



Million Stars
萬星控股

MILLION STARS HOLDINGS LIMITED 萬星控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：8093

ANNUAL REPORT
年度報告 **2019**



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This report, for which the directors (the “Directors”) of Million Stars Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」) GEM 特色

GEM 的地位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於**GEM**上市公司一般為中小型公司，在**GEM**買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在**GEM**買賣的證券會有高流通量的市場。

本報告的資料乃遵照聯交所**GEM**證券上市規則(「**GEM**上市規則」)而刊載，旨在提供有關萬星控股有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告所載任何陳述或本報告產生誤導。

CONTENTS 目錄

02	Corporate Information	公司資料
04	Chairman's Statement	主席報告
06	Management Discussion and Analysis	管理層討論及分析
12	Biographical Details of Directors and Senior Management	董事及高級管理人員簡歷
19	Report of the Directors	董事報告
33	Corporate Governance Report	企業管治報告
54	Independent Auditor's Report	獨立核數師報告
61	Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表
63	Consolidated Statement of Financial Position	綜合財務狀況表
65	Consolidated Statement of Changes in Equity	綜合權益變動表
67	Consolidated Statement of Cash Flows	綜合現金流量表
69	Notes to the Consolidated Financial Statements	綜合財務報表附註
168	Five Year Financial Summary	五年財務概要

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. ZHU Yongjun — *Chairman*
Ms. WANG Fei — *Chief Executive Officer*
Ms. TIAN Yuan

Independent Non-Executive Directors

Mr. CHEN Ce
Ms. Ji Fang
Mr. GAO Shuo

AUDIT COMMITTEE

Mr. CHEN Ce — *Chairman*
Ms. Ji Fang
Mr. GAO Shuo

REMUNERATION COMMITTEE

Ms. Ji Fang — *Chairlady*
Mr. CHEN Ce
Mr. GAO Shuo

NOMINATION COMMITTEE

Mr. GAO Shuo — *Chairman*
Mr. CHEN Ce
Ms. Ji Fang

CORPORATE GOVERNANCE COMMITTEE

Ms. WANG Fei — *Chairlady*
Mr. CHEN Ce
Ms. Ji Fang
Mr. GAO Shuo

AUTHORISED REPRESENTATIVES

Ms. TIAN Yuan
Ms. FOO Man Yee Carina

CHIEF FINANCIAL OFFICER

Mr. HE Hongbing

COMPANY SECRETARY

Ms. FOO Man Yee Carina (ACIS, ACS)

COMPLIANCE OFFICER

Ms. TIAN Yuan

董事會

執行董事

朱勇軍先生 — 主席
王菲女士 — 行政總裁
田園女士

獨立非執行董事

陳策先生
計芳女士
高碩先生

審核委員會

陳策先生 — 主席
計芳女士
高碩先生

薪酬委員會

計芳女士 — 主席
陳策先生
高碩先生

提名委員會

高碩先生 — 主席
陳策先生
計芳女士

企業管治委員會

王菲女士 — 主席
陳策先生
計芳女士
高碩先生

授權代表

田園女士
傅曼儀女士

財務總監

賀紅兵先生

公司秘書

傅曼儀女士 (ACIS, ACS)

監察主任

田園女士

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS

Room 907B, 9/F., Empire Centre
68 Mody Road, Tsim Sha Tsui
Kowloon, Hong Kong

PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited

HONG KONG BRANCH SHARE REGISTRAR

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point, Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

AUDITORS

RSM Hong Kong
Certified Public Accountants

HONG KONG LEGAL ADVISER

Stevenson, Wong & Co.

CAYMAN ISLANDS LEGAL ADVISER

Conyers Dill & Pearman

WEBSITE

www.millionstars.hk

STOCK CODE

8093

註冊辦事處

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

總辦事處及主要營業地點

香港九龍
尖沙咀麼地道68號
帝國中心9樓907B室

股份過戶登記總處

Conyers Trust Company (Cayman) Limited

香港股份過戶登記分處

聯合證券登記有限公司
香港北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

主要往來銀行

中國銀行(香港)有限公司
香港上海滙豐銀行有限公司

核數師

羅申美會計師事務所
執業會計師

香港法律顧問

史蒂文生黃律師事務所

開曼群島法律顧問

康德明律師事務所

網站

www.millionstars.hk

股份代號

8093

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board (the "Board") of Directors of Million Stars Holdings Limited (together with its subsidiaries, the "Group"), I am pleased to present the audited consolidated results of the Group for the year ended 30 June 2019 ("FY2019") to our shareholders and investors.

China's internet advertising industry has witnessed over ten years' rapid development, and is entering a relatively slow growth cycle. The growth rate of the internet advertising market size indicates a trend of gradual decline year by year. In terms of advertising carriers, mobile advertising has become the mainstream of the internet advertising market, and currently accounts for about 70% of the mobile advertising market share. In terms of the advertising types, traffic advertising has become the new area of growth for the advertising industry. Integrating with channels including social media, search engine, and video media, traffic advertising focuses on users' interaction experiences during the promotion process and results in more precise promotion effect and increasingly growing market share. In terms of market distribution, large internet platforms have built their own platforms leveraging on the traffic advantage, and continued to encroach market share and increase advertising revenue. Medium and small advertising agency companies' promotion costs increase with their profitability being continuously compressed.

In terms of policy supervision, the state's supervision on internet advertising media and advertising operators has become increasingly strict since 2018. In February 2018, the State Administration for Industry and Commerce issued the Notice on Conducting the Special Governance of Internet Advertising. In April 2018, the Cyberspace Administration of China interviewed related responsible persons of Kuaishou (快手) and Huoshan Video Clip (火山小視頻) under Jinri Toutiao (今日頭條), demanding them to make complete rectifications. In April 2018, the State Administration of Radio, Film and Television ordered Jinri Toutiao to shut down its Neihan Duanzi (內涵段子) app. To comply with supervision requirements, internet advertising operators have to increase human resources allocation, resulting in the increasing cost of operation. From March 2018 to December 2018, the state suspended internet game number licensing, restricting the development of the internet advertising industry to some extent.

各位股東：

本人謹代表萬星控股有限公司(連同其附屬公司，統稱「本集團」)董事會(「董事會」)向各股東及投資者欣然提呈本集團截至二零一九年六月三十日止年度(「二零一九財年」)之經審核綜合業績。

我國互聯網廣告行業經過十幾年的高速發展，現在整體進入相對放緩的成長周期，互聯網廣告市場規模增速呈現逐年下降的趨勢。從廣告載體上看，移動端廣告成為互聯網廣告市場的主流，目前移動端廣告市場份額在整體中的佔比在70%左右；從廣告形式上看，信息流廣告成為廣告產業新的增長點。信息流廣告與社交、搜索、視頻等渠道相融合，廣告投放過程中注重用戶的互動體驗，投放效果更精準，市場份額持續提升。從市場分布來看，大型互聯網平台憑藉流量優勢自建廣告平台，不斷搶佔市場份額，廣告收入持續增長，中小廣告代理公司廣告投放成本增加，利潤空間受到持續壓縮。

在政策監管方面，自二零一八年以來國家對互聯網廣告投放媒體和廣告運營商的監管日益嚴格，在二零一八年二月，國家工商行政管理總局出台了《關於開展互聯網廣告專項治理的通知》；二零一八年四月國家網信辦約談快手和今日頭條旗下「火山小視頻」相關負責人，責令全面整改；二零一八年四月國家廣電總局責令今日頭條關閉「內涵段子」客戶端。為符合監管要求，互聯網廣告運營商不得不增加人力資源配備，造成運營成本的提升。自二零一八年三月到二零一八年十二月，國家暫停了互聯網遊戲版號的發放，也在一定程度上導致互聯網廣告行業的發展受限。

CHAIRMAN'S STATEMENT

主席報告

During the year, the Group recorded a revenue of approximately HK\$270,729,000, representing a decrease of approximately 48.6% as compared to the same period of last year. Due to the restriction of the macro environment, the Group's internet advertising business of this year saw a decrease as compared to the same period of last year, and the Group suspended the mobile payment technical support business. During the year, the Group recorded a loss after tax of approximately HK\$36,606,000.

I wish to take this opportunity to express our gratitude for the support from our business partners, investors and customers. I would also like to thank our dedicated management and staff for their contributions to the Group.

年內，本集團之收入錄得約270,729,000港元，較去年同期減少約48.6%。此乃主要由於宏觀環境受限，本年度集團的互聯網廣告業務較去年同期減少，以及本集團暫停移動支付的技術支持業務所致。年內本集團錄得除稅後虧損約36,606,000港元。

本人謹藉此機會，衷心感謝各業務夥伴、投資者及客戶之支持。本人亦謹此感謝努力不懈之管理層及員工對本集團作出之貢獻。

Zhu Yongjun
Chairman

25 September 2019

主席
朱勇軍

二零一九年九月二十五日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INTRODUCTION

The Group is an integrated group specialising in (i) internet advertising agency services; and (ii) mobile payment technical support services during the year.

BUSINESS REVIEW

Internet Advertising Agency Services

The Group provides internet advertising agency services through its wholly-owned subsidiaries, Beijing Dongrun Hudong Technology Company Limited* (北京東潤互動科技有限公司) and Horgos Dongrun Network Technology Company Limited* (霍爾果斯東潤網絡科技有限公司) (collectively, referred as “Dongrun Network”) in the PRC. Dongrun Network provides internet advertising agency services covering streaming advertising, search engine advertising, and applied marketing and navigation advertising. After nearly two years’ efforts, Dongrun Network has currently become the exclusive advertising agent of All Football APP* (懂球帝) gaming industry, core advertising agent of Cheetah Mobile, Yidian Zixun* (一點資訊) and WiFi Master Key, and advertising agent of Jinri Toutiao* (今日頭條). Dongrun Network, whose customers are principally engaged in the internet industry, covers industries such as e-commerce, online tourism, game, video, dating and automobiles. Its major customers include well-known enterprises such as Tencent, Jinri Toutiao and Dianping.com (大眾點評). During the year, Dongrun Network achieved an operating income of approximately HK\$216 million.

During the year, the Group developed its overseas internet advertising market through its wholly-owned subsidiary, Million Stars Internet Media Limited (“MSIM”). Through a global mainstream online platform, namely Facebook, MSIM provides customers with access to global advertising, including big data support, integrated marketing solutions, local language support and account stabilisation services. During the year, MSIM recorded an operating income of approximately HK\$52 million.

Mobile Payment Technical Support Services

Due to the introduction of new laws and regulations in the PRC, the government has implemented more stringent management of mobile payment. In order to avoid possible operational risks, the Group decided to temporarily suspend the mobile payment technical support services.

簡介

本集團為一間綜合集團，於年內專門從事(i)互聯網廣告代理服務；及(ii)移動支付技術支持服務。

業務回顧

互聯網廣告代理服務

本集團通過全資附屬公司北京東潤互動科技有限公司及霍爾果斯東潤網絡科技有限公司(以下合稱「東潤網絡」)，在國內提供互聯網廣告代理服務。東潤網絡提供的互聯網廣告代理服務涵蓋資訊流廣告、搜尋引擎廣告、應用行銷和導航廣告等類別。經過近兩年的努力，東潤網絡目前已成為懂球帝遊戲行業廣告獨家代理商、獵豹移動廣告核心代理商、一點資訊廣告核心代理商、WiFi萬能鑰匙廣告核心代理商、今日頭條廣告代理商。東潤網絡的客戶以互聯網行業為主，覆蓋電子商務、在線旅遊、遊戲、視頻、交友、汽車等行業，主要客戶包括騰訊、今日頭條、大眾點評等知名企業，年內東潤網絡實現約216,000,000港元的營業收入。

年內，本集團通過全資附屬公司萬星網絡傳媒有限公司(「萬星網絡」)發展海外互聯網廣告市場。萬星網絡通過全球主流網絡平台Facebook為客戶提供覆蓋全球的廣告投放服務，包括為客戶提供大數據支援、整合營銷方案、當地語系化支持、穩定賬號等服務。年內萬星網絡錄得約52,000,000港元的營業收入。

移動支付技術支援服務

由於國家新的法律法規的出台，政府對移動支付領域的管理變得更加嚴格，為規避可能的經營風險，本集團決定暫停移動支付的技術支援業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Leather Business

The Group was engaged in manufacturing and sales of leather products through its wholly-owned subsidiaries, Odella International Limited, Perline Company Limited (柏麗發展有限公司) and Foshan Nanhai Shengli Leather Garment Co. Ltd.* (佛山市南海盛麗皮衣有限公司) (the “Odella Group”). Due to adverse impact of international trade environment, net profit margin of leather business has gradually decreased in recent years. The Group decided to terminate leather business and disposed of the Odella Group at the consideration of HK\$10 million in February 2019 and the transaction has been completed. During the year, the sales revenue from leather products amounted to approximately HK\$37 million.

OUTLOOK

Looking ahead, the Group will seize the opportunities in the booming internet advertising sector to step up investments in internet advertising, seeking to tap on new customers, businesses and revenue streams for delivering better returns to its shareholders.

FINANCIAL REVIEW

Overview

During the year, the revenue of the Group recorded a decrease of approximately 48% from approximately HK\$526 million for the year ended 30 June 2018 (“FY 2018”) to approximately HK\$271 million for the year ended 30 June 2019 (“FY 2019”).

During FY 2019, the Group recorded a loss after tax of approximately HK\$37 million, represented a decrease of approximately HK\$242 million as compared with the profit after tax of approximately HK\$205 million in FY 2018. This is mainly attributable to narrow profit margin of the provision of internet advertising agent services, a decrease in net profit arising from the mobile payment technical support services and the impairment losses on trade and other receivables.

Gross Profit

Gross profit margin decreased from 49% in FY2018 to 15% in FY2019 mainly attributable to a lower gross profit of provision of internet advertising agency services in Mainland China during the current year.

皮革業務

本集團通過全資附屬公司Odella International Limited、柏麗發展有限公司及佛山市南海盛麗皮衣有限公司(「Odella集團」)從事生產及銷售皮革產品業務。由於國際貿易環境的不利影響，近年來皮革業務的淨利潤率逐漸下滑，集團決定終止皮革業務，並於二零一九年二月將Odella集團以10,000,000港元的代價出售，該交易已經完成。於年內錄得皮革產品的銷售收入約37,000,000港元。

展望

本集團未來會抓住互聯網廣告行業飛速發展的機遇，加大在互聯網廣告市場的投資力度，努力拓展新的客戶、業務與收入來源，為股東帶來更高回報。

財務回顧

概覽

年內，本集團之收入錄得約48%的減幅，由截至二零一八年六月三十日止年度(「二零一八財年」)的約526,000,000港元減至截至二零一九年六月三十日止年度(「二零一九財年」)的約271,000,000港元。

於二零一九財年，本集團錄得除稅後虧損約37,000,000港元，較二零一八財年的除稅後溢利約205,000,000港元減少約242,000,000港元。此乃主要由於提供互聯網廣告代理服務的利潤率收窄、移動支付技術支持服務產生的純利減少及貿易及其他應收款項的減值虧損所致。

毛利

毛利率由二零一八財年的49%減少至二零一九財年的15%，主要由於本年度內於中國內地提供互聯網廣告代理服務毛利較低。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Other Income, Gains/(Losses)

Other income and gains/(losses), mainly represented sundry income incidental to our business, principally including interest income, net exchange differences.

Other income and other gains/(losses), amounted to net gains of HK\$3 million in FY 2019 compared to net gains HK\$1 million in FY 2018. The increase was mainly due to the interest income received during the year.

Selling and Distribution Expenses

Selling and distribution expenses mainly comprised sales and marketing expenses. Selling and distribution expenses decreased from approximately HK\$6 million in FY 2018 to approximately HK\$3 million in FY 2019, representing a decrease of approximately HK\$3 million mainly due to the fall in the revenue.

Administrative Expenses

Administrative expenses mainly comprised payroll expenses, rent and rates and other office administrative expenses. Administrative expenses increased from approximately HK\$35 million in FY 2018 to approximately HK\$40 million in FY 2019.

The higher administrative expenses in FY 2019 were mainly attributable to an increase in office administrative expenses for internet advertising agency services.

Finance Costs

Finance costs increased from HK\$7,000 in FY 2018, to HK\$626,000 in FY 2019, primarily due to the interest expenses incurred by interest-bearing bank borrowings and a third party loan.

Income tax expense

Income tax represents Hong Kong profits tax at 16.5% for the Company's subsidiaries in Hong Kong and PRC Enterprise Income Tax at 25% for the Company's subsidiaries in the PRC. Certain subsidiaries of the Company, which we incorporated in the Horgos Economic Development Zone and engaged in industries particularly encouraged by the local government, are entitled to a preferential tax treatment of exemption from enterprise income tax before the end of 2020.

其他收入、收益／(虧損)

其他收入及收益／(虧損)主要指與我們業務相關的雜項收入，主要包括利息收入、淨匯兌差額。

於二零一九財年，其他收入及其他收益／(虧損)為淨收益3,000,000港元，而二零一八財年則為淨收益1,000,000港元。增加乃主要由於年內已收利息收入所致。

銷售及分銷開支

銷售及分銷開支主要包括銷售及營銷開支。銷售及分銷開支由二零一八財年的約6,000,000港元減少至二零一九財年的約3,000,000港元，減少約3,000,000港元，乃主要由於收入下降所致。

行政開支

行政開支主要包括薪金開支、租金及差餉以及其他辦公室行政開支。行政開支由二零一八財年的約35,000,000港元增加至二零一九財年的約40,000,000港元。

二零一九財年的行政開支較高，主要是由於互聯網廣告代理服務的辦公室行政開支增加所致。

財務成本

財務成本由二零一八財年的7,000港元增加至二零一九財年的626,000港元，主要由於計息銀行借貸及第三方貸款產生的利息開支所致。

所得稅開支

所得稅指本公司香港附屬公司按16.5%稅率繳納的香港利得稅及本公司中國附屬公司按25%稅率繳納的中國企業所得稅。本公司多間附屬公司於霍爾果斯市經濟開發區註冊成立，主營業務屬於當地政府重點鼓勵發展的產業，可享受在二零二零年年底前免徵企業所得稅的稅收優惠政策。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial Position, Liquidity and Financial Resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the costs of funds, the Group's treasury activities are centralised and cash is generally deposited with banks in Hong Kong and Mainland China.

The Group has maintained its funds at a sound and healthy financial resource level during the year under review. As at 30 June 2019, included in net current assets were bank and cash balances (including pledged bank deposits) totalling approximately HK\$23 million (2018: HK\$114 million), the decrease of which was mainly due to repayment of amount due to a shareholder. Total debt to equity ratio of the Group expressed as a percentage of interest bearing borrowings over total equity was approximately 6.25% as at 30 June 2019 (30 June 2018: 0.19%).

As at 30 June 2019, the Group obtained banking borrowings amounting to HK\$8 million (30 June 2018: Nil). The Group has interest-bearing bank loans which carry interest, ranging from 5.48% to 11.34% per annum in FY 2019 (30 June 2018: Nil).

As at 30 June 2019, the Group has also borrowed unsecured interest-free loans from third parties in amount of HK\$2 million (30 June 2018: Nil) and interest-bearing loan from third party of HK\$5 million which carries interest of 3% per annum in FY 2019 (30 June 2018: Nil).

There was no seasonality as to the Group's borrowing requirements and no committed borrowing facilities.

The Company has adequate internal financial resource to support the development of the Group in the coming year.

Charge Over Assets of the Group

As at 30 June 2019, the Group's banking facilities were supported by pledged bank deposits of the Group of approximately HK\$4 million (2018: HK\$1 million).

財務狀況、流動資金及財務資源

本集團採取審慎的現金及財務管理政策。為求更有效控制成本及盡量降低資金成本，本集團的財資活動均為集中管理，而現金一般會存放於香港和中國內地的銀行。

於回顧年度內，本集團的資金維持於穩健的財務資源水平。於二零一九年六月三十日，計入流動資產淨值的銀行及現金結餘（包括已抵押銀行存款）總額約為23,000,000港元（二零一八年：114,000,000港元），有關減少乃主要由於償還應付一名股東款項所致。於二零一九年六月三十日，本集團的債務總額對權益比率（按計息借貸除以權益總額計算）約為6.25%（二零一八年六月三十日：0.19%）。

於二零一九年六月三十日，本集團獲得銀行借貸8,000,000港元（二零一八年六月三十日：無）。本集團的計息銀行借貸於二零一九財年按年利率介乎5.48%至11.34%計息（二零一八年六月三十日：無）。

於二零一九年六月三十日，本集團亦已向第三方借取無抵押免息貸款2,000,000港元（二零一八年六月三十日：無）及於二零一九財年向第三方借取按年利率3%計息的計息貸款5,000,000港元（二零一八年六月三十日：無）。

本集團的借貸需求無季節性，本集團亦無承擔借貸融資。

本公司擁有的內部財務資源足以支援本集團於下一年度的發展。

本集團之資產質押

於二零一九年六月三十日，本集團之銀行融資由本集團之已抵押銀行存款約4,000,000港元（二零一八年：1,000,000港元）擔保。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial Management Policies

The Group in its ordinary course of business is exposed to market risks such as foreign currency risk and interest rate risk. The Group's risk management strategy aims to minimise the adverse effects of these risks on its financial performance.

Cash is generally deposited with banks in Hong Kong and Mainland China, which are denominated mostly in United States dollars, Hong Kong dollars and Renminbi. Hong Kong dollars are pegged to United States dollars under the current policy of the Government of Hong Kong.

As the Group's trading transactions, monetary assets and liabilities in Mainland China are denominated mainly in Renminbi, and trading transactions, monetary assets and liabilities in Hong Kong and overseas are denominated mainly in Hong Kong dollars (being the Group's operating and reporting currencies) and United States dollars (to which Hong Kong dollars was pegged), the impact of foreign exchange exposure to the Group was minimal and the changes in foreign exchange rates did not have a significant adverse effect on normal operations during the reporting year.

With the current interest rates staying at relatively low levels, the Group has not entered into any interest rate hedging contract or any other interest rate related derivative financial instrument (2018: Nil). However, the Group continues to monitor its related interest rate exposure closely.

Capital Commitments and Contingent Liabilities

As at 30 June 2019, the Group did not have any significant capital commitment (2018: Nil) and contingent liability (2018: Nil).

Risk management and uncertainties

The Board believes that risk management is essential to the Group's efficient and effective operation. The Group's management assists the Board in periodic evaluation of principal risks exposed to the Group and estimation made for the uncertainties; and participates in formulating appropriate risk management and internal control measures for the purpose of on-going monitoring of such risks and assessing the appropriateness of such estimations.

財務管理政策

本集團於其一般業務過程中面臨外幣風險及利率風險等市場風險。本集團的風險管理策略旨在將該等風險對其財務表現的不利影響降至最低。

現金一般會存放於香港及中國內地的銀行，並主要以美元、港元及人民幣計值。港元根據香港政府現行的政策與美元掛鈎。

由於本集團中國內地的買賣交易、貨幣資產及負債主要以人民幣計值，香港和海外的買賣交易、貨幣資產及負債主要以港元（本集團的營運及呈報貨幣）及美元（與港元掛鈎）計值，外匯風險對本集團的影響甚微，而外匯匯率變動於報告年度對日常營運並無任何重大不利影響。

由於現行利率處於相對較低水平，故本集團並無訂立任何利率對沖合約或任何其他利率相關衍生金融工具（二零一八年：無）。然而，本集團繼續密切監察其所面對的相關利率風險。

資本承擔及或然負債

於二零一九年六月三十日，本集團並無任何重大資本承擔（二零一八年：無）及或然負債（二零一八年：無）。

風險管理及不確定因素

董事會認為，風險管理對於本集團有效運營而言屬必要。本集團管理層協助董事會定期評估本集團所面臨的主要風險，並就不確定因素作出估計；參與制定適當風險管理及內部控制措施，以持續監控有關風險及評估有關估計的適當性。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MATERIAL ACQUISITIONS AND DISPOSALS

On 18 February 2019, the Company entered into a sale and purchase agreement with the purchaser, pursuant to which the Company agreed to sell and the purchaser agreed to acquire the entire interests in Odella International Limited at a total consideration of HK\$10,000,000. The disposal was completed.

During FY 2019, the Group did not have any material acquisition.

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2019, the Group had a workforce of 109 employees (2018: 188). Total staff costs for FY 2019 were approximately HK\$34 million, as compared to staff cost of HK\$34 million in FY 2018.

The emolument policy of the employees of the Group is formulated by the Remuneration Committee (as defined below) with reference to the duties, responsibilities, experience and competence of individual employees. The same policy also applies to the Directors. In addition to salaries and discretionary bonuses relating to the performance of the Group, employee benefits included pension scheme contributions. The emoluments of the Directors are reviewed annually by the remuneration committee ("Remuneration Committee").

As incentives and rewards for their contributions to the Group, the employees of the Group and all the Directors (including the independent non-executive Directors) may also be granted share options by the Company from time to time pursuant to the share option scheme of the Company adopted on 28 January 2015.

The Group provides various training to its employees to enhance their technical skills and knowledge relevant to the employees' responsibilities. The Group also provides its employees with quality control standards and work safety standards training to enhance their safety awareness.

During the year under review, the Group did not experience any strikes, work stoppages or significant labour disputes which affected its operations in the past and it did not experience any significant difficulties in recruiting and retaining qualified staff. The Directors consider that the Group has maintained good working relationship with its employees.

重大收購及出售事項

於二零一九年二月十八日，本公司與買方訂立買賣協議，據此，本公司同意出售且買方同意收購 Odella International Limited 全部權益，總代價為 10,000,000 港元。該出售事項已經完成。

於二零一九財年，本集團並無任何重大收購事項。

僱員及薪酬政策

於二零一九年六月三十日，本集團有 109 名（二零一八年：188 名）僱員。二零一九財年之總員工成本約為 34,000,000 港元，而二零一八財年之員工成本為 34,000,000 港元。

本集團之僱員薪酬政策乃由薪酬委員會（定義見下文）參考僱員的責任、職責、經驗及能力制定。相同政策亦適用於董事。除薪金及有關本集團表現之酌情花紅外，僱員福利亦包括退休金計劃供款。董事酬金由薪酬委員會（「薪酬委員會」）每年審閱。

本集團僱員及全體董事（包括獨立非執行董事）亦可獲授本公司根據於二零一五年一月二十八日採納之本公司購股權計劃不時授出之購股權，作為對彼等為本集團作出貢獻之鼓勵及獎勵。

本集團為其僱員提供各種培訓，以提高彼等的技術技能及僱員責任相關的知識。本集團亦為其僱員提供質素監控標準及工作安全標準方面的培訓以提高彼等的安全意識。

於回顧年度內，本集團過往並無經歷任何影響其營運的罷工、停工或重大勞資糾紛，本集團在聘用及挽留合資格員工方面亦無遇到任何重大困難。董事認為，本集團已與其僱員維持良好工作關係。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡歷

EXECUTIVE DIRECTORS

Zhu Yongjun

Chairman and Executive Director

Mr. Zhu Yongjun ("Mr. Zhu"), aged 39, has been appointed as an executive Director of the Company on 24 February 2017, the chairman of the Board and the chief executive officer ("CEO") of the Company on 17 March 2017. He stepped down as the CEO on 5 September 2017. Mr. Zhu also serves as a director of certain subsidiaries of the Company.

Mr. Zhu is experienced in investment management. Mr. Zhu has been the founder, chairman and chief executive officer of Shanghai Financial Investment Information Services Company Limited* (上海尋投金融信息服務有限公司) since 2014 and was the founder of Taizhou Sifang Network Company Limited* (泰州四方網絡有限公司) in 2005. He was the general manager of the network department of China Telecommunications Taizhou Industrial Corporation* (中國電信泰州實業公司) from 2004 to 2005. Mr. Zhu holds a bachelor's degree in economic information management from Jiangnan University.

As at the date of this annual report, Mr. Zhu is beneficially interested in 38,398,786 shares of the Company.

執行董事

朱勇軍

主席兼執行董事

朱勇軍先生(「朱先生」)，39歲，於二零一七年二月二十四日獲委任為本公司執行董事及於二零一七年三月十七日獲委任為本公司董事會主席兼行政總裁(「行政總裁」)。彼於二零一七年九月五日退任行政總裁。朱先生亦於本公司若干附屬公司擔任董事。

朱先生於投資管理擁有豐富經驗。自二零一四年起，朱先生為上海尋投金融信息服務有限公司之創辦人、主席兼行政總裁，並於二零零五年為泰州四方網絡有限公司之創辦人。自二零零四年至二零零五年，彼為中國電信泰州實業公司之網絡部總經理。朱先生持有江南大學經濟信息管理學士學位。

於本年報日期，朱先生實益擁有本公司38,398,786股股份之權益。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡歷

EXECUTIVE DIRECTORS (continued)

Wang Fei

Chief Executive Officer and Executive Director

Ms. Wang Fei ("Ms. Wang"), aged 46, was appointed as an executive Director and the CEO of the Company on 5 September 2017. Ms. Wang is also the chairman of corporate governance committee of the Company and a director of certain subsidiaries of the Company.

Ms. Wang has over 20 years of experience in the software development and business marketing fields. From January 2003 to April 2017, Ms. Wang served as the senior manager of Baidu Union Development, general manager at Baidu Games Business Unit (Web Game), general manager at Baidu Web Navigation Business Unit, CEO of Baidu Games and general manager of Baidu Mobile App Distribution Business Unit. She was engaged in various projects including key accounts sales model development, software union and internet bar union development, the general management of Hao123 Web Navigation business, integration of games business and formulation of business strategies, as well as vigorous expansion of overseas markets. During her employment in Baidu Mobile App Distribution Business Unit, she was responsible for developing mobile assistant app stores and personal cloud business. Before joining Baidu, Ms. Wang was employed by Sparkice E-Commerce Group as senior business manager, served as a sales department manager of eNet.com.cn, worked at China Ship Research and Development Academy as software engineer during the period from 1994 to 2002.

Ms. Wang graduated from Harbin Engineering University with a bachelor's degree in electronic engineering in 1994.

As at the date of this annual report, Ms. Wang is beneficially interested in 40,000,000 shares of the Company.

執行董事(續)

王菲

行政總裁兼執行董事

王菲女士(「王女士」)，46歲，於二零一七年九月五日獲委任為本公司執行董事兼行政總裁。王女士亦是本公司企業管治委員會主席及本公司若干附屬公司之董事。

王女士在軟件發展及商業推廣領域積累逾二十年經驗。於二零零三年一月至二零一七年四月期間，王女士歷任百度聯盟發展部高級經理、百度遊戲事業部(頁遊)總經理、百度網址導航事業部總經理、百度遊戲CEO及百度移動分發事業部總經理。彼亦曾先後參與開拓大客戶銷售模式、軟件和網吧聯盟、負責Hao123網站導航業務的整體管理、整合遊戲業務及制定業務戰略等工作，並致力拓展海外市場。於任職百度移動分發事業部期間，彼負責開發手機助手應用商店與個人雲業務。加盟百度之前，王女士曾於一九九四年至二零零二年期間擔任實華開電子商務集團高級商務經理、矽谷動力網絡技術公司商務銷售部經理及中國艦船研究院軟件發展設計工程師。

王女士於一九九四年畢業於哈爾濱工程大學，擁有電子工程專業學士學位。

於本年報日期，王女士實益擁有本公司40,000,000股股份之權益。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡歷

EXECUTIVE DIRECTORS (continued)

Tian Yuan

Executive Director

Ms. Tian Yuan ("Ms. Tian"), aged 45, has been appointed as an executive Director of the Company on 28 July 2017. Ms. Tian also serves as a director of certain subsidiaries of the Company.

Ms. Tian obtained her bachelor's degree in economics from the University of California, Los Angeles and her master of science in financial engineering degree from the University of Michigan Ann Arbor. She was one of the earliest recruited innovative talents in the finance area by the "The Thousand Talents Plan"* ("吉林省千人計劃"), which was held by the government of Jilin Province.

Ms. Tian previously worked for US I.B. Fund Management Limited, Societe Generale Securities Hong Kong, Ltd, the Investment Management Department of Legend Holdings Ltd and other financial enterprises. She is experienced in technical analysis of foreign exchange, foreign exchange trading, derivatives development, trading and sales, financial product investment, the establishment and operation of investment funds, private equity, capital market investment, financing etc.

Ms. Tian is now the general manager of Shanghai Angell Asset Management Company Limited, the deputy general manager of Jilin Province Investment Group Company Limited* (吉林省投資集團有限公司) and the director and deputy general manager of Haitong Jihe Equity Investment Fund Management Co., Ltd.* (海通吉禾股權投資基金管理有限公司). She is also the member of the Investment Committee of Jilin Province Modern Agriculture and New Industrial Investment Fund Limited Company* (吉林省現代農業和新興產業投資基金有限公司) and Jilin Province National New Energy Venture Investment Fund (Limited Partnership)* (吉林省國家新能源創業投資基金合夥企業(有限合夥)投委會), and the director of the Investment Committee of Jilin Province Ageing Service Industry Fund (Limited Partnership)* (吉林省養老服務產業基金合夥企業(有限合夥)).

Ms. Tian is a director of both United Conquer Limited and Shanghai Hutong Investments Centre (Limited Partnership)* (上海胡桐投資中心(有限合夥)), substantial shareholders of the Company.

執行董事(續)

田園

執行董事

田園女士(「田女士」)，45歲，於二零一七年七月二十八日獲委任為本公司執行董事。田女士亦於本公司若干附屬公司擔任董事。

田女士於加州大學洛杉磯分校取得經濟學學士學位，並於密芝根大學安娜堡校區取得金融工程理學碩士學位。彼為吉林省政府舉辦之吉林省千人計劃(「吉林省千人計劃」)所招募最早一批金融領域創新人才之一。

田女士曾於US I.B. Fund Management Limited、法國興業證券(香港)有限公司、聯想控股有限公司之投資管理部及其他金融企業任職。彼於外匯技術分析、外匯交易、衍生工具開發、交易及銷售、金融產品投資、成立及營運投資基金、私募股權、資本市場投資、融資等方面經驗豐富。

田女士現為上海昂巨資產管理有限公司之總經理、吉林省投資集團有限公司之副總經理及海通吉禾股權投資基金管理有限公司之董事兼副總經理。彼亦為吉林省現代農業和新興產業投資基金有限公司及吉林省國家新能源創業投資基金合夥企業(有限合夥)投委會成員，以及吉林省養老服務產業基金合夥企業(有限合夥)投資委員會之主任。

田女士為本公司主要股東United Conquer Limited及上海胡桐投資中心(有限合夥)的董事。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Chen Ce

Independent Non-executive Director

Mr. Chen Ce ("Mr. Chen"), aged 34, has been appointed as an independent non-executive Director of the Company on 1 January 2018. He is now serving as the chairman of audit committee, and a member of remuneration committee, nomination committee and corporate governance committee of the Company.

Mr. Chen has been a senior investment manager of Haitong Capital Investment Co., Ltd. since August 2011 and is mainly responsible for pre-investment research, post-investment management and coordination between relevant parties of investment projects. Before joining Haitong Capital Investment Co., Ltd., Mr. Chen worked as an analyst of the Investment Center of the State Administration of Foreign Exchange from July 2010 to May 2011 and was mainly responsible for calculation and statistical work relating to daily foreign exchange positions as well as monthly performance analysis and attribution. Prior to this, Mr. Chen successively worked for Shanghai Lixin Ruisi Information Management Co., Ltd. and Tebon Securities Co., Ltd. in various positions during the period from June 2008 to December 2009.

Mr. Chen obtained a master's degree in management from the School of Management of Fudan University in June 2010 and a bachelor's degree in management from the School of Management of Xiamen University in June 2007. Mr. Chen is also a certified public accountant, a non-practising member of the Chinese Institute of Certified Public Accountants, and a CFA charterholder. Mr. Chen is a qualified securities practitioner and funds practitioner.

獨立非執行董事

陳策

獨立非執行董事

陳策先生(「陳先生」)，34歲，於二零一八年一月一日獲委任為本公司獨立非執行董事。彼現為本公司審核委員會主席及薪酬委員會、提名委員會和企業管治委員會成員。

陳先生自二零一一年八月起擔任海通開元投資有限公司高級投資經理，主要負責業務範圍涉及的投前調研以至投後管理，協調投資相關各方。加盟海通開元投資有限公司前，陳先生於二零一零年七月至二零一一年五月擔任外管局中央外匯業務中心分析員，主要負責每日外匯頭寸核算統計以及每月業績分析及歸因。此前，於二零零八年六月至二零零九年十二月期間，陳先生曾先後任職於上海立信銳思信息管理有限公司及德邦證券有限責任公司，擔任不同職位。

陳先生於二零一零年六月取得復旦大學管理學院管理學碩士學位，二零零七年六月取得廈門大學管理學院管理學學士學位。此外，陳先生為註冊會計師、中國註冊會計師協會非執業會員，亦為特許金融分析師，擁有證券從業資格及基金從業資格。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Ji Fang

Independent Non-executive Director

Ms. Ji Fang ("Ms. Ji"), aged 45, has been appointed as an independent non-executive Director of the Company on 1 January 2019. She is now serving as the chairman of remuneration committee, and a member of audit committee, nomination committee and corporate governance committee of the Company.

Ms. Ji has over 20 years of experience in senior corporate management, industrial investment and capital operations. She specializes in large enterprise cost control, multinational supply chain management, sales operation management, risk assessment, investment decision-making, and project management, etc. Ms. Ji is serving as the chief executive officer of Guangzhou Parallel Line Investment Management Co., Ltd.* (廣州平行線投資管理有限公司). Ms. Ji held senior management positions at several famous companies in the past, including chief executive officer of Sichuan Bangminrong Investment Guarantee Consulting Co., Ltd.* (四川省邦民融投資擔保諮詢有限公司); vice chairlady of Zhejiang Zhengrui Industrial Investment Co., Ltd.* (浙江正瑞實業投資有限公司); assistant to the president of Otis Elevator Company North Asia Pacific Headquarters and key clients manager of Otis Elevator Company in China region.

Ms. Ji holds an undergraduate degree in economic management from the Southwest Minzu University and a master's degree in business administration from Edinburgh Business School, Heriot-Watt University in the United Kingdom. She has completed a postgraduate course in political economics at Sichuan University. She is familiar with the investment environment and policies of the People's Republic of China. Ms. Ji has a deep understanding of the project incubation and corporate mergers and acquisition practice in areas such as emerging manufacturing, new materials and the Internet. She was invited to be the guest lecturer of the business administration program for president course of Shanghai Jiao Tong University.

獨立非執行董事(續)

計芳

獨立非執行董事

計芳女士(「計女士」)，45歲，於二零一九年一月一日獲委任為本公司獨立非執行董事。彼現為本公司薪酬委員會主席及審核委員會、提名委員會和企業管治委員會成員。

計女士具備逾二十年企業高級管理工作、實業投資及資本運營經驗，擅長大型企業成本控制、跨國供應鏈管理、銷售運營管理、風險評估、投資決策、項目管理等。計女士現擔任廣州平行線投資管理有限公司行政總裁。過往，計女士曾於多家知名企業擔任高級管理職位，包括四川省邦民融投資擔保諮詢有限公司行政總裁；浙江正瑞實業投資有限公司副董事長；奧的斯電梯公司北亞太區總部總裁助理及奧的斯電梯公司中國區大客戶經理。

計女士持有西南民族學院經濟管理專業本科學位及英國赫瑞瓦特大學愛丁堡商學院工商管理碩士學位，並修畢四川大學政治經濟學研究生課程。彼熟悉中華人民共和國投資環境與政策，對新興製造業、新材料、互聯網等多領域項目孵化、企業併購實際操作有深刻理解，曾應邀擔任上海交通大學工商管理總裁班課程客座講師。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Gao Shuo

Independent Non-executive Director

Mr. Gao Shuo ("Mr. Gao"), aged 36, has been appointed as an independent non-executive Director of the Company on 6 November 2017. He is now serving as the chairman of nomination committee, and a member of audit committee, remuneration committee and corporate governance committee of the Company.

Mr. Gao has 12 years of experience in investment management. He is currently a partner of Hanfor Capital Limited* (漢富(北京)資本管理有限公司), and participated in the RAZER equity investment project. From April 2015 to May 2016, Mr. Gao successively served as vice-president, managing director of risk compliance centre and chairman of strategy committee of ZZ Capital* (中植資本). From April 2011 to April 2015, he served as board secretary cum general manager of capital operations centre of Zhongze Holdings* (中澤控股集團). From June 2007 to March 2011, he successively served as division head and department head of project investment management of Goldman Sachs, and participated in the YK merger and restructuring project. From 2005 to March 2007, he was the investment risk specialist of Bank of Tokyo-Mitsubishi UFJ. He is a certified public accountant of China, financial analyst of Japan Finance Federation* (日本金融聯合會) and appraiser of Higashi-Nippon Bank Federation* (東日本銀行聯合會). Mr. Gao holds a master's degree from Waseda University in Japan, majoring in law and finance.

獨立非執行董事(續)

高碩

獨立非執行董事

高碩先生(「高先生」)，36歲，於二零一七年十一月六日獲委任為本公司獨立非執行董事。彼現為本公司提名委員會主席及審核委員會、薪酬委員會和企業管治委員會成員。

高先生在投資管理方面擁有12年經驗，現任漢富(北京)資本管理有限公司合夥人，曾參與雷蛇(RAZER)股權投資項目。於二零一五年四月至二零一六年五月期間，高先生曾擔任中植資本助理總裁、風險合規中心董事總經理及戰略委員會主席。二零一一年四月至二零一五年四月擔任中澤控股集團董事會秘書兼資本運營中心總經理。二零零七年六月至二零一一年三月先後出任高盛項目投資管理課長及項目投資管理部長，曾參與YK併購重組案。二零零五年至二零零七年三月任職三菱東京UFJ銀行投資風險專員。彼為中國註冊會計師、日本金融聯合會金融分析師及東日本銀行聯合會評估師。高先生持有日本早稻田大學碩士學位，主修法律及金融學。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡歷

SENIOR MANAGEMENT

He Hongbing

Chief Financial Officer

He Hongbing ("Mr. He"), aged 46, has been appointed as the Chief Financial Officer of the Company on 21 August 2017. He oversees and coordinates the operation of the Group's finance department including all financial, accounting and taxation functions and financing activities of the Group. Mr. He also serves as a director of certain subsidiaries of the Company.

Mr. He graduated with a bachelor degree in science from Geology Department of Peking University in 1996 and a master degree of Civil and Commercial Law from the Law School of Yantai University in 2003.

Mr. He is a CFA Charter holder and a member of The Hong Kong Society of Financial Analysts since September 2009. He has held Chinese lawyer qualification since May 1999 and Chinese Certified Public Accountant qualification since March 2003, and has over 15 years working experience in financial management, corporate finance, investor relations and merger and acquisition projects.

From July 1996 to August 2000, Mr. He was the assistant engineer of Technical Centre, Dongfeng Motor Corporation. From February 2003 to January 2004, he served as the financial manager of Shenzhen B&K Electronic Co., Ltd. From February 2004 to July 2007, he was the finance manager, deputy general manager of the Investor Relation Division of China Gas Holdings Limited (Stock Code: 384). From August 2007 to December 2007, he was the investment analyst of Singapore UOB Kay Hian Research Pte Ltd. From January 2008 to June 2008, he served as the deputy general manager of International Business Division of China Gas Holdings Limited. From July 2008 to November 2014, he worked as the senior project manager, assistant president and vice president of Sino Oil and Gas Holdings Limited (Stock Code: 702). From December 2014 to December 2015, he worked as the vice president of Linuo Group Co., Ltd. From December 2015 to August 2017, he was the chief financial officer of Sound Global Limited (Stock Code: 967).

高級管理人員

賀紅兵

財務總監

賀紅兵先生(「賀先生」)，46歲，於二零一七年八月二十一日獲委任為本公司財務總監。彼監察及協調本集團財務部的營運，包括本集團所有財務、會計及稅務職能，以及融資活動。賀先生亦擔任本公司若干附屬公司之董事。

賀先生於一九九六年畢業於北京大學地質學系，獲理學學士學位，二零零三年畢業於煙臺大學法學院，獲民商法學碩士學位。

自二零零九年九月起，彼為CFA特許狀持有人及香港財經分析師協會會員。彼自一九九九年五月起持有中國律師資格，並自二零零三年三月起持有中國註冊會計師資格。彼擁有逾15年財務管理、企業融資、投資者關係及項目併購工作經驗。

賀先生於一九九六年七月至二零零零年八月期間任東風汽車公司技術中心助理工程師；於二零零三年二月至二零零四年一月期間任深圳邦凱電子有限公司財務經理；於二零零四年二月至二零零七年七月期間先後任中國燃氣控股有限公司(股份代號：384)融資經理，投資者關係部副總經理；於二零零七年八月至二零零七年十二月期間任新加坡大華繼顯研究(私人)有限公司投資分析員，於二零零八年一月至二零零八年六月期間任中國燃氣控股有限公司國際業務部副總經理；於二零零八年七月至二零一四年十一月期間先後任中國油氣控股有限公司(股份代號：702)高級項目經理、總裁助理和副總裁；於二零一四年十二月至二零一五年十二月期間任力諾集團股份有限公司副總裁；於二零一五年十二月至二零一七年八月期間任桑德國際有限公司(股份代號：967)財務總監。

* for identification only

* 僅供識別

REPORT OF THE DIRECTORS

董事報告

The Directors are pleased to present their report and the audited consolidated financial statements of the Group for FY2019.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Company's principal subsidiaries are set out in note 20 to the consolidated financial statements.

RESULTS AND DIVIDEND

The results of the Group for FY2019 are set out in the consolidated statement of profit or loss and other comprehensive income.

The Board does not recommend the payment of any dividend for FY2019 (2018: Nil).

BUSINESS REVIEW

A review of the business of the Group during FY2019 and a discussion on the Group's future business development, possible risks and uncertainties that the Group may be facing are provided in the Management Discussion and Analysis.

The financial risk management objectives and policies of the Group are shown in note 6 to the consolidated financial statements. An analysis of the Group's performance during FY2019 using key financial performance indicators is provided in the Financial Review.

Discussion on the Group's environmental policies and performance, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group will be provided in the Environmental, Social and Governance Report which will be published on the websites of the Company and the Stock Exchange no later than three months after the publication of this Annual Report.

RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in note 33(b) to the consolidated financial statements and the consolidated statement of changes in equity on page 65 respectively.

董事欣然提呈其報告及本集團於截至二零一九財年之經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。本公司主要附屬公司之主要業務載於綜合財務報表附註20。

業績與股息

本集團於二零一九財年之業績載於綜合損益及其他全面收益表。

董事會不建議派發二零一九財年之任何股息(二零一八年：無)。

業務回顧

於二零一九財年，本集團業務回顧及本集團未來業務發展、可能面對的風險及不確定因素的討論載於「管理層討論及分析」。

本集團的財務風險管理目標及政策已載於綜合財務報表附註6。採用關鍵財務表現指標進行的本集團於二零一九財年之表現分析載於財務回顧。

有關本集團的環保政策及表現、與主要持份者的關係以及遵守對本集團有重大影響的有關法律及規例的討論將於不遲於刊發本年度報告後的三個月內，在本公司及聯交所網站刊發的環境、社會及管治報告中提供。

儲備

於本年度內，本公司及本集團儲備的變動詳情分別載於綜合財務報表附註33(b)及第65頁綜合權益變動表。

REPORT OF THE DIRECTORS

董事報告

DISTRIBUTABLE RESERVES

Under the Companies Law of the Cayman Islands, as at 30 June 2019, the contributed surplus and share premium accounts are distributable to the Shareholders provided that immediately following the date on which any dividend is proposed to be distributed, the Company will be able to pay its debts as they fall due in the ordinary course of business.

Movements in the distributable reserves of the Company during the year ended 30 June 2019 are set out in note 33(b) to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the Group's property, plant and equipment during the year ended 30 June 2019 are set out in note 18 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 30 June 2019, sales to the Group's five largest customers accounted for 56.14% of the Group's total sales for the year and sales to the largest customer included therein amounted to 37.44%.

During the year ended 30 June 2019, purchases from the Group's five largest suppliers accounted for 53.78% of the Group's total purchases for the year and purchases from the Group's largest supplier included therein amounted to 30.48%.

Save as disclosed, none of the Directors or any of their close associates or any shareholders (which to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers.

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken during the year under review are disclosed in note 38 to the consolidated financial statements. Save as disclosed below, these related party transactions either (i) do not constitute connected or continuing connected transactions or (ii) fall under the definition of a connected or continuing connected transaction, but are exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

可分派儲備

根據開曼群島公司法，於二零一九年六月三十日，繳入盈餘及股份溢價賬可分派予股東，惟於緊隨建議分派股息當日後，本公司將可償還其於日常業務過程中到期之債務。

本公司於截至二零一九年六月三十日止年度可分派儲備的變動載於綜合財務報表附註33(b)。

物業、廠房及設備

本集團於截至二零一九年六月三十日止年度的物業、廠房及設備變動詳情載於綜合財務報表附註18。

主要客戶及供應商

於截至二零一九年六月三十日止年度，本集團五大客戶的銷售額佔本集團本年度總銷售額56.14%，其中最大客戶的銷售額佔37.44%。

於截至二零一九年六月三十日止年度，本集團從五大供應商的採購額佔本集團本年度總採購額的53.78%，其中從本集團最大供應商之採購額佔30.48%。

除所披露者外，董事或其任何緊密聯繫人或任何股東（就董事所知，持有本公司已發行股本超過5%）概無於本集團之五大客戶及供應商中擁有任何權益。

關聯方交易

於本年度進行之重大關聯方交易詳情於綜合財務報表附註38披露。除下文所披露者外，該等關聯方交易(i)不構成關連或持續關連交易或(ii)亦不符合關連或持續關連交易之定義，惟獲豁免遵守GEM上市規則第20章項下任何有關申報、年度檢討、公告及獨立股東批准之規定。

REPORT OF THE DIRECTORS

董事報告

DONATIONS

Charitable donation of HK\$1,000 was made by the Group during the year ended 30 June 2019 (2018: HK\$1,000).

DIRECTORS

The Directors of the Company who held office during the year and up to the date of this report are:

Executive Directors:

Mr. ZHU Yongjun
Ms. WANG Fei
Ms. TIAN Yuan

Non-executive Director:

Mr. CHONG Ka Yee (Resigned on 4 June 2019)

Independent Non-executive Directors:

Mr. CHEN Ce
Mr. GAO Shuo
Ms. Ji Fang (Appointed on 1 January 2019)
Ms. CHEN Feng (Resigned on 1 January 2019)

Pursuant to the Company's articles of association (the "Articles of Association"), Mr. Zhu Yongjun, Ms. Tian Yuan, Ms. Wang Fei and Ms. Ji Fang will retire from the Board at the forthcoming annual general meeting and, being eligible, offer themselves for re-election as Directors at the forthcoming annual general meeting of the Company.

CHANGES OF DIRECTORS' INFORMATION

Upon specific enquiry by the Company and following confirmations from the Directors, disclosed as follows, there is no change in the information of the Directors required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules since the Company's last published interim report.

(a) Changes in Directors' Relationship with Substantial Shareholder

On 12 July 2019, 89,597,169 shares of the Company were sold by Power View Group Limited to United Conquer Limited at consideration of HK\$1.00 and 38,398,786 shares of the Company were sold by Power View Group Limited to Mr. Zhu Yongjun at consideration of HK\$1.00.

捐款

本集團於截至二零一九年六月三十日止年度作出慈善捐款 1,000 港元 (二零一八年: 1,000 港元)。

董事

於本年度內及直至本報告日期，本公司在職董事如下：

執行董事：

朱勇軍先生
王菲女士
田園女士

非執行董事：

莊嘉誼先生 (於二零一九年六月四日辭任)

獨立非執行董事：

陳策先生
高碩先生
計芳女士 (於二零一九年一月一日獲委任)
陳楓女士 (於二零一九年一月一日辭任)

根據本公司的組織章程細則 (「組織章程細則」)，朱勇軍先生、田園女士、王菲女士及計芳女士將於應屆股東週年大會上從董事會退任，並符合資格且願意於本公司應屆股東週年大會上膺選連任為董事。

董事資料變更

經本公司作出具體查詢後及據董事以下確認，誠如下文所披露，自本公司上一份刊發的中期報告以來，概無董事資料變更須根據 GEM 上市規則第 17.50A(1) 條的規定予以披露。

(a) 董事與主要股東之關係變更

於二零一九年七月十二日，本公司之 89,597,169 股股份由威景集團有限公司以代價 1.00 港元向 United Conquer Limited 出售及本公司之 38,398,786 股股份由威景集團有限公司以代價 1.00 港元向朱勇軍先生出售。

REPORT OF THE DIRECTORS

董事報告

Power View Group Limited is no longer a substantial shareholder of the Company of which Mr. Zhu Yongjun and Ms. Tian Yuan are the directors.

威景集團有限公司不再為本公司之主要股東，其中朱勇軍先生及田園女士為董事。

(b) Change in Directors' Emoluments

Given below is the latest information regarding the annual emoluments, calculated on an annualised basis for the financial year ended 30 June 2019, of a Director for whom there was a change in the amount of his emoluments since the Company's last published interim report.

(b) 董事薪酬變動

茲將有關自本公司上一份已刊發中期報告以來，其薪酬金額有所變動的一名董事的年度薪酬(截至二零一九年六月三十日止財政年度的數字乃按折算為整年基準計算得出)的最新資料載列如下。

Director 董事	Salaries and Allowances under the Contract with Million Stars Holdings Limited 與萬星控股有限公司訂立的合約項下的薪金及津貼 HK\$'000 千港元
Zhu Yongjun (Note) 朱勇軍(附註) Note: Mr. Zhu Yongjun and the Company entered into a supplemental service agreement on 1 January 2019 whereby (i) Mr. Zhu Yongjun's monthly salary decreased from HK\$200,000 to HK\$100,000 with effect from 1 January 2019, (ii) his monthly salary decreased from HK\$100,000 to HK\$50,000 with effect from 1 February 2019 and (iii) he was no longer entitled to a fixed bonus, equivalent to three-month salaries, starting from 1 January 2019 (including the fixed bonus for the service of year 2018). Subsequent to the financial year ended 30 June 2019, Mr. Zhu Yongjun and the Company entered into another supplemental service agreement whereby Mr. Zhu Yongjun's salary is revised from HK\$50,000 per month to HK\$1 per annum, starting from 1 October 2019.	1,550 附註：於二零一九年一月一日，朱勇軍先生與本公司訂立補充服務協議，據此，(i)朱勇軍先生的月薪由200,000港元減少至100,000港元，自二零一九年一月一日起生效，(ii)其月薪由100,000港元減少至50,000港元，自二零一九年二月一日起生效及(iii)自二零一九年一月一日起，彼不再享有相當於三個月薪金的固定花紅(包括二零一八年度服務的固定花紅)。 於截至二零一九年六月三十日止財政年度後，朱勇軍先生與本公司訂立另一份補充服務協議，據此，自二零一九年十月一日起，朱勇軍先生的薪金由每月50,000港元改為每年1港元。

DIRECTORS' SERVICE CONTRACTS

As at 30 June 2019, none of the Directors proposed for re-election at the forthcoming annual general meeting 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.

董事服務合約

於二零一九年六月三十日，擬於應屆股東週年大會上膺選連任之董事概無與本公司訂立本公司於一年內須支付賠償(法定賠償除外)方可終止之服務合約。

REPORT OF THE DIRECTORS

董事報告

INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

No transaction, arrangement or contract of significance in relation to the Company's business to which any subsidiary of the Company or the ultimate holding company of the Company or any subsidiary of such ultimate holding company was a party and in which a Director of the Company or any entities connected with a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during that financial year.

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

None of the Company or any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during FY2019.

MANAGEMENT CONTRACT

There was in existence during FY2019 a management services agreement dated 2 May 2017 with CS Legend Corporate Services Limited ("CS Legend"), whereby CS Legend agrees to provide company secretarial services to the Group.

EQUITY-LINKED AGREEMENT

Save for the Share Option Scheme adopted by the Company on 28 January 2015, no equity-linked agreement was entered into by the Company during the financial year or subsisted at the end of the financial year.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of his/her duty or supposed duty in his/her office.

The Company has arranged appropriate liability insurance to cover the Directors and officers of the Group.

交易、安排及合約權益

於本財政年度結束時或本財政年度任何時間並無存續本公司任何附屬公司或本公司的最終控股公司或其任何附屬公司訂立之就本公司業務而言屬重大而本公司的董事或任何與本公司董事有關連之實體直接或間接於其中擁有重大權益之交易、安排或合約。

購買、出售或贖回本公司上市證券

本公司及其任何附屬公司於二零一九財年概無購買、出售或贖回本公司之任何上市證券。

管理合約

於二零一九財年，本公司於二零一七年五月二日與領駿企業服務有限公司（「領駿」）訂立管理服務合約，據此，領駿同意為本集團提供公司秘書服務。

股票掛鈎協議

除本公司於二零一五年一月二十八日採納之購股權計劃外，本公司於本財政年度並無訂立股票掛鈎協議，亦無於本財政年度結束時擁有仍然存續之股票掛鈎協議。

獲准許的彌償條文

根據組織章程細則，每名董事就其將或可能因基於其職位履行其職務或假定職務時進行、同意或忽略的任何行為而產生或蒙受的所有訴訟、費用、收費、損失、損害及開支，均可自本公司的資產獲得彌償，確保免就此受損。

本公司已就本集團董事及行政人員安排合適的責任保險。

REPORT OF THE DIRECTORS

董事報告

SHARE OPTION SCHEME

On 28 January 2015, the Company adopted the Share Option Scheme and the major terms of the Share Option Scheme were summarized as follows:

(a) Purpose of the Share Option Scheme

The Company adopted the Share Option Scheme on 28 January 2015 by shareholder's written resolution.

The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives and rewards for their contribution to the Group. It became effective for a period of 10 years commencing on the date on which the Share Option Scheme was adopted.

(b) Participants of the Share Option Scheme

Pursuant to the Share Option Scheme, the Company may at its absolute discretion grant options to the following persons (the "Eligible Participants"):

- (a) any employees (including any executive Directors) of the Group or any entity in which any member of the Group holds any equity interest (the "Invested Entity");
- (b) any non-executive Directors (including independent non-executive Directors) of the Group or any Invested Entity;
- (c) any supplier of goods or services to the Group or any Invested Entity;
- (d) any customer of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to the Group or any Invested Entity;
- (f) any shareholder of the Group or any Invested Entity or any holder of any securities issued by the Group or any Invested Entity;
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of the Group or any Invested Entity; and
- (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group,

and, for the purposes of this Share Option Scheme, the offer may be made to any company wholly-owned by one or more Eligible Participants.

購股權計劃

於二零一五年一月二十八日，本公司採納購股權計劃及購股權計劃之主要條款概述如下：

(a) 購股權計劃之宗旨

本公司根據股東書面決議案於二零一五年一月二十八日採納之購股權計劃。

購股權計劃旨在令本集團能向選定參與者授出購股權，作為彼等為本集團所作貢獻的獎賞及獎勵。其自購股權計劃獲採納當日起計10年期間有效。

(b) 購股權計劃參與者

根據購股權計劃，本公司可全權酌情決定向下列人士（「合資格參與者」）授出購股權：

- (a) 本集團或本集團任何成員公司持有任何股權之任何實體（「接受投資實體」）之任何僱員（包括任何執行董事）；
- (b) 本集團或任何接受投資實體之任何非執行董事（包括獨立非執行董事）；
- (c) 本集團或任何接受投資實體之任何商品或服務供應商；
- (d) 本集團或任何接受投資實體之任何客戶；
- (e) 向本集團或任何接受投資實體提供研究、開發或其他技術支援之任何人員或實體；
- (f) 本集團或任何接受投資實體之任何股東或本集團或任何接受投資實體所發行任何證券之任何持有人；
- (g) 本集團或任何接受投資實體之任何業務領域或業務發展之任何專業或其他諮詢人或顧問；及
- (h) 通過合營企業、商業聯盟或其他業務安排之方式，已經或可能對本集團之發展及增長作出貢獻之任何其他組別或類別之參與者，

及就本購股權計劃而言，可授予一名或以上合資格參與者全資擁有之任何公司。

REPORT OF THE DIRECTORS

董事報告

SHARE OPTION SCHEME (continued)

(c) Total number of shares available for issue under the Share Option Scheme

The total number of shares may be granted under the Share Option Scheme is 40,000,000 shares, representing 10% of the total issued shares of the Company as at the date of this annual report. The maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company shall not exceed 30% of the total number of shares of the Company in issue from time to time.

(d) Maximum entitlement of each participant

The total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of shares of the Company in issue, unless approved by the shareholders of the Company in the manner as stipulated in the Share Option Scheme.

For any grant of options to a substantial shareholder of the Company or an independent non-executive Director or any of their respective close associates, the total number of shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant must not:

- (a) exceed 0.1% of the total number of shares of the Company in issue; and
- (b) have an aggregate value, based on the closing price of the shares at the offer date of each offer, in excess of HK\$5 million;

unless such grant of options approved by the shareholders of the Company in a general meeting.

購股權計劃(續)

(c) 購股權計劃項下可予發行之股份總數

根據購股權計劃可能授出之股份總數為40,000,000股，相當於本公司於本年報日期已發行股份總數之10%。於購股權計劃及本公司之任何其他購股權計劃項下之全部已授出但尚未行使之購股權獲行使時可能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%。

(d) 各參與者可認購之最高股份數目

於任何12個月期間向各參與者授出之購股權(包括已行使及尚未行使之購股權)獲行使時已發行及將予發行之股份總數不得超過本公司已發行股份總數之1%，惟根據購股權計劃所訂方式獲本公司股東批准者除外。

就向本公司主要股東或獨立非執行董事或彼等各自之任何緊密聯繫人授出之任何購股權而言，於截至有關授出日期(包括該日)止12個月期間內已經及將向有關人士授出之全部購股權(包括已行使、已註銷及尚未行使之購股權)獲行使時已發行及將予發行之股份總數：

- (a) 不得超過本公司已發行股份總數之0.1%；及
- (b) 具有之總價值(按股份於每份要約之要約日期的收市價計算)不得超過5,000,000港元；

惟有有關授出購股權於股東大會上獲本公司股東批准則除外。

REPORT OF THE DIRECTORS

董事報告

SHARE OPTION SCHEME (continued)

(e) Time of exercise of options

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on the date on which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. No minimum period for which the option must be held before it can be exercised is specified in the Share Option Scheme.

(f) The subscription price per share

The subscription price per share in respect of an option granted under the Share Option Scheme is such price as determined by the Board of the Company at the time of the grant of the options, but in any case the subscription price shall not be lower than the higher of:

- the closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange on the date on which the options are offered, which must be a business day;
- the price being the average closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer of the options; and
- the nominal value of a share of the Company on the date of offer.

(g) Payment on acceptance of option

A non-refundable sum of HK\$1.00 is required to be paid by each grantee upon acceptance of the granted option. An option may be accepted by a participant within 21 days from the date of offer for the grant of option.

購股權計劃(續)

(e) 購股權行使時限

購股權可根據購股權計劃之條款於董事將釐定及知會各承授人之期間內任何時間獲行使，該期間可自作出授出購股權之要約當日起計，惟無論如何須於購股權授出當日起計10年內終止，並受有關購股權提前終止的條文所規限。購股權計劃並無規定購股權可予行使前須持有的最短期限。

(f) 每股認購價

根據購股權計劃授出之購股權的每股認購價由本公司董事會於授出購股權時釐定，惟認購價不得低於下列三者中之最高者：

- 於要約授出日期(必須為營業日)聯交所發出的每日報價表所列本公司股份的收市價；
- 緊接要約授出日期前五個營業日在聯交所每日報價表上所列之本公司股份平均收市價；及
- 本公司股份於要約授出日期的面值。

(g) 接納購股權時支付的金額

於接納獲授的購股權時，各承授人須支付1.00港元的不可退回款。參與者可於授出購股權要約當日起計21日內接納購股權。

REPORT OF THE DIRECTORS

董事報告

SHARE OPTION SCHEME (continued)

(h) Duration of the Share Option Scheme

The Share Option Scheme will remain in force for a period of 10 years from its adoption date (i.e. 28 January 2015). The Share Option Scheme will terminate or expire (as the case may be) on the earlier (i) the approval of the shareholders in a general meeting, and (ii) at the close of business on the day immediately preceding the tenth anniversary of the adoption date (Scheme Period).

As at the date of this report, no share option has been granted, expired, lapsed, exercised or cancelled.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is based on their merit, qualifications and competence. The Company has adopted the Share Option Scheme as an incentive to Directors and eligible employees, details of the Share Option Scheme is set out in note 34 to the consolidated financial statements.

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

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the five highest paid individuals of the Group during FY2019 are set out in note 14 and note 13 to the consolidated financial statements respectively.

SHARE CAPITAL

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

PRE-EMPTIVE RIGHTS

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

購股權計劃(續)

(h) 購股權計劃的年期

購股權計劃自採納日期(即二零一五年一月二十八日)起10年期間內一直有效。購股權計劃將於發生以下情況時(以最早者為準)終止或屆滿(i)股東於股東大會批准,及(ii)緊接採納日期十週年(計劃期間)前一日營業時間結束時。

於本報告日,概無購股權獲授出、屆滿、失效、獲行使或註銷。

薪酬政策

本集團僱員的薪酬政策乃根據其績效、資格及能力而釐定。本公司採納購股權計劃作為對董事及合資格僱員的獎勵,購股權計劃詳情載於綜合財務報表附註34。

董事薪酬經考慮本公司經營業績、個別表現及可資比較之市場數據後,分別由薪酬委員會提供推薦意見並由董事會批准。

董事薪酬及五名最高薪酬僱員

本集團於二零一九財年內董事薪酬及五名最高薪酬僱員之詳情分別載於綜合財務報表附註14及附註13。

股本

本公司於本年度內之股本變動詳情載於綜合財務報表附註32。

優先購買權

組織章程細則或開曼群島(為本公司註冊成立之司法權區)法律概無有關優先購買權之條文規定本公司須按比例向現有股東發售新股份。

REPORT OF THE DIRECTORS

董事報告

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that was publicly available to the Company and within the knowledge of its Directors, as at the date of this Annual Report, there was sufficient public float of not less than 25% of the Company's issued shares as required under the GEM Listing Rules.

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

As at 30 June 2019, the interests and short positions of the Directors and chief executive in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, required to be notified to the Company and the Stock Exchange, were as follows:

Interests in Shares of the Company

Name of Director	Capacity	Interests in Shares	Approximate Percentage of Issued Share Capital of the Company 佔本公司已發行股本的概約百分比	Note
董事姓名	身份	於股份之權益		附註
Mr. Zhu Yongjun 朱勇軍先生	Interest of controlled corporation 受控法團權益	127,995,955 (L)	32.00%	2
Ms. Wang Fei 王菲女士	Beneficial owner 實益擁有人	40,000,000 (L)	10.00%	

Notes:

- As at 30 June 2019, the Company had 400,000,000 Shares in issue.
- As at 30 June 2019, Power View Group Limited ("PVG") had 100 shares in issue. PVG held 127,995,955 Shares, representing 32.00% of the total issued shares of the Company. PVG was 70% owned by United Conquer Limited ("UCL") and 30% owned by Mr. Zhu Yongjun.

Abbreviation: "L" stands for long position.

充足公眾持股量

根據本公司公開可得資料及就董事所知，於本年報日期，公眾持股量充足，不少於GEM上市規則規定之本公司已發行股份25%。

董事及主要行政人員於股份、相關股份及債券中的權益及淡倉

於二零一九年六月三十日，董事及主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中，擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉（包括彼等根據證券及期貨條例的該等條文被當作或視作擁有的權益或淡倉），或登記於本公司根據證券及期貨條例第352條須予存置之登記冊內的權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

於本公司股份的權益

附註：

- 於二零一九年六月三十日，本公司有400,000,000股已發行股份。
- 於二零一九年六月三十日，威景集團有限公司（「威景」）有100股已發行股份。威景持有127,995,955股股份，佔本公司已發行股份總數之32.00%。威景由United Conquer Limited（「UCL」）及朱勇軍先生分別擁有70%及30%權益。

縮寫：「L」為好倉。

REPORT OF THE DIRECTORS

董事報告

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2019, so far as is known to the Directors of the Company, persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東的權益及淡倉

於二零一九年六月三十日，就本公司董事所知，除本公司董事或主要行政人員外，下列人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露或登記於本公司根據證券及期貨條例第336條須予存置之登記冊內的權益或淡倉：

Name of Shareholders	Capacity	Interests in Shares	Approximate Percentage of Issued Share Capital of the Company 佔本公司已發行股本的概約百分比	Note
股東名稱	身份	於股份之權益		附註
7Road Holding Limited 第七大道控股有限公司	Beneficial owner 實益擁有人	54,000,000 (L)	13.50%	
Power View Group Limited 威景集團有限公司	Beneficial owner 實益擁有人	127,995,955 (L)	32.00%	
United Conquer Limited	Interest of controlled corporation 受控法團權益	127,995,955 (L)	32.00%	2
Shanghai Hutong Investments Centre (Limited Partnership)* ("SHIC")	Beneficial owner 實益擁有人	50,000,000 (L)	12.50%	
上海胡桐投資中心(有限合夥) (「上海胡桐」)	Interest of controlled corporation 受控法團權益	127,995,955 (L)	32.00%	3
BOC-HFT-BOC-Overseas No.1 QDII Segregated Account ("BOC Account")	Investment manager	50,000,000 (L)	12.50%	4
海富通—中國銀行海外1號QDII 資產管理計劃(「中銀管理計劃」)	投資經理			
Shanghai Angell Asset Management Company Limited* ("Shanghai Angell")	Interest of controlled corporation	177,995,955 (L)	44.50%	5
上海昂巨資產管理有限公司 (「上海昂巨」)	受控法團權益			
Zhongtian Urban Development Group Shanghai Equity Investment Fund Partnership (Limited Partnership)* ("Zhongtian Partnership")	Interest of controlled corporation	177,995,955 (L)	44.50%	6
中天城投集團上海股權投資基金 合夥企業(有限合夥) (「中天合夥企業」)	受控法團權益			
Shanghai Tiger Platinum Equity Investment Fund Management Partnership (Limited Partnership)* ("Shanghai Tiger Platinum")	Interest of controlled corporation	177,995,955 (L)	44.50%	7
上海虎鉑股權投資基金管理 合夥企業(有限合夥) (「上海虎鉑」)	受控法團權益			
Guiyang Jinrong Konggu Company Limited* ("Guiyang")	Interest of controlled corporation	177,995,955 (L)	44.50%	8
貴陽金融控股有限公司(「貴陽」)	受控法團權益			

REPORT OF THE DIRECTORS

董事報告

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS (continued)

主要股東的權益及淡倉(續)

Name of Shareholders	Capacity	Interests in Shares	Approximate Percentage of Issued Share Capital of the Company 佔本公司已發行股本的概約百分比	Note
股東名稱	身份	於股份之權益		附註
Zhongtian Urban Development Group Limited* ("Zhongtian Group") 中天城投集團股份有限公司 (「中天集團」)	Interest of controlled corporation 受控法團權益	177,995,955 (L)	44.50%	9
Jin Shiqi Guoji Holdings Company Limited* ("Jin Shiqi") 金世旗國際控股股份有限公司 (「金世旗」)	Interest of controlled corporation 受控法團權益	177,995,955 (L)	44.50%	10

Notes:

- As at 30 June 2019, the Company had 400,000,000 Shares in issue.
- UCL's deemed shareholdings stated above were held by virtue of its 70% shareholding interests in PVG.
- SHIC's deemed shareholdings stated above were held by virtue of its 100% shareholding interests in UCL.
- BOC Account's deemed shareholdings stated above were held as a trustee of a discretionary trust of which SHIC was the founder.
- Shanghai Angell's deemed shareholdings stated above were held by virtue of its 1% capital commitment in SHIC's contribution through general partnership.
- Zhongtian Partnership's deemed shareholdings stated above were held by virtue of its 49.5% capital commitment in SHIC's contribution with Shanghai Angell through partnership.
- Shanghai Tiger Platinum's deemed shareholdings stated above were held by virtue of its approximately 0.05% capital commitment in Zhongtian Partnership's contribution through general partnership.

附註：

- 於二零一九年六月三十日，本公司有 400,000,000 股已發行股份。
- 上述UCL之視為股權乃透過其於威景之70%股權持有。
- 上述上海胡桐之視為股權乃透過其於UCL之100%股權持有。
- 上述中銀管理計劃之視為股權乃持作全權信託受託人，而上海胡桐為該全權信託創始人。
- 上述上海昂巨之視為股權乃根據其透過普通合夥關係於上海胡桐供款之1%資本承擔持有。
- 上述中天合夥企業之視為股權乃根據其透過合夥關係於上海胡桐向上海昂巨供款之49.5%資本承擔持有。
- 上述上海虎鉑之視為股權乃其透過普通合夥關係於中天合夥企業供款之約0.05%資本承擔持有。

REPORT OF THE DIRECTORS

董事報告

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS (continued)

Notes: (continued)

8. Guiyang's deemed shareholdings stated above were held by virtue of its 80% capital commitment in Shanghai Tiger Platinum's contribution through limited partnership.
9. Zhongtian Group's deemed shareholdings stated above were held by virtue of its 100% shareholding interests in Guiyang.
10. Jin Shiqi's deemed shareholdings stated above were held by virtue of its 44.87% shareholding interests in Zhongtian Group.

Abbreviation: "L" stands for long position

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Share Option Scheme" and "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above, at no time during the year was the Company, any of its holdings companies, subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors or the chief executives of the Company or any of their respective spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING BUSINESS

For FY2019, the Directors are not aware of any business or interest of the Directors, the controlling Shareholders and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

主要股東的權益及淡倉(續)

附註：(續)

8. 上述貴陽之視為股權乃根據其透過有限合夥關係於上海虎鉑供款之80%資本承擔持有。
9. 上述中天集團之視為股權乃透過其於貴陽之100%股權持有。
10. 上述金世旗之視為股權乃透過其於中天集團之44.87%股權持有。

縮寫：「L」為好倉

董事購買股份或債券的權利

除上文「購股權計劃」一節及「董事及主要行政人員於股份、相關股份及債券中的權益及淡倉」章節所披露者外，本公司、任何其控股公司、附屬公司或同系附屬公司概無訂立任何協議以使本公司董事或主要行政人員或任何彼等各自配偶或18歲以下未成年子女透過購買本公司或任何其他法團股份或債券而獲益。

董事及控股股東於競爭業務之權益

於二零一九財年，董事並無知悉任何董事、控股股東及彼等各自之聯繫人（定義見GEM上市規則）擁有與本集團業務構成競爭或可能構成競爭之業務或於其中擁有任何權益，亦不知悉任何有關人士與或可能與本集團存在任何其他利益衝突。

REPORT OF THE DIRECTORS

董事報告

AUDITORS

Following the resignation of HLB Hodgson Impey Cheng Limited ("HLB") as auditors of the Company on 24 April 2017, RSM Hong Kong ("RSM"), whose Chinese practice name was changed from 中瑞岳華(香港)會計師事務所 to 羅申美會計師事務所 on 22 November 2018, was appointed as the auditors of the Company by the shareholders of the Company at the extraordinary general meeting held on 31 May 2017 to fill in the vacancy following the resignation of HLB.

The Board confirmed that there was no disagreement between HLB and the Company.

Save as disclosed above, there were no other changes in auditors of the Company during the past three years.

The consolidated financial statements for FY2019 have been audited by RSM who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company. A resolution will be proposed at the forthcoming annual general meeting for the re-appointment of RSM as auditors of the Company.

On behalf of the Board

Zhu Yongjun
Chairman

Hong Kong
25 September 2019

核數師

緊隨國衛會計師事務所有限公司(「國衛」)於二零一七年四月二十四日辭任本公司核數師後，羅申美會計師事務所(「羅申美」)(其中文執業名稱於二零一八年十一月二十二日從中瑞岳華(香港)會計師事務所變更為羅申美會計師事務所)已於二零一七年五月三十一日舉行的股東特別大會上獲本公司股東委任為本公司核數師，以填補國衛辭任後的空缺。

董事會確認國衛與本公司並無意見分歧。

除上文所披露者外，於過去三年，本公司核數師並無其他變動。

二零一九財年之綜合財務報表已由羅申美審核，羅申美將退任，惟符合資格且願意於本公司應屆股東週年大會上膺選連任。有關重新委任羅申美為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

朱勇軍
主席

香港
二零一九年九月二十五日

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Group's corporate governance framework is based on two main beliefs:

- the Group is well-committed to maintain good corporate governance practices and procedures; and
- the Group recognises the need to adopt practices that improve itself continuously for a quality management.

Accordingly, the Group is committed to maintain high standards of corporate governance with a view to safeguarding the interests of its shareholders. To accomplish this, the Company has adopted the principles and code provisions of the Corporate Governance Code (the "CG Codes") contained in Appendix 15 to the GEM Listing Rules as its own code of corporate governance. During the year ended 30 June 2019, the Group is in compliance with the CG Code as set out in Appendix 15 to the GEM Listing Rules.

COMPLIANCE WITH CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors ("Securities 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.

Each of the Directors gave confirmation that he/she was in compliance with the Securities Code during the year ended 30 June 2019.

企業管治常規

本集團的企業管治框架乃基於兩條主要信念：

- 本集團致力於維持良好的企業管治常規及程序；及
- 本集團認識到需要採納不斷改善其自身發展的常規，以確保管理層具備資格。

因此，本集團致力維持高水平企業管治，以保障其股東之利益。為達到此目的，本公司已採納GEM上市規則附錄十五所載企業管治守則（「企業管治守則」）之原則及守則條文作為本公司自身之企業管治守則。於截至二零一九年六月三十日止年度，本集團一直遵守GEM上市規則附錄十五所載之企業管治守則。

遵守董事進行證券交易之行為守則

本公司已採納一套有關董事進行證券交易之行為守則（「證券守則」），其條款之嚴格程度不遜於GEM上市規則第5.48至5.67條所載之規定交易標準。

各董事均已確認，其於截至二零一九年六月三十日止年度內一直遵守證券守則。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

Key features of our Board

Independence

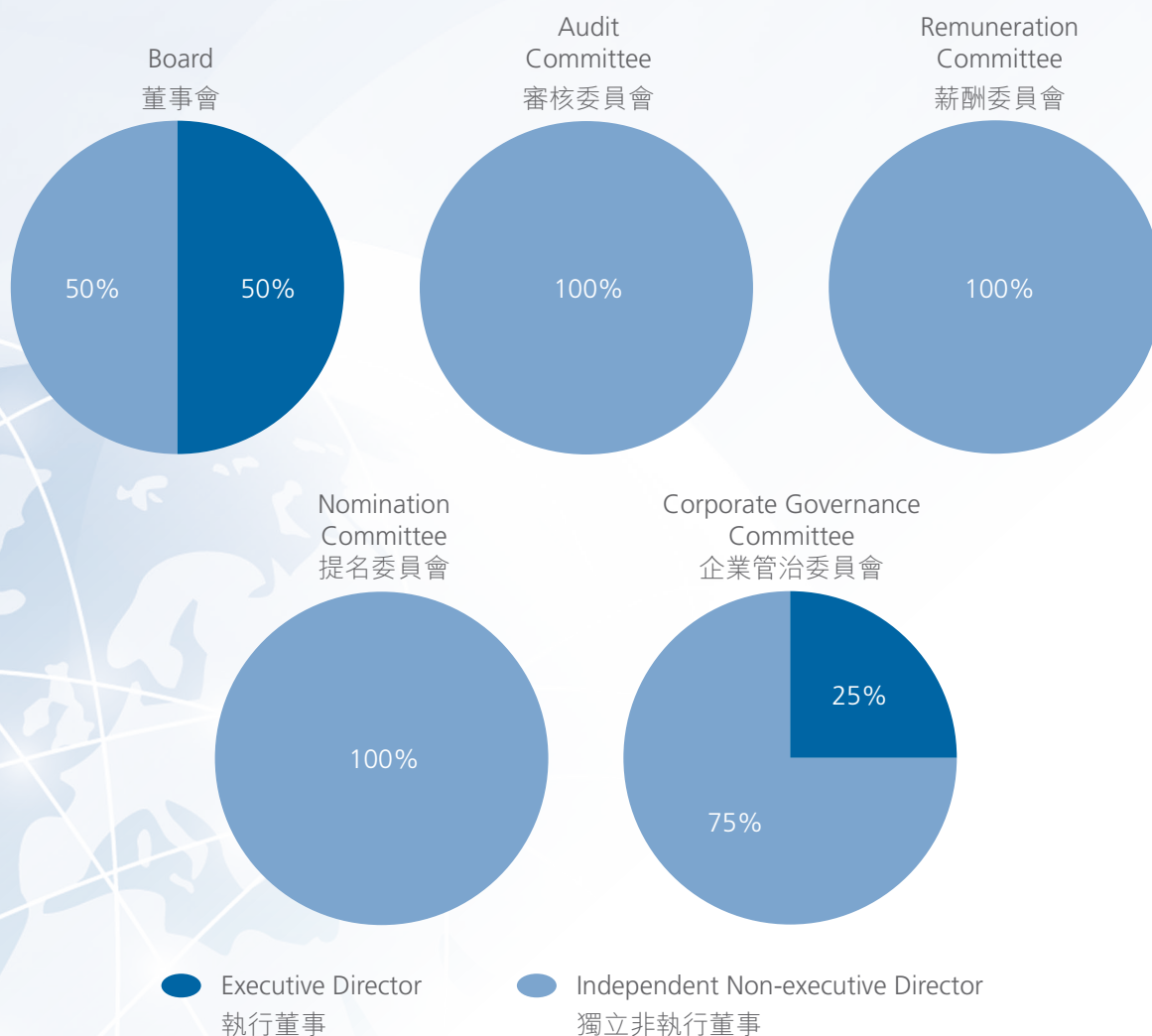
The Company emphasises on independence and objectivity of the Board and all committees. With the services of three executive Directors and three INEDs, the Board would have a prudential oversight on the Company's businesses and developments.

董事會

董事會的關鍵特徵

獨立性

本公司重視董事會及所有下屬委員會的獨立性及客觀性。三名執行董事及三名獨立非執行董事服務於董事會，審慎監督本公司的業務及發展。



CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (continued)

董事會(續)

Key features of our Board (continued)

董事會的關鍵特徵(續)

Commitment

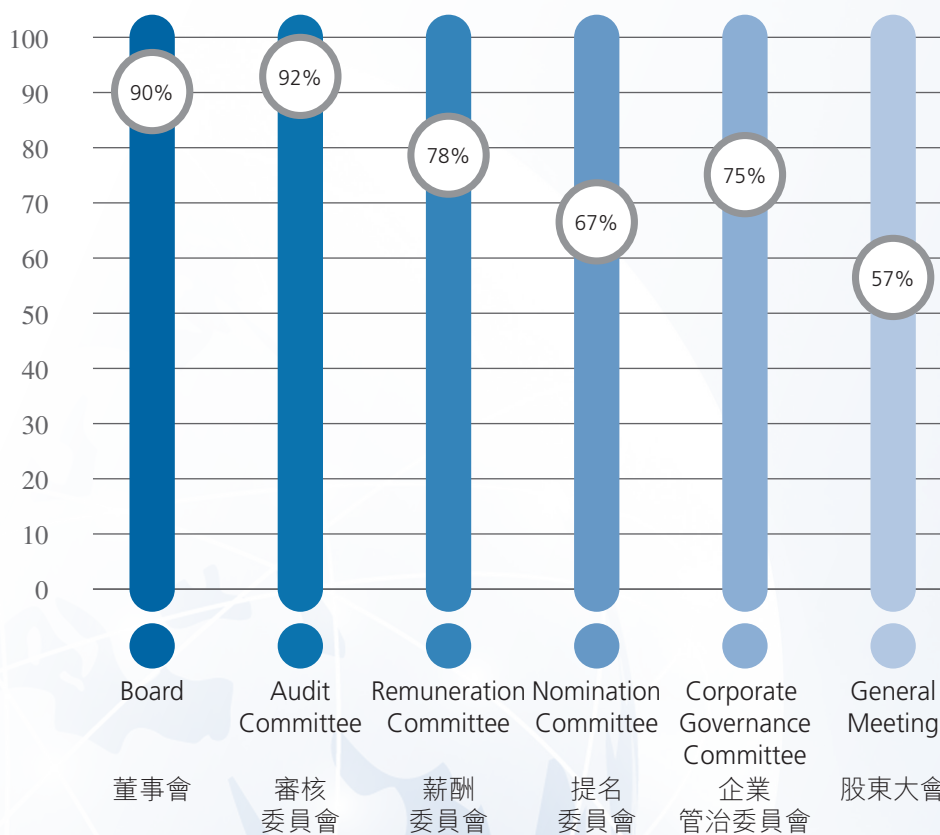
承擔

The Company attaches great importance to the level of Directors' commitment to the Company and the Board. Each Director has actively participated in the Board's, committees' and shareholders' meetings with a high attendance rate. The Directors have devoted sufficient time to the Company and closely monitored the Company's businesses.

本公司非常重視董事對本公司及董事會的承擔程度。每名董事積極參與董事會及下屬委員會會議及股東大會，均錄得高出席率。各董事已投放充足時間於本公司及密切監察本公司的業務。

Attendance Rate at Meetings

會議出席率



CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (continued)

董事會(續)

Attendance at Meetings

出席會議

The following table shows Directors' attendance at Board's meetings, committees' meetings and general meetings held in the financial year ended 30 June 2019:

下表顯示各董事於截至二零一九年六月三十日止財政年度內舉行之董事會會議、下屬委員會會議及股東大會之出席情況：

	Meetings Attended/Held 出席／舉行會議					
	BOARD 董事會 (Total: 6) (總計：6次)	REMUNERATION COMMITTEE 薪酬委員會 (Total: 3) (總計：3次)	AUDIT COMMITTEE 審核委員會 (Total: 4) (總計：4次)	NOMINATION COMMITTEE 提名委員會 (Total: 2) (總計：2次)	CORPORATE GOVERNANCE COMMITTEE 企業管治委員會 (Total: 1) (總計：1次)	GENERAL MEETING 股東大會 (Total: 1) (總計：1次)
Executive Directors						
執行董事						
Mr. Zhu Yongjun — Chairman 朱勇軍先生 — 主席	6/6	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Ms. Wang Fei — Chief Executive Officer 王菲女士 — 行政總裁	6/6	N/A 不適用	N/A 不適用	N/A 不適用	1/1	1/1
Ms. Tian Yuan 田園女士	6/6	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Non-executive Director						
非執行董事						
Mr. Chong Ka Yee (Note 1) 莊嘉誼先生(附註1)	5/6	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Independent Non-executive Directors						
獨立非執行董事						
Mr. Chen Ce 陳策先生	6/6	3/3	4/4	2/2	1/1	1/1
Ms. Ji Fang (Note 2) 計芳女士(附註2)	2/2	1/1	2/2	0/0	0/0	0/0
Mr. Gao Shuo 高碩先生	6/6	3/3	4/4	2/2	1/1	0/1
Ms. Chen Feng (Note 3) 陳楓女士(附註3)	1/4	0/2	1/2	0/2	0/1	0/1

Notes:

附註：

- Mr. Chong Ka Yee resigned as non-executive Director with effect from 4 June 2019.
- Ms. Ji Fang was appointed as independent non-executive Director with effect from 1 January 2019.
- Ms. Chen Feng resigned as independent non-executive Director with effect from 1 January 2019.

- 莊嘉誼先生辭任非執行董事，自二零一九年六月四日起生效。
- 計芳女士獲委任為獨立非執行董事，自二零一九年一月一日起生效。
- 陳楓女士辭任獨立非執行董事，自二零一九年一月一日起生效。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (continued)

Board Composition

As at the date of this Annual Report, the Board comprises three executive Directors and three INEDs as named below. An updated list of the Directors identifying their roles and functions is posted on GEM's website and the Company's website from time to time.

Executive Directors:

Mr. ZHU Yongjun
Ms. Wang Fei
Ms. TIAN Yuan

Non-Executive Director:

Mr. CHONG Ka Yee (Resigned on 4 June 2019)

Independent Non-Executive Directors:

Mr. CHEN Ce
Mr. GAO Shuo
Ms. Ji Fang (Appointed on 1 January 2019)
Ms. CHEN Feng (Resigned on 1 January 2019)

The biographical details of the Directors are set out in the "Biographical Details of Directors and Senior Management" section of this Annual Report.

In compliance with Rules 5.05(1) and (2) of the GEM Listing Rules, Mr. Chen Ce and Mr. Gao Shuo have appropriate professional qualifications or accounting or related financial management expertise.

Each Director has sufficient experience to hold the position so as to carry out his/her duties effectively and efficiently. The Board provides the Group with diversified industry expertise, advised the management on strategic development and the Board maintains high standard of compliance with financial and other mandatory reporting requirements as well as providing adequate checks and balances to safeguard the interests of Shareholders and the Company as a whole.

董事會(續)

董事會的組成

於本年報日期，董事會由三名執行董事及三名獨立非執行董事組成，彼等之姓名如下。確認彼等之職位及職能之經更新董事名單不時刊載於GEM網站及本公司網站。

執行董事：

朱勇軍先生
王菲女士
田園女士

非執行董事：

莊嘉誼先生(於二零一九年六月四日辭任)

獨立非執行董事：

陳策先生
高碩先生
計芳女士(於二零一九年一月一日獲委任)
陳楓女士(於二零一九年一月一日辭任)

董事的履歷詳情載列於本年報「董事及高級管理人員簡歷」一節。

根據GEM上市規則第5.05(1)條及(2)條，陳策先生及高碩先生具備合適專業資格或會計或相關財務管理專長。

各董事均有足夠經驗勝任，務求有效地及有效率地履行彼等之職務。董事會具有多元化之業務專長，向管理層就策略性發展提供意見，且董事會在遵守財務及其他強制性申報規定方面維持高標準，以及採取適當制衡措施以維護股東及本公司之整體利益。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (continued)

Board Diversity

In compliance with the requirement set out in Code Provision A.5.6 of the CG Code, the Company has put in place a Board diversity policy (the "Board Diversity Policy") which sets out its approach to achieve diversity on the Board, and a sustainable and balanced development of the Company.

Measurable Objectives

The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The Company will also take into account factors based on its own business model and specific needs from time to time. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Progress

The Board and the Nomination Committee believe that the diversity of the Board is sufficient given that there are Directors from different industries and with different experience, skills and knowledge. As at 30 June 2019, the analysis of the Board diversity is set out as follows.

董事會(續)

董事會多元化

為符合企業管治守則守則條文第A.5.6條所載規定，本公司已實施董事會多元化政策（「董事會多元化政策」），其中載列達致董事會多元化及使本公司得以可持續及平衡發展的方式。

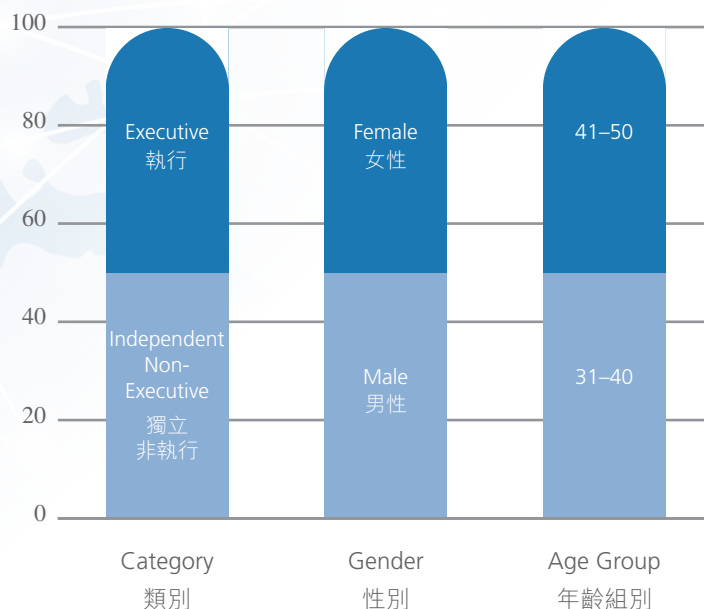
可計量目標

本公司為達致董事會多元化而考慮多個因素，其包括但不限於性別、年齡、文化及學術背景、專業經驗、技能、知識及服務年期。本公司亦將不時根據其自身業務模式及具體需要考慮相關因素。最後決定將基於候選人將為董事會帶來的優勢及作出的貢獻而定。

進展

董事會及提名委員會認為，鑒於董事來自不同行業及具備不同經驗、技能及知識，故董事會充分多元化。於二零一九年六月三十日，董事會多元化分析載列如下。

Board Diversity Statistics
董事會多元化統計



CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (continued)

Chairman and the Chief Executive Officer

The roles of Chairman and CEO are separated to reinforce independence accountability and responsibility. Mr. Zhu Yongjun is the Chairman of the Company who is responsible for enabling effective operation of the Board. Ms. Wang Fei is the CEO of the Company who is responsible for the day-to-day management of the Group's business.

Role and Function of the Board and the Management

The Company has set out the respective functions and responsibilities which can be reserved to the Board and delegated to management or Board committees. The Board delegates day-to-day operations of the Group to management while reserving certain key matters, mainly relating to the approval and monitoring of the Group's overall strategies, policies and business plans; and overseeing and evaluating the performance of the Group. It is also responsible for promoting the success of the Group and its businesses by directing and supervising the Group's affairs. Board committees for specific functions are also set up to ensure efficient Board operations. The composition and functions of each Board committee and their major roles and functions are described below. The final decision still rests with the Board unless otherwise provided for in the terms of reference of the relevant committees.

CONFIRMATION OF INDEPENDENCE

The Company has received annual confirmations of independence from each of the INEDs in accordance with Rule 5.09 of the GEM Listing Rules. The Directors consider that all the INEDs remain independent.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors has entered into an executive Director's service agreement with the Company and each of the INEDs has entered into a letter of appointment with specific terms with the Company with an initial term of three years, subject to renewal by the Company. All Directors are subject to retirement by rotation and are eligible for re-election at the general meeting in accordance with the Articles of Association.

董事會(續)

主席及行政總裁

主席及行政總裁之角色區分，以鞏固獨立性、問責及責任。朱勇軍先生為本公司主席，負責使董事會得以有效運作，王菲女士為本公司行政總裁，負責本集團業務之日常管理。

董事會及管理層之角色及職能

本公司已訂明董事會本身及其授予管理層或董事委員會的職務及職責。董事會將本集團的日常運作交由管理層處理，但保留處理若干重大事宜(主要有關批准及監察本集團整體策略、政策及業務計劃；以及監管及評估本集團表現)的權利。董事會亦負責指導及監督本集團的事務，以推進本集團及其業務的成功運作。本公司亦制定董事委員會的具體職務，以確保董事會的高效運作。各董事委員會的組成及職能及其主要角色及職能詳述如下。除非有關委員會之職權範圍另有指明，否則董事會仍擁有最終決定權。

獨立性確認

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條作出之年度獨立性確認。本公司認為其全體獨立非執行董事均屬獨立人士。

董事委任及重選

各執行董事已與本公司訂立執行董事服務協議，且各獨立非執行董事已與本公司訂立有指定任期之委任函，初步任期為三年，惟可由本公司續期。所有董事均須根據組織章程細則於股東大會輪席退任及合資格膺選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告

APPOINTMENT AND RE-ELECTION OF DIRECTORS (continued)

Pursuant to the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three (3) or a multiple of three (3), then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

Every Director, including non-executive Directors and INEDs, was appointed for a term of three years and would be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company. Their appointments would be reviewed by Nomination Committee when they were due for re-election.

BOARD MEETINGS

The Group adopted the practice of holding Board meetings that included both executive Directors and INEDs presented in person or through electronic means of communication regularly at least four times every year. During regular meetings of the Board, the Directors discussed and formulated the overall strategies of the Group, monitored financial performances and reviewed the financial results, as well as discussed and decided on other significant matters. The Board will also meet on other occasions when a board-level decision on a particular matter is required.

Generally, notice of at least fourteen days should be given for a Company's regular Board meeting. For all other Board meetings, reasonable notice should be given. The Directors will receive the agenda and accompanying documents tabled at the meeting before regular Board meetings and will be given an opportunity to include matters in the agenda for discussion.

In order to ensure that Board procedures, applicable rules and code provisions are followed, all Directors are able to access the company secretary of the Company for advice. Upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances at the Company's expense.

董事委任及重選(續)

根據組織章程細則，在每屆股東週年大會上，當時佔三分之一人數之董事(或，倘其人數並非三(3)或三(3)之倍數，則最接近但不少於三分之一之數目)須輪席退任，惟每位董事(包括有指定任期之董事)必須至少每三年輪席退任一次。任何獲董事會委任以填補臨時空缺之董事或增聘董事之任期將直至本公司下屆股東大會止，並符合資格於大會上重選連任，惟於釐定該大會上輪席退任之董事或董事數目時不得計算在內。

每名董事(包括非執行董事及獨立非執行董事)均獲委任三年任期，及將於本公司股東週年大會上輪席退任及重選連任，至少每三年一次。彼等之委任將於重選時由提名委員會檢討。

董事會會議

本集團採納舉行董事會會議之常規，即包括執行董事及獨立非執行董事之董事會會議(親身出席或通過電子通訊方式)每年最少定期舉行四次。在董事會的定期會議期間，董事商討並制定本集團的整體策略，監察財務表現及審閱財務業績，以及商討決定其他重大事宜。當董事會須對某一特定事宜作決定時，亦會於其他時間召開董事會會議。

一般通告會於舉行本公司定期董事會會議前至少14日發出，至於所有其他董事會會議，則會發出合理通告。董事將於舉行定期董事會會議前收到送呈會議之議程及隨附文件，所有董事將有機會於議程中加入討論事項。

為確保董事會程序、適用規則及守則條文得到遵循，所有董事均能獲本公司公司秘書提供意見。此外，董事可應合理要求，在合適的情況下尋求獨立專業意見，費用由本公司承擔。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD MEETINGS (continued)

The company secretary of the Company assists the Chairman of the Board in preparing the agenda for each meeting. Minutes of such meetings are kept by the company secretary of the Company or other duly authorised person during the meeting which included all decisions made during the meetings together with concerns raised and dissenting views expressed (if any). All minutes are open for inspection by any Director on reasonable notice. Such minutes are recorded in sufficient detail of the matters considered and decisions reached. Draft and final versions of minutes are sent to Directors for comment and records, respectively.

All Directors gave sufficient time and attention to the affairs of the Group to ensure a competent Board operation during the year.

Apart from the Board meetings, Board committees met on other occasions during which matter relating to their respective terms of reference was discussed. The Board committee members would receive notice, agenda and documents to be tabled for consideration in advance of each meeting in accordance with the CG Code and respective terms of reference.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company has arranged appropriate liability insurance to cover the Directors and officers' risk exposure arising out of corporate activities. The insurance coverage is reviewed annually.

董事會會議(續)

本公司公司秘書協助董事會主席編製各會議議程。該等會議的會議記錄乃由本公司公司秘書或於會議期間獲正式授權的其他人士保存，包括於會議上作出之所有決定，以及提出之問題及表達之反對意見(如有)。所有會議記錄在合理通知下可供任何董事查閱。該等會議記錄需足夠詳細地記錄已考慮的事宜及作出的決定。會議記錄的初稿及最終定稿應先後發送至所有董事，以供彼等作出意見及保存。

為確保董事會的有效運作，於本年度，所有董事已將充分的時間及精力投入本集團的事宜。

除董事會會議外，董事委員會於其他情況下召開會議討論與彼等各自之職權範圍有關之事宜。根據企業管治守則及各自之職權範圍，董事委員會成員將於各會議召開前收到送呈以供考慮之通告、議程及文件。

董事及高級管理人員責任保險

本公司已安排適當之責任保險，以保障董事及高級管理人員因企業活動而可能承擔之風險。該保險範圍須每年進行檢討。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

A comprehensive, formal and tailored induction training will be given to every newly appointed Director. Directors will be provided with materials relevant to the Company's business and director's duties and responsibilities. In addition, in order to allow the Directors to understand the latest development of regulatory and compliance issues, they are also provided with market news and regulatory updates. A summary of their records of continuous development training ("CPD") is as follows:

董事培訓及專業發展

每名新獲委任董事獲提供全面、正式及度身訂造的在職培訓。董事將獲提供有關本公司之業務及董事職責及責任的資料。此外，為確保董事了解監管規則及合規議題之最新發展，彼等亦獲提供市場資訊及最新監管要求。彼等參與持續發展培訓（「持續發展培訓」）的記錄概要如下：

Directors	董事	Types of CPD 持續發展培訓類型	Subject of CPD 持續發展培訓主題
Executive Directors:	執行董事：		
Mr. ZHU Yongjun	朱勇軍先生	1, 2	A, B
Ms. WANG Fei	王菲女士	1, 2	A, B
Ms. TIAN Yuan	田園女士	1, 2	A, B
Non-executive Director:	非執行董事：		
Mr. CHONG Ka Yee (Resigned on 4 June 2019)	莊嘉誼先生(於二零一九年六月四日辭任)	1, 2	A, B
Independent Non-executive Directors:	獨立非執行董事：		
Mr. CHEN Ce	陳策先生	1, 2	A, B
Mr. GAO Shuo	高碩先生	1, 2	A, B
Ms. JI Fang (Appointed on 1 January 2019)	計芳女士(於二零一九年一月一日獲委任)	1, 2	A, B
Ms. CHEN Feng (Resigned on 1 January 2019)	陳楓女士(於二零一九年一月一日辭任)	1, 2	A, B

Note 1:

1. Attending in-house training or seminars
2. Reading newspapers, journals and updated legal and regulatory news

Note 2:

- A. The Company and the industry's news
- B. Laws, rules and regulations, accounting standards

附註 1：

1. 參與內部培訓或研討會
2. 閱覽報章、期刊及最新法律及監管資訊

附註 2：

- A. 公司及業內新聞
- B. 法律、規例及法規、會計準則

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES

The Board has established four committees, namely the audit committee ("Audit Committee"), remuneration committee ("Remuneration Committee"), nomination committee ("Nomination Committee") and corporate governance committee ("CG Committee") for overseeing various particular aspects of the Group's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of such Board committees are available on GEM's website and the Company's website. The Board committees are provided with sufficient resource to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

The majority of the members of the CG Committee are INEDs and all members of Audit Committee, Remuneration Committee and the Nomination Committee are INEDs. The lists of the chairman and members of each Board committee are set out below.

Audit Committee

The Company established the Audit Committee on 28 January 2015 with written terms of reference. As at the date of this annual report, the Audit Committee comprises three INEDs, namely Mr. Chen Ce (Chairman of the Audit Committee), Ms. Ji Fang and Mr. Gao Shuo. Mr. Chen Ce and Mr. Gao Shuo have appropriate professional qualifications and experience in accounting matters.

The principal responsibilities of the Audit Committee include overseeing the Group's financial reporting system, risk management and internal control procedures, reviewing the Group's financial information and reviewing the Group's relationship with external auditors.

During the year, four meetings of the Audit Committee were held and resolutions were passed by the Audit Committee to review and approve the financial results of the Group, including the accounting principles and practices adopted, risk management and internal control systems, the scope of non-audit services provided by the external auditors and its independence, and financial reporting matters (in conjunction with the external auditors for the audited results). The Audit Committee endorsed the accounting treatments adopted by the Group and, to the best of its ability assured itself that the disclosures of the financial information in the Company's quarterly, interim and annual reports comply with the applicable accounting standards and the GEM Listing Rules.

董事委員會

董事會已成立四個委員會，分別為審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）、提名委員會（「提名委員會」）及企業管治委員會（「企業管治委員會」）以監察本集團不同層面的事務。本公司所有董事委員會之成立均有特定之書面職權範圍。該等董事委員會之職權範圍可於GEM網站及本公司網站獲取。董事委員會獲得充足資源以履行其職務，並在合理要求下，可於適當情況徵求獨立專業意見，費用由本公司支付。

企業管治委員會之大多數成員為獨立非執行董事，而審核委員會、薪酬委員會及提名委員會之所有成員則為獨立非執行董事。各董事委員會之主席及成員名單載列如下。

審核委員會

本公司於二零一五年一月二十八日成立審核委員會，並制定書面職權範圍。於本年度報告日期，審核委員會由三名獨立非執行董事陳策先生（審核委員會主席）、計芳女士及高碩先生組成。陳策先生及高碩先生具備合適專業資格及於會計事宜的經驗。

審核委員會之主要職責包括監管本集團的財務申報系統、風險管理及內部監控程序、審閱本集團財務資料及本集團與外聘核數師之關係。

於本年度，審核委員會已舉行四次會議且審核委員會通過決議案，以審閱及批准本集團的財務業績，包括所採納之會計原則及慣例、風險管理及內部監控制度、外聘核數師提供之非核數服務範圍及其獨立性以及財務報告事宜，並就經審核業績連同外聘核數師一同審閱。審核委員會贊同本集團所採取之會計處理方法，並已盡力確保本公司季度、中期及年度報告披露之財務資料符合適用之會計準則及GEM上市規則。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (continued)

Audit Committee (continued)

The Group's unaudited quarterly and interim results and audited annual results published during the year have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure has been made.

Remuneration Committee

The Company established the Remuneration Committee on 28 January 2015 with written terms of reference. In line with good and fair practice, as at the date of this annual report, the Remuneration Committee comprises three INEDs, namely Ms. Ji Fang (Chairlady of the Remuneration Committee), Mr. Chen Ce and Mr. Gao Shuo.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Group's policy and structure for remuneration of all Directors and senior management; reviewing their remuneration packages, approving the management's proposal of remuneration packages by reference to corporate goals, objectives and market practices.

During the year, three meetings of the Remuneration Committee were held to review the structure and policy of remuneration of the Group and approve the remuneration package of Directors. The emoluments of the Directors are reviewed by the Remuneration Committee according to the Directors' respective responsibilities, individual performance and prevailing market conditions.

Nomination Committee

The Company established the Nomination Committee on 28 January 2015 with written terms of reference. As at the date of this annual report, the Nomination Committee comprises three INEDs, namely Mr. Gao Shuo (Chairman of the Nomination Committee), Mr. Chen Ce and Ms. Ji Fang. The Nomination Committee has adopted the Board Diversity Policy and the Nomination Policy.

The principal responsibilities of the Nomination Committee include reviewing the structure, size and composition of the Board, the Board Diversity Policy, the Nomination Policy, making recommendations to the Board on nomination, rotation and re-appointment of Directors, and assessing the independence of INEDs.

董事委員會(續)

審核委員會(續)

審核委員會已審閱本集團之未經審核季度及中期業績以及於本年度刊發之經審核年度業績，其認為該等業績之編製乃符合適用之會計準則及規定並已作出足夠披露。

薪酬委員會

本公司於二零一五年一月二十八日成立薪酬委員會，並制定書面職權範圍。為配合良好及公平之慣例，於本年度報告日期，薪酬委員會由三名獨立非執行董事計芳女士（薪酬委員會主席）、陳策先生及高碩先生組成。

薪酬委員會之主要職責包括就本集團董事及高級管理層整體薪酬政策及架構向董事會作出建議、審閱彼等薪酬待遇、透過參考企業目的、目標及市場慣例批准管理層之建議薪酬待遇。

於本年度，薪酬委員會已舉行三次會議以檢討本集團薪酬架構及政策以及批准董事之薪酬待遇。薪酬委員會根據董事各自的責任、個別表現及當時市況對董事薪酬進行檢討。

提名委員會

本公司於二零一五年一月二十八日成立提名委員會，並制定書面職權範圍。於本年度報告日期，提名委員會由三名獨立非執行董事高碩先生（提名委員會主席）、陳策先生及計芳女士組成。提名委員會已採納董事會多元化政策及提名政策。

提名委員會之主要職責包括審閱董事會的架構、人數及組成、董事會多元化政策、提名政策、就董事之提名、輪值退任及膺選重任向董事會提供推薦建議以及評估獨立非執行董事之獨立性。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (continued)

Nomination Committee (continued)

During the year, two meetings of the Nomination Committee were held to review the structure, size, composition and diversification (including the skills, knowledge and experience) of the Board, review the policy of Directors' nomination related matters, assess the independence of INEDs, make recommendations to the Board on the proposal of re-appointment of Directors at the forthcoming annual general meeting and make recommendation to the Board on the appointment of a new Director.

Nomination Policy

The Nomination Committee adopted the Nomination Policy on 20 September 2018. Details of the Nomination Policy are set out as follows:

Selection Criteria

The Nomination Committee shall consider the following factors in assessing the suitability of a proposed candidate:

1. Reputation for integrity;
2. Accomplishment and experience in different industries;
3. Commitment to the Board in respect of available time and relevant interest;
4. Diversity in all aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services

These factors are not meant to be exhaustive and decisive. The Nomination Committee has discretion to nominate any person as it considers appropriate.

董事委員會(續)

提名委員會(續)

於本年度，提名委員會已舉行兩次會議以檢討董事會之架構、規模、組成及多元化(包括董事之技能、知識及經驗)、檢討董事提名相關事項之政策，評估獨立非執行董事之獨立性，就於應屆股東週年大會上重新委任董事之建議向董事會提供推薦建議，並就委任新董事向董事會提供推薦建議。

提名政策

提名委員會於二零一八年九月二十日採納提名政策。提名政策之詳情載列如下：

甄選準則

提名委員會在評估人選時將參考以下因素：

1. 信譽；
2. 於不同行業的成就及經驗；
3. 為董事會可投入的時間及代表相關界別的利益；
4. 董事會各方面的多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識和服務任期等方面

上述因素只供參考，並不旨在涵蓋所有因素，也不具決定性作用。提名委員會可決定提名任何其認為適當的人士。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (continued)

Nomination Policy (continued)

Nomination Procedures

1. The secretary of the Nomination Committee or the Company Secretary shall call a meeting of the Nomination Committee, and invites nominations of candidates from Board member if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members.
2. For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.
3. Until the issue of the shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.
4. In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, and to invite nominations from shareholders, a circular will be sent to shareholders. The circular will set out the lodgment period for shareholders to make the nominations. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to shareholders.
5. A shareholder can serve a notice to the Company Secretary within the lodgement period of its intention to propose a resolution to elect a certain person as a Director, without the Board's recommendation or the Nomination Committee's nomination, other than those candidates set out in the shareholder circular. The particulars of the candidates so proposed will be sent to all shareholders for information by a supplementary circular.
6. A candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the Company Secretary or Chairman.
7. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

The Nomination Committee may obtain independent professional advice, at the Company's expense, to perform its responsibilities if it considers necessary.

董事委員會(續)

提名委員會(續)

提名程序

1. 提名委員會秘書或公司秘書須召開提名委員會會議，並邀請董事會成員提名人選(如有)供提名委員會開會前考慮。提名委員會亦可提名未獲董事會成員提名的人選。
2. 如要填補臨時空缺，提名委員會須推薦人選供董事會考慮及批准。如要推薦候選人在股東大會上參選，提名委員會須向董事會提名供其考慮及推薦參選。
3. 在直至發出股東通函前，被提名人士不可假設其已獲董事會推薦在股東大會上參選。
4. 為提供有關獲董事會提名在股東大會上參選的候選人資料及邀請股東提名人選，本公司將會向股東發出通函，列出股東遞交提名的期限。候選人的姓名、簡歷(包括資格及相關經驗)、獨立性、建議酬金及任何其他資料將根據適用的法律、規則及規例載於向股東發出的通函。
5. 股東可於提名期限內，在沒有董事會推薦或提名委員會的提名下向公司秘書發送通知，提出議案提名股東通函所載候選人以外的其他人士參選董事。有關建議候選人的個人資料將透過補充通函發送全體股東以提供有關資料。
6. 候選人可於股東大會舉行前任何時候向公司秘書或主席發出書面通知退選。
7. 董事會對於其推薦候選人在任何股東大會上參選的所有事宜有最後決定權。

提名委員會可於其認為必要時獲取獨立專業意見以履行其責任，費用由本公司承擔。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (continued)

Corporate Governance Committee

The Company established the CG Committee on 28 January 2015 with written terms of reference. As at the date of this annual report, the CG Committee comprises one executive Director, namely Ms. Wang Fei (Chairlady of the CG Committee) and three INEDs, namely Mr. Chen Ce, Ms. Ji Fang and Mr. Gao Shuo.

The principal duties of the CG Committee include, among other things: (i) developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board; (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management; (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; (iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to the Group's employees and Directors; and (v) reviewing the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

During the year, one meeting of the CG Committee was held to review the Group's corporate governance policy, practice and procedures and oversee of the Company's compliance with the CG codes.

COMPANY SECRETARY

Ms. Foo Man Yee Carina of CS Legend Corporate Services Limited, an external service provider, has been engaged by the Company as company secretary since 19 May 2017. Her primary contact person at the Company is Mr. He Hongbing, the chief financial officer of the Company.

During the year, the company secretary undertook not less than fifteen hours of relevant professional training required under Rule 5.15 of the GEM Listing Rules.

Directors' and Auditors' Responsibilities for the Consolidated Financial Statements

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

The statements of the external auditors of the Group, RSM, about their reporting responsibilities on the consolidated financial statements of the Group are set out in the section headed "Independent Auditor's Report" of this annual report.

董事委員會(續)

企業管治委員會

本公司於二零一五年一月二十八日成立企業管治委員會，並制定書面職權範圍。於本年度報告日期，企業管治委員會由一名執行董事王菲女士（企業管治委員會主席）及三名獨立非執行董事陳策先生、計芳女士及高碩先生組成。

企業管治委員會主要職責包括（其中包括）：(i) 制訂及審閱本公司之企業管治政策及管理並向董事會作出建議；(ii) 審核及監控董事及高級管理層之培訓及持續專業發展；(iii) 審核及監控本公司之政策及管理符合法律及法規規定；(iv) 制訂、審閱及監控適用於本集團之僱員及董事之行為守則及合規手冊（如有）；及(v) 審核本公司遵守企業管治守則及企業管治報告披露。

於本年度，企業管治委員會已舉行一次會議以檢討本集團之企業管治政策、常規及程序，並監督本公司遵守企業管治守則之情況。

公司秘書

本公司自二零一七年五月十九日已委聘外部服務供應商領駿企業服務有限公司的傅曼儀女士為公司秘書。其於本公司的主要聯絡人為本公司財務總監賀紅兵先生。

於本年度，公司秘書已進行不少於十五小時的GEM上市規則第5.15條所規定之相關專業培訓。

董事及核數師編製綜合財務報表之責任

董事確認彼等編製本集團綜合財務報表之責任，並確保綜合財務報表乃根據法例規定及適用之會計準則編製。董事亦保證會準時刊發本集團之綜合財務報表。

本集團之外聘核數師羅申美就本集團綜合財務報表進行報告之責任聲明載於本年報「獨立核數師報告」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY (continued)

公司秘書(續)

Auditors' Remuneration

核數師酬金

The Audit Committee is responsible for considering and reviewing the appointment of the external auditors and reviewing any non-audit functions performed by the external auditors, including whether such non-audit functions could lead to any potential material adverse effect on the Group.

審核委員會負責考慮及審閱外聘核數師之委任及審查由外聘核數師所提供之任何非核數服務，包括任何可能對本集團產生重大不利影響之有關非核數服務。

For the year, the fees paid/payable to the auditors in respect of the audit and non-audit services are as follows:

於本年度，就核數及非核數服務之已付／應付核數師之費用如下：

Services	服務	Fee 費用 HK\$'000 千港元
Audit services	核數服務	1,250
Non-audit services	非核數服務	
Taxation service	稅務服務	13.5

REMUNERATION OF SENIOR MANAGEMENT

高級管理層之薪酬

Pursuant to Code Provision B.1.5, the remuneration of the member(s) of senior management of the Group (excluding the Directors of the Company) for the year by band is as follows:

根據守則條文第B.1.5條，本集團高級管理層成員（不包括本公司董事）於本年度按範圍劃分之薪酬如下：

		Number of individuals 人數
HK\$1,000,001–HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the risk management and internal control systems (“Systems”) and reviewing their effectiveness annually. Such 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.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company’s strategic objectives, and establishing and maintaining appropriate and effective Systems.

The Company has been developing and adopting various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions, including project management, financial reporting, human resources etc. The main features are as follows:

Control structure

A. The Board

- (i) ensure the maintenance of appropriate and effective Systems in order to safeguard the Shareholders’ investment and assets of the Company;
- (ii) define management structure with clear lines of responsibility and limit of authority; and
- (iii) determine the nature and extent of significant risk that the Company is willing to take in achieving the strategic objectives and formulate the Company’s risk management strategies.

B. Audit Committee

- (i) assist the Board in leading the Management and overseeing their design, implementation and monitoring of the Systems of the Company;
- (ii) review and discuss with the Management annually to ensure that the Management has performed its duty to have effective Systems; and
- (iii) consider major findings on internal control matters and make recommendations to the Board.

風險管理及內部監控

董事會確認其有關風險管理及內部監控系統（「該等系統」）以及每年檢討其成效之責任，該等系統乃旨在管理而非消除未能達成業務目標之風險，而且只能就不會有重大失實陳述或損失作出合理而非絕對保證。

董事會對評估及釐定本公司在達成策略目標時願意承擔之風險之性質及程度承擔整體責任，並且制定及維持合適及有效之該等系統。

本公司已制定及採納多項風險管理程序及指引，並授出確定權力以供主要業務程序及辦事處職能部門（包括項目管理、財務報告、人力資源等）實施。主要特點如下：

監控架構

A. 董事會

- (i) 確保維持該等系統的合適及有效性以保障股東投資及本公司資產；
- (ii) 制定有明確責任及權限的管理架構；及
- (iii) 釐定本公司就達致戰略目標所願承擔之重大風險之性質及程度，並制定本集團之風險管理策略。

B. 審核委員會

- (i) 協助董事會領導管理層及監管其設計、實施及監控本公司之該等系統；
- (ii) 每年檢討並與管理層討論該等系統，以確保管理層履行其職責以維持該等系統之有效性；及
- (iii) 考慮有關內部監控事宜的重要發現並向董事會提出推薦建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (continued)

Control structure (continued)

C. The Management

- (i) design, implement and monitor the Systems properly and ensure the Systems are executed effectively;
- (ii) monitor risks and take measures to mitigate risks in day-to-day operations;
- (iii) give prompt responses to, and follow up the findings on internal control matters; and
- (iv) provide confirmation to the Board on the effectiveness of the Systems.

D. Internal Audit Function

- (i) carry out the analysis and independent appraisal of the adequacy and effectiveness of the Systems.

Control approach

The risk management process includes risk identification, risk evaluation and risk management measures and also reviewing the effectiveness of the Systems and resolving material internal control defects.

The Management conducted interviews with relevant staff members, reviewing relevant documentation of the internal control system, identifying and evaluating findings of any deficiencies in the design of the Company's internal control system, providing recommendations for improvement and following up on the effectiveness of implementation of such recommendations, where appropriate. The scope and findings of review on the risk management and internal control are reported to and reviewed by the Audit Committee during the year.

Procedure manuals and operational guidelines are in place to safeguard the assets against unauthorised use or disposition, ensuring maintenance of proper accounting records in compliance with the applicable laws, rules and regulations for the provision of reliable financial information for internal use and/or external publication.

風險管理及內部監控(續)

監控架構(續)

C. 管理層

- (i) 妥善設計、實施及監督該等系統，並確保該等系統得到有效執行；
- (ii) 監察風險並採取措施降低日常營運風險；
- (iii) 對有關內部監控事宜之發現作出及時的回應及跟進；及
- (iv) 就該等系統之有效性向董事會提供確認。

D. 內部審核職能

- (i) 對該等系統之充足性及有效性進行分析及獨立評估。

監控方法

風險管理程序包括風險識別、風險評估及風險管理措施，亦檢討該等系統的有效性及解決重大內部監控缺失。

管理層與相關員工進行面談，並審閱內部監控系統相關文件，識別及評估本集團內部監控系統設計之所發現之不足，就改善措施提供推薦建議及跟進實施有關建議之有效性(倘適用)。對風險管理及內部監控審閱的範圍及結果已於年內呈報審核委員會並經其審核。

制訂程序手冊及運作指引以保障未經授權使用或處置資產，確保根據適用法律、規則及法規維持適當會計記錄，以提供可靠財務資料供內部使用及／或對外刊發。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (continued)

Control approach (continued)

During the year under review, the Board engaged SHINEWING Risk Services Limited (“SHINEWING”) to perform internal control review on major business operations of the Group. SHINEWING evaluated the internal control system and studied also risks and mitigation strategies. An internal control review report with the relevant findings and recommendations was prepared to the Board. Meanwhile, the risks identified during the review exercise together with the respective ratings, existing situations and mitigating plans were all documented in the risk register. Accordingly, the Board is of the view that the systems of internal control and risk management are effective and there are no irregularities, improprieties, fraud or other deficiencies that suggest material deficiency in the effectiveness of the Group’s internal control system.

The Board, in conjunction with the Audit Committee, annually assessed and reviewed the effectiveness of the internal control systems and procedures and considered the adequacy of resources and financial reporting function. The Group currently does not have an internal audit department, but it has engaged SHINEWING to provide the Group with internal audit services. The Board will review and consider to establish such department as and when it thinks necessary.

Inside Information

To ensure timely, fair, accurate and complete disclosure of inside information and for compliance with the applicable laws and regulations, the Group has in place the “Continuous Disclosure and Communication Policy” for handling and dissemination of inside information. Under the procedures, heads of business units shall report to the Directors any potential inside information event as soon as practicable when it materialises for determining the nature of developments, and if required, making disclosure.

Annual Review

During the year, the Audit Committee has conducted an annual review of the risk management and internal control systems. The results of the review were reported by the Audit Committee to the Board, based on which the Directors concluded that, for the year, the risk management and internal control systems were effective and adequate and the Group has complied with the provisions in the CG Code regarding risk management and internal control.

風險管理及內部監控(續)

監控方法(續)

於回顧年度，董事會委聘信永方略風險管理有限公司(「信永方略」)對本集團主要業務進行內部監控審閱。信永方略評估內部監控系統及研究風險以及風險紓緩策略。他們編制內部監控檢討報告，並附上有關研究結果及建議。同時，在審閱活動確認的風險，以及有關評級、現時的狀況及紓緩計劃均記錄於風險冊上。因此，董事會認為內部監控及風險管理系統有效，且目前並無任何不當情況、不當行為、欺詐或其他不足之處，反映本集團之內部監控系統嚴重失效。

董事會聯同審核委員會及風險管理委員會每年評估及檢討內部監控系統及程序的有效性，並考慮財務報告職能方面的資源是否足夠。本集團目前並無內部審計部門，惟其已委聘信永方略向本集團提供內部核數服務。董事會將檢討及審議有必要時成立有關部門。

內幕消息

為確保適時、公平、準確及完整披露內幕消息及符合適用法律及規例，本集團就處理及發佈內幕消息訂有「持續披露及溝通政策」。在該等程序下，業務部門主管如發現任何潛在內幕消息事件，須在實際可行情況下盡快向董事報告，以釐定事態發展的性質，及在有需要時作出披露。

年度檢討

於本年度，審核委員會已就風險管理及內部監控制度進行年度檢討。審核委員會已向董事會匯報檢討結果。根據檢討結果，董事認為，於本年度，風險管理及內部監控制度有效及足夠，且本集團已遵守企業管治守則中有關風險管理及內部監控的條文。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS

Pursuant to Article 64 of the Company's Articles of Association, any one or more Shareholders ("Requisitionist(s)") holding not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings at the date of deposit of the requisition shall have the right, by written notice to the Board or the company secretary of the Company, to require an EGM to be called by the Directors for the transaction of any business specified in such requisition.

Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such EGM, the Requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expense incurred by the Requisitionist(s) as a result of the failure of the Board shall be reimbursed to the Requisitionist(s) by the Company.

The requisition in writing should be sent to the Company's principal place of business at Room 907B, 9/F., Empire Centre, 68 Mody Road, Tsim Sha Tsui, Hong Kong.

The same procedure also applies to any proposal to be tabled at shareholders' meetings for adoption. The Board will review Shareholders' enquires on a regular basis. Specific enquiries and suggestions by Shareholders can be sent in writing to the Board or the company secretary at the above address.

In case of shareholding enquires, Shareholders should direct their enquiries to the Company's Hong Kong branch share registrar, Union Registrars Limited, via its online holding enquiry at www.unionregistrars.com.hk, dial its hotline at (852) 2849 3399 or go in person at its public counter at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.

股東權利

根據本公司組織章程細則第64條，於遞交請求當日持有不少於本公司繳足股本(附有公司股東大會之投票權)十分之一之一位或以上股東(「請求人」)有權於向董事會或本公司之公司秘書提交書面請求，要求董事召開股東特別大會，以處理該請求所指明之任何事務。

有關大會須於有關請求遞交日期起計兩個月內舉行。如董事會未有於請求遞交日期起計二十一天內安排召開有關股東特別大會，請求人可按相同方式召開會議，而請求人因董事會未有召開大會而產生的所有合理開支，將會獲本公司彌償。

該書面請求將提交至本公司的主要營業地點，地址為香港尖沙咀麼地街68號帝國中心9樓907B室。

相同程序亦適用於任何提呈股東大會採納的建議。董事會將定期審閱股東查詢。股東提出的具體查詢及建議可以書面形式按上述地址送交董事會或公司秘書。

如對持股事宜有任何查詢，股東可透過以下方式向本公司的股份過戶登記處香港分處聯合證券登記有限公司查詢：使用其網上持股查詢服務(網址：www.unionregistrars.com.hk)；致電其熱線(852) 2849 3399；或親身前往其公眾櫃台，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMMUNICATION WITH SHAREHOLDERS

The Group is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to its Shareholders. The focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete thereby enabling the public as well as the investors to make rational and informed decisions.

The Board strives to encourage and maintain constant dialogue with its Shareholders through various means. The Company updates its Shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. All Shareholders' communications are available on the Company's website. The website of the Company also provides email address, postal address, fax number and telephone number by which Shareholders' enquiries may be put to the Company's Board. Appropriate members of the Board and senior management are ready to respond to enquiries from Shareholders and investors on a timely basis.

The annual general meeting of the Company provides a useful forum for Shareholders to exchange views with the Board. All Directors will make an effort to attend. External auditors are also available at the annual general meeting to address Shareholders' queries. In case of any general meeting to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval, members of the independent Board committee will also make an effort to attend to address Shareholders' queries.

CONSTITUTIONAL DOCUMENTS

During the year, there was no significant change in the constitutional documents.

與股東溝通

本集團致力維持高水平透明度及採用向其股東公開且及時披露相關資料的政策。本公司著力確保有關資料披露屬及時、公平、準確、真實及完整，務求使公眾及投資者作出合理知情決定。

董事會努力透過多種方式鼓勵及維持與其股東持續對話。本公司透過其年度報告、中期報告及季度報告向其股東提供有關其最新業務發展及財務表現的資訊。所有股東通訊均可於本公司網站閱覽。本公司網站亦提供股東向本公司董事會查詢的途徑，包括電郵、郵寄地址、傳真號碼及電話號碼。董事會及高級管理層之適合成員均會就股東及投資者的提問及時作出回應。

本公司的股東週年大會提供一個有效平台供股東與董事會交流意見。所有董事均盡力出席大會。外聘核數師亦會出席股東週年大會以解答股東查詢。就通過關連交易或任何須經獨立股東批准的其他交易的股東大會而言，獨立董事委員會成員亦將盡力出席大會以解答股東查詢。

章程文件

於本年度，章程文件概無重大變動。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

The logo for RSM (Robinson & St. Michael) is displayed, consisting of the letters "RSM" in a bold, black, sans-serif font. Above the letters, there are three horizontal bars of varying lengths, also in black.

RSM Hong Kong

29th Floor, Lee Garden Two, 28 Yun Ping Road,
Causeway Bay, Hong Kong

T +852 2598 5123

F +852 2598 7230

www.rsmhk.com

羅申美會計師事務所

香港銅鑼灣恩平道二十八號
利園二期二十九字樓

電話 +852 2598 5123

傳真 +852 2598 7230

www.rsmhk.com

TO THE SHAREHOLDERS OF MILLION STARS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Million Stars Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 61 to 167, which comprise the consolidated statement of financial position as at 30 June 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

獨立核數師報告

致萬星控股有限公司之列位股東
(於開曼群島註冊成立之有限公司)

意見

我們已審核載於第61頁至167頁的萬星控股有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，此綜合財務報表包括於二零一九年六月三十日的綜合財務狀況表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(其包括主要會計政策概要)。

我們認為，綜合財務報表已根據由香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實與公平地反映貴集團於二零一九年六月三十日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥為編製。

意見基準

我們根據香港會計師公會頒佈之香港核數準則(「香港核數準則」)進行審核工作。我們在該等準則下承擔之責任已在本報告「核數師就審核綜合財務報表須承擔之責任」一節中作進一步闡述。根據香港會計師公會頒佈之專業會計師道德守則(「守則」)，我們獨立於貴集團，且我們已根據守則履行我們的其他道德責任。我們相信，我們已獲得之審核憑證能充分及適當地為我們的意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional 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. The key audit matters we identified are:

1. Impairment assessment of trade receivables
2. Impairment assessment of deposits, prepayments and other receivables

關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對本期綜合財務報表之審核最為重要之事項。該等事項乃於我們審核整體綜合財務報表及出具意見時進行處理，且我們不會就該等事項提供單獨之意見。我們已識別之關鍵審核事項為：

1. 貿易應收款項之減值評估
2. 按金、預付款項及其他應收款項之減值評估

Key Audit Matters 關鍵審核事項

1. Impairment assessment of trade receivables

Refer to note 22 to the consolidated financial statements
請參閱綜合財務報表附註22

As at 30 June 2019, the Group had trade receivables of approximately HK\$113,508,000 after allowance for doubtful debts of approximately HK\$27,973,000.
於二零一九年六月三十日，貴集團擁有貿易應收款項約113,508,000港元，已扣除呆賬撥備約27,973,000港元。

In general, the credit terms granted by the Group to the customers ranged between 0 to 60 days. Management performed periodic assessment on the recoverability of the trade receivables and the sufficiency of allowance for doubtful debts based on information including credit profile of different customers, ageing of the trade receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and on-going trading relationships with the relevant customers. Management also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit losses for the impairment assessment. An independent valuer was engaged by management to prepare the valuation report to assess the impairment.
一般情況下，貴集團授予客戶之信貸期介乎0至60天。管理層根據不同客戶信貸狀況、貿易應收款項的賬齡、過往還款記錄、後續還款狀況、變現未償還結餘的預期時間及金額以及與相關客戶的持續貿易關係等資料對貿易應收款項的可收回性及呆賬撥備的充足性進行定期評估。管理層亦考慮可能影響客戶償還未償還結餘能力的前瞻性資料，以估計減值評估的預期信貸虧損。管理層委聘獨立估值師編製估值報告，以評估減值。

We focused on this area due to the impairment assessment of trade receivables under the expected credit losses model involved the use of significant management judgements and estimates.
由於預期信貸虧損模型下的貿易應收款項減值評估涉及運用重大管理層判斷及估計，因此我們專注於此範疇。

How our audit addressed the Key Audit Matters 我們的審核如何處理關鍵審核事項

1. 貿易應收款項之減值評估

Our procedures in relation to recoverability of trade receivables included:
我們處理貿易應收款項之可收回性的程序包括：

- Assessing the professional competency and independence of the valuation expert engaged by management;
- 評估管理層所委聘估值專家的專業能力及獨立性；
- Assessing whether trade receivables had been appropriately grouped by management based on their shared credit risk characteristics;
- 評估貿易應收款項是否已由管理層根據其共同信貸風險特徵適當歸類；
- Testing the accuracy and completeness of the data used by management to develop the historical loss rates and assessing the sufficiency, reliability and relevance of that data;
- 測試管理層用以計算過往虧損率所用數據的準確度及完整性，並評估該等數據的充足性、可靠度及相關度；
- With the assistance of our internal valuation experts, testing the calculation of the historical loss rate and evaluating the reasonableness of the forward-looking adjustments made to reflect current and forecast future economic conditions;
- 在內部估值專家的協助下，測試過往虧損率的計算及評估所作出以反映目前及預測未來經濟狀況的前瞻性調整的合理性；
- Testing the accuracy of the ageing of trade receivables on a sample basis to supporting documents; and
- 抽樣測試證明文件的貿易應收款項賬齡的準確性；及
- Testing the calculation of expected credit loss provisions applying the provision rates to the age categories of the trade receivables outstanding at the reporting date.
- 應用於報告日期尚未收取的貿易應收款項賬齡類別的撥備率，測試預期信貸虧損撥備的計算。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審核事項(續)

Key Audit Matters 關鍵審核事項	How our audit addressed the Key Audit Matters 我們的審核如何處理關鍵審核事項
<p>2. Impairment assessment of deposits, prepayments and other receivables</p> <p><i>Refer to note 23 to the consolidated financial statements</i> 請參閱綜合財務報表附註23</p> <p>As at 30 June 2019, the Group had deposits, prepayments and other receivables of approximately HK\$145,465,000 after allowance for doubtful debts of approximately HK\$16,506,000. 於二零一九年六月三十日，貴集團擁有按金、預付款項及其他應收款項約145,465,000港元，已扣除呆賬撥備約16,506,000港元。</p> <p>Management performed periodic assessment on the recoverability of the deposits, prepayments and other receivables and the sufficiency of allowance for doubtful debts based on information including credit profile of different counterparties, ageing of the deposits, prepayments and other receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and on-going business relationships with the relevant counterparties. Management also considered forward-looking information that may impact the counterparties' ability to repay the outstanding balances in order to estimate the expected credit losses for the impairment assessment. An independent valuer was engaged by management to prepare the valuation report to assess the impairment.</p> <p>管理層根據不同對手方的信貸狀況、按金、預付款項及其他應收款項的賬齡、過往還款記錄、後續還款狀況、變現未償還結餘的預期時間及金額以及與相關對手方的持續貿易關係等資料對按金、預付款項及其他應收款項可收回性及呆賬撥備的充足性進行定期評估。管理層亦考慮影響對手方償還未償還結餘能力的前瞻性資料，以估計減值評估的預期信貸虧損。管理層委聘獨立估值師編製估值報告，以評估減值。</p> <p>We focused on this area due to the impairment assessment of deposits, prepayments and other receivables under the expected credit losses model involved the use of significant management judgements and estimates.</p> <p>由於預期信貸虧損模型下的按金、預付款項及其他應收款項減值評估涉及運用重大管理層判斷及估計，因此我們專注於此範疇。</p>	<p>2. 按金、預付款項及其他應收款項之減值評估</p> <p>Our procedures in relation to recoverability of deposits, prepayments and other receivables included: 我們處理按金、預付款項及其他應收款項之可收回性的程序包括：</p> <ul style="list-style-type: none"> Assessing the professional competency and independence of the valuation expert engaged by management; 評估管理層所委聘估值專家的專業能力及獨立性； Assessing whether deposits, prepayments and other receivables had been appropriately grouped by management based on their shared credit risk characteristics; 評估按金、預付款項及其他應收款項是否已由管理層根據其共同信貸風險特徵適當歸類； Testing the accuracy and completeness of the data used by management to develop the historical loss rates and assessing the sufficiency, reliability and relevance of that data; 測試管理層用以計算過往虧損率所用數據的準確度及完整性，並評估該等數據的充足性、可靠度及相關度； With the assistance of our internal valuation experts, testing the calculation of the historical loss rate and evaluating the reasonableness of the forward-looking adjustments made to reflect current and forecast future economic conditions; 在內部估值專家的協助下，測試過往虧損率的計算和評核所作出以反映目前及預測未來經濟狀況的前瞻性調整的合理性； Testing the calculation of expected credit loss provisions applying the provision rates to the age categories of the other receivables outstanding at the reporting date. 應用於報告日期尚未收取的其他應收款項賬齡類別的撥備率，測試預期信貸虧損撥備的計算。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

The directors are responsible for the Other Information. The Other Information comprises all the information 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 on the Other Information, we conclude that there is a material misstatement of the Other Information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF 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 the 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 Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee assists the directors in discharging their responsibility for overseeing the Group's financial reporting process.

其他資料

董事須對其他資料負責。其他資料包括刊載於年報內的全部資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料所載者發表任何形式的鑒證結論。

結合我們對綜合財務報表的審核，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況存在重大抵觸或可能存在重大錯誤陳述的情況。基於我們就其他資料已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們須報告該事實。就此而言，我們並無任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求編製真實而中肯的綜合財務報表，並對董事認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在編製綜合財務報表時，董事負責評估貴集團的持續經營能力，並在適用情況下披露與持續經營相關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行監督貴集團的財務報告過程的職責。

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

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 skepticism throughout the audit. We also:

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

核數師就審核綜合財務報表須承擔的責任

我們的目標，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的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們的意見乃僅向整體股東報告，除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，惟不能保證按照香港審核準則進行的審核將在某一重大錯誤陳述出現時總能發現。錯誤陳述可以由欺詐或錯誤引起，倘合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審核準則進行審核的過程中，我們運用了專業判斷並保持了專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險、設計及執行審核程序以應對這些風險，以及獲取充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐所導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部監控，以設計適當的審核程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

核數師就審核綜合財務報表須承擔的責任(續)

- 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 statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論，及根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在我們的核數師報告中提請使用者注意綜合財務報表中的相關披露，或假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日期止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體呈列方式、結構和內容(包括披露)，以及綜合財務報表是否中肯反映有關交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。我們負責貴集團審核的方向、監督和執行。我們為審核意見承擔全部責任。

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.

除其他事項外，我們與審核委員會就計劃的審核範圍、時間安排、重大審核發現等進行溝通，包括我們在審核中識別出內部監控的任何重大缺陷。

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.

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並就有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及相關的防範措施(如適用)與其進行溝通。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 Liu Eugene.

核數師就審核綜合財務報表須承擔的責任(續)

從與審核委員會溝通的事項中，我們決定哪些事項對本期綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們在核數師報告中描述這些事項，除非法律或法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過所產生的公眾利益，我們則會決定不應在報告中溝通該事項。

出具本獨立核數師報告的審核項目合夥人為廖於勤。

RSM Hong Kong
Certified Public Accountants

Hong Kong
25 September 2019

羅申美會計師事務所
執業會計師

香港
二零一九年九月二十五日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (Represented) (重列)
Continuing operations			
Revenue	7	270,729	526,341
Cost of services		(230,119)	(269,435)
Gross profit		40,610	256,906
Other income, gains/(losses)	8	3,092	627
Selling and distribution expenses		(3,266)	(5,741)
Administrative expenses		(39,887)	(35,148)
Net impairment losses on trade and other receivables		(34,934)	(4,742)
(Loss)/profit from operations		(34,385)	211,902
Finance costs	10	(626)	(7)
(Loss)/profit before tax		(35,011)	211,895
Income tax expense	11	(1,790)	(7,714)
(Loss)/profit for the year from continuing operations	12	(36,801)	204,181
Discontinued operation			
Profit from discontinued operation, after tax for the year	15	195	399
(Loss)/profit for the year		(36,606)	204,580
Other comprehensive income:			
Items that may be reclassified to profit or loss:			
Exchange differences on translating foreign operations		(8,809)	(3,002)
Exchange differences reclassified to profit or loss on disposal of subsidiaries		(257)	6
Other comprehensive income for the year, net of tax		(9,066)	(2,996)
Total comprehensive income for the year		(45,672)	201,584

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元 (Represented) (重列)
(Loss)/profit for the year attributable to:			
Owners of the Company	以下人士應佔年內 (虧損)/溢利：		
Non-controlling interests	本公司擁有人	(36,606)	199,455
	非控制權益	—	5,125
		(36,606)	204,580
Total comprehensive income for the year attributable to:			
Owners of the Company	以下人士應佔年內全面 收益總額：		
Non-controlling interests	本公司擁有人	(45,672)	196,459
	非控制權益	—	5,125
		(45,672)	201,584
(Loss)/earnings per share			
Basic and diluted (HK cents)	每股 (虧損)/盈利		
— From continuing and discontinued operations	基本及攤薄 (港仙)	17	
	— 來自持續經營業務及 已終止經營業務	(9.15)	49.86
— From continuing operations	— 來自持續經營業務	(9.20)	49.76

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 30 June 2019 於二零一九年六月三十日

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets			
Property, plant and equipment	18	3,631	5,747
Goodwill	19	2,578	2,678
		6,209	8,425
Current assets			
Inventories	21	–	8,809
Trade receivables	22	113,508	226,434
Deposits, prepayments and other receivables	23	145,465	73,454
Bank and cash balances	24	19,564	113,435
Pledged bank deposits	24	3,905	1,050
		282,442	423,182
Current liabilities			
Trade payables	25	38,403	79,651
Accruals, other payables and trade deposits received	26	6,351	23,868
Contract liabilities	27	9,963	–
Amount due to a shareholder	28	247	58,559
Borrowings	29	14,522	–
Finance lease payables	30	–	175
Current tax liabilities		9,130	7,841
		78,616	170,094
Net current assets		203,826	253,088
Total assets less current liabilities		210,035	261,513
Non-current liabilities			
Borrowings	29	170	–
Finance lease payables	30	–	331
Deferred tax liabilities	31	–	5
		170	336
NET ASSETS		209,865	261,177

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 30 June 2019 於二零一九年六月三十日

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Capital and reserves			
Share capital	32	4,000	4,000
Reserves		205,865	257,177
TOTAL EQUITY		209,865	261,177

Approved by the Board of Directors on 25 September 2019 and are signed on its behalf by:

已由董事會於二零一九年九月二十五日批准並由下列董事代表簽署：

ZHU Yongjun
朱勇軍
Director
董事

TIAN Yuan
田園
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling interests 非控制權益	Total equity 權益總額
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Statutory reserve 法定儲備 HK\$'000 千港元 (note i) (附註 i)	Exchange reserve 匯兌儲備 HK\$'000 千港元 (note ii) (附註 ii)	Other reserve 其他儲備 HK\$'000 千港元 (note iii) (附註 iii)	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
At 1 July 2017	於二零一七年七月一日	4,000	39,782	208	757	100	14,746	59,593	59,593
Total comprehensive income for the year	年內全面收益總額	-	-	-	(2,996)	-	199,455	196,459	201,584
Transfer to statutory reserve	轉撥至法定儲備	-	-	1,806	-	-	(1,806)	-	-
Acquisition of non-controlling interests	收購非控制權益	-	-	-	-	-	5,125	5,125	-
Changes in equity for the year	年內權益變動	-	-	1,806	(2,996)	-	202,774	201,584	201,584
At 30 June 2018	於二零一八年六月三十日	4,000	39,782	2,014	(2,239)	100	217,520	261,177	261,177
At 1 July 2018	於二零一八年七月一日	4,000	39,782	2,014	(2,239)	100	217,520	261,177	261,177
Adjustments on initial application of — HKFRS 9 (note 3)	首次應用下列各項時調整 — 香港財務報告準則第9號(附註3)	-	-	-	-	-	(5,640)	(5,640)	(5,640)
Restated balance at 1 July 2018	於二零一八年七月一日的重列結餘	4,000	39,782	2,014	(2,239)	100	211,880	255,537	255,537
Total comprehensive income for the year	年內全面收益總額	-	-	-	(9,066)	-	(36,606)	(45,672)	(45,672)
Disposal of subsidiaries	出售附屬公司	-	-	(208)	-	(100)	308	-	-
Changes in equity for the year	年內權益變動	-	-	(208)	(9,066)	(100)	(36,298)	(45,672)	(45,672)
At 30 June 2019	於二零一九年六月三十日	4,000	39,782	1,806	(11,305)	-	175,582	209,865	209,865

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

Notes:

附註：

(i) Statutory reserve

Pursuant to the relevant laws and regulations for business enterprises in the People's Republic of China (the "PRC"), a portion of the profits of the entities which are registered in the PRC has been transferred to the statutory reserve which is restricted as to use. When the balance of such reserve reaches 50% of the capital of that entity, any further appropriation is optional. The statutory reserve can be utilised, upon approval of the relevant authority, to offset prior years' losses or to increase capital. However, the balance of the statutory reserve must be maintained at a minimum 25% of capital after such usage.

(i) 法定儲備

根據中華人民共和國(「中國」)的相關企業法律及法規，於中國註冊之實體之部分溢利已轉撥至有限定用途之法定儲備。當該等儲備結餘達該實體股本之50%時，可選擇是否作出進一步劃撥。法定儲備在獲得相關部門批准後方可動用，以抵銷過往年度之虧損或用於增資。然而，用於該等用途後法定儲備之結餘須維持在股本之最低25%。

(ii) Exchange reserve

Exchange reserve represents exchange differences relating to the translation of the net assets of the foreign operations of the Group from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollars) that are recognised directly in other comprehensive income and accumulated in the exchange reserve. Such exchange differences accumulated in the exchange reserve are reclassified to profit or loss on the disposal of the foreign operations.

(ii) 匯兌儲備

匯兌儲備指有關本集團境外業務之資產淨值由其功能貨幣換算為本集團之呈列貨幣(即港元)產生之匯兌差額，直接於其他全面收益中確認及於匯兌儲備中累計。該等於匯兌儲備累計之匯兌差額於出售境外業務時重新分類至損益。

(iii) Other reserve

Other reserve represents the difference between the nominal value of the shares issued by the Company in exchange for the nominal value of the share capital of its subsidiary arising from the reorganisation for listing in February 2015.

(iii) 其他儲備

其他儲備指本公司為換取因於二零一五年二月上市進行之重組而產生之其附屬公司的股本面值而發行之股份面值間之差額。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動產生之現金流量		
(Loss)/profit before tax	除稅前(虧損)/溢利		
Continuing operations	持續經營業務	(35,011)	211,895
Discontinued operation	已終止經營業務	205	853
		(34,806)	212,748
Adjustments for:	經以下各項調整：		
Interest income	利息收入	(1,818)	(517)
Interest expenses	利息開支	593	—
Finance lease charges	融資租賃開支	33	7
Depreciation	折舊	1,645	1,256
Exchange losses unrealised	未變現匯兌虧損	—	409
Gain on disposal of subsidiaries	出售附屬公司之收益	(2,324)	(109)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	743	49
Net impairment losses on trade and other receivables	貿易及其他應收款項的減值虧損淨額	35,574	4,747
Operating (loss)/profit before working capital changes	營運資金變動前之經營(虧損)/溢利	(360)	218,590
Decrease/(increase) in inventories	存貨減少/(增加)	4,425	(1,187)
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)	84,378	(204,902)
Increase in deposits, prepayments and other receivables	按金、預付款項及其他應收款項增加	(82,232)	(27,815)
(Decrease)/increase in trade payables	貿易應付款項(減少)/增加	(38,994)	55,332
Decrease in accruals, other payables and trade deposits received	應計費用、其他應付款項及已收貿易按金減少	(9,099)	(19,707)
Increase in contract liabilities	合約負債增加	9,849	—
Cash (used in)/generated from operations	經營(所用)/產生之現金	(32,033)	20,311
Interest received	已收利息	624	72
Income tax paid	已付所得稅	(12)	(2,823)
Income tax refund	所得稅退款	349	2,185
Net cash (used in)/generated from operating activities	經營活動(所用)/產生之現金淨額	(31,072)	19,745

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動產生之現金流量		
Acquisition of subsidiaries	收購附屬公司 35(d)	–	2,114
Disposal of subsidiaries	出售附屬公司 35	(6,274)	(606)
Increase in pledged bank deposits	已抵押銀行存款增加	(2,855)	(2)
Purchases of property, plant and equipment	購買物業、廠房及設備 18	(1,103)	(4,630)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	138	–
Net cash used in investing activities	投資活動所用之現金淨額	(10,094)	(3,124)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動產生之現金流量		
Borrowings raised	已籌集借貸	51,135	–
(Decrease)/increase in amount due to a shareholder	應付一名股東款項 (減少)/增加	(58,312)	58,559
Repayment of borrowings	償還借貸	(36,438)	–
Repayment of finance lease payables	償還應付融資租賃款項	(524)	(44)
Interest paid	已付利息	(420)	–
Finance lease charges paid	已付融資租賃開支	(33)	(7)
Net cash (used in)/generated from financing activities	融資活動(所用)/產生之現金淨額	(44,592)	58,508
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)/增加淨額	(85,758)	75,129
CASH AND CASH EQUIVALENTS AT 1 JULY	於七月一日的現金及現金等價物	113,435	41,567
Effect of foreign exchange rate changes, net	匯率變動之淨影響	(8,113)	(3,261)
CASH AND CASH EQUIVALENTS AT 30 JUNE	於六月三十日的現金及現金等價物	19,564	113,435
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金及現金等價物分析		
Bank and cash balances	銀行及現金結餘	19,564	113,435

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands with limited liability. The address of the registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is Room 907B, 9th Floor, Empire Center, 68 Mody Road, Tsim Sha Tsui, Kowloon. The Company's shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 20 to the consolidated financial statements.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

1. 一般資料

本公司於開曼群島註冊成立為有限公司。註冊辦事處之地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司之主要營業地點地址為九龍尖沙咀麼地道68號帝國中心9樓907B室。本公司股份於香港聯合交易所有限公司(「聯交所」)GEM上市。

本公司為投資控股公司。其附屬公司之主要業務載於綜合財務報表附註20。

2. 編製基準

此等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)編製。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」);香港會計準則(「香港會計準則」);及詮釋。此等綜合財務報表亦遵循聯交所GEM證券上市規則適用披露條文以及香港公司條例(第622章)披露規定。本集團所採納之重大會計政策披露如下。

香港會計師公會頒佈若干於本集團當前會計期間首次生效或可供本集團當前會計期間提早採納之新訂及經修訂香港財務報告準則。附註3載列因首次應用該等已於此等綜合財務報表中反映之於當前及過往會計期間與本集團有關之發展而導致之有關會計政策之任何變動之資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

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

(a) Application of new and revised HKFRSs

The HKICPA has issued a number of new and revised HKFRSs that are first effective for annual periods beginning on or after 1 January 2018. Of these, the following developments are relevant to the Group's consolidated financial statements:

- (i) HKFRS 9 Financial Instruments; and
- (ii) HKFRS 15 Revenue from Contracts with Customers

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

HKFRS 9 Financial instruments

HKFRS 9 replaces the provisions of HKAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9, i.e. applied the classification and measurement requirements retrospectively to instruments that have not been derecognised as at 1 July 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 July 2018. The difference between carrying amounts as at 30 June 2018 and the carrying amounts as at 1 July 2018 are recognised in the opening retained profits and other components of equity, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 Financial Instruments: Recognition and Measurement.

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

香港會計師公會已頒佈多項於二零一八年一月一日或之後開始之年度期間首次生效之新訂及經修訂香港財務報告準則。其中，下列發展與本集團綜合財務報表有關：

- (i) 香港財務報告準則第9號「金融工具」；及
- (ii) 香港財務報告準則第15號「客戶合約收益」

本集團於本會計期間並無應用任何尚未生效的新訂準則或詮釋。

香港財務報告準則第9號「金融工具」

香港財務報告準則第9號取代香港會計準則第39號關於金融資產及金融負債的確認、分類與計量、金融工具終止確認、金融資產減值與對沖會計處理的相關規定。

本集團已經根據香港財務報告準則第9號內所載的過渡條文應用香港財務報告準則第9號，即將分類及計量要求追溯應用於二零一八年七月一日（首次應用日期）尚未終止確認的工具以及不將有關要求應用於二零一八年七月一日已終止確認的工具。於二零一八年六月三十日的賬面值與於二零一八年七月一日的賬面值間的差額在年初保留溢利及權益的其他組成部分確認，且並無重列比較資料。

因此，由於比較資料乃根據香港會計準則第39號「金融工具：確認及計量」編製，故若干比較資料可能不可比較。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

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

HKFRS 9 Financial instruments (continued)

The adoption of HKFRS 9 resulted in the following changes to the Group's accounting policies.

(a) Classification

From 1 July 2018, the Group classifies its financial assets in the measurement category to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

(b) Measurement

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號「金融工具」(續)

採用香港財務報告準則第9號導致本集團的會計政策出現以下變動。

(a) 分類

由二零一八年七月一日起，本集團將其金融資產分類為將予按攤銷成本計量之計量類別。

分類視乎本集團管理金融資產的業務模式以及現金流量的合約條款而定。

(b) 計量

僅當管理該等資產的業務模式發生變化時，本集團才對債務投資重新分類。

於初始確認時，本集團按公平值計量金融資產，倘金融資產並非透過損益按公平值(「透過損益按公平值」)列賬，則另加收購該金融資產直接應佔的交易成本。透過損益按公平值列賬的金融資產的交易成本於損益支銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

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

HKFRS 9 Financial instruments (continued)

(b) Measurement (continued)

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments measured at amortised cost.

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

(c) Impairment

From 1 July 2018, the Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號「金融工具」(續)

(b) 計量(續)

債務工具的后續計量取決於本集團管理資產及資產現金流量特徵的業務模式。本集團將債務工具分類為按攤銷成本計量。

- 攤銷成本：就持作收回合約現金流量的資產而言，倘有關資產的現金流量純粹為支付本金及利息，則按攤銷成本計量。來自該等金融資產的利息收入按實際利率法計入其他收入。因終止確認所產生任何收益或虧損連同外匯收益或虧損於損益直接確認及於其他收益／(虧損)呈列。減值虧損作為單獨項目於損益表呈列。

(c) 減值

由二零一八年七月一日起，本集團按前瞻基準評估與按攤銷成本列賬之債務工具相關的預期信貸虧損。適用減值方法取決於信貸風險是否顯著增加。

就貿易應收款項而言，本集團應用香港財務報告準則第9號所允許的簡化方法，當中要求於初始確認應收款項時確認預期使用年限內之虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

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

HKFRS 9 Financial instruments (continued)

Set out below is the impact of the adoption of HKFRS 9 on the Group.

For assets in scope of the HKFRS 9 impairment model, impairment losses are generally expected to increase and become more volatile. The Group has determined that the application of HKFRS 9 impairment model requirements at 1 July 2018 results in an additional impairment allowance as follows:

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號「金融工具」(續)

採納香港財務報告準則第9號對本集團之影響載列如下。

就屬於香港財務報告準則第9號減值模式範圍內的資產而言，一般預期減值虧損將增加及變得更為波動。本集團已釐定於二零一八年七月一日應用香港財務報告準則第9號減值模式規定所導致額外減值撥備如下：

	Note 附註	HK\$'000 千港元
Impairment allowance at 30 June 2018 under HKAS 39	於二零一八年六月三十日根據香港會計準則第39號的減值撥備	4,657
Additional impairment recognised at 1 July 2018 on:	於二零一八年七月一日確認的額外減值：	
— Trade receivables	— 貿易應收款項 (a)	3,344
— Deposits, prepayments and other receivables	— 按金、預付款項及其他應收款項 (a)	2,296
Impairment allowance at 1 July 2018 under HKFRS 9	於二零一八年七月一日根據香港財務報告準則第9號的減值撥備	10,297

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

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

HKFRS 9 Financial instruments (continued)

The following table and the accompanying notes below explain the original measurement categories under HKAS 39 and the new measurement categories under HKFRS 9 for each class of the Group's financial assets as at 1 July 2018.

Financial assets 金融資產	Note 附註	Classification under HKAS 39 根據香港會計 準則第39 號之分類	Classification under HKFRS 9 根據香港財務 報告準則第9號 之分類	Carrying amount under HKAS 39 根據香港會計 準則第39號 之賬面值 HK\$'000 千港元	Carrying amount under HKFRS 9 根據香港財務 報告準則 第9號 之賬面值 HK\$'000 千港元
Trade receivables 貿易應收款項	(a)	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	226,434	223,090
Deposits, prepayments and other receivables 按金、預付款項及其他應收款項	(a)	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	8,031	5,735
Bank and cash balances 銀行及現金結餘	(a)	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	113,435	113,435
Pledged bank deposits 已抵押銀行存款	(a)	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	1,050	1,050

The measurement categories for all financial liabilities remain the same. The carrying amounts for all financial liabilities at 1 July 2018 have not been impacted by the initial application.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號「金融工具」(續)

下表及下列隨附附註闡釋本集團於二零一八年七月一日的各類金融資產根據香港會計準則第39號的初始計量分類及根據香港財務報告準則第9號的新計量分類。

所有金融負債之計量類別保持相同。於二零一八年七月一日，所有金融負債之賬面值並未受到初始應用之影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

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

HKFRS 9 Financial instruments (continued)

Note:

- (a) Trade receivables, deposits, prepayments and other receivables, bank and cash balances and pledged bank deposits that were classified as loans and receivables under HKAS 39 are now classified at amortised cost. An increase of HK\$3,344,000 and HK\$2,296,000 in the allowance for impairment of the trade receivables and deposits, prepayments and other receivables respectively was recognised in opening retained profits at 1 July 2018 on transition to HKFRS 9.

Impairment losses related to trade receivables, deposits, prepayments and other receivables are presented separately in the consolidated statement of profit or loss and other comprehensive income. As a result, the Group reclassified impairment losses amounting to HK\$4,747,000 recognised under HKAS 39 from “other income, gains/(losses)” to “net impairment losses on trade and other receivables” in the consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2018.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號「金融工具」(續)

附註：

- (a) 根據香港會計準則第39號分類為貸款及應收款項的貿易應收款項、按金、預付款項及其他應收款項、銀行及現金結餘以及已抵押銀行存款現按攤銷成本分類。貿易應收款項及按金、預付款項及其他應收款項之減值撥備分別增加3,344,000港元及2,296,000港元，已於過渡至香港財務報告準則第9號時於二零一八年七月一日的年初保留溢利內確認。

有關貿易應收款項、按金、預付款項及其他應收款項之減值虧損於綜合損益及其他全面收益表單獨呈列。因此，本集團於截至二零一八年六月三十日止年度之綜合損益及其他全面收益表內將根據香港會計準則第39號確認之減值虧損4,747,000港元由「其他收入、收益／(虧損)」重新分類至「貿易及其他應收款項的減值虧損淨額」。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

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

HKFRS 15 Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaced HKAS 18 Revenue, HKAS 11 Construction Contracts and related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 July 2018. Any difference at the date of initial application is recognised in the opening retained profits (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the standard retrospectively only to contracts that are not completed at 1 July 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 Revenue and HKAS 11 Construction Contracts and the related interpretations.

The adoption of HKFRS 15 resulted in the following changes to the Group's accounting policies.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號「客戶合約收益」

香港財務報告準則第15號建立一個確定收益確認與否、金額及時間之全面性框架。其將取代香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，而首次應用該準則的累計影響已於二零一八年七月一日首次應用當日確認。於首次應用當日之任何差異於年初保留溢利(或權益的其他組成部分，如適用)確認，但並無重列比較資料。此外，根據香港財務報告準則第15號的過渡條文，本集團已選擇僅將準則追溯應用於於二零一八年七月一日未完成之合約。因此，若干比較資料未必可作比較，因比較資料乃根據香港會計準則第18號「收入」及香港會計準則第11號「建築合約」及相關詮釋編製。

採納香港財務報告準則第15號導致本集團會計政策下列變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

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

HKFRS 15 Revenue from contracts with customers (continued)

Revenue from sales of leather products is recognised when control of the products has transferred, being when the products are delivered to the customers and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

A receivable is recognised when the leather products are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Revenue from the provision of internet advertising agency services and mobile payment technical support services and the promotion of mobile game and related services are recognised over the period in which the services are performed representing the entity's right to consideration for the services performed to date.

Revenue from performance based advertisements is recognised on a per-click basis when the users click on the content for pay for click advertisements, or on a per-display basis, when the advertising contents are displayed to users for pay for instant display advertisements.

Set out below is the impact on HKFRS 15 on the Group.

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號「客戶合約收益」(續)

皮革產品之銷售收入於產品控制權轉移時確認，即產品交付客戶及並無未履行責任可能影響客戶接納產品之時。

皮革產品於交付時確認應收款項，因為此乃代價由於付款到期前僅需要時間流逝而成為無條件的時間點。

提供互聯網廣告代理服務及移動支付技術支持服務以及推廣手機遊戲及相關服務產生的收益於提供服務期間內確認，代表實體就迄今為止提供之服務享有代價之權利。

效果廣告於用戶點擊就點擊廣告付費之內容時按每次點擊基準或於向用戶播放就即時播放廣告付費之廣告內容時按每次播放基準確認收入。

香港財務報告準則第15號對本集團之影響載列如下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

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

HKFRS 15 Revenue from contracts with customers (continued)

The following tables summarise the estimated impact of adoption of HKFRS 15 on the Group's consolidated financial statements for the year ended 30 June 2019, by comparing the amounts reported under HKFRS 15 in these consolidated financial statements with estimates of the hypothetical amounts that would have been recognised under HKAS 18 and HKAS 11 if those superseded standards had continued to apply to 2019 instead of HKFRS 15. These tables show only those line items impacted by the adoption of HKFRS 15:

			Amounts reported in accordance with HKFRS 15 根據香港財務報告準則第15號呈報的金額 HK\$'000 千港元	Hypothetical amounts under HKASs 18 and 11 香港會計準則第18號及香港會計準則第11號項下的假定金額 HK\$'000 千港元	Estimated impact of adoption of HKFRS 15 採納香港財務報告準則第15號之估計影響 HK\$'000 千港元
	Note 附註				
As at 30 June 2019		於二零一九年六月三十日			
Consolidated statement of financial position (extract)		綜合財務狀況表 (摘錄)			
Trade deposits received	(i)	已收貿易按金	–	9,963	(9,963)
Contract liabilities	(i)	合約負債	9,963	(9,963)	–

- (i) Reclassifications were made as at 1 July 2018 to be consistent with the terminology under HKFRS 15:

Contract liabilities for amounts received from customers recognised in relation to provision of internet advertising agency services were previously presented as "Trade deposits received".

3. 採納新訂及經修訂香港財務報告準則(續)

(a) 應用新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號「客戶合約收益」(續)

下表概述採納香港財務報告準則第15號對本集團截至二零一九年六月三十日止年度的綜合財務報表的估計影響，方式是將此等綜合財務報表中根據香港財務報告準則第15號呈報的金額，與按香港會計準則第18號及香港會計準則第11號確認的假定金額估計數字作比較(倘該等替代準則而非香港財務報告準則第15號一直適用於二零一九年)。該等列表僅顯示該等採納香港財務報告準則第15號影響的項目：

- (i) 於二零一八年七月一日已進行重新分類，以與香港財務報告準則第15號項下之術語貫徹一致：

就提供互聯網廣告代理服務確認的收取客戶款項的合約負債先前作為「已收貿易按金」呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

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

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 July 2018. These new and revised HKFRSs include the following which may be relevant to the Group.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用已頒佈但尚未於二零一八年七月一日開始之財政年度生效的新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括下列可能與本集團有關之項目。

	Effective for accounting periods beginning on or after 於下列日期或之後開始之會計期間生效
HKFRS 16 Leases 香港財務報告準則第16號「租賃」	1 January 2019 二零一九年一月一日
HK(IFRIC) 23 Uncertainty over Income Tax Treatments 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」	1 January 2019 二零一九年一月一日
Annual Improvements to HKFRSs 2015–2017 Cycle 香港財務報告準則二零一五年至二零一七年週期之年度改進	1 January 2019 二零一九年一月一日

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of HKFRS 16 which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for HKFRS 16, the actual impacts upon the initial adoption of the standards may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standards are initially applied. The Group may also change its accounting policy elections, including the transition options, until the standards are initially applied.

本集團正在評估該等修訂本及新訂準則在首次應用期間預期會產生之影響。迄今為止，本集團已發現香港財務報告準則第16號之若干方面或會對綜合財務報表造成重大影響。預期影響之進一步詳情於下文詳述。儘管有關香港財務報告準則第16號的評估已大致完成，惟由於迄今完成的評估乃基於本集團目前可獲得的資料，首次採納該等準則後的實際影響可能不同，且於首次應用該等準則前或會確定其他影響。本集團亦可能改變其會計政策選擇，包括過渡選擇，直至首次應用該等準則為止。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

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

HKFRS 16 Leases

HKFRS 16 replaces HKAS 17 Leases and related interpretations. The new standard introduces a single accounting model for lessees. For lessees the distinction between operating and finance leases is removed and lessees will recognise right-of-use assets and lease liabilities for all leases (with optional exemptions for short-term leases and leases of low value assets). HKFRS 16 carries forward the accounting requirements for lessors in HKAS 17 substantially unchanged. Lessors will therefore continue to classify leases as operating or financing leases.

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

Based on a preliminary assessment, the standard will affect primarily the accounting for the Group's operating leases. The Group's office property leases are currently classified as operating leases and the lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term. Under HKFRS 16 the Group may need to recognise and measure a liability at the present value of the future minimum lease payments and recognise a corresponding right-of-use asset for these leases. The interest expense on the lease liability and depreciation on the right-of-use asset will be recognised in profit or loss. The Group's assets and liabilities will increase and the timing of expense recognition will also be impacted as a result.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」

香港財務報告準則第16號取代香港會計準則第17號「租賃」及相關詮釋。該新訂準則引入有關承租人的單一會計處理模式。承租人毋須區分經營和融資租賃，但須就全部租賃確認使用權資產及租賃負債(短期租賃及低價值資產之租賃可獲選擇性豁免)。香港財務報告準則第16號大致繼承香港會計準則第17號有關出租人的會計處理規定，並無重大變動。因此，出租人須繼續將租賃分類為經營租賃或融資租賃。

香港財務報告準則第16號於二零一九年一月一日或之後開始之年度期間生效。本集團擬採用簡化過渡法且將不會就首次採納前上一年度重列比較金額。

根據初步評估，該準則將主要影響本集團經營租賃之會計處理。本集團之辦公室物業租賃現分類為經營租賃，而租賃付款(扣除出租人給予的任何優惠)於租期內按直線法確認為開支。根據香港財務報告準則第16號，本集團可能須就該等租賃按未來最低租賃付款之現值確認及計量負債，並確認其相應使用權資產。租賃負債之利息開支及使用權資產之折舊將於損益中確認。本集團的資產及負債將相應增加且開支確認之時間亦將會受到影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (continued)

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

HKFRS 16 Leases (continued)

As disclosed in note 36, the Group's future minimum lease payments under non-cancellable operating leases for its office properties amounted to HK\$6,279,000 as at 30 June 2019. These leases are expected to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The amounts will be adjusted for the effects of discounting and the transition reliefs available to the Group.

Other than the recognition of lease liabilities and right-of-use assets, the Group expects that the transition adjustments to be made upon the initial adoption of HKFRS 16 will not be material. However, the expected changes in accounting policies as described above could have a material impact on the Group's consolidated financial statements from 2019 onwards.

HK(IFRIC) 23 Uncertainty over Income Tax Treatments

The interpretation of HKAS 12 Income Taxes sets out how to apply that standard when there is uncertainty about income tax treatments. Entities are required to determine whether uncertain tax treatments should be assessed separately or as a group depending on which approach will better predict the resolution of the uncertainties. Entities will have to assess whether it is probable that a tax authority will accept an uncertain tax treatment. If yes, the accounting treatment will be consistent with the entity's income tax filings. If not, however, entities are required to account for the effects of the uncertainty using either the most likely outcome or expected value method depending on which method is expected to better predict its resolution.

The Group is unable to estimate the impact of the interpretation on the consolidated financial statements until a more detailed assessment has been completed.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

誠如附註36所披露，於二零一九年六月三十日，本集團於其辦公室物業的不可撤銷經營租賃項下的未來最低租賃付款為6,279,000港元。一旦採納香港財務報告準則第16號後，預期該等租賃將確認為租賃負債，並確認相應使用權資產。有關金額將會就貼現影響及本集團可用之過渡安排作出調整。

除就租賃負債及資產使用權進行確認外，本集團預期於初始採納香港財務報告準則第16號後所作的過渡調整並不重大。然而，上述會計政策的預期變動可能對本集團自二零一九年起的綜合財務報表產生重大影響。

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」

香港會計準則第12號「所得稅」之詮釋載列於存在有關所得稅處理之不確定性時應如何應用該準則。實體須釐定不確定之稅項處理是否應單獨或整體評估(視乎哪種方法能更佳預測不確定性之解決方案而定)。實體須評估稅務機構是否有可能接受不確定之稅項處理。倘接受，會計處理將與有關實體之所得稅申報符合一致；然而，倘不接受，實體須採用可能性最大之結果或預期價值法(視乎預期哪種方法能更佳預測解決方案而定)將不確定性之影響入賬。

本集團須於完成更為詳細之評估後方能估計有關詮釋對綜合財務報表之影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention.

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

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

(a) Consolidation

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

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

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

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

4. 重大會計政策

該等綜合財務報表乃按照歷史成本慣例編製。

編製符合香港財務報告準則的財務報表須使用若干重要會計估計。其亦要求管理層於應用本集團會計政策時作出判斷。涉及高度判斷或複雜性的範疇，或涉及對綜合財務報表而言屬重大的假設及估計的範疇於附註5披露。

編製該等綜合財務報表所應用之重大會計政策載列如下。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至六月三十日止的財務報表。附屬公司為本集團對其有控制權的實體。當本集團承受或享有參與實體所得之可變回報之風險或權利，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。當本集團的現有權力賦予其目前直接掌控有關業務（即嚴重影響實體回報之業務）時，則本集團對該實體行使權力。

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

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

出售一間附屬公司而導致失去控制權之收益或虧損指(i)出售代價公平值連同於該附屬公司任何保留投資公平值與(ii)本公司應佔該附屬公司資產淨值連同與該附屬公司有關的任何餘下商譽以及任何累計匯兌儲備之間的差額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Consolidation (continued)

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

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

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

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

4. 重大會計政策(續)

(a) 綜合賬目(續)

集團內公司間的交易、結餘及未變現溢利均予以對銷。除非交易提供憑證顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。倘有需要，附屬公司之會計政策會作出調整，以確保符合本集團採納之政策。

非控制權益指並非由本公司直接或間接擁有的附屬公司權益。非控制權益在綜合財務狀況表及綜合權益變動表的權益項目中列示。非控制權益在綜合損益表及綜合損益及其他全面收益表呈列為非控股股東及本公司擁有人之年內損益及全面收益總額分配。

損益及其他全面收益的各個組成部分歸屬於本公司擁有人及非控股股東，即使導致非控制權益結餘出現虧絀。

本公司於附屬公司所有權權益之變動(並無導致失去控制權)入賬列作權益交易(即與擁有人身份的擁有人進行之交易)。控制及非控制權益之賬面值予以調整，以反映彼等於附屬公司相關權益之變動。非控制權益之調整金額與所支付或收取代價的公平值之間的任何差額，直接於權益中確認並歸屬予本公司擁有人。

於本公司的財務狀況表內，於附屬公司的投資按成本減減值虧損列賬，除非該投資分類為持作待售(或計入分類為持作待售的出售組別內)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Business combination and goodwill

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

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

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

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

4. 重大會計政策(續)

(b) 業務合併及商譽

業務合併所收購之附屬公司採用收購法列賬。業務合併所轉讓之代價乃按所獲資產收購日期之公平值、所發行之股本工具、所產生之負債及任何或然代價計量。收購相關成本於有關成本產生及接獲服務期間確認為開支。於收購時，附屬公司之可識別資產及負債，均按其於收購日期之公平值計量。

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

於附屬公司的非控制權益初步按於收購日期非控股股東按比例應佔附屬公司可識別資產及負債之公平淨值計量。

於初步確認後，商譽乃按成本減累計減值虧損計量。就減值測試而言，業務合併所獲得之商譽會分配至預期將受益於合併協同效應之各現金產生單位（「現金產生單位」）或現金產生單位組別。商譽所分配的各單位或單位組別指本集團內就內部管理目的而監察商譽的最低層次。商譽每年進行減值檢討，或倘事件或情況轉變顯示可能存在減值時，則更頻密地檢討。包含商譽之現金產生單位之賬面值與可收回金額作比較，而可收回金額為使用價值與公平值減出售成本之較高者。任何減值即時確認為開支，且其後不會撥回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Foreign currency translation

(i) Functional and presentation currency

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

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

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

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

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

4. 重大會計政策(續)

(c) 外幣換算

(i) 功能及呈列貨幣

計入本集團各實體財務報表之項目，乃採用有關實體營運所在主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表以港元(「港元」)呈列，而港元乃本公司之功能及呈列貨幣。

(ii) 各實體財務報表之交易及結餘

外幣交易於初步確認時按交易日之現行匯率換算為功能貨幣。以外幣計值之貨幣資產及負債按各報告期末之匯率換算。該換算政策所產生之收益及虧損於損益確認。

按外幣公平值計量之非貨幣項目採用釐定公平值當日之匯率換算。

當非貨幣項目之收益或虧損於其他全面收益確認時，任何收益或虧損之匯兌部分將於其他全面收益確認。當非貨幣項目之收益或虧損於損益確認時，任何收益或虧損之匯兌部分將於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Foreign currency translation (continued)

(iii) Translation on consolidation

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

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

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

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

4. 重大會計政策(續)

(c) 外幣換算(續)

(iii) 綜合賬目之換算

功能貨幣有別於本公司之呈列貨幣的所有集團實體之業績及財務狀況，均按以下方式換算為本公司之呈列貨幣：

- 各財務狀況表所列的資產及負債按該財務狀況表日期之收市匯率換算；
- 收入及支出按期間平均匯率換算，惟倘該平均值並不合理地接近交易日適用匯率的累計影響，則收入及支出乃按交易日的匯率換算；及
- 所有產生之匯兌差額均於其他全面收益確認並於匯兌儲備累計。

於綜合賬目時，因換算組成海外實體投資淨額之貨幣項目所產生之匯兌差額，於其他全面收益確認並於匯兌儲備累計。出售境外業務時，有關匯兌差額重新分類為作為出售收益或虧損之一部分之綜合損益。

因收購海外實體而產生之商譽及公平值調整，均視作該海外實體之資產及負債處理，並按收市匯率換算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Property, plant and equipment

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

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

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

Machinery and equipment	10%–33%
Furniture, fixtures and office equipment	20%–50%
Motor vehicles	10%–30%
Leasehold improvements	Over the lease term

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

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

4. 重大會計政策(續)

(d) 物業、廠房及設備

物業、廠房及設備，持作生產或供應貨品或服務或行政用途，乃按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

其後成本僅在與該項目相關之未來經濟利益有可能流入本集團，而該項目成本能可靠計量時，方計入資產之賬面值或確認為獨立資產(倘適用)。所有其他維修及保養費用在其產生期間於損益確認。

物業、廠房及設備折舊乃按足以在其估計可使用年期內撇銷其成本減剩餘價值的折舊率以直線法計算。主要之年率如下：

機器及設備	10% 至 33%
傢俬、裝置及辦公室設備	20% 至 50%
汽車	10% 至 30%
租賃物業裝修	按租期

剩餘價值、可使用年期及折舊方法在各報告期末進行檢討，並在適當時調整。

出售物業、廠房及設備之收益或虧損為出售所得款項淨額與相關資產之賬面值之差額，乃於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Leases

The Group as lessee

(i) Operating leases

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

(ii) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

The corresponding liability to the lessor is included in the statement of financial position as finance lease payable. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Assets under finance leases are depreciated the same as owned assets over the shorter of the lease term and their estimated useful lives.

(f) Inventories

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

4. 重大會計政策(續)

(e) 租賃

本集團作為承租人

(i) 經營租賃

資產所有權的所有風險及回報未實質上轉移至本集團的租賃，列為經營租賃。租賃付款(扣除自出租人收取之任何獎勵)於租期內以直線法確認為支出。

(ii) 融資租賃

資產所有權的所有風險及回報實質上轉移至本集團的租賃，列為融資租賃。於租期開始時，融資租賃乃按租賃資產的公平值與最低租賃付款的現值兩者中的較低者資本化，各自於租賃開始時釐定。

出租人的相應負債於財務狀況表內列為應付融資租賃。租賃付款於財務費用及未償還負債減少之間分攤。財務費用分配至租期內各期間，以產生有關剩餘負債結餘的固定定期利率。

融資租賃項下之資產與自有資產同樣按租期及其估計可使用年期(以較短者為準)計算折舊。

(f) 存貨

存貨按成本及可變現淨值之較低者入賬。成本按先進先出基準釐定。製成品及在製品之成本包括原材料、直接人工及所有產品經常開支的應佔部分，及(倘適用)分包費。可變現淨值按日常業務過程中之估計售價減估計完成成本及估計銷售所需成本計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

Policy prior to 1 July 2018

In the comparative period, amounts received before the related work was performed were presented as “trade deposits received” under “Accruals, other payables and trade deposits received”. These balances have been reclassified as on 1 July 2018 as shown in note 3.

(h) Recognition and derecognition of financial instruments

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

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

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

4. 重大會計政策(續)

(g) 合約負債

倘客戶於本集團確認相關收益之前支付代價，即確認合約負債。倘本集團擁有無條件權利可於本集團確認相關收益之前收取代價，亦將確認合約負債。在此情況下，亦將確認相應的應收款項。

於二零一八年七月一日前之政策

於比較期間，於相關工程之前收取的金額呈列為「應計費用、其他應付款項及已收貿易按金」項下的「已收貿易按金」。該等結餘如附註3所示已於二零一八年七月一日重新分類。

(h) 確認及終止確認金融工具

當本集團實體成為工具合約條文之訂約方時，於綜合財務狀況表確認金融資產及金融負債。

金融資產及金融負債初始按公平值計量。收購或發行金融資產或金融負債(不包括透過損益按公平值列賬之金融資產)直接應佔交易成本於初始確認時加入或自金融資產或金融負債的公平值扣除(倘適用)。收購透過損益按公平值列賬之金融資產或金融負債直接應佔交易成本於損益確認。

僅當收取資產現金流量之合約權利屆滿，或當本集團將金融資產及幾乎所有資產所有權之風險及回報轉讓至另一實體時，本集團方會終止確認金融資產。倘本集團既無轉讓亦不保留資產所有權之絕大部分風險及回報，並繼續控制已轉讓資產，本集團將確認於該資產之保留權益及可能須支付之相關負債。倘本集團仍保留已轉讓金融資產所有權之絕大部分風險及回報，則將繼續確認該金融資產，並就已收所得款項確認有抵押借貸。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(i) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt investments

Debt investments held by the Group are classified into the following measurement category:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.

(j) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

4. 重大會計政策(續)

(h) 確認及終止確認金融工具(續)

本集團當且僅當其責任獲履行、取消或已到期時終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價(包括任何已轉讓非現金資產或已承擔負債)之差額於損益中確認。

(i) 金融資產

所有以常規方式購買或出售之金融資產均於交易日期確認及終止確認。以常規方式購買或出售金融資產要求於市場法規或慣例所確定之時間框架內交付資產。視乎金融資產的分類，所有已確認金融資產其後全面按攤銷成本或公平值進行計量。

債務投資

本集團持有的債務投資分類為以下計量類別：

- 按攤銷成本，前提是持有投資旨在為收取合約現金流量，即純粹為獲取本金及利息付款。投資所得利息收入乃使用實際利率法計算。

(j) 貿易及其他應收款項

應收款項於本集團具有無條件權利收取代價時予以確認。倘代價僅須待時間流逝即會成為到期應付，收取代價的權利則為無條件。倘收益於本集團有無條件權利收取代價前已確認，該金額則按合約資產呈列。

應收款項以實際利率法減信貸虧損撥備按攤銷成本列賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for ECL.

(l) Discontinued operations

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

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

When an operation is classified as discontinued, a single amount is presented in the statement of profit or loss, which comprises:

- The post-tax profit or loss of the discontinued operation; and
- The post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group constituting the discontinued operation.

4. 重大會計政策(續)

(k) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、存放於銀行及其他金融機構之定期存款，以及於購入後三個月內到期之可隨時變現為已知金額現金之短期高流動性投資（該等投資之價值轉變風險較低）。須按要求償還及構成本集團現金管理整體一部分的銀行透支會作為現金及現金等價物之組成部分計入綜合現金流量表。現金及現金等價物已就預期信貸虧損進行評估。

(l) 已終止經營業務

已終止經營業務是本集團之已出售或分類為持作待售組成部分（即其營運及現金流量可與本集團其他分部清晰區分），且代表一項按業務或地區劃分之獨立主要業務，或作為出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃一部分，或為一間純粹為轉售而收購之附屬公司。

倘組成部分被出售或根據香港財務報告準則第5號符合分類為持作待售的標準（以較早者為準），則分類為已終止經營業務。此情況亦會於業務被廢止時出現。

倘業務分類為已終止經營，則會於損益表按單一數額呈列，其中包括：

- 已終止經營業務之除稅後溢利或虧損；及
- 就構成已終止經營業務之資產或出售組別，計量公平值減銷售成本或於出售時確認之除稅後損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial liabilities and equity instruments

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

(n) Borrowings

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

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

(o) Trade and other payables

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

(p) Equity instruments

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

4. 重大會計政策(續)

(m) 金融負債及股本工具

金融負債及股本工具乃根據所訂立之合約安排之性質與香港財務報告準則項下金融負債及股本工具之定義分類。股本工具乃證明於扣減其所有負債後於本集團資產中擁有剩餘權益之任何合約。就特定金融負債及股本工具所採納之會計政策載列如下。

(n) 借貸

借貸初始按公平值扣除所產生交易成本確認，其後則以實際利率法按攤銷成本計量。

除非本集團擁有無條件權利，可將負債的償還日期押後至報告期間後至少12個月，否則借貸分類為流動負債。

(o) 貿易及其他應付款項

貿易及其他應付款項初始按公平值確認，其後則以實際利率法按攤銷成本計量，除非貼現影響並不重大，在此情況下，則按成本列賬。

(p) 股本工具

股本工具為可證明於實體扣除其所有負債後於資產中擁有的剩餘權益的任何合約。本公司發行之股本工具乃按已收所得款項(扣除直接發行成本)入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Revenue recognition

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Revenue from sales of leather products is recognised when control of the products have transferred, being when the products have been shipped to the customer's specific location (delivery). The customer has full discretion over the manner of distribution and price to sell the products, has the primary responsibility when on selling the products and bears the risks of obsolescence and loss in relation to the products. A receivable is recognised by the Group when the products are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Revenue from the provision of internet advertising agency services and mobile payment technical support services and the promotion of mobile game and related services are recognised over the period in which the services are performed representing the entity's right to consideration for the services performed to date.

Revenue from performance based advertisements is recognised on a per-click basis when the users click on the content for pay for click advertisements, or on a per-display basis, when the advertising contents are displayed to users for pay for instant display advertisements.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

4. 重大會計政策(續)

(q) 收入確認

收入於產品或服務的控制權按本集團預期有權獲取的承諾代價金額(不包括代表第三方收取的金額)轉移至客戶時予以確認。收入不包括增值稅或其他銷售稅，並已扣除任何貿易折扣。

銷售皮革產品的收入乃於產品的控制權轉移(即當產品付運客戶指定地點(交付))時確認。客戶可全權酌情決定分銷方式及產品的售價，並承擔銷售產品的主要責任及有關產品報廢及損失風險。本集團於產品交付客戶時確認應收款項，此時收取代價的權利成為無條件，而款項到期前僅須待時間流逝。

提供互聯網廣告代理服務、移動支付技術支持服務及推廣手機遊戲及相關服務所得收入乃於代表實體對迄今履行服務的代價可享權利的期間內確認。

效果廣告於用戶點擊就點擊廣告付費之內容時按每次點擊基準或於向用戶播放就即時播放廣告付費之廣告內容時按每次播放基準確認收入。

利息收入於使用實際利率法累計時確認。就按攤銷成本計量之無信貸減值金融資產而言，實際利率適用於資產的賬面總值。就信貸減值金融資產而言，實際利率適用於資產的攤銷成本(即扣除虧損撥備的賬面總值)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Revenue recognition (continued)

Policy prior to 1 July 2018

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group when specific criteria have been met for each of the Group's activities.

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

Revenue from the provision of internet advertising agency services and mobile payment technical support services are recognised as services are rendered.

Revenue from promotion of mobile game and related services is recognised as services are rendered.

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

4. 重大會計政策(續)

(q) 收入確認(續)

於二零一八年七月一日前之政策

當收入金額能可靠地計量、當未來經濟利益有可能流入本集團時及當本集團各項業務符合特定條件時，則確認收入。

來自銷售製造貨品及原材料貿易之收入於所有權之重大風險及回報轉移時(一般與貨品交付予客戶且所有權轉移至客戶之時間相符)確認。

來自提供互聯網廣告代理服務及移動支付技術支持服務之收入於提供服務時確認。

來自推廣手遊及相關服務之收入於提供服務時確認。

利息收入以實際利率法按時間比例確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Employee benefits

(i) Employee leave entitlements

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

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

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(iii) Termination benefits

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

4. 重大會計政策(續)

(r) 僱員福利

(i) 僱員休假權利

僱員享有年假及長期服務假期，在僱員應享有該等假期時確認，並就報告期末因僱員提供服務而可享年假及長期服務假期之估計負債作出撥備。

僱員的病假及產假權利於休假時方確認。

(ii) 退休金責任

本集團為所有僱員提供定額供款退休計劃。本集團及僱員支付計劃的供款乃按照僱員底薪的百分比計算。退休福利計劃成本在本集團應向基金供款時在損益內扣除。

(iii) 離職福利

離職福利於下列較早者確認：當本集團不能撤回提供該等福利之日期；及當本集團確認重組成本且涉及支付離職福利時。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Share-based payments

The Company operates a share option scheme for purpose to attract, retain and reward the eligible persons and to provide the eligible persons an incentive or reward for their contribution to the Group.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or, if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

(t) Borrowing costs

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

(u) Taxation

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

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

4. 重大會計政策(續)

(s) 以股份為基礎之付款

本公司設有一項購股權計劃以吸引、挽留及獎勵合資格人士，並就合資格人士對本集團作出之貢獻向彼等提供獎勵或回報。

向董事及僱員作出以權益結算以股份為基礎之付款乃於授出當日按權益工具之公平值計量(不包括非市場歸屬條件之影響)。於以權益結算以股份為基礎之付款授出當日釐定之公平值乃根據本集團所估計最終就非市場歸屬條件歸屬及調整之股份，按歸屬期以直線法支銷。

向顧問作出以權益結算以股份為基礎之付款乃按所提供服務之公平值計量，或倘所提供服務之公平值無法可靠計量，則按所授出權益工具之公平值計量。公平值乃於本集團收取服務當日計量，並確認為開支。

(t) 借貸成本

所有借貸成本於產生期間在損益內確認。

(u) 稅項

所得稅指當期稅項及遞延稅項之總和。

現行應繳稅項乃按本年度應課稅溢利計算。應課稅溢利與損益所確認溢利不同，乃由於前者不包括其他年度之應課稅或可扣稅之收入或支出，並且不包括毋須課稅或不能扣稅之項目。本集團之當期稅項負債乃根據於報告期末已頒佈或實質頒佈之稅率計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Taxation (continued)

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

4. 重大會計政策(續)

(u) 稅項(續)

遞延稅項乃按綜合財務報表之資產及負債賬面值與用於計算應課稅溢利相應稅基之差額確認。遞延稅項負債通常就所有應課稅暫時差額確認，而遞延稅項資產於可能出現可利用暫時差額、未動用稅項虧損或未動用稅項抵免扣稅之應課稅溢利時確認。若於一項交易中，因商譽或因業務合併以外原因首次確認其他資產及負債而引致之暫時差額既不影響應課稅溢利，亦不影響會計溢利，則不會確認該等資產及負債。

遞延稅項負債乃按於附屬公司之投資所產生應課稅暫時差額予以確認，惟倘本集團可控制撥回暫時差額之時間及暫時差額有可能於可見未來不會撥回之情況除外。

遞延稅項資產之賬面值於各報告期末審閱，並於可能不再有足夠應課稅溢利收回該項資產全部或部分之情況下調低。

遞延稅項乃以預期於償還負債或變現資產當期基於報告期末已頒佈或實質頒佈的稅率計算。遞延稅項於損益確認，倘遞延稅項與其他全面收益或直接於權益確認項目相關聯則除外，在此情況下，遞延稅項亦會於其他全面收益或直接於權益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Taxation (continued)

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

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

(v) Impairment of non-financial assets

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

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

Impairment losses for CGUs are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the CGU. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

4. 重大會計政策(續)

(u) 稅項(續)

遞延稅項資產及負債的計量反映出於報告期末將依循本集團所預計收回資產或償還負債賬面值的方式的稅務後果。

倘有法定可執行權利將當期稅項資產及當期稅項負債抵銷，且彼等為同一稅務機構徵收的所得稅，以及本集團擬按淨額基準結算當期稅項資產及負債，遞延稅項資產及負債則會抵銷。

(v) 非金融資產減值

倘出現減值跡象，非金融資產賬面值於各報告日期審閱。倘資產減值，將其作為開支透過綜合損益表撇減至其估計可收回金額。可收回金額按個別資產基準釐定，除非該資產所產生之現金流入很大程度上不能獨立於其他資產或資產組別所產生之現金流入。在此情況下，就該資產所屬之現金產生單位釐定可收回金額。可收回金額為個別資產或現金產生單位之使用價值以及公平值減出售成本兩者之較高者。

使用價值為該資產／現金產生單位估計未來現金流量之現值。現值乃根據反映貨幣時間價值以及正在計量其減值之資產／現金產生單位之特有風險之除稅前貼現率計算。

現金產生單位之減值虧損首先分配至該單位之商譽，再按比例分配至現金產生單位之其他資產。倘可收回金額因估計數據變動而隨後增加，將按其所撥回之減值在損益入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on trade receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The ECL on these financial assets are estimated using the probability of default, loss given default and the exposure at default with reference to the historical data of the market of the debtors' industry. The loss allowance based on past due status is further distinguished between the Group's different customer bases.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

4. 重大會計政策(續)

(w) 金融資產減值

本集團就貿易應收款項之預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告期末更新，以反映信貸風險自初始確認相關金融工具以來之變動。

本集團一直就貿易應收款項確認使用年限內之預期信貸虧損。該等金融資產之預期信貸虧損乃經參考債務人行業市場過往數據後以違約概率、違約虧損及違約風險估計。基於逾期情況的虧損撥備會於本集團不同客戶基礎間進一步區分。

就所有其他金融工具而言，倘信貸風險自首次確認後顯著增加，則本集團確認使用年限內之預期信貸虧損。另一方面，倘金融工具的信貸風險自首次確認後並無顯著增加，則本集團按相等於12個月預期信貸虧損的金額計量該金融工具的虧損撥備。

使用年限內之預期信貸虧損指於金融工具預計年期內所有可能違約事件導致的預期信貸虧損。相對而言，12個月預期信貸虧損指使用年限內之預期信貸虧損中預期於報告日期後12個月內金融工具可能發生的違約事件預期導致的部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Impairment of financial assets (continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;

4. 重大會計政策(續)

(w) 金融資產減值(續)

信貸風險顯著增加

在評估自初始確認以來金融工具的信貸風險是否顯著增加時，本集團將於報告日期金融工具發生的違約風險與於初始確認日期金融工具發生的違約風險進行比較。在進行評估時，本集團會考慮合理且可支持的定量及定性資料，包括過往經驗及無需過多的成本或努力即可獲得的前瞻性資料。所考慮的前瞻性資料包括從經濟專家報告、金融分析師、政府機構、相關庫及其他類似組織獲得的本集團債務人經營所在行業的未來前景，以及考慮與本集團核心業務相關的各種外部實際及預測經濟資料來源。

其中，在評估自初始確認以來信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級實際或預期重大惡化；
- 特定金融工具的信貸風險外部市場指標顯著惡化；
- 預計會導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Impairment of financial assets (continued)

Significant increase in credit risk (continued)

- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) The financial instrument has a low risk of default,
- (ii) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (iii) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". Performing means that the counterparty has a strong financial position and there is no past due amounts.

4. 重大會計政策(續)

(w) 金融資產減值(續)

信貸風險顯著增加(續)

- 同一債務人的其他金融工具的信貸風險顯著增加；
- 債務人的監管、經濟或技術環境中實際或預期的重大不利變化導致債務人履行其債務責任的能力大幅下降。

不論上述評估結果如何，本集團假定合約付款逾期超過30日時，金融資產的信貸風險自首次確認以來已顯著增加，除非本集團有合理及有理據的資料證明情況並非如此則當別論。

儘管存在上述情況，倘金融工具於報告日期展示為具有低信貸風險，本集團假定金融工具的信貸風險自初始確認起並無大幅增加。倘：

- (i) 金融工具違約風險偏低，
- (ii) 債務人有強大能力於短期滿足其合約現金流量責任，及
- (iii) 較長期的經濟及業務狀況存在不利變動，惟未必會削弱債務人達成其合約現金流量責任的能力，

則金融工具釐定為具有低信貸風險。當資產具有根據國際定義之外部「投資級別」信貸評級或(倘並無外部評級)資產具有內部「履約」級別，則本集團視金融資產為信貸風險偏低。履約指交易對手具有強勁財務狀況且並無逾期款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Impairment of financial assets (continued)

Significant increase in credit risk (continued)

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 重大會計政策(續)

(w) 金融資產減值(續)

信貸風險顯著增加(續)

本集團定期監察用以識別信貸風險是否顯著增加之準則之效益，並按適合修訂，以確保有關準則能夠於款項逾期前識別信貸風險顯著增加。

違約之定義

本集團視下列各項為就內部信貸風險管理而言之違約事件，原因是過往經驗顯示符合下列任何準則之應收款項一般屬不可收回。

- 當對手方違反財務契諾時；或
- 內部生成或自外部取得之資料顯示債務人不大可能向其債權人(包括本集團)悉數還款(並無考慮本集團持有之任何抵押品)。

不論上文分析，本集團認為當金融資產逾期超過90日時，即屬發生違約，除非本集團有合理及有理據的資料證明較寬鬆的違約標準更為適用則當別論。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Impairment of financial assets (continued)

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one to two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

4. 重大會計政策(續)

(w) 金融資產減值(續)

信貸減值金融資產

倘發生對金融資產的估計未來現金流量有不利影響的一項或多項事件，則該金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- 發行人或對手方出現重大財務困難；
- 違反合約，如違約或逾期事件；
- 對手方的貸款人因有關對手方財務困難的經濟或合約原因向對手方授出貸款人不會另作考慮的特權；
- 對手方很可能將破產或進行其他財務重組；或
- 因財務困難而導致該金融資產失去活躍市場。

撇銷政策

倘有資料顯示債務人有嚴重財務困難且無實際可收回期望(包括債務人已進行清算或已進入破產程序)或(倘為貿易應收款項)賬款逾期超過一至兩年(以較早發生者為準)，本集團會撇銷金融資產。根據本集團收回程序並考慮法律建議(如適用)，已撇銷金融資產可能仍受到執法活動約束。任何收回均於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Impairment of financial assets (continued)

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

4. 重大會計政策(續)

(w) 金融資產減值(續)

預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約虧損(即出現違約時的虧損幅度)及違約風險的函數。違約概率及違約虧損的評估乃按照歷史數據進行，並就上文所述的前瞻性資料作出調整。就金融資產而言，違約風險為該資產於報告日期的賬面總值。

就金融資產而言，預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預期將收取按原有實際利率貼現的所有現金流量之間的差額進行估計。

倘本集團已於過往報告期間按相等於全期預期信貸虧損的金額計量金融工具的虧損撥備，惟於本報告日期釐定全期預期信貸虧損條件不再達成，則本集團於本報告日期會按相等於12個月預期信貸虧損的金額計量虧損撥備，惟運用簡化法的資產除外。

本集團就所有金融工具於損益中確認減值收益或虧損，並對其賬面值作出相應調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Impairment of financial assets (continued)

Policy prior to 1 July 2018

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

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

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

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

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

4. 重大會計政策(續)

(w) 金融資產減值(續)

於二零一八年七月一日前之政策

於各報告期末，本集團評估其金融資產(透過損益按公平值列賬者除外)是否減值，依據為出現客觀憑證顯示(一組)金融資產估計未來現金流量因初始確認後發生一項或多項事件而受到影響。

就經評估不會個別減值之貿易應收款項而言，本集團根據本集團收回款項之過往經驗、組合中遞延款項增加、與應收款項違約相關之經濟形勢的可觀察變動等按集體基準評估減值。

僅就貿易應收款項而言，賬面值透過使用撥備賬撇減，期後收回先前已撇銷之金額計入撥備賬。撥備賬賬面值變動於損益確認。

就所有其他金融資產而言，賬面值直接按減值虧損撇減。

就按攤銷成本計量之金融資產而言，倘減值虧損之金額於後續期間減少，而該減少可客觀地與確認減值後出現之事件有關，則過往已確認之減值虧損透過損益撥回(直接或通過調整貿易應收款項之撥備賬)。然而，撥回不得導致於撥回減值日期，賬面值超過假設並無確認減值時該金融資產之攤銷成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Provisions and contingent liabilities

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

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

(y) Events after the reporting period

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

4. 重大會計政策(續)

(x) 撥備及或然負債

倘本集團因過往事件負上現有法律或推定責任承擔而可能需要以經濟利益流出支付負債，於能作出可靠估計時，便會就未有確定時間或金額的負債確認撥備。倘金錢的時間價值重大，撥備會以履行義務預期所需支出的現值列報。

倘需要流出經濟利益的可能性不大，或未能可靠估計有關金額，則除非流出經濟利益的可能性極微，否則有關責任承擔將列作或然負債披露。須視乎一宗或多宗未來事件是否發生才能確定存在與否的潛在責任，亦會披露為或然負債，除非外流的可能性極低則作別論。

(y) 報告期後事項

就本集團於報告期末狀況提供額外資料之報告期後事項為調整事項，並反映於綜合財務報表。並非調整事項的報告期後事項，倘屬重大時，則於綜合財務報表附註內披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgement that has the most significant effect on the amounts recognised in the consolidated financial statements.

Significant increase in credit risk

As explained in note 3, ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward looking information.

Key sources of estimation uncertainty

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

(a) Property, plant and equipment and depreciation

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

The carrying amount of property, plant and equipment as at 30 June 2019 was approximately HK\$3,631,000 (2018: HK\$5,747,000).

5. 重要判斷及主要估計

應用會計政策時的重要判斷

在應用會計政策過程中，董事已作出以下對於綜合財務報表確認之金額產生最重大影響之判斷。

信貸風險顯著增加

誠如附註3所說明，預期信貸虧損就第一階段資產按相當於12個月預期信貸虧損的撥備計量，就第二階段或第三階段資產按使用年限內之預期信貸虧損的撥備計量。如一項資產自初始確認後其信貸風險顯著增加，則其轉撥至第二階段。香港財務報告準則第9號並無界定構成信貸風險顯著增加的元素。評估一項資產的信貸風險是否顯著增加時，本集團將考慮合理可依的定量前瞻性資料及定性前瞻性資料。

估計不確定性之主要來源

有重大風險會導致須對下一個財政年度的資產及負債賬面值作出重大調整的有關未來的主要假設以及於報告期末的其他估計不確定性之主要來源於下文詳述。

(a) 物業、廠房及設備以及折舊

本集團會釐定本集團物業、廠房及設備之估計可使用年期、剩餘價值及相關折舊費用。該估計乃根據類似性質及功能之物業、廠房及設備實際可使用年期及剩餘價值之過往經驗得出。當可使用年期及剩餘價值與原先估計者不同時，本集團將對折舊費用進行調整，或撇銷或撇減技術過時或已淘汰之非策略資產。

於二零一九年六月三十日，物業、廠房及設備之賬面值約為3,631,000港元(二零一八年：5,747,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

Key sources of estimation uncertainty (continued)

(b) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. The carrying amount of goodwill at the end of the reporting period was approximately HK\$2,578,000 and no impairment loss of was recognised during the year.

(c) Impairment of trade receivables

Prior to the adoption of HKFRS 9 on 1 July 2018, the management of the Group assesses at the end of each reporting period whether there is any objective evidence that trade receivables are impaired. The provision policy for bad and doubtful debts of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of trade receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional allowance may be required.

As at 30 June 2018, the carrying amount of trade receivables is HK\$226,434,000 (net of allowance for doubtful debts of HK\$4,657,000).

5. 重要判斷及主要估計(續)

估計不確定性之主要來源(續)

(b) 商譽減值

釐定商譽是否減值需估計商譽所分配的現金產生單位的使用價值。使用價值計算要求本集團估計預期自現金產生單位產生的未來現金流量及合適貼現率以計算現值。於報告期末商譽的賬面值約為2,578,000港元，故年內概無確認減值虧損。

(c) 貿易應收款項減值

於二零一八年七月一日採納香港財務報告準則第9號前，本集團管理層於各報告期末評估是否有任何客觀證據顯示貿易應收款項已經減值。本集團的呆壞賬撥備政策乃基於對賬目可收回性的評估及賬齡分析以及基於管理層的判斷。於評估貿易應收款項的最終可收回性時須作出大量判斷，包括各客戶當前的信譽及過往收款記錄。倘本集團客戶的財務狀況惡化，導致其付款能力受損，則或須計提額外撥備。

於二零一八年六月三十日，貿易應收款項的賬面值為226,434,000港元（扣除呆賬撥備4,657,000港元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

Key sources of estimation uncertainty (continued)

(c) Impairment of trade receivables (continued)

Since the adoption of HKFRS 9 on 1 July 2018, the management of the Group estimates the amount of impairment loss for ECL on trade receivables based on the credit risk of trade receivables. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 30 June 2019, the carrying amount of trade receivables is HK\$113,508,000 (net of allowance for doubtful debts of HK\$27,973,000).

(d) Income tax and deferred tax

The Group is mainly subject to income tax in Hong Kong and the PRC. Significant estimates are required in determining the provision for income tax. There are some transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

5. 重要判斷及主要估計(續)

估計不確定性之主要來源(續)

(c) 貿易應收款項減值(續)

自二零一八年七月一日採納香港財務報告準則第9號以來，本集團管理層根據貿易應收款項的信貸風險估計貿易應收款項預期信貸虧損的減值虧損金額。根據預期信貸虧損模型所計算減值虧損金額按根據合約應付本集團所有合約現金流量與本集團預期收取之所有現金流量之間的差額(按初始確認時釐定之有效利率貼現)計量。倘未來現金流量低於預期，或因事實及情況變化而下調，則可能出現重大減值虧損。

於二零一九年六月三十日，貿易應收款項的賬面值為113,508,000港元(扣除呆賬撥備27,973,000港元)。

(d) 所得稅及遞延稅項

本集團主要須繳納香港及中國所得稅。釐定所得稅撥備時須作出重大估計。於日常業務過程中有若干不能確定最終稅項的交易及計算。倘該等事宜的最終稅務結果與初始記錄的金額不同，該等差額將影響於釐定年度的所得稅及遞延稅項撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT

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

(a) Foreign currency risk

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

As HK\$ is pegged to US\$, it is assumed that there would be no material foreign exchange risk exposure between US\$ and HK\$ and therefore US\$ is excluded from the analysis below.

As at 30 June 2019, if HK\$ had weakened 5% against RMB with all other variables held constant, consolidated loss before tax for the year would have been approximately HK\$8,570,000 higher (2018: consolidated profit before tax would have been HK\$10,687,000 lower), arising mainly as a result of the foreign exchange loss on trade and other receivables denominated in RMB. If HK\$ had strengthened 5% against RMB with all other variables held constant, consolidated loss before tax for the year would have been approximately HK\$8,570,000 lower (2018: consolidated profit before tax would have been HK\$10,687,000 higher), arising mainly as a result of the foreign exchange gain on trade and other receivables denominated in RMB.

6. 財務風險管理

本集團的業務面臨多項財務風險：外幣風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理計劃著重於金融市場的不可預測性，並尋求最大限度降低對本集團財務表現的潛在不利影響。

(a) 外幣風險

由於本集團之大部分業務交易、資產及負債主要以本集團實體之功能貨幣港元、美元（「美元」）及人民幣（「人民幣」）計值，故其面臨若干外幣風險。本集團現時並無有關外幣交易、資產及負債之外幣對沖政策。本集團會密切監察其外幣風險並將於有需要時考慮對沖重大外幣風險。

由於港元與美元掛鈎，故假定美元與港元之間並無重大外匯風險，因此，美元排除於下文分析外。

於二零一九年六月三十日，倘港元兌人民幣貶值5%，而全部其他變數保持不變，年內除稅前綜合虧損將增加約8,570,000港元（二零一八年：除稅前綜合溢利將減少10,687,000港元），主要由於以人民幣計算之貿易及其他應收款項之外匯虧損。倘港元兌人民幣升值5%，而全部其他變數保持不變，年內除稅前虧損將減少約8,570,000港元（二零一八年：除稅前綜合溢利將增加10,687,000港元），主要由於以人民幣計算之貿易及其他應收款項之外匯收益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 0–60 days from the date of billing. Debtors with balances that are more than 3–6 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECL, which is calculated using the probability of default, loss given default and the exposure at default with reference to the historical data of the market of the debtors' industry. The loss allowance based on past due status is further distinguished between the Group's different customer bases.

6. 財務風險管理(續)

(b) 信貸風險

信貸風險乃因對手方無法履行金融工具或客戶合約項下責任而引致財務虧損的風險。本集團因其經營活動(主要為貿易應收款項)及因其融資活動(包括銀行及金融機構之存款、外匯交易及其他金融工具)而承受信貸風險。由於對手方為國際信貸評級機構給予高評級且本集團因而認為信貸風險較低之銀行及金融機構，故本集團所承受由現金及現金等值項目引致之信貸風險屬有限。

貿易應收款項

客戶信貸風險由各業務單位管理，並須遵守本集團所制定與客戶信貸風險管理相關之政策、程序及控制。本集團將就要求一定金額信貸之全部客戶進行獨立信貸評估。該等評估集中於客戶在款項到期時之過往付款記錄及現時支付能力，並計及客戶之特定資料以及客戶經營所在經濟環境之資料。貿易應收款項自開票日期起計0至60天內到期。欠款逾期超過3至6個月的債務人須於清償所有未償還結餘後，方始獲授任何額外信貸。一般而言，本集團不會向客戶收取抵押品。

本集團按與使用年限內之預期信貸虧損等額的方法計量貿易應收款項之虧損撥備，其乃經參考債務人行業市場過往數據後根據違約概率、違約虧損及違約風險計算。基於逾期狀態之虧損撥備於本集團不同客戶基礎之間進一步區分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk (continued)

Trade receivables (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 30 June 2019:

		Average expected loss rate 平均預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Internet advertising agency services		互聯網廣告代理服務		
Current (not past due)	即期(未逾期)	1.14%	14,633	167
1 to 30 days past due	逾期1至30日	1.26%	6,526	82
31 to 60 days past due	逾期31至60日	1.33%	5,565	74
61 to 90 days past due	逾期61至90日	1.02%	10,919	111
91 to 180 days past due	逾期91至180日	1.01%	14,206	144
181 to 365 days past due	逾期181至365日	2.62%	27,240	713
More than 365 days past due	逾期365日以上	2.20%	32,137	709
			111,226	2,000
Mobile payment technical support services		移動支付技術支持服務		
Current (not past due)	即期(未逾期)	-	-	-
1 to 30 days past due	逾期1至30日	-	-	-
31 to 60 days past due	逾期31至60日	-	-	-
61 to 90 days past due	逾期61至90日	-	-	-
91 to 180 days past due	逾期91至180日	-	-	-
181 to 365 days past due	逾期181至365日	5.58%	4,535	253
More than 365 days past due	逾期365日以上	100%	25,720	25,720
			30,255	25,973
Total	總計		141,481	27,973

6. 財務風險管理(續)

(b) 信貸風險(續)

貿易應收款項(續)

下表載列有關本集團於二零一九年六月三十日之貿易應收款項的信貸風險及預期信貸虧損之資料：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk (continued)

Trade receivables (continued)

Expected loss rates are based on the probability of default, loss given default and the exposure at default with reference to the historical data of the market of the debtors' industry. The loss allowance based on past due status is further distinguished between the Group's different customer bases.

Prior to 1 July 2018

Prior to 1 July 2018, an impairment loss was recognised only when there was objective evidence of impairment. At 30 June 2018, trade receivables of HK\$4,657,000 was determined to be impaired. The aging analysis of trade debtors that were not considered to be impaired was as follows:

		2018 二零一八年 HK\$'000 千港元
Neither past due nor impaired	未逾期亦無減值	75,227
1–30 days past due	逾期1至30日	67,236
31–60 days past due	逾期31至60日	25,598
61–90 days past due	逾期61至90日	41,750
91–180 days past due	逾期91至180日	15,483
181–365 days past due	逾期181至365日	1,090
More than 365 days past due	逾期365日以上	50
		226,434

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

6. 財務風險管理(續)

(b) 信貸風險(續)

貿易應收款項(續)

預期虧損率乃經參考債務人行業市場過往數據後根據違約概率、違約虧損及違約風險計算。基於逾期狀態之虧損撥備於本集團不同客戶基礎之間進一步區分。

於二零一八年七月一日前

於二零一八年七月一日前，減值虧損僅在有客觀減值證據時確認。於二零一八年六月三十日，貿易應收款項4,657,000港元被釐定為已經減值。被視為未減值的貿易應收款項之賬齡分析載列如下：

未逾期亦無減值之應收款項乃與近期並無違約記錄之廣泛客戶有關。

已逾期但並無減值之應收款項乃為與本集團具有良好交易記錄之多名獨立客戶有關。根據過往經驗，管理層認為，由於信貸質素並無重大改變且結餘仍被視為可全數收回，故毋須就該等結餘作出減值撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk (continued)

Trade receivables (continued)

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 30 June under HKAS 39	於六月三十日根據香港會計準則第39號	4,657	—
Impact on initial application of HKFRS 9 (note 3)	首次應用香港財務報告準則第9號之影響(附註3)	3,344	—
Adjusted balance at 1 July	於七月一日經調整結餘	8,001	—
Impairment losses recognised for the year	年內確認之減值虧損	22,332	4,747
Reversals	撥回	(1,847)	—
Exchange differences	匯兌差額	(513)	(90)
At 30 June	於六月三十日	27,973	4,657

The following significant changes in the gross carrying amounts of trade receivables contributed to the increase in the loss allowance during 2019:

- origination of new trade receivables net of those settled resulted in an increase in loss allowance of HK\$23,316,000.

6. 財務風險管理(續)

(b) 信貸風險(續)

貿易應收款項(續)

年內有關貿易應收款項之虧損撥備賬變動如下：

於二零一九年，貿易應收款項的賬面總值發生以下重大變動導致虧損撥備增加：

- 新增貿易應收款項(扣除已結算款項)導致虧損撥備增加23,316,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk (continued)

Deposits, prepayments and other receivables

All of the Group's deposits, prepayments and other receivables are considered to have low credit risk, and the allowance for impairment recognised during the year was therefore limited to 12-month expected losses. Management considers deposits, prepayments and other receivables to be of low credit risk as they have a low risk of default and the counterparties have a strong capacity to meet its contractual cash flow obligations in the near term.

The loss allowance for deposits, prepayments and other receivables as at 30 June 2018 reconciles to the opening loss allowance on 1 July 2018 and to the closing allowance as at 30 June 2019 as follows:

		Deposits, prepayments and other receivables 按金、預付 款項及其他 應收款項 HK\$'000 千港元
At 30 June 2018 under HKAS 39	於二零一八年六月三十日根據香港會計準則第39號	—
Impact on initial application of HKFRS 9 (note 3)	首次應用香港財務報告準則第9號之影響(附註3)	2,296
Adjusted balance at 1 July 2018 (restated)	於二零一八年七月一日經調整結餘(重列)	2,296
Impairment losses recognised for the year	年內確認之減值虧損	14,449
Exchange difference	匯兌差額	(239)
At 30 June 2019	於二零一九年六月三十日	16,506

The Group has concentration of credit risk as 26.9% (2018: 31.1%) and 59.0% (2018: 70.3%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

6. 財務風險管理(續)

(b) 信貸風險(續)

按金、預付款項及其他應收款項

本集團所有按金、預付款項及其他應收款項均被視為具有低信貸風險，故於年內確認之減值撥備僅限於12個月預期虧損。當按金、預付款項及其他應收款項之違約風險為低，且對手方具備短期內履行其合約現金流量責任之強勁能力時，管理層將視按金、預付款項及其他應收款項之信貸風險為低。

於二零一八年六月三十日，按金、預付款項及其他應收款項之虧損撥備與二零一八年七月一日之年初虧損撥備及二零一九年六月三十日之年末撥備對賬如下：

由於貿易應收款項總額之26.9% (二零一八年：31.1%) 及59.0% (二零一八年：70.3%) 分別為應收本集團最大客戶及五大客戶之款項，故本集團面對信貸集中風險之情況。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is as follows:

	On demand or less than 1 year 按要求 或1年內 HK\$'000 千港元	Between 1 and 2 years 1至2年 HK\$'000 千港元	Between 2 and 5 years 2至5年 HK\$'000 千港元	Over 5 years 5年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
At 30 June 2019 於二零一九年六月三十日						
Trade payables 貿易應付款項	38,403	–	–	–	38,403	38,403
Accruals and other payables 應計費用及其他應付款項	6,351	–	–	–	6,351	6,351
Amount due to a shareholder 應付一名股東款項	247	–	–	–	247	247
Borrowings (note) 借貸(附註)	14,789	170	–	–	14,959	14,692
At 30 June 2018 於二零一八年六月三十日						
Trade payables 貿易應付款項	79,651	–	–	–	79,651	79,651
Accruals and other payables 應計費用及其他應付款項	14,082	–	–	–	14,082	14,082
Amount due to a shareholder 應付一名股東款項	58,559	–	–	–	58,559	58,559
Finance lease payables 應付融資租賃款項	199	199	148	–	546	506

Note:

Borrowings with a repayment on demand clause are included in the 'on demand or less than 1 year' time band in the above maturity analysis. As at 30 June 2019, the aggregate undiscounted principal amounts of these borrowings amounted to HK\$7,809,000. Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such borrowings will be repaid within 1 to 5 months after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to HK\$7,819,000.

6. 財務風險管理(續)

(c) 流動資金風險

本集團的政策為定期監察現時及預期流動資金需求以確保其留置充足現金儲備滿足其短期及長期流動資金需求。

本集團非衍生金融負債按已訂約未貼現現金流量之到期日分析如下：

附註：

附帶按要求償還條款的借貸計入上文的到期日分析中「按要求或1年內」時段。於二零一九年六月三十日，該等借貸的未折現本金總計金額為7,809,000港元。經計及本集團的財務狀況，董事認為銀行不大可能行使其酌情權以要求即時還款。董事認為，該等借貸將於報告期末後1至5個月內根據貸款協議所載的預定還款日期償還。屆時，本金及利息的現金流出總額將為7,819,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(d) Interest rate risk

The Group's cash flow interest rate risk primarily relates to variable-rate bank loans and bank deposits. The pledged bank deposits, loans receivable and other borrowings bear interests at fixed interest rates and therefore are subject to fair value interest rate risks. The United States dollar denominated bank loans and other bank deposits bear interests at variable rates that vary with the then prevailing market condition.

At 30 June 2019, if interest rates had been 10 basis points lower with all other variables held constant, consolidated loss after tax for the year would have been HK\$13,000 lower (2018: consolidated profit after tax for the year would have been HK\$27,000 higher), arising mainly as a net result of lower interest expense on bank loans, bank deposits and fixed pledged bank deposits. If interest rates had been 10 basis points higher, with all other variables held constant, consolidated loss after tax for the year would have been HK\$13,000 higher (2018: consolidated profit after tax for the year would have been HK\$27,000 lower), arising mainly as a net result of higher interest expense on bank loans, bank deposits and fixed pledged bank deposits.

6. 財務風險管理(續)

(d) 利率風險

本集團之現金流量利率風險主要與浮動利率銀行貸款及銀行存款有關。已抵押銀行存款、應收貸款及其他借貸按固定利率計息，因而面臨公平值利率風險。以美元計值的銀行貸款及其他銀行存款按隨當時現行市況而變動之浮動利率計息。

於二零一九年六月三十日，倘利率下降10個基點，而全部其他變數保持不變，年內除稅後綜合虧損將減少13,000港元(二零一八年：除稅後綜合溢利將增加27,000港元)，主要由於銀行貸款利息開支、銀行存款及固定已抵押銀行存款減少的淨結果。倘利率上升10個基點，而全部其他變數保持不變，年內除稅後綜合虧損將增加13,000港元(二零一八年：除稅後綜合溢利將減少27,000港元)，主要由於銀行貸款利息開支、銀行存款及固定已抵押銀行存款增加的淨結果。

(e) Categories of financial instruments at 30 June

(e) 於六月三十日之金融工具之分類

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets:	金融資產：		
Financial assets measured at amortised cost	按攤銷成本計量之金融資產		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等價物)	186,088	—
		—	348,950
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本計量之金融負債	59,464	152,798

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(f) Fair values

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

7. REVENUE

Disaggregation of revenue from contracts with customers by major products or service line for the year from continuing operations is as follows:

6. 財務風險管理(續)

(f) 公平值

於綜合財務狀況表內反映之本集團金融資產及金融負債之賬面值與其各自之公平值相若。

7. 收入

年內，按主要產品或服務劃分的來自持續經營業務之客戶合約收入分拆如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15 disaggregated by major products or service lines	按主要產品或服務項目劃分之香港財務報告準則第15號範圍內之客戶合約收入		
Internet advertising agency services	互聯網廣告代理服務	270,629	470,344
Mobile payment technical support services	移動支付技術支持服務	100	55,997
		270,729	526,341

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

7. REVENUE (continued)

The Group derives revenue from the transfer of goods and services over time in the following major product lines and geographical regions:

7. 收入(續)

本集團按以下主要產品項目及地區隨時間轉移商品及服務所得收益：

For the year ended 30 June	截至六月三十日 止年度	Internet advertising agency services		Mobile payment technical support services		Total	
		互聯網廣告代理服務		移動支付技術支持服務		總計	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Primary geographical markets	主要地區市場						
— The PRC	— 中國	218,710	370,457	100	55,997	218,810	426,454
— Hong Kong	— 香港	51,919	99,887	—	—	51,919	99,887
Segment revenue	分部收入	270,629	470,344	100	55,997	270,729	526,341
Intersegment revenue	分部間收入	—	—	—	—	—	—
Revenue from external customers	來自外部客戶的 收入	270,629	470,344	100	55,997	270,729	526,341
Timing of revenue recognition	收入確認時間						
Services transferred over time	隨時間轉移之服務	270,629	470,344	100	55,997	270,729	526,341

The Group has initially applied HKFRS 15 using the cumulative effect method. Under this method, the comparative information is not restated and was prepared in accordance with HKAS 18 and HKAS 11.

本集團已首次採用累計影響法應用香港財務報告準則第15號。根據該方法，比較資料並無重列，而是根據香港會計準則第18號及香港會計準則第11號編製。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

8. OTHER INCOME, GAINS/(LOSSES)

8. 其他收入、收益／(虧損)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest income on bank deposits	銀行存款之利息收入	141	511
Interest income on loans receivable	應收貸款之利息收入	1,673	—
Exchange gain/(loss), net	匯兌收益／(虧損)淨額	581	(6)
Gain on disposal of subsidiaries, net (note 35(b) and (c))	出售附屬公司之收益淨額 (附註35(b)及(c))	—	109
Sponsorship income from an exhibition event	展覽活動的贊助收入	522	—
Sundry income	雜項收入	175	13
		3,092	627

9. SEGMENT INFORMATION

9. 分部資料

The Group has two operating segments as follows:

本集團擁有以下兩個經營分部：

Internet advertising agency services

— provision of internet advertising agency services which included promotion of online game and etc.

互聯網廣告代理服務

— 提供互聯網廣告代理服務(包括推廣線上遊戲等)

Mobile payment technical support services

— provision of mobile payment technical support services

移動支付技術支持服務

— 提供移動支付技術支持服務

The operation of leather business was discontinued during the current year. The segment information reported does not include any amounts for this discontinued operation, which are described in more detail in note 15.

於本年度，皮革業務之經營已予終止。已呈報的分部資料並不包括該已終止經營業務的任何金額，進一步詳情載於附註15。

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

本集團之可呈報分部為提供不同產品及服務的策略性業務單位。因各業務需要不同的技術及營銷策略，故其分開進行管理。

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include other income, gains/(losses) and unallocated corporate expenses. Segment assets do not include unallocated bank and cash balances and unallocated deposits, prepayments and other receivables. Segment liabilities do not include unallocated accruals and other payables.

經營分部的會計政策與綜合財務報表附註4所述的會計政策相同。分部損益不包括其他收入、收益／(虧損)及不予分配的企業開支。分部資產不包括不予分配的銀行及現金結餘及不予分配的按金、預付款項及其他應收款項。分部負債不包括不予分配的應計費用及其他應付款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

9. SEGMENT INFORMATION (continued)

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

Information about operating segment profit or loss, assets and liabilities from continuing operations:

9. 分部資料(續)

本集團將分部間銷售及轉撥入賬處理，猶如按當時市場價格向第三方銷售或轉撥。

有關來自持續經營業務之經營分部溢利或虧損、資產及負債之資料：

Year ended 30 June 2019	截至二零一九年 六月三十日止年度	Internet advertising agency services 互聯網廣告 代理服務 HK\$'000 千港元	Mobile payment technical support services 移動支付技術 支持服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收入	270,629	100	270,729
Cost of services	服務成本	(229,426)	(693)	(230,119)
Gross profit/(loss)	毛利/(毛損)	41,203	(593)	40,610
Selling and distribution expenses	銷售及分銷開支	(2,961)	(305)	(3,266)
Administrative expenses	行政開支	(28,448)	(1,599)	(30,047)
Net impairment losses on trade and other receivables	貿易及其他應收款項的 減值虧損淨額	(11,925)	(22,977)	(34,902)
Segment results	分部業績	(2,131)	(25,474)	(27,605)
Other income, gains/(losses)	其他收入、收益/(虧損)			3,092
Net impairment losses on other receivables	其他應收款項的減值 虧損淨額			(32)
Unallocated corporate expenses	不予分配的企業開支			(10,466)
Loss before tax	除稅前虧損			(35,011)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

9. SEGMENT INFORMATION (continued)

Information about operating segment profit or loss, assets and liabilities from continuing operations: (continued)

9. 分部資料(續)

有關來自持續經營業務之經營分部溢利或虧損、資產及負債之資料：(續)

Year ended 30 June 2018 (re-presented)	截至二零一八年 六月三十日止年度(重列)	Internet advertising agency services 互聯網廣告 代理服務 HK\$'000 千港元	Mobile payment technical support services 移動支付技術 支持服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收入	470,344	55,997	526,341
Cost of services	服務成本	(261,724)	(7,711)	(269,435)
Gross profit	毛利	208,620	48,286	256,906
Selling and distribution expenses	銷售及分銷開支	(4,995)	(746)	(5,741)
Administrative expenses	行政開支	(15,773)	(594)	(16,367)
Impairment losses on trade receivables	貿易應收款項減值虧損	(1,588)	(3,154)	(4,742)
Segment results	分部業績	186,264	43,792	230,056
Other income, gains/(losses)	其他收入、收益/(虧損)			627
Unallocated corporate expenses	不予分配的企業開支			(18,788)
Profit before tax	除稅前溢利			211,895

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

9. SEGMENT INFORMATION (continued)

Information about operating segment profit or loss, assets and liabilities from continuing operations: (continued)

9. 分部資料 (續)

有關來自持續經營業務之經營分部溢利或虧損、資產及負債之資料：(續)

		Internet advertising agency services 互聯網廣告 代理服務 HK\$'000 千港元	Mobile payment technical support services 移動支付技術 支持服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 30 June 2019	截至二零一九年六月三十日止年度			
Additions to segment non-current assets	添置分部非流動資產	582	60	642
Depreciation	折舊	1,115	158	1,273
Year ended 30 June 2018	截至二零一八年六月三十日止年度			
Additions to segment non-current assets	添置分部非流動資產	4,183	906	5,089
Depreciation	折舊	791	65	856
At 30 June 2019	於二零一九年六月三十日			
Segment assets	分部資產	270,034	9,749	279,783
Segment liabilities	分部負債	68,032	1,822	69,854
At 30 June 2018	於二零一八年六月三十日			
Segment assets	分部資產	340,081	48,428	388,509
Segment liabilities	分部負債	125,486	1,962	127,448

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

9. SEGMENT INFORMATION (continued)

Reconciliations of segment revenue and profit or loss from continuing operations:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收入		
Total revenue of reportable segments	可呈報分部總收入	270,729	526,341
Elimination of intersegment revenue	分部間收入對銷	–	–
Consolidated revenue	綜合收入	270,729	526,341

9. 分部資料(續)

來自持續經營業務之分部收益及損益之對賬：

Reconciliations of segment assets and liabilities:

分部資產及負債之對賬：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Assets	資產		
Total assets of reportable segments	可呈報分部資產總值	279,783	388,509
Assets relating to discontinued operation	與已終止經營業務相關之資產	–	29,183
Unallocated corporate assets	不予分配的企業資產	8,868	13,915
Consolidated total assets	綜合資產總值	288,651	431,607
Liabilities	負債		
Total liabilities of reportable segments	可呈報分部負債總額	69,854	127,448
Liabilities relating to discontinued operation	與已終止經營業務相關之負債	–	35,957
Unallocated corporate liabilities	不予分配的企業負債	8,932	7,025
Consolidated total liabilities	綜合負債總額	78,786	170,430

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

9. SEGMENT INFORMATION (continued)

Information about major customers

Revenues from external customers contributing over 10% of the total revenue of the Group during the year are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
From continuing operations	來自持續經營業務		
Internet advertising agency services	互聯網廣告代理服務		
Customer A	客戶 A	509	102,887
Customer B	客戶 B	101,357	57,111

Geographical information

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

9. 分部資料(續)

有關主要客戶的資料

於本年度，佔本集團總收入超過10%之來自外部客戶的收入如下：

地域資料

本集團按經營所在地劃分之來自外部客戶的收入及按資產所在地劃分之非流動資產之詳情如下：

		Revenue 收入		Non- current assets 非流動資產	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
From continuing operations	來自持續經營業務				
The PRC	中國	218,810	426,454	5,937	7,683
Hong Kong	香港	51,919	99,887	239	418
United States of America (the "USA")	美利堅合眾國(「美國」)	—	—	33	—
		270,729	526,341	6,209	8,101

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

10. FINANCE COSTS

10. 財務成本

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Continuing operations	持續經營業務		
Finance lease charges	融資租賃開支	33	7
Interest on bank loans	銀行貸款利息	420	—
Interest on other borrowings	其他借貸利息	173	—
		626	7

11. INCOME TAX EXPENSE

11. 所得稅開支

Income tax relating to continuing operations has been recognised in profit or loss as following:

與持續經營業務相關之所得稅已於損益內確認如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Current income tax:	即期所得稅：		
Hong Kong Profits Tax	香港利得稅	1,879	7,269
PRC Enterprise Income Tax	中國企業所得稅	—	445
		1,879	7,714
Over-provision in prior years:	過往年度超額撥備：		
Hong Kong Profits tax	香港利得稅	(19)	—
PRC Enterprise Income Tax	中國企業所得稅	(70)	—
		(89)	—
Income tax expenses	所得稅開支	1,790	7,714

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

11. INCOME TAX EXPENSE (continued)

Hong Kong Profits Tax has been provided at a rate of 16.5% (2018: 16.5%) on the estimated assessable profit for the year ended 30 June 2019.

On 21 March 2018, the Inland Revenue (Amendment) (No. 7) Bill 2017, which introduces a two-tiered profits tax regime, was substantively enacted. Under the two-tiered profits tax regime, the first HK\$2 million of assessable profits of qualifying corporations will be taxed at 8.25% with effect from the year assessment 2018/2019. Profits above HK\$2 million will continue to be subject to the tax rate of 16.5%.

PRC Enterprise Income Tax has been provided at a rate of 25% (2018: 25%).

Pursuant to the Notice of the Ministry of Finance and the State Administration of Taxation on Enterprise Income Tax Policies for Xinjiang Uygur Autonomous Region and Xinjiang Kashgar Autonomous Region (《財政部、國家稅務總局關於新疆喀什霍爾果斯兩個特殊經濟開發區企業所得稅優惠政策的通知》) promulgated by the State Council on 29 November 2011, if a corporate enterprise is newly established within calendar years 2010 to 2020 in two specific regions with business fallen in the scope of the Catalogue of Preferred Enterprise Income Tax for Key Encouraged Industries in Poor Areas of Xinjiang (《新疆困難地區重點鼓勵發展產業企業所得稅優惠目錄》), the corporate enterprise can enjoy a preferential treatment of 5-year exemption from the first year when the entity begins to generate revenue. 霍爾果斯思凡信息科技有限公司 (Horgos Sifan Information Technology Limited ("Horgos Sifan")), 霍爾果斯香蕉超人信息科技有限公司 (Horgos Xiangjiao Chaoren Information Technology Limited ("Horgos Xiangjiao")) and 霍爾果斯東潤網絡科技有限公司 (Horgos Dongrun Network Technology Limited ("Horgos Dongrun")) are exempted from income tax from calendar years 2017 to 2020 upon approval by the State Taxation Bureau of the Xinjiang Uygur Autonomous Region in 2017.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

11. 所得稅開支(續)

香港利得稅乃就截至二零一九年六月三十日止年度的估計應課稅溢利按16.5%(二零一八年:16.5%)之稅率計提撥備。

《二零一七年稅務(修訂)(第7號)條例草案》於二零一八年三月二十一日實質上制定,並據此引入利得稅兩級制。根據利得稅兩級制,由二零一八年/二零一九年課稅年度開始,合資格公司首筆2,000,000港元應課稅溢利之稅率為8.25%,而超過2,000,000港元應課稅溢利仍須按16.5%之稅率繳稅。

中國企業所得稅按25%(二零一八年:25%)之稅率計提撥備。

根據國務院於二零一一年十一月二十九日頒佈的《財政部、國家稅務總局關於新疆喀什霍爾果斯兩個特殊經濟開發區企業所得稅優惠政策的通知》,倘公司企業於兩個特定地區於曆年二零一零年至二零二零年新近成立,且業務屬《新疆困難地區重點鼓勵發展產業企業所得稅優惠目錄》範圍,則公司企業可於實體開始產生收入的第一年起享有5年免稅優惠。霍爾果斯思凡信息科技有限公司(「霍爾果斯思凡」)、霍爾果斯香蕉超人信息科技有限公司(「霍爾果斯香蕉」)及霍爾果斯東潤網絡科技有限公司(「霍爾果斯東潤」)於二零一七年獲新疆維吾爾自治區國稅局批准後,自曆年二零一七年至二零二零年期間獲豁免繳納所得稅。

於其他地區的應課稅溢利已根據本集團營運所在國家的現行法例、詮釋及慣例,按當地的現行稅率計算稅項支出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

11. INCOME TAX EXPENSE (continued)

The reconciliation between the income tax expense and the product of (loss)/profit before tax multiplied by the income tax rate applicable to respective tax jurisdictions is as follows:

11. 所得稅開支(續)

適用於各自稅項司法權區的所得稅開支與除稅前(虧損)/溢利乘以所得稅稅率之積的對賬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
(Loss)/profit before tax (from continuing operations)	除稅前(虧損)/溢利 (來自持續經營業務)	(35,011)	211,895
Tax calculated at the rates applicable to respective tax jurisdictions	按適用於各自稅項司法權區 稅率計算的稅項	(1,312)	50,614
Tax effect of income that is not taxable	毋須課稅收入之稅務影響	(93)	(3,698)
Tax effect of expenses that are not deductible	不可扣稅開支之稅務影響	2,825	2,306
Over-provision in prior years	過往年度超額撥備	(89)	—
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	5,957	3,991
Tax effect of utilisation of tax losses previously not recognised	動用過往並未確認之 稅項虧損之稅務影響	(35)	—
Effect of tax concession	稅項優惠之影響	(5,463)	(45,499)
Income tax expenses (relating to continuing operations)	所得稅開支 (與持續經營業務相關)	1,790	7,714

12. (LOSS)/PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS

The Group's (loss)/profit for the year from continuing operations is stated after charging/(crediting) the following:

12. 年內持續經營業務(虧損)/溢利

本集團之年內持續經營業務(虧損)/溢利乃經扣除/(計入)以下各項後列賬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Auditors' remuneration	核數師酬金	1,250	1,300
Depreciation	折舊	1,477	942
Exchange (gain)/loss, net	匯兌(收益)/虧損淨額	(581)	6
Operating lease rentals in respect of properties	物業經營租賃租金	9,386	7,820
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損	724	49
Net impairment losses on trade and other receivables	貿易及其他應收款項的 減值虧損淨額	34,934	4,742

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

13. EMPLOYEE BENEFITS EXPENSE

13. 僱員福利開支

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Employee benefits expense*:	僱員福利開支*：		
Salaries, bonuses and allowances	薪金、花紅及津貼	29,099	30,205
Retirement benefit scheme contributions	退休福利計劃供款	4,811	4,202
		33,910	34,407

* Included in cost of sales for the years ended 30 June 2019 and 2018 were staff costs of approximately HK\$6,072,000 and HK\$9,244,000 respectively.

* 截至二零一九年及二零一八年六月三十日止年度的銷售成本包括員工成本分別約6,072,000港元及9,244,000港元。

Five highest paid individuals

The five highest paid individuals in the Group during the year included two (2018: two) directors whose emoluments are reflected in the analysis presented in note 14. The emoluments of the remaining three individuals (2018: three individuals) are set out below:

五名最高薪人士

於本年度內，本集團的五名最高薪人士包括兩名(二零一八年：兩名)董事，彼等之薪酬已反映於附註14呈列的分析內。其餘三名(二零一八年：三名)人士之薪酬載列如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他酬金	925	1,355
Discretionary bonuses	酌情花紅	7,616	5,724
Retirement benefit scheme contributions	退休福利計劃供款	28	44
		8,569	7,123

The emoluments fell within the following band:

有關薪酬處於以下範圍：

		Number of individuals 僱員人數	
		2019 二零一九年	2018 二零一八年
HK\$1,500,001–HK\$2,000,000	1,500,001 港元至 2,000,000 港元	1	1
HK\$2,000,001–HK\$2,500,000	2,000,001 港元至 2,500,000 港元	–	1
HK\$2,500,001–HK\$3,000,000	2,500,001 港元至 3,000,000 港元	1	–
HK\$3,000,001–HK\$3,500,000	3,000,001 港元至 3,500,000 港元	–	1
HK\$4,000,001–HK\$4,500,000	4,000,001 港元至 4,500,000 港元	1	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

14. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of every director is set out below:

14. 董事福利及權益

(a) 董事酬金

每名董事的酬金載列如下：

Name of Director	董事姓名	Director's fee HK\$'000 千港元	Salaries and allowances HK\$'000 千港元	Employer's contribution to a retirement benefit scheme 僱主退休福利計劃供款 HK\$'000 千港元	Housing allowance HK\$'000 千港元	Total HK\$'000 千港元
Executive Directors	執行董事					
Mr. Zhu Yongjun (note (i))	朱勇軍先生(附註(i))	—	1,963	114	—	2,077
Ms. Wang Fei (note (vii))	王菲女士(附註(vii))	—	2,032	167	—	2,199
Ms. Tian Yuan (note (iv))	田園女士(附註(iv))	—	—	—	—	—
Non-executive Directors	非執行董事					
Mr. Chong Ka Yee (note (viii))	莊嘉誼先生(附註(viii))	—	167	—	—	167
Independent non-executive Directors	獨立非執行董事					
Ms. Ji Fang (note (xii))	計芳女士(附註(xii))	—	90	—	—	90
Ms. Chen Feng (note (ix) and (xi))	陳楓女士(附註(ix)及(xi))	—	90	—	—	90
Mr. Gao Shuo (note (ix))	高碩先生(附註(ix))	—	180	—	—	180
Mr. Chen Ce (note (x))	陳策先生(附註(x))	—	180	—	—	180
Total for 2019	二零一九年度總計	—	4,702	281	—	4,983

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

14. BENEFITS AND INTERESTS OF DIRECTORS (continued)

14. 董事福利及權益(續)

(a) Directors' emoluments (continued)

(a) 董事酬金(續)

Name of Director	董事姓名	Director's fee HK\$'000 千港元	Salaries and allowances HK\$'000 千港元	Employer's contribution to a retirement benefit scheme 僱主退休福利計劃供款 HK\$'000 千港元	Housing allowance HK\$'000 千港元	Total HK\$'000 千港元
Executive Directors						
Mr. Zhu Yongjun (note (i) and (xiii))	朱勇軍先生 (附註(i)及(xiii))	—	2,400	—	—	2,400
Ms. Wang Fei (note (vii))	王菲女士(附註(vii))	—	1,814	131	—	1,945
Ms. Tian Yuan (note (iv))	田園女士(附註(iv))	—	—	—	—	—
Mr. Tang Yau Sing (note (ii))	鄧有聲先生(附註(ii))	—	820	7	400	1,227
Non-executive Directors						
Mr. Shao Zuosheng (note (iii))	邵作生先生(附註(iii))	—	5	—	—	5
Mr. Chong Ka Yee (note (viii))	莊嘉誼先生(附註(viii))	—	136	—	—	136
Independent non-executive Directors						
Mr. Chui Man Lung Everett (note (v))	徐文龍先生 (附註(v))	—	150	4	—	154
Mr. Cheung Kam Tong Antonio (note (v))	張金棠先生 (附註(v))	—	150	4	—	154
Mr. Han Chu (note (vi))	韓楚先生(附註(vi))	—	150	2	—	152
Ms. Chen Feng (note (ix))	陳楓女士(附註(ix))	—	136	—	—	136
Mr. Gao Shuo (note (ix))	高碩先生(附註(ix))	—	136	—	—	136
Mr. Chen Ce (note (x))	陳策先生(附註(x))	—	90	—	—	90
Total for 2018	二零一八年度總計	—	5,987	148	400	6,535

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

14. BENEFITS AND INTERESTS OF DIRECTORS (continued)

(a) Directors' emoluments (continued)

Notes:

- (i) Mr. Zhu Yongjun resigned as the chief executive officer of the Company on 5 September 2017.
- (ii) Mr. Tang Yau Sing resigned as an executive director on 3 November 2017.
- (iii) Mr. Shao Zuosheng resigned as a non-executive director on 28 July 2017.
- (iv) Ms. Tian Yuan was appointed as an executive director on 28 July 2017.
- (v) Mr. Cheung Kam Tong Antonio and Mr. Chui Man Lung Everett resigned as independent non-executive directors on 1 January 2018.
- (vi) Mr. Han Chu resigned as an independent non-executive director on 1 January 2018.
- (vii) Ms. Wang Fei was appointed as an executive director and the chief executive officer of the Company on 5 September 2017.
- (viii) Mr. Chong Ka Yee was appointed as a non-executive director on 6 November 2017 and resigned as a non-executive director on 4 June 2019.
- (ix) Ms. Chen Feng and Mr. Gao Shuo were appointed as independent non-executive directors on 6 November 2017.
- (x) Mr. Chen Ce was appointed as an independent non-executive director on 1 January 2018.
- (xi) Ms. Chen Feng resigned as an independent non-executive director on 1 January 2019.
- (xii) Ms. Ji Fang was appointed as an independent non-executive director on 1 January 2019.
- (xiii) Mr. Zhu Yongjun waived his fixed bonus of approximately HK\$511,000 of the Company for the calendar year 2017.

During the years, no remuneration was paid by the Group to the Directors as an inducement to join or upon joining the Group or as compensation for loss of office.

14. 董事福利及權益(續)

(a) 董事酬金(續)

附註：

- (i) 朱勇軍先生於二零一七年九月五日辭任本公司行政總裁。
- (ii) 鄧有聲先生於二零一七年十一月三日辭任執行董事。
- (iii) 邵作生先生於二零一七年七月二十八日辭任非執行董事。
- (iv) 田園女士於二零一七年七月二十八日獲委任為執行董事。
- (v) 張金棠先生及徐文龍先生於二零一八年一月一日辭任獨立非執行董事。
- (vi) 韓楚先生於二零一八年一月一日辭任獨立非執行董事。
- (vii) 王菲女士於二零一七年九月五日獲委任為本公司執行董事兼行政總裁。
- (viii) 莊嘉誼先生於二零一七年十一月六日獲委任為非執行董事，並於二零一九年六月四日辭任非執行董事。
- (ix) 陳楓女士及高碩先生於二零一七年十一月六日獲委任為獨立非執行董事。
- (x) 陳策先生於二零一八年一月一日獲委任為獨立非執行董事。
- (xi) 陳楓女士於二零一九年一月一日辭任獨立非執行董事。
- (xii) 計芳女士於二零一九年一月一日獲委任為獨立非執行董事。
- (xiii) 朱勇軍先生已放棄就曆年二零一七年向本公司收取固定花紅約511,000港元。

於有關年度，本集團概無向董事支付薪酬作為加入本集團或加入本集團時的獎勵，或作為離職之補償。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

14. BENEFITS AND INTERESTS OF DIRECTORS (continued)

(b) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

14. 董事福利及權益(續)

(b) 董事於交易、安排或合約中的重大權益

本公司於年結時或年內任何時間，概無存在與本集團業務有關而本公司以及本公司董事及董事的關聯方擁有直接或間接重大權益之重大交易、安排及合約。

15. DISCONTINUED OPERATION

On 18 February 2019, the Company entered into a sale and purchase agreement to dispose of Odella International Limited and its subsidiaries (the "Odella"), which carried out all of the Group's leather business operation. Details of the assets and liabilities disposed of, and the calculation of the profit or loss on disposal, are disclosed in note 35(a).

15. 已終止經營業務

於二零一九年二月十八日，本公司訂立買賣協議，以出售進行本集團一切皮革業務經營之 Odella International Limited 及其附屬公司（「Odella」）。出售資產及負債的詳情以及出售損益之計算方法於附註35(a)披露。

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit for the year from discontinued operation:	年內已終止經營業務之溢利：		
Revenue	收入	37,219	60,448
Cost of sales	銷售成本	(24,509)	(41,994)
Selling and distribution expenses	銷售及分銷開支	(1,110)	(2,167)
Administrative expenses	行政開支	(14,019)	(15,488)
Net impairment losses on trade and other receivables	貿易及其他應收款項的減值虧損淨額	(640)	(5)
Other income, gains/(losses)	其他收入、收益／(虧損)	940	59
(Loss)/profit before tax	除稅前(虧損)／溢利	(2,119)	853
Income tax expense	所得稅開支	(10)	(454)
		(2,129)	399
Gain on disposal of operation (note 35(a))	出售業務之收益(附註35(a))	2,324	—
Income tax expense	所得稅開支	—	—
Profit for the year from discontinued operation (attributable to owners of the Company)	年內已終止經營業務溢利(本公司擁有人應佔)	195	399

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

15. DISCONTINUED OPERATION (continued)

15. 已終止經營業務(續)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit for the year from discontinued operation include the following:	年內已終止經營業務溢利包括下列各項：		
Depreciation*	折舊*	168	145
Auditor's remuneration	核數師酬金	—	100
Cash flows from discontinued operation:	來自已終止經營業務的現金流量：		
Net cash inflows/(outflows) from operating activities	經營活動產生之現金流入／(流出)淨額	21,178	(18,502)
Net cash outflows from investing activities	投資活動產生之現金流出淨額	(403)	(72)
Net cash (outflows)/inflows from financing activities	融資活動產生之現金(流出)／流入淨額	(18,626)	19,674
Net cash inflows	現金流入淨額	2,149	1,100

* Included in cost of sales for the years ended 30 June 2019 and 2018 were depreciation charge of approximately HK\$71,000 and HK\$53,000 respectively.

* 截至二零一九年及二零一八年六月三十日止年度的銷售成本包括折舊費用分別約71,000港元及53,000港元。

16. DIVIDENDS

The Directors do not recommend any dividend for the years ended 30 June 2019 and 2018.

16. 股息

董事不建議派付截至二零一九年及二零一八年六月三十日止年度之任何股息。

17. (LOSS)/EARNINGS PER SHARE

The calculation of the basic (loss)/earnings per share attributable to the owners of the Company is based on the following data:

17. 每股(虧損)／盈利

本公司擁有人應佔每股基本(虧損)／盈利乃根據下列數據計算：

		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share	用於計算每股基本(虧損)／盈利之普通股加權平均數	400,000	400,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

17. (LOSS)/EARNINGS PER SHARE (continued)

From continuing and discontinued operations

The calculation of the basic (loss)/earnings per share attributable to the owners of the Company is based on the following:

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
(Loss)/profit		
(Loss)/profit for the purpose of calculating basic (loss)/earnings per share	(36,606)	199,455

From continuing operations

The calculation of the basic (loss)/earnings per share attributable to the owners of the Company from continuing operations is based on the following:

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
(Loss)/profit		
(Loss)/profit for the purpose of calculating basic (loss)/earnings per share	(36,801)	199,056

The weighted average numbers of ordinary shares used as denominators in calculating the basic and diluted earnings per share are the same.

From discontinued operation

Basic and diluted earnings per share from the discontinued operation is HK0.05 cents per share (2018: HK0.10 cents per share), based on the profit for the year from discontinued operation attributable to the owners of the Company of approximately HK\$195,000 (2018: approximately HK\$399,000) and the denominators used are the same as those detailed above for both basic and diluted earnings per share.

17. 每股(虧損)/盈利(續)

來自持續經營業務及已終止經營業務

本公司擁有人應佔每股基本(虧損)/盈利乃根據下列各項計算：

來自持續經營業務

來自持續經營業務之本公司擁有人應佔每股基本(虧損)/盈利乃根據下列各項計算：

於計算每股基本及攤薄盈利時用作分母之普通股加權平均數為相同。

來自已終止經營業務

根據本公司擁有人應佔年內已終止經營業務溢利約195,000港元(二零一八年：約399,000港元)計算，來自已終止經營業務的每股基本及攤薄盈利為每股0.05港仙(二零一八年：每股0.10港仙)，而每股基本及攤薄盈利所用分母與該等於上文詳述者相同。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Motor vehicles 汽車 HK\$'000 千港元	Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本					
At 1 July 2017	於二零一七年七月一日	215	1,734	568	628	3,145
Acquisition of a subsidiary (note 35(d))	收購一間附屬公司 (附註35(d))	—	803	—	—	803
Additions	添置	4,696	492	—	—	5,188
Disposals of subsidiaries (note 35(b))	出售附屬公司 (附註35(b))	—	(65)	—	—	(65)
Disposals	出售	—	(79)	—	—	(79)
Exchange differences	匯兌差額	(82)	(21)	7	3	(93)
At 30 June 2018 and 1 July 2018	於二零一八年六月三十日及二零一八年七月一日	4,829	2,864	575	631	8,899
Additions	添置	140	304	17	642	1,103
Disposals of subsidiaries (note 35(a))	出售附屬公司 (附註35(a))	(263)	(1,267)	(592)	(534)	(2,656)
Disposals	出售	(925)	(95)	—	(330)	(1,350)
Exchange differences	匯兌差額	(173)	(55)	—	(4)	(232)
At 30 June 2019	於二零一九年六月三十日	3,608	1,751	—	405	5,764
Accumulated depreciation	累計折舊					
At 1 July 2017	於二零一七年七月一日	129	1,109	379	325	1,942
Charge for the year	年內扣除	294	794	58	110	1,256
Disposals of subsidiaries (note 35(b))	出售附屬公司 (附註35(b))	—	(14)	—	—	(14)
Disposals	出售	—	(30)	—	—	(30)
Reclassification	重新分類	36	(36)	—	—	—
Exchange differences	匯兌差額	(6)	(5)	6	3	(2)
At 30 June 2018 and 1 July 2018	於二零一八年六月三十日及二零一八年七月一日	453	1,818	443	438	3,152
Charge for the year	年內扣除	904	528	49	164	1,645
Disposals of subsidiaries (note 35(a))	出售附屬公司 (附註35(a))	(138)	(1,162)	(485)	(349)	(2,134)
Disposals	出售	(232)	(44)	—	(193)	(469)
Exchange differences	匯兌差額	(18)	(32)	(7)	(4)	(61)
At 30 June 2019	於二零一九年六月三十日	969	1,108	—	56	2,133
Carrying amount	賬面值					
At 30 June 2019	於二零一九年六月三十日	2,639	643	—	349	3,631
At 30 June 2018	於二零一八年六月三十日	4,376	1,046	132	193	5,747

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

19. GOODWILL

19. 商譽

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cost and carrying amount	成本及賬面值		
At 1 July	於七月一日	2,678	153
Arising on acquisition of subsidiaries (note 35(d))	收購附屬公司產生 (附註35(d))	—	2,521
Exchange differences	匯兌差額	(100)	4
At 30 June	於六月三十日	2,578	2,678

Goodwill acquired in a business combination is allocated, at acquisition, to the CGUs that are expected to benefit from that business combination. The carrying amount of goodwill (other than goodwill relating to discontinued operation) had been allocated as follows:

業務合併所獲得之商譽於收購時會分配至預期將受益於該業務合併之現金產生單位。商譽(有關已終止經營業務之商譽除外)之賬面值已分配如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Internet advertising agency services: 深圳愛玩悅有限公司 (Shenzhen Ai Wan Yue Company Limited ("Ai Wan Yue"))	互聯網廣告代理服務： 深圳愛玩悅有限公司 (「愛玩悅」)	154	157
北京東潤互動科技有限公司 (Beijing Dongrun Hudong Technology Limited ("Dongrun Hudong"))	北京東潤互動科技有限公司 (「東潤互動」)	2,424	2,521
		2,578	2,678

The recoverable amounts of the CGUs have been determined on the basis of their value in use using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and turnover during the 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 growth rates are based on long-term average economic growth rate of the geographical area in which the businesses of the CGUs operate. Budgeted gross margin and turnover are based on past practices and expectations on market development.

現金產生單位的可收回金額乃採用貼現現金流量法按使用價值基準釐定。貼現現金流量法的主要假設乃關於期內貼現率、增長率及預算毛利率及營業額的假設。本集團採用稅前利率估計貼現率，該等稅前利率反映當前市場對貨幣時間價值及現金產生單位特定風險的評估。增長率乃基於現金產生單位經營業務所在地區的長期平均經濟增長率。預算毛利率及營業額乃基於過往慣例及對市場發展的預期。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

19. GOODWILL (continued)

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with the residual period using the growth rate of 3% (2018: 1%). This rate does not exceed the average long-term growth rate for the relevant markets.

The rate used to discount the forecast cash flows from the Group's internet advertising agency services is 20% (2018: 20%).

19. 商譽(續)

本集團根據董事最近批准的未來五年財務預算編製現金流量預測，剩餘期間採用3%的增長率(二零一八年：1%)。該比率並無超過有關市場的平均長期增長率。

用以貼現來自本集團互聯網廣告代理服務的預測現金流量的比率為20%(二零一八年：20%)。

20. INVESTMENTS IN SUBSIDIARIES

Particulars of the subsidiaries as at 30 June 2019 are as follows:

20. 於附屬公司之投資

於二零一九年六月三十日，附屬公司的詳情如下：

Name 名稱 (note a) (附註a)	Place of incorporation/ registration and operation 註冊成立／註冊及 經營所在地點	Particular of issued share capital 已發行股本詳情	Proportion of ownership interest/ voting rights/profit sharing 擁有權益／投票權／ 應佔溢利比例		Principal activities 主營業務
			Direct 直接	Indirect 間接	
United Mutual Holdings Limited ("United Mutual")	Republic of Seychelles	US\$100 (Ordinary share capital)	100%	—	Investment holding
United Mutual Holdings Limited (「United Mutual」)	塞舌爾共和國	100 美元 (普通股本)	100%	—	投資控股
Right Fortress Limited	Hong Kong	HK\$1 (Ordinary share capital)	—	100%	Administrative for the group
韋保有限公司	香港	1 港元 (普通股本)	—	100%	集團行政管理
Million Stars (HK) Investments Limited	Hong Kong	HK\$1 (Ordinary share capital)	—	100%	Investment holding
萬利星(香港)投資有限公司	香港	1 港元 (普通股本)	—	100%	投資控股
Million Stars Internet Media Limited	Hong Kong	HK\$1 (Ordinary share capital)	—	100%	Internet advertising agency services
萬星網絡傳媒有限公司	香港	1 港元 (普通股本)	—	100%	互聯網廣告代理服務
Jade King Investment Limited	Hong Kong	HK\$1 (Ordinary share capital)	—	100%	Investment holding
雋景投資有限公司	香港	1 港元 (普通股本)	—	100%	投資控股

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

20. INVESTMENTS IN SUBSIDIARIES (continued)

20. 於附屬公司之投資(續)

Name 名稱 (note a) (附註a)	Place of incorporation/ registration and operation 註冊成立／註冊及 經營所在地點	Particular of issued share capital 已發行股本詳情	Proportion of ownership interest/ voting rights/profit sharing 擁有權權益／投票權／ 應佔溢利比例		Principal activities 主營業務
			Direct 直接	Indirect 間接	
深圳市龍遊世紀科技 有限公司 (Shenzhen Longyou Shiji Technology Limited ("Longyou Shiji"))	PRC	HK\$20,000,000 (Registered capital)	—	100%	Internet advertising agency services
深圳市龍遊世紀科技有限 公司(「龍遊世紀」)	中國	20,000,000 港元(註冊資本)	—	100%	互聯網廣告代理服務
深圳盛世鵬龍科技 有限公司 (Shenzhen Shengshi Penglong Technology Limited ("Shengshi Penglong"))	PRC	RMB5,000,000 (Registered capital)	—	100%	Investment holding
深圳盛世鵬龍科技有限 公司(「盛世鵬龍」)	中國	人民幣5,000,000 元 (註冊資本)	—	100%	投資控股
深圳市香蕉互娛科技 有限公司 (Shenzhen Xiangjiao Huyu Technology Limited ("Xiangjiao Huyu"))	PRC	RMB10,000,000 (Registered capital)	—	100%	Mobile payment technical support services
深圳市香蕉互娛科技有限 公司(「香蕉互娛」)	中國	人民幣10,000,000 元 (註冊資本)	—	100%	移動支付技術支持服務
深圳市愛玩悅有限公司 (Ai Wan Yue)	PRC	RMB10,000,000 (Registered capital)	—	100%	Internet advertising agency services
深圳市愛玩悅有限公司 (愛玩悅)	中國	人民幣10,000,000 元 (註冊資本)	—	100%	互聯網廣告代理服務
北京東潤欣動科技 有限公司 (Dongrun Xindong)	PRC	HK\$40,000,000 (Registered capital)	—	100%	Investment holding
北京東潤欣動科技有限 公司(東潤欣動)	中國	40,000,000 港元(註冊資本)	—	100%	投資控股

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

20. INVESTMENTS IN SUBSIDIARIES (continued)

20. 於附屬公司之投資(續)

Name 名稱 (note a) (附註a)	Place of incorporation/ registration and operation 註冊成立/註冊及 經營所在地點	Particular of issued share capital 已發行股本詳情	Proportion of ownership interest/ voting rights/profit sharing 擁有權權益/投票權/ 應佔溢利比例		Principal activities 主營業務
			Direct 直接	Indirect 間接	
北京東潤互動科技 有限公司 (Dongrun Hudong)	PRC	RMB35,000,000 (Registered capital)	—	100%	Internet advertising agency services
北京東潤互動科技有限公司 (東潤互動)	中國	人民幣35,000,000元 (註冊資本)	—	100%	互聯網廣告代理服務
南京盛趣網路科技 有限公司 (Nanjing Shengqu Internet Technology Limited (“Shengqu Internet”))	PRC	RMB10,000,000 (Registered capital)	—	100%	Internet advertising agency services
南京盛趣網路科技有限公司 (「盛趣網路」)	中國	人民幣10,000,000元 (註冊資本)	—	100%	互聯網廣告代理服務
上海萬星網路科技 有限公司 (Shanghai Million Stars Network Technology Limited) (Formerly known as 上海萬星營銷 策劃有限公司(Shanghai Million Stars Marketing Planning Limited (“Shanghai Million Stars”))	PRC	HK\$60,000,000 (Registered capital)	—	100%	Internet advertising agency services
上海萬星網路科技有限公司 (前稱上海萬星營銷策劃 有限公司(「上海萬星」))	中國	60,000,000港元(註冊資本)	—	100%	互聯網廣告代理服務
泰州時化投資管理 有限公司(Taizhou Shihua Investment Management Limited (“Shihua Investment”))	PRC	US\$50,000,000 (Registered capital)	—	100%	Inactive
泰州時化投資管理有限公司 (「時化投資」)	中國	50,000,000美元(註冊資本)	—	100%	暫無業務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

20. INVESTMENTS IN SUBSIDIARIES (continued)

20. 於附屬公司之投資(續)

Name 名稱 (note a) (附註a)	Place of incorporation/ registration and operation 註冊成立/註冊及 經營所在地點	Particular of issued share capital 已發行股本詳情	Proportion of ownership interest/ voting rights/profit sharing 擁有權權益/投票權/ 應佔溢利比例		Principal activities 主營業務
			Direct 直接	Indirect 間接	
霍爾果斯思凡信息科技 有限公司 (Horgos Sifan)	PRC	RMB1,000,000 (Registered capital)	–	100%	Internet advertising agency services
霍爾果斯思凡信息科技有限 公司(霍爾果斯思凡)	中國	人民幣1,000,000元 (註冊資本)	–	100%	互聯網廣告代理服務
霍爾果斯香蕉超人信息 科技有限公司 (Horgos Xiangjiao)	PRC	RMB1,000,000 (Registered capital)	–	100%	Mobile payment technical support services
霍爾果斯香蕉超人 信息科技有限公司 (霍爾果斯香蕉超人)	中國	人民幣1,000,000元 (註冊資本)	–	100%	移動支付技術支持服務
霍爾果斯東潤網絡科技 有限公司 (Horgos Dongrun)	PRC	RMB30,000,000 (Registered capital)	–	100%	Internet advertising agency services
霍爾果斯東潤網絡科技有限 公司(霍爾果斯東潤)	中國	人民幣30,000,000元 (註冊資本)	–	100%	互聯網廣告代理服務
上海品量網絡科技 有限公司 (Shanghai Pinliang Network Technology Limited)	PRC	RMB50,000,000 (Registered capital)	–	100%	Inactive
上海品量網絡科技有限公司	中國	人民幣50,000,000元 (註冊資本)	–	100%	暫無業務
Million Stars US Inc.	USA	US\$1 (Ordinary share capital)	–	100%	Internet advertising agency services
Million Stars US Inc.	美國	1美元(普通股本)	–	100%	互聯網廣告代理服務

Note:

(a) The English translation of the name is for identification purpose for PRC company only.

The above list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

As at 30 June 2019, the bank and cash balances of the Group's subsidiaries denominated in RMB amounted to approximately HK\$16,927,000 (2018: HK\$84,067,000) and located in the PRC. Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

附註：

(a) 中國公司名稱的英文譯文僅供識別。

上表載列對本集團業績、資產或負債有重大影響的附屬公司的詳情。

於二零一九年六月三十日，本集團以人民幣計值的銀行及現金結餘約為16,927,000港元(二零一八年：84,067,000港元)，並存放於中國。人民幣兌換為外國貨幣須受中國《外匯管理條例》及《結匯、售匯及付匯管理規定》所限制。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

21. INVENTORIES

21. 存貨

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Raw materials	原材料	—	4,988
Work in progress	在製品	—	2,367
Finished goods	製成品	—	1,454
		—	8,809

22. TRADE RECEIVABLES

22. 貿易應收款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables	貿易應收款項	141,481	231,091
Allowance for doubtful debts	呆賬撥備	(27,973)	(4,657)
		113,508	226,434

The Group's sales of leather products are based on letters of credit and advances before delivery. The Group's trading terms with other customers are mainly on credit. The Group generally allows an average credit period from 0 to 60 days (2018: from 7 to 180 days) for its internet advertising agency business customers and 30 days for its mobile payment technical support business customers. The Group does not hold any collateral over these balances.

本集團銷售皮革產品以信用證及交付前預付的方式結算。本集團與其他客戶之貿易條款以信貸為主。本集團一般給予其互聯網廣告代理業務客戶介乎0至60天(二零一八年：7至180天)的平均信貸期及給予其移動支付技術支持業務客戶30天的平均信貸期。本集團並無就該等結餘持有任何抵押品。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

22. TRADE RECEIVABLES (continued)

The ageing analysis of trade receivables, based on dates on which revenue was recognised, and net of allowance, is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 30 days	30天以內	14,131	66,533
31 to 60 days	31至60天	7,974	64,514
61 to 90 days	61至90天	5,166	30,772
91 to 180 days	91至180天	12,831	57,010
181 to 365 days	181至365天	14,648	7,555
Over 365 days	超過365天	58,758	50
		113,508	226,434

As at 30 June 2019, an allowance was made for estimated irrecoverable trade receivables of approximately HK\$27,973,000 (2018: HK\$4,657,000).

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
US\$	美元	16,025	25,645
RMB	人民幣	97,483	200,789
		113,508	226,434

22. 貿易應收款項(續)

按收入確認日期的貿易應收款項(扣除撥備)之賬齡分析如下:

於二零一九年六月三十日，就估計不可收回的貿易應收款項作出撥備約27,973,000港元(二零一八年：4,657,000港元)。

本集團之貿易應收款項的賬面值乃以下列貨幣計值：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

23. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

23. 按金、預付款項及其他應收款項

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Deposits	按金	4,605	1,368
Prepayments	預付款項 (a)	96,354	65,423
Loans receivable	應收貸款 (b)	49,684	–
Consideration receivable	應收代價 35(a)	5,000	–
Other receivables	其他應收款項	6,328	6,663
		161,971	73,454
Allowance for doubtful debts	呆賬撥備	(16,506)	–
		145,465	73,454

Deposits and other receivables from independent third parties for whom there are no recent history of default.

按金及其他應收款項來自近期並無違約記錄之獨立第三方。

Notes:

附註：

- (a) As at 30 June 2019, prepayments of approximately HK\$91,271,000 (2018: HK\$62,860,000) have been paid for the cost of services related to internet advertising agency services.
- (b) As at 30 June 2019, included in loans receivable an amount of approximately HK\$225,000 is secured by a motor vehicle of the borrower bearing interest at 5% per annum and repayable within one year, and an amount of approximately HK\$552,000 is unsecured, interest-free and repayable within one year; and the remaining balance of approximately HK\$48,907,000 is unsecured, bearing interest at rates ranged from 4.43% to 5% per annum and repayable within one year. Loans receivable of HK\$46,626,000 have been settled subsequently.

- (a) 於二零一九年六月三十日，已就互聯網廣告代理服務相關服務成本支付預付款項約91,271,000港元（二零一八年：62,860,000港元）。
- (b) 於二零一九年六月三十日，計入應收貸款中約225,000港元乃以借款方的汽車作為抵押品，並以年利率5%計息及須於一年內償還；另約552,000港元為無抵押、免息及須於一年內償還；餘額約48,907,000港元為無抵押，並按年利率介乎4.43%至5%計息及須於一年內償還。其後，應收貸款46,626,000港元已予清償。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

24. BANK AND CASH BALANCES AND PLEDGED BANK DEPOSITS

24. 銀行及現金結餘及已抵押銀行存款

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	23,469	114,485
Less: Pledged deposits for banking facilities	減：用於取得銀行融資之 已抵押存款	(3,905)	(1,050)
Bank and cash balances	銀行及現金結餘	19,564	113,435

Bank and cash balances are denominated in the following currencies:

銀行及現金結餘乃以下列貨幣計值：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Canadian dollars	加拿大元	124	124
US\$	美元	1,955	23,514
HK\$	港元	508	4,914
RMB	人民幣	16,977	84,076
Australian dollars	澳元	—	26
Euro	歐元	—	781
		19,564	113,435

As at 30 June 2019, the bank and cash balances of the Group denominated in RMB amounted to approximately HK\$16,927,000 (2018: HK\$84,067,000) and located in the PRC. Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

於二零一九年六月三十日，本集團以人民幣計值的銀行及現金結餘約為16,927,000港元（二零一八年：84,067,000港元），並存放於中國。人民幣兌換為外國貨幣須受中國《外匯管理條例》及《結匯、售匯及付匯管理規定》所限制。

Pledged bank deposits represent deposits pledged to a bank to secure bank facilities granted to the Group. The pledged bank deposits carry fixed interest rate of 0.45% (2018: 0.125%) per annum. Bank balances earn interests at floating rate based on daily bank deposit rates and is placed with creditworthy banks with no recent history of default. As at 30 June 2019 and 2018, all pledged bank deposits were denominated in US\$.

已抵押銀行存款包括用於取得銀行融資之授予本集團之已抵押存款。已抵押銀行存款按固定年利率0.45%（二零一八年：0.125%）計息。銀行結餘根據每日銀行存款利率按浮動利率賺取利息，並存放於信用良好且無近期違約記錄的銀行。於二零一九年及二零一八年六月三十日，所有已抵押銀行存款以美元計值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

25. TRADE PAYABLES

25. 貿易應付款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade payables	貿易應付款項	38,403	79,651

The ageing analysis of trade payables, based on invoice date, is as follows:

按發票日期的貿易應付款項之賬齡分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 30 days	30天以內	9,001	38,224
31 to 60 days	31至60天	1,457	25,171
61 to 90 days	61至90天	1,326	3,392
Over 90 days	超過90天	26,619	12,864
		38,403	79,651

The carrying amounts of the Group's trade payables are denominated in the following currencies:

本集團之貿易應付款項的賬面值以下列貨幣計值：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
RMB	人民幣	38,403	76,223
HK\$	港元	—	3,428
		38,403	79,651

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

26. ACCRUALS, OTHER PAYABLES AND TRADE DEPOSITS RECEIVED

26. 應計費用、其他應付款項及已收貿易按金

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Accruals	應計費用	2,739	6,714
Other payables	其他應付款項	3,612	8,962
Trade deposits received (note 27)	已收貿易按金(附註27)	—	8,192
		6,351	23,868

27. CONTRACT LIABILITIES (AT 30 JUNE 2018: TRADE DEPOSITS RECEIVED)

27. 合約負債(於二零一八年六月三十日：已收貿易按金)

Contract liabilities 合約負債	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元	1 July 2018 二零一八年 七月一日 HK\$'000 千港元	30 June 2018 二零一八年 六月三十日 HK\$'000 千港元
Billings in advance of performance obligation — Internet advertising agency services	預收履約賬款 義務 — 互聯網廣告代理 服務	9,963	8,192
			—

Contract liabilities (at 30 June 2018: trade deposits received) represent service income received from customers in connection with the Group's internet advertising agency services.

No right of refund is noted from the Group's contract with customers as at 30 June 2019 and 2018. All contract liabilities (at 30 June 2018: trade deposits received) are non-interest bearing.

There were no significant changes in the contract liabilities balances during the reporting period.

合約負債(於二零一八年六月三十日：已收貿易按金)指就本集團互聯網廣告代理服務自客戶收取的服務收入。

截至二零一九年及二零一八年六月三十日，本集團與客戶的合約並無退款權利。所有合約負債(於二零一八年六月三十日：已收貿易按金)均為免息。

報告期內合約負債餘額並無顯著變化。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

27. CONTRACT LIABILITIES (AT 30 JUNE 2018: TRADE DEPOSITS RECEIVED) (continued)

Movements in contract liabilities:

27. 合約負債(於二零一八年六月三十日：已收貿易按金)(續)

合約負債變動：

		HK\$'000 千港元
Balance at 30 June 2018	於二零一八年六月三十日之結餘	—
Reclassification of receipts in advance upon adoption of HKFRS 15	採納香港財務報告準則第15號後預收款項重新分類	8,192
Balance at 1 July 2018	於二零一八年七月一日之結餘	8,192
Decrease in contract liabilities as a result of recognising revenue during the year was included in the contract liabilities at the beginning of the period	年內確認收入所導致的合約負債減少計入期初合約負債	(8,192)
Increase in contract liabilities as a result of billing in advance of internet advertising agency services	因互聯網廣告代理服務預收賬款而導致的合約負債增加	9,963
Balance at 30 June 2019	於二零一九年六月三十日之結餘	9,963

No billings in advance of performance received that is expected to be recognised as income after more than one year.

概無已收預收履約賬款預期於超過一年後確認為收入。

28. AMOUNT DUE TO A SHAREHOLDER

Amount due to a shareholder is unsecured, interest-free and repayable on demand.

28. 應付一名股東款項

應付一名股東款項乃無抵押、免息及須按要求償還。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

29. BORROWINGS

29. 借貸

	Note 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Bank loans — secured 銀行貸款 — 有抵押	(a)	8,122	—
Other borrowings — unsecured 其他借貸 — 無抵押	(b)	6,570	—
		14,692	—

The borrowings are repayable as follows:

借貸之還款期如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year 一年內		14,522	—
More than one year, but not exceeding two years 超過一年，但不超過兩年		170	—
		14,692	—
Less: Amount due for settlement within 12 months (shown under current liabilities) 減：12個月內到期清償之金額（於流動負債項下列示）		14,522	—
Amount due for settlement after 12 months 12個月後到期清償之金額		170	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

29. BORROWINGS (continued)

The carrying amounts of the Group's borrowings are denominated in the following currencies:

29. 借貸(續)

本集團借貸的賬面值以下列貨幣計值：

2019 二零一九年		US\$ 美元 HK\$'000 千港元	HK\$ 港元 HK\$'000 千港元	RMB 人民幣 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Bank loans — secured (note (a))	銀行貸款 — 有抵押 (附註(a))	7,809	—	313	8,122
Other borrowings — unsecured (note (b))	其他借貸 — 無抵押 (附註(b))	—	6,400	170	6,570
		7,809	6,400	483	14,692

2018 二零一八年		US\$ 美元 HK\$'000 千港元	HK\$ 港元 HK\$'000 千港元	RMB 人民幣 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Bank loans	銀行貸款	—	—	—	—
Other borrowings	其他借貸	—	—	—	—
		—	—	—	—

The average interest rates at 30 June were as follows:

於六月三十日，平均利率如下：

	2019 二零一九年	2018 二零一八年
Bank loans — secured	5.60%–11.34%	—
Other borrowings — unsecured	3%	—

Bank loans of approximately HK\$7,809,000 are arranged at floating rate, thus exposing the Group to cash flow interest rate risk.

為數約7,809,000港元之銀行貸款以浮動利率計息，因此本集團面臨現金流量利率風險。

Bank loans of approximately HK\$313,000 and other borrowings of approximately HK\$5,000,000 are arranged at fixed interest rates and expose the Group to fair value interest rate risk.

為數約313,000港元之銀行貸款及約5,000,000港元之其他借貸以固定利率計息，因此本集團面臨公平值利率風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

29. BORROWINGS (continued)

Notes:

- (a) As at 30 June 2019, bank loans of approximately HK\$7,809,000 is secured by a charge over the pledged bank deposits amounted to approximately HK\$3,905,000 (note 24), bearing an interest at LIBOR + 3% and repayable within 1 year. Corporate guarantee by the Company is executed on the bank loans. Bank loans of approximately HK\$313,000 is secured by personal guarantee of a director of a subsidiary, bearing an interest at 11.34% per annum and repayable on demand.
- (b) As at 30 June 2019, all other borrowings due to third parties are unsecured, of which approximately HK\$5,000,000 is bearing an interest at 3% per annum and repayable within 1 year, approximately HK\$1,400,000 is interest-free and repayable within 1 year and approximately HK\$170,000 is interest-free and repayable on 31 December 2020.

29. 借貸(續)

附註：

- (a) 於二零一九年六月三十日，為數約7,809,000港元之銀行貸款以約3,905,000港元已抵押銀行存款之押記為抵押(附註24)，按倫敦銀行同業拆息加3%計息及須於一年內償還。本公司為銀行貸款簽立公司擔保。為數約313,000港元之銀行貸款由一間附屬公司之一名董事之個人擔保作抵押，按年利率11.34%計息及須按要求償還。
- (b) 於二零一九年六月三十日，結欠第三方之所有其他借貸為無抵押，其中約5,000,000港元按年利率3%計息及須於一年內償還，約1,400,000港元為免息及須於一年內償還，及約170,000港元為免息及須於二零二零年十二月三十一日償還。

30. FINANCE LEASE PAYABLES

30. 應付融資租賃款項

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款之現值	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	–	199	–	175
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	–	347	–	331
Less: Future finance charges	減：未來融資費用	–	546 (40)	–	506 –
Present value of lease obligations	租賃責任之現值	–	506	–	506
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內到期清償 之金額(於流動 負債項下列示)			–	(175)
Amount due for settlement after 12 months	12個月後到期清償之 金額			–	331

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

30. FINANCE LEASE PAYABLES (continued)

It is the Group's policy to lease a motor vehicle under finance lease. The lease term is 3 years. At 30 June 2018, the average effective borrowing rate was 5.47%. Interest rate is fixed at the contract date and thus exposes the Group to fair value interest rate risk. The lease is on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

The finance lease payables are denominated in RMB.

31. DEFERRED TAX

The following are the deferred tax liabilities and assets recognised by the Group.

		Decelerated depreciation allowances 減速折舊撥備 HK\$'000 千港元	Accelerated depreciation allowances 加速折舊撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2017 (Charge)/credit to profit or loss for the year	於二零一七年七月一日 年內(扣除)/計入損益	19 (1)	(32) 9	(13) 8
At 30 June 2018 and 1 July 2018 (Charge)/credit to profit or loss for the year	於二零一八年六月三十日 及二零一八年七月一日 年內(扣除)/計入損益	18 (15)	(23) 18	(5) 3
Disposal of subsidiaries (note 35(a))	出售附屬公司 (附註 35(a))	(3)	5	2
At 30 June 2019	於二零一九年六月三十日	—	—	—

The above deferred tax assets and liabilities have been offset for presentation purpose in the consolidated statement of financial position for same tax jurisdiction.

At the end of the reporting period, the Group had unused tax losses of approximately HK\$42,454,000 (2018: HK\$21,190,000) available for offset against future profits. No deferred tax asset has been recognised in respect of approximately HK\$42,454,000 (2018: HK\$21,190,000) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK\$2,000 (2018: HK\$2,263,000), HK\$18,771,000 (2018: HK\$18,927,000) and HK\$23,681,000 (2018: HK\$Nil) will expire in 2022, 2023 and 2024 respectively.

30. 應付融資租賃款項(續)

本集團的政策乃根據融資租賃出租汽車。租期為三年。於二零一八年六月三十日，平均實際借貸利率為5.47%。利率乃於合約日期釐定，因此本集團面臨公平值利率風險。租賃按定期還款基準訂立，且並無就或然租金付款訂立任何安排。

應付融資租賃款項以人民幣計值。

31. 遞延稅項

以下為本集團確認之遞延稅項負債及資產。

就於相同稅項司法權區的綜合財務狀況表呈列而言，上述遞延稅項資產及負債已作抵銷。

於報告期末，本集團未動用稅項虧損約為42,454,000港元(二零一八年：21,190,000港元)，可用作抵銷未來溢利。由於未來溢利流不可預測，故並無就約42,454,000港元(二零一八年：21,190,000港元)確認遞延稅項資產。未確認稅項虧損包括虧損約2,000港元(二零一八年：2,263,000港元)、18,771,000港元(二零一八年：18,927,000港元)及23,681,000港元(二零一八年：零港元)，分別將於二零二二年、二零二三年及二零二四年到期。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

32. SHARE CAPITAL

32. 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.01 each at 1 July 2017, 30 June 2018, 1 July 2018 and 30 June 2019	於二零一七年七月一日、 二零一八年六月三十日、 二零一八年七月一日及 二零一九年六月三十日 每股面值0.01港元之普通股	4,000,000	40,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.01 each at 1 July 2017, 30 June 2018, 1 July 2018 and 30 June 2019	於二零一七年七月一日、 二零一八年六月三十日、 二零一八年七月一日及 二零一九年六月三十日 每股面值0.01港元之普通股	400,000	4,000

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

本集團資本管理之目標為確保本集團具備持續經營之能力，並透過優化負債及權益的平衡，從而為股東創造最大回報。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

32. SHARE CAPITAL (continued)

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Total debt comprises of amount due to a shareholder, borrowings and finance lease payables. Adjusted capital comprises all components of equity (i.e. share capital, share premium, retained profits and other reserves).

During 2019, the Group's strategy, which was unchanged from 2018, was to maintain the debt-to-adjusted capital ratio as low as feasible. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

As at 30 June 2019, the debt-to-adjusted capital ratio of the Group is 7% (2018: 23%).

The decrease in the debt-to-adjusted capital ratio during 2019 resulted primarily from decrease of amount due to a shareholder and finance lease payables.

The externally imposed capital requirement for the Group is in order to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares.

The Group receives a report from the share registrars monthly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the year.

32. 股本(續)

本集團根據債務與經調整資本之比率監察資本。該比率按債務淨額除以經調整資本計算。債務總額包括應付一名股東款項、借貸及應付融資租賃款項。經調整資本包括權益之所有部分(即股本、股份溢價、保留溢利及其他儲備)。

於二零一九年，本集團的策略自二零一八年起並無變動，以盡可能地維持較低的債務與經調整資本之比率。為維持或調整該比率，本集團或會調整支付予股東的股息金額、發行新股、退還資本予股東、籌集新的債務融資或出售資產以減少債務。

於二零一九年六月三十日，本集團債務與經調整資本之比率為7%(二零一八年：23%)。

二零一九年債務與經調整資本之比率減少主要由於應付一名股東款項及應付融資租賃款項減少所致。

本集團維持其於聯交所上市地位之外部施加資本要求為，本集團須保持至少25%股份之公眾持股量。

本集團每月收到股份過戶登記處發出的有關顯示非公眾持股量的重大股份權益的報告，報告表明全年持續遵守25%限額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

33. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

33. 本公司財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司財務狀況表

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	70	388
Investments in subsidiaries	於附屬公司之投資	1	2
		71	390
Current assets	流動資產		
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	5,334	99
Amounts due from subsidiaries	應收附屬公司款項	66,143	128,096
Bank and cash balances	銀行及現金結餘	70	812
		71,547	129,007
Current liabilities	流動負債		
Accruals	應計費用	1,774	1,442
Amount due to a shareholder	應付一名股東款項	247	58,559
Amount due to subsidiaries	應付附屬公司款項	53,574	18,750
		55,595	78,751
Net current assets	流動資產淨值	15,952	50,256
NET ASSETS	資產淨值	16,023	50,646
Capital and reserves	資本及儲備		
Share capital	股本	4,000	4,000
Reserves	儲備	12,023	46,646
TOTAL EQUITY	權益總額	16,023	50,646

Approved by the Board of Directors on 25 September 2019 and are signed on its behalf by:

已由董事會於二零一九年九月二十五日批准並由下列董事代表簽署：

ZHU Yongjun
朱勇軍
Director
董事

TIAN Yuan
田園
Director
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

33. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (continued)

33. 本公司財務狀況表及儲備變動(續)

(b) Reserve movement of the Company

(b) 本公司儲備變動

		Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2017	於二零一七年七月一日	39,782	19,570	(23,829)	35,523
Profit for the year	年內溢利	–	–	11,123	11,123
At 30 June 2018	於二零一八年六月三十日	39,782	19,570	(12,706)	46,646
Adjustment on initial application of HKFRS 9 — loss allowance for amounts due from subsidiaries	首次應用香港財務報告準則第9號作出之調整 — 應收附屬公司款項之虧損撥備	–	–	(874)	(874)
Restated balance at 1 July 2018	於二零一八年七月一日的重列結餘	39,782	19,570	(13,580)	45,772
Loss for the year	年內虧損	–	–	(33,749)	(33,749)
Disposal of subsidiaries	出售附屬公司	–	(19,570)	19,570	–
At 30 June 2019	於二零一九年六月三十日	39,782	–	(27,759)	12,023

Note: Other reserve represents the different between the fair value of the shares of Perline Company Limited acquired pursuant to the reorganisation for listing in 2015 over the nominal value of the Company's shares issued in exchange therefore.

附註：其他儲備指根據於二零一五年為上市重組所收購柏麗發展有限公司股份的公平值與本公司為換取該等股份所發行股份面值之間之差額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

34. SHARE OPTION SCHEME

The Company administers a share option scheme (the “Share Option Scheme”) which was adopted on 28 January 2015 by a shareholders’ written resolution. The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives and rewards for their contribution to the Group. It became effective for a period of 10 years commencing on the date on which the Share Option Scheme was adopted. Eligible participants of the Share Option Scheme include employees, directors, suppliers, customers, shareholders, advisers or consultants, research, development or other technological support personnel or entities of the Company, its subsidiaries or any entity (“Invested Entity”) in which any member of the Group holds an equity interest and other selected participants (the “Eligible Participants”).

The total number of shares which may be issued and allotted upon the exercise of all options to be granted under the Share Option Scheme is 40,000,000 shares, representing 10% of the total number of issued shares as at the date of this annual report.

The maximum number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme adopted by the Group must not in aggregate exceed 30% of the share capital of the Company in issue from time to time. The total number of the shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Group) to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares in issue on the date of listing, subject to refreshment of such limit as approved by shareholders.

34. 購股權計劃

本公司執行一項根據股東書面決議案於二零一五年一月二十八日採納之購股權計劃（「購股權計劃」）。購股權計劃旨在令本集團能向經選定參與者授出購股權，作為彼等為本集團所作貢獻的獎賞及獎勵。其自購股權計劃獲採納當日起計10年期間有效。購股權計劃之合資格參與者包括本公司、其附屬公司或本集團任何成員公司持有股權之任何實體（「接受投資實體」）之僱員、董事、供應商、客戶、股東、顧問或諮詢人、提供研究、開發或其他技術支持之人員或實體以及其他選定參與者（「合資格參與者」）。

於所有根據購股權計劃授出之購股權獲行使時可能發行及配發之股份總數為40,000,000股，佔於本年報日期已發行股份總數的10%。

於購股權計劃或本集團採納之任何其他購股權計劃項下之全部已授出但尚未行使之購股權獲行使時可能發行之股份總數最多不得超過本公司不時已發行股本之30%。於根據購股權計劃及本集團任何其他購股權計劃將授出之全部購股權（就此而言不包括根據購股權計劃及本集團任何其他購股權計劃之條款已失效之購股權）獲行使時可能配發及發行之股份總數合共不得超過於上市日期已發行股份之10%，惟該上限之更新須獲股東批准。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

34. SHARE OPTION SCHEME (continued)

The total number of shares issued and which may fall to be issued upon the exercise of the options granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of options in excess of such limit must be separately approved by the shareholders in general meeting. Where any grant of options to a substantial shareholder or an independent non-executive director or any of their respective close associates would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: (i) representing in aggregate over 0.1% of the shares in issue; and (ii) having an aggregate value, based on the closing price of the shares at the date of each offer for the grant, in excess of HK\$5 million, such further grant of options must be approved by shareholders in general meeting.

Under the Share Option Scheme, the directors may, at their discretion, grant to any Eligible Participants options to subscribe for shares at an subscription price per share being not less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the shares on the date of the offer for the grant, which must be a business day; (ii) the average closing price of shares as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the date of the offer for the grant; and (iii) the nominal value of a share. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

An option may be accepted by a participant within 21 days from the date of the offer for the grant of option. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the directors to each grantee, which period may commence from the date of the offer for the grant of options is made, but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by the directors and stated in the offer for the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

During the period from the effective date of the Share Option Scheme to 30 June 2019, no share option has been granted, expired, lapsed, exercised or cancelled.

34. 購股權計劃(續)

於任何12個月期間根據購股權計劃及本集團任何其他購股權計劃向各承授人授出之購股權(包括已行使或尚未行使之購股權)獲行使時已發行及可予發行之股份總數不得超過本公司當時已發行股本之1%。進一步授出任何超過此限額之購股權須獨立於股東大會上獲股東批准。倘向主要股東或獨立非執行董事或任何彼等各自之緊密聯繫人授出任何購股權將導致於截至有關授出日期(包括該日)止12個月期間向該等人士已發行及於已授出及將予授出之全部購股權(包括已行使、已註銷及尚未行使之購股權)獲行使時將予發行之股份數目：(i)合共超過已發行股份之0.1%；及(ii)基於各授出要約日期股份收市價計算之總值超逾5,000,000港元，則進一步授出該等購股權須於股東大會上獲股東批准。

根據購股權計劃，董事可酌情決定向任何合資格參與者授出購股權，以按不低於(i)於要約授出日期(必須為營業日)在聯交所每日報價表上所列買賣一手或以上股份買賣單位之股份收市價；(ii)緊接要約授出日期前五個營業日在聯交所每日報價表上所列之股份平均收市價；及(iii)股份之面值(以最高者為準)之每股認購價認購股份。於接納所授出購股權時須支付1港元之名義代價。

參與者可於授出購股權要約當日起計21日內接納購股權。購股權可根據購股權計劃之條款於董事將釐定及知會各承授人之期間內任何時間獲行使，該期間可自作出授出購股權之要約當日起計，惟無論如何須於購股權授出當日起計10年內終止，並受有關購股權提前終止的條文所規限。除非董事另有決定並於授予承授人購股權的要約中列明，否則購股權計劃並無規定購股權可予行使前須持有的最短期限。

於購股權計劃生效日期起至二零一九年六月三十日止期間，概無購股權獲授出、屆滿、失效、獲行使或註銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

35. 綜合現金流量表附註

(a) Disposal of Odella

On 18 February 2019, the Group disposed of its entire equity interests in Odella for a consideration of HK\$10,000,000.

Net assets at the date of disposal were as follows:

(a) 出售 Odella

於二零一九年二月十八日，本集團以代價10,000,000港元出售其於Odella之全部股權。

於出售日期，資產淨值如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	522
Trade receivables	貿易應收款項	2,654
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	522
Inventories	存貨	4,384
Bank and cash balances	銀行及現金結餘	11,274
Trade payables	貿易應付款項	(1,781)
Accruals and other payables	應計費用及其他應付款項	(8,792)
Current tax liabilities	當期稅項負債	(848)
Deferred tax liabilities	遞延稅項負債	(2)
Net assets disposed of	已出售資產淨值	7,933
Release of exchange reserve	解除匯兌儲備	(257)
Gain on disposal of a subsidiary (note 15)	出售一間附屬公司之收益(附註15)	2,324
Total consideration	總代價	10,000
Net cash outflow arising on disposal:	出售事項產生之現金淨流出：	
Cash consideration received	已收現金代價	5,000
Cash and cash equivalents disposed of	已出售現金及現金等價物	(11,274)
		(6,274)

As at 30 June 2019, consideration of HK\$5,000,000 has been received from the purchaser of Odella. The balance of consideration of HK\$5,000,000 has been recognised as a consideration receivable at 30 June 2019 (note 23).

截至二零一九年六月三十日，已自Odella買方收取代價5,000,000港元。代價餘額5,000,000港元已於二零一九年六月三十日確認為應收代價(附註23)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

35. 綜合現金流量表附註(續)

(b) Disposal of Dragon Gate Global Co., Ltd

On 28 September 2017, the Group disposed of its entire equity interests in Dragon Gate Global Co., Ltd. for a consideration of US\$1.

Net liabilities at the date of disposal were as follows:

(b) 出售 Dragon Gate Global Co., Ltd

於二零一七年九月二十八日，本集團以代價1美元出售其於Dragon Gate Global Co., Ltd.之全部股權。

於出售日期，負債淨額如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	51
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	669
Bank and cash balances	銀行及現金結餘	332
Accruals and other payables	應計費用及其他應付款項	(1,141)
Net liabilities disposed of	已出售負債淨額	(89)
Release of exchange reserve	解除匯兌儲備	6
Gain on disposal of a subsidiary (note 8)	出售一間附屬公司之收益(附註8)	83
Total consideration	總代價	—
Net cash outflow arising on disposal:	出售事項產生之現金淨流出：	
Cash and cash equivalents disposed of	已出售現金及現金等價物	332

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

35. 綜合現金流量表附註(續)

(c) Disposal of New Sports Technology Holdings Limited

On 2 January 2018, the Group disposed of its entire share capital in New Sports Technology Holdings Limited for a consideration of HK\$1.

Net liabilities at the date of disposal were as follows:

(c) 出售New Sports Technology Holdings Limited

於二零一八年一月二日，本集團以代價1港元出售其於New Sports Technology Holdings Limited之全部股本。

於出售日期，負債淨額如下：

		HK\$'000 千港元
Bank and cash balances	銀行及現金結餘	274
Accruals and other payables	應計費用及其他應付款項	(300)
Net liabilities disposed of	已出售負債淨額	(26)
Gain on disposal of a subsidiary (note 8)	出售一間附屬公司之收益(附註8)	26
Total consideration	總代價	—
Net cash outflow arising on disposal:	出售事項產生之現金淨流出：	
Cash and cash equivalents disposed of	已出售現金及現金等價物	274

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

35. 綜合現金流量表附註(續)

(d) Acquisition of Dongrun Hudong

On 5 September 2017, the Group acquired the entire equity capital of Dongrun Hudong for a cash consideration of RMB2,000,000. Dongrun Hudong is principally engaged in provision of internet advertising agency services. The acquisition aims to further develop and expand the business scope of the Group, and take into account the potentials of the development of internet advertising agency business.

The fair value of the identifiable assets and liabilities of Dongrun Hudong acquired as at its date of acquisition is as follows:

(d) 收購東潤互動

於二零一七年九月五日，本集團以現金代價人民幣2,000,000元收購東潤互動之全部股本。東潤互動主要從事提供互聯網廣告代理服務。該收購事項旨在進一步發展及擴展本集團業務範圍，並考慮發展互聯網廣告代理業務之潛力。

於收購日期，所收購東潤互動之可識別資產及負債的公平值如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	803
Trade receivables	貿易應收款項	17,696
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	31,621
Bank and cash balances	銀行及現金結餘	4,478
Trade payables	貿易應付款項	(22,048)
Other payables	其他應付款項	(32,707)
Net identifiable assets and liabilities	可識別資產及負債淨值	(157)
Goodwill	商譽	2,521
Total consideration	總代價	2,364
Net cash inflow arising on acquisition:	收購事項產生之現金淨流入：	
Cash consideration paid	已付現金代價	(2,364)
Cash and cash equivalents acquired	已收購現金及現金等價物	4,478
		2,114

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(d) Acquisition of Dongrun Hudong (continued)

The fair value of the trade and other receivables acquired is approximately HK\$26,692,000 as at its date of acquisition, none of which is expected to be uncollectible.

Dongrun Hudong contributed revenue of approximately HK\$323,552,000 and profit of approximately HK\$126,646,000 to the Group for the year between the date of acquisition and 30 June 2018.

If the acquisition had been completed on 1 July 2017, total Group's revenue for the year would have been approximately HK\$617,108,000, and profit for the year 2018 would have been approximately HK\$181,843,000. The proforma information is for illustrative purposes only and is not necessarily an indication of the turnover and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 July 2017, nor is intended to be a projection of future results.

The goodwill arising on the acquisition of Dongrun Hudong is attributable to the anticipated profitability of internet advertising agency services and the anticipated future operating synergies from combination.

35. 綜合現金流量表附註(續)

(d) 收購東潤互動(續)

已收購貿易及其他應收款項之公平值於其收購日期約為26,692,000港元，預期均非不可收回。

自收購日期至二零一八年六月三十日止年度，東潤互動為本集團貢獻收入約323,552,000港元及溢利約126,646,000港元。

倘收購事項於二零一七年七月一日完成，則本集團本年度收入總額應約為617,108,000港元及二零一八年度溢利應約為181,843,000港元。備考資料僅作說明用途，未必表示該收購事項於二零一七年七月一日完成後本集團實際可能實現的營業額及經營業績，其亦不是對未來業績的預測。

收購東潤互動產生之商譽來自互聯網廣告代理服務之預期盈利及預期合併產生的未來經營協同效應。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(e) Acquisition of non-controlling interests in Horgos Sifan

On 4 December 2017, the Group acquired 49% non-controlling interests in Horgos Sifan at a cash consideration of RMB1. The 49% non-controlling interests in Horgos Sifan was acquired from a director of Horgos Sifan, the acquisition is considered as a related party transaction. The effect of the acquisition on the equity attributable to the owners of the Company is as follows:

		HK\$'000 千港元
Carrying amount of non-controlling interests acquired	所收購非控制權益之賬面值	2,667
Consideration paid for non-controlling interests	已付非控制權益之代價	—
Gain arising from acquisition recognised directly in equity	直接於權益確認之收購事項產生之收益	2,667

(f) Acquisition of non-controlling interests in Horgos Xiangjiao

On 15 November 2017, the Group acquired 49% non-controlling interests in Horgos Xiangjiao at a cash consideration of RMB1. The 49% non-controlling interests in Horgos Xiangjiao was acquired from a director of Horgos Xiangjiao, the acquisition is considered as a related party transaction. The effect of the acquisition on the equity attributable to the owners of the Company is as follows:

		HK\$'000 千港元
Carrying amount of non-controlling interests acquired	所收購非控制權益之賬面值	2,458
Consideration paid for non-controlling interests	已付非控制權益之代價	—
Gain arising from acquisition recognised directly in equity	直接於權益確認之收購事項產生之收益	2,458

35. 綜合現金流量表附註(續)

(e) 收購霍爾果斯思凡之非控制權益

於二零一七年十二月四日，本集團以現金代價人民幣1元收購霍爾果斯思凡之49%非控制權益。霍爾果斯思凡之49%非控制權益乃自霍爾果斯思凡之董事收購，收購事項被視為一項關聯方交易。該收購事項對本公司擁有人應佔權益之影響如下：

(f) 收購霍爾果斯香蕉之非控制權益

於二零一七年十一月十五日，本集團以現金代價人民幣1元收購霍爾果斯香蕉之49%非控制權益。霍爾果斯香蕉之49%非控制權益乃自霍爾果斯香蕉之董事收購，收購事項被視為一項關聯方交易。該收購事項對本公司擁有人應佔權益之影響如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

35. 綜合現金流量表附註(續)

(g) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

(g) 融資活動產生之負債對賬

下表詳述本集團融資活動產生之負債變動，包括現金及非現金變動。融資活動產生之負債乃為現金流量或未來現金流量將於本集團之綜合現金流量表內分類為融資活動產生之現金流量之負債。

	1 July 2018 二零一八年 七月一日 HK\$'000 千港元	Cash flows 現金流量 HK\$'000 千港元	Non-cash changes — interest expenses 非現金 變動 — 利息開支 HK\$'000 千港元	Interest expenses/ finance lease charges 利息 開支／融資 租賃開支 HK\$'000 千港元	Exchange difference 匯兌差額 HK\$'000 千港元	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元
Amount due to a shareholder (note 28) 應付一名股東款項 (附註28)	58,559	(58,312)	—	—	—	247
Borrowings (note 29) 借貸 (附註29)	—	14,277	(173)	593	(5)	14,692
Finance leases payables (note 30) 應付融資租賃款項 (附註30)	506	(557)	—	33	18	—
	59,065	(44,592)	(173)	626	13	14,939

	1 July 2017 二零一七年 七月一日 HK\$'000 千港元	Cash flows 現金流量 HK\$'000 千港元	Non-cash changes — additions 非現金 變動 — 添置 HK\$'000 千港元	Finance lease charges 融資 租賃開支 HK\$'000 千港元	Exchange difference 匯兌差額 HK\$'000 千港元	30 June 2018 二零一八年 六月三十日 HK\$'000 千港元
Amount due to a shareholder (note 28) 應付一名股東款項 (附註28)	—	58,559	—	—	—	58,559
Finance leases payables (note 30) 應付融資租賃款項 (附註30)	—	(51)	558	7	(8)	506
	—	58,508	558	7	(8)	59,065

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

36. OPERATING LEASE COMMITMENTS

At 30 June 2019 the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within one year	一年內	4,959	3,092
In the second to fifth years, inclusive	第二年至第五年(包括首尾兩年)	1,320	144
		6,279	3,236

Operating lease payments represent rentals payable by the Group for certain of its premises. Leases are negotiated at terms ranged from one to three years (2018: one to three years) and rentals are fixed over the lease terms and do not include contingent rentals.

36. 經營租賃承擔

於二零一九年六月三十日，根據不可撤銷經營租約之未來最低租賃付款總額如下：

經營租賃付款指本集團就其若干物業應付的租金。租約以介乎一至三年(二零一八年：一至三年)的租期進行磋商，租期內租金為固定值且不包括或然租金。

37. CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 30 June 2019 (2018: HK\$Nil).

37. 或然負債

於二零一九年六月三十日，本集團並無重大或然負債(二零一八年：零港元)。

38. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

Compensation of key management personnel

The remuneration of directors of the Company and other members of key management during the period was as follows:

38. 關聯方交易

除綜合財務報表其他部分披露之關聯方交易及結餘外，本集團年內與關聯方進行之交易如下：

主要管理人員之薪酬

於本期間，本公司董事及其他主要管理層成員之薪酬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	4,702	6,387
Pension scheme contributions	退休計劃供款	281	148
		4,983	6,535

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 30 June 2019 截至二零一九年六月三十日止年度

39. EVENTS AFTER THE REPORTING PERIOD

Acquisition of 35% equity interests in Shenzhen Yidao Network Co., Ltd. (“Yidao Network”)

On 30 August 2019, Dongrun Hudong, an indirect wholly-owned subsidiary of the Company, entered into a capital increase and subscription agreement, pursuant to which Dongrun Hudong has agreed to acquire 35% of equity interests in and all the assets of Yidao Network at a total consideration of RMB50,000,000 (equivalent to HK\$55,000,000).

Further details of the acquisition of 35% equity interest of Yidao Network and related capital contribution to Yidao Network are set out in the announcement of the Company dated 30 August 2019.

40. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board on 25 September 2019.

39. 報告期後事項

收購深圳譯道網絡有限公司(「譯道網絡」) 35% 股權

於二零一九年八月三十日，本公司間接全資附屬公司東潤互動訂立增資及認購協議，據此，東潤互動同意以總代價人民幣50,000,000元(相當於55,000,000港元)收購譯道網絡35%股權及所有資產。

有關收購譯道網絡35%股權及向譯道網絡相關增資的進一步詳情，請參閱本公司日期為二零一九年八月三十日的公佈。

40. 批准綜合財務報表

綜合財務報表已於二零一九年九月二十五日獲董事會批准及授權刊發。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

A summary of the results and of the assets and liabilities of the Group for each of the five years ended 30 June 2015, 2016, 2017, 2018 and 2019, as extracted from the annual reports for the years ended 30 June 2015, 2016, 2017, 2018 and 2019, is set out below:

本集團截至二零一五年、二零一六年、二零一七年、二零一八年及二零一九年六月三十日止五個年度各年之業績及資產與負債概要(其乃摘錄自截至二零一五年、二零一六年、二零一七年、二零一八年及二零一九年六月三十日止年度之年報)載列如下：

		Year ended 30 June 截至六月三十日止年度				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Results	業績					
Revenue	收入	270,729	526,341	62,189	55,847	81,947
Net profit/(loss) for the year (before listing expenses)	本年度純利/(淨虧損) (不計上市開支)	(36,606)	204,580	(2,760)	3,827	18,538
Listing expenses	上市開支	—	—	—	—	(18,422)
Net profit/(loss) for the year attributable to owners of the Company	本公司擁有人應佔本年度 純利/(淨虧損)	(36,606)	199,455	(2,760)	3,827	116
		As at 30 June 於六月三十日				
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Assets and liabilities	資產及負債					
Total assets	資產總值	288,651	431,607	75,903	69,766	71,908
Total liabilities	負債總額	(78,786)	(170,430)	(16,310)	(7,894)	(13,955)
Total equity	權益總額	209,865	261,177	59,593	61,872	57,953



Million Stars
萬星控股

MILLION STARS HOLDINGS LIMITED

萬星控股有限公司