



universe

寰宇

UNIVERSE INTERNATIONAL FINANCIAL HOLDINGS LIMITED

寰宇國際金融控股有限公司

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)
(Stock Code 股份代號 : 1046)



2016

Annual Report 年報

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CORPORATE INFORMATION

公司資料

Executive Directors

Mr. Lam Shiu Ming, Daneil (*Chairman*)
Mr. Hung Cho Sing
Ms. Cheng Hei Yu
(appointed on 8th December 2015)
Mr. Lam Kit Sun
Mr. Yeung Kim Piu
(retired on 30th November 2015)

Non-executive Directors

Mr. Chan Shiu Kwong Stephen

Independent Non-executive Directors

Mr. Lam Wing Tai
Mr. Lam Chi Keung
Mr. Choi Wing Koon

Company Secretary

Mr. Lam Kit Sun

Authorised Representatives

Mr. Lam Shiu Ming, Daneil
Mr. Lam Kit Sun

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited
OCBC Wing Hang Bank Limited
Bank of Communications Co., Ltd.

Auditor

Crowe Horwath (HK) CPA Limited
Certified Public Accountants

Legal Advisers

So Keung Yip & Sin
1009-1012, 10th Floor
Nan Fung Tower
173 Des Voeux Road
Central
Hong Kong

Leung & Lau, Solicitors
Unit 7208-10, 72th, The Center
99 Queen's Road Central, Central
Hong Kong

執行董事

林小明先生 (主席)
洪祖星先生
鄭熹榆女士
(於二零一五年十二月八日獲委任)
林傑新先生
楊劍標先生
(於二零一五年十一月三十日退任)

非執行董事

陳紹光先生

獨立非執行董事

林永泰先生
林芝強先生
蔡永冠先生

公司秘書

林傑新先生

授權代表

林小明先生
林傑新先生

主要往來銀行

香港上海滙豐銀行有限公司
華僑永亨銀行有限公司
交通銀行股份有限公司

核數師

國富浩華 (香港) 會計師事務所有限公司
執業會計師

法律顧問

蘇姜葉洗律師行
香港
中環
德輔道中173號
南豐大廈
10樓1009-1012室

梁寶儀劉正豪律師行
香港
中環皇后大道中99號
中環中心72樓7208-10室

CORPORATE INFORMATION 公司資料

Share Registrar

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

Audit Committee

Mr. Lam Wing Tai (*Chairman*)
Mr. Lam Chi Keung
Mr. Choi Wing Koon

Remuneration Committee

Mr. Choi Wing Koon (*Chairman*)
Mr. Lam Shiu Ming Daneil
Mr. Lam Wing Tai
Mr. Lam Chi Keung

Nomination Committee

Mr. Lam Chi Keung (*Chairman*)
Mr. Lam Shiu Ming Daneil
Mr. Lam Wing Tai
Mr. Choi Wing Koon

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business

18th Floor
Wyler Centre Phase II
192-200 Tai Lin Pai Road
Kwai Chung
New Territories
Hong Kong

Website

www.uih.com.hk

Stock Code

1046

股份登記處

卓佳雅柏勤有限公司
香港
皇后大道東183號
合和中心22樓

審計委員會

林永泰先生 (*主席*)
林芝強先生
蔡永冠先生

薪酬委員會

蔡永冠先生 (*主席*)
林小明先生
林永泰先生
林芝強先生

提名委員會

林芝強先生 (*主席*)
林小明先生
林永泰先生
蔡永冠先生

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
新界
葵涌
大連排道192至200號
偉倫中心第二期
18樓

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股份代號

1046

CHAIRMAN'S STATEMENT 主席報告

On behalf of the board of directors (the "Director(s)") (the "Board") of Universe International Financial Holdings Limited (the "Company"), I hereby present the 2015/2016 annual results of the Company and its subsidiaries (collectively the "Group") for the year ended 30th June 2016 (the "Year").

The Group is principally engaged in securities brokerage and margin financing, money lending, leasing of investment properties and securities investment, video distribution, film distribution and exhibition, licensing and sub-licensing of film rights, trading, wholesaling and retailing of optical products, watches and jewellery products.

The Group recorded a net loss of approximately HK\$141.9 million for the year ended 30th June 2016 ("Year"), as compared with a net profit of approximately HK\$160.9 million for the year ended 30 June 2015. The significant loss was principally attributable to (i) the fair value loss arising from the investment securities of approximately HK\$143.6 million during the Year. For the year ended 30th June 2015, the Group recorded a fair value gain arising from the investment securities of approximately HK\$229.9 million; (ii) the impairment loss of goodwill of approximately HK\$29.9 million (2015: Nil) and (iii) the impairment loss of investment in associate of approximately HK\$18.4 million (2015: Nil).

During the Year the Group has successfully acquired two new businesses, namely, (i) Winston Asia Limited ("Winston"), which are principally engaged in trading, wholesaling and retailing of watches and jewellery products in July 2015; and (ii) Win Fung Securities Limited ("Win Fung"), a company licensed under the SFO to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities in November 2015. The principal activities of Win Fung are provision of brokerage services and securities margin financing to clients.

It is the intention of the Group to leverage on the expertise of the management in Win Fung to further develop the securities brokerage and margin financing and money lending business of the Group. To better reflect the Group's direction of future development, the Group has changed its English company name from "Universe International Holdings Limited" to "Universe International Financial Holdings Limited" and changed the secondary name in Chinese from "寰宇國際控股有限公司", to "寰宇國際金融控股有限公司" by passing a special resolution on 29th June 2016.

本人謹代表寰宇國際金融控股有限公司（「本公司」）董事（「董事」）會（「董事會」），提呈本公司及其附屬公司（統稱「本集團」）截至二零一六年六月三十日止年度（「本年度」）之二零一五／二零一六年度全年業績。

本集團主要從事證券經紀及孖展融資、放貸、投資物業出租及證券投資、錄像發行、電影發行及放映、授出及轉授電影版權以及光學產品、鐘錶及珠寶產品貿易、批發及零售業務。

於截至二零一六年六月三十日止年度（「本年度」），本集團錄得淨虧損約141.9百萬港元，而截至二零一五年六月三十日止年度則錄得溢利淨額約160.9百萬港元。虧損嚴重主要由於本年度投資證券產生之公平值虧損約143.6百萬港元。於截至二零一五年六月三十日止年度，本集團錄得投資證券產生之公平值收益約229.9百萬港元；(ii) 商譽減值虧損約29.9百萬港元（二零一五年：無）；及(iii) 於聯營公司之投資減值虧損約18.4百萬港元（二零一五年：無）。

於本年度，本集團已成功收購兩項新業務，即(i)於二零一五年七月收購Winston Asia Limited（「Winston」），其主要從事鐘錶及珠寶產品貿易、批發及零售；及(ii)於二零一五年十一月收購永鋒證券有限公司（「永鋒」），一間根據證券及期貨條例可從事第1類（證券交易）及第4類（就證券提供意見）受規管活動之持牌法團。永鋒之主要業務為向客戶提供經紀服務及證券孖展融資。

本集團擬利用永鋒管理層的專業知識，進一步發展本集團的證券經紀及孖展融資以及放貸業務。為更好地反映本集團之未來發展方向，本集團已透過於二零一六年六月二十九日通過之一項特別決議案將其英文公司名稱由「Universe International Holdings Limited」更改為「Universe International Financial Holdings Limited」及中文第二名稱由「寰宇國際控股有限公司」更改為「寰宇國際金融控股有限公司」。

CHAIRMAN'S STATEMENT 主席報告

Following the roll-out of Shanghai-Hong Kong Stock Connect Program in October 2014, a connectivity test and market rehearsals for Shenzhen-Hong Kong Stock Connect will be arranged in October and November 2016 for exchange participants to verify their readiness to participate in Shenzhen-Hong Kong Stock Connect. It is expected that Shenzhen-Hong Kong Stock Connect Program will be launched soon and cross-border investment activities will be further encouraged. In view of these favorable policies, we are optimistic about the development of the securities brokerage, margin financing and money lending business in the future.

The Group intends to strengthen its existing businesses and will continue identify different investment opportunities in other business sectors with enormous potentials to further diversify its business and broaden the income sources to maximise the return to the shareholders.

APPRECIATION

Last but not least, I would also like to take this opportunity to express my sincere thanks and gratitude to my fellow directors and our staff for their dedicated efforts and contributions to the Group in the past year. I would also like to thank all our customers and shareholders for their trust and support.

By Order of the Board
Lam Shiu Ming, Daneil
Chairman

Hong Kong, 30th September 2016

繼滬港通於二零一四年十月推出之後，深港通將會被安排在二零一六年十月及十一月進行互聯互通測試及市場演練以供交易所參與者為參與深港通交易做好準備。預期深港通會很快推出，跨境交易活動將進一步獲得鼓勵。鑒於該等利好政策，我們對證券經紀、孖展融資及放貸業務的未來發展持樂觀取態。

本集團擬鞏固其現有業務並繼續於其他業務領域物色具有巨大潛力的各類投資機會，以進一步多元化其業務及擴大收入來源，從而盡可能提高股東回報。

致意

最後，本人謹藉此機會向董事會全人及全體員工在過去一年為本集團作出之不懈努力及貢獻致以由衷感謝。本人亦謹此感激我們所有客戶及股東之信任及支持。

承董事會命
主席
林小明

香港，二零一六年九月三十日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS AND OPERATIONAL REVIEW

Overall group results

The Group is principally engaged in securities brokerage and margin financing, money lending, leasing of investment properties and securities investment, video distribution, film distribution and exhibition, licensing and sub-licensing of film rights, trading, wholesaling and retailing of optical products, watches and jewellery products.

During the year ended 30th June 2016 (the “Year”) the Group has successfully acquired two new businesses, namely, (i) Winston Asia Limited (“Winston”), which are principally engaged in trading, wholesaling and retailing of watches and jewellery products in July 2015; and (ii) Win Fung Securities Limited (“Win Fung”), a company licensed under the SFO to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities in November 2015. The principal activities of Win Fung are provision of brokerage services and securities margin financing to clients.

It is the intention of the Group to leverage on the expertise of the management in Win Fung to further develop the securities brokerage and margin financing and money lending business of the Group. To better reflect the Group’s direction of future development, the Group has changed its English company name from “Universe International Holdings Limited” to “Universe International Financial Holdings Limited” and changed the secondary name in Chinese from “寰宇國際控股有限公司”, to “寰宇國際金融控股有限公司” by passing a special resolution on 29th June 2016.

The Group recorded a net loss of approximately HK\$141.9 million for the Year, as compared with a net profit of approximately HK\$160.9 million for the year ended 30th June 2015. The Board attributes such loss mainly to (i) the fair value loss arising from the investment securities of approximately HK\$143.6 million during the Year. For the year ended 30th June 2015, the Group recorded a fair value gain arising from the investment securities of approximately HK\$229.9 million; (ii) the impairment loss of goodwill of approximately HK\$29.9 million (2015: Nil); and (iii) the impairment loss of investment in associate of approximately HK\$18.4 million (2015: Nil).

業務及營運回顧

整體集團業績

本集團主要從事證券經紀及孖展融資、放貸、投資物業出租及證券投資、錄像發行、電影發行及放映、授出及轉授電影版權以及光學產品、鐘錶及珠寶產品貿易、批發及零售業務。

於截至二零一六年六月三十日止年度（「本年度」），本集團已成功收購兩項新業務，即(i)於二零一五年七月收購Winston Asia Limited（「Winston」），其主要從事鐘錶及珠寶產品貿易、批發及零售；及(ii)於二零一五年十一月收購永鋒證券有限公司（「永鋒」），一間根據證券及期貨條例可從事第1類（證券交易）及第4類（就證券提供意見）規管活動之持牌法團，其主要業務為向客戶提供經紀服務及證券孖展融資。

本集團擬利用永鋒管理層的專業知識，進一步發展本集團的證券經紀及孖展融資以及放貸業務。為更好地反映本集團之未來發展方向，本集團已透過於二零一六年六月二十九日通過之一項特別決議案將其英文公司名稱由「Universe International Holdings Limited」更改為「Universe International Financial Holdings Limited」及中文第二名稱由「寰宇國際控股有限公司」更改為「寰宇國際金融控股有限公司」。

於本年度，本集團錄得淨虧損約141.9百萬港元，而截至二零一五年六月三十日止年度則錄得溢利淨額約160.9百萬港元。董事會認為該虧損主要由於(i)本年度投資證券產生之公平值虧損約143.6百萬港元。於截至二零一五年六月三十日止年度，本集團錄得投資證券產生之公平值收益約229.9百萬港元；(ii)商譽減值虧損約29.9百萬港元（二零一五年：無）；及(iii)於聯營公司之投資減值虧損約18.4百萬港元（二零一五年：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group's revenue for the Year from continuing operating was approximately HK\$151.0 million, representing an increase of approximately 114.8% as compared to the revenue of approximately HK\$70.3 million for the same period last year. The increase in revenue was mainly due to the completion of the acquisition of 79.99% equity interest of Winston, which are principally engaged in trading, wholesaling and retailing of watches and jewellery products, in July 2015 and the completion of the acquisition of 100% equity interest of Win Fung, which are principally engaged in securities brokerage and margin financing, in Nov 2015. The Group recorded revenue from Winston and Win Fung of approximately HK\$54.3 million and approximately HK\$16.1 million respectively during the Year.

Films distribution and exhibition, licensing and sub-licensing of film rights

Revenue from this business segment during the Year was approximately HK\$56.2 million, representing an increase of approximately 36.7% as compared to approximately HK\$41.1 million in the same period last year. It accounted for approximately 37.2% (2015: approximately 58.5%) of the Group's revenue from continuing operation during the Year.

The growth of revenue from this business segment was mainly due to the increase in the number of new titles of films/television series distributed in various videogram formats during the Year.

The performance of this segment improved. Segmental profit of approximately of HK\$8.6 million was recorded during the Year against a segmental loss of approximately HK\$9.6 million for the same period last year, which is mainly due to (i) the increase in the number of new titles of films/television series distributed in various videogram formats during the Year and (ii) higher gross contribution from film exhibition, licensing and sub-licensing of film rights business as a result of the stringent production cost control implemented during the Year.

Due to high production, advertising and distribution cost and keen competition, the business environment of this segment is more challenging than before and the Group will continue to adopt a cautious and prudent approach to identify new opportunities and streamline the cost structure of this business segment.

本集團於本年度來自持續經營業務之收益為約151.0百萬港元，較上年同期之收益約70.3百萬港元增加約114.8%。收益之增加乃主要由於二零一五年七月完成收購Winston（主要從事鐘錶及珠寶產品貿易、批發及零售業務）之79.99%股權，及於二零一五年十一月完成收購永鋒（主要從事證券經紀及孖展融資業務）之100%股權。本集團於本年度錄得來自Winston及永鋒之收益分別約54.3百萬港元及約16.1百萬港元。

電影發行及放映、授出及轉授電影版權

於本年度，該業務分部產生之收益為約56.2百萬港元，較上年同期的約41.1百萬港元增加約36.7%，佔本集團於本年度來自持續經營業務收益的約37.2%（二零一五年：約58.5%）。

該業務分部產生之收益增長乃主要由於本年度內以不同錄像制式發行的新電影／電視劇數量增加。

該分部之表現有所改善。本年度內錄得分部溢利約8.6百萬港元，而上年同期則錄得分部虧損約9.6百萬港元，此乃主要由於(i)本年度內以不同錄像制式發行的新電影／電視劇數量增加及(ii)因本年度內實行嚴格的製作成本控制，令電影放映、授出及轉授電影版權業務之貢獻總額增加。

由於製作、宣傳及發行成本較高以及競爭激烈，該分部的業務環境較以往更具挑戰性，本集團將繼續採取審慎的方針物色新機遇並精簡此業務分部的成本結構。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Trade, wholesale and retail of optical, watches and jewellery products

Revenue from this business segment during the Year was approximately HK\$61.7 million (2015: approximately HK\$0.6 million), which included the revenue of approximately HK\$7.4 million (2015: approximately HK\$0.6 million) from trading, wholesaling and retailing of optical products from 2 optical retail shops under the name of “茂昌眼鏡 Hong Kong Optical” in Hong Kong and the revenue of approximately HK\$54.3 million (2015: Nil) from Winston, which are principally engaged in trading, wholesaling and retailing of watches and jewellery products in Hong Kong and the People’s Republic of China (“PRC”). It accounted for approximately 40.9% (2015: approximately 0.9%) of the Group’s revenue from continuing operation during the Year.

As disclosed in the circular of the Company dated 26 May 2015 in relation to the acquisition of 79.99% of the share capital of Winston, the then market conditions in both Hong Kong and the PRC showed positive signs, with increasing value index of retail sales of jewellery, watches and clocks, and valuable gifts in Hong Kong, as well as rising retail sales of consumer good in the PRC.

However, according to the latest statistics released by the National Bureau of Statistics of the PRC, (i) the accumulated gross domestic product of the PRC has been growing in a slower pace, from a year-on-year growth of approximately 9.80% for the second quarter of 2013 to that of approximately 7.24% for the second quarter of 2016; and (ii) the accumulated total retail sales of consumer goods (retail trades) has also experienced deceleration, with a year-on-year growth of approximately 13.3% for July 2013 to approximately 10.2% for July 2016. This reflects the decreased growth in income of consumers in the PRC and implies that the retail market in the PRC is following a slowing growth trend in the first half of 2016.

光學、鐘錶及珠寶產品貿易、批發及零售

本年度內，該業務分部產生之收益約為61.7百萬港元（二零一五年：約0.6百萬港元），包括於香港以「茂昌眼鏡 Hong Kong Optical」之名稱經營的兩間眼鏡零售商店之光學產品貿易、批發及零售業務產生之收益約7.4百萬港元（二零一五年：約0.6百萬港元），及來自Winston（其主要於香港及中華人民共和國（「中國」）從事鐘錶及珠寶產品貿易、批發及零售業務）之收益約54.3百萬港元（二零一五年：無）。該分部收益佔本集團本年度內來自持續經營業務收益的約40.9%（二零一五年：約0.9%）。

誠如本公司日期為二零一五年五月二十六日有關收購Winston之79.99%股本之通函所披露，當時香港及中國之市況顯現出積極訊號，香港珠寶、鐘錶及其他名貴禮品的零售價格指數持續上升，且中國消費品零售不斷增加。

然而，根據中國國家統計局公佈之最新統計數據，(i)中國累計國內生產總值增長放緩，自二零一三年第二季度的按年增長約9.80%降至二零一六年第二季度約7.24%；及(ii)累計消費品零售總額（零售業）亦增長放緩，自二零一三年七月的按年增長約13.3%降至二零一六年七月約10.2%。此反映二零一六年上半年中國消費者收入增長放緩並顯示中國零售市場呈緩慢增長趨勢。

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In addition, with reference to the Reports on Monthly Survey of Retail Sales released by the Census and Statistics Department of Hong Kong in August 2016, the value of total retail sales in June 2016, provisionally estimated at \$33.7 billion, decreased by 8.9% compared with the same month in 2015. The revised estimate of the value of total retail sales in May 2016 decreased by 8.3% compared with a year earlier. For the first half of 2016, the value of total retail sales decreased by 10.5% compared with the same period in 2015. Analysed by broad type of retail outlet in descending order of value of sales and comparing June 2016 with June 2015, the value of sales of jewellery, watches and clocks, and valuable gifts decreased by 20.4% and optical shops decreased by 5.5%. The average value index of retail sales of “jewellery, watches and clocks, and valuable gifts” was approximately 123.5 for the six months ended 30 June 2016, representing (i) a decrease of approximately 19.1% as compared with that of approximately 152.7 for the year ended 31 December 2015; and (ii) a decrease of approximately 21.1% as compared with that of approximately 156.6 for the six months ended 30 June 2015. This reflects a decreasing trend in the retail sales of those of jewellery, watches and optical products in Hong Kong in the first half of 2016.

These decreases in recent period reflected an unexpected change due to a unfavourable market environment in Hong Kong and the PRC.

As such, revenue of Winston decreased to approximately HK\$21.7 million for the six months ended 30 June 2016, which represents (i) a decrease of approximately 44.1% as compared with that of approximately HK\$38.9 million for the six months ended 31 December 2015; and (ii) a decrease of approximately 23.8% as compared with that of approximately HK\$28.5 million for the six months ended 30 June 2015. The gross profit margin of Winston also dropped to approximately 38.7% for the six months ended 30 June 2016 as compared with that of (i) approximately 58.84% for the six months ended 31 December 2015; and (ii) approximately 49.28% for the six months ended 30 June 2015. Some of the retail point of Winston in the PRC also recorded net losses for recent period.

此外，根據香港政府統計處於二零一六年八月刊發的《零售業銷貨額按月統計調查報告》，於二零一六年六月，零售業總銷貨價值初步估計為337億美元，較二零一五年同月減少8.9%。於二零一六年五月，對零售業總銷貨價值之修訂估計較去年減少8.3%。於二零一六年上半年，零售業總銷貨價值較二零一五年同期減少10.5%。通過按降序對多類零售商店之銷售額進行分析及將二零一六年六月與二零一五年六月進行對比，珠寶、鐘錶及名貴禮品之銷售額減少20.4%，以及眼鏡店之銷售額減少5.5%。截至二零一六年六月三十日止六個月，「珠寶首飾、鐘錶及名貴禮物」的平均零售價值指數約為123.5，較(i)截至二零一五年十二月三十一日止年度的約152.7減少約19.1%；及(ii)截至二零一五年六月三十日止六個月的約156.6減少約21.1%。此反映二零一六年上半年香港珠寶、鐘錶及光學產品的零售額呈下降趨勢。

近期的減少反映香港及中國的不利市場環境所帶來的意外變化。

因此，Winston截至二零一六年六月三十日止六個月的收益下降至約21.7百萬港元，較(i)截至二零一五年十二月三十一日止六個月的約38.9百萬港元下降約44.1%；及(ii)截至二零一五年六月三十日止六個月的約28.5百萬港元下降約23.8%。Winston截至二零一六年六月三十日止六個月的毛利率亦下降至約38.7%，而(i)截至二零一五年十二月三十一日止六個月約為58.84%；及(ii)截至二零一五年六月三十日止六個月約為49.28%。Winston於中國的部分零售點近期亦錄得淨虧損。

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Due to the unfavourable business performance of some of the retail points operated by Winston, the number of retail point in the PRC and Hong Kong operated by Winston Group have been reduced from 31 as at 31st July 2015 (the "Completion Date"), being the date of completion of the acquisition of 79.99% share capital of Winston, to 16 as at 30th June 2016, and from two as at the Completion Date to one as at 30th June 2016 respectively. The decrease in the number of retail point operated by Winston would decrease the revenue figure and hence profitability of Winston as stated in the cashflow forecast prepared by the management of the Company for the valuation of Winston.

As a result, the impairment loss on the goodwill of approximately HK\$24.4 million attributable to Winston was recorded during the Year. The impairment loss was made with reference to the valuation of Winston as at 30th June 2016 prepared by Grant Sherman Appraisal Limited (the "Valuer"), an independent professional qualified valuer not connected with the Group, for the purpose of assessing the value in use of Winston. The methodology used in the valuation report was income approach using discounted cash flow method, which was consistently applied to the valuations as at the Completion Date and 30th June 2016. The calculation used cash flow projections based on latest financial budgets approved by the management of the Group covering a period of 5 years and at a post-tax discount rate. The cash flow projections during the budget period are based on the expected profits margins during the budget period, and are extrapolated using a 3% growth rate beyond the 5-year period, which is the same for both valuations as at the Completion Date and as at 30th June 2016.

The pre-tax discount rate has changed from approximately 19.2% as at Completion Date to approximately 17.7% as at 30th June 2016, which is mainly attributable to changes in market conditions, such as long-term risk free rates in Hong Kong and market equity risk premium.

Due to (i) the weakening of the retails market in Hong Kong and the PRC in the first half of 2016; and (ii) the actual business performance of Winston during the same period, the management of the Company becomes prudent in the future performance and lowers its expectation on the gross profit margin of this business segment, from around 50% as at the Completion Date to around 42% as at 30th June 2016.

由於Winston運營之若干零售點之業務表現不佳，Winston於中國及香港運營的零售點已分別由二零一五年七月三十一日（「完成日期」，即完成收購Winston之79.99%股本的日期）之31個減少至二零一六年六月三十日的16個及由完成日期的兩個減少至二零一六年六月三十日之一個。誠如本公司管理層編製以供對Winston進行估值之現金流量預測所載，Winston運營之零售點數量的減少將降低收益金額並進而降低Winston的盈利能力。

因此，於本年度錄得之Winston應佔商譽減值約為24.4百萬港元。減值虧損乃經參考中證評估有限公司（「估值師」，與本集團並無關連之獨立專業合資格估值師）就評估Winston的使用價值編製的Winston於二零一六年六月三十日的估值而作出。估值報告所使用的方法為基於折現現金流量法的收入法，與於完成日期及二零一六年六月三十日估值所用之估值方法一致。計算方法使用基於本集團管理層批准的最近財政預算案並按稅後貼現率作出的5年現金流量預測。於預算案期間的現金流量預測乃根據預算案期間的預期利潤率作出，5年以後則使用3%的增長率推算，該方法被一致應用於完成日期及於二零一六年六月三十日的兩次估值。

稅前貼現率由完成日期的約19.2%變為於二零一六年六月三十日的約17.7%，主要由於市場狀況（如香港長期無風險利率及市場股權風險溢價）發生改變。

由於(i)二零一六年上半年香港及中國疲弱的零售市場；及(ii)Winston於同期的實際業務表現，本公司管理層對其未來表現變得審慎，並將該業務分部毛利率的預期自完成日期之約50%降低至於二零一六年六月三十日的約42%。

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Based on the above, the valuation of Winston as at 30th June 2016 was lowered, resulting in the impairment loss on the goodwill attributable to Winston during the Year.

Consequently, segmental loss of approximately of HK\$24.9 million was recorded during the Year (2015: segmental loss of approximately HK\$32,000). Excluding the goodwill impairment of approximately HK\$24.4 million, the segmental loss before goodwill impairment is approximately of HK\$500,000 during the Year.

Securities investments and leasing of investment properties

As at 30th June 2016, the carrying value of the securities investments (recorded as the financial assets at fair value through profit or loss in the consolidated balance sheet) was approximately HK\$247.4 million (30th June 2015: approximately HK\$315.1 million). It included the Group's investment portfolio and consists of twelve (30th June 2015: seven) investment items, all of which are shares of companies listed on the Stock Exchange. Five of the aforesaid investment items held by the Group, i.e., the shares of (i) Leap Holdings Group Ltd. ("Leap") valued at approximately HK\$80.3 million as at 30th June 2016; (ii) China Jicheng Holdings Limited ("China Jicheng") valued at approximately HK\$39.2 million as at 30th June 2016; (iii) First Credit Finance Group Ltd. ("First Credit") valued at approximately HK\$36.3 million as at 30th June 2016; (iv) Convoy Global Holdings Ltd. ("Convoy") valued at approximately HK\$33.1 million as at 30th June 2016; and (v) Jiu Rong Holdings Limited ("Jiu Rong") valued at approximately HK\$27.9 million as at 30th June 2016, which represented approximately 7.0%, approximately 3.4%, approximately 3.2%, approximately 2.9% and approximately 2.4% of the Group's total asset value as at 30th June 2016 respectively and approximately 32.5%, approximately 15.8%, approximately 14.7%, approximately 13.4% and approximately 11.3% of the value of the Group's financial assets at fair value through profit or loss as at 30th June 2016 respectively.

As at 30th June 2016, the total market value of the aforesaid five investment items was approximately HK\$216.8 million, representing (i) approximately 18.8% of the Group's total asset value and (ii) approximately 87.6% of the total financial assets at fair value through profit or loss of the Group respectively.

基於以上因素，Winston於二零一六年六月三十日的估值降低，導致於本年度Winston應佔商譽的減值虧損。

因此，本年度錄得分部虧損約24.9百萬港元（二零一五年：分部虧損約32,000港元）。倘不計入商譽減值約24.4百萬港元，則本年度計入商譽減值前之分部虧損為約500,000港元。

證券投資及出租投資物業

於二零一六年六月三十日，證券投資（於綜合資產負債表中列作透過損益按公平值入賬之金融資產）之賬面值約為247.4百萬港元（二零一五年六月三十日：約315.1百萬港元），包括本集團之投資組合及十二個（二零一五年六月三十日：七個）投資項目，所有投資項目均為聯交所上市公司之股份。本集團持有之上述投資項目中的其中五個（即(i)前進控股集團有限公司（「前進」）；(ii)中國集成控股有限公司（「中國集成」）；(iii)第一信用金融集團有限公司（「第一信用」）；(iv)康宏環球控股有限公司（「康宏」）；及(v)久融控股有限公司（「久融」）之股份），於二零一六年六月三十日之價值分別為約80.3百萬港元、約39.2百萬港元、約36.3百萬港元、約33.1百萬港元及約27.9百萬港元，分別相當於本集團於二零一六年六月三十日之資產總值約7.0%、約3.4%、約3.2%、約2.9%及約2.4%及分別相當於本集團於二零一六年六月三十日之透過損益按公平值入賬之金融資產價值約32.5%、約15.8%、約14.7%、約13.4%及約11.3%。

於二零一六年六月三十日，上述五個投資項目的總市值約為216.8百萬港元，分別相當於(i)本集團資產總值約18.8%及(ii)本集團透過損益按公平值入賬之金融資產總值約87.6%。

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Leap and its subsidiaries are principally engaged in provision of foundation works and ancillary services; and construction wastes handling at the public fill reception facilities managed by the Government in Hong Kong. As at 30th June 2016, the Group held 110,000,000 shares of Leap, representing approximately 4.48% of the total issued shares of Leap of 2,456,000,000 shares.

China Jicheng and its subsidiaries are principally engaged in manufacturing and sale of POE umbrellas and nylon umbrellas and umbrella parts such as plastic cloth and shaft to its customers. As at 30th June 2016, the Group held 191,250,000 shares of China Jicheng, representing approximately 0.3% of the total issued shares of China Jicheng of 75,000,000,000 shares.

First Credit and its subsidiaries are principally engaged in money lending business. As at 30th June 2016, the Group held 150,000,000 shares of First Credit, representing approximately 4.1% of the total issued shares of First Credit of 3,628,800,000 shares. In connection with the re-focusing of the Group's business operations as announced on 25th May 2016, the Company decided to change the purpose of holding First Credit from short-term trading to long-term investments. In order to comply with the accounting standard, the securities investments of First Credit is included in financial assets at fair value through profit or loss as current assets in the consolidated balance sheet for the accounting purpose despite the purpose of holding is long-term investment.

Convoy and its subsidiaries are principally engaged in independent financial advisory business, money lending business, proprietary investment business, asset management business and corporate finance advisory services. As at 30th June 2016, the Group held 93,336,000 shares of Convoy, representing approximately 0.6% of the total issued shares of Convoy of 14,938,896,000 shares.

Jiu Rong and its subsidiaries are principally engaged in (i) design, assembly and installation of water meter; and (ii) TV business. As at 30th June 2016, the Group held 180,000,000 shares of Jiu Rong, representing approximately 4.7% of the total issued shares of Jiu Rong of 3,800,000,000 shares.

前進及其附屬公司主要從事提供地基工程及配套服務；及於香港政府管理的公眾填料接收設施進行建築廢物處理。於二零一六年六月三十日，本集團持有110,000,000股前進股份，相當於前進已發行股份總數2,456,000,000股之約4.48%。

中國集成及其附屬公司主要從事製造及向其客戶銷售POE雨傘、尼龍雨傘及塑料布及中棒等雨傘零部件。於二零一六年六月三十日，本集團持有191,250,000股中國集成股份，相當於中國集成已發行股份總數75,000,000,000股之約0.3%。

第一信用及其附屬公司主要從事放貸業務，於二零一六年六月三十日，本集團持有150,000,000股第一信用股份，相當於第一信用已發行股份總數3,628,800,000股之約4.1%。為按二零一六年五月二十五日所公佈重新集中發展本集團的業務營運，本公司決定將持有第一信用之目的由短期買賣變更為長期投資。為符合會計準則，儘管持有目的為長期投資，但就會計處理而言第一信用之證券投資乃於綜合資產負債表內作為流動資產計入透過損益按公平值入賬之金融資產內。

康宏及其附屬公司主要從事獨立理財顧問業務、放貸業務、自營投資業務、資產管理業務及企業融資顧問服務。於二零一六年六月三十日，本集團持有93,336,000股康宏股份，相當於康宏已發行股份總數14,938,896,000股之約0.6%。

久融及其附屬公司主要從事(i)設計、組裝及安裝水錶；及(ii)電視業務。於二零一六年六月三十日，本集團持有180,000,000股久融股份，相當於久融已發行股份總數3,800,000,000股之約4.7%。

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The Group's recorded fair value loss on changes on investment securities of approximately HK\$143.6 million (2015: fair value gain of approximately HK\$229.9 million) during the Year. Such loss was mainly attributable to the volatile and unfavourable market sentiment in the stock market in Hong Kong during the Year which lead to the substantial decrease in the market price of the investments of the Group.

The investments in the shares of Jiu Rong, China Jicheng and Convoy recorded fair value loss of approximately HK\$43.2 million, approximately HK\$40.4 million and approximately HK\$30.3 million respectively, and together contributed to approximately 79.3% of the total fair value loss on changes on investment securities of the Group for the Year.

As at 30th June 2016, the Group's securities investments portfolio included the shares of companies listed on the Stock Exchange and engaged in different industries such as entertainment, manufacturing, financial advisory business, asset management, solar energy, money lending, construction, interior design and improvement, financial printing services, natural resources trading and forestry and agricultural business etc. The Group will continue reviewing its investment portfolios, so as to achieve a better return to the Group.

The overall segment loss of the securities investment segment was approximately HK\$143.6 million (2015: segment profit of approximately HK\$223.7 million) during the Year.

The rental income from leasing of investment properties remained stable during the Year. The Group recorded rental income of approximately HK\$1.0 million (2015: approximately HK\$1.0 million) during the Year.

The overall segment profit of the leasing of investment properties was approximately HK\$812,000 (2015: segment profit of approximately HK\$1.3 million).

本集團於本年度內錄得投資證券公平值變動虧損約為143.6百萬港元（二零一五年：公平值收益約229.9百萬港元）。該虧損乃主要由於本年度內香港股票市場動蕩及市場氣氛欠佳，導致本集團投資之市價大幅下跌。

於久融、中國集成及康宏股份之投資分別錄得公平值虧損約43.2百萬港元、約40.4百萬港元及約30.3百萬港元，合共佔本年度本集團投資證券之公平值變動虧損總額約79.3%。

於二零一六年六月三十日，本集團之證券投資組合包括聯交所上市公司股份，該等公司從事娛樂、製造、財務顧問業務、資產管理、太陽能、放貸、建築、室內設計及裝修、財經印刷服務、自然資源貿易及農林業等不同的行業。本集團將持續檢討其投資組合，藉此為本集團帶來更高回報。

證券投資分部於本年度內之分部虧損總額約為143.6百萬港元（二零一五年：分部溢利約223.7百萬港元）。

出租投資物業於本年度內之租金收入保持穩定。本集團於本年度內錄得租金收入約1.0百萬港元（二零一五年：約1.0百萬港元）。

出租投資物業之分部溢利總額約為812,000港元（二零一五年：分部溢利約1.3百萬港元）。

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Available-for-sale financial assets

As at 30th June 2016, the available-for-sale financial assets of the Group of approximately HK\$85.8 million (30th June 2015: approximately HK\$88.4 million) consisted of five (30th June 2015: four) investment items in non-listed funds or companies. One of the aforesaid investment items held by the Group, named "Hydra Capital SPC – Class A #1 Share" ("Hydra Capital") valued at approximately HK\$60.7 million as at 30th June 2016 which represented (i) approximately 5.3% of the Group's total asset value as at 30th June 2016 and (ii) approximately 70.7% of the value of the Group's available-for-sale financial assets as at 30th June 2016.

Hydra Capital is an exempted company incorporated with limited liability and registered as a segregated portfolio company under the laws of the Cayman Islands established for the purpose of making investments on behalf of its portfolios where its principal investments are internet related and mobile application in Asia.

As at 30th June 2016, the Group held 5,500 shares in Hydra Capital, representing approximately 24.6% of the total issued shares of Hydra Capital of 22,400 shares.

The Group recorded a decrease of the carrying value of the available-for-sale financial assets of approximately HK\$12.3 million (2015: increase in value of approximately HK\$8.3 million) in the other comprehensive (loss)/income during the Year. In view of the negative trend of the financial market and business outlook for the available-for-sale financial assets, including factors such as industry and sector performance as well as operational and financing cash flow, it was determined that the carrying value of the available-for-sale financial assets was depreciated.

可供出售金融資產

於二零一六年六月三十日，本集團之可供出售金融資產約為85.8百萬港元（二零一五年六月三十日：約88.4百萬港元），包括於非上市基金或公司的五個（二零一五年六月三十日：四個）投資項目。於二零一六年六月三十日，本集團持有之上述投資項目之一「Hydra Capital SPC-A #1類股份」（「Hydra Capital」）之價值約為60.7百萬港元，相當於(i)本集團於二零一六年六月三十日之資產總值約5.3%及(ii)本集團於二零一六年六月三十日之可供出售金融資產價值約70.7%。

Hydra Capital為根據開曼群島法律註冊成立之獲豁免有限公司，並登記為獨立投資組合公司，成立目的為代表其投資組合進行投資，其主要投資為於亞洲的互聯網相關及移動應用。

於二零一六年六月三十日，本集團於Hydra Capital持有5,500股股份，相當於Hydra Capital已發行股份總數22,400股股份之約24.6%。

於本年度內，本集團於其他全面（虧損）／收益錄得可供出售金融資產賬面值減少約12.3百萬港元（二零一五年：價值增加約8.3百萬港元）。鑒於可供出售金融資產之金融市場和業務展望的不利趨勢，包括行業和分部表現及經營和融資現金流量等因素，管理層確定可供出售金融資產賬面值已貶值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Money lending business

The Group engaged in money lending business in Hong Kong during the Year. As at 30th June 2016, the Group had (i) loans receivable of approximately HK\$43.2 million, and (ii) loan to an associate of HK\$5.0 million; totally HK\$48.2 million loans receivable under the money lending business (As at 30th June 2015: approximately HK\$37.0 million) and recognised interest income of approximately HK\$8.5 million (2015: approximately HK\$5.2 million). Loans receivable are interest-bearing at rates ranging from 7% to 12% per annum (2015: 8% to 15% per annum). It accounted for approximately 5.6% (2015: approximately 7.4%) of the Group's revenue from continuing operation during the Year. There was no default event happened in respect of the Group's loans receivable during the Year (2015: Nil). The segment profit of this business segment was approximately HK\$0.7 million (2015: approximately HK\$2.5 million) during the Year. The decrease in segment profit is mainly due to the increase in selling and administrative expenses to promote and develop the money lending business as compared to the same period last year.

It is expected that the money lending market in Hong Kong will continue to grow in the near future. As disclosed in the report named "Monthly Statistical Bulletin" published by the Hong Kong Monetary Authority in July 2016, the total loans and advances of all authorized money lending institutions in Hong Kong increased from approximately HK\$2,467.8 billion in 2006 to approximately HK\$7,534.5 billion in 2015, representing a CAGR of approximately 13.2%. The increasing trend of total loans and advances indicates a rising demand in the money lending market in Hong Kong. Accordingly, the Group intends to continue to expand the money lending business, including potential acquisition of listed and unlisted shares of money lending companies, to effectively utilise the Group's cash resources and to increase the income sources of the Group.

Entertainment Business

This segment primarily relate to the artiste and model management and organisation of concerts. Revenue from this business segment during the Year was approximately HK\$7.6 million (2015: approximately HK\$22.4 million). The decrease in revenue is mainly due to the reduction of the investment in the organization of concerts during the Year. Segmental profit of approximately of HK\$834,000 was recorded during the Year (2015: segmental loss of approximately HK\$4.2 million). The performance of this segment improved as a result of the stringent production cost control implemented during the Year.

放貸業務

於本年度內，本集團於香港從事放貸業務。於二零一六年六月三十日，本集團(i) 應收貸款約為43.2百萬港元，及(ii) 授予一間聯營公司之貸款為5.0百萬港元；放貸業務項下之應收貸款合共為48.2百萬港元（於二零一五年六月三十日：約37.0百萬港元）及確認利息收入約8.5百萬港元（二零一五年：約5.2百萬港元）。應收貸款按年利率7%至12%（二零一五年：年利率8%至15%）計息。其佔本集團於本年度內來自持續經營業務收益之約5.6%（二零一五年：約7.4%）。於本年度內，概無發生有關本集團應收貸款之違約事件（二零一五年：無）。於本年度內，該業務分部之分部溢利約為0.7百萬港元（二零一五年：約2.5百萬港元）。分部溢利減少乃主要由於推廣及發展放貸業務的銷售及行政費用較上年同期增加。

預期香港放貸市場將於短期內持續增長。誠如香港金融管理局於二零一六年七月出版之《金融數據月報》所披露，香港所有認可放貸機構之貸款與墊款總額由二零零六年約24,678億港元增加至二零一五年約75,345億港元，複合年增長率為約13.2%。貸款與墊款總額之增長趨勢表明香港放貸市場需求持續上升。因此，本集團擬繼續擴展放貸業務，包括有可能收購上市及非上市放貸公司之股份，以有效利用本集團現金資源及增加本集團收入來源。

娛樂業務

該分部主要與藝人及模特兒管理以及組織音樂會有關。於本年度，該業務分部產生之收益為約7.6百萬港元（二零一五年：約22.4百萬港元），收益減少乃主要由於本年度組織音樂會之投資減少所致。於本年度，共錄得分部溢利約834,000港元（二零一五年：分部虧損約4.2百萬港元）。該分部表現提升乃得益於本年度實行的嚴格製作成本控制措施。

MANAGEMENT DISCUSSION AND ANALYSIS

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Securities brokerage and margin financing

The Group completed the acquisition of 100% equity interest in Win Fung in November 2015. Win Fung is a licensed corporation under the SFO with the following regulated activities: (i) Type 1: Dealing in securities; and (ii) Type 4: Advising on securities. The principal activities of Win Fung are provision of securities brokerage services and securities margin financing to clients.

Revenue from this business segment during the Year was approximately HK\$16.1 million (2015: Nil). It accounted for approximately 10.6% (2015: Nil) of the Group's revenue from continuing operation during the Year. The segment profit of this business segment was approximately HK\$4.0 million (2015: Nil) during the Year.

The acquisition of Win Fung during the Year enabled the Company to diversify its business into the financial services industry and broaden revenue sources of the Group in the coming financial period.

As disclosed in the report named "Financial Review of the Securities Industry" for the year ended 31st December 2015 and the report named "Yearly Financial Review of the Securities Industry" in relation to the year of 2006 published by the Securities and Futures Commission of Hong Kong, the total number of active margin clients in Hong Kong increased from approximately 80,000 in 2006 to approximately 242,000 in 2015, representing a compound annual growth rate ("CAGR") of approximately 13.1% and the amount receivable from margin clients in Hong Kong increased from approximately HK\$20.6 billion in 2006 to approximately HK\$145.3 billion in 2015, representing a CAGR of approximately 24.2%. The upward trend of both total number of active margin clients in Hong Kong and amount receivable from margin clients in Hong Kong indicate a continuous growing market for margin financing in Hong Kong.

Furthermore, Shenzhen-Hong Kong Stock Connect Program will be launched soon and cross-border investment activities will be further encouraged. The Company is of the view that the securities brokerage services and margin financing business in Hong Kong is expected to have a strong growth in the future.

Geographical contribution

In terms of geographical contribution, overseas markets (other than Hong Kong) accounted for approximately 44.5% (2015: approximately 37.2%) of the Group's total revenue during the Year. More revenue are generated from the trading, wholesale and retails of watches products in PRC after the acquisition of Winston in July 2015 during the Year as compared to the same period last year.

證券經紀及孖展融資業務

於二零一五年十一月，本集團完成收購永鋒之全部股權。永鋒為一間根據證券及期貨條例從事下列受規管活動之持牌法團：(i)第1類：證券交易；及(ii)第4類：就證券提供意見。永鋒之主要業務為向客戶提供證券經紀服務及證券孖展融資。

於本年度內，該業務分部產生之收益約為16.1百萬港元（二零一五年：無），其佔本集團於本年度內來自持續經營業務收益之約10.6%（二零一五年：無）。於本年度內，該業務分部之分部溢利約為4.0百萬港元（二零一五年：無）。

於本年度內收購永鋒使本公司之業務擴展至金融服務行業及使本集團於未來財政期間之收入來源擴大。

誠如香港證券及期貨事務監察委員會所發表截至二零一五年十二月三十一日止年度之《證券業財務回顧》及有關二零零六年之《證券業年度財務回顧》所披露，香港活躍孖展客戶總數由二零零六年約80,000人增加至二零一五年約242,000人，複合年增長率（「複合年增長率」）為約13.1%，而來自香港孖展客戶之應收款項金額由二零零六年約206億港元增加至二零一五年約1,453億港元，複合年增長率為約24.2%。香港活躍孖展客戶總數及來自香港孖展客戶之應收款項金額均呈現上升趨勢，表明香港孖展融資市場持續增長。

此外，深港通開通在即，中國將進一步鼓勵跨境投資活動。本公司認為，香港證券經紀服務及孖展融資業務於日後料將強勢增長。

地區貢獻

就地區貢獻而言，海外市場（不包括香港）佔本年度本集團總收益約44.5%（二零一五年：約37.2%）。自二零一五年七月收購Winston後，本年度於中國貿易、批發及零售鐘錶產品所取得的收益較去年同期有所增長。

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Other income

Other income for the Year increased by approximately 27.5 times to approximately HK\$22.9 million as compared to approximately HK\$834,000 in the same period last year. The increase in other income was mainly due to the dividend income HK\$20.4 million from the available-for-sale financial assets was recorded during the Year (2015: Nil).

Selling expenses

Selling expenses for the Year increased by approximately 5.7 times to approximately HK\$18.3 million as compared to approximately HK\$3.2 million in the same period last year. The increase in selling expenses was mainly due to the inclusion of the selling expense of Winston of approximately HK\$12.7 million in the new business of trading, wholesaling and retailing of watches and jewellery products during the Year.

Administrative expenses

Administrative expenses for the Year increased by approximately 47.0% to approximately HK\$72.2 million as compared to approximately HK\$49.1 million in the same period last year.

The increase in administrative expenses was mainly due to (i) the inclusion of the administrative expense of Winston of approximately HK\$9.3 million in the new business of trading, wholesaling and retailing of watches and jewellery products during the Year and (ii) the increase of legal and professional fee of approximately HK\$2.4 million which was mainly due to the acquisitions conducted by the Group during the Year.

Income tax credit

The Group recorded income tax credit of approximately HK\$26.2 million during the Year (2015: income tax expenses of approximately HK\$37.4 million), which was mainly attributable to the deferred income tax credit of approximately HK\$29.4 million arising from the fair value loss on investment securities during the Year.

其他收入

本年度其他收入增加為上年同期約834,000港元的約27.5倍至約22.9百萬港元。其他收入之增加乃主要由於本年度錄得可供出售金融資產股息收入20.4百萬港元（二零一五年：無）。

銷售費用

本年度銷售費用增加為上年同期約3.2百萬港元的約5.7倍至約18.3百萬港元。銷售費用增加主要是由於將Winston鐘錶及珠寶產品貿易、批發及零售之新業務中的銷售費用約12.7百萬港元納入本年度內。

行政費用

本年度內之行政費用由上年同期的約49.1百萬港元增加約47.0%至約72.2百萬港元。

行政費用增加主要由於(i)將Winston鐘錶及珠寶產品貿易、批發及零售之新業務中的行政費用約9.3百萬港元納入本年度內及(ii)主要由於本集團於本年度內進行之收購事項導致法律及專業費用增加約2.4百萬港元。

所得稅回撥

於本年度內，本集團錄得所得稅回撥約26.2百萬港元（二零一五年：所得稅開支約37.4百萬港元），主要是源於本年度內投資證券公平值虧損所產生之遞延所得稅回撥約29.4百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

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DISCONTINUED OPERATION

On 12th October 2015, the Group, entered into a sale and purchase agreement with four independent third party vendors to acquire 51% equity interest of AP Group Investment Holdings Limited (“AP Group”) for consideration of HK\$20,400,000 (subject to downward adjustment in respect of the guaranteed profit as described in the sale and purchase agreement) (the “AP Acquisition”). AP Group and its subsidiaries are principally engaged in provision of education and training programs in relation to self-improvement and self-enhancement in Hong Kong and the PRC. The AP Acquisition was completed on 14th December 2015.

During the Year, AP Group contributed approximately HK\$10.4 million revenue (2015: Nil) to the Group and incurred a segmental loss of approximately HK\$1.2 million (2015: Nil).

On 13th June 2016, the Group and Lucky Famous Limited (the “Purchaser”), a company incorporated in the British Virgin Islands (“BVI”) and a wholly-owned subsidiary of GET Holdings Limited entered into a disposal agreement (the “Disposal Agreement”) pursuant to sell 51.0% of the equity interest of AP Group at the consideration of HK\$20,400,000 (the “Consideration”) subject to downward adjustments as described below (the “AP Disposal”).

As at 30th June 2016, the fair value of the total consideration of the AP Disposal was HK\$9,470,000, which comprised (a) initial consideration of HK\$20,400,000 less (b) potential contingent consideration payable, which is equivalent to the Adjustment Amount as defined below, in the amount of HK\$10,930,000 based on the best estimation of the directors of the Company taking into account the unsatisfactory operation result of AP Group during the Year. Given (a) the carrying amount of the cash generating unit of AP Group of HK\$15,059,000 as at 30th June 2016; and (b) the aforesaid fair value of total consideration of the AP Disposal of HK\$9,470,000, an impairment loss on goodwill of HK\$5,568,000 was provided for during the Year. Please refer to notes 9, 41 and 45(c) to the consolidated financial statements for further details.

已終止經營業務

於二零一五年十月十二日，本集團與四名獨立第三方賣方訂立買賣協議，以收購愛拼集團控股有限公司（「愛拼集團」）51%股權，代價為20,400,000港元（可就買賣協議所述之保證溢利向下調整）（「愛拼收購事項」）。愛拼集團及其附屬公司主要於香港及中國從事提供有關自我完善及自我提升的教育及培訓項目。愛拼收購事項已於二零一五年十二月十四日完成。

於本年度內，愛拼集團向本集團貢獻收益約10.4百萬港元（二零一五年：無），並產生分部虧損約1.2百萬港元（二零一五年：無）。

於二零一六年六月十三日，本集團與Lucky Famous Limited（「買方」）（一間於英屬處女群島（「英屬處女群島」）註冊成立之公司並為智易控股有限公司之全資附屬公司）訂立出售協議（「出售協議」）以出售愛拼集團51.0%之股權，代價為20,400,000港元（「代價」）（可按下文所述向下調整）（「愛拼出售事項」）。

於二零一六年六月三十日，愛拼出售事項總代價公平值為9,470,000港元，其中包括(a)初步代價20,400,000港元減(b)基於本公司董事最佳估計並計及本年度內愛拼集團並不理想的經營業績而確定的可能應付或然代價10,930,000港元（相當於下文所定義的經調整金額）。鑒於(a)於二零一六年六月三十日愛拼集團現金產生單位之賬面值15,059,000港元；及(b)上述愛拼出售事項總代價之公平值9,470,000港元，於本年度內已撥備減值虧損5,568,000港元。進一步詳情請參閱綜合財務報表附註9、41及45(c)。

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In the event that the audited consolidated profit after tax of the AP Group attributable to owners of the AP Group for the period from 1st January 2016 to 31st December 2017 (“FY 2016 & 2017”) (which will only include income or gain generated by activities in the ordinary and usual course of business of the AP Group) (the “FY 2016 & 2017 Net Profit”) is less than HK\$16,000,000, the Group shall pay to the Purchaser (or to its order) the Adjustment Amount (as defined below) in cash within fourteen (14) Business Days after the audited consolidated financial statements of AP Group for the period of FY 2016 & 2017 (“FY 2016 & 2017 Audited Accounts”) are available.

The adjustment amount (the “Adjustment Amount”) will be determined in accordance with the formula set out below:

$$A = \text{HK}\$20,400,000.00 - (\text{NP}/2) \times 5 \times 51\%$$

Where:

“A” means the amount of Adjustment Amount in HK\$; and

“NP” means the FY 2016 & 2017 Net Profit. Where the FY 2016 & 2017 Net Profit is a negative figure, “NP” shall be deemed to be zero.

The FY 2016 & 2017 Audited Accounts will be prepared in accordance with the Hong Kong Financial Reporting Standards and audited, at the cost of the AP Group, by an accounting firm as approved by the Purchaser, adjusted for any non-recurring items. Further announcement will be made by the Company in relation to the FY 2016 & 2017 Net Profit and the Adjustment Amount when the Adjustment Amount is ascertained.

倘自二零一六年一月一日起至二零一七年十二月三十一日止期間（「二零一六及二零一七財年」）愛拼集團擁有人應佔愛拼集團經審核綜合除稅後溢利（該溢利將僅包括愛拼集團於一般及日常業務過程中產生的收入或收益）（「二零一六及二零一七財年淨溢利」）少於16,000,000港元，本集團須在愛拼集團刊發二零一六及二零一七財年期間的經審核綜合財務報表（「二零一六及二零一七財年經審核賬目」）後十四（14）個營業日內向買方（或根據其指令）以現金方式支付調整金額（定義見下文）。

調整金額（「調整金額」）將根據以下公式釐定：

$$A = 20,400,000.00 \text{ 港元} - (\text{NP}/2) \times 5 \times 51\%$$

其中：

「A」指調整金額（港元）；及

「NP」指二零一六及二零一七財年淨溢利。倘二零一六及二零一七財年淨溢利為負數，則「NP」將視作為零。

二零一六及二零一七財年經審核賬目將根據香港財務報告準則編製，並由買方認可的會計師事務所審核（成本由愛拼集團承擔），並就任何非經常項目作出調整。本公司將於調整金額確定時就二零一六及二零一七財年淨溢利及調整金額另行刊發公佈。

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Such adjustment mechanism is the same with the adjustment mechanism in respect of the AP Acquisition from the original owners. Details of such acquisition are set out in the Company's announcement dated 12th October 2015.

It is the intention of the Group to re-focus the Group's business operations, leverage on the expertise of the management in the Win Fung to further develop the securities brokerage and margin financing and money lending business of the Group, and to dispose of other non-core business for better resources management.

Notwithstanding the downward adjustment mechanism of the Consideration depending on the actual performance of the AP Group for FY 2016 & 2017, with reference to the announcement of the Company dated 12th October 2015 in relation to the AP Acquisition, the consideration for the AP Acquisition and the adjustment mechanism for such consideration are the same as those under the Disposal Agreement. In the event there is a shortfall between the FY 2016 & 2017 Net Profit and the target profit of the AP Group for FY 2016 & 2017 of HK\$16,000,000, the adjustment amount is required to be paid by Very Easy Limited and City Link Consultancy Limited, being the vendors under the AP Acquisition, to the Group within seven (7) Business Days after the FY 2016 & 2017 Audited Accounts are available, and by the Group to the Purchaser within 14 Business Days after the FY 2016 & 2017 Audited Accounts are available. Accordingly, the financial consequence from such shortfall of profit of the AP Group would not theoretically have any material adverse influence on the financial position of the Group and return of the AP Disposal is protected in this regard.

The AP Disposal was completed on 1st July 2016 and therefore the operation of AP Group was reclassified as discontinued operation for the Year.

該調整機制與原擁有人進行之愛拼收購事項的調整機制相同。有關收購事項之詳情載於本公司日期為二零一五年十月十二日之公佈。

本集團旨在重新專注於本集團的業務營運，發揮永鋒的管理專長以進一步發展本集團的證券經紀、孖展融資及放貸業務，並出售其他非核心業務以更好管理資源。

儘管設有代價下調機制（取決於愛拼集團於二零一六及二零一七財年的實際表現）（可參考本公司日期為二零一五年十月十二日內容有關愛拼收購事項的公佈），愛拼收購事項的代價及該代價的調整機制均與出售協議項下的代價及其調整機制相同。倘二零一六及二零一七財年淨溢利較愛拼集團二零一六及二零一七財年的目標溢利（16,000,000港元）出現短缺額，則愛拼收購事項項下之賣方Very Easy Limited及City Link Consultancy Limited須於刊發二零一六及二零一七財年經審核賬目後七(7)個營業日內向本集團支付調整金額，而本集團須於刊發二零一六及二零一七財年經審核賬目後14個營業日內向買方支付調整金額。因此，愛拼集團的溢利短缺額所產生的財務後果理論上並不會對本集團的財務狀況造成任何重大不利影響，愛拼出售事項的回報已就此得到保障。

愛拼出售事項已於二零一六年七月一日完成，因此，愛拼集團的業務重新分類為本年度的已終止經營業務。

MANAGEMENT DISCUSSION AND ANALYSIS

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ACQUISITION OF 49% EQUITY INTEREST OF GLORY INTERNATIONAL ENTERTAINMENT LIMITED

On 27th August 2015, the Group entered into a sale and purchase agreement (as varied and supplemented by the supplemental agreement dated 5th May 2016 and entered by the same parties) with an independent third party vendor (the “Vendor”), pursuant to which the Group acquired 49% equity interest in Glory International Entertainment Limited (“Glory Group”), a company incorporated in BVI with limited liability at an initial cash consideration of HK\$36,750,000 (the “Initial Consideration”) (the “Glory Acquisition”). The final amount of the consideration (the “Final Consideration”) for the Glory Acquisition shall be determined in accordance with the following revised formula:

$$FC = NP \times (12/15) \times 7.5 \times 49\%$$

Where:

“FC” means the amount of the Final Consideration subject to a cap of HK\$36,750,000;

“NP” means the net profit of the Glory Group for the Relevant Period (as defined below) (the “Relevant Period Net Profit”), being the audited consolidated profit after tax of the Glory Group attributable to owners of the Glory Group for the period from 1st July 2015 to 30th September 2016 (“Relevant Period”) as shown in the audited consolidated financial statements of the Glory Group (“Relevant Period Audited Accounts”) for the Relevant Period (which will only include income or gain generated by activities in the ordinary and usual course of business of the Glory Group).

Where the Relevant Period Net Profit is a negative figure, “NP” shall be deemed to be zero.

收購彩耀國際娛樂有限公司 49%股權

於二零一五年八月二十七日，本集團與一名獨立第三方賣方（「賣方」）訂立買賣協議（經日期為二零一六年五月五日及由相同訂約方訂立之補充協議修訂及補充），據此，本集團收購彩耀國際娛樂有限公司（「彩耀集團」）（一間於英屬處女群島註冊成立之有限公司）49%股權，初步現金代價為36,750,000港元（「初步代價」）（「彩耀收購事項」）。彩耀收購事項的最終代價數額（「最終代價」）將根據以下修訂後之公式釐定：

$$FC = NP \times (12/15) \times 7.5 \times 49\%$$

其中：

「FC」指最終代價金額，上限為36,750,000港元；

「NP」指彩耀集團於有關期間（定義見下文）之淨溢利（「有關期間淨溢利」），即二零一五年七月一日至二零一六年九月三十日期間（「有關期間」）彩耀集團經審核綜合財務報表（「有關期間經審核賬目」）所列有關期間彩耀集團擁有人應佔彩耀集團經審核綜合除稅後溢利（其中將僅包括彩耀集團於日常及一般業務過程中之活動產生之收入或收益）。

倘有關期間淨溢利為負數，則「NP」將視作為零。

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The Group and the Vendor shall, in good faith, determine the Final Consideration in accordance with the above formula within 75 days after the Relevant Period Audited Accounts are available. Within 10 Business Days after the Final Consideration is determined, where the Final Consideration is less than the amount of the Initial Consideration, the Vendor shall pay in cash (or by way of cheque) to the Group a sum equal to such difference.

For the avoidance of doubt, where the Final Consideration is equal to or more than the Initial Consideration, neither the Group required to pay any additional sum to the Vendor nor is the Vendor required to refund any part of the initial consideration to the Group.

Glory Group has well-established business in advertising production, provision of public relations services, holding and sponsoring stage performance, concerts, film production and other culture events in Hong Kong, Taiwan and the PRC, and the Glory Acquisition will enable the Group to complement its existing film production business to similar advertising production business, as well as provision of public relations services in relation to, among others, promotion of films through various events. In addition, the directors of the Glory Group and other shareholders of the Glory Group have years of experience in the advertising production, provision of public relations services, holding and sponsoring stage performance, concerts and film production, and the close alliance between the Group and the Glory Group may have synergetic effect which will be beneficial to the Group. Therefore the Board considers that the terms of the Glory Acquisition are fair and reasonable so far as the Company and the shareholders are concerned, and the Glory Acquisition is in the interests of the Company and the shareholders as a whole.

The Group recorded the share of profit of the associates from Glory Group of approximately HK\$4.5 million for the Year (2015: Nil).

Please refer to the Company's announcement dated 27th August 2015 and 5th May 2016 for the details of Glory Acquisition.

本集團與賣方應秉誠於可獲得有關期間經審核賬目後75日內根據上述公式釐定最終代價。於最終代價釐定後10個營業日內，倘最終代價少於初步代價金額，則賣方須以現金（或以支票方式）向本集團支付相等於有關差額之金額。

為免生疑問，倘最終代價等於或高於初步代價，則本集團毋須向賣方支付任何額外金額，且賣方亦毋須向本集團退還初步代價之任何部分。

彩耀集團於香港、台灣及中國擁有成熟的廣告製作、提供公關服務、組織及主辦舞台演出、音樂會、電影製作及其他文化活動業務，彩耀收購事項將令本集團可以類似的廣告製作業務以及提供有關（其中包括）透過各種活動宣傳電影的公關服務，補充其現有電影製作業務。此外，彩耀集團之董事及彩耀集團之其他股東於廣告製作、提供公關服務、組織及主辦舞台演出、音樂會及電影製作方面擁有多年經驗，及本集團與彩耀集團的緊密結盟可產生協同效益，將為本集團帶來裨益。因此，董事會認為，彩耀收購事項之條款就本公司及股東而言屬公平合理，及彩耀收購事項符合本公司及股東之整體利益。

本集團於本年度錄得來自彩耀集團之分佔聯營公司溢利約4.5百萬港元（二零一五年：無）。

有關彩耀收購事項之詳情，請參閱本公司日期為二零一五年八月二十七日及二零一六年五月五日之公佈。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

An impairment loss of approximately HK\$18.4 million was made during the Year with reference to the valuation of Glory Group as at 30th June 2016 prepared by the Valuer for the purpose of assessing the value in use of Glory Group. The methodology used in the valuation report was income approach using discounted cash flow method, which was consistently applied to the valuations as at the date of completion of the Glory Acquisition (“Glory Completion”) and 30th June 2016. The calculation used cash flow projections based on latest financial budgets approved by the management of the Group covering a period of 5 years and at a post-tax discount rate. The cash flow projections during the budget period are based on the expected operation result during the budget period, and are extrapolated using a 3% growth rate beyond the 5-year period, which is the same for both valuations as at Glory Completion and as at 30th June 2016.

The pre-tax discount rate has changed from approximately 22.4% as at Glory Completion to approximately 18.5% as at 30th June 2016, which is mainly attributable to changes in market conditions, such as long-term risk free rates in Hong Kong and market equity risk premium.

Due to the unsatisfactory ticket box office of the first self-produced film of Glory Group called “Kidnap Ding Ding Don” in Hong Kong which was first released in late June 2016, the Group has reduced the expected operational result of Glory Group in the future. Such lowered expected operational result of Glory Group lead to a decreased estimated future cash flows and hence a decreased valuation of Glory Group. Accordingly, an impairment loss of approximately HK\$18.4 million attributable to Glory Group was recognised in the Year.

本年度之減值虧損約18.4百萬港元乃經參考估值師就評估彩耀集團的使用價值而編製的彩耀集團於二零一六年六月三十日的估值而作出。估值報告所採用的方法為基於折現現金流量法的收入法，該方法被一致應用於評估彩耀收購事項完成（「彩耀完成」）日期及二零一六年六月三十日的估值。計算方法使用基於本集團管理層批准的最近財政預算案並按稅後貼現率作出的5年現金流量預測。於預算案期間的現金流量預測乃根據預算案期間的預期經營業績作出，5年以後則使用3%的增長率推算，該方法被一致應用於彩耀完成時及於二零一六年六月三十日的兩次估值。

稅前貼現率由彩耀完成時的約22.4%變為於二零一六年六月三十日的約18.5%，主要由於市場狀況（如香港長期無風險利率及市場股權風險溢價）發生改變。

由於彩耀集團自主製作並於二零一六年六月下旬首映的首部香港電影「綁架丁丁當」票房並不理想，本集團已將彩耀集團未來經營業績預測值下調。彩耀集團經營業績預測值下調導致估計未來現金流量減少，從而令彩耀集團估值下降。因此，於本年度確認彩耀集團應佔減值虧損約18.4百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

NEW/POTENTIAL INVESTMENTS AND OUTLOOK

Pursuant to the Company's announcement dated 24th June 2016, the Group and the vendors entered into the sale and purchase agreement to acquire 100% equity interest of Ample Capital Limited (the "Ample") at the consideration of HK\$30,000,000. The Target is licensed under the SFO to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities. The Directors considered the acquisition of the Ample as a further step to strengthen the Group's foothold in the financial services industry. The above acquisition is not completed yet as at the date of this report.

In addition, the Group will continue to identify different investment opportunities in other business sectors with enormous potentials. This allows the Group to further diversify its businesses and broaden the income sources and therefore maximising the return to its shareholders.

FINANCIAL RESOURCES/LIQUIDITY

The Group's financial position remained healthy. As at 30th June 2016, the Group had cash balances of approximately HK\$101.2 million (2015: approximately HK\$102.8 million).

As at 30th June 2016, the Group had total assets of approximately HK\$1,150.7 million (2015: approximately HK\$739.6 million).

The Group's gearing ratio as at 30th June 2016 is 1.77% (2015: 1.63%), which was calculated on the basis of the total debt (including borrowings, obligations under finance lease and bank overdraft) divided by total equity of the Group.

Finance cost for the Year is approximately HK\$2.3 million (2015: approximately HK\$170,000). The significant increase of finance cost is mainly due to the increase of the Group's borrowing outstanding during the Year for the acquisition and development of new/current business of the Group.

新增／潛在投資與展望

根據本公司日期為二零一六年六月二十四之公佈，本集團與賣方訂立買賣協議，以按代價30,000,000港元收購豐盛融資有限公司（「豐盛」）100%股權。目標公司根據證券及期貨條例持有牌照可從事第4類（就證券提供意見）、第6類（就機構融資提供意見）及第9類（提供資產管理）受規管活動。董事認為，收購豐盛是鞏固本集團於金融服務業業務實力之另一舉措。上述收購事項於本報告日期尚未完成。

此外，本集團將繼續於其他擁有巨大潛力的業務領域物色各種投資機遇。此舉將可令本集團進一步多元化其業務及拓展收入來源，從而為股東帶來最大回報。

財務資源／流動資金

本集團之財務狀況保持穩健。本集團於二零一六年六月三十日之現金結餘為約101.2百萬港元（二零一五年：約102.8百萬港元）。

於二零一六年六月三十日，本集團之資產總值為約1,150.7百萬港元（二零一五年：約739.6百萬港元）。

本集團於二零一六年六月三十日之資產負債比率為1.77%（二零一五年：1.63%），乃根據本集團之債務總額（包括借貸、融資租賃承擔及銀行透支）除以總權益計算。

於本年度，財務成本約為2.3百萬港元（二零一五年：約170,000港元）。財務成本之大幅增加主要由於本集團於本年度用作收購及發展本集團新增／當前業務的未償還借貸增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In light of the fact that most of the Group's transactions are denominated in Hong Kong dollars, Renminbi and United States dollars, the Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Renminbi. The Group will continue to take proactive measures and monitor its exposure to the movements of these currencies closely.

CAPITAL REORGANISATION AND CAPITAL STRUCTURE

1. Pursuant to the Company's announcement dated 26th May 2015, Company's circular dated 24th June 2015 and Company's prospectus dated 24th July 2015, the Company proposed to raise not less than approximately HK\$120.55 million and not more than approximately HK\$134.36 million before expenses by issuing not less than 596,760,614 and not more than 665,160,614 new shares ("First Rights Shares") at the subscription price of HK\$0.202 ("First Subscription Price") per First Rights Share on the basis of two (2) First Rights Shares for every one (1) share in issue held on the 23rd July 2015 ("First Rights Issue").

The First Subscription Price of HK\$0.202 per First Rights Share represented:

- (i) a discount of 74.75% to the closing price of HK\$0.8 per share as quoted on the Stock Exchange on 26th May 2015, being the last trading day of the announcement of First Rights Issue;
- (ii) a discount of approximately 49.66% to the theoretical ex-rights price of approximately HK\$0.4013 per share based on the closing price of HK\$0.8 per Share as quoted on the Stock Exchange on 26th May 2015; and
- (iii) a discount of approximately 72.78% to the average closing price of approximately HK\$0.742 per share for the last five consecutive trading days immediately prior to 26th May 2015.

鑒於本集團大部分交易均以港元、人民幣及美元計值，本集團面臨各種貨幣風險所產生的外匯風險，主要是有關人民幣的風險。本集團將繼續採取積極措施，並密切監控其面臨的該等貨幣之變動所帶來的風險。

股本重組及資本結構

1. 根據本公司日期為二零一五年五月二十六日之公佈及本公司日期為二零一五年六月二十四日之通函以及本公司日期為二零一五年七月二十四日之章程，本公司擬透過按認購價每股首批供股股份0.202港元（「首次認購價」）發行不少於596,760,614股及不多於665,160,614股新股份（「首批供股股份」）以集資不少於約120.55百萬港元及不多於約134.36百萬港元（扣除開支前）之款項，基準為於二零一五年七月二十三日每持有一(1)股已發行股份獲發兩(2)股首批供股股份（「第一次供股」）。

首次認購價每股首批供股股份0.202港元較：

- (i) 股份於二零一五年五月二十六日（即第一次供股公佈之最後交易日），在聯交所報收市價每股0.8港元折讓74.75%；
- (ii) 按股份於二零一五年五月二十六日在聯交所報收市價每股0.8港元計算之理論除權價約每股0.4013港元折讓約49.66%；及
- (iii) 股份於緊接二零一五年五月二十六日前最後五個連續交易日之平均收市價約每股0.742港元折讓約72.78%。

MANAGEMENT DISCUSSION AND ANALYSIS

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The First Subscription Price was arrived at after arm's length negotiations between the Company and the underwriter with reference to the market price of the shares and the prevailing market conditions.

The First Rights Issue was completed on 13th August 2015 and an aggregated of 596,760,614 First Rights Shares have been issued. The net proceeds from the First Rights Issue were approximately HK\$114.8 million and were used as following up to 31st August 2016:

Intended use of proceeds Actual use of proceeds

Approximately HK\$114.8 million, of which:	The Group has applied as intended:
(i) not more than approximately HK\$50.0 million was intended for the development of money lending business; and	(i) approximately HK\$50.0 million for the development of money lending business; and
(ii) not more than approximately HK\$43.4 million for the existing business of holding and sponsoring stage performance, concerts and other cultural events as well as the entertainment business in Hong Kong and PRC.	(ii) approximately HK\$43.4 million for the film production in Hong Kong and PRC.
(iii) not less than approximately HK\$21.4 million for the working capital of the Group.	(iii) approximately HK\$16.2 million for the general working capital of the Group.

The remaining unutilised proceeds of approximately HK\$5.2 million will be utilised as intended.

首次認購價乃經本公司與包銷商參考股份之市價及當前市況後公平磋商而達至。

第一次供股已於二零一五年八月十三日完成並已合共發行596,760,614股首批供股股份。來自第一次供股之所得款項淨額為約114.8百萬港元，於截至二零一六年八月三十一日已用於下列用途：

所得款項擬定用途 所得款項實際用途

約114.8百萬港元，其中：	本集團已用作擬定用途：
(i) 至多約50.0百萬港元擬用於發展放貸業務；及	(i) 約50.0百萬港元用於發展放貸業務；及
(ii) 至多約43.4百萬港元擬用作於香港及中國組織及主辦舞台演出、音樂會及其他文化活動，以及娛樂業務等現有業務。	(ii) 約43.4百萬港元用於香港及中國的電影製作。
(iii) 不少於約21.4百萬港元擬用作本集團的營運資金。	(iii) 約16.2百萬港元用作本集團的一般營運資金。

餘下的未動用所得款項約5.2百萬港元將按擬定用途使用。

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2. Pursuant to the Company's announcement dated 26th May 2015 and Company's circular dated 24th June 2015, the Company entered into a placing agreement (the "First Placing Agreement") pursuant to which the Company appointed a placing agent to procure, on a best effort basis, not less than six placees to subscribe for up to 586,350,000 new shares of the Company ("First Placing Shares") at a price of HK\$0.3411 per First Placing Share ("First Placing"). The placing price of HK\$0.3411 per First Placing Share represented:

- (i) a discount of approximately 57.36% to the closing price of HK\$0.8 per share as quoted on the Stock Exchange on 26th May 2015, being the last trading date of the announcement of the First Placing Agreement;
- (ii) a discount of approximately 15.00% to the theoretical ex-rights price of approximately HK\$0.4013 per share based on the closing price of HK\$0.8 per share as quoted on the Stock Exchange on 26th May 2015 (taking into account the effect of the First Rights Issue); and
- (iii) a discount of approximately 54.03% to the average of the closing price per share of HK\$0.742 as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to 26th May 2015.

Assuming the maximum number of the First Placing Shares was placed, the gross proceeds from First Placing would be approximately HK\$200.0 million and the net proceeds would be approximately HK\$192.5 million. On such basis, the net issue price would be approximately HK\$0.3283 per First Placing Share.

The First Placing Price of HK\$0.3411 was arrived at after arm's length negotiations between the Company and the placing agents with reference to the theoretical ex-rights price of approximately HK\$0.4013 (taking into account the effect of the First Rights Issue) with a discount of approximately 15.00%.

2. 根據本公司日期為二零一五年五月二十六日之公佈及本公司日期為二零一五年六月二十四日之通函，本公司訂立一份配售協議（「第一份配售協議」），據此，本公司委任一名配售代理按竭盡所能基準促使不少於六名承配人認購最多586,350,000股本公司新股份（「第一批配售股份」），價格為每股第一批配售股份0.3411港元（「第一次配售事項」）。每股第一批配售股份之配售價0.3411港元較：

- (i) 股份於二零一五年五月二十六日（即第一份配售協議公佈之最後交易日）於聯交所所報之收市價每股0.8港元折讓約57.36%；
- (ii) 按股份於二零一五年五月二十六日於聯交所所報之收市價每股0.8港元計算之理論除權價約每股0.4013港元折讓約15.00%（經計及第一次供股之影響）；及
- (iii) 股份於緊接二零一五年五月二十六日前最後五個連續交易日於聯交所所報之平均收市價每股0.742港元折讓約54.03%。

假設最高數目之第一批配售股份已獲配售，來自第一次配售事項之所得款項總額將為約200.0百萬港元，而所得款項淨額將為約192.5百萬港元。按此基準計算，淨發行價將為每股第一批配售股份約0.3283港元。

第一配售價0.3411港元乃經本公司與配售代理公平磋商，並參考理論除權價約0.4013港元（經計及第一次供股之影響）折價約15.00%後達致。

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The First Placing Agreement was completed on 28th July 2015 and an aggregated of 586,350,000 First Placing Shares have been successfully placed to not less than six placees. The net proceeds from the issuance of the First Placing Shares were approximately HK\$192.5 million and were used as following up to 31st August 2016:

Intended use of proceeds Actual use of proceeds

<p>Approximately HK\$192.5 million, of which:</p> <p>(i) approximately HK\$20.0 million was intended for the development of its existing business in trading, wholesale and retail of watch and jewellery products, or if the acquisition of 79.99% of the enlarged share capital of Winston Asia Limited is not approved by the Shareholders or does not proceed, for the money lending business of the Group;</p>	<p>The Group has applied as intended:</p> <p>(i) approximately HK\$20.0 million for the development of its existing business in trading, wholesale, and retail of watch and jewellery products;</p>
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第一份配售協議已於二零一五年七月二十八日完成，合共586,350,000股第一批配售股份已成功配售予不少於六名承配人。發行第一批配售股份之所得款項淨額約為192.5百萬港元，截至二零一六年八月三十一日已用於以下用途：

所得款項擬定用途 所得款項實際用途

<p>約192.5百萬港元，其中：</p> <p>(i) 約20.0百萬港元擬用作發展其現有的鐘錶及珠寶產品貿易、批發及零售業務，或倘收購Winston Asia Limited經擴大股本之79.99%權益未獲股東批准或不進行，則用作本集團之放貸業務；</p>	<p>本集團已用作擬定用途：</p> <p>(i) 約20.0百萬港元用作發展其現有的鐘錶及珠寶產品貿易、批發及零售業務；</p>
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MANAGEMENT DISCUSSION AND ANALYSIS

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Intended use of proceeds Actual use of proceeds

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| <p>(ii) not less than approximately HK\$36.75 million was intended for the possible acquisition of a target company principally engaged in film and advertising production, provision of public relations services, holding and sponsoring stage performance, concerts and other cultural events in Hong Kong, Taiwan and the PRC. If such acquisition does not proceed, the Company would seek other investment opportunities in the same industry;</p> | <p>(ii) approximately HK\$36.75 million to acquire 49% of the issued share capital of Glory International Entertainment Limited principally engaged in film and advertising production, provision of public relations services, holding and sponsoring stage performance, concerts and other cultural events in Hong Kong, Taiwan and the PRC as disclosed in the Company's announcement dated 27th August 2015;</p> |
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所得款項擬定用途 所得款項實際用途

- | | |
|-----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| <p>(ii) 不少於約36.75百萬港元擬用作擬收購一間主要於香港、台灣及中國從事電影及廣告製作、提供公關服務、組織及主辦舞台演出、音樂會及其他文化活動之目標公司。倘有關收購事項不進行，本公司將於同一行業內尋求其他投資機會；</p> | <p>(ii) 約36.75百萬港元用作收購彩耀國際娛樂有限公司（主要於香港、台灣及中國從事電影及廣告製作、提供公關服務、組織及主辦舞台演出、音樂會及其他文化活動）已發行股本之49%權益（誠如本公司日期為二零一五年八月二十七日之公佈所披露）；</p> |
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MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Intended use of proceeds	Actual use of proceeds	所得款項擬定用途	所得款項實際用途
(iii) not less than approximately HK\$55.0 million was intended for the possible acquisition of a group of companies principally engaged in the production of frames for eyeglasses and optical products. If such acquisition does not proceed, the Company would seek for other investment opportunities in the same industry;	(iii) approximately HK\$55.0 million to Cassia Investments Limited Partnership I, with the option granted to the Group to subscribe up to 15.45% of the issued capital of Cassia Optical Holdings Limited, a company incorporated in the Cayman Islands with limited liability, which owned 85% equity interest in a group of companies which are principally engaged in the production, supply and distribution of frames for eyeglasses and other optical products as announced on 5th October 2015;	(iii) 不少於約55.0百萬港元擬用作擬收購一組主要從事生產眼鏡架及光學產品之公司。倘有關收購事項不進行，本公司將於同一行業內尋求其他投資機會；	(iii) 約55.0百萬港元用於Cassia Investments Limited Partnership I，及本集團獲授可認購Cassia Optical Holdings Limited已發行股本之最多15.45%權益之期權。Cassia Optical Holdings Limited為一間於開曼群島註冊成立之有限公司，其於一組主要從事生產、供應及分銷眼鏡架及其他光學產品之公司中擁有85%股本權益（誠如於二零一五年十月五日所公佈）；
(iv) not more than approximately HK\$35.0 million was intended for the development of money lending business; and	(iv) approximately HK\$35.0 million for the development of money lending business; and	(iv) 不超過約35.0百萬港元擬用作發展放貸業務；及	(iv) 約35.0百萬港元用作發展放貸業務；及
(v) approximately HK\$45.75 million was intended for the working capital of the Group.	(v) approximately HK\$45.75 million as general working capital of the Group.	(v) 約45.75百萬港元擬用作本集團營運資金。	(v) 約45.75百萬港元用作本集團之一般營運資金。

MANAGEMENT DISCUSSION AND ANALYSIS

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It was the goal of the Group to expand its revenue and income stream and stabilise its revenue and income through (i) the acquisition of new businesses, which are considered to have a relatively stable income stream, from other parties; and/or (ii) further expansion of the other existing business segments of the Group. As such, the Group conducted the First Placing and the First Rights Issue to finance the acquisition of new business and further expansion of other existing business segments of the Group. The Board also considered that the First Placing and the First Rights Issue represented a good opportunity to broaden the shareholders' base and the capital base of the Company.

3. Pursuant to the Company's announcement dated 29th January 2016 and Company's circular dated 23rd February 2016, the Company proposed to implement the reorganisation of the share capital of the Company ("Capital Reorganisation") involving (a) the consolidation of every 10 issued and unissued pre-consolidated shares of HK\$0.01 each in the share capital of the Company ("Pre-consolidated Shares") into 1 consolidated share of HK\$0.10 in the share capital of the Company ("Consolidated Share" and "Consolidated Shares" shall be construed accordingly); (b) the reduction of the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.09 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share will be reduced from HK\$0.10 to HK\$0.01; and (c) the sub-division of each of the authorised but unissued Consolidated Shares of HK\$0.10 each into 10 shares of HK\$0.01 each in the share capital of the Company ("Share" and "Shares" shall be construed accordingly). The Capital Reorganisation became effective on 18th March 2016.

本集團旨在透過(i)自其他訂約方收購被視為具有相對穩定收入來源的新業務；及／或(ii)進一步擴展本集團其他現有業務分部，擴大其收益及收入來源及穩定其收益及收入。因此，本集團已進行第一次配售事項及第一次供股以為收購新業務及進一步擴展本集團其他現有業務分部籌集資金。董事會亦認為第一次配售事項及第一次供股為擴大本公司股東基礎及資本基礎的良機。

3. 根據本公司日期為二零一六年一月二十九日之公佈及本公司日期為二零一六年二月二十三日之通函，本公司建議實行本公司股本重組（「股本重組」），其涉及：(a)本公司股本中每10股每股面值0.01港元的已發行及未發行合併前股份（「合併前股份」）合併為本公司股本中1股每股面值0.10港元的合併股份（「合併股份」）；(b)透過註銷本公司每股已發行合併股份的實繳股本0.09港元，將每股已發行合併股份的面值由0.10港元削減至0.01港元，從而削減本公司已發行股本；及(c)將每一股每股面值0.10港元的法定但未發行的合併股份拆細為本公司股本中10股每股面值0.01港元的股份（「股份」）。股本重組已於二零一六年三月十八日生效。

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4. As announced on 23rd March 2016, the Company entered into a placing agreement (the “Second Placing Agreement”) pursuant to which the Company appointed a placing agent to procure, on a best effort basis, not less than six placees to subscribe for up to 29,625,000 new Shares of the Company (“Second Placing Shares”) at a price of HK\$0.779 per Second Placing Share (“Second Placing”). The Second Placing price of HK\$0.779 per Second Placing Share represented:

- (i) a discount of approximately 18.0% to the closing price of HK\$0.95 per Share as quoted on the Stock Exchange on 23rd March 2016, being the date of the Second Placing Agreement; and
- (ii) a discount of approximately 11.7% to the average closing price of HK\$0.882 per Share (as adjusted as a result of the Capital Reorganisation) as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to 23rd March 2016.

The Second Placing Price was determined after arm’s length negotiation between the Company and the placing agent with reference to, among other matters, the prevailing market prices of the Shares.

Assuming the maximum number of the Second Placing Shares is placed under the Second Placing Agreement, the gross proceeds from the Second Placing will be approximately HK\$23.1 million and the net proceeds will be approximately HK\$22.2 million (after deduction of commission and other expenses of the Second Placing). On such basis, the net issue price will be approximately HK\$0.749 per Second Placing Share.

4. 誠如於二零一六年三月二十三日所公佈，本公司訂立一份配售協議（「第二份配售協議」），據此，本公司委任配售代理以按竭盡所能基準安排不少於六名承配人按每股第二批配售股份0.779港元之價格認購最多29,625,000股本公司新股份（「第二批配售股份」）（「第二次配售事項」）。每股第二批配售股份之第二配售價0.779港元較：

- (i) 股份於二零一六年三月二十三日（即第二份配售協議日期）在聯交所所報之收市價每股0.95港元折讓約18.0%；及
- (ii) 股份於緊接二零一六年三月二十三日之前連續五個交易日在聯交所所報之平均收市價每股0.882港元（因股本重組而作出調整）折讓約11.7%。

第二配售價乃由本公司與配售代理經參考（其中包括）股份之當前市價後公平磋商釐定。

假設最高數目之第二批配售股份已根據第二份配售協議配售，第二次配售事項之所得款項總額將約為23.1百萬港元及所得款項淨額將約為22.2百萬港元（經扣除第二次配售事項之佣金及其他開支）。按此基準計算，淨發行價將約為每股第二批配售股份0.749港元。

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The Directors are of the view that the Second Placing can strengthen the financial position of the Group and provide working capital to the Group to meet any future development and obligations. The Second Placing also represents good opportunities to broaden the shareholders' base and the capital base of the Company. The Directors consider that the Second Placing is in the interest of the Company and the shareholders as a whole.

The Second Placing Agreement was completed on 13th April 2016 and an aggregated of 29,625,000 Second Placing Shares have been successfully placed to not less than six placees. The net proceeds from the issuance of the Second Placing Shares were approximately HK\$22.2 million and all such proceeds were utilised for general working capital for the Group.

5. Pursuant to the Company's announcement dated 12th July 2016, Company's circular dated 12th August 2016 and Company's prospectus dated 9th September 2016, the Company proposed to raise not less than approximately HK\$213.3 million and not more than approximately HK\$220.4 million before expenses by issuing not less than 355,548,184 and not more than 367,399,760 new shares ("Second Rights Shares") at the subscription price of HK\$0.60 ("Second Subscription Price") per Second Rights Share on the basis of two (2) Second Rights Shares for every one (1) share in issue held on the 8th September 2016 ("Second Rights Issue").

董事認為，第二次配售事項可增強本集團的財務狀況並為本集團提供營運資金以滿足任何未來發展及履行責任的需要。第二次配售事項亦是擴大本公司股東基礎及資本基礎的良機。董事認為，第二次配售事項符合本公司及股東之整體利益。

第二份配售協議已於二零一六年四月十三日完成，合共29,625,000股第二批配售股份已成功配售予不少於六名承配人。發行第二批配售股份之所得款項淨額約為22.2百萬港元，且該等所得款項已悉數用作本集團一般營運資金。

5. 根據本公司日期為二零一六年七月十二日之公佈及本公司日期為二零一六年八月十二日之通函以及本公司日期為二零一六年九月九日之供股章程，本公司擬透過按認購價每股第二批供股股份0.60港元（「第二認購價」）發行不少於355,548,184股及不多於367,399,760股新股份（「第二批供股股份」）以籌集不少於約213.3百萬港元及不多於約220.4百萬港元（扣除開支前）之資金，基準為於二零一六年九月八日每持有一(1)股已發行股份獲發兩(2)股第二批供股股份（「第二次供股」）。

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The Second Subscription Price represents:

- (a) a discount of 25.00% to the closing price of HK\$0.800 per share as quoted on the Stock Exchange on 12th July 2016, being the last trading date of the announcement of the Second Rights Issue;
- (b) a discount of approximately 24.24% to the average closing price of HK\$0.792 per share as quoted on the Stock Exchange for the last 5 consecutive trading days immediately prior to 12th July 2016;
- (c) a discount of approximately 25.19% to the average closing price of HK\$0.802 per share as quoted on the Stock Exchange for the last 10 consecutive trading days immediately prior to 12th July 2016;
- (d) a discount of approximately 10.04% to the theoretical ex-rights price of approximately HK\$0.667 based on closing price of HK\$0.800 per share as quoted on the Stock Exchange on 12th July 2016;
- (e) a discount of approximately 88.56% to the Group's unaudited consolidated net asset value of approximately HK\$5.247 per share ("NAV"), based on the unaudited consolidated net asset value of the Group of approximately HK\$777,318,000 as at 31st December 2015 as disclosed in the interim report of the Company for the six months ended 31st December 2015 and 1,481,490,921 Shares in issue as at 31st December 2015 taking into account the effect of Capital Reorganisation.

The Second Subscription Price was determined after arm's length negotiations between the Company and the underwriter with reference to, among others, (i) the prevailing market price of the Shares prior to 12th July 2016 and the theoretical ex-rights price; and (ii) the historical market prices of the Shares which have represented discounts to the NAV ranging from 77.13% to 89.33% for the recent six months prior to 12th July 2016, and in particular a discount of approximately 84.75% to the NAV as represented by the closing price of HK\$0.8 per Share on 12th July 2016; and (iii) the capital needs of the Group.

第二認購價較：

- (a) 股份於二零一六年七月十二日(即第二次供股公佈之最後交易日)在聯交所所報收市價每股0.800港元折讓25.00%；
- (b) 股份於緊接二零一六年七月十二日前最後五個連續交易日在聯交所所報平均收市價每股0.792港元折讓約24.24%；
- (c) 股份於緊接二零一六年七月十二日前最後十個連續交易日在聯交所所報平均收市價每股0.802港元折讓約25.19%；
- (d) 按股份於二零一六年七月十二日在聯交所所報收市價每股0.800港元計算的理論除權價約0.667港元折讓約10.04%；
- (e) 本集團之未經審核綜合每股資產淨值約5.247港元(「資產淨值」，按本公司截至二零一五年十二月三十一日止六個月之中期報告所披露本集團於二零一五年十二月三十一日的未經審核綜合資產淨值約777,318,000港元及於二零一五年十二月三十一日之1,481,490,921股已發行股份計算(已考慮股本重組之影響))折讓約88.56%。

第二認購價乃由本公司與包銷商經參考(其中包括)(i)二零一六年七月十二日前股份當前市價及理論除權價；及(ii)二零一六年七月十二日前最近六個月股份之過往市價(其較資產淨值之折讓介乎77.13%至89.33%，其中於二零一六年七月十二日之收市價為每股股份0.8港元，較資產淨值折讓約84.75%)；及(iii)本集團的資本需求後，公平磋商釐定。

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The gross proceeds of the Second Rights Issue will be approximately HK\$213.3 million before expenses. The estimated net proceeds of the Second Rights Issue, after deducting all relevant expenses, are estimated to be approximately HK\$204.9 million. Based on the net proceeds of approximately HK\$204.9 million, after deducting all relevant expenses relating to the Second Rights Issue, the net price per Second Rights Share is approximately HK\$0.58. The Company intends to apply the net proceeds from the Second Rights Issue as follows:

1. approximately HK\$150.00 million for expansion of margin financing business;
2. approximately HK\$45.7 million for expansion of money lending business, including potential acquisition of listed and unlisted shares of money lending companies; and
3. HK\$9.2 million for repayment of the principal of the coupon note or other loans of the Group (if applicable).

The Group intends to strengthen its existing businesses and continue to identify different investment opportunities in various business sectors with enormous potentials to further diversify its business and broaden the income sources to maximise the return to the shareholders. It is the intention of the Group to expand its revenue and income stream through further development of securities brokerage and margin financing and money lending business of the Group. In view of the above, the Board considers that the Second Rights Issue will enable the Group to strengthen its capital base for future expansion of its existing business and enhance its financial position. Furthermore, the Second Rights Issue will offer the qualifying shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company and participate in the growth and development of the Company. As such, the Directors consider that the terms of the Second Rights Issue are fair and reasonable and in the interests of the Company and the shareholders as a whole.

The Second Rights Issue was not completed yet. The Company will announce the results of Second Rights Issue in early October 2016.

第二次供股之所得款項總額在扣除開支前將約為213.3百萬港元。第二次供股之估計所得款項淨額在扣除所有相關開支後估計將約為204.9百萬港元。按所得款項淨額約為204.9百萬港元（經扣除有關第二次供股所有相關開支）計算，第二批供股股份淨發行價約為每股0.58港元。本公司擬按以下方式運用第二次供股所得款項淨額：

1. 約150.00百萬港元用作擴展孖展融資業務；
2. 約45.7百萬港元用作擴展放貸業務，包括有可能收購上市及非上市放貸公司之股份；及
3. 9.2百萬港元用作償還本集團計息票據之本金或其他貸款（倘適用）。

本集團擬鞏固其現有業務並繼續於多個行業物色具有巨大潛力的各類投資機會，以進一步多元化其業務及擴大收入來源，從而盡可能提高股東回報。本集團擬進一步發展本集團的證券經紀及孖展融資以及放貸業務以擴大其收益及收入來源。鑒於上文所述，董事會認為第二次供股將可讓本集團為其現有業務之未來擴展鞏固其資本基礎及增強其財務狀況。此外，第二次供股將給予合資格股東機會維持彼等各自於本公司之股權比例及參與本公司之增長及發展。因此，董事認為，第二次供股之條款屬公平合理，並符合本公司及股東之整體利益。

第二次供股尚未完成。本公司將於二零一六年十月初公佈第二次供股之結果。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

THE PLEDGE OF GROUP'S ASSETS

At 30th June 2016, bank balances – (general accounts) with an aggregate value of approximately HK\$3,000 were pledged as collaterals for bank overdrafts and bank borrowings of a subsidiary.

CAPITAL COMMITMENTS

The Group's capital commitment outstanding at 30th June 2016 was approximately HK\$62.1 million which was for subscription of available-for-sale financial assets.

EMPLOYEES AND REMUNERATION POLICIES

As at 30th June 2016, the Group employed 167 staff (2015: 52). Remuneration is reviewed annually and certain staffs are entitled to commission. In addition to basic salaries, staff benefits included discretionary bonus, medical insurance scheme and mandatory provident fund.

SHARE OPTION SCHEME

Certain Directors and employees of the Group have been granted share options under the Share Option Scheme, details of which are set out in the section headed "SHARE OPTION SCHEME" of the Report of the Directors on page 62 to 66 of this annual report.

集團資產抵押

於二零一六年六月三十日，總值約3,000港元的銀行結餘－（一般賬戶）已質押作為一間附屬公司銀行透支及銀行借貸之抵押品。

資本承擔

本集團於二零一六年六月三十日就認購可供出售金融資產產生之未償付資本承擔約為62.1百萬港元。

僱員及薪酬政策

於二零一六年六月三十日，本集團僱用167名（二零一五年：52名）僱員。薪酬會每年檢討，若干僱員可享有佣金。除基本薪金外，僱員福利亦包括酌情花紅、醫療保險計劃及強制性公積金。

購股權計劃

若干董事及本集團僱員已根據購股權計劃獲授購股權，有關詳情載於本年報第62頁至第66頁董事會報告「購股權計劃」一節。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員簡介

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. LAM Shiu Ming, Daneil, aged 54, is the founder and chairman of the Group. He is involved in marketing, corporate strategy, business planning and development and overall management of the Group. Mr. Lam has 34 years of experience in the film industry in Hong Kong. He was awarded the “Young Industrialist Awards of Hong Kong” by the Federation of Hong Kong Industries in 2002.

Mr. HUNG Cho Sing, aged 75, is mainly responsible for the business development of the Group. He has over 30 years of experience in the film distribution industry. Mr. Hung was the founder of Delon International Film Corporation and has been its General Manager since June 2004. Mr. Hung was the Organizing Committee Chairman of the 11th and 12th Hong Kong Film Awards from 1991 to 1993 and from 1993 to 1995, Mr. Hung was the Chairman of the Board of Directors of Hong Kong Film Awards Association Limited. Mr. Hung is currently the Chairman of Hong Kong Motion Picture Industry Association. In recognition of his contribution to the Hong Kong film industry, Mr. Hung was awarded the Bronze Bauhinia Star (BBS) by the Government of the Hong Kong Special Administrative Region (“HKSAR”) in 2005. From April 2007 to March 2013, Mr. Hung was appointed by the Government of HKSAR as a member of the Hong Kong Film Development Council. Mr. Hung is also a member of HKSAR Election Committee and since January 2013, he has been appointed by the Government of HKSAR as a non-official member of the Working Group on Manufacturing Industries, Innovative Technology, and Cultural and Creative Industries under the Economic Development Commission. Mr. Hung was a non-executive director of Capital VC Limited (stock code: 2324) from September 2011 to January 2014 and an independent non-executive director of Mascotte Holdings Limited (stock code: 136) from January 2013 to October 2015. Currently, Mr. Hung is the chairman and executive director of Jia Meng Holdings Limited (stock code: 8101), an independent non-executive director of China Star Entertainment Limited (stock code: 326), an independent non-executive director of Freeman Financial Corporation Limited (stock code: 279), an independent non-executive director of Unity Investments Holdings Limited

董事及高級管理人員履歷詳情

執行董事

林小明先生，54歲，為本集團創辦人及主席。彼參與本集團之市場推廣、企業策略、業務計劃與發展及整體管理。林先生在香港電影行業方面擁有34年經驗。彼於二零零二年榮獲香港工業總會頒發「香港青年工業家獎」。

洪祖星先生，75歲，主要負責本集團之業務發展。彼擁有逾30年電影發行經驗。洪先生為狄龍國際電影有限公司之創辦人，自二零零四年六月起一直擔任其總經理。洪先生曾於一九九一年至一九九三年及一九九三年至一九九五年期間分別擔任第11屆及第12屆香港電影金像獎籌委會主席，並曾任香港電影金像獎協會有限公司董事會主席。洪先生現為香港影業協會理事長。香港特別行政區政府（「香港特別行政區政府」）為表彰洪先生對香港電影業的貢獻，於二零零五年向彼頒發銅紫荊星章(BBS)。洪先生於二零零七年四月至二零一三年三月期間獲香港特別行政區政府委任為香港電影發展局委員。洪先生亦為香港特別行政區選舉委員會委員，並自二零一三年一月起獲香港特別行政區政府委任為經濟發展委員會轄下製造業、創新科技及文化創意產業工作小組之非官方成員。洪先生自二零一一年九月至二零一四年一月為首都創投有限公司（股份代號：2324）之非執行董事及自二零一三年一月至二零一五年十月為馬斯葛集團有限公司（股份代號：136）之獨立非執行董事。洪先生現為家夢控股有限公司（股份代號：8101）之主席兼執行董事、中國星集團有限公司（股份代號：326）、民眾金服控股有限公司

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員簡介

(stock code: 913), an independent non-executive director of Sunrise (China) Technology Group Limited (stock code: 8226), and an independent non-executive director of Miko International Holdings Limited (stock code: 1247). Mr. Hung joined the Group in October 2013.

Ms. CHENG Hei Yu, aged 37, has extensive experience in property investment and securities management in Hong Kong and the PRC. Ms. Cheng held senior positions in business development in various private companies including Best Port Travel (H.K.) Limited and Leading Global Investment Limited where she was involved in a number of business projects and was responsible for strategic development and management. Ms. Cheng joined the Group in December 2015.

Mr. LAM Kit Sun, aged 39, is the chief financial officer and company secretary of the Group. He is responsible for the financial and investments functions of the Group. Prior to joining the Group in 2013, he has over 10 years' experience in the field of financial reporting, financial management and audit experience in the PRC and Hong Kong. He graduated from The Hong Kong University of Science and Technology with a bachelor's degree in Business Administration in Accounting. Mr. Lam is a fellow and practicing member of the Hong Kong Institute of Certified Public Accountants ("HKICPA"), a fellow member of the Association of Chartered Certified Accountants ("ACCA"), an associate of The Hong Kong Institute of Chartered Secretaries and a non-practicing member of the Chinese Institute of Certified Public Accountants. Mr. Lam was an executive director and a non-executive director of Kiu Hung International Holdings Limited (formerly known as Kiu Hung Energy Holdings Limited) (stock code: 381) for the period from October 2009 to July 2013 and for the period from August 2013 to April 2016 respectively, the shares of which are listed on the Main Board of the Stock Exchange. Mr. Lam was an independent non-executive director of DX.com Holdings Limited ("DX") (stock code: 8086) from August 2013 to January 2015, an independent non-executive director of GET Holdings Limited ("GET") (stock code: 8100) from October 2013 to April 2015 and was also the chief financial officer and company secretary of Finsoft Financial Investment Holdings Limited ("Finsoft") (formerly known as Finsoft Corporation) (stock code: 8018) from September 2013 to February 2015. The shares of each of DX, GET and Finsoft are listed on the Growth Enterprise Market of the Stock Exchange (the "GEM"). He joined the Group in August 2013.

(股份代號: 279)、合一投資控股有限公司(股份代號: 913)、中昱科技集團有限公司(股份代號: 8226)及米格國際控股有限公司(股份代號: 1247)之獨立非執行董事。洪先生於二零一三年十月加入本集團。

鄭熹榆女士, 37歲, 於香港及中國之物業投資及證券管理方面擁有豐富經驗。鄭女士於多間私人公司擔任業務發展之高級職位, 包括百達旅遊(香港)有限公司及創先環球投資有限公司, 彼於該兩間公司參與多個業務項目及負責策略發展及管理。鄭女士於二零一五年十二月加入本集團。

林傑新先生, 39歲, 為本集團之首席財務官兼公司秘書。彼負責本集團之財務及投資事宜。於二零一三年加入本集團前, 彼於中國及香港擁有逾10年之財務報告、財務管理及財務審計經驗。彼畢業於香港科技大學, 持有工商管理(財務會計)學士學位。林先生為香港會計師公會(「香港會計師公會」)之資深及執業會員、英國特許公認會計師公會(「英國特許公認會計師公會」)之資深會員、香港特許秘書公會之會員及中國註冊會計師協會之非執業會員。林先生於二零零九年十月至二零一三年七月期間及二零一三年八月至二零一六年四月期間分別擔任僑雄國際控股有限公司(前稱僑雄能源控股有限公司, 其股份於聯交所主板上市, 股份代號: 381)之執行董事及非執行董事。林先生於二零一三年八月至二零一五年一月為DX.com控股有限公司(「DX」, 股份代號: 8086)之獨立非執行董事及於二零一三年十月至二零一五年四月為智易控股有限公司(「智易」, 股份代號: 8100)之獨立非執行董事, 亦於二零一三年九月至二零一五年二月為匯財金融投資控股有限公司(「匯財」, 前稱匯財軟件公司, 股份代號: 8018)之首席財務官兼公司秘書。DX、智易及匯財各自之股份均於聯交所創業板(「創業板」)上市。彼於二零一三年八月加入本集團。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員簡介

Non-executive Directors

Mr. CHAN Shiu Kwong Stephen, aged 59, holds a Master degree in Professional Accounting from Hong Kong Polytechnic University and a Bachelor of Commerce Accounting from Curtin University of Australia. He is currently a fellow member of HKICPA, a fellow member of Certified Public Accountants (Australia), a fellow member of the Institute of Chartered Secretaries and Administrators, a fellow member of the Hong Kong Institute of Company Secretaries and an affiliated member of American Society of Appraisers. He has completed a certificate course in PRC accounting and PRC tax law from The Chinese University of Hong Kong. Currently, he is also a member of The Association of Hong Kong Professionals and Hong Kong and Kowloon Chiu Chow Public Association.

Mr. Chan has over 25 years of experience in property development, manufacturing, travel and gaming related industries. He has worked for various multi-national organisations and Hong Kong listed companies including American President Lines, Paccess International, Tileman UK, Dairy Farm Cold Storage, Hopewell Construction, Shui On Construction, Wing On Travel and Deloitte and equipped with profound experience in merger and acquisition transactions, treasury, strategies and risk management, corporate finance, accounting, tax planning and company secretary practice. Since 20th April 2005 and 27th August 2012, Mr. Chan has been appointed as an executive director and company secretary of Neptune Group Limited (stock code: 70), a company whose shares are listed on the Main Board of the Stock Exchange. Mr. Chan is also an independent non-executive director of China Jicheng Holdings Limited (stock code: 1027), a company whose shares are listed on the Main Board of the Stock Exchange. Mr. Chan joined the Group in March 2015.

非執行董事

陳紹光先生，59歲，持有香港理工大學頒授的會計專業碩士學位及澳洲科廷大學頒授的商業會計學學士學位。彼現為香港會計師公會、澳洲會計師公會、英國特許秘書及行政人員公會及香港公司秘書公會資深會員以及美國評估師協會附屬會員。彼已完成香港中文大學開辦之中國會計及中國稅法證書課程。目前，彼亦為香港專業人士協會及香港九龍潮州公會成員。

陳先生在物業發展、製造、旅遊及博彩等相關行業擁有逾25年經驗，曾於多間跨國組織及香港上市公司（包括美國總統輪船、Paccess International、Tileman UK、Dairy Farm Cold Storage、Hopewell Construction、瑞安建業、永安旅遊及德勤）任職，於併購交易、庫務、策略及風險管理、企業融資、會計、稅務規劃及公司秘書方面擁有豐富經驗。自二零零五年四月二十日及二零一二年八月二十七日起，陳先生獲委任為海王國際集團有限公司（一間股份於聯交所主板上市之公司，股份代號：70）之執行董事及公司秘書。陳先生亦為中國集成控股有限公司（一間股份於聯交所主板上市之公司，股份代號：1027）之獨立非執行董事。陳先生於二零一五年三月加入本集團。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員簡介

Independent non-executive Directors

Mr. LAM Wing Tai, aged 50, is currently the company secretary of Worldgate Global Logistics Ltd (stock code: 8292), the shares of which are listed on GEM and an independent non-executive Director of Jun Yang Financial Holdings Limited (stock code: 397), the shares of which are listed on the Main Board of the Stock Exchange. He studied accounting at the Australian National University and obtained a Bachelor of Commerce degree in 1991. Mr. Lam is a member of both the CPA Australia and HKICPA. Mr. Lam was an executive director of Ngai Shun Holdings Limited (stock code: 1246), the shares of which are listed on the Main Board of the Stock Exchange from March 2015 to July 2015. He was also an independent non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148), the shares of which are listed on GEM, from October 2015 to January 2016. He was the company secretary of Dafeng Port Heshun Technology Company Limited (stock code: 8310) and Computech Holdings Limited (currently known as Interactive Entertainment China Cultural Technology Investments Limited (stock code: 8081)) the shares of which are listed on the GEM. He joined the Group in October 2013.

Mr. CHOI Wing Koon, aged 39, is currently the financial controller and company secretary of Global Energy Resources International Group Limited (stock code: 8192), the shares of which are listed on GEM. Mr. Choi holds a bachelor's degree of business administration in accounting awarded by the Hong Kong University of Science and Technology in 1999. Mr. Choi also obtained a master degree of business administration awarded by the University of Hong Kong in 2014. Mr. Choi is a fellow of the ACCA and a member of the HKICPA. Mr. Choi has over 14 years of experience in accounting and company secretarial field. He is currently the independent non-executive director of G Neptune Berhad, a company listed on the ACE Market of Bursa Malaysia Securities Berhad. Mr. Choi was an independent non-executive director of Zhidao International (Holdings) Limited (stock code: 1220) from January 2012 to September 2014 and the financial controller and company secretary of Taung Gold International Limited (stock code: 621) from September 2010 to April 2013, shares of both of which are listed on the Main Board of the Stock Exchange. He joined the Group in December 2013.

獨立非執行董事

林永泰先生，50歲，現為盛良物流有限公司（其股份於創業板上市，股份代號：8292）之公司秘書及君陽金融控股有限公司（其股份於聯交所主板上市，股份代號：397）之獨立非執行董事。彼於澳洲國立大學攻讀會計，並於一九九一年取得商業學士學位。林先生為澳洲會計師公會及香港會計師公會會員。林先生於二零一五年三月至二零一五年七月期間擔任毅信控股有限公司（其股份於聯交所主板上市，股份代號：1246）之執行董事。彼亦於二零一五年十月至二零一六年一月期間擔任奧栢中國集團有限公司（其股份於創業板上市，股份代號：8148）之獨立非執行董事。彼曾擔任大豐港和順科技股份有限公司（股份代號：8310）及駿科網絡訊息有限公司（現稱互娛中國文化科技投資有限公司，股份代號：8081）之公司秘書，各公司之股份均於創業板上市。彼於二零一三年十月加入本集團。

蔡永冠先生，39歲，現為環球能源資源國際集團有限公司（其股份於創業板上市，股份代號：8192）之財務總監兼公司秘書。蔡先生持有香港科技大學於一九九九年頒發的工商管理（會計）學士學位。蔡先生亦於二零一四年取得香港大學頒發之工商管理碩士學位。蔡先生為英國特許公認會計師公會資深會員及香港會計師公會會員。蔡先生於會計及公司秘書工作方面擁有超過14年的經驗。彼目前為G Neptune Berhad（一間於馬來西亞證券交易所創業板上市之公司）之獨立非執行董事。蔡先生於二零一二年一月至二零一四年九月期間為志道國際（控股）有限公司（股份代號：1220）之獨立非執行董事及於二零一零年九月至二零一三年四月期間為壇金礦業有限公司（股份代號：621）之財務總監兼公司秘書，各公司股份均於聯交所主板上市。彼於二零一三年十二月加入本集團。

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事及高級管理人員簡介

Mr. LAM Chi Keung (“Mr. CK Lam”), aged 46, is currently the chief executive officer and an executive director of Co-Prosperty Holdings Limited (stock code: 707) and an executive director of Sino Haijing Holdings Limited (stock code: 1106), the shares of which are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of Convoy Financial Holdings Limited (stock code: 1019) whose shares are listed on the Main Board of the Stock Exchange from March 2014 to June 2016. He was also the group financial controller and company secretary of Ngai Shun Holdings Limited (stock code: 1246) from January 2014 to October 2014, whose shares are listed on the Main Board of the Stock Exchange. Mr. CK Lam holds a bachelor’s degree of science in accounting awarded by Brigham Young University-Hawaii in 1996. Mr. CK Lam also obtained a master’s degree of science in e-Commerce from The Chinese University of Hong Kong in 2002. Mr. CK Lam is a fellow of the HKICPA and a member of the American Institute of Certified Public Accountants. Mr. CK Lam has around 19 years of experience in accounting and corporate finance. He joined the Group in December 2013.

林芝強先生（「林芝強先生」），46歲，現為協盛協豐控股有限公司（股份代號：707）之行政總裁兼執行董事及中國海景控股有限公司（股份代號：1106）之執行董事，各公司之股份均於聯交所主板上市。彼於二零一四年三月至二零一六年六月期間擔任康宏金融控股有限公司（股份代號：1019，其股份於聯交所主板上市）之獨立非執行董事。彼於二零一四年一月至二零一四年十月期間擔任毅信控股有限公司（股份代號：1246，其股份於聯交所主板上市）之集團財務總監兼公司秘書。林芝強先生持有百翰楊大學（夏威夷）於一九九六年頒發之會計科理學士學位。林芝強先生亦於二零零二年獲得香港中文大學電子商貿理學碩士學位。林芝強先生為香港會計師公會資深會員，並為美國會計師公會會員。林芝強先生於會計及企業融資方面擁有約19年經驗。彼於二零一三年十二月加入本集團。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to the establishment of a good standard of corporate governance practices by emphasising transparency, accountability and responsibility to the shareholders of the Company (the “Shareholders”).

The board of directors of the Company (the “Director(s)”) (the “Board”) has adopted the code provision as set out in the Corporate Governance Code and Corporate Governance Report (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”). Continuous efforts are made to review and enhance the Group’s internal controls and procedures in light of changes in regulations and developments in best practices.

CORPORATE GOVERNANCE CODE AND CORPORATE GOVERNANCE REPORT

The Company has, throughout the year ended 30th June 2016 (the “Year”), complied with the code provisions contained in the Codes except for the code provision A.2.1 of the Code for the separation of the roles of Chairman and Chief Executive Officer (“CEO”) as described in the following.

Code provision A.2.1 of the Code sets out that the roles of the Chairman and CEO should be separated and should not be performed by the same individual. The Company does not at present have any officer holding the position of CEO. Mr. Lam Shiu Ming, Daneil is the founder and Chairman of the Company and has also carried out the responsibilities of CEO. Mr. Lam possesses the essential leadership skills to manage the Board and extensive knowledge in the business of the Group. The Board considers the present structure to be more suitable to the Group because it can promote the efficient formulation and implementation of the Group’s strategies.

企業管治常規

本公司透過著重透明度、問責性及對本公司之股東（「股東」）之責任致力於制訂良好的企業管治常規標準。

本公司之董事（「董事」）會（「董事會」）已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治守則及企業管治報告（「守則」）所載之守則條文。本集團一直致力就條例之變更及最佳常規之發展檢討及提升其內部監控及程序。

企業管治守則及企業管治報告

本公司於截至二零一六年六月三十日止年度（「本年度」）內已遵守守則所載之守則條文，惟下列所述之守則內第A.2.1條守則條文有關主席與行政總裁（「行政總裁」）角色區分除外。

守則內第A.2.1條守則條文規定，主席及行政總裁之角色應予區分，有關職位不應由同一人擔任。本公司目前並無任何高級職員擔任行政總裁一職。林小明先生為本公司創辦人及主席，亦已履行行政總裁之職責。林先生具備管理董事會所須之領導才能及對本集團之業務擁有深厚認識。董事會認為目前架構更為適合本集團，因該架構可令本集團之策略更有效地制定及落實。

CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD

Duties and Composition of the Board

The Board is collectively responsible for the oversight of the management of business, strategic decisions and financial performance of the Group for the best interests of the Shareholders. The Board has delegated the day-to-day management power, administration and operation of the Group to the executive Directors and the senior management of the Company. The Board regularly reviews its arrangement on delegation of responsibilities and authority to ensure that such delegations are appropriate in view of the Group's prevailing circumstances.

The following matters (including changes to any such matters) are reserved for the approval of the Board:

- (a) any matter determined by the Board to be material involving any conflict of interest for a substantial Shareholder or a Director;
- (b) any matter relating to the formulation of the Company's strategies and directions including:
 - (i) policies relating to the overall strategic direction and strategic plans of the Company;
 - (ii) policies relating to key business and financial objectives of the Company;
 - (iii) policies relating to the declaration of dividend; and
 - (iv) the entering into of contracts involving acquisitions, investments, disposal of assets or any significant capital expenditure which are deemed to be material by the Board.

董事會

董事會之職責及組成

董事會為股東之最佳利益而共同負責監察本集團之業務管理、策略性決定及財務表現。董事會已將本集團的日常管理權力、行政及營運權利授予本公司之執行董事及高級管理人員。董事會會定期就此權責授權安排作出檢討，以確保該授權適合本集團當時之情況。

下列事項（包括任何有關事項之變動）保留予董事會以作批准：

- (a) 任何董事會決定為重大並涉及與主要股東或董事之任何利益衝突之事項；
- (b) 任何與本公司制定策略及方向有關之事項，包括：
 - (i) 與本公司整體策略性方向及策略性計劃有關之政策；
 - (ii) 與本公司主要業務及財務目標有關之政策；
 - (iii) 與宣派股息有關之政策；及
 - (iv) 訂立董事會認為屬重大並涉及收購、投資、出售資產或任何重大資本支出的合約。

CORPORATE GOVERNANCE REPORT

企業管治報告

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| <p>(c) financial controls, compliance and risk management:</p> <ul style="list-style-type: none">(i) the approval of annual operating and capital expenditure budgets for the Company;(ii) the approval of the Company's consolidated financial statements and published reports;(iii) the establishment and review of the effectiveness of the Company's systems of internal control and risk management process; and(iv) the adoption of, or approval for any significant changes in, accounting policies or procedures of the Company and its subsidiaries. <p>(d) changes to the Company's capital structure, including reductions of share capital, share buy-backs or issue of new securities, other than in accordance with the terms of the share option scheme(s) or other incentive schemes adopted by the Company from time to time;</p> <p>(e) major appointments and removals:</p> <ul style="list-style-type: none">(i) appointments to the Board, taking into account any recommendations of the nomination committee of the Company (the "Nomination Committee");(ii) the appointment of the Chairman;(iii) recommendation to the Shareholders on the appointment or removal of the external auditor after taking into consideration the recommendations of the audit committee of the Company (the "Audit Committee"); and(iv) the appointment or removal of the company secretary of the Company (the "Company Secretary"). | <p>(c) 財務控制、合規及風險管理：</p> <ul style="list-style-type: none">(i) 批准本公司年度之營運及資本支出預算；(ii) 批准本公司之綜合財務報表及公佈之報告；(iii) 建立及檢討本公司之內部監控系統及風險管理程序之有效性；及(iv) 採納或批准本公司及其附屬公司之會計政策或程序之任何重大變動。 <p>(d) 本公司資本架構之變動，包括股本減少、股份購回或新證券發行，惟除根據購股權計劃或其他經本公司不時採納之鼓勵性計劃之條款而發行之新證券外；</p> <p>(e) 主要委任及罷免：</p> <ul style="list-style-type: none">(i) 參考本公司之提名委員會（「提名委員會」）之任何建議，委任董事會成員；(ii) 主席之委任；(iii) 參考本公司之審計委員會（「審計委員會」）之建議，就外聘核數師之委任或罷免向股東作出建議；及(iv) 本公司之公司秘書（「公司秘書」）之委任或罷免。 |
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CORPORATE GOVERNANCE REPORT

企業管治報告

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| <p>(f) delegation of authority:</p> <ul style="list-style-type: none">(i) changes to the terms of reference or membership of any committee of the Board;(ii) changes to the authority delegated to the Chairman and the senior management; and(iii) matters which exceed the authority delegated to the Chairman and the senior management. <p>(g) the adoption, review and approval of changes to the Corporate Governance Practice Manual of the Company, the Code of Ethics and Securities Transactions applicable to the Directors and senior management of the Group.</p> | <p>(f) 授予權限：</p> <ul style="list-style-type: none">(i) 任何董事會委員會之職權範圍或成員之變動；(ii) 授予主席及高級管理人員權限之變動；及(iii) 超出已授予主席及高級管理人員權限之事項。 <p>(g) 採納、審閱及批准本公司之企業管治常規手冊、適用於董事及本集團之高級管理人員之道德與證券交易守則之變動。</p> |
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The Board currently comprises a total of eight Directors, with four executive Directors, one non-executive Director and three independent non-executive Directors. The names and biographies of the Directors are set out on pages 37 to 41 of this annual report.

董事會現時由合共八名董事組成，包括四名執行董事、一名非執行董事及三名獨立非執行董事。董事之名稱及履歷載於本年報第37頁至第41頁內。

The independent non-executive Directors are all experienced individuals, all of them have accounting professional qualifications. Their mix of professional skills and experience is beneficial to the Board to formulate the long-term business strategies and monitor the operational and financial matters of the Group.

所有獨立非執行董事皆為擁有豐富經驗之人士，並均擁有會計專業資格。集合彼等之專業技能及經驗對董事會制定長遠業務策略及監察本集團之營運及財務事項有莫大幫助。

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors to be independent.

本公司已收到各獨立非執行董事根據上市規則第3.13條就其獨立性發出之週年確認書。本公司認為各獨立非執行董事確屬獨立人士。

The list of the Directors has been published on the websites of the Company and the Stock Exchange respectively, and is disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

董事名單已分別刊登在本公司及聯交所之網站上，亦會於本公司不時按照上市規則刊發之所有公司通訊中披露。

The Company has arranged for appropriate liability insurance to cover the liabilities of the Directors that may arise out of the corporate activities. The insurance coverage is reviewed on an annual basis.

本公司已就保障董事因企業事務可能產生之責任作出適當責任保險安排。保險責任範圍會每年作出檢討。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' TRAINING/ PROFESSIONAL DEVELOPMENT

According to the code provision A.6.5 of the Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contributions to the Board remains informed and relevant.

To assist Directors' continuing professional development, the Company encourages Directors to attend relevant seminars to develop and refresh their knowledge and skills. The Company will also update the Directors of any material changes in the Listing Rules and corporate governance practices from time to time.

A record of the training received by the respective Directors are kept and updated by the Company Secretary.

All the Directors also understand the importance of continuous professional development and are committed to participating in any suitable training to develop and refresh their knowledge and skills.

APPOINTMENTS AND RE-ELECTION OF DIRECTORS

The appointment of a new Director is made on the recommendation of the Nomination Committee or by the Shareholders in general meeting. Any Director who is appointed by the Board to fill a casual vacancy on the Board shall retire at the next annual general meeting.

Currently, all independent non-executive Directors are appointed for a specific term of three years pursuant to code provision A4.1 of the Code. All Directors are subject to retirement by rotation at least once every three years and shall be eligible for re-election in accordance with the provision of the Listing Rules and the bye-law(s) of the Company (the "Bye-laws"). At least one-third of Directors shall retire from office every year at the Company's annual general meeting.

Mr. Lam Shiu Ming, Daneil, Mr. Lam Wing Tai and Mr. Chan Shiu Kwong Stephen will retire by rotation at the forthcoming annual general meeting of the Company in accordance with 87(1) and 87(2) of the Bye-laws and Mr. Lam Shiu Ming, Daneil, being eligible, will offer themselves for re-election at such meeting.

董事培訓／專業發展

根據守則內第A.6.5條守則條文規定，所有董事應參加持續專業發展，增進及重溫彼等之知識及技能，以確保彼等向董事會作出知情及恰當之貢獻。

為協助董事之持續專業發展，本公司鼓勵董事出席相關座談會，以增進及重溫彼等之知識及技能。本公司亦會不時向董事提供有關上市規則及企業管治常規之任何重大變動之最新資料。

各董事之培訓記錄由公司秘書保管及更新。

全體董事亦明白持續專業發展之重要性，並致力出席任何合適之培訓，以增進及重溫彼等之知識及技能。

董事之委任及重選

新董事乃根據提名委員會之建議或通過股東於股東大會而獲委任。凡由董事會委任以填補董事會之臨時空缺之任何董事均須於下一屆股東週年大會上退任。

現時，所有獨立非執行董事皆根據守則內第A4.1條守則條文以指定三年任期委任。根據上市規則及本公司細則（「公司細則」）之條文，全體董事皆須最少每三年輪值退任一次及可符合資格重選連任。於本公司每屆股東週年大會上，最少三分之一董事須退任。

林小明先生、林永泰先生及陳紹光先生根據公司細則第87(1)及87(2)條須於即將舉行之本公司股東週年大會上輪值退任，及林小明先生符合資格並願意於該大會上膺選連任。

CORPORATE GOVERNANCE REPORT

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Each of Mr. Chan Shiu Kwong Stephen and Mr. Lam Wing Tai will not offer himself for re-election as Director at the forthcoming annual general meeting of the Company. Mr. Chan Shiu Kwong Stephen and Mr. Lam Wing Tai confirmed that he had no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and they have no disagreement with the Board and he had no matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

For the biographical details of the Director who will stand for re-election and the candidates who will be proposed to be elected as Directors, please refer to the circular containing the notice of the forthcoming annual general meeting of the Company to be despatched.

BOARD MEETINGS

Each year, the Board normally held four regular board meetings at approximately quarterly interval. 26 board meetings were convened during the Year and the attendances of each Director at these meetings are set out as follows:

	Board meeting		董事會會議
Executive Directors			
Mr. Lam Shiu Ming, Daneil (<i>Chairman</i>)	23/26	林小明先生 (主席)	23/26
Mr. Hung Cho Sing	23/26	洪祖星先生	23/26
Ms. Cheng Hei Yu (appointed on 8th December 2015)	10/13	鄭熹榆女士 (於二零一五年 十二月八日獲委任)	10/13
Mr. Lam Kit Sun	26/26	林傑新先生	26/26
Mr. Yeung Kim Piu (retired on 30th November 2015)	13/13	楊劍標先生 (於二零一五年 十一月三十日退任)	13/13
Non-executive Directors			
Mr. Chan Shiu Kwong Stephen	25/26	陳紹光先生	25/26
Independent non-executive Directors			
Mr. Lam Wing Tai	23/26	林永泰先生	23/26
Mr. Lam Chi Keung	24/26	林芝強先生	24/26
Mr. Choi Wing Koon	24/26	蔡永冠先生	24/26

陳紹光先生及林永泰先生均不會於即將舉行之本公司股東週年大會上膺選連任董事。陳紹光先生及林永泰先生先生確認彼並無就袍金、離職賠償、酬金、遣散費、退休金、開支或其他款項向本公司作出任何申索，且與董事會並無意見分歧，亦無任何有關彼退任之事宜須提請股東或聯交所垂注。

有關將重選連任之董事以及提名參選董事之候選人之履歷詳情，請參閱將予寄發且當中載有本公司應屆股東週年大會通告的通函。

董事會會議

董事會每年一般會舉行四次定期董事會會議，大約每季一次。於本年度內，本公司共舉行了26次董事會會議及各董事於此等會議之出席記錄載列如下：

CORPORATE GOVERNANCE REPORT

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GENERAL AND SPECIAL GENERAL MEETINGS

The Board is responsible for maintaining an on-going dialogue with the Shareholders and in particular, communicates with them in annual general meetings or other special general meetings and encourages their participation.

One annual general meeting and five special general meeting were convened during the Year and the attendances of each Director at these general meetings are set out as follows:

	Annual General Meeting	Special General Meeting		股東週年大會	股東特別大會
Executive Directors			執行董事		
Mr. Lam Shiu Ming, Daneil (<i>Chairman</i>)	1/1	5/5	林小明先生 (主席)	1/1	5/5
Mr. Hung Cho Sing	1/1	2/2	洪祖星先生	1/1	2/2
Ms. Cheng Hei Yu (appointed on 8th December 2015)	N/A	0/3	鄭熹榆女士 (於二零一五年十二月八日獲委任)	不適用	0/3
Mr. Lam Kit Sun	1/1	5/5	林傑新先生	1/1	5/5
Mr. Yeung Kim Piu (retired on 30th November 2015)	1/1	2/2	楊劍標先生 (於二零一五年十一月三十日退任)	1/1	2/2
Non-executive Directors			非執行董事		
Mr. Chan Shiu Kwong Stephen	1/1	1/5	陳紹光先生	1/1	1/5
Independent non-executive Directors			獨立非執行董事		
Mr. Lam Wing Tai	1/1	4/5	林永泰先生	1/1	4/5
Mr. Lam Chi Keung	1/1	2/5	林芝強先生	1/1	2/5
Mr. Choi Wing Koon	1/1	2/5	蔡永冠先生	1/1	2/5

BOARD COMMITTEES

The Board has established the remuneration committee of the Company (the "Remuneration Committee"), the Nomination Committee and the Audit Committee.

股東週年及特別大會

董事會負責與股東保持持續對話，特別是藉股東週年大會或其他股東特別大會與股東溝通，並鼓勵股東參加。

於本年度，本公司已召開一次股東週年大會及五次股東特別大會，各董事於此等股東大會之出席記錄載列如下：

董事會委員會

董事會已成立本公司的薪酬委員會（「薪酬委員會」）、提名委員會及審計委員會。

CORPORATE GOVERNANCE REPORT

企業管治報告

REMUNERATION COMMITTEE

The Remuneration Committee with specific written terms of reference (amended on 29th February 2012) was established by the Company on 15th July 2005. The Remuneration Committee currently comprises three independent non-executive Directors, namely Mr. Choi Wing Koon (as chairman), Mr. Lam Wing Tai, Mr. Lam Chi Keung and an executive Director, namely, Mr. Lam Shiu Ming, Daneil. The terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company respectively.

The principal duties of the Remuneration Committee include making recommendations to the Board on the remuneration policy and structure of the Directors and senior management, and on the establishment of a formal and transparent procedure for developing remuneration policy.

The model of the Remuneration Committee adopted by the Company is to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

The main principles of the Group's remuneration policies are:

- (a) no Director should be involved in deciding his or her own remuneration;
- (b) remuneration should be determined by taking into consideration factors such as salaries paid by comparable companies, time commitment, levels of responsibilities, employment conditions elsewhere in the Group and desirability of performance-based remuneration;
- (c) the management's remuneration proposals should be reviewed and approved by reference to corporate goal and objectives resolved by the Board from time to time; and
- (d) recommendations should be made by the Remuneration Committee to the Board on the remuneration packages of individual executive Directors and senior management.

薪酬委員會

本公司於二零零五年七月十五日成立具有特定成文職權範圍（於二零一二年二月二十九日已經修訂）的薪酬委員會。薪酬委員會現由三名獨立非執行董事，分別為蔡永冠先生（擔任主席）、林永泰先生、林芝強先生及一名執行董事林小明先生所組成。薪酬委員會之職權範圍可分別於聯交所及本公司之網址查閱。

薪酬委員會之主要職責包括就董事及高級管理人員之薪酬政策及架構向董事會作出建議及建立一套正式及透明之程序以作發展薪酬政策之用。

本公司已採納之薪酬委員會模式為就個別執行董事及高級管理人員之薪酬待遇向董事會提供建議。

本集團薪酬政策之主要原則包括下列各項：

- (a) 董事不應參與釐定其自身之薪酬；
- (b) 薪酬應考慮如同類公司支付的薪酬及為本集團所付出時間、職責、其他職位的僱用條件及應否按表現釐定薪酬等因素而釐定；
- (c) 管理層之薪酬建議應參照董事會不時通過的公司願景及目標進行檢討及批准；及
- (d) 個別執行董事及高級管理人員的薪酬待遇應由薪酬委員會向董事會作出建議。

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6 committee meetings were convened during the Year and the attendances of each committee member at these meetings are set out as follows:

	Attendance		出席記錄
Independent non-executive Directors		獨立非執行董事	
Mr. Choi Wing Koon (<i>Chairman</i>)	6/6	蔡永冠先生 (主席)	6/6
Mr. Lam Wing Tai	5/6	林永泰先生	5/6
Mr. Lam Chi Keung	6/6	林芝強先生	6/6
Executive Director		執行董事	
Mr. Lam Shiu Ming, Daneil	6/6	林小明先生	6/6

The Remuneration Committee has reviewed and discussed the remuneration of the Directors and senior management. The Remuneration Committee has also approved the remuneration and the discretionary bonuses of the executive Directors and the senior management of the Group by reference to their respective levels of responsibilities and performance, industry benchmarks, prevailing market conditions and the Group's financial performance. No Director was involved in deciding his own remuneration.

於本年度內，本公司共舉行了6次委員會會議及各委員會成員於此等會議之出席記錄載列如下：

薪酬委員會已就董事及高級管理人員之薪酬作出檢討及討論。薪酬委員會亦參照本集團各執行董事及高級管理人員之責任及表現水平、行業指標及當時之市場情況以及本集團之財務表現而批准彼等之薪酬及酌情花紅。概無董事參與釐定其自身之薪酬。

NOMINATION COMMITTEE

The Nomination Committee with specific written terms of reference (amended on 30th August 2013) was established by the Company on 15th July 2005. The Nomination Committee currently comprises three independent non-executive Directors, namely Lam Chi Keung (as chairman), Mr. Lam Wing Tai and Mr. Choi Wing Koon and an executive Director, namely, Mr. Lam Shiu Ming, Daneil. The terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company respectively.

提名委員會

本公司於二零零五年七月十五日成立具有特定成文職權範圍(於二零一三年八月三十日經修訂)的提名委員會。提名委員會現由三名獨立非執行董事，分別為林芝強先生(擔任主席)、林永泰先生及蔡永冠先生以及一名執行董事林小明先生組成。提名委員會之職權範圍可分別於聯交所及本公司之網址查閱。

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The principal duties of the Nomination Committee include reviewing the structure, size, composition and diversity (including but not limited to gender, age, culture and educational background, ethnicity, skills knowledge and length of service) of the Board at least annually and making recommendations to the Board regarding any proposed changes to complement the Company's corporate strategy as well as assessing the independence of independent non-executive Directors.

1 committee meetings were convened during the Year and the attendances of each committee member at these meetings are set out as follows:

	Attendance		出席記錄
Independent non-executive Directors			
Mr. Lam Chi Keung (<i>Chairman</i>)	1/1	獨立非執行董事	
Mr. Choi Wing Koon	1/1	林芝強先生 (主席)	1/1
Mr. Lam Wing Tai	1/1	蔡永冠先生	1/1
		林永泰先生	1/1
Executive Director			
Mr. Lam Shiu Ming, Daneil	1/1	執行董事	
		林小明先生	1/1

AUDIT COMMITTEE

The Company established an Audit Committee on 11th October 1999. The written terms of reference (amended on 29th February 2012), which describe the authority and duties of the Audit Committee, were prepared and adopted with reference to "A Guide for Effective Audit Committee" published by the Hong Kong Institute of Certified Public Accountants and in accordance with the Code. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Lam Wing Tai (as chairman), Mr. Lam Chi Keung and Mr. Choi Wing Koon. The terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company respectively.

提名委員會之主要職責包括最少每年檢討董事會之架構、人數、組成及多元性(包括但不限於性別、年齡、文化及教育背景、種族、技能、知識及服務年限方面),並就任何為配合本公司之公司策略而擬作出的變動向董事會提出建議;及評核獨立非執行董事之獨立性。

於本年度內,本公司共舉行了1次委員會會議及各委員會成員於此等會議之出席記錄載列如下:

審計委員會

本公司已於一九九九年十月十一日成立審計委員會。詳述審計委員會之權力及職責之書面職責範圍(於二零一二年二月二十九日修訂)乃參考香港會計師公會頒佈之「審計委員會有效運作指引」及根據守則而編製並作出採納。審計委員會現由三名獨立非執行董事,分別為林永泰先生(主席)、林芝強先生及蔡永冠先生所組成。審計委員會之職責範圍可分別於聯交所及本公司之網址查閱。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Audit Committee meets, at least twice a year, with the external auditor to discuss any area of concern during the audit or review. The Audit Committee is mainly responsible for the appointment, reappointment and removal of the external auditor, review of the Group's financial information and oversight of the Group's financial and accounting practices, internal control and risk management. It is also responsible for reviewing the interim and final results of the Group.

The audited consolidated financial statements for the Year have been reviewed by the Audit Committee.

3 committee meetings were convened during the Year and the attendances of the each committee member at these meetings are set out as follows:

	Attendance
Independent non-executive Directors	
Mr. Lam Wing Tai (<i>Chairman</i>)	3/3
Mr. Lam Chi Keung	3/3
Mr. Choi Wing Koon	3/3

The Audit Committee has reviewed the terms of engagement of the external auditor, the revised accounting standards, the interim consolidated financial statements for the six months ended 31st December 2015 and annual consolidated financial statements for the Year. The Audit Committee also reviewed the internal control systems and met with the external auditor to discuss the nature and scope of the audit and reporting obligation prior to the commencement of and after the completion of the audit.

審計委員會每年最少與外聘核數師會面兩次，以討論審計或審閱過程中任何需關注事宜。審計委員會主要負責委任、重新委任及罷免外聘核數師、審閱本集團之財務資料及監管本集團之財務及會計慣例、內部監控及風險管理。審計委員會亦會負責審閱本集團之中期及全年業績。

本年度之經審核綜合財務報表已由審計委員會審閱。

於本年度內，本公司共舉行了3次委員會會議及各委員會成員於此等會議之出席記錄載列如下：

	出席記錄
獨立非執行董事	
林永泰先生 (主席)	3/3
林芝強先生	3/3
蔡永冠先生	3/3

審計委員會已審閱外聘核數師之聘用條款、經修訂之會計準則、截至二零一五年十二月三十一日止六個月之中期綜合財務報表及本年度之全年綜合財務報表。審計委員會亦已審閱內部監控系統及於審計開始前及完成後與外聘核數師會面討論審計性質及範圍及申報責任。

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CORPORATE GOVERNANCE FUNCTION 企業管治職能

No corporate governance committee has been established and the Board is responsible for, amongst other things, the development and review of the policies and practices on corporate governance of the Group and monitoring the compliance with legal and regulatory requirements, reviewing and monitoring the training and continuous professional development of Directors and senior management, and reviewing the corporate governance compliance with the Codes and disclosure in the annual report.

The corporate governance report has been reviewed by the Board in discharge of its corporate governance function.

BOARD DIVERSITY POLICY

In view of the new amendments of the Code in respect of diversity of board members that has come into effect on 1st September 2013, the Board has formulated and adopted its diversity policy on 30th August 2013.

INTERNAL CONTROL

The Board has the overall responsibility for the internal control of the Group, including risk management, and sets appropriate policies having regard to the objectives of the Group. The Board, through the Audit Committee, conducted a review on the effectiveness of the Group's system of financial and non-financial controls. The system of internal control is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. Controls are monitored by management review.

由於並無成立企業管治委員會，因此由董事會負責（其中包括）制定及檢討本集團之企業管治政策及常規、監察遵守法律法規和監管要求的情況、檢討及監察董事及高級管理人員的培訓和持續專業發展，以及檢討企業管治遵守守則之情況及於年度報告中之披露。

董事會已履行其企業管治職能審閱企業管治報告。

董事會多元化政策

鑒於有關董事會成員多元化之新修訂守則於二零一三年九月一日起生效，董事會已於二零一三年八月三十日制定並採納了其多元化政策。

內部監控

董事會全面負責本集團的內部監控（包括風險管理），並針對本集團目標制定適當政策。董事會透過審計委員會已對本集團財務及非財務監控系統的效能進行檢討。設立內部監控系統旨在管理而非消除未能達成業務目標的風險，並僅可提供合理但非絕對的保證不會出現重大錯誤陳述或損失。有關監控措施乃由管理層檢討進行監察。

CORPORATE GOVERNANCE REPORT

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DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING

The Directors acknowledge their responsibilities for the preparation of the consolidated financial statements of the Group and ensure that the consolidated financial statements of the Group for the Year have been prepared in accordance with Hong Kong Financial Reporting Standards and Hong Kong Accounting Standard and Interpretations issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and disclosure requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

The statement of the external auditor of the Company, Crowe Horwath (HK) CPA Limited, about their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report from pages 76 to 78 of this annual report.

AUDITOR'S REMUNERATION

PricewaterhouseCoopers ("PwC") has resigned as the auditor of the Company with effect from 14th April 2016 as the Company and PwC could not reach a mutual agreement in respect of the audit fee for the financial year ended 30th June 2016.

The Company is incorporated under the laws of Bermuda and to the knowledge of the Board there is no requirement under the laws of Bermuda for the resigning auditor to confirm whether or not there is any circumstance connected with their resignation which they consider should be brought to the attention of the shareholders and creditors of the Company. PwC has therefore not issued such confirmation. The Board and the audit committee of the Company have confirmed that there are no matters relating to the resignation of PwC that need to be brought to the attention of the shareholders of the Company ("Shareholders").

董事對財務報告之責任

董事明白彼等編製本集團綜合財務報表之責任，並確保本年度本集團之綜合財務報表乃按照由香港會計師公會頒佈之香港財務報告準則、香港會計準則及詮釋、香港公認會計原則及香港法例第622章《公司條例》的披露規定而編製。

本公司外聘核數師國富浩華（香港）會計師事務所，就有關本集團之綜合財務報表之其中申報責任聲明載於本年報第76頁及第78頁的獨立核數師報告書內。

核數師酬金

由於本公司與羅兵咸永道會計師事務所（「羅兵咸永道」）未能就截至二零一六年六月三十日止財政年度之審計費用達成一致協議，故羅兵咸永道已辭任本公司核數師一職，自二零一六年四月十四日起生效。

本公司乃根據百慕達法律註冊成立，據董事會所知，百慕達法律並無規定辭任核數師須確認是否存在任何與彼等辭任有關而彼等認為須提請本公司股東及債權人垂注之情況。因此，羅兵咸永道並無發出有關確認書。董事會及本公司審計委員會確認，概無有關羅兵咸永道辭任之事宜須提請本公司股東（「股東」）垂注。

CORPORATE GOVERNANCE REPORT

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The Board has resolved, with the recommendation from the audit committee of the Company, to appoint Crowe Horwath (HK) CPA Limited as the new auditor of the Company with effect from 14th April 2016 to fill the vacancy following the resignation of PwC and to hold office until the conclusion of the next annual general meeting of the Company.

The consolidated financial statements have been audited by Crowe Horwath (HK) CPA Limited who will retire at the forthcoming annual general meeting and, being eligible, will offer themselves for re-appointment. For the Year, the remuneration payable to auditors is set out as follows:

根據本公司審計委員會之推薦意見，董事會已決定委聘國富浩華（香港）會計師事務所有限公司為本公司之新任核數師，自二零一六年四月十四日起生效，以填補羅兵咸永道辭任後出現之空缺，任期直至本公司下屆股東週年大會結束為止。

綜合財務報表已經由國富浩華（香港）會計師事務所有限公司審核，該核數師將於即將舉行之股東週年大會上退任，及其符合資格並願意膺選連任。於本年度，應付核數師之酬金載列如下：

Services rendered	所提供服務	Fees payable 應付費用 HK\$'000 千港元
Audit services	審計服務	1,601
Non-audit services	非審計服務	650
		2,251

COMPANY SECRETARY

Mr. Lam Kit Sun is the company secretary of the Company. His biographical details are set out under the section headed "BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT" of Directors and Senior Management Profile on page 38 of this annual report.

公司秘書

林傑新先生為本公司之公司秘書。彼之履歷詳情載於本年報第38頁的董事及高級管理人員簡介的「董事及高級管理人員履歷詳情」一節內。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

During the Year, the Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") as the code for dealing in securities of the Company by the Directors. Having made specific enquiries, all the Directors confirmed that they have complied with the Model Code throughout the Year.

董事進行證券交易的標準守則

於本年度內，本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）為董事進行本公司證券交易的守則。在作出特定查詢後，所有董事確認於本年度內已遵守標準守則。

CORPORATE GOVERNANCE REPORT

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SHAREHOLDERS' RIGHTS

The general meetings of the Company provide a communication channel between the Shareholders and the Board. An annual general meeting of the Company shall be held each year and at a place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called a special general meeting. The Board may whenever it thinks fit convene special general meetings.

The procedures for Shareholders to convene a special general meeting

Shareholders holding at the date of the 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 at the Company's principal place of business in Hong Kong, to require a special general meeting to be convened by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition.

The procedures for sending enquiries to the Board

The enquiries must be in writing with the detail contact information of the requisitionists and deposited with the Board or the Company Secretary at the Company's principal place of business in Hong Kong.

股東權利

本公司之股東大會為股東與董事會之間提供溝通途徑。本公司之股東週年大會須每年舉行一次，地點由董事會決定。股東週年大會以外之各股東大會均稱為股東特別大會。董事會可於其認為適當的任何時間召開股東特別大會。

股東召開股東特別大會之程序

股東於任何時間均有權向董事會或公司秘書以書面形式遞交請求書至本公司於香港之主要營業地點，要求董事會就處理請求書所述之任何事務召開股東特別大會，惟股東於遞交請求書當日必須持有不少於十分之一之本公司實繳股本（於本公司股東大會上具投票權者），而該大會須於請求書遞交日期後2個月內舉行。

向董事會作出查詢之程序

有關查詢須以書面方式連同查詢人之詳細聯絡資料送達本公司於香港之主要營業地點交董事會或公司秘書。

CORPORATE GOVERNANCE REPORT

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The procedures for Shareholders to put forward proposals at Shareholders' meetings

To put forward proposals at an annual general meeting, or a special general meeting, the Shareholders should submit a written notice of those proposals with the detail contact information to the Company Secretary at the Company's principal place of business in Hong Kong. The request will be verified with the Company's share registrar in Hong Kong (the "Share Registrar") and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting.

The notice period to be given to all the Shareholders for consideration of the proposal raised by the Shareholders concerned at an annual general meeting or a special general meeting varies according to the nature of the proposal, and the relevant notice periods are set out as follows:

- At least 14 clear days' notice (the notice period must include 10 clear Business Days (Note)) in writing if the proposal constitutes an ordinary resolution of the Company in a special general meeting.
- At least 21 clear days' notice (the notice period must include 10 clear Business Days (Note)) in writing if the proposal constitutes a special resolution of the Company in a special general meeting.
- At least 21 clear days' notice (the notice period must include 20 clear Business Days (Note)) in writing if the proposal constitutes an ordinary resolution or a special resolution of the Company in an annual general meeting.

Note: Business Day means any day on which the Stock Exchange is open for the business of dealing in securities.

股東於股東大會作出提案之程序

為於股東週年大會或股東特別大會上提出提案，股東須以書面通知形式提交該等提案，連同詳細聯絡資料，送交本公司於香港之主要營業地點交公司秘書。本公司會向本公司於香港之股份登記處（「股份登記處」）核實該要求，於獲得股份登記處確認該要求為恰當及適當後，公司秘書將要求董事會在股東大會之議程內加入有關決議案。

就上述股東提出於股東週年大會或股東特別大會考慮之提案而向全體股東發出通告之通知期因應提案之性質而有所不同，有關通知期載列如下：

- 倘有關提案構成於股東特別大會上本公司之普通決議案，則須至少足14日之書面通知（該通知期須包括足10個營業日（註））。
- 倘有關提案構成於股東特別大會上本公司之特別決議案，則須至少足21日之書面通知（該通知期須包括足10個營業日（註））。
- 倘有關提案構成於股東週年大會上本公司之普通決議案或特別決議案，則須至少足21日之書面通知（該通知期須包括足20個營業日（註））。

註：營業日指聯交所開市進行證券買賣業務之任何日子。

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The procedures for Shareholders to propose a person for election as a Director

According to the Bye-laws, no person other than a retiring Director shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless a notice in writing signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as a director and also a notice in writing by that person of his willingness to be elected (including that person's biographical details as required by Rule 13.51(2) of the Listing Rules) shall be lodged with the Company Secretary at the Company's principal place of business in Hong Kong or the Share Registrar's place of business in Hong Kong provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

If such notice(s) are received less than ten business days prior to the date of such general meeting, the Company will need to consider the adjournment of such general meeting in order to allow the Shareholders fourteen clear days' notice (the notice period must include ten Business Days (Note)) of the proposal.

Note: Business Day means any day on which The Stock Exchange of Hong Kong Limited is open for the business of dealing in securities.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands.

股東提名候選董事之程序

根據公司細則，除退任董事外，任何未獲董事推薦參選之人士皆不具資格於任何股東大會上參選董事，除非獲正式合資格出席大會及可於會上投票之股東（並非擬參選人）簽署書面通知，其內表明建議提名該人士參選董事之意向，及亦由獲提名人士簽署書面通知，表明願意參選（包括列載按照上市規則第13.51(2)條要求之該人士之履歷詳情），該等書面通知必須呈交至本公司之香港主要營業地點交公司秘書或其股份登記處之香港營業地點，惟該等書面通知之最短通知期限為至少七日，而（倘該等書面通知於寄發有關選舉所召開股東大會之通告後才呈交）該等書面通知須於寄發有關選舉之股東大會通告後翌日起至舉行該股東大會日期前七日止期間內呈交。

倘於該股東大會舉行日期前少於十個營業日收到該等書面通知，為了讓股東就有關提案獲足十四日通知（該通知期須包括十個營業日（註）），本公司將需考慮舉行該股東大會之續會。

註：營業日指香港聯合交易所有限公司開市進行證券買賣業務之任何日子。

以投票方式表決

根據上市規則第13.39(4)條的規定，股東於股東大會上的任何表決均須以投票方式進行，惟主席基於誠信原則作出決定，允許純粹有關程序或行政事宜的決議案以舉手方式表決者除外。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS COMMUNICATION POLICY

The Company has adopted a Shareholders Communication Policy to set out the Company's procedures in providing the Shareholders and the investment community with ready, equal and timely access to balanced and understandable information about the Company, in order to enable the Shareholders to exercise their rights in an informed manner, and to allow the Shareholders and the investment community to engage actively with the Company.

Pursuant to code provision E.1.2 of the Code, the chairman of the Board, the Audit Committee, Remuneration Committee and Nomination Committee, or in their absence, another member of the Board, committees or an appointed representative, will attend the forthcoming annual general meeting to answer questions of the Shareholders. The Company will also invite representatives of the Auditors to attend the forthcoming annual general meeting to answer the Shareholders' questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence.

CONSTITUTIONAL DOCUMENTS

The memorandum of association of the Company and the Bye-laws are available on the websites of the Stock Exchange and the Company respectively.

股東通訊政策

本公司已採納股東通訊政策以列載本公司為股東及投資人士提供容易、平等和及時獲得全面及易於理解之本公司資料之渠道，以確保股東可在知情情況下行使彼等之權力，及讓股東及投資人士與本公司加強溝通。

根據守則內第E.1.2條守則條文，董事會、審計委員會、薪酬委員會及提名委員會主席，或若彼等缺席，董事會、委員會其他成員或指定代表將出席即將舉行之股東週年大會，回答股東提問。本公司亦將邀請核數師代表出席即將舉行之股東週年大會，回答股東有關審計工作、核數師報告之編製及內容、會計政策以及核數師獨立性等提問。

章程文件

本公司之組織章程大綱及公司細則可分別於聯交所及本公司之網站上查閱。

REPORT OF THE DIRECTORS

董事會報告書

The board of directors (the “Director(s)”) (the “Board”) submit their report together with the audited consolidated financial statements of Universe International Financial Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) for the year ended 30th June 2016 (the “Year”).

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in Note 11 to the consolidated financial statements.

An analysis of the Group’s performance for the year by operating segment is set out in Note 5 to the consolidated financial statements.

CHANGE OF COMPANY’S NAME

By a special resolution passed on 29th June 2016, the name of the Company was changed from “Universe International Holdings Limited” to “Universe International Financial Holdings Limited”.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated statement of comprehensive income on pages 81 to 82.

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

BUSINESS REVIEW

A review of the Group’s business during the Year are set out in “Management Discussion and Analysis” on pages 6 to 36 of this annual report.

TAX RELIEF

The Company is not aware of any relief from taxation available to the shareholders of the Company (“Shareholders”) by reason of their holding of the shares of the Company.

寰宇國際金融控股有限公司（「本公司」）董事（「董事」）會（「董事會」）茲提呈本公司及其附屬公司（統稱「本集團」）截至二零一六年六月三十日止年度（「本年度」）之報告及經審核綜合財務報表。

主要業務及按地域劃分之營運分析

本公司之主要業務為投資控股。其附屬公司之業務載於綜合財務報表附註11。

本集團本年度按營運分部劃分之表現分析載於綜合財務報表附註5。

更改公司名稱

根據於二零一六年六月二十九日通過之一項特別決議案，本公司之名稱已由「寰宇國際控股有限公司」更改為「寰宇國際金融控股有限公司」。

業績及盈利分配

本集團本年度之業績載於第81頁至第82頁之綜合全面收益表內。

董事不建議派發末期股息（二零一五年：相同）。

業務回顧

本集團本年度之業務回顧載於本年報第6頁至第36頁之「管理層討論及分析」中。

稅務寬免

本公司並不知悉本公司股東（「股東」）因其持有本公司股份而可獲得任何稅務寬免。

REPORT OF THE DIRECTORS

董事會報告書

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in Note 27 to the consolidated financial statements.

DONATIONS

Charitable donations made by the Group during the Year amounted to approximately HK\$165,000 (2015: HK\$1,705,000).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in Note 6 to the consolidated financial statements.

PRINCIPAL PROPERTIES

Details of the principal properties held for investment purposes are set out on page 291 of the annual report.

CAPITAL REORGANISATION

Pursuant to the Company's announcement dated 29th January 2016 and Company's circular dated 23rd February 2016, the Company proposed to implement the reorganisation of the share capital of the Company ("Capital Reorganisation") involving (a) the consolidation of every 10 issued and unissued pre-consolidated Shares of HK\$0.01 each ("Pre-consolidated Shares") in the share capital of the Company into 1 consolidated share of HK\$0.10 in the share capital of the Company ("Consolidated Share" and "Consolidated Shares" shall be construed accordingly, or "Share" and "Shares" shall be construed accordingly); (b) the reduction of the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.09 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share will be reduced from HK\$0.10 to HK\$0.01; and (c) the sub-division of each of the Authorised but unissued Consolidated Shares of HK\$0.10 each into 10 Shares of HK\$0.01 each. The Capital Reorganisation became effective on 18th March 2016.

儲備

本集團及本公司儲備於年內之變動載於綜合財務報表附註27。

捐款

於本年度內，本集團作出慈善捐款約165,000港元（二零一五年：1,705,000港元）。

物業、機器及設備

本集團之物業、機器及設備之變動詳情載於綜合財務報表附註6。

主要物業

持作投資用途之主要物業詳情載於本年報之第291頁。

股本重組

根據本公司日期為二零一六年一月二十九日之公佈及本公司日期為二零一六年二月二十三日之通函，本公司建議實行本公司股本重組（「股本重組」），其涉及：(a)本公司股本中每10股每股面值0.01港元的已發行及未發行合併前股份（「合併前股份」）合併為本公司股本中1股面值0.10港元的合併股份（「合併股份」，或「股份」）；(b)透過註銷本公司每股已發行合併股份的實繳股本0.09港元，將每股已發行合併股份的面值由0.10港元削減至0.01港元，從而削減本公司已發行股本；及(c)將每一股每股面值0.10港元的法定但未發行的合併股份拆細為10股每股面值0.01港元的股份。股本重組已於二零一六年三月十八日生效。

REPORT OF THE DIRECTORS

董事會報告書

SHARE CAPITAL

Details of the movement in share capital of the Company are set out in Note 25 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 30th June 2016 amounted to HK\$95,492,000 (2015: HK\$95,143,000) including contributed surplus, of HK\$112,429,000 (2015: HK\$99,096,000), which is only distributable subject to conditions as set out in Note 27(c) to the consolidated financial statements.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 292 of the annual report.

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

The Company has not redeemed any of its shares during the Year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's listed securities during the Year.

SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed in the annual general meeting held on 2nd December 2013, the Company conditionally approved and adopted a share option scheme (the "Share Option Scheme") in compliance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"). Details of the Share Option Scheme are as follows:

(a) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to enable the Company to grant share options to selected Participants (as defined below) as incentive and/or rewards for their contributions and support to the Group and any invested entity.

股本

本公司之股本變動詳情載於綜合財務報表附註25。

可分派儲備

本公司於二零一六年六月三十日之可分派儲備為95,492,000港元(二零一五年:95,143,000港元)，包括實繳盈餘112,429,000港元(二零一五年:99,096,000港元)，而實繳盈餘只在符合綜合財務報表附註27(c)所載各項條件時方可予以分派。

五年財務摘要

本集團過去五個財政年度之業績、資產及負債之摘要載於本年報之第292頁。

購買、出售或贖回本公司之上市證券

本公司於本年度並無贖回其任何股份。本公司及其任何附屬公司於本年度概無購買或出售本公司任何上市證券。

購股權計劃

根據於二零一三年十二月二日舉行之股東週年大會上通過之一項普通決議案，本公司根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)有條件批准及採納一項購股權計劃(「購股權計劃」)。購股權計劃之詳情如下：

(a) 購股權計劃之目的

購股權計劃之目的是使本公司可向經過選定之參與人(定義見下文)授出購股權，作為其對本集團及任何投資實體之貢獻及支持之獎勵及／或獎賞。

REPORT OF THE DIRECTORS 董事會報告書

(b) Participants of the Share Option Scheme

The Board may, at its discretion, invite any person belonging to any of the following classes of participants for their contributions and support to the Group and any invested entity (the “Participants” and individually, a “Participant”) to take up share options to subscribe for shares.

- (i) any full-time employee of the Company, any of its subsidiary or any invested entity, including (without limitation) any executive director of the Company, any of its subsidiary or invested entity (individually, an “Employee”);
- (ii) any non-executive director (including independent non-executive directors) of the Company, any of its subsidiary or any invested entity;
- (iii) any supplier of goods or services to any member of the Group or any invested entity;
- (iv) any customer of the Group or any invested entity;
- (v) any person or entity that provides research, development or other technical support to the Group or any invested entity;
- (vi) any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity;
- (vii) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any invested entity; and
- (viii) any joint venture partner or counter-party to business operation or business arrangements of the Group.

(b) 購股權計劃的參與人

董事會可酌情邀請屬於以下任何類別，對本集團及任何投資實體有貢獻及作出支持之參與人（「參與人」），藉接納購股權以認購股份。

- (i) 本公司、其任何附屬公司或任何投資實體之任何全職僱員，包括（但不限於）本公司、其任何附屬公司或投資實體之任何執行董事（個別稱為「僱員」）；
- (ii) 本公司、其任何附屬公司或任何投資實體之任何非執行董事（包括獨立非執行董事）；
- (iii) 本集團任何成員公司或任何投資實體之任何貨品或服務供應商；
- (iv) 本集團或任何投資實體之任何客戶；
- (v) 向本集團或任何投資實體提供研究、開發或其他技術支援之任何人士或實體；
- (vi) 本集團任何成員公司或任何投資實體之任何股東或本集團任何成員公司或任何投資實體所發行之任何證券之任何持有人；
- (vii) 本集團任何成員公司或任何投資實體任何業務範圍或業務發展之任何顧問（專業或非專業）或諮詢人；及
- (viii) 本集團業務運作或業務安排之任何合夥人或合作人。

REPORT OF THE DIRECTORS

董事會報告書

(c) Maximum number of share options available for issue under the Share Option Scheme

- (i) The maximum number of shares which may be issued upon exercise of all outstanding share option granted and yet to be exercised under the Share Option Scheme and any other schemes for the time being of the Company shall not exceed 30% of the shares in issue from time to time. Share options of the Company which are lapsed or cancelled for the time being shall not be counted for the purpose of calculating the said 30% limit; and
- (ii) The maximum number of shares which may be issued upon exercise of all options granted and to be granted under the Share Option Schemes is an amount equivalent to 10% of the shares of the Company in issue as at the dates of approval of the Share Option Schemes unless approval for refreshing the 10% limit from the Company's shareholders has been obtained.

(d) Maximum entitlement of each participant

The total number of shares issued upon exercise of the share options granted and to be granted to each grantee under the Share Option Scheme and any other schemes for the time being of the Company (including both exercised and outstanding share options) in any 12-month period up to the date of grant to each grantee must not exceed 1% of the aggregate number of shares for the time being in issue.

(c) 根據購股權計劃可供發行購股權之數目上限

- (i) 根據購股權計劃及本公司當時任何其他計劃授出之所有未行使購股權獲行使時可發行之股份數目，最多不得超過不時已發行股份之30%。本公司當時作廢或註銷之購股權，於計算以上之30%上限時，不得計算在內；及
- (ii) 除獲本公司股東批准更新10%之上限外，根據購股權計劃已授出及將予授出之所有購股權獲行使時可予發行之股份最高數目相當於批准購股權計劃當日本公司已發行股份數目之10%。

(d) 各參與人之權利上限

於截至向每位獲授人授出日期為止之任何12個月期間內，根據購股權計劃及本公司當時任何其他計劃向每位獲授人授出及將予授出之購股權（包括已行使及未行使之購股權）獲行使而已發行之股份總數，不得超過當時已發行股份總數之1%。

REPORT OF THE DIRECTORS 董事會報告書

(e) Remaining life and exercisable period of the share options

There is no general requirement that a share option must be held for any minimum period before it can be exercised but the Board is empowered to impose at its discretion any such minimum period at the time of grant of any particular share option. A share option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period of 10 years commencing on the Date of Grant and expiring on the last day of the said 10-year period.

(f) Payment on acceptance of the share options offer

A sum of HK\$1 is payable by the Participant on acceptance of the share option offer.

(g) Basis of determining the subscription price

The subscription price for shares under the Share Option Scheme should be a price notified by the Board to a Participant to whom any offer of the grant of a share option is made and shall be at least the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant which must be a business day; and (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant, provided that the subscription price should not be lower than the nominal value of a share.

(e) 購股權之剩餘壽命及行使時限

現時並無一般規定限制購股權必須於持有任何最短期限後方可行使，惟董事會獲授權於授出任何特定購股權時，可酌情施加任何該等最短期限限制。由授出日期起計10年至該段10年期間最後一日內任何時間，購股權可根據購股權計劃之條款行使。

(f) 接納購股權建議時之應付代價

參與人於接納購股權建議時應付1港元之代價。

(g) 釐定認購價之基準

根據購股權計劃釐定之股份認購價須為董事會向已獲任何授出購股權建議之參與人所知會之價格，惟不得低於以下各項之較高數值：(i)於授出日期（必須為營業日）股份在聯交所每日報價表所報之收市價；及(ii)於緊接授出日期前五個營業日股份於聯交所每日報價表所報之平均收市價，惟認購價不得低於一股股份之面值。

REPORT OF THE DIRECTORS

董事會報告書

Particulars of the share options under the Share Option Scheme outstanding during the Year and as at 30th June 2016 were as follows:

於年內及於二零一六年六月三十日，購股權計劃項下尚未行使之購股權之詳情如下：

Participants	Date of grant	Period during which share options are exercisable	Price per share on exercise of options	Number of share options outstanding at the beginning of the year	Adjusted number of share options after Right Issue	Number of share options granted during the year	Adjusted number of share options after Capital Reorganisation	Number of share options exercised during the year	Number of share options lapsed during the year	Number of share options outstanding at the end of the year	Market value per share on grant of share options
參與人	授出日期	購股權行使期	行使購股權時須付之每股價格	於年初尚未行使之購股權數量	供股後之經調整購股權數量	年內授出之購股權數量	股本重組後之經調整購股權數量	年內已行使之購股權數量	年內已失效之購股權數量	於年末未行使之購股權數量	授出購股權時之每股市價
			HKS 港元								HKS 港元
Executive directors											
執行董事											
Mr. Lam Shiu Ming, Daneil 林小明先生	21st July 2014 二零一四年七月二十一日	21st July 2014 to 20th July 2016 二零一四年七月二十一日至二零一六年七月二十日	10.77*	2,072,000	3,343,673	-	334,367	-	-	334,367	9.4*
Mr. Hung Cho Sing 洪祖星先生	21st July 2014 二零一四年七月二十一日	21st July 2014 to 20th July 2016 二零一四年七月二十一日至二零一六年七月二十日	10.77*	2,072,000	3,343,673	-	334,367	-	-	334,367	9.4*
Ms. Cheng Hei Yu 鄭蕙瑜女士	4th March 2016 二零一六年三月四日	4th March 2016 to 3rd March 2018 二零一六年三月四日至二零一八年三月三日	0.92#	-	-	14,814,000	1,481,400	-	-	1,481,400	0.77#
Mr. Lam Kit Sun 林傑新先生	21st July 2014 二零一四年七月二十一日	21st July 2014 to 20th July 2016 二零一四年七月二十一日至二零一六年七月二十日	10.77*	2,072,000	3,343,673	-	334,367	-	-	334,367	9.4*
	4th March 2016 二零一六年三月四日	4th March 2016 to 3rd March 2018 二零一六年三月四日至二零一八年三月三日	0.92#	-	-	14,814,000	1,481,400	-	-	1,481,400	0.77#
Non-executive directors											
非執行董事											
Mr. Chan Shiu Kwong, Stephen 陳紹光先生	4th March 2016 二零一六年三月四日	4th March 2016 to 3rd March 2018 二零一六年三月四日至二零一八年三月三日	0.92#	-	-	14,814,000	1,481,400	-	-	1,481,400	0.77#
Other eligible participants 其他合資格參與人	21st July 2014 二零一四年七月二十一日	21st July 2014 to 20th July 2016 二零一四年七月二十一日至二零一六年七月二十日	10.77*	8,872,400	14,317,763	-	1,431,775	-	(334,367)	1,097,408	9.4*
	30th September 2015 二零一五年九月三十日	30th September 2015 to 29th September 2017 二零一五年九月三十日至二零一七年九月二十九日	1.69#	-	-	20,720,880	2,072,088	-	-	2,072,088	1.61#
	4th March 2016 二零一六年三月四日	4th March 2016 to 3rd March 2018 二零一六年三月四日至二零一八年三月三日	0.92#	-	-	38,537,000	3,853,700	-	-	3,853,700	0.77#
				15,088,400	24,348,782	118,513,880	14,286,264	-	(334,367)	13,951,897	

* The price per share on exercise of options and market value per share on grant of options have been adjusted after taking into account of the effect of (i) the rights issue (the "First Rights Issue") pursuant to the Company's announcement dated 26th May 2015, Company's circular dated 24th June 2015 and Company's prospectus dated 24th July 2015, which was completed on 13th August 2015; (ii) the capital reorganisation (the "Capital Reorganisation") pursuant to the Company's announcement dated 29th January 2016, Company's circular dated 23rd February 2016 and became effective on 18th March 2016.

* 行使購股權時之每股價格與授出購股權時之每股市價均經考慮(i)本公司日期為二零一五年五月二十六日之公佈、本公司日期為二零一五年六月二十四日之通函及本公司日期為二零一五年七月二十四日之章程所述，並已於二零一五年八月十三日完成之供股（「第一次供股」）；(ii)本公司日期為二零一六年一月二十九日之公佈、本公司日期為二零一六年二月二十三日之通函所述，並已於二零一六年三月十八日生效之股本重組（「股本重組」）之影響後作出調整。

The price per share on exercise of options and market value per share on grant of options have been adjusted after taking into account of the effect of the Capital Reorganisation.

行使購股權時之每股價格與授出購股權時之每股市價均經考慮股本重組之影響後作出調整。

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS

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

Executive Directors

Mr. LAM Shiu Ming, Daneil (*Chairman*)

Mr. HUNG Cho Sing

Ms. CHENG Hei Yu

(appointed on 8th December 2015)

Mr. LAM Kit Sun

Mr. YEUNG Kim Piu

(retired on 30th November 2015)

Non-executive Directors

Mr. CHAN Shiu Kwong Stephen

Independent non-executive Directors

Mr. LAM Wing Tai

Mr. LAM Chi Keung

Mr. CHOI Wing Koon

Mr. Lam Shiu Ming, Daneil, Mr. Lam Wing Tai and Mr. Chan Shiu Kwong Stephen will retire by rotation at the forthcoming annual general meeting of the Company in accordance with 87(1) and 87(2) of the Bye-laws and Mr. Lam Shiu Ming, Daneil, being eligible, will offer themselves for re-election at such meeting.

Each of Mr. Chan Shiu Kwong Stephen and Mr. Lam Wing Tai will not offer himself for re-election as Director at the forthcoming annual general meeting of the Company. Mr. Chan Shiu Kwong Stephen and Mr. Lam Wing Tai confirmed that he had no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and they have no disagreement with the Board and he had no matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

For the biographical details of the Director who will stand for re-election and the candidates who will be proposed to be elected as Directors, please refer to the circular containing the notice of the forthcoming annual general meeting of the Company to be despatched.

董事

於本年度內及截至本報告日期在任董事如下：

執行董事

林小明先生 (主席)

洪祖星先生

鄭熹榆女士

(於二零一五年十二月八日獲委任)

林傑新先生

楊劍標先生

(於二零一五年十一月三十日退任)

非執行董事

陳紹光先生

獨立非執行董事

林永泰先生

林芝強先生

蔡永冠先生

林小明先生、林永泰先生及陳紹光先生根據公司細則第87(1)及87(2)條須於即將舉行之本公司股東週年大會上輪值退任，及林小明先生符合資格並願意於該大會上膺選連任。

陳紹光先生及林永泰先生均不會於即將舉行之本公司股東週年大會上膺選連任董事。陳紹光先生及林永泰先生先生確認彼並無就袍金、離職賠償、酬金、遣散費、退休金、開支或其他款項向本公司作出任何申索，且彼等與董事會並無意見分歧，亦無任何有關彼退任之事宜須提請股東或聯交所垂注。

有關將重選連任之董事以及提名參選董事之候選人之履歷詳情，請參閱將予寄發且當中載有本公司應屆股東週年大會通告的通函。

REPORT OF THE DIRECTORS

董事會報告書

All independent non-executive Directors have been appointed for a specific term and subject to retirement by rotation as specified by the Bye-laws and the Listing Rules.

The Company has received from each of the above independent non-executive Directors a confirmation of his independence pursuant to Rules 3.13 of the Listing Rules and the Company is satisfied that they are independent as such.

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in Note 51 to the consolidated financial statements, no other contracts of significance in relation to the Group's business to which the Company, its holding company, its subsidiaries or its fellow 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.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

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

所有獨立非執行董事之委任均有指定任期並須按照公司細則及上市規則之規定輪值退任。

根據上市規則第3.13條，本公司已向上述各獨立非執行董事收取其獨立性之確認書及本公司亦信納彼等為獨立人士。

董事服務合約

擬於即將舉行之股東週年大會上膺選連任之董事並無與本公司訂立本公司在一年內不可在不予賠償（法定賠償除外）的情況下終止之服務合約。

董事之重大合約權益

除綜合財務報表附註51所披露者外，本公司、其控股公司、其附屬公司或同系附屬公司概無參與訂立於年終或本年度任何時間仍然生效、與本集團業務有關且董事直接或間接擁有重大權益之其他重大合約。

董事於競爭性業務的權益

董事概無於對本集團業務構成競爭或可能構成競爭之業務中擁有權益。

REPORT OF THE DIRECTORS

董事會報告書

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN EQUITY OR DEBT SECURITIES

As at 30th June 2016, the interests of each of the Directors and chief executives of the Company in the shares capital of the Company (within the meaning of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong ("SFO")) which were required to be (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest which any such Director was taken or deemed to have under such provisions of the SFO) or; (b) entered in the register required to be kept by the Company pursuant to Section 352 of Part XV of the SFO or; (c) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as set out in Appendix 10 to the Listing Rules (the "Model Code") were as follows:

Interests in Shares – Long positions

Name of Director or chief executive of the Company	Capacity	Number of Shares and underlying shares of the Company held	Subtotal number of shares and underlying shares of the Company held by each Director/ chief executive of the Company 各董事/本公司主要行政人員所持有之本公司股份及相關股份之數目小計	Approximate percentage of the total issued share capital of the Company 佔本公司已發行股本總額之概約百分比
Mr. Lam Shiu Ming, Daneil	founder of a discretionary trust	5,673,951 (note i)		
林小明先生	全權信託創辦人	5,673,951 (附註i)		
	beneficial owner	334,367 (note ii)	6,008,318	3.38% (note iv)
	實益擁有人	334,367 (附註ii)	6,008,318	3.38% (附註iv)

董事及主要行政人員於權益證券或債務證券之權益

於二零一六年六月三十日，各董事及本公司主要行政人員於本公司股本（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」））中擁有須(a)根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的權益（包括任何有關董事根據證券及期貨條例之該等條文被當作或視為擁有之權益）或；(b)記載於本公司按證券及期貨條例第XV部第352條須置存之登記冊內的權益或；(c)根據上市規則附錄十所載之上市公司董事進行證券交易的標準守則（「標準守則」）知會本公司及聯交所的權益如下：

於股份中的權益—好倉

REPORT OF THE DIRECTORS

董事會報告書

Name of Director or chief executive of the Company	Capacity	Number of Shares and underlying shares of the Company held	Subtotal number of shares and underlying shares of the Company held by each Director/ chief executive of the Company 各董事／本公司主要行政人員所持有之本公司股份及相關股份之數目小計	Approximate percentage of the total issued share capital of the Company 佔本公司已發行股本總額之概約百分比
董事或本公司主要行政人員之姓名	身份	持有本公司股份及相關股份數目	本公司股份及相關股份之數目小計	本公司已發行股本總額之概約百分比
Mr. Hung Cho Sing	beneficial owner	1,815,767 (note iii)	1,815,767	1.02% (note iv)
洪祖星先生	實益擁有人	1,815,767 (附註iii)	1,815,767	1.02% (附註iv)
Mr. Lam Kit Sun	beneficial owner	1,815,767 (note iii)	1,815,767	1.02% (note iv)
林傑新先生	實益擁有人	1,815,767 (附註iii)	1,815,767	1.02% (附註iv)
Ms. Cheng Hei Yu	beneficial owner	1,481,400	1,481,400	0.83% (note iv)
鄭熹榆女士	實益擁有人	1,481,400	1,481,400	0.83% (附註iv)
Mr. Chan Shiu Kwong, Stephen	beneficial owner	1,481,400	1,481,400	0.83% (note iv)
陳紹光先生	實益擁有人	1,481,400	1,481,400	0.83% (附註iv)

Notes:

- (i) These 5,673,951 Shares are held by Globalcrest Enterprises Limited, which is wholly owned by Central Core Resources Limited. Central Core Resources Limited is the trustee of a discretionary trust founded by Mr. Lam Shiu Ming, Daneil, the chairman of the Board and an executive Director. As such, Mr. Lam Shiu Ming Daneil is deemed to be interested in all the 5,673,951 Shares held by Globalcrest Enterprises Limited. Certain immediate family members of Mr. Lam Shiu Ming, Daneil are discretionary objects of the aforesaid discretionary trust.
- (ii) These 334,367 underlying Shares of the Company relate to share options granted by the Company to Mr. Lam Shiu Ming Daneil.

附註：

- (i) 該等5,673,951股股份由Globalcrest Enterprises Limited持有，Globalcrest Enterprises Limited由Central Core Resources Limited全資擁有。Central Core Resources Limited為由董事會主席兼執行董事林小明先生創辦的全權信託的受託人。因此，林小明先生被視為於Globalcrest Enterprises Limited所持有的全部5,673,951股股份中擁有權益。林小明先生之若干直系親屬為上述全權信託之全權受益人。
- (ii) 該等334,367股本公司相關股份與本公司授予林小明先生之購股權有關。

REPORT OF THE DIRECTORS 董事會報告書

- (iii) These interests are underlying shares of the Company in respect of share options granted by the Company to each of Mr. Hung Cho Sing, Mr. Lam Kit Sun, Ms. Cheng Hei Yu and Mr. Chan Shiu Kwong, Stephen.
- (iv) The percentage holding is calculated based on the issued share capital of the Company as at the 30th June 2016 comprising 177,774,092 Shares.

All interests in the shares of the Company were long position.

Save as disclosed above, as at 30th June 2016, none of the Directors or chief executives of the Company had any interests or short position in the share, underlying shares and debentures of the Company and its associated corporations which were required to be (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests which they were deemed or taken to have under such provisions of the SFO) or; (b) entered in the register kept by the Company pursuant to Section 352 of Part XV of the SFO or; (c) notified to the Company and the Stock Exchange pursuant to the Model Code.

Save as disclosed above, at no time during the Year, the Directors and chief executives of the Company (including their spouse and children under 18 years of age) had any interest in, or had been granted, or exercised, any rights to subscribe for shares (or warrants or debentures, if applicable) of the Company and its associated corporations required to be disclosed pursuant to the SFO.

In addition, at no time during the Year was the Company, its holding company, its subsidiaries, or its fellow subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company (including their spouse and children under 18 years of age) to hold any interests or short position in the shares or underlying shares in or debentures of, the Company or its associated corporation.

- (iii) 該等權益為與本公司授予洪祖星先生、林傑新先生、鄭熹榆女士及陳紹光先生各自的購股權相關的本公司相關股份。

- (iv) 該持股百分比乃根據本公司於二零一六年六月三十日之已發行股本(包括177,774,092股股份)計算。

所有於本公司股份之權益均為好倉。

除上文所披露者外，於二零一六年六月三十日，概無董事或本公司主要行政人員於本公司及其相聯法團的股份、相關股份及債券中擁有須(a)根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所(包括彼等根據證券及期貨條例之該等條文被視為或被當作擁有之權益)或;(b)記載於本公司按證券及期貨條例第XV部第352條置存之登記冊內或;(c)根據標準守則知會本公司及聯交所的任何權益或淡倉。

除上文所披露者外，於本年度任何時間內，董事及本公司主要行政人員(包括彼等之配偶及18歲以下之子女)並無於本公司及其相聯法團擁有任何權益，或獲授或行使任何可認購本公司及其相聯法團之股份(或認股權證或債券，如適用)之權利而須根據證券及期貨條例作出披露。

此外，本公司、其控股公司、其附屬公司，或其同系附屬公司於本年度任何時間內並無訂立任何安排，使董事及本公司主要行政人員(包括彼等之配偶及18歲以下之子女)於本公司或其相聯法團之股份或相關股份或債券中持有任何權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告書

SUBSTANTIAL SHAREHOLDERS

So far as is known to any Director or chief executive of the Company, as at 30th June 2016, no shareholders (other than Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of Part XV of the SFO.

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.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws and there are no restrictions against such rights under the laws in Bermuda.

MAJOR SUPPLIERS AND CUSTOMERS

The percentage of purchases and sales for the Year attributable to the Group's major suppliers and customers are as follows:

Purchases

– the largest supplier	19.13%
– five largest suppliers in aggregate	41.83%

Sales

– the largest customer	4.84%
– five largest customers in aggregate	17.79%

None of the Directors, their associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major suppliers or customers noted above.

主要股東

就任何董事或本公司主要行政人員所知悉，於二零一六年六月三十日，除董事及本公司主要行政人員外，概無股東於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部向本公司披露，或記載於本公司按證券及期貨條例第XV部第336條須置存之登記冊內的權益或淡倉。

管理合約

本年度內，本公司並無就本公司整體業務或任何重要業務部分之管理及行政工作簽訂或存在任何合約。

優先購買權

根據公司細則並無優先購買權之規定及百慕達法律並無限制有關權利。

主要供應商及客戶

本年度內本集團主要供應商及客戶所佔之購貨額及銷售額百分比如下：

購貨額

– 最大供應商	19.13%
– 五大供應商合計	41.83%

銷售額

– 最大客戶	4.84%
– 五大客戶合計	17.79%

各董事、彼等之聯繫人或任何股東（就董事所知擁有本公司逾5%之股本）概無擁有上述主要供應商或客戶之權益。

REPORT OF THE DIRECTORS

董事會報告書

CONTINUING CONNECTED TRANSACTION

Universe Digital Entertainment Limited (“UDE”), an indirect wholly-owned subsidiary of the Company, entered into a tenancy agreement with Universe Property Investment Limited (“UPI”), a company owned by Mr. Lam Shiu Ming, Daneil, the executive Director of the Company, for renting (1) an industrial unit on the 18th Floor of a 28-storey industrial building over a 2-storey lorry/car parking podium plus a 2-level basement (with a saleable area of approximately 13,983 square foot) and (2) 5 carparking spaces on the 2nd Floor of a 28-storey industrial building over a 2-storey lorry/car parking podium plus a 2-level basement for warehouse, ancillary office and carparking uses from 1st February 2014 to 31st January 2017, with a monthly rental of HK\$244,000 (the “Tenancy Agreement”) which were arrived at following arm’s length negotiation between the Group and Mr. Lam Shiu Ming, Daneil with reference to the rental valuation performed by Roma Appraisals Limited as at 30 November 2013 which reflects the then market rent. During the Year, UDE has paid totally HK\$2,928,000 rent (2015: HK\$2,928,000) to UPI in accordance to the Tenancy Agreement.

Mr. Lam Shiu Ming, Daneil is a connected person of the Company (as defined under the Listing Rules). Accordingly, the Tenancy Agreement constituted continuing connected transactions for the Company under the Listing Rules. Since the applicable percentage ratios for the continuing connected transactions were less than 5%, the Tenancy Agreement satisfied the exemption under Rule 14A.34(1) of the then Listing Rules and was only subject to the reporting and the announcement requirements and, the annual review requirements set out in the then Listing Rules, and was exempt from the independent Shareholders’ approval requirements under Chapter 14A of the then Listing Rules.

The aforesaid continuing connected transactions have been reviewed by the independent non-executive Directors. The independent non-executive Directors confirmed that the aforesaid continuing connected transactions were entered into (a) in the ordinary and usual course of business of the Group; (b) on normal commercial terms; and (c) in accordance with the Tenancy Agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

持續關連交易

本公司間接全資附屬公司寰宇數碼娛樂有限公司（「寰宇數碼娛樂」）與本公司執行董事林小明先生擁有之公司寰宇物業投資有限公司（「寰宇物業投資」）就自二零一四年二月一日起至二零一七年一月三十一日止以月租金244,000港元租用(1)坐落於一棟2層高貨車／私家車停車場平台加2層地下室上28層高工業大廈之18樓的一個工業單位（可銷售面積約為13,983平方呎）及(2)坐落於一棟2層高貨車／私家車停車場平台加2層地下室上28層高工業大廈之2樓的5個停車位用作倉庫、配套辦公室及停車場訂立租賃協議（「租賃協議」）；該協議由本集團與林小明先生經參考羅馬國際評估有限公司於二零一三年十一月三十日作出的租金估值（反映當時市場租金）後公平磋商達致。於本年度，根據租賃協議，寰宇數碼娛樂已向寰宇物業投資支付租金合共2,928,000港元（二零一五年：2,928,000港元）。

林小明先生為本公司之關連人士（定義見上市規則）。據此，租賃協議構成上市規則項下本公司之持續關連交易。由於持續關連交易之適用百分比率均少於5%，根據當時上市規則第14A.34(1)條，租賃協議可獲豁免，惟僅須遵守申報及公佈規定，以及當時上市規則所載之年度審閱規定，並獲豁免遵守當時上市規則第14A章項下之獨立股東批准規定。

上述持續關連交易已經由獨立非執行董事審閱。獨立非執行董事確認上述持續關連交易乃：(a)於本集團一般日常業務中；(b)按一般商業條款；及(c)按規管該等交易之租賃協議訂立，而協議條款屬公平及合理，且符合股東之整體利益。

REPORT OF THE DIRECTORS

董事會報告書

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued its letter containing its conclusion in respect of the continuing connected transactions disclosed by the Group on pages 73 of this annual report in accordance with Rule 14A.57 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange in accordance with Rule 14A.57 of the Listing Rules.

Apart from the above, there are other related party transactions entered into by the Group during the Year, all of which constituted exempted connected transactions for the Company under the Listing Rules, details of these transactions are disclosed in Note 51 to the consolidated financial statements.

EVENTS AFTER THE REPORTING PERIOD

Details of the events after the reporting period are set out in note 52 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued shares as at 30th June 2016.

本公司已聘用核數師，遵照《香港核證委聘準則第3000號》的「審核或審閱過去財務資料以外的核證委聘」及參照香港會計師公會頒佈的《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，就本集團的持續關連交易作出匯報。核數師已根據上市規則第14A.57條之規定，就本集團於本年報第73頁披露之持續關連交易發出其函件，當中載列其結論。本公司已根據上市規則第14A.57條向聯交所提供核數師函件之文本。

除上文所述外，本集團於本年度進行其他關連人士交易，根據上市規則，所有該等交易均構成本公司之獲豁免關連交易，該等交易之詳情於綜合財務報表附註51中披露。

報告期後之事項

有關報告期後之事項的詳情載於綜合財務報表附註52。

充裕的公眾持股量

根據本公司公開所得的資料以及就董事所知，於二零一六年六月三十日，確認有佔本公司已發行股份至少25%的充裕公眾持股量。

REPORT OF THE DIRECTORS

董事會報告書

AUDITOR

PricewaterhouseCoopers (“PwC”) has resigned as the auditor of the Company with effect from 14th April 2016 as the Company and PwC could not reach a mutual agreement in respect of the audit fee for the financial year ended 30th June 2016.

The Company is incorporated under the laws of Bermuda and to the knowledge of the Board there is no requirement under the laws of Bermuda for the resigning auditor to confirm whether or not there is any circumstance connected with their resignation which they consider should be brought to the attention of the shareholders and creditors of the Company. PwC has therefore not issued such confirmation. The Board and the audit committee of the Company have confirmed that there are no matters relating to the Resignation that need to be brought to the attention of the shareholders of the Company.

The Board has resolved, with the recommendation from the audit committee of the Company, to appoint Crowe Horwath (HK) CPA Limited as the new auditor of the Company with effect from 14th April 2016 to fill the vacancy following the resignation of PwC and to hold office until the conclusion of the next annual general meeting of the Company.

The consolidated financial statements have been audited by Crowe Horwath (HK) CPA Limited who will retire at the forthcoming annual general meeting and, being eligible, will offer themselves for re-appointment.

On behalf of the Board

Lam Shiu Ming, Daneil
Chairman

Hong Kong, 30th September 2016

核數師

由於本公司與羅兵咸永道會計師事務所（「羅兵咸永道」）未能就截至二零一六年六月三十日止財政年度之審計費用達成一致協議，故羅兵咸永道已辭任本公司核數師一職，自二零一六年四月十四日起生效。

本公司乃根據百慕達法律註冊成立，據董事會所知，百慕達法律並無規定辭任核數師須確認是否存在任何與彼等辭任有關而彼等認為須提請本公司股東及債權人垂注之情況。因此，羅兵咸永道並無發出有關確認書。董事會及本公司審計委員會確認，概無有關辭任之事宜須提請本公司股東垂注。

根據本公司審計委員會之推薦意見，董事會已決定委聘國富浩華（香港）會計師事務所有限公司為本公司之新任核數師，自二零一六年四月十四日起生效，以填補羅兵咸永道辭任後出現之空缺，任期直至本公司下屆股東週年大會結束為止。

綜合財務報表已經由國富浩華（香港）會計師事務所有限公司審核，該核數師將於即將舉行之股東週年大會上退任，及其符合資格並願意膺選連任。

代表董事會

主席
林小明

香港，二零一六年九月三十日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書



國富浩華(香港)會計師事務所有限公司
Crowe Horwath (HK) CPA Limited
Member Crowe Horwath International
9/F Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong

To the shareholders of Universe International Financial Holdings Limited

*(Formerly known as "Universe International Holdings Limited")
(Incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of Universe International Financial Holdings Limited (formerly known as "Universe International Holdings Limited") ("the Company") and its subsidiaries (together, "the Group") set out on pages 79 to 290, which comprise the consolidated balance sheet as at 30th June 2016, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

致寰宇國際金融控股有限公司股東

*(前稱「寰宇國際控股有限公司」)
(於百慕達註冊成立的有限公司)*

我們已審計列載於第79至290頁寰宇國際金融控股有限公司(前稱「寰宇國際控股有限公司」)(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一六年六月三十日的綜合資產負債表與截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製綜合財務報表,以令綜合財務報表作出真實而公平的反映,及負責其認為編製綜合財務報表所必要的內部監控,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

核數師責任

我們的責任是根據我們的審計對該等綜合財務報表發表意見，並按照百慕達《一九八一年公司法》第90條僅向閣下（整體股東）作出我們的意見報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在重大錯誤陳述。

審計涉及執行情序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部監控，以設計適當的審計程序，但目的並非對公司內部監控的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體呈列方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告書

OPINION

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

Crowe Horwath (HK) CPA Limited

Certified Public Accountants

Hong Kong, 30th September 2016

Kwok Cheuk Yuen

Practising Certificate Number P02412

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴集團於二零一六年六月三十日的財務狀況，及貴集團截至該日止年度的財務表現及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

國富浩華(香港)會計師事務所有限公司

執業會計師

香港，二零一六年九月三十日

郭焯源

執業證書編號P02412

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 30th June 2016 於二零一六年六月三十日

	Note 附註	As at 30th June 2016 於二零一六年 六月三十日 HK\$'000 千港元	As at 30th June 2015 於二零一五年 六月三十日 HK\$'000 千港元
ASSETS			
Non-current assets			
Property, plant and equipment	6	6,224	5,229
Investment properties	7	25,560	25,560
Goodwill	9	59,447	1,314
Other intangible assets	8	14,231	1,858
Film rights and films in progress			
	10	54,278	17,906
Interests in associates	12(a)	25,730	5,022
Interests in joint ventures	13(a)	482	706
Loans receivable	21(a)	20,000	-
Loan receivable from a joint venture			
	13(b)	8,364	8,140
Film related deposits		31,592	38,195
Deposits paid	14	363	6,204
Deferred tax assets	30	365	380
Contingent consideration receivable	22	10,930	-
Available-for-sale financial assets	16	85,802	88,415
		343,368	198,929
Current assets			
Inventories	19	14,304	5,841
Accounts receivable	20	224,739	14,183
Loans receivable	21(a)	23,163	37,000
Loan to an associate			
	21(b)	5,000	-
Amount due from a joint venture			
	13(c)	-	10
Deposits paid, prepayments and other receivables	14	68,492	65,722
Financial assets at fair value through profit or loss	15	247,444	315,109
Bank balances and cash - trust accounts	23	116,667	-
Cash and cash equivalents	24	101,173	102,834
		800,982	540,699
Assets associated with disposal group classified as held for sale	41	6,381	-
Total current assets		807,363	540,699
Total assets		1,150,731	739,628
EQUITY			
Equity attributable to the owners of the Company			
Share capital	25	1,778	2,984
Share premium	27(a)	532,910	213,630
Other reserves	27(a)	67,301	148,463
Retained earnings	27(a)	151,162	206,943
		753,151	572,020
Non-controlling interests		(1,230)	247
Total equity		751,921	572,267

CONSOLIDATED BALANCE SHEET 綜合資產負債表

As at 30th June 2016 於二零一六年六月三十日

	Note 附註	As at 30th June 2016 於二零一六年 六月三十日 HK\$'000 千港元	As at 30th June 2015 於二零一五年 六月三十日 HK\$'000 千港元
LIABILITIES			
Non-current liabilities			
Borrowings	28	–	9,200
Obligations under finance lease	29	63	97
Deferred tax liabilities	30	2,229	29,813
		2,292	39,110
Current liabilities			
Accounts payable	31	254,722	4,189
Amount due to an associate	12(b)	1,941	–
Other payables and accrued charges	32	64,121	52,869
Borrowings	28	9,200	–
Deposits received		43,813	56,726
Obligations under finance lease	29	35	35
Taxation payable		9,068	14,432
Bank overdrafts	28	4,020	–
		386,920	128,251
Liabilities associated with disposal group classified as held for sale	41	9,598	–
Total current liabilities		396,518	128,251
Total liabilities		398,810	167,361
Total equity and liabilities		1,150,731	739,628
Net current assets		410,845	412,448
Total assets less current liabilities		754,213	611,377

The notes on pages 86 to 290 are an integral part of these consolidated financial statements.

載於第86頁至第290頁之附註為此等綜合財務報表之一部分。

The consolidated financial statements on pages 79 to 290 were approved by the Board on 30th September 2016 and were signed on its behalf.

載於第79頁至第290頁之綜合財務報表於二零一六年九月三十日經董事會批准及由其以下代表簽署。

On behalf of the Board

代表董事會

Lam Shiu Ming, Daneil

Director

林小明

董事

Lam Kit Sun

Director

林傑新

董事

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

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

	Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
CONTINUING OPERATIONS:			
Revenue			
Sales of goods – video distribution, optical, watches and jewellery products		72,320	6,877
Income on film exhibition, licensing and sub-licensing of film rights		45,563	34,234
Income from other businesses		33,150	29,154
Total revenue		151,033	70,265
Income			
Fair value change of financial assets at fair value through profit or loss		(143,564)	229,943
Total revenue and income	5	7,469	300,208
Cost of revenue and income			
Cost of inventories sold		(38,000)	(4,803)
Related cost on film exhibition, licensing and sub-licensing of film rights		(13,129)	(18,917)
Cost from other businesses		(3,775)	(21,829)
Total cost of revenue and income		(54,904)	(45,549)
Selling expenses		(18,275)	(3,234)
Administrative expenses		(72,240)	(49,117)
Other income	37	22,872	834
Other gains/(losses) – net			
	38	151	(248)
Other operating (expenses)/income		(4,429)	826
Gain on disposal of a subsidiary	46	–	6
Gain on step acquisition of a subsidiary			
	45(a)	1,571	–
Fair value change on investment properties	7	–	500
Impairment loss of film rights and films in progress	10	(4,226)	(5,818)
Fair value change and loss on redemption of convertible bonds		(1,813)	–
Fair value change on contingent consideration receivable	22	4,080	–
Fair value change of contingent consideration payable		60	–
Impairment loss of goodwill	9	(29,923)	–
Impairment loss on interest in an associate		(18,421)	–
Amortisation of other intangible assets	8	(135)	–
Finance income	39	298	314
Finance costs	33(c)	(2,263)	(170)
Share of profits/(losses) of associates		3,899	(38)
Share of loss of a joint venture		(224)	(218)
(Loss)/profit before tax	33	(166,453)	198,296
Income tax credit/(expense)	40	26,179	(37,366)
(Loss)/profit for the year from continuing operations		(140,274)	160,930
DISCONTINUED OPERATION:			
Loss for the year from discontinued operation	41	(1,602)	–

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表

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

	Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(Loss)/profit for the year	年內(虧損)/溢利	(141,876)	160,930
Other comprehensive (loss)/income:	其他全面(虧損)/收益:		
Items that may be reclassified to profit or loss:	可能會重新分類至損益之項目:		
Change in fair value of available-for-sale financial assets	可供出售金融資產之公平值變動	(12,340)	8,347
Currency translation differences	貨幣換算差額	(708)	(18)
Other comprehensive (loss)/income for the year, net of tax	年內其他全面(虧損)/收益, 扣除稅項	(13,048)	8,329
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	(154,924)	169,259
(Loss)/profit attributable to owners of the Company:	本公司擁有人應佔(虧損)/溢利:		
– from continuing operations	–來自持續經營業務	(139,973)	161,956
– from discontinued operation	–來自已終止經營業務	(817)	–
(Loss)/profit for the year attributable to owners of the Company	本公司擁有人應佔年內(虧損)/溢利	(140,790)	161,956
(Loss)/profit attributable to non-controlling interests:	非控股權益應佔(虧損)/溢利:		
– from continuing operations	–來自持續經營業務	(301)	(1,026)
– from discontinued operation	–來自已終止經營業務	(785)	–
(Loss)/profit for the year attributable to non-controlling interests	非控股權益應佔年內(虧損)/溢利	(1,086)	(1,026)
Total comprehensive (loss)/income for the year attributable to:	以下應佔年內全面(虧損)/收益總額:		
Owners of the Company	本公司擁有人	(153,852)	170,285
Non-controlling interests	非控股權益	(1,072)	(1,026)
		(154,924)	169,259
Total comprehensive (loss)/income attributable to owners of the Company arises from:	本公司擁有人應佔之全面(虧損)/收益總額來自:		
Continuing operations	持續經營業務	(153,050)	170,285
Discontinued operation	已終止經營業務	(802)	–
		(153,852)	170,285
(Loss)/earnings per share attributable to owners of the Company for the year (expressed in HK\$):	年內本公司擁有人應佔每股(虧損)/盈利(以港元列示):		(Restated) (經重列)
From continuing and discontinued operation	來自持續及已終止經營業務		
– basic	–基本	42(a) (0.980)	6.266
– diluted	–攤薄	42(b) (0.980)	6.185
From continuing operations	來自持續經營業務		
– basic	–基本	42(a) (0.974)	6.266
– diluted	–攤薄	42(b) (0.974)	6.185

The notes on pages 86 to 290 are an integral part of these consolidated financial statements.

載於第86頁至第290頁之附註為此等綜合財務報表之一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to the owners of the Company 本公司擁有人應佔					Non-controlling interests	Total equity
	Note	Share capital	Share premium	Other reserves (Note 27(a)) 其他儲備 (附註27(a))	Retained earnings	Total		
	附註	股本	股份溢價	其他儲備 (附註27(a))	保留盈利	總計	非控股權益	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Balance at 1st July 2014	於二零一四年七月一日之結餘	34,578	136,842	83,492	44,987	299,899	-	
Comprehensive income	全面收益							
Profit for the year	年內溢利	-	-	-	161,956	161,956	(1,026)	
Other comprehensive income	其他全面收益							
Change in value of available-for-sale financial assets	可供出售金融資產之價值變動	16	-	8,347	-	8,347	-	
Currency translation differences	貨幣換算差額	-	-	(18)	-	(18)	-	
Total other comprehensive income	其他全面收益總額	-	-	8,329	-	8,329	-	
Total comprehensive income for the year	年內全面收益總額	-	-	8,329	161,956	170,285	(1,026)	
Transactions with owners	與擁有人之交易							
Issue of new ordinary shares from placing	因配售發行新普通股	25	15,650	80,277	-	95,927	-	
Transaction costs attributable to issue of new ordinary shares from placing	因配售發行新普通股應佔之交易成本	25	-	(3,489)	-	(3,489)	-	
Capital reorganisation	股本重組	25	(47,244)	47,244	-	-	-	
Employee share option scheme - Issue of share options	僱員購股權計劃 - 購股權發行	-	-	9,398	-	9,398	-	
Non-controlling interests arising on business combination	業務合併產生之非控股權益	45(d)	-	-	-	-	273	
Capital injection from non-controlling interests	非控股權益之注資	-	-	-	-	-	1,000	
Total contributions by and distribution to owners of the Company, recognised directly in equity	本公司擁有人注資及向本公司擁有人分派之總額，直接於權益中確認	(31,594)	76,788	56,642	-	101,836	1,273	
Balance at 30th June 2015 and 1st July 2015	於二零一五年六月三十日及二零一五年七月一日之結餘	2,984	213,630	148,463	206,943	572,020	247	
Comprehensive loss	全面虧損							
Loss for the year	年內虧損	-	-	-	(140,790)	(140,790)	(1,086)	
Other comprehensive loss	其他全面虧損							
Change in value of available-for-sale financial assets	可供出售金融資產之價值變動	16	-	(12,340)	-	(12,340)	-	
Currency translation differences	貨幣換算差額	-	-	(722)	-	(722)	14	
Total other comprehensive loss	其他全面虧損總額	-	-	(13,062)	-	(13,062)	14	
Total comprehensive loss for the year	年內全面虧損總額	-	-	(13,062)	(140,790)	(153,852)	(1,072)	
Transactions with owners	與擁有人之交易							
Issue of new ordinary shares from placing	因配售發行新普通股	25	6,159	216,923	-	223,082	-	
Transaction costs attributable to issue of new ordinary shares from placing	因配售發行新普通股應佔之交易成本	25	-	(8,026)	-	(8,026)	-	
Rights issue of shares	供股發行股份	25	5,968	114,578	-	120,546	-	
Transaction costs attributable to issue of new ordinary shares from rights issue	因供股發行新普通股應佔之交易成本	25	-	(4,195)	-	(4,195)	-	
Capital reorganisation	股本重組	25	(13,333)	13,333	-	-	-	
Lapse of unlisted warrants	非上市認股權證失效	27(c)(v)	-	(81,961)	81,961	-	-	
Employee share option scheme - Issue of share options	僱員購股權計劃 - 購股權發行	-	-	3,576	-	3,576	-	
- Lapse of share options	- 購股權失效	-	-	(3,048)	3,048	-	-	
Non-controlling interest arising on business combination	業務合併產生之非控股權益	45(c)	-	-	-	-	(405)	
Total contributions by and distribution to owners of the Company, recognised directly in equity	本公司擁有人注資及向本公司擁有人分派之總額，直接於權益中確認	(1,206)	319,280	(68,100)	85,009	334,983	(405)	
Balance at 30th June 2016	於二零一六年六月三十日之結餘	1,778	532,910	67,301	151,162	753,151	(1,230)	

The notes on pages 86 to 290 are an integral part of these consolidated financial statements.

載於第86頁至第290頁之附註為此等綜合財務報表之一部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

	Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash flows from operating activities			
Net cash used in operating activities	44	(100,904)	(41,385)
Cash flows from investing activities			
Acquisition of a subsidiary, net of cash acquired	45	(81,497)	(2,400)
Investment in associates		(38,792)	(5,060)
Purchase of property, plant and equipment	6	(1,632)	(4,236)
Decrease in film related deposits		6,186	850
Payments for film rights and films in progress	10	(49,489)	(7,639)
Investment in available-for-sale financial assets	16	(11,330)	(25,103)
Proceeds from disposal of an available-for-sale financial asset		-	969
Proceeds from disposal of property, plant and equipment	44(a)	-	140
Interest received	39	74	96
Dividends received from available-for-sale financial assets	37	20,473	-
Net cash used in investing activities		(156,007)	(42,383)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

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

	Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash flows from financing activities	融資活動之現金流量		
Proceeds from placing of new ordinary shares	配售新普通股之所得款項	223,082	95,927
Payments for transaction costs attributable to issue of new ordinary shares from placing	支付因配售發行之新普通股應佔之交易成本	(8,026)	(3,489)
Proceeds from rights issue of shares	供股發行股份之所得款項	120,546	-
Payment for transaction costs attributable to issue of new ordinary shares from rights issue	支付因供股發行之新普通股應佔之交易成本	(4,195)	-
Proceeds from borrowings	借貸之所得款項	50,000	9,200
Repayment of borrowings	償還借貸	(62,000)	-
Payment for redemption of convertible note	贖回可換股票據之付款	(64,000)	-
Capital element of finance leases payments	融資租賃付款之資本部分	(34)	(26)
Interest paid	已付利息	(2,263)	(170)
Capital injection from non-controlling interest arising from incorporation of a new subsidiary	註冊成立一間新附屬公司產生之非控股權益注資	-	1,000
Net cash generated from financing activities	融資活動產生之淨現金	253,110	102,442
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物之淨(減少)/增加	(3,801)	18,674
Currency translation differences	貨幣換算差額	(521)	(18)
Cash and cash equivalents at beginning of the year	於年初現金及現金等價物	102,834	84,178
Cash and cash equivalents at end of the year	於年終現金及現金等價物	98,512	102,834
Analysis of cash and cash equivalents:	現金及現金等價物分析:		
Cash and cash equivalents	現金及現金等價物	97,153	102,834
Cash and cash equivalents included in disposal group classified as held for sale	計入分類為持作出售之出售集團的現金及現金等價物	1,359	-
		98,512	102,834

The notes on pages 86 to 290 are an integral part of these consolidated financial statements.

載於第86頁至第290頁之附註為此等綜合財務報表之一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1. GENERAL INFORMATION

Universe International Financial Holdings Limited (formerly known as “Universe International Holdings Limited”) (the “Company”) and its subsidiaries (together, the “Group”) are principally engaged in securities brokerage and margin financing, money lending, leasing of investment properties, securities investment, video distribution, film distribution and exhibition, licensing and sub-licensing of film rights, provision of training and coaching services, trading, wholesaling and retailing of optical, watches and jewellery products in Hong Kong and the People’s Republic of China (“PRC”).

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address of the principal place of business of the Company is 18th Floor, Wylar Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong.

The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Pursuant to a special resolution passed by the shareholders of the Company on 29th June 2016, the Company’s name was changed from “Universe International Holdings Limited” to “Universe International Financial Holdings Limited” with effect from 3rd August 2016.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (“HK\$’000”), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board on 30th September 2016.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

1. 一般資料

寰宇國際金融控股有限公司（前稱「寰宇國際控股有限公司」，「本公司」）及其附屬公司（統稱「本集團」）主要於香港及中華人民共和國（「中國」）從事證券經紀及孖展融資、放貸、出租投資物業、證券投資、錄像發行、電影發行及放映、授出及轉授電影版權、提供培訓及輔導服務以及光學、鐘錶及珠寶產品貿易、批發及零售業務。

本公司乃於百慕達註冊成立之有限公司，其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司主要營業地點的地址為香港新界葵涌大連排道192至200號偉倫中心第二期18樓。

本公司股份於香港聯合交易所有限公司（「聯交所」）主板上市。

根據本公司股東於二零一六年六月二十九日通過之一項特別決議案，本公司之名稱已由「寰宇國際控股有限公司」更改為「寰宇國際金融控股有限公司」，自二零一六年八月三日起生效。

除另有說明外，此等綜合財務報表以千港元（「千港元」）呈列。此等綜合財務報表已經董事會於二零一六年九月三十日批准刊發。

2 重要會計政策摘要

編製此等綜合財務報表採用的主要會計政策載於下文。除另有說明外，此等政策在所呈報的所有年度內已貫徹應用。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations (“Ints”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, contingent consideration receivable, financial assets at fair value through profit or loss, contingent consideration payable, convertible bonds and investment properties, which are carried at fair value.

Disposal group held for sale are stated at the lower of carrying amount and fair value less costs to sell (Note 2.28).

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The actual results may differ from these estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

2 重要會計政策摘要 (續)

2.1 編製基準

本集團的綜合財務報表乃根據所有適用香港財務報告準則(「香港財務報告準則」, 為統稱詞彙, 當中包括香港會計師公會(「香港會計師公會」)頒佈的所有適用的個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(「詮釋」)、香港公認會計原則及香港公司條例之披露規定而編製。此等財務報表亦符合聯交所證券上市規則(「上市規則」)的適用披露規定。

此等綜合財務報表已按照歷史成本法編製, 並就可供出售金融資產、應收或然代價、透過損益按公平值入賬的金融資產、應付或然代價、可換股債券及投資物業的重估(均按公平值列賬)而作出修訂。

持作出售之出售組別按賬面值與公平值減出售成本間之較低者呈列(附註2.28)。

編製符合香港財務報告準則的綜合財務報表需要使用若干關鍵會計估算。這亦需要管理層在應用本集團之會計政策過程中運用其判斷。實際結果或會有別於此等估計。涉及較多判斷或較高複雜程度的範疇, 或假設及估計對此等財務報表屬重要的範疇, 乃於附註4披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

Changes in accounting policy and disclosures

(i) *Application of new or revised HKFRSs*

There is no new or revised HKFRSs issued by the HKICPA effective for the first time in the current year.

(ii) *New Hong Kong Companies Ordinance (Cap. 622)*

The Company has adopted the amendments to the Listing Rules issued by The Stock Exchange of Hong Kong Limited relating to the disclosure of financial information with reference to the Hong Kong Companies Ordinance (Cap. 622) during the current financial year. The main impact to the financial statements is on the presentation and disclosure of certain information in the financial statements.

(iii) *New Standards and amendments to standards not yet adopted*

The following new standards, amendments to standards and interpretations to existing standards have been issued but are not yet effective for the financial year beginning 1st July 2015 and have not been early adopted:

2 重要會計政策摘要 (續)

2.1 編製基準 (續)

會計政策變動及披露

(i) *應用新訂或經修訂香港財務報告準則*

香港會計師公會概無頒佈於本年度首次生效之新訂或經修訂香港財務報告準則。

(ii) *新香港《公司條例》(第622章)*

經參考香港《公司條例》(第622章)後,本公司於本財政年度已採納由香港聯合交易所有限公司所頒發對上市規則有關財務資料披露的修訂。對財務報表的主要影響在於財務報表內若干資料的呈列及披露。

(iii) *尚未採納之新訂準則及準則之修訂本*

下列新訂準則、準則之修訂本及現時準則之詮釋於二零一五年七月一日開始的財政年度已頒佈但尚未生效,且並無獲提早採納:

Effective for annual periods beginning on or after 於以下日期或之後開始的年度期間生效

Annual Improvement Project	Annual Improvements 2012-2014 Cycle	1st January 2016
年度改進項目	二零一二年至二零一四年週期之年度改進	二零一六年一月一日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

Changes in accounting policy and disclosures (Continued)

(iii) *New Standards and amendments to standards not yet adopted (Continued)*

2 重要會計政策摘要 (續)

2.1 編製基準 (續)

會計政策變動及披露 (續)

(iii) *尚未採納之新訂準則及準則之修訂本 (續)*

		Effective for annual periods beginning on or after 於以下日期或之後開始的年度期間生效
HKFRS 10 and HKAS 28 Amendments	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	a date to be determined
香港財務報告準則第10號及香港會計準則第28號 (修訂本)	投資者及其聯營公司或合營公司之間之資產出售或注資	日期待定
HKFRS 10, HKFRS 12 and HKAS 28 Amendments	Investment Entities: Applying the Consolidation Exception	1st January 2016
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號 (修訂本)	投資實體：應用綜合入賬之例外情況	二零一六年一月一日
HKFRS 11 Amendments	Accounting for Acquisitions of Interests in Joint Operations	1st January 2016
香港財務報告準則第11號 (修訂本)	收購合營業務權益之會計處理	二零一六年一月一日
HKAS 1 Amendments	Disclosure Initiative	1st January 2016
香港會計準則第1號 (修訂本)	披露計劃	二零一六年一月一日
HKFRS 2 Amendments	Classification and Measurement of Share-based Payment Transactions	1st January 2018
香港財務報告準則第2號 (修訂本)	以股份為基礎之付款交易之分類及計量	二零一八年一月一日
HKAS 7 Amendments	Disclosure Initiative	1st January 2017
香港會計準則第7號 (修訂本)	披露計劃	二零一七年一月一日
HKAS 12 Amendments	Recognition of Deferred Tax Assets for Unrealised Losses	1st January 2017
香港會計準則第12號 (修訂本)	就未變現虧損確認遞延稅項資產	二零一七年一月一日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

Changes in accounting policy and disclosures (Continued)

(iii) *New Standards and amendments to standards not yet adopted* (Continued)

		Effective for annual periods beginning on or after 於以下日期或之後開始的年度期間生效
HKAS 16 and HKAS 38 Amendments	Clarification of HKFRS 15 Acceptable Methods of Depreciation and Amortisation	1st January 2016
香港會計準則第16號及香港會計準則第38號 (修訂本)	對香港財務報告準則第15號「可接受折舊及攤銷方法」之澄清	二零一六年一月一日
HKAS 16 and HKAS 41 Amendments	Agriculture: Bearer Plants	1st January 2016
香港會計準則第16號及香港會計準則第41號 (修訂本)	農業：生產性植物	二零一六年一月一日
HKAS 27 Amendments	Equity Method in Separate Financial Statements	1st January 2016
香港會計準則第27號 (修訂本)	獨立財務報表之權益法	二零一六年一月一日
HKFRS 9	Financial Instruments	1st January 2018
香港財務報告準則第9號	金融工具	二零一八年一月一日
HKFRS 14	Regulatory Deferral Accounts	1st January 2016
香港財務報告準則第14號	監管遞延賬目	二零一六年一月一日
HKFRS 15 Amendments	Clarifications to HKFRS 15 Revenue from Contracts with Customers	1st January 2018
香港財務報告準則第15號 (修訂本)	對香港財務報告準則第15號「合約客戶收益」之澄清	二零一八年一月一日
HKFRS 16	Leases	1st January 2019
香港財務報告準則第16號	租賃	二零一九年一月一日

The Group is in the process of making an assessment of what the impact of these amendments and new standards are expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估預期該等修訂本及新訂準則於首次應用期間的影響。到目前為止，其得出如下結論：採用有關修訂本不大可能會對綜合財務報表造成重大影響。

2 重要會計政策摘要 (續)

2.1 編製基準 (續)

會計政策變動及披露 (續)

(iii) *尚未採納之新訂準則及準則之修訂本* (續)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

2 重要會計政策摘要 (續)

2.2 附屬公司及非控股權益

附屬公司指本集團控制的實體。當本集團自參與實體營運而取得可變回報的風險或權利，並能藉著對實體的權力而影響該等回報時，則本集團控制該實體。於評估本集團是否具有該權力時，只考慮（由本集團及其他方持有的）實質性權力。

於附屬公司的投資於控制權開始日期至控制權終止日期期間於綜合財務報表中綜合計算。集團間的結餘、交易及現金流以及集團間交易所產生的任何未變現溢利，均於編製綜合財務報表時悉數對銷。集團間交易產生的未變現虧損均按與未變現收益相同的方式對銷，惟僅限於無減值憑證時方予對銷。

非控股權益指並非本公司直接或間接應佔的附屬公司權益，且本集團並無就此與該等權益持有人增訂條款而導致本集團整體須就該等權益負有符合金融負債定義的合約責任。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries and non-controlling interests (Continued)

Non-controlling interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company. 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. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated balance sheet.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

2 重要會計政策摘要 (續)

2.2 附屬公司及非控股權益 (續)

非控股權益於綜合資產負債表的權益內與本公司擁有人應佔權益分開呈列。本集團業績的非控股權益在綜合全面收益表賬面呈列為年內損益總額及全面收益總額在非控股權益與本公司擁有人之間的分配。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。非控股權益持有人之貸款及對該等持有人所負之其他合約責任於綜合資產負債表中呈列為金融負債。

本集團於現有附屬公司的擁有權權益變動

倘本集團於附屬公司的權益變動不會導致喪失控制權，則作為股權交易入賬，即只調整在綜合權益內之控股及非控股權益的金額以反映其相關權益的變動，但不調整商譽及確認盈虧。

當本集團失去附屬公司之控制權時，將被視為出售其於該附屬公司之全部權益進行會計處理，產生之盈虧則於損益確認。前度附屬公司於喪失控制權當日之任何留存權益按其公平值確認，而該款額將被列作金融資產初步確認之公平值，或（如適用）初步確認於聯營公司或合營公司之投資成本。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries and non-controlling interests (Continued)

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

In the Company's balance sheet, an investment in a subsidiary is stated at cost less impairment losses (see note 2.12), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

2.3 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 *Incomes Taxes* and HKAS 19 *Employee Benefits* respectively;

2 重要會計政策摘要 (續)

2.2 附屬公司及非控股權益 (續)

本集團於現有附屬公司的擁有權權益變動 (續)

於本公司的資產負債表中，除非於附屬公司的投資分類為持作出售，否則有關投資按成本減任何減值虧損入賬（見附註2.12）（包括在分類為持作出售之出售組別內）。

2.3 業務合併

業務收購乃採用收購法進行列賬。業務合併轉讓代價乃按公平值計算，計算方式為本集團所轉讓的資產、本集團對被收購方原所有人產生的負債及本集團於交換被收購方的控制權所發行的股權於收購日期的公平值的總和。與收購有關的成本一般於產生時在損益中確認。

於收購日期，所收購可辨認資產及所承擔負債按公平值確認，惟下列項目除外：

- 遞延稅項資產或負債及與僱員福利安排有關的資產或負債分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Business combinations (Continued)

- 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; 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 re-assessment, 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.

2 重要會計政策摘要 (續)

2.3 業務合併 (續)

- 涉及被收購方以股份為基礎之付款安排或為取代被收購方以股份為基礎之付款安排而訂立之本集團以股份為基礎之付款安排之負債或權益工具按香港財務報告準則第2號「以股份為基礎之付款」於收購日期予以計量；及
- 按香港財務報告準則第5號「持作銷售之非流動資產及已終止經營業務」分類為持作銷售之資產（或出售組別）按該準則予以計量。

商譽乃以所轉讓的代價、任何非控股權益於被收購方中所佔金額及收購方以往持有的被收購方股權公平值（如有）的總和超出所收購可辨認資產及所承擔負債於收購日期的淨值的部分計量。倘經過重新評估後，所收購可辨認資產及所承擔負債於收購日期的淨值超出所轉讓代價、任何非控股權益於被收購方中所佔金額及收購方以往持有的被收購方股權公平值（如有）的總和，則超出部分即時於損益內確認為議價收購收益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Business combinations (Continued)

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.

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

2 重要會計政策摘要 (續)

2.3 業務合併 (續)

屬現時擁有權權益且於清盤時讓持有人有權按比例分佔實體資產淨值的非控股權益，可初步按公平值或非控股權益應佔被收購方可辨認資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他類別的非控股權益乃按其公平值或（如適用）另一項香港財務報告準則指定之基準計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，則或然代價按其於收購日期之公平值計量，並計入於業務合併所轉讓之代價之一部分。具備計量期間調整資格的或然代價的公平值變動乃作追溯調整，並對商譽作出相應調整。計量期間調整乃於「計量期間」（自收購日期起不可超過一年）因取得有關於收購日期已存在事實及情況的額外資料所作出的調整。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Business combinations (Continued)

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKAS 39 Financial Instruments: Recognition and Measurement, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition date fair value 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.

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 (see above), or 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.

2 重要會計政策摘要 (續)

2.3 業務合併 (續)

不合資格作為計量期間調整之或然代價公平值變動之後續會計處理取決於如何將或然代價分類。分類為權益之或然代價不會於後續報告日期重新計量，其後續結算亦於權益內入賬。分類為資產或負債之或然代價將根據香港會計準則第39號「金融工具：確認及計量」於後續報告日期重新計量，相應之盈虧於損益內確認。

倘業務合併分階段達成，本集團以往所持的被收購方股權於收購日期按公平值重新計量，所產生的盈虧（如有）在損益內確認。倘為出售於被收購方權益，則以往在其他全面收益中確認之於收購日期前從該等權益產生之款項會重新分類至損益（若此處理方法合適）。

倘業務合併的最初入賬於合併發生的報告期末尚未完成，則本集團將報告未完成列賬項目的臨時金額。該等臨時金額乃於計量期間（見上文）內作出調整，而新增資產或負債則獲確認以反映關於在收購日期已存在的事實及情況（倘已知）將對於該日期確認的金額造成的影響的新資料。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

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

The Group's investments in associates and joint ventures are stated in the consolidated balance sheet at the Group's share of net assets under the equity method of accounting, less any impairment losses.

2 重要會計政策摘要 (續)

2.4 於聯營公司及合營公司之投資

聯營公司指本集團於其擁有一般不少於20%股本投票權之長期權益，並可對其實施重大影響力的實體。重大影響力指對投資對象的財務及經營政策有參與決策的權力，但並非對該等政策形成控制或共同控制。

合營公司乃一種合營安排，實施共同控制的合營各方可分佔該合營公司資產淨值的權益。共同控制指通過訂約協定共享安排的控制權，僅於相關活動決策須經共享控制權的各方一致同意的情况下存在。

本集團於聯營公司及合營公司之投資乃於綜合資產負債表之本集團應佔資產淨值（根據權益會計法計算，扣除任何減值虧損）列賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Investments in associates and joint ventures (Continued)

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of comprehensive income. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Asset Held for Sale and Discontinued Operations*.

2 重要會計政策摘要 (續)

2.4 於聯營公司及合營公司之投資 (續)

本集團應佔聯營公司及合營公司之收購後業績及其他全面收益乃計入綜合全面收益表。此外，倘直接於聯營公司或合營公司之權益確認變動，本集團應於綜合權益變動表確認其任何應佔變動（如適用）。本集團與其聯營公司或合營公司之間交易產生之未變現收益及虧損以本集團於聯營公司或合營公司之投資為限對銷，惟尚未變現虧損提供已轉讓資產減值的證據則除外。收購聯營公司或合營公司所產生之商譽計入本集團於聯營公司或合營公司之投資部分。

倘於聯營公司之投資成為於合營公司之投資，反之亦然，保留權益不會重新進行計量，而是繼續按權益法將投資列賬。於所有其他情況下，本集團一經失去對聯營公司的重大影響力或對合營公司的共同控制權，則會按公平值計量及確認任何保留投資。失去對聯營公司的重大影響力或對合營公司的共同控制權時，聯營公司或合營公司的賬面值與保留投資之公平值及出售所得款項之間的任何差額確認為損益。

倘於聯營公司或合營公司之投資分類為持作出售，則其根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement.

The Group recognises in relation to its interest in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The assets, liabilities, revenues and expenses relating to the Group's interest in a joint operation are accounted for in accordance with the HKFRSs applicable to the particular assets, liabilities, revenue and expenses.

2 重要會計政策摘要 (續)

2.5 合營業務權益

合營業務指擁有共同控制權的各方享有應佔資產及負債責任的一種合營安排。

本集團於合營業務權益確認以下各項：

- 其資產，包括其應佔任何共同持有之資產；
- 其負債，包括其應佔任何共同承擔之負債；
- 其銷售應佔合營業務產量之收益；
- 其來自銷售合營業務產量之應佔收益；及
- 其開支，包括其應佔任何共同承擔之開支。

本集團於合營業務中之權益所涉的資產、負債、收益及開支乃根據適用於該特定資產、負債、收益及開支的香港財務報告準則入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Chairman of the Company (the chief operating decision maker) for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2.7 Foreign currency translation

(a) Functional and presentation currency

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

2 重要會計政策摘要 (續)

2.6 分部報告

經營分部及財務報表所呈報的各分部項目金額，乃就分配資源予本集團各業務及地區分部及評估其表現，定期向本公司主席（主要營運決策者）提供之財務資料確定。

就財務呈報而言，除非分部具備類似經濟特徵及於產品及服務性質、生產流程性質、客戶類型或類別、用作分配產品或提供服務的方法及監管環境的性質方面類似，否則各重大經營分部不會進行合併計算。個別非重大的經營分部，如符合上述大部分標準，則可進行合併計算。

2.7 外幣匯兌

(a) 功能和列賬貨幣

本集團每個實體的財務報表所列項目均以該實體營運所在的主要經濟環境的貨幣（「功能貨幣」）計量。綜合財務報表以港元（「港元」）呈報，港元為本公司的功能及本集團的列賬貨幣。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Foreign currency translation (Continued) (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income in within 'other gains/(losses) – net'.

Changes in the fair value of debt securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available-for-sale, are included in other comprehensive income.

2 重要會計政策摘要 (續)

2.7 外幣匯兌 (續) (b) 交易及結餘

外幣交易採用交易日或估值日(倘項目重新計量)的匯率換算為功能貨幣。結算此等交易產生的匯兌收益和虧損以及將以外幣計值的貨幣資產和負債以年終匯率換算產生的匯兌收益和虧損在綜合全面收益表內的「其他收益／(虧損)－淨額」中確認。

以外幣計值被分類為可供出售的債務證券的公平值變動乃按照證券的攤銷成本變動與該證券賬面值的其他變動所產生的換算差額進行分析。與攤銷成本變動有關的換算差額於損益中確認，賬面值的其他變動則於其他全面收益中確認。

非貨幣性金融資產及負債(如透過損益按公平值持有的權益)的換算差額於損益中確認為公平值盈虧的一部分。非貨幣性金融資產(如分類為可供出售的權益)的換算差額計入其他全面收益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Foreign currency translation (Continued)

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (c) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

2 重要會計政策摘要 (續)

2.7 外幣匯兌 (續)

(c) 集團公司

功能貨幣有別於呈列貨幣的所有集團實體(並無來自嚴重通貨膨脹經濟體的貨幣)的業績及財務狀況均按以下方式換算為呈列貨幣:

- (a) 各資產負債表所呈列之資產與負債按該資產負債表日期的收市匯率換算;
- (b) 各全面收益表之收支按平均匯率換算, 除非該平均匯率並非各交易日期當日通行匯率累計影響的合理約數, 於此情況下, 收支按各交易日期當日之匯率換算; 及
- (c) 所有因此而產生的匯兌差額於其他全面收益確認。

因收購海外實體而產生的商譽及公平值調整, 均作為有關海外實體的資產及負債, 並按收市匯率換算。所產生的貨幣換算差額於其他全面收益內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Foreign currency translation (Continued)

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or joint ventures that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

2 重要會計政策摘要 (續)

2.7 外幣匯兌 (續)

(d) 出售海外業務及部分出售

出售海外業務(即出售本集團於海外業務的全部權益,或出售涉及失去對包括海外業務的附屬公司的控制權、出售涉及失去對包括海外業務的合營公司的聯合控制權或出售涉及失去對包括海外業務的聯營公司的重大影響力)後,就本公司擁有人應佔該業務的於權益內累計的所有貨幣換算差額重新分類至損益。

如屬並不引致本集團失去對包括海外業務的附屬公司的控制權的部分出售,累計貨幣換算差額的應佔比例重新歸屬予非控股權益且不會於損益內確認。就所有其他部分出售(即本集團於聯營公司或合營公司的所有權權益減少,並不引致本集團失去重大影響力或聯合控制權)而言,累計匯兌差額的應佔比例重新分類至損益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Leasehold improvements	Shorter of useful life or lease term
Machinery and equipment	3 – 5 years
Others	5 years

2 重要會計政策摘要 (續)

2.8 物業、機器及設備

所有物業、機器及設備按歷史成本減折舊及任何累計減值虧損列賬。歷史成本包括購買該等項目直接應佔的開支。成本亦可能包括自權益轉撥以外幣購置物業、機器及設備時的合資格現金流量對沖項目所產生的任何收益／虧損。

後續成本只有在該項目很可能為本集團帶來與之有關的未來經濟利益，且其成本能可靠計量時，才計入資產的賬面值或確認為一項單獨資產（倘適用）。已更換零件的賬面值已被終止確認。所有其他維修及保養費用在其產生的財政期間內於綜合全面收益表內扣除。

物業、機器及設備的折舊採用以下的估計可使用年期將其成本按直線法分攤至其剩餘價值計算：

租賃物業裝修	可使用年期或租賃年期的較短者
機器及設備	3至5年
其他	5年

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Property, plant and equipment (Continued)

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.12).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other gains/(losses) – net' in the consolidated statement of comprehensive income.

2.9 Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 2.10) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 2.27(d).

2 重要會計政策摘要 (續)

2.8 物業、機器及設備 (續)

資產的剩餘價值及可使用年期在各報告期末進行檢討，及在適當時調整。

若資產的賬面值高於其估計可收回金額，其賬面值即時撇減至可收回金額 (附註2.12)。

出售收益及虧損按所得款項與賬面值的差額釐定，並在綜合全面收益表內的「其他收益／(虧損) – 淨額」中確認。

2.9 投資物業

投資物業指為賺取租金收入及／或資本增值而以租賃權益擁有或持有之土地及／或樓宇 (見附註2.10)，當中包括就當前尚未確定未來用途持有之土地及正在興建或發展作未來投資物業用途之物業。

除非投資物業於報告期末尚在興建或發展中而其公平值於當時無法可靠計量，則投資物業按公平值列賬。投資物業公平值的變動，或報廢或出售投資物業所產生的任何收益或虧損均於損益中確認。投資物業的租金收入乃按照附註2.27(d)所述方式入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Investment properties (Continued)

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see note 2.10), and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases. Lease payments are accounted for as described in note 2.10.

2.10 Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

2 重要會計政策摘要 (續)

2.9 投資物業 (續)

倘本集團以經營租賃持有物業權益以賺取租金收入及／或為資本增值，有關權益按每項物業基準分類及入賬為投資物業。已分類為投資物業之任何物業權益的入賬方式與根據融資租賃（見附註2.10）持有的權益一樣，而該權益採用與根據融資租賃租用之其他投資物業相同之會計政策。租賃付款如附註2.10所述入賬。

2.10 租賃資產

如本集團確定一項安排具有於協定期限內通過支付一筆或一系列款項而獲得使用某一特定資產（或多項資產）之權利，則視該安排（由一宗或一系列交易組成）為租賃或具租賃性質。該決定乃根據該安排之實質內容評估而作出，而無論該安排是否具備租賃之法律形式。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Leased assets (Continued)

(a) Classification of assets leased to the Group

Assets held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (see note 2.9); and
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

2 重要會計政策摘要 (續)

2.10 租賃資產 (續)

(a) 租賃本集團資產之分類

就本集團以租賃方式持有的資產而言，倘租賃方式使所有權的絕大部分風險和回報轉移至本集團，則有關資產分類為以融資租賃持有；倘租賃方式並不會使所有權的絕大部分風險和回報轉移至本集團，則分類為經營租賃，惟下列情況除外：

- 以經營租賃方式持有但於其他方面均符合投資物業定義的物業，按照每項物業基準分類為投資物業。倘分類為投資物業，其入賬方式會如同以融資租賃持有一樣（見附註 2.9）；及
- 以經營租賃方式持作自用，而無法於租賃開始時將其公平值與建於其上之樓宇的公平值分開計量的土地按以融資租賃持有方式入賬，除亦明確以經營租賃持有的樓宇外。就此而言，租賃的開始時間指本集團首次訂立租賃，或自前承租人接收樓宇的時間。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Leased assets (Continued)

(b) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 2.8. Impairment losses are accounted for in accordance with the accounting policy as set out in note 2.12. Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

(c) Operating lease charges

Where the Group has the use of assets under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged as expenses in the accounting period in which they are incurred.

2 重要會計政策摘要 (續)

2.10 租賃資產 (續)

(b) 以融資租賃獲得的資產

倘本集團以融資租賃獲得資產的使用權，則租賃資產公平值或有關資產最低租賃付款的現值（以較低者為準）金額確認為物業、機器及設備，而相應的負債則於扣除融資費用後入賬列為融資租賃承擔。誠如附註2.8所載，折舊乃於相關租賃期或（倘本集團很可能將取得該資產的擁有權）資產的可使用年期內按撇銷資產成本的比率計提。減值虧損乃根據附註2.12所載的會計政策入賬。租賃付款內含的融資費用乃於租賃期內計入損益，以致各會計期間的融資費用佔承擔餘額的比率大致相同。

(c) 經營租賃費用

倘本集團以經營租賃獲得資產的使用權，則根據租賃所作出的付款將於租期涵蓋的會計期間分期等額在損益扣除，惟另有基準更能反映來自租賃資產的獲利模式則除外。所獲的租賃優惠於損益確認為所作出的租賃付款總淨額其中一部分。或然租金乃於產生的會計期間內支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Other investments in equity securities

The Group's and the Company's policies for investments in equity securities, other than investments in subsidiaries, associates and joint ventures, are as follows:

Investments in equity securities are initially stated at fair value, which is their transaction price unless it is determined that the fair value at initial recognition differs from the transaction price and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

Investments in securities held for trading are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss. The net gain or loss recognised in profit or loss does not include any dividends or interest earned on these investments as these are recognised in accordance with the policies set out in note 2.27(f) and 2.27(e).

2 重要會計政策摘要 (續)

2.11 其他權益證券投資

本集團及本公司權益證券投資(於附屬公司、聯營公司及合營公司的投資除外)的政策如下:

權益證券投資最初以公平值(亦即其交易價格)列賬,除非確定初步確認的公平值有別於交易價格,且該公平值可從相同資產或負債於活躍市場上的報價得出,或根據僅使用從可觀察市場得出的數據的估值方法計算得出,則另當別論。成本包括應佔交易成本,惟並不包括以下所述情況。該等投資其後將根據其分類按下列方式列賬:

持作買賣證券投資分類為流動資產。任何應佔交易成本均於產生時於損益中確認。公平值會於各報告期末重新計量,因而產生之任何盈虧則於損益中確認。於損益確認之收益或虧損淨額不包括該等投資所賺取之任何股息或利息,其按附註2.27(f)及2.27(e)所載政策確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Other investments in equity securities (Continued)

Investments in securities which do not fall into the above category are classified as available-for-sale financial assets. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the available-for-sale investment reserve. As an exception to this, investments in equity securities that do not have a quoted price in an active market for an identical instrument and whose fair value cannot otherwise be reliably measured are recognised in the balance sheet at cost less impairment losses (see note 2.12). Dividend income from equity securities is recognised in profit or loss in accordance with the policy set out in note 2.27(f).

When the investments are derecognised or impaired, the cumulative gain or loss recognised in equity is reclassified to profit or loss. Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

2 重要會計政策摘要 (續)

2.11 其他權益證券投資 (續)

不屬上述類別的證券投資會被歸類為可供出售金融資產。公平值會於各報告期末重新計量，任何產生的收益或虧損會於其他全面收益確認並各自在可供出售投資儲備的權益中累計。惟此有例外情況，倘與之相同的工具在活躍市場並無報價及其公平值無法可靠地計量的權益證券投資，則按成本減去減值虧損後於資產負債表內確認（見附註2.12）。該等權益證券投資的股息收入按附註2.27(f)所載的政策在損益內確認。

當終止確認該等投資或有關投資出現減值時，於權益中確認的累計盈虧會重新分類至損益。於本集團承諾購入／出售投資或投資到期當日，會確認／終止確認有關投資。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Impairment of assets

(a) Impairment of investments in equity securities and other receivables

Investments in equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

2 重要會計政策摘要 (續)

2.12 資產減值

(a) 權益證券投資及其他應收款項減值

以成本或攤銷成本列賬或分類為可供出售證券的權益證券投資及其他流動及非流動應收款項會於各報告期末審閱，以釐定是否有客觀的減值憑證。客觀的減值憑證包括本集團注意到以下一項或多項虧損事件的可觀察數據：

- 債務人有重大財政困難；
- 違反合約，例如拖欠或未能償還利息或本金款項；
- 債務人可能面臨破產或其他財務重組；
- 科技、市場、經濟或法律環境有重大變動而對債務人造成不利影響；及
- 於權益工具的投資公平值大幅或長期跌至低於成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Impairment of assets (Continued)

(a) Impairment of investments in equity securities and other receivables (Continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For investments in associates and joint ventures accounted for under the equity method in the consolidated financial statements (see note 2.4), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 2.12(b). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 2.12(b).
- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities carried at cost are not reversed.

2 重要會計政策摘要 (續)

2.12 資產減值 (續)

(a) 權益證券投資及其他應收款項減值 (續)

倘存在任何該等憑證，則任何減值虧損將按下列方式釐定及確認：

- 就以權益法於綜合財務報表入賬的於聯營公司及合營公司之投資而言（見附註2.4），減值虧損乃透過按照附註2.12(b)所述將投資可收回金額比較其賬面值之方式計量。倘按照附註2.12(b)用以釐定可收回金額之估計出現利好的變動，有關減值虧損便會撥回。
- 就以成本列賬的未報價權益證券而言，減值虧損乃按金融資產賬面值與估計未來現金流量（倘貼現影響重大，則以類似金融資產回報之現有市場利率貼現）之間的差額計量。以成本列賬的權益證券之減值虧損不會撥回。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Impairment of assets (Continued)

(a) Impairment of investments in equity securities and other receivables (Continued)

- For accounts receivable, loans receivable and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

2 重要會計政策摘要 (續)

2.12 資產減值 (續)

(a) 權益證券投資及其他應收款項減值 (續)

- 就應收賬款、應收貸款及其他流動應收款項以及以攤銷成本列賬的其他金融資產而言，減值虧損乃按資產賬面值與估計未來現金流量現值（倘貼現影響重大，則以金融資產原實際利率（即在初始確認該等資產時計算的實際利率）貼現）之間的差額計量。倘該等金融資產具備類似的風險特徵，例如類似的逾期情況及並未單獨被評估為減值，則有關的評估會合併進行。金融資產的未來現金流量會根據與該組被評估資產具有類似信貸風險特徵資產的過往虧損情況一同評估減值。

倘減值虧損在其後的期間減少，而該減少可客觀地與減值虧損確認後發生的事件有關，則透過損益撥回減值虧損。撥回減值虧損不應導致資產的賬面值超過其在以往年度並未確認任何減值虧損而應已釐定的數額。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Impairment of assets (Continued)

(a) Impairment of investments in equity securities and other receivables (Continued)

- For available-for-sale securities which are stated at fair value, when a decline in the fair value has been recognised in other comprehensive income and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised in other comprehensive income shall be reclassified from equity to profit or loss as a reclassification adjustment even though the financial asset has not been derecognised. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised in other comprehensive income.

2 重要會計政策摘要 (續)

2.12 資產減值 (續)

(a) 權益證券投資及其他應收款項減值 (續)

- 就以公平值列賬的可供出售證券而言，當公平值減少已於其他全面收益確認，並有客觀證據顯示資產已減值，則即使金融資產仍未終止確認，已於其他全面收益確認的累計虧損應從權益重新分類至損益，列作一項重新分類調整。於損益確認的累計虧損數額乃收購成本（扣除任何本金還款及攤銷）與現有公平值減該資產先前於損益確認的任何減值虧損之間的差額。

就可供出售權益證券於損益確認的減值虧損不會透過損益撥回。有關資產公平值的任何其後增加於其他全面收益確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Impairment of assets (Continued)

(a) Impairment of investments in equity securities and other receivables (Continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of customers included within accounts receivable, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against customers directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

2 重要會計政策摘要 (續)

2.12 資產減值 (續)

(a) 權益證券投資及其他應收款項減值 (續)

減值虧損從相應之資產中直接撇銷，惟應收賬款中就若干名客戶所確認，其可收回性被視為可疑但並非微乎其微的減值虧損則例外。在此情況下，呆壞賬的減值虧損採用撥備賬入賬。倘本集團信納收回之可能性極低，則被視為無法收回之金額就相關客戶直接作出撇銷，而於撥備賬中持有有關該債務的任何金額會被撥回。先前於撥備賬中扣除並於其後收回之款項自撥備賬撥回。撥備賬之其他變動及其後收回先前直接撇銷之款項於損益確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Impairment of assets (Continued)

(b) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- goodwill;
- other intangible assets;
- film rights and films in progress; and
- investments in subsidiaries, associates and joint ventures in the Company's balance sheet.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

2 重要會計政策摘要 (續)

2.12 資產減值 (續)

(b) 其他資產減值

於各報告期末審閱內部及外間資料來源，以識別是否有跡象顯示以下資產可能出現減值，或先前確認的減值虧損不再存在或可能已減少（商譽除外）：

- 物業、機器及設備；
- 商譽；
- 其他無形資產；
- 電影版權及製作中之電影；及
- 本公司資產負債表內於附屬公司、聯營公司及合營公司之投資。

倘存在任何上述跡象，則估計資產可收回金額。此外，就商譽、尚未可供使用之無形資產及有確定可使用年期之無形資產而言，無論是否存在任何減值跡象，每年均會估計其可收回金額。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Impairment of assets (Continued)

(b) Impairment of other assets (Continued)

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

- Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying amount of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

2 重要會計政策摘要 (續)

2.12 資產減值 (續)

(b) 其他資產減值 (續)

- 計算可收回金額

資產的可收回金額是其公平值減出售成本與使用價值兩者中的較高者。在評估使用價值時，估計未來現金流量會按可以反映當時市場對貨幣時間價值及資產特定風險的評估的稅前貼現率，貼現至其現值。倘資產並不產生基本上獨立於其他資產的現金流入，則就能獨立產生現金流入的最小資產組別（即現金產生單位）釐定可收回金額。

- 確認減值虧損

當資產或其所屬現金產生單位的賬面值超過其可收回金額，則於損益中確認減值虧損。就現金產生單位確認的減值虧損會首先分配至減少該現金產生單位（或該組單位）所獲分配任何商譽的賬面值，其後按比例減少該單位（或該組單位）內其他資產的賬面值，惟資產的賬面值不可減至低於其個別公平值扣減出售成本（如能計量）或使用價值（如能釐定）。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Impairment of assets (Continued)

(b) Impairment of other assets (Continued)

- Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(c) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim Financial Reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2.12(a) and (b)).

2 重要會計政策摘要 (續)

2.12 資產減值 (續)

(b) 其他資產減值 (續)

- 撥回減值虧損

就商譽以外之資產而言，倘用作釐定可收回金額的估計出現利好的變動，有關減值虧損便會撥回。有關商譽的減值虧損不會撥回。

撥回減值虧損以過往年度並未確認減值虧損而應釐定的資產賬面值為限。所撥回的減值虧損在確認撥回的年度計入損益內。

(c) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須根據香港會計準則第34號「中期財務報告」就財政年度首六個月編製中期財務報告。於中期結束時，本集團採用於財政年度結束時應採用的相同減值測試、確認及撥回條件（見附註2.12(a)及(b)）。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Impairment of assets (Continued)

(c) Interim financial reporting and impairment (Continued)

Impairment losses recognised in an interim period in respect of goodwill, available-for-sale equity securities and unquoted equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of an available-for-sale equity security increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

2.13 Intangible assets

(a) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

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

2 重要會計政策摘要 (續)

2.12 資產減值 (續)

(c) 中期財務報告及減值 (續)

就商譽、可供出售權益證券及按成本列賬非掛牌權益證券於中期期間確認的減值虧損不會於其後期間撥回。即使在中期期間有關的財政年度結束評估減值時便已確認並無虧損或所確認虧損較少，亦不會撥回減值虧損。因此，倘可供出售權益證券的公平值於年度其餘期間或在其後任何其他時期增加，該增加將於其他全面收益中確認而不在損益內確認。

2.13 無形資產

(a) 商譽

收購業務產生之商譽按收購業務日期的成本減任何累計減值虧損（如有）列賬。

就減值測試而言，商譽會分配至預期會從合併獲得協同效益的本集團各個現金產生單位（或現金產生單位組別）。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Intangible assets (Continued)

(a) Goodwill (Continued)

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently whenever there is an indication that the unit may be impaired. If some or all of the goodwill allocated to a cash-generating unit was acquired in a business combination during the current annual period, that unit shall be tested for impairment before the end of the current annual period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

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

(b) Club membership

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

2 重要會計政策摘要 (續)

2.13 無形資產 (續)

(a) 商譽 (續)

獲分配商譽的現金產生單位會每年進行減值測試，或於單位出現減值跡象時增加測試次數。倘若分配至現金產生單位之部分或全部商譽乃於本年度期間透過業務合併而收購，則該單位須於本年度期間結束前作減值測試。當現金產生單位之可收回金額低於該單位之賬面值，減值虧損首先分配以減低分配至該單位之任何商譽之賬面值，繼而根據單位內各資產之賬面值，按比例分配至單位之其他資產。商譽之任何減值虧損直接於損益中確認。就商譽確認之減值虧損不會在其後期間撥回。

於出售相關現金產生單位時，商譽應佔之金額會於釐定出售損益時入賬。

(b) 會籍

具無限可使用年期的會籍乃按成本減任何減值虧損列賬。會籍將於每年或當有任何跡象顯示出現減值虧損時進行減值檢討。

倘資產的賬面值較其估計可收回金額為高，該資產之賬面值會隨即撇減至其可收回金額。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Intangible assets (Continued)

(c) Brand name

Brand name acquired in a business combination are recognised at fair value at the acquisition date. Brand name has a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method of 7.5 years over the expected life of the brand name.

(d) Trading rights

Trading rights held in The Stock Exchange of Hong Kong Limited are classified as intangible assets. Trading rights acquired in a business combination are recognised at fair value at the acquisition date. Trading rights have an indefinite useful life and are carried at cost less accumulated impairment losses. The trading rights have no foreseeable limit to the period over which the Group can use to generate net cash flows. As a result, the trading rights are considered by the management of the Group as having an indefinite useful life because they are expected to contribute to net cash inflows indefinitely. The trading rights will not be amortised until their useful lives are determined to be finite. Instead they will be tested for impairment annually and whenever there is an indication that they may be impaired.

The useful life of the trading rights is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

2 重要會計政策摘要 (續)

2.13 無形資產 (續)

(c) 品牌名稱

業務合併所獲得的品牌名稱按收購日期的公平值確認。品牌名稱具有確定可使用年期，按成本減去累計攤銷列賬。攤銷以直線法分配至品牌名稱的預期可使用年期7.5年計算。

(d) 貿易權

於香港聯合交易所有限公司持有的貿易權分類為無形資產。業務合併所獲得的貿易權按收購日期的公平值確認。貿易權並無確定可使用年期，按成本減去累計減值虧損列賬。本集團可利用貿易權產生淨現金流量之期間並無可預見的限制。因此，由於貿易權預期將無限期帶來淨現金流入，本集團管理層認為貿易權並無確定可使用年期。貿易權將不予攤銷，直至其被釐定為有確定可使用年期為止。貿易權將每年及當有跡象顯示其可能減值時進行減值測試。

貿易權的可使用年期將每年進行檢討以釐定無確定年期評估是否仍然適當。如不適當，則按預期基準將可使用年期評估由無確定年期變更為確定年期入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.15 Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2 重要會計政策摘要 (續)

2.14 金融工具抵銷

如具法定可執行權利抵銷確認金額及計劃以淨額結算，或同時變現資產及清償負債，金融資產和金融負債互相抵銷，並在綜合資產負債表內以淨額列示。法定可執行權利必須不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時，亦必須可強制執行。

2.15 存貨

存貨按成本及可變現淨值兩者的較低者列賬。

成本以加權平均成本公式計算及包括所有購買成本、轉換成本及將存貨運至其現存地點及達致現狀所產生之其他成本。

可變現淨值為在日常業務過程中的估計銷售價減估計完成成本及估計銷售所需成本。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Inventories (Continued)

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

2.16 Film rights and films in progress

(a) Film rights

Film rights comprise fees paid and payable under agreements and direct expenses incurred during the production of films, for the reproduction and/or distribution of films in various videogram formats, film exhibition, licensing and sub-licensing of film titles.

Film rights are stated at cost less accumulated amortisation and accumulated impairment losses.

The cost of film rights is amortised over the shorter of the underlying license period and their useful lives, with reference to projected revenues.

(b) Films in progress

Films in progress are stated at cost less any provision for impairment losses. Cost includes all direct costs associated with the production of films. Cost of films is transferred to film rights upon completion.

2 重要會計政策摘要 (續)

2.15 存貨 (續)

當存貨出售時，有關存貨的賬面值在相關收入獲確認期間內確認為開支。任何存貨撇減至可變現淨值的金額及所有存貨虧損於撇減或虧損產生期間內確認為開支。任何存貨撇減的任何撥回金額於撥回發生期間內確認為已確認為開支的存貨金額的扣減。

2.16 電影版權及製作中之電影

(a) 電影版權

電影版權指就複製及／或發行不同錄像制式電影、電影放映、授出及轉授電影版權而根據協議支付及應付之費用及電影製作產生之直接開支。

電影版權乃按成本減累計攤銷及累計減值虧損列賬。

電影版權成本乃參考預計收入，按相關版權期限及其使用年期（以較短者為準）攤銷。

(b) 製作中之電影

製作中之電影乃按成本減任何減值虧損撥備列賬。成本包括所有涉及電影製作之直接成本。電影成本於完成後轉撥至電影版權。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Film rights and films in progress

(Continued)

(c) Impairment

At each balance sheet date, both internal and external market information are considered to assess whether there is any indication that assets included in film rights and films in progress are impaired. If any such indication exists, the carrying amount of such assets is assessed and where relevant, an impairment loss is recognised to reduce the asset to its recoverable amount. Such impairment losses are recognised in the consolidated statement of comprehensive income.

2.17 Film deposits

Film deposits comprise deposits paid for the acquisition of film rights and deposits paid to production houses, artistes and others prior to the production of films. The balance payable under agreements for acquisition and production of film rights is disclosed as a commitment. Provision for film deposits is made based on future revenue generated for the Group and the carrying value of film deposits.

2 重要會計政策摘要 (續)

2.16 電影版權及製作中之電影

(續)

(c) 減值

於每年結算日，透過考慮內部及外部市場資訊，評估電影版權及製作中之電影中的資產是否存在任何減值跡象。如存在任何有關減值跡象，則評估有關資產的賬面值，及在有關情況下確認減值虧損以將資產減至其可收回金額。此等減值虧損會在綜合全面收益表內確認。

2.17 電影訂金

電影訂金包括就購買電影版權支付之訂金及於電影開拍前支付給製作公司、藝人及其他之訂金。根據協議用作購入電影版權及電影製作之應付餘款則以承擔形式披露。電影訂金撥備乃根據本集團產生之未來收入及電影訂金之賬面值而作出。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Accounts and other receivables

Accounts receivable and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method less allowance for impairment of doubtful debts (see note 2.12), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts (see note 2.12).

2.19 Loans receivable

Loans receivable are loans granted to customers in the ordinary course of business. If collection of loans receivable is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Loans receivable are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 2.12).

2 重要會計政策摘要 (續)

2.18 應收賬款及其他應收款項

應收賬款及其他應收款項初步以公平值確認，其後利用實際利率法按攤銷成本減呆賬減值撥備列賬（見附註2.12），惟倘應收款項為向關連人士作出之無任何固定還款期之免息貸款或貼現之影響屬輕微則除外。於該等情況下，應收賬款按成本減呆賬減值撥備列賬（見附註2.12）。

2.19 應收貸款

應收貸款為於日常業務過程中授予客戶之貸款。倘應收貸款預計於一年或以內收回，則分類為流動資產。反之則呈列為非流動資產。

應收貸款初步以公平值確認，其後利用實際利率法按攤銷成本扣除呆賬減值撥備計量（見附註2.12）。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and cash held at custodian, and short-term, highly liquid investments 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. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

2.21 Accounts payable

Accounts and other payables are initially recognised at fair value and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

2.22 Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

2 重要會計政策摘要 (續)

2.20 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行活期存款及託管商所持有現金、以及短期高流動性投資，該投資於購入時三個月內到期且可隨時兌換成已知數額之現金而並無涉及重大變值風險。就綜合現金流量表而言，須按要求償還及組成本集團現金管理之一部分的銀行透支亦作為現金及現金等價物之部分入賬。

2.21 應付賬款

應付賬款及其他應付款項初步以公平值確認，其後按攤銷成本列賬，除非貼現之影響屬輕微，則於該情況下其按成本列賬。

2.22 計息借貸

計息借貸初步乃按公平值減應佔交易成本確認。初步確認後，計息借貸按攤銷成本列賬，而初步確認金額與贖回價值間的任何差額（連同任何應付利息及費用）於借貸期內以實際利率法在損益內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

2.24 Income Tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

2 重要會計政策摘要 (續)

2.23 借貸成本

直接歸屬於收購、建設或生產資產（為必須經一段長時間方可達致其預定用途或出售之資產）之借貸成本，乃資本化為該資產之成本之一部分。其他借貸成本均於其產生期間支銷。

當產生資產開支、產生借貸成本及準備資產作其預定用途或正在出售所必需活動進行時，合資格資產成本一部分之借貸成本開始資本化。當準備合資格資產作其預定用途或出售所必需的絕大部分活動中止或完成時，借貸成本將暫停或停止資本化。

2.24 所得稅

年度所得稅包括當期稅項和遞延稅項資產及負債的變動。當期稅項和遞延稅項資產及負債的變動均於損益確認，惟其他全面收益或直接在權益中確認的項目的相關變動則分別在其他全面收益或直接在權益中確認有關稅項金額。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Income Tax (Continued)

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

2 重要會計政策摘要 (續)

2.24 所得稅 (續)

當期稅項是按年度應課稅收入根據於報告期末已生效或實質上已生效的稅率計算的預期應納稅項，以及對於過往年度應納稅項的任何調整。

遞延稅項資產及負債分別由可扣稅和應課稅暫時性差額產生。暫時性差額是指資產及負債在財務申報上的賬面值與該等資產及負債的稅基間的差額。遞延稅項資產亦會由未使用稅項虧損和未使用稅款抵免產生。

除若干有限之例外情況外，所有遞延稅項負債及所有遞延稅項資產均予確認（只限於很可能獲得能利用資產來作出抵扣的未來應課稅溢利）。能夠用以確認可扣減暫時性差額所引致遞延稅項資產的未來應課稅溢利，包括因撥回現有應課稅暫時性差額而引起的應課稅溢利，惟該等差額必須與同一稅務當局及同一應課稅實體有關，並且預期在預計撥回可扣減暫時性差額的同一期間撥回，或在遞延稅項資產引起的稅項虧損可以承前或結轉的期間撥回。在決定現有應課稅暫時性差額是否足以確認因尚未使用稅項虧損及稅款抵免造成的遞延稅項資產時，亦採用相同的準則，即若有關差額與同一稅務當局及同一應課稅實體有關，並預計在可以使用稅項虧損或稅款抵免的期間內撥回，則計入該等差額。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Income Tax (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 2.9, the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

2 重要會計政策摘要 (續)

2.24 所得稅 (續)

不確認為遞延稅項資產和負債之暫時性差額是產生自以下有限之例外情況：不可在稅務方面獲得扣減之商譽；不影響會計或應稅溢利之資產或負債之初步確認（如屬業務合併之一部分則除外）；以及投資附屬公司（如屬應課稅差額，只限於本集團可以控制撥回之時間，而且在可預見之將來不大可能撥回之暫時性差額；或如屬可抵扣差額，則只限於很可能在將來撥回之差額）。

當投資物業根據附註2.9所載會計政策按公平值列賬，除非該物業需折舊及以一商業模式持有，而其目的是要透過時間使用而並非出售該物業以獲取隱含於該物業之絕大部分經濟利益，否則確認遞延稅項的金額按該等資產於報告日期以其賬面值出售時所適用的稅率計算。在其它情況下，確認遞延稅項的金額是根據該等資產及負債的賬面值之預期變現或結算的方式，按於報告期末已生效或實質上已生效的稅率計算。遞延稅項資產及負債均不貼現計算。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Income Tax (Continued)

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

2 重要會計政策摘要 (續)

2.24 所得稅 (續)

於各報告期末，本集團檢討遞延稅項資產的賬面值，並於不再可能有足夠應課稅溢利以實現動用相關稅務利益時予以扣減。任何有關扣減於可能出現足夠應課稅溢利時，則予以撥回。

當期稅項結餘與遞延稅項結餘及其變動會分別列示而不會相抵銷。本公司或本集團只在有合法權利對當期稅項資產與當期稅項負債予以抵銷及符合以下附帶條件的情況下，方對當期稅項資產及當期稅項負債，以及遞延稅項資產及遞延稅項負債作出抵銷：

- 就當期稅項資產及負債而言，本公司或本集團計劃按淨額基準結算，或同時將資產變現及償還負債；或
- 就遞延稅項資產及負債而言，有關的遞延稅項資產及負債為同一稅務當局對以下機構徵收利得稅所產生：
 - 同一應課稅實體；或
 - 不同應課稅實體，而該等實體計劃在未來每個預計有重大遞延稅項負債須要償還或有重大遞延稅項資產可以收回的期間，以淨額基準變現當期稅項資產及償還當期稅項負債或兩者同時變現及償還。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.25 Employee benefits

(i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share-based compensation reserve within equity. The fair value is measured at grant date using the Binominal Option Pricing Model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

2 重要會計政策摘要 (續)

2.25 僱員福利

(i) 短期僱員福利及定額供款退休計劃供款

薪金、年度花紅、帶薪年假、定額供款退休計劃供款及非貨幣性質福利成本於僱員提供相關服務之年度累計。倘延期支付或清償且影響重大，則該等款項將以其現值列賬。

(ii) 以股份為基礎之付款

向僱員授出之購股權之公平值確認為僱員成本，而相應增加於權益內之股份報酬儲備入賬。公平值乃於授出日期採用二項式購股權定價模型並經計及授出購股權之條款及條件後計量。倘僱員須符合歸屬條件後方可無條件享有購股權，則購股權之估計公平值總額經計及購股權將歸屬之可能性後按歸屬期攤分。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.25 Employee benefits (Continued)

(ii) Share-based payments (Continued)

During the vesting period, the number of share options expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share-based compensation reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the share-based compensation reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. When share options are exercised, the amount previously recognised in share-based compensation reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based compensation reserve will be transferred to retained earnings.

(iii) Termination benefits

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

2 重要會計政策摘要 (續)

2.25 僱員福利 (續)

(ii) 以股份為基礎之付款 (續)

於歸屬期內，本公司已審閱預期將歸屬之購股權數目。過往年度確認之累計公平值之任何相關調整將自進行該審閱之年度之損益扣除／計入進行該審閱之年度之損益，除非原僱員開支合資格確認為一項資產，並對股份報酬儲備作相應調整，則作別論。於歸屬日期，對確認為開支之金額進行調整以反映歸屬購股權之實際數目（對股份報酬儲備作相應調整），惟僅由於未達成與本公司股份市價相關之歸屬條件而沒收者除外。倘購股權獲行使，先前於股份報酬儲備確認之金額將轉撥至股份溢價。倘購股權於歸屬日期後遭沒收或於到期日仍未獲行使，則先前於股份報酬儲備確認之金額將轉撥至保留盈利。

(iii) 離職福利

離職福利乃於本集團不再能撤銷提供該等福利時及其確認涉及支付離職福利之重組成本時（以較早者為準）確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 Provisions and contingent liabilities

(i) Contingent liabilities assumed in business combinations

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 2.25(ii). Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligations at the date of acquisition are disclosed in accordance with note 2.25(ii).

(ii) Other provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company 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.

2 重要會計政策摘要 (續)

2.26 撥備及或然負債

(i) 於業務合併中所承擔之或然負債

於業務合併中所承擔之或然負債(為收購日期之現有責任),倘其公平值能夠可靠計量,則按公平值初步確認。按公平值初步確認後,有關或然負債乃按初步確認金額減累計攤銷(如適用)及根據附註2.25(ii)釐定之金額中較高者確認。於業務合併中所承擔之或然負債倘不能可靠計量或於收購日期並非現有責任則根據附註2.25(ii)披露。

(ii) 其他撥備及或然負債

當本集團或本公司具有因過往事項而產生之法律或推定責任,而履行有關責任可能導致經濟利益外流,並可作出可靠之估計時,則會就時間或金額不確定之其他負債確認撥備。倘貨幣時間價值屬重大,則按預期清償責任所需開支之現值計提撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 Provisions and contingent liabilities (Continued)

(ii) Other provisions and contingent liabilities (Continued)

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.

2.27 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities.

The Group recognises revenue when the amount of revenue can be reliably measured, when it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities as described below.

(a) Revenue from sale of goods

Revenue from the sale of goods is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and the title has passed and collectability of the related receivables is reasonably assured.

2 重要會計政策摘要 (續)

2.26 撥備及或然負債 (續)

(ii) 其他撥備及或然負債 (續)

倘經濟利益外流之可能性不大，或無法就有關金額作出可靠之估計，則相關責任披露為或然負債，惟經濟利益外流之可能性極小則除外。倘可能責任僅將視乎某宗或多宗未來事件是否發生始能確定是否存在，亦會披露為或然負債，惟經濟利益外流之可能性極小則除外。

2.27 收益確認

收益包括本集團在日常業務過程中出售貨品及服務的已收或應收代價的公平值。

當收益的金額能夠可靠計量，未來經濟利益很可能流入有關實體，而本集團各項業務符合下述特定條件時，本集團會確認收益。

(a) 銷售貨品所得之收益

銷售貨品所得收益於擁有權之風險及回報轉移時，即貨品交付予客戶及所有權轉移，以及合理確保有關應收款項可收回時予以確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.27 Revenue recognition (Continued)

(b) Income from licensing and sub-licensing of film rights

Income from the licensing and sub-licensing of film rights is recognised upon the delivery of the pre-recorded audio visual products and the materials for video features including the master tapes to the customers, in accordance with the terms of the underlying contracts.

(c) Film exhibition income

Film exhibition income is recognised when the film is shown and the right to receive payment is established.

(d) Rental income from operating lease

Operating lease and other rental income is recognised on a straight-line basis over the lease terms.

(e) Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognised using the original effective interest rate.

2 重要會計政策摘要 (續)

2.27 收益確認 (續)

(b) 授出及轉授電影版權之收入

授出及轉授電影版權之收入於根據有關合約之條款向客戶交付預錄影音產品及母帶等錄像正片使用之素材後確認。

(c) 電影放映之收入

電影放映之收入於電影放映及收取款項之權利獲確定時確認。

(d) 經營租賃之租金收入

經營租賃及其他租金收入乃按租賃期以直線法確認。

(e) 利息收入

利息收入乃按實際利率法進行確認。倘一項貸款及應收款項出現減值，本集團將其賬面值減至其可收回金額（即按工具原實際利率貼現的估計未來現金流量），並持續撥回貼現作為利息收入。已減值貸款及應收款項的利息收入使用原實際利率確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.27 Revenue recognition (Continued)

(f) Dividend income

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established. Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

(g) Revenue from trading of securities

Net gains/losses on financial assets at fair value through profit or loss and those held for trading include realised gains/losses which are recognised on the transaction dates when the relevant contract notes are exchanged; and unrealised fair value gains/losses which are recognised in the period in which they arise.

(h) Income from provision of training and coaching services

Income from provision of training and coaching services is recognised when training and coaching services are rendered.

(i) Brokerage commission income

Brokerage commission income is recognised on a trade date basis when the relevant transactions are executed.

2 重要會計政策摘要 (續)

2.27 收益確認 (續)

(f) 股息收入

非上市投資之股息收入乃於股東收取相關款項之權利確立時確認。上市投資之股息收入乃於投資之股價除息時確認。

(g) 買賣證券之收益

透過損益按公平值入賬及持作買賣的金融資產的收益／虧損淨額包括已變現收益／虧損，於交易日交換有關成交單據時確認；及未變現公平值收益／虧損於產生期間確認。

(h) 提供培訓及輔導服務之收入

提供培訓及輔導服務之收入於提供培訓及輔導服務時確認。

(i) 經紀佣金收入

經紀佣金收入乃於進行相關交易時按交易日期基準確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.27 Revenue recognition (Continued)

(j) Underwriting commission income, sub-underwriting income and placing commission

Underwriting commission income, sub-underwriting income and placing commission are recognised as income in accordance with the terms of the underlying agreement or deal mandate when relevant significant act has been completed.

2.28 Non-current assets held for sale and discontinued operations

(i) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

2 重要會計政策摘要 (續)

2.27 收益確認 (續)

(j) 包銷佣金收入、分包銷收入及配售佣金

包銷佣金收入、分包銷收入及配售佣金乃根據相關協議或交易委託書之條款於相關重大行動完成時確認為收入。

2.28 持作出售之非流動資產及已終止經營業務

(i) 持作出售之非流動資產

倘非流動資產(或出售組別)之賬面值極可能是通過銷售交易而非通過持續使用收回且該資產(或出售組別)可以現狀立即出售時,則會分類為持作出售。出售組別為於單項交易中共同出售的一組資產,以及與該等資產直接相關並於交易中轉讓的負債。

當本集團承諾進行涉及失去一間附屬公司控制權之出售計劃時,不論本集團是否將於出售後保留該附屬公司之非控股權益,該附屬公司的所有資產及負債於符合上述有關分類為持作出售之條件時會分類為持作出售。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.28 Non-current assets held for sale and discontinued operations (Continued)

(i) Non-current assets held for sale (Continued)

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 2.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

2 重要會計政策摘要 (續)

2.28 持作出售之非流動資產及已終止經營業務 (續)

(i) 持作出售之非流動資產 (續)

緊接分類為持作出售之前，非流動資產（及出售組別中所有的個別資產及負債）之計量均已根據被分類前所採用之會計政策更新。此後，初步分類為持作出售後及直至出售前，非流動資產（以下列示的若干資產除外）或出售組別按其賬面值及公平值減銷售成本中的較低者確認。就本集團和本公司的財務資料而言，該計量政策的主要例外情況為遞延稅項資產、因僱員福利產生之資產、金融資產（不包括於附屬公司、聯營公司及合營公司的投資）和投資物業。該等資產即使持作出售，亦會繼續依照附註2中所述之政策計量。

初次分類為持作出售及其後持作出售之重新計量而產生之減值虧損均於損益確認。一旦一項非流動資產被分類為持作出售或包含在分類為持作出售之出售組別中，該項非流動資產將不再計提折舊或攤銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.28 Non-current assets held for sale and discontinued operations (Continued)

(ii) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale (see (i) above), if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of comprehensive income, which comprises:

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

2.29 Convertible bonds

The convertible bonds consist of liability component, conversion option and other embedded derivatives which are not closely related to the host liability contract. Conversion options that will not be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the issuer's own equity instruments are not equity instruments and are considered as embedded derivatives not closely related to the host contract.

2 重要會計政策摘要 (續)

2.28 持作出售之非流動資產及已終止經營業務 (續)

(ii) 已終止經營業務

已終止經營業務為本集團業務之組成部分，其經營業務及現金流量可與本集團餘下者清楚區分，其為獨立的主要業務部或經營地區，或出售獨立的主要業務部或經營地區之單一整體計劃之一部分，或專為準備轉售而收購之附屬公司。

當出售或經營業務符合有關分類為持作出售之標準（如較早）時會分類為已終止經營業務（見上文(i)）。其亦於放棄經營業務時發生。

當經營業務分類為已終止，則會於全面收益表內按單一數額呈列，其包括：

- 已終止經營業務之除稅後溢利或虧損；及
- 計量構成已終止經營業務之資產或出售組別之公平值減銷售成本時或出售時所確認之除稅後收益或虧損。

2.29 可換股債券

可換股債券包含負債部分、轉換權及其他並非與主負債合約緊密相關之嵌入式衍生工具。不會透過將固定數額之現金或其他金融資產交換發行人固定數目之本身權益工具而結算之轉換權並非權益工具，並被視為並非與主合約緊密相關之嵌入式衍生工具。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 Convertible bonds (Continued)

The Group has elected to designate its convertible bonds with embedded derivatives as financial liabilities at fair value through profit or loss on initial recognition as the convertible bonds contain one or more embedded derivatives. Subsequent to initial recognition, the convertible bonds are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise. The change in fair value recognised in profit or loss includes any interest paid for the convertible bonds.

Transaction costs that are directly attributable to the issue of the convertible bonds designated as financial liabilities at fair value through profit or loss are recognised immediately in consolidated statement of comprehensive income.

2.30 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 the Group's parent.
- (b) An entity is related to the 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).

2 重要會計政策摘要 (續)

2.29 可換股債券 (續)

本集團已選擇於初步確認時將其嵌入式衍生工具之可換股債券指定為透過損益按公平值入賬之金融負債，原因是可換股債券含有一項或以上嵌入式衍生工具。於初步確認後，可換股債券按公平值計量，而公平值變動於出現之期間直接在損益中確認。在損益中確認之公平值變動，包括就可換股債券支付之任何利息。

發行指定為透過損益按公平值入賬之金融負債之可換股債券直接應佔之交易成本，即時在綜合全面收益表內確認。

2.30 關連人士

- (a) 倘屬以下人士，則該人士或該人士之近親與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理層成員。
- (b) 倘符合下列任何條件，則該實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.30 Related parties (Continued)

(b) (Continued)

- (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).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family 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.

2 重要會計政策摘要 (續)

2.30 關連人士 (續)

(b) (續)

- (ii) 一間實體為另一實體的聯營公司或合營公司(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營公司)。
- (iii) 兩間實體均為同一第三方的合營公司。
- (iv) 一間實體為第三方實體的合營公司,而另一實體為該第三方實體的聯營公司。
- (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。
- (vi) 實體受(a)所識別人士控制或受共同控制。
- (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 實體或集團任何成員公司(其為一部分)向本集團或本集團之母公司提供主要管理人員服務。

某人士之近親是指與該實體交易時預期可影響該人士或受該人士影響之家庭成員。

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and equity price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The policies for managing these risks are summarised below.

(a) Market risk

(i) Currency risk

- (i) Exposure to currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States dollars ("US\$"), Canadian dollars ("CAD"), Euros ("EUR") and Renminbi ("RMB") (2015: US\$ and RMB).

3 財務風險管理

3.1 財務風險因素

本集團因其業務面臨多種財務風險：市場風險（包括貨幣風險、利率風險及股價風險）、信貸風險及流動資金風險。本集團的整體風險管理計劃著重於金融市場的不可預測性，致力最大程度減低對本集團財務表現的潛在不利影響。管理此等風險之政策概述如下。

(a) 市場風險

(i) 貨幣風險

- (i) 所承受之貨幣風險

本集團所承受之貨幣風險主要來源於買賣而產生以外幣（即與交易有關之經營的功能貨幣以外之貨幣）計值的應收款項、應付款項及現金結餘。與該風險相關的幣種主要包括美元、加元、歐元及人民幣（二零一五年：美元及人民幣）。

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3 FINANCIAL RISK MANAGEMENT
(Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) *Currency risk (Continued)*

(i) Exposure to currency risk
(Continued)

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rate at the year end date.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(i) *貨幣風險 (續)*

(i) 所承受之貨幣風險 (續)

下表詳列本集團於報告期末因確認以相關實體功能貨幣以外之貨幣計值之資產或負債而產生之貨幣風險。基於呈報目的，風險額以年結日的即期匯率換算為港元列示。

		Exposure to foreign currencies (expressed in Hong Kong dollars) 所承受之外匯風險 (以港元列示)					
		2016 二零一六年				2015 二零一五年	
		Canadian dollars 加元 '000 千元	Euros 歐元 '000 千元	United States dollars 美元 '000 千元	Renminbi 人民幣 '000 千元	United States dollars 美元 '000 千元	Renminbi 人民幣 '000 千元
Cash and cash equivalents	現金及現金等價物	8	83	204	17	75	25
Accounts receivable	應收賬款	-	232	187	3,148	149	1,177
Financial assets included in deposits paid, prepayments and other receivables	計入已付訂金、預付款項及其他應收款項之金融資產	-	-	-	28,288	-	19,046
Accounts payable	應付賬款	(926)	(529)	(1,332)	(5)	(83)	(3)
Other payables and accrued charges	其他應付款項及應計支出	(196)	(62)	(11)	(4)	(8)	-
		(1,114)	(276)	(952)	31,444	133	20,245

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綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Currency risk (Continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's (loss)/profit after tax (and retained earnings) that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(i) 貨幣風險 (續)

(ii) 敏感度分析

下表載列於報告期末本集團面臨重大風險的外匯匯率於該日出現變動(假設所有其他風險參數保持不變)對本集團除稅後(虧損)/溢利(及保留盈利)產生的即時變動。就此而言,此乃假設港元與美元的聯系匯率並不因美元兌其他貨幣價值變動而受到顯著影響。

		2016 二零一六年		2015 二零一五年	
		Increase/ (decrease) in loss after tax and (increase)/ decrease in retained earnings 除稅後虧損 增加/(減少)	Increase/ (decrease) in profit after tax and retained earnings 除稅後溢利 及保留盈利 增加/(減少)	Increase/ (decrease) in profit after tax and retained earnings 除稅後溢利 及保留盈利 增加/(減少)	Increase/ (decrease) in profit after tax and retained earnings 除稅後溢利 及保留盈利 增加/(減少)
		外匯匯率 增加/(減少)	外匯匯率 增加/(減少)	外匯匯率 增加/(減少)	外匯匯率 增加/(減少)
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
RMB	人民幣	5% (5%)	(1,313) 1,313	5% (5%)	845 (845)
EUR	歐元	5% (5%)	12 (12)	- -	- -
CAD	加元	5% (5%)	47 (47)	- -	- -

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Currency risk (Continued)

(ii) Sensitivity analysis (Continued)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' (loss)/profit after tax and equity measured in the respective functional currencies, translated into Hong Kong Dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis is performed on the same basis for 2015.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(i) 貨幣風險 (續)

(ii) 敏感度分析 (續)

上表所列示的分析結果代表對各集團實體按相應功能貨幣計算並按報告期末的匯率換算為港元以供呈列之用的除稅後(虧損)/溢利之即時影響總額。

敏感度分析已假設外匯匯率變動已用於重新計量本集團於報告期末所持有使本集團面臨外匯風險的金融工具。該分析乃採用與二零一五年相同之基準進行。

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綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT
(Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) *Interest rate risk*

(a) Interest rate profile

The following table details the interest rate profile of the Group's assets and liabilities as at the end of the reporting period:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Fixed interest rate:	固定利率：		
Financial assets	金融資產		
Loans receivable	應收貸款	43,163	37,000
Loan to an associate	授予一間聯營公司之貸款	5,000	-
		48,163	37,000
Financial liabilities	金融負債		
Borrowings	借貸	9,200	9,200
Net	淨額	38,963	27,800

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Variable interest rate:	浮動利率：		
Financial assets	金融資產		
Cash at bank	銀行存款	95,599	78,302
Cash held at custodians	託管商所持有現金	5,454	24,350
Accounts receivable - margin clients	應收賬款 - 孖展客戶	16,250	-
		117,303	102,652
Financial liabilities	金融負債		
Accounts payable	應付賬款	250,320	-
Bank overdrafts	銀行透支	4,020	-
		254,340	-
Net	淨額	(137,037)	102,652

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) *利率風險*

(a) 利率概況

下表詳載於報告期末本集團資產及負債之利率概況：

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Interest rate risk (Continued)

(b) Sensitivity analysis

As at 30th June 2016, if interest rates had been 100 basis point higher with all other variables held constant, the Group's loss after tax would have increased by approximately HK\$1,144,000 (2015: profit after tax would have increased by HK\$857,000).

As at 30th June 2016, if interest rates had been 100 basis point lower with all other variables held constant, the Group's loss after tax would have decreased by approximately HK\$1,144,000 (2015: profit after tax would have decreased by HK\$857,000).

The increased/decreased in loss after tax results mainly from lower/higher interest income from cash at bank, cash held with custodians and margin loans and lower/higher interest expense on accounts payable and bank overdrafts. Other components of equity would not be significantly affected by the changes in interest rates.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) 利率風險 (續)

(b) 敏感度分析

於二零一六年六月三十日，倘利率上調100基點，在所有其他變量保持不變的情況下，本集團之除稅後虧損將增加約1,144,000港元（二零一五年：除稅後溢利增加857,000港元）。

於二零一六年六月三十日，倘利率下調100基點，在所有其他變量保持不變的情況下，本集團之除稅後虧損將減少約1,144,000港元（二零一五年：除稅後溢利減少857,000港元）。

除稅後虧損增加／減少主要由於銀行存款、託管商所持有現金以及孖展貸款之利息收入減少／增加以及應付賬款及銀行透支之利息開支減少／增加所致。利率變動不會對權益之其他部分構成重大影響。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Interest rate risk (Continued)

(b) Sensitivity analysis (Continued)

The sensitivity analysis above indicates the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period.

(iii) Equity price risk

The Group is exposed to equity price changes arising from trading of listed securities classified as financial assets at fair value through profit or loss and unlisted investment funds and unlisted limited partnership classified as available-for-sale financial assets. The sensitivity analysis has been determined based on the exposure to equity price risk.

The Group's financial assets at fair value through profit or loss are listed on the Stock Exchange of Hong Kong Limited. Decisions to buy or sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the Index and other industry indicators, as well as the Group's liquidity needs.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) 利率風險 (續)

(b) 敏感度分析 (續)

上述敏感度分析顯示於報告期末由本集團持有之浮息非衍生工具所產生之現金流量利率風險。

(iii) 股價風險

本集團面臨因買賣被分類為透過損益按公平值入賬之金融資產之上市證券以及被分類為可供出售金融資產之非上市投資基金及非上市有限合夥企業而產生的股價變動。有關敏感度分析已根據所面臨的股價風險釐定。

本集團之透過損益按公平值入賬之金融資產乃於香港聯合交易所有限公司上市。買入或賣出交易證券之決定乃基於對個別證券較指數及其他行業指標之表現的每日監測，以及本集團之流動資金需要而作出。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(iii) Equity price risk (Continued)

For the unlisted investment funds and unlisted limited partnership classified as available-for-sale financial assets, the board of directors manages the exposure to equity price risk by maintaining a portfolio of investments funds with different risk and return profiles.

At 30th June 2016, it is estimated that an increase/decrease of 3% (2015: 3%) in the fair value of the Group's financial assets at fair value through profit or loss and available-for-sale financial assets with all other variables held constant would have decreased/increased the Group's loss after tax (and increased/decreased retained earnings) by HK\$6,198,000 (2015: increase/decrease the Group's profit after tax (and retained earnings) by HK\$7,893,000) and increase/decrease in the Group's available-for-sale investment reserve by HK\$2,574,000 (2015: increase/decrease in the Group's available-for-sale investment reserve by HK\$2,174,000) respectively.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(iii) 股價風險 (續)

就分類作可供出售金融資產之非上市投資基金及非上市有限合夥企業而言，董事會透過持有具不同風險及回報的投資基金組合管理股價風險。

於二零一六年六月三十日，在所有其他變量保持不變之情況下，預計本集團透過損益按公平值入賬之金融資產及可供出售金融資產之公平值增加／減少3% (二零一五年：3%) 後，本集團之除稅後虧損將減少／增加 (及保留盈利增加／減少) 6,198,000港元 (二零一五年：本集團之除稅後溢利 (及保留盈利) 增加／減少7,893,000港元)，而本集團之可供出售投資儲備將增加／減少2,574,000港元 (二零一五年：本集團之可供出售投資儲備增加／減少2,174,000港元)。

3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligation resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from default.

In respect of accounts receivable arising from trading, wholesaling and retailing of optical, watches and jewellery products, in order to minimize the credit risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an on-going basis. Credit evaluations of its customers' financial position and condition are performed on each and every major customer periodically. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Receivables due from customers are due within the settlement period commonly adopted by the relevant market convention, which is usually within 0-30 days from the trade date. Normally, the Group does not obtain collateral from its customers.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險

信貸風險指對手方不履行其合約責任給本集團帶來財務虧損之風險。本集團已採納僅與信貸記錄良好之對手方交易之政策，以減低違約產生財務虧損的風險。

就光學、鐘錶及珠寶產品貿易、批發及零售業務產生之應收賬款而言，為將信貸風險減至最低，管理層已制定信貸政策，並會持續監察該等信貸風險。本集團會定期就每名主要客戶之財務水平及狀況進行信貸評估。該等評估著眼於客戶過往之到期付款記錄及目前之付款能力，並計及客戶之個別資料及與客戶經營所在經濟環境有關之資料。應收客戶賬款乃於相關市場慣例普遍採用之結算期內到期，一般為交易日後0至30天內。本集團通常不會向客戶收取抵押品。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

In respect of accounts receivable arising from video distribution, film distribution and exhibition, licensing and sub-licensing of film rights business, in order to minimize the credit risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an on-going basis. Credit evaluations of its customers' financial position and condition are performed on each and every major customer periodically. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Receivables due from customers are due within the settlement period commonly adopted by the relevant market convention, which is usually within 7-60 days from the trade date. Sales from film exhibition, licensing and sub-licensing of film rights are on open account terms. Sales to retail customers are made in cash or via major credit cards. Normally, the Group does not obtain collateral from its customers.

In respect of loan receivables (including loan to an associate) from customers, the objective of the Group's measures to manage credit risk is to control potential exposure to recoverability problem. The Group manages and analyses the credit risk for each of their new and existing clients before standard payment terms and conditions are offered by assessing the credit quality of the customer, taking into account its financial position, past experience and other factors. Loan receivables balances are monitored on an ongoing basis, management reviews the recoverable amount of loan receivables at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, management considers that the Group's credit risk is significantly reduced. Interest income are usually billed on quarterly basis.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

就錄像發行、電影發行及放映、授出及轉授電影版權業務產生之應收賬款而言，為將信貸風險減至最低，管理層已制定信貸政策，並會持續監察該等信貸風險。本集團會定期就每名主要客戶之財務水平及狀況進行信貸評估。該等評估著眼於客戶過往之到期付款記錄及目前之付款能力，並計及客戶之個別資料及與客戶經營所在經濟環境有關之資料。應收客戶賬款乃於相關市場慣例普遍採用之結算期內到期，一般為交易日後7至60天內。電影放映、授出及轉授電影版權之銷售均以記賬形式進行。向零售客戶銷售均以現金形式或透過主要信用卡進行。本集團通常不會向客戶收取抵押品。

就應收客戶之貸款（包括授予一間聯營公司之貸款）而言，本集團管理信貸風險的措施之目標為控制可能面對的可收回性問題。於提呈一般付款條款及條件前，本集團透過評估客戶之信貸質素（考慮其財務狀況、過往經驗及其他因素）管理及分析其各新客戶及現有客戶之信貸風險。應收貸款結餘按持續經營基準監控，管理層於各報告日期對應收貸款之可收回金額進行審閱，確保對不可收回金額作出充足減值虧損。就此而言，管理層認為本集團之信貸風險已顯著降低。利息收入一般按季度結算。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

In order to manage the credit risk in the accounts receivable due from clients arising from securities brokerage and margin financing business, individual credit evaluation are performed on all clients including cash and margin clients. Accounts receivable from cash clients relate to a wide range of customers who generally settle the accounts receivable in two days after trade date, credit risk arising from the accounts receivable due from cash clients is therefore considered minimal. For margin clients, the Group normally obtains liquid securities as collateral based on the margin requirements. The margin requirement is closely monitored on a daily basis by the designated team. In addition, the Group reviews the recoverable amount of each individual receivable at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the credit risk is significantly reduced. Market conditions and adequacy of securities collateral and margin deposits of each margin account are monitored by management on a daily basis. Margin calls and forced liquidation are made where necessary.

In respect of accounts receivable from brokers and clearing houses, credit risks are considered to be low as the Group normally enters into transactions with brokers and clearing houses which are registered with regulatory bodies and enjoy sound reputation in the industry.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

為管理應收證券經紀及孖展融資業務客戶賬款之信貸風險，所有客戶（包括現金及孖展客戶）均須接受個別信貸評估。應收現金客戶之賬款與多名一般於交易日後兩天內支付應收賬款的客戶有關，故應收現金客戶賬款產生之信貸風險甚微。就孖展客戶而言，本集團一般會根據保證金要求獲取流動證券作為抵押品。專責團隊每日對保證金要求進行密切監控。此外，本集團會於各報告期末檢討各項個別應收款項之可收回金額，以確保就不可收回金額作出充足的減值虧損撥備。就此而言，本公司董事認為信貸風險已大幅下降。管理層會每日監察市況以及各孖展賬戶之證券抵押品及孖展保證金是否足夠，如有需要，會追繳保證金及強行斬倉。

由於本集團一般與已向監管機構註冊並於業內享有良好聲譽之經紀及結算所進行交易，故應收經紀及結算所賬款之信貸風險甚低。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

The Group has no significant concentration of credit risk in respect of the securities brokerage and margin financing business as credits are granted to a large population of clients.

In respect of businesses other than the securities brokerage and margin financing business, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each debtor and customer. The default risk of the industry in which debtors or customers operate also has an influence on credit risk but to a lesser extent. At the end of the reporting period, the Group had concentration of credit risk as for 100% (2015: 100%) of the loan receivables due from the Group's four (2015: five) largest debtors. The Group had no concentration of credit risk in respect of accounts receivable from trading, wholesaling and retailing of optical, watches and jewellery products and video distribution, film distribution and exhibition, licensing and sub-licensing of film rights business, with exposure spread over a number of counterparties.

For other receivables, credit checks are part of the normal operating process and stringent monitoring procedures are in place to deal with overdue debts. In addition, the Group reviews the recoverable amounts of other receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. The Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

由於本集團向眾多客戶提供信貸，故並無就證券經紀及孖展融資業務擁有重大集中信貸風險。

就除證券經紀及孖展融資外之業務而言，本集團之信貸風險主要受各債務人及客戶之個別特點影響。債務人或客戶經營之行業之違約風險亦對信貸風險帶來影響（惟程度較低）。於報告期末，因本集團的全部（二零一五年：全部）應收貸款均來自本集團的四大債務人（二零一五年：五名），本集團面臨信貸風險集中。本集團並無就來自光學、鐘錶及珠寶產品之貿易、批發及零售及錄像發行、電影發行及放映、授出及轉授電影版權業務之應收賬款面臨信貸風險集中，原因為風險分散於多名對手方。

就其他應收款項而言，信貸檢查為正常經營程序之一部分，亦有嚴格監察程序處理過期應收款。此外，本集團於各報告期末檢查其他應收款項之可收回款額，以確保就無法收回款額作出足夠減值虧損撥備。本集團於報告期末檢討各項個別債項的可收回金額，以確保就不可收回金額作出充足的減值虧損撥備。

流動資金的信貸風險有限，原因為對手方為獲國際評級機構授予高信貸評級的銀行。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to the parent company's board approval. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient amount of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following tables set out the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

Specifically, for bank overdrafts which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, i.e. if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險

本集團旗下之個別營運實體負責自行管理其現金，包括進行短期現金盈餘投資及籌措貸款以應付預期現金需求，惟須待母公司董事會批准方可作實。本集團的政策為定期監控其現時及預期流動資金需求及其借貸契約的合規情況，確保其維持充裕現金儲備及從主要金融機構取得充裕的承諾融資額，以應付其長短期流動資金需求。

下列表格載列本集團之非衍生金融負債於報告期末之剩餘合約到期情況，基準為合約未貼現現金流量（包括按合約利率，或如屬浮息，則按報告期末當時利率計算之利息付款）及本集團須予支付之最早日期。

具體而言，倘銀行透支中包含須按要求還款之條款，而有關條款可由銀行全權酌情行使，則有關分析按實體可能須還款的最早期間（即猶如放款人會援引即時催收貸款之無條件權利）呈列現金流出。

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3 FINANCIAL RISK MANAGEMENT
(Continued)

3 財務風險管理 (續)

3.1 Financial risk factors (Continued)

3.1 財務風險因素 (續)

(c) Liquidity risk (Continued)

(c) 流動資金風險 (續)

As at 30th June 2016

於二零一六年六月三十日

		On demand	Within 1 year	More than 1 year but less than 2 years	More than 2 year but less than 5 years	Total contractual undiscounted cash flows	Carrying amount
		按要求	一年內	一年以上 兩年以內	兩年以上 五年以內	合約未貼現 現金流量總額	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Accounts payable	應付賬款	-	254,722	-	-	254,722	254,722
Amount due to an associate	應付一間聯營 公司之款項	1,941	-	-	-	1,941	1,941
Other payables and accrued charges	其他應付款項及 應計支出	-	64,121	-	-	64,121	64,121
Borrowings	借貸	-	9,366	-	-	9,366	9,200
Bank overdrafts	銀行透支	4,020	-	-	-	4,020	4,020
Obligations under finance lease	融資租賃承擔	-	35	35	28	98	98
		5,961	328,244	35	28	334,268	334,102

As at 30th June 2015

於二零一五年六月三十日

		On demand	Within 1 year	More than 1 year but less than 2 years	More than 2 year but less than 5 years	Total contractual undiscounted cash flows	Carrying amount
		按要求	一年內	一年以上 兩年以內	兩年以上 五年以內	合約未貼現 現金流量總額	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Accounts payable	應付賬款	-	4,189	-	-	4,189	4,189
Other payables and accrued charges	其他應付款項及 應計支出	-	52,869	-	-	52,869	52,869
Borrowings	借貸	-	598	9,366	-	9,964	9,200
Obligations under finance lease	融資租賃承擔	-	35	35	62	132	132
		-	57,691	9,401	62	67,154	66,390

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In addition, a subsidiary of the Group licensed by the Securities and Futures Commission ("SFC") are obliged to meet the regulatory liquid capital requirements under the Securities and Futures (Financial Resources) Rules ("FRR") at all times.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets. For the licensed subsidiary, the Group ensures the licensed subsidiary maintains a liquid capital level adequate to support the level of activities with sufficient buffer to accommodate for increases in liquidity requirements arising from potential increases in the level of business activities. During the financial year, the licensed subsidiary complied with the liquid capital requirements under the FRR at all times.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (include borrowings, obligation under finance lease and bank overdrafts) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated balance sheet, plus net debt, where applicable.

3 財務風險管理 (續)

3.2 資本管理

本集團的資本管理旨在保障本集團持續營運的能力以為股東提供回報和為其他權益持有人提供利益，並維持最佳的資本結構以減低資本成本。此外，獲證券及期貨事務監察委員會（「證監會」）認可發牌之本集團附屬公司須持續遵守證券及期貨（財政資源）規則（「財政資源規則」）項下之監管流動資金規定。

為維持或調整資本結構，本集團或會調整支付予股東的股息金額、向股東發還資本、發行新股份或出售資產。就持牌附屬公司而言，本集團確保持牌附屬公司保持資金靈活周轉，足以支持業務經營，以及在業務可能轉趨頻繁而引致對流動資金之需求上升時亦能應付自如。於財政年度內，持牌附屬公司須持續遵守財政資源規則項下之流動資金規定。

和其他同業一樣，本集團以資產負債比率作為監控資本的基準。該比率按淨負債除以總資本計算。淨負債按總借貸（包括借貸、融資租賃承擔及銀行透支）減去現金及現金等價物計算。總資本按綜合資產負債表所載之「權益」加上淨負債（倘合適）計算。

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3 FINANCIAL RISK MANAGEMENT
(Continued)

3.2 Capital management (Continued)

For the year ended 30th June 2016, the Group's strategy, which was unchanged from 2015, was to maintain a low gearing ratio. The gearing ratio as at 30th June 2016 and 30th June 2015 are as follows:

		Note	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		附註		
Borrowings	借貸	28	9,200	9,200
Obligations under finance lease	融資租賃承擔	29	98	132
Bank overdrafts	銀行透支	28	4,020	-
Less: Cash and cash equivalents	減：現金及現金等價物	24	(101,173)	(102,834)
Net cash	現金淨額		(87,855)	(93,502)
Total equity	總權益		751,921	572,267
Total capital	總資本		664,066	478,765
Gearing ratio	資本負債比率		N/A不適用	N/A不適用

3 財務風險管理 (續)

3.2 資本管理 (續)

截至二零一六年六月三十日止年度，本集團的策略與二零一五年比較維持不變，為將資本負債比率維持在較低水平。於二零一六年六月三十日及二零一五年六月三十日，資本負債比率如下：

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair Value Measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

3 財務風險管理 (續)

3.3 公平值計量

(i) 按公平值計量之金融資產及負債

公平值等級

下表呈列本集團金融工具之公平值，該等金融工具於報告期末按經常性基準計量，並分類為香港財務報告準則第13號「公平值計量」所界定之三級公平值層級。將公平值計量分類之等級乃經參考如下估值方法所用輸入數據之可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據（即於計量日同類資產或負債於活躍市場之未經調整報價）計量之公平值
- 第二級估值：使用第二級輸入數據（即未能達到第一級之可觀察輸入數據）且並未使用重大不可觀察輸入數據計量之公平值。不可觀察輸入數據為無市場數據之輸入數據
- 第三級估值：使用重大不可觀察輸入數據計量之公平值

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

The Group has a team headed by the finance manager performing valuations for the financial instruments, including contingent consideration receivable which is categorised into Level 3 of the fair value hierarchy. The team reports directly to the directors of the Company and the audit committee. A valuation report with analysis of changes in fair value measurement is prepared by the team at each annual reporting date, and is reviewed and approved by the directors of the Company. Discussion of the valuation process and results with the directors and the audit committee is held once a year, to coincide with the reporting dates.

3 財務風險管理 (續)

3.3 公平值計量 (續)

(i) 按公平值計量之金融資產及負債 (續)

公平值等級 (續)

本集團擁有一支由財務經理領導之團隊，負責就金融工具（包括分類至公平值等級第三級的應收或然代價）進行估值。該團隊直接向本公司董事及審計委員會報告。載有公平值計量變動分析之估值報告乃由團隊於各年度報告日期編製，並由本公司董事審閱及批准。團隊就估值程序及結果每年與董事及審計委員會進行一次討論，以與報告日期保持一致。

		Fair value measurements as at 30th June 2016 categorised into 於二零一六年六月三十日之公平值計量分類為				Fair value measurements as at 30th June 2015 categorised into 於二零一五年六月三十日之公平值計量分類為			
		Level 1	Level 2	Level 3	Fair value at 30th June 2016 於二零一六年六月三十 日之公平值	Level 1	Level 2	Level 3	Fair value at 30th June 2015 於二零一五年六月三十 日之公平值
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Recurring fair value measurements	經常性公平值計量								
Assets:	資產:								
Available-for-sale investments	可供出售投資								
- Unlisted investment funds (Note a)	- 非上市投資基金 (附註a)	-	-	79,467	79,467	-	-	86,812	86,812
- Unlisted limited partnership (Note a)	- 非上市有限合夥企業 (附註a)	-	-	6,335	6,335	-	-	-	-
Financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產	247,444	-	-	247,444	315,109	-	-	315,109
Contingent consideration receivable (Note b)	應收或然代價 (附註b)	-	-	10,930	10,930	-	-	-	-
		247,444	-	96,732	344,176	315,109	-	86,812	401,921

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

During the years ended 30th June 2015 and 2016, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Notes:

- a) For unlisted investment funds and limited partnership classified under Level 3 of the fair value measurement hierarchy, the fair values are determined based on the net asset values of those investment funds and limited partnership determined with reference to third party valuation of underlying investment portfolio and adjustments of related expenses. When the third party valuation increase/decrease by 3% (2015: 3%), the fair value will be increased/decreased by HK\$2,574,000 (2015: HK\$2,604,000). The higher the third party valuation, the higher the fair value.

3 財務風險管理 (續)

3.3 公平值計量 (續)

(i) 按公平值計量之金融資產及負債 (續)

公平值等級 (續)

於截至二零一五年及二零一六年六月三十日止年度，第一級與第二級之間並無轉撥，亦無轉撥入第三級或自第三級轉撥出。本集團之政策為於發生之報告期末確認各公平值層級水平之間之轉撥。

附註：

- a) 就分類於公平值計量層級第3級項下之非上市投資基金及有限合夥企業而言，公平值乃根據該等投資基金及有限合夥企業之資產淨值，參考相關投資組合之第三方估值釐定，並就相關開支作出調整。當第三方估值增加／減少3%（二零一五年：3%），公平值將增加／減少2,574,000港元（二零一五年：2,604,000港元）。第三方估值越高，則公平值越高。

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綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT
(Continued)

3 財務風險管理 (續)

3.3 Fair value measurement (Continued)

(i) **Financial assets and liabilities measured at fair value** (Continued)

Fair value hierarchy (Continued)

Notes: (Continued)

a) (Continued)

The movement during the year in the balance of these Level 3 fair value measurements are as follows:

3.3 公平值計量 (續)

(i) **按公平值計量之金融資產及負債 (續)**

公平值等級 (續)

附註: (續)

a) (續)

該等第三級公平值計量之結餘於年內變動如下:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Unlisted investment funds included in available-for-sale financial assets:	計入可供出售金融資產之非上市投資基金:		
At the beginning of the year	於年初	86,812	54,965
Additions	添置	3,300	23,500
Fair value change#	公平值變動#	(10,645)	8,347
At the end of the year	於年末	79,467	86,812
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Unlisted limited partnership included in available-for-sale financial assets:	計入可供出售金融資產之非上市有限合夥企業:		
At the beginning of the year	於年初	-	-
Additions	添置	8,030	-
Fair value change#	公平值變動#	(1,695)	-
At the end of the year	於年末	6,335	-
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
#Total (loss)/gain included in other comprehensive income that is attributable to the fair value change to those assets held at the end of the reporting period	#於報告期末持有之資產之公平值變動應估計入其他全面收益之(虧損)/收益總額	(12,340)	8,347

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綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

Notes: (Continued)

a) (Continued)

The net unrealised gains arising from the remeasurement of the unlisted available-for-sale financial assets are recognised in available-for-sale investment reserve in other comprehensive income.

b) The valuation techniques and key inputs used for contingent consideration receivable in Level 3 fair value measurement at the end of the reporting period are as follows:

	Valuation techniques	Significant unobservable input	Range
	估值方法	重大不可觀察輸入數據	範圍
Contingent consideration receivable	Discounted cash flow approach	Probability-weighted profit	Profit of HK\$3,286,000 – profit of HK\$10,035,000 (2015: Nil)
	貼現現金流量法	可能性加權溢利	溢利3,286,000港元 – 溢利10,035,000港元 (二零一五年: 無)
		Discount factor	8.2% (2015: Nil)
		貼現系數	8.2% (二零一五年: 無)

The increase in probability-weighted profit used would result in decrease in fair value measurement of contingent consideration receivable while the increase in discount rate used would also result in decrease in fair value measurement of contingent consideration receivable, and vice versa.

3 財務風險管理 (續)

3.3 公平值計量 (續)

(i) 按公平值計量之金融資產及負債 (續)

公平值等級 (續)

附註: (續)

a) (續)

因重新計量非上市可供出售金融資產產生之未變現收益淨額乃於其他全面收益確認為可供出售投資儲備。

b) 於報告期末，應收或然代價第三級公平值計量所使用之估值方法及主要輸入數據如下：

所使用之可能性加權溢利上升將導致應收或然代價之公平值計量減少，而所使用之貼現率增加亦將導致應收或然代價之公平值計量減少，反之亦然。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT
(Continued)

3.3 Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

Notes: (Continued)

b) (Continued)

A 5% increase or decrease in the probability-weighted profit while holding all other variables constant would decrease or increase in the carrying amount of contingent consideration receivable by HK\$390,000 or HK\$390,000 (2015: Nil) respectively.

A 5% increase or decrease in the discount rate used while holding all other variables constant would decrease or increase in the carrying amount of contingent consideration receivable by HK\$40,000 or HK\$50,000 (2015: Nil) respectively.

The movement during the year in the balance of these Level 3 fair value measurements are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Contingent consideration receivable included in consideration of acquisition:	計入收購代價之應收或然代價：		
At the beginning of the year	於年初	-	-
Additions	增加	6,850	-
Fair value change#	公平值變動#	4,080	-
At the end of the year	於年末	10,930	-

3 財務風險管理 (續)

3.3 公平值計量 (續)

(i) 按公平值計量之金融資產及負債 (續)

公平值等級 (續)

附註：(續)

b) (續)

可能性加權溢利增加或減少5%，而所有其他變數維持不變，則應收或然代價之賬面值將分別減少或增加390,000港元或390,000港元（二零一五年：無）。

所使用之貼現率增加或減少5%，而所有其他變數維持不變，則應收或然代價之賬面值將分別減少或增加40,000港元或50,000港元（二零一五年：無）。

該等第三級公平值計量之結餘於年內變動如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT
(Continued)

3.3 Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

# Total gain included in the consolidated statement of comprehensive income that is attributable to the fair value change to those assets held at the end of the reporting period	#於報告期末持有之資產之公平值變動應估計入綜合全面收益表之收益總額
	4,080

(ii) Financial assets and liabilities at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 30th June 2016 and 2015.

3.4 Offsetting financial assets and financial liabilities

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement that are either:

- offset in the Group's consolidated balance sheet; or
- not offset in the consolidated balance sheet as the offsetting criteria are not met.

3 財務風險管理 (續)

3.3 公平值計量 (續)

(i) 按公平值計量之金融資產及負債 (續)

公平值等級 (續)

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
4,080	-

(ii) 並非以公平值列值之金融資產及負債

本集團按成本或攤銷成本入賬之金融工具之賬面值與其於二零一六年及二零一五年六月三十日之公平值差別不大。

3.4 抵銷金融資產及金融負債

下表所載之披露包括受可強制執行總淨額結算安排或類似協議所規限之金融資產及金融負債，涵蓋：

- 於本集團綜合資產負債表內抵銷之類似金融工具；或
- 因不符合抵銷標準而並無於綜合資產負債表內抵銷之類似金融工具。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.4 Offsetting financial assets and financial liabilities (Continued)

Under the agreement of Continuous Net Settlement made between the Group and the clearing house, the Group has a legal enforceable right to set off the money obligations receivable and payable with clearing house on the same settlement date and the Group intends to settle on a net basis.

In addition, the Group has a legally enforceable right to set off the accounts receivable from and payables to securities brokerage and margin financing business that are due to be settled on the same date and the Group intends to settle these balances on a net basis.

Except for balances which are due to be settled on the same date which are being offset, amounts due from/to the clearing house and accounts receivable from and payables to securities brokerage and margin financing business that are not to be settled on the same date, financial collateral including cash and securities received by the Group and deposit placed with clearing house do not meet the criteria for offsetting in the consolidated balance sheet since the right of set-off of the recognised amounts is only enforceable following an event of default.

3 財務風險管理 (續)

3.4 抵銷金融資產及金融負債 (續)

根據本集團與結算所作出之持續淨額結算協議，本集團擁有合法可強制執行權利以於相同結算日與結算所抵銷應收及應付款項責任，且本集團有意按淨額基準結算。

此外，本集團擁有合法可強制執行權利抵銷於同一到期日應予結算的應收及應付證券經紀及孖展融資業務款項，且本集團有意按淨額基準結算。

除於同一到期日應予結算且被抵銷之結餘外，並無於相同日期予以結算之應收／應付結算所款項及應收及應付證券經紀及孖展融資業務款項、金融抵押品（包括本集團已收現金及證券）及存放於結算所之按金並不符合於綜合資產負債表內抵銷之標準，原因為已確認金額之抵銷權利僅於發生違約事件後可強制執行。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.4 Offsetting financial assets and financial liabilities (Continued)

(a) Financial assets subject to offsetting, enforceable master netting arrangements or similar agreements

As at 30th June 2016

	Gross amount of recognised financial assets	Gross liabilities set off in the consolidated balance sheet	Net amount of financial assets presented in the consolidated balance sheet	Related amounts not offset in consolidated balance sheet		Net amount
				Financial instruments	Collateral received	
	於綜合資產負債表內抵銷的已確認金融資產之總額	於綜合資產負債表內抵銷的已確認金融負債總額	於綜合資產負債表內呈列的金融資產淨額	金融工具	已收抵押品	淨額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Financial assets	金融資產					
Accounts receivable arising from securities brokerage and margin financing business	產生自證券經紀及孖展融資業務之應收賬款					
	1,599,165	(1,394,758)	204,407	-	(15,580)	188,827

* The item "collateral received" represents the securities pledged in the client's account which are not recognised in the consolidated balance sheet. The amounts are capped at the lower of the market value of securities and the net receivable amounts on a client by client basis.

3 財務風險管理 (續)

3.4 抵銷金融資產及金融負債 (續)

(a) 涉及抵銷、可強制執行總淨額結算安排或類似協議的金融資產

於二零一六年六月三十日

Related amounts not offset in consolidated balance sheet
並未於綜合資產負債表內抵銷的相關金額

Financial instruments
Collateral received
Net amount

金融工具
已收抵押品
淨額

* 「已收抵押品」指客戶賬戶中抵押的證券，該等證券並無於綜合資產負債表確認。該等金額之上限為證券市值與按逐個客戶基準計的應收款項淨額的較低者。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT
(Continued)

3.4 Offsetting financial assets and financial liabilities (Continued)

(b) Financial liabilities subject to offsetting, enforceable master netting arrangements or similar agreements

As at 30th June 2016

3 財務風險管理 (續)

3.4 抵銷金融資產及金融負債 (續)

(b) 涉及抵銷、可強制執行總淨額結算安排或類似協議的金融負債

於二零一六年六月三十日

		Gross amounts of recognised financial assets set off in the consolidated balance sheet		Gross amounts of recognised financial liabilities		Net amount of financial liabilities presented in the consolidated balance sheet		Related amounts not offset in consolidated balance sheet		
		於綜合資產負債表內抵銷的已確認金融資產總額	於綜合資產負債表內抵銷的已確認金融資產總額	於綜合資產負債表內呈列的金融負債淨額	於綜合資產負債表內呈列的金融負債淨額	金融工具	已質押之抵押品	並未於綜合資產負債表內抵銷的相關金額	淨額	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	千港元
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Financial liabilities	金融負債									
Accounts payable arising from securities brokerage and margin financing business	產生自證券經紀及孖展融資業務之應付款項	1,645,078	(1,394,758)	250,320	-	-	-	-	250,320	

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4 關鍵會計估算及判斷

估算、假設及判斷會被持續評估，並根據過往經驗和其他因素進行評價，包括在有關情況下被認為屬合理的未來事件預測。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Impairment of film rights, films in progress and film deposits

The Group assesses annually whether there is any indication for impairment on the film rights, films in progress and film deposits and further assess if they have suffered any impairment, in accordance with the accounting policy stated in Note 2. Such annual assessment is performed specifically for each film and film deposit at each balance date with reference to the cast or scale of each film, current market conditions and each film deposit recipient's reputation, trade history and current financial position. According to the management's cash inflow forecast in respect of each film title and realisation of each film deposit, an impairment loss of film rights HK\$4,226,000 (2015: HK\$4,969,000), a write-off of film deposits HK\$417,000 (2015: Nil) and no impairment loss of films in progress (2015: impairment loss of HK\$849,000) were recognised respectively in the consolidated statement of comprehensive income to reduce the carrying amounts of certain film rights, films in progress and film deposits to their recoverable amounts. If projected cash inflow from these films were to deteriorate, additional provision for impairment may be required.

As at 30th June 2016, the carrying amount of film rights, films in progress and film deposits amounted to approximately HK\$85,870,000 (2015: HK\$56,101,000).

4 關鍵會計估算及判斷 (續)

本集團對未來作出估算和假設。所得的會計估算如其定義，很少會與其實際結果相同。具有重大風險導致下個財政年度的資產和負債的賬面值作出重大調整的估算和假設討論如下。

(a) 電影版權、製作中之電影及電影訂金之減值

根據附註2所載之會計政策，本集團按年評估電影版權、製作中之電影及電影訂金是否出現任何減值跡象，倘出現任何減值則進行進一步評估。有關年度評估乃按每部電影及每筆電影訂金於各結算日參考每部電影之演員陣容或規模、現時之市場狀況及每名收取電影訂金者之聲譽、交易歷史及現時財政狀況而針對性地進行。根據管理層就各電影片目而作出之現金流入預測及每筆電影訂金的可變現性，已於綜合全面收益表內分別確認電影版權減值虧損4,226,000港元（二零一五年：4,969,000港元）、電影訂金之撇銷417,000港元（二零一五年：無）及製作中之電影並無減值虧損（二零一五年：減值虧損849,000港元），從而將若干電影版權、製作中之電影及電影訂金之賬面值撇減至其可收回金額。倘來自該等電影之預測現金流入減少，則可能需作出額外減值撥備。

於二零一六年六月三十日，電影版權、製作中之電影及電影訂金之賬面值約為85,870,000港元（二零一五年：56,101,000港元）。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

(b) Provision for impairment of accounts receivable

The provision policy for accounts receivable of the Group is based on the evaluation of recoverability of those receivables and management's judgement. A considerable judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history and repayment pattern of each customer. During the year, no impairment loss was recognised in the consolidated statement of comprehensive income (2015: nil). If the financial conditions of these customers were to deteriorate, additional provision for impairment may be required. As at 30th June 2016, the carrying amount of accounts receivable amounted to approximately HK\$224,739,000 (2015: HK\$14,183,000).

(c) Amortisation of film rights

The Group is required to estimate the projected revenue of the film rights based on the shorter of the underlying license period and their useful lives in order to ascertain the amount of amortisation charges for each reporting period. The appropriateness of the amortisation estimate requires the use of judgement and estimates with reference to the prevailing and future market conditions and the expected cash flow pattern of the projected revenue. Changes in these estimates and assumptions could have a material effect on the amortisation expenses. As at 30th June 2016, the carrying amount of film rights amounted to approximately HK\$2,798,000 (2015: HK\$6,568,000).

4 關鍵會計估算及判斷 (續)

(b) 應收賬款之減值撥備

本集團應收賬款之撥備政策乃以對該等應收款項可收回性作出之評估及管理層之判斷為基礎。評估該等應收款項之最終可變現性時需要作出大量判斷，包括每名客戶之目前信譽及過往收款歷史以及還款模式。於本年度，並無於綜合全面收益表內確認減值虧損（二零一五年：無）。倘該等客戶之財務狀況變差，則可能需作出額外減值撥備。於二零一六年六月三十日，應收賬款之賬面值約為224,739,000港元（二零一五年：14,183,000港元）。

(c) 電影版權之攤銷

本集團須估計電影版權於相關版權期限或其可用年期（以較短者為準）內之預計收入，以確定各報告期間的攤銷費用金額。本集團會參考當時和未來市場狀況以及預計收入之預期現金流量模式對有關攤銷估計的適當性作出判斷及估計。該等估計及假設的改變可能會對攤銷開支產生重大影響。於二零一六年六月三十日，電影版權之賬面值約為2,798,000港元（二零一五年：6,568,000港元）。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

(d) Estimated valuation of investment properties

In determining the fair value, the valuer has based on property valuation techniques which involve, inter alia, certain estimates including comparable sales in the relevant market, current market rents for similar properties in the same location and condition, appropriate discount rates and expected future market rents. In relying on the valuation report, management has exercised their judgement and is satisfied that the method of valuation is reflective of the current market condition. As at 30th June 2016, the carrying amount of investment properties amounted to approximately HK\$25,560,000 (2015: HK\$25,560,000).

(e) Fair value of available-for-sale financial assets

The fair value of available-for-sale financial assets that are not traded in an active market is determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Changes in these estimates and assumptions could have a material effect on the fair value of the available-for-sale financial assets.

The Group follows the guidance of HKAS 39 to determine when an available-for-sale equity investment is impaired. This determination requires significant judgement. In making this judgement, the Group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost; and the financial health of and short-term business outlook for the investee, including factors such as industry and sector performance, changes in technology as well as operational and financing cash flow.

4 關鍵會計估算及判斷(續)

(d) 投資物業之估計估值

於釐定公平值時，估值師乃基於物業估值方法，當中涉及（其中包括）若干估計，包括於相關市場之可資比較銷售、於相同地區及環境之類同物業之現時市場租金、合適的貼現率及預期未來市場租金。在依賴估值報告時，管理層已運用其判斷並信納有關估值方法能反映現時市況。於二零一六年六月三十日，投資物業之賬面值約為25,560,000港元（二零一五年：25,560,000港元）。

(e) 可供出售金融資產的公平值

沒有在活躍市場買賣的可供出售金融資產的公平值利用估值方法釐定。本集團運用其判斷選取多種方法，並主要根據各報告期末當時的市況作出假設。該等估計及假設的變動可能會對可供出售金融資產的公平值產生重大影響。

本集團根據香港會計準則第39號之指引釐定可供出售股本投資是否出現減值。有關釐定須作出重大判斷。於作出判斷時，本集團會評估多項因素，其中包括該投資之公平值低於其成本之時期及程度；及被投資公司之財政穩健性及短期業務展望，包括行業及分部表現、技術變動及經營和融資現金流量等因素。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

(e) Fair value of available-for-sale financial assets (Continued)

In view of the negative trend of financial health and business outlook for the investee, including factors such as industry and sector performance as well as operational and financing cash flow, the management determined the investment in available-for-sale financial assets is depreciated. During the year, a decrease in fair value of HK\$12,340,000 (2015: increase in fair value of HK\$8,347,000) was recognised in the consolidated statement of comprehensive income. As at 30th June 2016, the carrying amount of available-for-sale financial assets amounted to approximately HK\$85,802,000 (2015: HK\$88,415,000).

(f) Recognition of deferred tax assets

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised, and it is measured at the tax rates that are expected to apply when the related deferred income tax assets are realised. In determining the deferred tax assets to be recognised, management is required to estimate the future applicable tax rate for each subsidiary of the Company at each tax jurisdiction and the profitability of each subsidiary, so as to estimate the future utilisation of tax losses. Any difference between these estimates and the actual outcome will impact the Group's result in the period in which the actual outcome is determined. As at 30th June 2016, the carrying amount of deferred tax assets and deferred tax liabilities amounted to approximately HK\$365,000 (2015: HK\$380,000) and HK\$2,229,000 (2015: HK\$29,813,000) respectively.

4 關鍵會計估算及判斷 (續)

(e) 可供出售金融資產的公平值 (續)

鑒於被投資公司之財政穩健性及業務展望的消極趨勢，包括行業及分部表現以及經營和融資現金流量等因素，管理層釐定可供出售金融資產投資出現減值。於本年度在綜合全面收益表內確認公平值減少12,340,000港元（二零一五年：公平值增加8,347,000港元）。於二零一六年六月三十日，可供出售金融資產之賬面值約為85,802,000港元（二零一五年：88,415,000港元）。

(f) 確認遞延稅項資產

遞延稅項資產於有可能出現未來應課稅溢利用作抵銷可扣減暫時性差額及稅項虧損時方予以確認，且按變現相關遞延所得稅資產時預計應用之稅率計量。釐定將予確認之遞延稅項資產時，管理層須為本公司位於各稅務權區之各附屬公司估計日後適用之稅率及各附屬公司之盈利能力，以估計稅項虧損之日後使用。該等估計與實際結果之間的任何差額將影響本集團於釐定實際結果期間內之業績。於二零一六年六月三十日，遞延稅項資產及遞延稅項負債之賬面值分別約為365,000港元（二零一五年：380,000港元）及2,229,000港元（二零一五年：29,813,000港元）。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

(g) Classification of joint arrangements

The Group has entered into joint arrangements to produce and distribute television series and films. The Group has participating interests ranging from 5% to 90% (2015: from 5% to 82%) in these joint arrangements. The Group has joint control over these arrangements as under the contractual agreements, unanimous consent is required from all parties to the agreements for all relevant activities. The Group's joint arrangements involve the joint control by the venturers of the assets contributed to the joint arrangement and dedicated to the purposes of the joint arrangement. The assets are used to obtain benefits for the venturers. Each venturer may take a share of the output from the assets and each bears an agreed share of the expenses incurred. These joint arrangements do not involve the establishment of a corporation, partnership or other entity, or a financial structure that is separate from the venturers themselves. Therefore, these arrangements are classified as joint operations of the Group. The determination of the relevant activities under joint operations requires management's significant judgement.

4 關鍵會計估算及判斷(續)

(g) 合營安排的分類

本集團已訂立合營安排以製作及發行電視連續劇及電影。本集團於該等合營安排擁有介乎5%至90% (二零一五年: 5%至82%)之參與權益。由於根據合同協議, 所有相關活動必須取得協議各方一致同意, 故此本集團對該等安排有共同控制權。本集團之合營安排涉及合營方對為該合營安排貢獻及專用於該合營安排之資產的共同控制。該等資產將用於為合營方獲取利益。各合營方可分佔該等資產所產生之成果, 並須按協定份額承擔所產生之開支。該等合營安排並不涉及成立公司、合夥企業或其他實體, 或從合營方自身分割出來之財務組織。因此, 該等安排分類為本集團之合營業務。釐定合營業務下之相關活動需要管理層作出重大判斷。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

(h) Impairment of loans receivables and other receivables

The Group assesses provision for impairment of loans and other receivables based on the estimate of the recoverability of these receivables. Provisions are applied to loans and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment of loans and other receivables requires the use of estimates. Where the expectation is different from the original estimate, such difference will impact carrying value of receivables and provision for impairment losses in the period in which such estimate has been changed. As at 30th June 2016, the carrying amount of loans receivable, loan to an associate and financial assets included in deposits paid, prepayments and other receivables amounted to approximately HK\$43,163,000 (2015: HK\$37,000,000), HK\$5,000,000 (2015: Nil) and HK\$52,179,000 (2015: HK\$22,546,000).

4 關鍵會計估算及判斷 (續)

(h) 應收貸款及其他應收款項之減值

本集團根據貸款及其他應收款項的估計可回收性評估該等應收款項的減值撥備。當有事件或情況變化顯示有關結餘可能無法收回，則須就貸款及其他應收款項計提撥備。確定貸款及其他應收款項的減值需要運用估計。倘預期金額與最初估計存在差額，則有關差額將會影響有關估計出現變動期間內的應收款項賬面值及減值虧損撥備。於二零一六年六月三十日，應收貸款、授予一間聯營公司之貸款以及計入已付訂金、預付款項及其他應收款項之金融資產之賬面值約為43,163,000港元（二零一五年：37,000,000港元）、5,000,000港元（二零一五年：無）及52,179,000港元（二零一五年：22,546,000港元）。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

(i) Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. At 30th June 2016, the carrying amount of goodwill at 30th June 2016 amounted to approximately HK\$59,447,000 (2015: HK\$1,314,000).

(j) Useful lives of other intangible assets

The Group amortises its other intangible assets with a finite useful life on a straight-line basis over their estimated useful lives. The estimated useful lives reflect management's estimate of the period that the Group intends to derive future economic benefits from the use of the other intangible assets. At 30th June 2016, the carrying amount of other intangible assets at 30th June 2016 amounted to approximately HK\$14,231,000 (2015: HK\$1,858,000).

(k) Provision for inventories

The Group's management reviews the inventory ageing analysis periodically, and makes allowance on an annual basis for obsolete and slow-moving inventory items identified that are no longer suitable for sale. The Group carries out an inventory review on a product-by-product basis at the end of each reporting period and makes allowance for obsolete and slow-moving items through management's estimation of the net realisable value for such obsolete and slow-moving items based primarily on the latest invoice prices and current market conditions. At 30th June 2016, the carrying amount of inventories amounted to approximately HK\$14,304,000 (2015: HK\$5,841,000).

4 關鍵會計估算及判斷 (續)

(i) 商譽減值

本集團最少每年一次釐定商譽有否減值。此須對獲分配商譽之現金產生單位之使用價值進行估計。本集團估計使用價值須對現金產生單位之預期未來現金流量進行估計，以及亦須選出合適之貼現率，以計算該等現金流量之現值。於二零一六年六月三十日，商譽於二零一六年六月三十日之賬面值約為59,447,000港元（二零一五年：1,314,000港元）。

(j) 其他無形資產之可使用年期

本集團根據具有有限可使用年期之其他無形資產之估計可使用年期以直線法攤銷該等無形資產。估計可使用年期反映管理層對本集團計劃透過使用其他無形資產產生未來經濟利益期間之估計。於二零一六年六月三十日，其他無形資產於二零一六年六月三十日之賬面值約為14,231,000港元（二零一五年：1,858,000港元）。

(k) 存貨撥備

本集團之管理層定期審閱存貨之賬齡分析，並會每年為確認為不再適合出售的陳舊及滯銷存貨項目作出撥備。於各報告期末，本集團會檢閱各項產品之存貨，並會透過管理層主要根據最新發票價及現行市場情況對該等陳舊及滯銷項目所作之可變現淨值估計，為陳舊及滯銷項目作出撥備。於二零一六年六月三十日，存貨之賬面值約為14,304,000港元（二零一五年：5,841,000港元）。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

(l) Useful lives of property, plant and equipment

The Group's management determines the useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions and may vary significantly as a result of keen competitions from competitors, resulting in higher depreciation charge and/or write-off or write down of obsolete assets when useful lives are less than previously estimated. At 30th June 2016, the carrying amount of property, plant and equipment amounted to approximately HK\$6,224,000 (2015: HK\$5,229,000).

(m) Fair value of contingent consideration receivable

The fair value of contingent consideration receivable of acquisition was determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions, including the discount rates and estimation of post-acquisition performance of the acquired subsidiaries. Changes in assumption used could materially affect the fair value of the balances and as a result affect the Group's financial condition and results of operation. At 30th June 2016, the carrying amount of contingent consideration receivable amounted to approximately HK\$10,930,000 (2015: Nil).

4 關鍵會計估算及判斷 (續)

(l) 物業、機器及設備之可使用年期

本集團之管理層釐定其物業、機器及設備之可使用年期及相關折舊開支。此估計乃按性質及功能類似之物業、機器及設備實際可使用年期之過往經驗作出。來自競爭對手之激烈競爭，可能令此估計可使用年期發生重大改變。倘可使用年期短於先前估計，則將增加折舊開支及／或撇銷或撇減陳舊資產。於二零一六年六月三十日，物業、機器及設備之賬面值約為6,224,000港元（二零一五年：5,229,000港元）。

(m) 應收或然代價之公平值

收購應收或然代價之公平值乃使用估值方法釐定。本集團利用其判斷選擇多種方法及作出假設，其中包括貼現率及所收購附屬公司之收購後表現估計。所採用假設之變動可能會對該等結餘之公平值造成重大影響，因而影響本集團之財務狀況及經營業績。於二零一六年六月三十日，應收或然代價之賬面值約為10,930,000港元（二零一五年：無）。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

(Continued)

(n) Impairment of interests in associates and joint ventures

Determining whether interests in associates and joint ventures are impaired requires an estimation of the recoverable amount of the associates and joint ventures. Recoverable amount is the higher of fair value less costs of disposal and value in use. Management has evaluated the recovery of the investments based on such estimates and is confident that the allowance for impairment, where necessary, is adequate. During the year ended 30th June 2016, impairment losses of HK\$18,421,000 (2015: Nil) were recognised in respect of interests in associates.

(o) Fair value of investment securities

The fair value of financial instruments traded in active market is based on quoted market prices at the end of each reporting period except one equity security (the trading of which in an active market was suspended in May 2015) in this report which is based on the Group's share of net asset value as at 30th June 2015 (representing the management's best estimate of such equity security's fair value based on latest information which became available subsequent to the year end date at 30th June 2015) rather than the latest closing price of this equity security before its suspension of trading in an active market.

4 關鍵會計估算及判斷 (續)

(n) 於聯營公司及合營公司權益之減值

釐定於聯營公司及合營公司之權益是否出現減值需對聯營公司及合營公司之可收回金額作出估計。可收回金額為公平值減出售成本與使用價值之間的較高者。管理層已根據有關估計評估投資之可收回程度，並相信減值撥備（倘需要）屬充足。於截至二零一六年六月三十日止年度，已就於聯營公司之權益確認減值虧損18,421,000港元（二零一五年：無）。

(o) 投資證券之公平值

於本報告內，在活躍市場交易之金融工具之公平值為各報告期末其於市場所報之價格，惟一隻於二零一五年五月於活躍市場暫停交易之權益證券除外，其公平值乃根據本集團分佔於二零一五年六月三十日之資產淨值（為管理層根據於二零一五年六月三十日年結日後可得之最新資料對該權益證券公平值的最佳估計）計算，而非根據該權益證券於活躍市場暫停交易前之最後收市價進行計算。

5 SEGMENT INFORMATION

The Group manages its businesses by divisions, which are organised by business lines (products and services). In a manner consistent with the way in which information is reported internally to the Chairman of the Company, being the Group's chief operating decision maker ("CODM") for the purposes of resources allocation and performance assessment. The Group has presented the following reportable segments.

- Video distribution, film distribution and exhibition, licensing and sub-licensing of film rights
- Trading, wholesaling and retailing of optical, watches and jewellery products
- Leasing of investment properties
- Securities investments
- Money lending
- Securities brokerage and margin financing
- Entertainment business

During the year ended 30th June 2016, the CODM considered that it would be more appropriate to aggregate the video distribution segment and film distribution and exhibition, licensing and sub-licensing of film rights segment into a single reportable segment as business nature of both segments are closely related to film production.

Due to the change in the structure of the internal organisation, the newly acquired subsidiary, Winston, (as defined in Note 12(a)) together with an existing entity engaged in trading, wholesaling and retailing of optical products, which did not classify as a reportable operating segment during the year ended 30th June 2015, are now presented as a new operating segment of trading, wholesaling and retailing of watches, jewellery and optical products. Accordingly, the comparative figures of last year have been reclassified.

During the year ended 30th June 2016, the Group has also introduced a new reportable segment, securities brokerage and margin financing, as a result of the acquisition of Win Fung (as defined in Note 8).

5 分部資料

本集團按部門劃分管理其業務，而部門按業務（產品及服務）設立。以與就資源分配及表現評估向本公司主席（為本集團主要營運決策者（「主要營運決策者」））內部呈報資料方式一致之方式。本集團確定以下呈報分部。

- 錄像發行、電影發行及放映、授出及轉授電影版權
- 光學、鐘錶及珠寶產品貿易、批發及零售
- 出租投資物業
- 證券投資
- 放貸
- 證券經紀及孖展融資
- 娛樂業務

於截至二零一六年六月三十日止年度，因主要營運決策者認為，錄像發行分部與電影發行及放映、授出及轉授電影版權分部之業務性質均與電影製作緊密相關，將該兩個分部合併為單一可呈報分部更為恰當。

由於內部組織架構發生變動，新收購附屬公司Winston（定義見附註12(a)）以及現有從事光學產品貿易、批發及零售之實體（於截至二零一五年六月三十日止年度並無分類為可呈報營運分部）現作為鐘錶、珠寶及光學產品貿易、批發及零售之新分部進行呈列。因此，去年之比較數字已進行重列。

於截至二零一六年六月三十日止年度，因收購永鋒（定義見附註8），本集團亦已引入一個新的呈報分部，即證券經紀及孖展融資。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 SEGMENT INFORMATION (Continued)

An operating segment regarding the provision of training and coaching services was discontinued in the current year. The segment information reported below does not include any amounts for the discontinued operation, which is described in more detail in note 41.

a) Segment revenue, results, assets and liabilities

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of profit/(loss) before tax from continuing operations. The profit/(loss) before tax from continuing operations is measured consistently with the Group's profit/(loss) before tax from continuing operations except that gain on step acquisition of a subsidiary, gain on disposal of a subsidiary, fair value change and loss on redemption of convertible bonds, fair value change on contingent consideration receivable, fair value change on contingent consideration payable, impairment loss of interest in an associate, finance income, finance costs, share of profits of associates, share of loss of a joint venture, dividend income from available-for-sale financial assets and unallocated corporate expenses.

Segment assets exclude unallocated other intangible assets, interests in associates, interests in joint ventures, available-for-sale financial assets, unallocated cash and cash equivalents, deferred tax assets, loan receivable from a joint venture, contingent consideration receivable, and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable, borrowings, deferred tax liabilities, and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

5 分部資料 (續)

提供培訓及輔導服務之營運分部已於本年度終止營運。下文所呈報之分部資料並無包括已終止經營之任何款項，該等款項之詳情詳載於附註41。

a) 分部收益、業績、資產及負債

管理層在作出資源分配及表現評估之決策時會獨立監察本集團經營分部之業績。分部表現會按照呈報分部溢利／(虧損)評估，而呈報分部溢利／(虧損)即持續經營業務除稅前溢利／(虧損)。持續經營業務除稅前溢利／(虧損)之計量方式與本集團持續經營業務除稅前溢利／(虧損)一致，惟有關計量不包括分階段收購一間附屬公司之收益、出售一間附屬公司之收益、贖回可換股債券之公平值變動及虧損、應收或然代價之公平值變動、應付或然代價之公平值變動、於一間聯營公司之權益減值虧損、財務收入、財務成本、分佔聯營公司溢利、分佔一間合營公司虧損、可供出售金融資產之股息收入及未分配企業開支。

分部資產不包括未分配其他無形資產、於聯營公司之權益、於合營公司之權益、可供出售金融資產、未分配現金及現金等價物、遞延稅項資產、應收一間合營公司之貸款、應收或然代價及其他未分配總部及企業資產，乃因該等資產由集團統一管理。

分部負債不包括應繳稅項、借貸、遞延稅項負債及其他未分配總部及企業負債，乃因該等負債由集團統一管理。

分部間銷售額及轉讓乃參考按當時現行市價向第三方銷售之售價進行交易。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

5 SEGMENT INFORMATION (Continued)

a) Segment revenue, results, assets and liabilities (Continued)

Information regarding the Group's reportable segments as provided to the Group's CODM for the purposes of resources allocation and assessment of segment performance for the years ended 30 June 2016 and 2015 is set out below:

5 分部資料 (續)

a) 分部收益、業績、資產及負債 (續)

截至二零一六年及二零一五年六月三十日止年度，提供予本集團主要營運決策者用作資源分配和分部表現評估之本集團可呈報分部資料如下：

		2016 二零一六年								
		Continuing operations 持續經營業務						Elimination		Total for continuing operations
		Video distribution, film exhibition, licensing and sub-licensing of film rights 錄像發行、電影放映、轉授電影版權	Trading, wholesaling, and retailing of optical, watches and jewellery products 光學、鐘錶及珠寶產品之貿易、批發及零售	Leasing of investment properties 出租投資物業	Securities investments 證券投資	Money lending 放款	Securities brokerage and margin financing 證券經紀及孖展融資	Entertainment business 娛樂業務		Total for continuing operations
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
Segment revenue	分部收益									
External revenue and income	外部收益及收入	56,171	61,712	1,026	(143,564)	8,450	16,072	7,602	-	7,469
Inter-segment sales	分部間銷售	-	-	-	-	-	27	-	(27)	-
		56,171	61,712	1,026	(143,564)	8,450	16,099	7,602	(27)	7,469
Segment results	分部業績	8,563	(24,929)	612	(143,586)	745	3,994	834	-	(153,567)
Gain on step acquisition of a subsidiary	分階段收購一間附屬公司之收益									1,571
Fair value change and loss on redemption of convertible bonds	續回可換取債券之公平值變動及虧損									(1,813)
Fair value change on contingent consideration receivable	應收或然代價之公平值變動									4,080
Fair value change on contingent consideration payable	應付或然代價之公平值變動									60
Impairment loss of interest in an associate	於一間聯營公司之權益減值虧損									(18,421)
Finance income	財務收入									298
Finance costs	財務成本									(2,263)
Dividend income from available-for-sale financial assets	可供出售金融資產之股息收入									20,473
Share of profits of associates	分佔聯營公司溢利									3,899
Share of loss of a joint venture	分佔一間合營公司虧損									(224)
Unallocated corporate expenses	未分配企業開支									(20,546)
Loss before tax from continuing operations	持續經營業務之除稅前虧損									(166,453)
Assets	資產									
Segment assets	分部資產	151,345	54,118	25,570	252,898	49,317	368,073	9,014	-	910,335
Interest in associates	於聯營公司之權益									25,730
Interest in joint ventures	於合營公司之權益									482
Unallocated other intangible assets	未分配其他無形資產									1,858
Available-for-sale financial assets	可供出售金融資產									85,802
Unallocated cash and cash equivalents	未分配現金及現金等價物									80,108
Contingent consideration receivable	應收或然代價									10,930
Deferred tax assets	遞延稅項資產									365
Loan receivable from a joint venture	應收一間合營公司貸款									8,364
Unallocated corporate assets	未分配企業資產									20,376
Assets associated with disposal group classified as held for sale	分類為持作出售之出售組別之相關資產									6,381
Total consolidated assets	綜合資產總值									1,150,731
Liabilities	負債									
Segment liabilities	分部負債	94,259	3,778	198	-	-	256,306	6,815	-	361,356
Taxation payable	應繳稅項									9,068
Borrowings	借項									9,200
Deferred tax liabilities	遞延稅項負債									2,229
Unallocated corporate liabilities	未分配企業負債									7,359
Liabilities associated with disposal group classified as held for sale	分類為持作出售之出售組別之相關負債									9,598
Total consolidated liabilities	綜合負債總額									398,810
Other information	其他資料									
Additions of property, plant and equipment	添置物業、機器及設備	136	816	3	-	-	92	15	-	1,062
Additions of unallocated property, plant and equipment	添置未分配物業、機器及設備									570
Total additions of property, plant and equipment	添置物業、機器及設備總額									1,632
Additions of film rights and films in progress	增購電影版權及製作中之電影	49,489	-	-	-	-	-	-	-	49,489
Additions of film related deposits	電影相關可全增加	7,044	-	-	-	-	-	-	-	7,044
Additions of goodwill through acquisitions of subsidiaries	透過收購附屬公司增加商譽	-	46,021	-	-	-	28,064	-	-	74,085
Additions of property, plant and equipment through acquisitions of subsidiaries	透過收購附屬公司添置物業、機器及設備	-	1,169	-	-	-	1,554	-	-	2,723
Additions of other intangible assets through acquisitions of subsidiaries	透過收購附屬公司增加其他無形資產	-	1,108	-	-	-	11,400	-	-	12,508
Depreciation and amortisation	折舊及攤銷	854	880	2	-	400	434	34	-	2,604
Amortisation of film rights	電影版權之攤銷	8,891	-	-	-	-	-	-	-	8,891
Amortisation of brand name	品牌名稱之攤銷	-	135	-	-	-	-	-	-	135
Unallocated depreciation and amortisation	未分配折舊及攤銷									500
Total depreciation and amortisation from continuing operations	來自持續經營業務之折舊及攤銷總額									12,130
Impairment of goodwill	商譽減值	-	24,355	-	-	-	-	-	-	24,355
Impairment of film rights and films in progress	電影版權及製作中之電影之減值	4,226	-	-	-	-	-	-	-	4,226

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 SEGMENT INFORMATION (Continued)

5 分部資料 (續)

a) Segment revenue, results, assets and liabilities (Continued)

a) 分部收益、業績、資產及負債 (續)

		2015 二零一五年 (Restated) (經重列)								
		Continuing operations 持續經營業務								
		Video distribution, film exhibition, licensing and sub- licensing of film rights 錄像發行、 電影放映、授出及轉授 電影版權	Trading, wholesaling, and retailing of optical, watches and jewellery products 批發及零售 光學、鐘錶及 珠寶產品之貿易、	Leasing of investment properties 出租投資物業	Securities investments 證券投資	Money lending 放款	Securities brokerage and margin financing 證券經紀及 孖展融資	Entertainment business 娛樂業務	Elimination	Group
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue	分部收益									
External revenue and income	外部收益及收入	41,111	634	989	229,943	5,120	-	22,411	-	300,208
Inter-segment sales	分部間銷售	-	-	-	-	104	-	7	(111)	-
		41,111	634	989	229,943	5,224	-	22,418	(111)	300,208
Segment results	分部業績	(9,601)	(32)	1,273	223,690	2,548	-	(4,182)	-	213,696
Gain on disposal of a subsidiary	出售一間附屬公司之收益									6
Finance income	財務收入									314
Finance cost	財務成本									(170)
Share of loss of an associate	分佔一間聯營公司虧損									(38)
Share of loss of a joint venture	分佔一間合營公司虧損									(218)
Unallocated corporate expenses	未分配企業開支									(15,294)
Profit before tax from continuing operations	持續經營業務之除稅前溢利									198,296
Assets	資產									
Segment assets	分部資產	124,274	4,214	25,568	339,459	38,530	-	13,913	-	545,958
Interests in an associate	於一間聯營公司之權益									5,022
Interests in joint ventures	於合營公司之權益									706
Unallocated other intangible assets	未分配其他無形資產									1,858
Available-for-sale financial assets	可供出售金融資產									88,415
Unallocated cash and cash equivalents	未分配現金及現金等價物									78,484
Deferred tax assets	遞延稅項資產									380
Loan receivable from a joint venture	應收一間合營公司貸款									8,140
Unallocated corporate assets	未分配企業資產									10,665
Total consolidated assets	綜合資產總值									739,628
Liabilities	負債									
Segment liabilities	分部負債	98,030	1,576	213	-	-	-	6,351	-	106,170
Taxation payable	應繳稅項									14,432
Borrowings	借貸									9,200
Deferred tax liabilities	遞延稅項負債									29,813
Unallocated corporate liabilities	未分配企業負債									7,746
Total consolidated liabilities	綜合負債總額									167,361
Other information	其他資料									
Additions of property, plant and equipment	添置物業、機器及設備	2,781	6	-	-	1,200	-	37	-	4,024
Additions of unallocated property, plant and equipment	添置未分配物業、機器及設備									302
Total additions of property, plant and equipment	添置物業、機器及設備總額									4,326
Additions of film rights and films in progress	增購電影版權及製作中之電影	7,639	-	-	-	-	-	-	-	7,639
Additions of film related deposits	電影相關訂金增加	5,429	-	-	-	-	-	-	-	5,429
Additions of goodwill through acquisitions of subsidiaries	透過收購附屬公司增加商譽	-	1,314	-	-	-	-	-	-	1,314
Additions of property, plant and equipment through acquisitions of subsidiaries	透過收購附屬公司添置物業、機器及設備	-	347	-	-	-	-	-	-	347
Depreciation and amortisation	折舊及攤銷	519	-	2	-	33	-	34	-	588
Amortisation of film rights	電影版權之攤銷	15,936	-	-	-	-	-	-	-	15,936
Unallocated depreciation and amortisation	未分配折舊及攤銷									437
Total depreciation and amortisation from continuing operations	來自持續經營業務之折舊及攤銷總額									16,961
Impairment of film rights and films in progress	電影版權及製作中之電影之減值	5,818	-	-	-	-	-	-	-	5,818

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

5 SEGMENT INFORMATION (Continued)

b) Geographical information

The Company is domiciled in Hong Kong. The Group's operations are, mainly located in Hong Kong, PRC, and Macau.

The revenue information below is based on the location of the operations. For the purpose of identifying revenue, fair value change of financial assets through profit or loss, is excluded.

5 分部資料 (續)

b) 地域資料

本公司位於香港。本集團之業務主要位於香港、中國及澳門。

以下收益資料乃以經營所在地為基準。為識別收益，當中並無計及按公平值計入損益列賬之金融資產公平值變動。

		2016 二零一六年	
		Revenue	Non-current assets (other than financial instruments and deferred tax assets) 非流動資產 (不包括金融工具及遞延稅項資產)
		收益 HK\$'000 千港元	HK\$'000 千港元
CONTINUING OPERATIONS	持續經營業務		
Hong Kong (place of domicile)	香港 (所在地)	83,778	214,397
Macau	澳門	209	482
PRC and other asian countries (other than Hong Kong and Macau)	中國及其他亞洲國家 (香港及澳門除外)	66,855	2,555
North America	北美洲	28	-
Europe	歐洲	67	-
Others	其他	96	-
		151,033	217,434

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

5 SEGMENT INFORMATION (Continued)

b) Geographical information (Continued)

		2015 二零一五年	
		Revenue	Non-current assets (other than financial instruments and deferred tax assets) 非流動資產 (不包括金融工具及遞延稅項資產)
		收益	稅項資產)
		HK\$'000	HK\$'000
		千港元	千港元
CONTINUING OPERATIONS	持續經營業務		
Hong Kong (place of domicile)	香港 (所在地)	44,096	92,739
Macau	澳門	427	706
PRC and other asian countries (other than Hong Kong and Macau)	中國及其他亞洲國家 (香港及澳門除外)	25,325	2,564
North America	北美洲	200	-
Europe	歐洲	203	-
Others	其他	14	-
		70,265	96,009

c) Information about major customers

For the years ended 30th June 2016 and 2015, there are no single customer contributed 10% or more of the Group's revenue.

The Group's fair value change of financial assets at fair value through profit or loss is excluded from total revenue and income for the purpose of identifying major customers of the Group who accounted for over 10% of the Group's revenue.

5 分部資料 (續)

b) 地域資料 (續)

		2015 二零一五年	
		Revenue	Non-current assets (other than financial instruments and deferred tax assets) 非流動資產 (不包括金融工具及遞延稅項資產)
		收益	稅項資產)
		HK\$'000	HK\$'000
		千港元	千港元
CONTINUING OPERATIONS	持續經營業務		
Hong Kong (place of domicile)	香港 (所在地)	44,096	92,739
Macau	澳門	427	706
PRC and other asian countries (other than Hong Kong and Macau)	中國及其他亞洲國家 (香港及澳門除外)	25,325	2,564
North America	北美洲	200	-
Europe	歐洲	203	-
Others	其他	14	-
		70,265	96,009

c) 有關主要客戶之資料

於截至二零一六年及二零一五年六月三十日止年度，概無單一客戶貢獻本集團之收益達10%或以上。

本集團按公平值計入損益列賬之金融資產公平值變動不計入總收益及收入，藉以辨識本集團之主要客戶，其佔本集團收益超過10%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

6 PROPERTY, PLANT AND EQUIPMENT

6 物業、機器及設備

		Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Motor Vehicles 汽車 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Costs	成本						
At 1st July 2014	於二零一四年七月一日	7,260	25,969	1,551	1,475	7,641	43,896
Additions	添置	1,935	25	114	-	2,252	4,326
Acquisition of a subsidiary	收購一間附屬公司	397	-	617	-	58	1,072
Disposals	出售	-	-	-	(436)	(136)	(572)
At 30th June 2015 and 1st July 2015	於二零一五年六月三十日及二零一五年七月一日	9,592	25,994	2,282	1,039	9,815	48,722
Additions	添置	43	50	81	1,058	400	1,632
Acquisition of subsidiaries (Note 45)	收購附屬公司(附註45)	4,636	-	578	97	444	5,755
Reclassification as held for sale (Note 41)	重新分類為持作出售(附註41)	(3,750)	-	(176)	-	(344)	(4,270)
Disposals	出售	(197)	(263)	(15)	-	(1,005)	(1,480)
Exchange difference	匯兌差額	(721)	-	(114)	(10)	(56)	(901)
At 30th June 2016	於二零一六年六月三十日	9,603	25,781	2,636	2,184	9,254	49,458
Accumulated depreciation	累計折舊						
At 1st July 2014	於二零一四年七月一日	6,677	25,947	1,478	1,081	7,132	42,315
Depreciation charge	折舊費用	396	23	64	139	403	1,025
Acquisition of a subsidiary (Note 45)	收購一間附屬公司(附註45)	281	-	394	-	50	725
Disposals	出售	-	-	-	(436)	(136)	(572)
At 30th June 2015 and 1st July 2015	於二零一五年六月三十日及二零一五年七月一日	7,354	25,970	1,936	784	7,449	43,493
Depreciation charge	折舊費用	2,401	18	344	211	1,002	3,976
Reclassification as held for sale (Note 41)	重新分類為持作出售(附註41)	(1,992)	-	(42)	-	(102)	(2,136)
Disposals	出售	(197)	(263)	(3)	-	(913)	(1,376)
Exchange difference	匯兌差額	(585)	-	(111)	(11)	(16)	(723)
At 30th June 2016	於二零一六年六月三十日	6,981	25,725	2,124	984	7,420	43,234
Net carrying amount	賬面淨值						
At 30th June 2016	於二零一六年六月三十日	2,622	56	512	1,200	1,834	6,224
At 30th June 2015	於二零一五年六月三十日	2,238	24	346	255	2,366	5,229

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6 PROPERTY, PLANT AND EQUIPMENT (Continued)

As at 30th June 2016, carrying amount of machinery and equipment held by the Group under finance leases is approximately HK\$97,000 (2015: HK\$132,000).

Depreciation of approximately HK\$489,000 (2015: HK\$14,000) has been charged to “cost of revenue and income” and approximately HK\$2,615,000 (2015: HK\$1,011,000) has been charged to “administrative expenses” of the consolidated statement of comprehensive income. During the year ended 30th June 2016, depreciation of approximately HK\$872,000 (2015: Nil) has been included in the loss for the year from discontinued operation in the consolidated statement of comprehensive income.

7 INVESTMENT PROPERTIES

6 物業、機器及設備 (續)

於二零一六年六月三十日，本集團根據融資租賃持有之機器及設備之賬面值約為97,000港元（二零一五年：132,000港元）。

折舊費用約489,000港元（二零一五年：14,000港元）已於綜合全面收益表之「收益及收入成本」中扣除，而約2,615,000港元（二零一五年：1,011,000港元）已於綜合全面收益表之「行政費用」中扣除。於截至二零一六年六月三十日止年度，折舊約872,000港元（二零一五年：無）已於綜合全面收益表內之「年內來自已終止經營業務的虧損」入賬。

7 投資物業

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At fair value	按公平值		
At the beginning of the year	年初	25,560	25,060
Change in fair value	公平值變動	-	500
At the end of the year	年末	25,560	25,560

7 INVESTMENT PROPERTIES (Continued) 7 投資物業 (續)

Fair value measurement of investment properties

a) Fair value hierarchy

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date

Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available

投資物業之公平值計量

a) 公平值等級

下表呈列於報告期末按經常性基準計量，並按香港財務報告準則第13號「公平值計量」中所定義的三層級公平值等級分類的本集團投資物業公平值。每項公平值計量的層級參考估值方法中所使用輸入數據的可觀察性和重要性釐定如下：

第1層估值：僅使用第1層輸入數據計量的公平值，即於計量日期活躍市場中相同資產或負債的未經調整報價

第2層估值：使用第2層輸入數據計量的公平值，即不符合第1層的可觀察輸入數據，及不使用重大不可觀察的輸入數據。不可觀察輸入數據指無法從市場數據獲得的輸入數據

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

7 INVESTMENT PROPERTIES (Continued) 7 投資物業 (續)

a) Fair value hierarchy (Continued)

Level 3 valuations: Fair value measured using significant unobservable inputs

a) 公平值等級 (續)

第3層估值：以重大不可觀察的輸入數據計量的公平值

		Fair value measurements at 30th June 2016 categorised into 於二零一六年六月三十日公平值計量歸類為			
		Fair value at 30th June 2016 於二零一六年 六月三十日之 公平值 HK\$'000 千港元	Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元
Recurring fair value measurement Investment properties: - Residential - Hong Kong	經常性公平值計量 投資物業： - 住宅 - 香港	25,560	-	-	25,560

		Fair value measurements at 30th June 2015 categorised into 於二零一五年六月三十日公平值計量歸類為			
		Fair value at 30th June 2015 於二零一五年 六月三十日之 公平值 HK\$'000 千港元	Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元
Recurring fair value measurements Investment properties: - Residential - Hong Kong	經常性公平值計量 投資物業： - 住宅 - 香港	25,560	-	-	25,560

During the year ended 30th June 2016, there were no transfers between Level 1 and Level 2, or transfer into or out of Level 3 (2015: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

截至二零一六年六月三十日止年度，在第1層與第2層之間概無轉移，第3層亦無轉入或轉出（二零一五年：無）。本集團的政策旨在確認於報告期末發生的公平值等級中各層級之間的轉移。

7 INVESTMENT PROPERTIES (Continued) 7 投資物業 (續)

a) Fair value hierarchy (Continued)

All investment properties of the Group were revalued as at 30th June 2016. The valuations were carried out by an independent firm of surveyors, Roma Appraisals Limited, who have among their staff members of the Hong Kong Institute of Surveyors with recent experience in the location and category of properties being valued. The management of the Group has discussions with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each annual reporting date.

b) Information about Level 3 fair value measurements

	Valuation techniques 估值方法	Unobservable inputs 不可觀察之 輸入數據	Range of unobservable inputs 不可觀察 輸入數據之範圍
Investment properties in Hong Kong 於香港之投資物業			
- Residential properties	Direct comparison approach	Discount on quality of properties	12% – 27% (2015: 7% – 16%)
- 住宅物業	直接比較法	就物業質素作折讓	12% – 27% (二零一五年： 7% – 16%)

The fair value of investment properties located in Hong Kong is determined using direct comparison approach by reference to recent sales price of comparable properties on a price per square feet basis, adjusted for a premium or discount specific to the quality of the Group's properties compared to recent sales on the comparable transaction. Higher discount for lower quality properties will result in a lower fair value measurement.

a) 公平值等級 (續)

本集團所有投資物業均於二零一六年六月三十日進行重估。估值乃由獨立測量師行—羅馬國際評估有限公司進行，該公司部分員工為香港測量師學會會員，對所估值物業的所在地和所屬類別具有近期估值經驗。於每次年度報告當日進行估值時，本集團管理層已與測量師討論估值假設及估值結果。

b) 有關第3層公平值計量之資料

位於香港之投資物業之公平值乃使用直接比較法釐定，其經參考可供比較物業按每平方呎價格基準計算之近期售價，且已就本集團物業質量之特定溢價或折讓（與近期銷售交易比較所得）作出調整。較低質素物業可享有較高折讓，並會導致較低之公平值計量數值。

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7 INVESTMENT PROPERTIES (Continued) 7 投資物業 (續)

b) Information about Level 3 fair value measurements (Continued)

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Investment properties	投資物業		
– Residential – Hong Kong	– 住宅 – 香港		
At beginning of the year	年初	25,560	25,060
Fair value adjustment	公平值調整	–	500
At end of the year	於年末	25,560	25,560

Fair value adjustments of investment properties is recognised in the line item “Fair value change on investment properties” on the face of consolidated statement of comprehensive income. All the gains/ (losses) recognised in profit or loss for the year arise from the investment properties held at the end of the reporting period.

b) 有關第3層公平值計量之資料 (續)

年內第3層公平值計量結餘的變動如下：

投資物業之公平價值調整於綜合全面收益表中以「投資物業之公平值變動」一項確認。於報告期末持有之投資物業於年內產生之所有收益／(虧損)在損益中確認。

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8 OTHER INTANGIBLE ASSETS

8 其他無形資產

		Trading rights 貿易權 HK\$'000 千港元	Brand name 品牌名稱 HK\$'000 千港元	Club membership 會籍 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本				
At 1st July 2014, 30th June 2015 and 1st July 2015	於二零一四年 七月一日、 二零一五年 六月三十日及 二零一五年 七月一日	-	-	1,858	1,858
Acquisition of Winston Asia Limited and its subsidiaries ("Winston Group") (Note 45(a))	收購Winston Asia Limited及其附屬 公司("Winston 集團")(附註45(a))	-	1,108	-	1,108
Acquisition of Win Fung Securities Limited ("Win Fung") (Note 45(b))	收購永鋒證券有限 公司("永鋒") (附註45(b))	11,400	-	-	11,400
At 30th June 2016	於二零一六年 六月三十日	11,400	1,108	1,858	14,366
Accumulated amortisation	累計攤銷				
At 1st July 2014, 30th June 2015 and 1st July 2015	於二零一四年 七月一日、 二零一五年 六月三十日及 二零一五年 七月一日	-	-	-	-
Amortisation for the year	年內攤銷	-	135	-	135
At 30th June 2016	於二零一六年 六月三十日	-	135	-	135
Carrying amount	賬面值				
At 30th June 2016	於二零一六年 六月三十日	11,400	973	1,858	14,231
At 30th June 2015	於二零一五年 六月三十日	-	-	1,858	1,858

Particulars of the impairment testing are set out in Note 9.

減值測試之詳情載於附註9。

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9 GOODWILL

9 商譽

		HK\$'000 千港元
Cost	成本	
At 1st July 2014	於二零一四年七月一日	-
Acquisition of Fine Ocean Limited ("Fine Ocean") (Note 45(d))	收購海越有限公司(「海越」) (附註45(d))	1,314
At 30th June 2015 and 1st July 2015	於二零一五年六月三十日及 二零一五年七月一日	1,314
Acquisition of Winston Group (Note 45(a))	收購Winston集團(附註45(a))	46,021
Acquisition of Win Fung (Note 45(b))	收購永鋒(附註45(b))	28,064
Acquisition of AP Group Investment Holdings Limited and its subsidiaries ("AP Group") (Note 45(c))	收購愛拼集團控股有限公司 及其附屬公司(「愛拼集團」) (附註45(c))	13,971
At 30th June 2016	於二零一六年六月三十日	89,370
Accumulated impairment losses	累計減值虧損	
At 1st July 2014, 30th June 2015 and 1st July 2015	於二零一四年七月一日、 二零一五年六月三十日及 二零一五年七月一日	-
Impairment losses recognised	已確認減值虧損	29,923
At 30th June 2016	於二零一六年六月三十日	29,923
Carrying amount	賬面值	
At 30th June 2016	於二零一六年六月三十日	59,447
At 30th June 2015	於二零一五年六月三十日	1,314

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綜合財務報表附註

9 GOODWILL (Continued)

Goodwill has been allocated for impairment testing purposes to the following cash-generating units (“CGUs”).

- Trading, wholesaling and retailing of optical products (“Division A”)
- Trading, wholesaling and retailing of watches and jewellery products (“Division B”)
- Securities brokerage and margin financing business (“Division C”)
- Training and coaching business (“Division D”)

The carrying amounts of goodwill (net of accumulated impairment losses) as at 30th June 2016 and 30th June 2015 allocated to these units are as follows:

9 商譽 (續)

商譽已就減值測試目的而分配至以下現金產生單位（「現金產生單位」）：

- 光學產品貿易、批發及零售（「分部A」）
- 鐘錶及珠寶產品貿易、批發及零售業務（「分部B」）：
- 證券經紀及孖展融資業務（「分部C」）：
- 培訓及輔導業務（「分部D」）

於二零一六年六月三十日及二零一五年六月三十日，分配至該等單位之商譽之賬面值（扣除累計減值虧損）如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Division A	分部A	1,314	1,314
Division B	分部B	21,666	–
Division C	分部C	28,064	–
Division D	分部D	8,403	–
		59,447	1,314

* for identification only

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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9 GOODWILL (Continued)

The basis of the recoverable amounts of the above CGUs and their major underlying assumptions are summarised below.

Division A

The recoverable amount of CGU of trading, wholesaling and retailing of optical products was determined based on value in use calculations. Those calculations used cash flow projections based on financial budgets approved by management covering a period of 5 years, and cash flows beyond 5 years were extrapolated by assuming growth rate of 3% and discount rates of 17.7%. The discount rates used are pre-tax and reflect specific risks relating to the relevant CGU. Another key assumption for the value in use calculations was the budgeted gross margin, which was determined based on the CGU's past performance and management's expectations for the market development.

Division B

For the impairment testing, goodwill arising from acquisition of Winston and brand name classified as "other intangible assets" are allocated to the Group's CGU B.

The recoverable amount of the CGU of trading, wholesaling and retailing of watches and jewellery products business of HK\$23,855,000 was based on its value in use and was determined with the assistance of Grant Sherman Appraisal Limited, an independent professional qualified valuer not connected with the Group. The calculation used cash flow projection based on financial budgets approved by management covering a five-year period, and at a discount rate of 17.7%. The discount rate used is pre-tax and reflect specific risks relating to the relevant CGU. Cash flows after the five-year period were extrapolated using 3% growth rate in considering the economic condition of the market.

Goodwill arose in the acquisition of Winston Group because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth and future market development of Winston Group. As at 30th June 2016, the Group recognised an impairment loss of HK\$24,355,000 on the goodwill due to the continuing weakening of the retail market in Hong Kong and the PRC since January 2016, which led to a change to the expected growth and market development of the trading, wholesaling and retailing of watches and jewellery products business could not be met.

The goodwill of Division B belongs to trading, wholesaling and retailing of optical, watches and jewellery products.

9 商譽 (續)

上述現金產生單位之可收回金額之基準及其主要相關假設概述如下。

分部A

光學產品貿易、批發及零售之現金產生單位之可收回金額按使用價值計算釐定。此等計算方式採用基於經管理層批准之五年期財政預算之現金流量預測計算，而五年期後之現金流量乃按3%假設增長率及17.7%貼現率推算。所用貼現率為稅前貼現率，並反映與相關現金產生單位有關之特定風險。計算使用價值之另一項重要假設為預算毛利率，而預算毛利率乃根據現金產生單位之過往表現及管理層對市場發展之預期釐定。

分部B

就減值測試而言，分類為「其他無形資產」之收購Winston所得商譽及品牌名稱被分配至本集團之現金產生單位B。

鐘錶及珠寶產品貿易、批發及零售業務之現金產生單位之可收回金額23,855,000港元乃根據使用價值，並在Grant Sherman Appraisal Limited（與本集團並無關連之獨立專業合資格估值師）之協助下計算釐定。此計算方式採用基於經管理層批准之五年期財政預算之現金流量預測及按貼現率17.7%計算。所用貼現率為稅前貼現率，並反映與相關現金產生單位有關之特定風險。五年期後之現金流量乃經考慮市場經濟情況，按3%增長率推算。

由於合併成本包括控制權溢價，故收購Winston集團產生商譽。此外，就合併所支付的代價實際包括與Winston集團的預期協同效應裨益、收入增長及未來市場發展有關的金額。因自二零一六年一月起，香港及中國零售市場持續疲弱，使得鐘錶及珠寶產品貿易、批發及零售業務的預期增長發生變動及市場發展預期無法實現，本集團於二零一六年六月三十日就商譽確認減值虧損24,355,000港元。

分部B之商譽屬於光學、鐘錶及珠寶產品之貿易、批發及零售。

9 GOODWILL (Continued)

Division C

For the impairment testing, goodwill arising from acquisition of Win Fung and trading rights classified as “other intangible assets” are allocated to the Group’s CGU C.

The recoverable amount of the CGU of securities brokerage and margin financing business was based on its value in use and was determined with the assistance of Grant Sherman Appraisal Limited, an independent professional qualified valuer not connected with the Group. The calculation used cash flow projection based on financial budgets approved by management covering a five-year period, and at a discount rate of 17.1%. The discount rate used is pre-tax and reflect specific risks relating to the relevant CGU. Cash flows after the five-year period were extrapolated using 3% growth rate in considering the economic condition of the market.

Division D

As detailed in note 41 to the consolidated financial statements, on 13th June 2016, the Group entered into a sale and purchase agreement with Lucky Famous Limited, an independent third party, to dispose its 51% equity interests in AP Group (“the Proposed Disposal”) at a consideration of HK\$20,400,000 (subject to downward adjustment in respect of the guaranteed profit as described in the sale and purchase agreement).

9 商譽 (續)

分部C

就減值測試而言，分類為「其他無形資產」之收購永鋒所得商譽及貿易權被分配至本集團之現金產生單位C。

證券經紀及孖展融資業務之現金產生單位之可收回金額乃根據使用價值，並在 Grant Sherman Appraisal Limited (與本集團並無關連之獨立專業合資格估值師) 之協助下計算釐定。此計算方式採用基於經管理層批准之五年期財政預算之現金流量預測及按貼現率17.1%計算。所用貼現率為稅前貼現率，並反映與相關現金產生單位有關之特定風險。五年期後之現金流量乃經考慮市場經濟情況，按3%增長率推算。

分部D

誠如綜合財務報表附註41所詳述，於二零一六年六月十三日，本集團與Lucky Famous Limited (一名獨立第三方) 訂立買賣協議，以出售其於愛拼集團51%的股權，代價為20,400,000港元 (可就買賣協議所述之保證溢利向下調整) (「建議出售事項」)。

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10 FILM RIGHTS AND FILMS IN PROGRESS

10 電影版權及製作中之電影

		Film rights 電影版權 HK\$'000 千港元	Films in progress 製作中之電影 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本			
At 1st July 2014	於二零一四年七月一日	893,458	9,816	903,274
Additions	添置	1,250	6,389	7,639
Transfers	轉撥	4,018	(4,018)	-
Write-off of DVD preproduction cost	數碼影音光碟製作前 成本之撇銷	(349)	-	(349)
Write-off of expired film rights	到期電影版權之撇銷	(1,231)	-	(1,231)
At 30th June 2015 and 1st July 2015	於二零一五年 六月三十日及 二零一五年七月一日	897,146	12,187	909,333
Additions	添置	6,710	42,779	49,489
Transfers	轉撥	2,637	(2,637)	-
Write-off of DVD preproduction cost	數碼影音光碟製作前 成本之撇銷	(381)	-	(381)
Write-off of expired film rights	到期電影版權之撇銷	(3,718)	(849)	(4,567)
At 30th June 2016	於二零一六年六月三十日	902,394	51,480	953,874
Accumulated amortisation and impairment	累計攤銷及減值			
At 1st July 2014	於二零一四年七月一日	871,253	-	871,253
Amortisation for the year (Note 33)	年內攤銷(附註33)	15,936	-	15,936
Impairment losses	減值虧損	4,969	849	5,818
Write-off of DVD preproduction cost	數碼影音光碟製作前 成本之撇銷	(349)	-	(349)
Write-off of expired film rights	到期電影版權之撇銷	(1,231)	-	(1,231)
At 30th June 2015 and 1st July 2015	於二零一五年 六月三十日及 二零一五年七月一日	890,578	849	891,427
Amortisation for the year (Note 33)	年內攤銷(附註33)	8,891	-	8,891
Impairment losses	減值虧損	4,226	-	4,226
Write-off of DVD preproduction cost	數碼影音光碟製作前 成本之撇銷	(381)	-	(381)
Write-off of expired film rights	到期電影版權之撇銷	(3,718)	(849)	(4,567)
At 30th June 2016	於二零一六年六月三十日	899,596	-	899,596
Carrying amount	賬面值			
At 30th June 2016	於二零一六年六月三十日	2,798	51,480	54,278
At 1st July 2015	於二零一五年七月一日	6,568	11,338	17,906

10 FILM RIGHTS AND FILMS IN PROGRESS (Continued)

Amortisation of approximately HK\$8,891,000 (2015: HK\$15,936,000) is included in the cost of revenue and income in the consolidated statement of comprehensive income.

Impairment test for film rights and films in progress

The Group observes whether the film rights and films in progress for video distribution, film distribution and exhibition, licensing and sub-licensing of film rights segment are subject to any impairment indication, in accordance with the accounting policies set out in Note 2 of these consolidated financial statements.

During the year ended 30th June 2016, management assessed whether there was an impairment indicator in relation to the film rights and films in progress for video distribution, film distribution and exhibition, licensing and sub-licensing of film rights segment by reviewing the cast or scale of each films, current market condition, the trade history, current financial position and popularity of film outline stories. Management has further performed an assessment on the recoverable amount of the film rights and film in progress based on each film sales forecast and noted that certain film rights are considered to be fully impaired. Hence, an impairment of HK\$4,226,000 has been provided for the year ended 30th June 2016 (2015: HK\$4,969,000) on the film rights and no impairment (2015: an impairment loss of HK\$849,000) has been provided on films in progress for video distribution, film distribution and exhibition, licensing and sub-licensing of film rights segment in the consolidated statement of comprehensive income.

10 電影版權及製作中之電影 (續)

攤銷金額約8,891,000港元(二零一五年: 15,936,000港元)計入綜合全面收益表之收益及收入成本內。

電影版權及製作中之電影減值測試

本集團根據此等綜合財務報表附註2所載會計政策檢討錄像發行、電影發行及放映、授出及轉授電影版權分部之電影版權及製作中之電影是否出現任何減值跡象。

於截至二零一六年六月三十日止年度，管理層透過審查每部電影的演員陣容或規模、當前市況、交易歷史、當前財務狀況及電影故事梗概的受歡迎程度，評估錄像發行、電影發行及放映、授出及轉授電影版權分部之電影版權及製作中之電影是否出現減值跡象。管理層根據每部電影的銷售預測進一步對電影版權及製作中之電影的可收回金額進行評估並注意到若干電影版權已被視為悉數減值。因此，於截至二零一六年六月三十日止年度，本集團已就錄像發行、電影發行及放映、授出及轉授電影版權分部之電影版權於綜合全面收益表中計提減值撥備4,226,000港元(二零一五年: 4,969,000港元)，而並無就製作中之電影計提減值撥備(二零一五年: 減值虧損849,000港元)。

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11 PRINCIPAL SUBSIDIARIES

The following is a list of the principal subsidiaries as at 30th June 2016.

11 主要附屬公司

以下為於二零一六年六月三十日之附屬公司名單。

Name	Place of incorporation/ establishment and kind of legal entity	Particulars of issued share capital	Principal activities and place of operation	Proportion of ordinary shares directly held by parent (%) 直接由 母公司 持有的普通 股比例(%)	Proportion of ordinary shares held by the group (%) 由集團 持有的普通 股比例(%)	Proportion of ordinary shares held by non- controlling interests (%) 由非控股權 益持有的 普通股比例 (%)
名稱	註冊成立／成立地點 及法定實體類別	已發行股本詳情	主要業務及營業地點			
*Universe Films (Holdings) Limited	The British Virgin Islands, limited liability company	Ordinary US\$100	Investment holding in Hong Kong	100%	-	-
*Universe Films (Holdings) Limited	英屬處女群島，有限責任公司	普通股股本100美元	投資控股，香港			
Universe Laser & Video Co. Limited	Hong Kong, limited liability company	Ordinary HK\$1,000,000	Distribution of films in various videogram formats in Hong Kong	-	100%	-
寰宇鐳射錄影有限公司	香港，有限責任公司	普通股股本1,000,000港元	以不同錄像制式發行電影，香港			
Universe Films Distribution Company Limited	Hong Kong, limited liability company	Ordinary HK\$2	Sub-licensing of film rights and television series, film exhibition and leasing of investment properties in Hong Kong	-	100%	-
寰宇影片發行有限公司	香港，有限責任公司	普通股股本2港元	轉授電影版權及電視劇、電影放映以及出租投資物業，香港			
*Unique Model Limited	Hong Kong, limited liability company	Ordinary HK\$100	Model agency in Hong Kong	-	100%	-
*Unique Model Limited	香港，有限責任公司	普通股股本100港元	模特兒代理，香港			
Universe Digital Entertainment Limited	Hong Kong, limited liability company	Ordinary HK\$10,000 5% deferred HK\$10,000	Distribution of films in various videogram formats in Hong Kong	-	100%	-
寰宇數碼娛樂有限公司	香港，有限責任公司	普通股股本10,000港元 5%遞延股本10,000港元	以不同錄像制式發行電影，香港			
Universe Management Services Limited	Hong Kong, limited liability company	Ordinary HK\$10,000 5% deferred HK\$10,000	Provision of management services for the Group in Hong Kong	-	100%	-
寰宇企業管理有限公司	香港，有限責任公司	普通股股本10,000港元 5%遞延股本10,000港元	向本集團提供管理服務，香港			
Universe Entertainment Limited	The British Virgin Islands, limited liability company	Ordinary US\$2	Investment in films production and licensing of film rights in Hong Kong	-	100%	-
寰宇娛樂有限公司	英屬處女群島，有限責任公司	普通股股本2美元	投資電影製作及授出電影版權，香港			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

11 PRINCIPAL SUBSIDIARIES (Continued)

11 主要附屬公司 (續)

Name	Place of incorporation/ establishment and kind of legal entity	Particulars of issued share capital	Principal activities and place of operation	Proportion of ordinary shares directly held by parent (%)	Proportion of ordinary shares held by the group (%)	Proportion of ordinary shares held by non- controlling interests (%)
名稱	註冊成立／成立地點 及法定實體類別	已發行股本詳情	主要業務及營業地點	直接由 母公司 持有的普通 股比例(%)	由集團 持有的普通 股比例(%)	由非控股權 益持有的 普通股比例 (%)
*Universe Pictures International Limited	The British Virgin Islands, limited liability company	Ordinary US\$2	Film acquisition agent for the Group in Hong Kong	-	100%	-
*Universe Pictures International Limited	英屬處女群島， 有限責任公司	普通股股本2美元	本集團之影片收購代理，香港			
Universe (China) Development Limited	Hong Kong, limited liability company	Ordinary HK\$2	Investment holding in Hong Kong and investment in television series production in the People's Republic of China ("PRC")	-	100%	-
寰宇(中國)拓展有限公司	香港，有限責任公司	普通股股本2港元	投資控股，香港及投資製作 電視連續劇，中華人民 共和國(「中國」)			
*Globalink Advertising Limited	Hong Kong, limited liability company	Ordinary HK\$2	Advertising agent for the Group in Hong Kong	-	100%	-
*Globalink Advertising Limited	香港，有限責任公司	普通股股本2港元	本集團之廣告代理，香港			
Century Creator Company Limited	Hong Kong, limited liability company	Ordinary HK\$2	Investment in films production in Hong Kong	-	100%	-
世紀創作室有限公司	香港，有限責任公司	普通股股本2港元	投資電影製作，香港			
Matrix Productions Company Limited	Hong Kong, limited liability company	Ordinary HK\$2	Investment in films production in Hong Kong	-	100%	-
縱橫製作有限公司	香港，有限責任公司	普通股股本2港元	投資電影製作，香港			
Digital Programme Production Limited	Hong Kong, limited liability company	Ordinary HK\$2	Production of infotainment programme in Hong Kong	-	100%	-
數碼節目製作有限公司	香港，有限責任公司	普通股股本2港元	製作娛樂資訊節目，香港			
Universe International Technology Limited	Hong Kong, limited liability company	Ordinary HK\$2	Purchasing agent for the Group in Hong Kong	-	100%	-
寰宇國際科技有限公司	香港，有限責任公司	普通股股本2港元	本集團之採購代理，香港			
Universe Artiste Management Limited	Hong Kong, limited liability company	Ordinary HK\$10	Management of contracted artists in Hong Kong	-	100%	-
寰宇藝人管理有限公司	香港，有限責任公司	普通股股本10港元	管理合約藝人，香港			
*Films Station Production Limited	Hong Kong, limited liability company	Ordinary HK\$2	Films production in Hong Kong	-	100%	-
*Films Station Production Limited	香港，有限責任公司	普通股股本2港元	電影製作，香港			

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綜合財務報表附註

11 PRINCIPAL SUBSIDIARIES (Continued)

11 主要附屬公司 (續)

Name	Place of incorporation/ establishment and kind of legal entity	Particulars of issued share capital	Principal activities and place of operation	Proportion of ordinary shares directly held by parent (%) 直接由 母公司 持有的普通 股比例(%)	Proportion of ordinary shares held by the group (%) 由集團 持有的普通 股比例(%)	Proportion of ordinary shares held by non- controlling interests (%) 由非控股權 益持有的 普通股比例 (%)
名稱	註冊成立/成立地點 及法定實體類別	已發行股本詳情	主要業務及營業地點			
Universe Music Limited	Hong Kong, limited liability company	Ordinary HK\$2	Licensing and sub-licensing of music programme and investment in concert in Hong Kong	-	100%	-
寰宇音樂有限公司	香港·有限責任公司	普通股股本2港元	授出及轉授音樂節目版權以及投資音樂會·香港			
*Universe Films Acquisition Limited	Hong Kong, limited liability company	Ordinary HK\$2	Sub-licensing of film rights in Hong Kong	-	100%	-
*Universe Films Acquisition Limited	香港·有限責任公司	普通股股本2港元	轉授電影版權·香港			
Mutual Faith Investment Limited	Hong Kong, limited liability company	Ordinary HK\$100	Property development in Hong Kong	-	100%	-
普信投資有限公司	香港·有限責任公司	普通股股本100港元	物業發展·香港			
Grant Talent Limited	Hong Kong, limited liability company	Ordinary HK\$1	Films production in Hong Kong	-	100%	-
大傑有限公司	香港·有限責任公司	普通股股本1港元	電影製作·香港			
Wide Avenue Holdings Limited	The British Virgin Islands, Limited liability company	Ordinary US\$1	Investment holdings in the British Virgin Islands	100%	-	-
Wide Avenue Holdings Limited	英屬處女群島·有限責任公司	普通股股本1美元	投資控股·英屬處女群島			
Universe Martix Films Investment Limited	Hong Kong, Limited liability company	Ordinary HK\$1	Investment in films production	-	100%	-
寰宇縱橫電影投資有限公司	香港·有限責任公司	普通股股本1港元	投資電影製作			
寰宇縱橫世紀電影發行(北京)有限公司#	PRC, limited liability company	RMB1,000,000	Distribution of films in the PRC	-	100%	-
寰宇縱橫世紀電影發行(北京)有限公司#	中國·有限責任公司	人民幣1,000,000元	發行電影·中國			
Fragrant River Entertainment Culture (Holdings) Limited	The British Virgin Islands, limited liability company	Ordinary US\$100	Investment holding in the British Virgin Islands	100%	-	-
香江娛樂文化(控股)有限公司	英屬處女群島·有限責任公司	普通股股本100美元	投資控股·英屬處女群島			
Weluck Development Limited	The British Virgin Islands, limited liability company	Ordinary US\$1	Securities investments	-	100%	-
永能發展有限公司	英屬處女群島·有限責任公司	普通股股本1美元	證券投資			

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綜合財務報表附註

11 PRINCIPAL SUBSIDIARIES (Continued)

11 主要附屬公司 (續)

Name	Place of incorporation/ establishment and kind of legal entity	Particulars of issued share capital	Principal activities and place of operation	Proportion of ordinary shares directly held by parent (%)	Proportion of ordinary shares held by the group (%)	Proportion of ordinary shares held by non- controlling interests (%)
名稱	註冊成立／成立地點 及法定實體類別	已發行股本詳情	主要業務及營業地點	直接由 母公司 持有的普通 股比例(%)	由集團 持有的普通 股比例(%)	由非控股權 益持有的 普通股比例 (%)
Fragrant River Finance Group Limited 香江財務集團有限公司	The British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Ordinary US\$100 普通股股本100美元	Investment holding in Hong Kong 投資控股·香港	-	100%	-
Fragrant River Asia Investment Limited 香江亞洲投資有限公司	The British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Ordinary US\$100 普通股股本100美元	Investment holding in Hong Kong 投資控股·香港	-	100%	-
Urban King Holdings Limited 城御控股有限公司	The British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Ordinary US\$100 普通股股本100美元	Investment holding in Hong Kong 投資控股·香港	-	100%	-
Precise Reach Group Limited 精達集團有限公司	The British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Ordinary US\$100 普通股股本100美元	Investment holding in Hong Kong 投資控股·香港	-	100%	-
Valiant Power Holdings Limited 勇威控股有限公司	The British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Ordinary US\$100 普通股股本100美元	Investment holding in Hong Kong 投資控股·香港	-	100%	-
Great Harbour Enterprises Limited 宏港企業有限公司	The British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Ordinary US\$100 普通股股本100美元	Investment holding in Hong Kong 投資控股·香港	-	100%	-
Gold Summit International Limited 冠峰國際有限公司	The British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Ordinary US\$100 普通股股本100美元	Investment holding in Hong Kong 投資控股·香港	-	100%	-
Rising Fame International Limited 昇名國際有限公司	The British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Ordinary US\$100 普通股股本100美元	Investment holding in Hong Kong 投資控股·香港	-	100%	-

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綜合財務報表附註

11 PRINCIPAL SUBSIDIARIES (Continued)

11 主要附屬公司 (續)

Name	Place of incorporation/ establishment and kind of legal entity	Particulars of issued share capital	Principal activities and place of operation	Proportion of ordinary shares directly held by parent (%)	Proportion of ordinary shares held by the group (%)	Proportion of ordinary shares held by non- controlling interests (%)
名稱	註冊成立／成立地點 及法定實體類別	已發行股本詳情	主要業務及營業地點	直接由 母公司 持有的普通 股比例(%)	由集團 持有的普通 股比例(%)	由非控股權 益持有的 普通股比例 (%)
Galaxy View Group Limited	The British Virgin Islands, limited liability company	Ordinary US\$1	Investment holding in Hong Kong, British Virgin Islands and the PRC	-	100%	-
景宇集團有限公司	英屬處女群島，有限責任公司	普通股股本1美元	投資控股，香港、英屬處女群島及中國			
Universe Asia Finance Limited 寰宇亞洲財務有限公司	Hong Kong, limited liability company 香港，有限責任公司	Ordinary HK\$100 普通股股本100港元	Money lending in Hong Kong 放貸，香港	-	100%	-
Fragrant River Culture Investment Limited 香江文化投資有限公司	Hong Kong, limited liability company 香港，有限責任公司	Ordinary HK\$100 普通股股本100港元	Investment holding in the PRC 投資控股，中國	-	100%	-
Fragrant River Entertainment Investment Limited 香江娛樂投資有限公司	Hong Kong, limited liability company 香港，有限責任公司	Ordinary HK\$100 普通股股本100港元	Investment holding in Hong Kong 投資控股，香港	-	100%	-
Ample China Development Limited 中富發展有限公司	Hong Kong, limited liability company 香港，有限責任公司	Ordinary HK\$100 普通股股本100港元	Investment holding in Hong Kong 投資控股，香港	-	100%	-
Rising Fame Investment Limited 昇名投資有限公司	Hong Kong, limited liability company 香港，有限責任公司	Ordinary HK\$100 普通股股本100港元	Securities investments 證券投資	-	100%	-
Round Table Performance Entertainment Limited 圓桌舞台文化娛樂有限公司	Hong Kong, limited liability company 香港，有限責任公司	Ordinary HK\$3,330,000 普通股股本3,330,000港元	Cultural and entertainment business 文化及娛樂業務	-	70%	30%
Fine Ocean Limited 海越有限公司	Hong Kong, limited liability company 香港，有限責任公司	Ordinary HK\$1,000,001 普通股股本1,000,001港元	Optical shops 眼鏡店	-	80%	20%
Winston Asia Limited Winston Asia Limited	The British Virgin Islands, limited liability company 英屬處女群島，有限責任公司	Ordinary US\$3,319 普通股股本3,319美元	Investment holding in Hong Kong and the PRC 投資控股，香港及中國	-	100%	-
Universe Watch and Jewellery Group Co Ltd 寰宇鐘錶珠寶集團有限公司	Hong Kong, limited liability company 香港，有限責任公司	Ordinary HK\$73,944,225 普通股股本73,944,225港元	Investment holding in Hong Kong and the PRC 投資控股，香港及中國	-	100%	-

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11 PRINCIPAL SUBSIDIARIES (Continued)

11 主要附屬公司 (續)

Name	Place of incorporation/ establishment and kind of legal entity	Particulars of issued share capital	Principal activities and place of operation	Proportion of ordinary shares directly held by parent (%)	Proportion of ordinary shares held by the group (%)	Proportion of ordinary shares held by non- controlling interests (%)
名稱	註冊成立／成立地點 及法定實體類別	已發行股本詳情	主要業務及營業地點	直接由 母公司 持有的普通 股比例(%)	由集團 持有的普通 股比例(%)	由非控股權 益持有的 普通股比例 (%)
深圳市利昌鐘錶有限公司	PRC, limited liability company	Ordinary RMB27,500,000	Wholesale and retail of watches in the PRC	-	100%	-
深圳市利昌鐘錶有限公司	中國·有限責任公司	普通股股本人民幣27,500,000元	批發和零售鐘錶·中國			
當盛貿易(深圳)有限公司	PRC, limited liability company	Ordinary HK\$9,000,000	Wholesale and retail of watches in the PRC	-	100%	-
當盛貿易(深圳)有限公司	中國·有限責任公司	普通股股本9,000,000港元	批發和零售鐘錶·中國			
Garona (HK) Limited	Hong Kong, limited liability company	Ordinary HK\$300,000	Wholesale and retail of watches in Hong Kong	-	100%	-
Garona (HK) Limited	香港·有限責任公司	普通股股本300,000港元	批發和零售鐘錶·香港			
Garona Worldwide Limited	Hong Kong, limited liability company	Ordinary HK\$10,000	Trademark holding	-	100%	-
Garona Worldwide Limited	香港·有限責任公司	普通股股本10,000港元	商標持有			
World Time (Asia) Limited	Hong Kong, limited liability company	Ordinary HK\$100,000	Trademark holding	-	100%	-
時間世界有限公司	香港·有限責任公司	普通股股本100,000港元	商標持有			
AP Group Investment Holdings Limited 愛拼集團控股有限公司	The British Virgin Islands, limited liability company 英屬處女群島· 有限責任公司	Ordinary USD1,000	Investment holding in Hong Kong and the PRC	-	51%	49%
		普通股股本1,000美元	投資控股·香港及中國			
AP Group International Limited 愛拼集團有限公司	Hong Kong, limited liability company 香港·有限責任公司	Ordinary HK\$10,000	Investment holding in Hong Kong and the PRC	-	51%	49%
		普通股股本10,000港元	投資控股·香港及中國			
Act Point Limited 實踐·家有限公司	Hong Kong, limited liability company 香港·有限責任公司	Ordinary HK\$10,000	Provision of training course in Hong Kong	-	51%	49%
		普通股股本10,000港元	提供培訓課程·香港			
深圳領袖企業管理諮詢 有限公司	PRC, limited liability company	Ordinary HK\$500,000	Provision of training course in the PRC	-	51%	49%
深圳領袖企業管理諮詢 有限公司	中國·有限責任公司	普通股股本500,000港元	提供培訓課程·中國			
Asia Professional Coach Association Limited 亞洲專業教練協會有限公司	Hong Kong, limited liability company 香港·有限責任公司	Ordinary HK\$10,000	Provision of training course in the PRC	-	51%	49%
		普通股股本10,000港元	提供培訓課程·中國			
Win Fung Securities Limited 永鋒證券有限公司	Hong Kong, limited liability company 香港·有限責任公司	Ordinary HK\$50,000,000	Securities brokerage and margin financing	-	100%	-
		普通股股本50,000,000港元	證券經紀及孖展融資			

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綜合財務報表附註

**12 INTERESTS IN ASSOCIATES/
AMOUNT DUE TO AN ASSOCIATE**

(a) Interests in associates

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost of investments in associates, unlisted	投資聯營公司之成本，非上市	40,455	5,060
Share of post-acquisition profits	應佔收購後溢利	3,696	(38)
Less: Accumulated impairment loss (note iv)	減：累計減值虧損（附註iv）	(18,421)	-
		25,730	5,022

Details of each of the Group's associate at the end of the reporting period are as follows:

於報告期末本集團各聯營公司之詳情如下：

Name of entity 實體名稱	Place of incorporation 註冊成立地點	Principal place of business 主要營業地點	Proportion of registered capital held by the Group 本集團持有之註冊資本比例		Principal activity 主要業務	Note 附註
			2016 二零一六年	2015 二零一五年		
Winston Asia Limited ("Winston")	British Virgin Islands ("BVI")	Hong Kong	100%	20.01%	Investment holdings, trademark holding and trading of watches, gems and jewelleryes	(i)
Winston Asia Limited ("Winston")	英屬處女群島	香港	100%	20.01%	投資控股、商標持有及鐘錶、寶石及珠寶貿易	(i)
Glory International Entertainment Limited ("Glory International")	British Virgin Islands ("BVI")	Hong Kong	49%	-	Advertising, promotion, provision of public relations services, holding and sponsoring stage performance, concerts, film production and other cultural events	(ii)
彩耀國際娛樂有限公司 ("彩耀國際")	英屬處女群島	香港	49%	-	廣告製作、推廣、提供公關服務、組織及主辦舞台演出、音樂會、電影製作及其他文化活動	(ii)
Hong Kong Optical Company Limited ("HK Optical")	Hong Kong	Hong Kong	28%	11%	Trading, wholesaling and retailing of optical products	
香港茂昌眼鏡有限公司 ("茂昌眼鏡")	香港	香港	28%	11%	貿易、批發及零售光學產品	

12 INTERESTS IN ASSOCIATES/ AMOUNT DUE TO AN ASSOCIATE

(Continued)

(a) Interests in associates (Continued)

Notes:

- i) On 17th November 2014, Fragrant River Entertainment Culture (Holdings) Limited ("FREC"), a wholly-owned subsidiary of the Company, acquired 22.13% equity interests in Winston at a consideration of HK\$5,060,000. The equity interests held by the Group was decreased to 20.01% following a group restructuring by Winston on 29th May 2015. On 31st July 2015, FREC further acquired 79.99% equity interest in Winston in which Winston became a wholly-owned subsidiary of the Company as further detailed in Note 45(a).
- ii) On 28th August 2015, Fragrant River Entertainment Investment Limited ("FREI"), a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with an independent third party vendor, pursuant to which the Group acquired 49% equity interest in Glory International, a company incorporated in BVI with limited liability, at an initial consideration of HK\$36,750,000. The final cash consideration is subject to adjustment and a cap of HK\$55,125,000 in accordance with the formula stipulated in the sale and purchase agreement dated 28th August 2015 which detailed as follows:

$$FC = NP \times 7.5 \times 49\%$$

Where:

"FC" means the amount of the Final Consideration subject to a cap of HK\$55,125,000;

"NP" means the audited consolidated profit after tax of Glory International and its subsidiaries for the period from 1st July 2015 to 30th June 2016

12 於聯營公司之權益／應付 一間聯營公司之款項(續)

(a) 於聯營公司之權益(續)

附註：

- i) 於二零一四年十一月十七日，本公司之全資附屬公司香江娛樂文化(控股)有限公司(「香江娛樂文化」)以代價5,060,000港元收購Winston 22.13%之股權。於二零一五年五月二十九日Winston集團重組後，本集團所持有之股權減少至20.01%。於二零一五年七月三十一日，香江娛樂文化進一步收購Winston 79.99%之股權，據此Winston成為本公司之間接全資附屬公司，進一步詳情載於附註45(a)。
- ii) 於二零一五年八月二十八日，本公司之全資附屬公司香江娛樂投資有限公司(「香江娛樂投資」)與一名獨立第三方賣方訂立買賣協議，據此本集團收購彩耀國際(一間於英屬處女群島註冊成立之有限公司)49%之股權，初步代價為36,750,000港元。最終現金代價可根據日期為二零一五年八月二十八日之買賣協議所載公式進行調整，惟不得超過55,125,000港元之上限，有關公式詳情如下：

$$FC = NP \times 7.5 \times 49\%$$

其中：

「FC」指最終代價金額，上限為55,125,000港元；

「NP」指二零一五年七月一日至二零一六年六月三十日期間彩耀國際及其附屬公司之經審核綜合除稅後溢利

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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12 INTERESTS IN ASSOCIATES/ AMOUNT DUE TO AN ASSOCIATE

(Continued)

(a) Interests in associates (Continued)

Notes: (Continued)

ii) (Continued)

On 5th May 2016, FREI and the independent third party vendor entered into a supplemental agreement pursuant to which the terms of the consideration as stated in the sale and purchase agreement dated 28th August 2015 has been amended. In accordance with the supplemental agreement, the amended terms include (i) the final consideration will be capped at the amount which is equal to the initial consideration (i.e. HK\$36,750,000); (ii) the consideration will only be subject to downward adjustment in accordance with the following revised formula:

$$FC = NP \times (12/15) \times 7.5 \times 49\%$$

Where:

“FC” means the amount of the Final Consideration subject to a cap of HK\$36,750,000;

“NP” means the audited consolidated profit after tax of Glory International and its subsidiaries for the period from 1st July 2015 to 30th September 2016

Glory International operates in Hong Kong and is a strategic partner for the Group in developing the business of advertising, promotion, provision of public relations services, holding and sponsoring stage performance, concerts, film production and other cultural events.

iii) On 21st May 2015, Precise Reach Group Limited (“Precise Reach”), a wholly-owned subsidiary of the Company, acquired 11% equity interest in HK Optical at a consideration of HK\$1,603,000. On 1st February 2016, Precise Reach further acquired 17% equity interest in HK Optical at a consideration of HK\$2,042,000 in which the Group is able to exercise significant influence over HK Optical. The 11% equity interest previously held by the Group in HK Optical in the amount of HK\$1,603,000 was reclassified from available-for-sale financial assets to investment in associate on 1st February 2016 when the Group is able to exercise significant influence over HK Optical as further detailed in Note 16.

iv) During the year ended 30th June 2016, in view of the financial performance of Glory International, the Group has performed impairment assessment on investments in Glory International whereby the recoverable amount of HK\$22,852,000 of Glory International was determined based on value in use calculation, with reference to the estimated cash flows in the coming five years and cash flows beyond five years were extrapolated by assuming 3% growth rate using pre-tax discount rate of 18.9%. Following the impairment assessment, amount of HK\$18,421,000 was recognised as impairment loss in consolidated statement of comprehensive income during the year ended 30th June 2016.

12 於聯營公司之權益／應付 一間聯營公司之款項 (續)

(a) 於聯營公司之權益 (續)

附註：(續)

ii) (續)

於二零一六年五月五日，香江娛樂投資與獨立第三方賣方訂立補充協議，據此，日期為二零一五年八月二十八日之買賣協議所列代價之條款已獲修訂。根據補充協議，經修訂之條款包括(i)最終代價之上限相等於初步代價(即36,750,000港元)；(ii)代價將僅可根據以下經修訂公式作出下調：

$$FC = NP \times (12/15) \times 7.5 \times 49\%$$

其中：

「FC」指最終代價金額，上限為36,750,000港元；

「NP」指二零一五年七月一日至二零一六年九月三十日期間彩耀國際及其附屬公司之經審核綜合除稅後溢利

彩耀國際於香港經營業務，為本集團於發展廣告製作、推廣、提供公關服務、組織及主辦舞台演出、音樂會、電影製作及其他文化活動業務上之戰略合作夥伴。

iii) 於二零一五年五月二十一日，本公司之全資附屬公司精達集團有限公司(「精達」)收購茂昌眼鏡11%股權，代價為1,603,000港元。於二零一六年二月一日，精達以代價2,042,000港元進一步收購茂昌眼鏡17%的股權，透過該收購，本集團可對茂昌眼鏡行使重大影響力。本集團先前於茂昌眼鏡持有金額為1,603,000港元的11%股權已於二零一六年二月一日本集團可對茂昌眼鏡行使重大影響力時由可供出售金融資產重新分類至於聯營公司投資，進一步詳情載於附註16。

iv) 於截至二零一六年六月三十日止年度，鑒於彩耀國際之財務表現，本集團對於彩耀國際之投資進行減值評估，彩耀國際之可收回金額22,852,000港元乃根據使用價值經參考按稅前貼現率18.9%計算之未來五年估計現金流量及假設增長率為3%而推算之五年後現金流量而釐定。於減值評估後，於截至二零一六年六月三十日止年度之綜合全面收益表內確認減值虧損18,421,000港元。

12 INTERESTS IN ASSOCIATES/
AMOUNT DUE TO AN ASSOCIATE

(Continued)

(a) Interests in associates (Continued)
**Summarised financial information of
material associates**

Summarised financial information of the material associate, adjusted for any differences in accounting policies, and reconciled to the carrying amounts in the consolidated financial statements, are disclosed below:

Glory International

		2016 二零一六年 HK\$'000 千港元
Non-current assets	非流動資產	1,628
Current assets	流動資產	16,981
Non-current liabilities	非流動負債	(10)
Current liabilities	流動負債	(6,880)
Revenue	收益	25,856
Profit for the period from acquisition date to 30th June 2016	收購日期至二零一六年六月三十日止期間之溢利	9,108
Other comprehensive income for the period	期內其他全面收益	-
Total comprehensive income for the period	期內全面收益總額	9,108

12 於聯營公司之權益／應付
一間聯營公司之款項(續)

(a) 於聯營公司之權益(續)
**主要聯營公司之財務資料
概要**

就會計政策上的任何差異作出調整，並已就綜合財務報表中的賬面值進行調節的主要聯營公司財務資料概要披露如下：

彩耀國際

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

**12 INTERESTS IN ASSOCIATES/
AMOUNT DUE TO AN ASSOCIATE**

(Continued)

(a) Interests in associates (Continued)
**Summarised financial information of
material associates (Continued)**

Glory International (Continued)

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

**12 於聯營公司之權益／應付
一間聯營公司之款項 (續)**

(a) 於聯營公司之權益 (續)
**主要聯營公司之財務資料
概要 (續)**

彩耀國際 (續)

上文概述之財務資料與於綜合財務報表確認的於聯營公司權益之賬面值的對賬：

		2016 二零一六年 HK\$'000 千港元
Net assets of Glory International	彩耀國際之資產淨值	11,719
Proportion of the Group's ownership interest in Glory International	本集團於彩耀國際之擁有權益比例	49%
Goodwill	商譽	5,742 35,531
Impairment Loss	減值虧損	41,273 (18,421)
Carrying amount of the Group's interest in Glory International	本集團於彩耀國際之權益之賬面值	22,852

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

**12 INTERESTS IN ASSOCIATES/
AMOUNT DUE TO AN ASSOCIATE**

(Continued)

(a) Interests in associates (Continued)
**Aggregate information of associates
that are not individually material**

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
The Group's share of loss and total comprehensive income	本集團之應佔虧損及全面收益總額	(564)	(38)
Aggregate carrying amount of the Group's interests in these associates	本集團於該等聯營公司之權益之賬面值總額	2,878	5,022

All of the associates are accounted for using the equity method in these consolidated financial statements.

(b) Amount due to an associate

The amount due to an associate is unsecured, interest-free and repayable on demand. The balance is denominated in Hong Kong dollars and approximate to their fair value.

**12 於聯營公司之權益／應付
一間聯營公司之款項 (續)**

(a) 於聯營公司之權益 (續)
**個別非重大聯營公司之匯
總資料**

於綜合財務報表內，所有聯營公司均以權益法列賬。

(b) 應付一間聯營公司之款項

應付一間聯營公司之款項屬無抵押、不計息及須按要求償還。該結餘乃以港元計值及與其公平值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

**13 INTERESTS IN JOINT VENTURES/
LOAN RECEIVABLE FROM A JOINT
VENTURE/AMOUNT DUE FROM A
JOINT VENTURE**

**13 於合營公司之權益／應收
一間合營公司之貸款／應
收一間合營公司款項**

(a) Interests in joint ventures

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost of investments in joint ventures, unlisted 投資合營公司之成本，非上市	1,147	1,147
Share of post-acquisition losses 應佔收購後虧損	(665)	(441)
	482	706

a) 於合營公司之權益

Details of each of the Group's joint ventures at the end of the reporting period are as follows:

於報告期末本集團各合營公司之詳情如下：

Name of entity 實體名稱	Place of incorporation 註冊成立地點	Principal place of business 主要營業地點	Proportion of registered capital held by the Group 本集團持有之註冊資本比例		Principal activity 主要業務
			2016 二零一六年	2015 二零一五年	
Sun Billion Property Limited	Macau	Macau	40%	40%	Investment of land and property in Macau
陽澳置業有限公司	澳門	澳門	40%	40%	投資位於澳門之土地及物業
Topworld Victory Limited	Hong Kong	Hong Kong	50%	50%	Inactive
上凱有限公司	香港	香港	50%	50%	暫無營業

All of these joint ventures are accounted for using the equity method in these consolidated financial statements.

所有該等合營公司均以權益法於綜合財務報表入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

**13 INTERESTS IN JOINT VENTURES/
LOAN RECEIVABLE FROM A JOINT
VENTURE/AMOUNT DUE FROM A
JOINT VENTURE (Continued)**

(a) Interests in joint ventures (Continued)

Aggregate information of joint ventures that are not individually material:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
The Group's share of loss and total comprehensive income	本集團之應佔虧損及全面收益總額	(224)	(218)
Aggregate carrying amount of the Group's interests in these joint ventures	本集團於該等合營公司之權益之賬面值總額	482	706

(b) Loan receivable from a joint venture

On 26th April 2013, DPP agreed to provide SBPL an unsecured interest-free loan of HK\$8,800,000 which is denominated in HK dollar and repayable in 5 years. The loan of HK\$8,364,000 (2015: HK\$8,140,000) is recognised as 'Loan receivable from a joint venture' in the consolidated balance sheet as at 30th June 2016 and is measured at amortised cost using the effective interest method.

**13 於合營公司之權益／應收
一間合營公司之貸款／應
收一間合營公司款項 (續)**

a) 於合營公司之權益 (續)

個別非重大合營公司之匯總資料：

(b) 應收一間合營公司之貸款

於二零一三年四月二十六日，數碼節目同意向陽澳置業提供一筆以港元計值且須於五年內償還之無抵押免息貸款8,800,000港元。貸款中8,364,000港元（二零一五年：8,140,000港元）於二零一六年六月三十日的綜合資產負債表中之「應收一間合營公司之貸款」內確認及採用實際利率法按攤銷成本計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

**13 INTERESTS IN JOINT VENTURES/
LOAN RECEIVABLE FROM A JOINT
VENTURE/AMOUNT DUE FROM A
JOINT VENTURE (Continued)**

(b) Loan receivable from a joint venture
(Continued)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loan receivable from a joint venture	應收一間合營公司之貸款		
At the beginning of the year	年初	8,140	7,922
Accretion income for the period	期內之累積收入	224	218
At the end of the year	年末	8,364	8,140

The loan receivable from a joint venture were neither past due nor impaired as at 30th June 2015 and 2016. The management of the Group believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality on the joint venture.

(c) Amount due from a joint venture

The amount due from a joint venture is unsecured, interest-free and repayable on demand. The balance is denominated in Hong Kong dollars and approximate to their fair value.

**13 於合營公司之權益／應收
一間合營公司之貸款／應
收一間合營公司款項 (續)**

(b) 應收一間合營公司之貸款
(續)

於二零一五年及二零一六年六月三十日，應收一間合營公司之貸款並未逾期亦未減值。本集團管理層認為，由於該合營公司之信貸質素並無重大變動，故毋須就該等結餘作出減值撥備。

(c) 應收一間合營公司款項

應收一間合營公司款項為無抵押、免息及須按要求償還。結餘以港元計值並與其公平值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

14 DEPOSITS PAID, PREPAYMENTS AND OTHER RECEIVABLES

14 已付訂金、預付款項及其他應收款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Non-current portion	非即期部分		
Rental deposit	租金訂金	363	1,204
Deposit paid for potential acquisition	潛在收購之已付訂金	-	5,000
At 30th June	於六月三十日	363	6,204
Current portion	即期部分		
Prepayments	預付款項	8,059	2,413
Interest receivable	應收利息	387	364
Advance payment to joint operation partners	支付合營方之墊款	12,149	36,683
Rental deposits and other deposits	租金訂金及其他訂金	8,254	4,080
Other receivables	其他應收款項	39,643	22,182
At 30th June	於六月三十日	68,492	65,722

The amount of the Group's deposits paid expected to be recovered or recognised as expense after more than one year is HK\$363,000 (2015: HK\$6,204,000). All of the other deposits paid, prepayments and other receivables are expected to be recovered or recognised as expense within one year.

The other receivables mainly relate to a number of independent debtors that have good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

本集團預期將於一年後收回或確認為開支的已付訂金的金額為363,000港元（二零一五年：6,204,000港元）。所有其他已付訂金、預付款項及其他應收款項均預期於一年內收回或確認為開支。

其他應收款項主要與若干名於本集團擁有良好往績紀錄之獨立債務人有關。根據過往經驗，鑒於信貸質素並無重大變動，而結餘亦仍被視為可全數收回，故管理層相信概無需要就該等結餘作出減值撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 綜合財務報表附註

15 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS **15 透過損益按公平值入賬之金融資產**

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Listed securities – held-for-trading	上市證券 – 持作買賣		
– Equity securities – HK	– 權益證券 – 香港	247,444	315,109
Market value of listed securities	上市證券之市值	247,444	315,109

Financial assets at fair value through profit or loss are presented within 'operating activities' as part of changes in working capital in the consolidated statement of cash flows (Note 44).

The fair value of the equity securities is based on their closing prices as at 30th June 2016 in an active market.

作為營運資金變動的一部分，透過損益按公平值入賬之金融資產列入綜合現金流量表內之「經營活動」（附註44）。

所有權益證券之公平值乃根據其於二零一六年六月三十日於活躍市場的收市價計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

16 AVAILABLE-FOR-SALE FINANCIAL ASSETS **16 可供出售金融資產**

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At the beginning of the year	年初	88,415	54,965
Additions	添置	11,330	25,103
Change in value recognised in other comprehensive income	於其他全面收益內確認之價值變動	(12,340)	8,347
Transferred to interests in associates (Note 12(a)(iii))	轉撥至於聯營公司之權益 (附註12(a)(iii))	(1,603)	-
At the end of the year	年末	85,802	88,415

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Available-for-sale financial assets include the following:	可供出售金融資產包括：		
Unlisted equity investments, at cost	非上市股權投資，按成本值	-	1,603
Unlisted investment funds, at fair value	非上市投資基金，按公平值	79,467	86,812
Unlisted limited partnership, at fair value	非上市有限合夥企業，按公平值	6,335	-
		85,802	88,415

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

17 FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

As at 30th June 2016

Financial assets

		Financial assets at fair value through profit or loss 透過損益按公平值入賬之金融資產				
		Available-for-sale financial assets 可供出售 金融資產 HK\$'000 千港元	Contingent consideration 或然代價 HK\$'000 千港元	Held for trading 持作買賣 HK\$'000 千港元	Loans and receivables 貸款及 應收款項 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Available-for-sale financial assets	可供出售金融資產	85,802	-	-	-	85,802
Financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產	-	-	247,444	-	247,444
Accounts receivable	應收賬款	-	-	-	224,739	224,739
Financial assets included in "deposits paid, prepayments and other receivables"	計入「已付訂金、預付款項及其他應收款項」之金融資產	-	-	-	52,179	52,179
Film related deposits	電影相關訂金	-	-	-	5,542	5,542
Loans receivable	應收貸款	-	-	-	43,163	43,163
Loan to an associate	授予一間聯營公司之貸款	-	-	-	5,000	5,000
Loan receivable from a joint venture	應收一間合營公司之貸款	-	-	-	8,364	8,364
Contingent consideration receivable	應收或然代價	-	10,930	-	-	10,930
Bank balances and cash – trust account	銀行結餘及現金 – 信託賬戶	-	-	-	116,667	116,667
Cash and cash equivalents	現金及現金等價物	-	-	-	101,173	101,173
		85,802	10,930	247,444	556,827	901,003

17 按類別劃分之金融工具

於報告期末，各類金融工具的賬面值如下：

於二零一六年六月三十日

金融資產

Financial Liabilities

金融負債

		Financial liabilities at amortised cost 以攤銷成本列賬之金融負債 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Accounts payable	應付賬款	254,722	254,722
Amount due to an associate	應付一間聯營公司之款項	1,941	1,941
Financial liabilities included in "other payables and accrued charges"	計入「其他應付款項及應計支出」之金融負債	64,121	64,121
Borrowings	借貸	9,200	9,200
Bank overdrafts	銀行透支	4,020	4,020
Obligations under finance lease	融資租賃承擔	98	98
		334,102	334,102

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

17 FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

17 按類別劃分之金融工具 (續)

As at 30th June 2015
Financial assets

於二零一五年六月三十日
金融資產

		Financial assets at fair value through profit or loss 透過損益按公平值入賬之金融資產			
		Available- for-sale financial assets 可供出售 金融資產 HK\$'000 千港元	Held for trading 持作買賣 HK\$'000 千港元	Loans and receivables 貸款及 應收款項 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Available-for-sale financial assets	可供出售金融資產	88,415	-	-	88,415
Financial assets at fair value through profit or loss	透過損益按公平值入賬之金融資產	-	315,109	-	315,109
Accounts receivable	應收賬款	-	-	14,183	14,183
Financial assets included in "deposits paid, prepayments and other receivables"	計入「已付訂金、預付款項及其他應收款項」之金融資產	-	-	22,546	22,546
Film related deposits	電影相關訂金	-	-	5,985	5,985
Amount due from a joint venture	應收一間合營公司款項	-	-	10	10
Loans receivable	應收貸款	-	-	37,000	37,000
Loan receivable from a joint venture	應收一間合營公司之貸款	-	-	8,140	8,140
Cash and cash equivalents	現金及現金等價物	-	-	102,834	102,834
		88,415	315,109	190,698	594,222

Financial Liabilities

金融負債

		Financial liabilities at amortised cost 以攤銷成本列 賬之金融負債 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Accounts payable	應付賬款	4,189	4,189
Financial liabilities included in "other payables and accrued charges"	計入「其他應付款項及應計支出」之金融負債	52,869	52,869
Borrowings	借貸	9,200	9,200
Obligations under finance lease	融資租賃承擔	132	132
		66,390	66,390

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

18 INTERESTS IN JOINT OPERATIONS 18 合營業務權益

The Group has entered into certain joint operation arrangements to produce and distribute four television series (2015: four) and thirteen films (2015: ten) respectively. The Group has participating interests ranging from 5% to 90% (2015: from 5% to 82%) in these joint operations. As at 30th June 2016, the aggregate amounts of assets and liabilities recognised in the consolidated financial statements relating to the Group's interests in these joint operation arrangements are as follows:

本集團已訂立若干合營業務安排，以分別製作及發行四部電視連續劇（二零一五年：四部）及十三部電影（二零一五年：十部）。本集團於該等合營業務中擁有介乎5%至90%（二零一五年：5%至82%）之參與權益。於二零一六年六月三十日，有關本集團於此等合營業務安排之權益中，已於綜合財務報表中確認之資產及負債總額如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Assets	資產		
Film rights and films in progress	電影版權及製作中之電影		
– Television series rights and television series in progress	– 電視連續劇版權及製作中之電視連續劇	–	814
– Film rights and films in progress	– 電影版權及製作中之電影	52,780	14,440
Film related deposit	電影相關訂金	758	2,500
Accounts receivable and other receivables	應收賬款及其他應收款項	9,774	3,687
		63,312	21,441
Liabilities	負債		
Accounts payable and other payables	應付賬款及其他應付款項	640	594
Deposits received	已收訂金	20,380	10,343
		21,020	10,937
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	收益	36,115	20,037
Expenses	費用	(9,658)	(19,013)
Profit after income tax	除所得稅後溢利	26,457	1,024

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

19 INVENTORIES

19 存貨

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Raw materials	原料	1,062	1,959
Finished goods	製成品	13,242	3,882
		14,304	5,841

The analysis of the amount of inventories recognised as an expense and included in consolidated statement of comprehensive income is as follows:

確認為開支及計入綜合全面收益表內之存貨款項之分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Carrying amount of inventories sold	已售存貨之賬面值	36,608	4,773
Write down of inventories	存貨撇減	1,709	296
Reversal of write-down of inventories (Note i)	存貨撇減撥回(附註i)	(317)	(266)
		38,000	4,803

Note i:

The amount was resulted from the utilisation of obsolete inventories that were written down in prior years.

附註 i :

有關金額來自動用已於過往年度撇減的陳舊存貨。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

20 ACCOUNTS RECEIVABLE

20 應收賬款

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Accounts receivable arising from securities brokerage and margin financing business:	證券經紀及孖展融資業務產生之應收賬款：		
– clearing house and cash clients	– 結算所及現金客戶	188,157	–
– margin clients	– 孖展客戶	16,250	–
		204,407	–
Accounts receivable arising from other businesses:	其他業務產生之應收賬款：		
Accounts receivable – others	應收賬款 – 其他	20,474	14,325
Less: Provision for impairment of accounts receivable	減：應收賬款之減值撥備	(142)	(142)
		20,332	14,183
Accounts receivable – net	應收賬款 – 淨額	224,739	14,183

The carrying amounts of accounts receivable approximates to their fair values.

The settlement terms of accounts receivable from clearing house and cash clients, which arising from the securities brokerage and margin financing business, are two days after trade date.

應收賬款之賬面值與其公平值相若。

證券經紀及孖展融資業務產生之應收結算所及現金客戶賬款之結算期為交易日後兩日。

20 ACCOUNTS RECEIVABLE (Continued)

Ageing analysis

The ageing analysis of the accounts receivable from clearing house and cash client which are past due but not impaired as of the end of the reporting period is as follow:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current	即期	132,375	-
Less than 1 month past due	逾期少於1個月	23,713	-
More than 1 month past due	逾期超過1個月	32,069	-
		188,157	-

In determining the recoverability of the accounts receivable from clearing house and cash clients that are aged current, the executive directors of the Company believe that no provision for impairment is necessary as the accounts receivable relate to a wide range of customers for whom there was no recent history of default.

In determining the recoverability of the accounts receivable, from margin clients, the management of the Group considers any change in the credit quality of the accounts receivable from the date when credit was initially granted up to the reporting date. At 30th June 2016, margin loans from margin clients were current and repayable on demand except for HK\$2,695,000 (2015: Nil) where the margin loans were past due for less than 1 month. No margin loan was past due for more than 1 month. Margin loans that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default. The management believes that the amount is considered recoverable given the collateral is sufficient to cover the entire balance on individual basis. Margin loans that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

No ageing analysis of margin loans is disclosed as in the opinion of the directors of the Company, the ageing analysis does not give additional value in view of the nature of this business.

20 應收賬款 (續)

賬齡分析

截至報告期末，已逾期但未減值之應收結算所及現金客戶賬款之賬齡分析如下：

於釐定已逾期之應收結算所及現金客戶賬款之可收回性時，本公司執行董事認為毋須作出減值撥備，原因為應收賬款與多名近期並無違約記錄之客戶有關。

於釐定來自孖展客戶之應收賬款的可回收性時，本集團管理層考慮應收賬款自信貸授出日期至報告日期的任何信貸質素變動。於二零一六年六月三十日，除孖展貸款2,695,000港元（二零一五年：無）已逾期少於1個月外，來自孖展客戶之孖展貸款均為即期且須按要償還。概無孖展貸款逾期超過1個月。並未逾期亦未減值的孖展貸款乃與多名並無近期違約記錄的客戶有關。管理層認為，鑒於抵押品足以按個別基準抵償全部結餘，有關金額乃可收回。已逾期但未減值之孖展貸款與若干名於本集團擁有良好往績紀錄之獨立客戶有關。根據過往經驗，鑒於信貸質素並無重大變動，而結餘亦仍被視為可全數收回，故管理層相信概無需要就該等結餘作出減值撥備。

由於本公司董事認為，鑒於孖展貸款之業務性質，其賬齡分析並無帶來額外價值，因此並無披露該業務之賬齡分析。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

20 ACCOUNTS RECEIVABLE (Continued)

The following is an ageing analysis of accounts receivable arising from other businesses, presented based on the invoice dates:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
1 to 90 days	1至90日	10,963	13,800
91 days to 180 days	91日至180日	7,026	211
Over 180 days	180日以上	2,343	172
		20,332	14,183

The ageing analysis of the accounts receivable from other businesses, which are past due but not impaired, are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Neither past due nor impaired	並未逾期亦未減值	10,297	12,820
Past due but not impaired	已逾期但未減值		
Less than 1 month past due	逾期少於1個月	942	521
1 to 3 months past due	逾期1至3個月	943	479
3 months to 1 year past due	逾期3個月至1年	7,972	113
Over 1 year past due	逾期超過1年	178	250
		10,035	1,363
		20,332	14,183

20 應收賬款 (續)

以下為按發票日期呈列之其他業務產生之應收賬款之賬齡分析：

已逾期但未減值之其他業務產生之應收賬款之賬齡分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20 ACCOUNTS RECEIVABLE (Continued)

In respect of accounts receivable from other businesses, receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default. Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

Sales of videogram products are with credit terms of 7 days to 60 days. Sales from film exhibition, licensing and sub-licensing of film rights are on open account terms. Sales to retail customers are made in cash or via major credit cards. The Group has policies in place to ensure that sales of products on credit terms are made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers.

Further details on the Group's credit policy are set out in Note 3.1(b).

20 應收賬款 (續)

就來自其他業務之應收賬款而言，並未逾期亦未減值之應收款項與多名近期並無違約記錄之客戶有關。已逾期但未減值之應收款項與若干名於本集團擁有良好往績紀錄之獨立客戶有關。根據過往經驗，鑒於信貸質素並無重大變動，而結餘亦仍被視為可全數收回，故管理層相信概無需要就該等結餘作出減值撥備。

銷售錄像產品之信貸期為7日至60日不等。電影放映、授出及轉授電影版權之銷售均以記賬形式進行。向零售客戶銷售均以現金形式或透過主要信用卡進行。本集團已制定政策確保產品銷售信貸期乃向具有良好信用記錄之客戶作出，本集團對其客戶進行定期信貸評估。

有關本集團信貸政策的進一步詳情載於附註3.1(b)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20 ACCOUNTS RECEIVABLE (Continued)

Impairment of accounts receivable

Impairment losses in respect of accounts receivable are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against accounts receivable directly (see Note 2.12).

Movements in the allowance for doubtful debts

No provision was recognised by the Group for the impairment of its accounts receivable during the year ended 30th June 2016 (2015: Nil). During the year ended 30th June 2016, no provision (2015: Nil) was written off from the allowance account.

As at 30th June 2016, except for the margin clients of securities brokerage and margin financing business, the Group does not hold any collateral as security (2015: Nil). Margin clients are required to pledge securities collateral to the Group in order to obtain credit facilities for securities trading. The amount of credit facilities granted to them is determined by the discounted value of securities accepted by the Group. As at 30th June 2016, the total market value of securities pledged as collateral in respect of the loans to margin clients were HK\$92,620,000.

20 應收賬款 (續)

應收賬款之減值

有關應收賬款之減值虧損乃使用撥備賬記錄，除非本集團相信收回該款項的可能性極低，於該情況下，有關減值虧損將直接於應收賬款中撇銷（見附註2.12）。

呆賬撥備之變動

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At the beginning and the end of the year	於年初及年末	142	142

截至二零一六年六月三十日止年度，本集團並無就其應收賬款之減值確認撥備（二零一五年：無）。截至二零一六年六月三十日止年度，並無撥備於撥備賬內撇銷（二零一五年：無）。

於二零一六年六月三十日，除證券經紀及孖展融資業務之孖展客戶外，本集團並無持有任何抵押品作擔保（二零一五年：無）。孖展客戶須向本集團質押證券抵押品，方可獲得證券交易之信貸融資。彼等獲授之信貸融資額度乃按本集團接受之證券貼現價值釐定。於二零一六年六月三十日，就授予孖展客戶之貸款而質押作抵押品之證券總市值為92,620,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

21 LOANS RECEIVABLE

21 應收貸款

(a) Loans receivable from third party customers

(a) 應收第三方客戶貸款

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loans to third party customers	授予第三方客戶之貸款	43,163	37,000
As at 30th June 2016 and 2015, the maturity profile of the loans receivable, based on the maturity date is as follows:	於二零一六年及二零一五年六月三十日，根據到期日呈列之應收貸款到期情況如下：		
- Non-current	- 非即期	20,000	-
- Current	- 即期	23,163	37,000
		43,163	37,000

The credit quality analysis of the loans receivable is as follows:

應收貸款的信貨質素分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Neither past due nor impaired	並未逾期或減值		
- Unsecured loans	- 無抵押貸款	43,163	37,000
		43,163	37,000

The Group's loans receivable from third party customers, which arise from the money lending business in Hong Kong, are denominated in Hong Kong dollars.

本集團之應收第三方客戶貸款（因於香港的放貸業務而產生）乃以港元計值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21 LOANS RECEIVABLE (Continued)

(b) Loan to an associate

The loan to an associate, HK Optical, is unsecured, bear interest at 7% per annum and repayable on 23rd March 2017. The loan was granted to the associate through the normal procedures of the money lending business of the Group during the year ended 30th June 2016.

The loans receivable are neither impaired nor overdue as at 30th June 2016 (2015: same).

The maximum exposure to credit risk at each balance sheet date is the carrying amount of the loans receivable.

All the loans receivable are entered with contractual maturity within 1 to 2 years. The Group seeks to maintain tight control over its loans receivable in order to minimise credit risk by reviewing the borrowers' or guarantors' financial positions.

Loans receivable are interest-bearing at rates ranging from 7% to 12% per annum (2015: 8% to 15% per annum).

Interest income of approximately HK\$8,450,000 (2015: HK\$5,224,000) has been recognised in 'revenue' in the consolidated statement of comprehensive income.

21 應收貸款 (續)

(b) 授予一間聯營公司之貸款

授予一間聯營公司茂昌眼鏡之貸款為無抵押、按年利率7%計息且須於二零一七年三月二十三日償還。該筆貸款乃於截至二零一六年六月三十日止年度透過本集團放貸業務的正常程序授予聯營公司。

於二零一六年六月三十日，應收貸款並未減值或逾期（二零一五年：相同）。

於各資產負債表日期最大的信貸風險為應收貸款之賬面值。

所有應收貸款所訂合約到期日介乎1至2年內。本集團致力透過審閱借款人或擔保人的財務狀況，維持對應收貸款的嚴格控制，務求將信貸風險減至最低。

應收貸款按介乎7%至12%之年利率計息（二零一五年：每年8%至15%）。

利息收入約8,450,000港元（二零一五年：5,224,000港元）已於綜合全面收益表之「收益」內確認。

22 CONTINGENT CONSIDERATION RECEIVABLE

The fair value of the contingent consideration receivable represented the profit guarantee in relation to the adjustments to the consideration from the acquisition of AP Group during the year ended 30th June 2016 as detailed in Note (i) below. Contingent consideration receivable is measured at fair value at the end of the reporting period. The movement of the fair value of contingent consideration receivable is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At fair value:	按公平值計量：		
At beginning of the year	於年初	–	–
Arising from acquisition of subsidiaries (Note 45(c))	收購附屬公司所產生 (附註45(c))	6,850	–
Fair value change (Note 45(c))	公平值變動 附註45(c))	4,080	–
At end of the year	於年末	10,930	–

Note:

(i) Adjustment to the consideration

Pursuant to the sale and purchase agreement entered in relation to the acquisition of AP Group, in the event that the audited consolidated profit after tax of AP Group for the period from 1st January 2016 to 31st December 2017 is less than HK\$16,000,000, the vendors shall, and the guarantors shall procure the vendors to, pay to the Group the adjustment amount (the "Adjustment Amount") in accordance with the formula set out below:

$$A = \text{HK\$}20,400,000 - (\text{NP}/2) \times 5 \times 51\%$$

Where:

"A" means the amount of Adjustment Amount in HK\$; and

"NP" means the net profit for the period from 1st January 2016 to 31st December 2017. Where the NP is a negative figure, NP shall be deemed to be zero.

附註：

(i) 代價之調整

根據就收購愛拼集團訂立之買賣協議，倘愛拼集團自二零一六年一月一日起至二零一七年十二月三十一日止期間之經審核除稅後綜合溢利少於16,000,000港元，則賣方應及擔保人應促使賣方根據下述公式向本集團支付調整金額（「調整金額」）：

$$A = 20,400,000 \text{ 港元} - (\text{NP}/2) \times 5 \times 51\%$$

其中：

「A」指以港元計值之調整金額之數值；及

「NP」指自二零一六年一月一日起至二零一七年十二月三十一日止期間之溢利淨額。倘溢利淨額為負值，則溢利淨額應被視作零。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22 CONTINGENT CONSIDERATION RECEIVABLE (Continued)

The fair value of the contingent consideration receivables as at 30th June 2016 are based on the valuation performed by Grant Sherman Appraisal Limited, an independent professional qualified valuer not connected with the Group, by using discounted cash flow approach and a fair value gain of approximately HK\$4,080,000 was recognised in the consolidated statement of comprehensive income during the year ended 30th June 2016.

23 BANK BALANCES AND CASH – TRUST ACCOUNTS

The Group receives and hold monies deposited by clients and other institutions in the course of the conduct of the regulated activities of its securities brokerage and margin financing business. These clients' monies are maintained in one or more trust bank accounts. The Group has recognised the corresponding accounts payable to respective clients and other institutions (Note 31). However, the Group currently does not have an enforceable right to offset those payables with the deposits placed.

24 CASH AND CASH EQUIVALENTS

22 應收或然代價(續)

於二零一六年六月三十日之應收或然代價之公平值乃根據Grant Sherman Appraisal Limited (與本集團並無關連之獨立專業合資格估值師)進行的估值使用貼現現金流量法作出,並於截至二零一六年六月三十日止年度於綜合全面收益表內確認公平值收益約4,080,000港元。

23 銀行結餘及現金—信託賬戶

本集團在進行其證券經紀及孖展融資業務之受規管業務過程中,收取及持有客戶及其他機構存放之款項。該等客戶款項存置於一個或多個信託銀行賬戶內。本集團已確認應付予各客戶及其他機構(附註31)之相關賬目。然而,本集團現時並無可強制執行之權利以存款抵消該等應付款項。

24 現金及現金等價物

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash at bank	銀行存款	95,599	78,302
Cash held with custodians	託管商持有現金	5,454	24,350
Cash in hand	手頭現金	120	182
Cash and cash equivalents in the consolidated balance sheet	綜合資產負債表內之現金及現金等價物	101,173	102,834
Less: Bank overdrafts (Note 28)	減: 銀行透支(附註28)	(4,020)	-
Cash and cash equivalents in the consolidated statement of cash flows	綜合現金流量表內之現金及現金等價物	97,153	102,834

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

25 SHARE CAPITAL

25 股本

		2016 二零一六年		2015 二零一五年	
		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元
Authorised:	法定：	10,000,000	100,000	10,000,000	100,000
Ordinary shares of HK\$0.01 each	每股0.01港元之普通股				
Issued and fully paid:	已發行及繳足：	177,774	1,778	298,380	2,984
Ordinary shares of HK\$0.01 each	每股0.01港元之普通股				

Movements in the issued share capital of the Company during the years ended 30th June 2016 and 2015 are as follows:

本公司於截至二零一六年及二零一五年六月三十日止年度的已發行股本變動如下：

		Number of ordinary shares 普通股數目	Nominal value 面值 HK\$'000 千港元
		Note 附註	
At 1st July 2014	於二零一四年七月一日		1,728,888,070 34,578
Issue of new shares in July 2014	於二零一四年七月發行新股份	(a)	343,200,000 6,864
Issue of new shares in December 2014	於二零一四年十二月發行 新股份	(b)	414,415,000 8,288
Capital reorganisation in March 2015	於二零一五年三月進行股本 重組	(c)	(2,237,852,763) (47,244)
Issue of new shares in April 2015	於二零一五年四月發行新股份	(d)	49,730,000 498
At 30th June 2015	於二零一五年六月三十日		298,380,307 2,984
Issue of new shares in July 2015	於二零一五年七月發行新股份	(e)	586,350,000 5,863
Issue of new shares in August 2015	於二零一五年八月發行新股份	(f)	596,760,614 5,968
Capital reorganisation in March 2016	於二零一六年三月進行股本重組	(g)	(1,333,341,829) (13,333)
Issue of new shares in April 2016	於二零一六年四月發行新股份	(h)	29,625,000 296
At 30th June 2016	於二零一六年六月三十日		177,774,092 1,778

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

25 SHARE CAPITAL (Continued)

Notes:

- (a) Pursuant to the placing agreement entered into between the Company and Lucky Securities Company Limited, an independent third party, on 23rd June 2014, the Company issued, on 9th July 2014, an aggregate of 343,200,000 new shares at a price of HK\$0.1 per placing share to not less than six placees who were independent of, and not connected to the Group. The gross proceeds from the said placement amounted to approximately HK\$34,320,000 and the related issue expense was approximately HK\$1,204,000.
- (b) Pursuant to the placing agreement entered into between the Company and Lucky Securities Company Limited, an independent third party, on 9th December 2014, the Company issued, on 18th December 2014, an aggregate of 414,415,000 new shares at a price of HK\$0.1 per placing share to not less than six placees who were independent of, and not connected to the Group. The gross proceeds from the said placement amounted to approximately HK\$41,441,000 and the related issue expense was approximately HK\$1,578,000.
- (c) Pursuant to a special resolution passed at a special general meeting held on 16th March 2015, the capital reorganisation (the "2015 Capital Reorganisation") became effective on 17th March 2015. The 2015 Capital Reorganisation is involved:
- (i) the consolidation of every 10 issued and unissued shares of HK\$0.02 each in the share capital of the Company into 1 consolidated share (the "Consolidated Share(s)") of a par value of HK\$0.2 (the "2015 Share Consolidation");

25 股本 (續)

附註：

- (a) 根據本公司與樂基證券有限公司(一名獨立第三方)於二零一四年六月二十三日訂立的配售協議,本公司於二零一四年七月九日按每股配售股份0.1港元的價格向不少於六名獨立於本集團且與本集團概無關連的承配人發行合共343,200,000股新股份。上述配售所得款項總額約34,320,000港元,相關發行開支約1,204,000港元。
- (b) 根據本公司與樂基證券有限公司(一名獨立第三方)於二零一四年十二月九日訂立的配售協議,本公司於二零一四年十二月十八日按每股配售股份0.1港元的價格向不少於六名獨立於本集團且與本集團概無關連的承配人發行合共414,415,000股新股份。上述配售所得款項總額約41,441,000港元,相關發行開支約1,578,000港元。
- (c) 根據於二零一五年三月十六日舉行的股東特別大會上通過的特別決議案,股本重組(「二零一五年股本重組」)於二零一五年三月十七日生效。二零一五年股本重組涉及：
- (i) 本公司股本中每10股每股面值0.02港元的已發行及未發行股份將合併(「二零一五年股份合併」)為1股每股面值0.2港元的合併股份(「合併股份」)；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

25 SHARE CAPITAL (Continued)

Notes: (Continued)

(c) (Continued)

- (ii) the reduction of issued share capital of the Company of HK\$47,244,000 whereby the par value of each Consolidated Share was reduced from HK\$0.20 to HK\$0.01 by cancelling HK\$0.19 of the paid-up capital on each Consolidated Share and any fraction of a Consolidated Share in the issued share capital of the Company arising from the 2015 Share Consolidation was eliminated in order to round down the total number of Consolidated Shares to a whole number;
- (iii) the capital reduction of HK\$47,244,000 was credited to the reorganisation reserve of the Company;
- (iv) the sub-division of each of the authorised but unissued Consolidated Shares of HK\$0.20 each into 20 shares of HK\$0.01 each.

Upon the 2015 Capital Reorganisation became effective on 17th March 2015, the issued share capital of the Company became HK\$2,486,503 divided into 248,650,307 ordinary shares of HK\$0.01 each. Further details of the 2015 Capital Reorganisation are set out in the Company's circular dated 18th February 2015.

- (d) Pursuant to the placing agreement entered into between the Company and Fordjoy Securities and Futures Limited, an independent third party, on 10th April 2015, the Company issued, on 22nd April 2015, an aggregate of 49,730,000 new shares at a price of HK\$0.4055 per placing share to not less than six placees who were independent of, and not connected to the Group. The gross proceeds from the said placement amounted to approximately HK\$20,166,000 and the related issue expense was approximately HK\$707,000.

25 股本 (續)

附註：(續)

(c) (續)

- (ii) 透過註銷每股合併股份的實繳股本0.19港元，將每股合併股份的面值由0.20港元削減至0.01港元，使本公司已發行股本削減47,244,000港元，並註銷本公司已發行股本中因二零一五年股份合併而可能產生的任何合併股份碎股使合併股份的總數下調至整數；
- (iii) 股本削減約47,244,000港元計入本公司的重組儲備；
- (iv) 將每一股每股面值0.20港元的法定但未發行的合併股份拆細為20股每股面值0.01港元的股份。

於二零一五年股本重組於二零一五年三月十七日生效後，本公司已發行股本為2,486,503港元，分為248,650,307股每股面值0.01港元的普通股。有關二零一五年股本重組的進一步詳情載於本公司日期為二零一五年二月十八日之通函。

- (d) 根據本公司與福財證券及期貨有限公司（一名獨立第三方）於二零一五年四月十日訂立的配售協議，本公司於二零一五年四月二十二日按每股配售股份0.4055港元的價格向不少於六名獨立於本集團且與本集團概無關連的承配人發行合共49,730,000股新股份。上述配售所得款項總額約20,166,000港元，相關發行開支約707,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

25 SHARE CAPITAL (Continued)

Notes: (Continued)

- (e) Pursuant to the placing agreement entered into between the Company, China Everbright Securities (HK) Limited and Jun Yang Securities Company Limited, independent third parties, on 26th May 2015, the Company issued, on 28th July 2015, an aggregate of 586,350,000 new shares at a price of HK\$0.3411 per placing share to not less than six placees who were independent of, and not connected to the Group. The gross proceeds from the said placement amounted to approximately HK\$200,004,000 and the related issue expense was approximately HK\$7,216,000.
- (f) Pursuant to the Company's announcement dated 26th May 2015, the circular of the Company dated 24th June 2015 and the prospectus of the Company dated 24th July 2015, the Company proposed rights issue on the basis of two rights shares for every one existing share at HK\$0.202 per rights share (the "Rights Issue"). A total of 596,760,614 shares were issued under the Rights Issue on 13th August 2015. The gross proceeds from the Rights Issue are approximately HK\$120,546,000. The net proceeds after deducting the underwriting commission and other related expenses of approximately HK\$4,195,000 were approximately HK\$116,351,000.
- (g) Pursuant to a special resolution passed at a special general meeting held on 17th March 2016, the capital reorganisation (the "2016 Capital Reorganisation") became effective on 18th March 2016. The 2016 Capital Reorganisation is involved:
- (i) the consolidation of every 10 issued and unissued shares of HK\$0.01 each in the share capital of the Company into 1 consolidated share (the "Consolidated Share(s)") of a par value of HK\$0.1 (the "2016 Share Consolidation");

25 股本 (續)

附註：(續)

- (e) 根據本公司與中國光大證券(香港)有限公司及君陽證券有限公司(均為獨立第三方)於二零一五年五月二十六日訂立的配售協議,本公司於二零一五年七月二十八日按每股配售股份0.3411港元的價格向不少於六名獨立於本集團且與本集團概無關連的承配人發行合共586,350,000股新股份。上述配售所得款項總額約200,004,000港元,相關發行開支約7,216,000港元。
- (f) 根據本公司日期為二零一五年五月二十六日之公佈、本公司日期為二零一五年六月二十四日之通函及本公司日期為二零一五年七月二十四日之招股章程,本公司建議按每持有一股現有股份獲發兩股供股股份之基準以每股供股股份0.202港元進行供股(「供股」)。根據供股於二零一五年八月十三日合共發行596,760,614股股份。供股所得款項總額約為120,546,000港元。經扣除包銷佣金及其他相關開支約4,195,000港元後,所得款項淨額約為116,351,000港元。
- (g) 根據於二零一六年三月十七日舉行的股東特別大會上通過的特別決議案,股本重組(「二零一六年股本重組」)於二零一六年三月十八日生效。二零一六年股本重組涉及:
- (i) 本公司股本中每10股每股面值0.01港元的已發行及未發行股份將合併(「二零一六年股份合併」)為1股每股面值0.1港元的合併股份(「合併股份」);

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

25 SHARE CAPITAL (Continued)

Notes: (Continued)

(g) (Continued)

- (ii) the reduction of issued share capital of the Company of HK\$13,333,000 whereby the par value of each Consolidated Share was reduced from HK\$0.10 to HK\$0.01 by cancelling HK\$0.09 of the paid-up capital on each Consolidated Share and any fraction of a Consolidated Share in the issued share capital of the Company arising from the 2016 Share Consolidation was eliminated in order to round down the total number of Consolidated Shares to a whole number;
- (iii) the capital reduction of HK\$13,333,000 was credited to the reorganisation reserve of the Company;
- (iv) the sub-division of each of the authorised but unissued Consolidated Shares of HK\$0.10 each into 10 shares of HK\$0.01 each.

Upon the 2016 Capital Reorganisation became effective on 18th March 2016, the issued share capital of the Company became HK\$1,481,491 divided into 148,149,092 ordinary shares of HK\$0.01 each. Further details of the 2016 Capital Reorganisation are set out in the Company's circular dated 23rd February 2016.

- (h) Pursuant to the placing agreement entered into between the Company, SBI China Capital Financial Services Limited, independent third parties, on 23th May 2016, the Company issued, on 13th April 2016, an aggregate of 29,625,000 new shares at a price of HK\$0.779 per placing share to not less than six placees who were independent of, and not connected to the Group. The gross proceeds from the said placement amounted to approximately HK\$23,078,000 and the related issue expense was approximately HK\$810,000.

25 股本 (續)

附註：(續)

(g) (續)

- (ii) 透過註銷每股合併股份的實繳股本0.09港元，將每股合併股份的面值由0.10港元削減至0.01港元，致使本公司已發行股本削減13,333,000港元，並註銷本公司已發行股本中因二零一六年股份合併而可能產生的任何合併股份碎股使合併股份的總數下調至整數；
- (iii) 股本削減約13,333,000港元計入本公司的重組儲備；
- (iv) 將每一股每股面值0.10港元的法定但未發行的合併股份拆細為10股每股面值0.01港元的股份。

於二零一六年股本重組於二零一六年三月十八日生效後，本公司已發行股本為1,481,491港元，分為148,149,092股每股面值0.01港元的普通股。有關二零一六年股本重組的進一步詳情載於本公司日期為二零一六年二月二十三日之通函。

- (h) 根據本公司與軟庫中華金融服務有限公司（一名獨立第三方）於二零一六年五月二十三日訂立的配售協議，本公司於二零一六年四月十三日按每股配售股份0.779港元的價格向不少於六名獨立於本集團且與本集團概無關連的承配人發行合共29,625,000股新股份。上述配售所得款項總額約23,078,000港元，相關發行開支約810,000港元。

26 SHARE OPTIONS

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the share option schemes include the Company's directors, including non-executive directors, other employees of the Group or any invested entity, suppliers of goods or services to the Group or any invested entity, customers of the Group or any invested entity, shareholders of the Group or any invested entity, holders of securities of the Group or any invested entity and persons or entities provide research, development or other technological support to the Group or any invested entity. A share option scheme became effective on 26th November 2003 and expired on 26th November 2013 (the "Old Scheme"). According to the provision of the Old Scheme, share options granted during the term of the Old Scheme and remain unexercised immediately prior to the end thereof shall continue to be exercisable in accordance with their terms of grant notwithstanding the expiry of the Old Scheme. A new share option scheme was adopted and became effective on 2nd December 2013 (the "New Scheme"). Unless otherwise cancelled or amended, the New Scheme will remain in force for 10 years from the effective date.

The maximum number of shares which may be issued upon exercise of all options granted and to be granted under the Share Option Schemes is an amount equivalent to 10% of the shares of the Company in issue as at the dates of approval of the Share Option Schemes unless approval for refreshing the 10% limit from the Company's shareholders has been obtained. The maximum number of shares issued and to be issued upon exercise of the share options granted to each eligible participant in the Share Option Schemes (including exercised, cancelled and outstanding options) within any 12-month period is limited to 1% of the shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

26 購股權

本公司營運購股權計劃，以向對本集團業務佳績作出貢獻的合資格參與者提供獎勵及報酬。購股權計劃之合資格參與者包括本公司董事（包括非執行董事）、本集團或任何被投資實體之其他僱員、本集團或任何被投資實體之商品或服務供應商、本集團或任何被投資實體之客戶、本集團或任何被投資實體之股東、本集團或任何被投資實體之證券持有人或向本集團或任何被投資實體提供研究、開發或其他技術支援之任何人士或實體。已有一項購股權計劃於二零零三年十一月二十六日起生效並於二零一三年十一月二十六日屆滿（「舊計劃」）。根據舊計劃之條文，即使舊計劃屆滿，於舊計劃期間授出且於緊接有關期間結束前尚未獲行使的購股權根據其授出條款仍可繼續獲行使。於二零一三年十二月二日，一項新購股權計劃獲採納並開始生效（「新計劃」）。除非另行註銷或修改，新計劃將自生效日期起生效，為期10年。

除獲本公司股東批准更新10%之上限外，根據購股權計劃已授出及將予授出之所有購股權獲行使時可予發行之股份最高數目相當於批准購股權計劃當日本公司已發行股份數目之10%。於任何12個月期間內，授予各購股權計劃合資格參與者之購股權（包括已行使、已註銷及尚未行使之購股權）獲行使而巳發行及將予發行之股份最高數目，不得超過本公司已發行股份之1%。凡進一步授出超出此限額之購股權須經由各股東於股東大會上批准。

26 SHARE OPTIONS (Continued)

Under the Share Option Schemes, share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates are subject to approval in advance by the independent non-executive directors. In addition, any grant of share options to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, which would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant in excess of 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5,000,000 is subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options under the Share Option Schemes may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determined by the directors, save that such period shall not be more than 10 years from the dates of adoption of the Share Option Schemes subject to the provisions for early termination set out in the Share Option Schemes. Unless otherwise determined by the directors at their sole discretion, there is no requirement of a minimum period for which an option must be held before it can be exercised.

The exercise price of share options granted under the Share Option Schemes is determined by the directors, but shall not be less than the highest of (i) The Stock Exchange of Hong Kong Limited (the "Stock Exchange") closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of a share of the Company on the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

26 購股權 (續)

根據購股權計劃，向各董事、本公司主要行政人員或主要股東或彼等之任何聯繫人授予購股權須事先取得獨立非執行董事批准。此外，倘向本公司主要股東或獨立非執行董事或彼等之任何聯繫人授出購股權致使任何人士於截至授出日期（包括該日）止12個月期間因悉數行使已獲授及將獲授之購股權（包括已行使、已註銷及尚未行使之購股權）而已發行及將發行之股份超過本公司已發行股份之0.1%，且總價值超過5,000,000港元（根據各授出日期本公司股份之收市價計算），則須取得股東於股東大會上事先批准。

根據該等購股權計劃提呈授出之購股權須於提呈授出日期後28日內接納，承授人合共須支付1港元之象徵式代價。已授出購股權之行使期限乃由董事釐定，惟有關期限不得超逾採納該等購股權計劃日期起計10年，且須受該等購股權計劃所載之提前終止條文所限制。除非董事以其他方式按其絕對酌情權決定，否則並無有關於購股權可行使前須持有該購股權最短期限之規定。

根據該等購股權計劃授出之購股權之行使價由董事釐定，惟不得低於以下三者之最高者：(i)本公司股份於提呈授出購股權日期在香港聯合交易所有限公司（「聯交所」）所報之收市價；(ii)本公司股份於緊接提呈授出日期前五個交易日在聯交所所報之平均收市價；及(iii)本公司股份於提呈授出日期之面值。

購股權並不賦予持有人權利收取股息或於股東大會上投票。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26 SHARE OPTIONS (Continued)

Movements in the number of share options outstanding and their weighted average exercise prices for the years ended 30th June 2016 and 2015 are as follows:

		Old Scheme 舊計劃		New Scheme 新計劃	
		Weighted average exercise price HK\$ 加權平均行使價 (港元)	No. of options 購股權數目	Weighted average exercise price HK\$ 加權平均行使價 (港元)	No. of options 購股權數目
At 1st July 2014	於二零一四年七月一日	0.067	17,117,703	-	-
Granted during the year	於年內授出	-	-	0.174	171,604,000
Adjustment arising from:	就以下作出調整:				
- 2015 Share Consolidation	- 二零一五年股份合併		(15,405,933)	-	(154,443,600)
Lapsed during the year	於年內失效	0.670	(1,711,770)	1.738	(2,072,000)
Outstanding and exercisable at 30th June 2015 and 1st July 2015	於二零一五年六月三十日及 二零一五年七月一日 尚未行使及可予行使	-	-	1.738	15,088,400
Adjustment arising from:	就以下作出調整:				
- Rights Issue	- 供股		-		9,260,382
Granted during the year	於年內授出	-	-	0.106	118,513,880
Lapsed during the year	於年內失效	-	-	1.077	(3,343,673)
Adjustment arising from:	就以下作出調整:				
- 2016 Share Consolidation	- 二零一六年股份合併		-		(125,567,090)
Outstanding and exercisable at 30th June 2016	於二零一六年六月三十日 尚未行使及可予行使	-	-	2.518	13,951,899

No share option was exercised during the years ended 30th June 2015 and 2016.

The weighted average remaining contractual life of the outstanding share options is 1.37 years (2015: 1.06 years).

All share options are immediately vested from the date of grant.

26 購股權 (續)

於截至二零一六年及二零一五年六月三十日止年度，尚未行使購股權數目及其加權平均行使價之變動如下：

截至二零一五及二零一六年六月三十日止年度，概無購股權獲行使。

尚未行使購股權之加權平均剩餘合約年期為1.37年（二零一五年：1.06年）。

所有購股權乃於授出日期即時歸屬。

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綜合財務報表附註

26 SHARE OPTIONS (Continued)

Share options outstanding as at 30th June 2016 and 2015 have the following expiry dates and exercise prices:

As at 30th June 2016

Exercisable period	行使時限	Adjusted exercise price per share HK\$ 經調整每股行使價 (港元)	Outstanding options as at 30th June 2016 於二零一六年六月三十日的 尚未行使購股權
21st July 2014 to 20th July 2016 (Note i)	二零一四年七月二十一日至 二零一六年七月二十日 (附註i)	10.773	2,100,511
30th September 2015 to 29th September 2017 (Note ii)	二零一五年九月三十日至 二零一七年九月二十九日 (附註ii)	1.690	2,072,088
4th March 2016 to 3rd March 2018 (Note ii)	二零一六年三月四日至 二零一八年三月三日 (附註ii)	0.920	9,779,300
			13,951,899

As at 30th June 2015

Exercisable period	行使時限	Adjusted exercise price per share HK\$ 經調整每股行使價 (港元)	Outstanding options as at 30th June 2015 於二零一五年六月三十日的 尚未行使購股權
21st July 2014 to 20th July 2016 (Note iii)	二零一四年七月二十一日至 二零一六年七月二十日 (附註iii)	1.738	15,088,400
			15,088,400

26 購股權 (續)

於二零一六年及二零一五年六月三十日的尚未行使購股權的屆滿日期及行使價如下：

於二零一六年六月三十日

Adjusted exercise price per share HK\$ 經調整每股行使價 (港元)	Outstanding options as at 30th June 2016 於二零一六年六月三十日的 尚未行使購股權
10.773	2,100,511
1.690	2,072,088
0.920	9,779,300
	13,951,899

於二零一五年六月三十日

Adjusted exercise price per share HK\$ 經調整每股行使價 (港元)	Outstanding options as at 30th June 2015 於二零一五年六月三十日的 尚未行使購股權
1.738	15,088,400
	15,088,400

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26 SHARE OPTIONS (Continued)

Notes:

- (i) The exercise price per share as at 30th June 2016 has been adjusted with the effects of 2015 Share Consolidation on 17th March 2015 and 2016 Share Consolidation on 18th March 2016 and Rights Issue on 13th August 2015. Further details are set out in Note 25 to the consolidated financial statements.
- (ii) The exercise price per share as at 30th June 2016 has been adjusted with the effects of 2016 Share Consolidation on 18 March 2016. Further details are set out in Note 25 to the consolidated financial statements.
- (iii) The exercise price per share as at 30th June 2015 has been adjusted with the effect of 2015 Share Consolidation on 17th March 2015. Further details are set out in Note 25 to the consolidated financial statements.

Fair value of share options and assumptions

(i) Share options granted on 21st July 2014

The fair values of the equity-settled share options granted under the New Scheme on 21st July 2014 were estimated by Roma Appraisals Limited, an independent firm of professionally qualified valuers, using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. The fair value of the equity-settled share options granted on 21st July 2014 in the amount of HK\$9,398,000 was recognised as share option expense during the year ended 30th June 2015. The following table lists the inputs to the model used:

Share price on date of grant*	HK\$0.1520
Exercise price*	HK\$0.1738
Risk-free interest rate	0.386%
Expected life of the share options	2 years
Expected volatility	84.867%
Dividend yield	N/A
Fair value per share option	
– granted to directors	HK\$0.0542
– granted to employees	HK\$0.0556
– granted to consultants	HK\$0.0556

* Before adjustment of 2015 Share Consolidation, 2016 Share Consolidation and Rights Issue

26 購股權 (續)

附註：

- (i) 於二零一六年六月三十日的每股行使價已就於二零一五年三月十七日進行之二零一五年股份合併及於二零一六年三月十八日進行之二零一六年股份合併以及於二零一五年八月十三日進行之供股作出調整。有關進一步詳情載於綜合財務報表附註25。
- (ii) 於二零一六年六月三十日的每股行使價已就於二零一六年三月十八日進行之二零一六年股份合併以作出調整。有關進一步詳情載於綜合財務報表附註25。
- (iii) 於二零一五年六月三十日的每股行使價已就於二零一五年三月十七日進行之二零一五年股份合併作出調整。有關進一步詳情載於綜合財務報表附註25。

購股權之公平值以及假設

(i) 於二零一四年七月二十一日授出之購股權

於二零一四年七月二十一日，根據新計劃授出之股本結算購股權之公平值乃由獨立專業估值師行羅馬國際評估有限公司經考慮授出購股權之條款及條件後，使用二項式期權定價模型進行估計。於二零一四年七月二十一日授出之股本結算購股權之公平值9,398,000港元已於截至二零一五年六月三十日止年度確認為購股權開支。下表列示該模型使用之輸入值：

於授出日期之股價*	0.1520港元
行使價*	0.1738港元
無風險利率	0.386%
預期購股權期限	2年
預期波幅	84.867%
股息率	不適用
每份購股權之公平值	
– 授予董事	0.0542港元
– 授予僱員	0.0556港元
– 授予諮詢人員	0.0556港元

* 未就二零一五年股份合併、二零一六年股份合併及供股作出調整

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

26 SHARE OPTIONS (Continued)

Fair value of share options and assumptions
(Continued)

**(i) Share options granted on 21st July 2014
(Continued)**

The expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options granted to other participants are measured at fair values of options granted as these other participants are providing services that are similar to those rendered by employees.

**(ii) Share options granted on 30th
September 2015**

The fair values of the equity-settled share options granted under the New Scheme granted on 30th September 2015 were estimated by Grant Sherman Appraisal Limited, an independent firm of professionally qualified valuers, using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. The fair value of the equity-settled share options granted on 30th September 2015 in the amount of HK\$1,327,000 was recognised as share option expense during the year ended 30th June 2016. The following table lists the inputs to the model used:

Share price on the date of grant*	HK\$0.1610
Exercise price*	HK\$0.1690
Risk-free interest rate	0.953%
Expected life of the share options	2 years
Expected volatility	78.99%
Dividend yield	N/A
Fair value per share option	
– granted to employees	HK\$0.0640

* Before adjustment of 2016 Share Consolidation

26 購股權 (續)

購股權之公平值以及假設
(續)

**(i) 於二零一四年七月二十一日
授出之購股權 (續)**

預期波幅以歷史波幅為基準(根據購股權之加權平均剩餘年期計算),並根據基於可公開獲得之資料而預期之任何未來波幅變動作出調整。主觀數據假設之變動可顯著影響公平值估算。

授予其他參與者的購股權乃按已授出購股權的公平值計量,原因為該等其他參與者所提供服務與僱員所提供者相若。

**(ii) 於二零一五年九月三十日
授出之購股權**

於二零一五年九月三十日根據新計劃授出之股本結算購股權之公平值乃由獨立專業估值師行中證評估有限公司經考慮授出購股權之條款及條件後,使用二項式期權定價模型進行估計。於二零一五年九月三十日授出之股本結算購股權之公平值1,327,000港元已於截至二零一六年六月三十日止年度確認為購股權開支。下表列示該模型使用之輸入值:

於授出日期之股價*	0.1610港元
行使價*	0.1690港元
無風險利率	0.953%
預期購股權期限	2年
預期波幅	78.99%
股息率	不適用
每份購股權之公平值	
– 授予僱員	0.0640港元

* 未就二零一六年股份合併作出調整

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26 SHARE OPTIONS (Continued)

Fair value of share options and assumptions

(Continued)

(ii) Share options granted on 30th September 2015 (Continued)

The expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Changes in the subjective input assumptions could materially affect the fair value estimate.

(iii) Share options granted on 4th March 2016

The fair values of the equity-settled share options granted under the New Scheme granted on 4th March 2016 were estimated by Grant Sherman Appraisal Limited, an independent firm of professionally qualified valuers, using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. The fair value of the equity-settled share options granted on 4th March 2016 in the amount of HK\$2,249,000 was recognised as share option expense during the year ended 30th June 2016. The following table lists the inputs to the model used:

Share price on the date of grant*	HK\$0.0770
Exercise price*	HK\$0.0920
Risk-free interest rate	1.104%
Expected life of the share options	2 years
Expected volatility	68.07%
Dividend yield	N/A
Fair value per share option	
– granted to directors	HK\$0.0230
– granted to employees	HK\$0.0230

* Before adjustment of 2016 Share Consolidation

26 購股權 (續)

購股權之公平值以及假設

(續)

(ii) 於二零一五年九月三十日授出之購股權 (續)

預期波幅以歷史波幅為基準(根據購股權之加權平均剩餘年期計算),並根據基於可公開獲得之資料而預期之任何未來波幅變動作出調整。主觀數據假設之變動可顯著影響公平值估算。

(iii) 於二零一六年三月四日授出之購股權

於二零一六年三月四日根據新計劃授出之股本結算購股權之公平值乃由獨立專業估值師行中證評估有限公司經考慮授出購股權之條款及條件後,使用二項式期權定價模型進行估計。於二零一六年三月四日授出之股本結算購股權之公平值2,249,000港元已於截至二零一六年六月三十日止年度確認為購股權開支。下表列示該模型使用之輸入值:

於授出日期之股價*	0.0770港元
行使價*	0.0920港元
無風險利率	1.104%
預期購股權期限	2年
預期波幅	68.07%
股息率	不適用
每份購股權之公平值	
– 授予董事	0.0230港元
– 授予僱員	0.0230港元

* 未就二零一六年股份合併作出調整

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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26 SHARE OPTIONS (Continued)

Fair value of share options and assumptions
(Continued)

(iii) Share options granted on 4th March 2016 (Continued)

Expected volatility was determined by using the annualised standard deviation of historical share price daily movements of selected comparable companies in same industry. Changes in the subjective input assumptions could materially affect the fair value estimate.

27 SHARE PREMIUM, OTHER RESERVES AND RETAINED EARNINGS/(ACCUMULATED LOSSES)

(a) Group

26 購股權 (續)

購股權之公平值以及假設
(續)

(iii) 於二零一六年三月四日授出之購股權 (續)

預期波幅乃使用所甄選同業可資比較公司的過往股價日變動的年化標準差釐定。主觀數據假設之變動可顯著影響公平值估算。

27 股份溢價、其他儲備及保留盈利 / (累計虧損)

(a) 本集團

		Other reserves 其他儲備										
		Share Premium (Note i)	Reserves arising on consolidation (附註i)	Reorganisation reserve (Note ii)	Available-for- sale investment reserve (Note vii) 可供出售 投資儲備 (附註vii)	Translation reserve (Note iii)	Share-based compensation reserve (Note iv) 股份 報酬儲備 (附註iv)	Unlisted warrants reserve (Note v) 非上市認 股權證儲備 (附註v)	Sub-total	Retained earnings	Total	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1st July 2014	於二零一四年七月一日	136,842	821	-	(36)	-	745	81,961	83,492	44,987	265,321	
Issue of new ordinary shares from placing	因配售發行新普通股	80,277	-	-	-	-	-	-	-	-	80,277	
Transaction costs attributable to issue of new ordinary shares from placing	因配售發行新普通股應佔之交易成本	(3,489)	-	-	-	-	-	-	-	-	(3,489)	
Capital reorganisation	股本重組	-	-	47,244	-	-	-	-	47,244	-	47,244	
Issue of share options	發行購股權	-	-	-	-	-	9,398	-	9,398	-	9,398	
Change in fair value of available-for-sale financial assets (Note 16)	可供出售金融資產之公平值變動 (附註16)	-	-	-	8,347	-	-	-	8,347	-	8,347	
Currency translation differences	貨幣換算差額	-	-	-	-	(18)	-	-	(18)	-	(18)	
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	161,966	161,966	
At 30th June 2015 and 1st July 2015	於二零一五年六月三十日及二零一五年七月一日	213,630	821	47,244	8,312	(18)	10,143	81,961	148,463	206,943	569,036	
Issue of new ordinary shares from placing	因配售發行新普通股	216,923	-	-	-	-	-	-	-	-	216,923	
Transaction costs attributable to issue of new ordinary shares from placing	因配售發行新普通股應佔之交易成本	(8,026)	-	-	-	-	-	-	-	-	(8,026)	
Rights issue of shares	供股發行股份	114,578	-	-	-	-	-	-	-	-	114,578	
Transaction costs attributable to issue of ordinary shares from rights issue	因供股發行普通股應佔之交易成本	(4,195)	-	-	-	-	-	-	-	-	(4,195)	
Capital reorganisation	股本重組	-	-	13,333	-	-	-	-	13,333	-	13,333	
Issue of share options	發行購股權	-	-	-	-	-	3,576	-	3,576	-	3,576	
Lapse of share options	購股權失效	-	-	-	-	-	(3,048)	-	(3,048)	-	-	
Change in fair value of available-for-sale financial assets (Note 16)	可供出售金融資產之公平值變動 (附註16)	-	-	-	(12,340)	-	-	-	(12,340)	-	(12,340)	
Lapse of unlisted warrants	非上市認股權證失效	-	-	-	-	-	-	(81,961)	(81,961)	81,961	-	
Currency translation difference	貨幣換算差額	-	-	-	-	(722)	-	-	(722)	-	(722)	
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(140,790)	(140,790)	
At 30th June 2016	於二零一六年六月三十日	532,910	821	60,577	(4,028)	(740)	10,671	-	67,301	151,162	751,373	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

27 SHARE PREMIUM, OTHER RESERVES AND RETAINED EARNINGS/(ACCUMULATED LOSSES) (Continued)

(b) Company

		Other reserves 其他儲備					Sub-total 小計	Accumulated losses 累計虧損	Total 總額
		Share Premium (Note i) 股份溢價 (附註i)	Contributed Surplus (Note vi) 實繳盈餘 (附註vi)	Reorganisation reserve (Note ii) 重組儲備 (附註ii)	Share-based compensation reserve (Note iv) 股份報酬儲備 (附註iv)	Unlisted warrants reserve (Note v) 非上市 認股權證儲備 (附註v)			
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
At 1st July 2014	於二零一四年七月一日	136,842	51,852	-	745	81,961	134,558	(81,244)	190,156
Issue of new ordinary shares from placing	因配售發行新普通股	80,277	-	-	-	-	-	-	80,277
Transaction costs attributable to issue of new ordinary shares from placing	因配售發行新普通股應佔之交易成本	(3,489)	-	-	-	-	-	-	(3,489)
Capital reorganisation	股本重組	-	-	47,244	-	-	47,244	-	47,244
Issue of share options	發行購股權	-	-	-	9,398	-	9,398	-	9,398
Loss for the year	年內虧損	-	-	-	-	-	-	(14,813)	(14,813)
At 30th June 2015 and 1st July 2015	於二零一五年六月三十日及二零一五年七月一日	213,630	51,852	47,244	10,143	81,961	191,200	(96,057)	308,773
Issue of new ordinary shares from placing	因配售發行新普通股	216,923	-	-	-	-	-	-	216,923
Transaction costs attributable to issue of new ordinary shares from placing	因配售發行新普通股應佔之交易成本	(8,026)	-	-	-	-	-	-	(8,026)
Rights issue of shares	供股發行股份	114,578	-	-	-	-	-	-	114,578
Transaction costs attributable to issue of ordinary shares from rights issue	因供股發行普通股應佔之交易成本	(4,195)	-	-	-	-	-	-	(4,195)
Capital reorganisation	股本重組	-	-	13,333	-	-	13,333	-	13,333
Issue of share options	發行購股權	-	-	-	3,576	-	3,576	-	3,576
Lapse of share options	購股權失效	-	-	-	(3,048)	-	(3,048)	3,048	-
Lapse of unlisted warrants	非上市認股權證失效	-	-	-	-	(81,961)	(81,961)	81,961	-
Loss for the year	年內虧損	-	-	-	-	-	-	(16,560)	(16,560)
At 30th June 2016	於二零一六年六月三十日	532,910	51,852	60,577	10,671	-	123,100	(27,608)	628,402

27 股份溢價、其他儲備及保留盈利／（累計虧損）（續）

(b) 本公司

(c) Nature and purposes of the reserves

i) Share premium

The application of the share premium account is governed by section 40 of the Bermuda Companies Act 1981. The share premium account of the Company is distributable to the owners of the Company in the form of fully paid bonus shares.

ii) Reorganisation reserve

The reorganisation reserve of the Group represents the reduction in share capital of the Company pursuant to 2015 Capital Reorganisation and 2016 Capital Reorganisation.

(c) 儲備之性質及用途

i) 股份溢價

股份溢價賬之運用乃受百慕達一九八一年公司法第40條所規管。本公司之股份溢價賬可以繳足紅股方式派付予本公司擁有人。

ii) 重組儲備

本集團之重估儲備之根據二零一五年股本重組及二零一六年股本重組削減本公司之股份。

27 SHARE PREMIUM, OTHER RESERVES AND RETAINED EARNINGS/(ACCUMULATED LOSSES) (Continued)

(c) Nature and purposes of the reserves (Continued)

iii) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2.7.

iv) Share-based compensation reserve

The share-based compensation reserve represents the fair value of the actual or estimated number of unexercised share options granted to directors of the Company, employees of the Group and all other eligible participants recognised in accordance with the accounting policy adopted for equity-settled share-based payments set out in notes 2.25(ii) and 2.29.

v) Unlisted warrant reserve

Warrant reserve represents the net proceeds received from the issue of warrants of the Company. The reserve will be transferred to share capital and share premium account upon exercise of the warrants.

On 16th September 2013, the Company issued 342,000,000 non-listed warrants at an issue price of HK\$0.0025 per warrant by private placement. Each warrant entitles the holder to subscribe for one ordinary share at a subscription price of HK\$0.25 per warrant share. The warrants were expired on 15th September 2015 and the unlisted warrant reserve was credited to retained earnings.

27 股份溢價、其他儲備及保留盈利／（累計虧損）（續）

(c) 儲備之性質及用途（續）

iii) 匯兌儲備

匯兌儲備包括所有換算海外業務財務報表產生之匯兌差額。該儲備根據附註2.7所載會計政策處理。

iv) 股份報酬儲備

股份報酬儲備指根據附註2.25(ii)及2.29內就以股權結算股份為基礎之付款所採納之會計政策確認之授予本公司董事、本集團僱員及所有其他合資格人士之未行使購股權實際或估計數目之公平值。

v) 非上市認股權證儲備

認股權證儲備指發行本公司認股權證所收取之所得款項淨額。於行使認股權證後該儲備會轉撥至股本及股份溢價賬。

於二零一三年九月十六日，本公司透過私人配售按發行價每份認股權證0.0025港元發行342,000,000份非上市認股權證。每份認股權證賦予持有人權力以每股認股權證股份0.25港元之認購價認購一股普通股。認股權證已於二零一五年九月十五日屆滿，非上市認股權證儲備已計入保留盈利。

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27 SHARE PREMIUM, OTHER RESERVES AND RETAINED EARNINGS/(ACCUMULATED LOSSES) (Continued)

(c) Nature and purposes of the reserves (Continued)

vi) Contributed surplus

The contributed surplus of the Company represents the difference between the nominal value of the Company's shares issued in exchange for the issued shares of Universe Films (Holdings) Limited and the value of net assets of the underlying subsidiaries acquired on 28th June 1999. Under the Companies Act of 1981 of Bermuda (as amended), the contributed surplus shall not be distributed to the shareholders if there are reasonable grounds for believing that:

- (i) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (ii) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

At Group level, the contributed surplus is reclassified into its components of reserves of the underlying subsidiaries.

vii) Available-for-sale investment reserve

The available-for-sale investment reserve comprises the cumulative net change in fair value of available-for-sale financial assets held at the end of the reporting period.

27 股份溢價、其他儲備及保留盈利／（累計虧損）（續）

(c) 儲備之性質及用途（續）

vi) 實繳盈餘

本公司實繳盈餘乃本公司為換取Universe Films (Holdings) Limited之已發行股份而發行本公司股份之面值與於一九九九年六月二十八日所收購有關附屬公司之資產淨值之差額。根據百慕達一九八一年公司法（修訂本），假若有合理理由相信會出現下列情況，則實繳盈餘不得分派予股東：

- (i) 本公司當時或於派付後無力償還到期之負債；或
- (ii) 本公司之資產可變現價值會因此而低於負債與其已發行股本及股份溢價賬之總值。

於本集團而言，實繳盈餘重新列入有關附屬公司之儲備部分。

vii) 可供出售投資儲備

可供出售投資儲備包括於報告期末持有之可供出售金融資產公平值的累計淨變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

28 BORROWINGS

The analysis of the carrying amount of borrowings is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current liabilities	流動負債		
Coupon note due for repayment within 1 year	於一年內到期償還之計息票據	9,200	-
Bank overdrafts that contain a repayment on demand clause (Note 24)	包含按要求償還條款的銀行透支(附註24)	4,020	-
Non-current liabilities	非流動負債		
Coupon note due for repayment after 1 year but within 2 years	於一年後但兩年內到期償還之計息票據	-	9,200
Total	總計	13,220	9,200

The coupon note bear fixed interest rate at 6.5% per annum and is not secured.

All of the banking facilities are subject to the fulfillment of covenants. If the Group were in breach of the covenants, the drawn down facilities would become repayable on demand. In addition, all of the Group's banking facility letters contain clauses which give the lender the rights at its sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations.

借貸的賬面值分析如下：

計息票據按6.5%的固定年利率計息且無抵押。

所有銀行融資均須待完成契諾後方可作實。倘本集團違反契諾，已提取的融資將成為須按要求償還。此外，本集團的所有銀行融資函均含有賦予貸方按其絕對酌情權隨時要求立即償還的條款，不論本集團是否遵守契諾及履行按時還款責任。

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28 BORROWINGS (Continued)

The Group regularly monitors its compliance with these covenants and does not consider it probable that the bank will exercise its discretion to demand repayment so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in Note 3.1(c). As at 30th June 2016, none of the covenants relating to drawn down facilities had been breached (2015: Nil).

All of the bank overdrafts, including amounts repayable on demand, are carried at amortised cost.

As at 30th June 2016, the bank overdrafts of the Group are secured by the trading securities held by the former shareholder of a subsidiary of the Company and corporate guarantee of the Company.

The carrying amounts of the Group's borrowings are denominated in Hong Kong dollars. The fair values of the borrowings approximate their carrying amounts as at 30th June 2016 (2015: same).

28 借貸 (續)

本集團定期監控其遵守有關契諾的情況，且認為只要本集團繼續遵守有關規定，銀行不大可能行使酌情權要求還款。有關本集團管理流動資金風險的進一步詳情載於附註3.1(c)。於二零一六年六月三十日，概無違反有關提取融資的契諾（二零一五年：無）。

所有銀行透支（包括須按要求償還的金額）均以攤銷成本列賬。

於二零一六年六月三十日，本集團的銀行透支由本公司一間附屬公司的前股東所持之交易證券及本公司的公司擔保作抵押。

本集團借貸之賬面值以港元列值。借貸之公平值與其於二零一六年六月三十日之賬面值相若（二零一五年：相同）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

29 OBLIGATIONS UNDER FINANCE LEASE

29 融資租賃承擔

		Total minimum lease payments 最低租金總額		Present value of minimum lease payment 最低租金的現值	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Amounts payable:	應付金額：				
Within one year	一年內	35	35	35	35
After 1 year but within 2 years	一年後但兩年內	35	35	35	35
After 2 years but within 5 years	兩年後但五年內	28	62	28	62
				98	132
Less: Finance charge	減：財務費用	-	-		
Present value of finance lease payable	應付融資租賃的現值	98	132		
Less: Portion classified as current liabilities	減：列作流動負債部分	(35)	(35)		
Non-current portion	非流動部分	63	97		

The finance lease obligations are interest free and secured by photocopiers of the Group with a carrying amount of HK\$97,000 as at 30th June 2016 (2015: HK\$132,000). No arrangement has been entered into for contingent rental payment for the year ended 30th June 2016.

融資租賃承擔為免息，且由本集團於二零一六年六月三十日賬面值為97,000港元（二零一五年：132,000港元）的影印機作抵押。於截至二零一六年六月三十日止年度，概無就或然租賃付款訂立任何安排。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

30 DEFERRED TAX ASSETS AND LIABILITIES

- (a) The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

		Accelerated tax depreciation	Temporary difference relating to unrealised fair value gains of financial assets at fair value through profit or loss	Amortisation of other intangible assets	Total
		加 速 稅 項 折 舊	與 透 過 損 益 按 公 平 值 入 賬 之 金 融 資 產 之 未 變 現 公 平 值 收 益 相 關 之 暫 時 性 差 額	其 他 無 形 資 產 之 攤 銷	總 額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st July 2014	於二零一四年七月一日	121	4,621	-	4,742
Charged to profit or loss	於損益中扣除	236	24,835	-	25,071
At 30th June 2015 and 1st July 2015	於二零一五年六月三十日及二零一五年七月一日	357	29,456	-	29,813
(Credit)/charged to profit or loss	於損益中(計入)/扣除	(9)	(29,456)	1,881	(27,584)
At 30th June 2016	於二零一五年六月三十日	348	-	1,881	2,229

Deferred tax assets

		Tax losses	Total
		稅項虧損	總額
		HK\$'000 千港元	HK\$'000 千港元
At 1st July 2014	於二零一四年七月一日	(368)	(368)
Credited to profit or loss	於損益中計入	(12)	(12)
At 30th June 2015 and 1st July 2015	於二零一五年六月三十日及二零一五年七月一日	(380)	(380)
Charged to profit or loss	於損益中扣除	15	15
At 30th June 2016	於二零一五年六月三十日	(365)	(365)

30 遞延稅項資產及負債

- (a) 於本年度內，遞延稅項負債及資產之變動如下：

遞延稅項負債

遞延稅項資產

30 DEFERRED TAX ASSETS AND LIABILITIES (Continued)

- (b) Deferred tax assets in respect of the unused tax losses carried forward are to be recognised to the extent that it is probable that future taxable profits will be available against which the unused tax losses can be utilised.

The Group has not recognised deferred tax assets in respect of tax losses of HK\$179,704,000 (2015: HK\$148,081,000) as at 30th June 2016 due to the unpredictability of future profit streams. Included in the above tax losses of approximately HK\$12,775,000 (2015: HK\$1,785,000) which can only be carried forward for a maximum period of five years. Other losses can be carried forward indefinitely.

(c) Deferred tax liabilities not recognised

Under the Enterprise Income Tax Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1st January 2008 onwards.

At 30th June 2016, temporary differences relating to the undistributed profits of subsidiaries amounted to HK\$108,000 (2015: Nil). Deferred tax liabilities of HK\$11,000 (2015: Nil) have not been recognised in respect of the tax that would be payable on distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

30 遞延稅項資產及負債 (續)

- (b) 有關結轉未動用稅項虧損之遞延稅項資產僅會於未來有應課稅溢利將用於抵銷未動用稅項虧損之情況下，方被確認。

由於未來溢利之不確定性，本集團並未就二零一六年六月三十日之稅項虧損179,704,000港元（二零一五年：148,081,000港元）確認遞延稅項資產。上述稅務虧損中約12,775,000港元（二零一五年：1,785,000港元）僅能夠結轉最多五年之期間。其他虧損能夠無限期結轉。

(c) 未確認之遞延稅項負債

根據中國企業所得稅法，自二零零八年一月一日起，就中國附屬公司所賺取之溢利而宣派之股息需要繳付預扣稅。

於二零一六年六月三十日，附屬公司未分派溢利的暫時性差額為108,000港元（二零一五年：無）。本公司未有就於分派此等保留溢利而應付之稅項確認遞延稅項負債11,000港元（二零一五年：無），原因是本公司控制該等附屬公司之股息政策，並確認很可能不會於可見將來分派該等溢利。

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綜合財務報表附註

31 ACCOUNTS PAYABLE

31 應付賬款

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Accounts payable arising from securities brokerage and margin financing business:	證券經紀及孖展融資業務產生之應付賬款：		
– cash clients	– 現金客戶	231,264	–
– margin clients	– 孖展客戶	19,056	–
		250,320	–
Accounts payable arising from other businesses	其他業務產生之應付賬款	4,402	4,189
		254,722	4,189

The settlement terms of accounts payable to cash client, except for margin loans, arising from the securities brokerage and margin financing business are two days after trade date.

Accounts payable to cash clients and margin clients arising from securities brokerage and margin financing business bear variable interest at commercial rates, and are repayable on demand subsequent to settlement dates.

No ageing analysis is disclosed in respect of accounts payable to cash clients and margin clients arising from securities brokerage and margin financing business as in the opinion of the directors of the Company, the ageing analysis does not give additional value in view of the nature of business.

證券經紀及孖展融資業務產生之應付現金客戶賬款(孖展貸款除外)結算期為交易日後兩日。

證券經紀及孖展融資業務產生之應付現金客戶及孖展客戶之賬款附有按商業利率計算之浮動利息，並須於結算日後按要求償還。

由於本公司董事認為，鑒於該業務之業務性質，賬齡分析並無帶來額外價值，故並無就證券經紀及孖展融資業務產生之應付現金客戶及孖展客戶之賬款披露任何賬齡分析。

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31 ACCOUNTS PAYABLE (Continued)

Included in accounts payable, amounts of HK\$100,147,000 as at 30th June 2016 (2015 : Nil) were payable to clients in respect of the trust and segregated bank balances received and held for clients in the course of the conducting the regulated activities. However, the Group currently does not have an enforceable right to offset these payables with the deposits placed.

As at 30th June 2016 and 2015, the ageing analysis of the accounts payable arising from other businesses based on invoice date is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
1 to 90 days	1至90日	1,416	1,761
91 days to 180 days	91日至180日	130	97
Over 180 days	180日以上	2,856	2,331
		4,402	4,189

All of the accounts payable are expected to be settled or recognised as income within one year or are repayable on demand.

31 應付賬款 (續)

就在進行受規管業務過程中為客戶收取及持有之信託及獨立銀行結餘而言，於二零一六年六月三十日之應付賬款包括須向客戶支付之款項100,147,000港元（二零一五年：無）。然而，本集團現時並無以所存放之訂金抵銷該等應付款項之可強制執行權。

於二零一六年及二零一五年六月三十日，按發票日期呈列其他業務產生之應付賬款之賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
1 to 90 days	1至90日	1,416	1,761
91 days to 180 days	91日至180日	130	97
Over 180 days	180日以上	2,856	2,331
		4,402	4,189

所有應付賬款預期均會於一年內償付或確認為收入或須按要求償還。

32 OTHER PAYABLES AND ACCRUED CHARGES

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Amounts due to joint operators	應付合營公司夥伴款項	43,942	18,967
Accruals for employee benefits	僱員利益的應計費用	1,466	1,553
Other accruals and other payables	其他應計費用及其他應付款項	18,713	32,349
		64,121	52,869

32 其他應付款項及應計支出

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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33 (LOSS)/PROFIT BEFORE TAX

(Loss)/profit before taxation is arrived at after charging/(crediting) the following:

Continuing operations:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(a) Staff costs:	(a) 員工成本:		
Salaries, allowances, and other benefits (including directors' emoluments (Note 35))	薪金、津貼及其他福利 (包括董事酬金 (附註35))	36,266	17,981
Contributions to defined contribution retirement plans	定額供款退休計劃供款	1,249	491
Equity-settled share-based payment expenses	以股權結算股份為基礎之付款開支	3,576	9,398
		41,091	27,870
(b) Other items:	(b) 其他項目:		
Auditors' remuneration	核數師酬金		
– audit services	– 核數服務	1,601	1,465
– other services	– 非核數服務	650	125
		2,251	1,590
Amortisation	攤銷		
– film rights	– 電影版權	8,891	15,936
– other intangible assets	– 其他無形資產	135	–
Depreciation for property, plant and equipment	物業、機器及設備折舊	3,104	1,025
Net foreign exchange losses	外匯虧損淨額	644	482
Operating lease charges:	經營租賃開支:		
– minimum lease payments	– 最低租賃付款	10,070	5,122
– contingent rent#	– 或然租金#	4,049	–
Cost of inventories (Note 19)	存貨成本 (附註19)	38,000	4,803
Impairment losses on film rights and films in progress	電影版權及製作中之電影之減值虧損	4,226	5,818
Impairment losses on goodwill	商譽減值虧損	29,923	–
Impairment losses on interest in an associate	於一間聯營公司權益之減值虧損	18,421	–
Write-off of film related deposit	電影相關訂金之撇銷	417	–
Gross rental income from investment properties less direct outgoings of HK\$181,000 (2015: HK\$128,000)	投資物業租金收入總額減直接開支181,000港元 (二零一五年: 128,000港元)	845	861

The contingent rent of HK\$4,049,000 (2015: Nil) refers to the operating lease rentals based on pre-determined percentages to realised sales less minimum lease payment of the respective leases.

33 除稅前(虧損)/溢利

除稅前(虧損)/溢利乃經扣除/(計入)下列各項後得出:

持續經營業務:

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(a) Staff costs:		
Salaries, allowances, and other benefits (including directors' emoluments (Note 35))	36,266	17,981
Contributions to defined contribution retirement plans	1,249	491
Equity-settled share-based payment expenses	3,576	9,398
	41,091	27,870
(b) Other items:		
Auditors' remuneration		
– audit services	1,601	1,465
– other services	650	125
	2,251	1,590
Amortisation		
– film rights	8,891	15,936
– other intangible assets	135	–
Depreciation for property, plant and equipment	3,104	1,025
Net foreign exchange losses	644	482
Operating lease charges:		
– minimum lease payments	10,070	5,122
– contingent rent#	4,049	–
Cost of inventories (Note 19)	38,000	4,803
Impairment losses on film rights and films in progress	4,226	5,818
Impairment losses on goodwill	29,923	–
Impairment losses on interest in an associate	18,421	–
Write-off of film related deposit	417	–
Gross rental income from investment properties less direct outgoings of HK\$181,000 (2015: HK\$128,000)	845	861

或然租金4,049,000港元(二零一五年: 零港元)指根據已實現銷售額的預定百分比計算的經營租賃租金減各租賃的最低租賃付款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

33 (LOSS)/PROFIT BEFORE TAX
(Continued)

33 除稅前（虧損）／溢利（續）

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(c) Finance costs	(c) 財務成本		
Bank overdrafts interest	銀行透支利息	269	-
Interest on borrowings	借貸利息	1,593	170
Other interest expenses	其他利息開支	401	-
Total interest expense on financial liabilities not at fair value through profit or loss		2,263	170
並非透過損益按公平值入賬之金融負債之利息開支總額			

34 EMPLOYEE RETIREMENT BENEFITS

34 僱員退休福利

Defined contribution retirement plan

The Group operates a Mandatory Provident Fund Scheme (“the MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

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. The subsidiaries are required to contribute a specified 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 specified contributions.

定額供款退休計劃

本集團根據香港強制性公積金計劃條例為在香港僱傭條例保障下受聘的僱員設立一項強制性公積金計劃（「強積金計劃」）。強積金計劃為一項由獨立受託人管理的定額供款退休計劃。根據強積金計劃，僱主及其僱員各自須按僱員相關收入的5%向計劃供款，最高每月相關收入為30,000港元。計劃供款即時歸屬。

本集團於中國的附屬公司僱員均參與由中國政府設立的國家管理退休福利計劃。該等附屬公司須按薪金的規定百分比向該退休福利計劃供款以支付福利。本集團對該退休福利計劃的唯一責任為作出規定的供款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

35 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to Section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation is as follows:

For the year ended 30th June 2016

35 董事酬金

根據香港《公司條例》第383(1)條及《公司(披露董事利益資料)規例》第二部分披露的董事酬金如下：

截至二零一六年六月三十日止年度

Name of Directors	董事姓名	Fees	Salary, allowances, and benefits in kind	Retirement scheme contributions	Sub-Total	Share-based payments	Total
		袍金	薪金、津貼及實物利益	退休計劃供款	小計	以股份為基礎之付款	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<i>Chairman and executive director</i>	<i>主席兼執行董事</i>						
Mr. Lam Shiu Ming, Daneil	林小明先生	-	3,185	18	3,203	-	3,203
<i>Executive directors</i>	<i>執行董事</i>						
Mr. Hung Cho Sing	洪祖星先生	-	130	-	130	341	471
Ms. Cheng Hei Yu (Note (i))	鄭熹榆女士 (附註(i))	-	2,675	11	2,686	341	3,027
Mr. Lam Kit Sun	林傑新先生	-	1,212	18	1,230	341	1,571
Mr. Yeung Kim Piu (Note (ii))	楊劍標先生 (附註(ii))	-	363	8	371	-	371
<i>Non-executive director</i>	<i>非執行董事</i>						
Mr. Chan Shiu Kwong Stephen	陳紹光先生	210	-	-	210	341	551
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>						
Mr. Lam Wing Tai	林永泰先生	130	-	-	130	-	130
Mr. Lam Chi Keung	林芝強先生	130	-	-	130	-	130
Mr. Choi Wing Koon	蔡永冠先生	130	-	-	130	-	130
		600	7,565	55	8,220	1,364	9,584

Note (i): Ms. Cheng Hei Yu was appointed as an executive director of the Company on 8th December 2015.

Note (ii): Mr. Yeung Kim Piu was retired as an executive director of the Company on 30th November 2015.

附註(i)：鄭熹榆女士於二零一五年十二月八日獲委任為本公司執行董事。

附註(ii)：楊劍標先生於二零一五年十一月三十日退任本公司執行董事。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

35 DIRECTORS' EMOLUMENTS
(Continued)

35 董事酬金 (續)

For the year ended 30th June 2015

截至二零一五年六月三十日止年度

Name of Directors	董事姓名	Fees	Salary, allowances, and benefits in kind	Retirement scheme contributions	Sub-Total	Share-based payments	Total
		袍金 HK\$'000 千港元	薪金·津貼及實物利益 HK\$'000 千港元	退休計劃供款 HK\$'000 千港元	小計 HK\$'000 千港元	以股為基礎之付款 HK\$'000 千港元	總額 HK\$'000 千港元
<i>Chairman and executive director</i>							
主席 兼執行董事							
Mr. Lam Shiu Ming, Daneil	林小明先生	-	3,185	18	3,203	1,124	4,327
<i>Executive directors</i>							
執行董事							
Mr. Yeung Kim Piu	楊劍標先生	-	867	18	885	1,124	2,009
Mr. Hung Cho Sing	洪祖星先生	-	130	-	130	1,124	1,254
Mr. Lam Kit Sun	林傑新先生	-	1,131	18	1,149	1,124	2,273
<i>Non-executive director</i>							
非執行董事							
Mr. Chan Shiu Kwong Stephen (Note (iii))	陳紹光先生 (附註(iii))	57	-	-	57	-	57
<i>Independent non-executive directors</i>							
獨立非執行董事							
Mr. Lam Wing Tai	林永泰先生	130	-	-	130	-	130
Mr. Lam Chi Keung	林芝強先生	130	-	-	130	-	130
Mr. Choi Wing Koon	蔡永冠先生	130	-	-	130	-	130
		447	5,313	54	5,814	4,496	10,310

Note (iii): Mr. Chan Shiu Kwong Stephen was appointed as a non-executive director of the Company on 1st March 2015.

附註(iii)：陳紹光先生於二零一五年三月一日獲委任為本公司非執行董事。

During the year, no director of the Company has waived any emoluments and no emoluments were paid or payable by the Group to any of the directors as an inducement to join or upon joining the Group, or as compensation for loss of office.

本公司董事年內概無放棄任何酬金，而本集團亦無向任何董事支付或應付任何酬金，作為彼等加入本集團或加入本集團時的獎勵或離職補償。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

36 INDIVIDUALS WITH HIGHEST EMOLUMENTS

The five individuals whose emoluments were the highest in the Group for the year included three Directors (2015: three) whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining two (2015: two) individuals during the year are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他酬金	3,585	2,991
Contributions to retirement scheme	退休計劃供款	36	36
		3,621	3,027

The emoluments fell within the following bands:

The emoluments of the two (2015: two) individuals with the highest emoluments are within the following bands:

		2016 二零一六年 Number of Individuals 人數	2015 二零一五年 Number of Individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	-	-
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至 2,000,000港元	1	2
HK\$2,000,001 to HK\$3,000,000	2,000,001港元至 3,000,000港元	1	-
		2	2

36 最高薪人士

於年內本集團五名最高薪人士包括三名(二零一五年:三名)董事,彼等之酬金詳情已於上文呈列之分析內披露。其餘兩名(二零一五年:兩名)人士於本年度之應付酬金如下:

此等薪酬在下列範圍內:

兩名(二零一五年:兩名)最高薪人士之薪酬在下列範圍內:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

37 OTHER INCOME

Continuing operations:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Sponsorship income	贊助收入	1,884	648
Screening income	試映會收入	172	186
Dividend income from available-for-sale financial assets	可供出售金融資產之 股息收入	20,473	-
Dividend income from financial assets at fair value through profit or loss	透過損益按公平值入賬之 金融資產之股息收入	297	-
Others	其他	46	-
		22,872	834

37 其他收入

持續經營業務：

38 OTHER GAINS/(LOSSES) – NET

Continuing operations:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(Loss)/gain on disposal of property, plant and equipment	出售物業、機器及設備之 (虧損)／收益	(95)	140
Waiver of accounts payable	應付賬款豁免	622	-
Net foreign exchange losses	匯兌虧損淨額	(644)	(482)
Others	其他	268	94
		151	(248)

38 其他收益／（虧損）－淨額

持續經營業務：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

39 INTEREST INCOME

Continuing operations:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Bank interest income	銀行利息收入	74	96
Interest income from a joint venture	合營公司之利息收入	224	218
Finance income in consolidated statement of comprehensive income	於綜合全面收益表內之財務收入	298	314
Loan interest income (included in total revenue and income in consolidated statement of comprehensive income)	貸款利息收入(計入綜合全面收益表內之總收益及收入)	8,450	5,224
Total interest income	利息收入總額	8,748	5,538

39 利息收入

持續經營業務：

40 TAXATION

(a) Income tax in the consolidated statement of comprehensive income

Continuing operations:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current tax	即期稅項		
Hong Kong Profits Tax	香港利得稅	1,390	12,307
Deferred tax (Note 30)	遞延稅項(附註30)		
Origination and reversal of temporary differences	暫時性差額的產生及撥回	(27,569)	25,059
Total	總計	(26,179)	37,366

The provision of Hong Kong Profits Tax is calculated at 16.5% (2015: 16.5%) of the estimated assessable profits for the year.

(a) 綜合全面收益表內之所得稅

持續經營業務：

香港利得稅撥備乃按年內估計應課稅溢利的16.5%(二零一五年：16.5%)計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

40 TAXATION (Continued)

- (a) Income tax in the consolidated statement of comprehensive income
(Continued)

Continuing operations: (Continued)

No provision for PRC Enterprise Income Tax has been made in the consolidated financial statements as the Group has no assessable profits for the year ended 30th June 2016 (2015: Nil).

No provision for profits tax in Bermuda and the British Virgin Islands has been made as the Group has no income or profit assessable for tax in these jurisdictions for the years ended 30th June 2016 and 2015.

- (b) Reconciliation between tax expenses and accounting profit at the applicable tax rates:

40 稅項 (續)

- (a) 綜合全面收益表內之所得稅 (續)

持續經營業務：(續)

並無於綜合財務報表內作出有關中國企業所得稅之撥備，原因為本集團於截至二零一六年六月三十日止年度並無產生應課稅溢利（二零一五年：無）。

並無就百慕達及英屬處女群島利得稅作出撥備，原因為本集團於截至二零一六年及二零一五年六月三十日止年度並無於該等司法權區產生應課稅收入或溢利。

- (b) 稅項開支與按適用稅率計算之會計溢利之對賬：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(Loss)/profit before income tax (from continuing operation)	除所得稅前(虧損)/溢利(來自持續經營業務)	(166,453)	198,296
Tax calculated at domestic tax rates applicable to profits or losses in the respective countries	在各有關國家的溢利或虧損按適用的當地稅率計算的稅項	(29,248)	32,649
Income not subject to tax	無須課稅之收入	(4,964)	(1,112)
Expenses not deductible for tax purpose	不可扣稅之費用	26,564	3,063
Utilisation of previously unrecognised tax losses	使用之前未確認之稅項虧損	(4,843)	(24)
Tax losses not recognised	未確認之稅項虧損	13,429	2,790
Tax effect of temporary difference recognised	已確認暫時性差額之稅務影響	(27,247)	-
Others	其他	130	-
Income tax (credit)/expense	所得稅(抵免)/開支	(26,179)	37,366

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

41 DISCONTINUED OPERATION AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

On 13th June 2016, the Company's wholly-owned subsidiary, Fragrant River Entertainment Culture (Holdings) Limited ("FRECH"), and Lucky Famous Limited, an independent vendor, entered into a sale and purchase agreement pursuant to which FRECH agreed to dispose to Lucky Famous Limited of its 51% equity interest in AP Group. Pursuant to the sale and purchase agreement, the initial consideration of HK\$20,400,000 is subject to downward adjustment. In the event that the audited consolidated profit after tax of AP Group for the period from 1st January 2016 to 31st December 2017 is less than HK\$16,000,000, the buyer shall, and the guarantors shall procure the buyer to, pay to Lucky Famous Limited the adjustment amount (the "Adjustment Amount") in accordance with the formula set out below:

$$A = \text{HK\$}20,400,000 - (\text{NP}/2) \times 5 \times 51\%$$

Where:

"A" means the amount of Adjustment Amount in HK\$; and

"NP" means the net profit for the period from 1st January 2016 to 31st December 2017. Where the NP is a negative figure, NP shall be deemed to be zero.

Subsequent to the end of the reporting period, the disposal of AP Group was completed on 1st July 2016.

The assets and liabilities attributable to the operations in AP Group, which is expected to be sold within twelve months, have been classified as a disposal group held for sale and are presented separately in the consolidated balance sheet.

41 已終止經營業務及分類為持作出售之出售組別

於二零一六年六月十三日，本公司之全資附屬公司香江娛樂文化（控股）有限公司（「香江娛樂文化」）與一名獨立賣方Lucky Famous Limited訂立一項買賣協議，據此，香江娛樂文化同意向Lucky Famous Limited出售其於愛拼集團之51%股權。根據該買賣協議，初始代價20,400,000港元可進行下調。倘愛拼集團於二零一六年一月一日至二零一七年十二月三十一日期間之經審核綜合除稅後溢利少於16,000,000港元，買方應及擔保人應促使買方根據以下所載公式向Lucky Famous Limited支付調整金額（「調整金額」）：

$$A = 20,400,000 \text{ 港元} - (\text{NP}/2) \times 5 \times 51\%$$

其中：

「A」指調整金額（港元）；及

「NP」指二零一六年一月一日及二零一七年十二月三十一日期間之淨溢利。倘NP為負數，則「NP」將視作為零。

於報告期末後，出售愛拼集團已於二零一六年七月一日完成。

歸屬於愛拼集團之資產及負債（預期將於十二個月內出售）已分類為持作出售之出售組別，並於綜合資產負債表內單獨呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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41 DISCONTINUED OPERATION AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (Continued)

The loss for the period from 14th December 2015 (date of acquisition) to 30th June 2016 from discontinued operation is analysed as follows:

41 已終止經營業務及分類為持作出售之出售組別 (續)

自二零一五年十二月十四日(收購日期)至二零一六年六月三十日止期間,來自已終止經營業務之虧損分析如下:

		AP Group 愛拼集團 HK\$'000 千港元
Revenue	收益	10,429
Cost of revenue	收益成本	(3,136)
		7,293
Administrative expenses	行政費用	(8,477)
Other income	其他收入	11
Other losses	其他虧損	(9)
Finance income	財務收入	2
Loss before tax for the period	期內除稅前虧損	(1,180)
Income tax expenses	所得稅開支	(422)
Loss after tax for the period	期內除稅後虧損	(1,602)
Attributable to:	以下各方應佔:	
Owners of the Company	本公司擁有人	(817)
Non-controlling interests	非控股權益	(785)
		(1,602)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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41 DISCONTINUED OPERATION AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (Continued)

The major classes of assets and liabilities of the disposal group held for sale classified as held for sales as at 30th June 2016 are as follows:

41 已終止經營業務及分類為持作出售之出售組別 (續)

於二零一六年六月三十日，分類為持作出售之出售組別的主要資產及負債類別如下：

		AP Group 愛拼集團 HK\$'000 千港元
Assets	資產	
Property, plant and equipment	物業、機器及設備	2,134
Accounts receivables	應收賬款	103
Amounts due from directors	應收董事款項	27
Deposits paid, prepayments and other receivables	已付訂金、預付款項及其他應收款項	2,758
Cash and cash equivalents	現金及現金等價物	1,359
Assets associated with disposal group classified as held for sale	分類為持作出售之出售組別之相關資產	6,381
Liabilities	負債	
Other payables and accrued charges	其他應付款項及應計支出	1,345
Deposits received	已收訂金	7,566
Taxation payable	應繳稅項	687
Liabilities associated with disposal group classified as held for sale	分類為持作出售之出售組別之相關負債	9,598
Net liabilities associated with disposal group classified as held for sale	分類為持作出售之出售組別之相關負債淨額	(3,217)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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41 DISCONTINUED OPERATION AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (Continued)

The net cash flows incurred by AP Group for the period from 15th December 2015 (date of acquisition) to 30th June 2016 are as follows:

41 已終止經營業務及分類為持作出售之出售組別 (續)

自二零一五年十二月十五日(收購日期)起至二零一六年六月三十日止期間愛拼集團產生之現金流量淨額如下:

		AP Group 愛拼集團 HK\$'000 千港元
Net cash outflow from operating activities	經營活動之現金流出淨額	(264)
Net cash outflow	現金流出淨額	(264)
		HK\$ 港元
Loss per share:	每股虧損:	
- Basic, from the discontinued operation	- 基本, 來自已終止經營業務	0.006
- Diluted, from the discontinued operation	- 攤薄, 來自已終止經營業務	0.006

The calculations of basic and diluted loss per share from the discontinued operation are based on:

來自已終止經營業務之每股基本及攤薄虧損乃基於下列各項計算:

		2016 二零一六年
Loss attributable to owners of the Company from discontinued operation for the period from the acquisition date to 30th June 2016 (HK\$'000)	收購日期至二零一六年六月三十日止期間本公司擁有人應佔來自已終止經營業務之虧損(千港元)	(817)
Weighted average number of ordinary shares in issue used in the basic loss per share calculation (Note 42 (a))	計算每股基本虧損所採用之已發行普通股加權平均數(附註42(a))	143,724,624

Diluted loss per share from discontinued operation for the year ended 30th June 2016 was the same as the basic loss per share from discontinued operation because the exercises of the Company's share options, warrants and convertible bonds would result in a decrease in loss per ordinary share from continuing operations for that year.

截至二零一六年六月三十日止年度, 來自已終止經營業務之每股攤薄虧損與來自已終止經營業務之每股基本虧損相同, 原因為行使本公司之購股權、認股權證及可換股票據將會導致該年度來自持續經營業務的每股普通股之虧損減少。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

42 (LOSS)/EARNINGS PER SHARE

(a) Basic

Basic (loss)/earnings per ordinary share is calculated by dividing the (loss)/profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		2016 二零一六年	2015 二零一五年 (As previously stated) (早前列示)
(Loss)/profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔 (虧損)/溢利 (千港元)		
– from continuing operations	– 來自持續經營業務	(139,973)	161,956
– from discontinued operation	– 來自已終止經營業務	(817)	–
– from continuing and discontinued operation	– 來自持續及已終止經營業務	(140,790)	161,956
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數	143,724,624	25,844,856
Basic (loss)/earnings per ordinary share (HK\$)	每股普通股基本 (虧損)/盈利 (港元)		
– from continuing and discontinued operation	– 來自持續及已終止經營業務	(0.980)	6.266
– from continuing operations	– 來自持續經營業務	(0.974)	6.266

(b) Diluted

Diluted loss per ordinary share for the year ended 30th June 2016 was the same as the basic loss per ordinary share because the exercises of the Company's share options, warrants and convertible bonds would result in a decrease in loss per ordinary share from continuing operations for that year.

42 每股 (虧損)/盈利

(a) 基本

每股普通股基本 (虧損)/盈利乃按本公司擁有人應佔 (虧損)/溢利除以本年度已發行普通股之加權平均數計算。

(b) 攤薄

於截至二零一六年六月三十日止年度，每股普通股之攤薄虧損與每股普通股之基本虧損相同，原因為行使本公司之購股權、認股權證及可換股票據將會導致該年度來自持續經營業務的每股普通股之虧損減少。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

42 (LOSS)/EARNINGS PER SHARE
(Continued)

(b) Diluted (Continued)

Profit attributable to owners of the Company (HK\$'000) and used to determine diluted earnings per ordinary share (HK\$'000)	
– from continuing and discontinued operations	
– from continuing operations	
Weighted average number of ordinary shares in issue	
Adjustment for share options	
Weighted average number of ordinary shares for diluted earnings per ordinary share	
Diluted earnings per ordinary share (HK\$)	
– from continuing and discontinued operations	
– from continuing operations	

The computation of diluted earnings per ordinary share for the year ended 30th June 2015 did not assume the conversion of the Company's warrants because the exercise prices of the Company's warrants were higher than the average market prices of the Company's shares during the year.

For the year ended 30th June 2015, the weighted average number of ordinary shares for the purpose of basic and diluted earnings per ordinary share has been restated and adjusted with (i) the effect of shares consolidation (10 shares consolidated into 1 share) in March 2016; and (ii) the effect of bonus element of the rights issue in August 2015 on the basis of 2 rights share for every 1 existing ordinary share, which occurred during the current year.

42 每股(虧損)/盈利(續)

(b) 攤薄(續)

2015
二零一五年
(Restated)
(經重列)

本公司擁有人應佔溢利(千港元)及用以釐定每股普通股攤薄盈利之溢利(千港元)		
– 來自持續及已終止經營業務		161,956
– 來自持續經營業務		161,956
已發行普通股之加權平均數		25,844,856
就購股權作出調整		339,818
每股普通股攤薄盈利之普通股加權平均數		26,184,674
每股普通股攤薄盈利(港元)		
– 來自持續及已終止經營業務		6.185
– 來自持續經營業務		6.185

計算截至二零一五年六月三十日止年度每股普通股之攤薄盈利時並無假設本公司之認股權證已獲兌換，原因為本公司認股權證之行使價高於年內本公司股份之平均市價。

截至二零一五年六月三十日止年度，用以計算每股普通股基本及攤薄盈利之普通股加權平均數已經重列，並已就(i)於二零一六年三月進行之股份合併(10股股份合併為1股股份)；及(ii)於二零一五年八月按每持有1股現有普通股獲發2股供股股份基準進行並已於本年度完成的供股之紅股因素影響作出調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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43 DIVIDENDS

The Board did not recommend the payment of a final dividend for the year ended 30th June 2016 (2015: Nil).

43 股息

董事會不建議派發截至二零一六年六月三十日止年度之末期股息（二零一五年：無）。

44 NET CASH USED IN OPERATING ACTIVITIES

44 營運活動所用之淨現金

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(Loss)/profit before tax for the year	年內之除稅前（虧損）／溢利		
From continuing operations	來自持續經營業務	(166,453)	198,296
From discontinued operation (Note 41)	來自已終止經營業務 (附註41)	(1,180)	-
Adjustments for:	就下列各項作出調整：		
- Dividend income from available-for-sale financial assets (Note 37)	- 可供出售金融資產 之股息收入（附註37）	(20,473)	-
- Depreciation of property, plant and equipment (Note 6)	- 物業、機器及設備之折舊 (附註6)	3,976	1,025
- Amortisation of film rights (Note 10)	- 電影版權之攤銷 (附註10)	8,891	15,936
- Amortisation of other intangible assets (Note 8)	- 其他無形資產之攤銷 (附註8)	135	-
- Fair value change on contingent consideration receivable (Note 22)	- 應收或然代價之公平值 變動（附註22）	(4,080)	-
- Fair value change on contingent consideration payable	- 應付或然代價之公平值 變動	(60)	-
- Impairment losses of interests in an associate (Note 12)	- 於一間聯營公司之權益 減值虧損（附註12）	18,421	-
- Impairment losses of film rights and films in progress (Note 10)	- 電影版權及製作中之電影 之減值虧損（附註10）	4,226	5,818
- Impairment losses of goodwill (Note 9)	- 商譽減值虧損（附註9）	29,923	-
- Increase in fair value of investment properties (Note 7)	- 投資物業之公平值增加 (附註7)	-	(500)
- Write-off of inventories (Note 19)	- 存貨之撇銷（附註19）	1,709	296
- Write-off of film related deposit	- 電影相關訂金之撇銷	417	-
- Reversal of write-down of inventories (Note 19)	- 撥回撇減存貨（附註19）	(317)	(266)
- Share based payment (Note 26)	- 以股份為基礎付款 (附註26)	3,576	9,398
- Net loss/(gain) on disposal of property, plant and equipment (Note 38)	- 出售物業、機器及設備之 虧損／（收益）淨額 (附註38)	95	(140)
- Gain on step acquisition of a subsidiary (Note 45(a))	- 分階段收購一間附屬公司 之收益（附註45(a)）	(1,571)	-
- Gain on disposal of subsidiaries (Note 46)	- 出售附屬公司之收益 (附註46)	-	(6)
- Finance income (Note 39)	- 財務收入（附註39）	(298)	(314)
- Finance costs (Note 33)	- 財務成本（附註33）	2,263	170
- Write-back of provision for impairment loss of an available-for-sale financial asset	- 可供出售金融資產減值虧 損撥備回撥	-	(969)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

44 NET CASH USED IN OPERATING ACTIVITIES (Continued)

44 營運活動所用之淨現金 (續)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
- Waiver of accounts payable (Note 38)	- 應付賬款豁免 (附註38)	(622)	-
- Share of (profits)/losses of associates	- 應佔聯營公司 (溢利)/虧損	(3,899)	38
- Share of loss of a joint venture	- 應佔一間合營公司虧損	224	218
- Fair value change and loss on redemption of convertible bonds	- 贖回可換股債券之公平值變動及虧損	1,813	-
Changes in working capital:	營運資金變動:		
- Inventories	- 存貨	11,240	(432)
- Accounts receivable	- 應收賬款	26,684	11,297
- Amount due from a joint venture	- 應收一間合營公司款項	10	(10)
- Loans receivable	- 應收貸款	(6,163)	1,930
- Loan to an associate	- 授予一間聯營公司之貸款	(5,000)	-
- Deposits paid, prepayments and other receivables	- 已付訂金、預付款項及其他應收款項	6,991	(52,763)
- Accounts payable	- 應付賬款	(107,118)	(4)
- Amount due to an associate	- 應付一間聯營公司之款項	1,941	-
- Other payable and accrued charges	- 其他應付款項及應計支出	(8,363)	209
- Deposits received	- 已收訂金	(5,347)	24,182
- Financial assets at fair value through profit or loss	- 透過損益按公平值入賬之金融資產	67,665	(254,794)
- Bank balances and cash - trust accounts	- 銀行結餘及現金 - 信託賬戶	51,724	-
Cash used in operations	營運所用之現金	(89,020)	(41,385)
Tax paid	已繳稅項	(11,884)	-
Net cash used in operating activities	營運活動所用之淨現金	(100,904)	(41,385)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
a. Disposal of property, plant and equipment	a. 出售物業、機器及設備		
Carrying amount (Note 6)	賬面值 (附註6)	95	-
Net (loss)/gain on disposal of property, plant and equipment (Note 38)	出售物業、機器及設備之 (虧損)/收益淨額 (附註38)	(95)	140
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備之所得款項	-	140

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

44 NET CASH USED IN OPERATING ACTIVITIES (Continued)

44 營運活動所用之淨現金 (續)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
b. Obligations under finance leases	b. 融資租賃承擔		
At the end of the year	年末	98	132
Less: At the beginning of the year	減：年初	(132)	(69)
Less: Additions	減：添置	-	(89)
Capital element of finance lease payments	支付融資租賃之資本部分	(34)	(26)

45 ACQUISITION OF SUBSIDIARIES

45 收購附屬公司

For the year ended 30th June 2016

截至二零一六年六月三十日止年度

(a) Step acquisition from associate to subsidiary of Winston Asia Limited

(a) 從聯營公司到附屬公司的分階段收購 – Winston Asia Limited

Pursuant to the sale and purchase agreement entered into between Fragrant River Entertainment Culture (Holdings) Limited ("FREC"), a wholly-owned subsidiary of the Company, and the other shareholder of Winston (the "Other Shareholder") on 7th May 2015, the remaining 79.99% equity interest of Winston, a then associate of the Group, was acquired by the Group from the Other Shareholder (the "Step Acquisition"). Winston and its subsidiaries are principally engaged in trading, wholesaling and retailing of watches and jewellery products. The total consideration would be settled by issuing convertible bonds with an aggregate principal amount of HK\$64,000,000. The Step Acquisition was completed on 31st July 2015. The Group considers that the step acquisition provides a good opportunity to diversify the Group's business and broaden the income source of the Group.

根據本公司之全資附屬公司香江娛樂文化(控股)有限公司(「香江娛樂文化」)與Winston之其他股東(「其他股東」)於二零一五年五月七日訂立之買賣協議,本集團向其其他股東收購Winston(本集團當時之聯營公司)的剩餘79.99%股權(「分階段收購」)。Winston及其附屬公司主要從事鐘錶及珠寶產品的貿易、批發及零售業務。總代價將透過發行本金總額64,000,000港元之可換股債券結付。分階段收購已於二零一五年七月三十一日完成。本集團認為,分階段收購為本集團提供一個多元化本集團業務及擴大本集團收入來源之良機。

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45 ACQUISITION OF SUBSIDIARIES
(Continued)

For the year ended 30th June 2016
(Continued)

(a) Step acquisition from associate to subsidiary of Winston Asia Limited
(Continued)

The following summarises the acquisition date fair value of the total consideration transferred:

	HK\$'000 千港元
Fair value of convertible bonds issued	62,994
已發行可換股債券之公平值	62,994

The Group has engaged Grant Sherman Appraisal Limited, an independent firm of professional valuers, to assess the fair value of the convertible bonds at initial recognition. The fair value of convertible bonds is determined by using the Binomial Option Pricing Model. The convertible bonds were fully redeemed on 28th June 2016.

The following summarises the total consideration and the amounts of the assets acquired and liabilities assumed, as well as the amount of intangible assets and goodwill arising from the acquisition recognised at 31st July 2015 (the date of acquisition):

	HK\$'000 千港元
ASSETS	
Non-current assets	
Property, plant and equipment	1,169
Other intangible assets – brand name (Note 8)	1,108
	2,277
Current assets	
Inventories	21,095
Accounts receivable	5,243
Deposits paid, prepayments and other receivables	3,085
Cash and cash equivalents	1,471
	30,894

45 收購附屬公司 (續)

截至二零一六年六月三十日止年度 (續)

(a) 從聯營公司到附屬公司的分階段收購 – Winston Asia Limited (續)

下表概述於收購日期已轉讓總代價的公平值：

	HK\$'000 千港元
Fair value of convertible bonds issued	62,994
已發行可換股債券之公平值	62,994

本集團已委聘獨立專業估值師行中證評估有限公司評估可換股債券於初步確認時之公平值。可換股債券之公平值乃運用二項式期權定價模型進行釐定。可換股債券已於二零一六年六月二十八日悉數贖回。

下表概述於二零一五年七月三十一日 (收購日期) 確認的總代價、所收購資產及所承擔負債的金額、以及無形資產金額及因收購產生的商譽金額：

	HK\$'000 千港元
ASSETS	
Non-current assets	
Property, plant and equipment	1,169
Other intangible assets – brand name (Note 8)	1,108
	2,277
Current assets	
Inventories	21,095
Accounts receivable	5,243
Deposits paid, prepayments and other receivables	3,085
Cash and cash equivalents	1,471
	30,894

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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45 ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 30th June 2016

(Continued)

(a) Step acquisition from associate to subsidiary of Winston Asia Limited

(Continued)

45 收購附屬公司 (續)

截至二零一六年六月三十日止年度 (續)

(a) 從聯營公司到附屬公司的分階段收購 – Winston Asia Limited (續)

		HK\$'000 千港元
LIABILITIES	負債	
Current liabilities	流動負債	
Other payables and accrued charges	其他應付款項及應計支出	(4,427)
Taxation payables	應付稅項	(2,975)
Bank borrowings	銀行借貸	(2,000)
		(9,402)
Total identifiable net assets at fair value	按公平值計算之可辨認淨資產總值	23,769
Fair value of the equity interest held immediately before the Step Acquisition	緊接分階段收購前所持有股權之公平值	(6,796)
Goodwill arising on Step Acquisition (Note 9)	分階段收購產生之商譽 (附註9)	46,021
Total consideration	總代價	62,994

The fair values and gross contractual amount of accounts receivable and other receivables as at the date of acquisition amounted to HK\$5,243,000 and HK\$1,061,000 respectively. No accounts receivable and other receivables were expected to be uncollectible.

應收賬款及其他應收款項於收購日期的公平值及總合約金額分別為5,243,000港元及1,061,000港元。預計並無不可回收之應收賬款及其他應收款項。

		HK\$'000 千港元
Net cash inflow on Step Acquisition:	分階段收購產生之現金流入淨額：	
Net cash acquired from Step Acquisition	分階段收購獲得之現金淨額	1,471

The transaction costs of approximately HK\$1,313,000 have been excluded from the consideration transferred and included in 'administrative expenses' in the consolidated statement of comprehensive income for the year ended 30th June 2016.

約1,313,000港元之交易成本並未計入所轉讓代價，其在截至二零一六年六月三十日止年度之綜合全面收益表中列作「行政費用」。

45 ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 30th June 2016

(Continued)

(a) Step acquisition from associate to subsidiary of Winston Asia Limited

(Continued)

The Group recognised a gain on step acquisition of HK\$1,571,000 as a result of remeasurement at fair value of its 20.01% equity interest in Winston held before the Step Acquisition. The gain on step acquisition of a subsidiary is included in the consolidated statement of comprehensive income for the year ended 30th June 2016.

The goodwill arising from the acquisition is attributable to the synergies expected to arise from the business combination and future growth and profitability of Winston. None of the goodwill recognised is expected to be deductible for income tax purposes.

Winston contributed approximately HK\$54,333,000 to the Group's total revenue and income and approximately HK\$614,000 profit to the Group's loss before tax, for the period between the date of completion of the step acquisition and 30th June 2016.

If the acquisition of Winston had been completed on 1st July 2015, the Group's total revenue and income and loss after tax for the year would have been approximately HK\$13,123,000 and approximately HK\$136,653,000 respectively. The proforma information is for illustrative purposes only and is not necessarily an indication of the total revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1st July 2015, nor is intended to be a projection of future results.

45 收購附屬公司 (續)

截至二零一六年六月三十日止年度 (續)

(a) 從聯營公司到附屬公司的分階段收購—Winston Asia Limited (續)

本集團就分階段收購前所持有Winston的20.01%股權作公平值重新計量，確認一項分階段收購之收益為1,571,000港元。該項分階段收購一間附屬公司之收益計入截至二零一六年六月三十日止年度的綜合全面收益表。

收購產生之商譽乃源自業務合併預期將產生之協同效應以及Winston日後的增長及盈利能力。所確認之商譽預計不能用於扣減所得稅。

於分階段收購完成日起至二零一六年六月三十日止期間，Winston對本集團總收益及收入之貢獻約為54,333,000港元，及對本集團除稅前虧損貢獻溢利約614,000港元。

倘收購Winston於二零一五年七月一日已完成，本集團於本年度的總收益及收入以及除稅後虧損將分別為約13,123,000港元及約136,653,000港元。本備考資料僅作說明用途，並不一定意味著倘收購於二零一五年七月一日完成，本集團實際能實現的總收益及經營業績，亦不應視作對未來業績的預測。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

45 ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 30th June 2016

(Continued)

(b) Acquisition of Win Fung Securities Limited

On 21st August 2015, Rising Fame International Limited, a wholly owned subsidiary of the Company, entered into an agreement with two independent third party vendors to acquire the entire interest of Win Fung at a cash consideration of HK\$73,000,000. Win Fung is a licensed corporation under the Securities and Futures Ordinance and authorised to engage in the following regulated activities: (i) Type 1: Dealing in securities; and (ii) Type 4: Advising on securities. The principal activities of Win Fung are provision of securities brokerage services and margin financing to clients. The management considers that such acquisition will enable the Group to diversify its business into the financial services industry and broaden revenue sources of the Group. The acquisition was completed on 17th November 2015.

The following summarises the total consideration and the amounts of the assets acquired and liabilities assumed, as well as the amount of intangible assets and goodwill arising from the acquisition recognised at 17th November 2015 (the date of acquisition):

45 收購附屬公司 (續)

截至二零一六年六月三十日止年度 (續)

(b) 收購永鋒證券有限公司

於二零一五年八月二十一日，本公司一間全資附屬公司，昇名國際有限公司與兩名獨立第三方賣方訂立協議，以收購永鋒全部股權，現金代價為73,000,000港元。永鋒為一間根據證券及期貨條例獲授權從事下列受規管活動之持牌法團：(i)第1類：證券交易；及(ii)第4類：就證券提供意見。永鋒之主要業務為客戶提供證券經紀服務及孖展融資。管理層認為，收購事項將有助本集團多元化其業務，向金融服務行業發展，並拓寬本集團的收入來源。收購已於二零一五年十一月十七日完成。

下表概述於二零一五年十一月十七日（收購日期）確認的總代價、所收購資產及所承擔負債的金額、以及無形資產金額及因收購產生的商譽金額：

		HK\$'000 千港元
ASSETS	資產	
Non-current assets	非流動資產	
Property, plant and equipment	物業、機器及設備	1,554
Other intangible assets – trading rights (Note 8)	其他無形資產 – 貿易權 (附註8)	11,400
		12,954
Current assets	流動資產	
Accounts receivable	應收賬款	231,776
Deposits paid, prepayments and other receivables	已付訂金、預付款項及其他應收款項	982
Cash and cash equivalents	現金及現金等價物	8,809
Bank balances – trust accounts	銀行結餘 – 信託賬戶	168,391
		409,958
LIABILITIES	負債	
Current liabilities	流動負債	
Accounts payable	應付賬款	(357,631)
Other payables and accrued charges	其他應付款項及應計支出	(8,536)
Taxation payables	應付稅項	(1,809)
Borrowings	借貸	(10,000)
		(377,976)
Total identifiable net assets at fair value	按公平值計算之可辨認淨資產總值	44,936
Goodwill arising on acquisition (Note 9)	收購產生之商譽 (附註9)	28,064
Total consideration	總代價	73,000

45 ACQUISITION OF SUBSIDIARIES
(Continued)

For the year ended 30th June 2016
(Continued)

(b) Acquisition of Win Fung Securities Limited (Continued)

The fair values and gross contractual amount of accounts receivable and other receivables as at the date of acquisition amounted to HK\$231,776,000 and HK\$Nil respectively. No accounts receivable and other receivables were expected to be uncollectible.

Net cash outflow on acquisition of Win Fung:

Cash consideration paid
Net cash acquired from the subsidiary

收購永鋒產生之現金流出淨額：

已付現金代價
從附屬公司收購的現金淨額

HK\$'000
千港元

(73,000)
8,809
(64,191)

The transaction costs of HK\$570,000 have been excluded from the consideration transferred and included in 'administrative expenses' in the consolidated statement of comprehensive income.

The goodwill arising from the acquisition of Win Fung is attributable to the future growth and profitability in relation to the provision of securities brokerage services and margin financing to clients. None of the goodwill recognised is expected to be deductible for income tax purposes.

Win Fung contributed HK\$16,072,000 to the Group's total revenue and income and approximately HK\$2,509,000 profit to the Group's loss after tax, for the period between the date of acquisition and the end of the reporting period.

If the acquisition of Win Fung had been completed on 1st July 2015, the Group's total revenue and income and loss after tax for the year would have been HK\$17,593,000 and HK\$139,614,000 respectively. The proforma information is for illustrative purposes only and is not necessarily an indication of the total revenue and income and loss after tax of the Group that actually would have been achieved had the acquisition been completed on 1st July 2015, nor is intended to be a projection of future results.

截至二零一六年六月三十日
止年度(續)

(b) 收購永鋒證券有限公司
(續)

應收賬款及其他應收款項於收購日期的公平值及總合約金額分別為231,776,000港元及零港元。預計並無不可回收之應收賬款及其他應收款項。

570,000港元之交易成本並未從所轉讓代價中扣除，其在綜合全面收益表中列作「行政費用」。

收購永鋒產生之商譽乃源自向客戶提供證券經紀服務及孖展融資方面的日後增長及盈利能力。概無已確認商譽預期可作扣除所得稅用途。

於收購日期起至報告期末止期間，永鋒對本集團總收益及收入貢獻16,072,000港元，及對本集團除稅後虧損貢獻溢利約2,509,000港元。

倘收購永鋒於二零一五年七月一日已完成，本集團於本年度的總收益及收入以及除稅後虧損將分別為17,593,000港元及139,614,000港元。本備考資料僅作說明用途，並不一定意味著倘收購於二零一五年七月一日完成，本集團實際能實現的總收益及收入以及除稅後虧損，亦不應視作對未來業績的預測。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

45 ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 30th June 2016

(Continued)

(c) Acquisition of AP Group Investment Holdings Limited

On 12th October 2015, FREC, a direct wholly owned subsidiary of the Company, entered into an agreement with four independent third party vendors to acquire 51% equity interest of AP Group for consideration of HK\$20,400,000 (subject to downward adjustment in respect of the guaranteed profit as described in the sale and purchase agreement). AP Group is principally engaged in provision of education and training programs in relation to self-improvement and self-enhancement in Hong Kong and the PRC. The management considers that such acquisition will enable the Group to tap into the business of education and training program and broaden revenue sources of the Group. The acquisition was completed on 14th December 2015.

The potential undiscounted amount of all future payments that the Group could receive under this arrangement is between HK\$0 and HK\$20,400,000.

The fair value of the contingent consideration receivable of HK\$6,850,000 was estimated by applying the discounted cash flow approach. The fair value estimates are based on a discount factor of 10.6% and probability-weighted profit of AP Group of HK\$2,882,000 to HK\$17,367,000. This is a level 3 fair value measurement.

45 收購附屬公司 (續)

截至二零一六年六月三十日止年度 (續)

(c) 收購愛拼集團控股有限公司

於二零一五年十月十二日，本公司直接全資附屬公司，香江娛樂文化與四名獨立第三方賣方訂立協議，以收購愛拼集團51%股權，代價為20,400,000港元（可視乎買賣協議訂明的擔保溢利下調）。愛拼集團主要於香港及中國從事提供有關自我改善及自我提升的教育及培訓項目。管理層認為，該收購有助於本集團進軍教育及培訓項目業務並擴闊本集團的收入來源。收購已於二零一五年十二月十四日完成。

本安排項下本集團可能收取所有未來付款的潛在未貼現金額介乎零港元至20,400,000港元。

應收或然代價之公平值6,850,000港元乃使用折現現金流量法估計。公平值估計乃基於貼現系數10.6%及愛拼集團之可能性加權溢利2,882,000港元至17,367,000港元計算。此屬於第三級公平值計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

45 ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 30th June 2016

(Continued)

(c) Acquisition of AP Group Investment Holdings Limited (Continued)

As at 30th June 2016, there was fair value increase of HK\$4,080,000 (Note 22) recognised in the consolidated statement of comprehensive income for the contingent consideration receivable, as the assumed probability-weighted profit in AP Group was recalculated to be approximately HK\$3,286,000 to HK\$10,035,000.

The following summarises the acquisition date fair value of the total consideration transferred:

45 收購附屬公司 (續)

截至二零一六年六月三十日止年度 (續)

(c) 收購愛拼集團控股有限公司 (續)

於二零一六年六月三十日，已於綜合全面收益表內就或然應收代價確認公平值增加4,080,000港元（附註22），原因為愛拼集團的可能性加權溢利由約3,286,000港元重新計算為10,035,000港元。

下表概述於收購日期已轉讓總代價的公平值：

		HK\$'000 千港元
Cash consideration	現金代價	20,400
Contingent consideration arrangement (Note 22)	或然代價安排 (附註22)	(6,850)
Total consideration	總代價	13,550

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

45 ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 30th June 2016
(Continued)

(c) Acquisition of AP Group Investment Holdings Limited (Continued)

The following summarises the total consideration and the amounts of the assets acquired and liabilities assumed, as well as the amount of goodwill arising from the acquisition recognised at the date of acquisition:

45 收購附屬公司 (續)

截至二零一六年六月三十日
止年度 (續)

(c) 收購愛拼集團控股有限公司 (續)

下表概述於收購日期確認的總代價、所收購資產及所承擔負債的金額、以及收購產生的商譽金額：

		HK\$'000 千港元
ASSETS	資產	
Non-current asset	非流動資產	
Property, plant and equipment	物業、機器及設備	3,032
Current assets	流動資產	
Accounts receivable	應收賬款	324
Deposits paid, prepayments and other receivables	已付訂金、預付款項及 其他應收款項	2,638
Cash and cash equivalents	現金及現金等價物	1,623
		4,585
LIABILITIES	負債	
Current liabilities	流動負債	
Accounts payable	應付賬款	(642)
Other payables and accrued charges	其他應付款項及應計支出	(7,190)
Tax payable	應繳稅項	(611)
		(8,443)
Total identifiable net assets at fair value	按公平值計算之可辨認淨資產總值	(826)
Non-controlling interests	非控股權益	405
Goodwill arising on acquisition (Note 9)	收購產生之商譽 (附註9)	13,971
Total consideration	總代價	13,550

45 ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 30th June 2016
(Continued)

(c) Acquisition of AP Group Investment Holdings Limited (Continued)

The fair values and gross contractual amount of accounts receivable and other receivables as at the date of acquisition amounted to HK\$324,000 and HK\$589,000 respectively. No accounts receivable and other receivables were expected to be uncollectible.

Net cash outflow on acquisition of AP Group:	收購愛拼集團產生之現金流出淨額：	HK\$'000 千港元
Cash consideration paid	已付現金代價	(20,400)
Net cash acquired from the subsidiary	從附屬公司收購的現金淨額	1,623
		(18,777)

The non-controlling interests recognised at the acquisition date were measured by reference to the non-controlling interests proportionate share of the recognised amounts of acquiree's identifiable net assets.

The transaction costs of approximately HK\$417,000 have been excluded from the consideration transferred and included in 'administrative expenses' in the consolidated statement of comprehensive income for the year ended 30th June 2016.

The goodwill arising on the acquisition of AP Group is attributable to the future growth and profitability expected to arise from the business combination. None of the goodwill is expected to be deductible for income tax purposes.

AP Group contributed approximately HK\$10,429,000 to the Group's total revenue and income and approximately HK\$1,602,000 loss to the Group's loss after tax, for the period between the date of acquisition and 30th June 2016.

45 收購附屬公司 (續)

截至二零一六年六月三十日止年度 (續)

(c) 收購愛拼集團控股有限公司 (續)

應收賬款及其他應收款項於收購日期的公平值及總合約金額分別為324,000港元及589,000港元。預計並無不可回收之應收賬款及其他應收款項。

於收購日期確認之非控股權益乃參考非控股權益應佔被收購方可辨認資產淨值已確認金額之比例計量。

約417,000港元之交易成本並未從所轉讓代價中扣除，其在截至二零一六年六月三十日止年度的綜合全面收益表中列作「行政費用」。

收購愛拼集團產生之商譽源自業務合併預期帶來日後的增長及盈利能力。概無商譽預計可用於扣減所得稅。

於收購日期起至二零一六年六月三十日止期間，愛拼集團對本集團總收益及收入貢獻約為10,429,000港元，及對本集團除稅後虧損貢獻虧損約為1,602,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

45 ACQUISITION OF SUBSIDIARIES

(Continued)

For the year ended 30th June 2016

(Continued)

(c) Acquisition of AP Group Investment Holdings Limited (Continued)

If the acquisition of AP Group had been completed on 1st July 2015, the Group's revenue and income and loss after tax for the year would have been approximately HK\$17,587,000 and approximately HK\$141,205,000 respectively. The proforma information is for illustrative purposes only and is not necessarily an indication of the total revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1st July 2015, nor is intended to be a projection of future results.

For the year ended 30th June 2015

(d) Acquisition of Fine Ocean Limited

On 7th May 2015, Precise Reach Group Limited, an indirect wholly-owned subsidiary of the Company, acquired 80% of the issued share capital of Fine Ocean Limited.

The following summarises the acquisition date fair value of the total consideration transferred:

		HK\$'000 千港元
Consideration:	代價：	
Cash	現金	2,405
Total consideration	總代價	2,405

45 收購附屬公司 (續)

截至二零一六年六月三十日止年度 (續)

(c) 收購愛拼集團控股有限公司 (續)

倘收購愛拼集團於二零一五年七月一日已完成，本集團於本年度的收益及收入以及除稅後虧損將分別為約17,587,000港元及約141,205,000港元。本備考資料僅作說明用途，並不一定意味著倘收購於二零一五年七月一日已完成，本集團實際能實現的總收益及經營業績，亦不擬視作對未來業績的預測。

截至二零一五年六月三十日止年度

(d) 收購海越有限公司

於二零一五年五月七日，本公司之間接全資附屬公司精達集團有限公司收購海越有限公司80%已發行股本。

下表概述已轉讓總代價之收購日期公平值：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

45 ACQUISITION OF SUBSIDIARIES
(Continued)

For the year ended 30th June 2015
(Continued)

(d) Acquisition of Fine Ocean Limited
(Continued)

The following summarises the total consideration and the amounts of the assets acquired and liabilities assumed, as well as the amount of goodwill arising from the acquisition recognised at the date of acquisition:

45 收購附屬公司 (續)

截至二零一五年六月三十日
止年度 (續)

(d) 收購海越有限公司 (續)

下表概述於收購日期確認之總代價以及所收購資產及所承擔負債的金額，以及因該收購事項產生之商譽之金額：

		HK\$'000 千港元
ASSETS		
Non-current asset		
Property, plant and equipment	物業、機器及設備	347
Current assets		
Accounts receivable	應收賬款	8
Inventories	存貨	2,471
Cash and cash equivalents	現金及現金等價物	5
		2,484
LIABILITIES		
Current liabilities		
Other payables and accrued charges	其他應付款項及應計支出	(1,370)
Deposits received	已收訂金	(97)
		(1,467)
Total identifiable net assets at fair value	按公平值計算之可辨認淨資產總值	1,364
Non-controlling interests	非控股權益	(273)
Goodwill arising on acquisition	收購產生之商譽	1,314
Total consideration	總代價	2,405
		HK\$'000 千港元
Net cash outflow on acquisition of Fine Ocean:		
收購海越產生之現金流出淨額：		
Cash consideration paid	已付現金代價	(2,405)
Net cash acquired from the subsidiary	自附屬公司收購之現金淨額	5
		(2,400)

45 ACQUISITION OF SUBSIDIARIES (Continued)

For the year ended 30th June 2015
(Continued)

(d) Acquisition of Fine Ocean Limited (Continued)

The non-controlling interests recognised at the acquisition date were measured by reference to the non-controlling interests proportionate share of the recognised amounts of acquiree's identifiable net assets.

The transaction costs of approximately HK\$60,000 have been excluded from the consideration transferred and included in "administrative expenses" in the consolidated statement of comprehensive income for the year ended 30th June 2015.

The goodwill arising on the acquisition of Fine Ocean is attributable to the future growth and profitability expected to arise from the business combination. None of the goodwill is expected to be deductible for income tax purposes.

If the acquisition of Fine Ocean had been completed on 1st July 2014, the Group's revenue and income and profit after tax for the year would have been approximately HK\$304,268,000 and approximately HK\$161,263,000 respectively. The proforma information is for illustrative purposes only and is not necessarily an indication of the total revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1st July 2014, nor is intended to be a projection of future results.

45 收購附屬公司 (續)

截至二零一五年六月三十日
止年度 (續)

(d) 收購海越有限公司 (續)

於收購日期確認之非控股權益乃參考非控股權益應佔被收購方可辨認資產淨值已確認金額之比例計量。

約60,000港元之交易成本已自所轉讓代價中剔除，並於截至二零一五年六月三十日止年度之綜合全面收益表之「行政費用」內列賬。

因收購海越產生之商譽乃歸屬於因業務合併預期將帶來的未來增長及盈利能力。商譽預期將不可用於扣減所得稅的用途。

倘已於二零一四年七月一日完成收購海越，本集團之於該年度收益及收入以及除稅後溢利將分別為約304,268,000港元及約161,263,000港元。備考資料僅供說明之用，而非作為倘該收購事項已於二零一四年七月一日完成，本集團經營業務將可能實現之實際總收益及業績之指示，亦非有意預測未來業績。

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46 DISPOSAL OF A SUBSIDIARY

For the year ended 30th June 2015

On 10th September 2014, Mutual Faith Investment Limited, an indirect wholly-owned subsidiary of the Company, disposed the entire issued share capital in Ever Rainbow Corporation Limited, an indirect wholly-owned subsidiary of the Company, to Mr. Lam Shiu Ming, Daneil, the Chairman and an executive Director of the Company for a consideration of HK\$1.

The aggregate net assets of the disposed entity at the date of disposal were as follows:

		2015 二零一五年 HK\$'000 千港元
Consideration	代價	-
Less: Net assets	減：資產淨值	
Other current liabilities	其他流動負債	(6)
		(6)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	6

46 出售一間附屬公司

截至二零一五年六月三十日止年度

於二零一四年九月十日，本公司一間間接全資附屬公司普信投資有限公司向本公司主席兼執行董事林小明先生出售本公司一間間接全資附屬公司恒虹有限公司之全部已發行股本，代價為1港元。

於出售日期，所出售實體之資產淨值總額如下：

47 BANKING FACILITIES

At 30th June 2016, the banking facilities of the Group are secured by trading securities held by the former shareholder of a subsidiary. Such banking facilities amounted to HK\$8,000,000 (2015: Nil) were utilised to the extent of HK\$4,020,000 at 30 June 2016 (2015: Nil).

48 PENDING LITIGATIONS

(a) A court action was commenced in the Court of First Instance of the Hong Kong Special Administrative Region on 17th April 2002 by The Star Overseas Limited ("Star"), an independent third party, against Universe Entertainment Limited ("UEL"), an indirect wholly-owned subsidiary of the Company.

47 銀行融資

於二零一六年六月三十日，本集團之銀行融資乃由一間附屬公司之前股東持有之交易證券作為抵押。該等銀行融資之金額為8,000,000港元（二零一五年：無），於二零一六年六月三十日已動用4,020,000港元（二零一五年：無）。

48 未決訴訟

(a) 於二零零二年四月十七日，獨立第三方星輝海外有限公司（「星輝」）對本公司之一間間接全資附屬公司寰宇娛樂有限公司（「寰宇娛樂」）於香港特別行政區原訟法庭展開一項法庭訴訟。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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48 PENDING LITIGATIONS (Continued)

(a) (Continued)

By the above action, Star alleges that a sum of US\$935,872 (equivalent to HK\$7,299,799) was payable by UEL to Star as its share of the revenue of the movie entitled “Shaolin Soccer” (the “Movie”).

Pursuant to an Order (the “Order”) made by the High Court on 21st February 2003, the UEL was ordered and had paid to Star a sum of HK\$5,495,700, being part of the licence fee of the Movie received by UEL from Miramax Films (being the licensee of the Movie) and which was also part of the sum claimed by Star. Pursuant to the Order, UEL is also liable to pay Star interest in the sum of HK\$350,905 and some of the costs of the application leading to the making of the Order, all of which have been settled. As the Order has not disposed of all the claims of US\$935,872 (equivalent to HK\$7,299,799) by Star, UEL is entitled to continue to defend the claim by Star for recovering the remaining balance in the sum of approximately HK\$1,804,099 (HK\$7,299,799 less HK\$5,495,700).

On 30th April 2002, UEL issued a Writ of Summons against Star for the latter’s wrongful exploitation of certain rights in the Movie co-owned by both parties. UEL claimed to recover all losses and damages suffered by UEL as a result of the wrongful exploitation.

On 9th September 2002, Universe Laser & Video Co. Limited (“ULV”), an indirect wholly-owned subsidiary of the Company, issued a Writ of Summons against Star for the latter’s infringement of the licensed rights in the Movie held by ULV. ULV claimed to recover all losses and damages suffered by ULV as a result of the said infringement.

48 未決訴訟 (續)

(a) (續)

星輝在上述訴訟中指稱寰宇娛樂應向其支付935,872美元(相當於7,299,799港元),作為分享一齣名為「少林足球」之電影(「該電影」)之部分收入。

根據高等法院於二零零三年二月二十一日頒發之指令(「該指令」),寰宇娛樂遭頒令及已向星輝支付5,495,700港元,即寰宇娛樂就該電影而從Miramax Films(即該電影之版權持有人)收取之部分版權費及星輝索償之部分金額。根據該指令,寰宇娛樂亦須向星輝支付金額350,905港元之利息及申請該指令所耗部分費用,有關費用均已支付。由於該指令並無解決星輝為數935,872美元(相當於7,299,799港元)之所有索償,故此寰宇娛樂有權繼續就星輝追討餘下為數約1,804,099港元(即7,299,799港元減5,495,700港元)之款項進行抗辯。

於二零零二年四月三十日,寰宇娛樂向星輝發出傳訊令狀,指後者不當地使用屬於雙方共同擁有之該電影中之若干權利。寰宇娛樂追討因該不當使用權利而令其蒙受之一切損失及損害。

於二零零二年九月九日,本公司之一間間接全資附屬公司寰宇鐳射錄影有限公司(「寰宇鐳射」)因指星輝侵犯寰宇鐳射就該電影所持的特許權利而向其發出傳訊令狀。寰宇鐳射追討因上述侵權行為而令其蒙受之一切損失及損害。

48 PENDING LITIGATIONS (Continued)

(a) (Continued)

In the opinion of legal counsel, it is premature to predict the outcome of the claim against UEL. The Board is of the opinion that the outcome of the said claim made against UEL will have no material financial impact to the Group for the year ended 30th June 2016.

- (b) On 1st September 2008, Koninklijke Philips Electronics N.V. ("KPE") issued a Writ of Summons against among other persons, the Company, ULV and Mr. Lam Shiu Ming, Daneil (one of the Directors), being three of the defendants named therein, in respect of damages arising from alleged infringement of the patents regarding Video Compact Disc owned by KPE.

In the opinion of legal counsel, it is premature to predict the outcome of the said claim made against the Company, ULV and Mr. Lam Shiu Ming, Daneil. The Board is of the opinion that the outflow of economic benefits cannot be reliably estimated and accordingly no provision for any liability that may result has been made in the consolidated financial statements.

- (c) On 8th January 2010, KPE issued a Writ of Summons against among other persons, the Company, ULV and Mr. Lam Shiu Ming, Daneil (one of the Directors), being three of the defendants named therein, in respect of damages arising from alleged infringement of the patents regarding Digital Video Disc owned by KPE.

In June 2012, the action was discontinued against the Company and Mr. Lam Shiu Ming, Daneil. The claim made against ULV has been agreed with KPE and settled by ULV and appropriate legal costs provision was recognised accordingly in the consolidated financial statements for the year ended 30th June 2012.

48 未決訴訟 (續)

(a) (續)

根據法律顧問之意見，現階段預測對寰宇娛樂的上述索償結果尚屬為時過早。董事會認為對寰宇娛樂的上述索償之結果不會於截至二零一六年六月三十日止年度對本集團構成重大財務影響。

- (b) 於二零零八年九月一日，Koninklijke Philips Electronics N.V. (「KPE」)向(其中包括)本公司、寰宇鐳射及林小明先生(其中一名董事)(傳訊令狀上之其中三名被告)發出有關因聲稱侵犯KPE所持有關影音光碟的專利權而產生之損失之傳訊令狀。

根據法律顧問之意見，現階段預測對本公司、寰宇鐳射及林小明先生的上述索償結果尚屬為時過早。董事會認為有關的經濟利益流出未能可靠地估計，故並無在綜合財務報表內就可能產生的任何負債作出撥備。

- (c) 於二零一零年一月八日，KPE向(其中包括)本公司、寰宇鐳射及林小明先生(其中一名董事)(傳訊令狀上之其中三名被告)發出有關因聲稱侵犯KPE所持有關數碼影音光碟的專利權而產生之損失之傳訊令狀。

於二零一二年六月，對本公司及林小明先生之訴訟已作終止。對寰宇鐳射之索償已與KPE達成協議及已由寰宇鐳射結清，並已於截至二零一二年六月三十日止年度之綜合財務報表內相應地確認適當的法律費用撥備。

48 PENDING LITIGATIONS (Continued)

(c) (Continued)

No additional provision has been made in the consolidated financial statements for the year ended 30th June 2016. Based on the consultation with legal counsel, no further material outflow of economic benefits will be incurred for ULV.

(d) Universe Artiste Management Limited (“UAM”) commenced Court of First Instance Action against Kwong Ling and Oriental Prosperous Int’l Entertainments Limited (collectively the “Defendants”) on 30th June 2014 claiming inter alia for a declaration that UAM is entitled to extend/renew the term of the Artist Management Contract of the Defendants with UAM (the “Artist Management Contract”) for 5 years as from 3rd May 2014 to 2nd May 2019.

The Defendants filed their defence and counterclaim on 29th September 2014. By such counterclaim, the Defendants claiming against UAM inter alia for a declaration that the Artist Management Contract was void and unenforceable, the Artist Management Contract to be rescinded, damages for breach of the Artist Management Contract and for breach of fiduciary duties, a declaration that UAM is liable to account to the Defendants and an order for payment of all sums found to be due by UAM to the Defendants.

In the opinion of legal counsel, it is premature to predict the outcome of the said claim against UAM. The Board considers that the amounts of counterclaim by the Defendants against UAM is insignificant to the Group as a whole.

Save as disclosed above, as at 30th June 2016, no litigation or claim of material importance is known to the directors to be pending against either the Company or any of its subsidiaries.

48 未決訴訟 (續)

(c) (續)

概無於截至二零一六年六月三十日止年度之綜合財務報表內作出其他撥備。根據法律顧問的諮詢意見，寰宇鏞射並無面臨進一步的重大經濟利益流出。

(d) 於二零一四年六月三十日，寰宇藝人管理有限公司（「寰宇藝人管理」）於原訟法庭就江玲及東旺國際娛樂有限公司（統稱「被告」）展開一項法庭訴訟，提出（其中包括）寰宇藝人管理有權延長／重續被告與寰宇藝人管理的藝人管理合約（「藝人管理合約」）的期限，年期自二零一四年五月三日起至二零一九年五月二日止，共五年。

被告於二零一四年九月二十九日作出抗辯及提起反申索。根據有關反申索，被告就寰宇藝人管理提出（其中包括）藝人管理合約屬無效及不可強制執行，應廢除藝人管理合約，就違反藝人管理合約及受信責任的損失提出索賠，主張寰宇藝人管理應對被告負責，並應判令寰宇藝人管理支付應付被告的所有款項。

根據法律顧問的意見，現階段預測對寰宇藝人管理的上述索償結果尚屬為時過早。董事會認為，被告就寰宇藝人管理提出反申索的數額對本集團整體而言屬微不足道。

除上文所披露者外，於二零一六年六月三十日，就董事所知，本公司或其任何附屬公司並無面臨任何重大未決訴訟或索償。

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綜合財務報表附註

49 COMMITMENTS

(a) Operating leases commitments

As at 30th June 2016, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Land and buildings	土地及樓宇		
Not later than one year	不超過一年	8,609	5,594
Later than one year and not later than five years	超過一年及不超過五年	6,506	5,980
		15,115	11,574

Certain department store counters and retail stores include payment obligations with rental varied with gross revenue. The additional rental payable (contingent rents) is determined generally by applying pre-determined percentages to future revenue less minimum lease payment of the respective leases.

(b) Other commitments

As at 30th June 2016, the Group had commitments contracted but not provided for in these consolidated financial statements as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Purchase of film rights and production of films (Note i)	購買電影版權及電影製作 (附註i)	59,002	64,844
Licence agreement	版權協議	786	-

Note i: Included in the commitment of purchase of film rights and production of films, an amount of HK\$13,633,000 related to the joint operation arrangements of film production as at 30th June 2016 (2015: HK\$29,739,000).

49 承擔

(a) 經營租賃承擔

於二零一六年六月三十日，本集團根據不可撤銷之經營租賃而將於未來支付之最低租賃付款總額如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Land and buildings	土地及樓宇		
Not later than one year	不超過一年	8,609	5,594
Later than one year and not later than five years	超過一年及不超過五年	6,506	5,980
		15,115	11,574

若干百貨公司專櫃及零售店訂有因應不同的總收入而繳交不同租金的付款責任。應付額外租金（或然租金）一般以未來收入的預定百分比減各租賃的最低租金付款釐定。

(b) 其他承擔

於二零一六年六月三十日，本集團已訂約但未於此等綜合財務報表撥備之承擔如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Purchase of film rights and production of films (Note i)	購買電影版權及電影製作 (附註i)	59,002	64,844
Licence agreement	版權協議	786	-

附註i：計入於二零一六年六月三十日有關製作電影之合營安排之購買電影版權及電影製作承擔金額13,633,000港元（二零一五年：29,739,000港元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

50 FUTURE OPERATING LEASE ARRANGEMENTS

As at 30th June 2016, the Group had future aggregate minimum lease receipts under non-cancellable operating leases as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Not later than one year	不超過一年	743	935
Later than one year and not later than five years	超過一年及不超過五年	126	527
		869	1,462

50 未來經營租賃安排

於二零一六年六月三十日，本集團根據不可撤銷之經營租賃而將於未來收取之最低租賃款項總額如下：

51 RELATED PARTY TRANSACTIONS

(a) Tenancy Agreements

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
i) Rental expenses paid to Universe Property Investment Limited which is wholly owned by a director of the Company (Note a)	i) 向寰宇物業投資有限公司(由本公司一名董事全資擁有)支付之租金開支(附註a)	2,928	2,928
ii) Rental expenses paid to Sam Fung Global Limited which is wholly owned by the spouse of a director of the Company (Note b)	ii) 向三鋒環球有限公司(由本公司一名董事之配偶全資擁有)支付之租金開支(附註b)	740	-

51 關連人士之交易

(a) 租賃協議

51 RELATED PARTY TRANSACTIONS

(Continued)

(a) Tenancy Agreements (Continued)

Note a:

Universe Digital Entertainment Limited (“UDE”), an indirect wholly-owned subsidiary of the Company, entered into a tenancy agreement with Universe Property Investment Limited (“UPI”), a company owned by Mr. Lam Shiu Ming, Daneil, the executive Director of the Company, for renting (1) an industrial unit and (2) 5 carparking spaces of an industrial building for warehouse, ancillary office and carparking uses in Kwai Chung from 1st February 2014 to 31st January 2017, with a monthly rental of HK\$244,000 (the “Tenancy Agreement”) which were arrived at following arm’s length negotiation between the Group and Mr. Lam Shiu Ming, Daneil with reference to the rental valuation performed by Roma Appraisals Limited as at 30th November 2013 which reflects the then market rent.

As at 30th June 2016 and 30th June 2015, the Group had total future minimum lease payments to UPI under non-cancellable operating lease falling due as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Not later than one year	不超過一年	1,952	2,928
Later than one year and not later than five years	超過一年及不超過五年	-	1,952
		1,952	4,880

Note b:

Win Fung Securities Limited (“Win Fung”), an indirect wholly-owned subsidiary of the Company, entered into a tenancy agreement with Sam Fung Global Limited, a company owned by the spouse of Ms. Cheng Hei Yu, the executive Director of the Company for renting an office unit in Sheung Wan, Hong Kong from 1st November 2015 to 31st October 2017, with a monthly rental of HK\$100,000 (the “Win Fung Tenancy Agreement”) which were arrived at the arm’s length negotiation by the relevant parties with reference to the market rent. During the period, Win Fung has incurred a total rental expenses of approximately HK\$740,000 (2015: Nil) in accordance to the Win Fung Tenancy Agreement for the period from 18th November 2015 (the date of acquisition of Win Fung by the Group) to 30 June 2016.

51 關連人士之交易 (續)

(a) 租賃協議 (續)

附註a：

本公司間接全資附屬公司寰宇數碼娛樂有限公司(「寰宇數碼娛樂」)與本公司執行董事林小明先生擁有之公司寰宇物業投資有限公司(「寰宇物業投資」)就自二零一四年二月一日起至二零一七年一月三十一日止以月租金244,000港元租用(1)一個工業單位及(2)坐落於葵涌一棟用作倉庫、配套辦公室及停車場的工業大廈之5個停車位訂立租賃協議(「租賃協議」)，該協議由本集團與林小明先生經參考羅馬國際評估有限公司於二零一三年十一月三十日作出的租金估值(反映當時市場租金)後公平磋商釐定。

於二零一六年六月三十日及二零一五年六月三十日，本集團根據不可撤銷經營租賃應付寰宇物業投資之未來最低租賃付款總額之到期情況如下：

附註b：

本公司間接全資附屬公司永鋒證券有限公司(「永鋒」)與本公司執行董事鄭熹榆女士之配偶擁有之公司三鋒環球有限公司就自二零一五年十一月一日起至二零一七年十月三十一日止以月租金100,000港元租位於香港上環的一間辦公室單位訂立租賃協議(「永鋒租賃協議」)，該協議由相關訂約方經參考市場租金後公平磋商釐定。期內，根據由二零一五年十一月十八日(本集團收購永鋒之日期)至二零一六年六月三十日止期間之永鋒租賃協議，永鋒已產生租金開支總額約740,000港元(二零一五年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

51 RELATED PARTY TRANSACTIONS

(Continued)

(a) Tenancy Agreements (Continued)

Note b: (Continued)

As at 30th June 2016 and 30th June 2015, the Group had total future minimum lease payments to Sam Fung Global Limited transactions under non-cancellable operating lease falling due as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Not later than one year	不超過一年	1,200	-
Later than one year and not later than five years	超過一年及不超過五年	400	-
		1,600	-

(b) Details of key management compensation

Key management personnel are those management with responsibility for planning, directing and controlling the activities of the Group.

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	10,195	7,112
Post-employment benefits	僱員退休福利	72	72
Share-based compensation	股份報酬	2,993	4,496
		13,260	11,680

Save as disclosed above and elsewhere in these consolidated financial statements, no other material related party transactions have been entered into by the Group. The transactions were carried out after negotiations between the Group and the related parties in the ordinary course of business.

51 關連人士之交易 (續)

(a) 租賃協議 (續)

附註b：(續)

於二零一六年六月三十日及二零一五年六月三十日，本集團根據不可撤銷經營租賃應付三鋒環球有限公司之未來最低租賃付款總額之到期情況如下：

(b) 主要管理層報酬之詳情

主要管理人員為負責計劃、指示及控制本集團活動之管理層。

除上文及於此等綜合財務報表其他部分所披露者外，本集團並無訂立其他重大關連人士交易。該等交易乃於日常業務過程中經本集團及關連人士商議後進行。

52 EVENTS AFTER THE BALANCE SHEET DATE

1. Pursuant to the Company's announcement dated 13th June 2016, Fragrant River Entertainment Culture (Holdings) Limited, a direct wholly owned subsidiary of the Company, the Company as a guarantor and a purchaser entered into a sale and purchase agreement ("AP Disposal Agreement") on 13th June 2016 to dispose 51% equity interest of AP Group Investment Holdings Limited ("AP Group") at a consideration of HK\$20,400,000, subject to a downward adjustment in respect of the guaranteed profit as described in the AP Disposal Agreement.

The AP Disposal Agreement was completed on 1st July 2016. The results of AP Group under the segment of training and coaching has been presented as discontinued operation during the year ended 30th June 2016 and AP Group was classified as disposal group held for sale on the consolidated balance sheet.

2. Pursuant to the Company's announcement dated 12th July 2016, the Company's circular dated 12th August 2016 and Company's prospectus dated 9th September 2016, the Company proposed to raise not less than approximately HK\$213.3 million and not more than approximately HK\$220.4 million before expenses by issuing not less than 355,548,184 and not more than 367,399,760 new shares ("Second Rights Shares") at the subscription price of HK\$0.60 per Second Rights Shares on the basis of two (2) Second Rights Shares for every one (1) share in issue held on the 8th September 2016 ("Second Rights Issue").

The Second Rights Issue was not completed yet. The Company will announce the result of the Second Rights Issue in early October 2016.

52 結算日後事項

1. 根據本公司日期為二零一六年六月十三日之公佈，於二零一六年六月十三日，香江娛樂文化(控股)有限公司(本公司之直接全資附屬公司)、本公司(作為擔保人)及買方訂立買賣協議(「愛拼出售協議」)，以出售愛拼集團控股有限公司(「愛拼集團」)的51%股權，代價為20,400,000港元(須就愛拼出售協議所述的擔保溢利作出向下調整)。

愛拼出售協議已於二零一六年七月一日完成。培訓及輔導分部項下之愛拼集團業績已於截至二零一六年六月三十日止年度呈列為已終止經營業務，且愛拼集團已於綜合資產負債表中分類為持作出售之出售組別。

2. 根據本公司日期為二零一六年七月十二日之公佈、本公司日期為二零一六年八月十二日之通函及本公司日期為二零一六年九月九日之章程，本公司建議籌集不少於約213.3百萬港元及不多於約220.4百萬港元(扣除開支前)，方法是按每股第二批供股股份0.60港元的認購價發行不少於355,548,184股及不多於367,399,760股新股份(「第二批供股股份」)，基準為於二零一六年九月八日每持有一(1)股已發行股份可獲發兩(2)股第二批供股股份(「第二次供股」)。

第二次供股尚未完成。本公司將於二零一六年十月初公佈第二次供股結果。

52 EVENTS AFTER THE BALANCE SHEET DATE (Continued)

- Pursuant to the Company's announcement dated 15th July 2016, the Group acquired 240 million shares of Interactive Entertainment China Cultural Technology Investments Limited ("IE China"), a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM (Stock Code: 8081) at the average purchase price of HK\$0.105 per share of IE China. The aggregate consideration of this acquisition was HK\$25.2 million (excluding stamp duty and related expenses).

Prior to this acquisition, the Group held an aggregate of 63,000,000 shares of IE China. Upon settlement of this acquisition, the Group held an aggregate of 303 million shares of IE China. All shares of IE China are held by the Group as long-term investment, representing approximately 6.15% of the total issued share capital of IE China on 15th July 2016.

- On 24th June 2016, Honest Novel Holdings Limited ("Honest Novel"), an indirect wholly owned subsidiary and the independent third party vendors entered into a sale and purchase agreement to acquire 100% issued shares of Ample Capital Limited ("Ample") at a total consideration of HK\$30,000,000. The consideration shall be settled by way of (i) the Company issuing the promissory note in the aggregate principal amount of HK\$18,291,025 to one of the vendors upon completion; and (ii) Honest Novel accepting the novation of the amount advanced by Ample to the vendors prior to the date of the sale and purchase agreement and remains outstanding as at the date of this announcement, amounting to HK\$11,708,975. The acquisition was not completed up to the date of issue of these financial statements.

52 結算日後事項(續)

- 根據本公司日期為二零一六年七月十五日之公佈，本集團以每股0.105港元之平均購買價收購240百萬股互娛中國文化科技投資有限公司(「互娛中國」，一間於開曼群島註冊成立並於百慕達存續之有限公司，其股份於創業板上市(股份代號：8081))之股份。該收購事項之總代價為25.2百萬港元(不包括印花稅及相關開支)。

於該收購事項前，本集團合共持有63,000,000股互娛中國股份。於結算該收購事項後，本集團合共持有303百萬股互娛中國股份。本集團以長期投資持有全部互娛中國股份，佔互娛中國於二零一六年七月十五日已發行總股本之約6.15%。

- 於二零一六年六月二十四日，間接全資附屬公司穎誠控股有限公司(「穎誠」)與獨立第三方賣方訂立買賣協議，以收購豐盛融資有限公司(「豐盛融資」)之100%已發行股份，總代價為30,000,000港元。有關代價須以(i)本公司於完成時向其中一名賣方發行本金總額18,291,025港元之承兌票據；及(ii)穎誠接納豐盛融資於買賣協議日期前向賣方墊款之約務更替的方式結付。於本公佈日期，11,708,975港元之款項尚未償還。截至此等財務報表之刊發日期，收購事項仍未完成。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

53 COMPANY - LEVEL BALANCE SHEET

53 公司層面資產負債表

		Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Investments in subsidiaries	附屬公司投資		72,096	72,096
			72,096	72,096
Current assets	流動資產			
Amounts due from subsidiaries	應收附屬公司款項		573,043	251,711
Deposits paid	已付訂金		567	-
Prepayments and other receivables	預付款項及 其他應收款項		198	383
Cash and cash equivalents	現金及現金等價物		656	113
			574,464	252,207
Total assets	總資產		646,560	324,303
EQUITY	權益			
Equity attributable to the owners of the Company	本公司擁有人應佔權益			
Share capital	股本	25	1,778	2,984
Share premium	股份溢價	27(b)	532,910	213,630
Other reserves	其他儲備	27(b)	123,100	191,200
Accumulated losses	累計虧損	27(b)	(27,608)	(96,057)
Total equity	總權益		630,180	311,757
LIABILITIES	負債			
Non-current liability	非流動負債			
Borrowings	借貸		-	9,200
			-	9,200
Current liabilities	流動負債			
Amounts due to subsidiaries	應付附屬公司款項		5,062	341
Accrued charges	應計支出		2,118	3,005
Borrowings	借貸		9,200	-
			16,380	3,346
Total liabilities	總負債		16,380	12,546
Total equity and liabilities	總權益及負債		646,560	324,303
Net current assets	流動資產淨值		558,084	248,861
Total assets less current liabilities	總資產減流動負債		630,180	320,957

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

53 COMPANY - LEVEL BALANCE SHEET (Continued)

Approved and authorised for issue by the board of directors on 30th September 2016.

Lam Shiu Ming, Daneil

Director

林小明

董事

Lam Kit Sun

Director

林傑新

董事

53 公司層面資產負債表(續)

已於二零一六年九月三十日獲董事會批准及授權刊發。

PRINCIPAL PROPERTIES HELD FOR INVESTMENT PURPOSES 持作投資用途之主要物業

HONG KONG

香港

Location 地點	Lot number 地段	Type 種類	Lease term 租賃年期
Woodland House 1 – 5, Woodlands Villa, 121 Tong Fuk Village, Tong Fuk, Lantau Island, New Territories, Hong Kong	Lot numbers 1510 remaining part, 1511, 1516, 1518, 1519, 1522 and 1523 in Demarcation District 328	Residential	2047
香港新界大嶼山 塘福塘福村121號 林地別墅林地屋1至5號	丈量約第328約地段 第1510號部分，1511號， 1516號，1518號，1519號， 1522號及1523號	住宅	二零四七年

FIVE YEAR FINANCIAL SUMMARY

五年財務摘要

RESULTS

業績

		Year ended 30th June 截至六月三十日止年度				
		2016	2015	2014	2013	2012
		二零一六年	二零一五年	二零一四年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue and income	收益及收入	7,469	300,208	233,215	79,106	75,881
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(166,453)	198,296	(18,472)	(4,890)	(17,523)
Income tax (expense)/credit	所得稅(費用)/回撥	26,179	(37,366)	(5,855)	213	154
(Loss)/profit attributable to the equity holders of the Company	本公司權益持有人應佔(虧損)/溢利	(140,790)	161,956	(24,327)	(4,677)	(17,369)
Special cash dividend	特別現金股息	-	-	-	-	-
Proposed final dividend	擬派末期股息	-	-	-	-	-

ASSETS AND LIABILITIES

資產及負債

		As at 30th June 於六月三十日				
		2016	2015	2014	2013	2012
		二零一六年	二零一五年	二零一四年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	1,150,731	739,628	394,764	396,457	307,819
Total liabilities	總負債	(398,810)	(167,361)	(94,865)	(155,304)	(72,969)

universe
寰宇