Sinopharm Tech Holdings Limited
國藥科技股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8156)

ANNUAL REPORT 2021

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*This annual report, for which the directors (the "**Directors**") of Sinopharm Tech 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 annual 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 annual report misleading.*

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The English text of this annual report shall prevail over the Chinese text for the purpose of interpretation.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. CHAN Ting *(Chairperson and Chief Executive Officer)*
(re-designated on 7 January 2021)
Mr. LIAO Zhe *(Chief Operating Officer)*
(appointed on 17 June 2021)
Mr. CHEUK Ka Chun Kevin *(appointed on 17 June 2021)*

Non-executive Directors

Madam CHEUNG Kwai Lan *(Honorary Chairperson)*
(re-designated on 7 January 2021)
Dr. CHENG Yanjie

Independent Non-executive Directors

Mr. LAU Fai Lawrence
Dr. LIU Ta-pei
Mr. CHAU Wai Wah Fred

AUDIT COMMITTEE

Mr. LAU Fai Lawrence *(Chairperson)*
Dr. LIU Ta-pei
Mr. CHAU Wai Wah Fred

REMUNERATION COMMITTEE

Mr. LAU Fai Lawrence *(Chairperson)*
Mr. CHAN Ting
Dr. LIU Ta-pei
Mr. CHAU Wai Wah Fred

NOMINATION COMMITTEE

Mr. CHAN Ting *(Chairperson)*
(appointed on 7 January 2021)
Dr. LIU Ta-pei
Mr. CHAU Wai Wah Fred

AUTHORISED REPRESENTATIVES

Mr. CHAN Ting
Mr. HO Kam Kin

COMPLIANCE OFFICER

Mr. CHAN Ting

COMPANY SECRETARY

Mr. HO Kam Kin

AUDITORS

CCTH CPA Limited

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking
Corporation Limited
Standard Chartered Bank (Hong Kong) Limited
Nanyang Commercial Bank, Limited
Chong Hing Bank Limited

REGISTERED OFFICE

Second Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 01-03, 25/F., Corporation Park
11 On Lai Street, Shatin
New Territories, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Tricor Services (Cayman Islands) Limited
Second Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Standard Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

STOCK CODE

8156

COMPANY WEBSITE

www.sinopharmtech.com.hk

CHAIRPERSON’S STATEMENT

Dear Shareholders,

I am pleased to present the annual results of the Company and its subsidiaries (the “**Group**”) for the year ended 30 June 2021 (the “**Year 2021**”).

In 2021, while the world is still suffering from Coronavirus Disease 2019 (“**Covid-19**”) and uncertain economic situation, work and life in the PRC have gradually found its equilibrium co-existing with Covid-19, while demand for consumables has been recovering, representing a positive signal for our rising business, namely the market development of our innovative anti-counterfeiting products. Under such circumstances, the Group has been evaluating and fine-tuning business strategies of the several business units from time to time, optimizing business structure while at the same time seizing opportunities in the anti-counterfeiting business in the PRC, so as to cope with the dynamic situation and maintain the stability of operation, thereby creating value for the shareholders.

The experience in developing and operating innovative “Internet Plus” solutions for different industries as well as the experience gained from deep-rooted operation in the lottery industry, has made it possible for the Group in recent years to implement the product strategy in multi-field application of Guoke anti-counterfeiting innovative products (“**Guoke Anti-counterfeiting Innovative Products**”). The Group has achieved from the lottery system, “Internet Plus” interactive marketing to then combining with the experience from lottery and interactive marketing business, in successfully launching the Guoke Anti-counterfeiting Innovative Products. The two anti-counterfeiting patents, while being the core technologies of Guoke Anti-counterfeiting Innovative Products, have been approved by the patent authorities in a number of domestic and foreign countries, and were awarded the Gold Award in publicity, printing and packaging category in International Exhibition of Inventions Geneva 2021. The cooperation agreement signed with Shenzhen Ficus Technology Holdings Ltd. (深圳細葉榕科技控股有限公司) (“**Ficus**”), the holder of the anti-counterfeiting patents, provides the Group with legally protected patent licenses and secures the core technologies of the products.

By now, the software and hardware systems of Guoke Anti-counterfeiting Innovative Products have already been established. With the integration of anti-counterfeiting and interactive marketing functions, Guoke Anti-counterfeiting Innovative Products shall follow the circulation of consumer products to different regions and be recognised throughout the PRC. The Group, through persistence, has gradually gained market appreciation and recognition on Guoke Anti-counterfeiting Innovative Products, and has signed commercial contracts with corporate users from three industries including tea leaves, natural food and cosmetics e-commerce platform as of the reporting period. The Group plans to invest resources in more diversified brands and industries across different regions in the PRC in the coming year. I have strong confidence in the Group being able to capture the opportunities for profitable growth from the anti-counterfeiting business. In addition, “social responsibility”, being one of the four main features of the Guoke Anti-counterfeiting Innovative Products, make it possible for corporate users who applied the anti-counterfeiting products will contribute to national welfare and sport lottery funds for every product they sold. This mechanism provides an efficient way for the corporate users to fulfil not only anti-counterfeiting and market development needs, but also their social responsibility.

I believe that the market value of the two unique anti-counterfeiting patents and the development of Guoke Anti-counterfeiting Innovative Products pertaining to the patents, has lots of rooms for exploration. The authorized right of use and strong cooperation relationship with the patent holder provide the Group with greater confidence. In addition to the three industries for which we have already contracted in, I am optimistic about the value and commercialization potential of Guoke Anti-counterfeiting Innovative Products, and that they will be shining even brighter in the diversified application in various industries.

During the year under review, to cope with the development of our anti-counterfeiting business, we have made some enhancement to our key management team. On behalf of the Board, I hereby welcome Mr. LIAO Zhe ("**Mr. LIAO**") as our executive director and chief operating officer and Mr. CHEUK Ka Chun Kevin ("**Mr. CHEUK**") as our executive director. I look forward to Mr. LIAO and Mr. CHEUK, who have experience in Internet, lottery and technology innovation, walking together with us in our new chapter.

I believe that the anti-counterfeiting business will provide the Group with groundbreaking growth and sustainable business opportunities to generate more revenue. "Seeking opportunities in uncertainties with prudence and flexibility" is the governance philosophy of the Group and serves as an inexhaustible source of value creation. I would like to express my sincere gratitude to the Board and my colleagues for their solidarity and hard work in the past year and our business partners and shareholders for their continued trust and support to the Group.

CHAN Ting
Chairperson and Executive Director

Hong Kong, 29 September 2021

BUSINESS REVIEW

The pandemic has disrupted the normal growth of the global economy and affected a wide range of businesses. The Group reviewed and optimized its business structure from time to time to minimize the negative impact on revenue due to the pandemic and reasonably allocated resources to maximize profitability and explored business opportunities amidst the difficulties.

Anti-counterfeiting Business

For the anti-counterfeiting business, the Group is carrying out marketing on Guoke Anti-counterfeiting Innovative Products in the PRC and exploring business opportunities from its application in the retail consumer goods. As there is a huge demand from the public for consumer goods with effective anti-counterfeiting features and from corporate users for anti-counterfeiting products, the Group leverages its unique anti-counterfeiting products to help enhance the level of the anti-counterfeiting effectiveness for existing consumer goods so as to capture market share. Commercial contracts have been signed with corporate users in various industries, which is expected to bring huge growth potential for the Group in the coming future.

Guoke Anti-counterfeiting Innovative Products Features

Guoke Anti-counterfeiting Innovative Products of the Group are applicable to consumer goods in various industries, such as agricultural products, tea leaves, cosmetics, tobacco, alcohol and medicines. The four main features of Guoke Anti-counterfeiting Innovative Products are "anti-counterfeiting", "credibility", "marketing" and "social responsibility", while anti-counterfeiting packaging and online anti-counterfeiting information verification platform are its core, with "Trio Code" ("三碼合一") technology indicates a more robust anti-counterfeiting security performance. Guoke Anti-counterfeiting Innovative Products are not only an anti-counterfeiting product, but also an excellent linkage between brand owners and consumers as well as an innovative means for brand owners to maintain and market to their customers. The stickiness of customers will sustainably be maintained after the purchase. The unique elements of Guoke Anti-counterfeiting Innovative Products and the redemption settings encourage consumers to take the initiative in verification and form a habit of verification to protect their own rights. The stimulating effect of the marketing function on sales volume, resulting in a win-win situation for both brand owners and consumers.

Patents in Guoke Anti-counterfeiting Innovative Products

During the year under review, the Group obtained rights of use on two patents from Ficus, the patent holder, for anti-counterfeiting packaging device for products and anti-counterfeiting packaging device for adhesive parts (collectively, the "**Patented Technologies**"). After the period under review, the Group also signed licensing and master service agreement with Ficus and were legally granted the right to use and sell Guoke Anti-counterfeiting Innovative Products with Patented Technologies in PRC. The Group also received professional support from Ficus for the entire design, production and customization process of Guoke Anti-counterfeiting Innovative Products, thus the Group owns a comprehensive resource pool. In 2021, Patented Technologies were awarded with the Gold Award in publicity, printing and packaging category in International Exhibition of Inventions Geneva, the world's largest innovation exhibition. The Group is confident in commercializing the Patented Technologies authorizations in boosting revenue, and the legal protection enables the Group to develop more freely in the anti-counterfeiting market.

The Group's anti-counterfeiting business team has completely established the entire chain from obtaining Patent Technologies authorization, linkage between various suppliers in the production process, exploring potential customers to the launch of finished products. The task of building and maintenance of the back-end of information technology platform of Guoke Anti-counterfeiting Innovative Products will be carried out continuously, and the core technology platform will further strengthen the protection of the product. The Group has completed the closed loop of the overall business model, and the orders on-hand of Guoke Anti-counterfeiting Innovative Products have achieved breakthrough, while commercial contracts have already been signed with corporate users from three industries, namely tea leaves, natural food and cosmetics e-commerce platform as of the reporting period, thus realizing the application in multiple industries and regions. The contracted corporate users were situated in the eastern and western sides of the PRC and our products are expected to spread across various provinces. With the nationwide circulation of consumer goods spreading their influence in more places, while the customization service makes Guoke Anti-counterfeiting Innovative Products up for the challenges in terms of different situations.

The Group has made strategic adjustments to our management to assemble our advantages. The Board appointed Mr. LIAO as an executive director and the chief operating officer of the Company and Mr. CHEUK as an executive director of the Company. Mr. LIAO has served for a company under Tencent Holdings Limited, having more than 10 years of extensive experience in the Internet industry, e-commerce and payment business projects, while Mr. CHEUK has more than 10 years of experience in the lottery industry and technological innovation and application. The Group believes that the valuable experience from Mr. LIAO and Mr. CHEUK can be leveraged with the Group's business experience and innovation in order to create a market-adaptive, efficient and feasible business model for the Group's anti-counterfeiting business.

"Internet Plus" Business

The Group's "Internet Plus" business segment aims to provide efficient and convenient solutions for different industries, such as interactive marketing solutions that can be effectively adapted to fit different scenarios. Under the impact of the pandemic, the ecosystem of e-commerce has changed and the "Internet Plus" supply chain business faced turmoil. The Group leverages its accumulated business experience for flexible deployment to adapt itself to the new norm, and establishes the momentum and direction for business development therefrom.

Personal Protective Equipment Business

In 2020, the Group has devoted resources in helping to resolve the shortage of personal protective equipment in Hong Kong with the target of high standard in placed the product quality and safety as priority and formulated a highly efficient, mature and stable production chain within one year, and quickly established a personal protective equipment business unit from scratch. Two of the production lines of the Group were approved for funding under the "Local Mask Production Subsidy Scheme", which have successfully fulfilled the government procurement orders of 48 million medical masks. In addition to selling to official organizations and corporate customers, the medical masks, which are available in a number of colours and patterns and in compliance with different specification standards, have also been sold to the retail market to contribute revenue to the Group.

During the year under review, the Group supported the re-industrialization in Hong Kong. In September 2020, the Group signed a memorandum of understanding with the Federation of Hong Kong Industries ("**FHKI**") and the Vocational Training Council ("**VTC**") to jointly organize the "Smart Manufacturing Training Programme for Personal Protection Equipment Industry" programme (the "**SMT Programme**"). Through the collaboration with industry leaders, the Group will be able to contribute its exploration experience to the industry.

Kenford Medical Group Company Limited ("**Kenford**"), an associate of the Group, currently operates 20 Chinese medicine chain clinics in Hong Kong, providing one-stop modern Chinese medicine services. During the period under review, Kenford operated steadily and contributed profit of approximately HK$3.6 million to the Group.

Future Outlook

The Group's anti-counterfeiting business has tremendous growth potential in PRC and the Group will systematically promote multi-region business expansion, strengthen its marketing capabilities and expand its customer network to promptly capture market share of the industries that has market potential, and improve the revenue of the business segment. Under the pandemic, there will be risk of fluctuation in the cost of raw materials. The Group will control costs from the origin. The marketing team will strategically select targeted industries to capture a high amount of new orders to contribute a continuous source of income to the Group, leading to a higher level of profitability as a result.

According to the Qianzhan Industry Institute (前瞻產業研究院), the market size of China's anti-counterfeiting industry reached US$26 billion in 2020, of which the market size of "Internet +" anti-counterfeiting industry was US$13.4 billion with a growth rate as high as 54% within 2 years. In such a rapidly developing industry, it's expected that Guoke Anti-counterfeiting Innovative Products will provide the industry with new insights, enhance the industry to the next level, resolve issues such as lack of uniqueness, credibility, traceability, and has the possibility of forming new industry standards that can help companies gain trust from consumers and stay ahead of the competition in the market.

For the personal protective equipment business, the Group will be more prudent and will review the business operation, cash flow levels and achievement of profitability targets constantly and plan its production operations in a flexible manner. The management believes that, after the consolidation period in the local mask industry in Hong Kong, the Group shall still be able to maximize revenue with its high-quality medical mask products and flexible management practices.

FINANCIAL REVIEW

During the year ended 30 June 2021, the Group recorded revenue of HK$77.8 million, representing an decrease of 53% over the revenue of HK$165.9 million for the same period in 2020, while gross profit for the period of HK$20.9 million represented an decrease of 53% over gross profit of HK$44.7 million in the corresponding period in 2020. Decrease in revenue as the result of changes in the e-commerce ecosystem under the impact of the pandemic and one of services contract with online platform has not been renewed for rendering Internet plus supply chain services and the Management Service Agreement which providing business management and consulting services to Sino-TCM was suspended. Decrease in gross profit was due to the same reasons as decrease in revenue.

The Group recorded a loss attributable to equity holders of HK$106.3 million for the year under review, representing an decrease of 34% over the loss attributable to the equity holders for the same period in 2020 (2020: HK$161.1 million). The major reasons for the decrease of the loss attributable to equity holders mainly due to the effects of less impairment losses on goodwill were made for the Year 2021 as compared with the Year 2020 and contribution from the share of profit of associates.

SEGMENTAL INFORMATION

Lottery-related services business remains smooth during the reporting period. During the reporting period, the revenue of the Lottery-related services recorded HK$1.9 million, representing a decrease of 62% over the revenue of HK$5.0 million for the same period of the last financial year. The gross profit recorded HK$0.2 million with the margin of 8% for the reporting period comparing with 24% for the same period of the last financial year. Details of further development of lottery-related services business are stated in the "Business Review" of the "Management Discussion and Analysis".

Internet plus services business recorded a decrease in overall revenue as the result of no renewal of online platform services contract and suspension of Management Service Agreement with Sino-TCM. In the Internet Plus services business, the revenue of solutions services and supply chain services recorded HK$Nil million and HK$12.4 million respectively, representing an decrease of 90% in total revenue over the same period of the last financial year. The gross profit recorded HK$7.4 million with the margin of 59% for the reporting period comparing with 21% for the same period of the last financial year. Details of the further development of internet plus services business are stated in the "Business Review" of the "Management Discussion and Analysis".

In 2020, the Group developed new business segment on the manufacturing and distribution of personal protective equipment. During the reporting period, the revenue of the personal protective equipment recorded HK$63.4 million, representing a increase of 97% over the same period of the last financial year. The gross profit recorded HK$13.4 million with the margin of 21% for the reporting period comparing with 49% for the same period of the last financial year. Details of further development of personal protective equipment business are stated in the "Business Review" of the "Management Discussion and Analysis".

GOODWILL AND INTANGIBLE ASSETS

During the reporting period, goodwill amounting to approximately HK$33.8 million (2020: HK$131.4 million) were determined to be impaired, in which approximately HK$Nil million (2020: HK$4.5 million), HK$Nil million (2020: HK$42.3 million) and HK$33.8 million (2020: HK$84.6 million) were attributable to lottery related services cash generating unit, internet plus solution services cash generating unit and internet plus supply chain services cash generating unit respectively. In addition, intangible assets of approximately HK$Nil million (2020: HK$1.6 million) were determined to be impaired, in which was attributable to the Group's internet plus services contract. The recoverable amount of the cash generating units is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period and a long-term average growth rate. The recoverable amount of the cash generating units was with reference to the calculations performed by an independent appraisal valuer, ROMA Appraisals Limited. Details of the relevant assumptions and impairment assessment on goodwill and intangible assets of the Group are set out in Note 21 and Note 22 to the Consolidated Financial Statements of this annual report respectively.

The Directors considered that the goodwill attributable to the lottery related services cash generating unit was impaired in last financial year in 2020 as the traditional lottery segment believed to reach certain market saturation. There will be business contraction on lottery business and the revenue of lottery related services will decline in the upcoming financial budgets. The Directors considered that the goodwill attributable to the internet plus solutions services cash generating unit was impaired in last financial year in 2020 as the budgeted revenue of the cash generating units for the acquisition of subsidiaries will decline as such services agreement will not be renewed. The Directors considered that the goodwill attributable to the internet plus supply chain services cash generating unit was impaired for the year ended 30 June 2021 as the suspension part of the internet plus supply chain business contract and Management Service Agreement with Sino-TCM.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

As at 30 June 2021, the Group's bank balances and cash amounted to HK$7.5 million (2020: HK$6.7 million) which were mainly held in HK$ and RMB. Current assets amounted to HK$49.6 million (2020: HK$62.1 million), mainly comprising of inventories, trade and other receivables and prepayment, bank balance and cash. Current liabilities amounted to HK$272.9 million (2020: HK$253.8 million), mainly comprising of trade payables, accruals and other payables, amounts due to directors, convertible bonds, unlisted warrants, other borrowing and contingent consideration payable. As at 30 June 2021, the gearing ratio of the Group was 74% on the basis of the Group's total interest-bearing borrowings divided by total assets (2020: 55%).

COMMITMENTS

The Group had capital commitments of HK$Nil million from operations as at 30 June 2021 (30 June 2020: capital commitments of HK$1.5 million).

FOREIGN EXCHANGE EXPOSURE

The Group mainly generates revenue and incurs expenses in Hong Kong dollars, U.S. dollars and Renminbi ("**RMB**"). The management is aware of the possible exchange rate exposure resulted from the fluctuation of RMB against the Hong Kong dollars and will closely monitor its impact on the performance of the Group to determine if any hedging policy is necessary. With regard to the U.S. dollars, foreign exchange exposure would be minimal so long as the Hong Kong Government's policy to peg the Hong Kong dollars to the U.S. dollars remains in force.

CONTINGENT LIABILITIES AND PLEDGE OF ASSETS

The Group had no contingent liabilities as at 30 June 2021 (30 June 2020: Nil). No assets of the Group was pledged as securities to any third parties as at 30 June 2021 (30 June 2020: Nil).

CAPITAL STRUCTURE

During the reporting period, the capital structure of the Group consisted of cash and cash equivalents and equity attributable to holders of the Company, comprising issued share capital and reserves. As at 30 June 2021, the total number of issued share capital of the Company was 4,403,983,734 Shares.

On 29 April 2021, the Company allotted and issued a total number of 55,652,174 additional consideration shares at the issue price of HK$0.23 per additional consideration share under general mandate granted to the Directors at the annual general meeting of the Company held on 20 November 2020 (the "**General Mandate**"). On 30 June 2021, the Company allotted and issued a total number of 58,606,927 loan capitalisation shares at the issue price of HK$0.26 per loan capitalisation share under the General Mandate.

CONVERTIBLE BONDS

Convertible Bonds due on 17 January 2022

On 17 January 2014, the Company issued unlisted convertible bonds due on 17 January 2017 with a principal amount of HK$89,625,000 at a rate of 2% per annum (the "**CBs**") as general working capital and for repayment of borrowings. A maximum number of 37,500,000 shares would be issued by the Company upon full conversion of the CBs at the conversion price of HK$2.39 per conversion share into full-paid ordinary shares of the Company. As a result of share subdivision, the number of Shares falling to be issued upon full conversion of the CBs was adjusted to 150,000,000 at the conversion price of HK$0.598 per Share.

On 18 January 2017, the Company entered into the first amendment agreement with the bondholder to amend some principal terms of the CBs, including to extend the maturity date of the CBs for six months from 17 January 2017 to 17 July 2017, and further extend to 17 January 2018 upon a written consent from the bondholder. The conversion price of the CBs shall be amended from HK$0.598 to HK$0.359 per conversion share subject to adjustment and the CBs could be converted into the maximum number of 249,651,810 Shares. The interest rates of the CBs shall be increased to 8% per annum and paid semi-annually (the "**Amendments**"). Save for the Amendments, all other terms and conditions of the CBs shall remain unchanged. The Amendments were approved by way of an ordinary resolution by the Shareholders at the extraordinary general meeting of the Company held on 29 March 2017. On 18 July 2017, the Company received a written consent from the bondholder, pursuant to which the maturity date of the CBs would be extended for further six months to 17 January 2018.

On 18 January 2018, the Company entered into the second amendment agreement with the bondholder to extend the maturity date of the CBs from 17 January 2018 to 17 July 2018, and further extend to 17 January 2019 upon a written consent from the bondholder (the "**Second Amendment**"). The Second Amendment was approved by way of an ordinary resolution by the Shareholders at the extraordinary general meeting of the Company held on 18 April 2018. The Company has received a written consent from the bondholder, pursuant to which the maturity date of the CBs would be extended for the further six months to 17 January 2019.

On 17 January 2019, the Company entered into the third amendment agreement with the bondholder to extend the maturity date of the CBs from 17 January 2019 to 17 July 2019, and further extend to 17 January 2020 upon a written consent from the bondholder (the "**Third Amendment**"). The Third Amendment was approved by way of an ordinary resolution by the Shareholders at the extraordinary general meeting of the Company held on 19 March 2019. The Company has received a written consent from the bondholder, pursuant to which the maturity date of the CBs would be extended for the further six months to 17 January 2020.

As a result of the adjustments of the CBs on 10 May 2019 upon the allotment and issue of the consideration shares to Sinopharm Traditional Chinese Medicine Overseas Holdings Limited, a maximum number of 263,602,941 Shares would be allotted and issued to the bondholder upon conversion of the CBs in full. The adjusted conversion price was HK$0.34 per conversion share subject to further adjustment.

On 7 February 2020, the Company entered into the fourth amendment agreement with the bondholder to extend the maturity date of the CBs from 17 January 2020 to 17 July 2020, and further extend to 17 January 2021 upon a written consent from the bondholder (the "**Fourth Amendment**"). The Fourth Amendment was approved by way of an ordinary resolution by the Shareholders at the extraordinary general meeting of the Company held on 25 March 2020. The Company has received a written consent from the bondholder, pursuant to which the maturity date of the CBs would be extended for the further six months to 17 January 2021.

On 19 January 2021, the Company entered into the fifth amendment agreement with the bondholder to amend some principal terms of the CBs, including to extend the maturity date of the CBs for one year from 17 January 2021 to 17 January 2022. The conversion price of the CBs shall be amended from HK$0.34 to HK$0.221 per conversion share subject to adjustment and the CBs can be converted into the maximum number of 405,542,986 Shares. The interest rate of the CBs shall be increased to 10% per annum and paid annually (the "**Fifth Amendments**"). Save for the Fifth Amendments, all other terms and conditions of the CBs shall remain unchanged. The Fifth Amendments were approved by way of an ordinary resolution by the Shareholders at the extraordinary general meeting of the Company held on 22 March 2021.

As at 30 June 2021, no CBs has been converted into Shares by the bondholder or redeemed by the Company.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the Year 2021, the Group carried out the acquisition of associate as follows:

Discloseable and Connected Transaction in relation to the Acquisition of 25% of the Equity Interests in the Target Company involving Issue of the Consideration Shares under Specific Mandate

On 17 February 2021 (after trading hours), China Success Enterprises Limited (the "**Purchaser**"), a wholly-owned subsidiary of the Company, and Sharp Associate Limited (the "**Vendor**") entered into a sale and purchase agreement (the "**Sale and Purchase Agreement**") pursuant to which the Purchaser conditionally agreed to purchase, and the Vendor conditionally agreed to sell, the sale shares (the "**Sale Shares**"), which represented 25% of the entire issued share capital of Rich General Limited (the "**Target Company**") upon completion of the reorganisation of 深圳細葉榕科技控股有限公司 Shenzhen Xiyerong Technology Holdings Ltd. (the "**SZCo**") (the "**Acquisition**").

The consideration (the "**Consideration**") for the Sale Shares would be HK$200 million, which should be settled by the Purchaser procuring the Company to allot and issue a maximum of 714,285,714 ordinary shares (the "**Consideration Share(s)**") of HK$0.0125 each in the share capital of the Company to the Vendor (or its nominee(s)) at the price of HK$0.28 per Consideration Share in three tranches when meeting the guaranteed profit targets.

The Acquisition presents the Group a timely opportunity to maximize its market share in the field of anti-counterfeiting in the PRC utilizing the legal protection of the patents registered and held by the SZCo, being (i) Anti-counterfeit Packaging Device for Products (商品防偽用包裝裝置) (registration numbers: ZL 2019 2 1449828. X and 3229334 in the PRC and Japan, respectively) and Anti-counterfeit Packaging Device for Adhesive Parts (粘附件及其組件、防偽用包裝裝置) (registration numbers: ZL 2019 2 1579150. 7 and 3229631 in the PRC and Japan, respectively). The settlement of the Consideration for the Acquisition was linked with the financial performance of the Target Company and its subsidiaries whereby payment of the Consideration would be made against the achievement of the applicable guarantee profit over the course of 3 years. The Group had no cash outlay for payment of the Consideration as payment was entirely by allotment and issuance of Consideration Shares. Pursuant to the Sale and Purchase Agreement, the Purchaser was entitled to exercise a right to purchase part or all of the remaining issued shares of the Target Company within three years following completion of the Acquisition (the "**Completion**").

As at the date of the Sale and Purchase Agreement, the Vendor was beneficially owned as to 75% by Ms. Woo, Theresa who is in turn the spouse of Mr. Chan Ting, an executive Director, the chairperson of the Board and the chief executive officer of the Company, and accordingly was a connected person of the Company. As such, the entering into of the Sale and Purchase Agreement constituted a connected transaction of the Company under Chapter 20 of the GEM Listing Rules, and the transactions contemplated thereunder (including the granting of the specific mandate) were subject to the reporting, announcement and independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. The Consideration Shares represent approximately 14.27% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares, subject to the Completion and assuming that there will be no other changes in the issued share capital of the Company.

On the same date, being 17 February 2021 (after trading hours), 深圳國科防偽科技有限公司 (transliterated as Shenzhen Guoke Anti-Counterfeit Technology Company Limited), an indirect wholly-owned subsidiary of the Company, and SZCo entered into a licensing and master service agreement (the "**CCT Agreement**"). Completion of the Acquisition and the transactions contemplated under the Sale and Purchase Agreement and the effectiveness of the CCT Agreement were inter-conditional upon each other. Details for the transactions contemplated under the CCT Agreement were set out in the paragraphs headed "Continuing Connected Transaction in relation to the Licensing and Master Service Agreement" under the section headed "Directors' Report"on page 31.

As the conditions precedent set out in the Sale and Purchase Agreement and the CCT Agreement were not fully fulfilled (or as the case may be, waived) on or before the long stop date on 30 June 2021, the transactions contemplated under each of the Sale and Purchase Agreement and the CCT Agreement have lapsed and would not proceed.

Save as disclosed above, the Group did not make any significant investment or material acquisition or disposal of subsidiaries, associates and joint ventures.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Directors currently do not have any future plans for material investments or capital assets. The management will continue to monitor the industry and review its business expansion plans at regular intervals, so as to take necessary measures in the best interests of the Group.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2021, the Group had 73 (2020: 213) employees in Hong Kong and the PRC, including the Directors. Total staff cost, excluding the Directors' remuneration, for the year under review amounted to approximately HK$22 million (2020: HK$23 million).

Employees' remunerations are determined with reference to their performance, qualifications, experience, positions and the current trend. Apart from the basic salary and participation in the mandatory provident fund scheme and staff benefits including medical and training programs, share options may be granted to individual employees based on performance evaluation in order to provide incentives and rewards.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

The profiles of the Directors and senior management as at the date of this annual report are as follows:

DIRECTORS

Honorary Chairperson and Non-executive Director

Madam CHEUNG Kwai Lan, aged 83, one of the founders of the Group, is the honorary chairperson and non-executive director of the Company. She has served the Group for more than 21 years and is the director of various subsidiaries of the Group. Madam CHEUNG is responsible for corporate development and strategic planning of the Group. Madam CHEUNG graduated from Shanxi Taiyuan Medical School in 1960 and was a researcher at Shanxi Province Taiyuan (Atomic Energy) Research Institute (山西省太原(原子能)研究所), which was one of the institutions of the Chinese Academy of Science. She also participated in the research and development of the radioactive material Cobalt 60 for imaging and cancer treatment. Madam CHEUNG has been engaged in commercial development in Hong Kong for almost 40 years.

Madam CHEUNG has keen interest in social welfare and charity works. She is currently the chairperson of Zhang Xueliang Foundation, permanent honorary chairperson of the World of Chinese & Overseas Chinese Peace Promote Association, director of the China Legal Aid Foundation under the Ministry of Justice, vice chairperson of the "Chinese Charitable Work Development Association" (中國公益事業發展聯合會), and honorary director of "Chinese Si Hai Tong Xin Association in Taiwan" (台灣中華四海同心會). Madam CHEUNG attended the 2nd conference of the 11th National Committee of the Chinese People's Political Consultative Conference as an overseas compatriot by special invitation. She has also been awarded as "China Philanthropy Outstanding Contribution Individual", "Most Influential Entrepreneur in China", "International Philanthropic Celebrity", "International Philanthropic Stars" and "Progeny of the PRC for the 60 Years Development of New China".

Madam CHEUNG is the mother of Ms. CHAN Siu Sarah and Mr. CHAN Ting. Ms. CHAN Siu Sarah and Mr. CHAN Ting are the Group General Counsel and an executive director of the Company respectively.

Executive Directors

Mr. CHAN Ting, aged 51, is the chairperson, executive director, chief executive officer, compliance officer and authorised representative of the Company. He is also the chairperson of the nomination committee of the Company and a member of the remuneration committee of the Company. He has served the Group for more than 20 years and is the director of various subsidiaries of the Group. He is responsible for the marketing, business development, strategic planning and operations of the Group. He was awarded a bachelor's degree in Economics from Macquarie University in Australia in 1993. He is the Vice President of the Zhang Xueliang Foundation. Mr. CHAN has over 26 years of working experience in establishing and managing companies in the PRC.

Mr. CHAN is the son of Madam CHEUNG Kwai Lan, who is the honorary chairperson and non-executive director of the Company. Mr. CHAN is the brother of Ms. CHAN Siu Sarah, the Group General Counsel. He joined the Group in July 2001.

Mr. LIAO Zhe, aged 34, is an executive director and chief operating officer of the Company. He has more than 10 years of experience in the Internet industry and 1 year of experience as an executive director of a Hong Kong listed company. From 2014 to 2017, he worked in Tencent Technology (Shenzhen) Company Limited, a wholly-owned subsidiary of Tencent Holdings Limited (stock code: 700.HK), as the general manager of the financial institution in the WeChat Pay joint product department. From October 2017 to October 2018, he served as an executive director of Shunten International (Holdings) Limited (stock code: 932.HK). Mr. Liao holds a bachelor's degree from Beijing Normal University in Zhuhai and an advanced degree from DFI Hamburg School of Design, Germany. He was appointed as the guest speaker of the Graduate School of Industrial Engineering of the University of Hong Kong in 2015, and was the founding director of the Hong Kong Young Executives Association in 2018. Mr. Liao joined the Company in September 2019. He is also the general manager of Sinopharm Health (Hainan) Technology Co., Ltd., a subsidiary of the Company. From the date of appointment, he will be fully responsible for the Company's anti-counterfeiting business, e-commerce business, Internet technology business and related businesses.

Mr. CHEUK Ka Chun Kevin, aged 37, an executive director of the Company. He holds a bachelor's degree in economics and a master's degree in applied finance from Macquarie University in Australia. Mr. CHEUK has served the Group for more than 12 years and is currently as a project director of the Company. He has been responsible for the investment and acquisition of various projects of the Group. He has more than 10 years of experience in the lottery industry and technological innovation and application. He has led the team to win various awards under "Interactive In-Store Marketing Solutions" and "Health Management Cloud Platform" projects in 2016 and 2017 Geneva International Invention Exhibition respectively, including a gold award in 2016 Geneva International Invention Exhibition. He also served as a director of a subsidiary of the Company. From the date of appointment, Mr. CHEUK's management scope will be expanded to the supply chain management and related businesses of the lottery part of the anti-counterfeiting business.

Non-executive Director

Dr. CHENG Yanjie, aged 57, is a non-executive Director of the Company. Being a practicing Chinese medicine practitioner, he holds Bachelor degree of Traditional Chinese Medicine of Changchun University of Chinese Medicine (長春中醫學院中醫系學士學位), Master of Neurology of the Affiliated Hospital of Changchun University of Chinese Medicine (長春中醫學院附屬醫院神經內科碩士學位) and Doctor of Neurology of Beijing University of Chinese Medicine Dongzhimen Hospital (北京中醫藥大學東直門醫院神經內科博士學位). He previously served as Resident Neurologist of the Affiliated Hospital of Changchun University of Chinese Medicine (長春中醫學院附屬醫院神經內科住院醫師), Attending Physician of China Medical Center in Kuwait (科威特國中國醫療中心主治醫師), Neurology attending physician of Beijing University of Chinese Medicine Dongzhimen Hospital (北京中醫藥大學東直門醫院神經內科主治醫師) and worked in the R&D department of China National Pharmaceutical Group Co., Ltd. (中國藥材集團公司). He serves as committee member of China Pharmaceutical Culture Society (中國藥文化協會理事), executive director of Beijing Chaoyang District Chinese Medicine Association (北京市朝陽區中醫協會常務理事) and expert speaker of knowledge base popularization and bilingual health lecture of Beijing Chaoyang District (北京市朝陽區中醫科普及雙語養生講座專家). Dr. CHENG is currently the Chief Physician of Chinese medicine clinic of Beijing Luxiancaotang (北京鹿銜草堂中醫診所主任醫師). He currently serves as director and consultant of Sinopharm Traditional Chinese Medicine Co. Ltd (國藥藥材股份有限公司) and a director of Bencao Lihua Investment Management Co., Ltd. (本草利華投資管理有限公司). As at the date of this annual report, Sinopharm Traditional Chinese Medicine Co. Ltd wholly owned the equity interest in Sinopharm Traditional Chinese Medicine Overseas Holdings Limited which was a substantial shareholder of the Company. He held 5% of the equity interest in Bencao Lihua Investment Management Co., Ltd. (本草利華投資管理有限公司) which is one of the shareholders of Sinopharm Traditional Chinese Medicine Co. Ltd.

Independent Non-executive Directors

Mr. LAU Fai Lawrence, aged 50, is an independent non-executive Director of the Company and a chairperson of the audit committee and remuneration committee of the Company. Mr. LAU is currently a practising certified public accountant in Hong Kong and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. Mr. LAU graduated from The University of Hong Kong with a bachelor's degree in business administration in 1994 and obtained a master's degree in corporate finance from Hong Kong Polytechnic University in 2007. Mr. LAU is currently the company secretary of BBMG Corporation (stock code: 2009.HK) since August 2008, an executive director of Future World Financial Holdings Limited (stock code: 572.HK) since January 2014, an independent non-executive director of Artini Holdings Limited (stock code: 789.HK) since April 2008, Titan Petrochemicals Group Limited (In Liquidation) (stock code: 1192.HK) since March 2014, Renco Holdings Group Limited (stock code: 2323.HK) since March 2016 and China Energine International (Holdings) Limited since March 2020 (stock code: 1185.HK). Mr. LAU was a non-executive director of Alltronics Holdings Limited (stock code: 833.HK) between March 2017 and December 2018, an independent non-executive director of Winto Group (Holdings) Limited (stock code: 8238.HK) between April 2019 and November 2019 and Tenwow International Holdings Limited (stock code: 1219.HK) between November 2018 and November 2020.

Dr. LIU Ta-pei, aged 70, is an independent non-executive Director of the Company. He is also a member of the audit committee, the remuneration committee and the nomination committee of the Company respectively. He graduated from National Chung-Hsing University in Taiwan. After graduation, he continued his studies in National Cheng-Chi University, Taiwan and the University of Southern California, U.S.A. and obtained Master of Science and MBA degrees respectively. He was then conferred his Doctoral degree in public administration from the University of La Verne, U.S.A, and the Doctoral degree in Finance from Shanghai University of Finance and Economics. Apart from his strong educational background, Dr. LIU has been active in the financial field for more than 24 years. Dr. LIU was previously the executive director of Huisheng International Holdings Limited, which is listed on the Main Board of the Stock Exchange (Stock code: 1340.HK) from June 2016 to February 2020. He was previously the director of Mega Financial Holdings Company Limited ("**Mega Financial Holdings**"), which is listed on the Taiwan Stock Exchange Corporation (Stock code: 2886.TW) and also served as the chairman of Mega Securities Co., Ltd, a subsidiary of Mega Financial Holdings. He had also been the director of Global Securities Finance Corporation, Chung Hsing Bills Finance Corporation, and Central Investment Holding Company, and the chairman of Jen Hwa Investment Holding Company. Dr. LIU had served China Development Industrial Bank, one of the top management of Taiwan's largest Investment Banks. He had also been the chief executive officer and an executive director of the Core Pacific-Yamaichi Group in Hong Kong. Dr. LIU was ranked as one of the 'Top Ten Intelligent Financial Personnel in Greater China' and he was conferred the 'Best Integrity Award' in 2008. He was also granted the honour of "Golden Peak Award of Outstanding Corporation Leaders in Taiwan" in 1998. Dr. LIU is currently a member of the Hong Kong-Taiwan Business Co-operation Committee. He joined the Group in February 2017.

Mr. CHAU Wai Wah Fred, aged 59, is an independent non-executive director and a member of the audit committee, remuneration committee and nomination committee of the Company. He was formerly the Head of the Office of Dutiable Commodities Administration of Hong Kong Customs and Excise Department (C&ED) and retired with rank of Senior Superintendent. He has served the C&ED for 34 years with wide range of exposure including intellectual property rights (IPR) protection, anti-smuggling, anti-narcotics, intelligence and liaisons and dutiable commodities administration. Mr. Chau has served as the Divisional Commander and Group Head of the Intellectual Property Investigation Bureau to combat on organized transnational crimes, in particular in IPR infringement cases with the Mainland and overseas counterparts. Mr. Chau was awarded the honours of Customs and Excise Medal for Meritorious Service (C.M.S.M.) by the Chief Executive in the 2017 honours presentation ceremony.

SENIOR MANAGEMENT

Mr. HO Kam Kin, aged 44, is the Group Chief Financial Officer, company secretary and authorised representative of the Company. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He obtained a Bachelor of Arts Degree in Accountancy and Master Degree of Corporate Finance from The Hong Kong Polytechnic University. Mr. HO held senior accounting positions in a number of companies listed on the Stock Exchange and worked in an international accounting firm for three years. He has over 19 years of experience in accounting and financial management. Prior to joining the Company, he was the financial controller and company secretary of a company listed on the Main Board of the Stock Exchange. Mr. HO joined the Group in September 2016.

Mr. FUNG King Him Daniel, aged 51, is the Director of Group Corporate Strategy, Investor Relations, and the director of various subsidiaries of the Group. He has been responsible for corporate strategy and investor relations of the Group. Mr. FUNG has obtained a bachelor's degree from the University of Wisconsin in the United States of America with double majors in Mathematics and Computer Science. He previously worked in Lehman Brothers Asia Limited, HSBC Asset Management Limited and Platinum Securities Company Limited. Mr. FUNG was an executive director of Celebrate International Holdings Limited, which was formerly known as Aptus Holdings Limited and a non-wholly owned subsidiary of the Group from 27 August 2004 to 30 December 2010. He joined the Group in February 2002.

The Board is committed to maintaining and achieving a high standard of corporate governance with an emphasis on a quality Board, an effective accountability system and a healthy corporate culture in order to safeguard the interests of the Shareholders and enhance the business growth of the Group.

CORPORATE GOVERNANCE PRACTICE

The Company has adopted and complied with the applicable code provisions as set out in Appendix 15 of the GEM Listing Rules (the "**CG Code**") during the year ended 30 June 2021, except for the following deviations which are summarized below:

Code Provision A.2.1

From 1 July 2020 to 6 January 2021, the roles of the chairperson and chief executive officer were separate and not performed by the same individual. The chairperson of the Company is responsible for overseeing the functions of the Board and formulating the overall strategies and policies of the Company. The chief executive officer of the Company is responsible for the day-to-day management of the business of the Group, implementing major strategies, making day-to-day decisions and the overall coordination of business operations. From 7 January 2021, the roles of the chairperson and chief executive officer have not been separate and have not been exercised by different individuals. The responsibilities of both roles are same as mentioned above. The Board considers that vesting the roles of chairperson and chief executive officer in the same individual is beneficial to the business prospects and management of the Group. The Board will review the need of appointing suitable candidate to assume the role of the chief executive officer when necessary.

Code Provision A.4.1

The non-executive Directors of the Company (the "**NED(s)**") and the independent non-executive Directors of the Company (the "**INED(s)**") were not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association. The Company does not consider that fixed terms on the Directors' services are appropriate given that the Directors ought to be committed to representing the long-term interests of the Shareholders. The retirement and re-election requirements of the NEDs and INEDs have given the rights to the Shareholders to consider and approve the continuation of the NEDs' and INEDs' offices.

The corporate governance practices of the Company will be reviewed and updated from time to time in order to comply with the GEM Listing Rules requirements when the Board considers appropriate.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct (the "**Code of Conduct**") regarding the Directors' securities transaction in respect of the Shares. Having made specific enquiries, the Company has confirmed with all the Directors that they have complied with the required standards as set out in the Code of Conduct throughout the year ended 30 June 2021.

BOARD OF DIRECTORS

Board Composition

The composition of the Board during the year and up to the date of this annual report is as follows:

Executive Directors

Mr. CHAN Ting *(Chairperson and Chief Executive Officer) (re-designated on 7 January 2021)*
Mr. LIAO Zhe *(Chief Operating Officer) (appointed on 17 June 2021)*
Mr. CHEUK Ka Chun Kevin *(appointed on 17 June 2021)*

Non-executive Directors

Madam CHEUNG Kwai Lan *(Honorary Chairperson) (re-designated on 7 January 2021)*
Dr. CHENG Yanjie
Mr. CHAN Tung Mei *(resigned on 17 June 2021)*

Independent Non-executive Directors

Mr. LAU Fai Lawrence
Dr. LIU Ta-pei
Mr. CHAU Wai Wah Fred

The biographical details of the Directors are set out in the section headed "Profiles of Directors and Senior Management" in this annual report. The relationships (including financial, business, family or other material or relevant relationships) among members of the Board are also disclosed therein.

Responsibility of the Board

The Board is responsible for the leadership and control of, and promoting the success of the Group. Apart from its statutory and fiduciary responsibilities, the Board is responsible for reviewing the financial performance of the Group and approving and monitoring the Group's strategic plans, major investments, risk managements and internal control policies. The Board is also responsible for monitoring managerial performance and achieving return for the Shareholders.

Further, the Board is responsible for supervising the management of the Group (the "**Management**") and has delegated the responsibility for daily operations and management of the Group's businesses to the Management but material transactions such as acquisitions and disposals of assets of the Group are required to be approved by the Board. The Management, led by the chief executive officer of the Company and comprising a team of senior managers who have extensive experience and expertise in different areas, is responsible for managing the day-to-day operations, implementing the strategies set by the Board, and assisting the Board in formulating and implementing corporate strategies.

Independent Non-executive Directors

The Company has three INEDs and at least one of whom has appropriate professional qualifications or accounting or related financial management expertise under Rule 5.05 of the GEM Listing Rules. The Company has received from each INED an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all of the INEDs to be independent.

Each INED is required to inform the Company as soon as practicable if there is any change that may affect his/her independence.

Directors' Appointment and Re-election

One executive Director has entered into a renewable service agreement for a term of three years with the Company, unless terminated by not less than six months' notice in writing served by either party on the other, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Two executive Directors, all the INEDs and non-executive Directors have not entered into any service contracts with the Company but are subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

Continuous Professional Development

The Company provides the Directors with regular updates on business development of the Group. The Directors are regularly briefed in the latest development on the GEM Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices. The Company also recommends them to attend relevant seminars to develop and refresh their knowledge and skills. All Directors are requested to provide the Company with their respective training records pursuant to the CG Code. During the year, all the Directors have participated in appropriate continuous professional development activities either by attending external seminars or by reading materials relevant to the Company's business or to the Directors' duties and responsibilities.

Director's and Officer's Liability Insurance

The Company has arranged appropriate insurance coverage in respect of any legal action which may be brought against the Directors and senior management of the Group in the course of execution of their duties in good faith. The insurance coverage is reviewed on an annual basis.

Board Meetings, Board Committees Meetings and General Meetings

The Company conducts scheduled Board meetings on a quarterly basis to discuss strategies and business issues, including financial performance of the Group. The Board would meet more frequently as and when required.

The attendance of individual members of the Board at Board meetings, meetings of the Board committees, annual general meeting and extraordinary general meetings during the year ended 30 June 2021, as well as the number of such meetings held, are set out as follows:

	Meetings Attended/Held					
	Board	Audit Committee	Remuneration Committee	Nomination Committee	Annual General Meeting	Extraordinary General Meeting
Number of Meeting	8	4	3	3	1	3
Executive Directors						
Mr. CHAN Ting	7/8	N/A	3/3	1/1	1/1	3/3
Mr. LIAO Zhe *(appointed on 17 June 2021)*	N/A	N/A	N/A	N/A	N/A	N/A
Mr. CHEUK Ka Chun Kevin *(appointed on 17 June 2021)*	N/A	N/A	N/A	N/A	N/A	N/A
Non-executive Directors						
Madam CHEUNG Kwai Lan *(re-designated on 7 January 2021)*	7/8	N/A	N/A	2/2	1/1	3/3
Dr. CHENG Yanjie	8/8	N/A	N/A	N/A	1/1	3/3
Mr. CHAN Tung Mei *(resigned on 17 June 2021)*	6/7	N/A	N/A	N/A	1/1	3/3
Independents Non-executive Directors						
Mr. LAU Fai Lawrence	8/8	4/4	3/3	N/A	1/1	3/3
Dr. LIU Ta-pei	8/8	4/4	3/3	3/3	1/1	3/3
Mr. CHAU Wai Wah Fred	8/8	4/4	3/3	3/3	1/1	3/3

All Directors have access to relevant and timely information at all times as the Management will supply the Board and the Board committees with all relevant information in a timely manner. They may make further enquiries if in their opinion it is necessary or appropriate to request for further information. They also have unrestricted access to the advice and services of the company secretary of the Company (the "**Company Secretary**"), who is responsible for providing the Directors with Board papers and related materials, and ensuring that all Board procedures and all applicable rules and regulations are followed. If the Directors considered necessary and appropriate, they may upon reasonable request seek independent professional advice at the Company's expense.

Except for those circumstances permitted by the Articles of Association and the GEM Listing Rules, when a Director who has a material interest in any transaction, arrangement, contract or any other kind of proposal put forward to the Board for consideration, he or she shall not be counted in the quorum of the Board meeting and shall abstain from voting on the relevant resolution.

CHAIRPERSON AND CHIEF EXECUTIVE OFFICER

From 1 July 2020 to 6 January 2021, the roles of the chairperson and chief executive officer were separate and not performed by the same individual. Madam CHEUNG Kwai Lan, as the chairperson of the Company is responsible for overseeing the functions of the Board and formulating the overall strategies and policies of the Company. Mr. CHAN Ting, as chief executive officer of the Company is responsible for the day-to-day management of the business of the Group, implementing major strategies, making day-to-day decisions and the overall coordination of business operations. From 7 January 2021, the roles of the chairperson and chief executive officer have not been separate and have not been exercised by different individuals. Mr. CHAN Ting is both the chairperson and chief executive officer of the Company. The responsibilities of both roles are same as mentioned above. The Board considers that vesting the roles of chairperson and chief executive officer in the same individual is beneficial to the business prospects and management of the Group. The Board will review the need of appointing suitable candidate to assume the role of the chief executive officer when necessary.

BOARD COMMITTEES

The Board has maintained three board committees (the "**Board Committees**"), namely the audit committee, the remuneration committee and the nomination committee, throughout the year to oversee particular aspects of the Group's affairs. Each committee has specific terms of reference clearly defining its powers, duties and responsibilities. The terms of reference of the Board Committees are published on the websites of the Company and the Stock Exchange. The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice under appropriate circumstances, at the Company's expenses. All Board Committees have adopted the applicable practices and procedures used in Board meetings in conducting their respective meetings.

Audit Committee

For the year and up to the date of this annual report, the audit committee of the Company (the "**Audit Committee**") comprised three INEDs, namely, Mr. LAU Fai Lawrence, Dr. LIU Ta-pei and Mr. CHAU Wai Wah Fred. Mr. LAU has been appointed as the chairperson of the Audit Committee. The major duties and functions of the Audit Committee are (i) to review the financial information of the Company; (ii) to review the accounting policies, financial position and results, financial reporting system, and risk management and internal control systems of the Group; (iii) to oversee the relationship between the Company and the external auditors and (iv) to provide recommendations and advices to the Board on the appointment, re-appointment and removal of external auditors as well as their term of appointment. During the year ended 30 June 2021, the Audit Committee held four meetings (i) to discuss the financial reporting and the compliance procedures with the external auditors; (ii) to consider the re-appointment of auditors of the Company; and (iii) to review the audited annual results and unaudited quarterly and interim results. Individual attendance of the Audit Committee members are set out on page 20 of this annual report.

The Group's audited consolidated results for the year ended 30 June 2021 have been reviewed by the Audit Committee.

Remuneration Committee

For the year and up to the date of this annual report, the remuneration committee of the Company (the "**Remuneration Committee**") comprised four members, a majority of them being the INEDs, namely Mr. LAU Fai Lawrence, Mr. CHAN Ting, Dr. LIU Ta-pei and Mr. CHAU Wai Wah Fred. Mr. LAU has been appointed as the chairperson of the Remuneration Committee. The major duties of the Remuneration Committee include assisting the Board to develop and administer fair and transparent procedures for setting policies on the remuneration of the Directors and senior management of the Company and making recommendations to the Board on the remuneration packages of the Directors and senior management of the Company. During the year ended 30 June 2021, three meetings were held by the Remuneration Committee. At the meetings, the Remuneration Committee has performed its duties to make recommendations to the Board on the remuneration packages of the Directors. Individual attendance of the Remuneration Committee members are set out on page 20 of this annual report.

Annual Emoluments Payable to Members of the Senior Management by Band

The annual emolument of the members of the senior management by band for the year ended 30 June 2021 is as follows:

Emoluments Band	**No. of Individuals**
HK$5,500,001 — HK$6,000,000	—
HK$3,000,001 — HK$3,500,000	1
HK$1,500,001 — HK$2,000,000	—
HK$1,000,001 — HK$1,500,000	3
HK$500,001 — HK$1,000,000	1
Nil — HK$500,000	—
Total:	5

Nomination Committee

For the year and up to the date of this annual report, the nomination committee of the Company (the "**Nomination Committee**") comprised three members, a majority of them being the INEDs, namely Mr. CHAN Ting (appointed on 7 January 2021), Madam CHEUNG Kwai Lan as the chairperson of the Nomination Committee (resigned on 7 January 2021), Dr. LIU Ta-pei and Mr. CHAU Wai Wah Fred. Mr. CHAN Ting has been appointed as the chairperson of the Nomination Committee. The major roles and functions of the Nomination Committee include reviewing the structure, size, composition and diversity of the Board at least once a year; making recommendations to the Board on the appointment and re-appointment of the Directors and succession planning of the Directors; and assessing the independence of the INEDs. During the year ended 30 June 2021, three meetings were held by the Nomination Committee. In the meetings, the Nomination Committee has performed its duties to review the structure, size, composition and diversity of the Board, make recommendations to the Board on the appointment and re-appointment of the Directors and review the independence of the INEDs. Individual attendance of the Nomination Committee members are set out on page 20 of this annual report.

Board Diversity Policy

The Nomination Committee has adopted the board diversity policy. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. In designing the Board's composition, the Board diversity has been considered from a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The Company also takes into account these factors based on its own business model and specific needs from time to time and the ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Nomination Policy

The Nomination Committee has adopted the nomination policy. The secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from the Board members (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 the Board members. The Nomination Committee shall make recommendations of the candidates for the Board's consideration and approval. For proposing candidates to stand for re-election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration.

The factors considered by the Nomination Committee in assessing the suitability of a proposed candidate include (i) reputation for integrity; (ii) qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy; (iii) willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments; (iv) diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, professional experience, skills, knowledge and length of service; (v) independence requirements (for nomination of INEDs only) pursuant to Rule 5.09 of the GEM Listing Rules; and (vi) such other perspectives appropriate to the Company's business.

Corporate Governance Function

The Company has not established a corporate governance committee. With the leadership of the chairperson of the Company and assistance from the chief executive officer of the Company, the Board is committed to promoting corporate governance which serves as a vital element of risk management throughout the growth and expansion of the Company.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibility to prepare the financial statements for each financial period which give a true and fair view of the financial affairs of the Group. The Directors also ensure that (i) the financial statements of the Group are prepared in accordance with the statutory requirements and applicable accounting standards on a going concern basis and (ii) the publication of the financial statements of the Group is in a timely manner. The Directors have also made judgments and estimates that are prudent and reasonable in the preparation of the consolidated financial statements.

A statement by the external auditors about their reporting responsibility is set out in the section headed "Independent Auditor's Report" in this annual report.

Risk Management and Internal Controls

The Board complied with the code provisions on risk management and internal control as set out in the CG code. 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 Group's strategic objectives, and maintaining appropriate and effective risk management and internal control systems for the Group with the support of the Audit Committee. The systems are designed to manage the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Management has established comprehensive policies, standards and procedures in areas of operational, financial and risk controls for safeguarding the Company's assets against unauthorised use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information to achieve a satisfactory level of assurance against fraud and errors.

The Board has overseen the Company's risk management and internal control systems on an ongoing basis. A year-end review of the effectiveness of the Group's risk management and internal control systems has been conducted annually. Such review covered the financial, operational and compliance controls of the significant subsidiaries of the Group and included the adequacy of resources, qualifications and experience of staff of the Company's accounting, internal audit and financial reporting functions, and their training programmes and budget. The Company has an internal audit function to carry out analysis and independent appraisal of the adequacy and effectiveness of the systems. The systems were considered to be effective and adequate.

The internal audit function also has procedures in place to keep information confidential and manage actual or potential conflicts of interest. Employees of the Group are prohibited from using inside information for their own benefit. The Board also has the responsibility to disseminate to the Shareholders and the public any inside information by way of announcements in accordance with the GEM Listing Rules.

AUDITORS' REMUNERATION

The Company reviews the appointment of external auditors on an annual basis, including a review of the audit scope and approval of the audit fee. During the year, the fee paid/payable to the Company's external auditors for audit and non-audit services amounted to HK$850,000 and HK$Nil.

COMPANY SECRETARY

Mr. HO Kam Kin ("**Mr. HO**") was appointed as the Company Secretary with effect from 1 September 2016, and is currently the group chief financial officer and authorised representative of the Company. The biographical details of Mr. HO are set out in the section headed "Profiles of Directors and Senior Management" on page 16.

During the year ended 30 June 2021, Mr. HO has complied with Rule 5.15 of the GEM Listing Rules for taking no less than 15 hours of relevant professional training.

SHAREHOLDERS' RIGHTS

Right to Convene an Extraordinary General Meeting (the "EGM")

In accordance with Article 72 of the Articles of Association, any two or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition.

Right to Direct Enquiries to the Board

The Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary by addressing them to the head office and principal place of business of the Company in Hong Kong at Units 01-03, 25/F., Corporation Park, 11 On Lai Street, Shatin, New Territories, Hong Kong. The Shareholders may also make enquiries with the Board at the general meetings of the Company.

Right to Put Forward Proposals at a General Meeting

The Shareholders are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group. The Shareholders shall follow Article 72 of the Articles of Association for including a resolution at the EGM. The requirements and procedures are set out in paragraph headed "Right to Convene an Extraordinary General Meeting (the "**EGM**")" above.

INVESTORS RELATIONS

The Company has established a range of communication channels between itself and its Shareholders, investors and other stakeholders. These include the annual general meeting, the annual, interim and quarterly reports, notices, announcements, circulars and media release on the Company's website at www.sinopharmtech.com.hk.

CONSTITUTIONAL DOCUMENTS

There was no change in the constitutional documents during the year.

DIRECTORS' REPORT

The Directors are pleased to present the annual report together with the audited consolidated financial statements for the year ended 30 June 2021.

PRINCIPAL ACTIVITIES AND ANALYSIS OF OPERATION

The principal activity of the Company is investment holding and the activities of the subsidiaries are set out in Note 48 to the Consolidated Financial Statements.

An analysis of the Group's performance for the year ended 30 June 2021 by segments is set out in Note 9 to the Consolidated Financial Statements.

BUSINESS REVIEW

The business review of the Group for the year is set out in the sections headed "Chairperson's Statement", "Management Discussion and Analysis", "Environmental, Social and Governance Report" and the paragraphs below.

The Group complies with the requirements under the Companies Ordinance, the GEM Listing Rules and the Securities and Futures Ordinance for the disclosure of information and corporate governance. The Group also complies with the requirements of the Employment Ordinance and ordinances relating to occupational safety for the interest of employees of the Group. The Group also complies with the relevant PRC laws and regulations relating to its business and operations. No important event affecting the Group has occurred since the end of the financial year under review.

Principal Risks and Uncertainties of the Group

During the year under review, the Group was facing the following risks and uncertainties in our business: i) Lottery Industry Trends and regulations: The industry trends in lottery business in the PRC will directly affect the Group's operation. The decline in the sales of lottery market, uncertainties in the implantation lottery sales through online channels and implementation of any additional regulations and measures by the relevant authorities could have adversely impact on the Group's business, operation and financial results. ii) Service agreement renewal: The Group signed the service agreement with provincial lottery centers and other customers based on the fixed terms of period. The Group had maintained sound relationship with our customers and business partners to render the reliable lottery related services and internet plus services in order to secure and renew the relevant services agreement. But the renewal of the relevant services agreement is not guarantee, the lottery centers require to perform the tender process after the end of services period. In case of such services agreement will not be renewed, it will have adversely impact on the Group's business and operation. iii) Internet plus services business: the Group has opened up new business development on "Internet Plus" in order to explore more business opportunities for the Group. The Group observed that it is a growing market and the business is less susceptible to policy and regulatory changes. However, the operating results of that new business have been materially affected by the industry trends and future development. iv) Cost increase: Cost increases, whether resulting from rising costs of materials, transportation, minimum wage legislations in Hong Kong or Mainland China could impact the profit margins of the Group on the manufacturing and distribution of its products on personal protective equipment. In addition, the Group may be subject to product liability suits or product recalls, which could harm our personal protective equipment business.

Key Relationships with Employees, Customers and Suppliers

The Group recognizes the accomplishment of the employees by providing comprehensive benefit package, career development opportunities and internal training appropriate to individual needs. The Group provides a healthy and safe workplace for all employees.

The Group encompasses working relationships with suppliers to meet our customers' needs in an effective and efficient manner. The Group's requirements and standards are well communicated to the suppliers before the commencement of a project.

The Group values the views and opinions of all the customers through various means and channels to understand the customer trends and needs. The Group also conducts comprehensive tests and checks to ensure that only quality products and services are offered to the customers.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 30 June 2021, sales to the five largest customers accounted for approximately 81% of its entire sales and sales to the largest customer accounted for approximately 59%. Purchases from the Group's five largest suppliers accounted for approximately 24% of the total purchases for the year and purchases from the largest supplier accounted for approximately 15%.

None of the Directors, or any of their close associates or any Shareholders, which to the best knowledge of the Directors owned more than 5% of the Company's issued share capital, had any beneficial interest in these major customers and suppliers.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 30 June 2021 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on pages 67 and 68.

DIVIDENDS

The Board does not recommend the payment of any dividend for the year ended 30 June 2021 (2020: Nil).

DIVIDEND POLICY

The Board has adopted a dividend policy. Any distribution of dividends shall be in accordance with the applicable laws and the relevant provisions of the Articles of Association effective from time to time. The Company may declare and distribute final dividends, interim dividends or special dividends as may be determined by the Board from time to time. Declaration of final dividend is subject to the approval of the Shareholders. The Company may distribute dividends by way of cash or Shares. Profit distribution of the Company shall take into account: (i) the earnings per share of the Company; (ii) the reasonable return in investment of the investors and the Shareholders in order to provide incentive to them to continue to support the Company in its long-term development; (iii) the financial conditions and business plan of the Company; and (iv) the market sentiment and circumstances.

FIVE-YEAR FINANCIAL SUMMARY

A summary of results and of the assets and liabilities of the Group for the past five financial years is set out on page 171 of this annual report.

RESERVES

Details of movements in reserves of the Group during the year are set out in the section headed "Consolidated Statement of Changes in Equity" on page 71.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in Note 19 to the Consolidated Financial Statements.

CHARITABLE DONATIONS

During the year, the Group made charitable donations amounting to HK$Nil (2020: HK$Nil).

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this annual report, based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company maintained a sufficient public float as required under the GEM Listing Rules.

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions which also constituted exempted connected transactions under Chapter 20 of the GEM Listing Rules are set out in Note 47 to the Consolidated Financial Statements of this annual report.

CONNECTED TRANSACTION INVOLVING AMENDMENT TO THE TERMS OF THE CONVERTIBLE BONDS

On 19 January 2021, the Company entered into the fifth amendment agreement (the "**Fifth Amendment Agreement**") with Integrated Asset Management (Asia) Limited (the "**Bondholder**") to amend certain terms and conditions of the convertible bonds (the "**CBs**") issued to the Bondholder on 17 January 2014 with a principal amount of HK$89,625,000, amended interest rate of 8% per annum and adjusted conversion price of HK$0.34 per conversion share subject to further adjustment. An adjusted maximum number of 263,602,941 Shares would be allotted and issued to the Bondholder upon conversion of the CBs in full.

Pursuant to the Fifth Amendment Agreement, the Company and the Bondholder agreed to amend some principal terms of the CBs, including to extend the maturity date of the CBs for one year from 17 January 2021 to 17 January 2022. The conversion price of the CBs shall be amended from HK$0.34 to HK$0.221 per conversion share subject to adjustment and the CBs can be converted into the maximum number of 405,542,986 Shares. The interest rate of the CBs shall be increased to 10% per annum and paid annually (the "**Fifth Amendments**"). Save for the Fifth Amendments, all other terms and conditions of the CBs shall remain unchanged. The Fifth Amendments were approved by way of an ordinary resolution by the Shareholders at the extraordinary general meeting of the Company held on 22 March 2021.

As the Bondholder was a substantial Shareholder of the Company, it constituted a connected transaction of the Company under Chapter 20 of the GEM Listing Rules. Details of this connected transaction were disclosed in the Company's announcements dated 18 January 2021, 19 January 2021 and 22 March 2021 and the Company's circular dated 5 March 2021.

As at 30 June 2021, no CBs has been converted into Shares by the Bondholder or redeemed by the Company.

CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF 25% OF THE EQUIT INTERESTS IN THE TARGET COMPANY INVOLVING ISSUE OF THE CONSIDERATION SHARES UNDER SPECIFIC MANDATE

On 17 February 2021 (after trading hours), China Success Enterprises Limited (the "**Purchaser**"), a wholly-owned subsidiary of the Company, and Sharp Associate Limited (the "**Vendor**") entered into a sale and purchase agreement (the "**Sale and Purchase Agreement**") pursuant to which the Purchaser conditionally agreed to purchase, and the Vendor conditionally agreed to sell, the sale shares (the "**Sale Shares**"), which represented 25% of the entire issued share capital of Rich General Limited (the "**Target Company**") upon completion of the reorganisation of 深圳細葉榕科技控股有限公司 Shenzhen Xiyerong Technology Holdings Ltd. (the "**SZCo**") (the "**Acquisition**").

The consideration (the "**Consideration**") for the Sale Shares would be HK$200 million, which should be settled by the Purchaser procuring the Company to allot and issue a maximum of 714,285,714 ordinary shares (the "**Consideration Share(s)**") of HK$0.0125 each in the share capital of the Company to the Vendor (or its nominee(s)) at the price of HK$0.28 per Consideration Share in three tranches when meeting the guaranteed profit targets.

The Acquisition presents the Group a timely opportunity to maximize its market share in the field of anti-counterfeiting in the PRC utilizing the legal protection of the patents registered and held by the SZCo, being (i) Anti-counterfeit Packaging Device for Products (商品防偽用包裝裝置) (registration numbers: ZL 2019 2 1449828. X and 3229334 in the PRC and Japan, respectively) and Anti-counterfeit Packaging Device for Adhesive Parts (粘附件及其組件、防偽用包裝裝置) (registration numbers: ZL 2019 2 1579150. 7 and 3229631 in the PRC and Japan, respectively). The settlement of the Consideration for the Acquisition was linked with the financial performance of the Target Company and its subsidiaries whereby payment of the Consideration would be made against the achievement of the applicable guarantee profit over the course of 3 years. The Group had no cash outlay for payment of the Consideration as payment was entirely by allotment and issuance of Consideration Shares. Pursuant to the Sale and Purchase Agreement, the Purchaser was entitled to exercise a right to purchase part or all of the remaining issued shares of the Target Company within three years following completion of the Acquisition (the "**Completion**").

As at the date of the Sale and Purchase Agreement, the Vendor was beneficially owned as to 75% by Ms. Woo, Theresa who is in turn the spouse of Mr. Chan Ting, an executive Director, the chairperson of the Board and the chief executive officer of the Company, and accordingly was a connected person of the Company. As such, the entering into of the Sale and Purchase Agreement constituted a connected transaction of the Company under Chapter 20 of the GEM Listing Rules, and the transactions contemplated thereunder (including the granting of the specific mandate) were subject to the reporting, announcement and independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. The Consideration Shares represent approximately 14.27% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares, subject to the Completion and assuming that there will be no other changes in the issued share capital of the Company.

On the same date, being 17 February 2021 (after trading hours), 深圳國科防偽科技有限公司 (transliterated as Shenzhen Guoke Anti-Counterfeit Technology Company Limited), an indirect wholly-owned subsidiary of the Company, and SZCo entered into a licensing and master service agreement (the "**CCT Agreement**"). Completion of the Acquisition and the transactions contemplated under the Sale and Purchase Agreement and the effectiveness of the CCT Agreement were inter-conditional upon each other. Details for the transactions contemplated under the CCT Agreement were set out in the paragraphs headed "Continuing Connected Transaction in relation to the Licensing and Master Service Agreement" under the section headed "Directors' Report" on page 31.

As the conditions precedent set out in the Sale and Purchase Agreement and the CCT Agreement were not fully fulfilled (or as the case may be, waived) on or before the long stop date on 30 June 2021, the transactions contemplated under each of the Sale and Purchase Agreement and the CCT Agreement have lapsed and would not proceed.

CONTINUING CONNECTED TRANSACTION PURSUANT TO RULE 20.58 OF THE GEM LISTING RULES

On 12 November 2018, Sinopharm Health Cross Border E-Commerce Company Limited ("**Sinopharm Health**"), a non-wholly-owned subsidiary of Hero Global Holdings Limited (英雄環球控股有限公司) ("**Hero Global**"), and Sinopharm Traditional Chinese Medicine Co. Ltd. (國藥藥材股份有限公司) ("**Sino-TCM**") entered into a management service agreement (the "**Management Service Agreement**"), pursuant to which Sinopharm Health shall provide business management and consulting services to Sino-TCM. The transactions contemplated under the Management Service Agreement shall continue upon completion of the acquisition of the 100% equity interest in Hero Global by the purchaser, Sinopharm Tech Corporate Management Limited (formerly known as China Vanguard Corporate Management Limited), a wholly-owned subsidiary of the Company, from Sinopharm Traditional Chinese Medicine Overseas Holdings Limited (國藥藥材海外控股有限公司) (the "**Vendor II**") pursuant to a sale and purchase agreement entered into on 4 January 2019.

Upon completion of the above acquisition on 6 May 2019, Sinopharm Health became a wholly-owned subsidiary of the Company. The Vendor II was wholly-owned by Sino-TCM, and the Vendor II, upon completion of the above acquisition on 6 May 2019 and the allotment and issue of the 650,000,000 consideration shares on 10 May 2019, became a substantial shareholder of the Company. As such, the Vendor II and Sino-TCM were each a connected person of the Company upon completion of the above acquisition. The transactions under the Management Service Agreement became continuing connected transactions of the Company (the "**CCT**") under Chapter 20 of the GEM Listing Rules.

Pursuant to the Management Service Agreement, Sinopharm Health will provide business management and Internet Plus solutions tailored for the business needs of Sino-TCM, in particular the development of the platform. The Company considered that the transactions with Sino-TCM under the Management Service Agreement would generate a stable source of income to the Group while at the same time enable Sinopharm Health to expand its business of Internet Plus Health and cross-border e-commerce.

The term of the Management Service Agreement is three years commencing from 12 November 2018, being the date of the Management Service Agreement, and ending on 11 November 2021, which is renewable for a further term of three years as mutually agreed by the parties subject to the terms and conditions of the Management Service Agreement.

Sino-TCM shall pay an annual service fee in the sum of RMB28 million to Sinopharm Health for the services provided by Sinopharm Health under the Management Service Agreement, which shall be settled within 60 business days following the end date of the preceding financial year. The service fee payable by Sino-TCM under the Management Service Agreement is subject to a 5% year-on-year increment during the term thereof.

Details of the CCT were disclosed in the announcement of the Company dated 4 January 2019.

For the year ended 30 June 2021, the independent non-executive Directors of the Company have reviewed the CCT and confirmed that the Management Service Agreement has been entered into in the ordinary and usual course of business of the Group, on normal commercial terms and on terms that are fair and reasonable and in the interests of the Shareholders as a whole. A letter from the auditors of the Company has been received by the Board confirming that none of the matters mentioned under Rule 20.54 of the GEM Listing Rules arose regarding the CCT for the year ended 30 June 2021.

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE LICENSING AND MASTER SERVICE AGREEMENT

On 17 February 2021 (after trading hours), 深圳國科防偽科技有限公司 (transliterated as Shenzhen Guoke Anti-Counterfeit Technology Company Limited, the "**Licensee**"), a direct wholly-owned subsidiary of the Company, and 深圳細葉榕科技控股有限公司 Shenzhen Ficus Technology Holdings Ltd. (the "**SZCo**") entered into a conditional licensing and master service agreement (the "**CCT Agreement**") in relation to the patents (the "**Patents**") registered and held by the SZCo, being Anti-counterfeit Packaging Device for Products (商品防偽用包裝裝置) (registration numbers: ZL 2019 2 1449828. X and 3229334 in the PRC and Japan, respectively) and Anti-counterfeit Packaging Device for Adhesive Parts (粘附件及其組件、防偽用包裝裝置) (registration numbers: ZL 2019 2 1579150. 7 and 3229631 in the PRC and Japan, respectively).

Subject to the terms and conditions of the CCT Agreement, the SZCo shall (a) grant the Licensee during the term of the CCT Agreement, a non-exclusive and royalty-bearing license to the Patents to use, sell, and offer to sell its licensed products in the PRC (the "**Licensing Arrangement**"); and (b) provide services in relation to design, production arrangement, material procurement and quality control, and customisation service of the anti-counterfeiting device with lottery tickets pursuant to the specification required by the Licensee and with the quality satisfactory to the Licensee at reasonable costs under each individual purchase order, and provide and sell such customised anti-counterfeiting device with lottery tickets to the Licensee (the "**Anti-counterfeit Device Services**").

The annual caps under the CCT Agreement for each of the three years ending 30 June 2023 respectively are HK$1,400,000, HK$115,000,000 and HK$143,000,000 for the year ended 30 June 2021, for the year ending 30 June 2022 and for the year ending 30 June 2023.The CCT Agreement should commence on the next business day immediately after the conditions precedent were fulfilled and should, unless terminated, continue in full force and effect for a term of not more than three years and until 30 June 2023.

In consideration of the SZCo's legal rights or interests that exist in the Patents licensed to the Licensee under the Licensing Arrangement, for all licensed products that were either made, used, sold, offered for sale, or imported in the PRC, the Licensee agrees to pay the SZCo the Royalty of 3% (the "**Royalty Rate**") of the invoice price (the "**Net Sale Price**") per licensed product sold by the Licensee and/or its contractors. The Royalty Rate was determined based on the prevailing market prices of the market comparable. The price(s) to be charged to the Licensee should be charged by the SZCo at a rate of 15% of the Net Sale Price under each purchase order.

The patented and an innovative anti-counterfeit solution owned by the SZCo, features unique lottery ticket component in the Patents were easily recognized by the consumers and welcomed by the brand owners due to the creditable nature of lottery system established in the PRC. It was expected that the above business arrangements should enable the Group to, after excluding the costs to be incurred to the lottery distributor as well as the product platform developer and operator on a performance-based basis, generate an additional income stream, whereas Rich General Limited (the "**Target Company**") and its subsidiaries should generate revenue from (a) the provision of the Anti-counterfeit Device Services; and (b) the receipt of royalty fees under the Licensing Arrangement, from which the Group can enjoy the potential return as a minority shareholder.

The SZCo was currently owned as to 100% by the Vendor (as defined below) (which in turn is owned as to 75% by Ms. Woo), and would be indirectly owned as to 75% by the Vendor upon completion of the Acquisition (as defined below) and hence the SZCo was an associate of the connected person of the Company. As such, the transactions contemplated under the CCT Agreement shall constitute continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules.

On the same date, being 17 February 2021 (after trading hours), China Success Enterprises Limited (the "**Purchaser**"), a wholly-owned subsidiary of the Company, and Sharp Associate Limited (the "**Vendor**") entered into a sale and purchase agreement (the "**Sale and Purchase Agreement**") pursuant to which the Purchaser conditionally agreed to purchase, and the Vendor conditionally agreed to sell, the sale shares, which represented 25% of the entire issued share capital of Target Company upon completion of the reorganisation of SZCo (the "**Acquisition**"). Completion of the Acquisition and the transactions contemplated under the Sale and Purchase Agreement and the effectiveness of the CCT Agreement were inter-conditional upon each other. Details for the transactions contemplated under the Sale and Purchase Agreement were set out in the paragraphs headed "Discloseable and Connected Transaction in relation to the Acquisition of 25% of the Equity Interests in the Target Company involving Issue of the Consideration Shares under Specific Mandate" under the section headed "Management Discussion and Analysis" on page 11.

As the conditions precedent set out in the Sale and Purchase Agreement and the CCT Agreement were not fully fulfilled (or as the case may be, waived) on or before the long stop date on 30 June 2021, the transactions contemplated under each of the Sale and Purchase Agreement and the CCT Agreement have lapsed and would not proceed.

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

Save as disclosed in this annual report, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Shares during the year ended 30 June 2021.

CONNECTED TRANSACTION INVOLVING ALLOTMENT AND ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE

On 2 April 2020, the Company and Mr. CHAN Ting (the "**Subscriber**"), who was a connected person of the Company under the GEM Listing Rules, entered into a subscription agreement (the "**Subscription Agreement**"), pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, 800,000,000 new Shares (the "**Subscription Share(s)**") at the subscription price of HK$0.20 per Subscription Share under specific mandate.

As the conditions precedent set out in the Subscription Agreement were not fully fulfilled on or before the extended long stop date on 31 October 2020, on 30 October 2020, the Subscriber and the Company mutually agreed to enter into a termination agreement to terminate the Subscription Agreement, which was supplemented by the supplemental agreement, the second supplemental agreement, the third supplemental agreement and the fourth supplemental agreement to extend the long stop dates. The rights and obligations of the parties hereto shall cease and determine and thereafter none of the parties shall have any claim against the other. The Board was of the view that the termination of the Subscription Agreement will not have any material adverse effect on the financial position and business operations of the Group.

CONNECTED TRANSACTIONS IN RELATION TO LOAN CAPITALISATION INVOLVING ISSUE OF NEW SHARES UNDER GENERAL MANDATE

On 8 June 2021 (after trading hours), the Company and each of Mr. CHAN Ting (the "**First Subscriber**"), Madam CHEUNG Kwai Lan (the "**Second Subscriber**") and Ms. NG Pik Yin (the "**Third Subscriber**") (the "**Subscriber(s)**"), each a connected person, entered into a loan capitalisation agreement (the three agreements are referred to as the First Loan Capitalisation Agreement, the Second Loan Capitalisation Agreement and the Third Loan Capitalisation Agreement, collectively the Loan Capitalisation Agreements and each a Loan Capitalisation Agreement) pursuant to which they conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, an aggregate of 133,705,046 Shares (the "**Loan Capitalisation Shares**") (the First Subscriber: 23,076,923 Loan Capitalisation Shares; the Second Subscriber: 89,166,585 Loan Capitalisation Shares; the Third Subscriber: 21,461,538 Loan Capitalisation Shares) at the subscription price of HKD0.26 each (the "**LC Subscription Price**") under the general mandate (the "**General Mandate**") granted to the Directors at the annual general meeting of the Company held on 20 November 2020. The subscription amount payable by the First Subscriber, the Second Subscriber and the Third Subscriber under the First Loan Capitalisation Agreement, the Second Loan Capitalisation Agreement and the Third Loan Capitalisation Agreement respectively shall be satisfied by capitalising the outstanding principal amount under the loans owing by the Company to the respective Subscribers (the "**Loan Capitalisation**").

The Directors considered that the Loan Capitalisation under the Loan Capitalisation Agreements would allow the Company to settle the outstanding sums owing by the Company to the Subscribers without utilising existing financial resources of the Group while reducing the gearing level and hence strengthening the financial position of the Group.

The aggregate nominal value of the 133,705,046 Loan Capitalisation Shares is HKD1,671,313.08. The net issue price, after deduction of relevant expenses, is estimated to be approximately HK$0.26 per Loan Capitalisation Share. The closing price per Share as quoted on the Stock Exchange on 8 June 2021, being the date of the Loan Capitalisation Agreements was HK$0.26.

As the First Subscriber is an executive Director, the chief executive officer of the Company and a director of Best Frontier Investments Limited (a substantial shareholder of the Company); the Second Subscriber is a non-executive Director of the Company and a director and shareholder of Best Frontier Investments Limited; and the Third Subscriber is an associate of a director of the Company's subsidiary, the First Subscriber, the Second Subscriber and the Third Subscriber are connected persons of the Company under The GEM Listing Rules. Therefore, the entering into of the First Loan Capitalisation Agreement, the Second Loan Capitalisation Agreement and the Third Loan Capitalisation Agreement and the subscription contemplated respectively thereunder constituted a connected transaction for the Company and is subject to the reporting, announcement, independent financial advice and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

For each of the First Loan Capitalisation Agreement, the Second Loan Capitalisation Agreement and the Third Loan Capitalisation Agreement, the completion is conditional upon fulfillment of the conditions precedent on or before 17 September 2021 (the "**Long Stop Date**") (or such other time and date as the parties shall agree in writing) none of which is waivable. The Long Stop Date was extended to 29 October 2021 by the parties by entering into a supplemental agreement dated 17 September 2021.

Details of the above connected transactions were disclosed in the Company's announcements dated 8 June 2021, 24 June 2021 and 17 September 2021 and the circular dated 23 September 2021, convening an extraordinary general meeting on 11 October 2021 to approve the above connected transactions. Up to the date of this annual report, the conditions precedent for completion of the Loan Capitalisation under the First Loan Capitalisation Agreement, the Second Loan Capitalisation Agreement and the Third Loan Capitalisation Agreement respectively have not been fully fulfilled. Therefore, the Loan Capitalisation may or may not proceed.

LOAN CAPITALISATION INVOLVING ISSUE OF NEW SHARES UNDER GENERAL MANDATE

On 8 June 2021 (after trading hours), the Company and each of Mr. CHAN Man Leung (the "**Fourth Subscriber**") and Mr. ZHANG Xiao Feng (the "**Fifth Subscriber**") (the "**Subscriber(s)**") entered into a loan capitalisation agreement (the two agreements are referred to as the Fourth Loan Capitalisation Agreement and the Fifth Loan Capitalisation Agreement, collectively the Loan Capitalisation Agreements and each a Loan Capitalisation Agreement) pursuant to which they conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, an aggregate of 58,606,927 Shares (the "**Loan Capitalisation Shares**") (the Fourth Subscriber: 6,653,846 Loan Capitalisation Shares; the Fifth Subscriber: 51,953,081 Loan Capitalisation Shares) at the LC Subscription Price under the General Mandate. The subscription amount payable by the Fourth Subscriber and the Fifth Subscriber under the Fourth Loan Capitalisation Agreement and the Fifth Loan Capitalisation Agreement respectively shall be satisfied by capitalising the outstanding principal amount under the loans owing by the Company to the respective Subscribers (the "**Loan Capitalisation**").

The Directors considered that the Loan Capitalisation under the Loan Capitalisation Agreements would allow the Company to settle the outstanding sums owing by the Company to the Subscribers without utilising existing financial resources of the Group while reducing the gearing level and hence strengthening the financial position of the Group.

The aggregate nominal value of the 58,606,927 Loan Capitalisation Shares is HKD732,586.59. The net issue price, after deduction of relevant expenses, is estimated to be approximately HK$0.26 per Loan Capitalisation Share. The closing price per Share as quoted on the Stock Exchange on 8 June 2021, being the date of the Loan Capitalisation Agreements was HK$0.26.

The Fourth Subscriber and the Fifth Subscriber are not connected persons and not any of the associates of the connected persons of the Company. Therefore, the Fourth Loan Capitalisation Agreement and the Fifth Loan Capitalisation Agreement are not subject to the independent shareholders' approval at the extraordinary general meeting.

Details of the above transactions were disclosed in the Company's announcements dated 8 June 2021 and 24 June 2021.

On 30 June 2021, the Company allotted and issued a total number of 58,606,927 Loan Capitalisation Shares at the LC Subscription Price of HK$0.26 per Loan Capitalisation Share to the Fourth Subscriber and the Fifth Subscriber under the General Mandate pursuant to the Fourth Loan Capitalisation Agreement and the Fifth Loan Capitalisation Agreement respectively. The net proceeds of approximately HK$15.2 million has been utilized as intended.

UPDATE ON THE GUARANTEED PROFIT REGARDING THE FINANCIAL PERFORMANCE OF THE SUBSIDIARY ACQUIRED

On 4 January 2019, Sinopharm Tech Corporate Management Limited (formerly known as China Vanguard Corporate Management Limited) (the "**Purchaser II**"), a wholly-owned subsidiary of the Company, as purchaser and Sinopharm Traditional Chinese Medicine Overseas Holdings Limited as vendor (the "**Vendor III**") entered into a sale and purchase agreement (the "**Sale and Purchase Agreement II**"), pursuant to which the Vendor III has conditionally agreed to sell, and the Purchaser II has conditionally agreed to acquire, the sale shares (the "**Sale Shares II**") in Hero Global Holdings Limited (the "**Target Company II**"), which represents 100% of the equity interest in the Target Company II, for a consideration of HK$139.10 million, which will be settled by the allotment and issue of 650,000,000 Shares by the Company to the Vendor III under the specific mandate at the issue price of HK$0.214 per consideration share. The completion of the sale and purchase of the Sale Shares II took place on 6 May 2019 and the Target Company II became a wholly-owned subsidiary of the Company.

Pursuant to the Sale and Purchase Agreement II, the Vendor III guaranteed to the Purchaser that (i) the actual net profit after taxation of the Target Company II (the "**Net Profit**") for each of the three years ending 31 December 2019, 2020 and 2021 shall not be less than HK$23,000,000; or (ii) the aggregate Net Profit for the three years ending 31 December 2019, 2020 and 2021 shall not be less than HK$69,000,000 in total (the "**Guaranteed Profit**"). If the aggregate Net Profit for the three years ended/ending 31 December 2019, 2020 and 2021 is less than the Guaranteed Profit, the Vendor III shall compensate the Purchaser the shortfall multiplied by a compensation factor of 1.7 in cash. The Vendor III shall settle the compensation amount, if any, within 30 business days following the issue of written confirmation in respect of the shortfall by the Purchaser on or before 30 June 2022 with reference to the respective Net Profits for each of the three years as mentioned above. For the years ended 31 December 2019 and 31 December 2020, the Net Profit did not meet the aforesaid guarantee.

UPDATE ON THE GUARANTEED PROFIT REGARDING THE FINANCIAL PERFORMANCE OF THE ASSOCIATE ACQUIRED

On 12 December 2019 (after trading hours), Sinopharm Tech Corporate Management Limited (formerly known as China Vanguard Corporate Management Limited) (the "**Purchaser III**") and Ms. Choi Man Yun, Marian ("**Ms. Choi**"), Ms. Kong Lai Ying ("**Ms. Kong**"), Mr. Lau Chi Wing James ("**Mr. Lau**") and Mr. Cheung Wan Yu ("**Mr. Cheung**") (collectively the "**Vendors**") entered into a sale and purchase agreement (the "**Sale and Purchase Agreement III**"), pursuant to which the Vendors have conditionally agreed to sell, and the Purchaser III has conditionally agreed to acquire, the sale shares (the "**Sale Shares III**") in Ever Development Holdings Limited (the "**Target Company III**"), which represents 40% of the equity interests in the Target Company III, for a consideration of HK$41.6 million, which will be settled by the allotment and issue of 180,869,565 Shares (the "**Consideration Share(s) II**") by the Company to the Vendors under the general mandate granted to the Directors at the annual general meeting of the Company held on 20 November 2019 at the issue price of HK$0.23 per Consideration Share II (the "**Acquisition II**"). The Target Company III provides one-stop comprehensive medical and health services. The completion of the sale and purchase of the Sale Shares III took place on 3 June 2020 and the Target Company III became an associate of the Company.

Pursuant to the Sale and Purchase Agreement III, the Vendors will guarantee and undertake to the Purchaser III that the audited net profit after taxation of each year ending 31 December 2020 and 31 December 2021 shall not be less than HK$13,000,000 or the audited net profit after taxation shall in aggregate be not less than HK$26,000,000 for the two years ending 31 December 2021 (the "**Profit Guarantee**"). If the Vendors cannot achieve the Profit Guarantee, the Vendors agreed to make a compensation to the Purchaser III by cash payment. The maximum compensation obligation of each Vendor shall be equivalent to HK$24,960,000, multiplied by the original shareholding of such Vendor in the Target Company III as at 12 December 2019 and immediately before the completion of the Acquisition II (the "**Original Shareholding**").

If the Target Company III achieves an audited net profit after taxation of HK$15,000,000 or above for the year ended 31 December 2020, the Purchaser III will grant a performance award, to be settled by the allotment and issue of additional consideration shares by the Company to the Vendors. Such award is an one-off award, and each of the Vendors shall receive his or her award in proportion to their respective Original Shareholding. The performance award shall be determined as that (i) if the audited net profit after taxation is between HK$15,000,000 (inclusive) and HK$17,000,000, the award shall be HK$6,400,000, calculated as the over-achievement of HK$2,000,000*8*40%; or (ii) if the audited net profit after taxation is or more than HK$17,000,000, the award shall be HK$12,800,000, calculated as the over-achievement of HK$4,000,000*8*40%. The maximum number of the additional consideration shares to be allotted and issued to the Vendors is 55,652,174 Shares (the "**Additional Consideration Shares**").

For the year ended 31 December 2020, the Target Company III has fulfilled the Profit Guarantee and is entitled to the performance award. The audited net profit after taxation of the Target Company III for the year ended 31 December 2020 was HK$18,951,234, which was more than HK$17,000,000 and the award shall be HK$12,800,000. The total number of the Additional Consideration Shares to be allotted and issued to the Vendors shall be 55,652,174 Shares. On 29 April 2021, the Company allotted and issued a total number of 55,652,174 Additional Consideration Shares to the Vendors at the issue price of HK$0.23 per Additional Consideration Share under the general mandate granted to the Directors at the annual general meeting of the Company held on 20 November 2019. In proportion to the number of the Sale Shares III transferred by each of the Vendors to the Purchaser III, 37,008,696 Shares, 10,573,913 Shares, 5,286,956 Shares and 2,782,609 Shares were respectively allotted and issued to Ms. Choi, Ms. Kong, Mr. Lau and Mr. Cheung as the Additional Consideration Shares.

UPDATE ON USE OF PROCEEDS REGARDING PLACING OF NEW SHARES

The net proceeds of approximately HK$39.5 million (the "**Net Proceeds**") from the placing of the Company on 22 January 2019 (the "**Placing**") was intended to be used for the general working capital of the Group. HK$37.3 million and HK$2.2 million of the Net Proceeds were utilised as intended as at 30 June 2019 and 30 June 2020 respectively. As at the date of this annual report, there were no unutilised net proceeds from the Placing.

DIRECTORS

The Directors during the year and up to the date of this annual report comprised:

Executive Directors

Mr. CHAN Ting *(Chairperson and Chief Executive Officer) (re-designated on 7 January 2021)*
Mr. LIAO Zhe *(Chief Operating Officer) (appointed on 17 June 2021)*
Mr. CHEUK Ka Chun Kevin *(appointed on 17 June 2021)*

Non-executive Directors

Madam CHEUNG Kwai Lan *(Honorary Chairperson) (re-designated on 7 January 2021)*
Dr. CHENG Yanjie
Mr. CHAN Tung Mei *(resigned on 17 June 2021)*

Independent Non-executive Directors

Mr. LAU Fai Lawrence
Dr. LIU Ta-pei
Mr. CHAU Wai Wah Fred

In accordance with Article 99 of the Articles of Association, Mr. LIAO Zhe and Mr. CHEUK Ka Chun Kevin shall hold office only until the next following annual general meeting of the Company (in the case of an addition to their number) and will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company (the "**AGM**").

In accordance with Article 116 of the Articles of Association, Madam CHEUNG Kwai Lan and Mr. CHAN Ting will retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

The Company has received from each of the INEDs, an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all the INEDs to be independent.

UPDATE ON DIRECTORS' INFORMATION PURSUANT TO RULE 17.50A OF THE GEM LISTING RULES

In accordance with Rule 17.50A(1) of the GEM Listing Rules, the changes in information of the Directors are set out below:

Mr. LIAO Zhe has been appointed as executive Director and chief operating officer of the Company with effect from 17 June 2021. He will be entitled to receive an annual salary of HK$1,200,000 and an annual director's fee of HK$240,000 which were determined by the Board based on recommendation of the remuneration committee of the Company and with reference to his relevant roles, duties and responsibilities in the Company, the prevailing market conditions and the Company's performance.

Mr. CHEUK Ka Chun Kevin has been appointed as executive Director of the Company with effect from 17 June 2021. He will be entitled to receive an annual salary of HK$888,000 and an annual director's fee of HK$240,000 which were determined by the Board based on recommendation of the remuneration committee of the Company and with reference to his relevant roles, duties and responsibilities in the Company, the prevailing market conditions and the Company's performance.

Save as disclosed above, there was no change in information of the Directors required to be disclosed for the year ended 30 June 2021.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director, auditors or other officers of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur or about the execution and discharge of his duties or in relation thereto. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Company during the year.

DIRECTORS' SERVICE CONTRACTS

One executive Director has entered into a renewable service agreement for a term of three years with the Company, unless terminated by not less than six months' notice in writing served by either party on the other, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Two executive Directors, all the INEDs and non-executive Directors have not entered into any service contracts with the Company but are subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the paragraphs headed "Connected Transaction involving Allotment and Issue of New Shares under Specific Mandate" on page 32 and "Connected Transactions in relation to Loan Capitalisation involving Issue of New Shares under General Mandate" on page 33, no contracts of significance to which the Company or its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

COMPETING INTERESTS

None of the Directors, the substantial shareholders or the controlling shareholder of the Company or any of their respective close associates (as defined under the GEM Listing Rules) has any interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group.

MANAGEMENT CONTRACTS

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

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

As at 30 June 2021, the interests and short positions of the Directors and chief executive in the ordinary share(s) of HK$0.0125 each of the Company (the "**Share(s)**"), 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 (the "**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 required, pursuant to Section 352 of the SFO, to be entered into the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange, were as follows:

Long Positions in the Shares of the Company or Any of its Associated Corporation

		Number of Shares Held					
Name of Directors	**The Company/ Name of Associated Corporation**	**Interest in Controlled Corporation**	**Personal Interest (ordinary shares)**	**Personal Interest (underlying shares) *(Note 2)***	**Interest of Spouse**	**Total Interest**	**Approximate Percentage of Shareholding**
Madam CHEUNG Kwai Lan ("**Madam CHEUNG**") *(Note 1)*	The Company	632,920,856	4,656,000	4,000,000	3,020,000	644,596,856	14.64%
Madam CHEUNG	Best Frontier Investments Limited ("**Best Frontier**") *(Note 1)*	—	909	—	1	910	—
Mr. CHAN Ting	The Company	—	—	4,000,000	—	4,000,000	0.09%
Mr. LIAO Zhe	The Company	—	—	2,300,000	—	2,300,000	0.05%
Mr. CHEUK Ka Chun Kevin	The Company	—	178,000	20,555,000	—	20,733,000	0.47%
Dr. CHENG Yanji	The Company	—	1,965,000	3,600,000	—	5,565,000	0.13%
Dr. LIU Ta-pei	The Company	—	—	3,600,000	—	3,600,000	0.08%
Mr. CHAU Wai Wah Fred	The Company	—	3,800,000	3,600,000	—	7,400,000	0.17%

Notes:

1. The 632,920,856 Shares were owned by Best Frontier which was owned as to 99.89% and 0.11% by Madam CHEUNG and Mr. CHAN Tung Mei ("**Mr. CHAN**") respectively. In addition, Madam CHEUNG and Mr. CHAN directly held 4,656,000 Shares and 3,020,000 Shares respectively. Madam CHEUNG is the spouse of Mr. CHAN so both of them were deemed to be interested in the Shares. An interest in 210,000,000 Shares as security was provided by Best Frontier to a person other than a qualified lender on 4 December 2020 and the security was released on 15 September 2021.

2. These share options were granted by the Company on 7 January 2020 under the share option scheme adopted by the Company on 31 January 2013.

Save as disclosed above, as at 30 June 2021, none of the Directors and chief executive of the Company had or was deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporation (within the meaning of Part XV of the SFO) that were required to be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered into the register referred to therein or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in the paragraphs headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any Associated Corporation" above, "Connected Transaction involving Allotment and Issue of New Shares under Specific Mandate" on page 32 and "Connected Transactions in relation to Loan Capitalisation involving Issue of New Shares under General Mandate" on page 33, at no time during the year was the Company or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors and chief executive of the Company to acquire benefits by means of acquisition of the Shares in, or debentures of, the Company or any body corporate, and none of the Directors and chief executive or their spouses or children under the age of 18 had any right to subscribe for the securities of the Company, or had exercised any such right during the year.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2021, according to the register kept by the Company pursuant to Section 336 of the SFO, and so far as was known to any Directors or chief executive of the Company, the following persons (other than the Directors or chief executive of the Company) had, or were deemed or taken to have, interests or short positions in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, as follows:

Long Positions in the Shares

Name of Shareholders	Capacity	Number of issued Shares Held	Approximate Percentage of the Shareholding
Sinopharm Traditional Chinese Medicine Overseas Holdings Limited	Beneficial Owner	650,000,000	14.76%
Best Frontier & its concert parties *(Note 1)*	Beneficial Owner	640,596,856	14.55%
Integrated Asset Management (Asia) Limited ("**Integrated Asset**") & its concert parties *(Note 2)*	Beneficial Owner	526,283,000	11.95%
Mr. Tse Siu Hoi	Beneficial Owner	310,650,000	7.05%

Notes:

1. 632,920,856 Shares were owned by Best Frontier which was owned as to 99.89% and 0.11% by Madam CHEUNG and Mr. CHAN respectively. In addition, Madam CHEUNG and Mr. CHAN directly held 4,656,000 and 3,020,000 Shares respectively. Madam CHEUNG is the spouse of Mr. CHAN and therefore both of them were deemed to be interested in the Shares. Madam CHEUNG was granted 4,000,000 share options by the Company on 7 January 2020 under the share option scheme adopted by the Company on 31 January 2013. An interest in 210,000,000 Shares as security was provided by Best Frontier to a person other than a qualified lender on 4 December 2020 and the security was released on 15 September 2021.

2. The 526,283,000 Shares were owned by Integrated Asset which was wholly-owned by Mr. YAM Tak Cheung. 8% coupon convertible bonds in aggregate amount of HK$89,625,000 (the "**CBs**") for a term of six months maturing on 17 July 2017 were issued to Integrated Asset pursuant to the first amendment agreement dated 18 January 2017 approved by the Shareholders at the extraordinary general meeting of the Company held on 29 March 2017. The Company received a written consent from Integrated Asset, on which the maturity date of the CBs would be extended for further six months to 17 January 2018. A maximum number of 249,651,810 Shares would be allotted and issued to Integrated Asset upon conversion of the CBs in full. The amended conversion price was HK$0.359 per conversion share subject to adjustment.

   Pursuant to the second amendment agreement approved by the Shareholders at the extraordinary general meeting of the Company held on 18 April 2018, the amendments were that the maturity date of the CBs was extended for six months from 17 January 2018 to 17 July 2018, and further extended to 17 January 2019 upon a prior written consent from Integrated Asset. Such written consent from Integrated Asset has been received by the Company. A maximum number of 249,651,810 Shares would be allotted and issued to Integrated Asset upon conversion of the CBs in full.

   Pursuant to the third amendment agreement approved by the Shareholders at the extraordinary general meeting of the Company held on 19 March 2019, the amendments were that the maturity date of the CBs was extended for six months from 17 January 2019 to 17 July 2019, and further extended to 17 January 2020 upon a prior written consent from Integrated Asset. Such written consent from Integrated Asset has been received by the Company. A maximum number of 249,651,810 Shares would be allotted and issued to Integrated Asset upon conversion of the CBs in full.

As a result of the adjustments of the CBs on 10 May 2019 upon the allotment and issue of the consideration shares to Sinopharm Traditional Chinese Medicine Overseas Holdings Limited, a maximum number of 263,602,941 Shares would be allotted and issued to Integrated Asset upon conversion of the CBs in full. The adjusted conversion price is HK$0.34 per conversion share subject to further adjustment.

Pursuant to the fourth amendment agreement approved by the Shareholders at the extraordinary general meeting of the Company held on 25 March 2020, the amendments were that the maturity date of the CBs was extended for six months from 17 January 2020 to 17 July 2020, and further extended to 17 January 2021 upon a prior written consent from Integrated Asset. Such written consent from Integrated Asset has been received by the Company. A maximum number of 263,602,941 Shares would be allotted and issued to Integrated Asset upon conversion of the CBs in full.

An ordinary resolution was passed at the extraordinary general meeting of the Company held on 22 March 2021 to approve the fifth amendment agreement to amend some principal terms of the CBs, including to extend the maturity date of the CBs for one year from 17 January 2021 to 17 January 2022. The conversion price of the CBs shall be amended from HK$0.34 to HK$0.221 per conversion share subject to adjustment and the CBs can be converted into the maximum number of 405,542,986 Shares. The interest rate of the CBs shall be increased to 10% per annum and paid annually (the "**Fifth Amendments**"). Save for the Fifth Amendments, all other terms and conditions of the CBs shall remain unchanged.

Save as disclosed above, as at 30 June 2021, the Directors or chief executive of the Company were not aware of any person (other than a Director or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which was recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "**Old Share Option Scheme**") on 31 January 2013 under which the Board may, at its discretion, invite eligible persons to take up share options to subscribe for the Shares. The purpose of the Old Share Option Scheme is to enable the Company to grant share options to selected eligible persons as incentives or rewards for their contribution to the Group. Eligible persons shall include any employee, any Director (including executive, non-executive and independent non-executive Directors) and any consultant of the Company or of any subsidiary of the Company or such other persons who, at the sole determination of the Board, have contributed to the Group at the time when an option is granted to such persons. The Old Share Option Scheme will remain valid for a period of 10 years commencing from the date of its adoption. The share options must be taken up within 21 days from the date on which the offer letter is delivered to the grantee for acceptance of the offer. The Old Share Option Scheme was terminated on 9 June 2021. Details of the Old Share Option Scheme adopted by the Company are set out in Note 41 to the Consolidated Financial Statements.

The Company adopted a new share option scheme (the "**New Share Option Scheme**") on 9 June 2021 under which the Board may, at its discretion, invite eligible persons to take up share options to subscribe for the Shares. The purpose of the New Share Option Scheme is to enable the Group to grant the share options to selected eligible persons (the "**Eligible Persons**") as incentives or rewards for their contribution to the Group. The New Share Option Scheme will provide the Eligible Persons with an opportunity to acquire proprietary interests in the Company with the view to achieving the following principal objectives: (i) motivate the Eligible Persons (in case of the Eligible Employees, as defined below) to optimise their performance and efficiency for the benefit of the Group; (ii) attract and retain or otherwise maintain ongoing business relationship with the Eligible Persons (in case of the Eligible Consultants, as defined below) whose contributions are, will be or are expected to be beneficial to the Group; and (iii) align the interests of the Eligible Persons with the Shareholders. Eligible persons shall include any employee and any Director (including executive, non-executive and independent non-executive Directors) (both collectively, the "**Eligible Employee(s)**") and any consultant (both collectively, the "**Eligible Consultant(s)**") of the Company or of any subsidiary of the Company or such other persons who, at the sole determination of the Board, have contributed to the Group at the time when an option is granted to such persons. The New Share Option Scheme will remain valid for a period of 10 years commencing from the date of its adoption. The share options must be taken up within

21 days from the date on which the offer letter is delivered to the grantee for acceptance of the offer. 357,537,680 Shares are available for issue under the New Share Option Scheme, representing approximately 8.12% of the issued Shares as at the date of this annual report. As at 30 June 2021, the Company has not granted any share option under the New Share Option Scheme. After the end of the year ended 30 June 2021, the Company granted share options under the New Share Option Scheme, details of which are set out in Note 50 to the Consolidated Financial Statements.

The details of the movements in share options under the Old Share Option Scheme during the year were as follows:

					Number of Share Options					
Name/Category of Participants	**Grant Date**	**Exercise Price per Share (HK$)**	**Vesting Period**	**Exercise Period**	**As at 1 July 2020** *(Note 1)*	**Granted**	**Exercised**	**Cancelled**	**Lapsed**	**As at 30 June 2021**
Directors										
Madam CHEUNG Kwai Lan	07/01/2020	0.33	07/01/2020–31/05/2020	01/06/2020-31/12/2022	1,200,000	—	—	—	—	1,200,000
	07/01/2020	0.33	07/01/2020–28/02/2021	01/03/2021-31/12/2022	1,200,000	—	—	—	—	1,200,000
	07/01/2020	0.33	07/01/2020–30/11/2021	01/12/2021-31/12/2022	1,600,000	—	—	—	—	1,600,000
Mr. CHAN Ting	07/01/2020	0.33	07/01/2020–31/05/2020	01/06/2020-31/12/2022	1,200,000	—	—	—	—	1,200,000
	07/01/2020	0.33	07/01/2020–28/02/2021	01/03/2021-31/12/2022	1,200,000	—	—	—	—	1,200,000
	07/01/2020	0.33	07/01/2020–30/11/2021	01/12/2021-31/12/2022	1,600,000	—	—	—	—	1,600,000
Mr. CHAN Tung Mei *(resigned on 17 June 2021)*	07/01/2020	0.33	07/01/2020–31/05/2020	01/06/2020-31/12/2022	1,080,000	—	—	—	(1,080,000)	—
	07/01/2020	0.33	07/01/2020–28/02/2021	01/03/2021-31/12/2022	1,080,000	—	—	—	(1,080,000)	—
	07/01/2020	0.33	07/01/2020–30/11/2021	01/12/2021-31/12/2022	1,440,000	—	—	—	(1,440,000)	—
Dr. CHENG Yanjie	07/01/2020	0.33	07/01/2020–31/05/2020	01/06/2020-31/12/2022	1,080,000	—	—	—	—	1,080,000
	07/01/2020	0.33	07/01/2020–28/02/2021	01/03/2021-31/12/2022	1,080,000	—	—	—	—	1,080,000
	07/01/2020	0.33	07/01/2020–30/11/2021	01/12/2021-31/12/2022	1,440,000	—	—	—	—	1,440,000
Dr. LIU Ta-pei	07/01/2020	0.33	07/01/2020–31/05/2020	01/06/2020-31/12/2022	1,080,000	—	—	—	—	1,080,000
	07/01/2020	0.33	07/01/2020–28/02/2021	01/03/2021-31/12/2022	1,080,000	—	—	—	—	1,080,000
	07/01/2020	0.33	07/01/2020–30/11/2021	01/12/2021-31/12/2022	1,440,000	—	—	—	—	1,440,000
Mr. CHAU Wai Wah Fred	07/01/2020	0.33	07/01/2020–31/05/2020	01/06/2020-31/12/2022	1,080,000	—	—	—	—	1,080,000
	07/01/2020	0.33	07/01/2020–28/02/2021	01/03/2021-31/12/2022	1,080,000	—	—	—	—	1,080,000
	07/01/2020	0.33	07/01/2020–30/11/2021	01/12/2021-31/12/2022	1,440,000	—	—	—	—	1,440,000
Directors'Associates										
Ms. CHAN Siu Sarah	07/01/2020	0.33	07/01/2020–31/05/2020	01/06/2020-31/12/2022	1,080,000	—	—	—	—	1,080,000
	07/01/2020	0.33	07/01/2020–28/02/2021	01/03/2021-31/12/2022	1,080,000	—	—	—	—	1,080,000
	07/01/2020	0.33	07/01/2020–30/11/2021	01/12/2021-31/12/2022	1,440,000	—	—	—	—	1,440,000
				Sub-total	26,000,000	—	—	—	(3,600,000)	22,400,000
Employees	07/01/2020	0.33	07/01/2020–31/05/2020	01/06/2020-31/12/2022	20,040,000	—	—	—	(75,000)	19,965,000
	07/01/2020	0.33	07/01/2020–28/02/2021	01/03/2021-31/12/2022	20,040,000	—	—	—	(75,000)	19,965,000
	07/01/2020	0.33	07/01/2020–30/11/2021	01/12/2021-31/12/2022	26,720,000	—	—	—	(100,000)	26,620,000
				Sub-total	66,800,000	—	—	—	(250,000)	66,550,000
Other eligible participants *(Note 2)*	14/08/2019	0.33	14/08/2019–31/12/2019	01/01/2020-31/12/2022	11,600,000	—	—	—	—	11,600,000
	14/08/2019	0.33	14/08/2019–31/05/2020	01/06/2020-31/12/2022	18,540,000	—	—	—	—	18,540,000
	14/08/2019	0.33	14/08/2019–31/08/2020	01/09/2020-31/12/2022	8,700,000	—	—	—	—	8,700,000
	14/08/2019	0.33	14/08/2019–28/02/2021	01/03/2021-31/12/2022	18,540,000	—	—	—	—	18,540,000
	14/08/2019	0.33	14/08/2019–30/04/2021	01/05/2021-31/12/2022	8,700,000	—	—	—	—	8,700,000
	14/08/2019	0.33	14/08/2019–30/11/2021	01/12/2021-31/12/2022	24,720,000	—	—	—	—	24,720,000
				Sub-total	90,800,000	—	—	—	—	90,800,000
				Total	183,600,000	—	—	—	(3,850,000)	179,750,000

Notes:

1. The numbers of outstanding share options as at 1 July 2020 were the same as those numbers of share options granted for the year ended 30 June 2020.

2. Other eligible participants include certain consultants of the Group. The 90,800,000 outstanding share options were granted on 14 August 2019 and accepted by 13 eligible consultants. To the best of the Directors' knowledge, information and belief, the details of these 13 eligible consultants, namely from Consultant A to Consultant M, all of whose relationships with the Company are recurring during their option period, are as follows:

   Consultant A was an ex-government official from Ministry of Civil Affairs and has extensive connections and resources with state-owned enterprises (the "**SOE**") and government. The Company considered that Consultant A will be responsible for lining up the cooperation with Zhong Wei Hua Xin Fund Management Co., Ltd and China Tobacco in non-tobacco business and the business related advisory. 8,000,000 share options were granted to Consultant A.

   Consultant B is veteran in China sport lottery and China sport industries and has extensive connections and resources in sport industry and experience in sport lottery. The Company considered that Consultant B will be responsible for lining up the cooperation with Beijing Sport University and cooperation with Sport Lottery Centres. 8,000,000 share options were granted to Consultant B.

   Consultant C is the head of village in northern part of Hong Kong and business advisor for one of the largest chain operation pharmaceutical companies in Hong Kong. The Company considered that Consultant C will be responsible for the planning, basic infrastructure installation and procuring sales channel for traditional Chinese medicine for the traditional Chinese medicine plantation base in southern part of China. 13,000,000 share options were granted to Consultant C.

   E-commerce business — JD.com

   Consultant D has extensive connections and relationship with JD.com. Based on the contribution in the business with JD.com and maintaining the relationship with JD.com, the Company considered that Consultant D will provide the advice to the business and all necessary assistance in relation to the contract. 4,900,000 share options were granted to Consultant D.

   Acquisition for Sinopharm Health Cross Border E-Commerce Company Limited and comprehensive healthcare platform

   Consultant E is veteran in SOE, has been holding senior position in SOE for over 20 years, and is experienced in merger and acquisition, strategic planning and coordination, business development and SOE operation and approval process. Based on the contribution in successful coordination and preparation to assist in going through all the necessary approval process with China National Pharmaceutical Group to get their approval on the acquisition transaction of Sinopharm Health Cross Border E-Commerce Company Limited, the Company considered that Consultant E will provide the advice to the business and all necessary assistance in relation to the contract. 4,000,000 share options were granted to Consultant E.

   Consultant F has extensive connection and experience in handling acquisition related issue. Based on the contribution in coordinating, providing assistance and preparation work for the board of directors of Sinopharm Traditional Chinese Medicine Co., Ltd. to approve the transaction for the acquisition of Sinopharm Health Cross Border E-Commerce Company Limited, the Company considered that Consultant F will provide the advice to the business and all necessary assistance in relation to the contract. 4,900,000 share options were granted to Consultant F.

   Consultant G has held senior position in SOE over 20 years, is well connected and experienced in cooperation with SOE. Based on the contribution in coordinating the cooperation with Sinopharm Traditional Chinese Medicine Co., Ltd., China Tobacco and Zhong Wei Hua Xin Fund Management Co., Ltd, the Company considered that Consultant G will provide the advice to the business and all necessary assistance in relation to the contract. 4,900,000 share options were granted to Consultant G.

   Consultant H is well connected with the suppliers in various types of products during his past working experience. Based on the contribution in sourcing the supplier for the cross border e-commerce business and maintaining the relationship, the Company considered that Consultant H will provide the advice to the business and all necessary assistance in relation to the contract. 4,900,000 share options were granted to Consultant H.

Consultant I is experienced in PRC health system and information technology solution for healthcare for over 20 years. Based on the contribution in provision of the planning and overall requirement of the comprehensive health platform for Sinopharm Traditional Chinese Medicine Co., Ltd., the Company considered that Consultant I will provide the advice to the business and all necessary assistance in relation to the contract. 4,900,000 share options were granted to Consultant I.

Consultant J is experienced in marketing and operation for health related business. Based on the contribution in coordinating the cooperation with Sinopharm Traditional Chinese Medicine Co., Ltd, Zhong Wei Hua Xin Fund Management Co., Ltd and the Company on smart convenience store project and health related cooperation, the Company considered that Consultant J will provide the advice to the business and all necessary assistance in relation to the contract. 2,500,000 share options were granted to Consultant J.

Consultant K is experienced in track and trace solution for medicine. Based on the contribution in provision of the planning and guidance for the track and trace function of the comprehensive health platform for Sinopharm Traditional Chinese Medicine Co., Ltd., the Company considered that Consultant K will provide the advice to the business and all necessary assistance in relation to the contract. 2,500,000 share options were granted to Consultant K.

Consultant L, a founder and owner of an information technology solution company for internet plus government affairs, which served over hundreds of government clients, and with extensive connections and resources in business and government sector in PRC, he is well connected with Sinopharm Traditional Chinese Medicine Co., Ltd.. Based on the contribution in successfully introducing and endeavoring Sinopharm Health Cross Border E-Commerce Company Limited to contract with Sinopharm Traditional Chinese Medicine Co., Ltd. for the construction of comprehensive healthcare platform, the Company considered that Consultant L will provide the advice to the business and all necessary assistance in relation to the contract. 25,800,000 share options were granted to Consultant L.

Consultant M is the General Manager for an investment group in China which targeted to invest in various industries from finance, utilities, information technology to property industries. Consultant M was a former senior consultant for a European investment bank and experienced in project acquisition and operation worldwide. Based on the contribution to assist Sinopharm Traditional Chinese Medicine Co., Limited for the transaction structure and preparation work from Sinopharm Traditional Chinese Medicine Co., Limited in regards to the acquisition transaction of Sinopharm Health Cross Border E-Commerce Company Limited, the Company considered that Consultant M will provide the advice to the business and all necessary assistance in relation to the contract. 2,500,000 share options were granted to Consultant M.

AUDITORS

The consolidated financial statements for the year ended 30 June 2021 have been audited by CCTH CPA Limited. There was no change in the auditors of the Company in the preceding 3 years. CCTH CPA Limited will retire at the forthcoming annual general meeting of the Company and, being eligible, offer itself for re-appointment. A resolution for the re-appointment of CCTH CPA Limited as auditors of the Company will be proposed at the forthcoming annual general meeting of the Company.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance which is set out in the section headed "Corporate Governance Report" on pages 17 to 25.

AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference in compliance with the GEM Listing Rules. The Audit Committee comprises three INEDs, namely, Mr. LAU Fai Lawrence, Dr. LIU Ta-pei and Mr. CHAU Wai Wah Fred. Mr. LAU has been appointed as the chairperson of the Audit Committee. Details of the role and work performed by the Audit Committee for the year ended 30 June 2021 are set out in the section headed "Corporate Governance Report" in this annual report.

The audited consolidated results of the Group for the year ended 30 June 2021 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.

EVENTS AFTER REPORTING PERIOD

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE LICENSING AND MASTER SERVICE AGREEMENT

On 4 July 2021, 深圳國科防偽科技有限公司 (transliterated as Shenzhen Guoke Anti-Counterfeit Technology Company Limited, the "**Licensee**"), a direct wholly-owned subsidiary of the Company, and 深圳細葉榕科技控股有限公司 Shenzhen Ficus Technology Holdings Ltd. (the "**Licensor**") entered into a licensing and master service agreement (the "**CCT Agreement II**") in relation to the patents (the "**Patents II**") registered and held by the Licensor, being Anti-counterfeit Packaging Device for Products (商品防偽用包裝裝置) (registration numbers: ZL 2019 2 1449828. X in the PRC) and Anti-counterfeit Packaging Device for Adhesive Parts (粘附件及其組件、防偽用包裝裝置) (registration numbers: ZL 2019 2 1579150. 7 in the PRC).

Subject to the terms and conditions of the CCT Agreement II, the Licensor agreed to provide the following services (collectively the "**Total Solutions**") to the Licensee from time to time including to: (i) grant the Licensee during the term of the CCT Agreement II, an exclusive and royalty-bearing license to the Patents II to use, sell, and offer to sell the licensed product that contains the imbedded lottery ticket and that is designed, manufactured, packaged and delivered in accordance with the required specifications from the state-owned enterprise customers for the anti-counterfeit purposes of the state-owned enterprise customer's commercial products (the "**Device(s)**") in the PRC (the "**Licensing Arrangement II**"); and (ii) provide services in relation to (a) design, production arrangement, material procurement and quality control, and customisation service of the Devices pursuant to the specification required by the Licensee and with the quality satisfactory to the Licensee at reasonable costs under each individual purchase order, and (b) design, development and customization of the online anti-counterfeiting information verification platform and the relevant services based on the Licensor's legal rights or interests that exist in the Patents II (the "**Licensed Patent Rights**") (the "**Total Solution Services**").

The annual caps under the CCT Agreement II for each of the three years ending 30 June 2024 respectively are HK$8,300,000, HK$8,800,000 and HK$9,300,000 for the year ended 30 June 2022, for the year ending 30 June 2023 and for the year ending 30 June 2024. The CCT Agreement II should commence on the business day immediately following the date of the CCT Agreement II and shall, unless terminated in accordance with provisions of clauses of the CCT Agreement II, continue in full force and effect until 30 June 2024.

As consideration for the licensing of the Licensed Patent Rights to the Licensee under the Licensing Arrangement II and for the provision of Total Solution Services, the Licensee agrees to pay the Licensor a charge of 18% of the net sale price for the provision of the Total Solutions for each Device. It does not include the cost for procurement of the lottery ticket imbedded in the Device, and production cost associated with the production, transportation and delivery of the Devices and the cost associated with online anti-counterfeiting information verification platform for the Devices based on the Licensed Patent Rights.

The patented and innovative Devices for anti-counterfeit use include the unique lottery component with the characteristics of uniqueness and credibility with criminal sanctions for counterfeiting lottery tickets. The Devices are easily recognized by the consumers and welcomed by the brand owners due to the fact that the lottery system established in the PRC can only be operated by the government and therefore are highly creditable. As at 4 July 2021, the Patents II have been registered and granted legal protection in three regions and have won awards and recognition from professional judges in international exhibitions. The Group has experience in welfare and sports lottery industries for years. In the past two years, the Group has focused on the opportunities in the growing anti-counterfeiting market. The Group is actively exploring the anti-counterfeiting market and has achieved concrete results. As at 4 July 2021, the Group has contracted with three brand owners in the tea leaves, natural food and cosmetics e-commerce platform industries for the application of the Devices on the brand owners' products and shall be required to deliver the Devices in accordance with the agreements entered into. Therefore, the Group is under actual demand to obtain authorization from the Licensor for the use of the Total Solutions and the Devices to comply with the requirement of necessary approval for conducting the relevant business and support.

The Licensor was currently indirectly owned as to 75% by Ms. Woo, Theresa, the spouse of Mr. Chan Ting, the chairperson, an executive director and chief executive officer of the Company. Accordingly, the Licensor was an associate of the connected person of the Company. As such, the transactions contemplated under the CCT Agreement II shall constitute continuing connected transactions of the Company (the "**CCT II**") under Chapter 20 of the GEM Listing Rules.

Details of the CCT II were disclosed in the announcement of the Company dated 5 July 2021.

ISSUE OF CONVERTIBLE BONDS

On 20 August 2021, the Company and each of the two subscribers, namely Expert Global Enterprises Limited (the "**First Subscriber**") and Japan Equity Value Investment Fund (the "**Second Subscriber**") (collectively, the "**Subscribers**") entered into a subscription agreement (the two agreements were separately referred to as the "**First Subscription Agreement**" and the "**Second Subscription Agreement**" and collectively referred to as the "**Subscription Agreements**") in relation to the issuance of convertible bonds of an aggregate principal amount of HK$100,000,000 with a term of 18 months (540 days) (the "**Convertible Bonds**") from the issue date. The principal amount of the Convertible Bonds to be issued to each of the two Subscribers was HK$50,000,000. The Convertible Bonds will bear interest at the rate of 7% per annum, interest is payable semi-annually in arrears.

Assuming full conversion of the Convertible Bonds at the initial conversion price of HK$0.29 per conversion share, the Convertible Bonds will be convertible into 344,827,586 ordinary Shares (the "**Conversion Share(s)**") with aggregate nominal value of HK$4,310,344.83. The closing price per Share as quoted on the Stock Exchange on 20 August 2021, being the date of the Subscription Agreements was HK$0.26. The Conversion Shares will be allotted and issued by the Company pursuant to the general mandate granted to the Directors at the annual general meeting of the Company held on 20 November 2020.

The Directors considered that raising funds by issuing Convertible Bonds provided an opportunity for the Company to enhance its working capital and strengthen its capital base and financial position. The Directors considered that the issue of the Convertible Bonds was an appropriate means of raising additional capital for the Company since it will not have an immediate dilution effect on the shareholding of the existing Shareholders.

The aggregate gross proceeds from the issue of the Convertible Bonds will be HK$100 million. The aggregate net proceeds of approximately HK$100 million from the issue of the Convertible Bonds was intended to be applied as to (i) approximately HK$35 million for the development and promotion of anti-counterfeiting business of the Group, including but not limited to (a) costs of anti-counterfeiting device; and (b) improving nationwide sales capability and expanding marketing network; (ii) approximately HK$20 million for the repayment of loans and other payables; and (iii) the remaining of the net proceeds in the approximate amount of HK$45 million for the operating cost and general working capital of the Company. The net issue price for each Conversion Share is approximately HK$0.29.

Completion of the First Subscription Agreement and the Second Subscription Agreement may or may not take place on the same date/time and was not inter-conditional with each other.

All the conditions precedent as set out in the First Subscription Agreement have been fulfilled and the completion took place on 30 August 2021. Upon the completion, the convertible bonds in the aggregate principal amount of HK$50,000,000 (the "**First Convertible Bonds**") were issued to the First Subscriber (the "**First Subscription**"). The net proceeds from the First Subscription, after deduction of expenses, was approximately HK$50,000,000.

Details of the above transactions were disclosed in the announcement of the Company dated 20 August 2021, 23 August 2021 and 30 August 2021.

As at the date of this annual report, the conditions precedent for completion of the Second Subscription Agreement have not been fully fulfilled. Therefore, the subscription contemplated under the Second Subscription Agreement may or may not proceed. As at the date of this annual report, no First Convertible Bonds has been converted into the Shares by the First Subscriber or redeemed by the Company.

Save as disclosed above, there has been no important event affecting the Group since the end of the year ended 30 June 2021.

On behalf of the Board

CHAN Ting
Chairperson, Chief Executive Officer and Executive Director

Hong Kong, 29 September 2021

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Reporting Boundary

This Environmental, Social and Governance (the "**ESG**") Report (the "**ESG Report**") issued by the Company covers the policies, compliance issues and key performance indicators relating to the environmental and social aspects of the head office and mask factories in Hong Kong and other business operations in the PRC during the year ended 30 June 2021. The above scope of reporting had relatively significant impact on the environment and society during the year. This ESG Report was prepared in accordance with the "Environmental, Social and Governance Reporting Guide" as set out in Appendix 20 of the GEM Listing Rules.

Board's ESG Management Approach and Strategy

The Group has implemented a top-down management approach within the Group for ESG management and has developed appropriate and effective ESG management systems and processes. The Board is responsible for the determination of the Group's ESG strategy, assessing the ESG risks and opportunities as well as the oversight of the Group's overall ESG performance, including environmental management issues, labor practices and other ESG aspects. The management of the Group is responsible for the execution of ESG management, the collection of relevant ESG data and the preparation of the ESG Report. The Group maintains effective communication with stakeholders through daily operations to understand and identify their needs, expectations and concerns regarding ESG factors of the Group, so that the importance of each ESG area can be assessed and long-term development approaches and strategies can be formulated. The Board reviews and approves the ESG Report annually to ensure all material ESG issues and their impacts on sustainable development are fairly presented in the ESG Report.

Reporting Principles

The Group adheres to the four fundamental reporting principles set out in the ESG Reporting Guide for the preparation of this report:

Materiality: The Group acknowledges the importance of material issues that may have a significant impact on its stakeholders and operations. Material environmental and social issues were identified through an analysis of the written and verbal comments and responses submitted by members of the management team of the Group. Material issues identified during the year are similar to the material issues identified in the previous reporting period. Results were presented to the Board for validation of the material ESG issues for the year.

Quantitative: The Group records and discloses the key performance indicators in quantitative terms as appropriate for evaluation and validation of the effectiveness of ESG policies and measures.

Consistency: As far as practicable and unless stated otherwise, the Group applies consistent measurement methodology to allow for meaningful comparison of the ESG performance over time. Any changes in the methods or the key performance indicators used will be disclosed.

Balance: This report discloses information in an objective manner, providing stakeholders with an unbiased picture of the Group's overall ESG performance.

ENVIRONMENT

Emissions

Policies relating to Air and Greenhouse Gas Emissions, Discharges into Water and Land, and Generation of Hazardous and Non-hazardous Waste

The indirect greenhouse gas emission, which is generated from our daily electricity consumption, is the main source of the Group's carbon footprint. To reduce greenhouse gas emission, energy-saving measures, including employees turning off light and unnecessary energy device before leaving the offices to reduce energy consumption and avoid unnecessary wastage of energy, are implemented. In order to reduce waste, a responsible waste management policy, including waste avoidance, reducing waste from its source, reuse, recycling and responsible disposal of waste, is adopted. During the year, the Group was not aware of any material non-compliance with the environmental laws and regulations in Hong Kong and in the PRC relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

Key Performance Indicators

1. *Air Pollutants*

Fuel consumption by motor vehicles was the major source of nitrogen oxides ("**NOx**"), sulphur oxides ("**SOx**") and particulate matter ("**PM**") emissions. Relevant data for the year ended 30 June 2021 and 2020 were as follows:

	Year ended 30 June 2021 (g)	Year ended 30 June 2020 (g)
NO_x	**5,639.03**	7,358.40
SO_x	**105.49**	161.97
PM	**415.19**	541.78

2. *Greenhouse Gas Emissions*

Greenhouse gas came from all sorts of daily activities, such as the use of electricity, water and the combustion of fuels in motor vehicles. Total greenhouse gas emissions included carbon dioxide ("**CO_2**") and other greenhouse gases, such as methane ("**CH_4**") and nitrous oxide ("**N_2O**"). The Group strives to reduce burning and improve energy and resource use efficiency in its daily operations so as to manage its greenhouse gas emissions.

The combustion of fuels in motor vehicles caused the direct emission of greenhouse gasses. Relevant data for the year ended 30 June 2021 and 2020 were as follows:

	Year ended 30 June 2021 (kg)	Year ended 30 June 2020 (kg)
CO_2	**16,936.45**	26,003.61
CH_4	**38.13**	58.54
N_2O	**2,458.30**	3,774.38

The electricity consumption of the Group mainly for the daily operations of the head office and mask factories in Hong Kong caused the indirect emission of greenhouse gas of CO_2. Indirect CO_2 emission from electricity purchased from power companies was approximately 349,113.08kg for the year ended 30 June 2021 (2020: approximately 351,530.31kg).

3. *Hazardous Waste Production*

According to the National Catalogue of Hazardous Wastes《(國家危險廢物名錄》) which was formulated in accordance with Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Wastes《(中華人民共和國固體廢物污染環境防治法》) by the Ministry of Environmental Protection of the People's Republic of China (中華人民共和國環境保護部), printing ink is classified as hazardous waste.

Despite that the hazardous waste data during the year was unavailable to the Group (2020: not available), the Group considered only limited hazardous waste was produced during printing process.

4. *Non-hazardous Waste Production*

Commercial waste constituted the production of non-hazardous waste of the Group. For the year ended 30 June 2021, 4.2 tonnes of non-hazardous waste were produced due to one-off disposal of substandard masks in Hong Kong and the intensity of the non-hazardous waste produced was 0.6 tonnes per production line (2020: 0.6 tonnes per production line).

5. *Emissions Management*

The Group targeted to keep the levels of the air pollutants and greenhouse gas emissions for the year to not more than those for the year ended 30 June 2020. The targets were achieved by using one less motor vehicle.

6. *Wastes Management*

The non-hazardous waste shall be classified, collected and placed separately from those of the hazardous waste, and then transferred to the government-approved institutions to dispose regularly. The Group has been continuously keeping the hazardous waste minimal over the years. Only limited hazardous waste was produced during the printing process in the offices so the hazardous waste data for the year and the previous years were unavailable to the Group. The Group reduces printing by making the documents electronically. On the other hand, the Group targeted to keep the intensity of the non-hazardous waste produced per production line which was due to one-off disposal of substandard masks in Hong Kong for the year to not more than that for the year ended 30 June 2020. The target was achieved by conducting quality control of the masks produced.

For the year ended 30 June 2021, the Group was committed to the policies relating to air and greenhouse gas emissions, discharges into water and land, and generation and disposal of hazardous and non-hazardous waste as set out in this ESG Report in order to minimise such pollution. The Group also performed regular assessments on the same.

Use of Resources

Policies on the Efficient Use of Resources

To support environmental protection, the Group tries its best endeavours to minimize the energy and resources consumption during the daily operation of the Group in Hong Kong and PRC offices. The Group strives to build an environmentally friendly working environment through our guidance and policies and participation among the staff to minimize the adverse impact of electricity and office consumables consumption on the environment.

In order to reduce the consumption of electricity in office, the Group issues guidance to the staff for setting the optimal temperature on the air-conditioning. All the lights and electronic appliances in office will be turned off when not in use and all the lights in office will be turned off during the lunch time.

Further, in order to reduce the consumables consumption in office, the Group encourages all the staff to save and file the documents electronically, use the recycled papers for printing, print the documents on double-sided papers and arrange the telephone or video conferences instead of face-to-face meetings.

Key Performance Indicators

1. *Energy Consumption*

   Daily energy consumption of the Group mainly involved purchased electricity for the daily operations of the head office and mask factories in Hong Kong. For the year ended 30 June 2021, the total electricity consumption was approximately 78.14kWh and the intensity of the electricity consumption was approximately 11.16kWh per production line (2020: approximately 74.13kWh and approximately 14.83kWh per production line).

2. *Water Consumption*

   Despite that the water consumption data for the year ended 30 June 2021 was unavailable to the Group (2020: not available), the Group considered that there was only limited water consumption for the daily operations of the Group.

3. *Energy Management*

   The Group targeted to keep the intensity of the electricity consumption per production line for the year to not more than 14.83kWh which was the data for the year ended 30 June 2020. For the year ended 30 June 2021, the intensity of the electricity consumption per production line was approximately 11.16kWh. The reduction was achieved by increasing two production lines.

4. *Water Management*

   The Group's domestic water is mainly provided by local water supply companies, and there was no problem in sourcing water that was fit for purpose during the year. For the business nature of the Group of provision of lottery-related services, internet plus services (solution and supply chain), and manufacturing and distribution of personal protective equipment, etc., the Group has been continuously keeping the water consumption minimal over the years. There was only limited water consumption for the daily operations of the Group so the water consumption data for the year and the previous years were unavailable to the Group.

5. Packaging Materials used for Finished Products

Total packaging materials used for finished products in the mask production business for the year ended 30 June 2021 was approximately 172.34 tonnes and the intensity of the packaging materials used was approximately 24.62 tonnes per production line (2020: approximately 55.48 tonnes and approximately 11.10 tonnes per production line).

For the year ended 30 June 2021, the Group was committed to the policies on the efficient use of resources as set out in this ESG Report in order to reduce the consumption of energy and water.

Environment and Natural Resources

Policies on Minimising the Group's Significant Impact on the Environment and Natural Resources

The Group manages and minimizes the impact it may cause on the environment and natural resources, directly or indirectly, through the policies, including (i) ensuring that its business operations comply with the environmental laws and regulations in Hong Kong and in the PRC; (ii) monitoring and minimising air and greenhouse gas emissions and hazardous and non-hazardous waste; and (iii) ensuring that in its daily business operations, with best endeavours, energy, water and other raw materials will be conserved.

Key Performance Indicator

For the year ended 30 June 2021, due to the mask production business, the increase in the electricity consumption causing the indirect emission of greenhouse gas of CO_2, the non-hazardous waste production resulting from one-off disposal of substandard masks and the packaging material used for finished products of masks may have impact on the environment and natural resources. (2020: might have impact). The Group was committed to the policies on minimising its significant impact on the environment and natural resources as set out in this ESG Report in order to protect the environment and natural resources.

Climate Change

Policies on Identification and Mitigation of Significant Climate-related Issues

The Group has considered the potential climate-related risks in respect of the recommendations of the Task Force on Climate related Financial Disclosures, in which potential physical risk and transition risk from climate change may pose adverse financial impacts on the Group's businesses.

Key Performance Indicator

Acute physical risk can arise from extreme weather conditions such as flooding and storms and chronic physical risk can arise from sustained high temperature, while transition risk may result from the change in environmental-related regulations or change in customer preferences. Upon evaluation of the potential acute physical risk that may cause disruption to the manufacturing activities and supply network, our offices do not locate in high-risk flood areas and that the Group maintains a large supplier base so we can source from alternative suppliers in the event of our suppliers being affected by extreme weather conditions. While sustained high temperature may result in an elevation of electricity consumption, the Group has adopted energy conservation measures in managing such risk, which are detailed in the above sub-section headed "Environment and Natural Resources". As for the potential transition risk, the Group continues to monitor the regulatory environment and the product market to ensure that our products meet customers and regulatory demand and expectations.

It is expected that potential extreme weather condition, sustained high temperature, change in environmental-related regulations and customer preference do not have a material impact on the Group's operations. Nevertheless, the Group continues to monitor the climate-related risks and implement relevant measures to minimize the potential physical and transition risks.

EMPLOYMENT AND LABOUR PRACTICES

Employment

The Group believes that human resources are the most valuable asset and core competitive strength of the Group. The Group adopts a fair and open recruitment policy to avoid any discrimination on age, gender, race, nationality, religion or marital status. All the candidates will be assessed under the fair recruitment process.

The resting time of the Group's employees is well respected and the employees are also entitled to paid holidays pursuant to statutory requirements or otherwise under their respective employment contracts. There is a computerized human resources management system in place to continuously monitor the working hours and leave application of the employees. The Group also adopts zero tolerance policy towards sexual harassment at the workplace to protect its employees from unsolicited sexual advances.

The Group rewards all the employees by providing a competitive remuneration package and performs the performance appraisal on annual basis with appropriate bonus, promotion opportunities for career advancement. "Employee Handbook" will be delivered to all employees for stating all the information regarding employment, business conduct, social security funds, compensation, leave benefits, working hours, etc. A brief orientation is provided to new employees to ensure that they are aware of all relevant policies. During the reporting period, the Group was not aware of any material non-compliance with all relevant labour and employment laws.

Key Performance Indicators

1. *Total Workforce*

Total workforce by gender, employment type, age group and geographical region for the year ended 30 June 2021 and 2020 was as follows:

		Year ended 30 June 2021 (person)	Year ended 30 June 2020 (person)
gender:	male	**40**	66
	female	**33**	147
employment type:	full-time	**58**	208
	part-time	**1**	5
	contract	**14**	0
age group:	under the age of 30	**4**	18
	between the age of 30–50	**46**	128
	over the age of 50	**23**	67
geographical region:	Hong Kong	**54**	199
	China	**19**	14

2. *Employee Turnover Rate*

Employee turnover rate by gender, age group and geographical region for the year ended 30 June 2021 was as follows:

		Year ended 30 June 2021 (%)
gender:	male	**55.24**
	female	**127.37**
age group:	under the age of 30	**133.33**
	between the age of 30–50	**98.27**
	over the age of 50	**97.78**
geographical region:	Hong Kong	**113.94**
	China	**0.00**

Health and Safety

The Group has been committed to provide a safe, pleasant and healthy working environment to the employees in order to protect their health and safety. In order to maintain a safe and comfortable working environment, the Group designs and plan office layouts based on relevant safety provisions, ensures that fire escapes are available and the hygiene of the office is regularly maintained. During the reporting period, the Group reviewed the office environment and safety policies regularly and was not aware of any material non-compliance with the health and safety laws and regulations.

Key Performance Indicators

1. *Work-related Fatalities and Lost Days due to Work Injury*

	Year ended 30 June 2021	Year ended 30 June 2020	Year ended 30 June 2019
number of work-related fatalities	**0 person**	0 person	0 person
rate of work-related fatalities	**0%**	0%	0%
lost days due to work injury	**0 day**	0 day	0 day

2. *Occupational Health and Safety Measures*

The Group promotes the concept of "work-life balance" for caring our employees in terms of their health, wellness and continuing education. Different types of health care plans are available such as medical insurance, employees' compensation insurance and accident insurance on business trip. We strive to enhance the injury and illness prevention through more robust post-incident investigations. Work injury handling procedures were reviewed during the year to ensure the injury case can be handled properly.

In response to the COVID-19 outbreak, the Group put in place a number of infection prevention measures to safeguard the health and safety of our employees, such as distributing mask to them every day and providing sanitizing materials to them. In addition, all staff were required to have their body temperature checked and recorded in writing before entering the offices to ensure that they were not infected with the virus and to prevent the spread of the virus. For those employees' cohabitating family members, close contacts or their residential buildings with confirmed cases of COVID-19, the Company will arrange for the relevant colleagues to work from home for 14 consecutive days (except weekends).

Development and Training

Staff's continuous development is one of crucial success of the Group. The Group provides on-board briefings and orientation for the new coming staff. The Group also encourages the employees to attend the external applicable training courses or seminars during the office hours which are relevant to the job duties. The employees are entitled to the examination leaves when they attend the external examination applicable to their job duties on the examination day. The Group strives to ensure that all employees can fulfill the relevant job requirements in terms of education, training, technical and work experience.

Key Performance Indicators

1. The Percentage of Employees Trained

		Year ended 30 June 2021 (%)
gender:	male	**14.81**
	female	**1.85**
employee category:	senior management	**16.67**
	middle management	**0.00**
	junior employee	**0.00**

2. The Average Training Hours Completed Per Employee

		Year ended 30 June 2021 (hour(s))
gender:	male	**1.00**
	female	**0.00**
employee category:	senior management	**1.00**
	middle management	**0.00**
	junior employee	**0.00**

Labour Standards

During the recruitment process, the Group strictly complies with all applicable laws and regulations in those places where it operates. The Group ascertains that its employees are all above the minimum legal working age requirement and have been fully protected in terms of labour standards. The Group complied with all laws and regulations prohibiting child labour and forced labour. Applicants are required to provide documentary proofs of academic qualifications and working experience for verifications. Applicants who are suspected to have false academic qualifications and working experience will not be employed. All the staff were employed in accordance with the relevant laws and regulations in Hong Kong and the PRC and the management regularly reviews the recruitment process to ensure that no discrimination is present.

Key Performance Indicators

Child Labour and Forced Labour

The Group does not tolerate the recruitment of child labour and the use of forced labour. Our recruitment process is subject to a stringent internal review process that includes verifying personal information of applicants. For instance, the staff member who is responsible for recruitment collects the identity proof from the candidates to ensure that the age of the candidates fulfils the requirements as stipulated by the law.

The employment of forced and child labour is strictly prohibited. During the year, all employees were over the age 18, and were properly employed in accordance with the requirements of all applicable laws and regulations. No confirmed non-compliance incidents or grievances were noted by the Group.

OPERATING PRACTICES

Supply Chain Management

The Group believes that sourcing and selection of suppliers play a crucial part in establishing our product and brand. The Group conducts assessment on supplier with the relevant industrial and environmental standards in supply of materials, and to consider that it is one of the supplier selection criteria. During the procurement process, the Group performs regular assessments on the environmental and social risks of the supply chain management.

Key Performance Indicators

1. *Suppliers by Geographical Region*

   During the year ended 30 June 2021, the Group made the purchases from 7 suppliers and 6 suppliers located in Hong Kong and the PRC respectively.

2. *Practices relating to Engaging Suppliers*

   Moreover, the Group closely monitor the performance of our existing suppliers and select all new vendors based on our defined criteria, such as their size, quality of products and/or services, delivery time, supply stability, cost effectiveness, etc. Approved suppliers are evaluated regularly to uphold the quality of products and services acquired which is up to standard. Suppliers who are not up to the standard for a prolonged period of time are to be disqualified.

3. *Practices to Identify Environmental and Social Risks along the Supply Chain*

The Group conducts assessment on the environmental and social risks of suppliers. The environmental assessment report, the pollutant discharge permit and other qualification requirements are listed as rigid qualifications, and the environmental system certification, the work safety permit and other industry-related requirements are listed as supporting qualifications.

4. *Practices to Promote Environmentally Preferable Products and Services when Selecting Suppliers*

The Group supports the purchases of environmentally-friendly products to minimize the environmental impact caused by our business operations. We also closely cooperate with our suppliers to maintain the quality of products and services provided to our customers.

Product Responsibility

The Group has responsibilities on its product or services provided. The Group encourages employees to maintain high standards of product or services provided and are obliged to retain confidence and all information obtained in connection with their employment.

Key Performance Indicators

1. *Products Sold or Shipped subject to Recalls for Safety and Health Reasons*

During the year ended 30 June 2021, no products sold or shipped was subject to recalls for safety or health reasons.

2. *Products and Service related Complaints*

During the year, no written complaint was received by the Group relating to product and service quality. If the Group receives a complaint, the responsible personnel will investigate into the matter and take appropriate action accordingly. If a reported complaint on product quality is confirmed and is found to be caused by the supplier, the Group will terminate the agreement with the relevant supplier and may take appropriate legal actions, if necessary. If our customers are not satisfied with a particular package that they have purchased from us, the Group will offer the relevant customer an exchange of another package. In the last resort, the Group may offer refund to our customers.

3. *Practices relating to Observing and Protecting Intellectual Property Rights*

During the year, the Group complied with laws and regulations regarding intellectual property rights in Hong Kong and the PRC that have a significant impact on us, including, but not limited to, Copyright Ordinance (Chapter 528 of the Laws of Hong Kong) in Hong Kong, "Trademark Law of the PRC" (中華人民共和國商標法) and the "Copyright Law of the PRC" (中華人民共和國著作權法) in the PRC. Moreover, the Group act proactively to enforce intellectual property rights against third party infringers. Legal actions will be taken in due course upon identification of any intellectual property rights infringements.

4. *Quality Assurance Process and Recall Procedures*

The Group offers high quality products, and we strive to minimize our product liability risk. Before launching any new products, the Group requests samples from the suppliers or factories and engages a third-party professional to perform quality control inspections on the samples. Products are only launched if the quality control tests pass. The Group deals with product or service recalls by offering refund or discount for future purchases.

5. *Consumer Data Protection and Privacy Policies*

The Group is committed to protecting the privacy of all consumers. We adhered to the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and laws and regulations relating to customer data and privacy. The Group imposed strict procedures in dealing with collecting, retaining, and disclosing personal information. We recorded customer information into our customer management system and set up access rights only for responsible employees to ensure the security of customer information.

Anti-corruption

All of the Group's operations comply with the legislation on standards of conduct, such as criminal law of the PRC, the Anti-Unfair Competition Law of the PRC, and the Prevention of Bribery Ordinance in Hong Kong. The Group has established a corporate culture of integrity and justice, and adopted the clear guidelines for employees which strictly prohibit bribery, extortion, fraud, money laundering and other acts. The Group has also implemented the whistleblowing policy for encouraging the staff to report to the Board if there is any money laundering, bribery and irregularities.

Key Performance Indicators

No concluded legal cases regarding corrupt practices brought against the Company or its employees was noted or reported during the year.

The Group prohibits any acts of corruption and bribery committed by our employees. Our "Employee Handbook" clearly sets out guidelines for the acceptance of gifts. In the handbook, all employees are required to exercise caution and judgment when accepting gifts. Gifts should not be accepted if they are in value higher than HK$100. Discounts or other privileges given by any person or company to employees of the Group can be accepted by them but the terms and conditions of use must also apply to other general customers. Moreover, in the whistleblowing policy, all employees should immediately report any suspected corruption and fraud cases to the Company. After a potential fraud case has been reported, investigation is to be conducted with due care. For any proven fraud case, management will take appropriate action immediately.

In the case of conflicts of interest, directors and staff are required to declare their personal interests and report the matters to the Board or management of the Group. Employees are strictly prohibited to abuse their power and/or take advantage of their position for personal gain. Training would be introduced in respect of the updated and relevant regulations in relation to anti-bribery and corruption.

COMMUNITY

Community Investment

The Group believes in contributing to the society as part of our mission to create a more peaceful community. Therefore, the Group encourages our staff to participate in any activities which are beneficial to our communities. The Group targets through donations, sponsorships and charity work by supporting any activities which can help charitable, cultural, medical, educational and other needs in our community. The Group will consider to support or donate any charitable organizations from time to time where appropriate.

Key Performance Indicators

Focus Areas of Contribution and Resources Contributed

During the year, the Group with business of manufacturing and distribution of personal protective equipment fulfilled its corporate responsibility as well as brought Hong Kong community through the difficult times. In September 2020, the Group signed a memorandum of understanding with the Federation of Hong Kong Industries and the Vocational Training Council to jointly organize the "Smart Manufacturing Training Programme for Personal Protective Equipment Industry" programme (the "**Programme**"). The Programme provided practitioners in the personal protection equipment industry with both theoretical and practical training, including practical operation know-how on automated mask production lines, quality monitoring and mechanical assembly.

The Group's practical experience of manufacturing masks and technical resources of automated mask production lines were learned from and used for reference, by industry participants or potential entrants through the courses. This helped accelerate the overall improvement to the management and production excellence of the industry.

In addition, in response to the COVID-19 outbreak, the Group safeguarded the health of our employees, which are part of the community, by distributing mask to them every day to ensure that they were not infected with the virus and to prevent the spread of the virus to the community.

INDEPENDENT AUDITOR'S REPORT

CCTH CPA LIMITED
中正天恆會計師有限公司

TO THE SHAREHOLDERS OF SINOPHARM TECH HOLDINGS LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Sinopharm Tech Holdings Limited (the "**Company**") and its subsidiaries (collectively referred to as "**the Group**") set out on pages 67 to 170, which comprise the consolidated statement of financial position as at 30 June 2021, 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 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

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.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to Note 2 to the consolidated financial statements regarding the adoption of going concern basis on which the consolidated financial statements have been prepared. The Group sustained net current liabilities and net liabilities amounted to approximately HK$223,234,000 and HK$140,556,000 respectively as at 30 June 2021 and the Group incurred a loss of approximately HK$110,506,000 for the year then ended. These conditions, along with other matters as set out in Note 2, indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Group and the Company to continue as a going concern. The consolidated financial statements do not include any adjustments that would result from a failure to obtain the funding as referred to in Note 2 for financing the working capital and financial commitments of the Group and the Company for the foreseeable future. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

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

Impairment assessment on trade receivables and other receivables

Key audit matter	**How the matter was addressed in our audit**
As detailed in Notes 27 and 28 to the consolidated financial statements, as at 30 June 2021, the Group had trade receivables and other receivables, net of impairment losses recognised, of approximately HK$14,314,000 and HK$12,254,000 respectively. Assessment of impairment provision for these receivables involves management's judgment of the ability of the debtors to make settlement which depends on customers' specific and market conditions that are inherently uncertain. We have identified impairment assessment on trade receivables and other receivables as a key audit matter due to the magnitude of these receivables and the management's estimates and judgments involved in the determination of the expected credit losses of these receivables.	Our procedures in relation to management's impairment assessment on trade receivables and other receivables included: (a) We obtained an understanding of the design, implementation and operating effectiveness of management's internal controls relating to credit control, debt collection and making provisions for doubtful debts. (b) We assessed the classification and accuracy of individual balances in ageing reports of trade receivables and other receivables by testing the underlying invoices and/or agreement on a sample basis. (c) We assessed subsequent settlement of the receivable balances. Where settlement had not been received subsequent to the year end date, we obtained an understanding of the basis of management's judgments about the recoverability of the outstanding receivables and estimates about the allowances for credit losses made by management for these individual balances. (d) We assessed the historical accuracy of the estimates made by the management for the credit loss allowances. (e) We assessed the appropriateness of the expected credit loss positioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit losses.

KEY AUDIT MATTERS – continued

Impairment assessment of goodwill

Key audit matter	How the matter was addressed in our audit
As detailed in Notes 21 to the consolidated financial statements, the Group had recorded goodwill, net of impairment losses recognised, of approximately HK$12,305,000 at 30 June 2021 and impairment losses on goodwill amounted to HK$33,834,000 was recognised in profit or loss in respect of the current year under review. We have identified the impairment assessment of goodwill as a key audit matter due to their significance to the Group's total assets and significant judgement exercised by the management when performing the impairment assessment. Determining the amount of impairment for goodwill requires an estimation of recoverable amount, which is based on the value in use of the relevant cash-generating units ("**CGUs**") to which goodwill have been allocated. The calculation of value in use requires management to make assumption and exercise judgement about the future results of the related business, including revenue growth rate and gross profit margin, long-term growth rate and appropriate discount rates applied to future cash flow forecast.	Our audit procedures in relation to impairment assessment of the goodwill included: (a) We evaluated and challenged the composition of the Group's future cash flow forecast in each CGU, and the process by which they were drawn up, including testing the underlying value in use calculation. (b) We assessed the reasonableness of key assumptions such as revenue growth, future profitability and discount rates with reference to the business and industry circumstances. (c) We considered the reasonableness of these forecasts of future profits by comparing them against past results achieved. (d) We performed sensitivity analysis of the key assumptions and considered the resulting impact of possible downside changes. (e) We considered the adequacy of the disclosure of impairment assessments of the goodwill set out in the consolidated financial statements.

KEY AUDIT MATTERS – continued

Impairment of interest in associate

Key audit matter	How the matter was addressed in our audit
As detailed in Note 25 to the consolidated financial statements, the carrying amount of the Group's interest in associate, Ever Development, amounted to HK$45,663,000 as at 30 June 2021 and no impairment loss was recognised by the Group in respect of the investment in associate for the current year under review. We have identified the impairment assessment of interest in associate as a key audit matter as the magnitude of the investment is significant and management assessment of the recoverable amount of the investment involves judgements and estimates about the future results of the associate, key assumptions including revenue growth rate and gross profit margin and the discount rates applied to future cash flow forecast.	Our audit procedures in relation to the impairment assessment of interest in associate included: (a) We understood the basis of impairment assessment of interest in Ever Development performed by management of the Group, including the valuation model adopted and key assumptions used. (b) We evaluated the independence, competence, capabilities and objectivity of the external valuer regarding the valuation of the Group's investment in associate. (c) We evaluated the valuation methodology adopted by the management and the external valuer. (d) We evaluated the key assumptions and inputs used by the management for the valuation, including the future cash flows expected to be generated by Ever Development from its operations and the discount rate used, with reference to historical performance and publicly available information. (e) We checked the arithmetical calculation of the financial data to arrive at the valuation. (f) We compared the estimated recoverable amount of interest in Ever Development with its carrying amount and assessed whether impairment loss on interest in Ever Development is required to be recognised.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors 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.

Those charged with governance is responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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.

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- 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.

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

We also provide those charged with governance 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.

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

From the matters communicated with those charged with governance, 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.

CCTH CPA Limited
Certified Public Accountants
Hong Kong, 29 September 2021

Ng Kam Fai
Practising certificate number P06573

Unit 1510–1517, 15/F., Tower 2,
Kowloon Commerce Centre,
No.51 Kwai Cheong Road, Kwai Chung,
New Territories, Hong Kong

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2021

	Notes	**Year ended 30-6-2021 HK$'000**	Year ended 30-6-2020 HK$'000
Revenue	*10*	**77,813**	165,934
Cost of sales and services		**(56,929)**	(121,281)
Gross profit		**20,884**	44,653
Other income and gains	*11*	**4,978**	11,223
Impairment loss on doubtful receivables		**(12,856)**	(2,628)
Impairment loss on assets	*12*	**(33,834)**	(133,058)
Loss on settlement of contingent consideration payable	*38*	**(10,796)**	—
Selling and distribution expenses		**(5,208)**	(4,791)
Administrative and operating expenses		**(63,274)**	(63,183)
Finance costs	*13*	**(14,546)**	(18,154)
Share of profits of associates	*25*	**3,588**	558
Loss before tax	*14*	**(111,064)**	(165,380)
Income tax credit	*16*	**558**	1,390
Loss for the year		**(110,506)**	(163,990)
Loss for the year attributable to:			
Equity holders of the Company		**(106,340)**	(161,075)
Non-controlling interests		**(4,166)**	(2,915)
		(110,506)	(163,990)
Loss for the year		**(110,506)**	(163,990)
Other comprehensive income/(expenses) for the year, net of tax			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of financial statements of overseas operations		**167**	(547)
Total comprehensive expenses for the year		**(110,339)**	(164,537)

	Notes	**Year ended 30-6-2021 HK$'000**	Year ended 30-6-2020 HK$'000
Total comprehensive expenses for the year attributable to:			
Equity holders of the Company		**(106,566)**	(161,205)
Non-controlling interests		**(3,773)**	(3,332)
		(110,339)	(164,537)
		Year ended 30-6-2021	Year ended 30-6-2020
		HK Cents	HK Cents
Loss per share attributable to equity holders of the Company	*18*		
Basic		**(2.47)**	(3.91)
Diluted		**N/A**	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2021

	Notes	30-6-2021 HK$'000	30-6-2020 HK$'000
Non-current assets			
Property, plant and equipment	*19*	**17,116**	16,388
Right-of-use assets	*20*	**9,519**	14,742
Goodwill	*21*	**12,305**	46,139
Intangible assets	*22*	**27**	41
Financial assets at fair value through other comprehensive income	*23*	**—**	—
Interests in joint ventures	*24*	**—**	—
Interests in associates	*25*	**45,663**	42,075
Deposits for acquisition of property, plant and equipment		**1,630**	6,686
		86,260	126,071
Current assets			
Inventories	*26*	**4,745**	7,459
Trade receivables	*27*	**14,314**	22,376
Other receivables, deposits and prepayments	*28*	**23,102**	25,521
Bank balances and cash	*29*	**7,482**	6,746
		49,643	62,102
Current liabilities			
Trade payables	*30*	**41,513**	33,607
Accruals and other payables	*31*	**59,352**	53,710
Amounts due to directors	*32*	**54,318**	33,318
Amounts due to related parties	*33*	**13,119**	15,598
Lease liabilities	*34*	**4,150**	4,890
Convertible bonds	*35*	**87,041**	89,170
Derivative financial liabilities	*35*	**—**	—
Unlisted warrants	*36*	**—**	1,880
Other borrowing	*37*	**13,260**	15,600
Contingent consideration payable	*38*	**—**	5,343
Tax liabilities		**124**	682
		272,877	253,798
Net current liabilities		**(223,234)**	(191,696)
Total assets less current liabilities		**(136,974)**	(65,625)

	Notes	30-6-2021 HK$'000	30-6-2020 HK$'000
Non-current liabilities			
Lease liabilities	*34*	**3,582**	7,760
Deferred tax liabilities	*39*	**—**	—
		3,582	7,760
Net liabilities		**(140,556)**	(73,385)
Capital and reserves			
Share capital	*40*	**55,050**	53,621
Reserves		**(193,930)**	(126,701)
Capital deficiency attributable to equity holders of the Company		**(138,880)**	(73,080)
Non-controlling interests		**(1,676)**	(305)
Total capital deficiency		**(140,556)**	(73,385)

The consolidated financial statements on pages 67 to 170 were approved and authorised for issue by the Board of Directors on 29 September 2021 and are signed on its behalf by:

CHAN Ting	**CHEUK Ka Chun Kevin**
Director	*Director*

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2021

	Attributable to equity holders of the Company											
	Share capital HK$'000	Share premium HK$'000	Capital redemption reserve HK$'000	Share option reserve HK$'000 *(Note 41)*	Convertible bonds reserve HK$'000 *(Note 35)*	Translation reserve HK$'000 *(Note a)*	Special reserve HK$'000	Capital reserve HK$'000 *(Note b)*	Accumulated losses HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total HK$'000
At 1 July 2019	51,360	2,610,881	1,484	—	—	8,324	(1)	10,184	(2,644,496)	37,736	(497)	37,239
Loss for the year	—	—	—	—	—	—	—	—	(161,075)	(161,075)	(2,915)	(163,990)
Exchange differences arising from translation of financial statements of overseas operations	—	—	—	—	—	(130)	—	—	—	(130)	(417)	(547)
Total comprehensive expenses for the year	—	—	—	—	—	(130)	—	—	(161,075)	(161,205)	(3,332)	(164,537)
Recognition of equity-settled share-based payments	—	—	—	8,265	—	—	—	—	—	8,265	—	8,265
Equity component recognised for convertible bonds	—	—	—	—	5,950	—	—	—	—	5,950	—	5,950
Shares issued on acquisition of associate *(Note 25)*	2,261	33,913	—	—	—	—	—	—	—	36,174	—	36,174
Capital injection from non-controlling interests	—	—	—	—	—	—	—	—	—	—	3,524	3,524
At 30 June 2020 and 1 July 2020	53,621	2,644,794	1,484	8,265	5,950	8,194	(1)	10,184	(2,805,571)	(73,080)	(305)	(73,385)
Loss for the year	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**(106,340)**	**(106,340)**	**(4,166)**	**(110,506)**
Exchange differences arising from translation of financial statements of overseas operations	**—**	**—**	**—**	**—**	**—**	**(226)**	**—**	**—**	**—**	**(226)**	**393**	**167**
Total comprehensive expenses for the year	**—**	**—**	**—**	**—**	**—**	**(226)**	**—**	**—**	**(106,340)**	**(106,566)**	**(3,773)**	**(110,339)**
Shares issued for settlement of Performance Award	**696**	**15,443**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**16,139**	**—**	**16,139**
Shares issued for settlement of amounts due to shareholders	**733**	**15,091**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**15,824**	**—**	**15,824**
Recognition of equity settled share-based payments	**—**	**—**	**—**	**4,296**	**—**	**—**	**—**	**—**	**—**	**4,296**	**—**	**4,296**
Arose from amendments to terms of convertible bonds:												
— reserves in relation to 8% Bonds January 2021 transferred to accumulated losses *(Note 35)*	**—**	**—**	**—**	**—**	**(5,950)**	**—**	**—**	**—**	**5,950**	**—**	**—**	**—**
— reserves in relation to 10% Bonds January 2022 recognised *(Note 35)*	**—**	**—**	**—**	**—**	**4,507**	**—**	**—**	**—**	**—**	**4,507**	**—**	**4,507**
Share options lapsed	**—**	**—**	**—**	**(1,271)**	**—**	**—**	**—**	**—**	**1,271**	**—**	**—**	**—**
Capital injection from non-controlling interests	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**2,402**	**2,402**
At 30 June 2021	**55,050**	**2,675,328**	**1,484**	**11,290**	**4,507**	**7,968**	**(1)**	**10,184**	**(2,904,690)**	**(138,880)**	**(1,676)**	**(140,556)**

Notes:

(a) The translation reserve includes the exchange differences on monetary items which form part of the Group's net investment in the foreign operation.

(b) Capital reserve represents gain on acquisition and disposal of partial interest in subsidiaries in prior years.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2021

	Notes	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
OPERATING ACTIVITIES			
Loss before tax		**(111,064)**	(165,380)
Adjustments for:			
Interest income	*11*	**(1)**	(4)
Loss/(gain) on amendment of terms of convertible bonds	*11, 14*	**50**	(2,722)
Gain on change in fair value of derivative financial liabilities	*11*	**—**	(10)
Gain on change in fair value of unlisted warrants	*11, 36*	**—**	(6,120)
Loss on settlement of contingent consideration payable	*14, 38*	**10,796**	—
Gain on disposal of right-of-use assets	*11*	**(129)**	—
Share of profits of associates	*25*	**(3,588)**	(558)
Gain on lapse of unlisted warrants	*11, 36*	**(1,880)**	—
Gain on deregistration of subsidiaries	*11*	**(244)**	—
Finance costs	*13*	**14,546**	18,154
Amortisation of intangible assets	*14, 22*	**16**	6,594
Depreciation of property, plant and equipment	*14, 19*	**5,311**	1,124
Depreciation of right-of-use assets	*14, 20*	**5,127**	1,551
Loss on disposal of property, plant and equipment	*14*	**26**	357
Impairment loss on goodwill	*12, 21*	**33,834**	131,415
Impairment loss on intangible assets	*12, 22*	**—**	1,643
Provision for doubtful receivables:			
— trade receivables	*14, 27*	**8,074**	2,628
— other receivables	*14, 28*	**4,782**	—
Write-off of property, plant and equipment	*14, 19*	**4,601**	—
Write-off of inventories	*14*	**1,658**	—
Share option expenses		**4,296**	8,265
Operating cash flows before movements in working capital		**(23,789)**	(3,063)
Decrease/(increase) in inventories		**1,054**	(7,325)
Increase in trade receivables, and other receivables, deposits and prepayments		**(2,384)**	(16,689)
Increase in trade payables, accruals and other payables and amounts due to related parties		**18,908**	50,997
Cash (used in)/generated from operations		**(6,211)**	23,920
Tax paid		**—**	—
Net cash (used in)/generated from operating activities		**(6,211)**	23,920

	Notes	**Year ended 30-6-2021 HK$'000**	Year ended 30-6-2020 HK$'000
INVESTING ACTIVITIES			
Interest received		**1**	4
Proceeds from disposal of property, plant and equipment		**10**	—
Purchases of property, plant and equipment		**(10,114)**	(16,686)
Deposits refunded from/(paid for) acquisition of property, plant and equipment		**5,056**	(6,686)
Purchases of intangible assets		**—**	(25)
Net cash used in investing activities		**(5,047)**	(23,393)
FINANCING ACTIVITIES			
Interest paid		**(2,791)**	(9,657)
Increase/(decrease) in amounts due to directors		**21,000**	(14,331)
Payment of lease liabilities		**(5,816)**	(1,351)
Proceeds from issue of unlisted warrants		**—**	8,000
Proceeds from other borrowing		**—**	15,600
Capital injection from non-controlling interests		**2,402**	1,440
Repayment of other borrowing		**(2,340)**	—
Net cash generated from/(used in) financing activities		**12,455**	(299)
NET INCREASE IN CASH AND CASH EQUIVALENTS		**1,197**	228
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR		**6,746**	6,646
EFFECTS OF FOREIGN EXCHANGE RATE CHANGES		**(461)**	(128)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR		**7,482**	6,746
ANALYSIS OF CASH AND CASH EQUIVALENTS AT END OF THE YEAR			
Bank balances and cash	*29*	**7,482**	6,746

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL

Sinopharm Tech Holdings Limited ("**the Company**") was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The Company's registered office is located at Second Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands and its principal place of business is located at Units 01–03, 25/F., Corporation Park, 11 On Lai Street, Shatin, New Territories, Hong Kong.

The principal activity of the Company is investment holding. The activities of its principal subsidiaries, joint ventures and associates are set out in Notes 48, 24 and 25 respectively.

The consolidated financial statements are presented in Hong Kong dollar ("**HK$**"), which is also the functional currency of the Company.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

In preparing the consolidated financial statements of the Group, comprising the Company and its subsidiaries, the directors of the Company have given consideration to the future liquidity of the Group in light of the Group's net current liabilities and net liabilities of HK$223,234,000 and HK$140,556,000 respectively at 30 June 2021. As at 30 June 2021, the Group had convertible bonds payable with principal amounts of HK$89,625,000 (carrying amounts of HK$87,041,000) to be matured within one year after that date, consideration payable and convertible bond's interest payables amounted to HK$22,000,000 and HK$11,231,000 respectively (included in accruals and other payables), amounts due to directors amounted to HK$54,318,000, amounts due to related parties amounted to HK$13,119,000 and other borrowing amounted to HK$13,260,000 which are included in current liabilities. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.

Notwithstanding the aforesaid conditions, the consolidated financial statements have been prepared on a going concern basis on the assumption that the Group is able to operate as a going concern for the foreseeable future. In the opinion of the directors of the Company, the Group can meet its financial obligations as and when they fall due within the next year from the date of approval of these consolidated financial statements, after taking into consideration of the measures and arrangements made by the Group, as detailed below:

(a) The directors and the beneficial shareholders of the Company, Madam Cheung Kwai Lan, and Mr. Chan Ting, have agreed to provide financial support to extent of HK$60,000,000 to the Company, if required, to enable the Group to meet its financial obligations as and when they fall due for the foreseeable future.

(b) The Group owed Mr. Chan Ting and Madam Cheung Kwai Lan, amounted to HK$7,449,000 and HK$40,553,000 respectively as at 30 June 2021, details of which are set out in Note 32. In the event that the settlement of the outstanding balances due to them as stated in Note 47(a)(iii) is not materialised, Mr. Chan Ting and Madam Cheung Kwai Lan have agreed not to demand for repayment of the all of amounts due to them by the Group until the Group has adequate working capital for repayment. In addition, Mr. Chan Ting and Madam Cheung Kwai Lan have also agreed that in the event that the settlement of the outstanding balance as stated in Note 47(a)(iii) is materialised, they will not demand for repayment the remaining balances of the amounts due to them by the Group until the Group has adequate working capital for repayment.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS – continued

(c) On 30 August 2021, as detailed in Note 50(b), the convertible bonds in the aggregate principal amount of HK$50,000,000 (the "**First Convertible Bonds**") were issued to the First Subscriber (the "**Subscription**") as all the conditions precedent as set out in the First Subscription Agreement have been fulfilled. Management of the Company is of the view that it is probable that completion of the issue of the convertible bonds with the principal amount of HK$50,000,000 under the Second Subscription Agreement (detailed in Note 50(b) will take place on or before 19 October 2021.

(d) On 14 September 2021, the Group obtained a written consent from the previous owner of the subsidiaries, under which the due date for payment of the consideration payable for acquisition of subsidiaries amounted to HK$22,000,000, which are included in accruals and other payables (Note 31(a)), was further extended to 31 December 2022.

(e) The holder of the convertible bonds (Note 35(d)) extended the maturity date of the bonds to 17 January 2022 and not to request repayment of the bonds before 17 January 2023.

(f) The directors will continuously and closely monitor the Group's liquidity position and financial performance and implement measures to improve the Group's cash flows.

In light of the measures and arrangements implemented to date, the directors of the Company are of the view that the Group has sufficient cash resources to satisfy its working capital requirements and other financial obligations for at least the next twelve months from the date of approval of these consolidated financial statements after having taken into account of the Group's projected cash flows, current financial resources and capital expenditure requirements with respect to the operations and development of the Group's business. Accordingly, the directors of the Company are of the view that it is appropriate to prepare these consolidated financial statements on a going concern basis.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to restate the carrying amounts of the Group's assets to their estimated recoverable amounts, to provide further liabilities that might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these potential adjustments have not been reflected in the consolidated financial statements.

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Company has applied the "Amendments to References to the Conceptual Framework in HKFRS Standards" and the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – continued

Amendments to HKFRSs that are mandatorily effective for the current year – continued

Except as described below, the application of the "Amendments to References to the Conceptual Framework in HKFRS Standards" and the amendments to HKFRSs in the current year had no material impact on the Company's financial positions and performance for the current and prior years and/or on the disclosures set out in these financial statements.

Impacts on application of Amendments to HKAS 1 and HKAS 8 Definition of Material

The Group has applied the Amendments to HKAS 1 and HKAS 8 for the first time in the current year. The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current year had no impact on the consolidated financial statements.

Impacts on application of Amendments to HKFRS 3 Definition of a Business

The Group has applied the amendments for the first time in the current year. The amendments clarify that while business usually have outputs, outputs are not required for an integrated set of activities and assets to qualify as a business. To be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processed and continuing to produce outputs. The amendments also introduce additional guidance that helps to determine whether a substantive process has been acquired.

In addition, the amendments introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets under acquired is concentrated in a single identifiable asset or group of similar assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis.

The amendments had no impact on the consolidated financial statements of the Group but may impact future periods should the Group make any acquisition.

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – continued

Amendments to HKFRSs that are mandatorily effective for the current year – continued

Impacts on application of Amendments to HKFRS 9, HKAS 39 and HKFRS 7 Interest Rate Benchmark Reform

The amendments modify specific hedge accounting requirements to allow hedge accounting to continue for affected hedges during the period of uncertainty before the hedged items or hedging instruments affected by the current interest rate benchmarks are amended as a result of the on-going interest rate benchmark reform.

The application of the amendments had no impact on the consolidated financial statements.

New and amendments to HKFRSs in issue but not yet effective

The Company has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 17	Insurance Contracts and the related Amendments[1]
Amendment to HKFRS 16	Covid-19-Related Rent Concessions[4]
Amendments to HKFRS 3	Reference to the Conceptual Framework[2]
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform — Phase 2[5]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to HKAS 1	Classification of Liabilities as Current or non-current and related amendments to Hong Kong Interpretation 5 (2020)[1]
Amendments to HKAS 16	Property, Plant and Equipment — Proceeds before Intended Use[2]
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract[2]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020[2]

1 Effective for annual periods beginning on or after 1 January 2023.
2 Effective for annual periods beginning on or after 1 January 2022.
3 Effective for annual periods beginning on or after a date to be determined.
4 Effective for annual periods beginning on or after 1 June 2020.
5 Effective for annual periods beginning on or after 1 January 2021.

The directors of the Company anticipate that the application of all new and amendments to HKFRSs will have no material impact on the financial statements in the foreseeable future.

4. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements have been prepared in accordance with HKFRSs (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations) issued by the HKICPA, accounting principles generally accepted in Hong Kong and all the applicable disclosures as required by the Hong Kong Companies Ordinance. In addition, the consolidated financial statements have been prepared in accordance with applicable disclosure provisions of the GEM Listing Rules.

The consolidated financial statements have been prepared on the historical cost convention, except for certain financial instruments, which are measured at fair values, as explained in the accounting policies set out below.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 "Share-based payment", leasing transactions that are within the scope of HKFRS 16/HKAS 17 "Leases", and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use for the purposes of impairment assessment in HKAS 36 "Impairment of Assets".

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The significant accounting policies are set out below.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Basis of consolidation – continued

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

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

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

Changes in the Group's ownership interests in existing subsidiaries

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

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Business combinations

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

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

— deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income Taxes" and HKAS 19 "Employee Benefits" respectively;

— liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 "Share-based Payment" at the acquisition date (see the accounting policy below); and

— assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that standard.

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Business combinations – continued

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

Goodwill

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

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash generating units ("**CGUs**"), or groups of CGUs, that is expected to benefit from the synergies of the acquisition, which represents the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment. A CGU to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the CGU to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of profit or loss and other comprehensive income. An impairment loss for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

Investments in subsidiaries

Investment in a subsidiary is accounted for in the Company's financial statements at cost less any identified impairment loss. Cost includes directly attributable costs of investment. The results of the subsidiary are accounted for by the Company on the basis of dividend received and receivable.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Investments in associates and joint ventures

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

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Investments in associates and joint ventures – continued

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

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

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Revenue recognition

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents goods or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct goods or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis, except for the allocation of discounts and variable consideration.

The stand-alone selling price of the distinct goods or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell promised goods or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Revenue recognition – continued

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any identified impairment losses.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual value, using the straight-line method. The principal annual rates are as follows:

Leasehold land and buildings	3%–5% or over the lease term but limited to 15 years
Furniture, fixtures and equipment	7%–31%
Plant and machinery	3%–12%
Leasehold improvement	Over the lease term
Motor vehicles	6%–20%
Computer equipment	20%–25%

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted-average method. Net realisable value represents the estimated selling price in the ordinary course of business less estimated costs to completion and the estimated costs necessary to make the sales.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contact are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contact that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Leases – continued

The Group as a lessee – continued

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposit

Refundable rental deposit paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of use assets.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Leases – continued

The Group as a lessee – continued

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual values guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Impairment loss on tangible and intangible assets (other than goodwill)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately in profit or loss.

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

Intangible assets

Intangible assets acquired separately are capitalised at cost and those acquired from a business combination are capitalised at fair value as at the date of acquisition. Following initial recognition, the cost model is applied to the class of intangible assets. Intangible assets, excluding development costs, created within the business are not capitalised and expenditure is charged against the profit or loss in the year in which the expenditure is incurred.

Useful lives of acquired intangible assets are assessed to be either finite or indefinite. Intangible assets with finite useful lives are stated at cost less accumulated amortization and any accumulated impairment losses. Intangible assets with indefinite useful lives are stated at cost less any subsequent accumulated impairment losses.

Amortization for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

Intangible assets are tested for impairment annually either individually or at the CGU level. Useful lives are also examined on an annual basis and, where applicable, adjustments are made on a prospective basis.

As intangible asset is derecognised on disposal or no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of the intangible asset, calculated as the difference between the net disposal proceeds and the carrying amount of the intangible asset, is recognised in the consolidated statement of profit or loss and other comprehensive income in the year the intangible asset is derecognised.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Intangible assets – continued

Computer software

Costs incurred on the acquisition of computer software are capitalised in the consolidated statement of financial position at cost less amortisation and any identified impairment losses.

Research and development expenditures

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally generated intangible asset arising from development expenditure is recognised only if it is anticipated that the development costs incurred on a clearly defined project will be recovered through future commercial activity.

Where no internally generated intangible asset can be recognised, development cost is charged to profit or loss in the year in which it is incurred.

Service contracts

Acquired service contracts are stated at cost less amortisation and any identified impairment losses.

Intellectual property right

Acquired intellectual property right are stated at cost less amortisation and any identified impairment losses.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Taxation

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

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

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

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly to equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the translation reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

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

4. SIGNIFICANT ACCOUNTING POLICIES – continued

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 changes in value, having been within three months of maturity at acquisition.

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a 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 expenditure 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 of economic benefits 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 of economic benefits is remote.

Employee benefits

(a) Retirement benefits schemes

The Group operates a defined contribution MPF Scheme under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated statement of profit or loss and other comprehensive income as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries that operated in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute pension, based on a certain percentage of their payroll costs, to the pension schemes. The contributions are charged to consolidated statement of profit or loss and other comprehensive income as they become payable in accordance with the rules of the pension schemes.

(b) Share option schemes

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who, in the sole discretion of the Board, have contributed or may contribute to the Group. Upon the exercise of share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Options which are cancelled prior to their exercise date, or which lapse, are deleted from the register of outstanding options.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Employee benefits – continued

(b) Share option schemes – continued

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share option reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

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

(c) Share award scheme

The Group also grants employees and consultants (but not directors) shares of the Company at nil consideration under its share award scheme. Under the share award scheme, the awarded shares are newly issued at par value. The fair value of the employees' and consultants' services received in exchange for the grant of shares newly issued is recognised as staff costs in the consolidated statement of profit or loss and other comprehensive income with a corresponding increase in an employee share-based compensation reserve under equity.

Dividends

Dividends proposed or declared after the date of the reporting period is not recognized as a liability at the date of the reporting period.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors that make strategic decisions.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Borrowing costs

Borrowing costs are directly attributable to the acquisition, construction or production of qualifying asset that necessarily take a substantial period of time to get ready for its intended use or sale are capitalised as part of the costs of that asset. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are charged to the consolidated statement of profit or loss and other comprehensive income in the year in which they are incurred.

Related parties

(a) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or a parent of the Group.

(b) An entity is related to Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) Both entities are joint ventures of the same third party;
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) The entity is controlled or jointly controlled by a person identified in (a); or
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the Group (or of a parent of the entity).

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

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. 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 market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

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

Interest income which is derived from the Group's ordinary course of business are presented as other income.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial instruments – continued

Financial assets – continued

Classification and subsequent measurement of financial assets – continued

All other financial assets are subsequently measured at fair value through profit or loss ("**FVTPL**"), except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("**ECL**") on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables, and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("**12m ECL**") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances and collectively using a provision matrix with appropriate groupings.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets – continued

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as 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.

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

- 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, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- 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;
- 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 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.

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.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets – continued

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when 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, 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.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default 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 borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year 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. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets – continued

(v) 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. Estimation of ECL reflects an unbiased and probability weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade and other receivables are each assessed as a separate group);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial instruments – continued

Financial assets – continued

Derecognition of financial assets

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.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Convertible bonds issued by the Company

Convertible bonds issued by the Company contain both the liability and conversion option components are classified separately into respective items on initial recognition in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial instruments – continued

Financial liabilities and equity instruments – continued

Convertible bonds issued by the Company – continued

(i) Conversion option to be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments

At the date of issue, the fair value of the liability component (including any embedded non-equity derivatives features) is estimated by measuring the fair value of similar liability that does not have an associated equity component.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

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

(ii) Conversion option to be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value. In subsequent periods the debt component of the convertible bonds is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible bonds are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible bonds using the effective interest method.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial instruments – continued

Financial liabilities and equity instruments – continued

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL on initial recognition.

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

— such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or

— the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

— it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 Financial Instruments permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL (including unlisted warrants and contingent consideration payable) were stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

4. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial instruments – continued

Financial liabilities and equity instruments – continued

Other financial liabilities

Other financial liabilities including trade and other payables, amounts due to directors, lease liabilities/obligations under finance leases and other borrowings are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Derecognition of financial liabilities

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 is recognised in profit or loss.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

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 also discussed below:

Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, after taking into account of their estimated residual value. The determination of the useful lives and residual values involve management's estimation. The Group assesses annually the residual value and the useful life of the property, plant and equipment and if the expectation differs from the original estimate, such a difference may impact the depreciation in the year and the estimate will be changed in the future period.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGU to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. Where the actual cash flows are less than expected, or changes in facts and circumstances which result in downward revision of future cash flows, additional impairment loss may arise. As at 30 June 2021, the carrying amount of goodwill is HK$12,305,000 (30 June 2020: HK$46,139,000). Impairment loss on goodwill amounted to HK$33,834,000 (Year ended 30 June 2020: HK$131,415,000) was recognised in respect of the current year. Details of impairment test for goodwill are set out in Note 21.

Amortisation of intangible assets

Intangible assets with finite useful lives are amortised on a straight-line basis over their estimated useful lives. The determination of useful lives and residual values involve management's estimation. The Group assesses annually the useful life of the intangible assets and if the expectation differs from the original estimate, such a difference may impact the amortisation change for the year of change and the subsequent years.

For the current year, amortisation charge of intangible assets of HK$16,000 (Year ended 30 June 2020: HK$6,594,000) was charged to profit or loss in respect of the current year (Note 22).

5. KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

Impairment of intangible assets

The Group assesses the future cash flows expected to arise from the intangible assets. Where the actual cash flows are less than expected, or changes in facts and circumstances which result in downward revision of future cash flows, impairment loss may arise.

As at 30 June 2021, the carrying amount of intangible assets is HK$27,000 (30 June 2020: HK$41,000). No impairment loss on intangible assets was recognised in respect of the current year (Year ended 30 June 2020: HK$1,643,000) (Note 22).

Provision for doubtful receivables

The Group makes provision for doubtful recovery of trade receivables and other receivables based on an assessment of the recoverability of receivables. Provision for doubtful receivables is made when events or changes in circumstances indicate that the balances may not be collectible. The identification of non-recoverability of receivables requires the use of judgement and estimates. Where the expectation on the recoverability of trade receivables and other receivables is different from the original estimate, such difference will impact the carrying amounts of trade receivables and other receivables and doubtful debts expenses in the period which such estimate has been changed.

The Group uses provision matrix to calculate expected credit loss ("**ECL**") for the trade receivables based on the grouping of various trade receivables that have similar loss patterns. The provision matrix is based on the Group's historical default rates and taking into consideration forward-looking information that is reasonable and supportable available without undue costs and effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with significant balances are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in Note 8(i).

For the current year, provision for doubtful trade receivables totalled HK$8,074,000 (Year ended 30 June 2020: HK$2,628,000) was recognised in profit and loss in respect of the current year (Note 27).

5. KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

Impairment assessment of interest in associate

Determining whether interest in an associate, Ever Development Holding Limited ("**Ever Development**"), is impaired requires an estimation of the recoverable amount of the interest in Ever Development which is the higher of value in use and fair value less costs of disposal. The value in use calculation requires the management to estimate the present value of the Group's attributable share of future cash flows expected to be generated by Ever Development based on its business operations and a suitable discount rate with reference to comparable entities. The fair value less costs of disposal of Ever Development was determined based on its estimated sale price by reference to recent transactions or other appropriate estimation basis. Where the expected value in use or fair value less costs of disposal are less than the carrying amount of the Group's investment, an impairment loss may arise. As at 30 June 2021, the carrying amount of the Group's interest in Ever Development was approximately HK$45,663,000 (30 June 2020: HK$42,075,000). No impairment loss on investment in Ever Development was recognised in profit or loss in respect of the current year (Year ended 30 June 2020: Nil).

Fair value measurements of financial liabilities

Some of the Group's financial liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of the financial liabilities. Note 8(a) provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value.

6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of debt, which includes convertible bonds disclosed in Note 35, and equity attributable to equity holders of the Company, comprising issued share capital, reserves and accumulated losses as disclosed in consolidated statement of changes in equity. Management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issuance of new debt or the redemption of existing debt. The Group's overall strategy remains unchanged throughout the year.

7. FINANCIAL INSTRUMENTS

Categories of financial instruments

	30-6-2021 HK$'000	30-6-2020 HK$'000
Financial assets		
At fair value		
Financial assets at fair value through other comprehensive income	**—**	—
At amortised cost		
Trade receivables	**14,314**	22,376
Financial assets included in other receivables, deposits and prepayments	**21,487**	22,558
Bank balances and cash	**7,482**	6,746
	43,283	51,680
	43,283	51,680
Financial liabilities		
At fair value		
Derivative financial liabilities	**—**	—
Unlisted warrants	**—**	1,880
Contingent consideration payable	**—**	5,343
	—	7,223
At amortised cost		
Trade payables	**41,513**	33,607
Financial liabilities included in accruals and other payables	**52,044**	41,033
Amounts due to directors	**54,318**	33,318
Amounts due to related parties	**13,119**	15,598
Lease liabilities	**7,732**	12,650
Convertible bonds	**87,041**	89,170
Other borrowing	**13,260**	15,600
	269,027	240,976
	269,027	248,199

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include trade receivables, financial assets included in other receivables, deposits and prepayments, bank balances and cash, trade payables, financial liabilities included in accruals and other payables, amounts due to directors, amounts due to related parties, lease liabilities, convertible bonds, derivative financial liabilities, other borrowing, unlisted warrants and contingent consideration payable. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management of the Group manages and monitors these exposures to ensure that appropriate measures are implemented on a timely and effective manner. The Group's overall strategy remains unchanged from that of the prior year.

Credit risk

The Group is exposed to credit risk and the Group's maximum exposure to credit risk in relation to financial assets is the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition, having considered available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer's ability to meet its obligations;
- actual or expected significant changes in the operating results of the debtor/customer;
- significant changes in the expected performance and behaviour of the customer, including changes in the payment status of customer in the Group and changes in the operating results of the customer.

In order to minimize the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

The credit quality of the debtors is assessed based on their financial positions, past experience and other factors. The Group has policies in place to ensure credit terms are granted to reliable debtors.

The Group performed ongoing credit evaluations of its debtors' financial condition and did not require collateral from the debtors on the outstanding balances. Based on the expected recoverability and timing for collection of the outstanding balances, the Group maintained a provision for doubtful accounts and actual losses incurred had been within management's expectations.

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Credit risk – continued

(i) Trade receivables

The Group applies the simplified approach to provide for expected credit losses for trade receivables, which permits the use of the lifetime expected loss provision for all trade receivables.

As at 30 June 2021, the loss allowance for trade receivables was determined as follows:

	Receivables aged (based on invoice date)					
	0–60 days	**61–365 days**	**365–540 days**	**541–730 days**	**Over 2 years**	**Total**
Expected loss rate	0%	5%	50%	75%	100%	
Gross carrying amount (HK$'000)	3,652	594	16,853	—	70,996	92,095
Loss allowance (HK$'000)	—	30	8,427	—	70,996	79,453

As at 30 June 2020, the loss allowance for trade receivables was determined as follows:

	Receivables aged (based on invoice date)					
	0–60 days	**61–365 days**	**365–540 days**	**541–730 days**	**Over 2 years**	**Total**
Expected loss rate	0%	5%	50%	75%	100%	
Gross carrying amount (HK$'000)	2,221	15,565	3,988	—	67,879	89,653
Loss allowance (HK$'000)	—	778	1,994	—	67,879	70,651

The total gross receivable of HK$92,095,000 at 30 June 2021 (30 June 2020: HK$89,653,000) shown above is arrived at after deducting the receivables of HK$1,672,000 (30 June 2020: HK$3,374,000), which are past due and for which no impairment loss is required to be made (Note 27).

The above expected credit losses also incorporated forward looking information.

Receivables that aged not more than 60 days substantially related to customers that have good trade records with the Group. Based on past experience, the directors are of the opinion that no provision for impairment is necessary in respect of these balances as there had not been a significant change in credit quality and the balances are still considered fully recoverable.

As at 30 June 2021, the Group had a concentration of credit risk given that the top 5 customers account for 94.31% (2020: 93.05%) of the Group's total receivables balance at year end date. However, the Group concludes that the credit risk in relation to these customers is not significant because they have no history of default in recent years. The Group's historical experience in collection of receivables falls within recorded allowance and the directors do not expect any additional significant impairment on trade receivables.

(ii) Other receivables

The Group uses four categories for those receivables which reflect their credit risk and how the loss provision is determined for each of those categories. These internal credit risk ratings are aligned to external credit ratings.

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Credit risk – continued

(ii) Other receivables – continued

A summary of the assumptions underpinning the Group's expected credit loss model is as follows:

Category	Group's definition of categories	Basis for recognition of expected credit loss provision
Performing	Customers have a low risk of default and a strong capacity to meet contractual cash flows	12 months expected losses Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime
Underperforming	Receivables for which there is a significant increase in credit risk; as significant increase in credit risk is presumed if interest and/or principal repayments are 30 days to 60 days past due	Lifetime expected losses
Non-performing	Interest and/or principal repayments are 60 days to 120 days past due	Lifetime expected losses
Write-off	Interest and/or principal repayments are 120 days past due and there is no reasonable expectation of recovery	Asset is written off

Management made periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. In calculating the expected credit loss rates, the Group considers historical loss rates for the other receivables and adjusts for forward looking macroeconomic data.

As at 30 June 2021, the internal credit rating of other receivables is performing. The Group has assessed that the expected credit loss rate for these receivables is immaterial under 12 months expected losses method. Thus no loss allowance for other receivables was recognised.

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Credit risk – continued

(iii) Cash at bank

The table below shows the details of bank deposit balances maintained at the end of the reporting period:

	Rating	**30-6-2021 HK$'000**	30-6-2020 HK$'000
Cash at banks and bank deposits	Baa3-Aa2	**7,404**	6,377

The rating represents long-term credit rating provided by Moody's, an internationally recognised credit rating agency. A rating within the "A" category is judged to be upper-medium grade and are subject to low credit risk under the rating regime of Moody's. Given that significant portion of the bank deposits are placed with banks that are independently rated with high credit rating with no default history in past years, management of the Group considers that the credit risk on the bank balances is limited.

The credit risk on liquid funds is limited because the counterparties are authorised banks in Hong Kong and the PRC.

Foreign currency risk

At the end of the reporting period, the Group has trade receivables, other receivables, deposits, bank balances and cash, trade payables, accruals, other payables, amounts due to directors, amounts due to related parties, lease liabilities and other borrowing denominated in RMB and US$, which are the currencies other than the functional currency of respective group entities. The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities are as follows:

	Assets		**Liabilities**	
	30-6-2021 HK$'000	30-6-2020 HK$'000	**30-6-2021 HK$'000**	30-6-2020 HK$'000
US$	**250**	104	**5,187**	21,080
RMB	**38,852**	15,539	**29,556**	403

The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise. The directors consider that the Group's exposure to foreign currency exchange risk is insignificant as the majority of the Group's transactions are denominated in the functional currency of the respective group entities.

The Group uses a 5% sensitivity rate to report foreign currency risk internally to key management personnel, which represents management's assessment of the reasonable possible change in foreign exchange rates. If RMB had strengthened/weakened by 5%, loss for the year ended 30 June 2021 would have been decreased/increased by approximately HK$464,800 as a result of exchange gains/losses on translation of foreign currency transactions (Year ended 30 June 2020: increased/decreased loss by approximately HK$756,800).

Certain financial assets and liabilities of the Group are denominated in US$. However, the exchange rate of US$ against HK$ is relatively stable, accordingly, no sensitivity analysis has been presented on the currency risk.

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Interest rate risk

The Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates. Management does not anticipate significant impact on interest-bearing assets resulted from the changes in interest rates.

Interests on convertible bonds and other borrowing are charged at fixed interest rates which expose the Group to fair value interest rate risk. Details of the Group's convertible bonds and other borrowing are set out in Notes 35 and 37 respectively.

Sensitivity analysis

At 30 June 2021, it is estimated that a general increase or decrease of 100 basis points in interest rates, with all other variable held constant, would decrease/increase the Group's loss by approximately HK$75,000 (Year ended 30 June 2020: increase/decrease loss by approximately HK$67,000). The above sensitivity analysis has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for financial instruments in existence at that date. The 100 basis points increase or decrease represents management's assessment of a reasonably possible change in interest rates over the next financial year. The analysis was performed on the same basis in respect of the prior year ended 30 June 2020.

Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including short-term investment of cash surpluses and raising of loans to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The following tables analyse the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay:

At 30 June 2021

	Total contractual undiscounted cash flows HK$'000	Within 1 year or on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	Over 5 years HK$'000	Carrying amounts HK$'000
Non-derivative financial liabilities						
Trade payables	41,513	41,513	—	—	—	41,513
Financial liabilities included in accruals and other payables	52,044	52,044	—	—	—	52,044
Amounts due to directors	54,318	54,318	—	—	—	54,318
Amounts due to related parties	13,119	13,119	—	—	—	13,119
Lease liabilities	8,534	4,911	3,610	13	—	7,732
Convertible bonds *(Note)*	94,516	94,516	—	—	—	87,041
Other borrowing	13,260	13,260	—	—	—	13,260
	277,304	273,681	3,610	13	—	269,027

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Liquidity risk – continued

At 30 June 2020

	Total contractual undiscounted cash flows HK$'000	Within 1 year or on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	Over 5 years HK$'000	Carrying amounts HK$'000
Non-derivative financial liabilities						
Trade payables	33,607	33,607	—	—	—	33,607
Financial liabilities included in accruals and other payables	41,033	41,033	—	—	—	41,033
Amounts due to directors	33,318	33,318	—	—	—	33,318
Amounts due to related parties	15,598	15,598	—	—	—	15,598
Lease liabilities	14,849	6,241	8,608	—	—	12,650
Convertible bonds *(Note)*	90,027	90,027	—	—	—	89,170
Other borrowing	16,272	16,272	—	—	—	15,600
	244,704	236,096	8,608	—	—	240,976

Note: This is categorised based on contractual terms of redemption at maturity on the assumption that there were no redemption or conversion of the convertible bonds outstanding at the end of the reporting period before the maturity dates.

Fair value

The carrying amounts of financial instruments measured at fair value at the end of the reporting period are categorised among the three levels of the fair value hierarchy, defined as follows:

(i) Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).

(ii) Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).

(iii) Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES – continued

Fair value – continued

(a) Financial assets and liabilities measured at fair value

The fair value of the Group's financial assets measured at fair value at the end of the reporting period is minimal.

Certain of the Group's financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair value of these financial liabilities is determined (in particular, the valuation technique(s) and inputs used).

Financial liabilities	Fair value as at 30-6-2021 HK$'000	Fair value as at 30-6-2020 HK$'000	Fair value hierarchy	Valuation technique(s) and key input(s)
Unlisted warrants	—	1,880	Level 3	Binomial option pricing model with significant unobservable inputs detailed in Note 36.
Contingent consideration payable	—	5,343	Level 3	Probabilistic approach with significant unobservable inputs detailed in Note 38.

There were no transfers between Levels 1, 2 and 3 during both of the years presented.

(b) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis but fair value disclosures are required

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values. The fair values, which are included in Level 3 categories, have been determined in accordance with generally accepted pricing models based on a discounted cash flows analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

9. SEGMENT INFORMATION

The factors used to identify the Group's operating segments, including the basis of organization, are mainly based on the services provided by the Group's operating divisions as follows:

(a) Provision of lottery-related services

(b) Provision of internet plus services

— Solution services: Provision of internet related solution services

— Supply chain services: Provision of supply chain management, data analysis and related services and trading of goods through internet platform

(c) Manufacturing and distribution of personal protective equipment: Manufacture and sale of personal protective equipment and consumables

(d) Other services

For the purposes of monitoring segment performance and allocating resources between segments, all assets and liabilities are allocated to operating segments other than the corporate assets and liabilities.

Information regarding the above segments is reported below.

9. SEGMENT INFORMATION – continued

(a) Segment revenue and results

The following is an analysis of the Group's revenue and results by operating segments:

Year ended 30 June 2021

	Lottery-related services HK$'000	Internet plus: Solution services HK$'000	Internet plus: Supply chain services HK$'000	Manufacturing and distribution of personal protective equipment HK$'000	Other services HK$'000	Total HK$'000
Segment revenue:						
Reportable segment revenue	1,936	—	12,445	95,614	—	109,995
Elimination of inter-segment revenue	—	—	—	(32,182)	—	(32,182)
Sales to external customers	1,936	—	12,445	63,432	—	77,813
Segment gross profit	146	—	1,653	19,085	—	20,884
Segment (loss)/profit before other income and gains and impairment of assets	(5,347)	(1,440)	898	(43,635)	—	(49,524)
Impairment of goodwill	—	—	(33,834)	—	—	(33,834)
Segment loss	(5,347)	(1,440)	(32,936)	(43,635)	—	(83,358)
Other unallocated income						1,587
Gain on lapse of unlisted warrants						1,880
Gain on deregistration of subsidiaries						244
Other unallocated expenses						(24,337)
Loss on amendment of terms of convertible bonds						(50)
Share of profits of associates						3,588
Finance costs						(10,618)
Loss before tax						(111,064)
Income tax credit						558
Loss for the year						(110,506)

9. SEGMENT INFORMATION – continued

(a) Segment revenue and results – continued

Year ended 30 June 2020

	Lottery-related services HK$'000	Internet plus Solution services HK$'000	Internet plus Supply chain services HK$'000	Manufacturing and distribution of personal protective equipment HK$'000	Other services HK$'000	Total HK$'000
Segment revenue:						
Reportable segment revenue	10,563	—	128,780	85,332	—	224,675
Elimination of inter-segment revenue	(5,536)	—	—	(53,205)	—	(58,741)
Sales to external customers	5,027	—	128,780	32,127	—	165,934
Segment gross profit	1,226	—	27,550	15,877	—	44,653
Segment (loss)/profit before other income and gains and impairment of assets	(6,654)	(6,359)	19,531	13,882	(8)	20,392
Impairment of goodwill	(4,495)	(42,354)	(84,566)	—	—	(131,415)
Impairment of intangible assets	—	(1,643)	—	—	—	(1,643)
Segment (loss)/profit	(11,149)	(50,356)	(65,035)	13,882	(8)	(112,666)
Other unallocated income						392
Gain on amendment of terms of convertible bonds						2,722
Gain on change in fair value of derivative financial liabilities						10
Gain on change in fair value of unlisted warrants						6,120
Other unallocated expenses						(46,826)
Share of profits of associates						558
Finance costs						(15,690)
Loss before tax						(165,380)
Income tax credit						1,390
Loss for the year						(163,990)

9. SEGMENT INFORMATION – continued

(b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating segments:

At 30 June 2021

	Lottery-related services HK$'000	Internet plus: Solution services HK$'000	Internet plus: Supply chain services HK$'000	Manufacturing and distribution of personal protective equipment HK$'000	Other services HK$'000	Total HK$'000
Assets						
Segment assets	**12,777**	**2,000**	**10,646**	**41,801**	**—**	**67,224**
Unallocated assets						**68,679**
Total assets						**135,903**
Liabilities						
Segment liabilities	**7,999**	**22,597**	**49,969**	**43,865**	**—**	**124,430**
Unallocated liabilities						**152,029**
Total liabilities						**276,459**

At 30 June 2020

	Lottery-related services HK$'000	Internet plus: Solution services HK$'000	Internet plus: Supply chain services HK$'000	Manufacturing and distribution of personal protective equipment HK$'000	Other services HK$'000	Total HK$'000
Assets						
Segment assets	13,858	4,117	52,737	62,637	89	133,438
Unallocated assets						54,735
Total assets						188,173
Liabilities						
Segment liabilities	5,376	34,969	48,424	29,038	29	117,836
Unallocated liabilities						143,722
Total liabilities						261,558

9. SEGMENT INFORMATION – continued

(c) Other segment information

In respect of year ended 30 June 2021

		Internet plus					
	Lottery-related services HK$'000	Solution services HK$'000	Supply chain services HK$'000	Manufacturing and distribution of personal protective equipment HK$'000	Other services HK$'000	Unallocated HK$'000	Total HK$'000
Amounts included in the measure of segment profit/loss or segment assets/liabilities							
Additions to property, plant and equipment	—	—	—	7,600	—	2,514	10,114
Depreciation of property, plant and equipment	—	—	—	4,774	—	537	5,311
Depreciation of right-of-use assets	126	—	—	3,817	—	1,184	5,127
Impairment loss on goodwill	—	—	33,834	—	—	—	33,834
Loss on disposal of property, plant and equipment	—	—	—	26	—	—	26
Impairment loss on doubtful receivables:							
— trade receivables	—	584	7,490	—	—	—	8,074
— other receivables	—	—	—	—	—	4,782	4,782
Write off of:							
— property, plant and equipment	283	—	—	4,317	—	1	4,601
— inventories	111	—	—	1,547	—	—	1,658
Amortisation of intangible assets	—	—	—	—	—	16	16

9. SEGMENT INFORMATION – continued

(c) Other segment information – continued

In respect of year ended 30 June 2020

		Internet plus					
	Lottery-related services HK$'000	Solution services HK$'000	Supply chain services HK$'000	Manufacturing and distribution of personal protective equipment HK$'000	Other services HK$'000	Unallocated HK$'000	Total HK$'000
Amounts included in the measure of segment profit/loss or segment assets/liabilities							
Additions to property, plant and equipment	—	—	—	16,563	123	—	16,686
Depreciation of property, plant and equipment	310	36	—	413	8	357	1,124
Depreciation of right-of-use assets	253	—	—	1,177	—	121	1,551
Impairment loss on goodwill	4,495	42,354	84,566	—	—	—	131,415
Impairment loss on intangible assets	—	1,643	—	—	—	—	1,643
Loss on disposal of property, plant and equipment	29	157	—	—	9	162	357
Impairment loss on doubtful trade receivables	—	2,628	—	—	—	—	2,628
Amortisation of intangible assets	—	6,572	—	—	—	22	6,594

9. SEGMENT INFORMATION – continued

(d) Geographical information

The Group's operations are mainly located in the PRC and Hong Kong. The following table provides an analysis of the Group's sales by geographical markets:

	Revenue from external customers	
	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
PRC	**1,936**	10,792
Hong Kong	**75,877**	155,142
	77,813	165,934

The following is an analysis of non-current assets excluding financial instruments, and additions to property, plant and equipment analysed by the geographical area in which the assets are located:

	Non-current assets		Additions to property, plant and equipment	
	30-6-2021 HK$'000	30-6-2020 HK$'000	**30-6-2021 HK$'000**	30-6-2020 HK$'000
PRC	**20,457**	18,095	**249**	5,391
Hong Kong	**65,803**	107,976	**9,865**	11,295
	86,260	126,071	**10,114**	16,686

Revenue from major products and services

The Group's revenue from its products and services is as follows:

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Lottery-related services	**1,936**	5,027
Internet plus services (solution)	**—**	—
Internet plus services (supply chain)	**12,445**	128,780
Manufacturing and distribution of personal protective equipment	**63,432**	32,127
Other services	**—**	—
	77,813	165,934

9. SEGMENT INFORMATION – continued

(e) Information about major customers

Revenue from customers for the year ended 30 June 2021 contributing over 10% of the total revenue of the Group is as follows:

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Customer A — Provision of internet plus services (supply chain)	**N/A**	70,819
Customer B — Provision of manufacturing and distribution protective equipment	**43,564**	N/A

Revenue from customer A for the year ended 30 June 2021 did not contribute 10% or more to the Group's revenue for the year. Revenue from customer B for the year ended 30 June 2020 did not contribute 10% or more to the Group's revenue for that year.

10. REVENUE

The principal activities of the Group are provision of (i) lottery-related services, (ii) internet plus services (solution and supply chain), (iii) manufacturing and distribution of personal protective equipment and (iv) other services.

Revenue represents income from the following services rendered by the Group, net of returns, discounts allowed or sales taxes:

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Point in time		
Internet plus services (supply chain)		
— Trading of goods	**12,445**	113,405
Manufacturing and distribution of personal protective equipment	**63,432**	32,127
	75,877	145,532
Over time		
Lottery-related services	**1,936**	5,027
Internet plus services (supply chain)		
— Provision of services	**—**	15,375
	1,936	20,402
Total	**77,813**	165,934

Based on the historical pattern, the directors of the Company are of the opinion that the income from lottery-related services, internet plus services supply chain are derived from services rendered for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to the unsatisfied contracts is not disclosed.

11. OTHER INCOME AND GAINS

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Interest income	**1**	4
Gain on amendment of terms of convertible bonds	**—**	2,722
Gain on change in fair value of derivative financial liabilities *(Note 35)*	**—**	10
Gain on change in fair value of unlisted warrants *(Note 36)*	**—**	6,120
Gain on lapse of unlisted warrants *(Note 36)*	**1,880**	—
Exchange gains, net	**—**	468
Gain on disposal of right-of-use assets	**129**	—
Gain on deregistration of subsidiaries	**244**	—
Government subsidies*	**1,809**	1,872
Packing income	**340**	—
Others	**575**	27
	4,978	11,223

* There were no unfulfilled conditions or contingencies relating to substantial amount of the government subsidies.

12. IMPAIRMENT LOSS ON ASSETS

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Impairment loss on:		
— goodwill *(Note 21)*	**33,834**	131,415
— intangible assets *(Note 22)*	**—**	1,643
	33,834	133,058

13. FINANCE COSTS

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Interest on:		
— convertible bonds	**10,313**	15,667
— other borrowing	**2,791**	2,090
— lease liabilities	**1,442**	397
	14,546	18,154

14. LOSS BEFORE TAX

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Loss before tax has been arrived at after charging:		
Staff costs (including directors' emoluments *(Note 15)*):		
— Directors' fees, wages and salaries	**24,982**	30,508
— Retirement benefits scheme contributions	**877**	993
— Equity-settled share-based payment	**1,875**	2,166
Total staff costs	**27,734**	33,667
Cost of services	**1,790**	4,292
Cost of inventories sold	**55,139**	116,989
Auditors' remuneration	**850**	895
Depreciation of property, plant and equipment	**5,311**	1,124
Depreciation of right-of-use assets	**5,127**	1,551
Amortisation of intangible assets	**16**	6,594
Loss on disposal of property, plant and equipment	**26**	357
Loss on amendment of terms of convertible bonds	**50**	—
Loss on settlement of contingent consideration payable *(Note 38)*	**10,796**	—
Expenses relating to short-term leases	**3,890**	—
Impairment loss on receivables:		
— trade receivables *(Note 27)*	**8,074**	2,628
— other receivables *(Note 28)*	**4,782**	—
Write off of asset included in administrative and operating expenses:		
— property, plant and equipment	**4,601**	—
— inventories	**1,658**	—
Exchange losses, net	**167**	—
Equity-settled share-based payment not included in staff costs	**2,421**	6,099

15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

Emoluments paid or payable to 9 directors (Year ended 30 June 2020: 9 directors) of the Company, were analysed as follows:

For the year ended 30 June 2021

	Fees HK$'000	Salaries and other emoluments HK$'000	Contribution to retirement benefits scheme HK$'000	Total HK$'000
Executive Directors				
Mr. CHAN Ting *(note (i))*	240	3,000	18	3,258
Mr. LIAO Zhe *(note (ii))*	9	—	—	9
Mr. CHEUK Ka Chun Kevin *(note (iii))*	9	—	—	9
Non-executive Directors				
Madam CHEUNG Kwai Lan *(note (i))*	240	—	—	240
Mr. CHAN Tung Mei *(note (iv))*	116	347	—	463
Dr. CHENG Yanjie *(note (v))*	240	—	—	240
Independent Non-executive Directors				
Mr. LAU Fai Lawrence *(note (viii))*	240	—	—	240
Dr. LIU Ta-pei	240	—	—	240
Mr. CHAU Wai Wah Fred *(note (ix))*	240	—	—	240
	1,574	3,347	18	4,939

15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS – continued

(a) Directors' emoluments – continued

For the year ended 30 June 2020

	Fees HK$'000	Salaries and other emoluments HK$'000	Contribution to retirement benefits scheme HK$'000	Total HK$'000
Executive Directors				
Mr. CHAN Ting *(note (i))*	240	3,000	18	3,258
Madam CHEUNG Kwai Lan *(note (i))*	240	5,640	—	5,880
Non-executive Directors				
Mr. CHAN Tung Mei *(note (iv))*	120	540	—	660
Dr. CHENG Yanjie *(note (v))*	222	—	—	222
Independent Non-executive Directors				
Mr. YANG Qing Cai *(note (vi))*	47	—	—	47
Mr. TO Yan Ming Edmond *(note (vii))*	40	—	—	40
Dr. LIU Ta-pei	240	—	—	240
Mr. LAU Fai Lawrence *(note (viii))*	106	—	—	106
Mr. CHAU Wai Wah Fred *(note (ix))*	147	—	—	147
	1,402	9,180	18	10,600

Notes:

(i) Madam Cheung Kwai Lan was re-designated from executive director to non-executive director and from chairperson of the Board of Company to honorary chairperson of the Company and Mr. Chan Ting was re-designated from deputy chairperson to the chairperson of the Board of Company with effect from 7 January 2021.

(ii) Mr. Liao Zhe was appointed as executive director and chief operating officer of the Company with effect from 17 June 2021.

(iii) Mr. Cheuk Ka Chun Kevin was appointed as executive director of the Company with effect from 17 June 2021.

(iv) Mr. Mr. Chan Tung Mei resigned as non-executive director of the Company with effect from 17 June 2021.

(v) Dr. Cheng Yanjie was appointed as non-executive director of the Company with effect from 29 July 2019.

(vi) Mr. Yang Qing Cai resigned as independent non-executive director of the Company with effect from 20 November 2019.

(vii) Mr. To Yan Ming Edmond passed away on 28 August 2019.

(viii) Mr. Lau Fai Lawrence was appointed as independent non-executive director of the Company with effect from 23 January 2020.

(ix) Mr. Chau Wai Wah Fred was appointed as independent non-executive director of the Company with effect from 20 November 2019.

15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS – continued

(b) Senior management's emoluments

The five highest paid employees of the Group during the year include 3 directors (Year ended 30 June 2020: 2 directors) whose emoluments are set out above. The emoluments paid or payable to the remaining 2 (Year ended 30 June 2020: 3 highest paid employees) highest paid employees, who are not a director of the Company, are as follows:

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Salaries, allowances and other benefits	**2,567**	4,799
Contributions to retirement benefits scheme	**36**	54
	2,603	4,853

The emoluments of the 2 individuals (Year ended 30 June 2020: 3 individuals) fell within the following bands:

	Year ended 30-6-2021 No. of individuals	Year ended 30-6-2020 No. of individuals
HK$1,000,001 – HK$1,500,000	**2**	2
HK$1,500,001 – HK$2,000,000	**—**	1

No emoluments were paid by the Group to the directors as an inducement to join the Group or as compensation for loss of office for both of the years presented.

16. INCOME TAX CREDIT

The amount of income tax credit to the consolidated statement of profit or loss and other comprehensive income represents:

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Current year		
— Hong Kong Profits Tax	**—**	(663)
Over provision in prior years		
— Hong Kong Profits Tax	**558**	—
Current tax credit/(expense)	**558**	(663)
Deferred tax credit *(Note 39)*	**—**	2,053
Income tax credit for the year	**558**	1,390

Pursuant to the two-tiered Hong Kong profit tax rates regime, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. The profit of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at effective rate of 16.5%.

The Group's PRC subsidiaries are subjected to PRC Enterprise Income Tax at the statutory rate of 25% (Year ended 30 June 2020: 25%).

The income tax credit can be reconciled to the loss before tax per consolidated statement of profit or loss and other comprehensive income as follows:

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Loss before tax	**(111,064)**	(165,380)
Tax at the applicable tax rate	**(19,755)**	(27,844)
Tax effect of expenses that are not deductible for tax purposes	**19,066**	26,497
Tax effect of income that is not taxable for tax purposes	**(4,128)**	(2,692)
Tax effect of tax losses not recognised	**5,799**	4,778
Utilisation of tax losses not previously recognised	**(123)**	(1,299)
Tax concession	**—**	(165)
Tax effect of temporary differences not recognised	**(859)**	(727)
Over provision in previous years	**(558)**	—
Others	**—**	62
Income tax credit	**(558)**	(1,390)

17. DIVIDENDS

No dividend was paid or proposed during the year ended 30 June 2021, nor has any dividend been proposed since the end of the reporting date (Year ended 30 June 2020: Nil).

18. LOSS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share attributable to the equity holders of the Company is based on the following data:

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Loss for the year for the purpose of basic loss per share		
Loss for the year attributable to the equity holders of the Company	**(106,340)**	(161,075)

	Year ended 30-6-2021 '000	Year ended 30-6-2020 '000
Weighted average number of ordinary shares for the purpose of basic loss per share	**4,299,491**	4,118,739

No diluted loss per share for both of the years presented is shown as the exercise of the outstanding convertible bonds, share options and unlisted warrants issued by the Company would result in anti-dilutive of the loss per share of the Company.

19. PROPERTY, PLANT AND EQUIPMENT

	Furniture, fixtures and equipment HK$'000	Plant and machinery HK$'000	Leasehold improvement HK$'000	Motor vehicles HK$'000	Computer equipment HK$'000	Total HK$'000
COST						
At 1 July 2019	2,285	731	3,383	3,421	12,332	22,152
Additions, at cost	53	11,605	4,831	—	197	16,686
Disposals/write offs	(1,202)	(705)	(29)	(255)	(527)	(2,718)
Exchange realignment	(74)	(26)	(50)	(64)	(409)	(623)
At 30 June 2020 and at 1 July 2020	1,062	11,605	8,135	3,102	11,593	35,497
Additions, at cost	246	1,620	8,114	—	134	10,114
Transferred from right-of-use assets	—	—	—	820	—	820
Disposals/write offs	(390)	(4,112)	(1,994)	(1,434)	(11,465)	(19,395)
Disposal through deregistration of subsidiaries	—	—	(207)	(54)	—	(261)
Exchange realignment	49	510	129	139	1,004	1,831
At 30 June 2021	**967**	**9,623**	**14,177**	**2,573**	**1,266**	**28,606**
ACCUMULATED DEPRECIATION						
At 1 July 2019	2,074	648	3,365	3,210	11,639	20,936
Depreciation charged for the year	65	258	324	172	305	1,124
Eliminated on disposals/write offs	(1,076)	(630)	(18)	(248)	(389)	(2,361)
Exchange realignment	(67)	(24)	(50)	(60)	(389)	(590)
At 30 June 2020 and at 1 July 2020	996	252	3,621	3,074	11,166	19,109
Depreciation charged for the year	49	1,283	3,908	—	71	5,311
Transferred from right-of-use assets	—	—	—	792	—	792
Eliminated on disposals/write offs	(348)	(567)	(1,317)	(1,384)	(11,142)	(14,758)
Eliminated on disposal through deregistration of subsidiaries	—	—	(207)	(54)	—	(261)
Exchange realignment	47	4	129	135	982	1,297
At 30 June 2021	**744**	**972**	**6,134**	**2,563**	**1,077**	**11,490**
CARRYING AMOUNTS						
At 30 June 2021	**223**	**8,651**	**8,043**	**10**	**189**	**17,116**
At 30 June 2020	66	11,353	4,514	28	427	16,388

20. RIGHT-OF-USE ASSETS

	Leased land HK$'000 *Note (a)*	Leased properties HK$'000 *Note (b)*	Motor vehicles HK$'000 *Note (c)*	Total HK$'000
COST				
At 1 July 2019	—	459	820	1,279
Additions, at cost	2,084	12,832	560	15,476
At 30 June 2020 and at 1 July 2020	2,084	13,291	1,380	16,755
Additions, at cost	—	2,640	—	2,640
Transfer to property, plant and equipment	—	—	(820)	(820)
Disposals	—	(4,280)	—	(4,280)
Exchange realignment	204	—	—	204
At 30 June 2021	**2,288**	**11,651**	**560**	**14,499**
ACCUMULATED DEPRECIATION AND IMPAIRMENT				
At 1 July 2019	—	—	465	465
Depreciation charged for the year	26	1,460	65	1,551
Exchange realignment	—	(3)	—	(3)
At 30 June 2020 and at 1 July 2020	26	1,457	530	2,013
Depreciation charged for the year	29	4,658	440	5,127
Transfer to property, plant and equipment	—	—	(792)	(792)
Eliminated on disposals	—	(1,370)	—	(1,370)
Exchange realignment	3	(1)	—	2
At 30 June 2021	**58**	**4,744**	**178**	**4,980**
CARRYING AMOUNTS				
At 30 June 2021	**2,230**	**6,907**	**382**	**9,519**
At 30 June 2020	2,058	11,834	850	14,742

Notes:

(a) The leased land represents land use rights in respect of certain land parcels located in the PRC that was transferred from a non-controlling interest as its capital contribution to a subsidiary of the Company. Such leased land is depreciated over the relevant land lease period of approximately 20 years.

(b) Lease property represent lease of properties by the Group for certain of the Group's offices and factories. Leases are negotiated and rentals are fixed for average terms of 2 to 3 years.

(c) Motor vehicles represents the Group's lease of motor vehicles under finance leases. The average lease term is four years. Interest rates on the leases is fixed at 3.13% per annum. The Group has option to purchase the motor vehicles for a nominal amount at the end of the lease terms. No arrangements have been entered into for contingent rental payments.

21. GOODWILL

	HK$'000
COST	
At 1 July 2019, 30 June 2020, 1 July 2020 and 30 June 2021	313,289
ACCUMULATED IMPAIRMENT	
At 1 July 2019	135,735
Impairment loss recognised for the year *(Note 12)*	131,415
At 30 June 2020 and 1 July 2020	267,150
Impairment loss recognised for the year *(Note 12)*	33,834
At 30 June 2021	**300,984**
CARRYING AMOUNTS	
At 30 June 2021	**12,305**
At 30 June 2020	46,139

For the purpose of impairment testing, goodwill has been allocated to the following cash-generating units ("**CGUs**"):

	30-6-2021 HK$'000	30-6-2020 HK$'000
Lottery-related services	**12,305**	12,305
Internet plus solution services	**—**	—
Internet plus supply chain services	**—**	33,834
	12,305	46,139

An analysis of the impairment loss recognised on goodwill in profit or loss in respect of the current and prior years is as follows:

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Impairment loss recognised on goodwill allocated to:		
— Lottery-related services	**—**	4,495
— Internet plus solution services	**—**	42,354
— Internet plus supply chain services	**33,834**	84,566
	33,834	131,415

21. GOODWILL – continued

Lottery-related services

The recoverable amount of the CGU has been determined based on value in use calculation using the future cash flow projection of the CGU, by reference to the valuation performed by an independent valuer. Revenue of the CGU adopted for the preparation of the cash flow projection is forecasted to be increased by 5% per annum (30 June 2020: increased by 5% to 6% for the first four years and 5% per annum for the fifth year), and cash flow projection of the CGU beyond the five-year period has been extrapolated using a steady of 2% (30 June 2020: 3%) per annum growth rate which is expected to be the long-term growth rate of lottery business in the PRC. The key assumptions for the value in use calculation are discount rates, growth rates and expected changes to selling prices and direct costs. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

Discount rate adopted for the cash flow projection is 17.0% (30 June 2020: 18.7%). The discount rate used is pre- tax and reflects specific risks relating to the relevant CGU. The operating margin and growth rate within the five-year period have been based on management expectation by reference to past performance and industry trend.

Management of the Group believe that any reasonably possible change in the key assumptions would not cause the carrying amount of the CGU of lottery-related services to significantly exceed its recoverable amount.

No impairment loss was recognised on goodwill in respect of the current year. For the prior year ended 30 June 2020, based on the value in use of the CGUs of lottery-related services which was estimated to be carrying amount of HK$12,305,000 at 30 June 2020, impairment loss amounting to HK$4,495,000 was recognised on the relevant goodwill in respect of the prior year, which arose from the expected decline of the Group's lottery-related business due to keen competition.

Internet plus solution services

As a result of the pandemic of Coronavirus Disease 2019 occurred in the PRC (including Hong Kong) and other countries during the prior year ended 30 June 2020, no revenue was derived from the Group's business of internet plus solution services for that year. Under those circumstances, the management was of the view that it was highly uncertain whether the Group's operations of internet plus solution services would be profitable in the foreseeable future, accordingly, considered it appropriate to recognise impairment losses amounted to HK$42,354,000 and HK$1,643,000 (Note 22) on the goodwill allocated to this cash-generating unit and the related intangible assets respectively in profit or loss in respect of the prior year ended 30 June 2020.

21. GOODWILL – continued

Internet plus supply chain services

Following the significant decline in the business operations of this group of CGU during the current year as a result of the suspension of the Management Service Agreement with Sinopharm Traditional Chinese Medicine Co. Ltd, a shareholder of the Company, management is of the view that the recoverable amount of the CGU is minimal and considers it appropriate to recognise the remaining balance of the goodwill allocated to this group of CGU amounted to HK$33,834,000 in profit or loss of the Group in respect of the current year.

For the prior year ended 30 June 2020, the impairment assessment of the goodwill allocated to the group of CGU regarding internet plus supply chain services was summarised as follows:

— The recoverable amount of this group of CGU had been determined based on a value in use calculation using the future cash flow projection of the CGU, by reference to the valuation performed by an independent valuer. The revenue of the CGU for future years adopted for the preparation of the cash flow projection was forecasted based on the terms of the service agreement entered into by the Group and the customer.

— The key assumptions for the value in use calculation are discount rates, growth rates and expected changes to selling prices and direct cost. Management estimated discount rates using pre-tax rates that reflected current market assessments of the time value of money and the risks specific to the CGU. Changes in selling prices and direct costs were based on past practices and expectations of future changes in market.

— Discount rates adopted for the cash flow projection were 12.01%. The discount rates used were pre-tax and reflect specific risks relating to the relevant CGU. The operating margin and growth rate within the forecasted period had been based on management expectation.

— Management of the Group believed that any reasonably possible change in the key assumptions would not cause the carrying amount of the CGU of internet plus supply chain services to exceeds its recoverable amount.

— Based on the value in use of the CGU of internet-plus supply chain services which was estimated to be HK$33,834,000, impairment loss amounted to HK$84,566,000 was recognised on the relevant goodwill attributable to this group of CGUs. Management of the Group was of the view that the impairment of goodwill was recognised in line with the expected decline in revenue and operating profit from supplying of goods through internet as a result of the expiry of the provision of well-known internet platform to the Group during the prior year.

22. INTANGIBLE ASSETS

	Computer software HK$'000	Service contracts HK$'000	Intellectual property right HK$'000	Total HK$'000
COST				
At at 1 July 2019	3,134	27,909	5,690	36,733
Additions	25	—	—	25
Exchange realignment	(109)	(295)	(205)	(609)
At 30 June 2020 and at 1 July 2020	3,050	27,614	5,485	36,149
Exchange realignment	283	759	527	1,569
At 30 June 2021	**3,333**	**28,373**	**6,012**	**37,718**
ACCUMULATED AMORTISATION				
At 1 July 2019	3,096	18,055	4,552	25,703
Charged for the year	22	6,572	—	6,594
Exchange realignment	(109)	(236)	(164)	(509)
At 30 June 2020 and at 1 July 2020	3,009	24,391	4,388	31,788
Charged for the year	16	—	—	16
Exchange realignment	281	607	422	1,310
At 30 June 2021	**3,306**	**24,998**	**4,810**	**33,114**
ACCUMULATED IMPAIRMENT				
At 1 July 2019	—	1,639	1,138	2,777
Impairment loss recognised for the year *(Note 12)*	—	1,643	—	1,643
Exchange realignment	—	(59)	(41)	(100)
At 30 June 2020 and 1 July 2020	—	3,223	1,097	4,320
Impairment loss recognised for the year *(Note 12)*	—	—	—	—
Exchange realignment	—	152	105	257
At 30 June 2021	**—**	**3,375**	**1,202**	**4,577**
CARRYING AMOUNTS				
At 30 June 2021	**27**	**—**	**—**	**27**
At 30 June 2020	41	—	—	41

22. INTANGIBLE ASSETS – continued

Amortisation for intangible assets with finite useful lives is provided on a straight line basis over their estimated useful lives. The estimated useful lives are as follows:

Research and development	5 years
Computer software	5 years
Service contracts	3–5 years
Intellectual property right	5 years
LED development contract	5 years

The carrying amount of computer software will be amortised over their remaining useful lives of 1 year (30 June 2020: 2 years).

As detailed in Note 21, impairment loss on intangible assets of service contracts amounted to HK$1,643,000 was recognised in profit or loss in respect of the prior year ended 30 June 2020.

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	30-6-2021	30-6-2020
	HK$'000	HK$'000
At fair value		
Securities listed in Hong Kong	—	—
Unlisted investment in the PRC	—	—
	—	—

24. INTERESTS IN JOINT VENTURES

	30-6-2021 HK$'000	30-6-2020 HK$'000
Cost of investments in unlisted joint ventures	**47,860**	47,860
Share of post acquisition profits less losses of joint ventures	**(39,457)**	(39,457)
Exchange realignment	**460**	(317)
	8,863	8,086
Amounts due from joint ventures	**6,878**	6,275
Impairment loss recognised	**(14,927)**	(14,927)
Exchange realignment	**(814)**	566
	—	—

The amounts due from joint ventures are unsecured, interest free and have no fixed repayment term. Details of the joint ventures as at 30 June 2021 are as follows:

Name	**Form of business structure**	**Place of establishment and operation**	**Class of capital**	**Percentage of ownership interest held by the Group**		**Principal activities**
				2021	2020	
北京中文發數字科技有限公司 (China Culture Development Digital Technology Co., Ltd.) ("**China Culture**")	Sino-foreign equity joint venture	PRC	Registered	**49%**	49%	Research and development of software and information technology products; system integrations; technology consultancy and other services
重慶禮光博軟科技發展有限公司 (Chongqing Lightsoft Technology Development Co., Ltd.) ("**Chongqing Lightsoft**")	Limited liability company	PRC	Registered	**27%**	27%	Development of software, and trading of computer hardware

Chongqing Lightsoft is a 55% owned subsidiary of China Culture.

24. INTERESTS IN JOINT VENTURES – continued

Summarised consolidated statement of financial position of China Culture and its subsidiary, Chongqing Lightsoft, and reconciliation of the carrying amount of interests in joint ventures recognised in the consolidated financial statements are as follows:

	30-6-2021 **HK$'000**	30-6-2020 HK$'000
Current assets	**53,464**	48,777
Non-current assets	**3,805**	3,471
Current liabilities	**(14,646)**	(13,361)
Translation reserve	**(16,803)**	(15,330)
Other reserve	**(7,732)**	(7,054)
	18,088	16,503
Reconciled to the Group's interests in the joint venture:		
Gross amounts of the joint venture's net assets	**18,088**	16,503
Group's effective interest	**49%**	49%
Carrying amounts of interests in joint venture	**8,863**	8,086

	Year ended **30-6-2021** **HK$'000**	Year ended 30-6-2020 HK$'000
Revenue	**—**	—
Other income	**—**	—
Profit for the year	**—**	—
Profit for the year attributable to:		
Equity holders of China Culture	**—**	—
Non-controlling interests	**—**	—
	—	—
Group's share of profit of the joint venture		
— recognised	**—**	—
— unrecognised	**—**	—
	—	—

Note: The share of results of the joint ventures for the year has not been recognised in the consolidated financial statements as the directors consider that the joint ventures are inactive during the year and it is appropriate to recognise impairment loss in full against the cost at the Group's investments in and amounts due from joint ventures.

25. INTERESTS IN ASSOCIATES

	30-6-2021 HK$'000	30-6-2020 HK$'000
Unlisted shares, at cost	**41,517**	41,517
Share of post-acquisition profits	**4,146**	558
	45,663	42,075

	30-6-2021 HK$'000	30-6-2020 HK$'000
Movements of post-acquisition profits:		
At begining of the year	**558**	—
Share of profits recognised for the year	**3,588**	558
At end of the year	**4,146**	558

Particulars regarding the associates of the Group are as follows:

Name	Particulars of issued shares held	Place of incorporation/ operation	Percentage of ownership interest held by the Group		Principal activity
			2021	2020	
Ever Development Holdings Limited ("**Ever Development**")	Ordinary shares	BVI	**40%**	40%	Investment holding
Kenford Medical Group Co. Ltd. ("**Kenford**")	Ordinary shares	Hong Kong	**40%**	40%	Provision of Chinese medical consultation and sale of Chinese medical products and personal protective equipment
Hong Kong Expert Medical Group Co. Ltd. ("**Hong Kong Expert**")	Ordinary shares	Hong Kong	**40%**	40%	Provision of Chinese medical consultation and sale of Chinese medical products
Wong Cheung Wah Medical Group Co. Ltd. ("**Wong Cheung Wah**")	Ordinary shares	Hong Kong	**28%**	28%	Provision of Chinese medical consultation and sale of Chinese medical products

Kenford, Hong Kong Expert and Wong Cheung Wah are subsidiaries of Ever Development.

25. INTERESTS IN ASSOCIATES – continued

On 3 June 2020, Sinopharm Tech Corporate Management Limited (the "**Purchaser**"), a wholly-owned subsidiary of the Company, acquired 40% equity interest in Ever Development from certain third parties, Mr. Cheung Wan Yu, Mr. Lau Chi Wing James, Ms. Choi Man Yun, Marian and Ms. Kong Lai Ying (the "**Vendors**") for a consideration of HK$41,600,000 which was satisfied by 180,869,565 new ordinary shares issued by the Company.

Pursuant to the related sale and purchase agreement,

(i) the Vendors has guaranteed to the Purchaser that the audited net profit after taxation of Ever Development for each year ending 31 December 2020 and 31 December 2021 shall not be less than HK$13,000,000 or the audited net profit after taxation of Ever Development for the two years ending 31 December 2021 shall not be less than HK$26,000,000 in aggregate (the "**Profit Guarantee**"). In the event that the actual profit of Ever Development is less than the Profit Guarantee, the Vendors are required to make compensation to the Purchaser in the maximum amount of HK$24,960,000, which is calculated based on the formula as set out in the sale and purchase agreement.

(ii) in the event that the actual net profit after taxation of Ever Development for the year ending 31 December 2020 is HK$15,000,000 or above, the Vendors are entitled to a performance award (the "**Performance Award**"), which is determined based on the formula as set out in the agreement and is to be settled by additional new shares issued by the Company.

(iii) the Vendors has granted a call option to the Purchaser under which the Purchaser is entitled to acquire additional equity interest in Ever Development to a maximum of 11% from the Vendors for the consideration which is calculated based on the formula set out in the agreement during the period from 1 January 2021 to 31 December 2021 and the acquisition consideration is to be satisfied by payment in cash or issue of new shares by the Company.

Details regarding the acquisition of Ever Development are set out in the announcements dated 12 December 2019 and 3 June 2020 made by the Company.

25. INTERESTS IN ASSOCIATES – continued

The cost of investment in Ever Development is analysed as follows:

	HK$'000
Fair value of 180,869,565 new shares issued by the Company, estimated by reference to the closing price of the Company's shares at the date of issue	36,174
Fair value of the Performance Award at the date of acquisition	5,343
Cost of investment in Ever Development	41,517

Management of the Group is of the view that Ever Development is able to achieve the Profit Guarantee, accordingly, the fair value of the Profit Guarantee is estimated to be minimal and is not recognized.

The fair value of the Performance Award, which is regarded as contingent consideration payable, were estimated to be approximately HK$5,343,000 at 3 June 2020 (the date of acquisition) and 30 June 2020. Details regarding the estimation of the fair value are set out in Note 38.

The following illustrates the summarised financial information of the Group's associates, Ever Development and its subsidiaries:

	30-6-2021 HK$'000	30-6-2020 HK$'000
Non-current assets	**7,625**	9,600
Current assets	**28,482**	33,442
Current liabilities	**(10,947)**	(25,149)
Non-current liabilities	**(3,636)**	(5,338)
Net assets	**21,524**	12,555

	Year ended 30-6-2021 HK$'000	Period from 3-6-2020 to 30-6-2020 HK$'000
Revenue	**26,025**	5,482
Profit and total comprehensive income for the year	**8,969**	1,396

25. INTERESTS IN ASSOCIATES – continued

Reconciliation of the above recognised financial information to the carrying amount of the interests in the associate recognised in the consolidated financial statements:

	30-6-2021 **HK$'000**	30-6-2020 HK$'000
Net assets of Ever Development	**21,524**	12,555
Proportion of the Group's ownership interest in Ever Development	**40%**	40%
Group's share of net assets of Ever Development	**8,610**	5,022
Goodwill	**37,053**	37,053
Carrying amount of the Group's interest in Ever Development	**45,663**	42,075

26. INVENTORIES

	30-6-2021 **HK$'000**	30-6-2020 HK$'000
Raw materials and consumables	**1,661**	3,427
Finished goods	**3,084**	4,032
	4,745	7,459

27. TRADE RECEIVABLES

	30-6-2021 **HK$'000**	30-6-2020 HK$'000
Trade receivables	**93,767**	93,027
Less: Impairment	**(79,453)**	(70,651)
Trade receivables, net of impairment	**14,314**	22,376

Payment terms of trade debts are mainly on credit. Invoices are normally payable within 30 to 180 days from invoice date. The following is an aged analysis of trade receivables at the end of the reporting period:

	30-6-2021 **HK$'000**	30-6-2020 HK$'000
0 to 30 days	**4,468**	2,456
31 to 60 days	**822**	330
61 to 180 days	**34**	190
181 to 365 days	**594**	16,507
Over one year	**87,849**	73,544
	93,767	93,027

27. TRADE RECEIVABLES – continued

The trade receivables with the carrying amount of HK$4,468,000 (30 June 2020: HK$2,456,000) are neither past due nor impaired at the end of the reporting period.

The Group has policies for allowances of doubtful receivables which are based on the evaluation of collectability and aged analysis of accounts and on the management's judgement including the credit worthiness, collaterals and the past collection history of each customer.

For the year ended 30 June 2021, the Group made an allowance of HK$8,074,000 (30 June 2020: HK$2,628,000) in respect of trade receivables, which were past due at the reporting date with long age and slow repayments from the respective customers since the due date.

Movements in the impairment of trade receivables are as follows:

	30-6-2021 **HK$'000**	30-6-2020 HK$'000
Balance at the beginning of the year	**70,651**	68,208
Charge for the year *(Note 14)*	**8,074**	2,628
Exchange realignment	**728**	(185)
Balance at the end of the year	**79,453**	70,651

In determining the expected credit loss of the trade receivables, the Group considers any change in the credit quality of the trade receivables from the date credit was initially granted. The trade receivables past due but not provided for were either settled after the end of the reporting period or no historical default of payments by the respective customers. The concentration of credit risk is limited due to the customer base being large and unrelated.

Included in the Group's trade receivables are receivables with the aggregate carrying amount of HK$1,672,000 (30 June 2020: HK$3,374,000) which are past due at the reporting date for which the Group has not provided as there has not been a significant change in credit quality and the amount are still considered recoverable. The Group does not hold any collateral over these balances. The aging of these overdue trade receivables but not impaired is as follows:

	30-6-2021 **HK$'000**	30-6-2020 HK$'000
0 to 30 days	**850**	284
31 to 60 days	**822**	284
61 to 180 days	—	284
181 to 365 days	—	850
Over one year	—	1,672
	1,672	3,374

28. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	30-6-2021 HK$'000	30-6-2020 HK$'000
Other receivables	**33,748**	28,012
Less: Impairment	**(21,494)**	(16,236)
Other receivables, net of impairment	**12,254**	11,776
Deposits for purchase of goods for resale	**5,790**	5,790
Other deposits paid	**15,295**	16,844
Less: Impairment	**(11,852)**	(11,852)
Deposits paid, net of impairment	**9,233**	10,782
Prepayments	**1,615**	2,963
	23,102	25,521

Movements in impairment of other receivables are as follows:

	30-6-2021 HK$'000	30-6-2020 HK$'000
Balance at the beginning of the year	**16,236**	16,420
Charge for the year *(Note 14)*	**4,782**	—
Exchange realignment	**476**	(184)
Balance at the end of the year	**21,494**	16,236

Included in other receivables, less impairment, are the amount due from a related party and consideration receivable for the disposal of subsidiaries to HK$3,078,000 (30 June 2020: HK$2,808,000) and Nil (30 June 2020: HK$2,500,000) respectively, which is unsecured, interest free and repayable on demand. Impairment loss on consideration receivable for the disposal of subsidiaries amounted to HK$2,500,000 was recognised in profit or loss in respect of the current year (Year ended 30 June 2020: Nil).

28. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS – continued

Movements in impairment of deposits paid are as follows:

	30-6-2021 HK$'000	30-6-2020 HK$'000
Balance at beginning and end of the year	**11,852**	11,852

29. BANK BALANCES AND CASH

	30-6-2021 HK$'000	30-6-2020 HK$'000
Cash and bank deposits denominated in:		
Hong Kong dollar ("**HK$**")	**3,499**	4,861
Renminbi ("**RMB**")	**3,967**	1,875
United States dollar ("**US$**")	**16**	10
	7,482	6,746

Included in the bank balances are bank deposits amounted to HK$3,967,000 (30 June 2020: HK$1,875,000) which was denominated in RMB and placed with banks in the PRC. The remittance of these funds out of the PRC is subject to the exchange control restrictions imposed by the PRC government.

30. TRADE PAYABLES

An aged analysis of the Group's trade payables at the end of the reporting period, based on the date of goods and services received, is as follows:

	30-6-2021 HK$'000	30-6-2020 HK$'000
0 to 30 days	**67**	9,617
31 to 120 days	**12,601**	23,568
121 to 180 days	**20,637**	403
181 to 365 days	**481**	—
Over one year	**7,727**	19
	41,513	33,607

31. ACCRUALS AND OTHER PAYABLES

	30-6-2021 **HK$'000**	30-6-2020 HK$'000
Consideration for acquisition of subsidiaries payable *(Note a)*	**22,000**	22,000
Amount due to non-controlling interest *(Note b)*	**1,307**	1,192
Amounts due to third parties *(Note c)*	**1,905**	—
Interest on convertible bonds payable	**11,231**	3,246
Contract liabilities *(Note d)*	**7,308**	12,677
Accrued salaries	**3,920**	7,860
Other accrued charges	**11,681**	6,735
	59,352	53,710

Notes:

(a) The consideration for acquisition of subsidiaries payable is unsecured and interest free.

During the prior year ended 30 June 2020, the due date for the settlement of the consideration payable amounted to HK$22,000,000 was further extended to 31 December 2021. On 14 September 2021, the Group obtained a written consent from the previous owner of the subsidiaries, that the due date for settlement of the amendment of the consideration payable was further extended to 31 December 2022.

(b) The amount due to non-controlling interest is unsecured, interest free and repayable on demand.

(c) The amounts due to third parties are unsecured, interest free and repayable on demand.

(d) Contract liabilities represent advance payments received from customers for sale of goods. When the customer initially purchases the goods, the transaction price received at that point by the Group is recognised as contract liability until the goods have been delivered to the customer. The contract liabilities at 30 June 2021 is expected to be recognised as revenue of the Group for the next financial year. The contract liabilities at 30 June 2020 amounted to HK$6,353,000 was recognised as revenue of the Group for the current year.

32. AMOUNTS DUE TO DIRECTORS

	30-6-2021 HK$'000	30-6-2020 HK$'000
Amounts due to:		
— Madam Cheung Kwai Lan	40,553	30,247
— Mr. Chan Ting	7,449	3,051
— Mr. Chan Tung Mei	—	20
— Mr. Liao Zhe	1,889	—
— Mr. Cheuk Ka Chun, Kevin	4,427	—
	54,318	33,318

The amounts due to directors are unsecured, interest free and repayable on demand.

During the current year, the Company entered into agreements with Madam Cheung Kwai Lan and Mr. Chan Ting for the settlement of portions of the outstanding amounts due by the Group to them, details of which are set out in Note 47(a)(iii).

33. AMOUNTS DUE TO RELATED PARTIES

The amounts due to related parties are analysed as follows:

	30-6-2021 HK$'000	30-6-2020 HK$'000
Amounts due to:		
— Family members of directors of the Company	2,940	—
— A shareholder of the Company	—	12,197
— An entity controlled by a director of the Company	2,164	1,975
— Directors of subsidiary of the Company	6,452	—
— An entity controlled by a director of a subsidiary of the Company	1,563	1,426
	13,119	15,598

These balances are unsecured, interest-free and repayable on demand or within one year after the end of the reporting period.

34. LEASE LIABILITIES

	30-6-2021 HK$'000	30-6-2020 HK$'000
Lease liabilities payable:		
Within one year	**4,150**	4,890
Within a period of more than one year but not more than two years	**3,582**	4,878
Within a period of more than two years but not more than five years	**—**	2,882
	7,732	12,650
Less: Amounts due for settlement within 12 months shown under current liabilities	**(4,150)**	(4,890)
Amounts due for settlement after 12 months shown under non-current liabilities	**3,582**	7,760

35. CONVERTIBLE BONDS

	30-6-2021 HK$'000	30-6-2020 HK$'000
Convertible bonds:		
— Liability component	**87,041**	89,170
— Derivative conversion option component	**—**	—
Classified under current liabilities:		
— Convertible bonds	**87,041**	89,170
— Derivative financial liabilities	**—**	—

On 17 January 2014, the Company issued the 2% Bonds, due on 17 January 2017 with a principal amount of HK$89,625,000, at 2% coupon interest rate to a shareholder of the Company. Pursuant to the terms of the agreement for the convertible bonds, the convertible bonds, which are matured on 17 January 2017, are convertible into ordinary shares of the Company with the initial conversion price of HK$2.39 per share. As a result of the share subdivision scheme of the Company implemented on 17 December 2014, the number of the shares to be issued upon full conversion of the convertible bonds was adjusted to 150,000,000 shares at the adjusted conversion price of HK$0.598 per share.

The maturity period of the convertible bonds were further extended to 17 July 2017, 17 January 2018, 17 July 2018, 17 January 2019 and 17 July 2019. The conversion price of the convertible bonds was adjusted to HK$0.34 per share and the maximum number of shares issuable under the convertible bonds was adjusted to 263,602,941, both of which are effective as from 10 May 2019.

35. CONVERTIBLE BONDS – continued

(a) 8% Bonds January 2020

On 17 July 2019, the Company obtained written consent from the bondholder, under which the maturity date of the convertible bonds due on 17 July 2019 ("**8% Bonds July 2019**") was extended to 17 January 2020 with other terms and conditions remained unchanged.

The revised 8% Bonds July 2019 (the "**8% Bonds January 2020**") contained liability and conversion option derivative components. The effective interest rate of the liability component was estimated to be approximately 23.93% per annum.

The fair value of the liability component of the 8% Bonds January 2020 at the date of its amendments was valued by management based on the present value of the estimated future cash outflows discounted at the prevailing market rate for an equivalent non-convertible loan.

Details of the principal valuation parameters applied in determining the liability component and equity component are summarised as follows:

(a)	Principal amount:	HK$89,625,000
(b)	Coupon rate:	8% per annum
(c)	Maturity date:	17 January 2020
(d)	Conversion price:	HK$0.34
(e)	Risk-free rate:	1.814%
(f)	Expected volatility:	70.13%
(g)	Expected dividend yield:	0%

(b) 8% Bonds July 2020

On 18 January 2020, the Company entered into a fourth amendment agreement with the bondholder, under which the maturity date of the bonds was extended to 17 July 2020 and interest is payable at the interest rate 8% per annum up to the maturity date of 17 July 2020. Pursuant to the term of the fourth amendment, the convertible bonds are convertible into ordinary share of the Company at the conversion price of HK0.359 per share ("**8% Bonds July 2020**").

Following the change of the functional currency of the Company to HK$ during the prior year ended 30 June 2020, the 8% Bonds July 2020 contained liability and equity components. The effective interest rate of the liability component was estimated to be approximately 23.93% per annum. The equity component was presented under the equity and included in "convertible bonds reserve".

35. CONVERTIBLE BONDS – continued

(b) 8% Bonds July 2020 – continued

The fair value of the liability component of the 8% Bonds July 2020 at the date of its amendments, which was valued by an independent valuer based on the present value of the estimated future cash outflows discounted at the prevailing market rate for an equivalent non-convertible loan, was estimated to be HK$83,082,000. The effective interest rate adopted for the liability component was estimated to be approximately 23.93% per annum. Details of the principal valuation parameters applied in determining the liability component is summarised as follows:

		At date of amendment
(a)	Principal amount:	HK$89,625,000
(b)	Coupon rate:	8% per annum
(c)	Maturity date:	17 July 2020
(d)	Conversion price:	HK$0.34
(e)	Risk-free rate:	1.814%
(f)	Expected volatility:	70.13%
(g)	Expected dividend yield:	0%

(c) 8% Bonds January 2021

On 17 July 2020, the Company obtained written consent from the bondholder, under which the maturity date of the 8% Bonds July 2020 was extended to 17 January 2021 with other terms and conditions remained unchanged.

The revised 8% Bonds July 2021 (the "**8% Bonds January 2021**") contained liability and equity components. The effective interest rate of the liability component was estimated to be approximately 7.49% per annum.

The fair value of the liability component of the 8% Bonds January 2021 at the date of its amendments was valued by management based on the present value of the estimated future cash outflows discounted at the prevailing market rate for an equivalent non-convertible loan.

Details of the principal valuation parameters applied in determining the liability component and equity component are summarised as follows:

(a)	Principal amount:	HK$89,625,000
(b)	Coupon rate:	8% per annum
(c)	Maturity date:	17 January 2021
(d)	Conversion price:	HK$0.34
(e)	Risk-free rate:	1.814%
(f)	Expected volatility:	70.13%
(g)	Expected dividend yield:	0%

35. CONVERTIBLE BONDS – continued

(d) 10% Bonds January 2022

On 18 January 2021, the Company entered into the fifth amendment agreement with the bondholder to amend certain terms and conditions of 8% Bonds January 2021, under which the conversion price was amended to HK$0.221 per share and the convertible bonds carry interest at 10% per annum, are convertible into 405,542,986 shares at the revised convertible price of HK$0.221 per share and the maturity date was extended to 17 January 2022.

The revised 8% Bonds January 2021 (the "**10% Bonds January 2022**") contain liability and equity components. The effective interest rate of the liability component was estimated to be approximately 16.30% per annum. The equity component is presented under the equity and included in "convertible bonds reserve".

The fair value of the 10% Bonds January 2021 at the date of amendment (i.e. 18 January 2021) was estimated to be HK$89,675,000 as valued by an external valuer.

The fair value of the liability component of the 10% Bonds January 2022 was estimated to be HK$85,168,000 at the date of amendments as valued by the external valuer based on the present value of the estimated future cash outflows discounted at the prevailing market rate for an equivalent non-convertible loan. Details of the principal valuation parameters applied in determining the fair value of the 10% Bonds January 2022 liability component is summarised as follows:

		At date of amendment
(a)	Principal amount:	HK$89,625,000
(b)	Coupon rate:	10% per annum
(c)	Maturity date:	17 January 2022
(d)	Conversion price:	HK$0.221
(e)	Risk-free rate:	0.105%
(f)	Expected volatility:	75.71%
(g)	Expected dividend yield:	0%

The loss on amendment of terms of the convertible bonds, which represent the fair value of the 10% Bonds January 2022 of HK$50,000.

35. CONVERTIBLE BONDS – continued

Movements of the convertible bonds for the years are set out below:

	Liability component							
	8% Bonds July 2019 HK$'000	8% Bonds January 2020 HK$'000	8% Bonds July 2020 HK$'000	8% Bonds January 2021 HK$'000	10% Bonds January 2022 HK$'000	Total HK$'000	Derivative component HK$'000	Equity component HK$'000
As at 1 July 2019	89,345	—	—	—	—	89,345	10	—
Movements during the period from 1 July 2019 to 17 July 2019:								
Imputed interest charge	515	—	—	—	—	515	—	—
Interest paid	(328)	—	—	—	—	(328)	—	—
Arose from amendment of terms of convertible bonds, net of tax effects	(89,532)	89,532	—	—	—	—	—	—
Movements during the period from 18 July 2019 to 17 January 2020:								
Imputed interest charge	—	5,807	—	—	—	5,807	—	—
Interest paid	—	(3,585)	—	—	—	(3,585)	—	—
Arose from amendment of terms of convertible bonds, net of tax effects	—	(91,754)	83,082	—	—	(8,672)	(10)	5,950
Movements during the period from 18 January 2020 to 30 June 2020:								
Imputed interest charge	—	—	9,345	—	—	9,345	—	—
Interest paid	—	—	(3,257)	—	—	(3,257)	—	—
As at 30 June 2020	—	—	89,170	—	—	89,170	—	5,950
Movements during the period from 1 July 2020 to 17 July 2020:								
Imputed interest charge	**—**	**—**	**1,043**	**—**	**—**	**1,043**	**—**	**—**
Interest payable included in accruals and other payables	**—**	**—**	**(328)**	**—**	**—**	**(328)**	**—**	**—**
Arose from amendment of terms of convertible bonds, net of tax effects	**—**	**—**	**(89,885)**	**89,885**	**—**	**—**	**—**	**—**
Movements during the period from 18 July 2020 to 17 January 2021:								
Imputed interest charge	**—**	**—**	**—**	**3,325**	**—**	**3,325**	**—**	**—**
Interest payable included in accruals and other payables	**—**	**—**	**—**	**(3,585)**	**—**	**(3,585)**	**—**	**—**
Arose from amendment of terms of convertible bonds, net of tax effects								
— 8% Bonds January 2021	**—**	**—**	**—**	**(89,625)**	**—**	**(89,625)**	**—**	**(5,950)**
— 10% Bonds January 2022	**—**	**—**	**—**	**—**	**85,168**	**85,168**	**—**	**4,507**
Movements during the period from 18 January 2021 to 30 June 2021:								
Imputed interest charge	**—**	**—**	**—**	**—**	**5,945**	**5,945**	**—**	**—**
Interest payable included in accruals and other payables	**—**	**—**	**—**	**—**	**(4,072)**	**(4,072)**	**—**	**—**
As at 30 June 2021	**—**	**—**	**—**	**—**	**87,041**	**87,041**	**—**	**4,507**

36. UNLISTED WARRANTS

	30-6-2021 HK$'000	30-6-2020 HK$'000
Unlisted warrants		
At beginning of the year	**1,880**	—
Proceeds from issue of warrants during the year	—	8,000
Gain on change in fair value *(Note 11)*	—	(6,120)
Lapse of unlisted warrants *(Note 11)*	**(1,880)**	—
At end of the year	—	1,880

On 2 March 2020, the Company issued warrants to a third party, Mr. Yim Hin Keung, for an aggregate proceeds of HK$8,000,000. The warrants entitle the holder to subscribe for 200,000,000 new ordinary shares of the Company at the subscription price of HK$0.35 per share on or before 3 January 2021. During the year, no new ordinary shares were issued by the Company under the unlisted warrants and the unlisted warrants lapsed on 3 January 2021.

The unlisted warrants are carried at 30 June 2020 at fair value, with any gains or losses from change in fair value recognised in profit or loss. The fair value of the unlisted warrants at 30 June 2020 was valued by Roma Appraisals Limited, an independent valuer, using the Binomial Tree Model. The inputs into the model are as follows:

	30-6-2020
Risk-free rate	0.189%
Expected volatility	75%
Expected life	0.512 years
Dividend yield	0%

The risk-free rate was determined with reference to the yield rate of Hong Kong Exchange Fund Notes with duration similar to the contractual tenor of the unlisted warrants.

The expected volatility was determined based on the historical volatility of the share prices of the Company.

37. OTHER BORROWING

	30-6-2021 HK$'000	30-6-2020 HK$'000
Promissory note payable within one year	**13,260**	15,600
Movements during the year are as follows:		
Balance at beginning of the year	**15,600**	—
Promissory note issued during the year	—	15,600
Promissory note repaid during the year	**(2,340)**	—
Balance at end of the year	**13,260**	15,600

Note:

On 10 October 2019, a promissory note with the principal amount of US$2,000,000 was issued by Sinopharm (Hong Kong) Industrial Co., Limited, a wholly-owned subsidiary of the Company, to a third party, Integrated Alternative Credit Fund ("**IACF**"), for a gross proceed of US$2,000,000. Interest on the promissory note is charged at 12% per annum. The note is secured by personal guarantee given by Mr. Chan Ting, a director of the Company, and is payable on or before 11 October 2020.

37. OTHER BORROWING – continued

Note: – continued

During the year, part of the promissory note with the principal amount of US$300,000 was repaid by the Group with the balance of US$1,700,000 (30 June 2020: US$2,000,000) remained outstanding at 30 June 2021. The balance due for settlement was unsecured, carried interest at 12% per annum and was repayable on demand.

The other borrowing is carried at amortised cost and the effective interest rate adopted for the note is 12% per annum.

Subsequent to the end of the reporting period, the Group repaid the outstanding balance due to IACF together with interest thereon amounted to US$1,769,000 in August 2021.

38. CONTINGENT CONSIDERATION PAYABLE

	30-6-2021 **HK$'000**	30-6-2020 HK$'000
Contingent consideration payable in relation to the acquisition of an associate, at fair value	**—**	5,343
Movements during the year are as follows:		
Balance at beginning of the year	**5,343**	—
Arising from acquisition of associate on 3 June 2020 *(Note 25)*	**—**	5,343
Issue of shares for settlement of contingent consideration payable	**(16,139)**	—
Loss on settlement of contingent consideration payable	**10,796**	—
Balance at end of the year	**—**	5,343

Details regarding the contingent consideration (representing Performance Award) payable to the vendors in connection with the acquisition of the associate are set out in Note 25.

The contingent consideration payable at 3 June 2020 and 30 June 2020 were is carried at fair value which was estimated by independent valuers, based on the probabilistic approach of management's expectations of the net profit after tax of Ever Development for the year ended 31 December 2020 and using the discounted cash flow method to arrive at the present value of the expected future economic benefits that will flow out of the Group arising from the contingent consideration. The inputs to the model are as follows:

	At 3-6-2020 **and 30-6-2020**
Risk-free rate	**1.04%**
Discount rate	**16.43%**
Share price	**HK$0.19**

The risk-free rate was determined with reference to the yield of Hong Kong Dollar Swaps Curve 10 years tenor.

38. CONTINGENT CONSIDERATION PAYABLE – continued

The discount rate was determined by Capital Asset Pricing Model by reference to comparable entities.

During the current year, management of the Company determined that the net profit after taxation of Ever Development for the year ended 31 December 2020 is not less than HK$15,000,000, accordingly 55,652,174 new ordinary shares of HK$0.0125 each were issued by the Company on 29 April 2021 to the venders for the settlement of the Performance Award pursuant to the agreement for the acquisition of Ever Development. The fair value of 55,652,174 new ordinary shares at the date of issue was estimated to be HK$16,139,000 by reference to the closing share price of the shares of the Company at that date. The loss on settlement of the contingent consideration payable amounted to HK$10,796,000 was charged to profit or loss in respect of the current year (30 June 2020: Nil).

39. DEFERRED TAX LIABILITIES

	30-6-2021 **HK$'000**	30-6-2020 HK$'000
Deferred tax liabilities classified under non-current liabilities	**—**	—

Movements of the deferred tax liabilities are as follows:

	Attributable to business combination HK$'000
At 1 July 2019	2,053
Deferred tax credited to profit or loss *(Note 16)*	(2,053)
At 30 June 2020 and 1 July 2020	—
Deferred tax credited to profit or loss *(Note 16)*	—
At 30 June 2021	**—**

At the end of the reporting period, the Group has unused tax losses of approximately HK$108,097,000 (30 June 2020: HK$72,488,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profits streams. Included in unused tax losses are losses of approximately HK$39,181,000 (30 June 2020: HK$41,635,000) that will expire within one to five years from the end of the reporting period. Other losses may be carried forward indefinitely.

40. SHARE CAPITAL

	Number of shares '000	Nominal amounts HK$'000
Ordinary shares of HK$0.0125 each		
Authorized:		
At 1 July 2019, 30 June 2020, 1 July 2020 and 30 June 2021	16,000,000	200,000
Issued and fully paid:		
At 1 July 2019	4,108,855	51,360
Shares issued upon acquisition of associate *(Note a)*	180,870	2,261
At 30 June 2020 and at 1 July 2020	4,289,725	53,621
Shares issued for settlement of Performance Award *(Note b)*	55,652	696
Shares issued for settlement of amounts due to shareholders *(Note c)*	58,607	733
At 30 June 2021	4,403,984	55,050

Notes:

(a) On 11 June 2020, the Company issued 180,869,565 new ordinary shares for the acquisition of an associate (Note 25). The closing share price of the Company's shares at the date of issue is HK$0.2 per share.

(b) On 29 April 2021, the Company issued 55,652,174 new ordinary shares for the settlement of the Performance Award in connection with the acquisition of an associate, details of which are set out in Note 38. The closing share price of the Company's shares at the date of issue is HK$0.23 per share.

(c) On 30 June 2021, the Company issued an aggregate of 58,606,927 new ordinary shares for the settlements of amounts due by the Group to certain shareholders, details of which are set out in Notes 47(a)(v) and (vi). The closing share price of the Company's shares at the date of issue is HK$0.27 per share.

41. SHARE OPTION SCHEME

The Company has adopted a new share option scheme on 31 January 2013 which will remain valid for a period of 10 years commencing from 31 January 2013. The Board may, at its discretion, invite eligible persons to take up options to subscribe for the shares in the Company. Eligible persons shall include any employee, directors (including executive, non-executive and independent non-executive directors) and consultants of the Company or of any subsidiary of the Company or such other persons who at the sole determination of the Board have contributed to the Group at the time when an option is granted to such person.

The maximum number of shares issued and to be issued on the exercise of options granted and to be granted to each eligible participant (included both exercised and outstanding options) in any 12 month period must not exceed 1% of the total issued share capital of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to Shareholder's approval in a general meeting.

The maximum number of shares of the Company which may be issued upon exercise of all the outstanding options granted and yet to be issued under the Share Option Scheme or any other schemes must not, in aggregate, exceed 30% of the shares of the Company in issue from time to time.

41. SHARE OPTION SCHEME – continued

The exercise price of the share options is determinable by the directors, and may not be less than the highest of:

(i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a business day;

(ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and

(iii) the nominal value of a share of the Company.

Details of the share options granted, exercised, cancelled and lapsed during both of the years presented are set out as follows:

Year ended 30 June 2021

				Number of share options					
Grantee	**Grant date**	**Exercise price per share**	**Exercisable period**	**Balance as at 1 July 2020**	**Granted during the year**	**Exercised during the year**	**Cancelled during the year**	**Lapsed during the year**	**Balance as at 30 June 2021**
		HK$							
Directors and related party	07/01/2020	0.33	1/6/2020 to 31/12/2022	**26,000,000**	**–**	**–**	**–**	**(3,600,000)**	**22,400,000**
Employees	07/01/2020	0.33	1/6/2020 to 31/12/2022	**66,800,000**	**–**	**–**	**–**	**(250,000)**	**66,550,000**
				92,800,000	**–**	**–**	**–**	**(3,850,000)**	**88,950,000**
Other eligible participants*	14/08/2019	0.33	1/1/2020 to 31/12/2022	**90,800,000**	**–**	**–**	**–**	**–**	**90,800,000**
			Total	**183,600,000**	**–**	**–**	**–**	**(3,850,000)**	**179,750,000**

Year ended 30 June 2020

				Number of share options					
Grantee	Grant date	Exercise price per share	Exercisable period	Balance as at 1 July 2019	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year	Balance as at 30 June 2020
		HK$							
Directors and related party	07/01/2020	0.33	1/6/2020 to 31/12/2022	–	26,000,000	–	–	–	26,000,000
Employees	07/01/2020	0.33	1/6/2020 to 31/12/2022	–	66,800,000	–	–	–	66,800,000
				–	92,800,000	–	–	–	92,800,000
Other eligible participants*	14/08/2019	0.33	1/1/2020 to 31/12/2022	–	90,800,000	–	–	–	90,800,000
			Total	–	183,600,000	–	–	–	183,600,000

* Other eligible participants include consultants of the Group.

41. SHARE OPTION SCHEME – continued

During the year ended 30 June 2020, the following share options were granted by the Company:

Date of grant	Number of shares under options granted	Exercise price per share	Exercisable period
		HK$	
14 August 2019	90,800,000	0.33	1 January 2020 to 31 December 2022
7 January 2020	92,800,000	0.33	1 June 2020 to 31 December 2022

The estimated fair values of the options at the dates of grant on 14 August 2019 and 7 January 2020 are HK$8,969,000 and HK$4,497,000 respectively. These fair values were calculated using the Binomial Model. The inputs into the model were as follows:

	Share options granted on	
	14 August 2019	7 January 2020
Exercise price	HK$0.33	HK$0.33
Expected volatility	46.23%	49.03%
Expected life	3.38 years	2.98 years
Risk-free rate	1.32%	1.63%
Expected dividend yield	0%	0%
Exercise multiple	2.2 to 2.8 times	2.2 to 2.8 times

Expected volatility was determined by reference to the historical volatility of the Company's share prices over the previous 3.38 years and 2.98 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The Group recognised the total expenses of HK$4,296,000 for the current year (Year ended 30 June 2020: HK$8,265,000) in relation to share options granted by the Company.

42. 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.

	Interest payable included in accruals and other payables HK$'000	Convertible bonds HK$'000	Amounts due to directors HK$'000	Lease liabilities HK$'000	Other borrowing HK$'000	Unlisted warrant HK$'000	Total HK$'000
At 1 July 2019	3,246	89,345	47,649	609	—	—	140,849
Financing cash (outflows)/inflows	(2,090)	(7,170)	(14,331)	(1,748)	15,600	8,000	(1,739)
Finance costs	2,090	15,667	—	397	—	—	18,154
Other non-cash changes	—	(8,672)	—	13,392	—	(6,120)	(1,400)
At 30 June 2020	3,246	89,170	33,318	12,650	15,600	1,880	155,864
At 1 July 2020	**3,246**	**89,170**	**33,318**	**12,650**	**15,600**	**1,880**	**155,864**
Financing cash (outflows)/inflows	**(2,791)**	**—**	**21,000**	**(5,816)**	**(2,340)**	**—**	**10,053**
Finance costs	**2,791**	**10,313**	**—**	**1,442**	**—**	**—**	**14,546**
Other non-cash changes	**7,985**	**(12,442)**	**—**	**(544)**	**—**	**(1,880)**	**(6,881)**
At 30 June 2021	**11,231**	**87,041**	**54,318**	**7,732**	**13,260**	**—**	**173,582**

43. MAJOR NON-CASH TRANSACTIONS

(a) During the year ended 30 June 2021,

(i) the Company entered into agreements with certain third parties, pursuant to which the Company issued 58,606,927 new ordinary shares for the settlements of the amounts due by the Group to these third parties totalled HK$15,237,801, details of which are set out in Notes 47(a)(v) and (vi).

(ii) the Company issued 55,652,174 new ordinary shares to the vendors for the settlement of the Performance Award pursuant to the agreement for the acquisition of Ever Development, details of which are set out in Note 38.

(b) During the year ended 30 June 2020,

(i) the Group acquired 40% equity interest in an associate, Ever Development, for a consideration which was satisfied by the issue of the new ordinary shares of the Company, details of which are set out in Note 25.

(ii) a non-controlling interest made capital contribution to a subsidiary of the Company by way of transferring land use rights of certain land parcels to the subsidiary, details of which are set out in Note 20(a).

44. CAPITAL COMMITMENTS

At the end of the reporting period, the Group had the following significant commitments:

Capital commitments contracted but not provided for in the consolidated financial statements are as follows:

	30-6-2021	30-6-2020
	HK$'000	HK$'000
Acquisition of property, plant and equipment	—	1,540

45. RETIREMENT BENEFITS SCHEMES

The Company and its subsidiaries in Hong Kong operate a defined contribution retirement benefits scheme for their qualifying employees pursuant to the Occupational Retirement Schemes Ordinance. To comply with the Mandatory Provident Fund Schemes Ordinance, a Mandatory Provident Fund Scheme was also established. The assets of both schemes are held separately in funds which are under the control of independent trustees. The retirement benefits schemes contributions charged to the consolidated statement of profit or loss represent contributions payable by the Company and its subsidiaries in Hong Kong to the funds at rates specified in the rules of the schemes. When there are employees who leave the defined contribution retirement benefits scheme prior to becoming fully vested in the contributions, the amount of the forfeited contributions will be used to reduce future contributions payable by the Company and its subsidiaries in Hong Kong.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. These subsidiaries are required to contribute certain percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the schemes.

At the end of the reporting period, no forfeited contributions were available to reduce the contribution payable in future years.

The total expenses recognised in profit or loss of HK$877,000 (Year ended 30 June 2020: HK$992,000) represent contributions payable to these plans by the Group at rates specified in the rules of the plans.

46. SHARE AWARD SCHEME

On 24 January 2005, the Company adopted a share award scheme for employees and consultants, excluding executive directors and chief executive, of the Group for the purpose of recognising the contributions of certain employees and consultants of the Group to the growth of the Group, by rewarding them with opportunities to obtain an ownership interest in the Company and to further motivate them and give an incentive to these persons to continue to contribute to the Group's long term success and prosperity. Under the scheme, following the making of an award to employees and consultants, the relevant newly issued shares vest over a period of time provided that the employees and consultants continue to contribute to the Group at the relevant time and satisfies any other conditions specified at the time the award is made. The maximum aggregate number of shares that can be awarded under the scheme is limited to 20% of the issued share capital of the Company and no cash consideration should be paid for the shares allotted under the share award scheme.

No share award was granted during the year ended 30 June 2021 (Year ended 30 June 2020: Nil) and no share award remained outstanding as at that date (30 June 2020: Nil).

47. RELATED PARTY TRANSACTIONS

(a) Transactions and balances with related parties

In addition to those disclosed elsewhere in the consolidated financial statements, the Group had material transactions and balances with related parties as follows:

Transactions with related parties

(i) On 2 April 2020, the Company entered into a subscription agreement with a director, Mr. Chan Ting. Pursuant to the subscription agreement, the Company has conditionally agreed to allot and issue and Mr. Chan Ting has conditionally agreed to subscribe for 800,000,000 new shares of the Company at the subscription price of HK$0.2 per share and the completion of the subscription is conditional upon and subject to all the conditions precedent being fulfilled or waived on or before 31 October 2020 ("**the Long Stop Date**"). On 30 October 2020, the parties to the subscription agreement entered into an agreement, under which the subscription agreement was terminated and the rights and obligations of the parties ceased and none of the parties will have any claim against the other.

(ii) On 17 February 2021, China Success Enterprises Limited ("China Success"), a wholly-owned subsidiary of the Company, entered into an agreement with Sharp Associate Limited ("Sharp Associate", an entity which is wholly-owned by Theresa Woo, the spouse of Mr. Chan Ting), pursuant to which China Success conditionally agreed to purchase, and Sharp Associate has conditionally agreed to sell 25% equity interest in Rich General Limited ("Rich General") for a consideration of HK$200 million. The principal activities of Rich General are, through its subsidiaries after the group reorganisation undertaken by Rich General, the design, development and provision of anti-counterfeiting devices in the PRC. According to the acquisition agreement, the consideration for the proposed acquisition of HK$200 million is to be satisfied by issue of new ordinary shares by the Company at the issue price of HK$0.28 per share. Completion of the acquisition is subject to certain conditions to be fulfilled by the contracting parties on or before 30 June 2021.

As the conditions precedent to the proposed acquisition of 25% equity interest could not be fulfilled on or before the specified timeline (i.e on or before 30 June 2021), the proposed acquisition lapsed and will not proceed.

(iii) On 8 July 2021, the Company entered into agreements with Mr. Chan Ting and Madam Cheung Kwai Lan, directors of the Company, and Ms. Ng Pik Yin, the spouse of a director of a subsidiary of the Company, pursuant to which the outstanding balances of HK$6,000,000 and HK$23,183,312 and HK$5,580,000 due by the Group to Mr. Chan Ting, Madam Cheung Kwai Lan and Ms. Ng Pik Yin respectively will be settled by the Group which were satisfied by 23,076,923 new ordinary shares, 89,166,585 new ordinary shares and 21,461,538 new ordinary shares to be issued by the Company to them respectively at the issue price of HK$0.26 per share. Completion of the settlement of the balances due by the Group to Mr. Chan Ting, Madam Cheung Kwai Lan and Ms. Ng Pik Yin and issue of new shares by the Company are subject to certain conditions to be fulfilled by the contracting parties, including the approval by the shareholders of the Company at extraordinary general meeting which will be held on 11 October 2021, accordingly the completion of these transactions has not taken place up to the date of approval of these consolidated financial statement.

(iv) Purchases of personal protective equipment (trading goods) from an associate at the total cost of HK$7,144,000 (Year ended 30 June 2020: HK$997,000).

47. RELATED PARTY TRANSACTIONS – continued

(a) Transactions and balances with related parties – continued

Transactions with related parties – continued

(v) In prior years, a shareholder of the Company, Mr. Zhang Xiao Feng ("**Mr. Zhang**"), made advance to the Group amounted to an aggregate of RMB11,117,531 outstanding at 30 June 2021 remained. On 8 June 2021, the Company entered into an agreement with Mr. Zhang, pursuant to which the outstanding balance of RMB11,117,531 (equivalent to HK$13,507,801) due by the Group to Mr. Zhang was settled which was satisfied by 51,953,081 new ordinary shares issued by the Company on 30 June 2021. The fair value of the shares at the date of issue was estimated to be HK$14,027,332 by reference to the closing share price of the Company's shares at that date. The loss on settlement, which represents the difference between the outstanding balance settled and the fair value of the new ordinary shares issued, amounted to HK$519,531 which was charged to profit or loss in respect of the current year (30 June 2020: Nil).

(vi) During the current year, a shareholder of the Company, Mr. Chan Man Leung ("**Mr. Chan ML**"), made advances to the Group amounted to a total of HK$1,730,000. On 8 June 2021, the Company entered into an agreement with Mr. Chan ML, pursuant to which the outstanding balance of HK$1,730,000 due by the Group to Mr. Chan ML was settled which was satisfied by 6,653,846 new ordinary shares issued by the Company on 30 June 2021. The fair value of the shares at the date of issue was estimated to be HK$1,796,538 by reference to the closing share price of the Company's shares at that date. The loss on settlement, which represents the difference between the outstanding balance settled and the fair value of the new ordinary shares issued, amounted to HK$66,538 which was charged to profit or loss in respect of the current year (30 June 2020: Nil).

Balances with related parties

(vii) Included in trade receivables at 30 June 2021 is receivable from a shareholder, Sinopharm Traditional Chinese Medicine Overseas Holding Limited, amounted to HK$15,376,000 (30 June 2020: HK$15,376,000), of which provision for expected credit losses of HK$7,334,064 (30 June 2020: HK$763,991) was recognised.

(viii) Included in other receivables is amount due from a related entity of HK$3,078,000 (30 June 2020: HK$2,808,000). The amount is unsecured, interest free and has no fixed repayment terms. The Company's director, Madam Cheung Kwai Lan, is the member of committee of the related entity.

(ix) Included in other receivables is amounts due from subsidiaries of a joint venture of HK$129,000 (30 June 2020: HK$1,040,000). The amounts, which are unsecured, interest free and have no fixed repayment terms, are fully impaired.

(x) Included in trade payables at 30 June 2021 is payable to an associate amounted to HK$10,859,000 (30 June 2020: HK$997,000).

(xi) Amounts due to directors of HK$54,318,000 as 30 June 2021 (30 June 2020: HK$33,318,000) are unsecured, interest free and repayable on demand, details of which are set out in Note 32.

(xii) Amounts due to related parties of HK$13,119,000 as 30 June 2021 (30 June 2020: HK$15,598,000) are unsecured, interest free and repayable on demand, details of which are set out in Note 33.


47. RELATED PARTY TRANSACTIONS – continued

(b) Compensation of directors and key management personnel

The remuneration of directors and other members of key management for the year were as follows:

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Short term benefits	**7,488**	15,381
Post-employment benefits	**54**	72
	7,542	15,453

48. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(a) Particulars of the Company's principal subsidiaries as at 30 June 2021 are as follows:

Name	Place of incorporation and operation	Nominal value of issued and paid-up share	Percentage of equity attributable to the Company Direct	Indirect	Principal activities
Champion Vision Global Limited	Samoa and PRC	Ordinary share US$1	—	51%	Investment Holding
Cheerfull Group Holdings Limited	BVI	Ordinary shares US$50,000	—	100%	Investment Holding
China Success Enterprises Limited	BVI	Ordinary shares US$2,000	100%	—	Investment Holding
China Vanguard (China) Property Development Limited *(Note 3)*	Hong Kong	Ordinary shares HK$1	—	51% (2020: 100%)	Manufacturing and distribution of personal protective equipment
SPT Mask Academy Limited (formerly known as "China Vanguard (Hong Kong) Property Development Limited") *(Note 4)*	Hong Kong	Ordinary shares HK$1	—	100%	Manufacturing and distribution of personal protective equipment
Next Champion Limited	Hong Kong	Ordinary shares HK$1	—	100%	Distribution of personal protective equipment
深圳市博眾信息技術有限公司[#] (Shenzhen Bozone IT Co. Ltd.[†]) *(Note 1)*	PRC	Registered capital RMB50,000,000	—	100%	Provision of lottery-related hardware and software systems
Sinopharm Health Cross Border E-Commerce Company Limited	Hong Kong	Ordinary shares HK$100	—	100%	Provision of internet plus solution services
Sinopharm (Hong Kong) Industrial Co., Limited	Hong Kong	Ordinary shares HK$1,000,001	—	100%	Distribution of personal protective equipment

48. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

(a) Particulars of the Company's principal subsidiaries as at 30 June 2021 are as follows: – continued

Name	Place of incorporation and operation	Nominal value of issued and paid-up share	Percentage of equity attributable to the Company Direct	Percentage of equity attributable to the Company Indirect	Principal activities
深圳國科防偽科技有限公司#（前稱「深圳生港科技有限公司」）(Shenzhen Guoke Anti-Counterfeit Technology Company Limited†) (formerly known as "Shenzhen Sheng-Gang Technology Co. Limited"†) *(Note 1)*	PRC	Registered capital US$6,809,751	100%	—	Investment Holding
Sinopharm Tech Corporate Management Limited (formerly known as "China Vanguard Corporate Management Limited")	Hong Kong	Ordinary shares HK$20,000,000	100%	—	Corporate management
Sinopharm Tech Medical Supplies Limited (formerly known as "Loyalion Limited")	Hong Kong	Ordinary shares HK$1,000	—	100%	Manufacturing and distribution of personal protective equipment
吉林國科醫療用品有限公司# (Jilin Guoke Medical Supplies Co. Ltd.†) *(Note 2)*	PRC	Registered capital RMB10,000,000	—	76%	Manufacturing and distribution of personal protective equipment
前海初道科技（深圳）有限公司# (Qianhai Chudao Technology (Shenzhen) Ltd.†) *(Note 2)*	PRC	Registered capital RMB5,000,000	—	100%	Provision of internet plus solution services

\# The statutory financial year end date of these subsidiaries is 31 December.

† For identification purpose only.

Notes:

1. Wholly-foreign-owned enterprises established under the law of the PRC.

2. A limited liability company established under the law of the PRC.

3. This company was disposed of on 30 July 2021.

4. This company was disposed of on 30 July 2021 and its name was changed to LXB Company Limited on 13 September 2021.

None of the subsidiaries had issued any debt securities at the end of the year or at any time during the year.

48. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

(a) Particulars of the Company's principal subsidiaries as at 30 June 2021 are as follows: – continued

Information about principal subsidiaries of the Group at the end of reporting period is as follows:

Principal activity	Place of incorporation and operation	Number of non-wholly owned subsidiaries	
		30-6-2021	30-6-2020
Provision of lottery-related services	PRC	**—**	—
Provision of internet plus solution services	PRC	**1**	1
Manufacturing and distribution of personal protective equipment	PRC	**1**	1

Principal activity	Place of incorporation and operation	Number of wholly owned subsidiaries	
		30-6-2021	30-6-2020
Provision of lottery-related services	PRC	**1**	1
Provision of internet plus solution services	Hong Kong and PRC	**2**	2
Provision of internet plus supply chain services	Hong Kong and PRC	**1**	1
Manufacturing and distribution of personal protective equipment	Hong Kong	**3**	3

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests

Name of subsidiary	Place of incorporation and operation	Proportion of ownership and voting rights held by non-controlling interests		Loss allocated to non-controlling interests		Accumulated non-controlling interests	
		30-6-2021	30-6-2020	**30-6-2021 HK$'000**	30-6-2020 HK$'000	**30-6-2021 HK$'000**	30-6-2020 HK$'000
Champion Vision Global Limited	Samoa and PRC	**49%**	49%	**(774)**	(2,617)	**(4,823)**	(4,112)
Individual immaterial subsidiaries with non-controlling interests				**(3,392)**	(299)	**3,147**	3,807
Total				**(4,166)**	(2,916)	**(1,676)**	(305)

Summarized financial information in respect of each of the Group's subsidiaries that have material non-controlling interests are set out below. The summarised financial information below represents amount before intragroup elimination.

48. PARTICULARS OF PRINCIPAL SUBSIDIARIES – continued

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests – continued

(i) Champion Vision Global Limited

	30-6-2021 HK$'000	30-6-2020 HK$'000
Non-current assets	**—**	—
Current assets	**5,960**	4,111
Current liabilities	**(15,803)**	(12,502)
Non-current liabilities	**—**	—
Capital deficiency attributable to equity holders of the Company	**(5,020)**	(4,279)
Non-controlling interests	**(4,823)**	(4,112)

	Year ended 30-6-2021 HK$'000	Year ended 30-6-2020 HK$'000
Revenue	**—**	—
Expenses	**(1,580)**	(5,340)
Loss for the year	**(1,580)**	(5,340)
Loss attributable to equity holders of the Company	**(806)**	(2,723)
Loss attributable to non-controlling interests	**(774)**	(2,617)
	(1,580)	(5,340)
Net cash (outflows)/inflows from operating activities	**(210)**	210
Net cash inflows from investing activities	**—**	—
Net cash inflows from financing activities	**—**	—
Net cash (outflows)/inflows	**(210)**	210

49. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

(a) Statement of Financial Position

	30-6-2021 HK$'000	30-6-2020 HK$'000
Non-current assets		
Interests in subsidiaries	**—**	48,983
Property, plant and equipment	**2,370**	795
Right-of-use assets	**1,760**	28
Intangible assets	**—**	16
	4,130	49,822
Current assets		
Other receivables, deposits and prepayments	**1,281**	2,886
Bank balances and cash	**1,805**	523
	3,086	3,409
Current liabilities		
Accruals and other payables	**54,114**	40,015
Amounts due to subsidiaries	**34,265**	—
Amounts due to directors	**11,506**	9,168
Amounts due to related parties	**2,470**	519
Convertible bonds	**87,041**	89,170
Unlisted warrants	**—**	1,880
Lease liabilities	**1,100**	164
	190,496	140,916
Net current liabilities	**(187,410)**	(137,507)
Total assets less current liabilities	**(183,280)**	(87,685)
Non-current liabilities		
Lease liabilities	**1,104**	307
	1,104	307
Net liabilities	**(184,384)**	(87,992)
Share capital	**55,050**	53,621
Reserves	**(239,434)**	(141,613)
Total capital deficiency	**(184,384)**	(87,992)

The Company's statement of financial position was approved and authorised by the Board of Directors on 29 September 2021 and are signed on its behalf by:

CHAN Ting
Director

CHEUK Ka Chun Kevin
Director

49. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY – continued

(b) Reserves of the Company

	Share capital HK$'000	Share premium HK$'000	Capital redemption reserve HK$'000	Share option reserve HK$'000	Convertible bonds reserve HK$'000	Special reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 July 2019	51,360	2,610,881	1,484	—	—	2,569	(2,672,363)	(6,069)
Loss and total comprehensive expenses for the year	—	—	—	—	—	—	(132,312)	(132,312)
Recognition of equity settled share-based payments	—	—	—	8,265	—	—	—	8,265
Shares issued on acquisition of associate	2,261	33,913	—	—	—	—	—	36,174
Equity component recognised for convertible bonds	—	—	—	—	5,950	—	—	5,950
At 30 June 2020 and 1 July 2020	53,621	2,644,794	1,484	8,265	5,950	2,569	(2,804,675)	(87,992)
Loss and total comprehensive expenses for the year	**—**	**—**	**—**	**—**	**—**	**—**	**(137,158)**	**(137,158)**
Shares issued for settlement of Performance Award	**696**	**15,443**	**—**	**—**	**—**	**—**	**—**	**16,139**
Shares issued for settlement of amounts due to shareholders	**733**	**15,091**	**—**	**—**	**—**	**—**	**—**	**15,824**
Recognition of equity settled share-based payments	**—**	**—**	**—**	**4,296**	**—**	**—**	**—**	**4,296**
Arose from amendments to terms of convertible bonds								
— Reserves in relation to 8% Bonds January 2021 transferred to accumulated losses	**—**	**—**	**—**	**—**	**(5,950)**	**—**	**5,950**	**—**
— Reserves in relation to 10% Bonds January 2022 recognised	**—**	**—**	**—**	**—**	**4,507**	**—**	**—**	**4,507**
Share options lapsed	**—**	**—**	**—**	**(1,271)**	**—**	**—**	**1,271**	**—**
At 30 June 2021	**55,050**	**2,675,328**	**1,484**	**11,290**	**4,507**	**2,569**	**(2,934,612)**	**(184,384)**

50. EVENTS AFTER REPORTING PERIOD

In addition to those disclosed elsewhere in the consolidated financial statements, the following events took place subsequent to the end of the reporting period:

(a) On 4 July 2021, Shenzhen Guoke Anti-Counterfeit Technology Company Limited (the "**Shenzhen Guoke**"), a wholly-owned subsidiary of the Company, and Shenzhen Ficus Technology Holdings Ltd. (the "**Licensor**"), a PRC entity which is wholly-owned subsidiary of Rich General (Note 47(a)(ii)), entered into a licensing and master service agreement (the "**Licence Agreement**") in relation to the provision of services by the Licensor to the Group under the patents registered and held by the Licensor, being Anti-counterfeit Packaging Device for Products and Anti-counterfeit Packaging Device for Adhesive Parts. The annual caps under the Licence Agreement for the patent fee to be charged by the Licensor are HK$8,300,000, HK$8,800,000 and HK$9,300,000 for each of the years ending 30 June 2022, 30 June 2023 and 30 June 2024 respectively.

(b) On 20 August 2021, the Company entered into the First Subscription Agreement and the Second Subscription Agreement with the First Subscriber and the Second Subscriber respectively in relation to the issue of convertible bonds by the Company of an aggregate principal amount of HK$100,000,000 at an initial conversion price of HK$0.29 per share during the maturity period of 18 months from the date of bond issue. Assuming full conversion of the convertible bonds at the initial conversion price of HK$0.29 per share, the convertible bonds, which carry interest at 7% per annum will be convertible into 344,827,586 shares of the Company. Completion of the First Subscription Agreement and the Second Subscription Agreement is conditional upon and subject to all the conditions precedent being fulfilled or waived on or before 3 September 2021 and 19 October 2021 respectively.

On 30 August 2021, the convertible bonds with the aggregate principal amount of HK$50,000,000 (the "**First Convertible Bonds**") were issued to the First Subscriber (the "**Subscription**") as all the conditions precedent as set out in the First Subscription Agreement have been fulfilled. Completion of the issue of convertible bonds with the principal amount of HK$50 million under the Second Subscription Agreement has not taken place up to the date of the approval of these consolidated financial statements.

(c) On 27 August 2021, the Company granted share options to certain eligible persons, being certain employees and consultants of the Company and its subsidiaries (the "**Grantees(s)**") pursuant to the share option scheme of the Company adopted on 9 June 2021 (the "**Scheme**") to subscribe for 77,000,000 new ordinary shares of the Company at the exercise price of HK$0.0125 per share.

FIVE-YEAR FINANCIAL SUMMARY

For the year ended 30 June 2021

RESULTS

	For the year ended 30 June				
					(Restated)
	2021	2020	2019	2018	2017
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Revenue	**77,813**	165,934	43,503	25,347	26,359
Cost of sales and services	**(56,929)**	(121,281)	(19,802)	(9,642)	(12,913)
Gross profit	**20,884**	44,653	23,701	15,705	13,446
Other income and gains	**4,978**	11,223	66,269	13,951	3,954
Impairment loss on doubtful receivables	**(12,856)**	(2,628)	(213)	(8,797)	(43,127)
Impairment loss on assets	**(33,834)**	(133,058)	(67,930)	—	(53,776)
Loss on settlement of contingent consideration payable	**(10,796)**	—	—	—	—
Selling and distribution expenses	**(5,208)**	(4,791)	—	(1,409)	(6,837)
Administrative and operating expenses	**(63,274)**	(63,183)	(57,815)	(80,268)	(84,388)
Finance costs	**(14,546)**	(18,154)	(11,950)	(12,581)	(13,316)
Share of result of joint ventures	**—**	—	—	—	(31)
Share of profits of associates	**3,588**	558	—	—	—
Loss before tax	**(111,064)**	(165,380)	(47,938)	(73,399)	(184,075)
Income tax credit	**558**	1,390	2,312	1,814	2,835
Loss for the year	**(111,506)**	(163,990)	(45,626)	(71,585)	(181,240)

Certain figures in respect of the year ended 30 June 2017 have been restated to conform with the presentation of the consolidated results for the year ended 30 June 2021.

ASSETS AND LIABILITIES

	30-6-2021	30-6-2020	30-6-2019	30-6-2018	30-6-2017
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Total assets	**135,903**	188,173	228,668	175,497	134,063
Total liabilities	**(276,459)**	(261,558)	(191,429)	(235,496)	(123,470)
Net (liabilities)/assets	**(140,556)**	(73,385)	37,239	(59,999)	10,593
(Capital deficiency)/equity attributable to equity holders of the Company	**(138,880)**	(73,080)	37,736	(59,392)	(646)
Non-controlling interests	**(1,676)**	(305)	(497)	(607)	11,239
Total (capital deficiency)/equity	**(140,556)**	(73,385)	37,239	(59,999)	10,593

GLOSSARY

"Articles of Association"	the articles of association of the Company
"Board"	the board of Directors
"BVI"	the British Virgin Islands
"CGU(s)"	cash generating unit(s)
"Company"	Sinopharm Tech Holdings Limited
"Director(s)"	the director(s) of the Company
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries from time to time
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"HKAS"	Hong Kong Accounting Standard
"HKFRSs"	Hong Kong Financial Reporting Standards
"HKICPA"	Hong Kong Institute of Certified Public Accountants
"Hong Kong"	The Hong Kong Special Administrative Region of the PRC
"new and revised HKFRSs"	new and revised Hong Kong Financial Reporting Standards, amendments and interpretations
"PRC"	the People's Republic of China, which for the purpose of this report, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.0125 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"US$"	United States dollar, the lawful currency of the United States of America
"Year 2020"	financial year ended 30 June 2020
"Year 2021"	financial year ended 30 June 2021