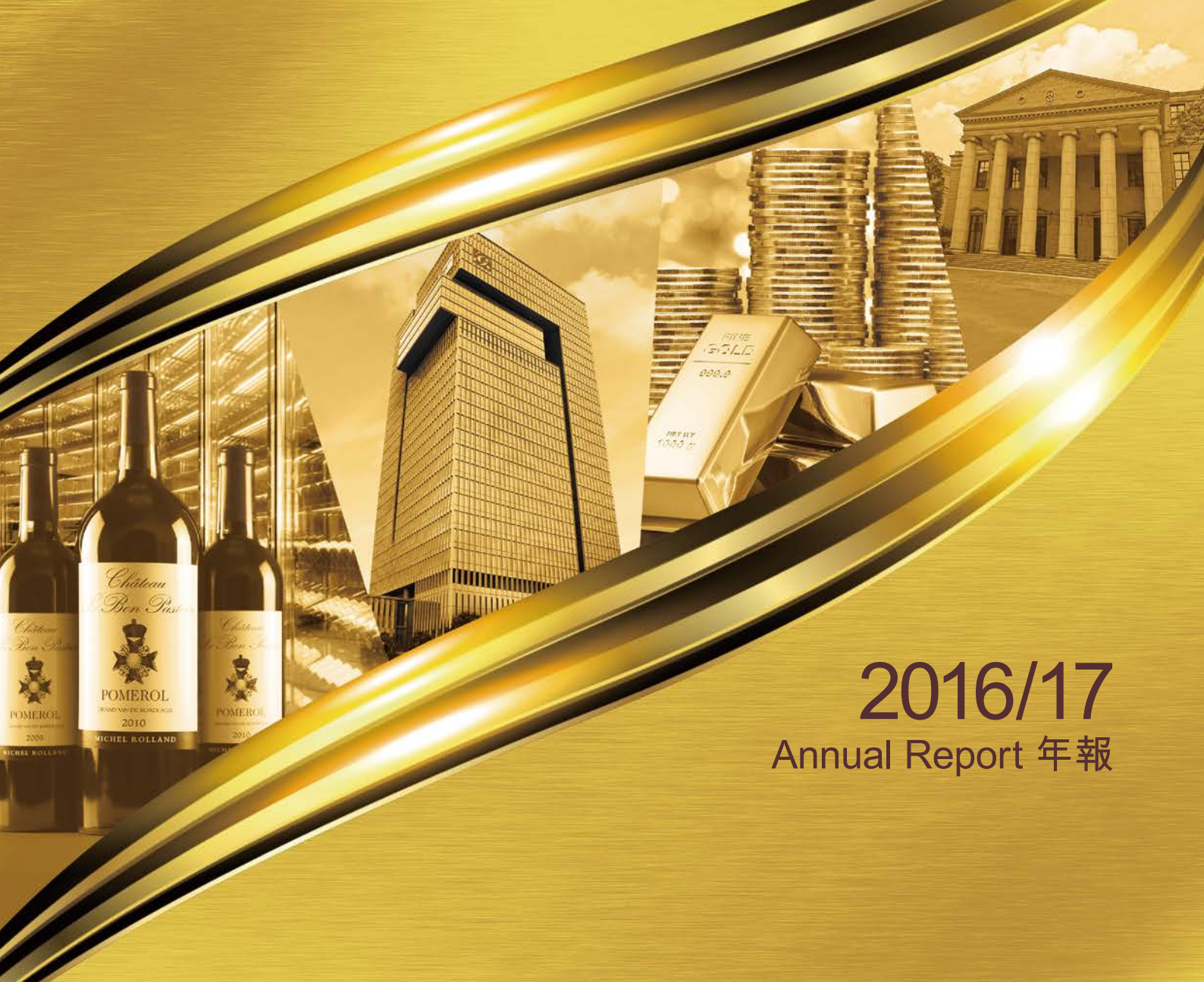


Beyond the Impossible,
Lies A World Rich with Possibilities
突破常規·成就不可能



2016/17
Annual Report 年報



**GOLDIN FINANCIAL
HOLDINGS LIMITED**
高銀金融(集團)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：530)

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Pan Sutong (*Chairman*)
Professor Huang Xiaojian
Mr. Zhou Xiaojun
Ms. Hou Qin

Independent Non-executive Directors

Hon. Shek Lai Him Abraham (*GBS, JP*)
Ms. Hui Wai Man, Shirley
Mr. Tang Yiu Wing
Ms. Gao Min

BOARD COMMITTEES

Audit Committee

Ms. Hui Wai Man, Shirley (*Chairman of Audit Committee*)
Mr. Tang Yiu Wing
Ms. Gao Min

Remuneration Committee

Mr. Tang Yiu Wing (*Chairman of Remuneration Committee*)
Ms. Hui Wai Man, Shirley
Ms. Gao Min

Nomination Committee

Hon. Shek Lai Him Abraham (*GBS, JP*) (*Chairman of Nomination Committee*)
Mr. Pan Sutong
Ms. Hui Wai Man, Shirley
Ms. Gao Min

Corporate Governance Committee

Mr. Pan Sutong (*Chairman of Corporate Governance Committee*)
Mr. Zhou Xiaojun

COMPANY SECRETARY

Ms. Lun Hau Mun

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited
Wing Lung Bank, Limited

董事會

執行董事

潘蘇通先生(*主席*)
黃孝建教授
周曉軍先生
侯琴女士

獨立非執行董事

石禮謙議員(*GBS, JP*)
許惠敏女士
鄧耀榮先生
高敏女士

董事委員會

審核委員會

許惠敏女士(*審核委員會主席*)
鄧耀榮先生
高敏女士

薪酬委員會

鄧耀榮先生(*薪酬委員會主席*)
許惠敏女士
高敏女士

提名委員會

石禮謙議員(*GBS, JP*) (*提名委員會主席*)
潘蘇通先生
許惠敏女士
高敏女士

企業管治委員會

潘蘇通先生(*企業管治委員會主席*)
周曉軍先生

公司秘書

倫巧濶女士

主要往來銀行

香港上海匯豐銀行有限公司
中國銀行(香港)有限公司
中國工商銀行(亞洲)有限公司
永隆銀行有限公司

AUDITOR

Ernst & Young

SHARE REGISTRAR AND TRANSFER OFFICES

Principal:

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

Hong Kong Branch:

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

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

HONG KONG PRINCIPAL PLACE OF BUSINESS

25/F, Goldin Financial Global Centre
17 Kai Cheung Road
Kowloon Bay
Hong Kong

INVESTOR RELATIONS

For more information about the Group, please visit our company website on www.goldinfinancial.com

or contact our Corporate Development Department at
Email: ir@goldinfinancial.com

核數師

安永會計師事務所

股份過戶登記處

總處：

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

香港分處：

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

香港主要營業地點

香港
九龍灣
啟祥道17號
高銀金融國際中心25樓

投資者關係

有關本集團詳情，請瀏覽本公司網站
www.goldinfinancial.com

或與企業發展部聯絡
電郵：ir@goldinfinancial.com

CHAIRMAN'S STATEMENT

主席報告書



CHAIRMAN'S STATEMENT

主席報告書

Dear Shareholders,

On behalf of my fellow members of the board of directors (the "Board") of Goldin Financial Holdings Limited (the "Company" or "Goldin Financial"), I am pleased to present the annual report of the Company for the year ended 30 June 2017 ("FY2017" or the "Year" or "financial year under review").

During the Year, the Group recorded a 21.7% increase in revenue. Gross profit increased by 51.8% mainly on the back of the improved profit margin of our wines traded. Profit attributable to owners of the Company increased by 58.9% to HK\$1,419.6 million for the Year from approximately HK\$893.2 million for the year ended 30 June 2016 ("FY2016").

In FY2017, the Group continued to consolidate its core business segments, and achieved steady progress. The expansion of our real estate business gathered momentum as we enhanced the Group's portfolio of properties by having invested in a grade-A office building and developing high-end residential properties in Hong Kong. All in all, the Company has geared up for long-term growth.

REAL ESTATE BUSINESS

We achieved solid results in our real estate business for FY2017. Our investment property, Goldin Financial Global Centre, began to generate rental income. We also inlaid a second "gemstone" in our property development business by undertaking a major residential development project through a joint venture at the Ho Man Tin Station of the MTR – the Ho Man Tin Station Package One Property Development.

Property Investment

The strong demand for grade-A office spaces continued to drive up rentals in the core business districts in Hong Kong. Investors remained upbeat, and actively bid for sites for commercial property development in public tenders, leading to record-breaking land sales in Hong Kong's traditional central business district in Central and the city's second central business district ("CBD2"), which is located in Kowloon East. Corporations became more enthusiastic about relocating to CBD2 for cost-effective office expansion.

Our Goldin Financial Global Centre in CBD2 was officially opened in late October 2016. The building comprises a 27-storey grade-A office building with a three-level basement car park, and a food and dining zone for our specialty and fine-dining restaurants offering exquisite Asian and Western cuisines. We aim to attract large enterprises and international corporations as tenants who may share the view that the prominent CBD2 is a good place for growth. We are optimistic that the office leasing in the Kowloon East will be promising and bring long-term success to the Group.

各位股東：

本人謹此代表高銀金融(集團)有限公司(「本公司」或「高銀金融」)董事會(「董事會」)同仁欣然提呈本公司截至二零一七年六月三十日止年度(「二零一七財政年度」或「年度」或「回顧財政年度」)之年度報告。

年度內，本集團錄得營業額上升21.7%。毛利上升51.8%，主要有賴酒品貿易毛利率有所改善。本公司擁有人應佔年度溢利為1,419,600,000港元，較截至二零一六年六月三十日止年度(「二零一六財政年度」)約893,200,000港元增加58.9%。

於二零一七財政年度，本集團繼續整合其核心業務分部，取得穩固進展。透過於香港投資甲級商廈及發展高端住宅物業以加強本集團的物業組合，集團房地產業務拓展之勢頭持續。總括而言，本公司已為長遠發展做好準備。

房地產業務

於二零一七財政年度，我們的房地產業務發展穩健。投資物業高銀金融國際中心開始產生租金收入。透過合營公司發展位於港鐵何文田站之大型住宅發展項目一何文田站第一期物業發展項目，亦為我們的物業發展業務增添第二顆星點。

物業投資

對甲級寫字樓的殷切需求繼續推高香港核心商業區的租金。投資者持抱樂觀態度，在公開招標中積極競投商業發展用地，導致位於中環的香港傳統中心商業區以及九龍東的香港第二個中心商業區(「中心商業區2」)的土地銷售創新高。企業更積極搬遷往中心商業區2，藉以減省辦公室的擴充成本。

位於中心商業區2的高銀金融國際中心已於二零一六年十月底正式開幕。大樓為27層高之甲級商廈及3層地庫停車場，並包含特色及星級餐廳的餐飲區以提供精美亞洲及西方美食。我們的目標為吸引同樣認為主要中心商業區2為發展良地的大型企業及國際企業為租戶。我們深信九龍東辦公室租賃的前景樂觀，將為本集團帶來長遠成功。

CHAIRMAN'S STATEMENT 主席報告書

REAL ESTATE BUSINESS (Continued)

Property Development

The Ho Man Tin district is a traditional luxury residential area with limited supply of new private housing. Our property development projects at the Sheung Shing Street and the Ho Man Tin MTR Station will become new, remarkable property developments in the area upon their completion. Moreover, the Ho Man Tin Station will be upgraded to function as an interchange station in the MTR network, and this, we believe, can result in an appreciation in the value of the properties in the entire residential neighborhood in the future. We are optimistic for the project's contribution to the Group's revenue in the medium term.

WINE BUSINESS

We had strategically entrenched our wine and wine-related businesses and made steady strides ahead in FY2017. We restructured the wine business by tying up a few loose ends and developing a new revenue stream. This has enabled us to get off to a good start in the new financial year and will add impetus to the Group's development.

The Hong Kong Government's policy of exempting wines from duty and the city's Closer Economic Partnership Arrangement with the mainland have led to encouraging performance in the wine re-exports in the recent years. In the first half of 2017, China has already accounted for almost 90% of the total volume of wine re-exports in Hong Kong. Undoubtedly, Hong Kong as the gateway to wine-trading in the free trade zones of China has sustained a boom in wine business. The Guangdong province and Shanghai are the two largest entrepôts of bottled wines in China, accounting for over half of the wine imports into the country.[#]



Guangzhou Cellar
廣州酒窖

[#] Source: China Wines Information Website

房地產業務(續)

物業發展

何文田區為傳統豪宅區，新建私人住屋供應有限。位處常盛街及何文田港鐵站的物業發展項目竣工後定將成為區內新建及矚目的物業發展項目。此外，何文田站將提升為港鐵網絡的中轉站，我們相信此將帶動未來整個鄰近住宅地區的物業升值。我們對發展項目於中期為本集團的營業額帶來貢獻深表樂觀。

酒品業務

於二零一七財政年度，我們策略性鞏固了酒品及酒品相關業務，穩步向前。憑藉精簡酒品業務的架構，開拓新的收益來源，讓我們於新財政年度開端之時，邁向康莊大道，並為本集團發展注入動力。

香港政府免除葡萄酒稅的政策及香港與內地的更緊密經貿關係的安排，帶動近年酒品轉口業的強勢發展。於二零一七年上半年，中國佔香港酒品轉口總量約90%。香港無疑為進入中國自貿區之酒品貿易的理想門戶，酒品業務自然欣欣向榮。中國廣東省及上海為國內瓶裝葡萄酒的兩大轉口港，佔全國酒品進口量過半。[#]

[#] 資料來源：中國葡萄酒資訊網

WINE BUSINESS (Continued)

Our wine cellar in the Guangzhou Free Trade Zone which is reserved for storing our premium wines will continue to strengthen our wine-trading business and help it to tap the growing wine markets in Hong Kong and China. The Chinese government's policy of promoting closer economic co-operation in the Guangdong-Hong Kong-Macao Big Bay Area (粵港澳大灣區) is expected to bolster business activities in the region. This development is expected to also benefit the wine-trading business. The Group's wine business is ready to grasp opportunities for increasing its market penetration in China and Hong Kong.

酒品業務(續)

我們位於廣州自貿區的酒窖乃留作儲存優質酒品之用，並將繼續加強我們的酒品貿易業務，有助進軍日益增長的香港及中國酒品市場。預期中國政府於粵港澳大灣區推動更緊密經濟合作的政策將會加強區內的業務活動。該發展亦將惠及酒品貿易業務。本集團的酒品業務已準備就緒，把握機會提高其於中國及香港之市場滲透率。



Wine cellar, Le Pan
Le Pan餐廳酒窖

Meanwhile, we strive to strengthen our global wine operations. As a first step towards the goal, we have made our specialty and fine-dining restaurants at Goldin Financial Global Centre as some of our retail outlets for wines in Hong Kong. We will continue to develop our wine retail sales by increasing the proportion of our self-produced premium wines and other carefully selected labels in our offerings.

與此同時，我們致力加強全球酒品營運。作為邁向目標的第一步，位於高銀金融國際中心的特色及星級餐廳已成為我們於香港的酒品銷售點。我們將透過提高旗下酒莊出產之優質酒品與其他精挑細選的品牌佔產品組合的比例，繼續發展酒品零售。

CHAIRMAN'S STATEMENT

主席報告書

FACTORING

The factoring market turned out to remain highly competitive in the financial year under review. China's commercial factoring market has been growing vigorously as the government has adopted policies that favour the development of the domestic factoring industry. Of all the types of commercial factoring for different industries in China, the one for trade finance had notable business performance. We envisage that our factoring arm, Goldin Factoring (China) Development Limited, will continue to face a highly competitive market.

To cope with the situation, we will enhance the risk management system of our factoring business, and continue to sharpen our competitive edge and grasp opportunities in both the local and international markets in the coming years.

THE WAY FORWARD

In financial year under review, we enhanced Goldin Financial's competitive advantage by consolidating its businesses and developing new growth drivers. To cope with the volatile global economy, we will adhere to our prudent approach to business and strategic moves. As we are entering a new financial year, we will remain dedicated to maximizing returns to shareholders by exploring and grasping opportunities for further business development.

I would like to extend my sincere gratitude to my fellow members of the Board and other colleagues for their unwavering commitment to the Group's business.

Pan Sutong
Chairman

Hong Kong, 20 September 2017

保理

於回顧財政年度，保理市場的競爭仍然激烈。由於中國政府採取對國內保理行業發展利好的政策，中國商業保理市場隨之快速增長。不同界別的中國保理業務當中，以貿易融資為主之商業保理業發展最為顯著。我們預期集團保理部—高銀保理(中國)發展有限公司將會繼續面對激烈的市場競爭。

為應趨勢而行，我們將加強保理業務的風險管理系統，繼續提升我們的競爭優勢，並抓緊往後數年於國內及國際市場的契機。

前瞻

於回顧財政年度，我們透過整合高銀金融的業務及開拓新增長動力，加強競爭優勢。為應對全球經濟波動，我們貫徹採取審慎的業務及戰略。邁進新的財政年度，我們將透過發掘及把握未來業務發展機會，繼續致力為股東創造最大回報。

本人謹藉此機會向董事會同仁及其他同事致以謝忱，感激各位對本集團業務所付出的不懈努力。

主席
潘蘇通

香港，二零一七年九月二十日



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

RESULTS

For the financial year ended 30 June 2017 (“FY2017”), the Group recorded revenue of approximately HK\$760.1 million, representing a 21.7% increase over the revenue of approximately HK\$624.5 million for the year ended 30 June 2016 (“FY2016”). The increase over the previous year was mainly due to the increased revenues generated by our wine trading operations and by the newly launched dining and leasing businesses. Gross profit for the year under review amounted to HK\$529.0 million, which represented an increase of 51.8% compared with that of HK\$348.4 million in FY2016. The rise in gross profit mainly resulted from the improved profit margin for our wine products traded in the current year under review. Profit attributable to owners of the Company was approximately HK\$1,419.6 million, which represented a 58.9% increase compared with the figure of approximately HK\$893.2 million for FY2016. The increase was mainly due to a fair value gain of HK\$2,321.7 million recorded for the Group’s investment property, compared with that of HK\$1,549.2 million for the previous year. As a result, basic and diluted earnings per share for the FY2017 were HK20.31 cents and HK20.19 cents (FY2016: HK12.78 cents and HK12.56 cents) respectively, representing corresponding increases of 58.9% and 60.7%.

BUSINESS REVIEW

The FY2017 marked further consolidation and expansion of the Group’s businesses. In the real estate business, the Group marked a key accomplishment in its property development by winning a tender for the Ho Man Tin Station Package One Development in December 2016. This added to the portfolio of the residential property projects which had already contained the Ho Man Tin Sheung Shing Street Project that the Group had won through a tender in March 2016. In addition, the Group also saw its investment property Goldin Financial Global Centre officially opened in October 2016. In the wine and wine-related businesses, the Group had launched four specialty and fine-dining restaurants in the Goldin Financial Global Centre which also served as an additional point of wine sale to cater for retail clientele in Hong Kong.

業績

截至二零一七年六月三十日止財政年度（「二零一七財政年度」），本集團錄得營業額約760,100,000港元，較截至二零一六年六月三十日止年度（「二零一六財政年度」）的營業額約624,500,000港元上升21.7%。與去年相比的增幅乃主要由於酒品貿易業務以及最近開展的餐飲及租賃業務所產生的營業額增加所致。於回顧年內，毛利為529,000,000港元，較二零一六財政年度的348,400,000港元增加51.8%。毛利上升主要由於本回顧年度內酒品貿易的毛利率有所改善所致。本公司擁有人應佔溢利約為1,419,600,000港元，較二零一六財政年度約893,200,000港元增加58.9%。增幅主要由於本集團投資物業錄得的公平值收益2,321,700,000港元所致，而去年則為1,549,200,000港元。因此，二零一七財政年度的每股基本及攤薄盈利分別為20.31港仙及20.19港仙（二零一六財政年度：12.78港仙及12.56港仙），對比去年同期增加58.9%及60.7%。

業務回顧

於二零一七財政年度，本集團進一步整固和擴展業務。於房地產業務，本集團於二零一六年十二月投得何文田站第一期發展項目，在物業發展上取得重大進展。此項目增進其住宅物業項目組合，當中已包括本集團於二零一六年三月投得的何文田常盛街項目。此外，本集團的投資物業高銀金融國際中心亦已於二零一六年十月正式開幕。於酒品及與酒品相關的業務，本集團於高銀金融國際中心開設了四家特色及星級餐廳，該等餐廳成為本集團新的酒品銷售點，服務香港零售客戶。

BUSINESS REVIEW (Continued)

Real Estate Business

Property Investment

Rents for office spaces in Central had surged to record highs as a result of sustained demand from Chinese corporations and persistent high building occupancy rates. International corporations continued to seek cost-effective office spaces outside Central. Kowloon East, which is positioned as Hong Kong's second central business district, has become a thriving commercial district that serves as an alternative for these enterprises. In contrast with conventional business areas, Kowloon East offers sizable, high quality and cost effective office spaces that drove a number of companies engaged in finance, insurance and information technology sectors to relocate. Activities of office decentralization, split office and office expansion are set to continue and it was evident that high quality office buildings, e.g. Goldin Financial Global Centre were benefited from the trend.

Located at CBD2 in Kowloon Bay, Goldin Financial Global Centre is a super Grade-A office building which comprises of approximately 800,000 square feet of premium office space and 100,000 square feet of dining area. Ground floor, first and second floors are designated as food and beverage zone in which our specialty and fine-dining restaurants are currently in operation. Following its grand opening in late October 2016, Goldin Financial Global Centre saw its office occupancy rate improve progressively and it started to generate rental income for the Group. The Group has been actively marketing the office building and negotiating with various international corporations who are looking for premium office spaces. During the FY2017, rental and property management revenues amounted to HK\$22.1 million (FY2016: Nil). In addition, the Group recorded a fair value gain of approximately HK\$2,321.7 million in respect of Goldin Financial Global Centre (FY2016: HK\$1,549.2 million), owing to a significant appreciation in the value of the commercial properties in CBD2.



業務回顧(續)

房地產業務

物業投資

由於中國企業需求殷切及大廈出租率持續高企，令中環的辦公室租金躍升至新高。國際企業繼續在中環區以外物色具成本效益的辦公室空間。定位為香港第二個中心商業區之九龍東，已轉變成興旺的商業區，並成為該等企業的另一選擇。有別於傳統商業區，九龍東具備大面積、優質且具成本效益的辦公室可供出租，吸引多間從事金融、保險及資訊科技界的公司遷往這區。此等企業辦公室搬遷、分拆及擴充活動的趨勢將會持續，並可惠及如高銀金融國際中心等優質辦公大樓。



高銀金融國際中心位處九龍灣中心商業區2，是設有約800,000平方呎優質辦公室空間及100,000平方呎餐飲區之超甲級商廈。我們正在營運的特色及星級餐廳位於大廈的大堂、1樓及2樓之餐飲區。高銀金融國際中心於二零一六年十月底盛大開幕後，其辦公室出租率日漸提高，開始為本集團帶來租金收入。本集團一直積極推廣辦公大樓，並與正在物色優質辦公室的多間國際企業洽商租務。於二零一七財政年度內，租金及物業管理收益合共為22,100,000港元(二零一六財政年度：無)。此外，受惠於中心商業區2的商業物業大幅升值，本集團就高銀金融國際中心錄得公平值收益約2,321,700,000港元(二零一六財政年度：1,549,200,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (Continued)

Real Estate Business (Continued)

Property Development

Ho Man Tin Sheung Shing Street Project

Acquired in March 2016, the Group's property development project at Sheung Shing Street, Ho Man Tin, covered a total site area of approximately 9,074 square metres for residential purpose. The project will be developed into a top-class apartment complex with luxury club house facilities, targeting high-end customers who enjoy a luxury home in the traditional high-class residential district. Over 400 private residential units will be built in the project that has total maximum gross floor area of approximately 586,000 square feet. The site formation and foundation works are currently in progress. It is expected that the property development will be completed by the end of 2020. During the year under review, the Group transferred a 40% equity interest in the property development project to its controlling shareholder, Mr. Pan Sutong ("Mr. Pan"). The move enabled the Group to reduce its capital commitment to the development of the project while retaining the project as a source of income.

Ho Man Tin Station Package One Development Project

During FY2017, the Group's 50.1%-owned joint venture ("the Joint Venture") successfully tendered for the development right for a new residential property project at the northern portion of the Ho Man Tin Station of Hong Kong's Mass Transit Railway ("MTR"). The project is known as the Ho Man Tin Station Package One Project Development. The Group and MTR entered into an agreement over the project in January 2017. The maximum gross floor area of this property development project will be approximately 742,700 square feet and will be developed to provide about 800 to 1,000 residential units. Synergy is expected to be achieved between this project and the Group's Sheung Shing Street project and the Group's presence in Hong Kong's luxury housing market can thus be enhanced. We are progressing well at the design and planning stage of the Ho Man Tin Station Package One Project Development, and the development is expected to be completed by the end of 2022.

業務回顧(續)

房地產業務(續)

物業發展

何文田常盛街項目

本集團於二零一六年三月投得何文田常盛街物業發展項目，其地盤總佔地面積約為9,074平方米，用作興建住宅。此項目將發展成設有豪華會所設施的頂級公寓綜合大樓，並以享受傳統高級住宅區的高端客戶為目標。項目將興建超過400個私人住宅單位，最大樓面面積約為586,000平方呎。地盤平整及基礎工程現正進行，預期此物業發展將於二零二零年底前竣工。於回顧年度內，本集團將此物業發展項目的40%股權轉讓予控股股東潘蘇通先生(「潘先生」)。此舉旨在降低本集團項目發展的資本承擔，同時保留此項目作為收入來源。

何文田站第一期發展項目

於二零一七財政年度，本集團擁有50.1%權益的合營公司(「合營公司」)成功投得香港地下鐵路(「港鐵」)何文田站北部的新型住宅物業項目發展權。此項目稱為「何文田站第一期發展項目」。本集團與港鐵於二零一七年一月就此項目訂立協議。此物業發展項目的最大樓面面積約為742,700平方呎，可提供約800至1,000個住宅單位。預計此項目將與本集團的常盛街項目達致協同效應，從而加強本集團在香港豪宅市場的發展。何文田站第一期發展項目的設計及規劃進展順利，項目預期將於二零二二年底前竣工。

BUSINESS REVIEW (Continued)

Wine Business

The wine market in China has been growing robustly. The 2017 World Vitiviniculture Situation of the International Organization of Vine and Wine showed that China's fast-growing wine consumption accounted for 7.2% of the annual global wine consumption (including that of sparkling and special wines) in 2016.

The country's expanding wine market is now comprised of a younger middle-class and the affluent people with increasing disposable income. Having easier access to a wider variety of wines at more affordable prices, the consumers now care more about the healthy way to drink for personal enjoyment. Furthermore, the improving distribution logistics has made wines available to the even lower-tier cities in the country[#]. This phenomenon has supported the statistics of the General Administration of Customs of the PRC that indicated strong growth in bottled wine imports at a lower average price in recent years.

In FY2017, the Group continued to consolidate its wine and wine-related businesses, thus laying the solid foundations for its strategic business development. The Group continued to implement global marketing and distribution strategies. New distributors were appointed in key markets of the world to enhance visibility and branding. In the PRC, the Group has focused on expanding its customer base by integrating its wine cellar in Guangzhou into its overall wine business. Marketing efforts such as wine tasting and fine dining gatherings were organised to develop the Group's network and promote its wine business and wine club.



[#] Source: China Landscapes 2017

業務回顧(續)

酒品業務

中國酒品市場一直蓬勃發展。國際葡萄與葡萄酒組織發佈的2017 World Vitiviniculture Situation《2017世界葡萄種植及釀酒景況[^]》顯示，中國酒品消費迅速增長，佔二零一六年全年環球酒品消費(包括氣泡酒及特種酒)的7.2%。

中國酒品市場日益增長，現由可支配收入與日俱增的年輕中產及富裕人士所構成。隨著消費者能以更實惠的價格購得更多種類酒品，他們更注重健康的品酒方式作為個人享受。此外，配送物流持續改善，讓酒品可送到國內行政級別較低的城市[#]。這從中國海關總署發佈的統計數字可見一斑，該等數據顯示近年來瓶裝葡萄酒進口量強勁增長，而其平均價格則有所下降。



於二零一七財政年度，本集團繼續整合其酒品及酒品相關業務，從而為其戰略業務發展奠下穩健基礎。本集團繼續執行全球營銷及分銷策略，在主要市場委任新經銷商，藉以擴大知名度及鞏固品牌。於中國，本集團將廣州酒窖融入其整體酒品業務，致力擴大其客戶基礎。本集團也舉辦品酒及星級餐飲聚會等推廣活動發展其網絡並宣傳其酒品業務及品酒會。

[^] 中文譯本

[#] 資料來源：China Landscapes 2017

MANAGEMENT DISCUSSION AND ANALYSIS

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BUSINESS REVIEW (Continued)

Wine Business (Continued)

For retail clientele, the Group has established additional points of sale for its wines at the four new specialty and fine-dining restaurants at the Goldin Financial Global Centre. These restaurants offer exquisite Asian and Western cuisines, namely the “Congeodle (江南庭敘)” which offers home-style Cantonese cooking, the “Dynasty Garden (皇御園)” which provides authentic Cantonese cuisine, the “Le Pan” which offers fine French cuisine and the “Matsunichi (大松日)” which serves modern Japanese cuisine. Events with specially designed meals for wine and food pairing were held at these restaurants so as to introduce the Group’s wines to the wine and food lovers. Besides, the Group also supplies its self-produced French wines to other local restaurants in Hong Kong in order to increase its presence in the market.

業務回顧(續)

酒品業務(續)

就零售客戶而言，本集團已於高銀金融國際中心內的四家新近開張的特式及星級餐廳設立額外的酒品銷售點。該等餐廳提供精緻的中西美食—「江南庭敘」提供廣東家常小菜，「皇御園」提供正宗粵菜，「Le Pan」提供精緻法國料理，而「大松日」則提供時尚日式料理。本集團於該等餐廳舉辦專門為美酒佳餚配對而設的餐膳活動，向美酒佳餚愛好者推介本集團的酒品。此外，本集團亦向香港的其他本地餐廳供應旗下酒莊出產的法國葡萄酒，藉此增加其市場份額。



In FY2017, the Group recorded revenue of approximately HK\$550.8 million (FY2016: HK\$392.4 million) from the wine and wine-related businesses. This represented an increase of 40.4% over that of FY2016. Segment profit was approximately HK\$168.3 million (FY2016: HK\$40.9 million), which represented an increase of 311.5% over FY2016. This increase was mainly due to the larger gross profit generated by the trade in the Group’s self-produced wines in FY2017 than in FY2016, even though the increased gross profit was partially offset by the costs for setting up its dining business and the increased operating expenses of such business during the year under review.

During the year under review, the Group determined to optimise its business segments so as to make a better allocation of resources by disposing its wine cellar in Tianjin to Mr. Pan on 30 June 2017. Upon the completion of the transaction, the capital owed by the Group to Mr. Pan relating to the acquisition of the Tianjin wine cellar in 2015 had been fully set-off and cleared, and this increased the Group’s financial flexibility.

於二零一七財政年度，本集團自酒品及酒品相關業務錄得營業額約550,800,000港元(二零一六財政年度：392,400,000港元)，較二零一六財政年度增加40.4%。分部溢利約為168,300,000港元(二零一六財政年度：40,900,000港元)，較二零一六財政年度增加311.5%。有關增幅主要由於二零一七財政年度本集團旗下酒莊出產之酒品貿易產生之毛利貢獻高於二零一六財政年度，儘管所增加的毛利部份被回顧年內新設餐飲業務之費用及該業務增加的營運開支所抵銷。

於回顧年內，本集團於二零一七年六月三十日向潘先生出售其於天津的酒窖，以優化其業務分部，改善資源分配。完成交易後，本集團就於二零一五年收購天津酒窖而欠付潘先生的資金已悉數抵銷及結清，此加強了本集團的財務靈活性。

BUSINESS REVIEW (Continued)

Factoring

According to the data from Factors Chain International, the growth of the global factoring volume for 2016 had slowed down compared with that for 2015. Whilst the annual growth in global trade had been curtailed to 2.4%[#] for the year, the ongoing geopolitical and economic risks also weighed on the factoring markets around the world. The PRC remained the second largest factoring market in the world and accounted for 12.7% of the global factoring volume in 2016, even though the country's annual factoring volume fell by one-seventh.

In FY2017, competition persisted in China's factoring market. On one hand, the favorable conditions supported by the Chinese government's stimulus measures have resulted in the significant growth in the number of registered commercial factors. Based on the Fifth China Commercial Factoring Industry Summit (2017) (第五屆(2017)中國商業保理行業峰會), there were over 5,000 domestic commercial factors and 300 new foreign-owned commercial factors in China at the end of 2016. On the other hand, the People's Bank of China's move to lower the short-term Renminbi benchmark lending rate during 2015 has reduced the financing cost for local enterprises. However, the move also unavoidably decreased the factoring revenues in terms of handling fees and discounting charges.

Against this backdrop, the Group's factoring business faced headwinds, including the strong competition in China and a lowered profit margin. For FY2017, our factoring business recorded revenue of approximately HK\$187.2 million (FY2016: HK\$232.1 million), down by 19.4%, and profit from this business segment decreased by 43.8% to approximately HK\$77.9 million, compared with the HK\$138.6 million for FY2016.

業務回顧(續)

保理

根據國際保理商聯合會發佈之數據，二零一六年的全球保理量增長較二零一五年有所放緩。年內環球貿易的年度增長縮減至2.4%[#]，而持續地緣政治及經濟的風險亦對全球保理市場的發展增加阻力。儘管中國的全年保理量下跌七分之一，中國仍為全球第二大的保理市場，佔二零一六年全球保理量12.7%。

於二零一七財政年度，中國保理市場的競爭持續。一方面，受惠於中國政府激勵措施所支持之利好條件，註冊商業保理商數目大幅增加。根據第五屆(2017)中國商業保理行業峰會，於二零一六年末，國內商業保理商數目已超過5,000家，而新增外資商業保理商數目亦超過300家。另一方面，中國人民銀行於二零一五年調低短期人民幣基準貸款利率的舉措降低了國內企業之融資成本。此舉亦難免降低源自手續費及貼現費之保理營業額。

在此環境下，本集團的保理業務發展面臨挑戰，包括中國激烈的競爭及毛利率下跌。於二零一七財政年度，保理業務錄得之營業額約為187,200,000港元(二零一六財政年度：232,100,000港元)，下跌19.4%，而來自此業務分部之溢利較二零一六財政年度之138,600,000港元減少43.8%至約77,900,000港元。

[#] Source: The World Bank – Global Monthly (July 2017)

[#] 資料來源：世界銀行 – 環球月刊(二零一七年七月)

MANAGEMENT DISCUSSION AND ANALYSIS

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FINANCIAL REVIEW

Liquidity, Financial Resources and Gearing

As at 30 June 2017, the Group's working capital stood at approximately HK\$11,998.3 million, representing an increase of 6,562.0% over the HK\$180.1 million figure recorded at the end of FY2016. Cash and cash equivalents totaled approximately HK\$488.7 million, representing an increase of 475.6% over the HK\$84.9 million at the end of FY2016.

As at 30 June 2017, the Group had outstanding bank loans of approximately HK\$14,338.7 million (30 June 2016: HK\$9,272.9 million). During the year, the Group had re-financed its bank borrowings drawn down in the previous years for the construction of the Goldin Financial Global Centre and the Ho Man Tin Sheung Shing Street residential project upon their maturity with long term loans maturing in four to five years. In addition, the Group had also drawn down an additional bank borrowing for financing the acquisition of the new property development project at Ho Man Tin MTR station in Hong Kong.

The Group maintained a borrowing facility of US\$500 million (equivalent to HK\$3,875 million) from a related company in which Mr. Pan, the controlling shareholder of the Company, has a beneficial interest. As at 30 June 2017, approximately US\$66.8 million (equivalent to HK\$518 million) (30 June 2016: US\$8.5 million (equivalent to HK\$66 million)) of the facilities were utilized. The undrawn borrowing facility as at 30 June 2017 was approximately US\$433.2 million (equivalent to HK\$3,357 million) (30 June 2016: US\$491.5 million (equivalent to HK\$3,813 million)). During the year, the Group had also drawn down a loan from a non-controlling interest amounting to HK\$518.3 million (30 June 2016: Nil), which represented the funding contribution from the joint venture partner for financing the acquisition of the Group's properties under development.

The debt-to-total assets ratio is calculated as total bank and other borrowings divided by total assets of the Group. As at 30 June 2017, the debt-to-total assets ratio was maintained at a healthy level of 42.9%, when compared with 33.4% as at 30 June 2016. The ratio of net debts (total bank and other borrowings net of cash and bank balances) divided by total assets was approximately 41.5% (30 June 2016: 33.1%).

Foreign Exchange

As the Group's key operations are located in Hong Kong, China, the US and France, its major assets and liabilities are primarily denominated in HK\$, RMB, US\$ and Euro. While we have yet to establish a formal foreign currency hedging policy, we will, as always, continue to monitor our exposure to foreign exchange fluctuations carefully and may introduce appropriate hedging measures should the need ever arise.

財務回顧

流動資金、財務資源及負債比率

於二零一七年六月三十日，本集團之營運資金約為11,998,300,000港元，較二零一六財政年度末錄得的數字180,100,000港元增加6,562.0%。現金及現金等值總額約為488,700,000港元，較二零一六財政年度末的84,900,000港元增加475.6%。

於二零一七年六月三十日，本集團之未償還銀行貸款約為14,338,700,000港元(二零一六年六月三十日：9,272,900,000港元)。年內，本集團在先前年度所提取用作興建高銀金融國際中心及何文田常盛街住宅項目的銀行借貸到期時重新轉貸為四至五年到期的長期貸款。此外，本集團亦提取一筆額外銀行借貸，以撥付收購香港何文田港鐵站的新物業發展項目。

本集團維持來自一間關連公司(本公司的控股股東潘先生於當中擁有實益權益)的借款融資額度500,000,000美元(相等於3,875,000,000港元)。於二零一七年六月三十日，融資額度約66,800,000美元(相等於518,000,000港元)(二零一六年六月三十日：8,500,000美元(相等於66,000,000港元))已動用。於二零一七年六月三十日，未提取的借款融資額度約為433,200,000美元(相等於3,357,000,000港元)(二零一六年六月三十日：491,500,000美元(相等於3,813,000,000港元))。年內，本集團亦向非控股權益提取貸款518,300,000港元(二零一六年六月三十日：無)，即合營公司夥伴用作撥付本集團收購發展中物業的出資。

本集團的債項對總資產比率按總銀行及其他借貸除以總資產計算。於二零一七年六月三十日，債項對總資產比率維持在42.9%的健康水平，而二零一六年六月三十日則為33.4%。按債務淨額(總銀行及其他借貸扣除現金及銀行結餘)除以總資產計算之比率約為41.5%(二零一六年六月三十日：33.1%)。

外匯

由於本集團的核心業務位於香港、中國、美國及法國，其主要資產及負債主要以港元、人民幣、美元及歐元計值。儘管我們尚未制定正式外匯對沖政策，本集團將一如既往地繼續審慎監察其外匯波動風險及在需要時採取適當對沖措施。

RISK MANAGEMENT

The Group's businesses, results of operations, financial conditions and prospects are subject to risks and uncertainties. The Group has established policies and procedures for managing its business risks arising from its core business segments covering factoring, wine, and property investment and development businesses.

Management of key customers

The Group's revenue is mainly derived from certain major customers of the Group's factoring and wine businesses. For the year ended 30 June 2017, the aggregate revenue attributable to the Group's five largest customers (who are from the factoring and wine business segment) represented approximately 70% (2016: 83%) of the Group's revenue for the year. The major customers of the factoring business are PRC-based enterprises manufacturing high-end digital electronic products for reputable end-buyers in Hong Kong, China and the United States. The major customers of our wine business are premium wine collectors and investors with sound financial backgrounds in Hong Kong and China. These customers' business relationships with the Group last for periods ranging from one to eight years.

Given our good established business relationships, the present customers of the factoring business may continue to account for a significant percentage of the Group's sales in FY2018. In the current year, the Group's revenue source is diversified with new revenues from the newly launched restaurant operation and the rental income generated from the leasing activities of the Goldin Financial Global Centre since 2nd half of FY2017. It is expected that these new businesses will have higher contribution to the Group's revenues in the coming year.

Credit risk management

The Group is selective about its customers and will only deal with creditworthy parties. In order to minimize the credit risks, the Group has formulated credit policies, and delegated a team to determine credit limits, approve credit and monitor progress in recovering overdue debts. The Group only accepts the factoring of quality trade receivables whose associated credit risks are either covered by trade credit insurance or by import factors which are international financial institutions. In addition, the Group regularly reviews the aging and recoverable amount of each individual trade debt and takes appropriate follow-up actions to recover any long overdue debts.

As at 30 June 2017, approximately 83% of the Group's trade receivables, which were factored to the Group by our factoring customers, are due from three debtors who are international corporations with exceptionally low risk of default. As of 20 September 2017, over 99% of the trade receivables arose from the provision of factoring services that were past due as at 30 June 2017 have been subsequently settled.

風險管理

本集團的業務、經營業績、財務狀況及前景受風險及不確定因素之影響。本集團已制定政策及程序，管理其核心業務分部(包括保理、酒品以及物業投資及發展業務)產生的業務風險。

主要客戶的管理

本集團收入主要源自本集團保理及酒品業務的若干主要客戶。截至二零一七年六月三十日止年度，本集團來自保理及酒品業務分部的五大客戶應佔的總收入佔本集團年度收入約70% (二零一六年：83%)。保理業務的主要客戶均為以中國為基地的企業，從事製造高端數碼電子產品，以供應予香港、中國及美國的知名終端買家。酒品業務的主要客戶則為香港及中國高檔酒品收藏家及投資者，財務背景穩健。該等客戶均與本集團建立長達一至八年的業務關係。

基於良好的業務關係，保理業務的現有客戶將可繼續為本集團於二零一八財政年度銷售貢獻重大比例。於本年度，本集團的收入來源經已拓展，自二零一七年下半年起，新開展的餐廳營運帶來新收入以及高銀金融國際中心租賃業務亦產生租金收入。預期該等新業務於未來年度將對本集團的收入作出更大貢獻。

信貸風險管理

本集團篩選客戶並將僅與信譽良好的人士交易。為減低信貸風險，本集團已制定信貸政策，並委派一支團隊釐定信貸限額、審批信貸及監控收回逾期債項的進度。本集團將僅接納信貸質素良好之應收貿易賬款保理，有關賬款涉及之信貸風險藉貿易信用保險或進口保理商(為國際金融機構)承擔。此外，本集團會定期審閱各項貿易債項之賬齡及可收回金額以及採取合適跟進行動以收回任何逾期債項。

於二零一七年六月三十日，本集團約83%的應收貿易賬款由我們保理客戶向本集團轉讓，而有關賬款乃應收三名債務人的款項，彼等為國際企業，違約風險極低。於二零一七年九月二十日，超過99%就提供保理服務而產生且已於二零一七年六月三十日逾期的應收貿易賬款已於其後結付。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

RISK MANAGEMENT (Continued)

Real estate business risk management

The Group has established measures to ensure that (i) the property development related costs of the property development projects are within budgets; (ii) the progress of the property development projects is in pace with the scheduled time to avoid delay in completion; and (iii) the quality of the properties under construction is high and complies with the applicable rules, regulations, laws and standards.

The risk arising from property investment business is relatively low. The Group will maintain a portfolio of tenants who are reputable and creditworthy. In addition, the leasing team keeps monitoring the market conditions with a view to maintaining the competitive position of Goldin Financial Global Centre.

CONTINGENT LIABILITIES

As at 30 June 2017, the bank borrowings drawn by certain property investment and development subsidiaries are subject to corporate guarantees given to the banks by the Company, further details of which are set out in note 27 to the financial statements.

PLEDGE OF ASSETS

As at 30 June 2017, the Group's secured bank loans were secured by (i) the investment property with an aggregate carrying value of HK\$15,300 million (30 June 2016: HK\$12,500 million); (ii) the properties under development with an aggregate carrying value of HK\$6,756 million (30 June 2016: HK\$6,521 million); (iii) the entire share capital of Smart Edge, a 60%-owned subsidiary which holds the investment property, and (iv) the entire share capital of Gold Topmont, a 60%-owned subsidiary of the Company which holds the properties under development.

In addition, the Group pledged its prepaid land lease payments with a net carrying amount of HK\$48 million (30 June 2016: HK\$101 million) and buildings with a net carrying amount of HK\$1,608 million (30 June 2016: HK\$2,902 million) for a banking facility granted but not yet utilized as at 30 June 2017 and 30 June 2016.

風險管理(續)

房地產業務風險管理

本集團已設有措施，確保(i)物業發展項目的物業發展相關成本符合預算；(ii)物業發展項目的進度與預定時間一致，以避免延誤竣工；及(iii)在建物業質素良好且遵從適用規則、法規、法律及標準。

自物業投資業務產生的風險相對較低。本集團將維持聲譽及信譽良好的租戶組合。此外，租賃團隊繼續監察市場狀況，以維持高銀金融國際中心的競爭地位。

或然負債

於二零一七年六月三十日，若干物業投資及開發附屬公司提取之銀行借貸受本公司向該等銀行作出之企業擔保所規限，進一步詳情載於財務報表附註27。

抵押資產

於二零一七年六月三十日，本集團之有抵押銀行貸款由下列各項作抵押：(i)賬面總值為15,300,000,000港元(二零一六年六月三十日：12,500,000,000港元)之投資物業；(ii)賬面總值為6,756,000,000港元(二零一六年六月三十日：6,521,000,000港元)之發展中物業；(iii)賜譽(一間本集團擁有60%權益之附屬公司，其持有投資物業)之全部股本；及(iv)金駿(一間本公司擁有60%權益之附屬公司，其持有發展中物業)之全部股本。

此外，本集團已抵押其賬面淨值為48,000,000港元(二零一六年六月三十日：101,000,000港元)之預付土地租賃款項及其賬面淨值為1,608,000,000港元(二零一六年六月三十日：2,902,000,000港元)之建築物，以取得於二零一七年六月三十日及二零一六年六月三十日已獲授但未動用之銀行融資。

PROSPECTS

Real Estate Business

Property Investment

Kowloon East is improving its infrastructure, as part of the move, it is increasing the supply of new, quality office spaces and residential units. The Hong Kong Government is expected to invite tenders for a plot of land in the city's largest quarry site. This will help to accelerate Kowloon East's development into the city's second metropolitan area and prominent CBD2 where both multinational corporations and small and medium-sized enterprises can converge.

Both the accessibility to CBD2 and the transportation within the district are improving, better amenities are also being developed by the government and private developers, as such, the Group is optimistic about the prospect of CBD2 in Kowloon East becoming a favorable option for corporations who would like to relocate from Central and other business districts. We expect the office leasing market in CBD2 to develop healthily with a gradual tenant intake at competitive rentals.

We are positive about the medium and long-term prospect of Kowloon East and remain confident that Goldin Financial Global Centre will generate a steady stream of rental income in the future.

Property Development

The Ho Man Tin district is an urban area of Kowloon known for its well-established school network for young families and its luxury residences. It will be further developed into a transportation hub where a key interchange station of MTR is located in the future. The Group is confident that its two residential property development projects in the district have great potential for appreciation in value in the coming years. We are optimistic about the future revenues that the Group will generate upon the completion of the projects.

We remain confident that the Group's real estate business will continue to be prosperous as it is bolstered by Goldin Financial Global Centre in terms of investment value and rental income and the contribution from the new residential property developments.

前景

房地產業務

物業投資

九龍東正強化其基建，此舉包括增加新建的優質辦公室空間，以及擴建住宅單位的供應。預期香港政府將就香港最大石礦場的一幅地塊進行招標。這有助加快九龍東發展成為跨國企業和中小型企業匯集的香港第二個大都會區及主要中心商業區2。

中心商業區2的內外交通正在改善，而政府及私人發展商亦正在該區興建更佳設施，因此，本集團認為九龍東之中心商業區2將能成為有意遷離中環及其他商業地區的企業的選擇熱點。我們預期中心商業區2之辦公室租賃市場將會健康發展，並以具競爭力的租金逐步吸納租戶。

我們對九龍東的中期及長期前景感到樂觀，且仍有信心高銀金融國際中心未來將產生穩定租金收入。

物業發展

何文田區位處九龍市區，以為年輕家庭而設的完善校網及豪華住宅聞名，而且將進一步發展為交通樞紐，未來為港鐵的主要中轉站。本集團有信心區內兩項住宅物業發展項目在未來數年具有龐大的升值潛力。我們對於該等物業發展項目落成後為本集團帶來之未來營業額深感樂觀。

受惠於高銀金融國際中心之投資價值及租金收入以及新住宅物業發展的貢獻，我們對本集團房地產業務持續興旺抱有信心。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

PROSPECTS (Continued)

Wine Business

The flourishing wine industry in China and Hong Kong abounds with business opportunities as the number of wine enthusiasts is increasing. The trade in wine has sprouted in various distribution channels, from convenience retail outlets to the premier private wine clubs in Hong Kong. Eyeing the blossoming wine market, the global wine merchants and international wine companies have already set up their regional trading and distribution bases in Hong Kong and a reputable company was also reported of its intending to create a new platform for the wine exchange in the near future.

Our new dining business at the Goldin Financial Global Centre offer delectable cuisines with food and wine pairing service. As more tenants move to the Goldin Financial Global Centre, it is expected that the performance of our new dining business will further improve and bring in higher revenues in the coming year. In addition to enhancing its marketing mix for the wine and dining businesses, the Group will continue to expand its wine retail business for the local market. A new retail wine shop near the fine dining restaurants will also be established to cater for the retail customers. Meanwhile, we are contemplating how to capitalise on a niche in the liquor market in order to tap the demand of the discerning customers. The Group's wine trading business will continue to develop steadily, aiming for wider market coverage in China's key cities. The Group will continue to explore other possibilities in the wine business and other related businesses in order to increase its market penetration in China and Hong Kong.

Apart from the vineyards and winery in the Napa County and Bordeaux acquired in the previous years, the Group is also exploring possible overseas acquisitions with the aim of increasing the number of its wine production bases and the product variety while securing the stable supply of our self-produced wines. We will continue to develop our wine and related business, and remain optimistic about the prospect.

前景(續)

酒品業務

中國及香港之酒品業蓬勃發展，商機處處，酒品愛好者數目亦不斷上升。香港酒品貿易在多個分銷渠道方興未艾，由便利店至高級私人酒會皆然。放眼蓬勃的酒品市場，全球酒商及國際酒品公司已於香港設立其地區貿易及分銷基地，而某知名公司據報有意於不久將來在香港創立新的酒品交易平台。

我們位於高銀金融國際中心的新餐飲業務提供美食及美酒佳餚配對服務。隨著更多租戶遷入高銀金融國際中心，預期新餐飲業務的表現將會進一步改善，並於來年帶來更高營業額。本集團將繼續擴大本地市場的酒品零售業務，以加強酒品及餐飲業務的多元營銷方法。我們亦將會在星級餐廳附近設立新的酒品零售店以滿足零售客戶的需求。與此同時，我們考慮進軍烈酒市場，招徠品味不凡的客戶。本集團之酒品貿易業務將繼續穩定發展，力求於中國主要城市擴大市場覆蓋率。本集團將繼續發掘酒品業務及其他相關業務之潛力，以加強其於中國及香港之市場滲透。

除於往年度購入位於納帕及波爾多的葡萄園及酒莊外，本集團正在尋找其他海外的收購機會，旨在增加酒品生產基地及酒品種類，同時確保旗下酒莊生產酒品的穩定供應。我們將會繼續發展酒品及相關業務，並對其前景抱樂觀態度。

PROSPECTS (Continued)

Factoring Business

The major markets are expecting a general recovery in the global economic activities in the remainder of 2017. However, the improving economic sentiments are likely to be undermined by the uncertainties over the international politics such as the intensifying regional geopolitical conflicts and rising protectionism, which have arisen from the change in European politics and the election of the United States' president. In addition, China's factoring market is likely to remain very competitive as more commercial factors enter the market. Therefore, the Group's factoring business will continue to face a challenging business environment in the coming year.

In view of these market conditions, the Group will strive to maintain the competitive edge of its factoring business and continue its prudent approach to managing risks and selecting clients. We will also explore possibilities of cooperating with other commercial factors and financial institutions and develop new products and services in China's financial sector.

前景(續)

保理業務

主要市場預期全球經濟活動在二零一七年餘下時間將會整體復甦。然而，正在好轉的經濟氣氛或因國際政治多項不明朗因素而遭削弱，當中包括因歐洲政治變化及美國總統選舉而導致地緣政治衝突加劇及保護主義升溫。此外，隨著更多商業保理商加入市場，中國保理市場可能將持續競爭激烈。因此，本集團的保理業務來年將繼續處於迎難而上的營商環境。

鑒於目前情況，本集團將致力保持保理業務之競爭優勢，並繼續審慎地管理風險及篩選客戶。我們亦將探索與其他商業保理商及金融機構合作之可能性，從而於中國金融業開發新產品及服務。

DIRECTORS' PROFILES

董事履歷

EXECUTIVE DIRECTORS

Mr. Pan Sutong

Mr. Pan, aged 54, is a controlling shareholder, the Chairman of the Board and an executive Director, the chairman of the corporate governance committee and a member of the nomination committee of the Company, respectively. He had been a non-executive Director since December 2008, and was re-designated from non-executive Director to executive Director in November 2014. He is also a director of certain subsidiaries of the Company. He is responsible for the overall strategic planning of the Group. He has accumulated extensive experience in trading, finance and property development. Mr. Pan is also the chairman, chief executive officer and executive director of Goldin Properties.

Professor Huang Xiaojian

Professor Huang, aged 55, was appointed as a non-executive Director in December 2008 and re-designated as an executive Director in November 2012. He has over 25 years of experience in research and development of electronic and digital technologies. Professor Huang obtained a master's degree in Telecommunications and Electronics from Beijing University of Posts and Telecommunications and is a senior member of an Electronic Association in China. He is currently a member of the supervisory board of Gigaset AG, a listed company in Germany. Prior to joining the Company, Professor Huang was a professor of Beijing University of Posts and Telecommunications and worked in a number of research organization in China.

Mr. Zhou Xiaojun

Mr. Zhou, aged 43, was appointed as an executive Director and a member of the corporate governance committee of the Company in March 2016. He is also a director of certain subsidiaries of the Company. Prior to joining the Company, Mr. Zhou acted as legal counsel and held senior management posts in various corporations in the PRC, Hong Kong and Singapore. Mr. Zhou graduated from Dalian Maritime University with a bachelor degree in International Maritime Law. Mr. Zhou has accumulated extensive experience in corporate administration, finance, legal, international trade and public relations. He is currently an executive director of Goldin Properties.

Ms. Hou Qin

Ms. Hou, aged 39, was appointed as a non-executive Director in December 2008 and re-designated as an executive Director in June 2009. She is also a director of certain subsidiaries of the Company. She furthered her study in Jinan University with a major in Financial Management following her graduation from a professional college in Guangdong province. She holds a postgraduate diploma in Corporate Finance and Investment Management from The University of Hong Kong. She garnered her extensive experience in financial management and electronics industry in China.

執行董事

潘蘇通先生

潘先生，五十四歲，為本公司之控股股東，董事會主席兼執行董事，企業管治委員會主席及提名委員會成員。彼自二零零八年十二月起出任非執行董事，並於二零一四年十一月由非執行董事調任為執行董事。彼亦為本公司若干附屬公司之董事。彼負責本集團之整體策略規劃。彼在貿易、金融及地產開發方面擁有豐富的經驗。潘先生亦為高銀地產的主席、行政總裁及執行董事。

黃孝建教授

黃教授，五十五歲，於二零零八年十二月獲委任為非執行董事，並於二零一二年十一月調任為執行董事。彼擁有超過25年電子及數碼技術研發經驗。黃教授取得北京郵電大學通信與電子系統碩士學位及為一家中國電子學會之資深會員。彼現為Gigaset AG (德國上市公司)之監事會成員。在加入本公司前，黃教授曾任北京郵電大學教授及曾於國內不同研究機構任職。

周曉軍先生

周先生，四十三歲，於二零一六年三月獲委任為執行董事及本公司企業管治委員會之成員。彼亦為本公司若干附屬公司之董事。在加入本公司前，周先生曾擔任法律顧問，並於中國、香港及新加坡等多家企業出任要職。周先生畢業於大連海事大學，持有國際海事法律學士學位。周先生於企業行政、財務、法律、國際貿易及公共關係方面擁有豐富的經驗。彼現為高銀地產之執行董事。

侯琴女士

侯女士，三十九歲，於二零零八年十二月獲委任為非執行董事，並於二零零九年六月調任為執行董事。彼亦為本公司若干附屬公司之董事。彼於廣東省一間專科學校畢業後，曾於暨南大學深造財務管理。彼持有香港大學企業財務與投資管理深造文憑。彼於財務管理及中國電子業擁有豐富經驗。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Hon. Shek Lai Him Abraham (GBS, JP)

Hon. Shek, aged 72, was appointed as an independent non-executive Director in January 2017. He is also the chairman of the nomination committee of the Company. He holds a Bachelor's Degree of Arts in University of Sydney. He is currently a member of the Legislative Council of the HKSAR. Hon. Shek is also a member of the Court of The Hong Kong University of Science and Technology, a member of the Court and the Council of The University of Hong Kong and a non-executive director of the Mandatory Provident Fund Schemes Authority.

He currently holds directorship in a number of listed companies on the Main Board of the Hong Kong Stock Exchange: (i) the chairman and an independent non-executive director of Chuang's China Investments Limited; (ii) the vice chairman and an independent non-executive director of ITC Properties Group Limited; and (iii) an independent non-executive director of China Resources Cement Holdings Limited, Chuang's Consortium International Limited, Cosmopolitan International Holdings Limited, Country Garden Holdings Company Limited, Eagle Asset Management (CP) Limited (the Manager of Champion Real Estate Investment Trust), Hop Hing Group Holdings Limited, Lai Fung Holdings Limited, Lifestyle International Holdings Limited, Midas International Holdings Limited, MTR Corporation Limited, NWS Holdings Limited, Paliburg Holdings Limited, Regal Portfolio Management Limited (the Manager of Regal Real Estate Investment Trust) and SJM Holdings Limited respectively.

Hon. Shek was independent non-executive director of the listed companies on the Main Board of the Hong Kong Stock Exchange: ITC Corporation Limited (now known as PT International Development Corporation Limited) (ceased on 28 March 2017 at 4pm), TUS International Limited (ceased on 6 January 2017) and Dorsett Hospitality International Limited (which had been withdrawn from listing in October 2015) respectively.

獨立非執行董事

石禮謙議員(GBS, JP)

石議員，七十二歲，於二零一七年一月獲委任為獨立非執行董事。彼亦為本公司提名委員會之主席。彼持有悉尼大學文學學士學位。彼現為香港特別行政區立法會議員。石議員亦為香港科技大學顧問委員會委員、香港大學校董會及校務委員會成員及強制性公積金計劃管理局之非執行董事。

彼現於香港聯交所若干主板上市公司內擔任董事：(i) 莊士中國投資有限公司的主席及獨立非執行董事；(ii) 德祥地產集團有限公司的副主席及獨立非執行董事；及(iii) 分別為華潤水泥控股有限公司、莊士機構國際有限公司、四海國際集團有限公司、碧桂園控股有限公司、冠君產業信託之管理人鷹君資產管理(冠君)有限公司、合興集團控股有限公司、麗豐控股有限公司、利福國際集團有限公司、勤達集團國際有限公司、香港鐵路有限公司、新創建集團有限公司、百利保控股有限公司、富豪產業信託之管理人富豪資產管理有限公司及澳門博彩控股有限公司的獨立非執行董事。

石議員曾為聯交所主板上市公司之獨立非執行董事：德祥企業集團有限公司(現稱保德國際發展企業有限公司)(於二零一七年三月二十八日下午四時離任)、啟迪國際有限公司(二零一七年一月六日離任)及帝盛酒店集團有限公司(其已於二零一五年十月撤銷上市地位)。

DIRECTORS' PROFILES

董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

Ms. Hui Wai Man, Shirley

Ms. Hui, aged 50, was appointed as an independent non-executive Director in June 2006. She is also the chairman of the audit committee, a member of the remuneration committee and nomination committee of the Company, respectively. Ms. Hui is a practising accountant in Hong Kong. She has over 25 years of experience in public accounting and corporate finance. She is a fellow of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.

Ms. Hui was (i) the non-executive director and chairman of Eco-Tek Holdings Limited (ceased on 27 April 2017), which was listed on the GEM Board of the Hong Kong Stock Exchange, and (ii) an independent non-executive director of Fresh Express Delivery Holdings Group Co., Limited (ceased on 1 December 2016), Evergrande Health Industry Group Limited (formerly known as "New Media Group Holdings Limited") (ceased on 27 March 2015) and Mingyuan Medicare Development Company Limited (ceased on 18 August 2017), companies all listed on the Main Board of the Hong Kong Stock Exchange, respectively.

Mr. Tang Yiu Wing

Mr. Tang, aged 50, was appointed as an independent non-executive Director in September 2006. He is also the chairman of the remuneration committee and a member of the audit committee of the Company respectively. Mr. Tang is a practising solicitor in Hong Kong. He holds a bachelor's degree in Laws, a postgraduate certificate in Laws from The University of Hong Kong and a master's degree in Laws from The City University of Hong Kong. He is a member of The Law Society of Hong Kong and is admitted as a solicitor of the Supreme Court of England and Wales and a barrister and solicitor of the Supreme Court of Tasmania. Mr. Tang is currently an independent non-executive director of Jete Power Holdings Limited, KSL Holdings Limited and Zhejiang United Investment Holdings Group Limited (formerly known as "Fraser Holdings Limited"), companies all listed on the GEM Board of the Hong Kong Stock Exchange, and Universe International Financial Holdings Limited, a company listed on the Main Board of the Stock Exchange, respectively.

獨立非執行董事(續)

許惠敏女士

許女士，五十歲，於二零零六年六月獲委任為獨立非執行董事。彼亦分別為本公司審核委員會主席，以及薪酬委員會及提名委員會之成員。許女士為香港執業會計師。彼於公共會計及企業融資方面擁有逾25年經驗。彼為香港會計師公會、英國特許會計師公會、英國特許秘書及行政人員公會及香港特許秘書公會之資深會員。

許女士曾分別為(i)聯交所創業板上市公司環康集團有限公司之非執行董事兼主席(二零一七年四月二十七日離任)，以及(ii)聯交所主板上市公司鮮馳達控股集團有限公司(二零一六年十二月一日離任)、恒大健康產業集團有限公司(前稱為「新傳媒集團控股有限公司」)(二零一五年三月二十七日離任)及銘源醫療發展有限公司(二零一七年八月十八日離任)的獨立非執行董事。

鄧耀榮先生

鄧先生，五十歲，於二零零六年九月獲委任為獨立非執行董事。彼亦分別為本公司薪酬委員會主席及審核委員會成員。鄧先生為香港執業律師。彼持有香港大學法律學士學位及香港大學法律深造文憑，並取得香港城市大學法律碩士學位。彼為香港律師會會員，並為英格蘭與威爾斯最高法院律師，以及塔斯曼尼亞最高法院大律師及律師。鄧先生現分別為香港聯交所創業板上市鑄能控股有限公司、KSL Holdings Limited及浙江聯合投資控股集團有限公司(前稱為「Fraser Holdings Limited」)的獨立非執行董事，以及聯交所主板上市公司寰宇國際金融控股有限公司之獨立非執行董事。

**INDEPENDENT NON-EXECUTIVE
DIRECTORS** (Continued)

Ms. Gao Min

Ms. Gao, aged 42, was appointed as an independent non-executive Director in November 2012. She is also a member of the audit committee, nomination committee and remuneration committee of the Company respectively. Ms. Gao is a partner of BDO China Shu Lun Pan Certified Public Accountants LLP ("BDO"). She graduated from Shanghai University of Finance and Economics with a major in investment management and holds a master's degree in business administration from Fudan University. Prior to joining BDO, Ms. Gao was an audit manager of Shenzhen Dahua CPAs and the chief financial officer of a private corporation in China. She has over 10 years of professional experience in public accounting. She is a member of The Chinese Institute of Certified Public Accountants. Ms. Gao is proficient in financial management, auditing and consulting for public corporations in China.

獨立非執行董事(續)

高敏女士

高女士，四十二歲，於二零一二年十一月獲委任為獨立非執行董事。彼亦分別為本公司審核委員會、提名委員會及薪酬委員會之成員。高女士為立信會計師事務所(特殊普通合伙)(「立信」)之合夥人。彼畢業於上海財經大學，主修投資經濟管理，並持有復旦大學工商管理碩士學位。加入立信之前，高女士為深圳大華會計師事務所之審計經理及中國一家私營公司之財務總監。彼於執業會計界擁有超過10年專業經驗。彼為中國註冊會計師協會會員。高女士擅於為中國上市公司進行財務管理、審核及諮詢。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board of the Company recognizes the importance of maintaining high standards of corporate governance to enhance the long-term benefits and interests of the Shareholders and to strengthen the Group's performance. The Board considers that by adhering well-established standards of corporate governance principles and practices, it will enable the Company to remain proactive to its business development and needs in an efficient and effective manner, and hence enrich the value of the Shareholders and stakeholders.

CORPORATE GOVERNANCE PRACTICES

The Company strives to uphold recognized corporate governance practices. Throughout the year ended 30 June 2017, the Company has complied with the code provisions ("Code Provisions") of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules, except for certain deviations specified with considered reason as explained below.

BOARD OF DIRECTORS

(a) Principal Responsibilities of the Board

The Board is primarily responsible for the management and leadership and for monitoring the Company and the Group as a whole with a view of directing and promoting the long-term strategic and healthy development of the Group.

本公司董事會深知維持高水準企業管治對提高股東的長期利益及權益以及增強本集團表現的重要性。董事會認為，透過秉承完善的企業管治原則及常規標準，公司將可一直對其業務發展持積極態度，高效及有效地回應所需，從而充實股東及持份者的價值。

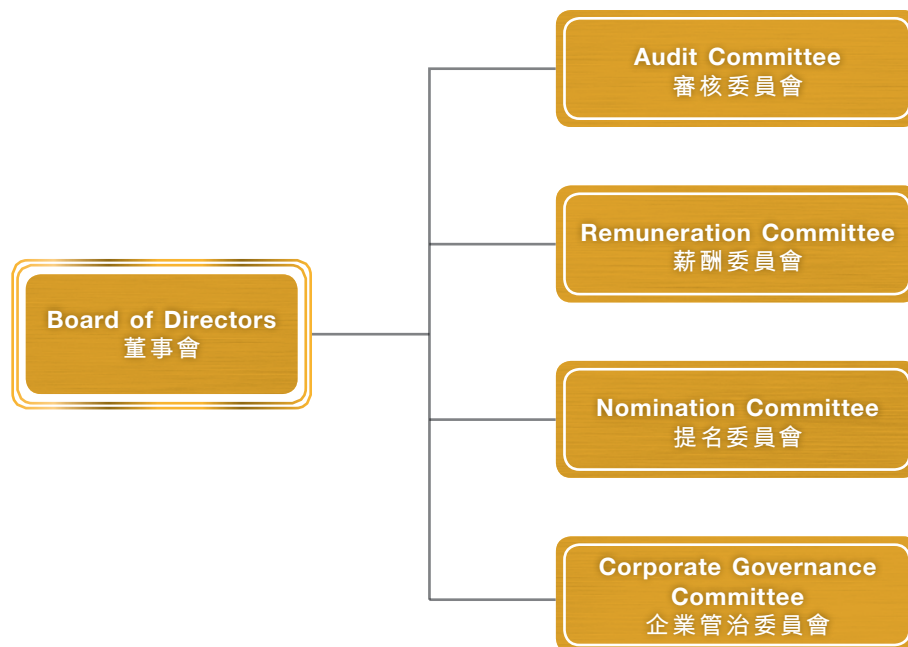
企業管治常規

本公司致力遵循公認的企業管治常規。本公司於截至二零一七年六月三十日止年度整年內一直遵守上市規則附錄十四載列的企業管治守則（「企業管治守則」）之守則條文（「守則條文」），惟下文所載已闡述原因的若干偏離者除外。

董事會

(a) 董事會的主要職責

董事會主要負責管理及領導並整體監察本公司及本集團的事務，從而指導及促進本集團的長期策略及穩健發展。



BOARD OF DIRECTORS (Continued)

(a) Principal Responsibilities of the Board (Continued)

During the year, the Board conducted the following:

- i. reviewed the performance of the Group and formulated business objectives and strategies;
- ii. refined the composition of the Board and the Board committee of the Company;
- iii. reviewed and monitored the internal controls of the Group, and enhanced the Group's internal control policies. The internal control policies of the operating business units of the Group — real estate, factoring, wine and wine related, and dining businesses were updated and/or implemented respectively;
- iv. approved financial statements and public announcements; and
- v. reviewed and approved the connected transactions and the continuing connected transactions of the Company and established the relevant independent board committees under the requirements of the Listing Rules.

(b) Board Composition

The Board currently comprises eight Directors, of which four are executive Directors and four are INEDs. During the year ended 30 June 2017 and up to the date of this report, the composition of the Board is as follows:

Executive Directors

Mr. Pan Sutong (*Chairman*)
Professor Huang Xiaojian
Mr. Zhou Xiaojun
Ms. Hou Qin

Independent Non-executive Directors

Hon. Shek Lai Him Abraham (*GBS, JP*) (*appointed on 9 January 2017*)
Ms. Hui Wai Man, Shirley
Mr. Tang Yiu Wing
Ms. Gao Min

董事會(續)

(a) 董事會的主要職責(續)

於本年度，董事會已進行下列各項工作：

- i. 檢討本集團表現及規劃業務目標及策略；
- ii. 完善本公司董事會及董事委員會的組成；
- iii. 檢討及監察本集團之內部監控，及加強本集團之內部監控政策。本集團的營運業務單位 — 房地產、保理、酒品及酒品相關業務，及餐飲業務之內部監控政策已分別作出更新及／或實施；
- iv. 審批財務報表及公告；及
- v. 審議及批准本公司的關連交易及持續關連交易，並根據上市規則規定成立相關獨立董事委員會。

(b) 董事會的組成

董事會現由八位董事組成，當中四位為執行董事及四位為獨立非執行董事。截至二零一七年六月三十日止年度直至本報告日期止，董事會的組成如下：

執行董事

潘蘇通先生(*主席*)
黃孝建教授
周曉軍先生
侯琴女士

獨立非執行董事

石禮謙議員(*GBS, JP*) (*於二零一七年一月九日獲委任*)
許惠敏女士
鄧耀榮先生
高敏女士

BOARD OF DIRECTORS (Continued)

(b) Board Composition (Continued)

The joining of a new INED to the Company during the year has enhanced the Board composition with higher independence and broader independent views and experiences. At the same time, the change in chairman of the Nomination Committee from executive to non-executive Director has synchronized with the other Board committees, in which a majority of the INEDs are serving as members. This will increase the transparency on the functionality of the committees' work.

The responsibility of the executive Directors to oversee and monitor the operations of the Group and to implement the strategies and policies set by the Board are supported by the decentralized departmental management and expertise talents.

The Board composition is balanced with knowledge, skills, experience and expertise of the Directors which are appropriate for the requirements of the Company's businesses. Further details on the review of the composition of the Board in terms of diversity are set out in the section headed "Nomination Committee" below.

The Directors possess managerial, accounting and legal professional qualifications with sound experiences in diversified businesses. There are no relationships (including financial, business, family or other material or relevant relationships) among members of the Board. Directors' biographical details are set out in the section headed "Directors' Profiles" of this annual report.

(c) Chairman and Chief Executive Officer

Mr. Pan Sutong is the Chairman of the Board and executive Director who has a pivotal role to the Board in piloting and formulating the business strategies and directives.

The Company has not appointed any chief executive. The daily operation and management of the Company is monitored by the executive Directors as well as the senior management. The Board considers the present structure is more suitable for the Company because it can promote the efficient formulation and implementation of the Company's strategies.

董事會(續)

(b) 董事會的組成(續)

年內有新獨立非執行董事加入本公司，提升了董事會的組成，令其更具獨立性及帶來更廣闊的獨立觀點及經驗。與此同時，提名委員會主席由執行董事改為非執行董事擔任，與其他以獨立非執行董事為大多數成員的董事委員會一致。此舉將提高各委員會職能的透明度。

執行董事審視及監控本集團營運的職責以及董事會所制定策略及政策的執行由不同部門之管理人員及專業人才提供支援。

董事會結構平衡，具備董事之知識、技術、經驗及專業知識，切合本公司業務所需。有關就多元化而言董事會組成的檢討，詳情載列於下文「提名委員會」一節。

董事來自不同界別，經驗豐富，分別擁有管理、會計及法律等專業資歷。董事會各成員之間不存在任何關係(包括財務、業務、家族或其他重大或相關關係)。董事之履歷詳情載於本年報「董事履歷」一節。

(c) 主席及行政總裁

潘蘇通先生為董事會主席兼執行董事，對董事會具領航及制定業務策略及指令的關鍵角色。

本公司並無委任任何行政總裁。本公司之日常營運及管理由執行董事及高級管理層監控。董事會認為，由於目前架構能夠提升本公司策略規劃及實施之效率，因而較適合本公司。

BOARD OF DIRECTORS (Continued)

(d) Independent Non-executive Directors

The Company values the INEDs as they serve the Board with independent opinions and objective views, in particular, on issues of strategies, policies, performance and internal control of the Company.

Throughout the year under review, the Company has complied with Rules 3.10(1) and 3.10A of the Listing Rules of having the number of INEDs representing at least one-third or above of the Board. One of the INEDs has the appropriate professional qualifications in accounting or related management expertise as required by Rule 3.10(2), while another INED possesses professional finance and accounting qualifications in the PRC. The Company has complied the Listing Rule requirements under Rule 3.10(2).

The Company has received from each of the INEDs a written annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Independence of each of the INEDs has been assessed and reviewed by the Nomination Committee and the Board continues to consider each of them independent in accordance with the Listing Rules.

Paragraph A.4.1 of the Code Provisions stipulated that non-executive directors should be appointed for a specific term, subject to re-election. The INEDs are not appointed for a specific term but are subject to retirement by rotation at least once every three years at the Company's annual general meeting in accordance with the provisions of the Bye-laws. The Board believes that such practice would offer stability at the Board level whilst independence is safeguarded by the statutory provisions by way of rotation, retirement and re-election subject to the Shareholders' approval. Thus, the Board considers that such provisions are sufficient to meet the underlying objectives of the relevant provisions of the CG Code.

(e) Directors' Continuous Professional Development

Being aware of the importance of exercising the duties and responsibilities with care, skill and diligence, the Directors are supported by updates on the development and changes on the applicable rules and regulation pertinent to enable them in obtaining the necessary understanding of the business and operations of the Company and the Group. During the year, the Directors had been updated by the Company on the developments or changes affecting their obligations in terms of professional, regulatory and compliance on a regular basis, e.g. updates on corporate governance compliances, enforcement guidelines issued by the regulatory authorities in Hong Kong, guidance notes on risk management etc.

董事會(續)

(d) 獨立非執行董事

本公司重視獨立非執行董事，此乃由於彼等為董事會提供獨立意見及客觀見解，尤其是有關本公司之策略、政策、表現及內部監控方面之事宜。

於整個回顧年度內，本公司已遵守上市規則第3.10(1)及3.10A條擁有指定數目的獨立非執行董事，佔董事會至少三份之一或以上人數。其中一名獨立非執行董事具備第3.10(2)條規定的適當會計專業資格或相關管理專業知識，而另一名獨立非執行董事則擁有中國專業財務及會計資格。本公司已遵守第3.10(2)條的上市規則之規定。

本公司已接獲每位獨立非執行董事就上市規則第3.13條規定所發出之年度獨立性確認書。提名委員會已遵照上市規則評估及審核各獨立非執行董事之獨立性，而董事會依然認為彼等各自均為獨立。

守則條文第A.4.1段訂明非執行董事應按指定任期獲委任，並須接受重選。獨立非執行董事概無按指定任期獲委任，惟須根據公司細則條文於本公司之股東週年大會上最少每三年輪流退任一次。董事會相信該項常規於董事會層面提供穩定性，同時透過徵求股東批准的輪值、退任及重選之法定條文確保獨立非執行董事之獨立性。因此，董事會認為該等條文足以符合企業管治守則有關條文的相關目標。

(e) 董事的持續專業發展

董事深知勤勉盡職的重要性，彼等由適用規則及法規相關的發展及變動的最新資料支援，使彼等獲得對本公司及本集團業務及營運的必要認識。於本年度，董事就專業、監管及合規方面獲本公司定期知會影響其責任之發展或變化，例如企業管治合規情況的更新、香港監管機構所發出的執法指引、風險管理指引等。

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD OF DIRECTORS (Continued)

(e) Directors' Continuous Professional Development (Continued)

In addition, the Board members who possess professional qualifications underwent continuous professional development governed by the applicable professional bodies in Hong Kong and overseas. The training records of the Directors have been reviewed by the Corporate Governance Committee.

All Directors are encouraged to take up suitable training and induction programmes as arranged and funded by the Company in order to enhance their knowledge on directors' roles, functions and duties in listed company perspectives. During the year, an induction briefing was given to the new Director on the introduction of the Group's profiles and core business segments as well as the corporate governance policies of the Company.

BOARD MEETINGS

During the year ended 30 June 2017, the Board held six full Board meetings and additional Board meetings are held as and when necessary.

The attendance of the Directors at the full Board meetings are as follows:

董事會(續)

(e) 董事的持續專業發展(續)

此外，擁有專業資格的董事會成員已參加由香港及海外適用專業機構監管的持續專業發展。董事培訓記錄已由企業管治委員會審閱。

本公司鼓勵全體董事修讀本公司安排及資助的相關培訓課程及就職計劃，以上市公司的角度提高彼等對董事的角色、職能及職責的知識。本年內，已為新到任董事進行就任簡報，介紹本集團概況及其核心業務分部，以及本公司企業管治政策。

董事會會議

於截至二零一七年六月三十日止年度內，董事會舉行六次全體董事會會議，並於必要時舉行額外董事會會議。

董事出席全體董事會會議的出席率載列如下：

No. of meetings attended/ No. of meetings during the year (Directors' tenure)

出席會議次數/
本年度(於董事任內)
會議次數

| Executive Directors | | 執行董事 | |
|--|--|--------------------|-----|
| Mr. Pan Sutong (Chairman) | | 潘蘇通先生(主席) | 1/6 |
| Professor Huang Xiaojian | | 黃孝建教授 | 5/6 |
| Mr. Zhou Xiaojun | | 周曉軍先生 | 6/6 |
| Ms. Hou Qin | | 侯琴女士 | 6/6 |
| Independent Non-executive Directors | | 獨立非執行董事 | |
| Hon. Shek Lai Him Abraham [#] | | 石禮謙議員 [#] | 3/3 |
| Ms. Hui Wai Man, Shirley | | 許惠敏女士 | 6/6 |
| Mr. Tang Yiu Wing | | 鄧耀榮先生 | 6/6 |
| Ms. Gao Min | | 高敏女士 | 6/6 |

[#] Appointed as independent non-executive Director on 9 January 2017.

[#] 於二零一七年一月九日獲委任為獨立非執行董事。

BOARD COMMITTEES

The Board has established the following committees with defined and written terms of reference:

- Audit Committee
- Remuneration Committee
- Nomination Committee
- Corporate Governance Committee

The terms of reference of each Board committee have been approved by the Board covering the duties, powers and authority which are in compliance with the Listing Rules, and taking into account of the specific business needs and requirements of the Company. The Board committees are accountable to the Board and will report their outcomes, opinions, findings and recommendations arrived at the committee meetings to the Board.

In addition to the above committees, during the year under review, the independent board committees of the Company, comprising all the INEDs, had been established by the Board for the purpose of the Listing Rules.

Audit Committee

The primary responsibilities of the Audit Committee are assisting the Board in fulfilling its audit duties through the review and supervision of the Company's relationship with external auditor, reviewing the financial information and overseeing the financial reporting system of the Company, and reviewing the risk management and internal control procedures of the Group.

The terms of reference of the Audit Committee are in compliance with the Code Provisions. They are available on the websites of the Company and the Stock Exchange.

The Audit Committee currently consists of the following Directors:

Ms. Hui Wai Man, Shirley (*Chairman of Audit Committee*)
Independent Non-executive Director

Mr. Tang Yiu Wing
Independent Non-executive Director

Ms. Gao Min
Independent Non-executive Director

董事委員會

董事會已成立下列委員會，各有明確及書面職權範圍：

- 審核委員會
- 薪酬委員會
- 提名委員會
- 企業管治委員會

各董事委員會的職權範圍涵蓋職責、權力及授權，已獲董事會批准，符合上市規則，並經參考本公司的特定業務需要及要求。董事委員會須向董事會負責，並向董事會匯報於委員會會議達成的結果、意見、調查結果及建議。

除上述委員會外，於回顧年度內，董事會已根據上市規則的規定，成立本公司的獨立董事委員會(由所有獨立非執行董事組成)。

審核委員會

審核委員會主要負責透過檢討及監察本公司與外聘核數師之關係，協助董事會履行其審核職責、審閱財務資料及監督本公司的財務匯報制度，以及審閱本集團的風險管理及內部監控程序。

審核委員會的職權範圍符合守則條文。該等職權範圍可於本公司及聯交所網站瀏覽。

審核委員會目前由下列董事組成：

許惠敏女士(審核委員會主席)
獨立非執行董事

鄧耀榮先生
獨立非執行董事

高敏女士
獨立非執行董事

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BOARD COMMITTEES (Continued)

Audit Committee (Continued)

During the year, the Audit Committee held two meetings with the external auditor of the Company to discuss issues they considered necessary. The following is a summary of the major tasks carried out by the Audit Committee during the year ended 30 June 2017:

- reviewed with the external auditor over the audit plan and the nature and scope of audit before the commencement of the audit work;
- reviewed the enhanced internal control policies for the Group's anti-money laundering policy ("AML Policy"), and for the operating business units of the Group – real estate, factoring, wine and wine related, and dining businesses respectively;
- reviewed and recommended to the Board for approval of the Group's annual results for the year ended 30 June 2016 and the interim results for the six months ended 31 December 2016 with focuses on the compliance with the applicable accounting standards, the Listing Rules and other requirements, and the internal control system;
- reviewed the independence of the external auditor and recommended to the Board on the re-appointment of the external auditor; and
- approved the audit and non-audit services fees and the terms of engagement of the external auditor.

Remuneration Committee

The Remuneration Committee is responsible for making recommendations to the Board on the policy and structure of the Company for all remuneration of the Directors and senior management and to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time. The Remuneration Committee reports to the Board on the outcomes of their meetings.

The terms of reference of the Remuneration Committee are based on outlines under the Code Provisions. They are available on the websites of the Company and the Stock Exchange.

董事委員會(續)

審核委員會(續)

於本年度，審核委員會與本公司外聘核數師曾舉行兩次會議，討論彼等認為必須的事宜。審核委員會於截至二零一七年六月三十日止年度已進行的主要工作概要如下：

- 於開始審核工作前與外聘核數師審閱審核計劃，以及審核性質與範圍；
- 分別審閱本集團反洗黑錢政策（「反洗黑錢政策」），以及本集團的業務營運單位 – 房地產、保理、酒品及酒品相關業務，以及餐飲業務的加強內部監控政策；
- 審閱本集團截至二零一六年六月三十日止年度的全年業績及截至二零一六年十二月三十一日止六個月的中期業績，尤其集中在適用會計準則、上市規則及其他規定方面的合規性，以及內部監控系統，並向董事會建議以供批准；
- 審核外聘核數師的獨立性及建議董事會續聘外聘核數師；及
- 批准外聘核數師之審核及非審核服務費以及聘用條款。

薪酬委員會

薪酬委員會的職責為就本公司董事及高級管理層的全體薪酬政策及架構，向董事會提出建議，並參考董事會不時議決的公司宗旨及目標，檢討及批准按表現釐訂的薪酬。薪酬委員會須向董事會匯報其於會議的調查結果。

薪酬委員會的職權範圍乃根據守則條文項下的提綱而釐定。該等職權範圍可於本公司及聯交所網站瀏覽。

BOARD COMMITTEES (Continued)

Remuneration Committee (Continued)

The Remuneration Committee currently comprises of the following Directors:

Mr. Tang Yiu Wing (*Chairman of Remuneration Committee*)
Independent Non-executive Director

Ms. Hui Wai Man, Shirley
Independent Non-executive Director

Ms. Gao Min
Independent Non-executive Director

The following is a summary of the major works performed by the Remuneration Committee during the year:

- reviewed the remuneration level of a new INED; and
- reviewed the existing remuneration policy and structure for all the Directors and recommended to the Board on their remuneration packages.

No Directors participated in decision making for his/her own remuneration. The details of the Directors' emoluments for the year ended 30 June 2017 are set out in note 9 to the financial statements.

Nomination Committee

The principal responsibilities of the Nomination Committee are to review the structure, size and diversity of the Board based on a range of perspectives with reference to professional qualifications, regional and industry experience, educational and cultural background, skills, industry knowledge and reputation, gender, ethnicity, language skills and length of service. In addition, the committee also makes recommendations to the Board relating to the appointment or re-appointment of Directors and their succession planning.

The terms of reference of the Nomination Committee are in compliance with the Code Provisions. The terms of reference are available on the websites of the Company and the Stock Exchange.

董事委員會(續)

薪酬委員會(續)

薪酬委員會目前由下列董事組成：

鄧耀榮先生(薪酬委員會主席)
獨立非執行董事

許惠敏女士
獨立非執行董事

高敏女士
獨立非執行董事

下文為薪酬委員會於本年度已進行的主要工作概要：

- 檢討一名新獨立非執行董事之薪酬水平；及
- 檢討全體董事的現行薪酬政策及架構，並就彼等的薪酬組合向董事會提出建議。

概無董事參與決定其本身薪酬。有關截至二零一七年六月三十日止年度的董事酬金詳情載列於財務報表附註9。

提名委員會

提名委員會主要負責檢討董事會的架構、規模及多元化，經參考專業資格、地區及行業經驗、教育及文化背景、技術、行業知識及聲譽、性別、種族、語言技巧及服務年期而從多方面進行檢討。此外，就有關董事的委任或再委任及彼等的繼任規劃向董事會提出推薦建議。

提名委員會的職權範圍符合守則條文。職權範圍可於本公司及聯交所網站瀏覽。

BOARD COMMITTEES (Continued)

Nomination Committee (Continued)

The Nomination Committee currently comprises of the following Directors:

Hon. Shek Lai Him Abraham[#] (*Chairman of Nomination Committee*)
Independent Non-executive Director

Mr. Pan Sutong*
Chairman of the Board and Executive Director

Ms. Hui Wai Man, Shirley
Independent Non-executive Director

Ms. Gao Min
Independent Non-executive Director

[#] Appointed on 9 January 2017.

* Ceased as chairman on 9 January 2017 and remains a member.

The following is a summary of the major works performed by the Nomination Committee during the year under review:

- reviewed and recommended to the Board the appointment of a new INED;
- reviewed the structure, size and composition of the Board, including diversity, based on a range of perspectives with reference to the Company's business model and requirements such as gender, age, ethnicity, education background and professional expertise, industry experience, skills and knowledge and length of service with the Company; and
- assessed the independence of each of the INEDs.

The Nomination Committee considered that the current composition of the Board is well-balanced with a diversity suitable for the immediate business objectives of the Board. The diversity of the Board reflects a mix of experienced and professional individuals in the management of the internal affairs and operations of the Group. The Board has been provided with such valuable contribution and profound experiences, which are useful for the decision-making of the Board and the formulation and implementation of the business strategies. As such, the Company has complied with the paragraph A.5.6 of the CG Code in maintaining the Board diversity at an optimal level.

董事委員會(續)

提名委員會(續)

提名委員會目前由下列董事組成：

石禮謙議員[#] (*提名委員會主席*)
獨立非執行董事

潘蘇通先生*
董事會主席兼執行董事

許惠敏女士
獨立非執行董事

高敏女士
獨立非執行董事

[#] 於二零一七年一月九日獲委任。

* 於二零一七年一月九日停任主席並留任成員。

下文為提名委員會於回顧年度已進行的主要工作概要：

- 檢討並就委任一名新獨立非執行董事的事宜向董事會提出推薦建議；
- 檢討董事會的結構、人數及組成(包括多元化)，經參考本公司的業務模式及要求，例如性別、年齡、種族、教育背景及專業知識、行業經驗、技術及知識以及於本公司的服務年期，從多方面進行審視；及
- 評核各獨立非執行董事之獨立性。

提名委員會認為董事會的目前組成均衡，且具備多元化，適合董事會現時業務目標。董事會多元化反映本集團的內部事宜及經營由一群具備經驗及專業的人士管理。董事會受惠於此等人士的寶貴貢獻及深厚的行業經驗，對董事會作出決策以及制定及實施業務策略非常有用。因此，本公司已遵從守則條文第A.5.6段，將董事會多元化維持於最佳水平。

BOARD COMMITTEES (Continued)

Corporate Governance Committee

Being delegated by the Board with the powers and authority, the primary role of the Corporate Governance Committee is to ensure due compliance by the Company the corporate governance functions under paragraph D.3.1 of the Code Provisions.

The Corporate Governance Committee has adopted the terms of reference as outlined under the Code Provisions. The terms of reference are available on the websites of the Company and the Stock Exchange.

The composition of the Corporate Governance Committee during the year and up to the date of this report are as follows:

Mr. Pan Sutong (*Chairman of Corporate Governance Committee*)
Chairman of the Board and Executive Director

Mr. Zhou Xiaojun
Executive Director

During the year, the Corporate Governance Committee has performed the following tasks:

- i. reviewed the policies and practices of the Company on corporate governance aspects pursuant to the Listing Rule requirements;
- ii. reviewed and monitored the policies and practices of the Company on compliance with legal and regulatory requirements;
- iii. reviewed and monitored the Company's code of conduct in securities transactions by the Directors and employees of the Group;
- iv. reviewed and monitored the training and continuous professional development of the Directors; and
- v. reviewed the compliance by the Company with the CG Code in this Corporate Governance Report.

董事委員會(續)

企業管治委員會

企業管治委員會獲董事會授予權力及授權，其主要職責為確保本公司妥為遵守守則條文第D.3.1段項下的企業管治職能。

企業管治委員會已採納守則條文項下提綱的職權範圍。職權範圍可於本公司及聯交所網站瀏覽。

於本年度及直至本報告日期，企業管治委員會由下列董事組成：

潘蘇通先生(企業管治委員會主席)
董事會主席兼執行董事

周曉軍先生
執行董事

於本年內，企業管治委員會已進行下列工作：

- i. 根據上市規則的規定，檢討本公司之企業管治政策及常規；
- ii. 檢討及監察本公司政策及常規在遵守法律及監管規定的情況；
- iii. 檢討及監察董事及本集團僱員進行證券交易有否違反本公司的操守守則；
- iv. 檢討及監察董事的培訓及持續專業發展；及
- v. 檢討本公司於本企業管治報告內遵守企業管治守則的情況。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (Continued)

Independent Board Committee

During the year, the independent board committees of the Company, comprising all the INEDs, had been formed under the requirements of the Listing Rules regarding the connected transactions and the continuing connected transactions of the Company. Opinions of the independent board committees had been expressed in their letters which were included in the circulars of the Company dated 18 August 2016, 14 October 2016 and 5 May 2017 respectively.

The independent board committees followed the same principles, procedures and arrangements as that of the Board and were provided with sufficient resources to discharge their duties. Save as disclosed, no other board committee of the Company had been formed in accordance with the Listing Rules during the year under review.

BOARD COMMITTEE MEETINGS

During the year, the attendance of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee are as follows:

董事委員會(續)

獨立董事委員會

於本年內，本公司之獨立董事委員會乃根據上市規則的規定就本公司關連交易及持續關連交易而成立，由全體獨立非執行董事組成。獨立董事委員會於其函件內表達之意見已載於本公司日期分別為二零一六年八月十八日、二零一六年十月十四日及二零一七年五月五日之通函內。

獨立董事委員會與董事會遵照相同原則、程序及安排，並獲提供充足資源以履行彼等之責任。除披露者外，於回顧年度內，本公司並無根據上市規則成立其他董事委員會。

董事委員會會議

於本年度內，審核委員會、薪酬委員會、提名委員會及企業管治委員會會議的出席率載列如下：

No. of meetings attended/No. of meetings during the year (the committee members' tenures)

出席會議次數／本年度
(於委員會成員任內)會議次數

| | | Audit Committee | Remuneration Committee | Nomination Committee | Corporate Governance Committee |
|--|----------------|-----------------|------------------------|----------------------|--------------------------------|
| | | 審核委員會 | 薪酬委員會 | 提名委員會 | 企業管治委員會 |
| Executive Directors | 執行董事 | | | | |
| Mr. Pan Sutong (Chairman) | 潘蘇通先生(主席) | N/A 不適用 | N/A 不適用 | 0/1 | 1/1 |
| Professor Huang Xiaojian | 黃孝建教授 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 |
| Mr. Zhou Xiaojun | 周曉軍先生 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/1 |
| Ms. Hou Qin | 侯琴女士 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 |
| Independent Non-executive Directors | 獨立非執行董事 | | | | |
| Hon. Shek Lai Him Abraham* | 石禮謙議員* | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 |
| Ms. Hui Wai Man, Shirley | 許惠敏女士 | 3/3 | 1/1 | 1/1 | N/A 不適用 |
| Mr. Tang Yiu Wing | 鄧耀榮先生 | 3/3 | 1/1 | N/A 不適用 | N/A 不適用 |
| Ms. Gao Min | 高敏女士 | 3/3 | 1/1 | 1/1 | N/A 不適用 |

* Appointed as independent non-executive Director on 9 January 2017.

* 於二零一七年一月九日獲委任為獨立非執行董事。

ACCOUNTABILITY AND AUDIT

(a) Financial Reporting

The Directors acknowledge their responsibility to prepare the financial statements for each financial period which give a true and fair view of the financial affairs of the Group. The Directors also ensure that the financial statements of the Group are prepared in accordance with statutory requirements and applicable accounting standards on a going concern basis. The Board ensures that the publication of the financial statements of the Group is in a timely manner.

In preparing the consolidated financial statements, the Directors consider that the consolidated financial statements of the Group are properly prepared on a going concern basis and appropriate accounting policies and standards have been consistently applied. The Directors have also made judgments and estimates that are prudent and reasonable in the preparation of the consolidated financial statements.

During the year, all members of the Board have been provided with monthly financial and operational updates which include the information of the Group's performance, position and prospects pursuant to paragraph C.1.2 of the Code Provisions.

(b) Internal Control and Risk Management

The Board is responsible for the Group's risk management and internal control systems. It reviewed the effectiveness of the risk management and internal control systems of the Group and considered the systems are effective and adequate for the year under review. The Board also ensure that the systems can assist the monitoring of the core operations of the Group and the external environment in respect of strategic risk, financial risk, operational risks and compliance risk. The principles of the risk management and internal control systems are to mitigate the Company's risk exposures in order to safeguard the shareholders' stake. The systems are designed to manage rather than eliminate the risk of failures to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board is responsible for determining the business strategies and objectives of the Company, and to evaluate and review the nature and extent of risks associated in the performance of these strategies and objectives.

問責及核數

(a) 財務匯報

董事確認其須負責編製各財務期間之財務報表，且該等財務報表須真實及公平地反映本集團之財務狀況。董事亦須確保本集團之財務報表已按持續經營基準按照法定要求及適用會計準則編製。董事會確保適時公佈本集團的財務報表。

在編製綜合財務報表時，董事認為本集團之綜合財務報表是按持續經營基準妥善編製，並且已貫徹採用適當會計政策及準則。董事在編製綜合財務報表時亦已作出審慎合理之判斷和估計。

於本年內，董事會全體成員已按守則條文第C.1.2段獲提供每月財務及經營最新資料，當中包括有關本集團表現、狀況及前景的資料。

(b) 內部監控及風險管理

董事會負責本集團之風險管理及內部監控系統。其檢討本集團風險管理及內部監控系統之有效性，並認為該等系統於回顧年內為有效及充足。董事會亦確保該等系統能有助監察本集團核心營運及戰略風險、財務風險、營運風險及合規風險之外在環境。風險管理及內部監控系統的原則為減低本公司面臨之風險，以保障股東股份。該等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保證無重大錯誤陳述或虧損。

董事會負責釐定本公司業務策略及目標，以及評估及檢討與該等業務策略及目標表現相關的性質及風險程度。

ACCOUNTABILITY AND AUDIT (Continued)

**(b) Internal Control and Risk Management
(Continued)**

The Company established the holistic risk management and internal control systems. It requires each operating business unit to formulate its own risk management and internal control systems based on its own business objectives and local business environments, and to provide periodic updates for the Board's review and approval on a regular basis. The Board oversees the management in the design, implementation and monitoring of the risk management and internal control systems in achieving the Group's strategies and objectives.

The internal control systems have been designed to safeguard the assets of the Group, maintain proper accounting records, and ensure the execution of business decisions with appropriate authority and compliance of the relevant laws and regulations.

The management has carried out periodic review of the procedures and the implementation of the internal control systems, including areas covered accounting, business and legal compliance. The scope of review was discussed and agreed by the Audit Committee. In addition to the periodic review, the management will conduct any special review as required.

During the year, the Group's internal control policies have been enhanced with regard to the AML Policy. The internal control policies for the operating business units of the Group: (a) the new policies and procedures for both the property-related business — leasing and property management, and the property development project under the real estate segment have been designed and implemented; (b) the factoring as well as the wine and wine related segments were updated; and (c) the policies and procedures for the new dining business have been formulated and continued to be monitored and updated.

The Company has a Continuous Disclosure Compliance Policy to ensure the handling and dissemination of inside information are being maintained confidential until the disclosure is properly made. Further details on the policy are set out in the section headed "Inside Information" below.

問責及核數(續)

(b) 內部監控及風險管理(續)

本公司設立了全面的風險管理及內部監控系統。其要求各營運業務單位根據其本身的業務目標及地方業務環境，制定其本身的風險管理及內部監控系統，並定期提供定期更新以供董事會檢討及批准。董事會監督管理層對本集團策略及目標的風險管理及內部監控系統的設計、實施及監察。

內部監控系統之設計乃為保障本集團之資產、維持妥善之會計記錄、確保以適當權力進行業務決策，以及符合有關法律及規例之規定。

管理層已對內部監控系統之程序及實施進行定期檢討，涵蓋會計、業務及法律合規方面。檢討範圍經由審核委員會討論及協定。除定期檢討外，管理層將按需要進行任何特定檢討。

於本年度內，本集團已加強有關反洗黑錢政策的內部監控政策。本集團營運業務單位之內部監控政策：(a)已制定及實施房地產相關業務 — 租賃及物業管理，以及房地產分部之物業發展計劃的新政策及程序；(b)已更新保理與酒品及酒品相關分部的內部監控政策；及(c)已制訂新餐飲業務的政策及程序，並持續監控及更新有關政策。

本公司設有持續披露合規政策以確保內幕消息的處理及發佈在直至妥善作出披露前保持保密。有關政策之進一步詳情載列於下文「內幕消息」一節。

ACCOUNTABILITY AND AUDIT (Continued)

(b) Internal Control and Risk Management (Continued)

The internal audit function is assigned to the finance departments of the respective business units of the Group and the review on the adequacy and effectiveness of the risk management and internal control systems for the business units are conducted by the Board on an annual basis. The Board is also responsible for reviewing and considering the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function annually. For the year under review, the Board considered that the Company's risk management and internal control systems were adequate and effective.

INDEPENDENT AUDITOR

Ernst & Young was reappointed as the independent auditor of the Company at the annual general meeting of the Company held in 2016. It is the auditor's responsibility to form an independent opinion, based on their audit, on those financial statements and to report their opinion solely to the Company and for no other purpose.

The statement of the independent auditor of the Company about their reporting responsibilities on the consolidated financial statements is set out in the section headed "Independent Auditor's Report" of this annual report.

During the year, the fees for the audit and non-audit services provided by the Company's independent auditor are as follows:

| | | 2017 二零一七年 (HK\$'000) (千港元) | 2016 二零一六年 (HK\$'000) (千港元) |
|--------------------|-------|--------------------------------------|--------------------------------------|
| Audit services | 審計服務 | 3,860 | 3,577 |
| Non-audit services | 非審計服務 | 1,564 | 702 |
| | | 5,424 | 4,279 |

問責及核數(續)

(b) 內部監控及風險管理(續)

本集團各業務單位的財務部已獲指派內部審核職能，且董事會每年就業務單位的風險管理及內部監控系統的充足性及有效性作出檢討。董事會亦負責每年檢討及考慮本集團在處理會計及財務匯報職能的資源、僱員資歷及經驗、培訓項目及預算等是否足夠。於回顧年度內，董事會認為本公司之風險管理及內部監控系統乃足夠及有效。

獨立核數師

於二零一六年舉行的本公司股東週年大會上，安永會計師事務所獲續聘為本公司獨立核數師。核數師之責任是根據其審計對該等財務報表發表獨立意見，並僅向本公司報告，不作任何其他用途。

本公司獨立核數師對綜合財務報表所作出之申報責任聲明，載於本年報「獨立核數師報告」一節。

於本年內，本公司獨立核數師提供之審計及非審計服務費用如下：

CORPORATE GOVERNANCE REPORT 企業管治報告

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted its own Model Code for Securities Transactions by Directors and Employees (the "Corporate Model Code"), which are on terms no less exacting than the required standards set out in the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 to the Listing Rules. The Directors are reminded to comply their obligations under the Corporate Model Code regularly. Employees who are likely in possession of unpublished inside information of the Company are also subject to the Corporate Model Code.

Upon specific enquiry by the Company, all Directors confirmed that they have complied with the required standards set out in Corporate Model Code throughout the year ended 30 June 2017. There is no incident of noncompliance by the Company during the year under review.

SHAREHOLDERS' RIGHTS AND COMMUNICATIONS WITH SHAREHOLDERS

The Company endeavours to establish a number of formal communication channels with the Shareholders to furnish the timely and precise information of the Group as soon as practicable.

(a) Shareholders to Convene a General Meeting

Shareholders may request the Company to convene a general meeting according to the provisions of the Bye-Laws. In accordance with the Bye-laws, special general meetings of the Company shall be convened on requisition, as provided by the Bermuda Companies Act, and in default, may be convened by the requisitionists. A copy of the Bye-Laws is published on the websites of the Company and the Stock Exchange.

There was no change in the Bye-laws for the year ended 30 June 2017.

董事進行證券交易之標準守則

本公司已採納其自身之董事及僱員進行證券交易之標準守則(「企業標準守則」)，該等條款不比上市規則附錄十所載上市發行人董事進行證券交易之標準守則所規定的標準寬鬆。本公司亦定期提醒各董事遵守於企業標準守則下之責任。可能擁有尚未公開之本公司內幕消息之僱員亦須遵守企業標準守則。

經本公司作出特定查詢後，所有董事均已確認，彼等於截至二零一七年六月三十日止年度內一直遵守企業標準守則所載之規定準則。於回顧年度內，本公司並無不遵守守則之事宜。

股東權利及與股東溝通

本公司致力建立多種正式溝通渠道，在切實可行之情況下儘快向股東提供適時準確之本集團資料。

(a) 股東召開股東大會

根據公司細則之條文，股東可要求本公司召開股東大會。根據公司細則，誠如百慕達公司法之規定，本公司股東特別大會須應呈請召開，如未能召開，呈請人可自行召開大會。公司細則之副本刊載於本公司及聯交所網站。

截至二零一七年六月三十日止年度，公司細則並無任何變動。

SHAREHOLDERS' RIGHTS AND COMMUNICATIONS WITH SHAREHOLDERS

(Continued)

(b) Shareholders to Put Forward Proposals at a General Meeting

The Company has adopted a set of procedures for putting forward proposals by the Shareholders at the general meetings. Shareholders who wish to put forward their proposals at a general meeting of the Company must possess the following qualifications:

- (a) holding at least 5% of the total number of shares of the Company as at the date of submitting the proposal. Collective number of shares can be from a single person or multiple Shareholders; and
- (b) holding shares of the Company at the proportion as stated in (a) above for a period of 12 consecutive months commencing from the date of first acquisition until the date of proposal.

The proposals must be made in writing. Each proposal shall (i) state the objects of the proposal, (ii) be signed by the proposer(s), and (iii) be posted and deposited at the Company's principal place of business in Hong Kong for the attention of the Company Secretary.

The Board shall review and examine each proposal proposed by the Shareholder(s) who possess(es) the qualifications as stated above (the "Proposal"). The factors to be considered by the Board including but not limited to the following:

- (i) the scope of the Shareholder's right;
- (ii) notice period required to be given to the Shareholders if the Board considers that it is appropriate to put forward the Proposal at a general meeting; and
- (iii) any other factor(s) which the Board may consider fit or appropriate to be relevant for consideration.

If the Board is of the view that it is appropriate to put forward the Proposal at a general meeting and there is sufficient time to give not less than eleven business days' written notice to the Shareholders prior to the nearest general meeting ("Nearest General Meeting"), the Board will include the Proposal in the agenda of the Nearest General Meeting of the Company so as to give the Shareholders at least ten business days' notice to consider the Proposal in accordance with Rule 13.73 of the Listing Rules.

股東權利及與股東溝通(續)

(b) 股東於股東大會提呈建議

本公司已採納一系列規定股東於股東大會上提呈建議之程序。擬於本公司股東大會上提呈建議之股東，須具備以下資格：

- (a) 於提呈建議當日持有本公司股份總數之至少5%。股份之總數可來自單一人士或多位股東；及
- (b) 自首次購股當日起至提呈建議當日止連續十二個月期間內，按上文第(a)條所述之比例持有本公司股份。

建議須以書面形式作出。各建議應(i)列明有關建議之目的；(ii)經由呈請人簽署及(iii)郵寄及送交本公司之香港主要營業地點，註明本公司公司秘書收。

董事會將審閱及檢閱具備上述資格之股東提出之各項建議(「建議」)。董事會考慮之因素包括但不限於以下各項：

- (i) 股東權利之範圍；
- (ii) 倘董事會認為適宜於股東大會上提呈建議，須給予股東之通知期；及
- (iii) 董事會認為合適或適宜納入考慮之任何其他因素。

倘董事會認為適宜於股東大會上提呈建議並於最近期股東大會(「最近期股東大會」)前有足夠時間(不少於十一個營業日)向股東發出書面通知，董事會將有關建議納入本公司最近期股東大會之議程，並根據上市規則第13.73條提前至少十個營業日向股東發出通知，以供其考慮有關建議。

SHAREHOLDERS' RIGHTS AND COMMUNICATIONS WITH SHAREHOLDERS

(Continued)

(b) Shareholders to Put Forward Proposals at a General Meeting (Continued)

Should the Board considers that it is appropriate to put forward the Proposal at a general meeting but there is not sufficient time to give not less than eleven business days' written notice to the Shareholders prior to the Nearest General Meeting, the Board shall have the discretion to include such Proposal in the agenda of a general meeting immediately next to the Nearest General Meeting so as to give the Shareholders at least ten business days' notice to consider the Proposal in accordance with Rule 13.73 of the Listing Rules.

In the event that the Board considers that it is not appropriate to put forward the Proposal at a general meeting, the Board will direct the Company Secretary to advise the proposer(s) of the outcome accordingly.

(c) Procedures for Proposing a Person for Election as a Director

Please refer to the "Procedures for Shareholders to Nominate Candidate for Election as Director" under the section headed "Nomination Committee" of the Company's website.

(d) Shareholders Communication Policy

The Company has established the Shareholders Communication Policy in 2012 to ensure that effective communication between the Shareholders and the Board is maintained at all times.

The Shareholders Communication Policy stipulated that any information of the Company shall be communicated to Shareholders by way of interim reports, annual reports, circulars, the general meetings of the Company as well as press releases and all corporate communications published on the Company's website. Furthermore, Shareholders may at any time request for such information of the Company to such extent as may be permissible and publicly available.

Shareholders should direct their enquiries on their shareholdings to the Company's branch share registrar, Tricor Secretaries Limited. Shareholders may send their enquiries in writing which require the Board's attention to the Company Secretary at the principal place of business of the Company in Hong Kong.

股東權利及與股東溝通(續)

(b) 股東於股東大會提呈建議(續)

倘董事會認為適宜於股東大會上提呈建議，但於最近期股東大會前並無足夠時間提前不少於十一個營業日向股東發出書面通知，董事會應酌情決定將有關建議納入緊接最近期股東大會之股東大會議程，並根據上市規則第13.73條提前至少十個營業日向股東發出通知，以供其考慮有關建議。

倘董事會認為不適宜於股東大會上提呈建議，董事會將指示公司秘書將有關結果通知呈請人。

(c) 提名人士選作為董事之程序

請參閱本公司網站「提名委員會」一節項下的「股東提名人選作為董事之程序」。

(d) 股東溝通政策

本公司已於二零一二年制訂股東溝通政策，以確保股東及董事會得以隨時保持有效溝通。

股東溝通政策訂明任何本公司之資訊須透過中期報告、年度報告、通函、本公司股東大會以及於本公司網站刊載之新聞稿及所有企業通訊傳達予股東。此外，在有關本公司資訊乃屬許可及可予公開之情況下，股東可隨時要求索取該等資訊。

股東有關其持股之諮詢，請寄至本公司之股份過戶登記分處卓佳秘書商務有限公司。股東可將需要董事會注意之查詢事宜以書面方式寄至本公司之香港主要營業地點，註明公司秘書收啟。

SHAREHOLDERS' MEETINGS

Communication with Shareholders is one of the priorities in the corporate governance practices of the Company. In exchanging communication with Shareholders, the Company has internally set up the Shareholders Communication Policy as aforementioned to streamline the policy and procedures whilst externally conduct general meetings of the Company to have direct sharing of information with Shareholders.

The Company held an annual general meeting on 29 November 2016 (the "2016 AGM"). The Board members including the chairmen of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee, or failing which the other member of the Board committees, and the external auditors had attended the 2016 AGM to answer questions at the meeting.

During the year, there were three special general meetings ("SGMs") of the Company held to approve the connected transactions and the continuing connected transactions of the Company by the independent shareholders. All or at least a majority of the members of the independent board committees of the Company were present at the SGMs to answer questions respectively. Pursuant to the Listing Rules, the Chairman and his associates had abstained from voting at the SGMs. Please refer to the announcements of the Company dated 2 September 2016, 1 November 2016 and 29 May 2017 on the poll results of the SGMs.

During the year, the attendance record of the Directors at the general meetings of the Company is as follows:

股東大會

與股東溝通乃本公司企業管治常規之首要工作之一。為與股東溝通，本公司於內部設立上述股東溝通政策，以精簡政策及程序，同時於外部透過本公司股東大會直接與股東分享資訊。

本公司於二零一六年十一月二十九日舉行股東週年大會（「二零一六年股東週年大會」）。董事會成員（包括審核委員會、薪酬委員會、提名委員會及企業管治委員會主席（如無主席，則董事委員會之其他成員）及外聘核數師均有出席二零一六年股東週年大會，於會上回答提問。

於本年度，本公司舉行了三次股東特別大會（「股東特別大會」）並以獨立股東投票表決方式批准本公司之關連交易及持續關連交易。本公司獨立董事委員會中所有或大部分成員已出席股東特別大會，以回答會上相關提問。根據上市規則，主席及其聯繫人士已放棄於股東特別大會上投票。有關股東特別大會之投票結果，請參閱本公司日期為二零一六年九月二日、二零一六年十一月一日及二零一七年五月二十九日之公告。

於本年度內，董事出席本公司股東大會之情況如下：

**No. of meetings attended/
No. of meetings during the
year (Directors' tenure)**
出席會議次數／本年度
會議次數（於董事任內）

| Executive Directors | | 執行董事 | |
|--|--|--------------------|-----|
| Mr. Pan Sutong (<i>Chairman</i>) | | 潘蘇通先生(主席) | 0/4 |
| Professor Huang Xiaojian | | 黃孝建教授 | 3/4 |
| Mr. Zhou Xiaojun | | 周曉軍先生 | 3/4 |
| Ms. Hou Qin | | 侯琴女士 | 4/4 |
| Independent Non-executive Directors | | 獨立非執行董事 | |
| Hon. Shek Lai Him Abraham [#] | | 石禮謙議員 [#] | 1/1 |
| Ms. Hui Wai Man, Shirley | | 許惠敏女士 | 4/4 |
| Mr. Tang Yiu Wing | | 鄧耀榮先生 | 4/4 |
| Ms. Gao Min | | 高敏女士 | 2/4 |

[#] Appointed as independent non-executive Director on 9 January 2017.

[#] 於二零一七年一月九日獲委任為獨立非執行董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' MEETINGS (Continued)

Pursuant to paragraph E.1.2 of the Code Provisions, the chairman of the board should attend the annual general meeting. Due to other business engagements, the Chairman of the Board was unable to attend the 2016 AGM. There were other executive Directors and the INEDs present at the meeting for the question-and-answer session to ensure effective communication with the Shareholders.

COMPANY SECRETARY

During the year, the Company Secretary of the Company has been the full time employee of the Company and possessed the day-to-day knowledge of the Company's affairs. She reports to the Chairman of the Board. She has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

INSIDE INFORMATION

The Company has set up the Continuous Disclosure Compliance Policy (the "Disclosure Policy") with respect to the Inside Information regime under the Securities and Futures Ordinance. The purpose of the Disclosure Policy is to ensure that the Company shall be in strict compliance with the disclosure obligation of inside information in a manner that provides equal, timely and effective access by the public.

The Company acknowledges its obligations under Chapter 13 of the Listing Rules and the principles of inside information as set forth in the Securities and Futures Ordinance. The Disclosure Policy stipulated the administration and logistics in the assessment, approval and dissemination of inside information of the Company, and the roles and responsibilities of the Directors, the senior management and employees of the Group in the handling and disclosure of any inside information of the Company. The Disclosure Policy has streamlined the dissemination of inside information in a tactful, quick and responsive manner so as to observe the strict confidentiality of the inside information prior to any formal disclosure to the public.

股東大會(續)

根據守則條文第E.1.2段，董事會主席應出席股東週年大會。基於其他公務，董事會主席無法出席二零一六年股東週年大會。惟有其他執行董事及獨立非執行董事出席大會並參與問答環節以確保與股東有效溝通。

公司秘書

年內，本公司公司秘書為本公司全職僱員，並熟悉本公司之日常事務運作。彼向董事會主席匯報。彼已妥為遵守上市規則第3.29條之相關專業培訓規定。

內幕消息

因應證券及期貨條例項下內幕消息制度的頒佈，本公司已建立持續披露合規政策（「披露政策」）。披露政策之目的旨在確保本公司嚴格遵守內幕消息之披露責任，以公平、適時及有效之方式讓公眾獲取有關消息。

本公司知悉其於上市規則第13章以及證券及期貨條例所載之內幕消息原則項下之責任。披露政策訂明評估、批准及散佈本公司內幕消息之行政及後勤總務，以及本集團董事、高級管理層及僱員於處理及披露任何本公司內幕消息時之角色及責任。披露政策旨在以委婉、快捷及積極之方式精簡內幕消息之散佈，以確保內幕消息於正式向公眾披露前絕對保密。

ENVIRONMENTAL AND CORPORATE SOCIAL RESPONSIBILITY

環境及企業社會責任

The Group strives towards the sustainable development and the corporate social responsibility as to harmonize and bring about the strategic development of the Group to the public benefits. We emphasize that the environmental and social governance of the Group should be sustainable so as to nourish the stakeholder value in the long term.

The scope of this report focused on the environmental and social performances of the core businesses of the Group during the year ended 30 June 2017.

1. ENVIRONMENTAL MANAGEMENT

Environmental Policy

We are committed to entwine the concept of sustainable development in the improvement of the overall performance of the Group. The Group's core business operations should contribute to build a greener future in merit of the society and environment altogether.

With the energy conservation and emission-reducing strategy of the Group, the green measures are in place to create a smart green and eco-friendly working environment for the staff. Since 2013 the corporate guidelines on energy saving and carbon reduction as well as energy efficient practices have been implemented, which target to reduce the wastages and to utilize the energy efficiently throughout the Group.

Real Estate Business

(a) Property Investment

In March 2017, the Goldin Financial Global Centre, which is 60% owned by the Group, has been awarded the platinum rating under the Leadership in Energy and Environmental Design (LEED) program of the U.S. Green Building Council. With the achievement of LEED platinum certification, the Goldin Financial Global Centre demonstrated our ongoing efforts in sustainable development.

本集團致力追求可持續發展及企業社會責任，以使本集團實現策略發展並使其與公眾利益協調一致。我們強調，本集團的環境及社會管治須能可持續發展，且長遠而言可提升持份者的價值。

本報告範圍集中在本集團核心業務於截至二零一七年六月三十日止年度的環境及社會績效。

1. 環境管理

環境政策

我們致力在改進本集團整體表現的同時緊貼可持續發展的概念。本集團的核心業務營運應為建設綠色未來作出貢獻，以使社會及環境一同得益。

在本集團節能減排的策略下，本集團實施環保措施，為員工營造智能綠色及環保的工作環境。自二零一三年起以來，本集團已實施節能減碳指引及能源效益措施，旨在令本集團減廢及更有效使用能源。

房地產業務

(a) 物業投資

於二零一七年三月，本集團擁有60%權益的高銀金融國際中心榮獲美國綠建築協會頒發的領先能源與環境設計(LEED)的白金評級。憑藉LEED白金級認證的成就，高銀金融國際中心展示了我們在可持續發展的持續努力成果。

ENVIRONMENTAL AND CORPORATE SOCIAL RESPONSIBILITY

環境及企業社會責任

1. ENVIRONMENTAL MANAGEMENT (Continued) 1. 環境管理(續)

Real Estate Business (Continued)

房地產業務(續)

(a) Property Investment (Continued)

(a) 物業投資(續)

| GFGC LEED Scorecard 高銀金融國際中心的LEED評分 | | 83/110 |  Rating System (Full marks: 110) 評分系統(總分110分) |
|--|---------|--|--|
| Sustainable Sites 永續性建址 | : 25/28 | Indoor Environmental Quality 室內環境品質 | : 10/12 |
| Water Efficiency 用水效率 | : 10/10 | Innovation and Design Process 革新和設計過程 | : 6/6 |
| Energy and Atmosphere 能源和大氣 | : 22/37 | Regional Priority 區域優先性 | : 4/4 |
| Material and Resources 材料和資源 | : 6/13 | | |

| | |
|----------------------|----------------------------|
| 40-49 40-49分 | LEED Certified LEED認證級 |
| 50-59 50-59分 | LEED Silver LEED銀級認證 |
| 60-79 60-79分 | LEED Gold LEED金級認證 |
| 80 or above 80分以上 | LEED Platinum LEED白金級認證 |

Goldin Financial Global Centre's green building features on:

- *Green area:* Over 30% of the total gross floor area
- *Architectural:* Precisely angled glass curtain to enhance natural light penetration from the north and lessen heat absorbed from the south
- *Low-E / Double glazed curtain wall:* To enhance solar heat insolation of building envelope and reduce heat gain of the building, hence reducing energy consumption of cooling
- *Photovoltaic panels on the roof:* To reduce pollution of energy generation from high pollution source or non replaceable resource so as to cut greenhouse gas emission
- *Heat recovery by thermal wheel:* To pre-cool fresh air for office floors through heat exchange process, hence less energy shall be consumed for air cooling

高銀金融國際中心的綠色建築元素包括：

- *綠化區域:* 超過30%的總樓面面積
- *建築特點:* 玻璃幕牆角度經特別調節，增加北面的自然光透入，減少吸收南面的熱力
- *低輻射／雙層玻璃幕牆:* 提高樓宇阻隔太陽熱力，減少建築物熱量吸收，從而減低冷卻能耗
- *天台設置光伏板:* 減低使用高污染源或不可置換資源產生帶污染的能量，以減低溫室氣體排放
- *使用熱輪作熱回收裝置:* 透過熱能轉化，降低辦公樓層的溫度，節約冷氣系統所耗能源

1. ENVIRONMENTAL MANAGEMENT (Continued)

Real Estate Business (Continued)

(a) Property Investment (Continued)

- *Lift power regeneration system*: To reduce the overall elevator energy usage
- *Hybrid ventilation system*: To create a comfortable indoor environment
- *Co₂-based demand controlled ventilation on office floors*: To reduce energy consumption on ventilation
- *Motion sensor and daylight sensor on office floors*: To achieve energy saving on lighting by switching off lighting when no user present in the space or by switching off lighting when adequate daylight is available in the space
- *Green Community*: Parking spaces for low emitting vehicles and electric car charging facilities

Furthermore, the Goldin Financial Global Centre is registered with the Certificate of Compliance Registration under the BEC 2012 pursuant to the Buildings Energy Efficiency Ordinance (Chapter 610 of the laws of Hong Kong). The building services installations in the Goldin Financial Global Centre met the energy efficiency requirements under the Ordinance.

The Goldin Financial Global Centre is named as one of the key Green Buildings in the Green Map launched by the Energizing Kowloon East Office.

1. 環境管理(續)

房地產業務(續)

(a) 物業投資(續)

- *電力再生功能升降機*: 減低升降機的整體能源使用
- *混合通風系統*: 創造舒適的室內環境
- *辦公樓內設置二氧化碳監測系統以控制通風*: 減低通風的能源消耗
- *辦公樓層設置移動感測器及光感測器*: 自動於沒有使用者時或日光充足時, 關掉室內照明系統, 從而節約能源
- *綠色社區*: 低排放車輛泊位及電動車充電設施

此外, 高銀金融國際中心已根據建築物能源效益條例(香港法例第610章)取得能源效益守則2012之遵行規定登記證明書。高銀金融國際中心所安裝的屋宇設備裝置符合該條例的能源效益規定。

高銀金融國際中心獲譽為起動九龍東辦事處所推動的綠色建築地圖的主要環保建築之一。

ENVIRONMENTAL AND CORPORATE SOCIAL RESPONSIBILITY

環境及企業社會責任

1. ENVIRONMENTAL MANAGEMENT (Continued)

Real Estate Business (Continued)

(b) Property Development

Key measures for environmental management of the property development projects of the Group

Sheung Shing Street, Ho Man Tin property project

1. Environmental protection work
 - Obtained the notification pursuant to Section 3(1) of the Air Pollution Control (Construction Dust) Regulation
 - Registration as the Waste Producer under the Waste Disposal (Chemical Waste) (General) Regulation
 - Application for the Water Pollution Control Ordinance License
 - Registration for the Waste Disposal (Charges for Disposal of Construction Waste) Regulation – Approval of Application for Billing Account
 - Obtained the Construction Noise Permit for the carrying out of Percussive Piling
 - Obtained the Construction Noise Permit for the use of powered mechanical equipment for the carrying out of construction work other than the Percussive Piling and/or the prescribed construction work
2. Green building management
 - Registered for the BEAM Plus assessment as accredited by the Hong Kong Green Building Council Limited
3. Efficient use of resources

To advocate the use of sustainable resources through:

 - ensuring proper storage and site practices to minimize the potential for damage or contamination of construction materials; and
 - to save paper and recycle waste paper.

1. 環境管理(續)

房地產業務(續)

(b) 物業發展

本集團物業發展項目環境管理的主要措施

何文田常盛街物業項目

1. 環境保護工作
 - 已根據空氣污染管制(建造工程塵埃)規例第3(1)條取得通知
 - 根據廢物處置(化學廢物)(一般)規例登記為廢物產生者
 - 申請水污染管制條例牌照
 - 登記廢物處置(建築廢物處置收費)規例 – 批准申請繳費賬戶
 - 取得建築噪音許可證以進行撞擊式打樁
 - 取得建築噪音許可證以就進行撞擊式打樁以外的建築工程及／規定建築工程而使用機動設備
2. 綠色建築管理
 - 登記由香港綠色建築議會認可的「綠建環評」
3. 有效使用資源

提倡以下列方式使用可持續資源：

 - 確保妥善儲存及施工方法以減低建築材料的潛在損害或污染；及
 - 節約紙張及回收廢紙。

1. ENVIRONMENTAL MANAGEMENT (Continued) 1. 環境管理(續)

Real Estate Business (Continued)

房地產業務(續)

(b) Property Development (Continued)

(b) 物業發展(續)

Key measures for environmental management of the property development projects of the Group (Continued)

本集團物業發展項目環境管理的主要措施(續)

Sheung Shing Street, Ho Man Tin property project
(Continued)

何文田常盛街物業項目(續)

4. Policies on minimizing the impact on the environment and natural resources

4. 盡量減低對環境及自然資源造成影響的政策

To implement the policies to minimize the impacts on the environment and natural resources:

實施政策以減低對環境及自然資源造成的影響：

- green construction to implement environmental management plan and waste management plan, reduce air quality, noise and site effluent impacts;
 - use of metal hoarding to minimize the use of temporary wood;
 - all vehicles carrying waste are properly fitted with side and tail boards and with tarpaulin covered;
 - providing sufficient waste disposal points and regular collection of waste;
 - segregating and sorting different types of waste into different containers, skips or stockpiles to enhance reuse or recycling of materials and their proper disposal;
 - excavated materials are properly treated (re-use/disposed of) according to specified procedure;
 - training is provided to workers on waste management procedures;
 - silenced equipment utilized;
 - dusty materials covered/sprayed with water; and
 - wheel washing facilities provided.
- 綠色建築以實施環境管理計劃及廢料管理計劃，減低對空氣質素、噪音及地盤排放的影響；
 - 使用金屬圍板以盡量減少使用暫用木材；
 - 所有運載廢物的車輛的側及尾板得到妥善配備，並用防水布覆蓋；
 - 提供足夠的廢物處理點和定期收集垃圾；
 - 把不同類型的廢物分離和分類至不同的容器、箕斗或庫存，以提高再利用或回收的材料，並妥善處置；
 - 按照規定程序適當的處理出土材料(再利用/處置)；
 - 為減廢管理程序的工人提供培訓；
 - 利用消音設備；
 - 覆蓋/弄濕易生塵埃物料；及
 - 提供車輪清洗設施。

ENVIRONMENTAL AND CORPORATE SOCIAL RESPONSIBILITY

環境及企業社會責任

1. ENVIRONMENTAL MANAGEMENT (Continued)

Real Estate Business (Continued)

(b) Property Development (Continued)

The Group will continue the sustainable development for our property development projects. We aim to incorporate the green management in our construction planning and building services installation so as to create a green, cozy and innovative living environment.

Wine Business

The production and viticulture of the Group's overseas vineyards are governed by the local rules and regulation. Quality wine production in Bordeaux, France is regulated on the geographical districts under the regulations known as "Appellation Contrôlée" or "Appellation d'origine contrôlée" (AoC). Following the European Union's new designation meant to replace the old AoC for recognition across the member states, the AoC system for the French wines is being replaced on a gradual basis by a new quality ladder with the top step being an AoP (Appellation d'Origine Protégée). Wines marketed under the AoP system are subject to much tighter controls to guarantee the origin and authenticity of the wines.

The Napa County, US, adopted the Napa Valley Agricultural Preserve and the Winery Definition Ordinance, respectively, to preserve land for the vineyards. The Agricultural Preserve established the agriculture and open space as the best use in covering more than 30,000 acres of land in the fertile valley and foothill areas of Napa County. The Winery Definition Ordinance defined and limited the winery construction and activities in keeping with the land use regulations designed to protect Napa County for agricultural use.

1. 環境管理(續)

房地產業務(續)

(b) 物業發展(續)

本集團將繼續持續發展物業發展項目。我們旨在將綠色管理融入建築規劃及屋宇設備裝置，以營造一個環保、舒適及創新的居住環境。

酒品業務

本集團海外酒莊的生產及種植受當地法規所規管。法國波爾多的優質酒品釀製受地區性規管，該等法規稱為「Appellation Contrôlée」或「Appellation d'origine contrôlée (法定產區餐酒)」(AoC)。繼歐盟推出新標示取代原來的AoC作為成員國使用的認證，法國葡萄酒的AoC制度正在逐步被新的質量階級所取代，該階級的最高級別為「Appellation d'Origine Protégée」(AoP) (原產地保護命名)。在AoP制度下營銷的葡萄酒受到更嚴格的控制，以保證葡萄酒的來源地和真偽。

美國納帕縣分別採納納帕山谷農業保育條例及酒莊定義條例，以保留葡萄園用地。農業保育條例確定，農業和公共空間為覆蓋納帕縣肥沃山谷和山麓地帶的逾30,000英畝土地的最佳土地用途。酒莊定義條例界定並限制了酒莊建設和活動，以符合旨在保護納帕縣農業用地的土地用途規定。

2. CORPORATE SOCIAL RESPONSIBILITY 2. 企業社會責任

Corporate Citizen

The Group is committed to embolden and support the public by way of social participation and contribution as part of its strategic development, and to nurture the corporate culture and practices of corporate citizen in the daily work life throughout the Group. We focus to inspire our human resources towards the employee relations and social welfare concerns. To sustain our corporate social responsibility, we would embrace the human capital into the social management strategies, which is a part of the strategic development of Goldin Group.

During the year under review, we continually enrolled in selected community programmes that would benefit both the community and the Group's stakeholders. We also continued the initiatives in cultivating the concept of corporate citizen.

Community Care

During the year, we continued the community care activities. Our Goldineers visited the care centres for elderly and shared with the senior citizens the fun games, music exercises and catering activities. The Chinese Confucianism advocates 『老吾老以及人之老』 (*honour the aged of other family as we honour our own*), our cultural traditions on the respect and care for the elderly. We encouraged the social inclusion of the aged people through connectivity, entertainment and community engagement to maintain their wellbeing and morale.

We joined the annual campaigns of “Hong Kong No Air Con Night 2016” and “Love Teeth Day 2016” etc. to promote the green awareness and personal hygiene of our employees. As a gesture of support to the “Earth Hour 2017” for sustainable living, we had turned off the lights on the external façade of Goldin Financial Global Centre, the Group's headquarters for an hour.

Goldin had once again supported the fundraising of the local charitable organizations. In the year, we got full-house enrollment for the “Dress Casual Day 2016” of The Community Chest. For the “Skip Lunch Day” which target to help the street sleepers and ‘cage homes’ occupiers, thanks to our colleagues who generously donated their lunch money and we successfully raised the benevolent donations for the event.

企業公民

高銀集團致力參與社會活動，貢獻社會，鼓勵及支援公眾，作為其戰略發展的一部分，並在整個集團日常工作生活中培育企業文化及企業公民慣例。我們會朝著僱員關係及社會福利事宜的方向啟發集團的人力資源。為承擔企業社會責任，我們致力於社會管理策略中投入人力資本，貫徹高銀集團其中一環的戰略發展。

於回顧年度，我們持續參與有利於社會及本集團持份者的精選社區活動。我們亦繼續積極培養企業公民觀念。

關愛社會

於本年度，我們繼續投入關愛社會活動。我們的「高銀義工隊」拜訪了長者護理中心，與長者分享有趣的遊戲、音樂練習和餐飲活動。中國儒家提倡『老吾老以及人之老』的文化傳統，尊重和照顧老年人。我們通過與長者接觸、提供娛樂和社區參與，鼓勵長者融入社會，以維護長者福祉、鼓勵長者。

我們參加了「香港無冷氣夜2016」及「公益愛牙日2016」等年度運動，以提升員工的綠色生活意識和個人衛生。為支持宣揚可持續生活的「地球一小時2017」活動，我們把本集團總部高銀金融國際中心的外牆燈飾關掉一小時。

高銀再度支持本地慈善組織的籌款活動。年內，公司全員參與公益金「便服日2016」。全賴同事慷慨捐出午餐費，我們在幫助露宿者和「籠屋」住戶的公益行善「折」食日活動中成功籌得善款。

ENVIRONMENTAL AND CORPORATE SOCIAL RESPONSIBILITY

環境及企業社會責任

2. CORPORATE SOCIAL RESPONSIBILITY

(Continued)

Workplace Well-being

The Group saw appropriate workplace incentives shall uphold the staff morale and enhance the employee relations. During the year, we provided fringe benefits such as regular discounted offers on the selected wines of our own labels, seasoned discount offers of household products and promotion offers of retail stores etc to our employees. In addition, the staff discounted offers are available at selected restaurants of the Goldin Financial Global Centre.

Workplace Quality

We have been dedicating to nurture a work-life balanced lifestyle for the Group's workforce. To promote the work-life balance for our staff, we launch a series of staff welfare activities. In May 2017, we kicked off the "Refreshing Delights for All" as our first treat on the last Friday of every month. Every employee received a complimentary fresh fruit box to keep them healthy and refreshing at work. The tasty Hong Kong-style desserts were the June treat as summer delights to our colleagues.

2. 企業社會責任(續)

工作坊的福利

本集團認為適當的職場激勵措施可維持員工士氣及提升員工關係。於本年度，我們提供額外福利，例如向員工提供我們自家品牌的精選葡萄酒定期折扣優惠、家庭用品的折扣優惠和零售商店的推廣優惠等等。此外，高銀金融國際中心的特選餐廳設有員工折扣優惠。

工作環境質素

我們一向致力使集團員工在工作及生活方面有平衡發展。為了促進員工的工作與生活的平衡，我們開展了一系列員工福利活動。二零一七年五月，「滋味放送」作為首項活動，我們於每月的最後一個星期五向員工送上滋味甜品。每位員工均收到一盒免費贈送的新鮮水果，使他們能健康和精神奕奕地工作。六月份的福利是美味的港式甜點，在炎炎夏日為我們的同事送上歡樂。

REPORT OF DIRECTORS

董事會報告

The board of directors of Goldin Financial Holdings Limited is pleased to present the report of the Directors and the audited consolidated financial statements of the Group for the year ended 30 June 2017.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the subsidiaries are engaged in the provision of factoring services, financial investment, winery and wine related business, property development and investment, publication and operation of restaurants. The activities of the principal subsidiaries of the Company are set out in note 1 to the financial statements. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this annual report. This discussion forms part of this report of the Directors.

The environmental and social matters of the Group for the year ended 30 June 2017 are set out in the section headed "Environmental and Corporate Social Responsibility" of this annual report.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 30 June 2017 and the Group's financial position at that date are set out in the financial statements on pages 76 to 191 of this annual report.

The Board does not recommend the payment of a dividend for the year (2016: Nil).

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the share capital and share options of the Company during the year are set out in notes 31 and 32, respectively, to the financial statements.

DISTRIBUTABLE RESERVES

As at 30 June 2017, the Company had no reserves available for distribution (2016: Nil).

FINANCIAL SUMMARY

A summary of the results, assets, liabilities and non-controlling interests of the Group for the past five financial years is set out on page 193 of this annual report.

高銀金融(集團)有限公司董事會欣然提呈本集團截至二零一七年六月三十日止年度之董事會報告及經審計綜合財務報表。

主要業務

本公司為投資控股公司。附屬公司之主要業務為從事提供保理服務、金融投資、酒品及酒品相關業務、物業發展及投資、出版刊物以及餐廳營運。本公司主要附屬公司之業務載於財務報表附註1。根據香港公司條例附表5所規定，有關該等業務之進一步討論及分析(包括有關本集團所面臨主要風險及不確定因素之討論，及本集團業務未來可能發展之指引)可分別於本年報「主席報告書」及「管理層討論及分析」兩節查閱。此討論構成本董事會報告之一部份。

本集團截至二零一七年六月三十日止年度的環境及社會事宜載於本年報「環境及企業社會責任」一節。

業績及股息

本集團截至二零一七年六月三十日止年度之溢利及本集團當日財務狀況載於本年報第76至191頁之財務報表。

董事會不建議派發本年度股息(二零一六年：無)。

股本及購股權

於本年度本公司之股本及購股權變動詳情分別載於財務報表附註31及32。

可分配儲備

於二零一七年六月三十日，本公司並無可供分配之儲備(二零一六年：無)。

財務概要

本集團過去五個財政年度之業績、資產、負債及非控股權益之概要載於本年報第193頁。

REPORT OF DIRECTORS

董事會報告

DIRECTORS

The Directors during the year and up to the date of this report are as follows:

Executive Directors

Mr. Pan Sutong (*Chairman*)
Professor Huang Xiaojian
Mr. Zhou Xiaojun
Ms. Hou Qin

Independent Non-executive Directors

Hon. Shek Lai Him Abraham (*GBS, JP*)
(*appointed on 9 January 2017*)
Ms. Hui Wai Man, Shirley
Mr. Tang Yiu Wing
Ms. Gao Min

Mr. Pan Sutong, Ms. Hui Wai Man, Shirley and Mr. Tang Yiu Wing shall retire by rotation in accordance with Bye-law 99, and Hon. Shek Lai Him Abraham shall retire in accordance with Bye-law 102(B) of the Bye-laws respectively and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The Directors, including the INEDs, are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Bye-laws.

None of the Directors proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the Company or its subsidiaries within one year without payment of compensation (other than statutory compensation).

The biographical details of the Directors are set out in the section headed "Directors' Profiles" of this annual report.

Directors' Remuneration

The Directors' fees are subject to Shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to the Directors' duties, responsibilities and performance and the results of the Group.

董事

於本年度及截至本報告日期在任董事如下：

執行董事

潘蘇通先生(主席)
黃孝建教授
周曉軍先生
侯琴女士

獨立非執行董事

石禮謙議員(*GBS, JP*)
(於二零一七年一月九日獲委任)
許惠敏女士
鄧耀榮先生
高敏女士

潘蘇通先生、許惠敏女士及鄧耀榮先生將根據公司細則第99條輪值告退，而石禮謙議員將根據公司細則第102(B)條告退，惟彼等符合資格並願意於應屆股東週年大會上膺選連任。

董事(包括獨立非執行董事)須根據公司細則條文，於本公司之股東週年大會上輪值告退及膺選連任。

於應屆股東週年大會上候選連任之董事，概無訂立本公司或其任何附屬公司不可於一年內終止而毋須支付賠償(法定賠償除外)之未到期服務合約。

董事簡歷載於本年報「董事履歷」一節。

董事酬金

董事袍金須待股東於股東大會上批准後，方可作實。其他酬金由董事會經參考董事之職務、責任及表現，以及本集團業績後釐定。

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

As at 30 June 2017, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance), as recorded in the register required to be kept by the Company under Section 352 of the Securities and Futures Ordinance, or as otherwise required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules, are as follows:

董事及最高行政人員之股份、相關股份及債券之權益及淡倉

於二零一七年六月三十日，本公司董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有下列記錄登記於本公司根據證券及期貨條例第352條須予存置之登記冊，或根據上市規則所載上市發行人董事進行證券交易之標準守則(「標準守則」)須知會本公司及香港聯交所之權益及淡倉：

Long positions in the Shares and underlying Shares of the Company

本公司股份及相關股份之好倉

| Name of Directors | Notes | Number of Shares held | | Number of underlying Shares | Total (Long Position) | % of the total issued Shares* | |
|----------------------------|---------------|-----------------------|---------------------|-----------------------------|-----------------------|-------------------------------|--------|
| | | Personal interests | Corporate interests | | | | |
| 董事姓名 | 附註 | 個人權益 | 法團權益 | 相關股份數目 | 總計(好倉) | 已發行股份總數之百分比* | |
| Mr. Pan Sutong ("Mr. Pan") | 潘蘇通先生 (「潘先生」) | 1 | 225,163,000 | 4,714,821,634 | — | 4,939,984,634 | 70.67% |
| Professor Huang Xiaojian | 黃孝建教授 | 2 | — | — | 3,000,000 | 3,000,000 | 0.04% |
| Mr. Zhou Xiaojun | 周曉軍先生 | 2 | — | — | 2,000,000 | 2,000,000 | 0.03% |
| Ms. Hou Qin | 侯琴女士 | 2 | 1,560,000 | — | — | 7,560,000 | 0.11% |
| | | | | | 6,000,000 | | |

* The percentage has been calculated based on 6,990,651,992 Shares in issue as at 30 June 2017.

* 百分比乃根據於二零一七年六月三十日已發行的6,990,651,992股股份計算。

Notes:

附註：

- The 4,714,821,634 Shares held by Mr. Pan through controlled corporations included:
 - Goldin Real Estate Financial Holdings Limited ("Goldin Real Estate Financial Holdings") is deemed to be interested in 4,670,505,634 Shares, of which as to 4,473,545,636 Shares held by Goldin Global Holdings Limited and as to 196,959,998 Shares held by Goldin Equities Limited respectively. Both Goldin Global Holdings Limited and Goldin Equities Limited are indirect wholly owned subsidiaries of Goldin Real Estate Financial Holdings. Goldin Real Estate Financial Holdings is wholly owned by Mr. Pan.
 - 44,316,000 Shares held by Clear Jade International Limited which is wholly owned by Mr. Pan.
- The underlying Shares are the share options granted by the Company to the respective Directors, details of which are disclosed in the section headed "Share Option Schemes" below.

- 潘先生透過受控制法團持有之4,714,821,634股股份包括：
 - 高銀金融地產控股有限公司(「高銀金融地產控股」)被視為於4,670,505,634股股份中擁有權益，當中4,473,545,636股及196,959,998股股份分別由高銀環球控股有限公司及高銀(證券)有限公司持有。高銀環球控股有限公司及高銀(證券)有限公司均為高銀金融地產控股之間接全資附屬公司。高銀金融地產控股由潘先生全資擁有。
 - 晴翠國際有限公司持有之44,316,000股股份，該公司乃由潘先生全資擁有。
- 相關股份為本公司授予各董事之購股權，其詳情於下文「購股權計劃」一節披露。

REPORT OF DIRECTORS 董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Save as disclosed above, so far as was known to the Directors, as at 30 June 2017, none of the Directors or chief executives of the Company had, pursuant to Divisions 7 and 8 of the Part XV of the Securities and Futures Ordinance, nor were they taken or deemed to have under such provisions of the Securities and Futures Ordinance, any interests or short positions in any shares, underlying shares or interest in debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance) which were required to be notified to the Company and the Hong Kong Stock Exchange, or any interests which were required, pursuant to Section 352 of the Securities and Futures Ordinance, to be entered into the register referred to therein, or any interests which were required, pursuant to the Model Code, to be notified to the Company and the Hong Kong Stock Exchange.

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

As at 30 June 2017, the register of substantial shareholders maintained under Section 336 of the Securities and Futures Ordinance shows that the Company had been notified of the following substantial shareholders' interests and short positions, representing 5% or more of the Company's issued share capital:

| Name of shareholders | Notes | Capacity | Number of Shares held | Total (Long Position) | % of the total issued Shares* |
|--|-------|--|-----------------------|-----------------------|-------------------------------|
| 股東姓名／名稱 | 附註 | 身份 | 所持股份數目 | 總計(好倉) | 已發行股份總數之百分比* |
| Goldin Global Holdings Limited 高銀環球控股有限公司 | 1 | Beneficial owner 實益擁有人 | 4,473,545,636 | 4,473,545,636 | 63.99% |
| Mr. Pan Sutong 潘蘇通先生 | 2 | Interests held as beneficial owner and through controlled corporations 作為實益擁有人及透過受控制法團持有的權益 | 4,939,984,634 | 4,939,984,634 | 70.67% |

* The percentage has been calculated based on 6,990,651,992 Shares in issue as at 30 June 2017.

董事及最高行政人員之股份、相關股份及債券之權益及淡倉 (續)

除上文所披露者外，就董事所知，於二零一七年六月三十日，概無本公司之董事或最高行政人員根據證券及期貨條例第XV部第7及8分部或根據該等證券及期貨條例之條文被當作或被視為於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債券權益中擁有須知會本公司及香港聯交所之任何權益或淡倉，或根據證券及期貨條例第352條須登記於該條文所指之登記冊內之任何權益，或根據標準守則須知會本公司及香港聯交所之任何權益。

主要股東於股份及相關股份之權益及淡倉

於二零一七年六月三十日，根據證券及期貨條例第336條存置之主要股東名冊顯示，本公司已獲知會下列主要股東擁有之權益及淡倉佔本公司已發行股本5%或以上：

* 百分比乃根據於二零一七年六月三十日已發行的6,990,651,992股股份計算。

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

(Continued)

Notes:

1. Goldin Global Holdings Limited is a wholly-owned subsidiary of Goldin Investment Holdings Limited, which is, in turn, a 100% owned subsidiary of Goldin Real Estate Financial Holdings. Goldin Real Estate Financial Holdings is wholly owned by Mr. Pan.
2. The 4,714,821,634 Shares held by Mr. Pan through controlled corporations are as follows:
 - (i) Goldin Real Estate Financial Holdings is deemed to be interested in a total of 4,670,505,634 Shares, as to which 4,473,545,636 Shares held by Goldin Global Holdings Limited (as disclosed in Note 1 above) and 196,959,998 Shares held by Goldin Equities Limited respectively.

Goldin Equities Limited is wholly owned by Goldin Investment Advisers Limited, which is, in turn, a 100% owned subsidiary of Goldin Financial Investment Limited. Goldin Financial Investment Limited is wholly owned by Goldin Investment Holdings Limited, which is, in turn, a wholly-owned subsidiary of Goldin Real Estate Financial Holdings.
 - (ii) 44,316,000 Shares held by Clear Jade International Limited which is wholly owned by Mr. Pan.

Save as disclosed above, as at 30 June 2017, the Company had not been notified by any person (other than a Director or chief executive of the Company or their respective close associates) of any interest and short position in the Shares and underlying Shares which were required to be recorded in the register kept under Section 336 of the Securities and Futures Ordinance.

SHARE OPTION SCHEMES

The Company has a share option scheme (the "2013 Scheme") which was adopted at the annual general meeting of the Company held on 21 November 2013, and the share option scheme (the "2004 Scheme") of the Company adopted in 2004 was terminated henceforth. Share options granted under the 2004 Scheme prior to its termination remained in force until they lapsed in accordance with the terms of the 2004 Scheme. Further details of the 2004 Scheme and the 2013 Scheme are set out in note 32 to the financial statements.

主要股東於股份及相關股份之權益及淡倉(續)

附註：

1. 高銀環球控股有限公司為高銀投資控股有限公司之全資附屬公司，而高銀投資控股有限公司為高銀金融地產控股之全資附屬公司。高銀金融地產控股乃由潘先生全資擁有。
2. 潘先生透過受控制法團持有之4,714,821,634股股份如下：
 - (i) 高銀金融地產控股被視為於合共4,670,505,634股股份中擁有權益，當中4,473,545,636股及196,959,998股股份分別由高銀環球控股有限公司(上文附註1所披露者)及高銀(證券)有限公司持有。

高銀(證券)有限公司由高銀投資顧問有限公司全資擁有，而高銀投資顧問有限公司為高銀金融投資有限公司之全資附屬公司。高銀金融投資有限公司由高銀投資控股有限公司全資擁有，而高銀投資控股有限公司為高銀金融地產控股之全資附屬公司。
 - (ii) 晴翠國際有限公司持有之44,316,000股股份，該公司乃由潘先生全資擁有。

除上文所披露者外，於二零一七年六月三十日，本公司並無獲任何人士(本公司董事或最高行政人員或彼等各自之緊密聯繫人除外)知會有關須登記於根據證券及期貨條例第336條存置之登記冊內之股份及相關股份之任何權益及淡倉。

購股權計劃

本公司於二零一三年十一月二十一日舉行之本公司股東週年大會上採納購股權計劃(「二零一三年計劃」)，而本公司於二零零四年採納之購股權計劃(「二零零四年計劃」)因而終止。二零零四年計劃項下授出之購股權於終止前仍然生效，直至彼等根據二零零四年計劃之條款失效為止。有關二零零四年計劃及二零一三年計劃之進一步詳情載於財務報表附註32。

REPORT OF DIRECTORS 董事會報告

SHARE OPTION SCHEMES (Continued)

2004 Scheme

The 2004 Scheme was adopted by the Company on 28 January 2004 for a period of ten years. The 2004 Scheme was terminated upon the adoption of the 2013 Scheme by the Shareholders at the annual general meeting in 2013, such that no further share options may thereafter be offered under the 2004 Scheme. The share options granted (to the extent not already exercised) prior to such termination shall continue to be valid and exercisable in accordance with the terms of the 2004 Scheme. As at 30 June 2017, the outstanding share options under the 2004 Scheme entitling the option holders to subscribe for an aggregate of 25,350,000 Shares, representing approximately 0.4% of the total issued Shares.

Details of movements in the share options granted under the 2004 Scheme during the year ended 30 June 2017 are set out below:

購股權計劃(續)

二零零四年計劃

本公司於二零零四年一月二十八日採納二零零四年計劃，為期十年。二零零四年計劃於股東在二零一三年股東週年大會上採納二零一三年計劃後終止，因此概無額外購股權可根據二零零四年計劃予以授出。於終止前授出之購股權(在未獲行使之情況下)應繼續有效並可根據二零零四年計劃之條款予以行使。於二零一七年六月三十日，二零零四年計劃項下之尚未行使購股權賦予購股權持有人權利，可認購合共25,350,000股股份，佔已發行股份總數約0.4%。

根據二零零四年計劃授出的購股權於截至二零一七年六月三十日止年度之變動詳情載列如下：

| Name or category of participants | Date of grant | Exercise price per Share | Number of share options | | | | As at 30 June 2017 | Exercisable period |
|--|---------------|--------------------------|-------------------------|-------------------------|------------------------|---------------------------|--------------------|-------------------------|
| | | | As at 1 July 2016 | Granted during the year | Lapsed during the year | Exercised during the year | | |
| 參與人姓名或類別 | 授出日期 | 每股股份行使價 | 於二零一六年七月一日 | 於本年度已授出 | 於本年度已失效 | 於本年度已行使 | 於二零一七年六月三十日 | 行使期 |
| | | (HK\$) (港元) | | | | | | |
| Director | | | | | | | | |
| 董事 | | | | | | | | |
| Ms. Hou Qin | 22/07/2009 | 0.654 | 1,000,000 | — | — | — | 1,000,000 | 22/01/2010 – 21/07/2019 |
| 侯琴女士 | 22/07/2009 | 0.654 | 1,000,000 | — | — | — | 1,000,000 | 22/01/2011 – 21/07/2019 |
| | 22/07/2009 | 0.654 | 1,000,000 | — | — | — | 1,000,000 | 22/01/2012 – 21/07/2019 |
| | | | 3,000,000 | — | — | — | 3,000,000 | |
| Employees and others in aggregate (including directors of certain subsidiaries) | | | | | | | | |
| | 22/07/2009 | 0.654 | 3,000,000 | — | — | — | 3,000,000 | 22/07/2009 – 21/07/2019 |
| | 22/07/2009 | 0.654 | 1,000,000 | — | — | (1,000,000) | — | 22/01/2011 – 21/07/2019 |
| | 22/07/2009 | 0.654 | 2,000,000 | — | — | — | 2,000,000 | 22/01/2012 – 21/07/2019 |
| 僱員及其他(合共)(包括若干附屬公司董事) | 23/07/2009 | 0.652 | 5,205,000 | — | — | — | 5,205,000 | 23/01/2010 – 22/07/2019 |
| | 23/07/2009 | 0.652 | 5,205,000 | — | — | — | 5,205,000 | 23/01/2011 – 22/07/2019 |
| | 23/07/2009 | 0.652 | 6,940,000 | — | — | — | 6,940,000 | 23/01/2012 – 22/07/2019 |
| | | | 23,350,000 | — | — | (1,000,000) | 22,350,000 | |
| TOTAL 總計 | | | 26,350,000 | — | — | (1,000,000) | 25,350,000 | |

Note: The closing price of the Shares traded on the Hong Kong Stock Exchange immediately before the date on which the share options were exercised was HK\$3.070.

附註：緊接購股權獲行使當日於香港聯交所買賣的股份之收市價為3.070港元。

SHARE OPTION SCHEMES (Continued)

2013 Scheme

The 2013 Scheme was adopted by the Shareholders on 21 November 2013 for a period of ten years. The purpose of the 2013 Scheme is to provide incentives or rewards to the participants thereunder for their contribution to the Group and motivate them to strive for future development and expansion of the Group; to strengthen the relationship between the Group and its employees and executives; and to enable the Group to recruit and retain high-calibre employees and executives and attract human resources that are valuable to the Group and any entity in which the Group holds an equity interest ("Invested Entity").

The total number of Shares which may be issued upon exercise of all share options to be granted under the 2013 Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the 2013 Scheme, being 697,499,199 Shares. The Company may seek approval of the Shareholders in a general meeting to refresh such 10% limit provided that the total number of Shares which may be issued upon exercise of all share options to be granted under the 2013 Scheme and any other share option schemes of the Company must not exceed 10% of the Shares in issue as at the date of approving the limit as refreshed. The maximum number of Shares to be issued upon exercise of all outstanding share options granted under the 2013 Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the Shares in issue from time to time. As at 30 June 2017, the outstanding share options granted under the 2013 Scheme entitling the option holders to subscribe for an aggregate of 134,900,000 Shares, representing approximately 1.9% of the total issued Shares.

Pursuant to the terms of the 2013 Scheme, the Board has the discretion to set a minimum period for which a share option to be held before the exercise of the subscription rights attaching thereto. This discretion, coupled with the power of the Board to impose any performance target as it considers appropriate before any share option can be exercised, enable the Group to provide the incentives to the participants to use their best endeavours in facilitating the growth and development of the Group.

Participants of the 2013 Scheme are required to pay HK\$1 for each grant of share option upon acceptance of the grant. The maximum entitlement of each participant in any 12-month period (including both exercised and outstanding share options) shall not exceed 1% of the issued share capital of the Company.

The exercise price of the share options is determined by the Directors and should be at least the higher of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Shares. Any Share allotted and issued on the exercise of share options under the 2013 Scheme will rank pari passu with other Shares in issue on the date of allotment.

購股權計劃(續)

二零一三年計劃

二零一三年計劃由股東於二零一三年十一月二十一日採納，為期十年。二零一三年計劃之目的為鼓勵或獎勵參與者為本集團作出之貢獻，促使彼等致力於本集團之未來發展及擴張；鞏固本集團與僱員及行政人員之關係；及令本集團能夠招攬及保留優秀僱員及行政人員，並吸引對本集團及任何本集團持有任何股本權益之任何實體（「接受投資實體」）具有價值之人力資源。

行使所有根據二零一三年計劃及本公司任何其他購股權計劃將予授出之購股權後可予發行之股份總數合共不得超過採納二零一三年計劃當日之已發行股份之10%（即697,499,199股股份）。本公司可於股東大會上尋求股東批准更新該10%之上限，惟行使所有根據二零一三年計劃及本公司任何其他購股權計劃將予授出之購股權後可予發行之股份總數不得超過批准更新上限當日之已發行股份之10%。行使所有根據二零一三年計劃及本公司任何其他購股權計劃授出之尚未行使購股權後將予發行之最高股份數目合共不得超過不時已發行股份之30%。於二零一七年六月三十日，根據二零一三年計劃購股權計劃授出之尚未行使購股權，賦予購股權持有人權利，可認購合共134,900,000股股份，佔已發行股份總數約1.9%。

根據二零一三年計劃之條款，董事會酌情就將於行使購股權附有之認購權前持有之購股權設定最短期限。此酌情權，再加上董事會有權於任何購股權可獲行使前於其認為合適的時間施加任何表現目標，讓本集團得以鼓勵參與者，以使彼等盡力促進本集團成長及發展。

二零一三年計劃參與者在接納獲授之購股權時須支付1港元。各參與者於任何十二個月期間之最高權益（包括已行使及尚未行使購股權）不得超過本公司已發行股本之1%。

購股權之行使價由董事釐定，並至少須為下列各項之較高者：(i)授出當日（須為交易日）聯交所每日報價表所報股份之收市價；(ii)緊接授出當日前五個交易日聯交所每日報價表所報股份之平均收市價；及(iii)股份面值。任何因行使二零一三年計劃項下之購股權而已配發及發行之股份將與配發當日之其他已發行股份具有同等地位。

REPORT OF DIRECTORS 董事會報告

SHARE OPTION SCHEMES (Continued)

2013 Scheme (Continued)

Details of movements in the share options granted under the 2013 Scheme during the year ended 30 June 2017 are set out below:

購股權計劃(續)

二零一三年計劃(續)

根據二零一三年計劃授出的購股權於截至二零一七年六月三十日止年度之變動詳情載列如下：

| Name or category of participants 參與人姓名或類別 | Date of grant 授出日期 | Exercise price per Share 每股股份行使價 (HK\$) (港元) | Number of share options 購股權數目 | | | | As at 30 June 2017 於二零一七年六月三十日 | Exercisable period 行使期 |
|---|-----------------------|---|----------------------------------|------------------------------------|-----------------------------------|--------------------------------------|-----------------------------------|---------------------------|
| | | | As at 1 July 2016 於二零一六年七月一日 | Granted during the year 於本年度已授出 | Lapsed during the year 於本年度已失效 | Exercised during the year 於本年度已行使 | | |
| Directors 董事 | | | | | | | | |
| Professor Huang Xiaojian 黃孝建教授 | 18/07/2014 | 3.098 | 900,000 | — | — | — | 900,000 | 18/07/2015 – 17/07/2024 |
| | 18/07/2014 | 3.098 | 900,000 | — | — | — | 900,000 | 18/07/2016 – 17/07/2024 |
| | 18/07/2014 | 3.098 | 1,200,000 | — | — | — | 1,200,000 | 18/07/2017 – 17/07/2024 |
| Mr. Zhou Xiaojun 周曉軍先生 | 18/07/2014 | 3.098 | 600,000 | — | — | — | 600,000 | 18/07/2015 – 17/07/2024 |
| | 18/07/2014 | 3.098 | 600,000 | — | — | — | 600,000 | 18/07/2016 – 17/07/2024 |
| | 18/07/2014 | 3.098 | 800,000 | — | — | — | 800,000 | 18/07/2017 – 17/07/2024 |
| Ms. Hou Qin 侯琴女士 | 18/07/2014 | 3.098 | 900,000 | — | — | — | 900,000 | 18/07/2015 – 17/07/2024 |
| | 18/07/2014 | 3.098 | 900,000 | — | — | — | 900,000 | 18/07/2016 – 17/07/2024 |
| | 18/07/2014 | 3.098 | 1,200,000 | — | — | — | 1,200,000 | 18/07/2017 – 17/07/2024 |
| | | | 8,000,000 | — | — | — | 8,000,000 | |
| Associate of a Director and substantial shareholder of the Company 本公司董事及主要股東之聯繫人士 | | | | | | | | |
| Ms. Pan Jenny Jing | 18/07/2014 | 3.098 | 450,000 | — | — | — | 450,000 | 18/07/2015 – 17/07/2024 |
| Pan Jenny Jing女士 | 18/07/2014 | 3.098 | 450,000 | — | — | — | 450,000 | 18/07/2016 – 17/07/2024 |
| | 18/07/2014 | 3.098 | 600,000 | — | — | — | 600,000 | 18/07/2017 – 17/07/2024 |
| | | | 1,500,000 | — | — | — | 1,500,000 | |
| Employees and others in aggregate (including directors of certain subsidiaries) 僱員及其他(合共) (包括若干附屬公司董事) | | | | | | | | |
| | 18/07/2014 | 3.098 | 37,080,000 | — | (405,000) | — | 36,675,000 | 18/07/2015 – 17/07/2024 |
| | 18/07/2014 | 3.098 | 38,550,000 | — | (525,000) | — | 38,025,000 | 18/07/2016 – 17/07/2024 |
| | 18/07/2014 | 3.098 | 51,400,000 | — | (700,000) | — | 50,700,000 | 18/07/2017 – 17/07/2024 |
| | | | 127,030,000 | — | (1,630,000) | — | 125,400,000 | |
| TOTAL 總計 | | | 136,530,000 | — | (1,630,000) | — | 134,900,000 | |

Note: The share options granted on 18 July 2014 (the "Date of Grant") are subject to a vesting period of 3 years starting from the 1st anniversary and becoming fully vested on the 3rd anniversary of the Date of Grant, and only exercisable upon vested and subject to the satisfactory performance/contribution of the grantees as may be determined by the Board.

附註：於二零一四年七月十八日(「授出日期」)授出之購股權的歸屬期為三年，由授出日期第一週年開始及於第三週年完全歸屬，並僅在其獲歸屬後方可予行使，且承授人的表現／貢獻須獲董事會信納。

MANAGEMENT CONTRACTS

Pursuant to the project management agreement dated 31 October 2011, as supplemented by the agreement dated 27 February 2015, entered into between Smart Edge Limited (“Smart Edge”), an indirect 60%-owned subsidiary of the Company, and Goldin Properties (Construction Management) Limited (“GPCM”), an indirect wholly-owned subsidiary of Goldin Properties, whereby GPCM shall provide project management services for the construction and development of the Group’s investment property located in Hong Kong for the period from 1 November 2011 until the date of settlement of the final account in respect of the project which was expected to be a date not later than the end of June 2018. The agreement (as supplemented) may be terminated by either party, subject to not less than two months, written notice.

On 29 December 2015, Smart Edge and GPCM entered into another project management agreement in respect of the appointment of GPCM to manage the office and restaurant renovation works in the said investment property of the Group for the period from 1 November 2015 until the date of settlement of the final account which was expected to be not later than the end of September 2017.

During the year, a fee of HK\$2,632,000 was charged by GPCM under the project management agreements, details of which are set out in note 41 to the financial statements.

SPECIFIC PERFORMANCE OBLIGATIONS ON CONTROLLING SHAREHOLDER

The Group has obtained banking facilities with certain banks with specific performance obligations on the controlling shareholder:

- (1) Smart Edge entered into a five-year term loan facility agreement of up to HK\$8,500 million which requires Mr. Pan to retain his control over the Company and remains as Chairman of the Board and a Director throughout the term of the loan agreement.
- (2) Gold Brilliant Investment Limited (“Gold Brilliant”), an indirect 50.1%-owned subsidiary of the Company, entered into a one-year term loan facility agreement of up to approximately HK\$3,146.2 million which requires Mr. Pan to remain the chairman of the Company and a Director throughout the term of the loan agreement.
- (3) Gold Topmont Limited (“Gold Topmont”), an indirect 60%-owned subsidiary of the Company, entered into a four-year term loan facility agreement of up to HK\$7,191 million which requires Mr. Pan to retain his control over the Company and remains as Chairman of the Board and a Director throughout the term of the loan agreement.

管理合約

根據賜譽有限公司(「賜譽」)(本公司擁有60%權益之間接附屬公司)與高銀物業(建築工程管理)有限公司(「高銀物業」,高銀地產之間接全資附屬公司)所訂立日期為二零一一年十月三十一日之項目管理協議(經日期為二零一五年二月二十七日之協議補充),據此高銀物業須為本集團位於香港的投資物業之建築及開發提供項目管理服務,由二零一一年十一月一日起至該項目之最後賬款結付日期(預計不遲於二零一八年六月底)止期間。該協議(經補充)可由任何一方終止,惟須作出至少兩個月之書面通知。

於二零一五年十二月二十九日,賜譽與高銀物業就委任高銀物業管理本集團上述投資物業之辦公室及餐廳裝修工程訂立另一份項目管理協議,由二零一五年十一月一日起至最後賬款結付日期(預計不遲於二零一七年九月底)止期間。

於本年度,根據項目管理協議,高銀物業已收取2,632,000港元費用,詳情載於財務報表附註41。

控股股東之強制履約責任

本集團已從若干銀行獲得銀行融資,附帶向控股股東實施之強制履約責任:

- (1) 賜譽訂立一份五年期貸款融資協議,最高金額為8,500,000,000港元,當中要求潘先生於貸款協議期間繼續控制本公司及繼續擔任董事會主席及董事。
- (2) 高鈺投資有限公司(「高鈺」)(本公司擁有50.1%權益之間接附屬公司)訂立一份一年期貸款融資協議,最高金額約為3,146,200,000港元,當中要求潘先生於貸款協議期間繼續擔任本公司主席及董事。
- (3) 金銓有限公司(「金銓」)(本公司擁有60%權益之間接附屬公司)訂立一份四年期貸款融資協議,最高金額為7,191,000,000港元,當中要求潘先生於貸款協議期間繼續控制本公司及繼續擔任董事會主席及董事。

REPORT OF DIRECTORS

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 30 June 2017, the aggregate amount of revenue attributable to the Group's five largest customers represented approximately 70% of the Group's revenue for the year. The aggregate amount of revenue for the year attributable to the Group's largest customer for the year was approximately 25%. Purchases from the Group's five largest suppliers accounted for approximately 66% of the Group's total purchases for the year and purchases from the largest supplier included therein amounted to approximately 28%.

To the best knowledge of the Directors, none of the Directors and their respective close associates or any Shareholder holding more than 5% of the total issued Shares of the Company, has any interest in any of these major customers and suppliers.

CONNECTED TRANSACTIONS

- (1) On 5 September 2016, the Company and Mr. Pan entered into a joint venture agreement whereby the parties agreed to co-operate in the acquisition of any land by tender via joint venture or any special purpose entity and to engage in the development thereof at a maximum aggregate sum of HK\$20 billion.

Since all the applicable percentage ratios in respect of the formation of the joint venture company exceed 25% but are less than 100%, for the purposes of Rule 14.07 of the Listing Rules, the transaction constituted a major transaction for the Company under the Listing Rules.

Mr. Pan, being the Chairman of the Board, an executive Director and a controlling shareholder of the Company, is a connected person of the Company under the Listing Rules. The entering into of the joint venture agreement constituted a connected transaction of the Company under Chapter 14A of the Listing Rules and accordingly is subject to the reporting, announcement and independent shareholders' approval requirements under the Listing Rules.

The joint venture agreement was duly approved by the independent Shareholders at the special general meeting of the Company held on 1 November 2016.

主要客戶及供應商

截至二零一七年六月三十日止年度，本集團五大客戶合計應佔本集團年內營業額之約70%。於年內，本集團最大客戶佔年內本集團總營業額約25%。來自本集團五大供應商之採購額佔本集團年度採購總額約66%，其中包括約佔28%的對最大供應商之採購額。

就董事所知，董事及彼等各自之緊密聯繫人士或任何持有本公司已發行股份總數5%以上之股東概無於任何該等主要客戶及供應商中擁有任何權益。

關連交易

- (1) 於二零一六年九月五日，本公司與潘先生訂立合營協議，據此，訂約方已同意通過合營公司或任何特別目的實體協力透過投標收購任何地塊，並從事合營公司或任何特別目的實體成功收購之地塊之發展，而最高總金額為200億港元。

由於成立合營公司之所有適用百分比率均超過25%但少於100%，故就上市規則第14.07條而言，有關交易根據上市規則構成本公司之主要交易。

潘先生為董事會主席、執行董事兼本公司控股股東，根據上市規則，潘先生為本公司之關連人士。訂立合營協議根據上市規則第14A章構成本公司之關連交易，因而須遵守上市規則項下申報、公告及獨立股東批准之規定。

合營協議已於二零一六年十一月一日舉行之本公司股東特別大會上獲獨立股東正式批准。

CONNECTED TRANSACTIONS (Continued)

- (2) On 12 January 2017, Gold Brilliant, the Company and Mr. Pan entered into a development agreement with MTR Corporation Limited for the development of the Ho Man Tin Station Package One Property Development project (“the Development”).

Rich Region Holdings Limited held a 83.5% interest in Gold Brilliant, and is owned as to 60% by the Company and beneficially owned as to 40% by Mr. Pan respectively. As such, the Development by way of joint venture with Mr. Pan also constituted a connected transaction of the Company under Chapter 14A of the Listing Rules. The Company has sought advance mandate from the independent Shareholders as disclosed in paragraph (1) above.

Further details of the development agreement for the Development has been disclosed in the circular of the Company dated 27 March 2017.

- (3) On 30 June 2017, Gold Podium Limited (“Vendor”), a wholly-owned subsidiary of the Company, and Mr. Pan entered into a sale and purchase agreement (the “Tianjin Sale Agreement”) for the disposal (“Disposal”) of: (i) the entire issued share capital (the “Sale Share”) of Treasure Channel Holdings Limited (“Treasure Channel”), an indirect wholly-owned subsidiary of the Company; and (ii) the outstanding loan due from Treasure Channel to the Vendor as at the completion of the Disposal (the “Sale Loan”) at an aggregate consideration of approximately HK\$734 million.

The consideration of the Disposal was equivalent to the amount payable by the Vendor to Mr. Pan pursuant to the sale and purchase agreement dated 13 March 2015 (the “Tianjin Purchase Agreement”) for the acquisition of (a) the Sale Share and (b) the shareholder’s loan outstanding from Treasure Channel to Mr. Pan as at 31 August 2015, being the date of completion of the Tianjin Purchase Agreement. The consideration in respect of the acquisition under the Tianjin Purchase Agreement was to be finalized and had not yet been settled. As a result, the consideration of the Disposal pursuant to the Tianjin Sale Agreement had been set off against the amount owing by the Vendor under the Tianjin Purchase Agreement.

Completion of the Disposal took place upon signing of the Tianjin Sale Agreement and, thus, Treasure Channel ceased as a subsidiary of the Company.

關連交易(續)

- (2) 於二零一七年一月十二日，高銓、本公司及潘先生就發展何文田站第一期物業發展項目(「發展項目」)與香港鐵路有限公司訂立發展協議。

Rich Region Holdings Limited擁有高銓83.5%權益，其並分別由本公司擁有60%權益及潘先生實益擁有40%權益。因此透過與潘先生組成合營企業之方式的發展項目亦根據上市規則第14A章構成本公司之關連交易。誠如上文第(1)段所披露，本公司已向獨立股東尋求預先授權。

就發展項目訂立的發展協議之進一步詳情已於本公司日期為二零一七年三月二十七日的通函披露。

- (3) 於二零一七年六月三十日，本公司的全資附屬公司金台有限公司(「賣方」)與潘先生訂立買賣協議(「天津銷售協議」)，以出售(「出售事項」): (i)本公司的間接全資附屬公司 Treasure Channel Holdings Limited (「Treasure Channel」)全部已發行股本(「銷售股份」);及(ii)於出售事項完成時Treasure Channel結欠賣方之未償還貸款(「銷售貸款」)，總代價約為734,000,000港元。

出售事項的代價，乃與賣方根據日期為二零一五年三月十三日的買賣協議(「天津收購協議」)，就收購(a)銷售股份及(b) Treasure Channel於二零一五年八月三十一日(即天津收購協議完成日期)結欠潘先生之未償還股東貸款的應支付予潘先生之款項相等。有關根據天津收購協議的收購之代價有待落實及尚未結付。因此，根據天津銷售協議的出售事項的代價已與賣方根據天津收購協議結欠的金額相互抵銷。

出售事項完成於簽訂天津銷售協議時作實。因此，Treasure Channel不再為本公司之附屬公司。

REPORT OF DIRECTORS 董事會報告

CONNECTED TRANSACTIONS (Continued)

- (3) (Continued)
As certain applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Disposal exceed 0.1% but all are less than 5%, the Disposal constituted a connected transaction of the Company under Chapter 14A of the Listing Rules and accordingly, is subject to reporting and announcement requirements but is exempt from the independent shareholders' approval requirement pursuant to the Listing Rules.

The Disposal would allow the Group to effectively allocate and devote its resources to other business segments with promising prospects including its real estate business in the future. Furthermore, by offsetting the considerations payable under the Tianjin Sale Agreement against the Tianjin Purchase Agreement, the liabilities of the Group had been reduced thereby providing the Group with financial flexibility for its future business development.

Details of the Disposal are set out in the announcement of the Company dated 30 June 2017.

關連交易(續)

- (3) (續)
由於就出售事項根據上市規則第14.07條計算之若干適用百分比率超過0.1%但少於5%，故根據上市規則第14A章，出售事項構成本公司之關連交易，及因此須遵守上市規則項下有關申報及公告規定，惟獲豁免遵守獨立股東批准之規定。

出售事項可令本集團日後有效地調配其資源並將其用於前景良好之其他業務分部(包括房地產業務)。此外，以根據天津銷售協議應支付之代價抵銷天津收購協議之代價，本集團之負債得以削減，本集團未來發展業務時在財務方面將更具靈活性。

出售事項的詳情載列於本公司日期為二零一七年六月三十日的公告。

CONTINUING CONNECTED TRANSACTIONS 持續關連交易

- (1) On 27 February 2017, Smart Edge as landlord and Goldin Real Estate Financial Group (Hong Kong) Limited ("Goldin Real Estate Financial") as tenant entered into a lease whereby Smart Edge agreed to let and Goldin Real Estate Financial agreed to take the portions of the 25th, 26th and 27th floors of Goldin Financial Global Centre for office purpose for a term of three years commencing from 31 October 2016 at a monthly rental of approximately HK\$4.1 million (exclusive of management fee and rates), and together with two options to renew for a further term of three years each (the "Office Premises Lease").
- (2) On 27 February 2017, Smart Edge as landlord and Goldin Dining Group Limited ("Goldin Dining"), an indirect wholly-owned subsidiary of the Company, as tenant entered into a lease whereby Smart Edge agreed to let and Goldin Dining agreed to take the portions of the basement 1, ground, the 1st and 2nd floors of Goldin Financial Global Centre for the operation of restaurants for a term of three years commencing from 1 December 2016 at a monthly rental of approximately HK\$2.4 million plus turnover rent of 5% of the monthly revenue from the business operated by Goldin Dining on the leased premises (exclusive of management fee and rates), and together with two options to renew for a further term of three years each (the "Goldin Dining Lease").

- (1) 於二零一七年二月二十七日，賜譽(作為業主)與高銀金融地產集團(香港)有限公司(「高銀金融地產」)(作為租戶)訂立租約，據此，賜譽同意出租，及高銀金融地產同意租用高銀金融國際中心25、26及27樓之部分地方作辦公室用途，自二零一六年十月三十一日起為期三年，月租金約為4,100,000港元(不包括管理費及差餉)，並具有兩次續租權可於租期屆滿後每次續租三年(「辦公室物業租約」)。
- (2) 於二零一七年二月二十七日，賜譽(作為業主)與本公司之間接全資附屬公司Goldin Dining Group Limited(「高銀餐飲」)(作為租戶)訂立租約，據此，賜譽同意出租，及高銀餐飲同意租用高銀金融國際中心地庫1樓、地下、一樓及二樓之部分地方作餐館用途，自二零一六年十二月一日起為期三年，月租金約為2,400,000港元，另加相等於高銀餐飲於租賃物業所經營業務之每月營業額5%之分成租金(不包括管理費及差餉)，並具有兩次續租權可於租期屆滿後每次續租三年(「高銀餐飲租約」)。

CONTINUING CONNECTED TRANSACTIONS 持續關連交易(續)
(Continued)

Smart Edge, being the landlord under the Office Premises Lease and the Goldin Dining Lease (together, the “Leases”), is indirectly owned as to 60% by the Company and as to 40% by Mr. Pan respectively. Thus, Smart Edge is a connected person of the Company under the Listing Rules.

賜譽(作為辦公室物業租約及高銀餐飲租約(統稱「該等租約」)的業主)為由本公司及潘先生分別間接擁有60%及40%權益，故根據上市規則，賜譽為本公司之關連人士。

Goldin Real Estate Financial is beneficially owned by Mr. Pan and therefore is an associate of a connected person of the Company pursuant to the Listing Rules. Accordingly, the entering into of each of the Office Premises Lease and the Goldin Dining Lease constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

高銀金融地產為由潘先生實益擁有之公司，故根據上市規則，為本公司關連人士之聯繫人。因此，根據上市規則第14A章，訂立辦公室物業租約及高銀餐飲租約各自構成本公司之持續關連交易。

Goldin Financial Global Centre is held by the Group as investment for rental purpose. The Leases will enable the Group to utilize its property efficiently by maintaining a stable occupancy rate and securing long-term tenants.

高銀金融國際中心由本集團持作投資用途並收取租金。該等租約將讓本集團能夠有效地運用其物業，維持穩定佔用率及確保長期租戶。

The annual caps in respect of the transactions contemplated under the Leases are set out as below:

該等租約項下擬進行之交易之年度上限載列如下：

| | | For the eight months ending 30 June 2017 於 截至二零一七年 六月三十日 止八個月 (HK\$'000) (千港元) | For the year ending 30 June 2018 於 截至二零一八年 六月三十日 止年度 (HK\$'000) (千港元) | For the year ending 30 June 2019 於 截至二零一九年 六月三十日 止年度 (HK\$'000) (千港元) | For the five months ending 30 November 2019 於 截至二零一九年 十一月三十日 止五個月 (HK\$'000) (千港元) |
|-------------------------|--------------|--|--|--|---|
| Annual caps under: | 以下項目項下之年度上限： | | | | |
| - Office Premises Lease | - 辦公室物業租約 | 34,964 | 52,238 | 52,238 | 17,413 |
| - Goldin Dining Lease | - 高銀餐飲租約 | 22,905 | 47,968 | 48,374 | 20,156 |
| Total | 總計 | 57,869 | 100,206 | 100,612 | 37,569 |

The Office Premises Lease and the Goldin Dining Lease were duly approved by the independent Shareholders at the special general meeting of the Company held on 29 May 2017 respectively.

辦公室物業租約及高銀餐飲租約已於二零一七年五月二十九日舉行之本公司股東特別大會上分別獲獨立股東正式批准。

REPORT OF DIRECTORS 董事會報告

CONTINUING CONNECTED TRANSACTIONS 持續關連交易(續) (Continued)

During the year ended 30 June 2017, the rent, rates, property management fee and air-conditioning charge received/receivable under the Office Premises Lease amounted to approximately HK\$34,444,000. The rent, rate, property management fee and air-conditioning charge paid/payable under the Goldin Dining Lease for the year amounted to approximately HK\$19,493,000. Details of the rental income are set out in note 41 to the financial statements.

The continuing connected transactions of the Group mentioned above have been reviewed by the INEDs who have confirmed that the 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 relevant agreements governing the transactions on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Messrs. Ernst & Young, the Company's auditor, was engaged to report on the above continuing connected transactions in accordance with the Hong Kong Standard on Assurance Engagements 3000 (Revised) *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. In accordance with Rule 14A.56 of the Listing Rules, Ernst & Young have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group and a copy of the auditor's letter has been provided by the Company to the Hong Kong Stock Exchange.

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken by the Group in the normal course of business are set out in note 41 to the financial statements. Those related party transactions which constituted connected transactions or continuing connected transactions under the Listing Rules have complied with Chapter 14A of the Listing Rules.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

During the year, the Group had transactions with related companies in which the Directors have beneficial interests, details of which are set out in note 41 to the financial statements.

於截至二零一七年六月三十日止年度，辦公室物業租約的已收／應收租金、差餉、物業管理費用及冷氣費用約為34,444,000港元。高銀餐飲租約的已付／應付年內租金、差餉、物業管理費用及冷氣費用約為19,493,000港元。租金收入的詳情載於財務報表附註41。

獨立非執行董事已審閱上述的本集團持續關連交易，並確認該等交易均：

- (a) 於本集團日常及一般業務過程；
- (b) 按一般商業條款；及
- (c) 根據規管交易之相關協議及按公平合理且符合股東整體利益之條款訂立。

本公司核數師安永會計師事務所獲委聘按照香港核證委聘準則第3000號(經修訂)審核或審閱過去財務資料以外之核證委聘，並參考由香港會計師公會頒佈之實務說明第740號關於香港上市規則所述持續關連交易的核數師函件，就上述持續關連交易作出匯報。根據上市規則第14A.56條，安永會計師事務所已就上述本集團披露之持續關連交易發出載有審核結果及結論之無保留意見函件，而本公司已向香港聯交所提供核數師函件之副本。

關連人士交易

本集團於日常業務過程中進行的關連人士交易詳情載於財務報表附註41。根據上市規則構成關連交易或持續關連交易的各項關連人士交易已遵守上市規則第14A章。

董事於交易、協議或合約之權益

於本年度內，本集團曾與董事擁有實益權益的關連公司進行交易，詳情載於財務報表附註41。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS (Continued)

Save as disclosed above and in the sections headed "Connected Transactions" and "Continuing Connected Transactions" in this report, no transactions, arrangements or contracts of significance in which the Company or its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS AND OFFICERS LIABILITY INSURANCE

The Company has arranged for appropriate Directors and Officers Liability Insurance coverage on Directors' and officers' liabilities in respect of legal actions against the Directors and senior management of the Company arising from corporate activities.

CHANGE IN INFORMATION OF THE DIRECTORS

Pursuant to Rule 13.51(B)(1) of the Listing Rules, the change in information required to be disclosed by the Directors are as below:

- (a) Mr. Tang Yiu Wing was appointed an independent non-executive director of KSL Holdings Limited and Zhejiang United Investment Holdings Group Limited (formerly known as "Fraser Holdings Limited), both companies listed on the GEM Board of the Hong Kong Stock Exchange, on 17 March 2017 and 26 July 2017 respectively.
- (b) Hon. Shek Lai Him Abraham resigned as an independent non-executive director of ITC Corporation Limited (now known as PT International Development Corporation Limited), a company listed on the Main Board of the Hong Kong Stock Exchange, on 28 March 2017 at 4 p.m..
- (c) Ms. Hui Wai Man, Shirley resigned as the non-executive director and chairman of Eco-Tek Holdings Limited, a company listed on the GEM Board of the Hong Kong Stock Exchange, on 27 April 2017.
- She also resigned as an independent non-executive director of Mingyuan Medicare Development Company Limited, a company listed on the Main Board of the Hong Kong Stock Exchange, on 18 August 2017.
- (d) Both Mr. Pan Sutong and Mr. Zhou Xiaojun served as executive directors of Goldin Properties Holdings Limited, which was listed on the Main Board of the Stock Exchange and had been withdrawn from listing on 18 August 2017.

董事於交易、協議或合約之權益 (續)

除上文及本報告「關連交易」及「持續關連交易」兩節所披露者外，本公司或其附屬公司或董事概無於年終或年內任何時間仍然存續之重要交易、協議或合約直接或間接擁有重大權益。

董事與高級管理人員責任保險

本公司已安排適當的董事與高級管理人員保險，涵蓋董事及本公司高級管理層就參加企業活動而產生的法律訴訟責任。

董事資料變動

根據上市規則第13.51(B)(1)條，董事須予披露之資料變動如下：

- (a) 鄧耀榮先生分別於二零一七年三月十七日及二零一七年七月二十六日獲委任為 KSL Holdings Limited 及浙江聯合投資控股集團有限公司(前稱為「Fraser Holdings Limited」)(均為於香港聯交所創業板上市之公司)之獨立非執行董事。
- (b) 石禮謙議員於二零一七年三月二十八日下午四時辭任德祥企業集團有限公司(現稱保德國際發展企業有限公司)(為於香港聯交所主板上市之公司)之獨立非執行董事。
- (c) 許惠敏女士於二零一七年四月二十七日辭任環康集團有限公司(為於香港聯交所創業板上市之公司)之非執行董事及主席。
- 彼亦於二零一七年八月十八日辭任銘源醫療發展有限公司(為於香港聯交所主板上市之公司)之獨立非執行董事。
- (d) 潘蘇通先生及周曉軍先生均為高銀地產控股有限公司(曾為聯交所主板上市之公司，並已於二零一七年八月十八日撤銷上市地位)之執行董事。

REPORT OF DIRECTORS

董事會報告

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

During the year, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

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

HUMAN RESOURCES

As at 30 June 2017, the Group employed a total of 325 employees (as at 30 June 2016: 135). Total staff costs were approximately HK\$120.1 million (2016: approximately HK\$92.6 million). The remuneration policy and package of the Group's employees are structured in accordance to market terms and statutory requirements where appropriate. In addition, the Group also provides other staff benefits such as medical insurance, mandatory provident fund and share options to motivate and reward employees at all levels in order to achieve the Group's business performance targets.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float under the Listing Rules throughout the year ended 30 June 2017 and up to the date of this report.

CORPORATE GOVERNANCE

Throughout the year ended 30 June 2017, the Company has complied with the code provisions of the Corporate Governance Code, except for certain deviations specified with considered reason. Please refer to the Corporate Governance Report of this annual report for details.

購入、出售或贖回本公司上市證券

於年內，本公司或其任何附屬公司概無購入、出售或贖回任何本公司上市證券。

優先購股權

公司細則或百慕達法例概無訂定使本公司必須按比例向現有股東發售新股份之優先購買權之條文。

人力資源

於二零一七年六月三十日，本集團合共僱有325名僱員(於二零一六年六月三十日：135名)。總員工成本約為120,100,000港元(二零一六年：約92,600,000港元)。本集團之僱員薪酬政策及組合乃根據市況及適用之法定規則制訂。此外，本集團亦為其僱員提供其他員工福利，例如醫療保險、強制性公積金及購股權等，以激勵及獎勵全體僱員達致本集團之業務表現指標。

足夠公眾持股量

根據本公司所得之公開資料及據董事所知，於截至二零一七年六月三十日止年度整年及截至本報告日期，本公司一直維持上市規則內訂明之公眾持股量。

企業管治

於截至二零一七年六月三十日止年度整年，本公司已遵守企業管治守則之守則條文，惟註明考慮理由之若干偏離者除外。有關詳情，請參閱本年報企業管治報告。

AUDIT COMMITTEE

The audit committee of the Company currently comprises Messrs. Hui Wai Man, Shirley, Tang Yiu Wing and Gao Min who are independent non-executive Directors and their principal duties include the review and supervision of the Company's financial reporting process and relationship with the Company's external independent auditors, and review of the risk management and internal control procedures of the Group.

The audited financial statements for the year ended 30 June 2017 have been reviewed by the audit committee.

AUDITOR

Messrs. Ernst & Young will retire as auditor of the Company and, being eligible, will offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

Pan Sutong
Chairman

Hong Kong, 20 September 2017

審核委員會

本公司審核委員會目前由獨立非執行董事許惠敏女士、鄧耀榮先生及高敏女士組成。彼等之主要職責包括檢討及監督本公司之財務報告流程、與本公司外聘獨立核數師之關係，以及檢討本集團的風險管理及內部控制程序。

審核委員會已審閱截至二零一七年六月三十日止年度之經審計財務報表。

核數師

安永會計師事務所將退任本公司核數師，惟符合資格並願意於本公司應屆股東週年大會上重選連任。

代表董事會

潘蘇通
主席

香港，二零一七年九月二十日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the shareholders of Goldin Financial Holdings Limited
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Goldin Financial Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 76 to 191, which comprise the consolidated statement of financial position as at 30 June 2017, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

致高銀金融(集團)有限公司股東
(於百慕達註冊成立之有限公司)

意見

我們已審計列載於第76至191頁的高銀金融(集團)有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一七年六月三十日的綜合財務狀況報表與截至該日止年度之綜合損益及其他全面收入報表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(以下簡稱「香港會計師公會」)頒佈的《香港財務報告準則》(以下簡稱「香港財務報告準則」)真實而公允地反映了貴集團於二零一七年六月三十日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(以下簡稱「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表須承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

KEY AUDIT MATTERS (Continued)

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

Key audit matters 關鍵審計事項

Estimation of fair value of an investment property

估計投資物業之公平值

The Group held an investment property situated in Hong Kong for rental earning purpose. Such investment property is measured at fair value and the carrying amount of the investment property amounted to HK\$15,300 million as at 30 June 2017.

貴集團持有位於香港的投資物業以賺取租金。該投資物業以公平值計量，而投資物業於二零一七年六月三十日的公平值為15,300,000,000港元。

Significant estimation and judgement are required by management to determine the fair value of the investment property. To support management's determination of the fair value, the Group engaged an external valuer to perform valuation on the investment property at the end of the reporting period.

管理層釐定投資物業之公平值時需要作出重大估計及判斷。為協助管理層釐定公平值，貴集團於報告期末聘請外聘估值師對投資物業進行估值。

The accounting policies and disclosures for the estimation of fair value of investment property are included in notes 3, 4 and 14 to the financial statements.

投資物業公平值估計之會計政策及披露資料載於財務報表附註3、4及14。

關鍵審計事項(續)

我們已履行了本報告「核數師就審計綜合財務報表須承擔的責任」部分闡述的責任，包括與這些關鍵審計事項相關的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表的重大錯報風險而設計的審計程序。我們執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為綜合財務報表發表審計意見提供了基礎。

How our audit addressed the key audit matters

我們進行審計時如何處理關鍵審計事項

Our audit procedures to assess the valuation of investment property included the following:
我們評估投資物業估值的審計程序包括下列各項：

- obtained and inspected the valuation report prepared by the external valuer engaged by the Group;
取得並查核由貴集團委聘的外聘估值師所編製的估值報告；
- assessed the external valuer's qualifications, experience and expertise in the property being valued and considered their objectivity and independence;
評估外聘估值師於估值物業方面的資歷、經驗及專業知識，並考慮他們的客觀性及獨立性；
- involved our internal valuation specialists to assist us to assess the valuation methodology applied and the key estimates and assumptions adopted in the valuation;
要求內部估值專家協助我們評估所用估值方法以及估值中所採納的關鍵估計及假設；
- challenged the key estimates and assumptions adopted in the valuation, including the capitalisation rate and market unit prices by comparing the key estimates and assumptions with current market available data; and
將關鍵估計及假設與目前可得市場資料進行比較，就估值中所採納的關鍵估計及假設，包括資本化比率及市場單位價格提出質疑；及
- compared tenancy information, including committed rents and occupancy rates, provided by the Group to the external valuer with underlying contracts and related documentation.
將貴集團向外聘估值師提供的租務資料(包括承諾租金及出租率)與相關合約及文件進行比較。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Key audit matters (continued) 關鍵審計事項(續)

Recoverability of trade receivables 應收貿易賬款的可收回性

As at 30 June 2017, the Group had trade receivables of HK\$4,386 million.
於二零一七年六月三十日，貴集團的應收貿易賬款為4,386,000,000港元。

The Group's trade receivables arose mainly from the provision of factoring services and wine trading businesses.
貴集團的應收貿易賬款主要來自提供保理服務及酒品貿易業務。

Significant management judgement is required to assess the recoverability of trade receivables. Management assessed the recoverability of trade receivables by reviewing customers' aging profile, credit history and status of subsequent settlement, and determine whether an impairment provision is required.

在評估應收貿易賬款的可收回性時需要由管理層作出重大判斷。管理層透過審查客戶的賬齡、信用記錄及後續付款情況評估應收貿易賬款的可收回性，並決定是否需要作出減值撥備。

Disclosures in relation to the trade receivables are included in notes 3, 4 and 21 to the financial statements.

有關應收貿易賬款的披露資料載於財務報表附註3、4及21。

關鍵審計事項(續)

How our audit addressed the key audit matters (continued)

我們進行審計時如何處理關鍵審計事項(續)

Our audit procedures in relation to the recoverability of trade receivables include the following:

我們有關應收貿易賬款可收回性的審計程序包括下列各項：

- verified the balances of trade receivables by requesting and receiving confirmations from customers on a sample basis;
通過向客戶抽樣索取和取得確認函，核實應收貿易賬款的結餘；
- tested aging of trade receivable balances at year end on a sample basis;
抽樣測試年結應收貿易賬款的賬齡；
- assessed the recoverability of material and/or aged trade receivables through our discussion with management and review of payment history; and
通過與管理層的討論及對付款記錄的審閱，評估重大及／或長賬齡應收貿易賬款的可收回性；及
- assessed the recoverability of the balances by comparing the outstanding amounts as at year end against subsequent settlements.
通過與年末日後付款情況進行對比，評估年末未收回款項的可收回性。

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

刊載於年度報告內其他信息

董事須對其他信息負責。其他信息包括刊載於年度報告內的信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱覽其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯報的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯報，我們需要報告該事實。在這方面，我們沒有任何報告。

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定擬備真實而公允的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯報所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際替代方案。

審核委員會協助董事履行監督貴集團財務報告過程。

核數師就審計綜合財務報表須承擔的責任

我們的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯報取得合理保證，並出具包括我們意見的核數師報告。我們的報告依據百慕達《公司法1981》第90條僅對全體股東編製，除此之外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯報存在時總能發現。錯誤可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯報可被視作重大。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

核數師就審計綜合財務報表須 承擔的責任(續)

在根據香港審計準則進行審計之過程中，我們運用專業判斷，保持專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯報的風險、設計及執行審計程序以應對這些風險，以及獲取充足和適當之審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯報的風險高於未能發現因錯誤而導致的重大錯報的風險。
- 瞭解與審計相關之內部控制，以及設計適當之審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論的基於核數師報告日期止所取得之審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評估綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公平地反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當之審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. WONG Cheuk Keung.

**核數師就審計綜合財務報表須
承擔的責任(續)**

除了其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事宜，以及在適用的情況下，相關的防範措施。

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

出具本獨立核數師報告的審計項目合夥人為黃卓強先生。

Ernst & Young
Certified Public Accountants

22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

20 September 2017

安永會計師事務所
執業會計師

香港中環
添美道1號
中信大廈22樓

二零一七年九月二十日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入報表

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

| | | Notes | 2017 | 2016 |
|--|------------------------|-------|------------------|-----------|
| | | 附註 | 二零一七年 | 二零一六年 |
| | | | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 |
| Revenue | 收入 | 6 | 760,087 | 624,486 |
| Cost of sales | 銷售成本 | | (231,119) | (276,114) |
| Gross profit | 毛利 | | 528,968 | 348,372 |
| Other income and gains | 其他收入及收益 | 6 | 8,292 | 99,156 |
| Change in fair value of an investment property | 投資物業之公平值變動 | 14 | 2,321,708 | 1,549,181 |
| Selling and distribution expenses | 銷售及分銷開支 | | (17,485) | (14,301) |
| Administrative expenses | 行政開支 | | (418,592) | (343,504) |
| Finance costs | 財務費用 | 8 | (71,724) | (94,878) |
| PROFIT BEFORE TAX | 除稅前溢利 | 7 | 2,351,167 | 1,544,026 |
| Income tax expense | 所得稅開支 | 11 | (32,794) | (39,282) |
| PROFIT FOR THE YEAR | 年內溢利 | | 2,318,373 | 1,504,744 |
| OTHER COMPREHENSIVE INCOME | 其他全面收入 | | | |
| Other comprehensive income to be reclassified to profit or loss in subsequent periods: | 其後期間可能重新分類至損益賬之其他全面收入： | | | |
| Exchange differences: | 匯兌差額： | | | |
| Exchange differences on translation of foreign operations | 換算海外業務所產生之匯兌差額 | | (66,408) | (281,567) |
| Reclassification adjustments for a foreign operation disposed of during the year | 年內已出售海外業務之重新分類調整 | 36 | 36,159 | — |
| OTHER COMPREHENSIVE INCOME FOR THE YEAR | 年內其他全面收入 | | (30,249) | (281,567) |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | 年內全面收入總額 | | 2,288,124 | 1,223,177 |

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入報表

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

| | | 2017 二零一七年 | 2016 二零一六年 |
|---|---------------|---------------------------------|--------------------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 |
| | | Note 附註 | |
| Profit for the year attributable to: | 以下人士應佔年度溢利： | | |
| Owners of the Company | 本公司擁有人 | 1,419,573 | 893,232 |
| Non-controlling interests | 非控股權益 | 898,800 | 611,512 |
| | | 2,318,373 | 1,504,744 |
| Total comprehensive income attributable to: | 以下人士應佔全面收入總額： | | |
| Owners of the Company | 本公司擁有人 | 1,389,324 | 611,665 |
| Non-controlling interests | 非控股權益 | 898,800 | 611,512 |
| | | 2,288,124 | 1,223,177 |
| EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY | 本公司擁有人應佔每股溢利 | 12 | |
| Basic | 基本 | HK20.31 cents 20.31港仙 | HK12.78 cents 12.78港仙 |
| Diluted | 攤薄 | HK20.19 cents 20.19港仙 | HK12.56 cents 12.56港仙 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

30 June 2017 二零一七年六月三十日

| | | Notes 附註 | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|---------------------|-------------|----------------------------------|----------------------------------|
| NON-CURRENT ASSETS | 非流動資產 | | | |
| Property, plant and equipment | 物業、機器及設備 | 13 | 2,018,419 | 3,255,250 |
| Investment property | 投資物業 | 14 | 15,300,000 | 12,500,000 |
| Prepaid land lease payments | 預付土地租賃款項 | 15 | 47,127 | 98,473 |
| Deferred tax assets | 遞延稅項資產 | 30 | 15,155 | — |
| Intangible assets | 無形資產 | 16 | 96,279 | 96,168 |
| Vines | 葡萄樹 | 17 | 13,535 | 11,775 |
| Deposits | 按金 | 20 | 5,414 | 331,384 |
| Total non-current assets | 非流動資產總值 | | 17,495,929 | 16,293,050 |
| CURRENT ASSETS | 流動資產 | | | |
| Inventories | 存貨 | 18 | 339,545 | 454,406 |
| Properties under development | 發展中物業 | 19 | 13,138,517 | 6,520,983 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他 應收賬款 | 20 | 23,901 | 41,928 |
| Trade receivables | 應收貿易賬款 | 21 | 4,386,039 | 4,563,058 |
| Due from a related company | 應收一間關連公司款項 | 22 | 1,910 | 1,910 |
| Cash and bank balances | 現金及銀行結餘 | 23 | 488,689 | 84,854 |
| Total current assets | 流動資產總值 | | 18,378,601 | 11,667,139 |
| CURRENT LIABILITIES | 流動負債 | | | |
| Trade payables | 應付貿易賬款 | 24 | 589,286 | 629,157 |
| Accruals, other payables and receipts in advance | 應計負債、其他應付款及 預收款項 | 25 | 679,499 | 1,375,829 |
| Due to related companies | 應付關連公司款項 | 26 | 1,192,857 | 148,436 |
| Due to non-controlling shareholders | 應付非控股股東款項 | 26 | 121,796 | — |
| Due to the immediate holding company | 應付直接控股公司款項 | 26 | 570,435 | — |
| Tax payable | 應付稅項 | | 82,306 | 61,064 |
| Interest-bearing bank borrowings | 計息銀行借貸 | 27 | 3,144,118 | 9,272,524 |
| Total current liabilities | 流動負債總額 | | 6,380,297 | 11,487,010 |
| NET CURRENT ASSETS | 流動資產淨值 | | 11,998,304 | 180,129 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 資產總值減流動負債 | | 29,494,233 | 16,473,179 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

30 June 2017 二零一七年六月三十日

| | | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|-------------------|-------------|---------------------------------------|----------------------------------|
| | | Notes 附註 | | |
| NON-CURRENT LIABILITIES | 非流動負債 | | | |
| Interest-bearing bank borrowings | 計息銀行借貸 | 27 | 11,194,595 | 420 |
| Due to the controlling shareholder and a related company | 應付一名控股股東及一間關連公司款項 | 26 | — | 1,941,848 |
| Loan from a related company | 由一間關連公司提供之貸款 | 28 | 517,605 | 66,299 |
| Loan from a non-controlling shareholder | 由一名非控股股東提供之貸款 | 29 | 518,296 | — |
| Deferred tax liabilities | 遞延稅項負債 | 30 | 20,656 | 19,974 |
| Total non-current liabilities | 非流動負債總額 | | 12,251,152 | 2,028,541 |
| Net assets | 資產淨值 | | 17,243,081 | 14,444,638 |
| EQUITY | 權益 | | | |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | | |
| Share capital | 股本 | 31 | 699,065 | 698,965 |
| Reserves | 儲備 | 33 | 11,305,216 | 9,787,863 |
| Non-controlling interests | 非控股權益 | 34 | 12,004,281 5,238,800 | 10,486,828 3,957,810 |
| Total equity | 總權益 | | 17,243,081 | 14,444,638 |

Pan Sutong

潘蘇通

Director

董事

Hou Qin

侯琴

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

| | | Attributable to owners of the Company | | | | | | | | | |
|---|-------------------|---------------------------------------|-----------------------|---------------|------------------------------|----------------------|------------------|------------|---------------------------|--------------|--------|
| | | 本公司擁有人應佔 | | | | | | | | | |
| | | Share capital | Share premium account | Other reserve | Exchange translation reserve | Share option reserve | Retained profits | Total | Non-controlling interests | Total equity | |
| | | 股本 | 股份溢價賬 | 其他儲備 | 外匯 換算儲備 | 購股權儲備 | 保留溢利 | 總計 | 非控股權益 | 總權益 | |
| Notes | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| 附註 | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | |
| At 1 July 2015 | 於二零一五年七月一日 | 698,213 | 6,350,069 | (33,461) | (18,906) | 112,928 | 2,698,605 | 9,807,448 | 3,346,298 | 13,153,746 | |
| Profit for the year | 年度溢利 | — | — | — | — | — | 893,232 | 893,232 | 611,512 | 1,504,744 | |
| Other comprehensive income for the year: | 年內其他全面收入： | | | | | | | | | | |
| Exchange differences related to foreign operations | 換算海外業務所產生之匯兌差額 | — | — | — | (281,567) | — | — | (281,567) | — | (281,567) | |
| Total comprehensive income for the year | 年內全面收入總額 | — | — | — | (281,567) | — | 893,232 | 611,665 | 611,512 | 1,223,177 | |
| Issue of shares upon exercise of share options, net of expenses | 行使購股權時發行股份(扣除開支) | 31 | 752 | 11,623 | — | — | (3,882) | — | 8,493 | — | 8,493 |
| Equity-settled share option arrangements | 權益支付購股權安排 | 32 | — | — | — | — | 59,222 | — | 59,222 | — | 59,222 |
| Transfer of share option reserve upon lapse of share options | 於購股權失效後轉移購股權儲備 | — | — | — | — | (533) | 533 | — | — | — | |
| At 30 June 2016 | 於二零一六年六月三十日 | 698,965 | 6,361,692* | (33,461)* | (300,473)* | 167,735* | 3,592,370* | 10,486,828 | 3,957,810 | 14,444,638 | |
| At 1 July 2016 | 於二零一六年七月一日 | 698,965 | 6,361,692* | (33,461)* | (300,473)* | 167,735* | 3,592,370* | 10,486,828 | 3,957,810 | 14,444,638 | |
| Profit for the year | 年度溢利 | — | — | — | — | — | 1,419,573 | 1,419,573 | 898,800 | 2,318,373 | |
| Other comprehensive income for the year: | 年內其他全面收入： | | | | | | | | | | |
| Exchange differences related to foreign operations | 換算海外業務所產生之匯兌差額 | — | — | — | (66,408) | — | — | (66,408) | — | (66,408) | |
| Release upon disposal of subsidiaries | 出售附屬公司時轉撥 | 36 | — | — | 36,159 | — | — | 36,159 | — | 36,159 | |
| Total comprehensive income for the year | 年內全面收入總額 | — | — | — | (30,249) | — | 1,419,573 | 1,389,324 | 898,800 | 2,288,124 | |
| Deemed partial disposal of subsidiaries without change in control | 視作部分出售附屬公司而未失去控制權 | — | — | 3,157 | — | — | — | 3,157 | (3,157) | — | |
| Deemed contribution from the controlling shareholder | 控股股東的視作出資 | 37(iv) | — | — | — | — | 95,661 | 95,661 | — | 95,661 | |
| Capital contribution from a non-controlling shareholder | 一名非控股股東的出資 | — | — | — | — | — | — | — | 385,347 | 385,347 | |
| Issue of shares upon exercise of share options, net of expenses | 行使購股權時發行股份(扣除開支) | 31 | 100 | 843 | — | — | (293) | — | 650 | — | 650 |
| Equity-settled share option arrangements | 權益支付購股權安排 | 32 | — | — | — | — | 28,661 | — | 28,661 | — | 28,661 |
| Transfer of share option reserve upon lapse of share options | 於購股權失效後轉移購股權儲備 | — | — | — | — | (2,026) | 2,026 | — | — | — | |
| At 30 June 2017 | 於二零一七年六月三十日 | 699,065 | 6,362,535* | (30,304)* | (330,722)* | 194,077* | 5,109,630* | 12,004,281 | 5,238,800 | 17,243,081 | |

* These reserve accounts comprise the consolidated reserves of HK\$11,305,216,000 (2016: HK\$9,787,863,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況報表中之綜合儲備11,305,216,000港元(二零一六年: 9,787,863,000港元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

| | Notes 附註 | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|------------------------|----------------------------------|----------------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | 來自經營業務之現金流量 | | |
| Profit before tax | 除稅前溢利 | 2,351,167 | 1,544,026 |
| Adjustments for: | 就下列各項作出調整： | | |
| Interest income | 利息收入 | (32) | (9,776) |
| Gain on derecognition on a derivative financial instrument | 終止確認衍生金融工具之收益 | — | (40,458) |
| Reversal of impairment of a loan receivable | 應收貸款減值撥回 | — | (34,531) |
| Reversal of impairment of an interest receivable | 應收利息減值撥回 | — | (2,346) |
| Depreciation | 折舊 | 84,565 | 44,957 |
| Recognition of prepaid land lease payments | 確認預付土地租賃款項 | 2,345 | 2,111 |
| Amortisation of intangible assets | 無形資產攤銷 | 910 | 909 |
| Write-off of inventories | 撇銷存貨 | — | 2,334 |
| Provision for inventories | 存貨撥備 | — | 2,972 |
| Finance costs | 財務費用 | 71,724 | 94,878 |
| Gain on disposal of items of property, plant and equipment | 出售物業、機器及設備項目收益 | (2) | (325) |
| Write-off of items of property, plant and equipment | 撇銷物業、機器及設備項目 | 2 | — |
| Gain on disposal of subsidiaries | 出售附屬公司收益 | (5,036) | — |
| Change in fair value of an investment property | 投資物業之公平值變動 | (2,321,708) | (1,549,181) |
| Changes in fair value of vines | 葡萄樹之公平值變動 | (2,610) | (1,451) |
| Equity-settled share option expense | 權益支付購股權開支 | 28,661 | 59,222 |
| | | 209,986 | 113,341 |
| Decrease in inventories | 存貨減少 | 148,575 | 229,154 |
| Increase in properties under development | 發展中物業增加 | (6,298,959) | (6,381,218) |
| Decrease in trade receivables | 應收貿易賬款減少 | 110,734 | 768,575 |
| Increase in prepayments, deposits and other receivables | 預付款項、按金及其他應收賬款增加 | (10,683) | (326,826) |
| Increase in an amount due from a related company | 應收一間關連公司款項增加 | — | (1,910) |
| Decrease in trade payables | 應付貿易賬款減少 | (30,788) | (1,259,453) |
| Increase/(decrease) in accruals, other payables and receipts in advance | 應計負債、其他應付款及預收款項增加/(減少) | (200,119) | 14,360 |
| Increase in amounts due to related companies | 應付關連公司款項增加 | — | 54,297 |
| Cash used in operations | 用於經營現金 | (6,071,254) | (6,789,680) |
| Income tax paid | 已付所得稅 | (26,733) | (39,463) |
| Net cash flows used in operating activities | 用於經營業務之現金流量淨額 | (6,097,987) | (6,829,143) |

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

| | Notes 附註 | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|--------------------|----------------------------------|----------------------------------|
| CASH FLOWS FROM INVESTING ACTIVITIES | 來自投資活動之現金流量 | | |
| Increase in an investment property | 投資物業增加 | (149,322) | (1,230,402) |
| Purchase of items of plant and equipment | 購買機器及設備項目 | (65,619) | (5,795) |
| Acquisition of assets and liabilities through acquisition of subsidiaries | 透過收購附屬公司收購資產及負債 | 35 | 17,023 |
| Disposal of subsidiaries | 出售附屬公司 | 36 | — |
| Proceeds from disposal of items of property, plant and equipment | 出售物業、機器及設備項目所得款項 | 148 | 1,535 |
| Repayment of a loan receivable | 償還應收貸款 | — | 69,061 |
| Additions to vines, net | 添置葡萄樹淨額 | 17 | (4,822) |
| Interest received | 已收利息 | 32 | 12,123 |
| Net cash flows used in investing activities | 用於投資活動之現金流量淨額 | (219,853) | (1,141,277) |
| CASH FLOWS FROM FINANCING ACTIVITIES | 來自融資活動之現金流量 | | |
| Interest and other finance charges paid | 已付利息及其他融資費用 | (549,399) | (101,673) |
| Increase in an amount due to the immediate holding company | 應付直接控股公司款項增加 | 570,435 | — |
| Decrease in amounts due to related companies | 應付關連公司款項減少 | (106,895) | — |
| Increase in amounts due to non-controlling shareholders | 應付非控股股東款項增加 | 121,796 | — |
| Proceeds from bank borrowings | 銀行借貸所得款項 | 14,673,405 | 10,572,194 |
| Repayment of bank borrowings | 償還銀行借貸 | (9,421,529) | (2,475,852) |
| Loan from a related company | 由一間關連公司提供之貸款 | 528,900 | — |
| Capital contribution from a non-controlling shareholder | 一名非控股股東的出資 | 385,347 | — |
| Loan from a non-controlling shareholder | 由一名非控股股東提供之貸款 | 518,296 | — |
| Proceeds from issue of shares | 發行股份所得款項 | 31 | 8,507 |
| Share issue expenses | 股份發行支出 | 31 | (14) |
| Net cash flows from financing activities | 來自融資活動之現金流量淨額 | 6,721,006 | 8,003,162 |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 現金及現金等值增加淨額 | 403,166 | 32,742 |
| Cash and cash equivalents at beginning of year | 年初現金及現金等值 | 84,854 | 52,277 |
| Effect of foreign exchange rate changes, net | 匯率變動淨影響 | 669 | (165) |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | 年末現金及現金等值 | 488,689 | 84,854 |
| ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS | 現金及現金等值結存分析 | | |
| Cash and bank balances | 現金及銀行結餘 | 488,689 | 84,854 |

NOTES TO FINANCIAL STATEMENTS

財務報表附註

30 June 2017 二零一七年六月三十日

1. CORPORATE AND GROUP INFORMATION

Goldin Financial Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda. The principal place of business of the Company is located at 25/F, Goldin Financial Global Centre, 17 Kai Cheung Road, Kowloon Bay, Hong Kong.

The Company is a subsidiary of Goldin Global Holdings Limited which is incorporated in the British Virgin Islands. In the opinion of the directors, the Company’s ultimate holding company is Goldin Real Estate Financial Holdings Limited, a company incorporated in the British Virgin Islands.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries during the year consisted of the provision of factoring services, financial investment, winery and wine related business, property development and investment, publication and operation of restaurants.

Information about subsidiaries

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

| Name 名稱 | Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點 | Issued ordinary/ registered share capital 已發行普通股/ 註冊股本 | Percentage of equity attributable to the Company 本公司應佔股權 百分比 | | Principal activities 主要業務 |
|---|---|---|--|----------------|--|
| | | | Direct 直接 | Indirect 間接 | |
| Matsunichi Goldbase Global Administration Limited* 松日金基環球行政有限 公司* | British Virgin Islands (“BVI”) 英屬處女群島 (「英屬處女 群島」) | United States dollar (“US\$”) 1 Ordinary 1美元 (「美元」) 普通股 | 100 | — | Investment holding 投資控股 |
| Matsunichi Goldbase Limited 松日金基行政發展有限 公司 | Hong Kong 香港 | HK\$1 Ordinary 1港元普通股 | — | 100 | Provision of administrative services 提供行政服務 |
| Matsunichi Goldbase Management Limited* 松日金基管理有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | — | 100 | Financial investment 金融投資 |

1. 公司及集團資料

高銀金融(集團)有限公司(「本公司」)是一間於百慕達註冊成立之有限責任公司。本公司主要營業地點為香港九龍灣啟祥道17號高銀金融國際中心25樓。

本公司為高銀環球控股有限公司(於英屬處女群島註冊成立)之附屬公司。董事認為，本公司之最終控股公司為高銀金融地產控股有限公司(於英屬處女群島註冊成立之公司)。

本公司之主要業務為投資控股。附屬公司年內之主要經營業務包括提供保理服務、金融投資、酒品及酒品相關業務、物業發展及投資、出版刊物以及餐廳營運。

有關附屬公司之資料

本公司之主要附屬公司詳情如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

30 June 2017 二零一七年六月三十日

1. CORPORATE AND GROUP INFORMATION (Continued)

Information about subsidiaries (Continued)

| Name 名稱 | Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點 | Issued ordinary/ registered share capital 已發行普通股/ 註冊股本 | Percentage of equity attributable to the Company 本公司應佔股權 百分比 | | Principal activities 主要業務 |
|--|---|--|--|----------------|--|
| | | | Direct 直接 | Indirect 間接 | |
| Goldin Factoring Holdings Limited* 高銀保理(集團)有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | 100 | — | Investment holding 投資控股 |
| Goldin Factoring Limited 高銀金融保理發展有限公司 | Hong Kong 香港 | HK\$500,000,000 Ordinary 500,000,000港元 普通股 | — | 100 | Provision of factoring services 提供保理服務 |
| Goldin Factoring Financing Limited 高銀保理(融資)有限公司 | Hong Kong 香港 | HK\$1 Ordinary 1港元普通股 | — | 100 | Money lending service 放債服務 |
| Smart Edge Limited ("Smart Edge") 賜譽有限公司(「賜譽」) | Hong Kong 香港 | HK\$100 Ordinary 100港元普通股 | — | 60 | Property development and investment 物業發展及投資 |
| Dynasty Select Limited 金紀酒品精選有限公司 | Hong Kong 香港 | HK\$1 Ordinary 1港元普通股 | — | 100 | Trading of wines 酒品貿易 |
| Goldin Factoring (China) Development Limited* 高銀保理(中國)發展有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | — | 100 | Investment holding 投資控股 |
| Goldin Factoring, Inc.* | United States of America 美利堅合眾國 | US\$10 Ordinary 10美元普通股 | — | 100 | Provision of factoring services 提供保理服務 |
| Cheng Mei Holdings Limited* 成美控股有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | 100 | — | Investment holding 投資控股 |

1. 公司及集團資料(續)

有關附屬公司之資料(續)

1. CORPORATE AND GROUP INFORMATION (Continued)

1. 公司及集團資料(續)

Information about subsidiaries (Continued)

有關附屬公司之資料(續)

| Name 名稱 | Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點 | Issued ordinary/ registered share capital 已發行普通股/ 註冊股本 | Percentage of equity attributable to the Company 本公司應佔股權 百分比 | | Principal activities 主要業務 |
|------------------------------------|---|--|--|----------------|---|
| | | | Direct 直接 | Indirect 間接 | |
| LPM Communications Limited | Hong Kong 香港 | HK\$1 Ordinary 1港元普通股 | — | 100 | Publishing 出版 |
| 高銀保理(中國)發展有限公司* [@] | People's Republic of China ("PRC") 中華人民共和國 ("中國") | US\$299,670,000** 299,670,000美元** | — | 100 | Provision of factoring services 提供保理服務 |
| Goldin Investment I, Inc.* | United States of America 美利堅合眾國 | US\$0.01 Ordinary 0.01美元普通股 | — | 100 | Property investment 物業投資 |
| Goldin Investment II, Inc.* | United States of America 美利堅合眾國 | US\$0.01 Ordinary 0.01美元普通股 | — | 100 | Operation of a vineyard 經營葡萄園 |
| Goldin Investment III, Inc.* | United States of America 美利堅合眾國 | US\$0.01 Ordinary 0.01美元普通股 | — | 100 | Property investment 物業投資 |
| Country Lofty Limited* 國歲有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | — | 100 | Investment holding 投資控股 |
| Gold Podium Limited* 金台有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | 100 | — | Investment holding 投資控股 |
| Mighty Prosper Limited* 力鼎有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | — | 100 | Investment holding 投資控股 |

NOTES TO FINANCIAL STATEMENTS

財務報表附註

30 June 2017 二零一七年六月三十日

1. CORPORATE AND GROUP INFORMATION (Continued)

Information about subsidiaries (Continued)

1. 公司及集團資料(續)

有關附屬公司之資料(續)

| Name 名稱 | Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點 | Issued ordinary/ registered share capital 已發行普通股/ 註冊股本 | Percentage of equity attributable to the Company 本公司應佔股權 百分比 | | Principal activities 主要業務 |
|--|---|--|--|----------------|--|
| | | | Direct 直接 | Indirect 間接 | |
| Gold Depot Holdings Limited* 金庫控股有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | 100 | — | Investment holding 投資控股 |
| Goldcourt International Limited* 金閣國際有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | — | 100 | Investment holding 投資控股 |
| Goldin Dining Group Limited | Hong Kong 香港 | HK\$1 Ordinary 1港元普通股 | — | 100 | Operation of restaurants 經營餐廳 |
| Eagle Dynasty Investment Limited 溢國投資有限公司 | Hong Kong 香港 | HK\$1 Ordinary 1港元普通股 | — | 100 | Investment holding 投資控股 |
| Wealth Front Investments Limited* 富領投資有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | 100 | — | Investment holding 投資控股 |
| SAS Le Bon Pasteur | France 法國 | Euro16,848 Ordinary 16,848歐元普通股 | — | 100 | Operation of vineyards 經營葡萄園 |
| Golden Ascend Global Limited* 金陞環球有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | 100 | — | Investment holding 投資控股 |
| GFGC Real Estate Agency Limited | Hong Kong 香港 | HK\$1 Ordinary 1港元普通股 | — | 100 | Provision of real estate agency service 提供房地產 代理服務 |

1. CORPORATE AND GROUP INFORMATION (Continued)

1. 公司及集團資料(續)

Information about subsidiaries (Continued)

有關附屬公司之資料(續)

| Name 名稱 | Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點 | Issued ordinary/ registered share capital 已發行普通股/ 註冊股本 | Percentage of equity attributable to the Company 本公司應佔股權 百分比 | | Principal activities 主要業務 |
|--|---|--|--|----------------|--|
| | | | Direct 直接 | Indirect 間接 | |
| Goldin Project Management Limited* 高銀項目管理有限公司* | Hong Kong 香港 | HK\$1 Ordinary 1港元普通股 | — | 100 | Provision of project management service 提供項目管理服務 |
| Gold Faith Global Limited* 金信環球有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | 100 | — | Investment holding 投資控股 |
| Gold Favour Investments Limited* 金惠投資有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | — | 60 | Investment holding 投資控股 |
| Gold Topmont Limited ("Gold Topmont") 金銓有限公司(「金銓」) | Hong Kong 香港 | HK\$1 Ordinary 1港元普通股 | — | 60 | Property development 物業發展 |
| Goldin Logistics Holdings Limited** 高銀物流控股有限公司** | BVI 英屬處女群島 | US\$50,000 Ordinary 50,000美元普通股 | — | 100 | Investment holding 投資控股 |
| Goldin Logistics (Hong Kong) Limited# 高銀物流(香港)有限公司# | Hong Kong 香港 | HK\$1 Ordinary 1港元普通股 | — | 100 | Investment holding 投資控股 |
| 裕金酒業(廣州)有限公司* *@# | PRC 中國 | US\$18,059,915** 18,059,915美元** | — | 100 | Trading of wines and provision of storage service 酒品貿易及提供貯存服務 |
| 高銀紅酒業(深圳)有限公司* *@# | PRC 中國 | US\$1,700,000** 1,700,000美元** | — | 100 | Trading of wines 酒品貿易 |

NOTES TO FINANCIAL STATEMENTS

財務報表附註

30 June 2017 二零一七年六月三十日

1. CORPORATE AND GROUP INFORMATION (Continued)

Information about subsidiaries (Continued)

| Name 名稱 | Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點 | Issued ordinary/ registered share capital 已發行普通股/ 註冊股本 | Percentage of equity attributable to the Company 本公司應佔股權 百分比 | | Principal activities 主要業務 |
|--|---|--|--|----------------|---------------------------------|
| | | | Direct 直接 | Indirect 間接 | |
| Rich Region Holdings Limited* ("Rich Region") | BVI 英屬處女群島 | US\$10 Ordinary 10美元普通股 | 60 | — | Investment holding 投資控股 |
| Gold Brilliant Investment Limited ("Gold Brilliant") 高銓投資有限公司 (「高銓」) | Hong Kong 香港 | HK\$200 Ordinary 200港元普通股 | — | 50.1 | Property development 物業開發 |
| Goldlock International Limited* 金樂國際有限公司* | BVI 英屬處女群島 | US\$1 Ordinary 1美元普通股 | 100 | — | Investment holding 投資控股 |

* The statutory/separate financial statements of these subsidiaries are not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

** The amounts stated represent the paid-up capital.

@ These subsidiaries are registered as wholly-foreign-owned enterprises under the law of the PRC.

These subsidiaries were acquired during the year ended 30 June 2016.

As at 30 June 2017 and 2016, the entire issued share capital of Smart Edge and Gold Topmont were pledged to secure banking facilities granted to the Group (note 27).

Details of subsidiaries disposed of and acquired during the current and prior years are included in notes 35 and 36 to the financial statements.

1. 公司及集團資料(續)

有關附屬公司之資料(續)

* 該等附屬公司之法定／獨立財務報表並非由香港安永會計師事務所或其他安永全球網絡成員公司審計。

** 所列金額代表繳足股本。

@ 該等附屬公司根據中國法律註冊為外商獨資企業。

該等附屬公司於截至二零一六年六月三十日止年度被收購。

於二零一七年及二零一六年六月三十日，賜譽及金銓之全部已發行股本已質押作為授予本集團之銀行融資之抵押(附註27)。

有關於本年度及先前年度出售及收購附屬公司的詳情已載於財務報表附註35及36。

1. CORPORATE AND GROUP INFORMATION (Continued)

Information about subsidiaries (Continued)

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

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) 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. They have been prepared under the historical cost convention, except for an investment property and vines, which have been measured at fair value. These financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 30 June 2017. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

1. 公司及集團資料(續)

有關附屬公司之資料(續)

上述表格所列本公司附屬公司乃董事認為主要影響本集團年度業績或構成資產淨值的主要部份。董事認為詳列其他附屬公司會導致資料過於冗長。

2.1 編製基準

該等財務報表乃根據由香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港普遍接納之會計原則及香港公司條例之披露規定而編製。財務報表乃按歷史成本慣例編製，惟投資物業及葡萄樹乃按公平值計量。此等財務報表以港元(「港元」)呈報，而除另有指明外，所有數值均約整至千位。

綜合基準

綜合財務報表包括本公司及其附屬公司(統稱為「本集團」)截至二零一七年六月三十日止年度之財務報表。附屬公司指本公司直接或間接控制的實體(包括結構化實體)。當本集團通過參與被投資方的相關活動而承擔可變回報的風險或有權享有可變回報，並且有能力運用對被投資方的權力(即使是使本集團目前有能力主導被投資方的相關活動的現有權利)影響該等回報時，即取得控制權。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

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2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

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

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

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

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

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

2.1 編製基準(續)

綜合基準(續)

倘本公司直接或間接擁有之投資對象投票權或類似權利不及大半，則評估本公司對投資對象是否擁有權力時，本集團會考慮所有相關事實及情況，包括：

- (a) 與該投資對象其他投票權持有人的合約安排；
- (b) 根據其他合約安排所享有之權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司之財務報表乃採用與本公司一致之報告期間和會計政策編製。附屬公司業績自本集團獲得控制權之日起綜合入賬，並持續綜合入賬，直至該控制權終止。

損益及其他全面收益之各組成部分乃歸屬於本集團母公司擁有人及非控股權益，即使此舉引致非控股權益錄得虧損結餘。關於本集團成員公司間交易之所有集團內公司間的資產及負債、權益、收入、開支及現金流量均於綜合入賬時悉數抵銷。

倘有事實及情況顯示上述三項控制元素中一項或多項元素的變動，本集團會重新評估其是否對投資對象擁有控制權。附屬公司的所有權益出現變動(並無失去控制權情況下)作為一項權益交易入賬。

倘本集團失去附屬公司之控制權，則會終止確認(i)該附屬公司之資產(包括商譽)及負債；(ii)任何非控股權益之賬面值；及(iii)計入權益之累計匯兌差額；並確認(i)已收代價之公平值；(ii)任何保留投資之公平值；及(iii)其因而產生計入損益之盈餘或虧蝕。先前已於其他全面收入確認之本集團應佔部分，按假設本集團已直接出售相關資產或負債的情況下須採用的相同基準，在適當之情況下重新分類至損益或保留溢利。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

| | |
|---|---|
| Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011) | <i>Investment Entities: Applying the Consolidation Exception</i> |
| Amendments to HKFRS 11 | <i>Accounting for Acquisitions of Interests in Joint Operations</i> |
| HKFRS 14 | <i>Regulatory Deferral Accounts</i> |
| Amendments to HKAS 1 | <i>Disclosure Initiative</i> |
| Amendments to HKAS 16 and HKAS 38 | <i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> |
| Amendments to HKAS 16 and HKAS 41 | <i>Agriculture: Bearer Plants</i> |
| Amendments to HKAS 27 (2011) | <i>Equity Method in Separate Financial Statements</i> |
| <i>Annual Improvements 2012–2014 Cycle</i> | Amendments to a number of HKFRSs |

2.2 會計政策及披露變動

本集團首次於本年度財務報表採納下列新訂及經修訂香港財務報告準則。

| | |
|--|------------------|
| 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(二零一一年)修訂本 | 投資實體：應用綜合賬目之例外情況 |
| 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方法 |
| 香港財務報告準則第14號 | 監管遞延賬目 |
| 香港會計準則第1號修訂本 | 披露計劃 |
| 香港會計準則第16號及香港會計準則第38號修訂本 | 澄清折舊及攤銷之可接受方法 |
| 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 |
| 香港會計準則第27號(二零一一年)修訂本 | 獨立財務報表之權益法 |
| 二零一二年至二零一四年週期的年度改進 | 多項香港財務報告準則之修訂 |

NOTES TO FINANCIAL STATEMENTS

財務報表附註

30 June 2017 二零一七年六月三十日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

Except for the amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011), amendments to HKFRS 11, HKFRS 14, amendments to HKAS 27 (2011) and certain amendments included in *Annual Improvements 2012–2014 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the amendments are described below:

- (a) Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:
- (i) the materiality requirements in HKAS 1;
 - (ii) that specific line items in the statement of profit or loss and the statement of financial position may be disaggregated;
 - (iii) that entities have flexibility as to the order in which they present the notes to financial statements; and
 - (iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of profit or loss. The amendments have had no significant impact on the Group's financial statements.

- (b) Amendments to HKAS 16 and HKAS 38 clarify the principle in HKAS 16 and HKAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of the assets. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are applied prospectively. The amendments have had no impact on the financial position or performance of the Group as the Group has not used a revenue-based method for the calculation of depreciation of its non-current assets.

2.2 會計政策及披露變動(續)

除與編製本集團財務報表無關之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(二零一一年)修訂本、香港財務報告準則第11號修訂本、香港財務報告準則第14號、香港會計準則第27號(二零一一年)修訂本及載入二零一二年至二零一四年週期的年度改進的若干修訂外，該等修訂之性質及影響論述如下：

- (a) 香港會計準則第1號修訂本載有對財務報表之呈列方式及披露具針對性的改善。該等修訂釐清：
- (i) 香港會計準則第1號的重要性要求；
 - (ii) 損益表與財務狀況表內之特定項目可予分拆；
 - (iii) 實體就彼等呈列財務報表附註之次序擁有靈活性；及
 - (iv) 使用權益法入賬之攤佔聯營公司及合資企業之其他全面收入必須於單一項目內呈列總額，並區分為隨後將會或不重新分類至損益之項目。

此外，該等修訂釐清在財務狀況表及損益表呈列額外小計時適用之要求。該等修訂不會對本集團的財務報表產生任何重大影響。

- (b) 香港會計準則第16號及香港會計準則第38號修訂本澄清香港會計準則第16號及香港會計準則第38號中的原則，即收入反映自經營業務(該資產為其一部分)產生的經濟利益而非通過使用資產消耗的經濟利益的模式。因此，收入法不得用於折舊物業、機器及設備，並且僅在非常有限的情況下可用於攤銷無形資產。該等修訂即將應用。該等修訂不會對本集團的財務狀況或表現產生任何影響，原因是本集團並未使用收入法計算其非流動資產的折舊。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(c) Amendments to HKAS 16 and HKAS 41 Agriculture: Bearer Plants change the accounting requirements for biological assets that meet the definition of bearer plants. Under the amendments, biological assets that meet the definition of bearer plants are within the scope of HKAS 16 instead of HKAS 41. After initial recognition, bearer plants are measured under HKAS 16 at accumulated cost before maturity. After the bearer plants mature, they are measured either using the cost model or revaluation model in accordance with HKAS 16. The amendments also require that produce growing on the bearer plants remains in the scope of HKAS 41 and is measured at fair value less costs to sell. Government grants relating to bearer plants are accounted for in accordance with HKAS 20 *Accounting for Government Grants and Disclosure of Government Assistance*. The amendments had no significant impact on the Group.

(d) The *Annual Improvements to HKFRSs 2012–2014 Cycle* issued in October 2014 sets out amendments to a number of HKFRSs. Details of the amendments are as follows:

- HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*: Clarifies that change to a plan of sale or a plan of distribution to owners should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. Accordingly, there is no change in the application of the requirements in HKFRS 5. The amendments also clarify that changing the disposal method does not change the date of classification of the non-current assets or disposal group held for sale. The amendments are applied prospectively. The amendments have had no impact on the Group as the Group did not have any change in the plan of sale or disposal method in respect of the disposal group held for sale during the year.

2.2 會計政策及披露變動(續)

(c) 香港會計準則第16號及香港會計準則第41號修訂本 — 農業：生產性植物改變對於符合生產性植物定義之生物資產之會計規定。根據修訂本，符合生產性植物定義之生物資產被納入香港會計準則第16號而非香港會計準則第41號之範圍內。在首次確認後，生產性植物於成熟前將根據香港會計準則第16號按累計成本計量。生產性植物成熟之後將根據香港會計準則第16號採用成本模式或重估模式計量。修訂本亦規定在生產性植物上生長之農作物仍然屬於香港會計準則第41號之範圍，並按公平值減出售成本計量。與生產性植物有關之政府補助現時根據香港會計準則第20號政府補助之會計及政府協助之披露入賬。修訂本並無對本集團造成重大影響。

(d) 於二零一四年十月頒佈的香港財務報告準則二零一二年至二零一四年週期之年度改進載列對多項香港財務報告準則的修訂。該等修訂之詳情如下：

- 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：澄清出售計劃或向擁有人分派計劃之變動不應被視為一項新處置計劃，而是原有計劃之延續。因此，香港財務報告準則第5號所要求之應用不變。該等修訂亦澄清轉變處置方法並不改變持作出售之非流動資產或出售集團之分類日期。該等修訂即將被應用。由於本集團於年內並無改變出售計劃或持作出售之出售集團之處置方法，故該等修訂對本集團並無任何影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

| | |
|--|---|
| Amendments to HKFRS 2 | <i>Classification and Measurement of Share-based Payment Transactions</i> ² |
| Amendments to HKFRS 4 | <i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> ² |
| HKFRS 9 | <i>Financial Instruments</i> ² |
| Amendments to HKFRS 10 and HKAS 28 (2011) | <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴ |
| HKFRS 15 | <i>Revenue from Contracts with Customers</i> ² |
| Amendments to HKFRS 15 | <i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i> ² |
| HKFRS 16 | <i>Leases</i> ³ |
| Amendments to HKAS 7 | <i>Disclosure Initiative</i> ¹ |
| Amendments to HKAS 12 | <i>Recognition of Deferred Tax Assets for Unrealised Losses</i> ¹ |
| Amendments to HKAS 40 | <i>Transfers of Investment Property</i> ² |
| HK(IFRIC)-Int 22 | <i>Foreign Currency Transactions and Advance Consideration</i> ² |
| HK(IFRIC)-Int 23 | <i>Uncertainty over Income Tax Treatments</i> ³ |
| <i>Annual Improvements 2014-2016 Cycle</i> | Amendments to a number of HKFRSs ² |

¹ Effective for annual periods beginning on or after 1 January 2017

² Effective for annual periods beginning on or after 1 January 2018

³ Effective for annual periods beginning on or after 1 January 2019

⁴ Not mandatory effective yet determined but available for adoption

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並未於此等財務報表中採納以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則及新詮釋。

| | |
|-----------------------------------|--|
| 香港財務報告準則第2號修訂本 | 以股份支付款項之交易之分類及計量 ² |
| 香港財務報告準則第4號修訂本 | 採用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具 ² |
| 香港財務報告準則第9號 | 金融工具 ² |
| 香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本 | 投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴ |
| 香港財務報告準則第15號 | 客戶合約收益 ² |
| 香港財務報告準則第15號修訂本 | 澄清香港財務報告準則第15號客戶合約收益 ² |
| 香港財務報告準則第16號 | 租賃 ³ |
| 香港會計準則第7號修訂本 | 披露計劃 ¹ |
| 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 ¹ |
| 香港會計準則第40號修訂本 | 轉讓投資物業 ² |
| 香港(國際財務報告詮釋委員會)一詮釋第22號 | 外幣交易及預付代價 ² |
| 香港(國際財務報告詮釋委員會)一詮釋第23號 | 所得稅處理之不確定性 ³ |
| 二零一四年至二零一六年週期的年度改進 | 多項香港財務報告準則之修訂 ² |

¹ 於二零一七年一月一日或之後開始之年度期間生效

² 於二零一八年一月一日或之後開始之年度期間生效

³ 於二零一九年一月一日或之後開始之年度期間生效

⁴ 非強制生效且尚未確定但可供採納

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

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

The HKICPA issued amendments to HKFRS 2 in August 2016 that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet the employee's tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. The Group expects to adopt the amendments from 1 July 2018. The amendments are not expected to have any significant impact on the Group's financial statements.

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt HKFRS 9 from 1 July 2018. The Group is currently assessing the impact of the standard.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

預期將適用於本集團的該等香港財務報告準則的進一步資料如下：

香港會計師公會於二零一六年八月發佈了對香港財務報告準則第2號修訂本，涉及三個主要領域：歸屬條件對現金結算的股份支付款項交易計量的影響；對具有淨額結算特徵的股份支付款項交易扣除一定數額以達致僱員與股份支付款項有關的納稅義務的分類；以及對股份支付款項交易中條款和條件的修改導致其分類從現金結算變更為權益結算的會計處理。修訂澄清，在衡量以權益結算的股份支付款項時用於計算歸屬條件的方法也適用於現金結算的股份支付款項。修訂還引進了一項例外規定，在滿足某些條件下，將股份支付款項交易中因扣除一定數額以滿足僱員的納稅義務而具有淨額結算特徵的股份支付款項交易，可完全分類為權益結算的股份支付交易進行會計處理。此外，修訂澄清，如果現金結算的股份支付款項交易的條款和條件修改後變更為以權益結算的股份支付交易，則該交易自修改之日起作為權益結算的交易進行會計處理。本集團預期於二零一八年七月一日起採用該等修訂。預期該等修訂不會對本集團的財務報表產生重大影響。

於二零一四年九月，香港會計師公會發佈了香港財務報告準則第9號的最終版本，將金融工具項目的所有階段集於一起，替代了香港會計準則第39號及香港財務報告準則第9號的全部先前版本。該準則引進了對分類及計量、減值和對沖會計處理的新要求。本集團預期於二零一八年七月一日起採用香港財務報告準則第9號。本集團現正評估該準則的影響。

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30 June 2017 二零一七年六月三十日

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

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

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In June 2016, the HKICPA issued amendments to HKFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt HKFRS 15 and decrease the cost and complexity of applying the standard. The Group expects to adopt HKFRS 15 on 1 July 2018 and is currently assessing the impact of HKFRS 15 upon adoption.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本針對香港財務報告準則第10號與香港會計準則第28號(二零一一年)對處理投資者與其聯營公司或合營企業間資產出售或出資兩者規定之不一致的情況。該修訂要求當投資者與其聯營公司或合營企業間進行資產銷售或者出資構成一項業務時，應全額確認收益或損失。當涉及資產的交易不構成一項業務時，由該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營公司或合營企業之權益為限。該修訂採用未來適用法。於二零一六年一月，香港會計師公會取消了之前香港財務報告準則第10號和香港會計準則第28號(二零一一年)修訂本的強制生效日期，並將在完成對聯營公司及合營企業投資的會計準則的覆核後決定新的生效日期。然而，目前該修訂可供採用。

香港財務報告準則第15號建立一個新的五步模式，將應用於客戶合約收益。根據香港財務報告準則第15號，收入按能反映實體預期就交換向客戶轉移商品或服務而有權獲得之代價金額確認。香港財務報告準則第15號之原則為計量及確認收入提供更加結構化之方法。該準則亦引入廣泛之定性及定量披露規定，包括分拆收入總額，關於履行責任、不同期間之間合約資產及負債賬目結餘之變動以及主要判斷及估計之資料。該準則將取代香港財務報告準則項下所有現時收入確認之規定。於二零一六年六月，香港會計師公會頒佈香港財務報告準則第15號修訂本，以處理識別履約責任、主事人與代理人之應用指引及知識產權許可以及過渡之實施問題。該等修訂亦擬協助確保實體於採納香港財務報告準則第15號時能更一致地應用及降低應用有關準則之成本及複雜程度。本集團預期於二零一八年七月一日採納香港財務報告準則第15號，目前正評估於採納香港財務報告準則第15號後的影響。

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

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. The Group expects to adopt HKFRS 16 on 1 July 2019 and is currently assessing the impact of HKFRS 16 upon adoption.

Amendments to HKAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendments will result in additional disclosure to be provided in the financial statements. The Group expects to adopt the amendments from 1 July 2017.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第16號取代了香港會計準則17號租賃、香港(國際財務報告詮釋委員會) – 詮釋第4號確定一項安排是否包含一項租賃、香港(準則詮釋委員會) – 詮釋第15號經營租賃 – 獎勵及香港(準則詮釋委員會) – 詮釋第27號評估法律形式為租賃之交易實質。該準則規定了租賃確認、計量、呈報和披露的原則，並要求承租人除低價值資產租賃和短期租賃兩類可選擇豁免確認租賃資產和負債的情形外，均應確認租賃資產和負債。在租賃開始日期，承租人將支付租金的義務(即租賃責任)確認為一項負債，並確認一項資產代表在租賃期內使用相關資產的權利(即使用權資產)。除該使用權資產符合香港會計準則第40號投資物業的規定外，使用權資產應採用成本減累計折舊和任何減值虧損進行後續計量。租賃負債的後續增減變動將分別反映租賃負債利息和租賃款項的支付。承租人需要單獨確認租賃負債的利息費用和使用權資產的折舊費用。承租人還需要在若干事件發生時重新計算租賃負債，例如租賃期限的變化以及由於用於確定這些租金的指數或利率的變化而導致未來租賃付款的變化。承租人通常會將租賃負債的重新計量金額視為對使用權資產的調整。香港財務報告準則第16號下出租人的會計處理與香港會計準則第17號的會計處理實質上沒有改變。出租人將繼續使用與香港會計準則第17號相同的分類原則對所有租賃進行分類，並區分經營租賃和融資租賃。本集團預期於二零一九年七月一日採納香港財務報告準則第16號，目前正評估採納香港財務報告準則第16號的影響。

香港會計準則第7號修訂本規定實體披露能讓財務報表使用者評估融資活動產生之負債變動，包括現金流量產生之變動及非現金變動。該等修訂將導致於財務報表作出額外披露。本集團預期於二零一七年七月一日採納該等修訂。

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30 June 2017 二零一七年六月三十日

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

Amendments to HKAS 12 were issued with the purpose of addressing the recognition of deferred tax assets for unrealised losses related to debt instruments measured at fair value, although they also have a broader application for other situations. The amendments clarify that an entity, when assessing whether taxable profits will be available against which it can utilise a deductible temporary difference, needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. The Group expects to adopt the amendments from 1 July 2017.

Amendments to HKAS 40 were issued with the purpose of clarifying when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The Group expects to adopt the amendments from 1 July 2018.

HK(IFRIC)-Int 22 was issued in June 2017 with the purpose of clarifying that in determining the spot exchange rate to use on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine a date of the transactions for each payment or receipt of advance consideration. The Group expects to adopt the amendments from 1 July 2018.

HK(IFRIC)-Int 23 was issued in July 2017 which clarifies how to apply the recognition and measurement requirements in HKAS 12 when there is uncertainty over income tax treatments. In such a circumstance, an entity shall recognise and measure its current or deferred tax asset or liability applying the requirements in HKAS 12 based on taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined applying this interpretation.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第12號修訂本已頒佈以解決以公平值計量的債務工具相關的未實現虧損確認遞延稅項資產的問題，儘管其亦廣泛應用於其他情況。該等修訂澄清了當評估是否可以利用可抵扣暫時性差異的應課稅溢利時，實體需要考慮稅法是否限制可抵扣暫時性差額轉回的應課稅溢利的來源。此外，該等修訂提供了實體如何確定未來應課稅溢利的指引，並解釋了應課稅溢利可能包括一些資產的回收金額超過其賬面金額的情況。本集團預期於二零一七年七月一日起採納該等修訂。

香港會計準則第40號修訂本已頒佈以澄清實體應將物業(包括建設中或發展中物業)轉撥至或轉撥自投資物業的時間。該等修訂指明，物業的用途發生變動需要其符合或不再符合投資物業的定義且有證據證明用途發生變動。單憑管理層對物業用途的意向產生變動不足以證明其用途有所變動。本集團預期自二零一八年七月一日起採納該等修訂。

香港(國際財務報告詮釋委員會) — 詮釋第22號於二零一七年六月頒佈，以澄清終止確認與墊付代價有關的非貨幣資產或非貨幣負債時，初步確認相關資產、開支或收入所用的現貨匯率，交易日期為實體初步確認墊付代價產生的非貨幣資產或非貨幣負債當日。倘若涉及多筆墊付款項或預收款項，則實體必須釐定每次支付或收取墊付代價的交易日期。本集團預期自二零一八年七月一日起採納該等修訂。

香港(國際財務報告詮釋委員會) — 詮釋第23號於二零一七年七月頒佈，以澄清香港會計準則第12號中的確認及計量規定如何應用於具有不確定性的所得稅處理。在該情況下，實體於應用香港會計準則第12號的規定時須根據應用此詮釋時釐定的應課稅溢利(稅項虧損)、稅基、未動用稅務虧損、未動用稅務抵免及稅率確認及計量其流動或遞延稅項資產或負債。

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

Annual Improvements to HKFRSs 2014–2016 Cycle issued in March 2017 sets out amendments to a number of HKFRSs. Details of the applicable amendments are as follows:

- HKFRS 12 *Disclosure of Interest in Other Entities*: Clarifies the scope of the standard by specifying that certain disclosure requirements are not required for subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) that is classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.
- HKAS 28 *Investments in Associates and Joint Ventures*: Clarifies that the election to measure at fair value through profit or loss an investment in an associate or a joint venture that is held by an entity that is a venture capital organisation, or other qualifying entity, is available for each investment in an associate or joint venture on an investment-by-investment basis, upon initial recognition.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

於二零一七年三月頒佈之香港財務報告準則二零一四年至二零一六年週期的年度改進載有若干香港財務報告準則之修訂。有關適用修訂之詳情載列如下：

- 香港財務報告準則第12號其他實體之權益披露：通過訂明分類為持作出售(如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)之附屬公司、合營企業或聯營公司(或其於合營企業或聯營公司之部分權益)毋須遵守若干披露規定，澄清該準則之範圍。
- 香港會計準則第28號於聯營公司及合營企業之投資：澄清風險資本企業或其他合資格企業可在初始確認投資時按逐項投資選擇將其所持有之於聯營公司及合營企業的投資透過損益以公平值計量。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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. 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 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, revenues and expenses.

3. 主要會計政策概要

於合營業務之權益

合營業務乃擁有共同控制權之各方享有與該安排相關之資產權利及負債義務之共同安排。共同控制乃按照安排約定對某項安排所共有之控制，共同控制僅在當相關活動要求共同享有控制權之各方作出一致同意之決定時存在。

本集團確認與其於合營業務權益相關之：

- 資產，包括其應佔共同持有之任何資產；
- 負債，包括其應佔共同承擔之任何負債；
- 銷售應佔於合營業務產生中獲得之收益；
- 應佔於合營業務產生之銷售收益；及
- 支出，包括其應佔共同發生之任何支出。

本集團根據適用於相關資產、負債、收益及支出之香港財務報告準則，計算與其於合營業務權益之相關資產、負債、收益及支出。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations

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

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

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

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

3. 主要會計政策概要(續)

業務合併

業務合併乃以購買法入賬。轉讓之代價乃以收購日期的公平值計算，該公平值為本集團轉讓的資產、本集團自被收購方之前任擁有人承擔之負債及本集團為換取被收購方控制權而發行之股本權益於收購日期之公平值之總和。就各業務合併而言，本集團選擇按公平值或被收購方之可識別淨資產應佔比例，計量現時擁有權權益並賦予其持有人權利於清盤時可按比例分佔淨資產之非控股權益。非控股權益之所有其他組成部分一概按公平值計量。收購相關成本於產生時支銷。

當本集團收購一項業務時，須根據合約條款、於收購日期之經濟環境及相關條件，評估將承接之金融資產及負債，以作出適合之分類及指定用途，其中包括將被收購方主合約中之嵌入式衍生工具進行分離。

倘業務合併分階段進行，先前持有之股本權益按收購日期之公平值重新計量，所產生之任何收益或虧損於損益賬確認。

由收購方轉讓之任何或然代價將於收購日期按公平值確認。分類為資產或負債之或然代價乃按公平值計量，公平值變動則於損益中確認。分類為權益之或然代價不予重新計量，其後結算一概於權益內入賬。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

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

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

3. 主要會計政策概要(續)

公平值計量

本集團於各報告期末按公平值計量其投資物業及葡萄樹。公平值指於計量日市場參與者之間之有序交易中，就出售資產所收取之價格或轉讓負債所支付之價格。計量公平值時假設出售資產或轉讓負債之交易於資產或負債之主要市場或(在未有主要市場之情況下)最有利市場進行。主要或最有利市場須為本集團能參與之市場。假設市場參與者基於最佳經濟利益行事，資產或負債之公平值使用市場參與者為資產或負債定價所用假設計量。

非金融資產之公平值計量在會計及市場參與者將資產用於最高增值及最佳用途或售予會將資產用於最高增值及最佳用途之另一名市場參與者而創造經濟利益之能力。

本集團針對不同情況使用不同估值方法，確保有足夠數據計量公平值，並盡量利用相關可觀察輸入數據，減少使用不可觀察輸入數據。

公平值於財務報表確認或披露之所有資產及負債，均基於對計量公平值整體而言屬重要之最低層輸入數據按下述公平值層級分類：

- 第1級 – 按同等資產或負債於活躍市場之報價(未經調整)計算
- 第2級 – 按估值方法計算(計量公平值之重要最低層輸入數據可直接或間接觀察)
- 第3級 – 按估值方法計算(計量公平值之重要最低層輸入數據不可觀察)

對於按經常性基準於財務報表確認之資產及負債，本集團於各報告期末重新評估分類(基於對計量公平值整體而言屬重大之最低層輸入數據)，確定有否在不同層級之間轉移。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets

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

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

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

Related parties

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

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

3. 主要會計政策概要(續)

非金融資產減值

倘存在減值跡象，或需對一項資產進行年度減值測試(存貨、葡萄樹、金融資產、投資物業及發展中物業除外)，則會估計資產之可收回金額。一項資產之可收回金額為資產或現金產生單位之使用價值及其公平值減去出售成本值之其中較高者，並按個別資產釐定，除非該資產所產生之現金流入基本上不能獨立於其他資產或資產組別所產生之現金流入，在此情況下將就資產所屬之現金產生單位釐定可收回金額。

減值虧損只有在在一項資產之賬面值超過其可收回金額時方會確認。在估計使用價值時，利用稅前折現率(反映貨幣時間價值之目前市場估值及資產特定風險)將預計未來現金流折現至現值。減值虧損於其產生期間在損益賬內與減值資產功能一致之該等開支類別中扣除。

於每個報告期末均需評估是否存在任何跡象表明早前確認之減值虧損可能不再存在或可能已減少。倘存在此類跡象，則估計可收回金額。除商譽外，早前確認之資產減值虧損只有在用以釐定該資產可收回金額之估值發生變更時方可撥回，惟不應高於若過往年度並無就該資產確認減值虧損之情況下釐定之賬面值(減去任何折舊/攤銷)。減值虧損之撥回於產生期內計入損益賬。

關連人士

若出現以下情況，有關人士會被視為與本集團有關連：

- (a) 該有關人士為任何人士或其家族之親密成員，而該人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或其母公司主要管理層成員；

或

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group 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); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

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

3. 主要會計政策概要(續)

關連人士(續)

- (b) 有關人士為符合下列任何條件之實體：
- (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 某實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營企業；
 - (iii) 該實體與本集團為同一第三方之合營企業；
 - (iv) 某實體為第三方實體之合營企業，而另一實體為第三方實體之聯營公司；
 - (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職後福利計劃；
 - (vi) 該實體受(a)所定義人士控制或共同控制；
 - (vii) 於(a)(i)所定義人士對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層成員；及
 - (viii) 該實體或任何集團成員為本集團或本集團之母集團提供主要管理層成員。

物業、機器及設備及折舊

物業、機器及設備乃以成本值減累計折舊及任何減值虧損入賬。物業、機器及設備項目之成本值包括其購買價及促使資產達至其擬定用途之營運狀況及地點之任何直接應佔成本。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

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

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

| | |
|--|--|
| Freehold land | Not depreciated |
| Leasehold land | Over the remaining lease terms |
| Buildings | Over the remaining lease terms or 2% to 10% |
| Plant, machinery, equipment and winery equipment | 14% to 33% |
| Furniture and fixtures | 20% to 25% |
| Computer equipment | 33% |
| Motor vehicles | 20% |
| Leasehold improvements | Over the remaining lease terms or five years, whichever is shorter |

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

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

3. 主要會計政策概要(續)

物業、機器及設備及折舊(續)

物業、機器及設備項目開始運作後產生之支出(例如維修及保養)通常於產生開支期間於損益中扣除。若符合確認條件,大型檢查費用將於資產賬面值中撥充資本,列作重置。倘需要定期更換大部分物業、機器及設備,則本集團會確認該部分為有特定使用年期之個別資產,並據此計算折舊。

折舊乃按各項物業、機器及設備之以下估計可用年期以直線法計算,以撇銷其成本至剩餘價值。就此所採用之主要年率如下:

| | |
|---------------|----------------|
| 永久業權土地 | 不予折舊 |
| 租賃土地 | 餘下租期 |
| 樓宇 | 餘下租期或2%至10% |
| 廠房、機器、設備及酒品設備 | 14%至33% |
| 傢俬及裝置 | 20%至25% |
| 電腦設備 | 33% |
| 汽車 | 20% |
| 租賃物業裝修 | 餘下租期或5年,以較短者為準 |

倘一項物業、機器及設備項目之有關部分存在不同可用年期,則該項目之成本值將按合理基準在有關部分內分配,而每部分則作獨立折舊處理。剩餘價值、可用年期及折舊方法將至少在每個財政年度結算日進行檢討及調整(如適用)。

物業、機器及設備項目包括任何已首次確認之重要部分在出售或在預計其使用或出售不會帶來未來經濟利益時終止確認。於資產終止確認的年度於損益中確認之資產出售或棄用之收益或虧損為有關資產之出售所得款項淨額與賬面值之差額。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment property

Investment property is an interest in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such property is measured initially at cost, including transaction costs. Subsequent to initial recognition, such investment property is stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair value of an investment property are included in profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

Intangible assets (other than goodwill)

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

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the indefinite useful 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.

Winery permit

Winery permit is stated at cost less any accumulated impairment losses.

3. 主要會計政策概要(續)

投資物業

投資物業乃指持有賺取租金收入及／或資本升值(並非作貨物生產或服務供應或行政用途)或於日常業務過程中出售之土地及樓宇權益(包括根據經營租賃持有之物業，在其他方面符合投資物業定義之租賃權益)。有關物業初步按成本值(包括交易成本)計量。首次確認後，該項投資物業按反映報告期末市場狀況之公平值列值。

投資物業公平值變動所產生之收益或虧損計入所產生年度之損益。

棄用或出售投資物業時產生之任何盈虧乃於棄用或出售年度於損益中確認。

無形資產(商譽除外)

個別收購之無形資產於首次確認時按成本計量。於業務合併中收購之無形資產之成本為收購日之公平值。無形資產可分為有限或無限可使用年期。具有限年期之無形資產其後按可使用經濟年期攤銷，並於該無形資產出現可能減值跡象時作減值評估。具有限可使用年期之無形資產之攤銷期限及攤銷方法至少在每個財政年度結算日進行檢討。

具無限可使用年期之無形資產按個別或現金產生單位之水平每年進行減值測試。該等無形資產並不予以攤銷。具無限可使用年期之無形資產之可使用年期會每年檢討，以釐定是否仍然適合評估為無限可使用年期。倘不適用，則可使用年期之評估自此由按無限年期更改為按有限年期計量。

酒品許可證

酒品許可證按成本減任何累計減值虧損列賬。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (other than goodwill) (Continued)

Trademarks

Trademarks acquired are stated at cost less any subsequent accumulated impairment losses.

Customer list

Purchased customer list is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 10 years.

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under the operating leases net of any incentives received from the lessor are charged to profit net of any incentives received from the lessor or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Vines

Vines are biological assets and are measured at initial recognition and at each financial year end date at their fair values less costs to sell. The fair values of vines are determined either with reference to a valuation performed by an external valuer, or market prices in the neighbouring regions as determined by the directors. Gains or losses arising from changes in the fair values of vines less costs to sell are recognised in profit or loss in the year in which they arise.

3. 主要會計政策概要(續)

無形資產(商譽除外)(續)

商標

所收購商標按成本減任何其後累計減值虧損列賬。

客戶名單

所購買客戶名單按成本減任何減值虧損列賬，並按其估計可使用年期十年以直線法攤銷。

經營租約

經營租約乃指資產擁有權絕大部分回報與風險仍歸屬於出租人之租約。若本集團為出租人，則本集團根據經營租約租賃之資產計入非流動資產，而經營租約項下應收之租金於租期內按直線法計入損益賬。若本集團為承租人，則經營租約下之應付租金(扣除自出租人收取之任何獎勵金額)於租期內按直線法從溢利(扣除自出租人收取之任何獎勵金額)或虧損中扣減。

經營租約項下預付土地租賃付款初步按成本列賬及隨後於租期內按直線法確認。

葡萄樹

葡萄樹乃生物資產，於首次確認時及於各財政年度結算日按其公平值減出售成本計量。葡萄樹之公平值乃參照外部估值師進行之估值或董事所釐定鄰近地區之市場定價而釐定。葡萄樹公平值變動減銷售成本產生之損益於其產生年度之損益確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as loans and receivables. When financial assets are recognised initially, they are measured at fair value, plus transaction costs that are attributable to the acquisition of the financial assets.

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

The Group's financial assets include cash and cash balances, amounts due from a related company, trade receivables and deposits and other receivables.

Subsequent measurement of loans and receivables

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

Derecognition of financial assets

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

- the rights to receive cash flows from the asset have expired; or

3. 主要會計政策概要(續)

投資及其他金融資產

首次確認及計量

金融資產於初始確認時可分類為貸款及應收款項。金融資產於首次確認時按公平值計量，另加收購金融資產應佔之交易成本。

所有正常途徑之金融資產購買及出售均於交易日確認，即本集團購買或出售資產當日。以正常途徑購買或出售是指，須於市場規定或慣例一般訂立之期間內交付資產之金融資產購買或出售。

本集團的金融資產包括現金及現金結餘、應收一間關連公司款項、應收貿易賬款以及按金及其他應收款項。

貸款及應收款項之其後計量

貸款及應收款項為在活躍市場上並無報價但具有固定或可釐定付款額之非衍生金融資產。初始計量後，該等資產隨後以實際利率法按攤銷成本減任何減值撥備計量。攤銷成本之計算已計及任何收購折扣或溢價，包括屬於實際利率一部分之費用或成本。實際利率攤銷記入損益賬。減值引致之虧損於損益賬內確認為貸款之財務費用及應收款項之其他開支。

取消確認金融資產

金融資產(或(如適用)一項金融資產之一部分或一組同類金融資產之一部分)主要在下列情況下將取消確認(即自本集團綜合財務狀況報表移除)：

- 收取資產所得現金流量之權利已經屆滿；或

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

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

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

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

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

3. 主要會計政策概要(續)

取消確認金融資產(續)

- 本集團已轉讓其收取資產所得現金流量之權利，或根據一項「轉付」安排，在未有嚴重延緩之情況下，已承擔將所收取現金流量全數支付予第三方之責任；及(a)本集團已轉讓該項資產之絕大部分風險及回報，或(b)本集團並未轉讓或保留該項資產之絕大部分風險及回報，但已轉讓該項資產之控制權。

若本集團已轉讓其收取資產所得現金流量之權利或已達成轉付安排，則評估其是否保留該資產所有權之風險及回報及其程度。若並未轉讓或保留該資產之絕大部分風險及回報，亦未轉讓該項資產之控制權，本集團將以本集團持續參與程度為限繼續確認所轉讓資產。在該情況下，本集團亦會確認一項相關負債。已轉讓資產及相關負債乃按照反映本集團已保留之權利及責任之基準計量。

以擔保的形式持續參與已轉移資產，乃按資產原賬面值及本集團可能被要求償還的最高代價金額的較低者計量。

金融資產減值

本集團於各報告期末就是否存在任何客觀證據顯示一項金融資產或一組金融資產出現減值作出評估。當資產作出首次確認後所發生之一項或以上事件對該項金融資產或該組金融資產之估計未來現金流量所造成之影響能夠可靠估計時，則已發生減值。減值證據可包括存在跡象表明一位或一組債務人遭遇嚴重財政困難，違約或拖欠利息或本金付款，彼等面臨破產或其他財務重組之可能性，以及存在可觀察數據顯示估計未來現金流量大幅減少，譬如與違約相關之欠款或經濟狀況變化。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Financial assets carried at amortised cost

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

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

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

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

3. 主要會計政策概要(續)

金融資產減值(續)

以攤銷成本列賬之金融資產

至於以攤銷成本列賬之金融資產，本集團首先評估個別重大之金融資產或整體評估金融資產是否個別存在減值。倘本集團釐定一項單獨估計之金融資產不存在減值之客觀證據，則有關資產不論是否重大，均會計入一組有類似信貸風險特徵之金融資產，並整體作減值評估。個別評估作減值及一項減值虧損會或會繼續獲確認之有關資產並不包括在整體減值評估之內。

任何已識別減值虧損金額按資產賬面值及估計未來現金流量之現值之差額計量(不包括尚未產生之未來信貸虧損)。估計未來現金流量現值按該項金融資產之初始實際利率(即首次確認時所計算之實際利率)進行折現。

資產賬面值透過使用一個撥備賬戶進行扣減，而虧損則於損益賬內確認。為計算減值虧損，利息收入會繼續以減少之賬面值按以折現未來現金流量之利率累計。若日後收回不可實現，且所有抵押品已變現或已轉至本集團，則會撇銷該貸款及應收款項連同任何相關撥備。

倘於其後期間，由於減值確認後發生之事件，估計減值虧損金額增加或減少，過往確認之減值虧損會因調整撥備賬而增減。倘撇銷之款項可收回，則收回之款項會計入損益賬。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, as appropriate.

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

The Group's financial liabilities include trade payables, accruals and other payables, amounts due to non-controlling shareholders, the controlling shareholder and related companies, interest-bearing bank borrowings, and loans from a related company and non-controlling shareholders.

Subsequent measurement of loans and borrowings

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

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

Derecognition of financial liabilities

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

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

3. 主要會計政策概要(續)

金融負債

首次確認及計量

金融負債於首次確認時分類為貸款及借貸(如適用)。

所有金融負債首次按公平值確認，而就貸款及借貸而言則扣除直接應佔之交易成本。

本集團之金融負債包括應付貿易賬款、應計負債及其他應付款、應付非控股股東、控股股東及關連公司款項、計息銀行借貸以及由一間關連公司及非控股股東提供之貸款。

貸款及借貸其後計量

首次確認後，計息貸款及借貸其後會以實際利率法按攤銷成本計量，惟倘折現效果並不重大，則會按成本列賬。當負債終止確認及已透過實際利率法攤銷時，收益及虧損會於損益賬中確認。

攤銷成本之計算已計及任何收購折扣或溢價，包括屬於實際利率一部分之費用或成本。實際利率攤銷會計入損益賬之財務費用內。

金融負債終止確認

金融負債於負責任解除、取消或屆滿時終止確認。

如現有金融負債被另一項由同一借貸人提供而條款絕大部分不同之負債所取代，或現有負債之條款被大幅修訂，則有關取替或修訂會被視為終止確認原有負債及確認新負債，而相關賬面值之差額於損益賬內確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Offsetting of financial instruments

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a specific identification basis, and in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate portion of overheads. Net realisable value is based on estimated selling prices less any further costs expected to be incurred to disposal.

Properties under development

Properties under development intended for sale are classified as current assets and stated at the lower of cost and net realisable value. Costs comprise the cost of land, development expenditure, other directly attributable costs and borrowing costs capitalised during the development period. Net realisable value is based on estimated selling prices by management on an individual property basis less any estimated costs to be incurred to completion and costs to be incurred in selling the property.

Once the construction or developments of these properties are completed, these properties are reclassified to the appropriate category of assets.

Cash and cash equivalents

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

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

3. 主要會計政策概要(續)

抵銷金融工具

僅在有現有合法權力抵銷確認金額及有意按淨額基準結算，或計劃同時變現資產及償還負債之情況下，金融資產及金融負債方可抵銷，淨額會呈報在財務狀況報表內。

存貨

存貨按成本值及可變現淨值兩者間之較低者列賬。成本按特定成本之基準釐定，如屬在製品及製成品，則包括直接物料、直接工資及適當比例之經常性開支。可變現淨值則基於估計出售價格減去任何預計出售將產生之成本而釐定。

發展中物業

擬出售之發展中物業分類為流動資產並按成本及可變現淨值之較低者入賬。成本包括土地成本、發展開支、其他直接歸屬成本及於開發期間資本化之借貸成本。可變現淨值乃根據管理層基於獨立物業基準作出之估計售價減任何落成將予產生之估計成本及出售物業將予產生之成本而計算得出。

倘完成該等物業之建設或發展，該等物業將重新分類至資產之合適類別。

現金及現金等值

編製綜合現金流量表所用之現金及現金等值，包括手頭現金和活期存款，以及可隨時兌換成已知金額現金、價值變動風險極低且自購入時一般為期三個月減應要求償還之銀行透支及屬於本集團現金管理一部分之短期高流動性投資。

就綜合財務狀況報表而言，現金及現金等值包括用途不受限制之手頭現金及銀行現金，包括定期存款及性質等同現金之資產。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions

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

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

Income tax

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

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

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

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

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

3. 主要會計政策概要(續)

撥備

倘由於過往事件引致目前出現債務(法定或推定)，而該等債務可能導致日後資源流出以清償債務，並能夠可靠估計負債金額時，撥備會被確認。

倘折現影響屬重大，就撥備而確認之金額為預期清償債務所需未來開支於報告期末之現值。因時間過去而引致之折現現值之增加會計入損益賬之財務費用內。

所得稅

所得稅包括即期及遞延稅項。與並非於損益賬確認之項目有關之所得稅不會於損益賬確認，而會在其他全面收入或直接於權益中確認。

即期稅項資產及負債按預期獲稅務機構退回或向稅務機構支付之款項計算。計算乃基於報告期末已實行或已實際執行之稅率(及稅法)，亦考慮本集團經營所在國家現行之詮釋及慣例。

遞延稅項於報告期末按負債法就資產及負債稅基與財務報告所示賬面值之所有暫時差額撥備。

除下列情況外，遞延稅項負債會就所有應課稅暫時差額進行確認：

- 倘遞延稅項負債因首次確認商譽或非業務合併交易之資產或負債而產生，且於交易時不會影響會計溢利或應課稅溢利或虧損；及
- 就於附屬公司之投資相關應課稅暫時差額而言，暫時差額之撥回時間可控制，且於可見未來應不會撥回暫時差額。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

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

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

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

3. 主要會計政策概要(續)

所得稅(續)

遞延稅項資產於所有應課稅暫時性差異、未動用稅務抵免及任何未動用稅項虧損結轉中確認。倘可能有應課稅溢利可供抵銷應課稅暫時性差異、未動用稅務抵免及未動用稅項虧損結轉可動用時，則會確認遞延稅項資產，惟下列情況除外：

- 倘遞延稅項資產有關首次確認非業務合併交易之資產或負債所產生之應課稅暫時性差異，且於交易當時不影響會計溢利或應課稅溢利或虧損；及
- 就於附屬公司之投資相關之應課稅暫時性差異而言，遞延稅項資產僅於可見未來可能撥回暫時差額，且有應課稅溢利以供抵銷可動用暫時差額時確認。

遞延稅項資產賬面值於各報告期末檢討，並扣減至不再有足夠應課稅溢利抵銷全部或部分將動用遞延稅項資產為止。相反，如有足夠應課稅溢利以供抵銷全部或部分將收回遞延稅項資產，則會於各報告期末重新評估未確認之遞延稅項資產並進行確認。

遞延稅項資產及負債按預期適用於變現資產或清償負債期間之稅率，且基於報告期末已生效或實際生效之稅率(及稅法)計算。

如可合法對銷即期稅項資產及即期稅項負債，而遞延稅項有關於同一應課稅公司及同一稅務機構，則遞延稅項資產及遞延稅項負債可對銷。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government grants

Government grants are recognised at their fair values where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) handling fee income from factoring services, when the relevant services have been rendered;
- (b) revenues from the sale of goods or en primeur, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (c) revenues from sale of magazines, on the date of delivery, net of allowances for unsold copies which may be returned;
- (d) advertising income, upon the publication of the edition in which the relevant advertisement is placed;
- (e) property management and storage fee income, on a time proportion basis over the lease terms when the relevant services have been rendered;
- (f) rental income, on a time proportion basis over the lease terms;
- (g) revenue from restaurant operations, when catering services have been provided to customers; and
- (h) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

3. 主要會計政策概要(續)

政府補助

倘能合理確定將可收取政府補助並符合所有附帶條件，則按公平值確認政府補助。倘補助與開支項目有關，則會有系統地在擬補貼的成本支銷期間確認補助為收入。

收入確認

倘經濟利益可能流向本集團，而收入能可靠計量，則按以下基準確認收入：

- (a) 提供有關保理服務所得之手續費收入；
- (b) 銷售貨品或期酒所得營業額，乃於擁有權之重大風險及回報均轉予買家及本集團對該等項目已沒有任何保留一般視為與擁有權相關之管理權或對已售貨品之有效控制權後方可確認；
- (c) 於交付日期之銷售雜誌所得收入（扣除可能退貨之未出售雜誌之撥備）；
- (d) 於相關廣告所投放之版面刊發時之廣告營業額；
- (e) 提供有關服務所得之物業管理及貯存費收入，按租期之時間比例基準計算；
- (f) 租金收入，按租期以時間比例確認；
- (g) 向顧客提供餐飲服務後的餐廳營運收入；及
- (h) 對於利息收入，以實際利息法按應計基準利用折現金融工具預計可用年期或更短期間（如適用）之估計未來現金流至金融資產賬面淨值之利率確認。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payment transactions

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants including directors of the Company, employees of the Group and others providing similar services, who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with eligible participants is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

3. 主要會計政策概要(續)

以股份支付款項之交易

本公司實施購股權計劃，以為本集團業務作出貢獻之合資格參與者(包括本公司董事、本集團僱員及其他提供類似服務的人士)提供激勵及獎勵。本集團僱員(包括董事)透過以股份支付款項之形式取得薪酬，據此僱員提供服務作為權益工具之對價(「權益結算交易」)。

合資格參與者之權益結算交易成本乃參考交易授出當日之公平值計量。公平值由外部估值師採用二項式模型確定。

權益結算交易成本，連同權益相應增加部分，在績效及／或服務條件獲達成之期間內於僱員福利開支確認。在歸屬日之前每個報告期末對於權益結算交易所確認之累計費用，乃反映歸屬期屆滿之程度及本集團對於最終歸屬之權益工具數量之最佳估計。期內損益賬扣除或計入之金額乃代表該期期初及期末所確認累計開支之變動。

釐定獎勵獲授當日之公平值時，並不計及服務及非市場績效條件，惟在有可能符合條件之情況下，則評估為本集團對最終將會歸屬之股本工具數目最佳估計之一部分。市場績效條件反映於獎勵獲授當日之公平值。獎勵之任何其他附帶條件(但不帶有服務要求)視作非賦予條件。非賦予條件反映於獎勵之公平值，除非同時具服務及／或績效條件，否則獎勵即時支銷。

因非市場績效及／或服務條件未能達成而最終無賦予之獎勵並不確認為支出。凡獎勵包含市場或非賦予條件，無論市場條件或非賦予條件獲履行與否，而所有其他績效及／或服務條件均獲履行，則交易仍被視為一項賦予。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payment transactions (Continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Retirement benefits schemes

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

3. 主要會計政策概要(續)

以股份支付款項之交易(續)

當權益結算獎勵條款作出修訂，若均符合初始獎勵條款，則至少按照條款未有修訂之情況確認開支。此外，倘任何修訂會導致以股份支付款項之交易之總公平值增加，或於修訂當日計算時對僱員有利，便會確認開支。

倘權益結算獎勵被取消，則視作已於取消日期歸屬處理，而該獎勵之任何尚未確認開支則會立即確認。這包括任何未達成在本集團或僱員控制範圍內之非歸屬條件之獎勵。然而，如有新的獎勵取代已取消的獎勵，並於授予當日被指定為替代獎勵，則已取消及新的獎勵被視為對初始獎勵的修訂(如前段所述)。

尚未行使購股權之攤薄作用會於每股盈利計算中反映為額外股份攤薄。

其他僱員福利

退休福利計劃

本集團根據《強制性公積金計劃條例》設有界定供款強制性公積金退休福利計劃(「強積金計劃」)，對象為合資格參與強積金計劃之僱員。根據強積金計劃條例，供款乃根據僱員基本薪金之某一百分比作出，並於到期應付時於損益賬內扣減。強積金計劃之資產存放於獨立管理之基金，與本集團之資產分開持有。本集團之僱主供款於向強積金計劃作出供款時全數歸屬於僱員。

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other employee benefits (Continued)

Retirement benefits schemes (Continued)

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government (the "Mainland Scheme"). The subsidiaries are required to contribute a percentage of the basic salaries of its employees to the Mainland Scheme to fund their retirement benefits obligations of all existing and future retired employees of the subsidiaries. The only obligation of the Group with respect to the Mainland Scheme is to pay the ongoing required contributions under the Mainland Scheme mentioned above. Contributions under the Mainland Scheme are charged to profit or loss as incurred as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

3. 主要會計政策概要(續)

其他僱員福利(續)

退休福利計劃(續)

於中國內地本集團附屬公司之僱員，均需參加一個由當地市政府管理之中央退休計劃(「內地計劃」)。附屬公司須按其僱員基本薪金之某一百分比向內地計劃作出供款，以對附屬公司現時及日後退休之全部僱員之退休福利作出承擔。本集團有關國內計劃之承擔僅為支付上述國內計劃相繼所需之供款。內地計劃供款於產生並到期時按中央退休計劃規定於損益賬內扣減。

借貸成本

收購、建造或生產合資格資產(即需要一段長時間方可達致擬定用途或出售之資產)直接應佔之借貸成本，乃資本化為該等資產之成本。當資產大致上可作擬定用途或出售之時，則該等借貸成本不再撥充資本。待支付合資格資產之指定用途借貸作臨時投資所賺取之投資收入將自撥充資本之借貸成本中減除。所有其他借貸成本乃於產生之期間於損益中支銷。借貸成本包括一間實體就借入資金所產生之利息及其他成本。

外幣

此等財務報表均以本公司之功能貨幣港元呈列。本集團旗下各公司有各自之功能貨幣，各公司財務報表項目以功能貨幣計算。本集團旗下各公司記錄之外幣交易首先按交易日期各自之主要功能貨幣匯率記錄。以外幣計值之貨幣資產及負債於報告期末按主要功能貨幣匯率換算。貨幣項目之結算或匯兌差額於損益賬確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation differences on the items whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange translation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. 主要會計政策概要(續)

外幣(續)

按歷史成本列賬以外幣計值之非貨幣項目以原來交易日期之匯率換算。按公平值列賬以外幣計值之非貨幣項目按釐定公平值當日之匯率換算。換算非貨幣項目產生之收益或虧損按與確認項目公平值變動之收益或虧損一致之方式處理(即於其他全面收入或損益確認公平值盈虧之項目之匯兌差額亦分別於其他全面收入或損益確認)。

若干海外附屬公司之功能貨幣並非港元。於報告期末，該等公司之資產及負債按報告末之主要匯率換算成港幣，而其損益賬按該年度之加權平均匯率換算成港元。

所產生之換算差額於其他全面收入中確認並累計入外匯換算儲備。如出售一項外國業務，則與該特定外國業務相關之其他全面收入部分會於損益賬內確認。

收購外國業務所產生之任何商譽及收購所產生的資產及負債賬面值之任何公平值調整均被視為外國業務之資產及負債並按收市匯率換算。

編製綜合現金流量表時，海外附屬公司之現金流會按現金流量日期之主要匯率換算成港元。海外附屬公司於年內產生之持續現金流按該年之加權平均匯率換算成港元。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its investment property. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for these portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

4. 重大會計判斷及估計

編製本集團財務報表時，管理層須作出可影響收支、資產及負債之呈報數額，及其相關披露以及或然負債披露資料之判斷、估計及假設。該等假設及估計之不確定因素可能導致日後須大幅調整受影響資產或負債之賬面值。

判斷

於應用本集團會計政策過程中，管理層作出以下判斷，該等判斷對財務報表內之已確認金額具有最重大影響：

經營租賃承諾 – 本集團作為出租人

本集團就旗下的投資物業訂立商業物業租賃。本集團認為，根據對有關安排的條款及條件的評估，本集團保留了透過經營租賃出租的該等物業的所有權的所有重大風險和回報。

投資物業和自用物業的劃分

本集團判斷物業是否符合投資物業的條件，並已制定出此類判斷的標準。投資物業指為賺取租金或資本升值或同時為這兩個目的而持有的物業。因此，本集團考慮一項物業產生的現金流是否大部分獨立於本集團持有的其他資產。若干物業的一部分是為賺取租金或資本升值而持有，而另一部分是為用於生產或提供商品或服務或行政用途而持有。倘該等部分可以分開出售或按融資租賃分開出租，則本集團對該等部分分開進行會計處理。如果該等部分不能分開出售，則只有在為用於生產或提供商品或服務或行政用途而持有的部分不重大的情況下，該物業才是投資物業。本集團對各項物業作判斷，決定配套服務是否重要以使物業並不符合投資物業的資格。

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Income tax

The Group is subject to income taxes in Hong Kong and Mainland China. The Group carefully evaluates tax implications of its transactions in accordance with prevailing tax regulations and makes tax provision accordingly. However, judgement is required in determining the Group's provision for income taxes as there are many transactions and calculations of which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact on the income tax and deferred tax provision in the periods in which such determination is made.

Deferred tax assets relating to tax losses of certain subsidiaries are not recognised as management considered these losses arose in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised. Where the expectations are different from the original estimates, such differences will impact the recognition of deferred tax assets and deferred tax in the periods in which such estimates have been changed. Details of deferred tax are set out in note 30 to the financial statements.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

4. 重大會計判斷及估計(續)

判斷(續)

所得稅

本集團須繳納香港及中國內地所得稅。本集團謹慎判斷有關所得稅法規對其交易之影響並相應地計提所得稅撥備。然而，於釐定本集團之所得稅項撥備時須作出判斷，乃因於日常業務過程中未能準確釐定最終須繳納稅項之交易及計算相當繁多。若有關事項之最終稅款與原先之入賬額不同，則該差異將影響釐定稅款期間之所得稅項及遞延稅項撥備。

與若干附屬公司稅項虧損相關之遞延稅項資產並無進行確認，原因是管理層認為該等虧損來自已頗長時間處於虧損之附屬公司，並相信不大可能會有可供抵扣稅項虧損之應課稅溢利。倘預期與初始估計存在差異，該等差異則會對該等估計已作變更期間內確認之遞延稅項資產及遞延稅項造成影響。遞延稅項詳情列載於財務報表附註30。

估計之不確定因素

有關未來之主要假設及於報告期末之其他主要估計不確定因素來源均涉及重大風險，可導致下個財政年度內之資產及負債賬面值作出重大調整，有關假設及因素於下文敘述。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

30 June 2017 二零一七年六月三十日

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of trade receivables

The policy for provision for impairment of trade receivables of the Group is based on the evaluation of collectibility and ageing analysis of accounts and on management's estimation. A considerable amount of estimation is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each debtor. If the financial conditions of debtors were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. The carrying amount of trade receivables in the consolidated statement of financial position as at 30 June 2017 was HK\$4,386,039,000 (2016: HK\$4,563,058,000), further details of which are set out in note 21 to the financial statements.

Impairment of non-financial assets

Determining whether non-financial assets are impaired requires an estimation of the value in use of the cash-generating units to which the non-financial assets are 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. Any change in the business environment may lead to a change of expected future cash flows.

Estimation of fair value of investment property

Investment property was revalued at each reporting date during the year based on the appraised market value provided by independent professional valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimation, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at each reporting date.

4. 重大會計判斷及估計(續)

估計之不確定因素(續)

應收貿易賬款減值

本集團應收貿易賬款減值撥備政策乃基於估計賬目之可收回情況及賬齡分析，以及管理層之估計。在評估該等應收賬款最終變現時，須作出大量估計，其中包括每位債務人之目前信用狀況及過往收款紀錄。如債務人財務狀況變壞，導致其不能支付款項，則可能需要作出額外撥備。於二零一七年六月三十日之綜合財務狀況報表內，應收貿易賬款之賬面值為4,386,039,000港元(二零一六年：4,563,058,000港元)，其他詳情列載於財務報表附註21。

非金融資產減值

釐定非金融資產是否減值，須對非金融資產獲分配之現金產生單位使用值作出估計。估計使用值時，本集團須對現金產生單位之預期未來現金流量作出估計，亦須選擇適用之折現率以計算該等現金流量現值。經營環境之任何變動均可能導致預期未來現金流量變動。

投資物業公平價值的估計

投資物業於年內各報告日期由獨立專業合格估值師按市場價值基準重估。有關估值乃根據若干假設作出，該等假設涉及不明朗因素，故可能與實際結果大為不同。於作出估計時，本集團考慮活躍市場上類似物業之現行價格資料，並運用主要根據各報告日期之當前市況作出之假設。

5. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their services and products, and has four reportable operating segments as follows:

- (a) the property segment engages in property development and investment;
- (b) the winery and wine related segment engages in trading of wines, wine storage, operation of vineyards, operation of restaurants and publication of a wine magazine;
- (c) the factoring segment engages in the provision of factoring services; and
- (d) the financial investments segment engages in securities and derivative investment and trading and investment in financial instruments.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit before tax except that interest income on bank balances, corporate sundry income, finance costs, as well as corporate administrative expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, cash and bank balances, and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

There are no intersegment sales and transfers among the segments.

5. 營運分部資料

就管理目的而言，本集團按其服務及產品劃分業務單位，並有以下四個可予呈報之營運分部：

- (a) 物業分部從事物業發展及投資；
- (b) 酒品及酒品相關分部從事酒品貿易、酒品貯存、經營葡萄園、經營餐廳及出版酒品雜誌；
- (c) 保理分部提供保理服務；及
- (d) 金融投資分部從事證券及衍生工具投資和買賣，以及投資於金融工具。

管理層分開監察本集團營運分部之業績，以就資源分配及表現評估方面作出決定。分部表現乃根據經調整稅前溢利／(虧損)而計算之可予呈報分部溢利／(虧損)來作出評估。經調整稅前溢利／(虧損)與本集團之除稅前溢利計量一致，惟銀行結餘之利息收入、企業雜項收入、財務費用及企業行政開支不在此計量之內。

分部資產不包括遞延稅項資產、現金及銀行結餘，以及其他未分配之總部及企業資產，原因是該等資產乃於集團層面統一管理。

分部負債不包括應付稅項、遞延稅項負債及其他未分配之總部及企業負債，原因是該等負債乃於集團層面統一管理。

分部之間並無進行分部間銷售及轉讓。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

30 June 2017 二零一七年六月三十日

5. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 30 June 2017

5. 營運分部資料(續)

截至二零一七年六月三十日止年度

| | | Property | Winery and wine related | Factoring | Financial investments | Consolidated |
|--|----------------|------------|----------------------------|-----------|--------------------------|--------------|
| | | 物業 | 酒品及 酒品相關 | 保理 | 金融投資 | 綜合 |
| | | 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 |
| Segment revenue: | 分部營業額： | | | | | |
| Sales to external customers | 銷售予外界客戶 | 22,140 | 550,779 | 187,168 | — | 760,087 |
| Segment results: | 分部業績： | 2,293,824 | 168,265 | 77,936 | (1,719) | 2,538,306 |
| <i>Reconciliation</i> | <i>對賬</i> | | | | | |
| Unallocated other income | 未分配之其他收入 | | | | | 32 |
| Corporate administrative expenses | 企業行政開支 | | | | | (115,447) |
| Finance costs | 財務費用 | | | | | (71,724) |
| Profit before tax | 除稅前溢利 | | | | | 2,351,167 |
| Segment assets | 分部資產 | 28,609,367 | 2,841,414 | 3,910,856 | 14 | 35,361,651 |
| <i>Reconciliation</i> | <i>對賬</i> | | | | | |
| Corporate and unallocated assets | 企業及未分配資產 | | | | | 512,879 |
| Total assets | 資產總值 | | | | | 35,874,530 |
| Segment liabilities | 分部負債 | 15,808,198 | 1,511,195 | 625,124 | — | 17,944,517 |
| <i>Reconciliation</i> | <i>對賬</i> | | | | | |
| Corporate and unallocated liabilities | 企業及未分配負債 | | | | | 686,932 |
| Total liabilities | 負債總額 | | | | | 18,631,449 |
| Other segment information: | 其他分部資料： | | | | | |
| Depreciation | 折舊 | 9,902 | 78,476 | 328 | — | 88,706 |
| Unallocated | 未分配 | | | | | 656 |
| | | | | | | 89,362 |
| Amortisation of intangible assets | 無形資產攤銷 | — | 910 | — | — | 910 |
| Amortisation of prepaid land lease payments | 預付土地租賃款項攤銷 | — | 2,345 | — | — | 2,345 |
| Additions to property, plant and equipment | 添置物業、機器及設備 | 74,316 | 3,749 | 881 | — | 78,946 |
| Unallocated | 未分配 | | | | | 41 |
| | | | | | | 78,987 |
| Increase in fair value of an investment property | 投資物業之公平值增加 | 2,321,708 | — | — | — | 2,321,708 |
| Additions to vines, net | 添置葡萄樹淨額 | — | 4,998 | — | — | 4,998 |

NOTES TO FINANCIAL STATEMENTS

財務報表附註

30 June 2017 二零一七年六月三十日

5. OPERATING SEGMENT INFORMATION

(Continued)

5. 營運分部資料(續)

Year ended 30 June 2016

截至二零一六年六月三十日止年度

| | | Property | Winery and wine related | Factoring | Financial investments | Consolidated |
|--|----------------|------------|----------------------------|-----------|--------------------------|--------------|
| | | 物業 | 酒品相關 | 保理 | 金融投資 | 綜合 |
| | | 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 |
| Segment revenue: | 分部營業額： | | | | | |
| Sales to external customers | 銷售予外界客戶 | — | 392,366 | 232,120 | — | 624,486 |
| Segment results: | 分部業績： | 1,585,281 | 40,925 | 138,569 | (1,380) | 1,763,395 |
| <i>Reconciliation</i> | <i>對賬</i> | | | | | |
| Unallocated other income | 未分配之其他收入 | | | | | 46,655 |
| Corporate administrative expenses | 企業行政開支 | | | | | (171,146) |
| Finance costs | 財務費用 | | | | | (94,878) |
| Profit before tax | 除稅前溢利 | | | | | 1,544,026 |
| Segment assets | 分部資產 | 19,355,103 | 4,262,351 | 4,247,463 | 16 | 27,864,933 |
| <i>Reconciliation</i> | <i>對賬</i> | | | | | |
| Corporate and unallocated assets | 企業及未分配資產 | | | | | 95,256 |
| Total assets | 資產總值 | | | | | 27,960,189 |
| Segment liabilities | 分部負債 | 9,519,214 | 3,159,665 | 660,079 | — | 13,338,958 |
| <i>Reconciliation</i> | <i>對賬</i> | | | | | |
| Corporate and unallocated liabilities | 企業及未分配負債 | | | | | 176,593 |
| Total liabilities | 負債總額 | | | | | 13,515,551 |
| Other segment information: | 其他分部資料： | | | | | |
| Depreciation | 折舊 | — | 48,290 | 977 | — | 49,267 |
| Unallocated | 未分配 | | | | | 484 |
| | | | | | | 49,751 |
| Amortisation of intangible assets | 無形資產攤銷 | — | 909 | — | — | 909 |
| Amortisation of prepaid land lease payments | 預付土地租賃款項攤銷 | — | 2,111 | — | — | 2,111 |
| Additions to property, plant and equipment | 添置物業、機器及設備 | — | 3,055,196 | 13 | — | 3,055,209 |
| Unallocated | 未分配 | | | | | 1,353 |
| | | | | | | 3,056,562 |
| Increase in fair value of an investment property | 投資物業之公平值增加 | 1,549,181 | — | — | — | 1,549,181 |
| Additions to vines, net | 添置葡萄樹淨額 | — | 4,822 | — | — | 4,822 |
| Reversal of impairment of a loan receivable | 撥回一項應收貸款減值 | — | — | — | — | — |
| Unallocated | 未分配 | | | | | 34,531 |
| Reversal of impairment of an interest receivable | 撥回一項應收利息減值 | — | — | — | — | — |
| Unallocated | 未分配 | | | | | 2,346 |

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財務報表附註

30 June 2017 二零一七年六月三十日

5. OPERATING SEGMENT INFORMATION

(Continued)

Geographical information

(a) Revenue from external customers

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|----------------|------|----------------------------------|----------------------------------|
| Hong Kong | 香港 | 336,169 | 57,957 |
| Mainland China | 中國內地 | 403,541 | 549,483 |
| United States | 美國 | 16,534 | 13,449 |
| France | 法國 | 3,843 | 3,597 |
| | | 760,087 | 624,486 |

The revenue information above is based on the locations of the customers.

(b) Non-current assets

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|----------------|------|----------------------------------|----------------------------------|
| Hong Kong | 香港 | 15,372,816 | 12,834,479 |
| Mainland China | 中國內地 | 1,662,203 | 3,008,689 |
| United States | 美國 | 328,418 | 335,657 |
| France | 法國 | 117,337 | 114,225 |
| | | 17,480,774 | 16,293,050 |

The non-current asset information above is based on the locations of the assets.

Information about major customers

During the year ended 30 June 2017, revenue of HK\$169,778,000 (2016: HK\$113,818,000 and HK\$90,218,000) was derived from one customer (2016: two customers) in the factoring segment, and revenue of HK\$189,853,000 and HK\$89,206,000 (2016: HK\$167,952,000 and HK\$92,898,000) was derived from two customers (2016: two customers) in the winery and wine related segment.

5. 營運分部資料(續)

地區資料

(a) 源自外界客戶之營業額

| | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| | 336,169 | 57,957 |
| | 403,541 | 549,483 |
| | 16,534 | 13,449 |
| | 3,843 | 3,597 |
| | 760,087 | 624,486 |

上述營業額資料乃以客戶所在地為基準。

(b) 非流動資產

| | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| | 15,372,816 | 12,834,479 |
| | 1,662,203 | 3,008,689 |
| | 328,418 | 335,657 |
| | 117,337 | 114,225 |
| | 17,480,774 | 16,293,050 |

上述非流動資產資料乃以資產所在地為基準。

主要客戶之資料

截至二零一七年六月三十日止年度，保理分部的一名客戶(二零一六年：兩名客戶)帶來營業額169,778,000港元(二零一六年：113,818,000港元及90,218,000港元)，而酒品及酒品相關分部的兩名客戶(二零一六年：兩名客戶)則帶來營業額189,853,000港元及89,206,000港元(二零一六年：167,952,000港元及92,898,000港元)。

6. REVENUE, OTHER INCOME AND GAINS 6. 營業額、其他收入及收益

Revenue represents the aggregate of the value of services rendered; the net invoiced value of goods sold, after allowances for returns and discounts; and rental income received and receivable from an investment property during the year.

營業額指所提供服務之價值總額；扣除退貨及折扣之已售出貨物發票價值淨額；及年內自投資物業已收及應收的租金收入。

An analysis of revenue, and other income and gains is as follows:

營業額與其他收入及收益分析如下：

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|-------------------|----------------------------------|----------------------------------|
| Revenue | 營業額 | | |
| Handling fee income and interest income from factoring services | 來自保理服務之手續費收入及利息收入 | 187,168 | 232,120 |
| Sales of wine | 酒品銷售 | 510,812 | 386,458 |
| Publishing | 出版 | 148 | 1,279 |
| Storage fee income | 貯存費收入 | 9,004 | 4,629 |
| Restaurant operations | 餐廳營運 | 30,815 | — |
| Rental income | 租金收入 | 18,928 | — |
| Property management fee income | 物業管理費用收入 | 3,212 | — |
| | | 760,087 | 624,486 |
| Other income | 其他收入 | | |
| Bank interest income | 銀行利息收入 | 32 | 79 |
| Interest income on a loan receivable | 一項應收貸款之利息收入 | — | 9,697 |
| Government grant | 政府補貼 | — | 8,805 |
| Reversal of impairment of a loan receivable | 撥回一項應收貸款減值 | — | 34,531 |
| Reversal of impairment of an interest receivable | 撥回一項應收利息減值 | — | 2,346 |
| Others | 其他 | 3,222 | 2,915 |
| | | 3,254 | 58,373 |
| Other gains | 其他收益 | | |
| Gain on derecognition of a derivative financial instrument* | 終止確認衍生金融工具之收益* | — | 40,458 |
| Gain on disposal of items of property, plant and equipment | 出售物業、機器及設備項目之收益 | 2 | 325 |
| Gain on disposal of subsidiaries | 出售附屬公司收益 | 5,036 | — |
| | | 5,038 | 40,783 |
| | | 8,292 | 99,156 |

* The amount represented the gain arising from the surrender of a derivative financial instrument in the prior year by a company controlled by Mr. Pan Sutong ("Mr. Pan"), an executive director and the controlling shareholder of the Company.

* 該金額指於過往年度由本公司執行董事及控股股東潘蘇通先生(「潘先生」)控制的一間公司交還衍生金融工具所產生的收益。

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7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

7. 除稅前溢利

本集團除稅前溢利乃經扣除/(計入)下列項目後釐定：

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|-----------------------|----------------------------------|----------------------------------|
| Cost of inventories sold** | 已售存貨成本** | 177,020 | 250,564 |
| Cost of services provided** | 已提供服務成本** | 25,629 | 20,244 |
| Direct operating expenses arising from a rental-earning investment property** | 賺取租金之投資物業所產生之直接營運開支** | 28,470 | — |
| Depreciation of property, plant and equipment (note 13) | 物業、機器及設備折舊(附註13) | 89,362 | 49,751 |
| Less: Amount included in inventory overheads | 減：計入存貨開支之金額 | (4,797) | (4,794) |
| | | 84,565 | 44,957 |
| Amortisation of intangible assets (note 16) | 無形資產攤銷(附註16) | 910 | 909 |
| Recognition of prepaid land lease payments (note 15) | 確認預付土地租賃款項(附註15) | 2,345 | 2,111 |
| Employee benefit expenses (including directors' remuneration (note 9)): | 僱員福利開支(包括董事酬金(附註9))： | | |
| Wages and salaries | 工資及薪金 | 111,926 | 77,313 |
| Equity-settled share option expense | 權益支付購股權開支 | 5,829 | 14,113 |
| Retirement benefits scheme contributions* | 退休福利計劃供款* | 2,317 | 1,182 |
| | | 120,072 | 92,608 |
| Equity-settled share option expenses to other eligible participants | 向其他合資格參與者作出之權益支付購股權開支 | 22,832 | 45,109 |
| Minimum lease payments under operating leases in respect of buildings | 樓宇經營租約項下之最低租金 | 12,981 | 32,614 |
| Auditor's remuneration | 核數師酬金 | 3,860 | 3,577 |
| Gain on disposal of items of property, plant and equipment | 出售物業、機器及設備項目之收益 | (2) | (325) |
| Write-off of items of property, plant and equipment | 撇銷物業、機器及設備項目 | 2 | — |
| Foreign exchange differences, net | 匯兌差額(淨額) | 78,637 | 26,037 |
| Write-off of inventories** | 撇銷存貨** | — | 2,334 |
| Provision for inventories** | 存貨撥備** | — | 2,972 |

* At 30 June 2017, the Group had no forfeited contributions available to reduce its contributions to the retirement benefits schemes in future years (2016: Nil).

** These items are included in the "Cost of sales" on the face of the consolidated statement of profit or loss and other comprehensive income.

* 於二零一七年六月三十日，本集團並無可供扣減日後年度退休福利計劃供款之已沒收供款(二零一六年：無)。

** 該等項目計入綜合損益及其他全面收入報表「銷售成本」內。

8. FINANCE COSTS

An analysis of finance costs is as follows:

| | | 2017 | 2016 |
|---------------------------------------|------------|---------------|-----------|
| | | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Interest on bank and other borrowings | 銀行及其他借貸之利息 | 405,171 | 308,559 |
| Less: Interest capitalised | 減：資本化利息 | (333,447) | (213,681) |
| | | 71,724 | 94,878 |

8. 財務費用

財務費用分析如下：

9. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

| | | 2017 | 2016 |
|--|----------------|---------------|----------|
| | | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Fees | 袍金 | 755 | 640 |
| Other emoluments of executive and non-executive directors: | 執行及非執行董事之其他酬金： | | |
| Salaries, allowances and benefits in kind | 薪金、津貼及實物福利 | 8,481 | 10,728 |
| Equity-settled share option expenses | 權益支付購股權開支 | 1,863 | 5,795 |
| Retirement benefits scheme contributions | 退休福利計劃供款 | 36 | 54 |
| | | 10,380 | 16,577 |
| | | 11,135 | 17,217 |

年內董事之酬金根據上市規則及香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)條例第2部分披露如下：

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9. DIRECTORS' REMUNERATION (Continued)

In prior years, certain directors were granted share options, in respect of their services to the Group under the share option schemes of the Company, further details of which are set out in note 32 to the financial statements. The fair value of such options, which is recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|------------------------------|----------------------------------|----------------------------------|
| Ms. Hui Wai Man, Shirley | 許惠敏女士 | 240 | 240 |
| Mr. Tang Yiu Wing | 鄧耀榮先生 | 200 | 200 |
| Ms. Gao Min | 高敏女士 | 200 | 200 |
| Hon. Shek Lai Him Abraham (appointed on 9 January 2017) | 石禮謙議員 (於二零一七年 一月九日獲委任) | 115 | — |
| | | 755 | 640 |

There were no other emoluments payable to the independent non-executive directors during the year ended 30 June 2017 (2016: Nil).

9. 董事酬金(續)

於過往年度，若干董事就彼等於本集團之服務根據購股權計劃獲授予購股權，進一步詳情載於財務報表附註32。該等購股權之公平值(於歸屬期透過損益確認)乃於授出日期釐定，而財務報表所載的本年度金額列入上述董事酬金之披露。

(a) 獨立非執行董事

年內已付獨立非執行董事之袍金如下：

| | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
|--|----------------------------------|----------------------------------|

於截至二零一七年六月三十日止年度，並無應付獨立非執行董事之其他酬金(二零一六年：無)。

9. DIRECTORS' REMUNERATION (Continued)

9. 董事酬金(續)

(b) Executive directors

(b) 執行董事

| | | Fees | Salaries, allowances and benefits in kind | Equity-settled share option expenses | Retirement benefits scheme contributions | Total remuneration |
|-------------------------------|--------------------|----------|---|--------------------------------------|--|--------------------|
| | | 袍金 | 薪金、津貼及實物福利 | 權益支付購股權開支 | 退休福利計劃供款 | 總酬金 |
| | | 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 |
| Year ended 30 June 2017 | 截至二零一七年六月三十日止年度 | | | | | |
| <i>Executive directors:</i> | <i>執行董事：</i> | | | | | |
| Mr. Pan | 潘先生 | — | 4,800 | — | — | 4,800 |
| Ms. Hou Qin | 侯琴女士 | — | 1,555 | 727 | 18 | 2,300 |
| Mr. Zhou Xiaojun [®] | 周曉軍先生 [®] | — | 600 | 409 | — | 1,009 |
| Mr. Huang Xiaojian | 黃孝建先生 | — | 1,526 | 727 | 18 | 2,271 |
| | | — | 8,481 | 1,863 | 36 | 10,380 |
| Year ended 30 June 2016 | 截至二零一六年六月三十日止年度 | | | | | |
| <i>Executive directors:</i> | <i>執行董事：</i> | | | | | |
| Mr. Pan | 潘先生 | — | 4,800 | — | — | 4,800 |
| Mr. Wong Hau Yan, Helvin* | 黃孝恩先生* | — | 326 | 599 | — | 925 |
| Ms. Hou Qin | 侯琴女士 | — | 1,555 | 1,533 | 18 | 3,106 |
| Mr. Zhou Dengchao** | 周登超先生** | — | 1,184 | 1,147 | 13 | 2,344 |
| Mr. Zhou Xiaojun [®] | 周曉軍先生 [®] | — | 150 | 213 | — | 363 |
| Mr. Lee Chi Chung, Harvey*** | 李自忠先生*** | — | 1,187 | 770 | 5 | 1,962 |
| Mr. Huang Xiaojian | 黃孝建先生 | — | 1,526 | 1,533 | 18 | 3,077 |
| | | — | 10,728 | 5,795 | 54 | 16,577 |

* Resigned as an executive director on 21 November 2015

* 於二零一五年十一月二十一日辭任執行董事

** Resigned as an executive director on 30 March 2016

** 於二零一六年三月三十日辭任執行董事

*** Resigned as an executive director on 1 January 2016

*** 於二零一六年一月一日辭任執行董事

[®] Appointed as an executive director on 30 March 2016

[®] 於二零一六年三月三十日獲委任為執行董事

There was no arrangement under which a director waived or agreed to waive any remuneration during the year ended 30 June 2017 (2016: Nil).

於截至二零一七年六月三十日止年度，並無任何董事放棄或同意放棄任何酬金之安排(二零一六年：無)。

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10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year ended 30 June 2017 included three (2016: three) directors, details of whose remuneration are set out in note 9 above. Details of the remuneration of the remaining two (2016: two) non-director, highest paid employees for the year are as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|------------|----------------------------------|----------------------------------|
| Salaries, allowances and benefits in kind | 薪金、津貼及實物福利 | 4,840 | 11,950 |
| Equity-settled share option expense | 權益支付購股權開支 | 847 | 1,251 |
| Retirement benefits scheme contributions | 退休福利計劃供款 | 32 | 32 |
| | | 5,719 | 13,233 |

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

| | | Number of employees 僱員人數 | |
|--------------------------------|-----------------------------|-----------------------------|---------------|
| | | 2017 二零一七年 | 2016 二零一六年 |
| HK\$2,000,001 to HK\$2,500,000 | 2,000,001港元至2,500,000 港元 | 1 | — |
| HK\$3,500,001 to HK\$4,000,000 | 3,500,001港元至4,000,000 港元 | 1 | — |
| HK\$4,500,001 to HK\$5,000,000 | 4,500,001港元至5,000,000 港元 | — | 1 |
| HK\$8,000,001 to HK\$8,500,000 | 8,000,001港元至 8,500,000港元 | — | 1 |

In prior years, share options were granted to the non-director, highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 32 to the financial statements. The fair value of such options, which is recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director, highest paid employees' remuneration disclosures.

10. 五位最高薪僱員

截至二零一七年六月三十日止年度五位最高薪僱員中，三位(二零一六年：三位)為董事，彼等之酬金詳情載於上文附註9。年內，其餘兩位(二零一六年：兩位)最高薪非董事僱員之薪金詳情如下：

| | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| Salaries, allowances and benefits in kind | 4,840 | 11,950 |
| Equity-settled share option expense | 847 | 1,251 |
| Retirement benefits scheme contributions | 32 | 32 |
| | 5,719 | 13,233 |

薪金處於下列範圍之最高薪非董事僱員人數如下：

| | | Number of employees 僱員人數 | |
|--------------------------------|-----------------------------|-----------------------------|---------------|
| | | 2017 二零一七年 | 2016 二零一六年 |
| HK\$2,000,001 to HK\$2,500,000 | 2,000,001港元至2,500,000 港元 | 1 | — |
| HK\$3,500,001 to HK\$4,000,000 | 3,500,001港元至4,000,000 港元 | 1 | — |
| HK\$4,500,001 to HK\$5,000,000 | 4,500,001港元至5,000,000 港元 | — | 1 |
| HK\$8,000,001 to HK\$8,500,000 | 8,000,001港元至 8,500,000港元 | — | 1 |

於過往年度，最高薪非董事僱員就彼等於本集團之服務獲授予購股權，進一步詳情於財務報表附註32披露。該等購股權之公平值(於歸屬期透過損益確認)乃於授出日期釐定，而財務報表所載之本年度金額列入上述最高薪非董事僱員薪酬之披露。

11. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2016: 16.5%) on the estimated assessable profits arising in Hong Kong during the year ended 30 June 2017. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

11. 所得稅開支

於截至二零一七年六月三十日止年度於香港產生之估計應課稅溢利已按稅率16.5% (二零一六年：16.5%) 就香港利得稅撥備。其他地方應課稅溢利之稅款已按本集團經營所在司法管轄區之現行稅率計算。

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|------------------------------|-----------|----------------------------------|----------------------------------|
| Current — Hong Kong | 本期 — 香港 | | |
| Charge for the year | 年度開支 | 36,819 | 16,780 |
| Overprovision in prior years | 過往年度超額撥備 | (1,810) | (60) |
| Current — Elsewhere | 本期 — 其他地方 | | |
| Charge for the year | 年度開支 | 19,936 | 22,564 |
| Overprovision in prior years | 過往年度超額撥備 | (6,996) | — |
| Deferred (note 30) | 遞延(附註30) | (15,155) | (2) |
| Tax charge for the year | 年度稅項開支 | 32,794 | 39,282 |

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11. INCOME TAX EXPENSE (Continued)

A reconciliation of the tax applicable to profit before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|---------------|----------------------------------|----------------------------------|
| Profit before tax | 除稅前溢利 | 2,351,167 | 1,544,026 |
| Tax at the statutory tax rates | 按照法定稅率之稅項 | 396,868 | 260,394 |
| Income not subject to tax | 毋須課稅收入 | (384,139) | (279,031) |
| Expenses not deductible for tax | 不可扣稅開支 | 24,306 | 32,862 |
| Tax losses for the year not recognised | 未確認之年度稅項虧損 | 37,193 | 25,226 |
| Tax losses utilised from previous period | 已動用之過往期間稅項虧損 | (19,547) | — |
| Overprovision in prior years | 過往年度超額撥備 | (8,806) | (60) |
| Adjustments in respect of deferred tax of previous periods | 就過往期間遞延稅項之調整 | (12,791) | — |
| Others | 其他 | (290) | (109) |
| Tax charge at the Group's effective rate | 按本集團實際稅率之稅項開支 | 32,794 | 39,282 |

11. 所得稅開支(續)

適用於按本公司及其大部分附屬公司所在司法權區之法定稅率計算之除稅前溢利與按實際稅率計算之稅項支出之稅項對賬如下：

12. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to owners of the Company and the weighted average number of ordinary shares of 6,989,792,000 in issue during the year ended 30 June 2017 (2016: 6,987,565,000).

The calculation of the diluted earnings per share amounts is based on the profit for the year attributable to owners of the Company, and the weighted average number of ordinary shares used in the calculation is the weighted average number of ordinary shares in issue during the year, which was used in the basic earnings per share calculation plus the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all dilutive potential ordinary shares into ordinary shares.

12. 本公司擁有人應佔每股溢利

每股基本盈利金額乃根據本公司擁有人應佔年度溢利以及截至二零一七年六月三十日止年度已發行普通股加權平均數6,989,792,000股(二零一六年：6,987,565,000股)計算。

每股攤薄盈利金額乃根據本公司擁有人應佔年度溢利計算，而計算時所採用之普通股加權平均數乃年內已發行普通股加權平均數(與計算每股基本盈利所使用者相同)，加上普通股加權平均數乃假設已於所有潛在攤薄普通股被視為行使為普通股時按零代價發行。

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12. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY 12. 本公司擁有人應佔每股溢利

(Continued)

(續)

The calculations of basic and diluted earnings per share are based on:

每股基本及攤薄溢利之計算乃基於：

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|--------------------------|----------------------------------|----------------------------------|
| Earnings | 盈利 | | |
| Profit attributable to owners of the Company, used in the basic earnings per share calculation | 用於計算每股基本盈利之本公司擁有人應佔溢利 | 1,419,573 | 893,232 |
| | | Number of shares 股份數目 | |
| | | 2017 二零一七年 | 2016 二零一六年 |
| Shares | 股份 | | |
| Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation | 用於計算每股基本盈利之年度已發行普通股加權平均數 | 6,989,792,000 | 6,987,565,000 |
| Effect of dilution — weighted average number of ordinary shares: | 攤薄影響 — 普通股加權平均數： | | |
| Share options | 購股權 | 41,136,000 | 122,908,000 |
| Weighted average number of ordinary shares in issue during the year used in the diluted earnings per share calculation | 用於計算每股攤薄盈利之年度已發行普通股加權平均數 | 7,030,928,000 | 7,110,473,000 |

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13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、機器及設備

| | | Freehold land | Buildings | Plant, machinery, equipment and winery equipment | Furniture and fixtures | Computer equipment | Motor vehicles | Leasehold improvements | Total |
|------------------------------------|-----------------------|---------------|-------------|--|------------------------|--------------------|----------------|------------------------|-------------|
| | | 永久業權土地 | 樓宇 | 廠房、機器、設備及酒品設備 | 傢俬及裝置 | 電腦設備 | 汽車 | 租賃物業裝修 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Cost: | 成本: | | | | | | | | |
| At 1 July 2015 | 於二零一五年七月一日 | 155,410 | 214,271 | 9,553 | 28,175 | 2,896 | 2,511 | 20,009 | 432,825 |
| Additions | 添置 | — | 3,042,878 | 1,272 | 2,147 | 2,249 | 1,762 | 6,254 | 3,056,562 |
| Disposals | 出售 | (780) | — | (1,361) | — | — | — | — | (2,141) |
| Exchange realignment | 匯兌調整 | 199 | (108,430) | 10 | (270) | (29) | (217) | (815) | (109,552) |
| At 30 June 2016 and 1 July 2016 | 於二零一六年六月三十日及二零一六年七月一日 | 154,829 | 3,148,719 | 9,474 | 30,052 | 5,116 | 4,056 | 25,448 | 3,377,694 |
| Additions | 添置 | — | — | 44,600 | 31,735 | 648 | — | 2,004 | 78,987 |
| Disposals | 出售 | — | — | (1,097) | — | — | — | — | (1,097) |
| Disposal of subsidiaries (note 36) | 出售附屬公司(附註36) | — | (1,216,090) | — | (4) | — | — | — | (1,216,094) |
| Write-off | 撇銷 | — | — | — | (6,700) | (34) | — | (12,204) | (18,938) |
| Exchange realignment | 匯兌調整 | 3,464 | (39,521) | 141 | 60 | (8) | (17) | (173) | (36,054) |
| At 30 June 2017 | 於二零一七年六月三十日 | 158,293 | 1,893,108 | 53,118 | 55,143 | 5,722 | 4,039 | 15,075 | 2,184,498 |
| Accumulated depreciation: | 累計折舊: | | | | | | | | |
| At 1 July 2015 | 於二零一五年七月一日 | — | 29,998 | 4,534 | 19,567 | 1,022 | 2,068 | 19,089 | 76,278 |
| Provided during the year | 年度撥備 | — | 41,150 | 1,951 | 3,142 | 1,457 | 283 | 1,768 | 49,751 |
| Disposals | 出售 | — | — | (931) | — | — | — | — | (931) |
| Exchange realignment | 匯兌調整 | — | (1,662) | 6 | (196) | (21) | (167) | (614) | (2,654) |
| At 30 June 2016 and 1 July 2016 | 於二零一六年六月三十日及二零一六年七月一日 | — | 69,486 | 5,560 | 22,513 | 2,458 | 2,184 | 20,243 | 122,444 |
| Provided during the year | 年度撥備 | — | 70,818 | 7,606 | 7,306 | 1,621 | 347 | 1,664 | 89,362 |
| Disposals | 出售 | — | — | (951) | — | — | — | — | (951) |
| Disposal of subsidiaries (note 36) | 出售附屬公司(附註36) | — | (26,520) | — | (2) | — | — | — | (26,522) |
| Write-off | 撇銷 | — | — | — | (6,698) | (34) | — | (12,204) | (18,936) |
| Exchange realignment | 匯兌調整 | — | 646 | 89 | 65 | (6) | (18) | (94) | 682 |
| At 30 June 2017 | 於二零一七年六月三十日 | — | 114,430 | 12,304 | 23,184 | 4,039 | 2,513 | 9,609 | 166,079 |
| Net book value: | 賬面淨值: | | | | | | | | |
| At 30 June 2017 | 於二零一七年六月三十日 | 158,293 | 1,778,678 | 40,814 | 31,959 | 1,683 | 1,526 | 5,466 | 2,018,419 |
| At 30 June 2016 | 於二零一六年六月三十日 | 154,829 | 3,079,233 | 3,914 | 7,539 | 2,658 | 1,872 | 5,205 | 3,255,250 |

At 30 June 2017, certain of the Group's buildings with a net carrying amount of HK\$1,608,222,000 (2016: HK\$2,902,278,000) were pledged for a banking facility granted to the Group with an aggregate amount of RMB1.8 billion (equivalent to approximately HK\$2.1 billion). Such facility was not utilised by the Group as at 30 June 2017 and 2016.

於二零一七年六月三十日，本集團將若干賬面淨值為1,608,222,000港元(二零一六年：2,902,278,000港元)之樓宇予以質押，作為一項授予本集團之銀行信貸之擔保，總額為人民幣18億元(相等於約21億港元)。本集團並無於二零一七年及二零一六年六月三十日動用該筆信貸。

14. INVESTMENT PROPERTY

14. 投資物業

| | | HK\$'000 千港元 |
|---|-------------------------------|-------------------|
| Carrying amount at 1 July 2015 | 於二零一五年七月一日之賬面值 | 9,750,000 |
| Additions | 添置 | 1,200,819 |
| Change in fair value | 公平值變動 | 1,549,181 |
| Carrying amount at 30 June 2016 and 1 July 2016 | 於二零一六年六月三十日及 二零一六年七月一日之賬面值 | 12,500,000 |
| Additions | 添置 | 478,292 |
| Change in fair value | 公平值變動 | 2,321,708 |
| Carrying amount at 30 June 2017 | 於二零一七年六月三十日之賬面值 | 15,300,000 |

The Group's investment property is situated in Hong Kong.

本集團的投資物業位於香港。

At 30 June 2017, the Group's investment property stated at fair value was revalued by Vigers Appraisal and Consulting Limited (2016: Savills Valuation and Professional Services Limited), an independent firm of professionally qualified valuers, on an open market, existing use basis.

於二零一七年六月三十日，本集團按公平值列賬之投資物業由獨立合資格專業估值師威格斯資產評估顧問有限公司(二零一六年：第一太平戴維斯估值及專業顧問有限公司)按當前用途基準於公開市場進行重估。

At 30 June 2017, the Group's investment property with a carrying value of HK\$15,300,000,000 (2016: HK\$12,500,000,000) was pledged to secure banking facilities granted to the Group (note 27).

於二零一七年六月三十日，本集團已將賬面值為15,300,000,000港元(二零一六年：12,500,000,000港元)之投資物業予以質押，以為授予本集團之銀行信貸提供擔保(附註27)。

On a semi-annual basis, the Group engages external, independent and professionally qualified valuers to determine the fair value of the Group's investment property.

本集團每半年委聘外部獨立專業合資格估值師釐定本集團投資物業之公平值。

The Group's property manager and the chief financial officer have discussed with the valuers on the valuation assumptions and valuation results when the valuation is performed.

本集團之物業經理及首席財務官已於進行估值時與估值師就估值假設及估值結果進行磋商。

Fair value hierarchy

公平值架構

For the year ended 30 June 2017 and 2016, the fair value measurements of the investment property of the Group were categorised within level 3 of the fair value hierarchy.

截至二零一七年及二零一六年六月三十日止年度，本集團之投資物業公平值計量分類至公平值架構中第3級。

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14. INVESTMENT PROPERTY (Continued)

Fair value hierarchy (Continued)

The following table illustrates the fair value measurement of the Group's investment property:

| Recurring fair value measurement for: | | 2017 | 2016 |
|---------------------------------------|------|------------|------------|
| Commercial property | | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| 以下項目之經常性公平值計量： | 商業物業 | 15,300,000 | 12,500,000 |

During the year, there were no transfers of fair value measurement between Level 1 and Level 2 and no transfers into or out of Level 3 (2016: Nil).

Below is a summary of the valuation techniques used and the key inputs to the valuation of the Group's investment property.

| | Valuation technique* | Significant unobservable inputs | Range |
|-----------------------------|---|---|---|
| | 估值方法* | 重大不可觀察輸入數據 | 範圍 |
| 2017 | 二零一七年 | | |
| Commercial property 商業物業 | Income method, more specifically a term and reversion analysis and direct comparison method 收入法，具體為年期及復歸分析，以及直接比較法 | Capitalisation rate Average unit selling price (per sq.ft.) 資本化率 平均單位售價(每平方呎) | 2.5%–3.25% Retail portion: HK\$26,000 Office portion: HK\$17,800 2.5%至3.25% 零售部分：26,000港元 辦公室部分：17,800港元 |
| 2016 | 二零一六年 | | |
| Commercial property 商業物業 | Residual approach 剩餘法 | Gross development value (per sq.ft.) Estimated construction cost (per sq.ft.) 總發展價值(每平方呎) 估計建築成本(每平方呎) | HK\$8,500–HK\$15,460 HK\$2,872 8,500港元至15,460港元 2,872港元 |

14. 投資物業(續)

公平值架構(續)

下表說明本集團投資物業之公平值計量：

Fair value measurement using significant unobservable inputs (Level 3)

以重大不可觀察輸入數據進行之公平值計量(第3級)

| 2017 | 2016 |
|----------|----------|
| 二零一七年 | 二零一六年 |
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |

年內，第1級與第2級之間並無公平值計量轉移，第3級亦無公平值計量轉入或轉出(二零一六年：無)。

本集團投資物業所用估值方法及估值主要輸入數據概述如下。

14. INVESTMENT PROPERTY (Continued)**Fair value hierarchy (Continued)**

* The valuation technique is changed from residual approach to income method and direct comparison method in the current year as, in the opinion of the directors, its application results in a measurement that is more representative of fair value of the investment property upon its completion of construction in the current year.

Income method and direct comparison method

The valuation of completed investment property was based on the income method by capitalisation of net rental income derived from the existing tenancies with allowance for the reversionary rental income potential of the property and the direct comparison method which was based on price information of comparable properties of similar size, character and location and carefully weighted against all the respective advantages and disadvantages of each of the comparable properties in order to arrive at the fair value.

A significant increase/(decrease) in the price per square foot in isolation would result in a significant higher/(lower) in the fair value of the investment property. A significant increase/(decrease) in the capitalisation rate in isolation would result in a significant lower/(higher) in the fair value of the investment property.

Generally, a change in the assumption made for the price per square foot is accompanied by an opposite change in the capitalisation rate.

The residual approach

Under the residual approach, fair value of investment property under construction was estimated on the basis of the gross development value of the investment property by reference to its development potential after deducting various costs, such as construction costs, contingency costs, finance costs and professional fees that will be expended to complete the development as well as the developer's profit to reflect the risks associated with the development of the investment property and the quality of the completed development.

The gross development value is arrived at by making reference to the sales transactions or asking price evidences of comparable properties as available in the market with adjustments made to account for any differences and where appropriate.

14. 投資物業(續)**公平值架構(續)**

* 估值方法由剩餘法變更為本年度的收入法及直接比較法，董事認為，其應用將更能代表投資物業於本年度竣工後之公平值的計量。

收入法及直接比較法

已落成投資物業的估值乃按收入法以資本化源自現有租約之租金收入淨額為基準，並就該物業潛在之復歸收入作出適當撥備，而直接比較法乃以類似大小、特徵及地點的可資比較物業的價格資料為基準，並審慎權衡有關物業之各項優劣，從而達致公平值。

每平方呎價格單獨大幅增加／(減少)會導致投資物業公平值大幅增加／(減少)。資本化比率單獨大幅增加／(減少)會導致投資物業公平值大幅減少／(增加)。

一般而言，對每平方呎價格作出的假設出現變動會使資本化率出現反向變動。

剩餘法

根據剩餘法，在建投資物業的公平值按投資物業之總發展價值並經考慮其發展潛力減去各項成本(包括完成發展項目所動用之建築成本、或然成本、財務成本及專業費用)以及發展商溢利後進行估計，以反映與發展投資物業相關之風險及已落成發展項目之質素。

總發展價值乃參考銷售交易或市場上現有可資比較物業叫價之證據後釐定，並就任何差異(如適用)作出調整。

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14. INVESTMENT PROPERTY (Continued)

The residual approach (Continued)

The key inputs were the gross development value and estimated construction costs. A significant increase/(decrease) in the gross development value in isolation would result in a significant increase/(decrease) in the fair value of the investment property and a significant increase/(decrease) in the estimated construction costs in isolation would result in a significant (decrease)/increase in the fair value of the investment property under construction.

15. PREPAID LAND LEASE PAYMENTS

| | |
|---|-----------------------|
| Carrying amount at 1 July | 於七月一日之賬面值 |
| Additions | 添置 |
| Disposal of subsidiaries (note 36) | 出售附屬公司(附註36) |
| Recognised during the year | 年內確認 |
| Exchange realignment | 匯兌調整 |
| Carrying amount at 30 June | 於六月三十日之賬面值 |
| Current portion included in prepayments, deposits and other receivables | 計入預付款項、按金及其他應收款項之流動部分 |
| Non-current portion | 非流動部分 |

At 30 June 2017, the Group's prepaid land lease payments with a net carrying amount of HK\$48,413,000 (2016: HK\$100,878,000) were pledged for a banking facility granted to the Group with an aggregate amount of RMB1.8 billion (equivalent of approximately HK\$2.1 billion). Such facility was not utilised by the Group as at 30 June 2017 and 2016.

14. 投資物業(續)

剩餘法(續)

主要輸入數據為總發展價值及估計建築成本，如總發展價值單獨大幅增加／(減少)，將導致投資物業公平值大幅增加／(減少)，而如估計建築成本單獨大幅增加／(減少)，將導致在建投資物業公平值大幅(減少)／增加。

15. 預付土地租賃款項

| | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| Carrying amount at 1 July | 100,878 | — |
| Additions | — | 106,691 |
| Disposal of subsidiaries (note 36) | (48,681) | — |
| Recognised during the year | (2,345) | (2,111) |
| Exchange realignment | (1,439) | (3,702) |
| Carrying amount at 30 June | 48,413 | 100,878 |
| Current portion included in prepayments, deposits and other receivables | (1,286) | (2,405) |
| Non-current portion | 47,127 | 98,473 |

於二零一七年六月三十日，本集團將賬面淨值48,413,000港元(二零一六年：100,878,000港元)之預付土地租賃款項予以質押，作為合共為人民幣18億元(相等於約21億港元)銀行信貸之擔保。本集團並無於二零一七年及二零一六年六月三十日動用該筆信貸。

16. INTANGIBLE ASSETS

16. 無形資產

| | | Winery permit 酒品許可證 HK\$'000 千港元 | Trademarks 商標 HK\$'000 千港元 | Customer list 客戶名單 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|------------------------------------|---------------------------|--|-------------------------------------|---|--------------------------------|
| Cost: | 成本值： | | | | |
| At 1 July 2015 | 於二零一五年七月一日 | 7,752 | 83,783 | 9,082 | 100,617 |
| Exchange realignment | 匯兌調整 | 7 | 81 | 8 | 96 |
| At 30 June 2016 and 1 July 2016 | 於二零一六年六月三十日及 二零一六年七月一日 | 7,759 | 83,864 | 9,090 | 100,713 |
| Exchange realignment | 匯兌調整 | 47 | 951 | 55 | 1,053 |
| At 30 June 2017 | 於二零一七年六月三十日 | 7,806 | 84,815 | 9,145 | 101,766 |
| Accumulated amortisation: | 累計攤銷： | | | | |
| At 1 July 2015 | 於二零一五年七月一日 | — | — | 3,632 | 3,632 |
| Provided during the year | 年度撥備 | — | — | 909 | 909 |
| Exchange realignment | 匯兌調整 | — | — | 4 | 4 |
| At 30 June 2016 and 1 July 2016 | 於二零一六年六月三十日及 二零一六年七月一日 | — | — | 4,545 | 4,545 |
| Provided during the year | 年度撥備 | — | — | 910 | 910 |
| Exchange realignment | 匯兌調整 | — | — | 32 | 32 |
| At 30 June 2017 | 於二零一七年六月三十日 | — | — | 5,487 | 5,487 |
| Net carrying value: | 賬面淨值： | | | | |
| At 30 June 2017 | 於二零一七年六月三十日 | 7,806 | 84,815 | 3,658 | 96,279 |
| At 30 June 2016 | 於二零一六年六月三十日 | 7,759 | 83,864 | 4,545 | 96,168 |

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16. INTANGIBLE ASSETS (Continued)

As at 30 June 2017, the Group's winery permit and trademarks with carrying amounts of HK\$7,806,000 (2016: HK\$7,759,000) and HK\$84,815,000 (2016: HK\$83,864,000), respectively, are considered by the management of the Company as having indefinite useful lives and will not be amortised until their useful lives are determined to be finite upon reassessment annually by management. The directors of the Company are of the opinion that the upkeep of the winery permit and the trademarks are at minimal costs and there were no foreseeable limit to the periods over which these intangibles may be used to generate cash flows to the Group. Accordingly, these intangibles are tested for impairment annually and whenever there is an indication that they may be impaired.

As at 30 June 2017, the carrying values of intangible assets represented a winery permit, trademarks and a customer list of a vineyard in the United States ("US") of HK\$80,376,000 (2016: HK\$80,799,000) and trademarks of three vineyards in France of HK\$15,903,000 (2016: HK\$15,369,000). For the purpose of annual impairment testing, intangible assets have been allocated to two cash-generating units, being the US winery cash-generating unit and the French winery cash-generating unit. The carrying amounts of intangible assets as at 30 June 2017 and 2016 allocated to these units are as follows:

| | | 2017 | 2016 |
|------------------------------------|------------|---------------|----------|
| | | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| US winery cash-generating unit | 美國酒品現金產生單位 | 80,376 | 80,799 |
| French winery cash-generating unit | 法國酒品現金產生單位 | 15,903 | 15,369 |
| | | 96,279 | 96,168 |

Impairment test

The carrying amount of the US winery cash-generating unit was determined based on a value in use calculation using cash flow projections based on a financial budget covering a 5-year period at a growth rate approved by senior management and cash flows beyond the 5-year period extrapolated using a growth rate of 2% (2016: 2%). The discount rate applied to the cash flow projections was 11% (2016: 11%).

16. 無形資產(續)

於二零一七年六月三十日，本公司管理層認為，本集團賬面值分別為7,806,000港元(二零一六年：7,759,000港元)及84,815,000港元(二零一六年：83,864,000港元)的酒品許可證及商標具無限可使用年期，且在管理層每年重新評估釐定為有限之前，可使用年期將不會予以攤銷。本公司董事認為，繼續持有酒品許可證及商標所用成本極低，而該等無形資產可用以為本集團產生現金流量的年期亦無可預見的限制。因此，該等無形資產於每年及倘其存在可能減值跡象時進行減值測試。

於二零一七年六月三十日，無形資產之賬面值指80,376,000港元(二零一六年：80,799,000港元)之酒品許可證、商標及美國(「美國」)酒莊客戶名單及15,903,000港元(二零一六年：15,369,000港元)之三個法國酒莊商標。為進行年度減值測試，無形資產已被分配至兩個現金產生單位，即美國酒品現金產生單位及法國酒品現金產生單位。於二零一七年及二零一六年六月三十日，分配至此等單位之無形資產賬面值如下：

| | 2017 | 2016 |
|------------------------------------|---------------|----------|
| | 二零一七年 | 二零一六年 |
| | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 |
| US winery cash-generating unit | 80,376 | 80,799 |
| French winery cash-generating unit | 15,903 | 15,369 |
| | 96,279 | 96,168 |

減值測試

美國酒品現金產生單位之賬面值乃按使用價值基準釐定。使用價值則按高級管理層批准涵蓋五年期間之財政預算運用現金流量增長率預測計算，超出五年期間之現金流量則按增長率2% (二零一六年：2%)推算。適用於現金流量預測之折讓率為11% (二零一六年：11%)。

16. INTANGIBLE ASSETS (Continued)**Impairment test (Continued)**

The carrying amount of the French winery cash-generating unit was determined based on a value in use calculation using cash flow projections based on a financial budget covering a 5-year period at a growth rate approved by senior management and cash flows beyond the 5-year period extrapolated using a growth rate of 2% (2016: 2%). The discount rate applied to the cash flow projections was 11% (2016: 10%).

Assumptions were used in the value in use calculation of the US and French winery cash-generating units. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of the intangible assets.

Discount rate — The discount rate used is before tax and reflects specific risks relating to the winery cash-generating units.

Raw material price inflation — The basis used to determine the value assigned to raw material inflation is made reference to the forecasted inflation indices during the budget year from where the raw material is sourced.

Budgeted gross margins — The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvement, and expected market development.

Selling price — The basis used to determine the price is made reference to the forecasted inflation indices of the budget year and the historical increment level.

16. 無形資產(續)**減值測試(續)**

法國酒品現金產生單位之賬面值乃按使用價值基準釐定。使用價值則按高級管理層批准涵蓋五年期間之財政預算運用現金流量增長率預測計算，超出五年期間之現金流量則按增長率2%（二零一六年：2%）推算。適用於現金流量預測之折讓率為11%（二零一六年：10%）。

計算美國及法國酒品現金產生單位之使用價值時應用假設。管理層為進行無形資產減值測試而制定現金流量預測所依據之各項主要假設如下。

折讓率 — 折讓率乃剔除稅務影響，並反映與酒品現金產生單位相關之特定風險。

原料價格通脹 — 用於釐定原料價值通脹之基準乃經參考原料採購地於預算年內之預測通脹指數。

預算毛利率 — 用於釐定預算毛利率價值之基準，乃為緊接預算年度之前一年所取得之平均毛利率，因預期之效率提升及預期之市場發展而增加。

銷售價格 — 用於釐定價格之基準為預算年度之預測通脹指數及歷史增幅水平。

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17. VINES

17. 葡萄樹

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|---------------------|----------------------------------|----------------------------------|
| At beginning of the year, at fair value | 於年初，按公平值 | 11,775 | 11,820 |
| Exchange realignment | 匯兌調整 | 143 | 11 |
| Decrease due to harvest | 因收成而減少 | (5,991) | (6,329) |
| Additions during the year | 年度添置 | 4,998 | 4,978 |
| Disposals during the year | 年度出售 | — | (156) |
| Gains arising from change in fair value attributable to physical changes | 因實質變動令公平值出現變動所產生之收益 | 2,610 | 1,451 |
| At end of the year, at fair value | 於年末，按公平值 | 13,535 | 11,775 |

During the year ended 30 June 2017, the Group harvested approximately 116,000 kilograms (2016: 82,000 kilograms) of grapes. The directors measured the fair value less costs to sell of vines at harvest based on market prices as at or close to the harvest dates.

On an annual basis, the Group engages external, independent and professionally qualified valuers, Cushman & Wakefield Western Inc., to determine the fair value of the Group's vines.

The Group's finance team has discussed with the valuers on the valuation assumptions and valuation results when the valuation is performed.

於截至二零一七年六月三十日止年度，本集團有葡萄收成約116,000公斤(二零一六年：82,000公斤)。董事根據於或接近採收日期的市價計量採收時扣除銷售成本的葡萄公平值。

按年度基準，本集團委聘外部、獨立及專業合資格估值師 Cushman & Wakefield Western Inc.釐定本集團葡萄樹之公平值。

本集團之財務團隊於進行估值時與估值師就估值假設及估值結果進行討論。

17. VINES (Continued)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's vines:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---------------------------------------|----------------|----------------------------------|----------------------------------|
| Recurring fair value measurement for: | 以下項目之經常性公平值計量： | | |
| Vines | 葡萄樹 | 13,535 | 11,775 |

During the year, there were no transfers of fair value measurement between Level 1 and Level 2 and no transfers into or out of Level 3.

Below is a summary of the valuation techniques used and the key inputs to the valuation of vines.

| Valuation technique 估值方法 | | Significant unobservable inputs 重大不可觀察輸入數據 | 2017 二零一七年 | 2016 二零一六年 |
|-----------------------------|-------------------|---|----------------------|---------------|
| Vines | Residual approach | Value of vineyards (per acre) | HK\$3,708,000 | HK\$3,491,000 |
| 葡萄樹 | 剩餘法 | 葡萄園之價值(每英畝) | 3,708,000 港元 | 3,491,000 港元 |
| | | Estimated trellis, irrigation and land preparation costs (per acre) | HK\$312,000 | HK\$310,000 |
| | | 估計格子、灌溉及整地成本(每英畝) | 312,000 港元 | 310,000 港元 |
| | | Value of plantable land (per acre) | HK\$2,537,000 | HK\$2,444,000 |
| | | 可耕作土地之價值(每英畝) | 2,537,000 港元 | 2,444,000 港元 |

17. 葡萄樹(續)

公平值架構

下表說明本集團葡萄樹之公平值計量架構：

Fair value measurement using significant unobservable inputs (Level 3)

以重大不可觀察輸入數據進行之公平值計量(第3級)

| 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 13,535 | 11,775 |

於年內，第1級與第2級之間並無公平值計量轉移，第3級亦無公平值計量轉入或轉出。

葡萄樹所用估值方法及估值主要輸入數據概述如下。

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17. VINES (Continued)

The residual approach

Under the residual approach, fair value is estimated on the basis of the fair value of vineyards by reference to comparable market sale transactions and deducting costs of various components, such as fair value of plantable land, costs of trellis, irrigation and land preparation costs that will be required to derive the fair value of vines.

The key inputs were the value of vineyards, estimated trellis, irrigation and land preparation costs and value of plantable land. A significant increase/decrease in the value of vineyards in isolation would result in a significant increase/decrease in the fair value of the vines; and a significant increase/decrease in the estimated trellis, irrigation and land preparation costs and the value of plantable land in isolation would result in a significant decrease/increase in the fair value of the vines.

18. INVENTORIES

17. 葡萄樹(續)

剩餘法

根據剩餘法，公平值按葡萄園之公平值並經參考可比較市場銷售交易及減去各部分成本(包括釐定葡萄樹公平值所需之可耕作土地之公平值、格子、灌溉及整地成本)進行估計。

主要輸入數據為葡萄園之價值、估計格子、灌溉及整地成本以及可耕作土地之價值，如葡萄園之價值單獨大幅增加/減少，將導致葡萄樹公平值大幅增加/減少，而如估計格子、灌溉及整地成本以及可耕作土地之價值單獨大幅增加/減少，將導致葡萄樹公平值大幅減少/增加。

18. 存貨

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|------------------|-----|----------------------------------|----------------------------------|
| Raw materials | 原材料 | — | 31 |
| Work in progress | 在製品 | 44,622 | 46,492 |
| Finished goods | 製成品 | 294,923 | 407,883 |
| | | 339,545 | 454,406 |

19. PROPERTIES UNDER DEVELOPMENT

19. 發展中物業

| | | 2017 | 2016 |
|----------------------------|------------|------------|-----------|
| | | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Carrying amount at 1 July | 於七月一日之賬面值 | 6,520,983 | — |
| Additions during the year | 年內添置 | 6,617,534 | 6,520,983 |
| Carrying amount at 30 June | 於六月三十日之賬面值 | 13,138,517 | 6,520,983 |

At 30 June 2017, the Group's properties under development with a net carrying amount of approximately HK\$6,755,714,000 (2016: HK\$6,520,983,000) were pledged to secure banking facilities granted to the Group (note 27).

於二零一七年六月三十日，本集團已抵押賬面淨值約6,755,714,000港元(二零一六年：6,520,983,000港元)之發展中物業，作為授予本集團之銀行信貸之擔保(附註27)。

As at 30 June 2017 and 2016, all of the properties under development are expected to be completed within normal operating cycle, recovered after more than twelve months from the end of the reporting period and included under current assets.

於二零一七年及二零一六年六月三十日，預期所有發展中物業將於正常經營週期內竣工、於自報告期末起超過十二個月後收回並計入流動資產。

20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

20. 預付款項、按金及其他應收賬款

| | | 2017 | 2016 |
|--------------------------------|-----------|----------|-----------|
| | | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| Prepayments | 預付款項 | 4,359 | 4,732 |
| Prepayments for en primeur | 期酒之預付款項 | — | 19,895 |
| Deposits and other receivables | 按金及其他應收賬款 | 24,956 | 348,685 |
| | | 29,315 | 373,312 |
| Less: Non-current portion | 減：非流動部分 | (5,414) | (331,384) |
| Current portion | 流動部分 | 23,901 | 41,928 |

None of the above assets is either past due or impaired and the financial assets included in the above balances relate to receivables for which there was no recent history of default.

上述資產概無逾期或減值，計入上述結餘之金融資產乃關於近期並無拖欠記錄之應收賬款。

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21. TRADE RECEIVABLES

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|-------------------|--------|----------------------------------|----------------------------------|
| Trade receivables | 應收貿易賬款 | 4,386,039 | 4,563,058 |

The Group's trade receivables arose from the provision of factoring services, wine trading, operation of restaurants, leasing of investment property and provision of property management services. The credit period granted to each customer is generally for a period of 120 to 150 days for factoring services and for a period of 14 to 60 days for wine trading. The Group normally requires its customers to make payment of monthly charges in advance in relation to the leasing of its investment property and provision of property management services. The Group generally grants a rent-free period ranged from two to five months to the lessees of the Group's investment property.

Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are regularly reviewed by senior management. There is a significant concentration of credit risk as approximately 83% (2016: 86%) of the Group's trade receivables are due from three (2016: three) debtors.

Trade receivables are non-interest-bearing, except for trade receivables from factoring services of HK\$3,280,020,000 (2016: HK\$3,573,198,000) which bear interest at 4.35% per annum (2016: 4.8% per annum). The Group does not hold any collateral or other credit enhancements over its trade receivables.

21. 應收貿易賬款

本集團之應收貿易賬款來自提供保理服務、酒品貿易、餐廳營運、投資物業租賃及提供物業管理服務。向每位客戶授出之保理服務及酒品貿易之信貸期一般分別為120天至150天及14天至60天。本集團一般要求其客戶預付有關投資物業租賃及提供物業管理服務的每月收費。本集團一般向本集團投資物業的承租人授予介乎兩至五個月的免租期。

每位客戶均設有最高信貸上限。本集團尋求對其未償還應收賬款維持嚴格控制。高級管理層會定期檢討逾期結餘。由於約83% (二零一六年：86%)之本集團應收貿易賬款均來自三位(二零一六年：三位)債務人，故存在重大信貸集中風險。

除來自保理服務3,280,020,000港元(二零一六年：3,573,198,000港元)之應收貿易賬款按年利率4.35厘(二零一六年：按年利率4.8厘)計息外，應收貿易賬款均不計息。本集團並無就其應收貿易賬款持有任何抵押品或其他信貸提升措施。

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21. TRADE RECEIVABLES (Continued)

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--------------------|----------|----------------------------------|----------------------------------|
| Less than 121 days | 少於121天 | 3,246,963 | 4,353,076 |
| 121 to 150 days | 121至150天 | 996,986 | 49,638 |
| 151 to 180 days | 151至180天 | 4,694 | 453 |
| 181 to 365 days | 181至365天 | 133,766 | 159,816 |
| Over 1 year | 超過一年 | 3,630 | 75 |
| | | 4,386,039 | 4,563,058 |

The aged analysis of the trade receivables that are not individually nor collectively considered to be impaired is as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|-------------------------------|-----------|----------------------------------|----------------------------------|
| Neither past due nor impaired | 未逾期未減值 | 2,687,768 | 3,152,966 |
| Less than 30 days past due | 逾期不足30天 | 444,177 | 1,013,504 |
| 30 to 60 days past due | 逾期30至60天 | 963,220 | 235,104 |
| 61 to 120 days past due | 逾期61至120天 | 142,697 | 607 |
| More than 120 days past due | 逾期超過120天 | 148,177 | 160,877 |
| | | 4,386,039 | 4,563,058 |

Receivables that were neither past due nor impaired relate to customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to independent customers that have a good track record with the Group. The directors of the Company are of the opinion that no provision for impairment was necessary in respect of these balances as there had not been a significant change in credit quality and the balances are still considered to be fully recoverable.

21. 應收貿易賬款(續)

基於發票日期之報告期末應收貿易賬款之賬齡分析如下：

| | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--------------------|----------------------------------|----------------------------------|
| Less than 121 days | 3,246,963 | 4,353,076 |
| 121 to 150 days | 996,986 | 49,638 |
| 151 to 180 days | 4,694 | 453 |
| 181 to 365 days | 133,766 | 159,816 |
| Over 1 year | 3,630 | 75 |
| | 4,386,039 | 4,563,058 |

未被視為個別或整體已減值之應收貿易賬款賬齡分析如下：

| | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|-------------------------------|----------------------------------|----------------------------------|
| Neither past due nor impaired | 2,687,768 | 3,152,966 |
| Less than 30 days past due | 444,177 | 1,013,504 |
| 30 to 60 days past due | 963,220 | 235,104 |
| 61 to 120 days past due | 142,697 | 607 |
| More than 120 days past due | 148,177 | 160,877 |
| | 4,386,039 | 4,563,058 |

未逾期未減值之應收賬款乃關於近期無拖欠記錄之客戶。

已逾期但未減值之應收賬款乃與本集團擁有良好往績之獨立客戶有關。本公司董事認為無須就有關結餘作出減值撥備，因為信貸質素並無重大變動且有關結餘仍被視為可悉數收回。

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21. TRADE RECEIVABLES (Continued)

As at 30 June 2017, included in the Group's trade receivables are amounts due from Mr. Pan and companies controlled by Mr. Pan aggregating to HK\$17,716,000 (2016: HK\$702,000). These receivables are repayable on credit terms similar to those offered to the major customers of the Group.

22. DUE FROM A RELATED COMPANY

Particulars of the amount due from a related party, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

| Name | 30 June 2017 | Maximum amount outstanding during the year | 1 July 2016 | Maximum amount outstanding during the prior year | 1 July 2015 |
|--------------------------------------|-----------------|--|----------------|--|----------------|
| 名稱 | 二零一七年 六月三十日 | 年內未償還 之最高金額 | 二零一六年 七月一日 | 過往年度 未償還之 最高金額 | 二零一五年 七月一日 |
| | 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 |
| Goldin Equities Limited* 高銀(證券)有限公司* | 1,910 | 1,952 | 1,910 | 2,956 | — |

* Mr. Pan, the controlling shareholder of the Company, is also the controlling shareholder of Goldin Equities Limited.

The amount due from a related party is unsecured, interest-free and has no fixed terms of repayment.

23. CASH AND BANK BALANCES

At the end of the reporting period, cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to approximately HK\$47,819,000 (2016: HK\$444,000). RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

21. 應收貿易賬款(續)

於二零一七年六月三十日，本集團應收貿易賬款包括應收潘先生及潘先生控制之公司的款項合共17,716,000港元(二零一六年：702,000港元)。該等應收款項須於與本集團給予主要客戶之相若信貸期內償還。

22. 應收一間關連公司款項

根據香港公司條例第383(1)(d)條及公司(披露董事利益資料)規則第三部分，應收一間關連公司款項之詳情如下：

* 本公司控股股東潘先生亦為高銀(證券)有限公司之控股股東。

應收一名關連人士之款項為無抵押、免息及無固定還款期。

23. 現金及銀行結餘

於報告期末，本集團以人民幣(「人民幣」)計值之現金及銀行結餘金額約達47,819,000港元(二零一六年：444,000港元)。人民幣不能自由兌換為其他貨幣。然而，根據中國內地之《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權經營外匯業務之銀行將人民幣兌換為其他貨幣。

銀行現金存款按照活期銀行存款之每日利率以浮息賺取利息。短期定期存款之年期不一，介乎一日至三個月，取決於本集團之即時現金需求，並按照各自之短期定期存款利率賺取利息。銀行結餘及存款存入信譽良好且近期無拖欠記錄之銀行。

24. TRADE PAYABLES

An aged analysis of the trade payables at the end of the reporting period, based on the invoice date, is as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--------------------|----------|----------------------------------|----------------------------------|
| Less than 121 days | 少於121天 | 442,042 | 621,799 |
| 121 to 150 days | 121至150天 | 146,422 | 7,274 |
| 181 to 365 days | 181至365天 | 822 | 84 |
| | | 589,286 | 629,157 |

Trade payables are non-interest-bearing and have credit periods ranging from 14 days to 150 days (2016: 14 days to 191 days).

25. ACCRUALS, OTHER PAYABLES AND RECEIPTS IN ADVANCE

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|------------|----------------------------------|----------------------------------|
| Accruals | 應計負債 | 79,043 | 49,831 |
| Other payables | 其他應付款 | 102,264 | 161,064 |
| Accruals and payables of construction costs | 應計負債及應付建築費 | 488,797 | 1,160,360 |
| Receipts in advance | 預收款項 | 9,395 | 4,574 |
| | | 679,499 | 1,375,829 |

Other payables are non-interest-bearing and have an average credit term of three months.

24. 應付貿易賬款

基於發票日期之應付貿易賬款於報告期末之賬齡分析如下：

應付貿易賬款為免息及擁有介乎14天至150天之信貸期(二零一六年：14天至191天)。

25. 應計負債、其他應付款及預收款項

其他應付款為不計息，平均信貸期為三個月。

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26. DUE TO RELATED COMPANIES, NON-CONTROLLING SHAREHOLDERS, THE IMMEDIATE HOLDING COMPANY AND THE CONTROLLING SHAREHOLDER

26. 應付關連公司、非控股股東、直接控股公司及控股股東款項

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--------------------------------------|----------------|----------------------------------|----------------------------------|
| Current: | 流動： | | |
| Due to related companies | 應付關連公司款項 (a) | 1,192,857 | 148,436 |
| Due to non-controlling shareholders | 應付非控股股東款項 (b) | 121,796 | — |
| Due to the immediate holding company | 應付直接控股公司款項 (c) | 570,435 | — |
| Non-current: | 非流動： | | |
| Due to the controlling shareholder | 應付一名控股股東款項 (d) | — | 734,192 |
| Due to a related company | 應付一間關連公司款項 (d) | — | 1,207,656 |
| | | — | 1,941,848 |

(a) The balance comprised amounts due to companies controlled by Mr. Pan and included: (i) HK\$10,009,000 (2016: HK\$133,115,000) which is unsecured, interest-free and has no fixed terms of repayment; (ii) HK\$14,810,000 (2016: HK\$15,321,000) which is unsecured, interest-free and repayable on 31 August 2017; and (iii) HK\$1,168,038,000 (2016: Nil) as further detailed in (d) below.

(b) The amounts due to non-controlling shareholders, which are also beneficially owned by Mr. Pan, of HK\$121,796,000 (2016: Nil) are unsecured, interest-free and have no fixed terms of repayment.

(c) The amount due to the immediate holding company is unsecured, interest-free and repayable on demand.

(a) 結餘包括應付潘先生所控制之公司款項，並包括：(i)無抵押、免息且無固定還款期的10,009,000港元(二零一六年：133,115,000港元)；(ii)無抵押、免息及須於二零一七年八月三十一日償還的14,810,000港元(二零一六年：15,321,000港元)；及(iii)於下文(d)項進一步詳述的1,168,038,000港元(二零一六年：無)。

(b) 應付非控股股東(其亦由潘先生實益擁有)款項121,796,000港元(二零一六年：無)為無抵押、免息且並無固定還款期。

(c) 應付直接控股公司款項為無抵押、免息及按要求償還。

26. DUE TO RELATED COMPANIES, NON-CONTROLLING SHAREHOLDERS, THE IMMEDIATE HOLDING COMPANY AND THE CONTROLLING SHAREHOLDER

(Continued)

- (d) The balances as at 30 June 2016 represented the considerations payable to Mr. Pan and Prosper Giant Investments Limited ("Prosper Giant"), a company controlled by Mr. Pan, for the acquisitions of 100% equity interests in Treasure Channel Holdings Limited and Goldin Logistics Holdings Limited, respectively, during the year ended 30 June 2016. Further details about the acquisitions are set out in note 35 to the financial statements. As at 30 June 2016, the balances were unsecured, interest-free and Mr. Pan had confirmed that he would not demand repayment of the considerations from the Group before 30 June 2017.

The outstanding balance of the above considerations of HK\$1,168,038,000 due to Prosper Giant as at 30 June 2017 was unsecured, interest-free and repayable on demand, which was reclassified and included as a current liability in (a) above.

26. 應付關連公司、非控股股東、直接控股公司及控股股東款項(續)

- (d) 於二零一六年六月三十日之結餘指截至二零一六年六月三十日止年度分別收購Treasure Channel Holdings Limited及高銀物流控股有限公司全部股本權益之應付代價予潘先生及由潘先生控制的Prosper Giant Investments Limited (「Prosper Giant」)。有關該等收購之進一步詳情載於財務報表附註35。於二零一六年六月三十日，結餘為無抵押及免息，而潘先生已確認彼將不會要求本集團於二零一七年六月三十日前償還代價。

上述於二零一七年六月三十日應付Prosper Giant的未償還代價結餘1,168,038,000港元為無抵押、免息及按要求償還，其分類作及納入上文(a)項之流動負債。

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27. INTEREST-BEARING BANK BORROWINGS

27. 計息銀行借貸

| | 2017 二零一七年 | | | 2016 二零一六年 | | |
|--|--|---------------------------------------|--------------------|--------------------------------------|------------------------------|-----------------|
| | Contractual interest rate 合約利率 | Maturity 到期日 | HK\$'000 千港元 | Contractual interest rate 合約利率 | Maturity 到期日 | HK\$'000 千港元 |
| Unsecured bank overdrafts (note a) 無抵押銀行透支(附註a) | 3 months EURIBOR + 3.5% 三個月歐洲 銀行同業拆息 +3.5% | On demand 按要求 | 1,068 | 3 months EURIBOR + 3.5% | On demand 按要求 | 819 |
| Secured bank loan (note b) 有抵押銀行貸款(附註b) | 3 months HIBOR + 2.6% 三個月香港 銀行同業拆息 +2.6% | 2020-2022 二零二零年至 二零二二年 | 7,979,281 | 3 months HIBOR + 2.8% | 2016 二零一六年 | 6,079,158 |
| Secured bank loan (note c) 有抵押銀行貸款(附註c) | 3 months HIBOR + 2.2% 三個月香港 銀行同業拆息 +2.2% | 2021 二零二一年 | 3,215,060 | 6 months HIBOR + 1.7% | 2017 二零一七年 | 3,191,609 |
| Secured bank loan (note d) 有抵押銀行貸款(附註d) | 3 months HIBOR + 2.6% 三個月香港 銀行同業拆息 +2.6% | 2018 二零一八年 | 3,142,185 | — | — | — |
| Unsecured bank loans (note e) 無抵押銀行貸款(附註e) | 2.35%-4.6% | 2017-2019 二零一七年至 二零一九年 | 1,119 | 2.55%-4.6% | 2017-2019 二零一七年至 二零一九年 | 1,358 |
| | | | 14,338,713 | | | 9,272,944 |
| Analysed into bank loans repayable: 分析為於以下期間償還之銀行貸款： | | | | | | |
| Within one year or on demand 於一年內或按要求 | | | 3,144,118 | | | 9,272,524 |
| In the second year 第二年 | | | 59,419 | | | 175 |
| In the third to fifth years, inclusive 第三年至第五年(包括首尾兩年) | | | 11,135,176 | | | 245 |
| | | | 14,338,713 | | | 9,272,944 |
| Less: Amounts due with one year included under current liabilities 減：計入流動負債之一年內到期之 款項 | | | (3,144,118) | | | (9,272,524) |
| Amounts included under non-current liabilities 計入非流動負債之款項 | | | 11,194,595 | | | 420 |

27. INTEREST-BEARING BANK BORROWINGS (Continued)

Notes:

- (a) The overdraft facilities as at 30 June 2017 and 30 June 2016 were denominated in Euros.
- (b) The bank facility in the amount of HK\$8,500,000,000 (2016: HK\$6,400,000,000) was granted by a bank to a 60%-owned subsidiary, Smart Edge, which holds the Group's investment property. Mr. Pan is beneficially interested in the remaining 40% of the issued share capital of Smart Edge.

The bank facility is secured by, among other things, the following:

- (i) a mortgage over the entire share capital of Smart Edge;
- (ii) a pledge over the investment property with an aggregate carrying value of HK\$15,300,000,000 (2016: HK\$12,500,000,000) at 30 June 2017 (note 14) and all financial benefits relating to the leases and sales of the investment property, together with the bank accounts used for the collection of the related receivables;
- (iii) a corporate guarantee given by the Company for an amount up to 60% of the outstanding bank borrowing; and
- (iv) a personal guarantee given by Mr. Pan for an amount up to 40% of the outstanding bank borrowing.
- (c) The bank facility in the amount of HK\$7,191,000,000 (2016: HK\$3,191,609,000) was granted by a bank to a 60%-owned subsidiary, Gold Topmont, which holds certain properties under development. Mr. Pan is beneficially interested in the remaining 40% of the issued share capital of Gold Topmont.

The bank facility is secured by, among other things, the following:

- (i) a mortgage over the entire share capital of Gold Topmont;
- (ii) a pledge over the properties under development with an aggregate carrying value of HK\$6,755,714,000 (2016: HK\$6,520,983,000) at 30 June 2017 (note 19);
- (iii) a corporate guarantee given by the Company for an amount up to 60% of the outstanding bank borrowing; and
- (iv) a personal guarantee given by Mr. Pan for an amount up to 40% of the outstanding bank borrowing.

27. 計息銀行借貸(續)

附註：

- (a) 於二零一七年六月三十日及二零一六年六月三十日，透支信貸以歐元計值。
- (b) 8,500,000,000港元(二零一六年：6,400,000,000港元)之銀行信貸由一間銀行授予一間擁有60%權益之附屬公司賜譽，其持有本集團的投資物業。潘先生實益擁有賜譽之餘下40%已發行股本。

該銀行信貸通過以(其中包括)下列各項作抵押：

- (i) 賜譽全部股本之按揭；
- (ii) 於二零一七年六月三十日，賬面總值為15,300,000,000港元(二零一六年：12,500,000,000港元)之投資物業(附註14)及所有有關投資物業租賃及銷售的財務收益，連同用以收取有關應收款項的銀行賬戶之抵押；
- (iii) 本公司提供之企業擔保，金額最高達未清償銀行借貸之60%；及
- (iv) 潘先生提供之個人擔保，金額最高達未清償銀行借貸之40%。
- (c) 7,191,000,000港元(二零一六年：3,191,609,000港元)之銀行信貸由一間銀行授予一間擁有60%權益之附屬公司金駿，其持有若干發展中物業。潘先生實益擁有金駿之餘下40%已發行股本。

該銀行信貸以(其中包括)下列各項作抵押：

- (i) 金駿全部股本之按揭；
- (ii) 於二零一七年六月三十日，賬面總值為6,755,714,000港元(二零一六年：6,520,983,000港元)之發展中物業之抵押(附註19)；
- (iii) 本公司提供之企業擔保，金額最高達未清償銀行借貸之60%；及
- (iv) 潘先生提供之個人擔保，金額最高達未清償銀行借貸之40%。

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27. INTEREST-BEARING BANK BORROWINGS (Continued)

Notes: (Continued)

- (d) The bank facility in the amount of HK\$3,146,185,000 (2016: Nil) was granted by a bank to a 50.1%-owned subsidiary, Gold Brilliant, which holds certain properties under development. Mr. Pan is beneficially interested in the 33.4% of the issued share capital of Gold Brilliant.

The bank facility is secured by, among other things, the following:

- (i) a pledge over the investment property with an aggregate carrying value of HK\$15,300,000,000 (2016: Nil) at 30 June 2017 (note 14);
- (ii) a corporate guarantee given by the Company for an amount up to 50.1% of the outstanding bank borrowing; and
- (iii) a personal guarantee given by Mr. Pan for an amount up to 33.4% of the outstanding bank borrowing.
- (e) The carrying amounts of bank borrowings as at 30 June 2017 and 2016 were denominated in Euros.

28. LOAN FROM A RELATED COMPANY

The balance represented a loan drawn from a loan facility (the "Facility") granted by a company wholly owned by Mr. Pan. The loan is unsecured, bears interest at 8.5% per annum payable semi-annually, and is not repayable before 31 December 2019. The total loan facility under the Facility is USD500 million (equivalent to approximately HK\$3,875 million) and as at 30 June 2017, the amount unutilised is approximately HK\$3,357 million.

29. LOAN FROM A NON-CONTROLLING SHAREHOLDER

The balance is unsecured, non-interest bearing and is not repayable within one year.

27. 計息銀行借貸(續)

附註：(續)

- (d) 3,146,185,000港元(二零一六年：無)之銀行信貸由一間銀行授予一間擁有50.1%權益之附屬公司高銓，其持有若干發展中物業。潘先生實益擁有高銓之33.4%已發行股本。

該銀行信貸以(其中包括)下列各項作抵押：

- (i) 於二零一七年六月三十日，賬面總值為15,300,000,000港元(二零一六年：無)之投資物業(附註14)之抵押；
- (ii) 本公司提供之企業擔保，金額最高達未清償銀行借貸之50.1%；及
- (iii) 潘先生提供之個人擔保，金額最高達未清償銀行借貸之33.4%。
- (e) 於二零一七年及二零一六年六月三十日，銀行借貸之賬面值以歐元計值。

28. 由一間關連公司提供之貸款

結餘指自潘先生全資擁有的一間公司提供之貸款融資(「融資」)提收的貸款。該貸款並無抵押，須按年利率8.5厘計息(須每半年繳付)及毋須於二零一九年十二月三十一日前償還。融資項下的貸款融資總額為500,000,000美元(相等於約3,875,000,000港元)，而於二零一七年六月三十日，未動用金額約為3,357,000,000港元。

29. 由一名非控股股東提供之貸款

結餘為無抵押、免息且毋須於一年內償還。

30. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

| | | Depreciation allowance in excess of related depreciation 超出相關折舊之折舊免稅額 HK\$'000 千港元 | Fair value adjustments arising from acquisition of a subsidiary 收購一間附屬公司導致之公平值調整 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|-----------------------|---|--|--------------------------------|
| At 1 July 2015 | 於二零一五年七月一日 | 369 | 19,575 | 19,944 |
| Credited to profit or loss during the year | 年內計入損益 | (2) | — | (2) |
| Exchange realignment | 匯兌調整 | — | 32 | 32 |
| At 30 June 2016 and 1 July 2016 | 於二零一六年六月三十日及二零一六年七月一日 | 367 | 19,607 | 19,974 |
| Charged to profit or loss during the year | 年內列支損益 | 56,685 | — | 56,685 |
| Exchange realignment | 匯兌調整 | — | 682 | 682 |
| At 30 June 2017 | 於二零一七年六月三十日 | 57,052 | 20,289 | 77,341 |

Deferred tax assets

| | | Losses available for offsetting against future taxable profit 可用於抵銷未來應課稅溢利之虧損 HK\$'000 千港元 |
|--|---------------------------------|---|
| At 1 July 2015, 30 June 2016 and 1 July 2016 | 於二零一五年七月一日、二零一六年六月三十日及二零一六年七月一日 | — |
| Credited to profit or loss during the year | 年內計入損益 | 71,840 |
| At 30 June 2017 | 於二零一七年六月三十日 | 71,840 |

30. 遞延稅項

年內之遞延稅項負債及資產變動如下：

遞延稅項負債

| | | Depreciation allowance in excess of related depreciation 超出相關折舊之折舊免稅額 HK\$'000 千港元 | Fair value adjustments arising from acquisition of a subsidiary 收購一間附屬公司導致之公平值調整 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|-----------------------|---|--|--------------------------------|
| At 1 July 2015 | 於二零一五年七月一日 | 369 | 19,575 | 19,944 |
| Credited to profit or loss during the year | 年內計入損益 | (2) | — | (2) |
| Exchange realignment | 匯兌調整 | — | 32 | 32 |
| At 30 June 2016 and 1 July 2016 | 於二零一六年六月三十日及二零一六年七月一日 | 367 | 19,607 | 19,974 |
| Charged to profit or loss during the year | 年內列支損益 | 56,685 | — | 56,685 |
| Exchange realignment | 匯兌調整 | — | 682 | 682 |
| At 30 June 2017 | 於二零一七年六月三十日 | 57,052 | 20,289 | 77,341 |

遞延稅項資產

| | | Losses available for offsetting against future taxable profit 可用於抵銷未來應課稅溢利之虧損 HK\$'000 千港元 |
|--|---------------------------------|---|
| At 1 July 2015, 30 June 2016 and 1 July 2016 | 於二零一五年七月一日、二零一六年六月三十日及二零一六年七月一日 | — |
| Credited to profit or loss during the year | 年內計入損益 | 71,840 |
| At 30 June 2017 | 於二零一七年六月三十日 | 71,840 |

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30. DEFERRED TAX (Continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|----------------------|----------------------------------|----------------------------------|
| Net deferred tax assets recognised in the consolidated statement of financial position | 於綜合財務狀況報表確認的遞延稅項資產淨額 | 15,155 | — |
| Net deferred tax liabilities recognised in the consolidated statement of financial position | 於綜合財務狀況報表確認的遞延稅項負債淨額 | (20,656) | (19,974) |
| | | (5,501) | (19,974) |

The Group has tax losses arising in Hong Kong of HK\$1,227,946,000 (2016: HK\$645,601,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. These tax losses as at 30 June 2017 and 30 June 2016 are subject to approval of the Hong Kong Inland Revenue Department. The Group also has tax losses arising from overseas operations of HK\$124,262,000 (2016: HK\$172,553,000), subject to approval of the relevant tax bureaus, that are available for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have been recognised in respect of tax losses of HK\$435,395,000 as at 30 June 2017 (2016: Nil). Deferred tax assets have not been recognised in respect of the remaining amount of tax losses of HK\$916,813,000 (2016: HK\$818,154,000), as it is not considered probable that there would be sufficient future taxable profits to utilise such amount.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable to withholding taxes on dividends distributed by the subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

30. 遞延稅項(續)

為作呈列用途，若干遞延稅項資產及負債已於綜合財務狀況報表被抵銷。本集團遞延稅項結餘分析如下，供財務申報之用：

本集團於香港產生之稅項虧損1,227,946,000港元(二零一六年：645,601,000港元)，可無限期用於抵銷出現虧損公司之未來應課稅溢利。於二零一七年六月三十日及二零一六年六月三十日之該等稅項虧損須經香港政府稅務局批准。本集團亦自海外業務產生稅項虧損124,262,000港元(二零一六年：172,553,000港元)，可用於抵銷出現虧損公司之未來應課稅溢利，惟須經相關稅務局批准。於二零一七年六月三十日已就稅項虧損435,395,000港元(二零一六年：無)確認遞延稅項資產。並無就稅項虧損餘下金額916,813,000港元(二零一六年：818,154,000港元)確認遞延稅項資產，此乃由於考慮到不大可能出現足夠未來稅項溢利以動用該等金額。

根據中國企業所得稅法，於中國內地成立之外商投資企業向外國投資者宣派股息須按10%徵收預扣稅。此規定由二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後之盈利。倘中國內地與外國投資者之司法權區有簽訂相關稅務協議，則可運用較低預扣稅率。就本集團而言，適用稅率為10%。因此，本集團有責任就於中國內地成立之附屬公司於二零零八年一月一日起產生之盈利所分派之股息繳付預扣稅。

30. DEFERRED TAX (Continued)

At 30 June 2017 and 2016, no deferred tax has been recognised for withholding taxes payable on the unremitted earnings of the Group's subsidiaries established in Mainland China that are subject to withholding taxes. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with an investment in a subsidiary in Mainland China for which deferred tax liabilities have not been recognised totalled HK\$492,295,000 as at 30 June 2017 (2016: HK\$430,169,000).

31. SHARE CAPITAL**Ordinary shares**

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|--|----------------------------------|----------------------------------|
| Authorised: | 法定： | | |
| 11,000,000,000 ordinary shares of HK\$0.10 each | 11,000,000,000股每股面值0.10港元之普通股 | 1,100,000 | 1,100,000 |
| Issued and fully paid: | 已發行及繳足股款： | | |
| 6,990,651,992 (2016: 6,989,651,992) ordinary shares of HK\$0.10 each | 6,990,651,992股(二零一六年：6,989,651,992股)每股面值0.10港元之普通股 | 699,065 | 698,965 |

30. 遞延稅項(續)

於二零一七年及二零一六年六月三十日，概無就在中國內地成立應繳納預扣稅之本集團附屬公司之未匯付盈利之應繳預扣稅而確認任何遞延稅項。董事認為，在可見未來，該等附屬公司將不大可能分派此等盈利。於二零一七年六月三十日，有關投資中國內地一家附屬公司且尚未確認遞延稅項負債之臨時差異總額達492,295,000港元(二零一六年：430,169,000港元)。

31. 股本**普通股**

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31. SHARE CAPITAL (Continued)

Ordinary shares (Continued)

Movements in the Company's issued share capital are as follows:

| | | Note | Number of shares in issue 已發行股份數目 | Share capital 股本 HK\$'000 千港元 | Share premium account 股份溢價賬 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-----------------------|------|--------------------------------------|--|---|--------------------------------|
| At 1 July 2015 | 於二零一五年七月一日 | | 6,982,131,992 | 698,213 | 6,350,069 | 7,048,282 |
| Issue of shares upon exercise of share options, net of expenses | 行使購股權時發行股份，扣除開支 | (a) | 7,520,000 | 752 | 7,741 | 8,493 |
| Release of reserve upon exercise of share options | 行使購股權時自儲備轉撥 | (a) | — | — | 3,882 | 3,882 |
| At 30 June 2016 and 1 July 2016 | 於二零一六年六月三十日及二零一六年七月一日 | | 6,989,651,992 | 698,965 | 6,361,692 | 7,060,657 |
| Issue of shares upon exercise of share options, net of expenses | 行使購股權時發行股份，扣除開支 | (a) | 1,000,000 | 100 | 550 | 650 |
| Release of reserve upon exercise of share options | 行使購股權時自儲備轉撥 | (a) | — | — | 293 | 293 |
| At 30 June 2017 | 於二零一七年六月三十日 | | 6,990,651,992 | 699,065 | 6,362,535 | 7,061,600 |

Note:

- (a) During the year ended 30 June 2017, the subscription rights attaching to 1,000,000 (2016: 7,520,000) share options were exercised at the subscription price of HK\$0.654 per share (2016: HK\$0.652 per share for 2,050,000 share options, HK\$0.654 per share for 4,000,000 share options and HK\$3.098 per share for 1,470,000 share options), resulting in the issue of 1,000,000 (2016: 7,520,000) shares of HK\$0.10 each. The gross cash consideration amounted to HK\$654,000 (2016: HK\$8,507,000) and the related issue expense was HK\$4,000 (2016: HK\$14,000). A share option reserve of HK\$293,000 (2016: HK\$3,882,000) was released to the share premium account.

Share options

Details of the Company's share option schemes and the share options issued under the schemes are included in note 32 to the financial statements.

31. 股本(續)

普通股(續)

本公司已發行股本之變動如下：

| | | Note | Number of shares in issue 已發行股份數目 | Share capital 股本 HK\$'000 千港元 | Share premium account 股份溢價賬 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-----------------------|------|--------------------------------------|--|---|--------------------------------|
| At 1 July 2015 | 於二零一五年七月一日 | | 6,982,131,992 | 698,213 | 6,350,069 | 7,048,282 |
| Issue of shares upon exercise of share options, net of expenses | 行使購股權時發行股份，扣除開支 | (a) | 7,520,000 | 752 | 7,741 | 8,493 |
| Release of reserve upon exercise of share options | 行使購股權時自儲備轉撥 | (a) | — | — | 3,882 | 3,882 |
| At 30 June 2016 and 1 July 2016 | 於二零一六年六月三十日及二零一六年七月一日 | | 6,989,651,992 | 698,965 | 6,361,692 | 7,060,657 |
| Issue of shares upon exercise of share options, net of expenses | 行使購股權時發行股份，扣除開支 | (a) | 1,000,000 | 100 | 550 | 650 |
| Release of reserve upon exercise of share options | 行使購股權時自儲備轉撥 | (a) | — | — | 293 | 293 |
| At 30 June 2017 | 於二零一七年六月三十日 | | 6,990,651,992 | 699,065 | 6,362,535 | 7,061,600 |

附註：

- (a) 於截至二零一七年六月三十日止年度，1,000,000份(二零一六年：7,520,000份)購股權附帶之認購權乃按認購價每股0.654港元(二零一六年：2,050,000份購股權按認購價每股0.652港元，4,000,000份購股權按認購價每股0.654港元及1,470,000份購股權按認購價每股3.098港元)行使，導致發行1,000,000股(二零一六年：7,520,000股)每股面值0.10港元之股份。總現金代價為654,000港元(二零一六年：8,507,000港元)，而相關發行開支為4,000港元(二零一六年：14,000港元)。購股權儲備293,000港元(二零一六年：3,882,000港元)乃撥入股份溢價賬。

購股權

本公司購股權計劃及根據該等計劃所發行購股權之詳情載於財務報表附註32。

32. SHARE OPTION SCHEMES

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants thereunder for their contribution to the Group and/or enabling the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds an equity interest ("Invested Entity"). Eligible participants of the schemes include the Company's directors, employees and other eligible participants providing similar services, suppliers of goods or services, customers, shareholders, business partners and professional advisers of the Company or any Invested Entities. A share option scheme became effective on 29 January 2004 and was terminated on 21 November 2013 (the "2004 Scheme"). A new share option scheme was adopted and became effective on 21 November 2013 (the "2013 Scheme"). Unless otherwise cancelled or amended, the 2013 Scheme will remain in force for ten years from the effective date.

The maximum number of shares which could be issued upon exercise of all share options to be granted under the 2004 Scheme and the 2013 Scheme (collectively the "Schemes") was 332,090,952 and 697,499,199, respectively, being an amount equivalent, upon their exercise, to 10% of the shares in issue of the Company on the date on which the shareholders of the Company approving the respective schemes. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting. The maximum number of shares issuable under the share options to each eligible participant under the Schemes within any 12-month period, is limited to 1% of the shares of the Company in issue at any time.

Share options granted to a director, chief executive or the controlling 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 share options granted to the controlling shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's share at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting. The offer of a grant of share option may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee.

32. 購股權計劃

本公司設有購股權計劃，旨在鼓勵及獎勵合資格參與者為本集團作出之貢獻及／或令本集團能夠招攬及保留優秀僱員，並吸引對本集團及本集團持有任何股本權益之任何實體（「接受投資實體」）具有價值之人力資源。該等計劃之合資格參與者包括本公司或任何接受投資實體之董事、僱員及其他提供類似服務的合資格參與者、貨品或服務供應商、客戶、股東、業務合作夥伴及專業顧問。購股權計劃於二零零四年一月二十九日生效，並於二零一三年十一月二十一日終止（「二零零四年計劃」）。一項新購股權計劃已於二零一三年十一月二十一日獲採納及生效（「二零一三年計劃」）。除非被取消或修訂，二零一三年計劃由生效日期起十年內有效。

因行使根據二零零四年計劃及二零一三年計劃（統稱「該等計劃」）授出之所有購股權而可能發行之最高股份數目分別為332,090,952股及697,499,199股，（於購股權獲行使時）相當於本公司於本公司股東批准各自計劃當日已發行股份之10%。進一步授出超過本限制之購股權須經股東於股東大會上批准。於任何十二個月期間，按照購股權可發行予該等計劃各合資格參與者之最高股份數目，均以本公司任何時間已發行股份之1%為限。

授予本公司董事、最高行政人員或控股股東或彼等任何聯繫人士之購股權，須事先經獨立非執行董事批准。此外，於任何十二個月期間，向本公司控股股東或獨立非執行董事或彼等任何聯繫人士授出之任何購股權超過本公司於任何時間已發行股份之0.1%或總面值（按本公司股份於授出當日之股價計算）超過5,000,000港元，須事先經股東於股東大會上批准。授出購股權之建議可自建議當日起28日內接受，惟承授人須支付合共1港元之象徵式代價。

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32. SHARE OPTION SCHEMES (Continued)

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the 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 the offer; and (iii) the nominal value of a share of the Company.

Share options do not confer the rights on the holders to dividends or to vote at shareholders' meetings.

2004 Scheme

Under the 2004 Scheme, options were granted to eligible participants and there were outstanding (but not yet exercised) options to subscribe for a total of 25,350,000 shares as at 30 June 2017, representing approximately 0.4% of the issued share capital as at that date. Following the termination of the 2004 Scheme in November 2013, no further options may be granted under the 2004 Scheme. The outstanding options granted under the 2004 Scheme shall continue to be valid and subject to the provisions of the 2004 Scheme and Chapter 17 of the Listing Rules.

The following share options were outstanding during the year:

| | | 2017 二零一七年 | | 2016 二零一六年 | |
|---------------------------|-------|--|----------------------|--|----------------------|
| | | Weighted average exercise price per share | Number of options | Weighted average exercise price per share | Number of options |
| | | 每股加權平均 行使價 | 購股權數目 | 每股加權平均 行使價 | 購股權數目 |
| | | HK\$ | '000 | HK\$ | '000 |
| | | 港元 | 千份 | 港元 | 千份 |
| At beginning of the year | 於年初 | 0.653 | 26,350 | 0.653 | 32,400 |
| Exercised during the year | 於年內行使 | 0.654 | (1,000) | 0.653 | (6,050) |
| At end of the year | 於年末 | 0.653 | 25,350 | 0.653 | 26,350 |

32. 購股權計劃(續)

購股權之行使價可由董事釐定，但不得少於(i)本公司股份於購股權建議日期在聯交所之收市價；(ii)本公司股份於緊接建議日期前五個交易日在聯交所之平均收市價；及(iii)本公司股份之面值三者中之最高者。

購股權並無賦予持有人收取股息或在股東會議上投票之權利。

二零零四年計劃

根據二零零四年計劃，購股權已授予合資格參與者，而於二零一七年六月三十日，已發行(但尚未行使)之購股權可認購合共25,350,000股股份，佔該日之已發行股本約0.4%。在二零零四年計劃於二零一三年十一月終止後，概不得根據二零零四年計劃授出任何其他購股權。根據二零零四年計劃授出之尚未行使購股權應繼續生效，並受二零零四年計劃及上市規則第17章之條文所約束。

以下購股權於年內尚未行使：

32. SHARE OPTION SCHEMES (Continued)**2004 Scheme (Continued)**

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

30 June 2017

| Number of options 購股權數目 '000 千份 | Exercise price per share* 每股行使價* HK\$ 港元 | Exercise period 行使期 |
|--|---|------------------------|
| 3,000 | 0.654 | 22/07/2009–21/07/2019 |
| 1,000 | 0.654 | 22/01/2010–21/07/2019 |
| 5,205 | 0.652 | 23/01/2010–22/07/2019 |
| 1,000 | 0.654 | 22/01/2011–21/07/2019 |
| 5,205 | 0.652 | 23/01/2011–22/07/2019 |
| 3,000 | 0.654 | 22/01/2012–21/07/2019 |
| 6,940 | 0.652 | 23/01/2012–22/07/2019 |
| 25,350 | | |

30 June 2016

二零一六年六月三十日

| Number of options 購股權數目 '000 千份 | Exercise price per share* 每股行使價* HK\$ 港元 | Exercise period 行使期 |
|--|---|------------------------|
| 3,000 | 0.654 | 22/07/2009–21/07/2019 |
| 1,000 | 0.654 | 22/01/2010–21/07/2019 |
| 5,205 | 0.652 | 23/01/2010–22/07/2019 |
| 2,000 | 0.654 | 22/01/2011–21/07/2019 |
| 5,205 | 0.652 | 23/01/2011–22/07/2019 |
| 3,000 | 0.654 | 22/01/2012–21/07/2019 |
| 6,940 | 0.652 | 23/01/2012–22/07/2019 |
| 26,350 | | |

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32. SHARE OPTION SCHEMES (Continued)

2004 Scheme (Continued)

The vesting period of the share options is from the date of grant until the commencement of the exercise period.

* The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Company's share capital.

During the year ended 30 June 2017, 1,000,000 (2016: 6,050,000) share options were exercised which resulted in the issue of 1,000,000 (2016: 6,050,000) ordinary shares of the Company and new share capital of HK\$100,000 (2016: HK\$605,000) and share premium of HK\$554,000 (2016: HK\$3,348,000) (before issue expenses), as further detailed in note 31 to the financial statements.

2013 Scheme

Under the 2013 Scheme, options were granted to eligible participants and there were outstanding (but not yet exercised) options to subscribe for a total of 134,900,000 shares as at 30 June 2017, representing approximately 1.9% of the issued share capital as at that date.

The following share options were outstanding during the year:

| | | 2017 二零一七年 | | 2016 二零一六年 | |
|---------------------------|-------|--|----------------------|--|----------------------|
| | | Weighted average exercise price per share | Number of options | Weighted average exercise price per share | Number of options |
| | | 每股加權平均 行使價 | 購股權數目 | 每股加權平均 行使價 | 購股權數目 |
| | | HK\$ | '000 | HK\$ | '000 |
| | | 港元 | 千份 | 港元 | 千份 |
| At beginning of the year | 於年初 | 3.098 | 136,530 | 3.098 | 138,550 |
| Exercised during the year | 於年內行使 | — | — | 3.098 | (1,470) |
| Lapsed during the year | 於年內失效 | 3.098 | (1,630) | 3.098 | (550) |
| At end of the year | 於年末 | 3.098 | 134,900 | 3.098 | 136,530 |

32. 購股權計劃(續)

二零零四年計劃(續)

該等購股權之歸屬期為授出日期起至行使期開始時。

* 如本公司進行供股或紅利發行或其股本出現其他類似變動，購股權行使價須予調整。

於截至二零一七年六月三十日止年度有1,000,000份(二零一六年: 6,050,000份)購股權獲行使，導致本公司發行1,000,000股(二零一六年: 6,050,000股)普通股，並產生新股本100,000港元(二零一六年: 605,000港元)及股份溢價554,000港元(二零一六年: 3,348,000港元)(未扣除發行開支)，進一步詳情載於財務報表附註31。

二零一三年計劃

根據二零一三年計劃，購股權已授予合資格參與者，而於二零一七年六月三十日，發行在外(但尚未行使)之購股權可認購合共134,900,000股股份，佔該日之已發行股本約1.9%。

以下購股權於年內尚未行使：

32. SHARE OPTION SCHEMES (Continued)**2013 Scheme (Continued)**

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

30 June 2017

| Number of options 購股權數目 '000 千份 | Exercise price per share* 每股行使價* HK\$ 港元 | Exercise period 行使期 |
|--|---|------------------------|
| 39,056 | 3.098 | 18/07/2015–17/07/2024 |
| 41,076 | 3.098 | 18/07/2016–17/07/2024 |
| 54,768 | 3.098 | 18/07/2017–17/07/2024 |
| 134,900 | | |

30 June 2016

| Number of options 購股權數目 '000 千份 | Exercise price per share* 每股行使價* HK\$ 港元 | Exercise period 行使期 |
|--|---|------------------------|
| 39,545 | 3.098 | 18/07/2015–17/07/2024 |
| 41,565 | 3.098 | 18/07/2016–17/07/2024 |
| 55,420 | 3.098 | 18/07/2017–17/07/2024 |
| 136,530 | | |

The vesting period of the share options is from the date of grant until the commencement of the exercise period.

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

32. 購股權計劃(續)**二零一三年計劃(續)**

於報告期末尚未行使之購股權之行使價及行使期如下：

二零一七年六月三十日**二零一六年六月三十日**

該等購股權之歸屬期為授出日期起至行使期開始時。

* 如本公司進行供股或紅利發行或其股本出現其他類似變動，購股權行使價須予調整。

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32. SHARE OPTION SCHEMES (Continued)

2013 Scheme (Continued)

The fair value of the equity-settled share options granted on 18 July 2014 was estimated by Jones Lang LaSalle Corporate Appraisal and Advisory 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 was HK\$194,451,000, of which the Group recognised a share option expense of HK\$28,661,000 (2016: HK\$59,222,000) during the year ended 30 June 2017. The following table lists the inputs to the model used:

| | |
|---|--------------|
| Grant date | 18 July 2014 |
| Dividend yield (%) | N/A |
| Expected volatility (%) | 48.25 |
| Risk-free interest rate (%) | 2.565 |
| Expected life of options (year) | 10 |
| Weighted average share price (HK\$ per share) | 3.05 |

The expected life of the options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur.

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

During the year ended 30 June 2016, 1,470,000 share options were exercised which resulted in the issue of 1,470,000 ordinary shares of the Company and new share capital of approximately HK\$147,000 and share premium of HK\$4,407,000 (before issue expenses), as further detailed in note 31 to the financial statements.

At the end of the reporting period, the Company had 25,350,000 and 134,900,000 share options outstanding under the 2004 Scheme and 2013 Scheme, respectively. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 160,250,000 additional ordinary shares of the Company and additional share capital of HK\$16,025,000 and share premium of HK\$418,439,000 (before issue expenses).

32. 購股權計劃(續)

二零一三年計劃(續)

於二零一四年七月十八日授出並以權益結算之購股權，其公平值乃由獨立專業合資格估值師仲量聯行企業評估及諮詢有限公司根據所授購股權之條款及條件採用二項式購股權定價模型估算。年內所授出以權益結算購股權之公平值為194,451,000港元，其中本集團於截至二零一七年六月三十日止年度確認28,661,000港元(二零一六年：59,222,000港元)之購股權支出。下表列示該模型所採用之輸入數據：

| | |
|--------------|------------|
| 授出日期 | 二零一四年七月十八日 |
| 股息收益(%) | 不適用 |
| 預計波幅(%) | 48.25 |
| 無風險利率(%) | 2.565 |
| 購股權預期年期(年) | 10 |
| 加權平均股價(每股港元) | 3.05 |

購股權預期年期乃根據過往三年之歷史數據計算，因此未必代表可能出現之行使模式。

預計波幅反映歷史波幅代表未來趨勢之假設，亦未必為實際結果。

計量公平值時並未納入所授購股權之其他特徵。

於截至二零一六年六月三十日止年度有1,470,000份購股權獲行使，導致本公司發行1,470,000股普通股並產生新股本約147,000港元及股份溢價4,407,000港元(未扣除發行開支)，進一步詳情載於財務報表附註31。

於報告期末，本公司根據二零零四年計劃及二零一三年計劃分別擁有25,350,000份及134,900,000份尚未行使之購股權。悉數行使餘下購股權將導致本公司在現有股本架構下額外發行160,250,000股本公司普通股及額外股本為16,025,000港元及股份溢價為418,439,000港元(扣除發行開支前)。

32. SHARE OPTION SCHEMES (Continued)**2013 Scheme (Continued)**

At date of approval of these financial statements, the Company had 25,350,000 share options and 134,900,000 share options outstanding under the 2004 Scheme and 2013 Scheme, respectively, which represented approximately 2.3% of the Company's shares in issue as at that date.

33. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

34. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

Smart Edge

| | | 2017 二零一七年 | 2016 二零一六年 |
|---|-----------------|----------------------------------|----------------------------------|
| Percentage of equity interest held by non-controlling interests | 非控股權益持有之股本權益百分比 | 40% | 40% |
| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
| Profit for the year attributable to non-controlling interests | 非控股權益應佔年度溢利 | 928,184 | 611,512 |
| Accumulated balances of non-controlling interests at the reporting date | 於報告日期之非控股權益累計結餘 | 4,885,994 | 3,957,810 |

32. 購股權計劃(續)**二零一三年計劃(續)**

於批准此等財務報表日期，本公司根據二零零四年計劃及二零一三年計劃分別擁有25,350,000份及134,900,000份尚未行使之購股權，其佔本公司於該日已發行股份約2.3%。

33. 儲備

本集團於當前及過往年度之儲備金額及其變動呈列於綜合權益變動表內。

34. 有重大非控股權益之非全資附屬公司

有重大非控股權益之本集團附屬公司詳情載列如下：

賜譽

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34. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

Smart Edge (Continued)

The following tables illustrate the summarised financial information of the above subsidiary, Smart Edge. The amounts disclosed are before any inter-company eliminations:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|------------------|----------------------------------|----------------------------------|
| Revenue | 收益 | 57,121 | — |
| Other income | 其他收入 | 202,818 | — |
| Change in fair value of an investment property | 投資物業之公平值變動 | 2,321,708 | 1,549,181 |
| Total expenses | 總開支 | (261,187) | (20,400) |
| Profit for the year | 年內溢利 | 2,320,460 | 1,528,781 |
| Total comprehensive income for the year | 年內全面收益總額 | 2,320,460 | 1,528,781 |
| Current assets | 流動資產 | 5,427,732 | 3,391,964 |
| Non-current assets | 非流動資產 | 15,384,982 | 12,909,136 |
| Current liabilities | 流動負債 | (520,038) | (6,406,573) |
| Non-current liabilities | 非流動負債 | (8,077,689) | — |
| Net cash flows used in operating activities | 經營活動所耗現金流量淨額 | (43,491) | (334,864) |
| Net cash flows used in investing activities | 投資活動所耗現金流量淨額 | (1,869,791) | (4,534,583) |
| Net cash flows from financing activities | 融資活動所產生現金流量淨額 | 1,857,277 | 4,926,029 |
| Net increase/(decrease) in cash and cash equivalents | 現金及現金等值增加／(減少)淨額 | (56,005) | 56,582 |

34. 有重大非控股權益之非全資附屬公司(續)

賜譽(續)

下表說明上述附屬公司賜譽之財務資料概要。所披露之金額為任何公司間對銷前之金額：

34. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

Gold Favour Investments Limited

Details of Gold Favour Investments Limited (a 60%-owned subsidiary which holds 100% equity interests in Gold Topmont) and its subsidiary (collectively, the “Gold Favour Group”) that have material non-controlling interests are set out below:

| | | 2017 二零一七年 | 2016 二零一六年 |
|---|-----------------|----------------------------------|----------------------------------|
| Percentage of equity interest held by non-controlling interests | 非控股權益持有之股本權益百分比 | 40% | — |
| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
| Loss for the year attributable to non-controlling interests | 非控股權益應佔年度虧損 | (3,266) | — |
| Accumulated balances of non-controlling interests at the reporting date | 於報告日期之非控股權益累計結餘 | (6,417) | — |

The following table illustrates the summarised financial information of the Gold Favour Group. The amounts disclosed are before any inter-company eliminations:

| | | Period from 29 December 2016 to 30 June 2017 二零一六年十二月二十九日至 二零一七年六月三十日止期間 HK\$'000 千港元 |
|---------------------------------------|----------|--|
| Revenue | 收益 | — |
| Total expenses | 總開支 | (8,164) |
| Loss for the year | 年內虧損 | (8,164) |
| Total comprehensive loss for the year | 年內全面虧損總額 | (8,164) |

34. 有重大非控股權益之非全資附屬公司(續)

金惠投資有限公司

有重大非控股權益之金惠投資有限公司(本集團擁有60%權益的附屬公司，其擁有金銓100%股本權益)及其附屬公司(統稱「金惠集團」)詳情載列如下：

下表說明金惠集團之財務資料概要。所披露之金額為任何公司間對銷前之金額：

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34. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

Gold Favour Investments Limited (Continued)

| | | 30 June 2017 |
|---|---------------|----------------|
| | | 二零一七年 六月三十日 |
| | | HK\$'000 |
| | | 千港元 |
| Current assets | 流動資產 | 6,838,443 |
| Current liabilities | 流動負債 | (3,639,426) |
| Non-current liabilities | 非流動負債 | (3,215,060) |
| Net cash flows used in operating activities | 經營活動所耗現金流量淨額 | (30,424) |
| Net cash flows from financing activities | 融資活動所產生現金流量淨額 | 38,069 |
| Net increase in cash and cash equivalents | 現金及現金等值增加淨額 | 7,645 |

Rich Region

Details of Rich Region (a 60%-owned subsidiary which holds 83.5% equity interests in Gold Brilliant) and its subsidiary (collectively, the "Rich Region Group") that have material non-controlling interests are set out below:

Rich Region

有重大非控股權益之Rich Region (本集團擁有60%權益的附屬公司，其擁有高銓83.5%股本權益)及其附屬公司(統稱「Rich Region集團」)詳情載列如下：

| | | 2017 | 2016 |
|---|-----------------|----------|-------|
| | | 二零一七年 | 二零一六年 |
| Percentage of equity interest held by non-controlling interests | 非控股權益持有之股本權益百分比 | 40% | — |
| Loss for the year attributable to non-controlling interests | 非控股權益應佔年度虧損 | (26,118) | — |
| Accumulated balances of non-controlling interests at the reporting date | 於報告日期之非控股權益累計結餘 | 359,223 | — |

34. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

Rich Region (Continued)

The following table illustrates the summarised financial information of the Rich Region Group. The amounts disclosed are before any inter-company eliminations:

| | | |
|---------------------------------------|----------|----------|
| Revenue | 收益 | — |
| Total expenses | 總開支 | (61,490) |
| Loss for the year | 年內虧損 | (61,490) |
| Total comprehensive loss for the year | 年內全面虧損總額 | (61,490) |

34. 有重大非控股權益之非全資附屬公司(續)

Rich Region (續)

下表說明Rich Region集團之財務資料概要。所披露之金額為任何公司間對銷前之金額：

Period from
21 December 2016 to
30 June 2017
二零一六年十二月二十一日至
二零一七年六月三十日止期間
HK\$'000
千港元

| | | |
|---|---------------|---------------------|
| | | 30 June 2017 |
| | | 二零一七年六月三十日 |
| | | HK\$'000 |
| | | 千港元 |
| Current assets | 流動資產 | 6,346,412 |
| Current liabilities | 流動負債 | (4,923,714) |
| Non-current liabilities | 非流動負債 | (518,296) |
| Net cash flows used in operating activities | 經營活動所耗現金流量淨額 | (6,340,749) |
| Net cash flows from financing activities | 融資活動所產生現金流量淨額 | 6,340,919 |
| Net increase in cash and cash equivalents | 現金及現金等值增加淨額 | 170 |

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35. ACQUISITIONS OF ASSETS AND LIABILITIES THROUGH ACQUISITIONS OF SUBSIDIARIES

Year ended 30 June 2016

On 31 August 2015, the Group acquired (i) the entire issued share capital of Treasure Channel Holdings Limited, a company incorporated in the British Virgin Islands (“BVI”), (the “Tianjin Target Company”) and (ii) the shareholder’s loan due by the Tianjin Target Company to Mr. Pan, for an aggregate cash consideration of HK\$1,337,503,000, from Mr. Pan, an executive director and the controlling shareholder (the “Tianjin Acquisition”). The principal assets of the Tianjin Target Company and its subsidiaries (the “Tianjin Target Group”) consist of a parcel of land and buildings and structures in Tianjin for wine storage business.

On the same date, the Group acquired (i) the entire issued share capital of Goldin Logistics Holdings Limited, a company incorporated in the BVI (the “Guangzhou Target Company”) and (ii) the shareholder’s loan due by the Guangzhou Target Company to Prosper Giant Investments Limited (“Prosper Giant”), a company wholly and beneficially owned by Mr. Pan, for an aggregate cash consideration of HK\$1,843,810,000 from Prosper Giant (the “Guangzhou Acquisition”). The principal assets of the Guangzhou Target Company and its subsidiaries (the “Guangzhou Target Group”) consist of two parcels of land, buildings and structures in Guangzhou for wine storage business.

The aggregate consideration of the Tianjin Acquisition and the Guangzhou Acquisition amounted to HK\$3,181,313,000. This has taken into account, inter alia, (i) the adjustment on the depreciation of RMB (being the functional currency of the PRC companies holding the two wine cellars) between 31 December 2014 and 31 August 2015, being the reference date of the determination of the valuation of the wine cellars and the completion date, respectively; and (ii) the assumption of other payables and amounts due to related companies on the completion date.

These transactions constitute discloseable and connected transactions under the Listing Rules. Further details about the acquisitions are set out in the Company’s circular dated 29 May 2015.

In the opinion of the Company’s directors, the acquisitions have been accounted for as acquisitions of assets and liabilities as they do not meet the definition of business combinations. Accordingly, the above transactions have been accounted for as purchases of assets and liabilities as at the acquisition date.

35. 透過收購附屬公司購入資產及負債

截至二零一六年六月三十日止年度

於二零一五年八月三十一日，本集團收購了 (i) Treasure Channel Holdings Limited (於英屬處女群島(「英屬處女群島」)註冊成立之公司)(「天津目標公司」)全部已發行股本及(ii)天津目標公司結欠本公司執行董事兼控股股東潘先生之股東貸款，合計現金代價為1,337,503,000港元(「天津收購事項」)。天津目標公司及其附屬公司(「天津目標集團」)之主要資產包括位於天津的一幅土地以及樓宇及建築物，供貯存酒品業務使用。

同日，本集團收購了(i)高銀物流控股有限公司(於英屬處女群島註冊成立之公司)(「廣州目標公司」)全部已發行股本及(ii)廣州目標公司結欠Prosper Giant Investments Limited (「Prosper Giant」，由潘先生全資實益擁有之公司)之股東貸款，合計現金代價為1,843,810,000港元(「廣州收購事項」)。廣州目標公司及其附屬公司(「廣州目標集團」)之主要資產包括位於廣州的兩幅土地以及樓宇及建築物，用作酒品貯存業務。

天津收購事項及廣州收購事項之合計代價為3,181,313,000港元。該代價已計及(其中包括)(i)於二零一四年十二月三十一日至二零一五年八月三十一日(分別為釐定酒窖估值之參考日期及完成日期)之人民幣(即擁有該兩個酒窖之中國公司所用之功能貨幣)貶值之調整；及(ii)於完成日期所承擔之其他應付款及應付關連公司款項。

該等交易構成根據上市規則項下之須予披露及關連交易。有關該等收購之進一步詳情載於本公司日期為二零一五年五月二十九日之通函。

本公司董事認為，由於該等收購不符合業務合併之定義，故已按收購資產及負債入賬。因此，上述交易於收購日期已按購買資產及負債入賬。

35. ACQUISITIONS OF ASSETS AND LIABILITIES THROUGH ACQUISITIONS OF SUBSIDIARIES (Continued)

Year ended 30 June 2016 (Continued)

35. 透過收購附屬公司購入資產及負債(續)

截至二零一六年六月三十日止年度(續)

| | | 2016 二零一六年 HK\$'000 千港元 |
|---|------------------|----------------------------------|
| Assets and liabilities acquired: | 所收購資產及負債： | |
| Property, plant and equipment | 物業、機器及設備 | 3,050,767 |
| Prepaid lease payments | 預付土地租賃款項 | 106,691 |
| Deposits and receivables | 按金及應收款項 | 6,832 |
| Cash and bank balances | 現金及銀行結餘 | 17,023 |
| Payables and accruals of construction contracts | 建設合約應付款及應計費用 | (1,045,513) |
| Other payables and accruals | 其他應付款及應計費用 | (110,210) |
| Due to related companies | 應付關連公司款項 | (83,742) |
| Loan from the former shareholders | 來自前股東之貸款 | (211,194) |
| Total identifiable net assets | 可識別總資產淨值 | 1,730,654 |
| Assumption of loans from the former shareholders | 承擔來自前股東之貸款 | 211,194 |
| Assumption of payables and accruals of construction contracts | 承擔建築合約應付款及應計費用 | 1,045,513 |
| Assumption of other payables and amounts due to related companies | 承擔其他應付款及應付關連公司款項 | 193,952 |
| | | 3,181,313 |
| Satisfied by: | 按以下方式償付： | |
| Consideration (note) | 代價(附註) | 3,181,313 |

Note:

In accordance with the sale and purchase agreements, the acquisition consideration payable to the vendors will be net of the amounts of construction costs payable by the Tianjin Target Group and the Guangzhou Target Group to any third parties, details of which are set out in the Company's circular dated 29 May 2015.

附註：

根據買賣協議，應付賣方之收購代價將扣除天津目標集團及廣州目標集團應付任何第三方之建設成本金額，有關詳情載於本公司日期為二零一五年五月二十九日之通函。

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35. ACQUISITIONS OF ASSETS AND LIABILITIES THROUGH ACQUISITIONS OF SUBSIDIARIES (Continued)

Year ended 30 June 2016 (Continued)

An analysis of the cash flows in respect of the acquisitions is as follows:

| | | HK\$'000 千港元 |
|---|---------------------|-----------------|
| Cash and bank balances acquired | 所收購之現金及銀行結餘 | 17,023 |
| Net inflows of cash and cash equivalents in respect of the acquisitions | 有關收購事項之現金及現金等值之流入淨額 | 17,023 |

As the Group had not settled the acquisition consideration as at the reporting date, the Group has agreed with the vendors that the completion accounts will be finalised when the Group is in a position to make the repayment in accordance with the arrangements as disclosed in note 26(d) to the financial statements.

35. 透過收購附屬公司購入資產及負債(續)

截至二零一六年六月三十日止年度(續)

有關該等收購之現金流量分析如下：

由於本集團於報告日期尚未償付收購代價，故本集團已與賣方協定，待本集團根據財務報表附註26(d)所披露之安排作出還款後，完成賬目方始完成。

36. DISPOSAL OF SUBSIDIARIES

Year ended 30 June 2017

On 30 June 2017, the Group disposed of its 100% equity interest in the Tianjin Target Company together with an amount due from the Tianjin Target Company to Mr. Pan for an aggregate consideration of HK\$734,192,000.

36. 出售附屬公司

截至二零一七年六月三十日止年度

於二零一七年六月三十日，本集團出售其於天津目標公司的全部股本權益連同天津目標公司應付潘先生的款項，代價合共為734,192,000港元。

| | | Notes 附註 | 2017 二零一七年 HK\$'000 千港元 |
|---|-------------|-------------|----------------------------------|
| Net assets disposed of: | 出售資產淨值： | | |
| Property, plant and equipment | 物業、機器及設備 | 13 | 1,189,572 |
| Prepaid lease payments | 預付土地租賃款項 | 15 | 48,681 |
| Prepayments and other receivables | 預付款項及其他應收款項 | | 563 |
| Cash and bank balances | 現金及銀行結餘 | | 94 |
| Accruals and other payables | 應計費用及其他應付款 | | (534,000) |
| Due to related companies | 應付關連公司款項 | | (11,913) |
| | | | 692,997 |
| Release of exchange translation reserve | 撥回外匯換算儲備 | | 36,159 |
| | | | 729,156 |
| Gain on disposal of subsidiaries | 出售附屬公司收益 | 6 | 5,036 |
| Satisfied by: | 支付方式： | | |
| Due to the controlling shareholder | 應付控股股東款項 | | 734,192 |

An analysis of the cash flows in respect of the disposal of subsidiaries is as follows:

就出售附屬公司之現金流量分析如下：

| | | HK\$'000 千港元 |
|--|---------------------|-----------------|
| Cash and bank balances disposed of | 已出售現金及銀行結餘 | 94 |
| Net outflows of cash and cash equivalents in respect of the disposal of subsidiaries | 出售附屬公司之現金及現金等值之流出淨額 | 94 |

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37. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Major non-cash transactions

- (i) As at 30 June 2017, construction costs of the investment property of HK\$86,136,000 (2016: HK\$137,223,626) were accrued for. These items had no cash flow impact during the year ended 30 June 2017.
- (ii) During the year ended 30 June 2016, the partial consideration of HK\$1,859,179,000 for the Tianjin and the Guangzhou Acquisitions were settled by a loan from a related company to the Group, the loan proceeds of which were paid directly by the related company to the vendors. After the vendors had agreed to postpone the settlement of the acquisition consideration, as detailed in note 26(d) to the financial statements, the vendors returned the consideration amounts to the related company. The interest expense paid on the loan from the related company was HK\$13,191,000 for the year ended 30 June 2016 and the amount accrued at 30 June 2016 was HK\$81,619,000.
- (iii) During the year ended 30 June 2017, the consideration receivable of HK\$734,192,000 arising from the disposal of a 100% equity interest in the Tianjin Target Company was settled by an amount due to the controlling shareholder of HK\$734,192,000 (note 26(d)).
- (iv) During the year ended 30 June 2017, a loan from a related company of HK\$95,661,000 was waived and recognised in equity as contribution from the controlling shareholder.

37. 綜合現金流量表附註

重大非現金交易

- (i) 於二零一七年六月三十日，已就該等項目累計之投資物業建築成本86,136,000港元(二零一六年：137,223,626港元)。截至二零一七年六月三十日止年度，此等項目並無現金流量影響。
- (ii) 截至二零一六年六月三十日止年度，天津及廣州收購事項之部份收購代價1,859,179,000港元由本集團一間關連公司貸款結算，該貸款所得款項直接由關連公司支付予賣方。賣方同意延期清結收購之代價後，誠如財務報表附註26(d)所詳述，賣方退還代價金額予關連公司。截至二零一六年六月三十日止年度，已支付由關連公司提供貸款之利息開支為13,191,000港元，而於二零一六年六月三十日應計金額為81,619,000港元。
- (iii) 截至二零一七年六月三十日止年度，出售天津目標公司100%股權產生的應收代價734,192,000港元由應付控股股東款項734,192,000港元結算(附註26(d))。
- (iv) 截至二零一七年六月三十日止年度，由一間關連公司提供之貸款95,661,000港元獲豁免，並於權益中確認為控股股東注資。

38. JOINT OPERATION

During the year, the Group entered into a development agreement (the “Development Agreement”) with MTR Corporation (“MTRC”), in the form of a joint operation, for the development of a residential project at Ho Man Tin Station. Pursuant to the Development Agreement, the Group is responsible for the property development and sales of the project at its sole expense. The Group undertakes to pay all the development costs, such as land premium, construction costs and professional fees, etc., and agreed to share the surplus proceeds (as defined and calculated in the manner set out in the Development Agreement) with MTRC arising from the sales of the properties of the project upon completion at an agreed ratio of 65% (the Group) and 35% (MTRC).

At 30 June 2017, the aggregate amount of assets, liabilities, income and expenses recognised in the consolidated financial statements in relation to interests in joint operation attributable to the Group are as follows:

38. 合營業務

年內，本集團以合營業務的形式與港鐵公司(「港鐵」)訂立發展協議(「發展協議」)，以發展何文田站一個住宅項目。根據發展協議，本集團負責物業發展及該項目銷售並自行支付所有開支。本集團承諾支付所有發展成本，例如地價款、建築成本及專業費用等，並同意於竣工後按本集團佔65%及港鐵佔35%之協定比率攤分該項目物業銷售產生的盈餘收入(定義及計算方式載於發展協議)。

於二零一七年六月三十日，就本集團應佔合營業務權益於綜合財務報表確認的資產、負債、收入及開支總額如下：

| | | 2017 二零一七年 HK\$'000 千港元 |
|------------------------------|--------|----------------------------------|
| Current assets | 流動資產 | |
| Properties under development | 發展中物業 | 6,382,803 |
| Other current assets | 其他流動資產 | 170 |
| | | 6,382,973 |
| Non-current liabilities | 非流動負債 | (518,296) |
| Current liabilities | 流動負債 | (3,155,085) |
| | | (3,673,381) |
| Income | 收入 | — |
| Expenses | 開支 | (1,494) |

Mr. Pan has provided a guarantee to MTRC in respect of the Group's obligations under the Development Agreement.

潘先生已同意就本集團於發展協議項下之責任向港鐵作出擔保。

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39. OPERATING LEASE COMMITMENTS

(a) As lessor

The Group leases its investment property (note 14 to the financial statements) under operating lease arrangements, with leases negotiated for terms ranging from two to three years. The terms of the leases generally also grants a rent-free period ranged from two to five months to the lessee and require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|--------------------|----------------------------------|----------------------------------|
| Within one year | 一年內 | 40,713 | — |
| In the second to fifth years, inclusive | 第二至第五年(包括首尾 兩年) | 58,803 | — |
| | | 99,516 | — |

(b) As lessee

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to three years (2016: one to three years).

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|--------------------|----------------------------------|----------------------------------|
| Within one year | 一年內 | 4,741 | 3,925 |
| In the second to fifth years, inclusive | 第二至第五年(包括首尾兩 年) | 6,444 | 6 |
| | | 11,185 | 3,931 |

39. 經營租約承擔

(a) 作為出租人

本集團根據經營租約安排出租其投資物業(財務報表附註14)，租賃年期經磋商為介乎兩至三年。租約條款一般亦向承租人授予兩至五個月的免租期，及規定租戶須支付抵押按金，並且按照當時的市場狀況定期調整租金。

於報告期末，本集團根據與租戶的不可撤銷經營租約之未來最低應收租金總額到期日如下：

| | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| Within one year | 40,713 | — |
| In the second to fifth years, inclusive | 58,803 | — |
| | 99,516 | — |

(b) 作為承租人

本集團根據經營租約安排租入若干寫字樓物業。為該等物業租約磋商之年期為一至三年(二零一六年：一至三年)。

於報告期末，本集團根據不可撤銷經營租約之未來最低租金總額到期日如下：

| | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| Within one year | 4,741 | 3,925 |
| In the second to fifth years, inclusive | 6,444 | 6 |
| | 11,185 | 3,931 |

40. COMMITMENTS

In addition to the operating lease commitments detailed in note 39(b) above, the Group had the following capital commitments at the end of the reporting period:

40. 承擔

除於上文附註39(b)詳述之經營租約承擔外，本集團於報告期末有以下資本承擔：

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|-----------------------------------|----------|----------------------------------|----------------------------------|
| Contracted, but not provided for: | 已訂約但未計提： | | |
| Investment property | 投資物業 | — | 72,262 |
| Properties under development | 發展中物業 | 2,547,156 | — |
| | | 2,547,156 | 72,262 |

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41. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

41. 關連人士交易

- (a) 除財務報表其他章節詳述之交易及結餘外，本集團於年內與關連人士進行以下交易：

| | | | 2017 二零一七年 | 2016 二零一六年 |
|---|-----------------------|-------------|-----------------|-----------------|
| | | Notes 附註 | HK\$'000 千港元 | HK\$'000 千港元 |
| Transactions with companies controlled by the Company's controlling shareholder | 與本公司控股股東控制之公司之交易： | | | |
| Sales of wines | 酒品銷售 | (i) | 644 | 2,798 |
| Service fee income | 服務費收入 | (ii) | — | 300 |
| Financial advisory fees charged | 已收財務顧問費用 | (ii) | 520 | — |
| Project management fees charged [#] | 已收項目管理費用 [#] | (iii) | 2,632 | 4,158 |
| Handling fee income and interest income from factoring services | 保理服務所得之手續費收入及利息收入 | (iv) | — | 90,218 |
| Property management fee income* | 物業管理費收入* | (v) | 2,301 | — |
| Rental income* | 租賃收入* | (v) | 14,042 | — |
| Rental expenses | 租賃開支 | (v) | 541 | 497 |
| Interest expense [#] | 利息開支 [#] | (vi) | 13,663 | 94,823 |
| Sales of food and beverage | 食品及飲料銷售 | (vii) | 3,891 | — |

Notes:

- (i) The sales of wines were made at selling prices mutually agreed with the related companies.
- (ii) The transactions were conducted in accordance with respective contractual terms.
- (iii) The project management fees were charged in accordance with the project management agreements entered into between the Group and a related company.
- (iv) Handling fee and interests are charged at rates mutually agreed with a related company.
- (v) The property management fee income, rental income and rental expenses were charged in accordance with the respective tenancy agreements.

附註：

- (i) 酒品銷售乃根據與關連公司共同協定的價格作出。
- (ii) 該等交易乃根據各自之合約條款進行。
- (iii) 項目管理費用乃根據本集團與關連公司訂立的項目管理協議收取。
- (iv) 手續費及利息乃按照與關連公司共同協定的價格收取。
- (v) 物業管理費收入、租金收入及租金開支乃根據各租賃協議收取。

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財務報表附註

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41. RELATED PARTY TRANSACTIONS

(Continued)

(a) (Continued)

Notes: (Continued)

- (vi) The interest expense was charged at a rate of 8.5% per annum on the principal amount (note 28).
- (vii) The sales of food and beverage were made at prices with reference to the sales to third party customers.
- * These related party transactions also constituted continuing connected transactions as defined in Chapter 14A of the Listing Rules.
- # These related party transactions also constituted connected transactions as defined in Chapter 14A of the Listing Rules.

(b) Compensation of key management personnel of the Group:

41. 關連人士交易(續)

(a) (續)

附註：(續)

- (vi) 利息開支乃按本金額以年利率8.5%收取(附註28)。
- (vii) 食品及飲料銷售乃按照經參考向第三方客戶的銷售之價格作出。
- * 該等關連人士交易亦構成上市規則第14A章所界定之持續關連交易。
- # 該等關連人士交易亦構成上市規則第14A章所界定之關連交易。

(b) 本集團主要管理人員薪酬：

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|----------------------|----------------------------------|----------------------------------|
| Short term employee benefits | 短期僱員福利 | 9,272 | 11,422 |
| Equity-settled share option expense | 權益結算購股權開支 | 1,863 | 5,795 |
| Total compensation paid to key management personnel | 支付主要管理人員之薪酬總額 | 11,135 | 17,217 |

Key management personnel of the Group are its directors. Further details of directors' emoluments are included in note 9 to the financial statements.

本集團之主要管理人員為其董事。董事酬金之進一步詳情載於財務報表附註9。

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財務報表附註

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41. RELATED PARTY TRANSACTIONS

(Continued)

(c) Other transactions

- (i) On 30 June 2016, the Group entered into an agreement with Chariot Power Investments Limited ("Chariot Power") to transfer 40% equity interest in Gold Favour Investments Limited, a then wholly-owned subsidiary of the Group, to Chariot Power by issue of new shares of Gold Favour Investments Limited. The principal assets of Gold Favour Investments Limited are its interest in properties under development in Ho Man Tin through its wholly-owned subsidiary. The transaction constitutes a discloseable and connected transaction. The transaction was approved at a special general meeting on 2 September 2016 and the transaction was completed in the current year. Further details of the transaction are set out in the Company's circular dated 18 August 2016.

- (ii) On 5 September 2016, the Company entered into a joint venture agreement with Mr. Pan pursuant to which both parties have agreed to co-operate to acquire, through a joint venture company or any special purpose entity which is formed and wholly-owned by the joint venture company ("the SP Entity"), any land from the Hong Kong Government or a PRC governmental body through tender, and engage in the development of any land acquired by the joint venture company or the SP Entity with a maximum aggregate sum of HK\$20 billion. The formation of a joint venture company constitutes a major and connected transaction under the Listing Rules and it is subject to the independent shareholders' approval at a special general meeting. Further details of the transaction are set out in the Company's announcement dated 5 September 2016.

The transaction was approved on 1 November 2016 and Gold Brilliant was formed as the SP Entity during the year.

41. 關連人士交易(續)

(c) 其他交易

- (i) 於二零一六年六月三十日，本集團與 Chariot Power Investments Limited (「Chariot Power」) 訂立協議，透過發行 Gold Favour Investments Limited (金惠投資有限公司)(本集團當時之全資附屬公司) 之新股份，向 Chariot Power 轉讓 Gold Favour Investments Limited 之 40% 股權。Gold Favour Investments Limited 之主要資產為透過其全資附屬公司持有於何文田之發展中物業之權益。該項交易構成須予披露及關連交易，並已於二零一六年九月二日舉行之股東特別大會上獲得批准及於本年度完成。有關交易之進一步詳情載於本公司日期為二零一六年八月十八日之通函。

- (ii) 於二零一六年九月五日，本公司與潘先生訂立合營協議，據此，訂約方已同意透過合營公司或任何特別目的之實體(由合營公司組成及全資擁有)(「特別目的之實體」) 協力透過投標向香港政府或中國政府機構收購任何地塊，並從事合營公司或特別目的之實體成功收購之地塊之發展，最高總金額為 200 億港元。成立合營公司根據上市規則構成主要及關連交易，須於股東特別大會獲獨立股東批准後，方可作實。交易之進一步詳情載於本公司日期為二零一六年九月五日之公告。

該項交易於二零一六年十一月一日獲得批准，而高鈺作為特別目的之實體於年內組成。

42. FINANCIAL INSTRUMENTS BY CATEGORY

All financial assets and liabilities of the Group as at 30 June 2017 and 2016 are loans and receivables and financial liabilities stated at amortised cost, respectively.

43. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and bank balances, trade receivables, trade payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in accruals, other payables and receipts in advance, the current portion of interest-bearing bank borrowings, and balances with the immediate holding company, related companies and non-controlling shareholders approximate their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of interest-bearing bank borrowings and loans from a related company and a non-controlling shareholder have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturity. The Group's own non-performance risk for bank borrowings as at 30 June 2017 was assessed to be insignificant. The fair values approximated their carrying values as at 30 June 2017.

42. 按類別劃分之金融工具

本集團於二零一七年及二零一六年六月三十日的所有金融資產及負債分別為貸款及應收款項及按攤銷成本列賬的金融負債。

43. 金融工具公平值架構

管理層認為現金及銀行結餘、應收貿易賬款、應付貿易賬款、計入預付款項、按金及其他應收款項之金融資產、計入應計負債、其他應付款及預收款項之金融負債、計息銀行借貸之流動部分以及與直接控股公司、關連公司及非控股股東之結餘之公平值與其賬面值相若，主要由於該等工具之到期期限較短所致。

本集團之財務部負責釐定金融工具公平值計量之政策及程序。財務經理直接向首席財務官及審核委員會報告。於各報告日期，財務部分析金融工具價值變動，並釐定估值所用主要輸入數據。估值由首席財務官審閱及批准。估值過程及結果由審核委員會每年就中期及年度財務申報進行兩次討論。

金融資產及負債之公平值乃按該工具可由自願雙方在現有交易(強制或清盤銷售除外)中交易之金額釐定。下列方法及假設乃用作估計公平值：

計息銀行借貸之非流動部分以及由一間關連公司及一名非控股股東提供之貸款之公平值按現時適用於具有類似條款、信貸風險及剩餘年期之工具之利率折現預期未來現金流量計算。於二零一七年六月三十日，本集團本身銀行借貸之不履約風險被評定為並不重大。於二零一七年六月三十日，公平值與其賬面值相若。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise financial funds of interest-bearing bank borrowings, and operating funds of trade payables. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as, cash and bank balances, trade receivables, balances with the immediate holding company, related companies and non-controlling shareholders, and loans from a related company and a non-controlling shareholder which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to its long term borrowings at a floating interest rate. The Group has not used any interest rate swaps to hedge its interest rate risk.

At present, the Group does not intend to seek to hedge its exposure to interest rate fluctuations. However, the Group will constantly review the economic situation and its interest rate risk profile, and will consider appropriate hedging measures in the future as may be necessary.

As at 30 June 2017, if interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's operating results before tax for the year would decrease/increase by approximately HK\$72,619,000 (2016: HK\$46,358,000). This is mainly attributed to the Group's exposure to the interest rates on its variable-rate bank borrowings.

The Group does not have any significant exposure to the risk of changes in market interest rates in relation to bank balances as these mainly represent demand deposits in banks.

44. 財務風險管理目標及政策

本集團之主要金融工具包括計息銀行借貸之財務資金及應付貿易賬款之營運資金。該等金融工具之主要目的為籌集本集團經營所需資金。本集團亦有多種其他金融資產及負債，例如現金及銀行結餘、應收貿易賬款、與直接控股公司、關連公司及非控股股東之結餘以及由一間關連公司及一名非控股股東提供之貸款，乃由其經營業務直接產生。

本集團金融工具所產生之主要風險為利率風險、外幣風險、信貸風險及流動資金風險。董事會就管理上述各項風險檢討及商定政策，其內容概述如下。

利率風險

本集團面對之市場利率變動風險主要有關其浮息長期借貸。本集團並無使用任何利率掉期對沖其利率風險。

目前，本集團不擬尋求對沖其所面臨之利率波動風險。然而，本集團將持續審視經濟狀況及其利率風險狀況，並在未來有需要時將考慮採取適當對沖措施。

於二零一七年六月三十日，倘利率上升/下降50個基點而其他所有變項保持不變，則本集團年內之除稅前經營業績將減少/增加約72,619,000港元(二零一六年: 46,358,000港元)。這主要是由於本集團因其浮息銀行借貸而面臨之利率風險所致。

本集團並無任何有關銀行結餘之重大市場利率變動風險，因其主要為銀行活期存款。

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk

Certain of the Group's trade receivables, cash and bank balances and trade payables are denominated in US dollars, being currencies other than the functional currency of the relevant group entities, which expose the Group to foreign currency risk. The Group has not used any financial instruments to hedge against currency risk. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the US dollar exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

| | | Increase/ (decrease) in foreign currency rate | Increase/ (decrease) in profit before tax | Increase/ (decrease) in equity* |
|--|-----------------|---|--|---------------------------------------|
| | 外幣匯率 上升/(下降) | % | 除稅前溢利 增加/(減少) HK\$'000 千港元 | 權益增加/ (減少)* HK\$'000 千港元 |
| 30 June 2017 | 二零一七年六月三十日 | | | |
| If RMB weakens against the US dollar | 倘人民幣兌美元轉弱 | 0.5 | 16,516 | — |
| If RMB strengthens against the US dollar | 倘人民幣兌美元轉強 | 0.5 | (16,516) | — |
| 30 June 2016 | 二零一六年六月三十日 | | | |
| If RMB weakens against the US dollar | 倘人民幣兌美元轉弱 | 0.5 | 12,154 | — |
| If RMB strengthens against the US dollar | 倘人民幣兌美元轉強 | 0.5 | (12,154) | — |

* Excluding retained profits

The Group constantly reviews the economic situation and its foreign currency risk profile, and considers implementing appropriate hedging measures in future if the need arises.

44. 財務風險管理目標及政策 (續)

外幣風險

本集團若干應收貿易賬款、現金及銀行結餘以及應付貿易賬款以美元計值，該等並非相關集團實體之功能貨幣之貨幣使本集團承受外幣風險。本集團並無使用任何金融工具對沖外幣風險。然而，管理層會監察外匯風險，並在有需要時將考慮對沖重大外幣風險。

下表列示在其他所有變項保持不變之前提下，於報告期末本集團之除稅前溢利對美元匯率合理可能變動之敏感度（由於貨幣資產及負債之公平值變動）。

* 不包括保留溢利

本集團持續審視經濟狀況及其外幣風險狀況，在未來有必要時，將考慮實施適當對沖措施。

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44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. The Group reviews the recoverable amount of each individual trade debtor at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The credit risk of the Group's other financial assets, which comprise cash and bank balances, and deposits and other receivables arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 21 to the financial statements.

Liquidity risk

The Group's objective is to ensure adequate funds to meet commitments associated with its financial liabilities. Cash flows are closely monitored on an ongoing basis. The Group will raise funds either through the financial markets or from the realisation of its assets if required.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of the Group's available cash.

44. 財務風險管理目標及政策 (續)

信貸風險

本集團僅與經認可且信譽良好之第三方交易。按照本集團之政策，需對所有希望採用信用條款交易之客戶進行信用核實。另外，應收結餘之情況受持續監察，因此本集團之壞賬風險不大。本集團會於報告期末檢討各項貿易債項之可收回金額，以確保就不可收回金額計提足夠減值虧損撥備。

本集團其他金融資產(包括現金及銀行結餘以及按金及其他應收款項)之信貸風險源自交易對方違約，最大風險相當於這些工具之賬面值。

由於本集團僅與經認可且信譽良好之第三方交易，因此無需抵押品。

有關本集團因應收貿易賬款而面對之信貸風險之進一步定量資料於財務報表附註21披露。

流動資金風險

本集團之目標為確保取得足夠資金滿足有關其金融負債之承擔。現金流量之情況受持續密切監察。如有需要，本集團將透過金融市場或變現資產籌集資金。

本集團之目標為透過使用本集團之可用現金在資金持續性與靈活性之間維持平衡。

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

30 June 2017

| | | On demand | Less than 3 months | 3 to 12 months | 1 to 5 years | Over 5 years | Total |
|--|------------------------|-----------|--------------------|----------------|--------------|--------------|------------|
| | | 應要求 | 少於3個月 | 3至12個月 | 1至5年 | 逾5年 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Trade payables | 應付貿易賬款 | 148,184 | 61,793 | 379,309 | — | — | 589,286 |
| Financial liabilities included in accruals, other payables and receipts in advance | 計入應計負債、其他應付款及預收款項之金融負債 | 100,922 | 278,492 | 290,690 | — | — | 670,104 |
| Due to the immediate holding company | 應付直接控股公司款項 | 570,435 | — | — | — | — | 570,435 |
| Due to related companies | 應付關連公司款項 | 1,192,857 | — | — | — | — | 1,192,857 |
| Due to non-controlling shareholders | 應付非控股股東款項 | 121,796 | — | — | — | — | 121,796 |
| Loan from a related company | 由一間關連公司提供之貸款 | — | — | — | 517,605 | — | 517,605 |
| Loan from a non-controlling shareholder | 由一名非控股股東提供之貸款 | — | — | — | 518,296 | — | 518,296 |
| Interest-bearing bank borrowings: | 計息銀行借貸： | | | | | | |
| Fixed rate | 固定利率 | — | 33 | 859 | 269 | — | 1,161 |
| Variable rate | 浮動利率 | 1,068 | 115,025 | 3,465,582 | 12,661,406 | — | 16,243,081 |
| | | 2,135,262 | 455,343 | 4,136,440 | 13,697,576 | — | 20,424,621 |

44. 財務風險管理目標及政策 (續)

流動資金風險(續)

於報告期末，根據合約未貼現付款，本集團之金融負債到期狀況如下：

二零一七年六月三十日

NOTES TO FINANCIAL STATEMENTS

財務報表附註

30 June 2017 二零一七年六月三十日

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

30 June 2016

| | | On demand | Less than 3 months | 3 to 12 months | 1 to 5 years | Over 5 years | Total |
|--|------------------------|-----------|--------------------|----------------|--------------|--------------|------------|
| | | 應要求 | 少於3個月 | 3至12個月 | 1至5年 | 逾5年 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Trade payables | 應付貿易賬款 | 186,225 | 438,114 | 4,818 | — | — | 629,157 |
| Financial liabilities included in accruals, other payables and receipts in advance | 計入應計負債、其他應付款及預收款項之金融負債 | 383,476 | 60,686 | 927,093 | — | — | 1,371,255 |
| Due to related companies and the controlling shareholder | 應付關連公司及一名控股股東款項 | 148,436 | — | — | 1,941,848 | — | 2,090,284 |
| Loan from a related company | 由一間關連公司提供之貸款 | — | — | — | 66,299 | — | 66,299 |
| Interest-bearing bank borrowings: | 計息銀行借貸： | | | | | | |
| Fixed rate | 固定利率 | — | 38 | 953 | 500 | — | 1,491 |
| Variable rate | 浮動利率 | 819 | 72,560 | 9,362,290 | — | — | 9,435,669 |
| | | 718,956 | 571,398 | 10,295,154 | 2,008,647 | — | 13,594,155 |

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in the economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 30 June 2017 and 30 June 2016.

44. 財務風險管理目標及政策 (續)

流動資金風險(續)

二零一六年六月三十日

| | On demand | Less than 3 months | 3 to 12 months | 1 to 5 years | Over 5 years | Total |
|--|-----------|--------------------|----------------|--------------|--------------|------------|
| | 應要求 | 少於3個月 | 3至12個月 | 1至5年 | 逾5年 | 總計 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Trade payables | 186,225 | 438,114 | 4,818 | — | — | 629,157 |
| Financial liabilities included in accruals, other payables and receipts in advance | 383,476 | 60,686 | 927,093 | — | — | 1,371,255 |
| Due to related companies and the controlling shareholder | 148,436 | — | — | 1,941,848 | — | 2,090,284 |
| Loan from a related company | — | — | — | 66,299 | — | 66,299 |
| Interest-bearing bank borrowings: | | | | | | |
| Fixed rate | — | 38 | 953 | 500 | — | 1,491 |
| Variable rate | 819 | 72,560 | 9,362,290 | — | — | 9,435,669 |
| | 718,956 | 571,398 | 10,295,154 | 2,008,647 | — | 13,594,155 |

資金管理

本集團管理資金之主要目標為確保本集團持續經營之能力及維持穩健之資本比率，以支持其業務及使股東價值最大化。

本集團根據經濟狀況變動及相關資產之風險特徵管理其資本架構及作出調整。為維持或調整資本架構，本集團或會調整付予股東之股息、將股本退還股東或發行新股份。於截至二零一七年六月三十日及二零一六年六月三十日止年度，管理資金之目標、政策或過程並無改變。

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The Group monitors capital on the basis of the debt-to-total assets ratio, which is calculated as total borrowings divided by total assets. The debt-to-total assets ratio as at the end of the reporting period was as follows:

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|---|-------------------|----------------------------------|----------------------------------|
| Interest-bearing bank borrowings | 計息銀行借貸 | 14,338,713 | 9,272,944 |
| Loan from a related company | 由一間關連公司提供之 貸款 | 517,605 | 66,299 |
| Loan from a non-controlling shareholder | 由一名非控股股東提供之 貸款 | 518,296 | — |
| Total debt | 債項總額 | 15,374,614 | 9,339,243 |
| Total assets | 資產總值 | 35,874,530 | 27,960,189 |
| Debt-to-total assets ratio | 債項與資產總值比率 | 42.9% | 33.4% |

44. 財務風險管理目標及政策 (續)

資金管理(續)

本集團根據債項與資產總值比率(按借貸總額除以資產總值計算)監察資本。於報告期末之債項與資產總值比率如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

30 June 2017 二零一七年六月三十日

45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

45. 本公司財務狀況表

本公司於報告期末之財務狀況表之資料載列如下：

| | | 2017 二零一七年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 |
|--|------------------|----------------------------------|----------------------------------|
| NON-CURRENT ASSETS | 非流動資產 | | |
| Plant and equipment | 機器及設備 | — | — |
| Interests in subsidiaries | 附屬公司權益 | 7,668,332 | 6,967,864 |
| Total non-current assets | 非流動資產總值 | 7,668,332 | 6,967,864 |
| CURRENT ASSETS | 流動資產 | | |
| Prepayments and other receivables | 預付款項及其他應收款項 | 4,839 | 5,111 |
| Cash and bank balances | 現金及銀行結餘 | 405,785 | 5,882 |
| Total current assets | 流動資產總值 | 410,624 | 10,993 |
| CURRENT LIABILITIES | 流動負債 | | |
| Accruals and other payables | 應計負債及其他應付款 | 9,075 | 7,378 |
| Due to the immediate holding company | 應付直接控股公司款項 | 570,435 | — |
| Due to a related company | 應付一間關連公司款項 | 14,811 | 15,320 |
| Total current liabilities | 流動負債總額 | 594,321 | 22,698 |
| NET CURRENT LIABILITIES | 流動負債淨額 | (183,697) | (11,705) |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 資產總值減流動負債 | 7,484,635 | 6,956,159 |
| NON-CURRENT LIABILITY | 非流動負債 | | |
| Loan from a related company | 由一間關連公司提供之貸款 | 517,605 | 66,299 |
| Net assets | 資產淨值 | 6,967,030 | 6,889,860 |
| EQUITY | 權益 | | |
| Issued capital | 已發行資本 | 699,065 | 698,965 |
| Reserves (note) | 儲備(附註) | 6,267,965 | 6,190,895 |
| Total equity | 總權益 | 6,967,030 | 6,889,860 |

45. STATEMENT OF FINANCIAL POSITION
OF THE COMPANY (Continued)

45. 本公司財務狀況表(續)

Note:

A summary of the Company's reserves is as follows:

附註：

本公司儲備摘要如下：

| | | Share premium account | Share option reserve | Accumulated losses | Total |
|---|-----------------------|-----------------------------|-------------------------|-----------------------|------------------|
| | | 股份溢價賬 | 購股權儲備 | 累計虧損 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 July 2015 | 於二零一五年七月一日 | 6,350,069 | 112,928 | (161,124) | 6,301,873 |
| Loss for the year and total comprehensive loss for the year | 年內虧損及年內全面虧損總額 | — | — | (177,941) | (177,941) |
| Issue of shares upon exercise of share options, net of expenses | 行使購股權時發行股份(扣除開支) | 11,623 | (3,882) | — | 7,741 |
| Equity-settled share option arrangements | 權益支付購股權安排 | — | 59,222 | — | 59,222 |
| Transfer of share option reserve upon lapse of share options | 於購股權失效後轉撥購股權儲備 | — | (533) | 533 | — |
| At 30 June 2016 and 1 July 2016 | 於二零一六年六月三十日及二零一六年七月一日 | 6,361,692 | 167,735 | (338,532) | 6,190,895 |
| Loss for the year and total comprehensive income for the year | 年內虧損及年內全面收入總額 | — | — | (47,802) | (47,802) |
| Deemed contribution from the controlling shareholder | 控股股東的視作出資 | — | — | 95,661 | 95,661 |
| Issue of shares upon exercise of share options, net of expenses | 行使購股權時發行股份(扣除開支) | 843 | (293) | — | 550 |
| Equity-settled share option arrangements | 權益支付購股權安排 | — | 28,661 | — | 28,661 |
| Transfer of share option reserve upon lapse of share options | 於購股權失效後轉撥購股權儲備 | — | (2,026) | 2,026 | — |
| At 30 June 2017 | 於二零一七年六月三十日 | 6,362,535 | 194,077 | (288,647) | 6,267,965 |

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 3 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to accumulated losses should the related options expire or be forfeited.

購股權儲備包括已授出但尚未行使購股權之公平值，進一步詳情載於財務報表附註3以股份支付款項之交易之會計政策。有關金額將於行使相關購股權後轉撥至股份溢價賬，或倘相關購股權到期或作廢，則轉撥至累計虧損。

46. APPROVAL OF THE FINANCIAL
STATEMENTS

46. 財務報表之批准

The financial statements were approved and authorised for issue by the board of directors on 20 September 2017.

財務報表已於二零一七年九月二十日獲董事會批准並授權刊發。

PARTICULARS OF PROPERTIES HELD

持有物業詳情

Details of the Group's properties held as at 30 June 2017 are as follows:

於二零一七年六月三十日，本集團持有物業之詳情如下：

(1) Investment Property

(1) 投資物業

| Location | Use | Approximate gross floor area | Lease term | Group's interest |
|---|------------------------------|------------------------------|--------------|------------------|
| 地點 | 用途 | 概約樓面面積 | 租期 | 本集團之權益 |
| Goldin Financial Global Centre, 17 Kai Cheung Road, Kowloon Bay, Hong Kong (New Kowloon Inland Lot No.6314) 香港九龍灣啟祥道17號 高銀金融國際中心 (新九龍內地段第6314號) | Commercial/ Office 商業／寫字樓 | 79,200 sq. m. 79,200平方米 | Medium 中期 | 60% |

(2) Properties under Development

(2) 發展中物業

| Location | Use | Approximate site area | Approximate gross floor area | Group's interest | Stage of development/ completion | Anticipated completion date |
|---|-------------------|----------------------------|------------------------------|------------------|----------------------------------|-----------------------------|
| 地點 | 用途 | 概約地盤面積 | 概約樓面面積 | 本集團之權益 | 開發／竣工階段 | 預期竣工日期 |
| A site at Sheung Shing Street, Ho Man Tin, Kowloon known as Kowloon Inland Lot No.11257 位於九龍何文田常盛街之土地 (即九龍內地段第11257號) | Residential 住宅 | 9,074 sq. m. 9,074平方米 | 54,444 sq. m. 54,444平方米 | 60% | Under construction 在建 | 2021 二零二一年 |
| Ho Man Tin Station Package One Property Development at the northern portion of the lot located in Ho Man Tin, Kowloon known as Kowloon Inland Lot No.11264 位於九龍何文田地段之北面用地的何文田站第一期物業發展項目 (即九龍內地段第11264號) | Residential 住宅 | 41,400 sq. m. 41,400平方米 | 69,000 sq. m. 69,000平方米 | 50.1% | In planning stage 規劃階段 | 2022 二零二二年 |

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

| | | Year ended 30 June 截至六月三十日止年度 | | | | |
|---------------------------|-----------|----------------------------------|-----------------|-----------------|-----------------|-----------------|
| | | 2017 二零一七年 | 2016 二零一六年 | 2015 二零一五年 | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| RESULTS | | | | | | |
| 業績 | | | | | | |
| Turnover | 營業額 | 760,087 | 624,486 | 573,776 | 401,526 | 250,468 |
| Profit attributable to: | 以下人士應佔溢利： | | | | | |
| Owners of the Company | 本公司擁有人 | 1,419,573 | 893,232 | 1,214,043 | 733,826 | 928,053 |
| Non-controlling interests | 非控股權益 | 898,800 | 611,512 | 800,967 | 386,284 | 596,530 |
| Profit for the year | 本年度溢利 | 2,318,373 | 1,504,744 | 2,015,010 | 1,120,110 | 1,524,583 |

| | | As at 30 June 於六月三十日 | | | | |
|--|-------|-------------------------|-----------------|-----------------|-----------------|-----------------|
| | | 2017 二零一七年 | 2016 二零一六年 | 2015 二零一五年 | 2014 二零一四年 | 2013 二零一三年 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS | | | | | | |
| 資產、負債與非控股權益 | | | | | | |
| Total assets | 資產總值 | 35,874,530 | 27,960,189 | 16,646,823 | 12,267,651 | 10,524,782 |
| Total liabilities | 負債總值 | (18,631,449) | (13,515,551) | (3,493,077) | (1,235,491) | (595,799) |
| Non-controlling interests | 非控股權益 | (5,238,800) | (3,957,810) | (3,346,298) | (2,545,331) | (2,161,104) |
| | | 12,004,281 | 10,486,828 | 9,807,448 | 8,486,829 | 7,767,879 |

GLOSSARY

詞彙

In this annual report, unless the context states otherwise, the following expressions have the following meanings: 在本年報中，除文義另有所指外，下列詞語具有以下涵義：

| | |
|---|---|
| “associate(s)” 「聯繫人士」 | has the meaning ascribed to it under the Listing Rules 具上市規則賦予該詞之涵義 |
| “Bermuda Companies Act” 「百慕達公司法」 | the Companies Act 1981 of Bermuda (as amended) 百慕達一九八一年公司法(經修訂) |
| “Board” 「董事會」 | the board of Directors 董事會 |
| “Bye-laws” 「公司細則」 | the bye-laws of the Company 本公司之公司細則 |
| “close associate(s)” 「緊密聯繫人」 | has the meaning ascribed to it under the Listing Rules 具上市規則賦予該詞之涵義 |
| “Company” or “Goldin Financial” 「本公司」或「高銀金融」 | Goldin Financial Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 530) 高銀金融(集團)有限公司，一間於百慕達註冊成立之有限公司，其股份在香港聯交所主板上市(股份代號：530) |
| “controlling shareholder(s)” 「控股股東」 | has the meaning ascribed to it under the Listing Rules 具上市規則賦予該詞之涵義 |
| “Director(s)” 「董事」 | the director(s) of the Company 本公司董事 |
| “Euro” 「歐元」 | Euro, the lawful currency of the European Union 歐元，歐盟之法定貨幣 |
| “Goldin Properties” 「高銀地產」 | Goldin Properties Holdings Limited, which was listed on the Main Board of the Hong Kong Stock Exchange and had been withdrawn from listing in August 2017 高銀地產控股有限公司，其曾於香港聯交所主板上市，並於二零一七年八月撤銷上市地位 |

| | |
|---|--|
| “Goldin Properties Group” 「高銀地產集團」 | Goldin Properties and its subsidiaries 高銀地產及其附屬公司 |
| “Group” 「本集團」 | the Company and its subsidiaries 本公司及其附屬公司 |
| “HK\$” or “Hong Kong dollar” 「港元」 | Hong Kong dollars, the lawful currency of Hong Kong 港元，香港之法定貨幣 |
| “Hong Kong” 「香港」 | the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區 |
| “Hong Kong Companies Ordinance” 「香港公司條例」 | Companies Ordinance (Chapter 622 of the Laws of Hong Kong) 公司條例(香港法例第622章) |
| “INED(s)” 「獨立非執行董事」 | the independent non-executive director(s) of the Company 本公司獨立非執行董事 |
| “Listing Rules” 「上市規則」 | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange 香港聯交所證券上市規則 |
| “PRC” or “China” or “Mainland China” 「中國」或「中國內地」 | the People’s Republic of China (for the purpose of this annual report, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan) 中華人民共和國(就本年報而言，不包括香港、中國澳門特別行政區及台灣) |
| “RMB” 「人民幣」 | Renminbi, the lawful currency of the PRC 人民幣，中國之法定貨幣 |
| “Securities and Futures Ordinance” 「證券及期貨條例」 | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 證券及期貨條例(香港法例第571章) |
| “Share(s)” 「股份」 | ordinary share(s) of HK\$0.10 each in the share capital of the Company 本公司股本中每股面值0.10港元之普通股份 |
| “Shareholders” 「股東」 | shareholders of the Company 本公司股東 |

GLOSSARY

詞彙

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|---|---|
| “Stock Exchange” or “Hong Kong Stock Exchange” 「聯交所」或「香港聯交所」 | The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司 |
| “US\$” or “US dollar” 「美元」 | United States dollars, the lawful currency of the United States of America 美元，美利堅合眾國法定貨幣 |
| “%” 「%」 | per cent 百分比 |



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高銀金融(集團)有限公司*

(Stock Code 股份代號 : 530)

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