Fan (Chairman), Mr. FONG Fuk Wai, and Mr. Huang Zhiying. All of the Remuneration Committee members are independent non-executive Directors.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's remuneration policy and structure and the remuneration packages of Directors and members of senior management (i.e. the model described in the code provision B.1.2(c)(ii) of the CG Code is adopted). The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

During the Year, the Remuneration Committee has generally reviewed the remuneration policy and structure of the Company; reviewed the remuneration package of Directors and senior management of the Company; reviewed and recommended the remuneration package of Mr. CHAN Ngai Fan and Mr. HUANG Zhiying upon their appointment as independent non-executive Directors.

The attendance records of each Committee member at the Remuneration Committee meeting held during the year ended 30 June 2018 are set out in section A6 above.

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the senior management for the year ended 30 June 2018 falls within the bands from HK\$1,000,001 to HK\$2,500,000.

Details of the remuneration of each Director for the year ended 30 June 2018 are set out in note 8 to the consolidated financial statements.

B1. 薪酬委員會

於二零一八年六月三十日，薪酬委員會共有三名成員，包括陳毅奮先生(主席)、方福偉先生及黃智穎先生。所有薪酬委員會成員為獨立非執行董事。

薪酬委員會之主要職能包括就本公司薪酬政策及架構以及董事及高級管理層成員之薪酬組合向董事會提出建議(即採納企業管治守則之守則條文B.1.2(c)(ii)所述之標準)。薪酬委員會亦負責設立具透明度的程序以制定有關薪酬政策及架構，確保董事或其任何聯繫人士不會參與其本身薪酬之決策，而有關薪酬將參照個人及本公司之表現以及市場慣例及狀況後釐訂。

於本年度，薪酬委員會已全面審閱本公司之薪酬政策及架構、審閱本公司董事及高級管理層之薪酬組合、審閱並建議陳毅奮先生及黃智穎先生獲委任為獨立非執行董事後之薪酬組合。

各委員會成員出席於截至二零一八年六月三十日止年度內舉行之薪酬委員會會議之記錄列載於上文第A6節。

根據企業管治守則之守則條文B.1.5，於截至二零一八年六月三十日止年度，高級管理層之年度薪酬範圍組別在1,000,001港元至2,500,000港元內。

各董事於截至二零一八年六月三十日止年度之薪酬詳情載於綜合財務報表附註8。

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B2. Audit Committee

As at 30 June 2018, the Audit Committee comprised a total of three members, namely Mr. FONG Fuk Wai (Chairman), Mr. CHAN Ngai Fan and Mr. HUANG Zhiying, all of whom are independent non-executive Directors. The Chairman of the Audit Committee also possesses the appropriate accounting and financial management expertise as required under Rule 5.28 of the GEM Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The main duties of the Audit Committee are reviewing the financial information and reports of the Group and considering any significant or unusual items raised by the financial officers of the Group or external auditors before submission to the Board; reviewing the relationship with and the terms of appointment of the external auditors and making the relevant recommendation to the Board; and reviewing the Company's financial reporting system and risk management and internal control systems.

During the Year, the Audit Committee has reviewed the consolidated financial statements, results announcements and reports for the year ended 30 June 2017, for the three months ended 30 September 2017, for the six months ended 31 December 2017 and for the nine months ended 31 March 2018; the financial reporting and compliance procedures; the report from the management on the Company's risk management and internal control review and process; the arrangements for employees to raise concerns about possible improprieties; and considered the re-appointment of external auditors.

The external auditors have attended two of the Audit Committee meetings held during the year ended 30 June 2018, without the presence of executive Directors, to discuss with the Audit Committee on issues arising from the audit and financial reporting matters.

The attendance records of each Committee member at the Audit Committee meetings held during the year ended 30 June 2018 are set out in section A6 above.

There is no disagreement between the Board and the Audit Committee regarding the appointment of external auditors.

B2. 審核委員會

於二零一八年六月三十日，審核委員會共有三名成員，包括方福偉先生(主席)、陳毅奮先生及黃智穎先生，彼等均為獨立非執行董事。審核委員會主席亦具備GEM上市規則第5.28條所規定之合適會計及財務管理專業知識。概無審核委員會成員為本公司現任外聘核數師的前合夥人。

審核委員會之主要職能為審閱本集團之財務資料及報告，並於本集團之財務職員或外聘核數師向董事會提呈任何重大或不尋常事項前作出考慮；檢討與外聘核數師之關係及其委聘條款，並向董事會提出相關建議；及檢討本公司之財務報告制度及風險管理及內部監控制度。

於本年度，審核委員會已審閱截至二零一七年六月三十日止年度、截至二零一七年九月三十日止三個月、截至二零一七年十二月三十一日止六個月及截至二零一八年三月三十一日止九個月之綜合財務報表、業績公告及報告；財務申報及合規程序；管理層就本公司風險管理及內部監控檢討及程序之報告；僱員就可能發生之不正當行為提出關注之安排；及考慮續聘外部核數師。

外聘核數師已出席於截至二零一八年六月三十日止年度內舉行之兩次審核委員會會議，在並無執行董事出席之情況下，與審核委員會討論有關審核及財務報告事宜。

各委員會成員出席於截至二零一八年六月三十日止年度內舉行之審核委員會會議之記錄列載於上文第A6節。

董事會與審核委員會就委任外部核數師並無意見分歧。

B3. Nomination Committee

As at 30 June 2018, the Nomination Committee comprised a total of three members, being three independent non-executive Directors, namely Mr. CHAN Ngai Fan (Chairman), Mr. FONG Fuk Wai and Mr. HUANG Zhiying. All of the Nomination Committee members are independent non-executive Directors.

The principal responsibilities of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and recommending any changes to the Board; identifying qualified and suitable individuals to become Board members and selecting and making recommendations to the Board on the selection of individuals nominated for directorships; assessing the independence of independent non-executive directors; and making recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular, the Chairman and the Chief Executive Officer of the Company.

In selecting candidates for directorship of the Company, the Nomination Committee may make reference to certain criteria such as the Company's needs, integrity, experience, skills, professional knowledge and the amount of time and effort that a candidate will devote to carry his/her duties and responsibilities. External recruitment professionals might be engaged to carry out selection process when necessary.

During the Year, the Nomination Committee has reviewed the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group; recommended the re-election of the retiring Directors standing for re-election at the Company's annual general meeting held on 1 November 2017; considered and made recommendation to the Board on the appointment of Mr. CHAN Ngai Fan and Mr. HUANG Zhiying as independent non-executive Directors and assessment of the independence of all the independent non-executive Directors.

B3. 提名委員會

於二零一八年六月三十日，提名委員會共有三名成員，包括三名獨立非執行董事陳毅奮先生（主席）、方福偉先生及黃智穎先生。全部提名委員會成員為獨立非執行董事。

提名委員會之主要職責包括定期檢討董事會之架構、規模及成員組合（包括技能、知識及經驗），並就董事會之任何變動提出推薦建議；物色合資格及適合之人士出任董事會成員，以及挑選提名有關人士出任董事及就此向董事會提出推薦建議；評估獨立非執行董事之獨立性；及就委任或重選董事及董事之接替計劃（尤其是本公司主席及首席執行官之接替計劃）所涉及事宜向董事會提出推薦建議。

於遴選本公司的候選董事時，提名委員會可參照若干標準，例如本公司之需求、候選人之誠信、經驗、技能及專業知識，以及彼就履行本身職責及責任所會付出之時間及精力。在有需要時，可委聘外部招聘專業人士進行遴選程序。

於本年度，提名委員會已審閱董事會之架構、人數及組成，確保有均衡之專長、技能及經驗，切合本集團業務之需求；推薦重選於本公司在二零一七年十一月一日舉行之股東週年大會上候選連任之退任董事；就委任陳毅奮先生及黃智穎先生為獨立非執行董事作出考慮並向董事會建議；及評估全體獨立非執行董事之獨立性。

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The Board has adopted the “Board Diversity Policy” setting out the approach to diversity on the Board. It is believed that a truly diverse board will include and make good use of differences in the skills, regional and industrial experience, background, gender and other qualities of members of the board. These differences will be taken into account in determining the optimum composition of the Board. The Nomination Committee is responsible for setting annually measurable objectives for implementing diversity on the Board and recommends them to the Board for adoption. The “Board Diversity Policy” shall be reviewed by the Nomination Committee, as appropriate, to ensure its effectiveness.

The attendance records of each Committee member at the Nomination Committee meeting held during the year ended 30 June 2018 are set out in section A6 above.

B4. Corporate Governance Functions

The Board is responsible for performing the corporate governance functions set out in the code provision D.3.1 of the CG Code.

The Board has reviewed and monitored the Company’s corporate governance policies and practices, the training and continuous professional development of Directors and senior management, the Company’s policies and practices on compliance with legal and regulatory requirements, the compliance of the Required Standard of Dealings and the Code for Securities Transactions by Relevant Employees, and the Company’s compliance with the CG Code and disclosure in this Corporate Governance Report.

董事會已採納《董事會成員多元化政策》，當中訂明董事會成員多元化的方向。本公司認為，一個真正多元化的董事會應包括並善用董事於技能、地區及行業的經驗，以及背景、性別及其他素質等方面的差異。本公司在制定董事會成員的最佳組合時將考慮上述的差異。提名委員會負責制定實施董事會成員多元化的年度衡量目標，並向董事會提出建議供其採納。提名委員會將在適當時檢討《董事會成員多元化政策》，以確保其有效性。

各委員會成員出席於截至二零一八年六月三十日止年度內舉行之審核委員會會議之記錄列載於上文第A6節。

B4. 企業管治職能

董事會負責執行企業管治守則之守則條文D.3.1職權範圍所載之企業管治職責。

董事會已審閱及監督本公司之企業管治政策及常規、董事及高級管理層之培訓及持續專業發展、本公司關於符合法定及監管要求之政策及常規、遵守交易必守標準及相關僱員進行證券交易之守則，以及本公司遵守企業管治守則及於本企業管治報告中作出之披露。

C. DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors have acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 30 June 2018.

The Board is responsible for presenting a balanced, clear and understandable assessment of quarterly, interim and annual reports, inside information announcements and other disclosures required under the GEM Listing Rules and other regulatory requirements. The management has provided sufficient explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group put forward to the Board for approval.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

D. RISK MANAGEMENT AND INTERNAL CONTROLS

Goals and Objectives

The Board has the overall responsibility to evaluate and determine the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and to ensure that the Company establishes and maintains appropriate and effective risk management and internal control systems.

The Board acknowledged that the risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

C. 董事就有關財務報表之財務申報責任

董事知悉其須編撰本公司截至二零一八年六月三十日止年度之財務報表之責任。

根據GEM上市規則及其他監管規定，董事會須負責提呈持平、清晰及易明之季度、中期及年度報告評估、內幕消息公佈及其他規定之披露。管理層已向董事會提供足夠說明及資料，以致董事會就提呈董事會批准之本集團財務資料及狀況作出知情評估。

本公司並無面臨可能對本公司持續經營業務之能力產生極大疑慮之重大不確定事件或情況。

D. 風險管理及內部監控

方針及目標

董事會整體負責評估並釐定其為實現本公司策略目標而願意承擔之風險之性質及程度，並確保本公司建立及維持適當而有效之風險管理及內部監控制度。

董事會確認風險管理及內部監控制度旨在管理而非消除未能達成業務目標之風險，且就避免重大錯誤陳述或損失而言，僅能提供合理而非絕對之保證。

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Main features of the risk management and internal control systems

The Group's risk governance structure and the main responsibilities are summarised below:

Board

- To evaluate and determine the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring the implementation of an effective risk management and internal control systems;
- To oversee the management in the design, implementation and monitoring of the risk management and internal control systems; and
- To ensure that the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting and internal audit.

Management

- Designs, implements and monitors the risk management and internal control systems;
- Identifies and assesses the risks which threaten the achievement of the strategic objectives;
- Reviews the risk areas and risk level;
- Advises on matters raised by employees and the holding company;
- Coordinates and promotes risk management by ensuring that risk and activities processes are operated efficiently and effectively and in compliance with GEM Listing Rules; and
- Reports periodically to the Board.

風險管理及內部監控制度之主要特點

本集團之風險管治架構及主要責任概述如下：

董事會

- 於達致本集團之策略目標時，評估及釐定董事會所願意承擔之風險之性質及程度，並確保落實有效之風險管理及內部監控制度；
- 監督管理層對風險管理及內部監控制度之設計、實施及監察；及
- 確保本公司會計及內部審核之資源、員工資歷及經驗、培訓課程及預算之充足性。

管理層

- 設計、實施及監察風險管理及內部監控制度；
- 識別及評估對實現策略目標構成威脅之風險；
- 檢討風險範圍及風險水平；
- 就僱員及控股公司提出之事宜提供意見；
- 透過確保風險及活動流程高效及有效並遵照GEM上市規則之規定運作以協調及促進風險管理；及
- 定期向董事會匯報。

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Process Used to Identify, Evaluate and Manage Significant Risks

The processes used to identify, evaluate and manage significant risks by the Group were summarized as follows:

Risk Identification

- Identified the risks through discussion with the management. Risk assessment questionnaire was used to document the risk identified by the responsible parties.

Risk Assessment

- Identified the existing controls and analysing risks in terms of consequence and likelihood in the context of those controls.

Risk Response

- Categorised and prioritized the identified risks;
- Determined the strategy to handle the identified risk; and
- Developed the risk register and internal control audit plan and determined the frequency of review and control testing on key controls.

Risk Monitoring and Reporting

- On-going communication of monitoring results to the Audit Committee which enables it to assess control of the Group and the effectiveness of risk management during the year, including:
 - Risk questionnaires completed by the management, risk register and internal audit plan; and
 - Fact finding report with recommendations on the review and testing of internal controls on certain operating cycles and areas.

用於識別、評估及管理重大風險之流程

本集團用於識別、評估及管理重大風險之流程概述如下：

風險識別

- 透過與管理層討論識別風險。風險評估問卷乃用於記錄責任方所識別之風險。

風險評估

- 確定現有監控並於該等監控過程中分析風險後果及可能性。

風險應對

- 對已識別之風險進行分類及優先排序；
- 釐定處理已識別之風險之策略；及
- 制定風險登記及內部監控審核計劃以及釐定有關主要監控之檢討及監控測試頻率。

風險監察及匯報

- 持續向審核委員會傳達監察結果，使其能夠於年內對本集團之監控及風險管理成效進行評估，包括：
 - 由管理層完成之風險問卷、風險登記及內部審核計劃；及
 - 事實調查報告，當中載有就有關若干營運週期及範圍之內部監控檢討及測試作出之推薦建議。

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Internal Audit Function

With the assistance of the external consultant, the Group's internal audit function is performed by the management of the Company, including analysing and appraising the adequacy and effectiveness of the Group's risk management and internal control systems.

The Company has engaged an external consultant to assist the Company to:

- Perform the risk assessment on identified area and report the findings and recommendations to the management; and
- Conduct various agreed upon reviews on material controls and perform testing of internal controls on certain operating cycles and areas in accordance with the Company's Internal Control Audit Plan.

For the year ended 30 June 2018, the Board has conducted a review and assessment of the effectiveness of the Company's risk management and internal control systems including financial, operational and compliance controls (e.g. continuing connected transactions) and risk management. Such review have been made by discussion with the Audit Committee, management and external internal control consultant of the Company from time to time, but at least once a year. The Company also has an internal audit function to assist the Audit Committee and the management to conduct internal control review periodically. The Board will put in place to address the identified area that shall be enhanced. The Board considered that the existing risk management and internal control systems are adequate and effective.

E. EXTERNAL AUDITORS AND AUDITORS' REMUNERATION

The statement of the external auditors of the Company about their reporting responsibilities on the Company's financial statements for the year ended 30 June 2018 is set out in the section headed "Independent Auditor's Report" in this annual report.

內部審核職能

在外部顧問之協助下，本集團之內部審核職能由本公司管理層履行，包括分析及評估本集團風險管理及內部監控制度是否充足且具成效。

本公司已委聘外部顧問以協助本公司：

- 根據管理層對已識別範圍進行風險評估並匯報調查結果及推薦建議；及
- 按協定對重大監控進行各項檢討，並根據本公司之內部監控審核計劃對若干營運週期及範圍進行內部監控測試。

截至二零一八年六月三十日止年度，董事會已對本公司的風險管理及內部監控制度的效能進行檢討及評估，包括財務、營運及合規控制（例如持續關連交易）及風險管理。有關審閱乃經不時與本公司審核委員會、管理層及外聘內部監控顧問討論後作出，惟至少每年一次。本公司亦具備內部審核職能以協助審核委員會及管理層不時審閱內部監控。董事會將採取行動處理須加強的可識別範圍。董事會認為，現有風險管理及內部監控制度屬恰當及有效。

E. 外聘核數師及核數師酬金

本公司就外聘核數師就截至二零一八年六月三十日止年度本公司財務報表之申報職責而作出之聲明載於本年報「獨立核數師報告」一節。

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The fees paid/payable to Ascenda Cachet CPA Limited, the Company's external auditors, in respect of audit services and non-audit services for the year ended 30 June 2018 are analyzed below:

於截至二零一八年六月三十日止年度，就審核服務及非審核服務已付／應付予本公司外聘核數師天健德揚會計師事務所有限公司的費用分析如下：

Type of services provided by the external auditors 外聘核數師所提供之服務種類		Fees paid/payable 已付／應付費用 (HK\$'000) (千港元)
Audit services – audit fee for the year ended 30 June 2018	審核服務－截至二零一八年六月三十日止年度之審核費	1,000
Non-audit services – tax service fee, fee relating to the special audit, working capital forecast review fee and profit forecast review fee	非審核服務－稅項服務費、專項審計費用、營運資金預測評估審閱費用及利潤預測審閱費用	5
TOTAL:	總計：	1,005

F. COMPANY SECRETARY

During the year ended 30 June 2018, Mr. LO Sze Hung, the Company Secretary, has taken no less than 15 hours of relevant professional trainings to update his skills and knowledge. Biographical details of Mr. LO are set out in the section headed "Directors' and Senior Management's Biographies" in this annual report.

F. 公司秘書

截至二零一八年六月三十日止年度，公司秘書盧思鴻先生已接受不少於15個小時的相關專業培訓，以更新其技能及知識。有關盧先生之履歷載於本年報「董事及高級管理層履歷」一節。

G. COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communication with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognizes the importance of transparent and timely disclosure of corporate information, which enables shareholders and investors to make the best investment decision.

G. 與股東及投資者溝通

本公司深信，與股東之有效溝通對提升投資者關係及加強投資者對本集團業務表現及策略之了解乃屬必要。本集團亦確認透明地及適時披露公司資料之重要性，其可讓股東及投資者作出最佳投資決定。

The Company maintains a website at www.sinovisionworldwide.com as a communication platform with shareholders and investors, where the Group's business developments and operations, financial information, corporate governance practices and other information are available for public access. Shareholders and investors may send written enquiries or requests to the Company's principal place of business in Hong Kong at Unit 2, 28/F, Vertical Square, No. 28 Heung Yip Road, Wong Chuk Hang, Hong Kong.

本公司設有網站(www.sinovisionworldwide.com)作為與股東及投資者溝通之平台，可供公眾人士瀏覽有關本集團業務發展及營運、財務資料、企業管治常規及其他資料。股東及投資者如有任何查詢，亦可發出書面查詢或要求至本公司之香港主要營業地點，地址為香港黃竹坑香葉道28號嘉尚匯28樓2室。

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Inquiries are dealt with in an informative and timely manner.

Besides, shareholders' meetings provide an opportunity for communication between the Board and the shareholders. The Chairman of the Board as well as chairmen of the Remuneration Committee, Audit Committee and Nomination Committee, or in their absence, other members of the respective committees, and where applicable, the independent Board committee, are available to answer questions at the shareholder's meetings.

H. SHAREHOLDER RIGHTS

To safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting. The Company's shareholders may convene a special general meeting or put forward proposals at shareholders' meetings as follows:

- (1) Shareholder(s) holding at the date of deposit of the requisition not less than one tenth of the paid-up capital of the Company may request the Board to convene a special general meeting pursuant to clause 58 of the Bye-laws by sending a written requisition to the Board or the Company Secretary at the Company's principal place of business in Hong Kong. The objects of the meeting must be stated in the written requisition.
- (2) Shareholder(s) representing not less than one-twentieth of the total voting rights at the date of the requisition or not less than 100 shareholders may put forward a proposal at a shareholders' meeting, pursuant to the laws of Bermuda by sending a written requisition to the Board or the Company Secretary at the Company's principal place of business in Hong Kong. The proposal should be stated in the written requisition and such written requisition should be submitted as early as practicable to enable the Company to make necessary arrangement (in case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; and in case of any other requisition, not less than one week before the meeting).

本公司會以適時資訊形式處理有關查詢。

此外，股東大會提供機會供董事會與股東溝通。董事會主席及薪酬委員會、審核委員會及提名委員會主席或(在其缺席時)各委員會之其他成員及(倘適用)獨立董事委員會會在股東大會上解答提問。

H. 股東權利

為保障股東利益及權利，於股東大會將就各重大事項(包括選舉個別董事)提呈獨立決議案以供股東考慮及投票。本公司股東可召開股東特別大會或於股東大會提出以下建議：

- (1) 於遞呈要求日期時持有不少於本公司繳足股本十分之一的股東，可透過於本公司香港主要營業地點向董事會或公司秘書發出呈請書，以根據公司細則第58條要求董事會召開股東特別大會。大會之討論事項須於呈請書上列出。
- (2) 根據百慕達法律，於提出呈請日期代表不少於二十分之一總投票權的股東或不少於100名股東可就股東大會提出建議，方法為向本公司香港主要營業地點的董事會或公司秘書發出書面呈請。有關建議應於書面呈請內列明，此等書面呈請應儘早提交以便本公司作出所需安排(要求刊發決議案通告的呈請，須在大會舉行前不少於六個星期提交；而任何其他呈請，則須在大會舉行前不少於一星期提交)。

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(3) If a shareholder wishes to propose a person other than a retiring director for election as a director of the Company at a general meeting, pursuant to clause 85 of the Bye-laws, the shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall send a written notice, duly signed by the shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected. These notices should be lodged at the Company's principal place of business in Hong Kong, or the office of the Company's branch share registrar. The period for lodgement of such notices shall commence on the day after the dispatch of the notice of such general meeting and end 7 days prior to the date of such general meeting.

For the avoidance of doubt, shareholder(s) must provide their full name, contact details and identification, in the originally signed written requisition, notice or statement (as the case may be), in order to give effect thereto. Information of shareholder(s) may be disclosed as required by laws. Shareholders may refer to the Bye-laws for further details of the rights of shareholders.

During the Year, the Company has not made any significant changes to the Bye-laws. An up-to-date version of the Bye-laws is available on the websites of the Company and the Stock Exchange. Shareholders may refer to the Bye-laws for further details of the rights of shareholders.

All resolutions put forward at shareholders' meetings of listed issuers shall be voted by poll pursuant to the GEM Listing Rules. The poll voting results shall be posted on the websites of the Stock Exchange and the Company after each shareholders' meeting.

(3) 倘一名股東欲於股東大會上提名一名非退任董事人士參選本公司董事，根據本公司之公司細則第85條，合資格出席大會並於會上投票之股東（並非被提名人士）應寄發一份經該股東正式簽署之書面通告，其內表明建議提名該人士參選之意向，以及由獲提名人士簽署通告，表明願意參選。此等通告須呈交本公司於香港之主要營業地點或本公司股份過戶登記分處。呈交該等通告之期間由寄發有關該股東大會通告翌日起計至該股東大會舉行日期前七日止。

為免生疑問，股東須呈交正式簽署之書面要求、通告或聲明（視情況而定）之原件，並在其上提供彼等之全名、聯絡詳情及身份證明，方為有效。股東資料可能根據法律規定而予以披露。有關股東權利之更多詳情，股東可參閱公司細則。

於本年度，本公司未有對公司細則作出任何重大更改。公司細則的最新版本可於本公司網站及聯交所查閱。有關股東權利之更多詳情，股東可參閱公司細則。

根據GEM上市規則，所有於上市發行人股東大會上提呈之決議案須以投票方式進行表決。投票表決之結果將於各股東大會後在聯交所及本公司網站上刊登。

Corporate Governance Report

企業管治報告

I. INSIDE INFORMATION

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company is fully aware of its obligations under the new Part XIVA of the Securities and Futures Ordinance, Chapter 571 effective from 1 January 2013 and the GEM Listing Rules. In September 2013, a policy has been adopted by the Board which sets out guidelines to the Directors, officers and all relevant employees of the Group to ensure inside information of the Company is to be disseminated to the public in equal and timely manner.

On behalf of the Board

POON Man Sum
Chairman

Hong Kong
21 September 2018

I. 內幕消息

在處理及發放內幕消息之程序及內部監控方面，本公司充份了解其於香港法例第571章證券及期貨條例新XIVA部（自二零一三年一月一日起生效）及GEM上市規則下之責任。於二零一三年九月，本集團已採納一套載列適用於本集團董事、高級人員及所有相關僱員之指引的政策，以確保公平、及時地向公眾發放本公司之內幕消息。

代表董事會

主席
潘文森

香港
二零一八年九月二十一日

Independent Auditor's Report

獨立核數師報告



13F Neich Tower
128 Gloucester Road
Wanchai Hong Kong
香港灣仔
告士打道128號
祥豐大廈13F座

To the members of Sino Vision Worldwide Holdings Limited
(formerly known as "DX.com Holdings Limited")
(Incorporated in Cayman Islands and re-domiciled and
continued on 21 August 2015 in Bermuda with limited liability)

致新維國際控股有限公司(前稱「DX.com 控股有限
公司」)之股東
(於開曼群島註冊成立並於二零一五年八月二十一日
遷冊至百慕達及於百慕達存續之有限公司)

OPINION

We have audited the consolidated financial statements of Sino Vision Worldwide Holdings Limited (formerly known as "DX.com Holdings Limited") (the "Company") and its subsidiaries (the "Group") set out on pages 66 to 207, which comprise the consolidated statement of financial position as at 30 June 2018, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

意見

吾等已審核第66至第207頁所載新維國際控股有限公司(前稱「DX.com 控股有限公司」)(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，包括於二零一八年六月三十日之綜合財務狀況表及截至該日止年度之綜合損益表、綜合全面收益表、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。

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 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

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」)頒佈之香港財務報告準則(「香港財務報告準則」)真實公平地反映 貴集團於二零一八年六月三十日之綜合財務狀況及截至該日止年度之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。

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by 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.

意見基礎

吾等根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審核。在該等準則下，吾等之責任在吾等之報告內「核數師就審計綜合財務報表承擔之責任」一節進一步闡述。根據香港會計師公會之「專業會計師道德守則」(「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，吾等所獲得之審核憑證能充足及適當地為吾等之審核意見提供基礎。

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獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

關鍵審計事項

根據吾等之專業判斷，關鍵審計事項為吾等審核於本期間之綜合財務報表中最重要之事項。吾等在審核綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。就下文各事項而言，有關吾等審核時處理此等事項的描述僅適用於此等情況。

吾等已履行本報告「核數師就審計綜合財務報表承擔之責任」一節闡述之責任，包括與該等關鍵審計事項相關之責任。相應地，吾等之審計工作包括執行為應對評估綜合財務報表重大錯誤陳述風險而設計之審計程序。吾等執行審計程序之結果，包括應對下述事項所執行之程序，為綜合財務報表發表審計意見提供基礎。

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KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 於審計中處理關鍵審計事項之方法
<p>(i) Recoverability assessment of the loan and interest receivables 應收貸款及利息賬款的可收回性評估</p>	
<p>Reference is made to notes 2.4 and 3 to the consolidated financial statements for the directors' disclosures of the related accounting policies, judgements and estimates and note 18 to the consolidated financial statements for further information.</p> <p>The carrying amount of the Group's loan and interest receivables was approximately HK\$89,090,000 as at 30 June 2018.</p> <p>進一步資料請參閱綜合財務報表附註2.4及3有關董事披露相關會計政策、判斷及估計以及綜合財務報表附註18。</p> <p>貴集團於二零一八年六月三十日的應收貸款及利息賬款之賬面值約為89,090,000港元。</p>	<p>Our procedures in relation to management's assessment of the recoverability of the loan and interest receivables included:</p> <ul style="list-style-type: none"> - Obtaining an understanding of how management estimated the recoverability of the loan and interest receivables and evaluating the historical accuracy of the impairment estimation by management (including the loan agreements and assessment of the collectability of the borrowers); - Reviewing management's assessment of whether indicators of impairment exist and evaluating this assessment, including a challenge of the validity and completeness of the indicators identified with reference to our knowledge of the business obtained elsewhere in our audit (e.g. the current creditworthiness and the past collection history of the borrowers); <p>吾等就管理層評估應收貸款及利息賬款之可回收性之程序包括以下內容：</p> <ul style="list-style-type: none"> — 了解管理層如何評估應收貸款及利息賬款之可回收性，並評估管理層過往作出的減值評估(包括貸款協議及評估借款人的可收回性)之準確性； — 審閱管理層就減值指標是否存在之評核及評估有關評核，包括參考吾等就審核範圍內的知識檢查所識別的有關指標的有效性及其完整性)例如借款人的現時信譽及過往收款記錄)；

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KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 於審計中處理關鍵審計事項之方法
(i) Recoverability assessment of the loan and interest receivables (Continued) 應收貸款及利息賬款的可收回性評估(續)	
<p>The recoverability of loan and interest receivables is estimated by the management through the application of judgment and estimation. The Group's policy for recognition of impairment on loan and interest receivables is based on the evaluation of recoverability, ageing analysis and on management's judgement. A considerable amount of judgement is required in assessing the recoverability of the loan and interest receivables including the current creditworthiness and the past collection history of the borrowers.</p> <p>應收貸款及利息賬款之可收回性由管理層透過應用判斷及估計而評估。貴集團就確認應收貸款及利息賬款之減值之政策乃根據可回收性之評估、賬齡分析及管理層之判斷而釐定。於評估該等應收貸款及利息賬款之可收回性時，須作出大量判斷(包括借款人的現時信譽及過往收款記錄)。</p>	<ul style="list-style-type: none"> - Assessing the basis of management's assessment of recoverability of the loan and interest receivables with reference to the management's evaluation of borrowers' creditworthiness, borrowers' credit history including default or delay in payments, borrowers' settlement records, subsequent settlements from borrowers and ageing analysis of each individual borrowers; and - Recalculating the amount of the impairment on the loan and interest receivables, if any, and assessing the sufficiency of the impairment as at 30 June 2018. - 評估管理層就應收貸款及利息賬款之可回收性之評估基準，並參考管理層就借款人的信貸記錄(包括拖欠或延付款項)、借款人的結算記錄、借款人的其後結算情況、各獨立借款人的賬齡分析之評估；及 - 重新計算應收貸款及利息賬款之減值金額(如有)，並評估於二零一八年六月三十日之減值是否足夠。

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獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 於審計中處理關鍵審計事項之方法
<p>(ii) Provision for litigation and legal fee 訴訟及法律費用撥備</p> <p>Reference is made to notes 2.4 and 3 to the consolidated financial statements for the directors' disclosures of the related accounting policies, judgements and estimates and notes 25 and 40 to the consolidated financial statements for further information.</p> <p>The Group is a defendant of a litigation in the U.S. in respect of its e-commerce business through on-line sales platforms since August 2012.</p> <p>The carrying amount of the Group's other payables and accruals included provision for litigation and legal fee of approximately HK\$40,000,000, as at 30 June 2018.</p> <p>The provision for litigation and legal fee is estimated by the management through the application of judgment and estimation. The Group's policy for recognition of the provision for litigation and legal fee is based on the prior experience, legal advise and on management's judgement. A considerable amount of judgement is required in assessing the possible outcome of the litigation.</p> <p>進一步資料請參閱綜合財務報表附註2.4及3有關董事之披露相關會計政策、判斷及估計以及綜合財務報表附註25及40。</p> <p>貴集團自二零一二年八月起為美國一項有關透過其網上銷售平台進行電子商務業務之訴訟之被告人。</p> <p>貴集團於二零一八年六月三十日的其他應付款項及應計費用之賬面值包括訴訟及法律費用撥備約40,000,000港元。</p> <p>訴訟及法律費用撥備之可收回性由管理層透過應用判斷及估計而評估。貴集團就確認訴訟及法律費用撥備之政策乃根據過往經驗、法律意見及管理層的判斷而釐定。於評估訴訟可能出現之結果時，須作出大量判斷。</p>	<p>Our procedures in relation to management's assessment of the provision for litigation and legal fee included:</p> <ul style="list-style-type: none"> - Discussing with management and the Company's legal advisors to understand the updated status of the litigation and the possible outcome of the litigation; - Reviewing the related correspondences between the Group and its legal advisors as well as correspondence with the court; - Understanding and observing in practice the actions that management has taken in response to the litigation; and - Challenging and recalculating the amount of the provision for litigation and legal fee, if any, and assessing the sufficiency of the provision for litigation and legal fee as at 30 June 2018. <p>吾等就管理層評估訴訟及法律費用撥備之程序包括以下內容：</p> <ul style="list-style-type: none"> - 與管理層及貴公司法律顧問進行討論，以了解有關訴訟之最新狀況及訴訟可能出現之結果； - 審閱貴集團與其法律顧問以及與法庭來往之書信； - 了解及觀察管理層就就訴訟採取之實際措施；及 - 質疑及重新計算訴訟及法律費用撥備之金額(如有)，並評估於二零一八年六月三十日訴訟及法律費用撥備是否足夠。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 於審計中處理關鍵審計事項之方法
(iii) Impairment assessment of goodwill 商譽減值評估	
<p>Reference is made to notes 2.4 and 3 to the consolidated financial statements for the directors' disclosures of the related accounting policies, judgements and estimates and note 14 to the consolidated financial statements for further information.</p> <p>The Group recognised goodwill with an aggregate carrying amount of approximately HK\$140,075,000 as at 30 June 2018 arising from business combinations regarding the acquisition of (i) property management and property agency services; (ii) money-lending business; and (iii) the operation of intellectual properties ("IP") rights licensing and international IP development, media integrated marketing and distribution agency of sports goods, respectively.</p> <p>The impairment review of the goodwill is estimated by the management through the application of judgement and estimation. The Group's policy for recognition of impairment on goodwill is based on the evaluation of the future result of the related cash generating unit ("CGU"). The management has prepared future cash flow forecasts (the "Forecasts") to determine the recoverable amount of each CGU. A considerable amount of judgement is required in assessing the recoverable amount of the CGU including the discount rate, growth rate, terminal growth rate, gross margin and turnover. During the year, an impairment of goodwill of HK\$8,251,000 on property management and property agency services business was provided.</p> <p>進一步資料請參閱綜合財務報表附註2.4及3有關董事之披露相關會計政策、判斷及估計以及綜合財務報表附註14。</p> <p>貴集團確認有關收購(i)物業管理及物業代理服務；(ii)借貸業務；及(iii)經營知識產權(「知識產權」)授權及國際知識產權開發、媒體綜合營銷及分銷代理運動用品之業務合併所產生之總賬面值於二零一八年六月三十日約為140,075,000港元。</p> <p>商譽減值檢討由管理層透過應用判斷及估計而評估。貴集團就確認商譽減值之政策乃根據評估相關現金產生單位(「現金產生單位」)之未來業績而釐定。管理層已編製未來現金流預測(「預測」)以釐定各現金產生單位之可收回金額。於評估現金產生單位之可收回金額時，須作出大量判斷(包括貼現率、增長率、終端增長率、毛利率及收入)。年內，已就物業管理及物業代理服務業務計提商譽減值8,251,000港元。</p>	<p>Our procedures in relation to management's impairment assessment of goodwill included:</p> <ul style="list-style-type: none"> - Discussing with management and the independent valuer to understand the basis of valuation approach and methodology, which is prepared based on the Forecasts; - Corroborating the management's assumptions with applicable external benchmarks used within an acceptable range; - Assessing the historical accuracy of the Forecasts, and sought appropriate evidence for the major assumptions, including the discount rate, growth rate, terminal growth rate, gross margin and turnover, used by the management in assessing the recoverable amount of the CGU; and - Recalculating the amount of the impairment on the goodwill, if any, and assessing the sufficiency of the impairment as at 30 June 2018. <p>吾等就管理層評估商譽減值之程序包括以下內容：</p> <ul style="list-style-type: none"> - 與管理層及獨立估值師進行討論，以了解估值基準及方法(按預測編製)； - 根據於合理範圍使用之適用外部基準，確認管理層作出之假設； - 評估預測之過往準確性，並就主要假設尋找合適證據(包括管理層於評估現金產生單位時所採用之貼現率、增長率、終端增長率、毛利率及收入)；及 - 重新計算商譽減值(如有)之金額，並評估於二零一八年六月三十日之減值是否足夠。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 於審計中處理關鍵審計事項之方法
(iv) Impairment assessment of other intangible assets 其他無形資產減值評估	
<p>Reference is made to notes 2.4 and 3 to the consolidated financial statements for the directors' disclosures of the related accounting policies, judgements and estimates and note 15 to the consolidated financial statements for further information.</p> <p>The carrying amount of the Group's other intangible assets amounted to HK\$8,887,000, in which, (i) as to HK\$3,900,000 was arising from an on-line sales platform relevant to business of e-commerce segment; and (ii) the remaining balance of HK\$4,987,000 was arising from certain concession rights on intellectual properties. The Group has other intangible assets arising from two online sales platforms in the amount of HK\$20,975,000, which had been fully impaired in prior years. During the year, no impairment was provided for the other intangible assets.</p> <p>The impairment review of the other intangible assets is estimated by the management through the application of judgement and estimation. The Group's policy for recognition of impairment on other intangible assets is based on the evaluation of the recoverable amount of the intangible assets. A considerable amount of judgement is required in assessing the recoverable amount of the other intangible assets including the discount rate, growth rate, royalty rate and turnover.</p> <p>進一步資料請參閱綜合財務報表附註2.4及3有關董事之披露相關會計政策、判斷及估計以及綜合財務報表附註15。</p> <p>貴集團其他無形資產之賬面值為8,887,000港元，其中(i)3,900,000港元乃有關電子商務分部相關之網上銷售平台所產生；及(ii)餘下結餘4,987,000港元乃知識產權之若干特許經營權所產生。貴集團兩個網上銷售平台產生之其他無形資產為20,975,000港元，已於過往年度悉數減值。年內，並無就其他無形資產計提減值。</p> <p>其他無形資產減值檢討由管理層透過應用判斷及估計而評估。貴集團就確認其他無形資產減值之政策乃根據無形資產之可收回金額之估值而釐定。於評估其他無形資產之可收回金額時，須作出大量判斷(包括貼現率、增長率、特許費率及收入)。</p>	<p>Our procedures in relation to management's impairment assessment of included:</p> <ul style="list-style-type: none"> - Discussing with management and the independent valuer to understand the basis of valuations approach and methodology; - Corroborating the management's assumptions with applicable external benchmarks used within an acceptable range; - Assessing the historical accuracy of the budgeted turnover of on-line sales platform and the concession rights on intellectual properties, and sought appropriate evidence for the major assumptions, including the discount rate, growth rate and royalty rate used by the management in assessing the recoverable amount of the other intangible assets; and - Recalculating the amount of the impairment on the other intangible assets, if any, and assessing the sufficiency of the impairment as at 30 June 2018. <p>吾等就管理層評估其他無形資產減值之程序包括以下內容：</p> <ul style="list-style-type: none"> - 與管理層及獨立估值師進行討論，以了解估值基準及方法； - 根據於合理範圍使用之適用外部基準，確證管理層作出之假設； - 評估網上銷售平台及知識產權之特許經營權預算收入之過往準確性，並就主要假設尋找合適證據(包括管理層於評估其他無形資產之可收回金額時所採用之貼現率、增長率、特許費率及收入)；及 - 重新計算其他無形資產之減值金額(如有)，並評估於二零一八年六月三十日之減值是否足夠。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company (the "Directors") are responsible for the other information. The other information comprises 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 THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

年報所載之其他資料

貴公司董事(「董事」)為其他資料負責。其他資料包括年報所載資料，惟不包括綜合財務報表及吾等就此發出之核數師報告。

吾等對綜合財務報表表達之意見並不涵蓋其他資料，吾等亦不會就此表達任何形式之保證結論。

就吾等對綜合財務報表進行之審計工作而言，吾等負責審閱其他資料，並考慮其他資料是否與綜合財務報表或吾等從審計工作所獲得資料之間出現重大不相符情況，又或在其他方面出現重大錯誤陳述。倘吾等基於所進行工作而得出其他資料有重大錯誤陳述之結論，則吾等須匯報有關情況。就此，吾等並無須匯報之事宜。

董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露要求，編製真實公平地反映情況之綜合財務報表，及董事釐定對編製綜合財務報表屬必要之有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致之重大錯誤陳述。

在編製綜合財務報表時，董事負責評估 貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事宜，以及使用持續經營為會計基礎，除非董事有意將 貴公司清盤或停止經營，或別無其他實際替代方案。

審核委員會協助董事履行監督 貴集團財務報告過程的責任。

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. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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 judgement and maintain professional scepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔之責任

吾等之目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並出具載有吾等意見之核數師報告。吾等僅向全體股東報告，不作其他用途。吾等並不就本報告之內容對任何其他人士負責或承擔責任。

合理確定屬高層次之核證，惟根據香港審計準則進行之審核工作不能保證總能察覺所存在之重大錯誤陳述。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綜合財務報表作出之經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審計之過程中，吾等運用專業判斷，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之風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當之審計憑證，作為吾等意見之基礎。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之情況，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審計相關之內部監控，以設計適當之審計程序，惟並非旨在對貴集團內部監控之有效性發表意見。
- 評估董事所採用會計政策之恰當性及作出會計估計和相關披露之合理性。

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 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 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.

核數師就審計綜合財務報表承擔之責任(續)

- 對董事採用持續經營會計基礎之恰當性作出結論，並根據所獲取之審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之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醒使用者注意綜合財務報表中之相關披露。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之審計憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表之整體呈報方式、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之財務資料獲取充足及適當之審計憑證，以便對綜合財務報表發表意見。吾等負責集團審計之方向、監督和執行。吾等為審核意見承擔全部責任。

吾等與審核委員會就(其中包括)審計之計劃範圍、時間安排及重大審計發現溝通，該等發現包括吾等在審計過程中識別之內部監控之任何重大缺失。

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之相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性之所有關係及其他事宜，以及相關防範措施(如適用)。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

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 Chan Chi Yuen.

Ascenda Cachet CPA Limited
Certified Public Accountants

Chan Chi Yuen
Practising Certificate Number P02671

Hong Kong
21 September 2018

核數師就審計綜合財務報表承擔之責任 *(續)*

從與審核委員會溝通之事項中，吾等釐定對本期間綜合財務報表之審計最為重要的事項，因而構成關鍵審計事項。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，或在極端罕見之情況下，倘合理預期在吾等報告中溝通某事項造成之負面後果超出產生之公眾利益，則吾等決定不應在報告中傳達該事項。

出具獨立核數師報告之審計項目合夥人為陳志遠。

天健德揚會計師事務所有限公司
執業會計師

陳志遠
執業證書編號P02671

香港
二零一八年九月二十一日

Consolidated Statement of Profit or Loss

綜合損益表

Year ended 30 June 2018 截至二零一八年六月三十日止年度

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
REVENUE	收入	4,5	308,239	323,154
Cost of sales and services	貨品銷售成本及服務成本	6	(207,556)	(216,369)
Gross profit	毛利		100,683	106,785
Other income and gains	其他收入及收益	5	11,582	4,448
Selling and distribution costs	銷售及分銷成本		(54,498)	(80,135)
Administrative expenses and other expense	行政費用及其他費用		(138,781)	(81,557)
Fair value loss on contingent consideration payable	應付或然代價之公平值虧損	33	(886)	-
Fair value gain on previously held equity interest in associate	過往所持聯營公司股權之公平值收益	32(b)	2,070	-
Share of profit of an associate	應佔聯營公司溢利	16	176	-
Finance costs	融資成本	7	(10,024)	(349)
LOSS BEFORE TAX	除稅前虧損	6	(89,678)	(50,808)
Income tax expense	所得稅費用	10	(782)	(182)
LOSS FOR THE YEAR	本年度虧損		(90,460)	(50,990)
Loss attributable to:	以下各方應佔虧損：			
Owners of the Company	本公司擁有人		(77,975)	(50,892)
Non-controlling interests	非控股權益		(12,485)	(98)
			(90,460)	(50,990)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通股權益持有人應佔之每股虧損	12		
Basic and diluted (Hong Kong cents)	基本及攤薄 (港仙)		(2.81)	(2.41)

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 30 June 2018 截至二零一八年六月三十日止年度

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss for the year	本年度虧損	(90,460)	(50,990)
Other comprehensive income to be reclassified to profit or loss in subsequent periods:	其他綜合收益將在以後期間重新分類為損益：		
- Exchange differences arising on translation of foreign operations	－轉換境外業務時產生之匯兌差額	(1,410)	(305)
- Decrease in fair value of available-for-sales investments	－可供出售投資公平值之減少	(7,050)	(979)
- Release of investment revaluation reserve upon disposal of available-for-sales investments	－於出售可供出售投資的投資估值儲備回撥	7,445	(5,695)
- Reclassification adjustment to profit or loss on impairment loss on available-for-sales investments	－就可供出售投資減值虧損重新分類調整至損益	-	88
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	本年度全面收益總額	(91,475)	(57,881)
Total comprehensive income attributable to:	應佔全面收益總額：		
Owners of the Company	本公司擁有人	(78,993)	(57,783)
Non-controlling interests	非控股權益	(12,482)	(98)
		(91,475)	(57,881)

Consolidated Statement of Financial Position

綜合財務狀況表

30 June 2018 二零一八年六月三十日

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	13	983
Goodwill	商譽	14	17,409
Other intangible assets	其他無形資產	15	3,900
Interests in associates	於聯營公司之權益	16	-
Available-for-sales investments	可供出售投資	17	29,700
Loan and interest receivables	應收貸款及利息賬款	18	20,000
Deferred tax assets	遞延稅項資產	28	-
Total non-current assets	非流動資產總額		71,992
CURRENT ASSETS	流動資產		
Inventories	存貨	19	2,807
Trade receivables	應收貿易賬款	20	4,197
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	21	78,100
Loan and interest receivables	應收貸款及利息賬款	18	74,161
Equity investments at fair value through profit or loss	按公平值計入損益之股本投資	22	219
Pledged deposits	已抵押存款	23	310
Cash and cash equivalents	現金及現金等值項目	23	94,458
Total current assets	流動資產總額		254,252
CURRENT LIABILITIES	流動負債		
Trade payables	應付貿易賬款	24	19,658
Other payables, deposits received and accruals	其他應付款項、已收按金及應計費用	25	63,231
Deposits received in advance	預收按金	26	1,487
Tax payable	應付稅金		761
Contingent consideration payable	應付或然代價	33	-
Total current liabilities	流動負債總額		85,137
NET CURRENT ASSETS	流動資產淨值		169,115
NON-CURRENT LIABILITIES	非流動負債		
Convertible bonds	可換股債券	27	-
Contingent consideration payable	應付或然代價	33	-
Total non-current liabilities	非流動負債總額		-
Net assets	資產淨值		241,107
EQUITY	權益		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	29	27,762
Reserves	儲備	30	213,365
Non-controlling interests	非控股權益		241,127 (20)
Total equity	權益總額		241,107

POON MAN SUM

潘文森
Director
董事

AI KUIYU

艾奎宇
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 30 June 2018 截至二零一八年六月三十日止年度

Year ended 30 June 2018

截至二零一八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	Convertible bonds reserve	Contributed surplus/ Capital reserve	Treasury share reserve/ Capital redemption reserve	Share option reserve	Available-for-sales investment reserve	Exchange fluctuation reserve	Other reserve	Accumulated losses	Non-controlling interests	Total equity	
		股本	股份溢價	可換股債券	實繳盈餘/資本儲備	購回儲備	購股權儲備	可供出售投資重估儲備	匯兌變動儲備	其他儲備	累計虧損	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 July 2017	於二零一七年七月一日	27,762	263,871	-	77,068	3,526	-	(395)	(437)	-	(130,268)	241,127	(20)	241,107
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	(77,975)	(77,975)	(12,485)	(90,460)
Other comprehensive income for the year:	本年度其他全面收益：													
Exchange difference arising on translation of foreign operations	轉換境外業務時產生之匯兌差額	-	-	-	-	-	-	-	(1,413)	-	-	(1,413)	3	(1,410)
Decrease in fair value of available-for-sales investments	可供出售投資公平值之減少	-	-	-	-	-	-	(7,050)	-	-	-	(7,050)	-	(7,050)
Release of investment revaluation reserve upon disposal of available-for-sales investments	於出售可供出售投資的投資重估儲備回撥	-	-	-	-	-	-	7,445	-	-	-	7,445	-	7,445
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	-	395	(1,413)	-	(77,975)	(78,993)	(12,482)	(91,475)
Equity-settled share option arrangements (note 31)	以股本結算購股權安排(附註31)	-	-	-	-	-	5,691	-	-	-	-	5,691	-	5,691
Deemed partial disposal of interest in subsidiaries (note 34)	視作出售附屬公司部分權益(附註34)	-	-	-	-	-	-	-	-	(8,344)	-	(8,344)	28,344	20,000
Issue of convertible bonds (note 27)	發行可換股債券(附註27)	-	-	38,423	-	-	-	-	-	-	-	38,423	-	38,423
Direct transaction costs attributable to the equity component (note 27)	權益部分應佔直接交易成本(附註27)	-	-	(529)	-	-	-	-	-	-	-	(529)	-	(529)
At 30 June 2018	於二零一八年六月三十日	27,762	263,871*	37,894*	77,068*	3,526*	5,691*	-*	(1,850)*	(8,344)*	(208,243)*	197,375	15,842	213,217

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 30 June 2018 截至二零一八年六月三十日止年度

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	Contributed surplus/ Capital reserve	Treasury share reserve/ Capital redemption reserve 庫存股份 儲備/資本 贖回儲備	Share option reserve	Available-for-sales investment revaluation reserve 可供出售 投資重估 儲備	Exchange fluctuation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	資本儲備	贖回儲備	儲備	儲備	儲備	累計虧損	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 July 2016	於二零一六年七月一日	13,986	106,915	77,068	3,526	3,763	6,191	(132)	(79,376)	131,941	78	132,019
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(50,892)	(50,892)	(98)	(50,990)
Other comprehensive income for the year	本年度其他全面收益：											
Exchange difference arising on translation of foreign operations	轉換境外業務時產生之匯兌差額	-	-	-	-	-	-	(305)	-	(305)	-	(305)
Decrease in fair value of available-for-sales investments	可供出售投資公平值之減少	-	-	-	-	-	(979)	-	-	(979)	-	(979)
Release of investment revaluation reserve upon disposal of available-for-sales investments	於出售可供出售投資的投資重估儲備 回撥	-	-	-	-	-	(5,695)	-	-	(5,695)	-	(5,695)
Reclassification adjustment to profit or loss on impairment loss on available-for-sales investments	就可出售投資的減值虧損重新分類 調整至損益	-	-	-	-	-	88	-	-	88	-	88
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	(6,586)	(305)	(50,892)	(57,783)	(98)	(57,881)
Issue of shares, net of shares issued expenses	發行股份，扣除股份 發行開支											
- July 2016 GM Placing (note 29(c)(i))	二零一六年七月一般授權配售事 項(附註29(c)(i))	2,958	28,257	-	-	-	-	-	-	31,215	-	31,215
- October 2016 SM Placing (note 29(c)(ii))	二零一六年十月特定授權配售事 項(附註29(c)(ii))	4,688	52,767	-	-	-	-	-	-	57,455	-	57,455
- April 2017 GM Placing (note 29(c)(iii))	二零一七年四月一般授權配售事 項(附註29(c)(iii))	3,550	37,876	-	-	-	-	-	-	41,426	-	41,426
Equity-settled share option arrangements (note 31)	以股本結算購股權安排(附註31)	-	-	-	-	710	-	-	-	710	-	710
Exercise of share options (notes 29(b) and note 31)	行使購股權 (附註29(b)及附註31)	2,580	38,056	-	-	(4,473)	-	-	-	36,163	-	36,163
At 30 June 2017	於二零一七年六月三十日	27,762	263,871*	77,068*	3,526*	-*	(395)*	(437)*	(130,268)*	241,127	(20)	241,107

* These reserve accounts comprise the consolidated reserves of HK\$169,613,000 (2017: HK\$213,365,000) in the consolidated statement of financial position.

* 該等儲備賬包含在綜合財務狀況表中的169,613,000港元的綜合儲備(二零一七年：213,365,000港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 30 June 2018 截至二零一八年六月三十日止年度

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務之現金流量		
Loss before tax	除稅前虧損	(89,678)	(50,808)
Adjustments for:	調整：		
Finance costs	融資成本	7	349
Bank interest income	銀行利息收入	5	(157)
Dividend income from equity investments at fair value through profit or loss	按公平值計入損益之股本投資所得股息收入	5	(12)
Fair value loss on equity investments at fair value through profit or loss	按公平值計入損益之股本投資公平值虧損	6	9,487
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	6,13	1,127
Gain on disposal of a domain name	出售域名之收益	5,6	(2,028)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	6,13	(83)
Loss on disposal of an available-for-sales investments	出售可供出售投資之虧損	6,17	384
Impairment loss on loan receivables	應收貸款之減值虧損	18	-
Impairment loss on an available-for-sales investments	可供出售投資減值虧損	6,17	88
Impairment loss on other intangible assets	其他無形資產減值虧損	6,15	1,715
Equity-settled share option expenses	股本結算購股權開支	6	710
Impairment loss on goodwill	商譽減值虧損		-
Amortisation of other intangible assets	其他無形資產攤銷	6	-
Share of result of an associate	應佔聯營公司業績	16	-
Fair value gain on previously held equity interest in associate	過往所持聯營公司股權之公平值收益	36(b)	-
Written off of property, plant and equipment	物業、廠房及設備之撇銷	6,13	-
Fair value loss on contingent consideration payable	應付或然代價之公平值虧損		-
Impairment loss on trade receivable	應收貿易賬款減值虧損	6	-
Reversal of provision of litigation and legal fee	撥回訴訟及法律費用撥備	5,6	-
Reversal of provision of long service payment	撥回長期服務金撥備	5,6	(494)
Reversal of provision of labor claim	撥回勞工索賠撥備	5,6	-
		(29,586)	(39,722)
Decrease/(increase) in inventories	存貨減少/(增加)	1,249	(2,807)
Increase in trade receivables	應收貿易賬款增加	(17,787)	(2,979)
Increase in loans and interest receivable	應收貸款及利息賬款增加	(14,929)	(45,693)
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	702	37,515
Increase in equity investments at fair value through profit or loss	按公平值計入損益之股本投資增加	(45,060)	(4,234)
Increase/(decrease) in trade payables	應付貿易賬款增加/(減少)	1,304	(14,638)
(Decrease)/increase in other payables, deposits received and accrual	其他應付款項、已收按金及應計費用(減少)/增加	(8,211)	8,954
Decrease in deposits received in advance	預收按金減少	(10,754)	(2,259)
Cash used in operations	經營業務所用現金	(123,072)	(65,863)
Hong Kong profits tax paid	已付香港利得稅	(448)	(200)
Overseas taxes paid	已付海外稅項	(1,266)	(31)
Net cash flows used in operating activities	經營業務所用現金流量淨額	(124,786)	(66,094)

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 30 June 2018 截至二零一八年六月三十日止年度

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Bank interest received		21	157
Purchases of items of property, plant and equipment	13	(5,874)	(658)
Purchases of other intangible assets	15	(2,555)	-
Purchase of available-for-sales investments		(13,000)	-
Proceeds from disposal of property, plant and equipment		1,860	85
Net proceeds from deemed partial disposal of interest in subsidiaries	34	20,000	-
Dividend received		12	12
Acquisition of an associate		(15,000)	-
Acquisition of subsidiaries	32	(16,797)	(66,015)
Proceeds from disposal of a domain name	5,6	-	2,028
Proceeds from disposal of available- for-sales investments		9,896	19,393
Decrease in pledged deposits		-	19,908
Net cash flows used in investing activities	投資活動所用現金流量 淨額	(21,437)	(25,090)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量		
Interest paid	27	(1,451)	(349)
Proceeds from issue of shares	29	-	166,259
Proceeds from issue of convertible bonds	27	97,500	-
Repayment of bank loan		-	(10,000)
Net cash flows from financing activities	融資活動所得現金流量 淨額	96,049	155,910
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目 (減少)/增加淨額	(50,174)	64,726
Cash and cash equivalents at beginning of year	年初現金及現金等值項目	94,458	30,017
Effect of foreign exchange rate changes, net	匯率變動之影響，淨額	(1,238)	(285)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終現金及現金等值項目	43,046	94,458
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目結餘 分析		
Cash and bank balances	現金及銀行結餘	43,046	94,458

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

1. CORPORATE AND GROUP INFORMATION

Sino Vision Worldwide Holdings Limited (formerly known as "DX.com Holdings Limited") (the "Company") was a limited liability company incorporated in the Cayman Islands on 15 March 2000 under the Companies Law of the Cayman Islands. The shares of the Company were listed on the GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 2 August 2000.

Pursuant to a special resolution passed by the shareholders of the Company at an extraordinary general meeting held on 6 August 2015, the domicile of the Company has been changed from the Cayman Islands to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda. The re-domicile was completed on 21 August 2015.

Pursuant to a special resolution passed at the special general meeting of the Company held on 28 December 2017, the English name of the Company has been changed from "DX.com Holdings Limited" to "Sino Vision Worldwide Holdings Limited" and the Chinese name "新維國際控股有限公司" has been adopted as the secondary name to replace the existing Chinese name of the Company "DX.com控股有限公司".

The change of domicile has no impact on the continuity and the listing status of the Company.

The registered office of the Company was located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The principal place of business of the Company is located at Unit 2, 28/F, Vertical Square, No. 28 Heung Yip Road, Wong Chuk Hang, Hong Kong.

The Group is principally engaged in (i) e-commerce and provision of on-line sales platform; (ii) money-lending business; and (iii) provision of property management and property agency services in Hong Kong. During the year, the Group extended its business into the operation of intellectual properties ("IP") rights licensing and international IP development, media integrated marketing, and distribution agency of sports goods business through the acquisitions of certain subsidiaries.

1. 公司及集團資料

新維國際控股有限公司(前稱「DX.com控股有限公司」)(「本公司」)於二零零零年三月十五日根據開曼群島公司法在開曼群島註冊成立為有限責任公司。本公司股份於二零零零年八月二日在香港聯合交易所有限公司(「聯交所」)GEM上市。

根據於二零一五年八月六日本公司股東於股東特別大會上通過的一項特別決議案，本公司股東議決透過撤銷於開曼群島之註冊，將本公司之註冊地點由開曼群島更改為百慕達及根據百慕達法例以獲豁免公司形式持續存在。遷冊於二零一五年八月二十一日完成。

根據本公司在二零一七年十二月二十八日所舉行的股東特別大會上通過的特別決議案，本公司英文名稱已由「DX.com Holdings Limited」更改為「Sino Vision Worldwide Holdings Limited」，並採納中文名稱「新維國際控股有限公司」作為第二名稱，以取代本公司原有中文名稱「DX.com控股有限公司」。

遷冊對本公司之持續性及上市地位並無構成任何影響。

本公司註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司主要營業地點在香港黃竹坑香葉道28號嘉尚匯28樓2室。

本集團主要從事(i)電子商務及提供網上銷售平台；(ii)借貸業務；及(iii)於香港提供物業管理及物業代理服務。於年內，本集團透過收購若干附屬公司拓展其業務至經營知識產權(「知識產權」)授權及國際知識產權開發、媒體綜合營銷及分銷代理運動用品等業務。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 經營地點	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
EPRO E-commerce Group Limited (note c)(附註c)	British Virgin Islands 英屬處女群島	US\$500 500美元 (2017: US\$100) (二零一七年: 100美元)	51 (2017: 100) (二零一七年: 100)	-	Investment holding 投資控股
EPRO E-commerce Limited 易寶電子商務有限公司	Hong Kong 香港	HK\$100 100港元	-	51 (2017: 100) (二零一七年: 100)	E-commerce and provision of on-line sales platform 電子商務及 提供網上銷售平台
Geekdigg Limited 香港吉可迪實業有限公司	Hong Kong 香港	HK\$10,000 10,000港元	-	51 (2017: 100) (二零一七年: 100)	Investment holding 投資控股
易寶(北京)信息技術有限公司 (notes a & c)(附註a及c)	The People's Republic of China (the "PRC") 中華人民共和國(「中國」)	US\$100,000 100,000美元	-	51 (2017: 100) (二零一七年: 100)	E-commerce and provision of on-line sales platform 電子商務及 提供網上銷售平台
深圳市財民電子商貿有限公司 (notes a & c)(附註a及c)	PRC 中國	RMB500,000 人民幣500,000元	-	51 (2017: 100) (二零一七年: 100)	E-commerce and provision of on-line sales platform 電子商務及 提供網上銷售平台

1. 公司及集團資料(續)

附屬公司資料

本公司主要附屬公司之詳情載列如下：

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

1. CORPORATE AND GROUP INFORMATION 1. 公司及集團資料(續)

(Continued)

Information about subsidiaries (Continued)

附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 經營地點	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 本公司應佔權益百分比 直接	Indirect 間接	
Dragon Champ E-commerce Limited (note b) 澤龍電子商務有限公司(附註b)	Hong Kong 香港	HK\$1 1港元	-	51 (2017: 100) (二零一七年: 100)	E-commerce and provision of on-line sales platform 電子商務及 提供網上銷售平台
Lujolujo Asia Limited (note c)(附註c)	Hong Kong 香港	HK\$60,000 60,000港元	96.17	-	Dormant 暫無業務
Success Beauty Limited (note c) 成美有限公司(附註c)	British Virgin Islands 英屬處女群島	US\$2 2美元	100	-	Investment holding 投資控股
Ever Great Finance Limited 恒昌財務有限公司	Hong Kong 香港	HK\$1 1港元	-	100	Money-lending business 借貸業務
Central Pearl Investment Limited (note c) 卓名投資有限公司(附註c)	British Virgin Islands 英屬處女群島	US\$100 100美元	100	-	Investment holding 投資控股
Full Profit Property Services Company Limited (note c) 富盈物業服務有限公司(附註c)	Hong Kong 香港	HK\$1 1港元	-	100	Provision of property management and property agency services 提供物業管理及 物業代理服務
Rainbow Easy Limited 輝洋有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100	-	Provision of management and administration services 提供管理及行政服務

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

1. CORPORATE AND GROUP INFORMATION 1. 公司及集團資料(續)

(Continued)

Information about subsidiaries (Continued)

附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 經營地點	Issued ordinary/ registered share capital 已發行普通股/ 註冊資本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Sense Media Group Limited (notes c & d) 三思傳媒有限公司(附註c及d)	British Virgin Islands 英屬處女群島	US\$1 1美元	100 (2017: Nil 無)	-	Investment holding 投資控股
Sense Media Group Limited (note d) 三思傳媒有限公司(附註d)	Hong Kong 香港	HK\$1 1港元	- (2017: Nil 無)	100	Investment holding 投資控股
上海高漢新象文化傳媒有限公司 (notes c & d)(附註c及d)	PRC 中國	RMB5,000,000 人民幣5,000,000元	- (2017: Nil 無)	100	IP rights licensing and international development, media integrated marketing business 知識產權授權及國際開發、 媒體綜合營銷業務
Strong Network International Limited (notes c & e)(附註c及e)	British Virgin Islands 英屬處女群島	US\$200 200美元	100 (2017: Nil 無)	-	Investment holding 投資控股
上海源品文化傳媒有限公司 (notes c & e)(附註c及e)	PRC 中國	RMB20,000,000 人民幣20,000,000元	- (2017: Nil 無)	100	Distribution agency, sales and marketing channel of licensed IP products and sports goods 授權知識產權產品及運動用品的分 銷代理、銷售及營銷渠道

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Apart from the above subsidiaries, the Group has a structured entity during the year ended 30 June 2018 and its information is as follows:

Name 名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 經營地點	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shenzhen Huakai Fugui Information Technology Limited (notes c & f) 深圳花開富貴信息技術有限公司 (附註c及f)	PRC 中國	RMB8,700,000 人民幣8,700,000元	-	51 (2017: 100) (二零一七年: 100)	Dormant 暫無業務

Notes:

- (a) These subsidiaries are registered as wholly-foreign owned enterprises under the PRC law.
- (b) The name of subsidiary was changed to Dragon Champ E-commerce Limited on 12 August 2016.
- (c) Not audited by Ascenda Cachet CPA Limited.
- (d) As detailed in note 32(a) to the consolidated financial statements, these subsidiaries were newly acquired on 7 August 2017.
- (e) As detailed in note 32(b) to the consolidated financial statements, these subsidiaries were newly acquired on 25 January 2018.
- (f) Shenzhen Huakai Fugui Information Technology Limited ("Shenzhen Huakai Fugui") is a structured entity controlled by the Group. The directors of the Company (the "Directors") are of the opinion that the Group has the power to govern the financial and operating policies of Shenzhen HuaKai Fugui and is required to consolidate its result into the consolidated financial statements of the Group.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

1. 公司及集團資料(續)

附屬公司資料(續)

除上述附屬公司外，於截至二零一八年六月三十日止年度內，本集團擁有一間特殊結構成立公司，其有關資料如下：

附註：

- (a) 此等附屬公司乃根據中國法律註冊為外商獨資企業。
- (b) 在二零一六年八月十二日該附屬公司名稱改為澤龍電子商務有限公司。
- (c) 並非由天健德揚會計師事務所有限公司法定審計。
- (d) 誠如綜合財務報表附註32(a)所詳述，該等附屬公司於二零一七年八月七日新獲收購。
- (e) 誠如綜合財務報表附註32(b)所詳述，該等附屬公司於二零一八年一月二十五日新獲收購。
- (f) 深圳花開富貴信息技術有限公司(「深圳花開富貴」)是一間由本集團控制之特殊結構成立公司。本公司董事(「董事」)認為本集團有權控制深圳花開富貴的財務及營運政策及需要合併其業績至本集團之綜合財務報表內。

董事認為，上表所列的本公司附屬公司主要影響本年度業績或構成本集團資產淨值的主要部分。董事認為，列出其他附屬公司的詳情將令篇幅過於冗長。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM (the “GEM Listing Rules”) of the Stock Exchange and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention except for equity investments at fair value through profit or loss, available-for-sales investments and contingent consideration payable, which have been measured at fair value. These consolidated financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries and a structured entity (collectively referred to as the “Group”) for the year ended 30 June 2018. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee). When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

2.1 編撰基準

本綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」,亦包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港普遍採用之會計準則而編撰。此外,綜合財務報表包括聯交所GEM證券上市規則(「GEM上市規則」)及香港公司條例之適用披露規定而編撰。除按公平值計入損益之股本投資、可供出售投資及應付或然代價乃按公平值計量,財務報表乃根據歷史成本慣例法編撰。除另有指明外,本綜合財務報表以港元呈列,所用數字調整至以千元為單位。

綜合賬目基準

綜合財務報表包括本公司及其附屬公司及特殊結構成立公司(統稱為「本集團」)截至二零一八年六月三十日止年度之財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團承受或享有參與投資對象業務所得的可變回報,且能透過對投資對象的權力(即賦予本集團現有有能力主導投資對象相關活動的既存權利)影響該等回報時,即取得控制權。倘本公司直接或間接擁有少於投資對象大多數的投票或類似權利,則本集團於評估其是否擁有對投資對象的權力時,會考慮一切相關事實及情況,包括:

- (a) 與投資對象其他投票持有人的合約安排;
- (b) 其他合約安排所產生的權利;及
- (c) 本集團的投票權及潛在投票權。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

The financial statements of the subsidiaries and a structured entity are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries and a structured entity are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if it results in the non-controlling interests having a deficit balances. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Any contingent consideration payable to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. The subsequent accounting for changes in the fair value of the contingent consideration payable that do not qualify as measurement period adjustments depends on how the contingent consideration payable is classified. Contingent consideration payable that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration payable that is classified as an asset or a liability is remeasured to its fair value at subsequent reporting dates with the corresponding gain or loss being recognised in consolidated statement of profit or loss.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary and a structured entity, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary or a structured entity, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary or a structured entity, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.1 編撰基準(續)

綜合賬目基準(續)

附屬公司及特殊結構成立公司與本公司之財務報表之報告期間相同，並採用一致之會計政策編製。附屬公司及特殊結構成立公司之業績由本集團獲得控制權當日起作綜合入賬，直至有關控制權終止當日為止。

損益及其他全面收益的各個組成項目乃歸屬於本集團母公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。與本集團成員公司間進行的交易相關的所有集團內公司間資產與負債、權益、收入、開支及現金流量已於綜合賬目時悉數對銷。

由收購方將予轉讓之任何應付或然代價按收購日期之公平值確認。其後對代價之調整，僅於調整源自於計量期間(最長為收購日期起計12個月)內所取得有關於收購日期之公平值之新資料時，方於商譽確認。不符合作為計量期間調整之應付或然代價公平值變動之其後會計處理取決於應付或然代價如何分類。分類為權益之應付或然代價並無於其後報告日期重新計量，而其後結算於權益內入賬。分類為資產或負債之應付或然代價乃在其後報告日期重新計量至其公平值，而相應盈虧於綜合損益表中確認。

倘有事實及情況顯示上述三項控制因素中有一項或多項出現變動，則本集團會重新評估其是否對被投資公司擁有控制權。如附屬公司特殊結構成立公司擁有權益出現變動，但未有喪失控制權，則入賬列作權益交易。

若本集團失去對附屬公司或特殊結構成立公司之控制權，則終止確認(i)該附屬公司或特殊結構成立公司之資產(包括商譽)及負債，(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計換算差額；及確認(i)已收代價之公平值，(ii)所保留任何投資之公平值及(iii)損益中任何因此產生之盈餘或虧絀。倘本集團直接出售有關資產或負債，則先於其他全面收益內確認之本集團應佔部份重新分類至損益或保留溢利(如適用)。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's consolidated financial statements.

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Annual Improvements to HKFRSs 2014-2016 Cycle	HKFRSs (Amendments)

The nature and the impact of the amendments are described below:

- (a) The amendments to HKAS 7 require an entity to make disclosures that aim to enable users of financial statements to evaluate changes in liabilities arising from financing activities. Reconciliations of various types of the Group's financing liabilities are disclosed in note 36 to the consolidated financial statements. Other than such additional disclosures, the application of the amendments has not had any material effect on the consolidated financial statements.
- (b) The amendments to HKAS 12 clarify when unrealised losses on a debt instrument measured at fair value would give rise to a deductible temporary difference and how to evaluate whether sufficient future taxable profits are available to utilise a deductible temporary difference. The amendments have had no impact on the Group.
- (c) Annual improvements to HKFRSs (2014-2016 cycle) include an amendment to HKFRS 12 that clarifies that, when an entity's interest in a subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) is classified (or included in a disposal group that is classified) as held for sale in accordance with HKFRS 5 Non-current Assets held for Sale and Discontinued operations, it is not required to disclose summarised financial information for that subsidiary, joint venture or associate, as required by HKFRS 12 Disclosure of Interests in Other Entities. The amendments have had no impact on the Group.

2.2 會計政策變動及披露

本集團於本年度綜合財務報表首次採納以下新訂及經修訂香港財務報告準則。

香港會計準則第7號 (修訂本)	披露動議
香港會計準則第12號 (修訂本)	就未變現虧損確認遞延稅項資產
香港財務報告準則二零一四年至二零一六年週期的年度改進	香港財務報告準則 (修訂本)

有關修訂的性質及影響說明如下：

- (a) 香港會計準則第7號之(修訂本)要求實體作出披露，以使財務報表使用者可評估融資活動所產生的負債變動。本集團各類融資負債的對賬披露於綜合財務報表附註36。除有關額外披露外，應用修訂本尚未對綜合財務報表造成任何重大影響。
- (b) 香港會計準則第12號之(修訂本)澄清以公平值計量之債務工具之未變現虧損何時會產生可抵扣暫時差額及如何評估是否有足夠未來應課稅溢利可用於抵銷可抵扣暫時差額。該等修訂對本集團並無影響。
- (c) 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包括香港財務報告準則第12號之(修訂本)。該修訂本澄清，倘實體於附屬公司、合營企業或聯營公司之權益(或其於合營企業或聯營公司之部分權益)根據香港財務報告準則第5號持作出售非流動資產及終止經營分類為(或計入出售組別分類為)持作出售，則其無需根據香港財務報告準則第12號於其他實體之權益披露披露該附屬公司、合營企業或聯營公司之財務資料概要。該等修訂對本集團並無影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in the consolidated financial statements:

Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions ¹
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ¹
HKFRS 9	Financial Instruments ¹
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ²
Amendments to HKFRS 10 and HKAS 28 (2011)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
HKFRS 15	Revenue from Contracts with Customers ¹
Amendments to HKFRS 15	Clarifications to HKFRS 15 Revenue from Contracts with Customers ¹
HKFRS 16	Leases ²
HKFRS 17	Insurance Contracts ³
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement ²
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ²
Amendments to HKAS 40	Transfers of Investment Property ¹
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration ¹
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments ²
Annual Improvements to HKFRSs 2014-2016 Cycle	Amendments to HKFRS 1 and HKAS 28 ¹
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 ²

- ¹ Effective for annual periods beginning on or after 1 January 2018
- ² Effective for annual periods beginning on or after 1 January 2019
- ³ Effective for annual periods beginning on or after 1 January 2021
- ⁴ No mandatory effective date yet determined but available for adoption

2.3 已頒佈但未生效之香港財務報告準則

本集團並未於綜合財務報表中應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第2號 (修訂本)	以股份為基礎的付款交易之分類及計量 ¹
香港財務報告準則第4號 (修訂本)	應用香港財務報告準則第9號金融工具與香港財務報告準則第4號保險合約 ¹
香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第9號 (修訂本)	具有負補償的提前還款特性 ²
香港財務報告準則第10號及香港會計準則第28號 (二零一一年)(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴
香港財務報告準則第15號	客戶合約收益 ¹
香港財務報告準則第15號 (修訂本)	澄清香港財務報告準則第15號客戶合約收益 ¹
香港財務報告準則第16號	租賃 ²
香港財務報告準則第17號	保險合約 ³
香港會計準則第19號 (修訂本)	計劃修訂、縮減或結算 ²
香港會計準則第28號 (修訂本)	於聯營公司及合營企業的長期權益 ²
香港會計準則第40號 (修訂本)	轉讓投資物業 ¹
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 ¹
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理之不確定性 ²
香港財務報告準則二零一四年至二零一六年週期的年度改進	香港財務報告準則第1號及香港會計準則第28號之修訂 ¹
香港財務報告準則二零一五年至二零一七年週期的年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂 ²

- ¹ 於二零一八年一月一日或之後開始之年度期間生效
- ² 於二零一九年一月一日或之後開始之年度期間生效
- ³ 於二零二一年一月一日或之後開始之年度期間生效
- ⁴ 尚未釐定強制生效日期但可供採納

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Year ended 30 June 2018 截至二零一八年六月三十日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

(a) HKFRS 2 – Share-Based Payment

The HKICPA issued amendments to HKFRS 2 in August 2016 that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet the employee's tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if they elect to adopt for all three amendments and other criteria are met. The Group will adopt the amendments from 1 July 2018. The amendments are not expected to have any significant impact on the Group's consolidated financial statements.

2.3 已頒佈但未生效之香港財務報告準則(續)

預期適用於本集團之香港財務報告準則之進一步資料如下：

(a) 香港財務報告準則第2號－以股份為基礎之付款

香港會計師公會於二零一六年八月發佈香港財務報告準則第2號(修訂本)，涉及三個主要領域：歸屬條件對現金結算之股份為基礎之付款交易之計量的影響；以扣除一定金額之淨結算功能進行以股份為基礎之付款交易分類，以符合與股份支付相關的員工的稅務義務；會計處理對以股份為基礎之付款交易條款及條件的修改將其分類從現金結算轉為股權結算。修正案澄清，衡量股權結算之股份為基礎之付款時用於歸屬條件的方法亦適用於以現金結算以股份為基礎之付款。修訂敘述例外情況，以確定在若干條件達成時為了履行職工的稅務義務而扣除一定金額之淨股份結算功能之股份為基礎之付款交易，修訂澄清倘現金結算之股份為基礎之付款交易之條款及條件被修改而成為股權結算之股份為基礎之付款交易，則交易自修改之日起被視為權益結算以股份為基礎之付款交易。於採納時，實體須在不重列過往期間的情況下應用該等修訂本，惟倘彼等選擇採納全部三項修訂並符合其他準則時，則可以追溯應用。本集團將於二零一八年七月一日起採用此修訂。預計修訂將對本集團之綜合財務報表不會產生任何重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) HKFRS 9 – Financial Instruments

The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group will adopt HKFRS 9 from 1 July 2018. The Group will not restate comparative information and will recognise any transition adjustments against the opening balance of equity at 1 July 2018. During the year, the Group has performed a detailed assessment of the impact of the adoption of HKFRS 9. The expected impacts relate to the classification and measurement and the impairment requirements and are summarised as follows:

(a) Classification and measurement

The Group does not expect that the adoption of HKFRS 9 will have a significant impact on the classification and measurement of its financial assets. It expects to continue measuring at fair value all financial assets currently held at fair value. Equity investments currently held as available for sale will be measured at fair value through other comprehensive income as the investments are intended to be held for the foreseeable future and the Group expects to apply the option to present fair value changes in other comprehensive income. Gains and losses recorded in other comprehensive income for the equity investments cannot be recycled to profit or loss when the investments are derecognised.

2.3 已頒佈但未生效之香港財務報告準則(續)

(b) 香港財務報告準則第9號 – 金融工具

準則就分類和計量、減值及對衝會計引進新要求。本集團將會於二零一八年七月一日起採用香港財務報告準則第9號。本集團將不會重列比較資料，並將確認於二零一八年七月一日對權益的期初餘額所作的任何過渡性調整。於本年度，本集團對採納香港財務報告準則第9號的影響已進行詳細評估。此預期影響與分類及計量相關，而減值要求概述如下：

(a) 分類及計量

本集團並不預期採納香港財務報告準則第9號將對其金融資產的分類及計量產生重大影響。預期將繼續按公平值計量現時按公平值持有之所有金融資產。現時持有可供出售之股本投資將按公平值計入其他全面收益，因為該等投資擬於可見未來持有，而本集團預期將於其他全面收益採用以呈列公平值變動。倘投資獲終止確認，就股本投資於其他全面收益記錄之收益及虧損不得重新計入損益。

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) HKFRS 9 – Financial Instruments (Continued)

(b) Impairment

HKFRS 9 requires an impairment on debt instruments recorded at amortised cost or at fair value through other comprehensive income, lease receivables, loan commitments and financial guarantee contracts that are not accounted for at fair value through profit or loss under HKFRS 9, to be recorded based on an expected credit loss model either on a twelve-month basis or a lifetime basis. The Group will apply the simplified approach and record lifetime expected losses that are estimated based on the present values of all cash shortfalls over the remaining life of all of its trade receivables. Furthermore, the Group will apply the general approach and record twelve-month expected credit losses that are estimated based on the possible default events on its other receivables within the next twelve months (add any other debt instruments as applicable).

(c) HKFRS 10 and HKAS 28 (2011) – Sales or contribution of assets between an investor and its associate or joint venture

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

2.3 已頒佈但未生效之香港財務報告準則(續)

(b) 香港財務報告準則第9號 – 金融工具(續)

(b) 減值

香港財務報告準則第9號規定並無根據香港財務報告準則第9號按公平值計入損益之項目以攤銷成本或按公平值計入其他全面收益之債務工具、租賃應收款項、貸款承諾及財務擔保合約須作減值，並將根據預期信貸虧損模式或按十二個月基準或可使用基準入賬。本集團將採用簡化方法，並將根據於所有其應收貿易賬款餘下年期內之所有現金差額現值估計之可使用預期虧損入賬。此外，本集團將採用一般方法並根據未來十二個月內其他應收款項的可能違約事件記錄估計十二個月的預期信貸虧損(加以任何其他債務工具(如適用))。

(c) 香港財務報告準則第10號及香港會計準則第28號(二零一一年) – 投資者與其聯營公司或合營企業之間的資產出售或注資

香港財務報告準則第10號及香港會計準則第28號(二零一一年)(修訂本)涉及香港財務報告準則第10號及香港會計準則第28號(二零一一年)於處理有關投資者與其聯營公司或合營企業之間的資產出售或注資規定的不一致性。該等修訂規定，當投資者與其聯營公司或合營企業之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益賬內確認，惟僅以不相關投資者於該聯營公司或合營企業的權益為限。該等修訂將於未來應用。香港會計師公會已於二零一六年一月撤銷香港財務報告準則第10號及香港會計準則第28號(二零一一年)(修訂本)先前的強制性生效日期，而新強制性生效日期將於完成對聯營公司及合營企業之更多會計審閱後釐定。然而，該等修訂現時可供採納。

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

(d) HKFRS 15 – Revenue from Contracts with Customers

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. Either a full retrospective application or a modified retrospective adoption is required on the initial application of the standard. The Group will adopt HKFRS 15 on from 1 July 2018 and plans to adopt the full retrospective approach. During the year, the Group has performed a detailed assessment on the impact of the adoption of HKFRS 15.

2.3 已頒佈但未生效之香港財務報告準則 *(續)*

(d) 香港財務報告準則第15號 – 客戶合約之收益

香港財務報告準則第15號訂立就與客戶之間的合約產生的收益核算的新的五步法模型。根據香港財務報告準則第15號，收益應按反映實體預期有權就轉移商品或服務換取的代價的金額確認。準則亦引進廣泛的描述性及定量披露要求，包括總收益的分拆、有關履行義務的資料、合約資產和負債賬戶結餘於各期間的變動，以及重要判斷和估計。於初次應用該準則時，須全面追溯應用或修訂的追溯應用。本集團將自二零一八年七月一日起採納香港財務報告準則第15號，並計劃採納全面追溯法。於本年度，本集團已對採納香港財務報告準則第15號之影響進行詳細評估。

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

(d) HKFRS 15 – Revenue from Contracts with Customers *(Continued)*

The Group's principal activities consisted of in (i) e-commerce and provision of online sales platform; (ii) money-lending business; (iii) provision of property management and property agency services; (iv) the operation of IP rights licensing and international IP development, media integrated marketing and distribution agency of sports goods. The Group does not expect the adoption of HKFRS 15 will have a significant impact on the Group's financial performance and financial position. However, the presentation and disclosure requirements in HKFRS 15 are more detailed than those under the current HKAS 18. The presentation requirements represent a significant change from current practice and will significantly increase the volume of disclosures required in the Group's consolidated financial statements. Many of the disclosure requirements in HKFRS 15 are new and the Group has assessed that the impact of some of these disclosure requirements will be significant. In particular, the Group expects that the notes to the consolidated financial statements will be expanded because of the disclosure of significant judgements made on how the transaction prices have been allocated to the performance obligations, and the assumptions made to estimate the stand-alone selling price of each performance obligation. In addition, as required by HKFRS 15, the Group will disaggregate revenue recognised from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

2.3 已頒佈但未生效之香港財務報告準則 *(續)*

(d) 香港財務報告準則第15號 – 客戶合約之收益 *(續)*

本集團之主要業務包括(i)電子商務及提供網上銷售平台；(ii)借貸業務；(iii)提供物業管理及物業代理服務；(iv)經營知識產權授權及國際知識產權開發、媒體綜合營銷及分銷代理運動用品。本集團並不預期採納香港財務報告準則第15號將對本集團之財務表現及財務狀況產生重大影響。然而，香港財務報告準則第15號之呈列及披露規定較目前香港會計準則第18號更為詳細。呈列規定對現行做法做出重大變化，且將大幅增加本集團綜合財務報表所需披露量。香港財務報告準則第15號的許多披露規定是全新的，並且本集團已評估部分披露規定的影響將非常重大。尤其是，由於就交易價格如何分配至履約責任及為估計各項履約責任的獨立售價而作出的假設所作出的重大判斷進行披露，故本集團預期綜合財務報表附註將增加。此外，按照香港財務報告準則第15號之規定，本集團將與客戶簽訂的合約中確認的收益分解為描述收益及現金流量的性質、金額、時間及不確定性如何受經濟因素影響的分類。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(e) HKFRS 16 – Leases

The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group expects to adopt HKFRS 16 from 1 July 2019. The Group is currently assessing the impact of HKFRS 16 upon adoption and is considering whether it will choose to take advantage of the practical expedients available and which transition approach and reliefs will be adopted. As disclosed in note 37 to the consolidated financial statements, at 30 June 2018, the Group had future minimum lease payments under non-cancellable operating leases in aggregate of approximately HK\$14,701,000. Upon adoption of HKFRS 16, certain amounts included therein may need to be recognised as new right-of-use assets and lease liabilities. Further analysis, however, will be needed to determine the amount of new rights of use assets and lease liabilities to be recognised, including, but not limited to, any amounts relating to leases of low-value assets and short term leases, other practical expedients and reliefs chosen, and new leases entered into before the date of adoption.

2.3 已頒佈但未生效之香港財務報告準則(續)

(e) 香港財務報告準則第16號 – 租賃

該標準規定了租賃確認、計量、呈報及披露的原則，並要求承租人確認大部分租賃的資產及負債。香港財務報告準則第16號要求承租人及出租人作出較香港會計準則第17號項下規定的更多的披露。承租人可選擇採用全面追溯或修訂的追溯方法應用該標準。本集團預期將自二零一九年七月一日起採納香港財務報告準則第16號。本集團現正評估於採納香港財務報告準則第16號後的影響，並考慮是否會選擇利用現有的實用替代方法以及將採納何種過渡方法和緩解措施。誠如綜合財務報表附註37所披露，於二零一八年六月三十日，本集團根據不可撤銷經營租約之未來最低應付租金合共約為14,701,000港元。於採納香港財務報告準則第16號後，當中所載若干金額可能需確認為新使用權資產及租賃責任。然而，將需進一步分析以釐定將予確認的新使用權資產及租賃責任金額，包括但不限於與低價值資產租賃及短期租賃有關的任何金額、選擇的其他實用替代方法及緩解措施以及於採納日期前訂立的新租賃。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

(f) HK(IFRIC)-Int 22 – Foreign Currency Transaction and Advance Consideration

HK(IFRIC)-Int 22, issued in June 2017, provides guidance on how to determine the date of the transaction when applying HKAS 21 to the situation where an entity receives or pays advance consideration in a foreign currency and recognises a non-monetary asset or liability. The interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset (such as a prepayment) or non-monetary liability (such as deferred income) arising from the payment or receipt of the advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the entity must determine the transaction date for each payment or receipt of the advance consideration. Entities may apply the interpretation on a full retrospective basis or on a prospective basis, either from the beginning of the reporting period in which the entity first applies the interpretation or the beginning of the prior reporting period presented as comparative information in the consolidated financial statements of the reporting period in which the entity first applies the interpretation. The Group expects to adopt the interpretation prospectively from 1 July 2018. The amendments are not expected to have any significant impact on the Group's consolidated financial statements.

2.3 已頒佈但未生效之香港財務報告準則 *(續)*

(f) 香港(國際財務報告詮釋委員會)－詮釋第22號－外幣交易和預付代價

香港(國際財務報告詮釋委員會)－詮釋第22號於二零一七年六月頒佈，就實體以外幣收取或支付預付代價及確認非現金資產或負債的情況下應用香港會計準則第21號時如何釐定交易日期提供指引。該詮釋澄清，就釐定於初步確認有關資產、開支或收入(或其中部分)所用的匯率時，交易日期為實體初步確認因支付或收取預付代價而產生的非現金資產(如預付款項)或非現金負債(如遞延收入)之日。倘確認有關項目存在多筆預付款或預收款，實體須就預付代價的每筆付款或收款釐定交易日期。實體可按全面追溯基準或按未來適用基準應用該詮釋，時間為自實體首次應用該詮釋的報告期初或於實體首次應用該詮釋的報告期綜合財務報表中呈列為比較資料的先前報告期初開始。本集團預期將自二零一八年七月一日起按未來適用基準採納該詮釋。該等修訂本預期不會對本集團的綜合財務報表產生任何重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(g) HK(IFRIC)-Int 23 – Uncertainty over Income Tax Treatment

HK(IFRIC)-Int 23, issued in July 2017, addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 July 2019. The amendments are not expected to have any significant impact on the Group’s consolidated financial statements.

2.3 已頒佈但未生效之香港財務報告準則(續)

(g) 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

香港(國際財務報告詮釋委員會) – 詮釋第23號於二零一七年七月頒佈，提供倘稅項處理涉及影響香港會計準則第12號的應用的不確定性(通常稱之為「不確定稅務狀況」)，對所得稅(即期及遞延)的會計處理方法。該詮釋不適用於香港會計準則第12號範圍外的稅項或徵稅，尤其亦不包括與不確定稅項處理相關的權益及處罰相關規定。該詮釋具體處理(i)實體是否考慮對不確定稅項進行單獨處理；(ii)實體對稅務機關的稅項處理檢查所作的假設；(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅收抵免及稅率；及(iv)實體如何考慮事實及情況變動。該詮釋須追溯應用(倘毋須採用事後確認，則可全面追溯應用；或追溯應用，則應用的累計影響將作為於首次應用日期的期初權益的調整，而毋須重列比較資料)。本集團預期將自二零一九年七月一日起採納該詮釋。該等修訂預期不會對本集團的綜合財務報表產生任何重大影響。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Interests in associates

An associate is an entity in which the Group has a long-term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise 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 over those policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

2.4 主要會計政策概要

聯營公司權益

聯營公司是指本集團擁有一般不少於20%股份投票權之長期權益並且本集團對其可行使重大影響力的實體。重大影響力為參與投資對象的財務及營運政策決定的權利，惟並非控制或共同控制該等政策。

本集團於聯營公司的投資乃採用權益會計法按本集團分佔的資產淨值減任何減值虧損後，在綜合財務狀況表中列賬。

已就可能存在之任何不一致會計政策作出調整，以使其一致。本集團應佔聯營公司的收購後業績及其他全面收益乃分別計入綜合損益及其他綜合全面收益表。此外，當聯營公司的權益內直接確認一項變動，則本集團在適當情況下會在綜合權益變動表確認其應佔的任何變動。本集團與其聯營公司交易的未變現盈虧按本集團應佔該聯營公司的投資撤銷，惟未變現虧損提供已轉讓資產減值的憑證則除外。收購聯營公司所產生的商譽列為本集團於聯營公司的投資之一部分。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration payable to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration payable classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration payable that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.4 主要會計政策概要(續)

業務合併及商譽

業務合併乃使用收購法入賬。已轉讓總代價以被收購方於收購日期的公平值(為本集團轉讓資產於收購日期的公平值總和)以及本集團承擔的被收購方前擁有人的負債計量。於各業務合併中，本集團選擇是否以公平值或被收購方可識別資產淨值的應佔比例，計算於被收購方屬現時擁有人權益的非控股權益，並賦予擁有人權利，於清盤時按比例分佔實體的淨資產。非控制權的股本權益之一切其他成分乃按公平值計量。收購相關成本於產生時計入支出。

當本集團收購業務時，須根據合約條款、收購日期的經濟環境及相關條件對涉及的金融資產及承擔的金融負債進行評估，並合理分類及確認，其中包括將內含衍生工具與被收購方的主合約分開。

倘業務合併分階段進行，收購方於收購日期之前持有的股權應按收購日期的公平值重新計量，差額計入損益。

收購方所轉讓的任何應付或然代價於收購日期按公平值確認。歸類為資產或負債的應付或然代價按公平值計量，公平值的變動於損益確認。歸類為權益之應付或然代價毋須重新計量，其後結算在權益中入賬。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets of the subsidiary acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 30 June. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (groups of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

When goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the disposed operation and the portion of the cash-generating unit retained.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

商譽最初按成本計值，即已轉讓代價、就非控股權益確認的金額及本集團之前於被收購方所持股權的公平值的總和與所收購的可識別資產淨值及所承擔負債的差額。倘該代價及其他項目的總和低於所收購附屬公司資產的公平值，則該差額經重估後會於損益確認為議價購買收益。

初始確認後，商譽按成本減任何累計減值虧損計量。商譽每年進行測試或事件或情況變化顯示賬面值可能出現減值時更頻繁地進行測試。本集團於六月三十日進行年度商譽減值測試。就減值測試而言，業務合併所收購之商譽，由收購當日起分配至本集團每個現金產生單位或期望合併後因協同效應而得益之現金產生單位組別，無論本集團其他資產或負債有否分配至該等單位或單位組別。

減值乃通過評估與商譽有關之現金產生單位(或現金產生單位之組別)之可收回金額而釐定。當現金產生單位(現金產生單位組別)可收回金額少於賬面值時，會確認減值虧損。已確認之商譽減值虧損概不於其後期間撥回。

倘若商譽構成一個現金產生單位(或現金產生單位之組別)之一部份而該單位之某部份業務被出售時，則當釐定出售業務之收益或虧損時，與出售業務相關之商譽將計入該業務之賬面值內。該種情況下出售之商譽乃按被出售業務之相關值及所保留現金產生單位之部份計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement

The Group measures its equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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.

2.4 主要會計政策概要(續)

公平值計量

本集團於各報告期末按公平值計量其股本投資。公平值指於計量日期市場參與者在有序交易中，就出售資產所收取之價格或轉讓負債所支付之價格。公平值計量乃基於假設出售資產或轉讓負債之交易於資產或負債之主要市場，或在未有主要市場之情況下，則於資產或負債之最有利市場進行。主要或最有利市場須位於本集團能到達之地方。資產或負債之公平值乃使用市場參與者為資產或負債定價所用之假設計量(假設市場參與者依照彼等之最佳經濟利益行事)。

非金融資產之公平值計量乃經計及一名市場參與者透過使用其資產之最高及最佳用途或透過將資產出售予將使用其最高及最佳用途之另一名市場參與者而能夠產生經濟利益之能力。

本集團使用適用於不同情況之估值技術，而其有足夠數據計量公平值，以盡量利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。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the consolidated statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

2.4 主要會計政策概要(續)

公平值計量(續)

於綜合財務報表確認或披露公平值之所有資產及負債，均根據對公平值計量整體而言屬重要之最低層級輸入數據在下列公平值等級架構內進行分類：

- 第一級 – 基於可識別資產或負債於活躍市場之報價(未經調整)
- 第二級 – 基於最低等級輸入數據對公平值計量而言屬重要且可直接或間接觀察之估值技術
- 第三級 – 基於最低等級輸入數據對公平值計量而言屬重要且不可觀察之估值技術

就按經常性基準於綜合財務報表確認之資產及負債而言，本集團於各報告期末通過重新評估分類(基於對公平值計量整體而言屬重大之最低層級輸入數據)以決定等級架構內各層級之間是否有轉移。

非金融資產減值

倘有跡象顯示出現減值，或須就資產存貨及金融資產進行年度減值測試，則會評估該資產之可收回金額。資產之可收回金額乃按資產或現金產生單元之使用價值及公平值(以較高者為準)扣減出售成本，並就個別資產而釐定，除非有關資產並無產生現金流入，且在頗大程度上獨立於其他資產或資產組別。在此情況下，可收回金額就資產所屬之現金產生單元而釐定。

減值虧損僅於資產帳面值超逾可收回金額時確認。於評估使用價值時，估計日後現金流量按可反映現時市場評估之貨幣時間價值及資產特定風險之稅前貼現率貼現至現值。減值虧損在其產生時歸類入與減值資產功能一致之費用類別並於本期綜合損益表內扣減。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset and certain financial assets is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation), had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the consolidated statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

Related parties

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

- (a) the party is a person or a close member of that person's family and that person,
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group; or
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary or the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;

2.4 主要會計政策概要(續)

非金融資產減值(續)

於各報告期末，均會評估是否有跡象顯示過往確認之減值虧損不再存在或已減少。倘存在該等跡象，則會評估其可收回金額。過往確認之資產減值虧損(商譽及其他金融資產除外)僅會於用以釐定資產可收回金額之估計改變時撥回，惟撥回後之金額不得高於假設過往年度並無就資產確認減值虧損而應有之賬面值(減任何折舊／攤銷)。減值虧損之撥回於產生期間計入綜合損益表，除非資產按重估價值列賬，則減值虧損撥回乃就該項重估資產根據有關會計政策入賬。

關連人士

在下列情況下，有關人士將視為本集團之關連人士：

- (a) 該方為該名人士家族的人士或直系親屬，而該名人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團施加重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理人員；或
- (b) 倘符合下列任何條件，該方即屬實體：
 - (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體的母公司、附屬公司或同系附屬公司或另一實體之旗下)；
 - (iii) 該實體及本集團均為同一第三方的合營企業；

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

(b) (Continued)

- (iv) one entity is a joint venture of a third entity and the other entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the consolidated statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 主要會計政策概要(續)

關連人士(續)

(b) (續)

- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
- (v) 該實體為離職後福利計劃，該計劃的受益人為本集團或與本集團有關的實體的僱員；
- (vi) 該實體由(a)項所述人士控制或共同控制；
- (vii) 於(a)(i)項所述人士對該實體有重大影響或屬該實體(或該實體的母公司)主要管理人員；及
- (viii) 該實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供關鍵管理人員服務。

物業、廠房及設備以及折舊

物業、廠房及設備按成本減累計折舊及任何累計減值虧損列帳。一項物業、廠房及設備之成本包括其購買價及將資產達致工作狀況及地點作擬定用途之任何直接應佔成本。

物業、廠房及設備投產後產生之開支如維修及保養，一般於產生期間自綜合損益表扣除。倘達到確認標準，則重大檢查之開支會於資產賬面值中資本化作重置成本。倘須定期重置大部分物業、廠房及設備，則本集團確認有關部份為具特定可使用年期獨立資產並據此將其折舊。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvements	20% to 50%
Furniture, fixtures and equipment	20%
Computer equipment and software	18% to 33 $\frac{1}{3}$ %
Motor vehicles	20% to 25%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the consolidated statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊(續)

折舊按各項物業、廠房及設備之估計可使用年期，計及其估計剩餘價值後以直線法撇銷成本。就此而採用之主要年率如下：

租賃裝修	20%至50%
傢俬、裝置及設備	20%
電腦設備及軟件	18%至33 $\frac{1}{3}$ %
汽車	20%至25%

倘部份物業、廠房及設備之可使用年期有別於其他部份，則該項資產之成本會合理攤派至該部份，各部份分別作折舊處理。剩餘價值、可使用年期及折舊方法至少於各財政年度截止日適當地檢討及調整(如適當)。

各項物業、廠房及設備包括首次確認為重大部分於出售或預期日後使用或出售不再產生經濟利益時撤銷確認入賬。撤銷確認年內在綜合損益表確認出售或棄用資產之盈虧，指有關資產之出售所得款項淨額與其賬面值之差額。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (Other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Concession rights on intellectual properties

The concession rights on intellectual properties represented the concession rights to use certain intellectual properties in the Greater China Region, which were granted by the owners of the intellectual properties for a period ranging from 3 to 5 years. Concession rights on intellectual properties granted separately are measured on initial recognition at cost. The cost of concession rights on intellectual properties acquired in a business combination is the fair value at the acquisition date.

The useful lives of concession rights on intellectual properties are assessed to be finite. The concession rights on intellectual properties with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the concession rights on intellectual properties may be impaired. The amortisation period and the amortisation method for concession rights on intellectual properties with a finite useful life are reviewed at least at each financial year end.

2.4 主要會計政策概要(續)

無形資產(商譽除外)

獨立購入的無形資產初步按成本計量。業務合併時收購的無形資產，其成本為收購日期的公平值。無形資產的可使用年期乃評估為有限或無限。具有有限年期的無形資產其後按可使用經濟年期攤銷，並於該無形資產出現減值跡象時評估減值。具有有限可使用年期的無形資產的攤銷年期及攤銷方法須至少於每個財政年度結算日作檢討。

無限可使用年期的無形資產於每年按個別或於現金產生單位作減值測試。該等無形資產不予攤銷。無限年期的無形資產的可使用年期於每年作評估，以釐定無限可使用年期的評估是否持續可靠。如不持續可靠，則可使用年期的評估自此由按無限年期更改為有限年期計量。

知識產權之特許經營權

知識產權之特許經營權，指於大中華地區使用部分知識產權之特許經營權，特許經營權由知識產權擁有人授出，期限為3至5年。獨立獲授的知識產權之特許經營權初步按成本計量。業務合併所得知識產權之特許經營權成本為收購日期之公平值。

知識產權之特許經營權可使用年期乃評估為有限。具有有限年期的知識產權之特許經營權其後按可使用經濟年期攤銷，並於知識產權之特許經營權出現減值跡象時評估減值。具有有限可使用年期的知識產權之特許經營權的攤銷期間及攤銷方法須至少於每個財政年度結算日作檢討。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessee, rentals payable under operating leases are charged to the consolidated statement of profit or loss on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets, as appropriate. When financial assets are recognised initially, they are measured at fair value, plus transaction costs that are attributable to the acquisition of the financial assets, except for the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

2.4 主要會計政策概要(續)

租賃

資產擁有權之大部分回報及風險仍歸於出租人之租賃列為經營租賃。倘本集團為承租人，根據經營租賃應付之租金以直線法於租約期間自綜合損益表中扣除。

投資及其他金融資產

首次確認及計量

金融資產於首次確認時分類為按公平值計入損益之金融資產、貸款及應收款項及可供出售金融資產(倘適用)。於首次確認金融資產時，以公平值加收購金融資產產生的交易成本計量，惟按公平值計入損益之金融資產除外。

所有一般買賣之金融資產概於交易日，即本集團承諾購買或出售資產之日期，予以確認。一般買賣指按照規例或市場慣例在通常一定期間內交付資產的金融資產買賣。

隨後計量

金融資產隨後按如下分類計量：

按公平值計入損益之金融資產

按公平值計入損益之金融資產包括持作交易用途之金融資產及首次確認時指定為按公平值計入損益之金融資產。金融資產如以短期賣出為目的而購買，則分類為持作交易用途之資產。包括個別嵌入式衍生工具在內之衍生工具亦分類為持作交易用途之資產，惟被香港會計準則第39號所界定被指定為實際對沖工具者除外。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Financial assets at fair value through profit or loss (Continued)

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value recognised in the consolidated statement profit or loss. These net fair value changes do not include any dividends on these financial assets, which are recognised in accordance with the policy set out for "revenue recognition" below.

Financial assets designated upon initial recognition as fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 and satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the consolidated statement profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in the consolidated statement of profit or loss. The loss arising from impairment is recognised in the consolidated statement of profit or loss.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

按公平值計入損益之金融資產(續)

按公平值計入損益之金融資產，於財務狀況表內按淨額為正數之公平值入賬，其公平值變動則於綜合損益表內確認。公平值變動淨額並不包括該等金融資產之股息，該等股息乃根據下文「收入確認」載列之政策確認。

於初步確認時指定為按公平值計入損益之金融資產乃於初步確認之日指定，惟須符合香港會計準則第39號的標準。

若其經濟特性及風險與主合約之風險及特性並無密切關係，而主合約並非持作交易用途或指定為按公平值計入損益，則主合約內嵌入之衍生工具乃以個別衍生工具入賬。該等嵌入式衍生工具按公平值計量，其公平值變動於綜合損益表內確認。只有在合約條款之更改重大修改原所需之現金流量或在金融資產按公平值重新分類至損益類別時，方會重新評估。

貸款及應收款項

貸款及應收款項為具有固定或可確定付款，但在活躍市場中無報價之非衍生金融資產。首次計量後，該等資產其後以實際利息法按攤銷成本減任何減值撥備計量。攤銷成本已計入收購折價或溢價，亦計入屬於實際利率必要部分之費用或成本。實際利率攤銷計入綜合損益表內。減值產生之虧損於綜合損益表中確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Held-to-maturity investments

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held to maturity when the Group has the positive intention and ability to hold them to maturity. Held-to-maturity investments are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in the consolidated statement of profit or loss. The loss arising from impairment is recognised in the consolidated statement of profit or loss.

Available-for-sales financial investments

Available-for-sales investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available-for-sales are those which are neither classified as held for trading nor designated as fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sales financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sales investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the consolidated statement of profit or loss, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the consolidated statement of profit or loss. Dividends earned are reported as dividend income, and is recognised in the consolidated statement of profit or loss as other income.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

持至到期日之投資

具有固定或可釐定付款額，且有固定到期日的非衍生金融資產，在本集團有明確意向及能力持有至到期日時，分類為持有至到期日的投資。持有至到期日的投資乃使用實際利率法按攤銷成本減任何減值撥備計量。攤銷成本的計算乃計及任何收購折讓或溢價及包括實際利率整體一部分的費用或成本。實際利率攤銷列入綜合損益表。減值產生的虧損於綜合損益表內確認。

可供出售金融投資

可供出售投資乃上市及非上市權益投資及債券證券中的非衍生金融資產。分類為可供出售的股本投資並非分類為持作出售或指定按公平值計入損益表。此類債務證券為有意作無期限持有，但可因應流動資金所需或市況變動而出售。

初步確認後，可供出售金融投資隨後以公平值計量，而未變現盈虧則作為可供出售投資重估值儲備的其他全面收益確認，直至該項投資解除確認，屆時累計盈虧於綜合損益表確認，或直至該項投資被確定減值，屆時累計盈虧自可供出售投資重估值儲備重新分類至綜合損益表。所賺取的股息呈報為股息收入，並於綜合損益表確認為其他收入。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Available-for-sales financial investments (Continued)

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sales financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets, if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sales category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the consolidated statement of profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset; or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

可供出售金融投資(續)

如非上市權益投資的公平值因為(a)該投資的估計公平值合理範圍的變數屬重大或(b)在範圍內的不同估計的可能性不能合理評估並用於估計公平值而無法可靠計量，則有關投資按成本減任何減值虧損列賬。

本集團會評估近期將其可供出售金融資產出售之能力及意向是否仍屬適當。當本集團因市場不活躍而無法買賣該等金融資產及倘管理層有能力及有意持有該等資產至可見將來或至到期日時，則本集團可於罕見之情況下選擇將該等金融資產重新分類。

就重新由可供出售類別分類出來的金融資產而言，採用於重新分類日期的公平值賬面值為其新攤銷成本，及其先前於權益中確認之任何損益以實際利息法於投資之餘下年期在損益表內攤銷。新攤銷成本與到期金額間之任何差額亦以實際利息法於資產之餘下年期內攤銷。倘資產後續釐定為出現減值，則權益中記錄之數額會重新分類至綜合損益表內。

撤銷確認金融資產

金融資產(或一項金融資產之部分或一組類近金融資產之部分(如適用)主要在下列情況下會遭撤銷確認(即自本集團綜合財務狀況表移除):

- 收取該項資產所得現金流量之權利經已屆滿; 或
- 本集團已轉讓其收取該項資產所得現金流量之權利，惟須根據一項「轉付」安排承擔全數支付所得現金流量責任，在並無嚴重延誤之情況下向第三方付款; 及本集團(a)已轉讓該項資產之絕大部分風險及回報; 或(b)並無轉讓或保留該項資產絕大部分風險及回報，但已轉讓該項資產之控制權。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In the case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that has occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

2.4 主要會計政策概要(續)

撤銷確認金融資產(續)

倘本集團已轉讓其收取該項資產所得現金流量的權利或已訂立轉付安排，需評估是否及何種程度上保留該資產所有權之風險及回報。當並無轉讓或保留該項資產的絕大部分風險及回報，且並無轉讓該項資產的控制權，本集團繼續確認已轉讓資產，惟以本集團持續參與為限。在此情況下，本集團亦確認相關負債。轉讓資產及相關負債按反映本集團已保留權利及責任之基準計量。

金融資產減值

本集團於各報告期末評估是否有任何客觀證據證明一項金融資產或一類金融資產有減值。倘且僅倘於初步確認資產後發生一宗或多宗事件導致存在客觀減值跡象，而該項虧損事件對該項或該組金融資產的估計未來現金流量所造成的影響乃能夠可靠地估計，則減值存在。減值跡象可包括一名或一群債務人正面臨重大財務困難，違約或未能償還利息或本金，彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

按攤銷成本列賬之金融資產

就按攤銷成本列賬的金融資產而言，本集團首先會按個別基準就個別屬重大的金融資產或按共同基準就個別不屬重大的金融資產，評估是否存在個別減值。倘本集團認定按個別基準經評估的金融資產(無論具重要性與否)並無客觀跡象顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性的金融資產內，並共同評估該組金融資產是否存在減值。經個別評估減值的資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Financial assets carried at amortised cost (Continued)

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced either directly or through the use of an allowance account and the amount of the loss is recognised in the consolidated statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to the consolidated statement of profit or loss.

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

2.4 主要會計政策概要(續)

金融資產減值(續)

按攤銷成本列賬之金融資產(續)

已識別任何減值虧損的金額按該資產賬面值與估計未來現金流量(不包括並未產生的未來信貸虧損)的現值的差額計量。估計未來現金流量的現值以金融資產的初始實際利率(即初步確認時計算的實際利率)折現。

該資產的賬面值會通過使用備抵賬減少，而虧損金額於綜合損益表確認。利息收入於減少後的賬面值中採用計量減值虧損時用以折現未來現金流量的利率持續累計。若日後收回不可實現，則撇銷貸款及應收款項連同任何相關撥備，且所有抵押品已變現或轉移至本集團。

倘若在其後期間估計減值虧損金額由於確認減值之後發生的事項增加或減少，則透過調整撥備金額增加或減少先前確認的減值虧損。倘於其後收回撇銷，該項收回將計入綜合損益表內。

按成本值列賬之資產

如有客觀證據顯示一項非上市股本工具出現減值虧損，而由於該股本工具之公平值不能可靠地計量，因而並無按公平值列賬，或一項衍生資產已發生減值虧損，而該衍生資產與該等非上市股本工具相聯繫或以該等非上市股本工具進行交割，該虧損數額乃以資產之賬面值及估計日後現金流量之現值兩者間差額計量，並按類似金融資產現時市場回報率貼現。該等資產之減值虧損不會予以撥回。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the consolidated statement of profit or loss, is removed from other comprehensive income and recognised in the consolidated statement of profit or loss.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the consolidated statement of profit or loss – is removed from other comprehensive income and recognised in the consolidated statement of profit or loss. Impairment losses on equity instruments classified as available-for-sale are not reversed through the consolidated statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgment. In making this judgment the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

2.4 主要會計政策概要(續)

金融資產減值(續)

可供出售金融投資

就可供出售金融投資而言，本集團於各報告期末評估是否有客觀證據顯示某項或某組投資出現減值。

倘可供出售資產出現減值，其按成本(扣除任何本金及攤銷)與本期公平值之間差額(減往期於綜合損益表確認之減值)計算之金額於其他全面收益中剔除，並於綜合損益表中確認。

就分類為可供出售之股本投資而言，客觀證據應包括投資之公平值大幅或持久低於其成本。「大幅」乃與該項投資之原成本比較後評估，而「持久」則按公平值低於其原成本之為時而評估。若有證據顯示出現減值，按收購成本與本期公平值之間差額計量之累計虧損(減往期就該項投資於綜合損益表確認之減值虧損)於其他全面收益中剔除，並於綜合損益表中確認。分類為可供出售之股本投資，其減值虧損不會透過綜合損益表撥回。減值後公平值之增幅乃直接於其他全面收益中確認。

需要主觀判斷什麼是「顯著」和「持久」。本集團以因素的影響作出這一判斷，持續時間或程度的投資的公平值低於其成本。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Available-for-sale financial investments (Continued)

In the case of debt instruments classified as available-for-sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in the consolidated statement of profit or loss. Impairment losses on debt instruments are reversed through the consolidated statement of profit or loss, if the subsequent increase in fair value of the instruments can be objectively related to an event occurring after the impairment loss was recognised in the consolidated statement of profit or loss.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, other payables, deposits received and accruals, convertible bonds and contingent consideration payable.

2.4 主要會計政策概要(續)

金融資產減值(續)

可供出售金融投資(續)

倘債務工具被列作可供出售類別，則會按攤銷成本列賬之金融資產相同之標準進行減值評估，惟減值金額為按攤銷成本與本期公平值之間差額計量之累計虧損(減往期就該項投資於綜合損益表確認之減值虧損)。若債務工具的公平值其後增加可客觀地連繫至於減值虧損在綜合損益表確認後發生的事件，債務工具的減值虧損可透過綜合損益表撥回。

金融負債

首次確認與計量

金融負債於首次確認時分類為按公平值計入損益之金融負債、貸款及借貸或於實際對沖中指定為對沖工具之衍生工具(如適用)。

所有金融負債於首次確認時以公平值計算，如為貸款及借貸，則扣除直接應佔交易成本。

本集團之金融負債包括應付貿易賬款、其他應付款項、已收按金及應計費用、可換股債券及應付或然代價。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss includes financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the consolidated statement of profit or loss. The net fair value gain or loss recognised in the consolidated statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition at fair value through profit or loss and designated at the date of initial recognition and only if the criteria in HKAS 39 and satisfied.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the consolidated statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the consolidated statement of profit or loss.

2.4 主要會計政策概要(續)

金融負債(續)

隨後計量

金融負債隨後按如下分類計量：

按公平值計入損益之金融負債

按公平值計入損益之金融負債包括持作交易用途之金融負債及於首次確認時即指定為按公平值計入損益之金融負債。

金融負債如以短期購回為目的而購買，則分類為持作買賣金融負債。此類負債包括本集團所訂立並未指定為對沖關係(定義見香港會計準則第39號)中之對沖工具之衍生金融工具。個別內嵌式衍生工具亦被分類為持作買賣，惟被指定為有效對沖工具除外。持作交易用途之負債，其損益於綜合損益表內確認。於綜合損益表內確認為公平值損益淨額並不包括該等金融負債應計之利息。

初始確認時指定為按公平值於損益表列賬之金融負債僅當達成香港會計準則第39號之標準時於初始確認之日被指定。

貸款及借貸

首次確認後，計息貸款及借貸隨後以實際利息法按攤銷成本計量，倘貼現之影響並不重大，則按成本列賬。當撤銷確認負債時，損益以實際利息按攤銷成本於綜合損益表內確認。

攤銷成本已計入收購折價或溢價，亦計入屬於實際利率必要部分之費用或成本。實際利率攤銷計入綜合損益表內「財務成本」。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the consolidated statement of profit or loss.

2.4 主要會計政策概要(續)

金融負債(續)

財務擔保合約

本集團發行之財務擔保合約指要求發行人作出特定付款以償付持有人因特定債務人未能根據債務工具條款償還到期款項而招致的損失之合約。財務擔保合約初步按其公平值確認為一項負債，並就發行財務擔保合約之直接應佔交易成本作出調整。於初步確認後，本集團以下列較高者計量財務擔保合約：(i)於報告期末需要支付現值負債之最佳估算費用金額；及(ii)初步確認之金額減累計攤銷(如適用)。

不再確認金融負債

金融負債會於負債之責任獲解除、取消或屆滿時不再確認。

如一項現有金融負債以來自同一貸款人而條款大部份不同之另一項金融負債所取代，或現有負債之條款大幅修改，有關之轉換或修改事宜視作不再確認原有負債及確認新負債，而兩者賬面值間之差額在綜合損益表確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis in finished goods. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

2.4 主要會計政策概要(續)

金融負債(續)

可換股債券

具有負債特點之可換股債券部分於財務狀況表確認為負債，並扣除交易成本。於發行可換股債券時，負債部分之公平值以等值不可換股債券之市場利率釐定，而此金額按攤銷成本基準入賬列為長期負債，直至轉換或贖回為止。餘下所得款項於扣除交易成本後分配至換股權，而換股權在股東權益內確認並計入其中。換股權之賬面值不會於往後年度重新計量。交易成本於首次確認該等工具時按所得款項分配至負債與權益部分之比例在可換股債券之負債與權益部分之間分配。

金融工具之對銷

倘現時法例上存在可合法執行對銷之權利，且亦有意以淨額基準結算或同時變現資產及償付負債，則金融資產及金融負債可互相對銷並以淨金額列入財務狀況表。

存貨

存貨按成本值與扣除陳舊或滯銷存貨後之可變現淨值之較低者入賬。製成品之成本值按加權平均法計算。可變現淨值乃根據估計售價減預期。達致完成及出售所需之任何估計成本計算。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Deferred revenue

Deferred revenue represents service fees received in advance. Revenue is recognised and deferred revenue is released to the consolidated statement of profit or loss when the corresponding services are rendered.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the consolidated statement of profit or loss.

Provisions for product warranties granted by the Group on certain products are recognised based on sales volume and past experience of the level of repairs and returns discounted to their present values as appropriate.

2.4 主要會計政策概要(續)

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物為手頭現金及活期存款，以及可隨時兌換為已知數額現金、無重大價值變動風險及購入後三個月內到期之短期及高流動性投資，扣除須按要求償還且構成本集團現金管理整體之部份之銀行墊款。

就綜合財務狀況表而言，現金及現金等價物為手頭現金及銀行存款，包括用途不受限制之定期存款。

遞延收益

遞延收益指預先收取之服務費用。於提供相關服務時，收益將獲確認且該等遞延收益會於綜合損益表中處理。

撥備

倘因過往事宜產生目前債務(法定或推定)及將來可能需要有資源流出，以償還債務，則撥備予以確認，惟該債務之金額可可靠估計。

倘折現之影響屬重大者，就撥備之已確認金額即為於報告期末償還債務預期所需費用之現值。倘隨著時間過去，折現現值金額之增幅於綜合損益表計入財務成本。

本集團就若干產品授出產品保證之撥備，乃按過往之銷售量及保養與退貨水平作出確認，並在適當時貼現至其現值。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 主要會計政策概要(續)

所得稅

所得稅包括即期及遞延稅項。於綜合損益表外確認之項目，其相關所得稅於綜合損益表外確認，即於其他全面收益內確認或直接在權益中確認。

本期及往期之即期稅項資產及負債，乃根據於報告期末已制定或大部份制定之稅率（或稅務法例），並考慮本集團業務所在國家之現有詮釋及慣例，按預期將從稅局收回或將向稅局支付之金額計量。

於報告期末，資產與負債之稅基與其在財務報表之賬面值間之所有暫時性差異，須按負債法計提遞延稅項撥備。

遞延稅務負債乃就所有應課稅臨時性差額而予以確認，惟下列者外：

- 倘遞延稅務負債乃因非業務合併之交易所涉及之首次確認資產或負債且進行該項交易時對會計盈利或應課稅溢利或虧損概無影響而產生者；及
- 就有關附屬公司及聯營公司權益之應課稅臨時性差額而言，所撥回臨時性差額之時間可予控制而臨時性差額於可預見之將來不會撥回者。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax assets are recognised, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or 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.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅務資產乃按可動用以抵銷可扣減臨時性差額以及結轉未動用稅務資產及未動用稅務虧損之應課稅溢利為限予以確認，惟下列者外：

- 倘遞延稅務資產乃因非業務合併之交易所涉及之首次確認資產或負債且進行該項交易時對會計盈利或應課稅溢利或虧損概無影響而產生者；及
- 就有關附屬公司及聯營公司權益之可扣減臨時性差額而言，遞延稅務資產只可按於可預見之將來撥回之臨時性差額以及可動用以抵銷臨時性差額之應課稅溢利而予以確認。

遞延稅項資產之賬面值於各報告期末予以檢討並減至將會不可能錄得應課稅溢利足夠以供抵銷全部或部份遞延稅項資產。未確認之遞延稅項資產於各報告期末重新評估並確認至將會可能錄得足夠應課稅溢利以供抵銷全部或部份遞延稅項資產。

遞延稅項資產及負債乃根據於報告期末已制定或大部分制定之稅率(及稅務法例)，按預期於變現資產或清償負債期間之稅率計量。

倘有合法權益動用即時稅務資產抵銷即時稅務負債，且遞延稅項與相同稅務實體及相同稅務機構有關，則遞延稅務資產及負債可予沖銷。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the consolidated statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments deducted from the carrying amount of the asset and released to the consolidated statement of profit or loss by way of a reduced depreciation charge.

Where the Group receives grants of non-monetary assets, the grants are recorded at the fair value of the non-monetary assets and released to the consolidated statement of profit or loss over the expected useful lives of the relevant assets by equal annual instalments.

Where the Group receives government loans granted with no or at a below-market rate of interest for the construction of a qualifying asset, the initial carrying amount of the government loans is determined using the effective interest rate method, as further explained in the accounting policy for "Financial liabilities" above. The benefit of the government loans granted with no or at a below-market rate of interest, which is the difference between the initial carrying value of the loans and the proceeds received, is treated as a government grant and released to the consolidated statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments.

2.4 主要會計政策概要(續)

政府補助

倘能合理確保將收到政府補助，而且符合所有附加條件，則按照公平值確認政府補助金。如果補助金是關於一個開支項目，其須在該補助金擬補償的費用實際支銷的期間以系統基準確認為收入。

在所需期間確認為收入。倘補助金與資產有關，則其公平值記入遞延收入賬中，按有關資產的預計可使用年期以每年等額分期款項撥入綜合損益表，自該資產的賬面值扣除，並透過遞減折舊費用撥入綜合損益表。

倘若本集團收到非貨幣資產補助金，則有關補助金會以非貨幣資產的公平值記錄，並在相關資產的預期使用年限內每年按等額計入綜合損益表。

倘本集團就建造合資格資產而收取之政府貸款不付息或按低於市場利率計息，則政府貸款的初始賬面值使用實際利率法釐定，進一步詳情誠如上文「金融負債」的會計政策所詮釋。資助的政府貸款的福利不付息或按低於市場利率計算（為貸款的初始賬面值與所收取的所得款項的差額）視作政府補助金及於有關資產的預期可使用年期內每年按等同金額分期計入綜合損益表。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) trading of goods via e-commerce and distribution of sports goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) provision of on-line sales platforms, property management and property agency services, development of international IP, media consulting and integrated marketing income from media business, when the services are rendered;
- (c) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset;
- (d) franchise income arising from IP rights licensing, on a time proportion basis over the franchise period; and
- (e) dividend income, when the shareholders' right to receive payment has been established.

Employee benefits

Employee leave entitlements

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

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

2.4 主要會計政策概要(續)

收入確認

收入於本集團將可獲得經濟利益並能夠可靠地計量時按以下基準確認：

- (a) 透過電子商務買賣貨物及分銷運動用品，當大部分風險及回報之擁有權已經被轉移至買家時，惟本集團並不參與與擁有權有關之管理，或並不對已出售之貨物有有效控制權；
- (b) 提供網上銷售平台、物業管理及物業代理服務、開發國際知識產權、媒體業務產生的媒體諮詢及綜合營銷收入，當服務完成後；
- (c) 利息收入，以應計方式按金融工具之估計年期採用實際利率法將未來估計之現金收入折現至金融資產之賬面淨值之比率計算；
- (d) 知識產權授權產生的特許經營之收入，以許可期作基準來分攤；及
- (e) 股息收入，於股東收取款項之權利得到確立時。

僱員福利

僱員可享有之假期

僱員享有年假及長期服務假乃於僱員提取時確認。已就因僱員提供服務而預期產生截至報告期末之年假及長期服務假計提撥備。

僱員享有之病假或產假於該等假期提取方予確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits (Continued)

Pension scheme

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

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a "Binomial Model".

The cost of equity-settled transactions is recognised in employee benefit expenses, together with a corresponding increase in equity, over the year in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of the reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of profit or loss for a year represents the movement in the cumulative expense recognised as at the beginning and end of that period.

2.4 主要會計政策概要(續)

僱員福利(續)

退休福利計劃

本集團根據強制性公積金計劃條例之規定，為該等合資格參加強積金計劃之僱員設立定額供款之強制性公積金退休福利計劃(「強積金計劃」)。按照強積金計劃之條款，本集團根據有關僱員之基本薪金之某一百分點作出供款，並於作出供款時在綜合損益表中扣除。強積金計劃之資產乃由獨立管理之基金與本集團之資產分開持有。本集團對強積金計劃作出之僱主供款乃全數歸入有關僱員。

本集團於中國內地經營之附屬公司之僱員，須參與由當地市政府設立之中央退休計劃。該等中國附屬公司須將薪酬成本若干百分比作為中央退休計劃之供款。供款於根據中央退休計劃規則須支付時在綜合損益表內扣除。

以股份為基礎之付款

本公司實施購股權計劃，為對本集團業務成功作出貢獻之合資格參與者，提供激勵與獎勵。本集團僱員(包括董事)以股份為基礎之付款方式收取報酬，僱員提供服務作為收取股權工具之代價(「以股權支付之交易」)。

與僱員進行以股權支付之交易成本，乃參照授出日期之公平值而計量，公平值是由外判之測量師用「Binomial Model」之方法釐定。

以權益結賬交易之成本，連同在績效及/或服務條件得到履行之期間內相應增加之權益於僱員福利開支內確認。於歸屬日期前之各報告期末，以權益結賬交易所確認之累計費用，反映了歸屬期屆滿之程度及本集團對於最終將歸屬之權益工具數量之最佳估計。年內於綜合損益表之借記或貸記金額，指該年初及年終所確認之累計費用之變動。

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits (Continued)

Share-based payments (Continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification, that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2.4 主要會計政策概要(續)

僱員福利(續)

以股份為基礎之付款(續)

釐定獎勵之授出日公平值並不考慮服務及非市場表現條件，惟能達成條件之可能性則被評定為將最終歸屬為本集團權益工具數目之最佳估計之一部份。市場表現條件將反映在授出日之公平值。附帶於獎勵中但並無相關聯服務要求之其他任何條件皆視為非歸屬條件。反映非歸屬條件之獎勵公平值若當中亦不包含服務及／或表現條件時乃即時支銷該獎勵。

因未能達至非市場表現及／或服務條件而導致最終並無歸屬之獎勵並不會確認支銷。倘獎勵包括一項市場或非歸屬條件，無論市場或非歸屬條件是否達成，該等交易均會被視為已歸屬，前提是所有其他表現及／或服務條件須已達成。

倘若以權益結賬之購股權之條款有所變更，則在達致購股權原定條款之情況下，所確認之開支最少須達到猶如條款並無任何變更之水平。此外，倘若按變更日期之計算，任何變更導致股份為基礎之付款總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

倘若以權益結賬購股權被註銷，應被視為已於註銷日期歸屬，任何尚未確認之授予購股權之開支，均應立刻確認，包括在本集團或其僱員控制下之非歸屬條件並未達成之任何購股權。然而，若授予新購股權代替已註銷之購股權，並於授出日期指定為替代購股權，則已註銷之購股權及新購股權，誠如前段所述，均應被視為原購股權之變更。

尚未行使購股權之攤薄影響於計算每股盈利時反映為額外股份攤薄。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

These consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange prevailing at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the consolidated statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated statement of profit or loss.

2.4 主要會計政策概要(續)

外幣

該等綜合財務報表以港元(「港元」)，即本公司的功能貨幣呈報。本集團內各實體自行釐定其各自的功能貨幣，各實體的財務報表項目均以所定功能貨幣計量。本集團的實體所記錄的外幣交易初步按其各自於交易日的適用功能貨幣匯率換算入賬。以外幣計值的貨幣資產及負債按有關功能貨幣於報告期末的適用匯率再換算。結算或貨幣項目換算產生之所有匯兌差額於綜合損益表確認。

以外幣按歷史成本計量的非貨幣項目，採用初始交易日期的匯率換算。以外幣按公平值計量的非貨幣項目，採用計量公平值當日的匯率換算。因換算按公平值計量的非貨幣項目而產生的損益，亦按該項目公平值變動的損益確認(即於其他全面收益或損益中確認其公平值損益的項目的匯兌差額，亦分別於其他全面收益或損益中確認)。

若干海外附屬公司之功能貨幣並非港元。於報告期末，該等實體之資產與負債，按報告期末之匯率換算為港元，彼等之損益表則按該年度之加權平均匯率換算為港元。

所產生之匯兌差額於其他全面收益內確認，並於匯兌變動儲備內累計。出售海外業務時，與該項海外業務有關之其他全面收益部分在綜合損益表中確認。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgments

In the process of applying the Group's accounting policies, management has made the following judgment, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements.

Income taxes

Significant judgements on the future tax treatment of certain transactions are required in determining income tax provisions. The Group carefully evaluates tax implications of transactions and tax provisions are recorded accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

2.4 主要會計政策概要(續)

外幣(續)

任何於收購海外業務產生的商譽和任何於收購對資產和負債賬面金額產生的公平值調整，被視為海外業務的資產及負債，並以收市匯率換算。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量表日期之匯率換算為港元。海外附屬公司年內經常產生之現金流量按年內之加權平均匯率換算為港元。

3. 主要會計判斷及估計

編製本集團之綜合財務報告書需要管理層就影響收入、開支、資產及負債之呈報金額及相關之披露以及或然負債之披露作出判斷、估計及假設。該等假設及估計之不明朗因素可能導致需要於未來對受影響之資產或負債之賬面值作出重大調整。

判斷

在應用本集團會計政策的過程中，管理層曾作出以下判斷(涉及估算者除外)，有關判斷對在綜合財務報表確認的款額構成最主要的影響。

所得稅

某些交易之所得稅撥備是需要對將來之稅務處理作出具有重大影響的判斷。本集團詳細地評估該交易所帶來稅務影響及確定所得稅已被正確地作出撥備。公司會定期參考相關之稅務條例，重新考慮該判斷是否需要作出修改。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgments (Continued)

Classification between available-for-sales investments and equity investments at fair value through profit or loss

The Group determines whether an equity investment is an available-for-sales investment or equity investment through profit or loss, based on the intention of time to be held. Judgement is made on the classification of newly acquired equity investments in accordance with HKAS 39.

Estimation uncertainty

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

Contingent consideration payable

The fair value of the Group's contingent consideration payable has been determined taking into account the forecasted profits of the acquired entities for the future periods. The valuation requires the Group to make estimates about future period's profits of the acquired entities with reference to their business plan to be implemented and future market conditions, and hence they are subject to uncertainty.

Provision for impairment of trade receivables and loan and interest receivables

The policy for the provision for impairment of trade receivables and loan and interest receivables of the Group is based on the assessment of collectability, ageing analysis and management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group are deteriorated, resulting in an impairment of their ability to make payments, additional allowances may be required. During the year, the Group provided an impairment loss on loan and interest receivables of HK\$20,000,000. Details of which are set out in note 18 to the consolidated financial statements.

3. 主要會計判斷及估計(續)

判斷(續)

可供出售投資和按公平值計入損益之股本投資分類

本集團是根據管理層持有時間的意圖決定可供出售投資和按公平值計入損益之股本投資分類的分類。新購的股本投資的分類是根據香港會計準則第39號作判斷。

估計不確定因素

於報告期末，關於日後關鍵假設及其他估計不確定因素之主要原因闡述如下，此等假設及不確定因素可能導致資產及負債賬面值於下一財政年度內出現重大調整。

應付或然代價

本集團之應付或然代價的公平值已經計及被收購實體於未來期間之預測溢利而釐定。估值需要本集團經參考其將執行之業務計劃及未來市況後對被收購實體於未來期間之溢利作出估算，因此涉及不明朗因素。

應收貿易賬款以及應收貸款及利息賬款減值撥備

本集團應收貿易賬款以及應收貸款及利息賬款減值撥備政策以可收回性評估、賬齡分析及管理層判斷為基礎。評估該等應收賬款之最終變現能力需要進行大量判斷，包括客戶之現時信譽及過往收款歷史記錄。倘本集團客戶財務狀況日趨惡化，削弱其付款能力，則須提撥額外準備。年內，本集團就應收貸款及利息賬款計提減值虧損20,000,000港元。有關詳情載於綜合財務報表附註18。

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in note 28 to the consolidated financial statements.

Useful lives and residual values of items of property, plant and equipment

The management of the Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of the property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovation. Management will change the depreciation charge where useful lives are different from the previously estimated lives. It will also write-off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

Contingent liabilities in respect of litigation and claim

The Group has been engaged in a litigation and claim since 2012. Contingent liabilities arising from this litigation and claim has been assessed by management with reference to legal advices. Provisions on the possible obligation, if appropriate, is made based on management's best estimates and judgements. Further details are stated in note 40 to the consolidated financial statements.

3. 主要會計判斷及估計(續)

估計不確定因素(續)

遞延稅項資產

遞延稅項資產以所有未動用的稅項虧損確認，惟限於有可能動用該虧損以供抵銷將會錄得的應課稅盈利。主要管理層判斷要求釐定遞延稅項資產可基於相同的時間內與未來應課稅盈利及未來稅務計劃策略一同確認。進一步詳情載列於本綜合財務報表附註28。

物業、廠房及設備項目的可使用年期及剩餘價值

本集團管理層釐定其物業、廠房及設備之估計使用年期及相關折舊費用。這估計是基於類似性質及功能的物業、廠房及設備的實際可使用年期之歷史經驗。技術創新可令其顯著改變。管理層將因使用年期與先前估計的年期不同而改變折舊費用。管理層亦會將已報廢或出售的技術上過時或非戰略性資產撇銷或撇減。

訴訟及索償之或然負債

本集團於二零一二年開始涉及一宗訴訟及索償。管理層已參考法律意見評估此等訴訟及索償產生之或然負債。潛在責任之撥備(如有)乃按管理層之最佳估計及判斷作出。詳細資料請參閱本合併報表附註40。

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of goodwill

The management of the Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. During the year ended 30 June 2018, an impairment of goodwill of HK\$8,251,000 on property management and property agency services business (2017: Nil) was provided. Further details are stated in note 14 to the consolidated financial statements.

Impairment of non-current assets (other than goodwill)

The management of the Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are test for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

3. 主要會計判斷及估計(續)

估計不確定因素(續)

商譽減值

本集團管理層至少每年釐定商譽是否減值。進行釐定時須對已獲分配商譽之現金產生單位之使用價值作出估計。估計使用價值要求本集團對來自現金產生單位之預期未來現金流量作出估計，亦要選擇合適貼現率計算該等現金流量之現值。於截至二零一八年六月三十日止年度，就物業管理及物業代理服務業務作出商譽減值8,251,000港元(二零一七年：無)。進一步詳情載於綜合財務報表附註14。

非流動資產減值(除商譽外)

於各報告期末，本集團管理層評估是否有跡象顯示所有非金融資產出現減值。無限期年期之無形資產每年作減值測試，亦會於存在減值跡象的其他時間作減值測試。倘有跡象顯示其賬面值可能無法收回，非金融資產將進行減值測試。倘資產或現金產生單位之賬面值超過其可收回金額(以公平值減出售成本與使用價值兩者中之較高者為準)，即表明出現減值。公平值減出售成本乃按同類資產公平交易時競價銷售交易之可得數據或公開可得市價減出售資產之累計成本計算。計算使用價值時，管理層須評估資產或現金產生單位之預期未來現金流量及選擇合適之貼現率，以便計算該等現金流量之目前價值。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Provision for impairment of amounts due from subsidiaries

The policy for the provision for impairment of amounts due from subsidiaries is based on the evaluation of recoverables of accounts and on the management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of the amount.

Provision for impairment of interests in subsidiaries and a structured entity

Impairment testing of the interests in subsidiaries and a structured entity are required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiaries and a structured entity in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the financial statements of the investee's net assets including goodwill.

Provision for impairment of available-for-sales investments

The determination of whether available-for-sales investments are impaired requires significant judgement. For listed available-for-sales investments, a significant or prolonged decline in fair value below cost is considered to be objective evidence of impairment. In assessing whether it is prolonged, the decline is evaluated against the period in which the fair value of the asset has been below its original cost. In assessing whether it is significant, the decline in fair value is evaluated against the original cost of the asset at initial recognition. The Group also takes into account other factors, such as the historical data on market volatility and the price of the specific investment, significant changes in technology, markets, economies or the law, as well as industry and sector performance and the financial information regarding the investee that provide evidence that the cost of the equity securities may not be recoverable. This requires a significant level of management judgement which would affect the amount of impairment losses in profit or loss. Further details are stated in note 17 to the consolidated financial statements.

3. 主要會計判斷及估計(續)

估計不確定因素(續)

應收附屬公司款項減值撥備

應收附屬公司款項減值撥備政策以賬戶可予追討性評估及管理層判斷為基礎。評估該款項之最終變現能力需要進行大量判斷。

於附屬公司及特殊結構成立公司之權益減值撥備

若收到附屬公司及特殊結構成立公司的股息超出該等附屬公司及特殊結構成立公司派息期內的全面綜合收益，又或該附屬公司及特殊結構成立公司於獨立財務報表內的賬面值超出該附屬公司及受控制特殊目的公司財務報表內的淨資產(包括商譽)的賬面值，即須對於附屬公司及特殊結構成立公司的權益進行減值測試。

可供出售投資減值撥備

釐定可供出售投資有否減值需作出重大判斷。對於上市的可供出售投資，公平值大幅或長期跌至成本以下視作客觀減值證據。評估是否長期下跌的標準為資產公平值低於初始成本的時間，評估公平值是否大幅下跌的標準為首次確認時資產的初始成本。本集團亦考慮其他因素，例如市場波動及個別投資價格的過往數據、技術、市場、經濟或法律的重大變動、行業及分部表現，以及可證明股權投資成本未必可收回的被投資公司財務資料。上述事項需要管理層作出重大判斷，而有關判斷會影響損益內的減值損失金額。進一步詳情載於本綜合財務報表附註17。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

4. OPERATING SEGMENT INFORMATION

The Group was principally engaged in e-commerce and provision of on-line sales platform, money-lending business; and provision of property management and property agency services in Hong Kong. During the year, the Group extended its business into the operation of IP rights licensing and international IP development, media integrated marketing and distribution agency of sports goods business.

For management purposes, the Group is organised into business units based on their nature and has four reportable operating segments as follows:

- (a) e-commerce and provision of on-line sales platform;
- (b) money-lending business;
- (c) provision of property management and property agency services; and
- (d) IP rights licensing and international IP development, media integrated marketing and distribution agency of sports goods business.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment (loss)/profit, which is a measure of adjusted loss before tax. The adjusted loss before tax is measured consistently with the Group's loss before tax except that interest income, finance costs, gain/(loss) from equity investments at fair value through profit or loss and available-for-sales investments, as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude available-for-sales investments, equity investments at fair value through profit or loss and unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude convertible bonds and unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

4. 經營分部資料

本集團的主營業務是電子商務及提供網上銷售平台、借貸業務，及於香港提供物業管理及物業代理服務。於本年度，本集團拓展其業務至經營知識產權授權及國際知識產權開發、媒體綜合營銷以及分銷代理運動用品業務。

為方便管理，本集團按其性質組織業務單位，現有如下四個可呈報業務分部：

- (a) 電子商務及提供網上銷售平台；
- (b) 借貸業務；
- (c) 提供物業管理及物業代理服務；及
- (d) 知識產權授權及國際知識產權開發、媒體綜合營銷以及分銷代理運動用品業務。

管理層獨立監控本集團的經營分部業績，以便就資源配置及績效評估制定決策。評估分部表現時，乃按可呈報分部(虧損)/盈利得出，即計量除稅前經調整虧損。計量除稅前經調整虧損時，與本集團之除稅前虧損一致，惟利息收入、財務成本、按公平值計入損益之股本投資及可供出售投資之收益/(虧損)，連同總部及企業開支則不計算在內。

分部資產並無包括可供出售投資、按公平值計入損益之股本投資和未分配總部及企業資產，原因為該等資產乃按集團層面管理。

分部負債並無包括可換股債券和未分配總部及企業負債，原因為該等負債乃按集團層面管理。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

4. OPERATING SEGMENT INFORMATION 4. 經營分部資料(續)

(Continued)

Year ended 30 June 2018

截至二零一八年六月三十日止年度

		E-commerce and provision of on-line sales platform segment	Money- lending business segment	Provision of property management and property agency services segment	IP rights licensing and international IP development, media integrated marketing and distribution agency of sports goods business segment	Total
		電子商務及 提供網上 銷售平台分部 HK\$'000 千港元	借貸業務分部 HK\$'000 千港元	提供物業 管理及物業代理 服務分部 HK\$'000 千港元	知識產權授權及 國際知識產權開發、 媒體綜合營銷 以及分銷代理 運動用品業務分部 HK\$'000 千港元	總計 HK\$'000 千港元
Segment revenue	分部收入	238,519	8,985	6,768	53,967	308,239
Segment other income	分部其他收入	11,298	2	17	24	11,341
Segment results	分部業績	(28,011)	(11,078)	(7,072)	16,194	(29,967)
Unallocated other income and gains	未分配其他收入及收益					241
Unallocated expenses	未分配之費用					(49,928)
Loss from operations	營運虧損					(79,654)
Finance costs	融資成本					(10,024)
Loss before tax	除稅前虧損					(89,678)
Income tax expenses	所得稅費用					(782)
Loss for the year	本年度虧損					(90,460)
Segment assets	分部資產	94,479	97,823	13,769	175,525	381,596
Unallocated assets	未分配之資產					75,440
Total assets	總資產					457,036
Segment liabilities	分部負債	67,393	-	354	36,317	104,064
Unallocated liabilities	未分配之負債					139,755
Total liabilities	總負債					243,819
Capital expenditure	資本開支	542	-	117	10,272	10,931
Unallocated capital expenditure	未分配之資本開支					4,049
						14,980
Depreciation and amortisation	折舊及攤銷	292	-	152	1,186	1,630
Unallocated depreciation and amortisation	未分配之折舊及攤銷					1,032
						2,662
Impairment loss of goodwill	商譽減值虧損	-	-	8,251	-	8,251
Impairment loss of loan receivable	應收貸款減值虧損	-	20,000	-	-	20,000

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

4. OPERATING SEGMENT INFORMATION 4. 經營分部資料(續)

(Continued)

Year ended 30 June 2017

截至二零一七年六月三十日止年度

		E-commerce and provision of on-line sales platform segment 電子商務及 提供網上 銷售平台分部 HK\$'000 千港元	Money- lending business segment 借貸業務分部 HK\$'000 千港元	Provision of property management and property agency services segment 提供物業 管理及物業代理 服務分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue	分部收入	316,294	2,973	3,887	323,154
Segment other income	分部其他收入	3,826	2	30	3,858
Segment results	分部業績	(33,394)	2,833	839	(29,722)
Unallocated other income and gains	未分配其他收入及收益				590
Unallocated expenses	未分配之費用				(21,327)
Loss from operations	營運虧損				(50,459)
Finance costs	融資成本				(349)
Loss before tax	除稅前虧損				(50,808)
Income tax expenses	所得稅費用				(182)
Loss for the year	本年度虧損				(50,990)
Segment assets	分部資產	123,234	95,813	18,494	237,541
Unallocated assets	未分配之資產				88,703
Total assets	總資產				326,244
Segment liabilities	分部負債	82,570	-	806	83,376
Unallocated liabilities	未分配之負債				1,761
Total liabilities	總負債				85,137
Capital expenditure	資本開支	658	-	190	848
Unallocated capital expenditure	未分配之資本開支				-
					848
Depreciation and amortisation	折舊及攤銷	1,062	-	65	1,127
Unallocated depreciation and amortisation	未分配之折舊及攤銷				-
					1,127
Impairment loss of other intangible asset	其他無形資產減值虧損	1,715	-	-	1,715

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

4. OPERATING SEGMENT INFORMATION 4. 經營分部資料(續)

(Continued)

Geographical information

(a) Revenue from external customers

The revenue information is based on the location of the customers:

Year ended 30 June 2018

地區資料

(a) 源自外部客戶之收入

收入資料按客戶地區分類：

截至二零一八年六月三十日止年度

	North America 北美洲	South America 南美洲	Africa 非洲	Europe 歐洲	Asia* 亞洲*	Oceania 大洋洲	Consolidated 合併
	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
Segment revenue:	分部收入：						
E-commerce and provision of on-line sales platform	22,163	31,527	2,593	133,172	42,653	6,411	238,519
Money-lending business	-	-	-	-	8,985	-	8,985
Provision of property management and property agency services	-	-	-	-	6,768	-	6,768
IP rights licensing and international IP development, media integrated marketing and distribution agency of sports goods business	-	-	-	-	53,967	-	53,967
	<u>22,163</u>	<u>31,527</u>	<u>2,593</u>	<u>133,172</u>	<u>112,373</u>	<u>6,411</u>	<u>308,239</u>

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

4. OPERATING SEGMENT INFORMATION

(Continued)

Geographical information (Continued)

(a) Revenue from external customers (Continued)

Year ended 30 June 2017

	North America 北美洲	South America* 南美洲*	Africa 非洲	Europe 歐洲	Asia 亞洲	Oceania 大洋洲	Consolidated 合併
	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
Segment revenue:	分部收入：						
E-commerce and provision of on-line sales platform	32,851	57,692	3,528	168,920	43,226	10,077	316,294
Money-lending business	-	-	-	-	2,973	-	2,973
Provision of property management and property agency services	-	-	-	-	3,887	-	3,887
	<u>32,851</u>	<u>57,692</u>	<u>3,528</u>	<u>168,920</u>	<u>50,086</u>	<u>10,077</u>	<u>323,154</u>

* Further geographical information on sales which accounted for more than 10% of the total revenue are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
PRC	中國	82,023	23,480
Brazil	巴西	25,884	48,967

4. 經營分部資料(續)

地區資料(續)

(a) 源自外部客戶之收入(續)

截至二零一七年六月三十日止年度

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

4. OPERATING SEGMENT INFORMATION 4. 經營分部資料(續)

(Continued)

Geographical information (Continued)

(b) Segment assets

Year ended 30 June 2018

		North America	South America	Africa	Europe	Asia	Oceania	Consolidated
		北美洲	南美洲	非洲	歐洲	亞洲	大洋洲	合併
		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
Segment assets	分部資產	-	-	-	-	457,036	-	457,036
Capital expenditure	資本開支	-	-	-	-	14,980	-	14,980

Year ended 30 June 2017

		North America	South America	Africa	Europe	Asia	Oceania	Consolidated
		北美洲	南美洲	非洲	歐洲	亞洲	大洋洲	合併
		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
Segment assets	分部資產	-	-	-	-	326,244	-	326,244
Capital expenditure	資本開支	-	-	-	-	848	-	848

地區資料(續)

(b) 分部資產

截至二零一八年六月三十日止年度

截至二零一七年六月三十日止年度

Information about a major customer

There was no sales to any single external customer that contributed over 10% of the Group's total revenue for the years ended 30 June 2018 and 2017.

有關主要客戶之資料

截至二零一八年及二零一七年六月三十日止年度，概無向任何單一外部客戶作出之銷售額佔超過本集團總收入10%。

5. REVENUE, OTHER INCOME AND GAINS 5. 收入、其他收入及收益

Revenue represents (i) the transaction price arising from e-commerce and provision of on-line sales platforms; (ii) interest income arising from money-lending business; (iii) service income arising from the provision of property management and property agency services; (iv) franchise income arising from IP rights licensing; (v) service income arising from international IP development and media integrated marketing business; and (vi) the net invoiced value of distribution of sports goods.

收入指(i)從電子商務及提供網上銷售平台之交易價值；(ii)借貸業務所產生的利息收入；(iii)提供物業管理及物業代理服務的服務收入；(iv)知識產權授權產生的特許經營之收入；(v)國際知識產權開發及媒體綜合營銷業務產生的服務收入；及(vi)分銷運動用品的發票淨值。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

5. REVENUE, OTHER INCOME AND GAINS 5. 收入、其他收入及收益(續)

(Continued)

An analysis of the Group's revenue, other income and gains is as follows:

本集團之收入、其他收入及收益分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue:	收入：		
E-commerce and provision of on-line sales platform	電子商務及提供網上銷售平台	238,519	316,294
Interest income arising from money-lending business	借貸業務所產生的利息收入	8,985	2,973
Provision of property management and property agency services	提供物業管理及物業代理服務	6,768	3,887
Franchise income arising from IP rights licensing, service income arising from international IP development and media integrated marketing business*	知識產權授權產生的特許經營之收入、國際知識產權開發及媒體綜合營銷業務產生的服務收入*	49,310	-
Distribution agency of sports goods	分銷代理運動用品	4,657	-
		308,239	323,154
Other income and gains:	其他收入及收益：		
Bank interest income	銀行利息收入	21	157
Dividend income from equity investments at fair value through profit or loss	按公平值計入損益之股本投資所得股息收入	12	12
Gain on disposal of a domain name	出售域名溢利	-	2,028
Gain on disposal of property, plant and equipment	出售物業、廠房及設備溢利	-	83
Reversal of the provision of litigation and legal fee	撥回訴訟及法律費用撥備	9,452	-
Reversal of the provision of labour claim	撥回勞工索賠撥備	307	-
Government grants received	已收政府補助	102	368
Ancillary service income	輔助服務收入	541	791
Reversal of the provision of long service payment	撥回長期服務金撥備	192	494
Others	其他	955	515
		11,582	4,448
Total revenue, other income and gains	總收入、其他收入及收益	319,821	327,602

* Included in the amount of approximately HK\$49,310,000, of which, as to approximately HK\$14,233,000 represented the franchise income arising from its IP rights licensing and remaining balance of approximately HK\$35,077,000 represented service income arising from international IP development and media integrated marketing business.

* 於約49,310,000港元的款項當中，約14,233,000港元指其知識產權授權產生的特許經營之收入，及餘下結餘約35,077,000港元指國際知識產權開發及媒體綜合營銷業務產生的服務收入。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

6. 除稅前虧損

本集團之除稅前虧損乃於扣除/(計入)下列各項後計算：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cost of sales and services	銷售及服務成本		
Cost of sales	銷售成本	180,266	215,598
Cost of services	服務成本	27,290	771
		207,556	216,369
Technical expenses included in "Cost of sales" in the consolidated statement of profit or loss	包括在綜合損益表之「銷售成本」的技術費用	7,031	7,402
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	2,058	1,127
Amortisation of other intangible assets	其他無形資產攤銷	604	-
Minimum lease payments under operating leases in respect of land and building	根據土地及樓宇之經營租約之最低租約款項	6,173	2,938
Fair value loss on equity investments at fair value through profit or loss	按公平值計入損益之股本投資公平值虧損	4,284	9,487
Loss on disposal of available-for-sales investments, net (note 17)	出售可供出售投資虧損，淨額(附註17)	20,079	384
Auditors' remuneration	核數師酬金	1,219	757
Impairment loss on goodwill (note 14)	商譽減值虧損(附註14)	8,251	-
Impairment loss on loan receivable (note 18)	應收貸款減值虧損(附註18)	20,000	-
Impairment loss on trade receivable (note 20)	應收貿易賬款減值虧損(附註20)	99	-
Impairment loss on other intangible assets	其他無形資產減值虧損	-	1,715
Impairment loss on available-for-sales investments	可供出售投資減值虧損	-	88
Written off of property, plant and equipment (note 13)	物業、廠房及設備之撇銷(附註13)	346	-
Staff costs (including directors' remuneration in note 8)	員工成本(包括附註8所述之董事酬金)		
Wages and salaries	工資及薪金	28,150	20,658
Housing allowances	住房津貼	314	-
Equity-settled share option expenses	股本結算購股權開支	1,986	710
Net pension scheme contribution*	退休金計劃供款淨額*	2,421	1,196
		32,871	22,564
Equity-settled share option expenses	股本結算購股權開支	3,705	-
Foreign exchange loss, net	外匯虧損淨額	2,911	2,057
Bank interest income	銀行利息收入	(21)	(157)
Dividend income received from equity investment at fair value through profit or loss	按公平值計入損益之股本投資所得的股息收入	(12)	(12)
Gain on disposal of a domain name	出售域名收益	-	(2,028)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	(83)
Government grants received	已收政府補助	(102)	(368)
Ancillary service income	輔助服務收入	(541)	(791)
Reversal of the provision of long service payment	撥回長期服務金撥備	(192)	(494)
Reversal of the provision of labour claim	撥回勞工索賠撥備	(307)	-
Reversal of the provision of litigation and legal fee	撥回訴訟及法律費用撥備	(9,452)	-

* At 30 June 2018, the Group did not have forfeited contributions available to reduce its contribution to the pension scheme in future years (2017: Nil).

* 於二零一八年六月三十日，本集團並沒有被沒收之供款，可供用於抵銷未來年度之退休金計劃供款(二零一七年：無)。

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Year ended 30 June 2018 截至二零一八年六月三十日止年度

7. FINANCE COSTS

7. 融資成本

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Interest expenses on bank borrowing	-	221
Interest expenses on other borrowing	-	128
Imputed interest expenses on convertible bonds (note 27)	10,024	-
	10,024	349

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, Sections 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

8. 董事及主要行政人員酬金

於本年度，根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部披露的董事及主要行政人員的薪酬如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Fees	411	151
Other emoluments:		
Salaries, allowances and benefits in kind	2,941	886
Equity-settled share option expenses	764	71
Pension scheme contributions	38	16
	3,743	973
	4,154	1,124

During the years, certain directors were granted share options in respect of their services to the Group under the share option scheme of the Company, further details of which are set out in note 31 to the consolidated financial statements. The fair value of such options, which has been recognised in the consolidated statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the consolidated financial statements for the current year is included in the above directors' remuneration disclosures.

於各年度內，若干董事在本公司購股權計劃之下，根據其對本集團之服務獲授予購股權，進一步詳情載於綜合財務報表附註31。在歸屬期內已於綜合損益表確認之該等購股權之公平值於授出日期釐定，而包含於本年度綜合財務報表之數額則載於以上董事酬金披露部分內。

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

8. 董事及主要行政人員酬金(續)

(a) Executive directors

(a) 執行董事

			Fees	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Equity-settled share option expenses 股本結算購股權開支	Pension scheme contributions 退休金計劃供款	Total remuneration 總酬金
		Notes 附註	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
2018	二零一八年						
Mr. POON Man Sam	潘文森先生	(a)	-	1,567	382	18	1,967
Mr. AI Kuiyu	艾奎宇先生	(b)	-	1,154	382	18	1,554
Mr. HUNG Kenneth	洪君毅先生	(e)	-	40	-	2	42
			-	2,761	764	38	3,563
2017	二零一七年						
Mr. POON Man Sam	潘文森先生	(a)	-	131	-	-	131
Mr. AI Kuiyu	艾奎宇先生	(b)	-	62	-	2	64
Mr. TAI Man Hin Tony	戴文軒先生	(c)	-	86	71	4	161
Mr. HUANG Shaokang	黃少康先生	(d)	-	-	-	-	-
Mr. CHOW Siu Kwong	周兆光先生	(d)	-	459	-	4	463
Mr. HUNG Kenneth	洪君毅先生	(e)	-	120	-	6	126
			-	858	71	16	945

Notes:

- (a) appointed on 18 May 2017
- (b) appointed on 27 March 2017
- (c) appointed on 13 September 2016 and resigned on 1 June 2017
- (d) resigned on 23 September 2016
- (e) resigned on 1 November 2017

附註：

- (a) 於二零一七年五月十八日獲委任
- (b) 於二零一七年三月二十七日獲委任
- (c) 於二零一六年九月十三日獲委任並於二零一七年六月一日辭任
- (d) 於二零一六年九月二十三日辭任
- (e) 於二零一七年十一月一日辭任

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Non-executive director

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Mr. CHANG Eric Jackson 張世澤先生	(a)	180	28
Mr. MENG Hu 孟虎先生	(b)	-	-
		180	28

Notes:

(a) appointed on 5 May 2017 and resigned subsequent to the end of the reporting period on 19 July 2018

(b) resigned on 19 December 2016

(b) 非執行董事

附註：

(a) 於二零一七年五月五日獲委任及於二零一八年七月十九日報告期末後辭任

(b) 於二零一六年十二月十九日辭任

(c) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Mr. FONG Fuk Wai 方福偉先生		137	50
Mr. ZHU Zhi 朱志先生	(a)	-	11
Mr. LIN Xiaofeng 林曉峰先生	(b)	-	8
Mr. ZHOU Jing 周晶先生	(c)	6	40
Dr. FUNG Kam Man 馮錦文博士	(d)	17	42
Mr. CHAN Ngai Fan 陳毅奮先生	(e)	131	-
Mr. HUANG Zhiying 黃智穎先生	(f)	120	-
		411	151

(c) 獨立非執行董事

本年度已付獨立非執行董事之袍金如下：

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Year ended 30 June 2018 截至二零一八年六月三十日止年度

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(c) Independent non-executive directors (Continued)

Notes:

- (a) resigned on 23 September 2016
- (b) resigned on 1 August 2016
- (c) appointed on 13 September 2016 and resigned on 10 August 2017
- (d) appointed on 1 August 2016 and resigned on 2 November 2017
- (e) appointed on 10 August 2017 and resigned subsequent to the end of the reporting period on 5 September 2018
- (f) appointed on 2 November 2017

There was no other emolument payable to the independent non-executive directors during the year (2017: Nil).

No further emolument was paid by the Group to the executive directors, non-executive directors and independent non-executive directors either as an inducement upon joining or to join the Group, or as compensation for loss of office.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2017: Nil).

The number of directors, whose remuneration fell within the following bands is as follows:

		Number of Directors 董事人數	
		2018 二零一八年	2017 二零一七年
Nil to HK\$1,000,000	零至1,000,000港元	7	13
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	2	-
		9	13

8. 董事及主要行政人員酬金(續)

(c) 獨立非執行董事(續)

附註：

- (a) 於二零一六年九月二十三日辭任
- (b) 於二零一六年八月一日辭任
- (c) 於二零一六年九月十三日獲委任並於二零一七年八月十日辭任
- (d) 於二零一六年八月一日獲委任並於二零一七年十一月二日辭任
- (e) 於二零一七年八月十日獲委任及於二零一八年九月五日報告期末後辭任
- (f) 於二零一七年十一月二日獲委任

年內並無任何其他應付獨立非執行董事之酬金(二零一七年：無)。

本集團概無向此等執行董事、非執行董事及獨立非執行董事支付任何其他酬金，以作為其加入或於加入本集團時之獎勵或作為離職之賠償。

年內並無作出任何安排使董事放棄或同意放棄任何酬金(二零一七年：無)。

酬金介乎下列範圍內之董事人數如下：

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included 2 directors (2017: included 1 former director, Mr. Chow Siu Kwong ("Mr. Chow") whom resigned as a director on 23 September 2016. The Group paid staff salary in the amount of HK\$1,786,000 to him after his resignation as a director of the Company. The aggregate of his director's remuneration and staff salary with an aggregate amount of HK\$2,249,000 constituted one of the 5 highest paid employees for the year ended 30 June 2017), details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining 3 (2017: Mr. Chow and the remaining 4) highest paid employees who are non-directors are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	4,196	4,978
Equity-settled share option expenses	股本結算購股權開支	76	-
Pension scheme contributions	退休金計劃供款	145	90
		4,417	5,068

The number of non-directors, highest paid employees (2017: including Mr. Chow) whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		2018 二零一八年	2017 二零一七年
Nil to HK\$1,000,000	零至1,000,000港元	1	4
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	-	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	1
		3	5

9. 五名最高薪員工

年內五名最高薪僱員包括2名董事(二零一七年：包括1名前任董事周兆光先生(「周先生」)，其於二零一六年九月二十三日辭任董事。本集團於彼辭任本公司董事後向彼支付員工薪金1,786,000港元。截至二零一七年六月三十日止年度，其董事薪酬及員工薪金總額為2,249,000港元，構成五名最高薪員工之一)，彼等之酬金詳情載於上文附註8。餘下3名(二零一七年：周先生及餘下4名)最高薪酬非董事僱員之酬金詳情如下：

酬金介乎下列範圍內之最高薪非董事僱員(二零一七年：包括周先生)之數目載於下文：

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10. INCOME TAX EXPENSES

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the year ended 30 June 2018.

Taxes on profits in respect of Group's companies operating elsewhere have been calculated at the rates of tax prevailing in the respective tax countries/jurisdictions in which they operate based on existing legislation, interpretations and practices in respect thereof.

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current tax – Hong Kong	即期稅務 – 香港		
Charge for the year	本年度開支	585	151
Over-provision in previous year	過往年度超額撥備	(20)	-
Current tax – Elsewhere	即期稅務 – 其他地區		
Charge for the year	本年度開支	3,223	31
Under-provision in previous year	過往年度撥備不足	5	-
Deferred tax	遞延稅項		
Credit for the year (note 28)	本年度進賬(附註28)	(3,011)	-
Total tax charged for the year	本年度稅項支出總額	782	182

A reconciliation of the tax expense applicable to loss before tax using the statutory rate for the countries in which the Company and its subsidiaries are domiciled to the tax expenses at the effective tax rate is as follows:

		2018 二零一八年		2017 二零一七年	
		HK\$'000 千港元	%	HK\$'000 千港元	%
Loss before tax	除稅前虧損	(89,678)		(50,808)	
Tax calculated at Hong Kong tax rates	按香港稅率計算的稅項	(14,797)	16.5	(8,383)	16.5
Effect of different taxation rate in overseas	不同海外稅率之影響	1,281	(1.4)	41	(0.1)
Income not subject to tax	免稅收入	(1,150)	1.3	(1,205)	2.3
Expenses not deductible for tax	不可扣稅之開支	7,421	(8.2)	3,005	(5.9)
Recognition of previously unrecognised tax losses	確認過往未確認之稅項虧損	(42)	-	-	-
Unrecognised deferred tax assets	未確認遞延稅項資產	8,084	(9.0)	6,724	(13.2)
Over-provision in previous year, net	過往年度超額撥備，淨額	(15)	-	-	-
Tax charge at effective tax rate	按實際稅率計算之稅項支出	782	(0.8)	182	(0.4)

10. 所得稅費用

香港利得稅乃根據截至二零一八年六月三十日止年度在香港產生之估計應課稅溢利按16.5%之稅率計提撥備。

本集團於其他地區經營之公司之盈利稅項，已根據所在地之現行法例、詮釋及慣例，按各自稅務國家／司法權區之現行稅率計算。

適用於除稅前虧損以本公司及其附屬公司所註冊國家之法定稅率計算之稅項開支與年內實際稅率計算者之對賬如下：

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

11. DIVIDENDS

The directors do not recommend any dividend for the year ended 30 June 2018 (2017: Nil).

11. 股息

董事會不建議派發截至二零一八年六月三十日止年度任何股息(二零一七年：無)。

12. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic loss per share amounts is based on the loss for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares in issue during the year.

12. 本公司普通股權益持有人應佔每股虧損

每股基本虧損金額乃按本年度本公司普通股權益持有人應佔本年度虧損，以及年內已發行普通股之加權平均數計算。

The calculations of basic and diluted loss per share are based on:

每股基本及攤薄虧損按以下基準計算：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loss attributable to ordinary equity holders of the Company, used in the basic loss per share calculations	用作計算每股基本虧損的歸屬於本公司普通股權益持有人應佔虧損	(77,975)	(50,892)
Numbers of shares 股份數目			
		2018 二零一八年	2017 二零一七年
Shares Weighted average number of ordinary shares in issue during the year used in the basic loss per share calculation	股份 用以計算每股基本虧損之年內已發行普通股加權平均數	2,776,215,424	2,108,900,514

No adjustment has been made to the basic loss per share amounts presented for the years ended 30 June 2018 and 2017 in respect of a dilution as the impact of the share options and convertible bonds outstanding had an anti-dilutive effect on the basic loss per share amounts presented.

截至二零一八年及二零一七年六月三十日止年度，並無就攤薄對列報的每股基本虧損金額作出調整，原因為尚未行使之購股權及可換股債券對列報的每股基本虧損金額產生了反攤薄效應。

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Year ended 30 June 2018 截至二零一八年六月三十日止年度

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Leasehold improvements	Furniture, fixtures and equipment	Computer equipment and software	Motor vehicles	Total
		租賃裝修	傢俬、 裝置及設備	電腦設備 及軟件	汽車	總計
		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
30 June 2018	二零一八年六月三十日					
At 1 July 2017:	於二零一七年七月一日：					
Cost	成本	3,728	1,554	2,562	633	8,477
Accumulated depreciation	累計折舊	(3,294)	(1,254)	(2,331)	(615)	(7,494)
Net carrying amount	賬面淨值	434	300	231	18	983
At 1 July 2017, net of accumulated depreciation	於二零一七年七月一日， 已扣除累計折舊	434	300	231	18	983
Additions	添置	1,862	1,067	492	2,453	5,874
Acquisition of subsidiaries (notes 32(a) and 32(b))	收購附屬公司 (附註32(a)及32(b))	-	720	2,813	-	3,533
Depreciation provided during the year	年內折舊撥備	(740)	(251)	(558)	(509)	(2,058)
Disposal during the year	於本年度出售	-	(15)	(1,845)	-	(1,860)
Written off during the year (note 6)	於本年度撇銷 (附註6)	(147)	(179)	(20)	-	(346)
Exchanges realignment	匯兌調整	15	38	(1)	1	53
At 30 June 2018, net of accumulated depreciation	於二零一八年六月三十日， 已扣除累計折舊	1,424	1,680	1,112	1,963	6,179
At 30 June 2018:	於二零一八年六月三十日：					
Cost	成本	2,583	2,953	3,222	3,104	11,862
Accumulated depreciation	累計折舊	(1,159)	(1,273)	(2,110)	(1,141)	(5,683)
Net carrying amount	賬面淨值	1,424	1,680	1,112	1,963	6,179

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

13. PROPERTY, PLANT AND EQUIPMENT 13. 物業、廠房及設備(續)

(Continued)

		Leasehold improvements 租賃裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢私、 裝置及設備 HK\$'000 千港元	Computer equipment and software 電腦設備 及軟件 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
30 June 2017	二零一七年六月三十日					
At 1 July 2016:	於二零一六年七月一日：					
Cost	成本	3,395	1,831	2,567	643	8,436
Accumulated depreciation	累計折舊	(2,850)	(1,651)	(2,154)	(497)	(7,152)
Net carrying amount	賬面淨值	545	180	413	146	1,284
At 1 July 2016, net of accumulated depreciation	於二零一六年七月一日， 已扣除累計折舊	545	180	413	146	1,284
Additions	添置	377	146	135	-	658
Acquisition of a subsidiary (note 32(d))	收購附屬公司(附註32(d))	-	190	-	-	190
Depreciation provided during the year	年內折舊撥備	(481)	(212)	(309)	(125)	(1,127)
Disposal during the year	於本年度出售	-	(2)	-	-	(2)
Exchanges realignment	匯兌調整	(7)	(2)	(8)	(3)	(20)
At 30 June 2017, net of accumulated depreciation	於二零一七年六月三十日， 已扣除累計折舊	434	300	231	18	983
At 30 June 2017:	於二零一七年六月三十日：					
Cost	成本	3,728	1,554	2,562	633	8,477
Accumulated depreciation	累計折舊	(3,294)	(1,254)	(2,331)	(615)	(7,494)
Net carrying amount	賬面淨值	434	300	231	18	983

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Year ended 30 June 2018 截至二零一八年六月三十日止年度

14. GOODWILL

14. 商譽

		HK\$'000 千港元
At 1 July 2016	於二零一六年七月一日	
Cost	成本	10,436
Accumulated impairment	累計減值	(10,436)
Net carrying amount	賬面淨值	-
Cost at 1 July 2016, net of accumulated impairment	於二零一六年七月一日之成本，已扣除累計減值	-
Acquisition of subsidiaries (notes 32(c)&(d))	收購附屬公司(附註32(c)及(d))	17,409
Impairment during the year	於本年度減值	-
Cost at 30 June 2017, net of accumulated impairment	於二零一七年六月三十日之成本，已扣除累計減值	17,409
At 30 June 2017	於二零一七年六月三十日	
Cost	成本	27,845
Accumulated impairment	累計減值	(10,436)
Net carrying amount	賬面淨值	17,409
Cost at 1 July 2017, net of accumulated impairment	於二零一七年七月一日之成本，已扣除累計減值	17,409
Acquisition of subsidiaries (notes 32(a)&(b))	收購附屬公司(附註32(a)及(b))	130,917
Impairment during the year	於本年度減值	(8,251)
Cost at 30 June 2018, net of accumulated impairment	於二零一八年六月三十日之成本，已扣除累計減值	140,075
At 30 June 2018	於二零一八年六月三十日	
Cost	成本	158,762
Accumulated impairment	累計減值	(18,687)
Net carrying amount	賬面淨值	140,075

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Year ended 30 June 2018 截至二零一八年六月三十日止年度

14. GOODWILL (Continued)

Impairment tests for cash-generating units containing goodwill

Goodwill is allocated to the Group's cash generating units ("CGU") that are expected to benefit from that business. A summary of goodwill by each reporting operating CGU is presented below:

		As at 30 June 於六月三十日	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Provision of online sales platforms	提供網上銷售平台	-	-
Property management and property agency services	物業管理及物業代理服務	8,158	16,409
Money-lending business	借貸業務	1,000	1,000
IP rights licensing and international IP development, media integrated marketing and distribution agency of sports goods business	知識產權授權及國際知識產權開發、媒體綜合營銷及分銷代理運動用品業務		
- arising from the Sense Acquisition	- 由三思收購事項而產生	72,729	-
- arising from the Strong Network Acquisition	- 由Strong Network收購事項而產生	58,188	-
		140,075	17,409

Goodwill acquired through business combination is allocated to the Group's cash generating units ("CGUs") that are expected to benefit from that business. The net carrying amount of goodwill represented HK\$0 (after deducting an impairment of HK\$10,436,000), HK\$8,158,000 (after deducting an impairment of HK\$8,251,000), HK\$1,000,000, HK\$72,729,000 and HK\$58,188,000 respectively, arose from acquisition of subsidiaries in (i) the provision of on-line sales platforms CGU; (ii) the property management and property agency services CGU; (iii) the money-lending business CGU; (iv) the Sense Media CGU and the Strong Network CGU regarding IP rights licensing and international IP development, media integrated marketing and distribution agency of sport goods business.

14. 商譽(續)

現金產生單位(包括商譽)減值測試

商譽分配至本集團預期可從該業務獲益的現金產生單位(「現金產生單位」)。按各報告經營現金產生單位劃分的商譽概要載列如下：

業務合併所獲得之商譽會於收購時分配至預期將受益於該業務之本集團的現金產生單位(「現金產生單位」)。商譽之賬面淨值指收購(i)提供網上銷售平台現金產生單位；(ii)物業管理及物業代理服務現金產生單位；(iii)借貸業務現金產生單位；(iv)有關知識產權授權及國際知識產權開發、媒體綜合營銷及分銷代理運動用品業務之三思傳媒現金產生單位及Strong Network現金產生單位附屬公司分別產生之零港元(經扣除10,436,000港元之減值後)、8,158,000港元(經扣除8,251,000港元之減值後)、1,000,000港元、72,729,000港元及58,188,000港元。

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Year ended 30 June 2018 截至二零一八年六月三十日止年度

14. GOODWILL (Continued)

Impairment tests for cash-generating units containing goodwill (Continued)

(a) Provision of property management and property agency services CGU and money-lending business CGU

The recoverable amounts of the provision of property management and property agency services CGU and money-lending business CGU have been determined on the basis of their value in use using discounted cash flow method.

The Directors engaged an independent valuer, Ascent Partners Valuation Service Limited ("Ascent Partners") to determine the recoverable amount of the provision of the property management and property agency services CGU. In addition, the Directors prepared the cash flow forecast to determine the recoverable amount of the money-lending business CGU.

The cash flow forecasts are prepared based on the most recent financial budgets approved by the senior management of the Group for the next five years from 2019 to 2023 (the "Budget Period") with the residual period.

The key assumptions for the discounted cash flow method are those regarding the discount rate, growth rate, terminal growth rate, gross margin and turnover during the Budget Period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The terminal growth rate is based on historical growth rate of the geographical area in which the businesses of the CGUs operate. These rates do not exceed the average long-term growth rates for the relevant markets. Budgeted revenue (i.e. average commission income of 1% on each property transaction and the loan interest income for the range from 8% to 12% on loan portfolio, respectively) and expenses are based on historical performance of the CGUs projected with growth rate not exceed the inflation rate.

14. 商譽(續)

現金產生單位(包括商譽)減值測試(續)

(a) 提供物業管理及物業代理服務現金產生單位及借貸業務現金產生單位

提供物業管理及物業代理服務現金產生單位及借貸業務現金產生單位之可收回金額已採用貼現現金流量法根據其使用價值釐定。

董事委聘獨立估值師艾升評估諮詢有限公司(「艾升評估」)以釐定提供物業管理及物業代理服務現金產生單位之可收回金額。此外，董事編製現金流量預測以釐定借貸業務現金產生單位之可收回金額。

現金流量預測乃基於經本集團高級管理層批准二零一九年至二零二三年未來五年(「預算期」)及剩餘期間之最近財務預算作出。

貼現現金流量法的主要假設與預算期內貼現率、增長率、終端增長率、毛利率及收入有關。本集團採用可反映目前市場對貨幣時間價值的評估及現金產生單位特定風險的稅前比率以估計貼現率。終端增長率乃以現金產生單位經營業務所在地區的歷史增長率為基準。該等比率並不超過相關市場的平均長期增長率。預算收益(即各物業交易之1%平均佣金收入及貸款組合之8%至12%貸款利息收入)及開支乃基於現金產生單位之過往表現釐定，預計增長率不高於通脹率。

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Year ended 30 June 2018 截至二零一八年六月三十日止年度

14. GOODWILL (Continued)

Impairment tests for cash-generating units containing goodwill (Continued)

(a) Provision of property management and property agency services CGU and money-lending business CGU (Continued)

Pursuant to their valuation report dated 14 September 2018 (the "Property Management Business Valuation"), the recoverable amount of the provision of the property management and property agency services CGU as at 30 June 2018 was assessed to be HK\$13,400,000. The decrease in the recoverable amount of the provision of the property management and property agency services CGU mainly due to decline in budgeted revenue. Accordingly, an impairment loss on goodwill of HK\$8,251,000 arising from the provision of property management and property agency services CGU was provided during the year.

In addition, based on the cash flow forecast arising from the money lending business (the "Money Lending Business Forecast") prepared by the Directors, they were of the opinion that no provision for impairment loss on goodwill arising from the money-lending business CGU was considered necessary during the year as the recoverable amount of the money-lending business CGU was higher than its carrying amount.

(b) Sense Media CGU and Strong Network CGU

The Sense Media CGU is a comprehensive operation platform for IP rights and also specialising in media integrated marketing business, including provision of integrated marketing, planning and design service for brands. The Sense Media CGU is also a pioneer of the "Intellectual Property + Augmented Reality + Food & Beverage" business concept in the PRC. Its concession rights on intellectual properties, namely "Le Petit Chef" and "Dinner Time Story": Marco Polo", has generated new business opportunities and revenue to the Group. The Sense Media CGU contributed a revenue of approximately HK\$24,742,000 to the Group since its acquisition.

The Strong Network CGU provides key distribution channels to the Sense Media CGU and the Group for their downstream businesses and provision of steady expansion of commercialised IPs within the PRC, through engagement with various cooperation partners which covers different provinces in the PRC. In addition, the Strong Network CGU commenced its business of distribution agency of sports goods. The Strong Network CGU contributed a revenue of approximately HK\$29,225,000 to the Group since its acquisition.

14. 商譽(續)

現金產生單位(包括商譽)減值測試(續)

(a) 提供物業管理及物業代理服務現金產生單位及借貸業務現金產生單位(續)

根據其日期為二零一八年九月十四日之估值報告(「物業管理業務估值」)，提供物業管理及物業代理服務現金產生單位於二零一八年六月三十日之可收回金額被評估為13,400,000港元。提供物業管理及物業代理服務現金產生單位之可收回金額減少乃主要由於預算收益減少。因此，於年內計提提供物業管理及物業代理服務現金產生單位產生之商譽減值虧損8,251,000港元。

此外，根據董事所編製借貸業務產生之現金流量預測(「借貸業務預測」)，彼等認為，於年內毋須就借貸業務現金產生單位產生之商譽作出減值虧損撥備，原因是借貸業務現金產生單位之可收回金額高於其賬面值。

(b) 三思傳媒現金產生單位及Strong Network現金產生單位

三思傳媒現金產生單位為知識產權綜合運營平台，專門從事媒體綜合營銷業務，包括為品牌提供綜合營銷、規劃及設計服務。三思傳媒現金產生單位亦是中國「知識產權+增強現實技術+餐飲」經營理念的先驅。其知識產權之特許經營權，即「Le Petit Chef」及「『晚餐故事』：Marco Polo」，已為本集團帶來新商機及收入。自收購三思傳媒現金產生單位起，其已為本集團貢獻收入約24,742,000港元。

Strong Network現金產生單位為三思傳媒現金產生單位及本集團的下游業務提供主要分銷渠道，並透過與涵蓋中國不同省份的各類合作夥伴接觸穩步擴張中國商業化知識產權。此外，Strong Network現金產生單位開始分銷代理運動用品業務。自收購Strong Network現金產生單位起，其已為本集團貢獻收入約29,225,000港元。

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Year ended 30 June 2018 截至二零一八年六月三十日止年度

14. GOODWILL (Continued)

Impairment tests for cash-generating units containing goodwill (Continued)

(b) Sense Media CGU and Strong Network CGU (Continued)

The recoverable amounts of the Sense Media CGU and the Strong Network CGU have been determined on the basis of their value in use using discounted cash flow method.

The Directors also engaged Ascent Partners to determine the recoverable amounts of the Sense Media CGU and the Strong Network CGU.

The cash flow forecasts are prepared based on the most recent financial budgets approved by the senior management of the Group for the next five years from 2019 to 2023 (the "Sense and Strong Network Budget Period") with the residual period.

The key assumptions for the discounted cash flow method are those regarding the discount rate, growth rate, terminal growth rate, gross margin and turnover during the Sense and Strong Network Budget Period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The terminal growth rate is based on historical growth rate of the geographical area in which the businesses of the CGUs operate. These rates do not exceed the average long-term growth rates for the relevant markets. Budgeted revenue based on past performance and expectations regarding market development and expenses are based on historical performance of the CGUs projected with growth rate not exceed the inflation rate.

Pursuant to their valuation reports dated 14 September 2018 (the "Sense Media and Strong Network Business Valuations"), the recoverable amounts of the Sense Media CGU and the Strong Network CGU as at 30 June 2018 were higher than their carrying amounts. Accordingly, no provision for impairment loss on goodwill arising from the Sense Media CGU and the Strong Network CGU are considered necessary.

14. 商譽(續)

現金產生單位(包括商譽)減值測試(續)

(b) 三思傳媒現金產生單位及 Strong Network 現金產生單位(續)

三思傳媒現金產生單位及 Strong Network 現金產生單位之可收回金額已採用貼現現金流量法根據其使用價值釐定。

董事亦委聘艾升評值以釐定三思傳媒現金產生單位及 Strong Network 現金產生單位之可收回金額。

現金流量預測乃基於經本集團高級管理層批准二零一九年至二零二三年未來五年(「三思及 Strong Network 預算期」)及剩餘期間之最近財務預算作出。

貼現現金流量法的主要假設與三思及 Strong Network 預算期內貼現率、增長率、終端增長率、毛利率及收入有關。本集團採用可反映目前市場對貨幣時間價值的評估及現金產生單位特定風險的稅前比率以估計貼現率。終端增長率乃以現金產生單位經營業務所在地區的歷史增長率為基準。該等比率並不超過相關市場的平均長期增長率。預算收益乃以市場發展的過往表現及預期為基準及開支乃基於現金產生單位之過往表現釐定，預計增長率不高於通脹率。

根據其日期為二零一八年九月十四日之估值報告(「三思傳媒及 Strong Network 業務估值」)，三思傳媒現金產生單位及 Strong Network 現金產生單位於二零一八年六月三十日之可收回金額高於其賬面值。因此，毋須就三思傳媒現金產生單位及 Strong Network 現金產生單位產生之商譽作出減值虧損撥備。

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14. GOODWILL (Continued)

Impairment tests for cash-generating units containing goodwill (Continued)

(b) Sense Media CGU and Strong Network CGU (Continued)

Apart from the above, the key assumptions used in the calculation of the Property Management Business Valuation, the Money-Lending Business Forecast, the Sense Media and Strong Network Business Valuations (i.e. average growth rates, terminal growth rates and pre-tax discount rates calculations) are as follows:

14. 商譽(續)

現金產生單位(包括商譽)減值測試(續)

(b) 三思傳媒現金產生單位及 Strong Network 現金產生單位(續)

除上述者外，用於計算物業管理業務估值、借貸業務預測、三思傳媒及 Strong Network 業務估值的主要假設(即計算平均增長率、終端增長率及稅前貼現率)如下所示：

CGUs	Average growth rate in the budget period 預算期內的平均增長率	Terminal growth rate beyond the budget period 預算期後的終端增長率	Pre-tax discount rate 稅前貼現率
現金產生單位			
Provision of property management and property agency services 提供物業管理及物業代理服務	(4.1%) (2017: 15.5%) (二零一七年： 15.5%)	3.08% (2017: 3.11%) (二零一七年： 3.11%)	15.71% (2017: 14.56%) (二零一七年： 14.56%)
Money-lending business 借貸業務	3% (2017: 3%) (二零一七年： 3%)	3.11% (2017: 3.11%) (二零一七年： 3.11%)	19.82% (2017: 19.82%) (二零一七年： 19.82%)
IP rights licensing and international IP development, media integrated marketing and distribution agency of sports goods business: 知識產權授權及國際知識產權開發、媒體綜合營銷及分銷代理運動用品業務：			
– Sense Acquisition – 三思收購事項	18.5% (2017: N/A) (二零一七年： 不適用)	2.61% (2017: N/A) (二零一七年： 不適用)	19.82% (2017: N/A) (二零一七年： 不適用)
– Strong Network Acquisition – Strong Network收購事項	12% (2017: N/A) (二零一七年： 不適用)	2.61% (2017: N/A) (二零一七年： 不適用)	25.52% (2017: N/A) (二零一七年： 不適用)

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15. OTHER INTANGIBLE ASSETS

15. 其他無形資產

		On-line sales platforms 網上銷售平台 HK\$'000 千港元	Concession rights on intellectual properties 知識產權之 特許經營權 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 July 2016	於二零一六年七月一日			
Cost	成本	24,875	-	24,875
Accumulated impairment	累計減值	(19,260)	-	(19,260)
Net carrying amount	賬面淨值	5,615	-	5,615
At 1 July 2016, net of accumulated impairment impairment during the year	於二零一六年七月一日， 已扣除累計減值 於本年度減值	5,615 (1,715)	- -	5,615 (1,715)
At 30 June 2017, net of accumulated impairment	於二零一七年六月三十日， 已扣除累計減值	3,900	-	3,900
At 30 June 2017	於二零一七年六月三十日			
Cost	成本	24,875	-	24,875
Accumulated impairment	累計減值	(20,975)	-	(20,975)
Net carrying amount	賬面淨值	3,900	-	3,900
At 30 June 2017 and 1 July 2017	於二零一七年六月三十日及 二零一七年七月一日			
Cost	成本	24,875	-	24,875
Accumulated impairment	累計減值	(20,975)	-	(20,975)
Net carrying amount	賬面淨值	3,900	-	3,900
At 1 July 2017, net of accumulated impairment	於二零一七年七月一日， 已扣除累計減值	3,900	-	3,900
Acquisition of subsidiaries (notes 32(a) and (b))	收購附屬公司 (附註32(a)及(b))	-	3,018	3,018
Additions	添置	-	2,555	2,555
Amortisation provided during the year	年內攤銷撥備	-	(604)	(604)
Exchange realignment	匯兌調整	-	18	18
Impairment during the year	於本年度減值	-	-	-
At 30 June 2018, net of accumulated impairment	於二零一八年六月三十日， 已扣除累計減值	3,900	4,987	8,887
At 30 June 2018	於二零一八年六月三十日			
Cost	成本	24,875	5,591	30,466
Accumulated impairment and amortisation	累計減值及攤銷	(20,975)	(604)	(21,579)
Net carrying amount	賬面淨值	3,900	4,987	8,887

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15. OTHER INTANGIBLE ASSETS (Continued)

The cost of other intangible assets mainly represents (i) three online sales platforms for trading of merchandises through internet acquired by the Group during the years ended 30 June 2016 and 2012 respectively; (ii) several concession rights on intellectual properties leased during the year ended 30 June 2018.

On-line sales platforms

Platform 1

The Group made a full impairment of HK\$19,260,000 in previous years on the carrying amount of one of its on-line sales platforms relevant to a subsidiary to facilitate the trading of merchandises between sellers and buyers through the internet platform, which had been closed down in previous year.

Platform 2

The Group closed down one of its on-line sales platforms relevant to a subsidiary to facilitate the trading of luxury goods through internet platform in the previous year due to (i) the unsatisfactory performance of the luxury goods platform; and (ii) keen competition in the e-commerce business. As a result of the closure of the luxury goods platform, a full impairment of HK\$1,715,000 on the carrying amount of the luxury goods platform had been provided in previous year.

Platform 3

The Directors engaged Ascent Partners to determine the recoverable amount of this on-line sales platform relevant to business of e-commerce segment.

The fair value measurement is using Level 2 inputs which are not using significant unobservable inputs and there is no change in the fair value hierarchy as compared to previous years.

The key assumptions for the relief-from-royalty method are those regarding the discount rate, growth rate, royalty rate and budgeted turnover during the budget period. The Group estimates discount rate using pre-tax rate that reflect current market assessments of the time value of money and the risks specific to the e-commerce segment. The growth rate used in the budget do not exceed the long-term average economic growth rate of the geographical area in which the businesses of the e-commerce segment operate. The royalty rate is based on market information specific to the e-commerce segment. Budgeted gross margin and turnover are based on past practices and expectations on market development.

15. 其他無形資產(續)

其他無形資產成本主要指(i)本集團分別於截至二零一六年及二零一二年六月三十日止年度取得的網絡商品交易的三個網上銷售平台；(ii)於截至二零一八年六月三十日止年度租賃的若干知識產權之特許經營權。

網上銷售平台

平台1

本集團於早前年度已就其於附屬公司的其中一個用於提供網上平台(已於早前年度關閉)為買賣雙方提供了一個採購交易平台之賬面值作出全數為約19,260,000港元減值撥備。

平台2

本集團於去年關閉附屬公司其中一個用作提供奢侈品買賣的網上平台的網上銷售平台，原因是(i)該奢侈品平台的業績未如理想；及(ii)電子商務業務的競爭激烈。由於該奢侈品平台已關閉，於早前年度已就該奢侈品平台之賬面值計提1,715,000港元之全數減值撥備。

平台3

董事委聘艾升評值以釐定該電子商務業務分部網上銷售平台之可收回金額。

公平值計量乃使用第二級輸入數據，並無使用重大不可觀察輸入數據，且與過往年度之公平值層級並無分別。

免納專利權費方法之主要假設與預算期內之貼現率、增長率、專利費率及預算收入有關。本集團按可反映現時市場評估之貨幣時間價值及電子商務分部特定風險之稅前貼現率估計貼現率。預算中所使用之增長率並不超過電子商務分部業務經營所在地理區域之平均經濟增長率。專利費率乃按電子商務分部之特定市場資料得出。預算毛利率及收入乃按過往做法及對市場發展之預期得出。

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15. OTHER INTANGIBLE ASSETS (Continued)

Platform 3 (Continued)

The discount rate applied to the cash flow projection is 21.09% (2017: 19.82%), the royalty rate applied to the royalty savings from owing the platform was 4.7% (2017: 4.7%) based on turnover, and cash flow beyond the five years period is extrapolated using a zero growth rate (2017: zero growth rate).

Pursuant to their valuation report dated 14 September 2018 (the "IA Valuation"), the recoverable amount of this on-line sales platform as at 30 June 2018 was higher than its carrying amount. Accordingly, no provision for impairment loss on this on-line sales platform is considered necessary.

Concession rights on intellectual properties

Le Petit Chef Series and Dinner Time Story: Marco Polo

The concession rights on intellectual properties ("IPs"), namely Le Petit Chef Series ("Le Petit Chef") and Dinner Time Story: Marco Polo ("Marco Polo") (notes 32(a) and 32(b)), were granted by the original IPs' owner to 上海高漢新豪文化傳媒有限公司, a subsidiary of the Group, for a period ranging from 3 to 5 years. Pursuant to copyright agreements dated 28 April 2017 and 23 June 2017 (collectively, the "Copyright Agreements"), respectively, the Group were granted concession rights to use Le Petit Chef and Marco Polo in the Greater China Region, including but not limited to the drawings, written works, story boards and layouts, videos characters, videos games, video games printed books, on-line publications and videos.

With reference to the Sense Media and Strong Network Business Valuations, details of which are set out in note 14 to the consolidated financial statements, the Directors are of the opinion that no provision for impairment loss on concession rights regarding Le Petit Chef and Marco Polo are considered necessary during the year as the recoverable amount of concession rights regarding Le Petit Chef and Marco Polo were higher than its carrying amount.

15. 其他無形資產(續)

平台3(續)

現金流預測所採用之貼現率為21.09%(二零一七年：19.82%)，以收入為計，擁有該等平台節省之專利費所採用之專利費率為4.7%(二零一七年：4.7%)，五年期後之現金流量乃按零增長率推斷(二零一七年：零增長率)。

根據其日期為二零一八年九月十四日之估值報告(「艾升評估估值」)，該網上銷售平台於二零一八年六月三十日之可收回金額高於其賬面值。因此，毋須就該網上銷售平台作出減值虧損撥備。

知識產權之特許經營權

Le Petit Chef Series及晚餐故事：Marco Polo

知識產權(「知識產權」)(即 Le Petit Chef Series(「Le Petit Chef」)及晚餐故事：Marco Polo(「Marco Polo」))(附註32(a)及32(b))之特許經營權由原知識產權擁有人授予本集團之附屬公司上海高漢新豪文化傳媒有限公司，期限為3至5年。根據日期分別為二零一七年四月二十八日及二零一七年六月二十三日之版權協議(統稱「版權協議」)，本集團獲授特許經營權，可於大中華地區使用Le Petit Chef及Marco Polo，包括但不限於繪畫、文字作品、腳本及佈局、視頻字幕、視頻遊戲、視頻遊戲印刷書籍、在線出版物及視頻。

經參考三思傳媒及Strong Network業務估值(詳情載於綜合財務報表附註14)，董事認為，於年內毋須就Le Petit Chef及Marco Polo之特許經營權作出減值虧損撥備，原因是Le Petit Chef及Marco Polo之特許經營權之可收回金額高於其賬面值。

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15. OTHER INTANGIBLE ASSETS (Continued)

Concession rights on intellectual properties (Continued)

Cocktail Factory and Picxel

During the year, the Group was further granted rights to use another 2 IPs namely Cocktail Factory and Picxel (together with Le Petit Chef and Marco Polo, collectively the "IP Concession Rights") from the original IPs' owner at a consideration of HK\$2,555,000. Pursuant to license agreements dated 1 May 2018 and 10 April 2018, the Group was granted concession rights to use Cocktail Factory and Picxel in the People's Republic of China.

Based on the cash flow forecast of Cocktail Factory and Picxel, no provision for impairment loss on concession rights regarding Cocktail Factory and Picxel was considered necessary during the year as the recoverable amount of the concession rights regarding Cocktail Factory and Picxel were higher than its carrying amount.

The Directors were of the opinion that the IP Concession Rights are considered to have a useful life, which are reference to their corresponding concession period in according with the Copyright Agreements or with reference to similar IPs. The IP Concession Rights are carried at cost less accumulated amortisation. The Directors have assessed the IP Concession Rights at each of the reporting period and no impairment was provided during the year as they are of the opinion that the recoverable amount of the IP Concession Rights is higher than its carrying amount.

15. 其他無形資產(續)

知識產權之特許經營權(續)

Cocktail Factory及Picxel

於年內，本集團進一步自原知識產權擁有人獲授使用另外兩項知識產權Cocktail Factory及Picxel(連同Le Petit Chef及Marco Polo統稱「知識產權之特許經營權」)，代價為2,555,000港元。根據日期為二零一八年五月一日及二零一八年四月十日之授權協議，本集團獲授特許經營權，可於中華人民共和國使用Cocktail Factory及Picxel。

根據Cocktail Factory及Picxel之現金流量預測，於年內毋須就Cocktail Factory及Picxel之特許經營權作出減值虧損撥備，原因是Cocktail Factory及Picxel之特許經營權之可收回金額高於其賬面值。

根據版權協議參考其相應特許經營期間或類似知識產權，董事認為，知識產權之特許經營權被認為有使用年期。知識產權之特許經營權按成本減累計攤銷列賬。董事已於各報告期間評估知識產權之特許經營權，由於其認為可收回知識產權之特許經營權之金額高於其賬面值，故於年內概無計提減值撥備。

16. INTEREST IN ASSOCIATES

16. 於聯營公司之權益

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Unlisted shares, at cost*	按成本計量的非上市股份*	1,085	-
Due from an associate	應收聯營公司款項	2,306	-

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16. INTEREST IN ASSOCIATES (Continued)

- * The investment cost represented 40% equity interest in a private company (the "Associate") established in the PRC, which is principally engaged in the provision of advertising, exhibition, designing, and IP development. The Associate is newly acquired by the Group on 25 January 2018 through the acquisition a subsidiary, Strong Network International Limited ("Strong Network") (note 32(b)). Upon the acquisition, the Group did not take up its result during the period from 25 January 2018 to 30 June 2018 as it was immaterial to the consolidated financial statements.

The amount due from an associate is unsecured, interest free and has no fixed terms of repayment, which is included in the deposits and other receivable (note 21(c)).

The following table illustrates the aggregate financial information of the Group's associate that are not individually material:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Share of the associate's profit for the year	應佔聯營公司本年度溢利	-	-
Share of the associate's other comprehensive income	應佔聯營公司其他全面收益	-	-
Share of the associate's total comprehensive income	應佔聯營公司全面收益總額	-	-
Aggregate carrying amount of the Group's investments in the associate	本集團投資聯營公司之總賬面值	1,085	-

Apart from the above, the Group acquired 25% equity interests in Strong Network (note 32(b)) at a consideration of HK\$15,000,000 and treated as an associate of the Company since 22 December 2017. Subsequently, the Group further acquired 75% equity interests in Strong Network on 25 January 2018 and which became a subsidiary of the Company since then (note 32(b)). During the period from 22 December 2017 to 25 January 2018, the Group has taken up its result of approximately HK\$176,000 to the consolidated statement of profit or loss.

16. 於聯營公司之權益(續)

- * 投資成本佔於中國成立的一間私人公司(「聯營公司」)的40%股權，聯營公司主要從事提供廣告、展覽、設計及開發知識產權。本集團透過收購附屬公司Strong Network International Limited(「Strong Network」)(附註32(b))於二零一八年一月二十五日新購聯營公司。於收購後，由於聯營公司業績對綜合財務報表而言並不重大，故本集團於二零一八年一月二十五日至二零一八年六月三十日期間並未計入其業績。

應收聯營公司款項為無抵押、免息及無固定還款期。該款項已包括在按金及其他應收款項(附註21(c))。

下表列示本集團個別不重要的聯營公司之財務資料匯總：

除上述者外，本集團收購Strong Network 25%股權(附註32(b))，代價為15,000,000港元，並自二零一七年十二月二十二日起視為本集團之聯營公司。隨後，本集團於二零一八年一月二十五日進一步收購Strong Network的75%股權，而Strong Network自此成為本公司附屬公司(附註32(b))。於二零一七年十二月二十二日至二零一八年一月二十五日期間，本集團將其業績約176,000港元計入綜合損益表。

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17. AVAILABLE-FOR-SALES INVESTMENTS

17. 可供出售投資

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Listed investments, at fair value	按公平值計量的上市投資		
Equity securities listed in Hong Kong	於香港上市的股本證券	-	29,700
Unlisted investments, at cost	按成本計量的非上市投資	13,000	-
		13,000	29,700

The fair values of the listed investments were determined based on the quoted market prices. During the year, the Group disposed of all listed investments of the available-for-sales investment through the Stock Exchange. The decrease in the fair value of available-for-sales investments recognised in other comprehensive income amounted to approximately HK\$7,050,000 (2017: approximately HK\$979,000), of which none (2017: approximately HK\$88,000) was determined to be impaired, and therefore, it was reclassified from the consolidated statement of other comprehensive income to the consolidated statement of profit or loss for the year. The listed investments were fully disposed of during the year and a loss on disposal of available for sales investments of approximately HK\$20,079,000 (note 6) was recognised.

As at 30 June 2018, certain unlisted investments with carrying amount of approximately HK\$13,000,000 (2017: Nil) were stated at cost less impairment because the Directors are of the opinion that their fair value cannot be measured reliably.

上市投資之公平值乃按市場報價釐定。於本年度，本集團透過聯交所出售所有可供出售投資之上市投資。於其他全面收益確認之可供出售投資之公平值減少約7,050,000港元(二零一七年：約979,000港元)，其中零港元(二零一七年：約88,000港元)已釐定為減值，因此已於本年度由綜合其他全面收益表重新分類至綜合損益表。年內，上市投資獲全數出售及就出售可供出售投資確認虧損約20,079,000港元(附註6)。

於二零一八年六月三十日，若干非上市投資之賬面值約13,000,000港元(二零一七年：無)乃按成本值減減值列賬，因為董事認為不能夠可靠地計量其公平值。

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18. LOAN AND INTEREST RECEIVABLES

18. 應收貸款及利息賬款

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Loan receivables	應收貸款賬款	108,062	93,050
Interest receivables	應收利息賬款	1,028	1,111
Impairment	減值	(20,000)	-
Net carrying amounts	賬面淨值	89,090	94,161
Less: Current portion of loan and interest receivables	減：應收貸款及利息賬款之流動部分	(89,090)	(74,161)
Non-current portion of loan and interest receivables	應收貸款及利息賬款之非流動部分	-	20,000

Loan and interest receivables represent outstanding principal and interest arising from the money-lending business of the Group. All of the loan receivables are entered with contractual maturity within 6 months to 24 months. The Group seeks to maintain strict control over its loan and interest receivables in order to minimise credit risk by reviewing the borrowers' financial positions.

The loan receivables are interest-bearing at rates mutually agreed between the contracting parties, ranging from 8% to 12% per annum. As at 30 June 2018, all loan receivables of the Group were unsecured.

The movement for impairment of loan and interest receivables is as follows:

應收貸款及利息賬款指由本集團借貸業務所產生之尚未收回本金及利息。所有該等應收貸款賬款所訂合約到期日介乎於6個月至24個月內。本集團力求維持嚴格控制其應收貸款及利息賬款，透過審查借款人之財務狀況，以降低信貸風險。

應收貸款賬款按訂約方之間相互協定之利率介乎每年8%至12%計息。於二零一八年六月三十日，本集團所有應收貸款賬款為無抵押。

應收貸款及利息賬款之減值變動如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of year	於年初	-	-
Impairment losses recognised (note 6)	已確認減值虧損(附註6)	20,000	-
At end of year	於年末	20,000	-

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18. LOAN AND INTEREST RECEIVABLES

(Continued)

The loan and interest receivables at the end of the reporting period are analysed by the remaining period to contractual maturity date as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Receivable:	應收款項：		
Within 3 months	三個月內	1,002	2,330
3 months to 1 year	三個月至一年	88,088	71,831
Over 1 year	超過一年	-	20,000
		89,090	94,161
Less: Current portion of loan and interest receivables	減：應收貸款及利息賬款之流動部分	(89,090)	(74,161)
Non-current portion of loan and interest receivables	應收貸款及利息賬款之非流動部分	-	20,000

18. 應收貸款及利息賬款(續)

於報告期末，根據合同到期日餘下期間計算之應收貸款及利息賬款之分析如下：

19. INVENTORIES

At 30 June 2018, the Group's inventories with carrying amount of HK\$1,656,000 (2017: HK\$2,807,000) represented merchandises for sales which were stated at the lower of cost or net realisable value.

19. 存貨

於二零一八年六月三十日，本集團賬面值為1,656,000港元(二零一七年：2,807,000港元)之存貨是銷售商品，以成本或可變現淨值兩者中較低者列賬。

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20. TRADE RECEIVABLES

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trade receivables	應收貿易賬款	25,335	4,197
Impairment (note 6)	減值(附註6)	(99)	-
		25,236	4,197

The Group's terms on credit sales primarily range from 30 to 180 days (2017: 30 to 180 days).

Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest bearing.

An ageing analysis of the trade receivables (net of provision) as at the end of the reporting period, based on the invoice date, is as follows:

20. 應收貿易賬款

本集團之除銷期限一般由30天至180天不等(二零一七年: 30天至180天)。

高級管理層定期檢討逾期結餘。鑑於上述各項及本集團之應收貿易賬款乃與分散客戶有關，故並無重大信貸風險集中之情況。應收貿易賬款為不計息。

於報告期末，按發票日期計算之應收貿易賬款(扣除撥備)之賬齡分析如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current	即期	14,245	2,150
31 – 60 days	31 – 60天	6,987	2,047
61 – 90 days	61 – 90天	3,881	-
91 – 180 days	91 – 180天	123	-
Over 180 days	超過180天	-	-
		25,236	4,197

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20. TRADE RECEIVABLES (Continued)

The ageing analysis of the trade receivables that are not (neither individually nor collectively) considered to be impaired is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Neither past due nor impaired	未逾期及未減值	14,245	2,150
Less than 1 month past due	逾期少於一個月	6,987	2,047
1 to 3 months past due	逾期一至三個月	3,881	-
3 to 6 months past due	逾期三至六個月	123	-
Over 6 months	超過六個月	-	-
		25,236	4,197

Trade receivables that were neither past due nor impaired relate to diversified customers for whom there was no recent history of default.

Trade receivables that were past due but not impaired relate to customers that have a good track record with the Group. Based on past experience, the Directors are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

20. 應收貿易賬款(續)

並非視為減值(不論個別或整體減值)之應收貿易賬款之賬齡分析如下：

並無逾期亦無減值之應收貿易賬款為近期並無拖欠記錄之分散客戶之欠款。

逾期但未減值之應收貿易賬款與於本集團有良好記錄之客戶有關。根據過往經驗，由於信貸質素並無重大變動，而此等結餘仍被視為可全數收回，故董事認為毋須就此等結餘作出減值撥備。本集團並無就此等結餘持有任何抵押品或其他改良信貸。

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21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

21. 預付款項、按金及其他應收款項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Prepayments	預付款項	801	534
Trade deposits	貿易按金	16,384	20,835
Deposits and other receivables (note (c))	按金及其他應收款項(附註(c))	27,251	12,575
Frozen amounts (note (a))	被凍結款項(附註(a))	39,156	39,156
Tax recoverable	可收回稅項	874	-
Deposits for the acquisition of the Sense Media Group (note (b))	收購三思傳媒集團之 按金(附註(b))	-	5,000
		84,466	78,100

Notes:

- (a) As detailed in note 40 to the consolidated financial statements, the balances of US\$5,000,000 (equivalent to approximately HK\$39,000,000) and US\$20,000 (equivalent to approximately HK\$156,000) (collectively the "Frozen Amounts") had been frozen by Silicon Valley Bank and PayPal, since August 2014 and October 2012, respectively. The Directors consider that the Frozen Amounts have been frozen and were temporarily restrained for the Group's free usage and therefore, such balances were classified as "other receivables". Subsequent to the end of the reporting period on 12 September 2018, the district court has made an order that the plaintiff may obtain disbursement in the sum of approximately US\$2,681,000 from the Frozen Amounts.
- (b) As detailed in note 32(a) to the consolidated financial statements, the Group acquired (i) 100% equity interest in Sense Media Group Limited and its subsidiaries (collectively referred as the "Sense Media Group"); and (ii) the outstanding loan owing by the Sense Media Group to the vendor at a consideration of HK\$80,000,000 (subject to adjustments). As at 30 June 2017, a deposit of HK\$5,000,000 has been paid by the Group to the vendor. The acquisition was completed on 7 August 2017.
- (c) Included in the deposits and other receivables was an amount due from an associate of approximately HK\$2,306,000, details of which are stated in note 16 to the consolidated financial statements.

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

附註：

- (a) 誠如綜合財務報表附註40，結餘5,000,000美元(相等於約39,000,000港元)及20,000美元(相等於約156,000港元)(合稱「凍結款項」)分別由二零一四年八月及二零一二年十月開始被硅谷銀行及PayPal凍結。董事認為該凍結款項已被凍結及暫時禁止由本集團自由動用，故分類為「其他應收款項」。於報告期末後，於二零一八年九月十二日，區域法院已頒佈命令，原告可以從凍結款項中獲得付款合共約2,681,000美元。
- (b) 誠如綜合財務報表附註32(a)所述，本集團收購三思傳媒有限公司及其附屬公司(統稱為「三思傳媒集團」)的100%股權；及(ii)三思傳媒集團結欠賣方之未償還貸款，代價為80,000,000港元(可予調整)。於二零一七年六月三十日，本集團已向賣方支付5,000,000港元之按金。該收購事項已於二零一七年八月七日完成。
- (c) 應收聯營公司款項約2,306,000港元已計入按金及其他應收款項，詳情載於綜合財務報表附註16。

概無以上資產為逾期或已減值。上述結餘包括之金融資產乃與最近並無拖欠記錄之應收款項有關。

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22. EQUITY INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS 22. 按公平值計入損益之股本投資

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Listed equity investments, at market value	上市股本投資，按市價計算	40,995	219

The fair values of the equity investments were determined based on the quoted market prices. The above equity investments as at 30 June 2018 and 2017 were classified as held for trading and were, upon initial recognition, designated by the Group as financial assets at fair value through profit or loss.

股本投資之公平值乃根據市場價格釐定。於二零一八年及二零一七年六月三十日，上述股本投資被分類為持作買賣，在初始確認時，本集團指定為按公平值計入損益之金融資產。

23. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS 23. 現金及現金等值項目及已抵押存款

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	43,046	94,458
Time deposits	定期存款	310	310
		43,356	94,768
Less: Pledged time deposits for securing banking and other credit facilities	減：為獲取就銀行及其他信貸 融資而抵押之 定期存款	(310)	(310)
Cash and cash equivalents	現金及現金等值項目	43,046	94,458

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23. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS (Continued)

At the end of the reporting period, cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to approximately HK\$5,535,000 (2017: approximately HK\$959,000) in the PRC. RMB is not freely convertible into other currencies. However, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

The banking and other credit facilities of the Group were secured by the Group's time deposits amounting to approximately HK\$310,000 (2017: approximately HK\$310,000).

24. TRADE PAYABLES

An ageing analysis of trade payables as at the end of the reporting period, based on payment due date, is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current	即期	10,293	8,043
31 – 60 days	31 – 60天	1,163	-
61 – 90 days	61 – 90天	107	-
91 – 180 days	91 – 180天	-	589
Over 180 days	超過180天	10,521	11,026
		22,084	19,658

23. 現金及現金等值項目及已抵押存款(續)

於報告期末，本集團於中國以人民幣(「人民幣」)計值之現金及銀行結餘約為5,535,000港元(二零一七年：約959,000港元)。人民幣不可以自由兌換為其他外幣，然而，根據中國外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准通過獲授權進行外匯交易之銀行將人民幣兌換為其他外幣。

本集團之銀行及其他信貸融資乃以本集團的定期存款約310,000港元(二零一七年：約310,000港元)作為抵押。

24. 應付貿易賬款

應付貿易賬款於報告期末分別按付款到期日計之賬齡分析如下：

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25. OTHER PAYABLES, DEPOSITS RECEIVED AND ACCRUALS

25. 其他應付款項、已收按金及應計費用

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Other payables	其他應付款項	1,840	4,678
Deposits received	已收按金	785	-
Accruals	應計費用	10,004	9,101
Provision for litigation and legal fee (note (a))	訴訟及法律費用撥備(附註(a))	40,000	49,452
		52,629	63,231

Note:

- (a) The Group is a defendant of a litigation in the U.S. in respect of its e-commerce business through on-line sales platforms since August 2012. The balance of approximately HK\$40,000,000 (2017: approximately HK\$49,952,000) represented the provision for litigation and legal fee, details of which are stated in note 40 to the consolidated financial statements.

Other payables and accruals are non-interest-bearing and normally settled within one year.

26. DEPOSITS RECEIVED IN ADVANCE

Normally, a full payment in advance is required from e-commerce customers (the "e-Customers") upon placing orders. As at 30 June 2018, the deposits received in advance of approximately HK\$2,258,000 (2017: approximately HK\$1,487,000) represented deposits received from the e-Customers for merchandises delivered by the Group subsequent to the end of the reporting period.

附註：

- (a) 本集團自二零一二年八月起為美國一項有關透過其網上銷售平台進行電子商務業務之訴訟之被告人。為數約40,000,000港元(二零一七年：約49,952,000港元)之結餘為訴訟及法律費用之撥備，其詳情載於綜合財務報表附註40。

其他應付款項及應計費用為免息，通常於一年內支付。

26. 預收按金

電子商務之客戶(「電子客戶」)一般須在購貨前全數預先付款。於二零一八年六月三十日，該電子客戶提供約2,258,000港元(二零一七年：約1,487,000港元)為預收按金。本集團已於報告期末後將相關貨品運送給電子客戶。

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27. CONVERTIBLE BONDS

During the year, the Group issued 2 convertible bonds in August 2017 (the "August 2017 CB") and December 2017 (the "December 2017 CB"), respectively, with details as follows:

The August 2017 CB

On 7 August 2017, the Company issued a zero coupon redeemable convertible bond with nominal value of HK\$70,000,000 due in August 2020, comprising of HK\$40,000,000 (the "1st Tranche Lockup CB") and HK\$30,000,000 (the "2nd Tranche Lockup CB") as part of the consideration for the Sense Acquisition (as defined in note 32(a)). The 1st Tranche Lockup CB and the 2nd Tranche Lockup CB are conditionally convertible into ordinary shares of the Company at an initial conversion price of HK\$0.138 per conversion share (subject to adjustments in accordance with the terms of the August 2017 CB).

Based on the conversion price of HK\$0.138 per conversion share (subject to adjustments), a maximum number of 507,246,376 conversion shares will be allotted and issued, representing 18.27% of the existing issued share capital of the Company and approximately 15.45% of the issued share capital of the Company as enlarged by the allotment and issue of the conversion shares.

The 1st Tranche Lockup CB shall be convertible when (i) the audited consolidated financial statements of the Sense Media Group for the First Guarantee Period (as defined in note 32(a)) is issued and the First Year Target Profit (as defined in note 32(a)) is achieved; and (ii) if the First Year Target Profit is not achieved, full payment of cash compensation has been made to the Company.

The 2nd Tranche Lockup CB shall be convertible when (i) the audited consolidated financial statements of the Sense Media Group for the Second Guarantee Period (as defined in note 32(a)) is issued and the Second Year Target Profit (as defined in note 32(a)) is achieved; and (ii) if the Second Year Target Profit is not achieved, full payment of the cash compensation has been made to the Company.

27. 可換股債券

於年內，本集團分別於二零一七年八月（「二零一七年八月可換股債券」）及二零一七年十二月（「二零一七年十二月可換股債券」）發行2批可換股債券，詳情如下：

二零一七年八月可換股債券

於二零一七年八月七日，本公司發行面值為70,000,000港元並於二零二零年八月到期的零票息可贖回可換股債券，當中包括40,000,000港元（「第一批禁售可換股債券」）及30,000,000港元（「第二批禁售可換股債券」）作為三思收購事項（如附註32(a)所界定）的部分代價。第一批禁售可換股債券及第二批禁售可換股債券可有條件按初步換股價每股換股股份0.138港元（可根據二零一七年八月可換股債券條款予以調整）轉換為本公司普通股。

按換股價每股換股股份0.138港元（可予調整）計算，最多507,246,376股換股股份將予以配發及發行，相當於本公司現有已發行股本之18.27%及經配發及發行換股股份擴大之本公司已發行股本約15.45%。

第一批禁售可換股債券於以下條件獲達成時可予轉換：(i)就首個擔保期間（如附註32(a)所界定）出具三思傳媒集團經審核綜合財務報表及達成第一年目標溢利（如附註32(a)所界定）；及(ii)倘第一年目標溢利未達成，向本公司全數支付現金補償。

第二批禁售可換股債券於以下條件獲達成時可予轉換：(i)就第二個擔保期間（如附註32(a)所界定）出具三思傳媒集團經審核綜合財務報表及達成第二年目標溢利（如附註32(a)所界定）；及(ii)倘第二年目標溢利未達成，向本公司全數支付現金補償。

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27. CONVERTIBLE BONDS (Continued)

The August 2017 CB (Continued)

Pursuant to the convertible bond instrument, the Company has been granted a redemption right (the "Redemption Right") to redeem the 1st Tranche Lockup CB and the 2nd Tranche Lockup CB at any time before their maturity. Based on a valuation performed by Ascent Partners, an independent valuer, the Directors were of the opinion that the fair value of the Redemption Right was not material to the consolidated financial statements as at the date of inception and at the end of the reporting period and no recognition of the fair value of the Redemption Right was made in the consolidated financial statements.

The fair value of the liability component of the August 2017 CB was calculated using a market interest rate for an equivalent non-convertible bond. The liability component of the August 2017 CB is subsequently stated at amortised cost until extinguished on conversion or maturity of the bonds. The residual amount represented the conversion option and was included in shareholders' equity.

Imputed interest expense on the August 2017 CB is calculated using the effective interest method by applying the effective interest rate of 9.90% per annum.

The December 2017 CB

On 1 December 2017, the Company further issued a convertible bond with nominal value of HK\$100,000,000 carrying a coupon rate of 2.5% due in November 2020. The December 2017 CB is convertible into ordinary shares of the Company at an initial conversion price of HK\$0.181 per conversion share (subject to adjustments in accordance with the terms of the December 2017 CB).

Based on the conversion price of HK\$0.181 per conversion share (subject to adjustments), a maximum number of 552,486,187 conversion shares will be allotted and issued, representing approximately 19.90% of the existing issued share capital of the Company and approximately 16.60% of the issued share capital of the Company as enlarged by the allotment and issue of the conversion shares.

27. 可換股債券(續)

二零一七年八月可換股債券(續)

根據可換股債券文據，本公司獲授予贖回權（「贖回權」），可於到期前任何時間贖回第一批禁售可換股債券及第二批禁售可換股債券。根據獨立估值師艾升評值進行之估值，董事認為，於報告期間開始日期及結束時，贖回權之公平值對綜合財務報表而言並不重大，故並無於綜合財務報表中確認贖回權之公平值。

二零一七年八月可換股債券之負債部份公平值乃使用等同不可換股債券之市場利率計算。二零一七年八月可換股債券之負債部份其後按攤銷成本列賬直至於債券獲轉換或到期時消失為止。剩餘金額反映轉換權，乃列入股東權益。

二零一七年八月可換股債券之推算利息開支乃採用實際利率法，按實際年利率9.90%計算。

二零一七年十二月可換股債券

於二零一七年十二月一日，本公司進一步發行面值為100,000,000港元的可換股債券，票面息率為2.5%，於二零二零年十一月到期。二零一七年十二月可換股債券可按初步換股價每股換股股份0.181港元（可按二零一七年十二月可換股債券的條款予以調整）轉換為本公司普通股。

按換股價每股換股股份0.181港元（可予調整）計算，最多552,486,187股換股股份將予以配發及發行，相當於本公司現有已發行股本約19.90%及經配發及發行換股股份擴大之本公司已發行股本約16.60%。

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27. CONVERTIBLE BONDS (Continued)

The December 2017 CB (Continued)

The fair value of the liability component of the December 2017 CB was calculated using a market interest rate for an equivalent non-convertible bond. The liability component of the December 2017 CB is subsequently stated at amortised cost until extinguished on conversion or maturity of the bonds. The residual amount represented the conversion option and was included in shareholders' equity.

Imputed interest expense on the December 2017 CB is calculated using the effective interest method by applying the effective interest rate of 11.90% per annum.

The August 2017 CB and the December 2017 CB have been split into the liability and equity components as follows:

		August 2017 CB 二零一七年 八月 可換股債券 HK\$'000 千港元	December 2017 CB 二零一七年 十二月 可換股債券 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Nominal value of convertible bonds issued during the year	本年度發行的可換股債券面值	70,000	100,000	170,000
Equity component	權益部分	(17,259)	(21,164)	(38,423)
Direct transaction costs attributable to the liability component*	負債部分應佔直接交易成本*	-	(1,971)	(1,971)
Liability component at the issuance date	於發行日期的負債部分	52,741	76,865	129,606
Imputed interest expense (note 7)	推算利息開支(附註7)	4,690	5,334	10,024
Interest paid	已付利息	-	(1,451)	(1,451)
Liability component at 30 June 2018	於二零一八年六月三十日的負債部分	57,431	80,748	138,179
Less: Classified as current portion	減：歸類為流動部分	-	-	-
Classified as non-current portion	歸類為非流動部分	57,431	80,748	138,179

* The direct transaction costs arising from the issuance of the December 2017 CB amounted to HK\$2,500,000, of which, HK\$529,000 was attributed to the equity component and the remaining balances of HK\$1,971,000 was attributed to the liability component.

27. 可換股債券(續)

二零一七年十二月可換股債券(續)

二零一七年十二月可換股債券之負債部份公平值乃使用等同不可換股債券之市場利率計算。二零一七年十二月可換股債券之負債部份其後按攤銷成本列賬直至於債券獲轉換或到期時消失為止。剩餘金額反映轉換權，乃列入股東權益。

二零一七年十二月可換股債券之推算利息開支乃採用實際利率法，按實際年利率11.90%計算。

二零一七年八月可換股債券及二零一七年十二月可換股債券已分為負債及權益部分如下：

* 發行二零一七年十二月可換股債券產生直接交易成本2,500,000港元，其中權益部分應佔529,000港元，而負債部分應佔餘下結餘1,971,000港元。

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28. DEFERRED TAX

Deferred tax liabilities

At 30 June 2018, there were no significant unrecognised deferred tax liabilities (2017: Nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries.

Deferred tax assets

The movements in deferred tax assets during the year are as follows:

		Tax losses 稅項虧損 HK\$'000 千港元
At 1 July 2017	於二零一七年七月一日	-
Deferred tax credited to the consolidated statement of profit or loss during the year (note 10)	年內計入綜合損益表之遞延稅項 (附註10)	3,011
At 30 June 2018	於二零一八年六月三十日	3,011

The principal components of the Group's deferred tax assets not recognised calculated at deferred tax rates in Hong Kong and the PRC at 16.5% (2017: 16.5%), and 25% (2017: 25%), respectively, on cumulative temporary differences at the end of the reporting period, are as follows:

按於報告期末之累計臨時差異，根據香港及中國之遞延稅率分別為16.5%(二零一七年：16.5%)及25%(二零一七年：25%)，計算本集團未確認之遞延稅項資產之主要部份如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Tax losses	稅項虧損	37,433	29,408
Accelerated depreciation allowances	加速折舊免稅額	160	101
		37,593	29,509

28. 遞延稅項

遞延稅項負債

於二零一八年六月三十日，本集團並無於若干附屬公司之未匯出盈利應付之稅項而承擔重大有關之未確認遞延稅項負債(二零一七年：無)。

遞延稅項資產

年內遞延稅項資產之變動如下：

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28. DEFERRED TAX (Continued)

At the end of the reporting period, the Group had tax losses arising in Hong Kong of approximately HK\$225,419,000 (2017: approximately HK\$174,855,000), which are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in the PRC of approximately HK\$1,220,000 (2017: approximately HK\$2,228,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At 30 June 2018, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the subsidiaries in the PRC (the "PRC subsidiaries"). In the opinion of the Directors, it is not probable that the PRC Subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of unremitted earnings from the PRC Subsidiaries was amounting to approximately HK\$15,109,000 (2017: Nil).

28. 遞延稅項(續)

於報告期末，本集團於香港產生稅項虧損約225,419,000港元(二零一七年：約174,855,000港元)，而該等虧損可無限期用於抵銷錄得虧損之公司未來應課稅溢利。本集團亦於中國產生稅項虧損約1,220,000港元(二零一七年：約2,228,000港元)將於一至五年內用於抵銷未來應課稅溢利。並無就該等虧損確認遞延稅項資產，因產生遞延稅項資產之附屬公司已呈虧一段時間，並認為不大可能會產生應課稅溢利以抵銷可動用之稅項虧損。

根據中國企業所得稅法，於中國內地成立的外商投資企業須就向外方投資者宣派的股息徵收10%預扣稅。該要求自二零零八年一月一日起生效，並應用於二零零七年十二月三十一日後產生的盈利。若中國內地與外方投資者所屬司法權區有稅務協定，外方投資者可申請較低預扣稅率。本集團的適用稅率為5%或10%。因此，本集團須就該等於中國內地成立的附屬公司自二零零八年一月一日起產生的盈利所分派的股息繳納預扣稅。

於二零一八年六月三十日，概無就於中國的附屬公司(「中國附屬公司」)的未匯出盈利(須繳納預扣稅者)而應付的預扣稅確認遞延稅項。董事認為，中國附屬公司於可見將來不大可能分派有關盈利。來自中國附屬公司的未匯出盈利總額約為15,109,000港元(二零一七年：無)。

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29. SHARE CAPITAL

29. 股本

	Notes 附註	2018 二零一八年		2017 二零一七年	
		Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
Authorised :	法定 :				
At beginning of year, ordinary shares of HK\$0.01 each	於年初，每股面值0.01港元之普通股	10,000,000,000	100,000	10,000,000,000	100,000
At end of year, ordinary shares of HK\$0.01 each	於年末，每股面值0.01港元之普通股	10,000,000,000	100,000	10,000,000,000	100,000
Issued and fully paid:	已發行及繳足 :				
At beginning of year, ordinary shares of HK\$0.01 each	於年初，每股面值0.01港元之普通股	2,776,215,424	27,762	1,398,553,424	13,986
Share placing:	配售股份 :				
- July 2016 GM Placing	二零一六年七月一般授權 配售事項	(a)(i)	-	295,832,000	2,958
- October 2016 SM Placing	二零一六年十月特定授權 配售事項	(a)(ii)	-	468,750,000	4,688
- April 2017 GM Placing	二零一七年四月一般授權 配售事項	(a)(iii)	-	355,000,000	3,550
Exercise of share options	行使購股權	(b)	-	258,080,000	2,580
At end of year, ordinary shares of HK\$0.01 each	於年末，每股面值0.01港元之普通股	2,776,215,424	27,762	2,776,215,424	27,762

(a) (i) On 7 July 2016, the Company entered into a placing agreement under general mandate with a placing agent (the "July 2016 GM Placing"), pursuant to which, the Company placed a total of 295,832,000 new shares of HK\$0.01 each of the Company to not less than six placees who and whose ultimate beneficial owner are independent third parties at the placing price of HK\$0.11 per share. The July 2016 GM Placing was completed on 26 July 2016 with net proceeds of approximately HK\$31,215,000 for general working capital, business development and investment opportunities of the Group.

(a) (i) 於二零一六年七月七日，本公司按一般授權與配售代理訂立配售協議，據此，本公司已配售合共295,832,000股本公司每股面值0.01港元之新股份予不少於六名承配人(彼等及彼等之最終實益擁有人均為獨立第三方)，每股配售股份作價0.11港元(「二零一六年七月一般配售事項」)。二零一六年七月一般配售事項於二零一六年七月二十六日完成，所得淨額約31,215,000港元將用於本集團之一般營運資金、業務發展及把握投資商機的用途。

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29. SHARE CAPITAL (Continued)

(a) (Continued)

- (ii) On 17 October 2016, the Company entered into a placing agreement under specific mandate with a placing agent (the "October 2016 SM Placing"), pursuant to which, the Company placed a total of 468,750,000 new shares of HK\$0.01 each of the Company to not less than six placees who and whose ultimate beneficial owner are independent third parties at the placing price of HK\$0.128 per share. The October 2016 SM Placing was completed on 8 December 2016 with net proceeds of approximately HK\$57,455,000 for development of the money-lending business, general working capital of the Group and funding the payment of the remaining consideration of the acquisition of money-lending business.
- (iii) On 6 April 2017, the Company entered into a placing agreement under general mandate with a placing agent (the "April 2017 GM Placing"), pursuant to which, the Company placed a total of 355,000,000 new shares of HK\$0.01 each of the Company to not less than six placees who and whose ultimate beneficial owner are independent third parties at the placing price of HK\$0.122 per share. The April 2017 GM Placing was completed on 27 April 2017 with net proceeds of approximately HK\$41,426,000 for general working capital, business development and investment opportunities of the Group.
- (b) During the year ended 30 June 2017, all share option holders exercised their option rights under the new share option scheme and the old share option scheme to subscribe for an aggregate of 177,440,000 and 80,640,000 ordinary shares, respectively, of the Company of HK\$0.01 each at an exercise price of HK\$0.145 and HK\$0.1294 per share respectively. The total proceeds from exercise of share options under the new share option scheme and the old share option scheme were approximately HK\$25,729,000 and HK\$10,435,000 respectively.

29. 股本(續)

(a) (續)

- (ii) 於二零一六年十月十七日，本公司與配售代理按特別授權訂立配售協議，據此，本公司已配售合共468,750,000股本公司每股面值0.01港元之新股份予不少於六名承配人(彼等及彼等之最終實益擁有人各自均為獨立第三方)，每股配售股份作價0.128港元(「二零一六年十月之特別授權配售事項」)。二零一六年十月之特別授權配售事項於二零一六年十二月八日完成，所得款項淨額約為57,455,000港元將用於發展借貸業務、本集團一般營運資金及以支付收購借貸業務之代價的餘額之用途。
- (iii) 於二零一七年四月六日，本公司與配售代理根據一般授權訂立配售協議，據此，本公司已以每股0.122港元之配售價配售合共355,000,000股本公司每股面值0.01港元之新股份予不少於六名承配人(彼等及彼等之最終實益擁有人均為獨立第三方)(「二零一七年四月之一般授權配售事項」)。二零一七年四月之一般授權配售事項已於二零一七年四月二十七日完成，所得款項淨額約41,426,000港元將用作本集團一般營運資金、業務發展及投資商機。
- (b) 於截至二零一七年六月三十日止年度，所有購股權持有人已根據新購股權計劃及舊購股權計劃行使其購股權利，以每股分別0.145港元及0.1294港元之行使價分別認購合共177,440,000股及80,640,000股每股面值0.01港元之本公司普通股股份。根據新購股權計劃及舊購股權計劃行使購股權利的所得款合共分別約為25,729,000港元及10,435,000港元。

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30. RESERVES

The amounts of the Group's reserves and the movements therein for the current year are presented in the consolidated statement of changes in equity on pages 69 and 70 of the consolidated financial statements.

Share premium

The share premium account of the Company includes premium arising from the new issue of shares in the current and prior years netted of share issue expenses.

Under Section 34 of the Companies Law (Revised) of the Cayman Islands, the special reserve and share premium account is available for distribution to shareholders subject to the provisions of the Articles of Association of the Company which was in effect before the Change of Domicile (defined as below) becoming effective on 20 August 2015 (Bermuda time) and no distribution may be paid to shareholders out of the special reserve and share premium account unless, immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

Pursuant to a special resolution passed on 6 August 2015, the change of domicile of the Company from the Cayman Islands to Bermuda was approved by the shareholders. The change of domicile of the Company was subsequently completed on 21 August 2015 (the "Change of Domicile"). Under the Companies Act 1981 of Bermuda, the funds in the share premium account of the Company may be distributed in the form of fully paid bonus shares.

Convertible bonds equity reserve

The convertible bond equity reserve comprises the value of the unexercised equity component of convertible bonds issued by the Group recognised in accordance with the accounting policy adopted for convertible bonds in note 2.4 to the consolidated financial statements.

Contributed surplus/Capital reserve

The capital reserve account of the Company includes the difference between the consolidated net assets of the subsidiaries acquired pursuant to the group reorganisation upon listing in July 2000 and the nominal value of the share capital of the Company issued in exchange therefore.

Pursuant to a special resolution passed on 6 August 2015, the amount of approximately HK\$44,756,000 standing to the credit of the share premium account of the Group was cancelled and transferred to an account designated as capital reserve account. Upon the Change of Domicile of the Company, such account was to be rename as "Contributed surplus accounts".

30. 儲備

於本年內集團之儲備金額及變動呈列於綜合財務報表第69及70頁綜合權益變動表內。

股份溢價

本公司之股份溢價賬包括本年度及上年度發行新股產生之溢價扣除股份發行開支。

根據開曼群島公司法(修訂本)第34條，特別儲備及股份溢價賬可供分派予股東，惟須符合本公司的章程於遷冊(以下加以詳述)於二零一五年八月二十日(百慕達時間)生效前有效細則之規定。除非，於緊接作出建議分派或派付股息當日後，本公司有能力償還日常業務過程中之到期債務，否則不得由特別儲備及股份溢價賬向股東作出分派或派付股息。

根據於二零一五年八月六日通過的特別決議案，本公司由開曼群島遷冊至百慕達已獲股東批准。本公司遷冊其後於二零一五年八月二十一日完成(「遷冊日」)。根據百慕達一九八一年公司法，本公司股份溢價賬可以繳足紅股方式分派。

可換股債券權益儲備

可換股債券權益儲備包括根據綜合財務報表附註2.4所載就可換股債券採納之會計政策確認為由本集團發行之可換股債券未行使權益部分之價值。

實繳盈餘/資本儲備

本公司之資本儲備賬包括根據於二零零零年七月上市時進行之集團重組所收購之附屬公司當時之綜合資產淨值與發行作為交換之本公司股本之面值之差額。

根據於二零一五年八月六日通過的特別決議案，本集團股份溢價賬的進賬金額約44,756,000港元已予註銷，並轉撥至指定為資本儲備賬的賬戶。在公司之遷冊日後，該賬戶被重新改名為「實繳盈餘」。

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30. RESERVES (Continued)

Contributed surplus/Capital reserve (Continued)

Under the Companies Law (Revised) of the Cayman Islands, the capital reserve account of the Company is distributable to the equity shareholders of the Company provided that immediately following the distribution or payment of dividend, the Company is able to pay its debts as they fall due in the ordinary course of business.

After the Change of Domicile of the Company, under the Companies Act 1981 of Bermuda, contributed surplus account is available for distribution to shareholders. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

Treasury share reserve/capital redemption reserve

Balance represented an amount equivalent to the par value of the shares cancelled of HK\$3,526,000 which was transferred from the retained profits to the capital redemption reserve during the years ended 30 June 2012 and 2013, pursuant to Section 37 of the Companies Law of the Cayman Islands. Upon the Change of Domicile, such account was to be renamed as "Treasury share reserve" account.

Share options reserve

Share options reserve comprises the portion of grant date fair value of unexercised share options granted to employees of the Company recognised in accordance with the accounting policy adopted for share-based payments.

Available-for-sales investments revaluation reserve

The available-for-sales investments revaluation reserve comprises the cumulative net change in fair value of available-for-sales investments held at the end of the reporting period and is dealt with in accordance with accounting policy in note 2.4 to the consolidated financial statements.

30. 儲備(續)

實繳盈餘/資本儲備(續)

根據開曼群島公司法(經修訂)，本公司的資本儲備賬可分派予本公司權益股東，惟於緊隨作出分派或派付股息後，本公司將有能力在其日常業務運作中支付到期債項。

於公司遷冊日後，根據百慕達一九八一年公司法，實繳盈餘賬可供分派予股東。然而，倘發生以下情況，則本公司不得宣派或派付股息，或自實繳盈餘中作出分派：

- 本公司現時或在派付後將無法償還其到期負債；或
- 本公司資產的可變現價值在派付後將會少於其負債及其已發行股本以及股份溢價賬的總和。

庫存股本儲備/資本贖回儲備

於截至二零一二年及二零一三年六月三十日止年度把相等於已註銷股份面值的3,526,000港元由保留溢利轉入資本贖回儲備，乃依據開曼群島《公司條例》第37條。於遷冊日後，資本贖回儲備會重新命名為「庫存股本儲備」。

購股權儲備

購股權儲備包括根據就以股份為基礎之付款採納之會計政策確認授予本公司僱員之未行使購股權於授出日期之公平值部分。

可供出售投資重估儲備

可供出售投資重估儲備包括於報告期末所持可供出售投資的公平值變動累計淨額，並根據綜合財務報表附註2.4所載會計政策處理。

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30. RESERVES (Continued)

Other reserve

The other reserve account of the Company includes the difference between the proceeds from the subscription for 245 new shares of EPRO E-commerce Group Limited ("EPRO") by subscriber and the 49% carrying value of EPRO and its subsidiaries (collectively the "EPRO Group") of approximately HK\$8,344,000 recognised upon the completion of the subscription. The Group's equity interest in EPRO was diluted from 100% to 51% and it is considered as a deemed partial disposal of EPRO by the Group which did not result in any loss of control and was accounted for as an equity transaction (note 34).

31. SHARE OPTION SCHEME

Details of the Company's shares option scheme and the share options issued under the scheme are as follows:

(a) Old Share Option Scheme

The Company, pursuant to a resolution passed on 12 February 2007, adopted a share option scheme (the "Old Share Option Scheme") for the purpose of providing incentives or rewards to eligible participants for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds any equity interest (the "Invested Entity"). Eligible participants of the Old Share Option Scheme include the directors and employees of the Company, its subsidiaries or any Invested Entity, suppliers and customers of the Group or any Invested Entity, any person or entity that provides research, development or technological support to the Group or any Invested Entity, any adviser or consultant to any area of business or business development of any member of the Group or any Invested Entity, any joint venture partner or business alliance that co-operates with any member of the Group or any Invested Entity in any area of business operation or development and any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity. The Old Share Option Scheme was terminated on 1 November 2016 after the adoption of a new share option scheme.

30. 儲備(續)

其他儲備

本公司的其他儲備賬包括於完成認購事項後確認的由認購人認購245股EPRO E-commerce Group Limited(「EPRO」)新股份的所得款項與EPRO及其附屬公司(統稱「EPRO集團」)的49%權益的賬面值之間的差額約8,344,000港元。本集團持有之EPRO股權由100%攤薄至51%，且被視為本集團視作出售EPRO的部分權益而不會導致失去任何控制權，並列作權益交易處理(附註34)。

31. 購股權計劃

本公司購股權計劃及根據該計劃已發行購股權之詳情如下：

(a) 舊購股權計劃

本公司根據於二零零七年二月十二日通過之決議案採納購股權計劃(「舊購股權計劃」)，旨在鼓勵或獎勵對本集團作出貢獻之合資格參與者及／或協助本集團聘請及挽留能幹僱員及吸納對本集團及本集團持有任何股權之任何實體(「投資實體」)有重大價值之人力資源。舊購股權計劃之合資格參與者包括本公司、其附屬公司或任何投資實體之董事及僱員、本集團或任何投資實體之供應商及客戶、任何向本集團或任何投資實體提供研究、開發或技術支援之人士或實體、本集團任何成員公司或任何投資實體之業務或業務發展之任何範疇之任何顧問或諮詢人、與本集團任何成員公司或任何投資實體於業務營運或發展之任何範疇合作之任何合營夥伴或業務聯盟，以及本集團任何成員公司或任何投資實體之任何股東或由本集團任何成員公司或任何投資實體發行之任何證券之任何持有人。於採納新購股權計劃後，舊購股權計劃已於二零一六年十一月一日終止。

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31. SHARE OPTION SCHEME (Continued)

(a) Old Share Option Scheme (Continued)

The total number of shares in respect of which options may be granted under the Old Share Option Scheme is not permitted to exceed 10% of the shares of the Company in issue as at 12 February 2007, being the date of adoption of the Old Share Option Scheme, (i.e. not exceeding 24,012,000 shares, which were subsequently refreshed to 134,479,342 shares during the year ended 30 June 2016). The Company may seek approval of the shareholders in a general meeting for refreshing the 10% limit under the Old Share Option Scheme save that the total number of shares which may be issued upon exercise of all options to be granted under the Old Share Option Scheme and any other share option schemes of the Company under the limit as "refreshed" shall not exceed 10% of the total number of shares in issue as at the date of approval of the refreshed limit. Options previously granted under the Old Share Option Scheme and any other schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the Old Share Option Scheme and any other schemes) will not be counted for the purpose of calculating the limit.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Old Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of shares in issue from time to time. The number of shares issued and to be issued in respect of which options granted and may be granted to each participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the shares of the Company in issue at the date of grant. Each grant of options to any director, chief executive or substantial shareholder must be approved by independent non-executive directors.

31. 購股權計劃(續)

(a) 舊購股權計劃(續)

根據舊購股權計劃可授予購股權之股份總數不得超出本公司於二零零七年二月十二日舊購股權計劃採納日已發行股份之10%(即不超過本公司24,012,000股股份,並隨後於截至二零一六年六月三十日止年度內更新至134,479,342股)。本公司可就更新根據舊購股權計劃之10%限額於股東大會上尋求股東批准,惟因行使根據舊購股權計劃及本公司任何其他購股權計劃所授予之全部購股權而按照經更新限額可予發行之股份總數將不得超出於批准更新限額日期已發行股份總數之10%。先前根據舊購股權計劃及本公司任何其他計劃授出之購股權(包括該等尚未行使、已註銷、已失效或根據舊購股權計劃及任何其他計劃已行使之購股權)就計算限額而言不獲計算在內。

可於舊購股權計劃及本公司任何其他購股權計劃所有已授出但未獲行使之購股權獲行使時發行之最高股份數目,不得超過本公司不時已發行股份總數之30%。於任何12個月期間內可授予每名參與者購股權(包括已行使及尚未行使購股權)之已發行或將予發行股份數目不得超出本公司每日報價表所載已發行股份之1%。向任何董事、首席執行官或主要股東授出購股權須獲獨立非執行董事批准。

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31. SHARE OPTION SCHEME (Continued)

(a) Old Share Option Scheme (Continued)

Where any grant of options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates would result in the shares of the Company issued and to be issued upon exercise of options already and to be granted in excess 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

The offer of a grant of share options shall be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, save that such period shall not be more than ten years from the date of the offer of the share options subject to the provisions for early termination set out in the Old Share Option Scheme. There is no minimum period for which an option must be held before the exercise of the subscription right attaching thereto except otherwise imposed by the board of directors. The exercise price is determined by the Directors but may not be less than the higher of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

31. 購股權計劃(續)

(a) 舊購股權計劃(續)

倘向主要股東或本公司獨立非執行董事或彼等各自之聯繫人士授出購股權，會令已獲授及將獲授之購股權獲行使而發行及將發行之本公司股份超過本公司股本之0.1%或價值超過5,000,000港元，則須事先取得本公司股東批准。

授予購股權之建議須於建議日期後28天內接納，並由承授人繳付合共1港元之名義代價。所授予購股權之行使期乃由董事釐定，惟受限於舊購股權計劃所載有關提前終止之條文，有關期間不得多於由授予購股權日期起計十年。除非另由董事會作出規定，否則並無於行使購股權所附帶之認購權前必須持有購股權之最短期限。行使價乃由董事釐定，將不會低於以下三者之較高者：(i)本公司股份於授出當日(必須為營業日)於聯交所每日報價表所報之收市價；(ii)本公司股份於緊接授出當日前五個營業日於聯交所每日報價表所報之平均收市價；及(iii)本公司股份之面值。

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31. SHARE OPTION SCHEME (Continued)

(a) Old Share Option Scheme (Continued)

During the year ended 30 June 2017, 80,640,000 share options have been exercised and resulted in the issue of 80,640,000 additional new ordinary shares of HK\$0.01 each, with aggregate proceeds before related issue expenses of approximately HK\$10,435,000. The movement of number of share options under the Old Share Option Scheme during the year ended 30 June 2017 was as follows:

Name or category of participant 參與者名稱或所屬類別	Number of share options 購股權數目			Date of grant of share options 授出購股權日期	Exercisable period of share options 購股權之行使期	Exercise price of share options 購股權之行使價 HK\$ per share 每股港元
	Outstanding as at 1 July 2016 於二零一六年七月一日尚未行使	Exercised during the year 本年度行使	Outstanding as at 30 June 2017 於二零一七年六月三十日尚未行使			
Directors 董事						
Mr. CHOW Siu Kwong 周兆光先生 (Resigned as an executive director of the Company with effect from 23 September 2016) (自二零一六年九月二十三日起辭任本公司之執行董事)	13,440,000	(13,440,000)	-	27 May 2016 二零一六年五月二十七日	27 May 2016 to 26 May 2017 二零一六年五月二十七日至二零一七年五月二十六日	0.1294
Mr. HUNG Kenneth 洪君毅先生 (Resigned as an executive director of the Company with effect from 1 November 2017) (自二零一七年十一月一日起辭任本公司之執行董事)	13,440,000	(13,440,000)	-	27 May 2016 二零一六年五月二十七日	27 May 2016 to 26 May 2017 二零一六年五月二十七日至二零一七年五月二十六日	0.1294
Employees and other participants 員工及其他參與者	53,760,000	(53,760,000)	-	27 May 2016 二零一六年五月二十七日	27 May 2016 to 26 May 2017 二零一六年五月二十七日至二零一七年五月二十六日	0.1294
	<u>80,640,000</u>	<u>(80,640,000)</u>	<u>-</u>			

31. 購股權計劃(續)

(a) 舊購股權計劃(續)

於截至二零一七年六月三十日止年度，80,640,000份購股權已被行使並導致發行80,640,000股每股面值0.01港元之額外新普通股，所得款項總額(扣除相關發行開支前)為約10,435,000港元。以下為截至二零一七年六月三十日止年度根據舊購股權計劃之購股權數目之變動：

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31. SHARE OPTION SCHEME (Continued)

(a) Old Share Option Scheme (Continued)

The average closing price of the shares of the Company immediately before the date on which these share options were exercised was HK\$0.123 per share.

(b) New Share Option Scheme

The Company, pursuant to a resolution passed on 1 November 2016, adopted a new share option scheme (the "New Share Option Scheme") for the substitution of the Old Share Option Scheme to issue up to 10% of the shares in issue on the grant of options under the New Share Option Scheme. There is no material difference between the terms of the New Share Option Scheme and the Old Share Option Scheme. The New Share Option Scheme should, unless otherwise terminated or amended, remain in force for ten years from 1 November 2016.

In order to give the Company the flexibility to grant share options to eligible participants under the New Share Option Scheme as incentives and/or rewards for their contribution to the Group, the Company refresh the scheme mandate limit (the "Refreshed Mandate") pursuant to a resolution passed on 1 November 2017 which allowed the Company to grant up to 277,621,542 share options pursuant to the New Share Option Scheme, representing 10% of the issued shares as at 1 November 2017.

31. 購股權計劃(續)

(a) 舊購股權計劃(續)

本公司股份於緊接行使該等購股權日期前之平均收市價為每股0.123港元。

(b) 新購股權計劃

本公司根據於二零一六年十一月一日通過之決議案採納新購股權計劃(「新購股權計劃」)，以取代舊購股權計劃以就新購股權計劃項下授出購股權發行已發行股份之最多10%。新購股權計劃與舊購股權計劃之條款並無重大差異。新購股權計劃，除非另予以終止或修訂，將由二零一六年十一月一日起一直生效，為期十年。

為給本公司提供靈活性以根據新購股權計劃向合資格參與者授出購股權作為彼等為本集團作出貢獻之獎勵及／或獎賞，本公司根據二零一七年十一月一日通過的一項決議案更新計劃授權限額(「更新授權」)，該決議案讓本公司根據新購股權計劃授出最多277,621,542份購股權，相當於二零一七年十一月一日已發行股份的10%。

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31. SHARE OPTION SCHEME (Continued)

(b) New Share Option Scheme (Continued)

During the year, 277,000,000 share options have been granted under the New Share Option Scheme, the movement of number of share options under the New Share Option Scheme during the year ended 30 June 2018 is as follows:

Name or category of participant 參與者名稱或所屬類別	Number of share options 購股權數目		Outstanding as at 30 June 2018 於二零一八年 六月三十日 尚未行使	Date of grant of share options 授出購股權日期	Exercisable period of share options 購股權之行使期	Exercise price of share options* 購股權之行使價* HK\$ per share 每股港元
	Outstanding as at 1 July 2017 於二零一七年 七月一日 尚未行使	Granted during the year 本年度授出				
Directors 董事						
Mr. POON Man Sum 潘文森先生	-	25,000,000	25,000,000	12 February 2018 二零一八年 二月十二日	12 August 2018 to 11 February 2020 二零一八年 八月十二日至 二零二零年 二月十一日	0.27
Mr. AI Kuiyu 艾奎宇先生	-	25,000,000	25,000,000	12 February 2018 二零一八年 二月十二日	12 August 2018 to 11 February 2020 二零一八年 八月十二日至 二零二零年 二月十一日	0.27
Employees and other participants 員工及其他參與者	-	227,000,000	227,000,000	12 February 2018 二零一八年 二月十二日	12 August 2018 to 11 February 2020 二零一八年 八月十二日至 二零二零年 二月十一日	0.27
	-	277,000,000	277,000,000			

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

31. 購股權計劃(續)

(b) 新購股權計劃(續)

於年內，277,000,000份購股權已按新購股權計劃授出，以下為截至二零一八年六月三十日止年度根據新購股權計劃之購股權數目之變動：

* 購股權之行使價可視乎供股或發行紅股，或本公司股本之其他類似變動而可予調整。

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31. SHARE OPTION SCHEME (Continued)

(b) New Share Option Scheme (Continued)

The closing price of the shares of the Company immediately before the date on which these share options were granted was HK\$0.26 per share.

The following assumptions were used to calculate the fair value of share options granted on 12 February 2018 under the New Share Option Scheme:

	Directors and employees 董事及僱員	Others 其他
Exercise price 行使價	HK\$0.27港元	HK\$0.27港元
Expected volatility 預期波幅	68.712%	68.712%
Vesting date 歸屬日期	12 August 2018 二零一八年八月十二日	12 August 2018 二零一八年八月十二日
Expected life 預期年期	2 years 2年	2 years 2年
Risk-free rate 無風險率	1.287%	1.287%
Expected dividend yield 預期回報率	Nil 無	Nil 無
Exercise multiple 行使倍數	Directors: 1.068 董事：1.068 Employee: 1.084 僱員：1.084	1.095

The fair value of the 277,000,000 share options granted to the directors and employees, and other participants on 12 February 2018 under the New Share Option Scheme were estimated at HK\$0.02 and HK\$0.033 per share respectively using the Binomial Model. The expected volatility used the historical volatility of the stock price of the Company. Risk-free rate represents the yields to maturity of respective Hong Kong Exchange Fund Note as at the valuation date.

31. 購股權計劃(續)

(b) 新購股權計劃(續)

本公司股份於緊接授出該等購股權日期前之收市價為每股0.26港元。

計算按新購股權計劃於二零一八年二月十二日授出之購股權之公平值時已使用以下假設：

按新購股權計劃於二零一八年二月十二日授予董事及僱員以及其他參與者之277,000,000份購股權之公平值乃按二項式模式分別評估為每股0.02港元及每股0.033港元。預期波幅乃利用本公司股價的歷史波幅。無風險率指於評估日各相關香港交易所基金票據到期之收益。

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31. SHARE OPTION SCHEME *(Continued)*

(b) New Share Option Scheme *(Continued)*

The Group recognised the total expenses of approximately HK\$5,691,000 during the year ended 30 June 2018 in relation to share options granted by the Company in which, as to approximately (i) HK\$764,000 was included in the directors' remuneration; (ii) approximately HK\$1,222,000 was included in staff costs; (iii) approximately HK\$731,000 was included in marketing expenses; and (iv) approximately HK\$2,974,000 was included in legal and professional expenses.

As at the date of this annual report, the total number of shares available for issue under the New Share Option Scheme was 621,542, representing approximately 0.02% of the issued share capital of the Company.

No options were exercised/lapsed/cancelled under the New Share Option Scheme during the Year.

31. 購股權計劃^(續)

(b) 新購股權計劃^(續)

本集團於截至二零一八年六月三十日止年度就本公司授出的購股權確認總開支約5,691,000港元，其中(i)約764,000港元已計入董事酬金；(ii)約1,222,000港元已計入員工成本；(iii)約731,000港元已計入營銷開支；及(iv)約2,974,000港元已計入法律及專業費用。

在本年報日期，根據新購股權計劃可發行的股份總數為621,542股，相當於本公司已發行股本約0.02%。

概無購股權於本年度根據新購股權計劃被行使／失效／註銷。

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31. SHARE OPTION SCHEME (Continued)

(b) New Share Option Scheme (Continued)

During the year ended 30 June 2017, 177,440,000 share options have been granted under the New Share Option Scheme. The movement of number of the share options under the New Share Option Scheme for the year ended 30 June 2017 is as follows:

Name or category of participant	Number of share options 購股權數目			Outstanding as at 30 June 2017 於二零一七年 六月三十日 尚未行使	Date of grant of share options	Exercisable period of share options	Exercise price of share options*
	Outstanding as at 1 July 2016 於二零一六年 七月一日 尚未行使	Granted during the year	Exercised during the year				
Directors 董事							
Mr. TAI Man Hin Tony 戴文軒先生 (Appointed as an executive director of the Company with effect from 13 September 2016 and resigned on 1 June 2017) (自二零一六年九月十三日起獲委任 為本公司之執行董事並於二零一七年 六月一日辭任)	-	17,744,000	(17,744,000)	-	23 December 2016 二零一六年 十二月二十三日	23 December 2016 to 22 December 2018 二零一六年 十二月二十三日 至二零一八年 十二月二十二日	0.145
Employees and other participants 員工及其他參與者	-	159,696,000	(159,696,000)	-	23 December 2016 二零一六年 十二月二十三日	23 December 2016 to 22 December 2018 二零一六年 十二月二十三日 至二零一八年 十二月二十二日	0.145
	-	177,440,000	(177,440,000)	-			

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

31. 購股權計劃(續)

(b) 新購股權計劃(續)

於截至二零一七年六月三十日止年度，177,440,000份購股權已按新購股權計劃授出。以下為截至二零一七年六月三十日止年度根據新購股權計劃之購股權數目之變動：

* 購股權之行使價可視乎供股或發行紅股，或本公司股本之其他類似變動而可予調整。

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31. SHARE OPTION SCHEME (Continued)

(b) New Share Option Scheme (Continued)

The following assumptions were used to calculate the fair value of share options granted on 23 December 2016 under the New Share Option Scheme:

	Director 董事	Others 其他
Exercise price 行使價	HK\$0.145港元	HK\$0.145港元
Expected volatility 預期波幅	110.084%	110.084%
Expected life 預期年期	2 years 2年	2 years 2年
Risk-free rate 無風險率	1.243%	1.243%
Expected dividend yield 預期回報率	Nil 無	Nil 無

The fair value of the 177,440,000 share options granted on 23 December 2016 under the New Share Option Scheme was estimated at HK\$0.004 per share using the Binomial Model. The expected volatility used the historical volatility of the stock price of the Company. Risk-free rate represents the yields to maturity of respective Hong Kong Exchange Fund Note as at the valuation date.

The Group recognised the total expense of approximately HK\$710,000 during the year ended 30 June 2017 in relation to share options granted by the Company.

All share options granted under the New Share Option Scheme had been exercised by the grantees during the year ended 30 June 2017 and resulted in the issue of 177,440,000 additional new ordinary shares of HK\$0.01 each at an exercise price of HK\$0.145, with aggregate proceeds before related issue expenses of approximately HK\$25,729,000.

31. 購股權計劃(續)

(b) 新購股權計劃(續)

計算按新購股權計劃於二零一六年十二月二十三日授出之購股權之公平值時已使用以下假設：

按新購股權計劃於二零一六年十二月二十三日授出之177,440,000份購股權之公平值乃按二項式模式評估為每股0.004港元。預期波幅乃利用本公司股價的歷史波幅。無風險率指於評估日各相關香港交易所基金票據到期之收益。

於截至二零一七年六月三十日止年度，本集團就本公司授出之購股權確認總開支約710,000港元。

按新購股權計劃授出的全部購股權已由承授人於截至二零一七年六月三十日止年度予以行使，導致按行使價0.145港元發行177,440,000股每股面值0.01港元之額外新普通股，所得款項總額(扣除相關發行開支前)為約25,729,000港元。

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32. ACQUISITION OF SUBSIDIARIES

Year ended 30 June 2018

(a) Sense Acquisition

On 5 June 2017, the Company entered into a sale and purchase agreement with Sense Media Group Holdings Limited ("Vendor A"), an independent third party, pursuant to which, the Company acquired (the "Sense Acquisition") (i) 100% equity interest in Sense Media Group Limited (together with its subsidiaries, the "Sense Media Group"); and (ii) the outstanding loan (the "Sale Loan") owing by the Sense Media Group to Vendor A at a consideration of HK\$80,000,000, in which, (i) as to HK\$10,000,000 was satisfied by cash; and (ii) the remaining balance of HK\$70,000,000 was satisfied by the issue of zero coupon redeemable convertible bond (the "August 2017 CB") to Vendor A, details of the terms and conditions are stated in note 27 to the consolidated financial statements.

The Sense Media Group is principally engaged in the operation of IP rights licensing and international IP development, media integrated marketing business. Vendor A had granted a profit guarantee, (the "Sense Profit Guarantee") to the Company pursuant to which, the consolidated net profit after tax of the Sense Media Group are not less than HK\$8,000,000 (the "First Year Target Profit") for the financial year ended on 30 June 2018 (the "First Guarantee Period") and HK\$10,000,000 (the "Second Year Target Profit") for the financial year ending on 30 June 2019 (the "Second Guarantee Period"), respectively.

Vendor A shall compensate the Company if there is shortfall of the First Year Target Profit and the Second Year Target Profit respectively by way of cash compensation which represents (i) 5 times of the shortfall of the First Year Target Profit (subject to a cap of HK\$40,000,000); and (ii) 3 times of the shortfall of the Second Year Target Profit (subject to a cap of HK\$30,000,000). The Sense Profit Guarantee should be initially recognised as a derivative and should be stated at its fair value at the end of each reporting period. However, based on a valuation performed by Ascent Partners, an independent valuer, the fair value of the Profit Guarantee was not material to the consolidated financial statements and no recognition of the amount was made in the consolidated financial statements. As at the date of these consolidated financial statements, the First Year Target Profit has been achieved.

The Sense Acquisition was completed on 7 August 2017.

32. 收購附屬公司

截至二零一八年六月三十日止年度

(a) 三思收購事項

於二零一七年六月五日，本公司與 Sense Media Group Holdings Limited (「賣方A」，為獨立第三方) 訂立買賣協議，據此本公司收購 (「三思收購事項」) (i) 三思傳媒有限公司 (連同其附屬公司，統稱「三思傳媒集團」) 的100% 股權；及 (ii) 三思傳媒集團結欠賣方A 之未償還貸款 (「銷售貸款」)，代價為 80,000,000 港元，其中 (i) 10,000,000 港元以現金支付；及 (ii) 餘下結餘 70,000,000 港元透過發行零票息可贖回可換股債券 (「二零一七年八月可換股債券」) 向賣方A 支付，有關條款及條件詳情載於綜合財務報表附註27。

三思傳媒集團主要從事經營知識產權授權及國際知識產權開發、媒體綜合營銷業務。賣方A 已授予本公司溢利擔保 (「三思溢利擔保」)，據此，三思傳媒集團的綜合除稅後純利分別於截至二零一八年六月三十日止財政年度 (「首個擔保期間」) 不少於 8,000,000 港元 (「第一年目標溢利」) 及於截至二零一九年六月三十日止財政年度 (「第二個擔保期間」) 不少於 10,000,000 港元 (「第二年目標溢利」)。

如第一年目標溢利及第二年目標溢利存在不足金額，賣方A 須分別以相當於 (i) 第一年目標溢利不足金額之5倍 (上限為 40,000,000 港元)；及 (ii) 第二年目標溢利不足金額之3倍 (上限為 30,000,000 港元) 之現金補償向本公司補償。三思溢利擔保於各報告期末應初步確認為衍生工具及應按其公平值列賬。然而，根據獨立估值師艾升評值進行之估值，溢利擔保之公平值對綜合財務報表而言並不重大，故並無於綜合財務報表中確認有關金額。於該等綜合財務報表日期，已達成第一年目標溢利。

三思收購事項已於二零一七年八月七日完成。

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

Year ended 30 June 2018 (Continued)

(a) Sense Acquisition (Continued)

The fair values of the identifiable assets and liabilities of the Sense Media Group as at 7 August 2017, being the completion date of the Sense Acquisition were as follows:

		Carrying amount of identifiable assets and liabilities 可識別資產及負債之賬面值 HK\$'000 千港元	Fair value recognised on the Sense Acquisition 就三思收購事項確認之公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,365	1,365
Other intangible assets (note 15)	其他無形資產 (附註15)	1,056	1,786
Trade receivables	應收貿易賬款	865	865
Prepayments and other receivables	預付款項及其他應收款項	3,698	3,698
Cash and bank balances	現金及銀行結餘	7,825	7,825
Trade payables	應付貿易賬款	(708)	(708)
Accruals and other payables	應計費用及其他應付款項	(3,774)	(3,774)
Due to a related party (note (i))	應付一名關連方款項(附註(i))	(3,786)	(3,786)
The Sale Loan	銷售貸款	(8,511)	(8,511)
Total identifiable net liabilities	可識別負債淨值總額		(1,240)
Assignment of the Sale Loan	轉讓銷售貸款		8,511
Total identifiable net assets at fair value (excluding the Sale Loan)	按公平值列賬之可識別資產淨值總額 (不包括銷售貸款)		7,271
Goodwill (note 14)	商譽(附註14)		72,729
Total consideration	總代價		80,000
Consideration satisfied by:	代價以以下方式支付：		
- Cash	- 現金		10,000
- August 2017 CB (note 27)	- 二零一七年八月可換股債券 (附註27)		70,000
			80,000

Note:

- (i) The amount is due to Mr. Wang He, a director of Sense Media Group Limited and certain of its subsidiaries, which is unsecured, interest free and repayable on demand.

附註：

- (i) 該金額為應付王赫先生(三思傳媒有限公司及其若干附屬公司之董事)之款項，為無抵押、免息且須按要求償還。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

Year ended 30 June 2018 (Continued)

(a) Sense Acquisition (Continued)

The goodwill arising from the Sense Acquisition is attributable to the future growth and profitability expected to arise from the business combination.

An analysis of cash flows in respect of the Sense Acquisition is as follows:

		HK\$'000 千港元
Cash consideration	現金代價	10,000
Cash and banks balances acquired	所收購之現金及銀行結餘	(7,825)
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動現金流量之現金及現金等值項目流出淨額	2,175

Following the completion of the Sense Acquisition, the Sense Media Group contributed HK\$24,742,000 of consolidated revenue and HK\$7,542,000 of consolidated profit to the Group during the year.

Had the acquisition of the Sense Media Group been taken place at the beginning of the financial year ended 30 June 2018, the consolidated revenue and consolidated loss of the Group would be HK\$309,086,000 and HK\$90,515,000, respectively for that financial year.

Details of the Sense Acquisition were set out in the Company's announcements dated 5 June 2017, 23 June 2017, 5 July 2017, 14 July 2017 and 7 August 2017 and the Company's circular dated 18 July 2017.

(b) Strong Network Acquisition

On 20 October 2017, the Company entered into a share subscription agreement with Strong Network International Limited ("Strong Network"), an independent third party, pursuant to which, the Company subscribed (the "Strong Network Subscription") for 50 new shares, representing 25% equity interests of Strong Network at a cash consideration of HK\$15,000,000. The Strong Network Subscription was completed on 22 December 2017. Upon the completion, Strong Network became an associate of the Company.

32. 收購附屬公司(續)

截至二零一八年六月三十日止年度
(續)

(a) 三思收購事項(續)

三思收購事項所產生之商譽乃歸屬於預期從業務併購所產生之未來增長及盈利能力。

有關三思收購事項之現金流量分析如下：

於三思收購事項完成後，三思傳媒集團於年內為本集團貢獻24,742,000港元之綜合收入及7,542,000港元之綜合溢利。

倘收購三思傳媒集團於截至二零一八年六月三十日止財政年度初發生，本集團於該財政年度之綜合收入及綜合虧損將分別為309,086,000港元及90,515,000港元。

三思收購事項之詳情載於本公司日期為二零一七年六月五日、二零一七年六月二十三日、二零一七年七月五日、二零一七年七月十四日及二零一七年八月七日之公告及本公司日期為二零一七年七月十八日之通函。

(b) Strong Network收購事項

於二零一七年十月二十日，本公司與獨立第三方Strong Network International Limited (「Strong Network」) 訂立股份認購協議，據此，本公司以現金代價15,000,000港元認購50股新股份，相當於Strong Network之25%股權(「Strong Network認購事項」)。Strong Network認購事項已於二零一七年十二月二十二日完成。於完成後，Strong Network成為本公司之聯營公司。

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

Year ended 30 June 2018 (Continued)

(b) Strong Network Acquisition (Continued)

On 22 January 2018, the Company further entered into a sale and purchase agreement with Reach Keys Limited ("Vendor B"), pursuant to which, the Company acquired (the "Strong Network Acquisition") the remaining 75% of equity interest of Strong Network and its subsidiaries (collectively, the "Strong Network Group") at a consideration of HK\$60,000,000, in which, (i) as to HK\$30,000,000 was satisfied by cash upon the completion; and (ii) the remaining of HK\$30,000,000 is payable at HK\$15,000,000 each, upon the satisfactory of the Strong Network Profit Guarantee (as defined below).

The Strong Network Group is principally engaged in the operation of IP rights licensing and international IP development, media integrated marketing and distribution agency of sports goods business.

Vendor B had granted a profit guarantee (the "Strong Network Profit Guarantee") to the Company, pursuant to which, the consolidated net profit after tax of the Strong Network Group are not less than HK\$10,000,000 (the "Strong Network First Guarantee") for the financial year ending 31 December 2018 and HK\$15,000,000 (the "Strong Network Second Guarantee") for the financial year ending on 31 December 2019, respectively. Upon the completion of the Strong Network Acquisition on 25 January 2018, Strong Network became a wholly owned subsidiary of the Company.

Prior to the Strong Network Acquisition, the Company held 25% equity interest in Strong Network which was accounted for as interests in an associate. Upon the completion of the Strong Network Acquisition the previously held interest has been re-measured at its fair value of HK\$17,247,000 with a fair value gain on previously held equity interest in an associate of HK\$2,070,000 recognised to the consolidated statement of profit or loss.

32. 收購附屬公司(續)

截至二零一八年六月三十日止年度
(續)

(b) Strong Network收購事項(續)

於二零一八年一月二十二日，本公司與Reach Keys Limited(「賣方B」)進一步訂立買賣協議，據此，本公司收購Strong Network及其附屬公司(統稱Strong Network集團)餘下之75%股權(「Strong Network收購事項」)，代價為60,000,000港元，其中(i)30,000,000港元已於完成時以現金支付；及(ii)餘下30,000,000港元須於達成Strong Network溢利擔保時(定義見下文)分別支付15,000,000港元。

Strong Network集團主要從事經營知識產權授權及國際知識產權開發、媒體綜合營銷及分銷代理運動用品業務。

賣方B已授予本公司溢利擔保(「Strong Network溢利擔保」)，據此，Strong Network集團的綜合除稅後純利分別於截至二零一八年十二月三十一日止財政年度不少於10,000,000港元(「Strong Network首個擔保」)及於截至二零一九年十二月三十一日止財政年度不少於15,000,000港元(「Strong Network第二個擔保」)。於二零一八年一月二十五日完成Strong Network收購事項後，Strong Network成為本公司之全資附屬公司。

於Strong Network收購事項前，本公司持有Strong Network的25%股權，有關股權入賬列作於聯營公司之權益。於完成Strong Network收購事項後，先前持有之權益已按其公平值17,247,000港元重新計量且過往所持聯營公司股權之公平值收益2,070,000港元已於綜合損益表確認。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

Year ended 30 June 2018 (Continued)

(b) Strong Network Acquisition (Continued)

The fair values of the identifiable assets and liabilities of the Strong Network Group as at 25 January 2018, being the completion date of the Strong Network Acquisition, were as follows:

32. 收購附屬公司(續)

截至二零一八年六月三十日止年度
(續)

(b) Strong Network收購事項(續)

Strong Network集團於二零一八年一月二十五日(Strong Network收購事項完成日期)之可識別資產及負債之公平值如下：

		Carrying amount of identifiable assets and liabilities 可識別資產 及負債之賬面值 HK\$'000 千港元	Fair value recognised on the Strong Network Acquisition 就Strong Network 收購事項 確認之公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	2,168	2,168
Other intangible assets (note 15)	其他無形資產 (附註15)	-	1,232
Available-for-sale investments	可供出售投資	2,469	2,469
Interests in an associate	於聯營公司之權益	1,205	1,205
Inventory	存貨	98	98
Trade receivables	應收貿易賬款	2,486	2,486
Prepayments and other receivables	預付款項及其他應收款項	904	904
Tax recoverable	可收回稅項	41	41
Cash and bank balances	現金及銀行結餘	15,378	15,378
Trade payables	應付貿易賬款	(414)	(414)
Deposits received in advance	預收按金	(11,524)	(11,524)
Total identifiable net assets at fair value	按公平值列賬之可識別 資產淨值總額		14,043
Goodwill (note 14)	商譽(附註14)		58,188
Total consideration	總代價		72,231
Consideration satisfied by	代價以以下方式支付		
- Cash	- 現金		30,000
- Fair value of previously held interest in the Strong Network Group	- 過往所持Strong Network集團 權益之公平值		17,247
- Fair value of contingent consideration payable at the completion date of the Strong Network Acquisition (note 33)	- 於Strong Network收購事項 完成日期的應付或然代價 公平值(附註33)		24,984
			72,231

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

Year ended 30 June 2018 (Continued)

(b) Strong Network Acquisition (Continued)

The goodwill arising from the Strong Network Acquisition is attributable to the future growth and profitability expected to arise from the business combination.

An analysis of cash flows in respect of the Strong Network Acquisition is as follows:

		HK\$'000 千港元
Cash consideration	現金代價	30,000
Cash and banks balances acquired	所收購之現金及銀行結餘	(15,378)
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動現金流量之現金及現金等值項目流出淨額	14,622

Following the completion of the Strong Network Acquisition, the Strong Network Group contributed approximately HK\$29,225,000 of consolidated revenue and approximately HK\$5,296,000 of consolidated profit to the Group during the year.

Had the acquisition of the Strong Network Group been taken place at the beginning of the financial year ended 30 June 2018, the consolidated revenue and consolidated loss of the Group would be HK\$317,247,000 and HK\$89,310,000, respectively for that financial year.

Details of the Strong Network Acquisition were set out in the Company's announcements dated 20 October 2017 and 22 January 2018.

32. 收購附屬公司(續)

截至二零一八年六月三十日止年度
(續)

(b) Strong Network收購事項(續)

Strong Network收購事項所產生之商譽乃歸屬於預期從業務併購所產生之未來增長及盈利能力。

有關Strong Network收購事項之現金流量分析如下：

於Strong Network收購事項完成後，Strong Network集團於本年度為本集團貢獻約29,225,000港元之綜合收入及約5,296,000港元之綜合溢利。

倘收購Strong Network集團於截至二零一八年六月三十日止財政年度初發生，本集團於該財政年度之綜合收入及綜合虧損將分別為317,247,000港元及89,310,000港元。

有關Strong Network收購事項之詳情載於本公司日期為二零一七年十月二十日及二零一八年一月二十二日之公告。

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

30 June 2017

(c) Money-lending business

On 7 October 2016, the Company entered into a sale and purchase agreement with an independent third party, pursuant to which, the Company acquired (the "Success Beauty Acquisition") 100% equity interest in Success Beauty Limited and its subsidiary, Ever Great Finance Limited (collectively referred as the "Success Beauty Group") at a final consideration of approximately HK\$59,515,000. The Success Beauty Group is principally engaged in money-lending business. The Success Beauty Acquisition was completed on 7 October 2016.

The fair values of the identifiable assets and liabilities of the Success Beauty Group as at 7 October 2016, being the completion date of the Success Beauty Acquisition, were as follows:

32. 收購附屬公司(續)

二零一七年六月三十日

(c) 借貸業務

於二零一六年十月七日，本公司與一名獨立第三方訂立買賣協議，據此，本公司收購 Success Beauty Limited 及其附屬公司恒昌財務有限公司(合稱「Success Beauty集團」)之100%股本權益，最終代價為約59,515,000港元(「Success Beauty收購事項」)。Success Beauty集團之主要業務為借貸業務。該Success Beauty收購事項已於二零一六年十月七日完成。

Success Beauty集團於二零一六年十月七日(Success Beauty收購事項完成日期)之可識別資產及負債之公平值如下：

		Fair value recognised on the Success Beauty Acquisition 就Success Beauty 收購事項已確認之公平值 HK\$'000 千港元
Loan and interest receivables	應收貸款及利息賬款	48,468
Cash and bank balances	現金及銀行結餘	10,047
Total identifiable net assets of the Success Beauty Group at fair value	按公平值列賬之Success Beauty集團 之可識別資產淨值總額	58,515
Goodwill (note 14)	商譽(附註14)	1,000
Cash consideration	現金代價	59,515

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

30 June 2017 (Continued)

(c) Money-lending business (Continued)

The goodwill arising from the Success Beauty Acquisition is attributable to the future growth and profitability expected to arise from business combination.

An analysis of the cash flows in respect of the Success Beauty Acquisition is as follows:

		HK\$'000 千港元
Cash consideration	現金代價	59,515
Cash and bank balances acquired	所收購之現金及銀行結餘	<u>(10,047)</u>
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動現金流量之現金及現金等值項目之流出淨額	<u>49,468</u>

Following the completion of the Success Beauty Acquisition, the Success Beauty Group contributed HK\$2,973,000 of consolidated revenue and HK\$2,833,000 of consolidated profit to the Group during the year ended 30 June 2017.

Had the acquisition of the Success Beauty Group been taken place at the beginning of the financial year ended 30 June 2017, the consolidated revenue and consolidated loss of the Group would be HK\$324,688,000 and HK\$51,227,000, respectively for that financial year.

Details of the Success Beauty Group were set out in the Company's announcements dated 7 October 2016 and 11 October 2016, respectively.

32. 收購附屬公司(續)

二零一七年六月三十日(續)

(c) 借貸業務(續)

Success Beauty收購事項所產生之商譽乃歸屬從業務併購所產生之未來增長及盈利能力。

有關Success Beauty收購事項之現金流量分析如下：

於Success Beauty收購事項完成後，Success Beauty集團於截至二零一七年六月三十日止年度為本集團貢獻2,973,000港元之綜合收入及2,833,000港元之綜合溢利。

倘收購Success Beauty集團於截至二零一七年六月三十日止財政年度初發生，本集團於該財政年度之綜合收入及綜合虧損將分別為324,688,000港元及51,227,000港元。

Success Beauty集團之詳情分別載於本公司日期為二零一六年十月七日及二零一六年十月十一日之公告。

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

32. ACQUISITION OF SUBSIDIARIES (Continued)

30 June 2017 (Continued)

(d) Business of provision of property management and property agency services

On 1 December 2016, the Company entered into a sale and purchase agreement with an independent third party, pursuant to which, the Company acquired (the "Central Pearl Acquisition") 100% equity interest in Central Pearl Investments Limited and its subsidiary, Full Profit Property Services Company Limited (collectively referred as the "Central Pearl Group") at a cash consideration of HK\$20,000,000. The Central Pearl Group is principally engaged in provision of property management and property agency services in Hong Kong. The Central Pearl Acquisition was completed on 1 December 2016.

The fair values of the identifiable assets and liabilities of the Central Pearl Group as at 1 December 2016, being the completion date of the Central Pearl Acquisition, were as follows:

32. 收購附屬公司(續)

二零一七年六月三十日(續)

(d) 提供物業管理及物業代理服務業務

於二零一六年十二月一日，本公司與一名獨立第三方訂立買賣協議，據此，本公司收購卓名投資有限公司及其附屬公司富盈物業服務有限公司(合稱「卓名集團」)之100%股本權益，代價為20,000,000港元(「卓名收購事項」)。卓名集團之主要業務為於香港提供物業管理及物業代理服務。卓名收購事項已於二零一六年十二月一日完成。

卓名集團於二零一六年十二月一日(卓名收購事項完成日期)之可識別資產及負債之公平值如下：

		Fair value recognised on the Central Pearl Acquisition 就卓名收購事項 已確認之公平值 HK\$'000 千港元
Property, plant and equipment (note 13)	物業、廠房及設備(附註13)	190
Trade receivables	應收貿易賬款	565
Prepayments and other receivables	預付款項及其他應收賬款	208
Cash and bank balances	現金及銀行結餘	3,453
Accruals	應計費用	(15)
Tax payables	應付稅金	(810)
Total identifiable net assets of the Central Pearl Group at fair value		3,591
Goodwill (note 14)	商譽(附註14)	16,409
Cash consideration	現金代價	20,000

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32. ACQUISITION OF SUBSIDIARIES (Continued)

30 June 2017 (Continued)

(d) Business of provision of property management and property agency services (Continued)

The goodwill arising from the Central Pearl Acquisition is attributable to the future growth and profitability expected to arise from the business combination.

An analysis of the cash flows in respect of the Central Pearl Acquisition is as follows:

		千港元 HK\$'000
Cash consideration	現金代價	20,000
Cash and bank balances acquired	所收購之現金及銀行結餘	(3,453)
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動現金流量之現金及現金等值項目之流出淨額	16,547

Following the completion of the Central Pearl Acquisition, the Central Pearl Group contributed HK\$3,887,000 of consolidated revenue and HK\$839,000 of consolidated profit to the Group during the year ended 30 June 2017.

Had the acquisition of the Central Pearl Group been taken place at the beginning of the financial year ended 30 June 2017, the consolidated revenue and consolidated loss of the Group would be HK\$324,101,000 and HK\$51,471,000, respectively for that financial year.

Details of the Central Pearl Acquisition were set out in the Company's announcement dated 1 December 2016.

32. 收購附屬公司(續)

二零一七年六月三十日(續)

(d) 提供物業管理及物業代理服務業務(續)

源於卓名收購事項所產生之商譽乃歸屬從業務併購所產生之未來增長及溢利能力。

有關卓名收購事項之現金流量分析如下：

於卓名收購事項完成後，卓名集團於截至二零一七年六月三十日止年度為本集團貢獻3,887,000港元之綜合收入及839,000港元之綜合溢利。

倘收購卓名集團於截至二零一七年六月三十日止財政年度之初發生，本集團於該財政年度之綜合收入及綜合虧損將分別為324,101,000港元及51,471,000港元。

卓名收購事項之詳情載於本公司日期為二零一六年十二月一日之公告。

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33. CONTINGENT CONSIDERATION PAYABLE 33. 應付或然代價

As detailed in note 32(b) to the consolidated financial statements, as part of the Strong Network S&P, contingent consideration is payable in two tranches of HK\$15,000,000 each, which is dependent on the achievement of the Strong Network First Guarantee and the Strong Network Second Guarantee subsequent to the Strong Network Acquisition. In the event that the Strong Network Group's consolidated profit after tax for the financial years ending 31 December 2018 and 2019 are less than HK\$10,000,000, and HK\$15,000,000 respectively, the Company is relieved from its obligation for payment of each tranche of the contingent consideration payable.

The Directors engaged Ascent Partners to determine the fair value of the contingent consideration payable at the initial date and as at 30 June 2018. Pursuant to their valuation reports dated 14 September 2018 (the "Contingent Consideration Payable Valuations") respectively, the fair value of the contingent consideration payable as at the initial date and at 30 June 2018 was approximately RMB20,242,000 (equivalent to approximately HK\$24,984,000) and RMB20,700,000 (equivalent to approximately HK\$25,870,000) respectively, which was determined by using an income approach. The contingent consideration payable is required to re-measure at its fair value at each of the reporting period. Accordingly, fair value loss of approximately HK\$886,000 was recognised in the consolidated statement of profit or loss during the year.

誠如綜合財務報表附註32(b)所詳述，作為Strong Network買賣協議之一部分，或然代價以每期15,000,000港元，分2期予以支付，取決於Strong Network收購事項後Strong Network首個擔保及Strong Network第二個擔保之達成情況。倘於截至二零一八年及二零一九年十二月三十一日止財政年度Strong Network集團之綜合除稅後溢利分別低於10,000,000港元及15,000,000港元，則本公司對每期應付或然代價之支付責任將告解除。

董事委聘艾升評值以釐定應付或然代價於初步日期及於二零一八年六月三十日之公平值。根據其日期分別為二零一八年九月十四日之估值報告(「應付或然代價估值」)，應付或然代價於初步日期及於二零一八年六月三十日之公平值分別約為人民幣20,242,000元(相等於約24,984,000港元)及人民幣20,700,000元(相等於約25,870,000港元)，乃使用收入法釐定。應付或然代價須按其於各報告期間之公平值重新計量。因此，年內於綜合損益表確認公平值虧損約886,000港元。

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Initial recognition (note 32(b))	初步確認(附註32(b))	24,984	-
Fair value loss on contingent consideration payable	應付或然代價之公平值虧損	886	-
At the end of the reporting period	於報告期末	25,870	-
Less: current portion of contingent consideration payable	減：應付或然代價之流動部分	(13,156)	-
Non-current portion of contingent consideration payable	應付或然代價之非流動部分	12,714	-

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33. CONTINGENT CONSIDERATION PAYABLE (Continued)

Significant unobservable valuation inputs used in the Contingent Consideration Payable Valuations to determine the fair value of contingent consideration payable are as follows:

At initial date

Projected profit after tax of Strong Network, under normal situation	HK\$10,782,000 to HK\$15,500,000
Discount rate	3.95%
Discount for non-performance risk	19%

At 30 June 2018

Projected profit after tax of Strong Network, under normal situation	HK\$10,189,000 to HK\$15,188,000
Discount rate	3.48%
Discount for non-performance risk	19%

34. DEEMED PARTIAL DISPOSAL OF INTEREST IN SUBSIDIARIES

On 31 March 2017, the Group entered into a subscription agreement (the "Subscription Agreement") with Mr. Che Xiaofei (the "Subscriber") pursuant to which, the Subscriber subscribed (the "Subscription") for 245 new shares of EPRO E-commerce Group Limited ("EPRO"), a wholly-owned subsidiary of the Company, at a cash consideration of HK\$20,000,000.

Upon the completion of the Subscription on 1 August 2017, the Group's equity interest in EPRO was diluted from 100% to 51%; and therefore, it was considered as a deemed partial disposal of EPRO by the Group.

Since the deemed partial disposal of EPRO did not result in any loss of control, such transaction was accounted for as an equity transaction and the difference between (i) the proceeds from the subscription and (ii) the 49% carrying value of EPRO and its subsidiaries (collectively the "EPRO Group"), of approximately HK\$8,344,000 is recognised in other reserve of the Group.

33. 應付或然代價(續)

應付或然代價估值所採用以釐定應付或然代價公平值計量之重大不可觀察估值輸入數據如下：

於初步日期

於正常情況下Strong Network之預計除稅後溢利	10,782,000港元至15,500,000港元
貼現率	3.95%
不履行風險折讓	19%

於二零一八年六月三十日

於正常情況下Strong Network之預計除稅後溢利	10,189,000港元至15,188,000港元
貼現率	3.48%
不履行風險折讓	19%

34. 視作出售附屬公司部分權益

於二零一七年三月三十一日，本集團與車曉非先生(「認購人」)訂立認購協議(「認購協議」)，據此，認購人已認購245股EPRO E-commerce Group Limited(「EPRO」，為本公司之全資附屬公司)新股份，現金代價為20,000,000港元。

於二零一七年八月一日完成認購事項後，本集團持有之EPRO股權由100%攤薄至51%，故被視為本集團視作出售EPRO的部分權益。

由於視作出售EPRO的部分權益並不會導致本集團失去任何控制權，是項交易列作權益交易處理，而(i)認購事項所得款項與(ii)EPRO及其附屬公司(統稱為「EPRO集團」)的49%權益的賬面值之間的差額約8,344,000港元已確認為本集團之其他儲備。

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34. DEEMED PARTIAL DISPOSAL OF INTEREST IN SUBSIDIARIES (Continued)

At 1 August 2017, being the completion date of the deemed partial disposal of EPRO, the net assets value of EPRO and its subsidiaries and related loss on deemed partial disposal of EPRO were calculated as follows:

		HK\$'000 千港元
Net assets value of EPRO and its subsidiaries	EPRO及其附屬公司之資產淨值	57,846
Portion attributable to the non-controlling interests of EPRO	EPRO之非控股權益應佔部分	28,344
Less: Cash consideration received	減：已收現金代價	(20,000)
Loss on deemed partial disposal of EPRO	視作出售EPRO的部分權益之虧損	8,344

34. 視作出售附屬公司部分權益(續)

於二零一七年八月一日(即視作出售EPRO的部分權益之完成日期)，EPRO及其附屬公司之資產淨值以及視作出售EPRO的部分權益之相關虧損之計算如下：

35. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

As detailed in note 34 to the consolidated financial statements, the Group has material non-controlling interests in EPRO upon the completion of deemed partial disposal, details of which is as follows:

		2018 二零一八年
Percentage of equity interest held by non-controlling interests:	由非控股權益持有之股權百分比：	
EPRO E-Commerce Group Limited and its subsidiaries	EPRO E-Commerce Group Limited及其附屬公司	49%

35. 擁有重大非控股權益之部分擁有之附屬公司

誠如綜合財務報表附註34所詳述，本集團於完成視作部分出售後於EPRO擁有重大非控股權益，詳情載列如下：

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35. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

35. 擁有重大非控股權益之部分擁有之附屬公司(續)

		2018 二零一八年 HK\$'000 千港元
Period from 1 August 2017 (date of deemed partial disposal) to 30 June 2018 allocated to non-controlling interests	自二零一七年八月一日(視作部分出售日期)至二零一八年六月三十日期間分配至非控股權益	
EPRO Group	EPRO集團	(12,456)

The following tables illustrate summarised financial information of the EPRO Group. The amounts disclosed are before any inter-company eliminations:

下表列示EPRO集團之財務資料概要。所披露金額未計算任何公司間對銷：

		Total 總計 HK\$'000 千港元
Period from 1 August 2017 (date of deemed partial disposal) to 30 June 2018	自二零一七年八月一日(視作部分出售日期)至二零一八年六月三十日期間	
Revenue	收入	216,239
Total expenses	總開支	(241,666)
Loss for the period	本期間虧損	(25,427)
Total comprehensive income for the period	本期間全面收益總額	7
		(25,420)
At 30 June 2018	於二零一八年六月三十日	
Current assets	流動資產	94,858
Non-current assets	非流動資產	4,411
Current liabilities	流動負債	(66,844)
Total net assets	資產淨值總額	32,425

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36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

36. 綜合現金流量表附註

Changes in liabilities arising from financing activities

融資活動產生之負債變動

		Convertible bonds 可換股債券 HK\$'000 千港元
At 1 July 2017	於二零一七年七月一日	-
Issue of the December 2017 CB	發行二零一七年十二月可換股債券	100,000
Less: Direct transaction costs	減：直接交易成本	(2,500)
Changes from financing cash flows	來自融資現金流量之變動	97,500
Issue of the August 2017 CB as part of the consideration for acquisition of subsidiary	發行二零一七年八月可換股債券作為收購附屬公司之部分代價	70,000
Equity component	權益部分	(37,894)
Interest expense	利息開支	10,024
Interest paid	已付利息	(1,451)
At 30 June 2018	於二零一八年六月三十日	138,179

37. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office properties and staff quarters under operating lease arrangements. Such leases are negotiated for the terms ranging from one to five years.

At 30 June 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

37. 經營租約安排

本集團根據經營租約安排租用若干辦公室物業及員工宿舍。經協商之物業租賃期介乎一至五年。

於二零一八年六月三十日，根據不可撤銷經營租約，本集團須按以下年期支付之未來最低應付租金總額如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	6,685	1,668
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	8,016	40
		14,701	1,708

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38. CONTINGENT LIABILITIES

Except for those detailed in note 40 to the consolidated financial statements, the Group did not have any significant contingent liabilities as at 30 June 2018 and 2017.

38. 或然負債

除綜合財務報表附註40所述者外，於二零一八年及二零一七年六月三十日，本集團沒有任何重大或然負債。

39. RELATED PARTY TRANSACTIONS AND BALANCES

The Group had the following transactions with related parties during the year:

Compensation of key management personnel of the Group:

39. 關連人士交易及結餘

本集團於年內與關連人士訂立以下交易：

本集團主要管理人員之酬金：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total employee benefits paid to key management personnel	向主要管理人員支付之總僱員福利	5,550	3,658

Further details of directors' emoluments are included in note 8 to the consolidated financial statements.

有關董事酬金之詳情已載於綜合財務報表附註8。

The number of key management personnel whose benefit fell within the following bands is as follows:

福利介乎下列範圍之主要管理人員數目如下：

		Number of employees 僱員人數	
		2018 二零一八年	2017 二零一七年
Nil to HK\$1,000,000	零至1,000,000港元	2	5
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	-
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	2	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	-	1
		5	6

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40. LITIGATION

On 16 August 2012, the plaintiff (the "Plaintiff"), Klipsch Group, Inc., filed a suit in the federal district court (the "Court") in the United States (the "U.S.") against certain defendants, including one of the on-line sales platforms (the "Subject Domain") of the Group, in respect of (i) trademark counterfeiting; (ii) trademark infringement; and (iii) false designation of origin (the "Litigation"). The Plaintiff claimed that certain products (the "Klipsch-Branded Items") were registered by them in the U.S. and that infringing Klipsch-Branded Items had been sold to customers in the U.S. via the Subject Domain. The Plaintiff sought damages, attorneys' fees and sanctions. Hence, the Plaintiff instructed PayPal to freeze US\$2,000,000 (equivalent to approximately HK\$15,600,000) (the "Frozen Amount") from the Group's PayPal account on 27 August 2012.

On 21 September 2012, the Group filed sales documents with the Court indicating that the sales amount (the "Infringing Sales Amount") of the infringing Klipsch-Branded Items into the U.S. amounted to less than US\$700. The Court considered that the Frozen Amount was excessive and accordingly, the Court entered an order reducing the Frozen Amount from US\$2,000,000 to US\$20,000 (equivalent to approximately HK\$156,000) on 11 October 2012. The Plaintiff asserted in December 2012 that the Subject Domain continued to sell additional Klipsch-Branded Items. The Group filed additional sales documents establishing that the revenues derived from sales into the U.S. of the additional Klipsch-Branded Items were less than US\$125.

On 3 December 2013 the Plaintiff filed an amended complaint naming EPRO E-commerce Limited ("EPRO EComm"), a wholly owned subsidiary of the Company that operates the Subject Domain as a defendant in place of the Subject Domain, and naming as fictitious entities other domains operated by EPRO EComm.

The Company was informed by its legal adviser as to the United States laws on 12 August 2014 that the United States District Court for the Southern District of New York (the "District Court") entered an order temporarily restraining the use of US\$5,000,000 (equivalent to approximately HK\$39,000,000) (the "Restrained Sum") in the bank accounts and other financial accounts of EPRO EComm (in addition to the Frozen Amount of US\$20,000 (equivalent to approximately HK\$156,000)). A hearing regarding the asset restraining order was completed on 11 February 2015 (New York time).

40. 訴訟

於二零一二年八月十六日，原告 Klipsch Group, Inc. (「原告」) 就 (i) 商標假冒；(ii) 商標侵權；及 (iii) 虛假指定原產地在美利堅合眾國 (「美國」) 聯邦區域法院 (「法院」) 對若干被告 (包括本集團其中一個線上銷售平台 (「被告人之網域」)) 提起訴訟 (「訴訟」)。原告聲稱，彼等在美國註冊若干產品 (「Klipsch 品牌產品」)，而侵權 Klipsch 品牌產品已透過被告人之網域售予美國之客戶。據此，原告尋求損害賠償、律師費及制裁。因此，原告於二零一二年八月二十七日指示 PayPal 凍結本集團 PayPal 賬戶 2,000,000 美元 (相當於約 15,600,000 港元) (「凍結金額」)。

於二零一二年九月二十一日，本集團向法院遞交銷售文件，證實進入美國之侵權 Klipsch 品牌產品之銷售額 (「侵權銷售額」) 不足 700 美元。法院考慮到凍結金額實屬過多，因此，於二零一二年十月十一日，法院頒令將凍結金額由 2,000,000 美元減少至 20,000 美元 (相等於約 156,000 港元)。原告於二零一二年十二月指稱被告人之網域繼續銷售額外 Klipsch 品牌產品。本集團已遞交額外銷售文件，證實銷往美國之額外 Klipsch 品牌產品產生之收入不足 125 美元。

於二零一三年十二月三日，原告提交經修訂申訴，將本公司之全資附屬公司易寶電子商務有限公司 (「易寶電子商務」) (其經營被告人之網域) 稱為被告人，以代替被告人之網域，並將易寶電子商務所營運之其他域名稱為虛構實體。

本公司於二零一四年八月十二日獲其美國法律方面之法律顧問告知，美國紐約州南區區域法院 (「區域法院」) 已頒佈命令，除凍結金額 20,000 美元 (相等於約 156,000 港元) 之外，亦暫時限制使用易寶電子商務銀行賬戶及其他財務機構賬戶內 5,000,000 美元 (相等於約 39,000,000 港元) 的款項 (「受禁制金額」)。有關資產禁制令之聆訊於二零一五年二月十一日 (紐約時間) 完成。

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40. LITIGATION (Continued)

The Company was informed by its legal adviser as to the United States laws on 3 November 2015, the District Court entered an order to reduce the Restrained Sum from US\$5,000,000 (equivalent to approximately HK\$39,000,000) to US\$25,000 (equivalent to approximately HK\$195,000). The District Court has also made an order for EPRO EComm to pay for reasonable costs and fees incurred by the Plaintiff during certain legal process relating to the above matter. However, the Company was subsequently informed by its legal adviser as to the United States laws on 4 November 2015 that the District Court had granted an application to delay the effectiveness of the reduction of the Restrained Sum.

Another hearing was held on 10 November 2015 (New York time), on which the District Court decided to continue to temporarily restrain the use of the Restrained Sum. On 30 September 2016 (New York time) the District Court entered an order assessing costs and fees against EPRO EComm in the amount of US\$2,681,406.45 and retaining the Restrained Sum of US\$5,000,000 (the "30 September 2016 order"). On 26 October 2016 (New York time), EPRO EComm filed a Notice of Appeal against the 30 September 2016 order. The parties completed appellate submissions and the United States Court of Appeals for the Second Circuit held oral argument concerning the appeal on 26 October 2017 (New York time).

On 25 January 2018 (New York time), the United States Court of Appeals for the Second Circuit issued an opinion affirming the 30 September 2016 Order. On 8 February 2018 (New York time), EPRO EComm filed a motion for rehearing en banc with the United States Court of Appeals for the Second Circuit to reconsider a decision and order of a panel of the court affirming the 30 September 2016 Order. On 20 March 2018 (New York time), the United States Court of Appeals issued the mandate and affirmed the district court's order imposing sanctions. On 12 September 2018 (New York time), the District Court has made an order that the Plaintiff may obtain disbursement in the sum of US\$2,681,406.45 from the Restrained Sum at the bank and the bank shall continue to restrain the remainder of the Restrained Sum pending further order of the District Court. The Company is currently seeking legal advice from its United State legal adviser to the above matter and will provide further announcement as and when appropriate of any new development.

40. 訴訟(續)

於二零一五年十一月三日，本公司獲其美國法律方面之法律顧問通知，區域法院頒佈命令，受禁制金額由5,000,000美元(相等於約39,000,000港元)減少至25,000美元(相等於約195,000港元)。區域法院亦已頒佈命令，易寶電子商務須支付原告在有關上述事宜之若干法律程序中所招致之合理成本及費用。但其後於二零一五年十一月四日，本公司獲其美國法律方面之法律顧問通知，區域法院批准將受禁制金額減少一事押後生效之申請。

另一輪聆訊於二零一五年十一月十日(紐約時間)舉行，區域法院決定繼續暫時限制使用受禁制金額。於二零一六年九月三十日(紐約時間)，區域法院頒佈命令，評定易寶電子商務須支付2,681,406.45美元的成本及費用以及保留受限制金額5,000,000美元(「二零一六年九月三十日命令」)。於二零一六年十月二十六日(紐約時間)，易寶電子商務對二零一六年九月三十日命令提交上訴通知。當事人已完成提交上訴，而美國聯邦上訴法院第二巡迴審判庭已於二零一七年十月二十六日(紐約時間)就該上訴進行口頭辯論。

於二零一八年一月二十五日(紐約時間)，美國聯邦上訴法院第二巡迴審判庭發表意見，確認二零一六年九月三十日命令。於二零一八年二月八日(紐約時間)，易寶電子商務向美國聯邦上訴法院第二巡迴審判庭提出再聆訊呈請，要求重新考慮法院合議庭就肯定二零一六年九月三十日命令的判決及命令。於二零一八年三月二十日(紐約時間)，美國聯邦上訴法院頒佈書面命令並肯定區域法院就實施制裁的命令。於二零一八年九月十二日(紐約時間)，區域法院已頒佈命令，原告可以從受銀行禁制金額中獲得付款合共2,681,406.45美元，且銀行將繼續限制剩餘的受禁制金額，以待區域法院另行頒佈命令。本公司現時正向其美國法律顧問就上述事宜尋求法律意見並將於適當時候就任何新的事態發展另作公告。

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40. LITIGATION (Continued)

The Directors have exercised their due care in assessing the financial impact in respect of the legal costs and claims, if any, of the Litigation. Taking into account of the amount of the Restrained Sum and the possible legal and professional costs to be incurred, the Company has made a sufficient provision for the Litigation as at 30 June 2018. Since the Litigation is still on-going, the Directors would continue to exercise their due care in monitoring the progress of the Litigation and would assess the adequacy of provision for the Litigation and the financial impact to the Group as and when appropriate.

41. EVENTS AFTER THE END OF THE REPORTING PERIOD

Subsequent to the end of the reporting period, the Group has the following events:

As detailed in note 27 to the consolidated financial statements, the First Year Target Profit has been achieved and the 1st Tranche Lockup CB of HK\$40,000,000 became unconditional. Subsequent to the end of the reporting period on 14 September 2018, the 1st Tranche Lockup CB of HK\$40,000,000 was converted into 289,855,072 ordinary shares of the Company. Upon completion of the conversion, the aggregate outstanding principal amount of the convertible bonds in related to the Sense Acquisition was decreased to HK\$30,000,000.

40. 訴訟(續)

董事已謹慎地評估該訴訟所產生之有關律師費及索償(如有的話)之財務影響。經考慮受禁制金額之數額及可能將產生之法律及專業費用，於二零一八年六月三十日，本公司已對該訴訟作出充足撥備。由於該訴訟仍在進行當中，董事將繼續謹慎監察該訴訟之進展，並將於適當時候評估該訴訟之撥備是否足夠及對本集團之財務影響。

41. 報告期末後事項

於報告期末後，本集團發生下列事項：

誠如綜合財務報表附註27所詳述，第一年目標溢利已達成及第一批禁售可換股債券40,000,000港元已成為無條件。於二零一八年九月十四日報告期末後，第一批禁售可換股債券40,000,000港元已轉換為本公司普通股289,855,072股。於轉換完成後，有關三思收購事項之可換股債券之尚未償還本金總額已減少至30,000,000港元。

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42. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

42. 金融工具之分類

於報告期末，各類金融工具之賬面值如下：

金融資產

		Financial assets at fair value through profit or loss 按公平值計入損益之金融資產															
		Designated as such upon initial recognition 於初步確認時指定				Held for trading 持作買賣		Held-to-maturity investments 持至到期投資		Loans and receivables 貸款及應收款		Available-for-sale financial assets 可供出售金融資產		Total 總計			
		2018		2017		2018		2017		2018		2017		2018		2017	
		二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年
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			
Trade receivables	應收貿易賬款	-	-	-	-	-	-	25,236	4,197	-	-	25,236	4,197				
Loan and interest receivables	應收貸款及利息賬款	-	-	-	-	-	-	89,090	94,161	-	-	89,090	94,161				
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項之金融資產	-	-	-	-	-	-	31,201	27,909	-	-	31,201	27,909				
Available-for-sale investments	可供出售投資	-	-	-	-	-	-	-	-	13,000	29,700	13,000	29,700				
Equity investments at fair value through profit or loss	按公平值計入損益之股本投資	-	-	40,995	219	-	-	-	-	-	-	40,995	219				
Pledged deposits	已抵押存款	-	-	-	-	-	-	310	310	-	-	310	310				
Cash and cash equivalents	現金及現金等值項目	-	-	-	-	-	-	43,046	94,458	-	-	43,046	94,458				
		-	-	40,995	219	-	-	188,883	221,035	13,000	29,700	242,878	250,954				

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42. FINANCIAL INSTRUMENTS BY CATEGORY 42. 金融工具之分類(續)

(Continued)

Financial liabilities

金融負債

		Financial liabilities at fair value through profit or loss 按公平值計入損益之金融負債											
		Designated as such upon initial recognition 於初步確認時指定				Held for trading 持作買賣		Financial liabilities at amortised cost 按攤銷成本列賬之金融負債		Total 總計			
		2018 二零一八年		2017 二零一七年		2018 二零一八年		2017 二零一七年		2018 二零一八年		2017 二零一七年	
		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	
Trade payables	應付貿易賬款	-	-	-	-	12,111	9,685	12,111	9,685				
Financial liabilities included in other payables, deposits received and accruals	計入其他應付款項、已收按金及應計費用之金融負債	-	-	-	-	13,629	9,741	13,629	9,741				
Convertible bonds	可換股債券	-	-	-	-	138,179	-	138,179	-				
Contingent consideration payable	應付或然代價	25,870	-	-	-	-	-	25,870	-				
		25,870	-	-	-	163,919	19,426	189,789	19,426				

43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS 43. 金融工具公平值及公平值層級

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

本集團金融工具(賬面值與公平值合理相若者除外)的賬面值及公平值如下:

		Carrying amounts 賬面值		Fair values 公平值	
		2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets	金融資產				
Available-for-sales investments	可供出售投資	-	29,700	-	29,700
Equity investments at fair value through profit or loss	按公平值計入損益之股本投資	40,995	219	40,995	219
Financial liability	金融負債				
Contingent consideration payable	應付或然代價	(25,870)	-	(25,870)	-

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43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade receivables, loan and interest receivables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in trade payables, other payables and accruals, are approximate to their carrying amounts largely due to the short term maturities of these instruments.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

43. 金融工具公平值及公平值層級 (續)

管理層已評估現金及現金等值項目、已抵押存款、應收貿易賬款、應收貸款及利息賬款、計入預付款項、按金及其他應收款項的金融資產、計入應付貿易賬款、其他應付款項及應計費用的金融負債公平值與賬面值相若，主要由於該等工具等短期內到期。

公平值層級

下表列示本集團金融工具之公平值計量層級：

		Fair value measurement using 公平值計量使用						Total	
		Quoted prices in active markets (level 1) 於活躍市場報價 (第一級)		Significant observable inputs (level 2) 重大可觀察輸入數據 (第二級)		Significant unobservable inputs (level 3) 重大不可觀察輸入數據 (第三級)		總計	
		2018	2017	2018	2017	2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年
		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
Assets measured at fair value	按公平值計量的資產								
Available-for-sales investments	可供出售投資	-	29,700	-	-	-	-	-	29,700
Equity investments at fair value through profit or loss	按公平值計入損益之股本投資	40,995	219	-	-	-	-	40,995	219
Liabilities measured at fair value	按公平值計量的負債								
Contingent consideration payable	應付或然代價	-	-	-	-	25,870	-	25,870	-

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise interest-bearing bank borrowing and other payables and accruals. The main purpose of these financial instruments is to raise funds for the Group's operations. The Group has various other financial assets and liabilities (e.g. trade receivables and trade payables), which arise directly from its operations.

The main risks arising from the Group's financial instruments are cash flow interest rate risk, foreign currency risk, credit risk and liquidity risk. The Directors review and agree policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group has no significant interest-bearing financial assets and liabilities with a floating interest rate as at 30 June 2018 and 2017. The Group's results and operating cash flows are substantially independent of changes in market interest rates.

Foreign currency risk

The Group has transactional currency exposures as the sales and purchases of the Group were mainly transacted in United States dollars ("USD"), Renminbi ("RMB"), Australian dollars ("AUD"), Canadian dollars ("CAD"), EURO ("EUR"), Brazil Real ("BRL") and Hong Kong dollars ("HKD"). Approximately 92% (2017: 97%) of the Group's sales are denominated in currencies other than the functional currency of the operating units making the sale, and almost 67% (2017: 93%) of costs are denominated in the units' other functional currency.

During the year ended 30 June 2018, the exchange rate of USD was rather stable. Approximately 70% of the Group's sales are denominated in this currency (2017: approximately 54%).

44. 金融風險管理目標及政策

除衍生工具外，本集團之主要金融工具包括計息之銀行借款及其他應付款及應計費用。該等金融工具之主要目的乃為本集團之業務籌集資金。本集團有多項其他金融資產及負債（如應收貿易賬款及應付貿易賬款）乃直接自其業務產生。

本集團金融工具所產生之主要風險為現金流量利率風險、外幣風險、信貸風險及流動資金風險。董事檢討及同意就管理各該等風險之政策，該等政策概述如下。

利率風險

本集團於二零一八及二零一七年六月三十日並無按浮動利率計算之重大金融資產及負債。本集團絕大部分業績及經營現金流量均不受市場利率變動影響。

外幣風險

由於本集團之銷售及採購主要以美元（「美元」）、人民幣（「人民幣」）、澳元（「澳元」）、加元（「加元」）、歐元（「歐元」）、巴西雷亞爾（「巴西雷亞爾」）及港元（「港元」）進行交易，故本集團須承受交易貨幣風險。本集團約92%（二零一七年：97%）之銷售以進行銷售之營運單位之功能貨幣以外貨幣定值，而接近67%（二零一七年：93%）之成本則以單位之功能貨幣以外貨幣定值。

於截至二零一八年六月三十日止年度內，美元之匯率頗為穩定，本集團約70%之銷售以該等貨幣定值（二零一七年：約54%）。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk (Continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the exchange rates of AUD, CAD, RMB, EUR and BRL to HKD, with all other variables held constant, of the Group's loss before tax.

		Increase/ (decrease) in exchange rate 匯率上升/ (下跌) %	Increase/ (decrease) in loss before tax 除稅前虧損 增加/(減少) HK\$'000 千港元	Increase/ (decrease) in equity* 權益增加/ (減少)* HK\$'000 千港元
30 June 2018	二零一八年六月三十日			
If HKD weakens against AUD	倘港元兌澳元轉弱	(5)	3	-
If HKD strengthens against AUD	倘港元兌澳元轉強	5	(3)	-
If HKD weakens against CAD	倘港元兌加元轉弱	(5)	3	-
If HKD strengthens against CAD	倘港元兌加元轉強	5	(3)	-
If HKD weakens against RMB	倘港元兌人民幣轉弱	(5)	1,154	-
If HKD strengthens against RMB	倘港元兌人民幣轉強	5	(1,154)	-
If HKD weakens against EUR	倘港元兌歐元轉弱	(5)	77	-
If HKD strengthens against EUR	倘港元兌歐元轉強	5	(77)	-
30 June 2017	二零一七年六月三十日			
If HKD weakens against AUD	倘港元兌澳元轉弱	(5)	3	-
If HKD strengthens against AUD	倘港元兌澳元轉強	5	(3)	-
If HKD weakens against CAD	倘港元兌加元轉弱	(5)	(1)	-
If HKD strengthens against CAD	倘港元兌加元轉強	5	1	-
If HKD weakens against RMB	倘港元兌人民幣轉弱	(5)	270	-
If HKD strengthens against RMB	倘港元兌人民幣轉強	5	(270)	-
If HKD weakens against EUR	倘港元兌歐元轉弱	(5)	1,291	-
If HKD strengthens against EUR	倘港元兌歐元轉強	5	(1,291)	-
If HKD weakens against BRL	倘港元兌巴西雷亞爾轉弱	(5)	321	-
If HKD strengthens against BRL	倘港元兌巴西雷亞爾轉強	5	(321)	-

* Excluding retained profits

The Group has no forward foreign exchange contracts outstanding as at 30 June 2018 and 30 June 2017.

44. 金融風險管理目標及政策(續)

外幣風險(續)

下表顯示在全部其他變數維持不變之情況下，本集團之除稅前虧損於報告期末對澳元、加元、人民幣、歐元及巴西雷亞爾兌港元匯率出現合理可能變動時之敏感度。

* 不包括保留溢利

於二零一八年六月三十日及二零一七年六月三十日，本集團並無任何未償還之遠期外匯合約。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the management.

The credit risk of the Group's other financial assets, which comprise trade receivables, loan and interest receivables, deposits and other receivables, available-for-sales investments, equity investments of fair value through profit or loss, pledged deposits and cash and cash equivalents, arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

Apart from e-commerce, the Group trades only with recognised and creditworthy third parties. There is no requirement for collateral. Concentrations of credit risk are managed by customer, by geographical region and by industry sector. There are no significant concentrations of credit risk within the Group.

The Group managed credit risk of loan and interest receivables at every stage of the risk management system, including pre-approval, review and credit approval and post-transaction monitoring process. All transactions should be subject to the review and approval from credit department.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g. trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance continuity of funding and flexibility through various fund raising exercises.

44. 金融風險管理目標及政策(續)

信貸風險

本集團僅與獲認同及信譽良好之第三方進行交易。本集團之政策為所有欲以除銷期進行交易之客戶均須經信貸核證程序。此外，本集團會持續監察應收款結餘。就並非以相關營運單位之功能貨幣定值之交易而言，本集團並不會於取得管理層特定批准前提供除銷期。

本集團因交易對手違約而產生之其他金融資產(包括應收貿易賬款、應收貸款及利息賬款、按金及其他應收賬款、可售出售投資、按公平值計入損益之股本投資、已抵押存款以及現金及現金等值項目)之最高信貸風險相等於該等工具之賬面值。

除了電子商務，本集團僅與獲認同及信譽良好之第三方進行交易，故毋須抵押品。信貸風險集中情況受客戶、地區及行業控制。本集團並無重大信貸風險集中情況。

本集團通過風險管理系統管理應收貸款及利息賬款每個階段的信用風險，包括預先核准、審查、信用審批及交易後監測程序。所有交易均須經由信貸部門審查及批准。

流動資金風險

本集團使用循環流動資金計劃工具監察其資金短缺風險。此工具考慮其金融工具及金融資產(如應收貿易賬款)之到期日以及預計經營之現金流量。

本集團之目標為通過各種集資方式在資金的持續性及靈活性之間保持平衡。

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綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contracted undiscounted payments, was as follows:

		On demand		Less than 3 months		3 to less than 12 months		1 to 5 years		Total	
		按要求還款		少於三個月		三個月至少於十二個月		一至五年		總計	
		2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Trade payables	應付貿易賬款	-	-	11,563	9,685	548	-	-	-	12,111	9,685
Other payables, deposits received and accruals	其他應付款項、已收按金及應計費用	9,385	3,875	4,244	5,866	-	-	-	-	13,629	9,741
Convertible bonds	可換股債券	-	-	-	-	-	-	170,000	-	170,000	-
Contingent consideration payable	應付或然代價	-	-	-	-	-	-	25,870	-	25,870	-
		9,385	3,875	15,807	15,551	548	-	195,870	-	221,610	19,426

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the level of equity indices and the value of individual securities. As at the end of the reporting period, the Group has no significant equity price risk.

Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

44. 金融風險管理目標及政策(續)

流動資金風險(續)

於報告期末，本集團之金融負債根據已訂約未貼現款項之到期情況如下：

股票價格風險

股票價格風險為由於股票指數水平及個別證券價格變動而導致股本證券公平值減少之風險。於報告期末，本集團並無重大股票價格風險。

資本管理

本集團資本管理之主要目標為保障本集團之持續經營能力及維持穩健之資本比率，以支持其業務及盡量提高股東價值。

本集團管理其資本架構，並就經濟情況變動作出調整。本集團可能調整向股東派發之股息、向股東退還發行新股份之資金以維持或調整資本結構。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. Net debt includes trade payables and other payables, deposits received and accruals, deposits received in advance, convertible bonds and contingent consideration payable less pledged deposits and cash and cash equivalents. Capital includes equity attributable to the Company (including non-controlling interests). The gearing ratios as at the end of the reporting periods were as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trade payables	應付貿易賬款	22,084	19,658
Other payables, deposits received and accruals	其他應付款項、已收按金及應計費用	52,629	63,231
Deposits received in advance	預收按金	2,258	1,487
Convertible bonds	可換股債券	138,179	-
Contingent consideration payable	應付或然代價	25,870	-
Less: Pledged deposits	減：已抵押存款	(310)	(310)
Cash and cash equivalents	現金及現金等值項目	(43,046)	(94,458)
Net debt/(cash)	債務/(現金)淨值	197,664	(10,392)
Equity attributable to the Company	本公司應佔權益	213,217	241,107
Total capital	總資本	213,217	241,107
Capital and net debt/(cash)	資本及債務/(現金)淨值	410,881	230,715
Gearing ratio	資本負債比率	48%	N/A不適用

45. COMPARATIVE AMOUNTS

Certain comparative figures and items and balances have been adjusted and reclassified to conform with the current year's presentation.

44. 金融風險管理目標及政策(續)

資本管理(續)

本集團使用資本負債比率(以債務淨值除以總資本加上債務淨值計算)監察資本。債務淨值包括應付貿易賬款及其他應付款項、已收按金及應計費用、預收按金、可換股債券及應付或然代價減已抵押存款及現金及現金等值項目。資本包括本公司(包括非控股權益)應佔權益。於報告期末，資本負債比率如下：

45. 比較數字

若干比較數字經已作出調整及重新分類，以符合本年度之呈列方式。

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

46. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 46. 本公司財務狀況表

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

本公司於報告期末之財務狀況表資料如下：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Investments in subsidiaries and a structured entity	於附屬公司及特殊結構成立公司之投資	294,333	83,206
Available-for-sales investments	可供出售投資	13,000	29,700
Property, plant and equipment	物業、廠房及設備	1,963	-
Total non-current assets	非流動資產總額	309,296	112,906
CURRENT ASSETS	流動資產		
Due from subsidiaries	應收附屬公司款項	84,815	133,455
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,396	5,503
Equity investments at fair value through profit or loss	按公平值計入損益之股本投資	40,995	219
Cash and cash equivalents	現金及現金等值項目	13,396	52,326
Total current assets	流動資產總額	140,602	191,503
CURRENT LIABILITIES	流動負債		
Due to subsidiaries	應付附屬公司	71,083	61,733
Other payables and accruals	其他應付款項及應計費用	1,549	1,569
Contingent consolidation payable	應付或然代價	13,156	-
Total current liabilities	流動負債總額	85,788	63,302
NET CURRENT ASSETS	流動資產淨值	54,814	128,201
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	364,110	241,107
NON-CURRENT LIABILITIES	非流動負債		
Convertible bonds	可換股債券	138,179	-
Contingent consideration payable	應付或然代價	12,714	-
Total non-current liabilities	非流動負債總額	150,893	-
Net assets	資產淨值	213,217	241,107
EQUITY	權益		
Issued capital	已發行股本	27,762	27,762
Reserves	儲備	185,455	213,345
Total equity	權益總額	213,217	241,107

POON MAN SUM

潘文森
Director
董事

AI KUIYU

艾奎宇
Director
董事

Notes to Consolidated Financial Statements

綜合財務報表附註

Year ended 30 June 2018 截至二零一八年六月三十日止年度

46. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

46. 本公司財務狀況表(續)

Note:

附註：

A summary of the Company's reserves is as follows:

本公司儲備概要如下：

		Share premium account	Convertible bonds equity reserve	Contributed surplus/ Capital reserve	Treasury share redemption reserve	Share option reserve	Available-for-sales Investments revaluation reserve	Retained profits	Total
		股份溢價賬	可換股債券權益儲備	實繳盈餘/資本儲備	儲備/資本贖回儲備	購股權儲備	可供出售投資重估儲備	保留溢利	總計
		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
		(Note 30)	(Note 30)	(Note 30)	(Note 30)	(Note 31)	(Note 30)	(Note 30)	(Note 30)
		(附註30)	(附註30)	(附註30)	(附註30)	(附註31)	(附註30)	(附註30)	(附註30)
1 July 2016	二零一六年七月一日	106,915	-	95,192	3,526	3,763	6,191	(97,554)	118,033
Issue of shares, net of shares issued expenses - July 2016 GM Placing (note 29(a)(i))	發行股份已扣除股份發行開支 - 二零一六年七月一般授權配售事項(附註29(a)(i))	28,257	-	-	-	-	-	-	28,257
- October 2016 SM Placing (note 29(a)(ii))	- 二零一六年十月特定授權配售事項(附註29(a)(ii))	52,767	-	-	-	-	-	-	52,767
- April 2017 GM Placing (note 29(a)(iii))	- 二零一七年四月一般授權配售事項(附註29(a)(iii))	37,876	-	-	-	-	-	-	37,876
Exercise of share options (notes 29(b) and 31)	行使購股權(附註29(b)及31)	38,056	-	-	-	(4,473)	-	-	33,583
Loss for the year and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	-	-	-	(51,295)	(51,295)
Decrease in fair value of available-for-sales investments	可供出售投資公平值之減少	-	-	-	-	-	(979)	-	(979)
Reclassification adjustment to profit or loss on impairment loss on available-for-sales investments	可供出售投資減值虧損重新分類調整至損益	-	-	-	-	-	88	-	88
Release of investment valuation reserve upon disposal of available for sales investments	於出售可供出售投資的投資估值儲備回撥	-	-	-	-	-	(5,695)	-	(5,695)
Equity-settled share option arrangements (note 31)	股權結算的購股權安排(附註31)	-	-	-	-	710	-	-	710
At 30 June 2017 and 1 July 2017	於二零一七年六月三十日及二零一七年七月一日	263,871	-	95,192	3,526	-	(395)	(148,849)	213,345
Loss for the year and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	-	-	-	(71,870)	(71,870)
Decrease in fair value of available-for-sales investments	可供出售投資公平值之減少	-	-	-	-	-	(7,050)	-	(7,050)
Release of investment valuation reserve upon disposal of available for sales investments	於出售可供出售投資的投資估值儲備回撥	-	-	-	-	-	7,445	-	7,445
Equity-settled share option arrangements (note 31)	股權結算的購股權安排(附註31)	-	-	-	-	5,691	-	-	5,691
Issue of convertible bonds (note 27)	發行可換股債券(附註27)	-	38,423	-	-	-	-	-	38,423
Direct transaction costs attributable to the equity component (note 27)	權益部分產生直接交易成本(附註27)	-	(529)	-	-	-	-	-	(529)
At 30 June 2018	於二零一八年六月三十日	263,871	37,894	95,192	3,526	5,691	-	(220,719)	185,455

47. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

47. 綜合財務報表之批准

The consolidated financial statements were approved and authorised for issue by the board of directors on 21 September 2018.

綜合財務報表已於二零一八年九月二十一日獲董事會批准及授權刊發。

Five Year Financial Summary

五年財務資料概要

Year ended 30 June 2018 截至二零一八年六月三十日止年度

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited consolidated financial statements and restated/reclassified as appropriate, is set out below.

下文為本集團最近五個財政年度之業績與資產、負債及非控股權益概要，乃摘錄自己公佈經審核綜合財務報表，並經適當重列／重新分類。

		Year ended 30 June 截至六月三十日止年度				
		2018	2017	2016	2015	2014
		二零一八年	二零一七年	二零一六年	二零一五年	二零一四年
		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
RESULTS	業績					
REVENUE	收入	308,239	323,154	399,736	749,660	1,166,050
Cost of sales and services	銷售及服務成本	(207,556)	(216,369)	(253,031)	(435,802)	(678,639)
Gross profit	毛利	100,683	106,785	146,705	313,858	487,411
Other income and gains	其他收入及收益	11,582	4,448	4,508	4,023	707
Fair value gain on previously held equity interest in associate	過往所持聯營公司股權之公平值收益	2,070	-	-	-	-
Selling and distribution costs	銷售及分銷成本	(54,498)	(80,135)	(123,580)	(239,937)	(346,416)
Administrative and other expenses	行政及其他費用	(138,781)	(79,842)	(135,248)	(134,183)	(178,660)
Fair value loss on contingent consideration payable	應付或然代價之公平值虧損	(886)	-	-	-	-
Impairment of other intangible assets	其他無形資產減值	-	(1,715)	-	-	-
Finance costs	融資成本	(10,024)	(349)	(7,084)	(1,528)	(19)
Share of profit or loss of associate	分佔聯營公司之損益	176	-	-	-	(12)
LOSS BEFORE TAX	除稅前虧損	(89,678)	(50,808)	(114,699)	(57,767)	(36,989)
Income tax expense	所得稅費用	(782)	(182)	(222)	(409)	(6,799)
Loss for the year from continuing operations	本年度來自持續經營業務之虧損	(90,460)	(50,990)	(114,921)	(58,176)	(43,788)
Profit/(loss) for the year from discontinued operation	本年度來自終止經營業務之溢利/(虧損)	-	-	2,006	7,658	(8,583)
Impairment of assets of a disposal group classified as held for sale	將出售集團歸類持作出售的資產減值	-	-	-	(36,394)	(18,305)
		-	-	2,006	(28,736)	(26,888)
LOSS FOR THE YEAR	本年度虧損	(90,460)	(50,990)	(112,915)	(86,912)	(70,676)
Attributable to:	以下各方應佔:					
Owners of the Company	本公司擁有人	(77,975)	(50,892)	(112,832)	(87,003)	(70,910)
Non-controlling interests	非控股權益	(12,485)	(98)	(83)	91	234
		(90,460)	(50,990)	(112,915)	(86,912)	(70,676)
ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS	資產、負債及非控股權益					
TOTAL ASSETS	總資產	457,036	326,244	234,817	350,599	347,003
TOTAL LIABILITIES	總負債	(243,819)	(85,137)	(102,798)	(234,040)	(194,184)
NON-CONTROLLING INTERESTS	非控股權益	(15,842)	20	(78)	(1,039)	(947)
		197,375	241,127	131,941	115,520	151,872

