



CIL HOLDINGS LIMITED
華建控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號: 00479

ANNUAL REPORT 年報 2018

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CORPORATE INFORMATION 公司資料

DIRECTORS

Mr. Ke Jun Xiang (*Chairman & Chief Executive Officer*)

Mr. Wilson Wong (*Deputy Chairman*)

Ms. Lo Yuen Chung

Mr. Fu Daoding

Mr. Chow Yeung Tuen, Richard*

Mr. Li Chung Kai, Philip*

Mr. Kwok Yam Sheung**

Mr. Chan Siu Kay**

Mr. Choi Chin Yu**

* Non-executive Director

** Independent Non-executive Director

董事

柯俊翔先生 (*主席及行政總裁*)

Wilson Wong先生 (*副主席*)

盧元琮女士

付道丁先生

鄒揚敦先生*

李松佳先生*

郭蔭尚先生**

陳紹基先生**

蔡展宇先生**

* 非執行董事

** 獨立非執行董事

COMPANY SECRETARY

Mr. Chiu King Hoi, Anthony

公司秘書

趙景開先生

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited

DBS Bank (Hong Kong) Limited

The Hongkong and Shanghai Banking

Corporation Limited

Industrial Bank Co. Ltd.

主要往來銀行

中國銀行(香港)有限公司

星展銀行(香港)有限公司

香港上海滙豐銀行有限公司

興業銀行股份有限公司

AUDITORS

Graham H. Y. Chan & Co.

Certified Public Accountants (Practising)

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陳浩賢會計師事務所

執業會計師

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CORPORATE INFORMATION 公司資料

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STOCK CODE

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00479

公司網址

www.cil479.com.hk

CHAIRMAN'S STATEMENT 主席報告書

On behalf of the board of directors (the "Board") of CIL Holdings Limited (the "Company"), I am pleased to present the audited consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 30 June 2018.

During the year, trading of distribution of server storage, multi-media and communication products continued to be the core business of the Group. However, persistent downturn in the global economy and keen competition in the market of I.T. products had caused significant drop in our sales revenue and operating profit.

We have started to diversify our business into different spectrums by setting up new segments in money lending and investments in listed securities two years ago so as to avoid over-reliance on a single trade and to utilise our short term idle funds in a better way. In the reporting period, performance of these two sectors was below our expectation as both of them incurred losses to the Group.

The Group has obtained the right of exclusive sales agency in marketing rice cookers and household electrical appliances of the "Hotor" brand in the Southeast Asia, the Middle East, Africa and South America since November 2013. Despite the difficulties encountered in our marketing campaign in Indonesia have caused a drag on progress, the project as a whole is still advancing. We are now in the course of negotiating with a new prospective partner to enter into a country distribution agreement under which our products could be promoted and marketed more effectively in the countries in ASEAN, including Malaysia. Meanwhile, we have entered into a supplementary agreement with the supplier to extend our distribution right to the PRC. A small profit was earned from this region in the reporting period and we expect the performance will be even better in the coming year.

本人謹代表華建控股有限公司(「本公司」)董事會(「董事會」)欣然提呈本公司及其附屬公司(統稱為「本集團」)截至二零一八年六月三十日止年度之經審核綜合業績。

本年度，伺服器儲存、多媒體及通訊產品之分銷交易繼續為本集團之核心業務。然而，全球經濟持續下行及資訊科技產品市場的激烈競爭已導致我們的銷售收益及經營溢利顯著下跌。

我們在兩年前開設新的放債及上市證券投資分部，藉此開始將業務分散至不同的範疇，以避免過份依賴單一行業，及以較佳方式運用短期閒置資金。報告期間，該兩個分部均令本集團承受虧損，表現遜於我們的預期。

本集團自二零一三年十一月起已取得獨家銷售代理權，以品牌「浩特(Hotor)」在東南亞、中東、非洲及南美洲營銷電飯煲及家庭電器。雖然我們的營銷計劃在印尼遇到困難，拖累進度，惟整體而言項目仍在推進中。我們目前正就訂立國家分銷協議與一名潛在新夥伴洽談，根據協議我們的產品將能夠以更有效的方式在東盟國家(包括馬來西亞)推廣及營銷。與此同時，我們與供應商已訂立一項補充協議，將我們的分銷權延伸至中國。報告期間我們於此地區賺取少量溢利，我們預期來年表現將會更理想。

CHAIRMAN'S STATEMENT 主席報告書

During the reporting period, we set up a new business unit to participate in the production of the music concert of a famous K-pop group in Hong Kong and Macau. Given that development of media and entertainment industry continues to be prosperous in the Greater China Region, we are prepared to invest further in this sector and to aim at securing more production contracts.

In previous years, we had also been concentrating our effort in selling the sports car model "Gumpert Apollo" pursuant to the distribution right secured from the manufacturer in 2014. However, this car model was retired by the manufacturer from production subsequently. As the timeline for launching a new model has been behind schedule seriously, the viability of the whole project becomes uncertain and we have determined to discontinue the business in order to conserve our financial resources.

Looking forward, we will capitalise on our strong business connections to carry on the development and growth momentum in our current businesses. Simultaneously, we will also seize new investment and growth opportunities through a strategy of diversification actively with a view to creating better return to our shareholders.

報告期間，我們成立新的業務小組，參與由一個韓國流行音樂團體在香港及澳門舉辦音樂演出的製作。鑒於大中華區的媒體及娛樂行業一直發展蓬勃，我們已準備好於此行業進一步投資，目標是奪得更多製作合約。

過去數年我們一直集中力量，根據於二零一四年向生產商取得的分銷權銷售跑車「Gumpert Apollo」。然而，生產商其後已停止生產這款車型。由於生產商推出新車型的時間表嚴重落後於原先計劃，整個項目的可行性變得不明朗，而我們已決定終止該業務以保存財務資源。

展望將來，我們將會善用我們強大的業務聯繫，帶動現有業務的發展及增長動力。同時，我們將會透過積極多元化的策略，把握新的投資及增長機會，旨在為股東創造更高回報。

CHAIRMAN'S STATEMENT 主席報告書

Lastly, I would like to represent the Board to take this opportunity to thank the management and all of our colleagues for their dedication and support to the Group in such challenging year. I would also like to express our sincere gratitude to our customers, suppliers and business partners for their continued support.

最後，本人謹代表董事會藉此機會感謝管理層及全體同事，在這充滿挑戰的一年對本集團的付出及支持。本人亦衷心感謝客戶、供應商及業務合作夥伴一直以來的支持。

Ke Jun Xiang
Chairman

主席
柯俊翔

Hong Kong, 28 September 2018

香港，二零一八年九月二十八日

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

FINANCIAL RESULTS

For the year ended 30 June 2018, the Group's total revenue from continuing operations descended from approximately HK\$102,765,000 of previous year to approximately HK\$77,666,000, representing a decrease of 24.42% and was mainly caused by dropping in sales of goods relating to the Group's core business of distribution of server storage, multi-media and communication products. Revenue of this sector was approximately HK\$57,767,000 (2017: HK\$97,943,000) and accounted for 74.38% (2017: 95.31%) of the total revenue from continuing operations.

Sales of goods during the year also included approximately HK\$5,393,000, or 6.94% of the total revenue from continuing operations, in distribution of rice cookers and household electrical appliances (2017: Nil).

Interest income generated from money lending operation dropped to approximately HK\$3,490,000 (2017: HK\$4,822,000) and accounted for 4.49% (2017: 4.69%) of the total revenue from continuing operations.

Moreover, commencement of a new business in entertainment in the year contributed concert income of approximately HK\$11,016,000, or 14.18% to the total revenue from continuing operations (2017: Nil).

During the year, there was no revenue from distribution of sports car (2017: HK\$6,000,000). As the distribution rights in sports car have been disposed of by the Group subsequent to year end, the segment was classified as discontinued operation in the consolidated financial statements.

Owing to high cost of goods sold, overall gross profit ratio of continuing operations declined to 7.31% (2017: 7.39%) and the Group recorded an overall gross profit from continuing operations of approximately HK\$5,679,000 as compared to approximately HK\$7,590,000 of last year, representing a decrease of 25.18%.

財務業績

截至二零一八年六月三十日止年度，本集團來自持續經營業務之的總收益由去年約102,765,000港元減少至約77,666,000港元，減幅為24.42%，主要由於有關本集團核心業務分銷伺服器儲存、多媒體及通訊產品的貨品銷售下降。該分部的收益約為57,767,000港元（二零一七年：97,943,000港元），佔來自持續經營業務之總收益的74.38%（二零一七年：95.31%）。

年內貨品銷售亦計入分銷電飯煲及家庭電器，金額約為5,393,000港元（二零一七年：無），佔來自持續經營業務之總收益的6.94%。

放債業務的利息收入下降至約3,490,000港元（二零一七年：4,822,000港元），佔來自持續經營業務之總收益的4.49%（二零一七年：4.69%）。

此外，年內開展娛樂新業務貢獻約11,016,000港元的演唱會收入，佔來自持續經營業務之總收益的14.18%（二零一七年：無）。

年內，並無分銷跑車之收益（二零一七年：6,000,000港元）。由於本集團已於年結後出售跑車分銷權，故該分部於綜合財務報表中分類為已終止經營業務。

由於已售貨品成本高企，持續經營業務之整體毛利率下降至7.31%（二零一七年：7.39%），本集團錄得來自持續經營業務之整體毛利約5,679,000港元，而去年約為7,590,000港元，減少25.18%。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Group earned other income of approximately HK\$5,399,000 (2017: HK\$7,207,000) which was made up of interest income deriving from bank deposits and other loan receivable amounting to approximately HK\$5,304,000 (2017: HK\$6,181,000) as well as miscellaneous income from other sources of approximately HK\$95,000 (2017: HK\$1,026,000) including dividend income from held-for-trading investments.

For the year, other than the gain on disposal of property, plant and equipment of approximately HK\$571,000 (2017: Nil), there was no gain arising from written back of payables in relation to litigation settled (2017: HK\$2,463,000).

Furthermore, an aggregate amount of impairment losses from continuing operations of approximately HK\$18,635,000 (2017: Nil) was made for the following receivables which their recoverability is in doubt: (i) a refundable deposit of HK\$5,000,000 previously paid for proposed acquisition; (ii) recoverable production costs in relation to a concert performance of approximately HK\$4,635,000 and (iii) loan receivable arising from money lending business amounting to HK\$9,000,000.

In respect of the depreciation charge for property, plant and equipments, there was a moderate increase to approximately HK\$4,462,000 (2017: HK\$4,044,000).

The Group continued to engage in investment in listed securities in Hong Kong during the year. Due to volatility in local stock market, net fair value losses of approximately HK\$49,253,000 were incurred during the year (2017: HK\$5,756,000).

本集團賺取其他收入約5,399,000港元(二零一七年: 7,207,000港元), 乃由來自銀行存款及其他應收貸款的利息收入約5,304,000港元(二零一七年: 6,181,000港元)以及其他來源所得的雜項收入約95,000港元(二零一七年: 1,026,000港元)(當中包括來自持作買賣投資的股息收入)所組成。

年內, 除出售物業、機器及設備的收益約571,000港元(二零一七年: 無)外, 並無有關撥回已了結訴訟之應付款項所產生的收益(二零一七年: 2,463,000港元)。

此外, 已經就以下可收回成數存疑的應收款項作出來自持續經營業務之減值虧損撥備合共約18,635,000港元(二零一七年: 無): (i) 過往就建議收購事項支付的可退還按金5,000,000港元; (ii) 一場演唱會表演的可收回製作成本約4,635,000港元及(iii)放債業務產生的應收貸款9,000,000港元。

有關物業、機器及設備的折舊支出適度增加至約4,462,000港元(二零一七年: 4,044,000港元)。

本集團於年內繼續投資於香港上市證券。由於本港股市波動, 年內錄得公平值虧損淨額約49,253,000港元(二零一七年: 5,756,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Major items of administrative expenses include staff costs and operating lease expenses. Staff costs descended to approximately HK\$25,550,000 (2017: HK\$28,766,000) mainly due to reduction in manpower of the Group. Operating lease expenses in respect of land and buildings was at similar level of last year, amounting to approximately HK\$4,982,000 (2017: HK\$4,830,000). For other operating expenses, comprising selling and distribution costs, overheads and miscellaneous administrative costs, the amount went up by 21.52% to approximately HK\$20,496,000 (2017: HK\$16,866,000).

Finance costs for the year, which mainly included interest expenses of bank borrowings, margin loan, bonds and other loans, rose by 20.09% to approximately HK\$9,864,000 (2017: HK\$8,214,000).

As the overall gross profit together with the other income earned were inadequate to cover the total expenses incurred and the significant net losses arising from changes in fair value of investments at fair value through profit or loss, total loss attributable to owners of the Company from continuing operations for the year ended 30 June 2018 widened to approximately HK\$120,441,000 (2017: HK\$50,058,000) and basic loss per share for the year was HK cents 3.05 (2017: HK cents 1.39). In respect of the discontinued operation in distribution of sports car, total loss attributable to owners of the Company was approximately HK\$5,619,000 (2017: HK\$9,831,000) and basic loss per share for the year was HK cents 0.14 (2017: HK cents 0.27). In aggregate, the loss for the year attributable to owners of the Company from both continuing and discontinued operations was approximately HK\$126,060,000 (2017: HK\$59,889,000) and basic loss per share was HK cents 3.19 (2017: HK cents 1.66).

行政開支的主要項目包括員工成本及經營租賃開支。員工成本降至約25,550,000港元(二零一七年: 28,766,000港元), 主要由於本集團人手減少。有關土地及樓宇的經營租賃開支與去年之水平相若, 約為4,982,000港元(二零一七年: 4,830,000港元)。其他經營開支方面(由銷售及分銷成本、間接費用以及雜項行政成本所組成), 金額上升21.52%至約20,496,000港元(二零一七年: 16,866,000港元)。

本年度融資成本(主要包括銀行借貸、保證金貸款、債券及其他貸款的利息開支), 上升20.09%至約9,864,000港元(二零一七年: 8,214,000港元)。

由於整體毛利連同賺取的其他收入不足以支付所錄得的總開支以及按公平值計入損益的投資公平值變動產生的顯著虧損淨額, 截至二零一八年六月三十日止年度, 來自持續經營業務之本公司擁有人應佔虧損總額擴大至約120,441,000港元(二零一七年: 50,058,000港元), 年內每股基本虧損為3.05港仙(二零一七年: 1.39港仙)。就分銷跑車之已終止經營業務而言, 本公司擁有人應佔虧損總額約為5,619,000港元(二零一七年: 9,831,000港元), 而本年度每股基本虧損為0.14港仙(二零一七年: 0.27港仙)。總體而言, 來自持續經營及已終止經營業務的本公司擁有人應佔本年度虧損約為126,060,000港元(二零一七年: 59,889,000港元), 而每股基本虧損為3.19港仙(二零一七年: 1.66港仙)。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

BUSINESS REVIEW

Distribution of server storage, multi-media and communication products

The loss of this segment for the year was approximately HK\$8,536,000 (2017: HK\$10,092,000). During the year, we continued facing challenges in this business segment arising from keen competition in the market and also from the decreasing demand for traditional server storage hardware from customers as a result of the growing popularity of public cloud storage-as-a-service. As this is an irreversible trend in IT technology, we predict the impact on our business will be even harder and further slowdown seems to be inevitable.

Despite of tough market situation, we strive to continue providing our customers with the best quality of products and services by incorporating a broad range of enterprise management technologies and processes to achieve a high degree of software-hardware integration.

Distribution of rick cooker and household electrical appliances

The Company entered into a supplementary agreement with the supplier to extend the distribution right to the PRC and a minimal profit of approximately HK\$74,000 (2017: Nil) was earned from this region during the year. We are still in the course of identifying a suitable business partner for the distribution business in other regions. The management will monitor the project closely and revise our business strategy to meet the latest market condition when required.

業務回顧

分銷伺服器儲存、多媒體及通訊產品

此分部於本年度的虧損約為8,536,000港元(二零一七年：10,092,000港元)。於年內，此業務分部繼續面對不少挑戰，部份源自市場競爭激烈，以及隨著公共雲端儲存服務日益普及，客戶對傳統伺服器儲存硬件的需求減少所致。由於此是資訊科技領域內無法逆轉之大勢所趨，我們預期此業務所面對的影響將會加深，進一步放緩應無法避免。

儘管市況艱鉅，我們仍然致力通過整合各種企業管理技術和流程來實現高度的軟硬件整合，繼續為客戶提供最優質的產品和服務。

分銷電飯煲及家庭電器

本公司已與供應商訂立補充協議，以將分銷權擴展至中國，年內從該地區賺取微利約74,000港元(二零一七年：無)。我們仍正就其他地區之分銷業務物色合適業務夥伴。管理層將密切監察該項目，並於需要時修訂業務策略以應對最新市況。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Distribution of sports car

In November 2014, the Group acquired a ten-year rights of distribution, marketing and servicing of sports car "Gumpert Apollo" in five designated cities in the PRC. However the timeline for launching a new car model by the manufacturer has seriously behind schedule which affected our marketing plan. Having reassessed the viability of project in detail, the Group decided to discontinue the business by selling the distribution rights to a third party at a consideration of approximately HK\$5,500,000 on 26 September 2018 and a loss of approximately HK\$5,619,000 was incurred for the year which consisted mainly of the amortisation charge and impairment loss of the distribution rights (2017: HK\$9,831,000).

Money lending

The Group's money lending business slowed down during the year and incurred a loss of approximately HK\$6,480,000 (2017: profit of HK\$3,889,000). According to the management's observation and taking into account the positive results of the money lending business, the Group believes that there is a constant demand in the market allowing a rebound of this business segment and is confident that it will continue to contribute positively to the Group's overall results. As the business is capital-driven in nature, the Group will constantly assess the level of resources to be allocated to this business segment with reference to the availability of capital. In the meantime, we will closely monitor the market conditions and operating environment in order to strike a balance between the returns and the associated business risks.

Investment in securities

During the year, the Group's operation in securities investment continued to focus on listed securities in Hong Kong. Due to the relatively volatile market condition, a loss of approximately HK\$54,641,000 was recorded (2017: HK\$7,690,000).

分銷跑車

二零一四年十一月，本集團取得於國內五個指定城市經營「Gumpert Apollo」跑車的分銷、推廣及維修業務之十年權利。然而，廠商推出新車型的時間表落後於原先計劃進度的情況極為嚴重，累及我們的市場推廣計劃。對該項目之可行性重新進行詳盡評估後，本集團於二零一八年九月二十六日決定以約5,500,000港元之代價向第三方出售分銷權而終止該項業務，年內錄得虧損約5,619,000港元，此主要是分銷權之攤銷支出及減值虧損（二零一七年：9,831,000港元）。

放債業務

本集團放債業務於年內放緩並錄得虧損約6,480,000港元（二零一七年：溢利3,889,000港元）。根據管理層之觀察並計及放債業務之正面業績，本集團認為仍然存在持續的市場需求可推動該業務分部之表現反彈，並且有信心其將繼續為本集團之整體業績作出正面貢獻。由於此業務在性質上屬資本驅動型，本集團將參考資金可動用情況持續評估將分配予此業務分部之資源水平。與此同時，我們將密切監控市場狀況及營運環境，以便在回報與相關業務風險之間取得平衡。

證券投資

年內，本集團的證券投資營運繼續專注於香港上市證券。由於市況較為波動，故令其錄得虧損約54,641,000港元（二零一七年：7,690,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Group will carefully study the local stock market and adopt an approach which objective is to hold a diversified portfolio across different segments of the market with a view to achieving a reasonable return at an acceptable risk level. Research on the business and financial information of the prospective investee will be carried out before any purchase of securities. The Group tends to maintain the current portfolio size but as the source of finance for this segment is from the idle funds available from time to time, it may have to be reduced gradually once there is a need to deploy financial resources for meeting other operational requirements.

Entertainment

The growing momentum of the entertainment industry in the Greater China Region is robust in recent years. A new subsidiary of the Group was set up in July 2017 focusing on collaboration with business partners in the production of musical live shows. As our first project, we took part as co-producer of the 2017 World Tour "White Night" performed by Taeyang, Korea's top solo artist and main vocalist of the most popular K-pop group "Bigbang", in the Hong Kong and Macau stops on 24 September 2017 and 21 October 2017 respectively. A loss of approximately HK\$4,522,000 was incurred from the show.

LIQUIDITY AND CAPITAL RESOURCES

As at 30 June 2018, the Group had net assets of approximately HK\$56,274,000 (2017: HK\$114,455,000), comprising total assets of approximately HK\$173,902,000 (2017: HK\$221,026,000) and total liabilities of approximately HK\$117,628,000 (2017: HK\$106,571,000).

本集團將審慎研究本港股市，所採取之投資方針為持有涵蓋市場內不同行業之多元化投資組合，以期在可接受風險水平取得合理回報。在購入任何證券前將先研究潛在投資對象的業務和財務資料。本集團傾向於維持目前的投資組合規模，惟此分部的資金來源是不時可動用的閒置資金，因此一旦需要調配財務資源以應付其他營運需求時，投資組合的規模其時可能須逐漸縮減。

娛樂

近年來，大中華區的娛樂行業增長勢頭強勁。本集團於二零一七年七月成立新附屬公司以專注於與業務合作夥伴共同製作現場音樂表演。作為我們的首個項目，我們以聯合製作人的身份，參與韓國最受歡迎的樂壇班霸BIGBANG的第一主唱和主領舞的成員－太陽(Taeyang)分別於二零一七年九月二十四日及二零一七年十月二十一日舉行的《TAEYANG 2017 WORLD TOUR「WHITE NIGHT」》世界巡演香港站及澳門站。該表演節目錄得虧損約4,522,000港元。

流動資金及財政資源

於二零一八年六月三十日，本集團之資產淨值約為56,274,000港元(二零一七年：114,455,000港元)，包含資產總值約173,902,000港元(二零一七年：221,026,000港元)及負債總額約117,628,000港元(二零一七年：106,571,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Total assets included total non-current assets of approximately HK\$57,531,000 (2017: HK\$72,471,000) and total current assets of approximately HK\$116,371,000 (2017: HK\$148,555,000). Diminishment of non-current assets was mainly due to decrease in carrying amounts of property, plant and equipment and intangible assets after charging depreciation and amortisation for the year and also reduction in other loans receivable not arising from money lending business to approximately HK\$18,759,000 (2017: HK\$24,413,000).

Loans receivable arising from money lending business were classified as current assets and decreased to approximately HK\$15,247,000 as at 30 June 2018 (2017: HK\$18,201,000) and the other factors ascribed to the drop in current assets were: (i) lowering of pledged fixed deposit as well bank balances and cash to approximately HK\$900,000 (2017: HK\$20,000,000) and HK\$8,574,000 (2017: HK\$18,542,000) respectively; (ii) substantial reduction in holding inventories to approximately HK\$59,000 (2017: HK\$8,126,000) and (iii) decrease of trade receivables to approximately HK\$9,597,000 (2017: HK\$14,932,000), notwithstanding that prepayments, deposits, interest and other receivables as well as investments at fair value through profit or loss increased to approximately HK\$15,993,000 (2017: HK\$9,477,000) and approximately HK\$65,967,000 (2017: HK\$59,277,000) respectively. Expansion of prepayments, deposits, interest and other receivables was mainly due to proceeds receivable from disposal of trading securities of approximately HK\$5,161,000 (2017: Nil).

資產總值包括非流動資產總值約57,531,000港元(二零一七年: 72,471,000港元)及流動資產總值約116,371,000港元(二零一七年: 148,555,000港元)。非流動資產縮減, 主要因為年內計提折舊及攤銷後物業、機器及設備以及無形資產的賬面值降低, 以及並非放債業務產生的其他應收貸款亦減少至約18,759,000港元(二零一七年: 24,413,000港元)。

放債業務產生的應收貸款分類為流動資產, 於二零一八年六月三十日減至約15,247,000港元(二零一七年: 18,201,000港元), 令流動資產下降之其他因素為: (i)已抵押定期存款以及銀行結餘及現金分別降低至約900,000港元(二零一七年: 20,000,000港元)及8,574,000港元(二零一七年: 18,542,000港元); (ii)持有存貨大幅減少至約59,000港元(二零一七年: 8,126,000港元)及(iii)應收貿易賬款減少至約9,597,000港元(二零一七年: 14,932,000港元), 儘管預付款項、按金、利息及其他應收款項以及按公平值計入損益之投資分別增加至約15,993,000港元(二零一七年: 9,477,000港元)及約65,967,000港元(二零一七年: 59,277,000港元)。預付款項、按金、利息及其他應收款項增加乃主要由於出售交易證券的應收所得款項約5,161,000港元(二零一七年: 無)。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Total liabilities as at 30 June 2018 comprised non-current liabilities, represented wholly by outstanding bonds, of approximately HK\$20,868,000 (2017: HK\$20,849,000) and current liabilities of approximately HK\$96,760,000 (2017: HK\$85,722,000). Current liabilities mainly consisted of accruals, deposits received and other payables of approximately HK\$12,568,000 (2017: HK\$4,049,000), bank borrowings of approximately HK\$2,511,000 (2017: HK\$10,591,000), margin loans payable of approximately HK\$20,251,000 (2017: HK\$13,679,000) and other loans payable of approximately HK\$52,902,000 (2017: HK\$39,582,000). Despite the large addition to accruals, deposits received and other payables, its effect of increase on current liabilities was set off by the reduction of trade payables significantly to approximately HK\$8,457,000 (2017: HK\$16,176,000).

Total cash resources of the Group consisting of pledged fixed deposit as well as bank balances and cash as at 30 June 2018 was approximately HK\$9,474,000 (2017: HK\$38,542,000). They were denominated in HKD and Renminbi ("RMB"). The bank balances as at 30 June 2017 also consist of bank balances denominated in Great British Pound ("GBP"). The balance had diminished mainly because of the funds used up in the current operating activities and also additional financial resource was needed to support the new business of entertainment.

The current ratio, representing by current assets divided by current liabilities, declined to 1.20 (2017: 1.73).

於二零一八年六月三十日之負債總額包括全數為未償還債券之非流動負債約20,868,000港元(二零一七年: 20,849,000港元)及流動負債約96,760,000港元(二零一七年: 85,722,000港元)。流動負債主要包括應計費用、已收按金及其他應付款項約12,568,000港元(二零一七年: 4,049,000港元)、銀行借貸約2,511,000港元(二零一七年: 10,591,000港元)、應付保證金貸款約20,251,000港元(二零一七年: 13,679,000港元)及其他應付貸款約52,902,000港元(二零一七年: 39,582,000港元)。儘管應計費用、已收按金及其他應付款項顯著增加,但其對流動負債增加的影響因應付貿易賬款大幅減少至約8,457,000港元(二零一七年: 16,176,000港元)而被抵銷。

本集團於二零一八年六月三十日之現金資源總額約為9,474,000港元(二零一七年: 38,542,000港元),包含已抵押定期存款以及銀行結餘及現金,以港元及人民幣(「人民幣」)計值。於二零一七年六月三十日之銀行結餘亦包括以英鎊(「英鎊」)計值之銀行結餘。結餘減少主要因為現有經營活動所用資金以及需要額外財務資源支持新的娛樂業務之發展所致。

流動比率(即流動資產除以流動負債)下降至1.20(二零一七年: 1.73)。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

As at 30 June 2018, the aggregate amount of bank borrowings, margin loan payable and other loans of approximately HK\$75,664,000 (2017: HK\$64,835,000) were denominated in HKD and USD, and were subject to interest at prevailing commercial lending rates. Together with the outstanding bonds of approximately HK\$20,868,000 (2017: HK\$20,849,000), which were denominated in HKD, the aggregate balance of borrowings amounted to approximately HK\$96,532,000 (2017: HK\$85,684,000). The gearing ratio, measuring as the total borrowings over total equity of approximately HK\$56,274,000 (2017: HK\$114,455,000), rose to 1.72 (2017: 0.75).

In order to improve the Group's capital structure and to enhance its financial resources, the Company entered into an agreement on 22 December 2017 with an agent to place, on a best effort basis, up to 720,000,000 shares of the Company to independent placees at the price of HK\$0.1 per share. On 12 January 2018, a total of 720,000,000 shares was successfully placed and completed. The net proceeds from the placing, after deducting placing commission and other fees and expenses, was approximately HK\$69,120,000. The amount was used for repayment of existing loans and for the general working capital of the Group.

The directors of the Company are of the opinion that, after taking into account of the present available financial resources and the current banking and other facilities and the letter of undertaking issued by Mr. Ke Jun Xiang as set out in note 2 to the consolidated financial statements, the Group has sufficient fund to finance its operations and to meet the financial obligations of its business when they fall due.

於二零一八年六月三十日，銀行借貸、應付保證金貸款及其他貸款之總額約為75,664,000港元（二零一七年：64,835,000港元），乃以港元及美元計值，並且按現行商業借貸利率計息。連同未償還債券約20,868,000港元（二零一七年：20,849,000港元）（以港元計值）計算，借貸總結餘約為96,532,000港元（二零一七年：85,684,000港元）。根據總借貸除以約56,274,000港元（二零一七年：114,455,000港元）之總權益計算的資本負債比率上升至1.72（二零一七年：0.75）。

為改善本集團的資本架構及增加財務資源，本公司於二零一七年十二月二十二日與一名代理訂立協議，按盡力基準以每股0.1港元之價格向獨立承配人配售最多720,000,000股本公司股份。於二零一八年一月十二日，合共720,000,000股股份已成功配售，而配售事項已告完成。配售所得款項淨額（扣除配售佣金以及其他費用及開支後）約為69,120,000港元。有關款項已用作償還現有貸款及本集團之一般營運資金。

本公司董事認為，經計及目前可動用之財務資源、現有銀行及其他融資以及綜合財務報表附註2所載由柯俊翔先生發出之承諾函後，本集團目前已具備足夠資金應付業務所需及到期之業務財務責任。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

OUTLOOK

Looking forward, our Group will continue to devote the best efforts in keeping the development of our existing businesses on a steady pace. Meanwhile, we are actively looking for new investment and growth opportunities through a strategy of business diversification.

On 24 September 2018, the Company and a vendor entered into a non-legally binding memorandum of understanding for the proposed acquisition of the vendor's equity interest in a target company, the operating subsidiary of which will be principally engaged in property leasing, property management and other property related business in the PRC after reorganisation.

As there is growing importance to the development of the Guangdong-Hong Kong-Macau Greater Bay Area, we expect a lot of business opportunities in the region will be opened up and feel confident of our growth and development in the near future.

PLEDGE OF ASSETS

As at 30 June 2018, the following assets were pledged:

- (i) the Group's banking facilities were secured by the fixed deposit of the Company amounting to approximately HK\$900,000 (2017: HK\$20,000,000), fixed charge over trade receivables of the Group with an aggregate carrying amount of HK\$2,784,000 (2017: HK\$7,497,000) and a corporate guarantee executed by the Company;
- (ii) the Group's margin loans were secured by the Group's listed equity investments with aggregate carrying amount of approximately HK\$56,859,000 (2017: HK\$59,277,000); and
- (iii) the Group's other loans amounting to approximately HK\$4,435,000 (2017: Nil) were secured by the Group's yacht with carrying amount of approximately HK\$5,445,000 (2017: Nil) and corporate guarantee executed by a subsidiary of the Company.

展望

展望未來，本集團將繼續盡全力維持現有業務的穩健發展。與此同時，我們繼續透過業務多元化策略積極物色新的投資及增長機遇。

於二零一八年九月二十四日，本公司與一名賣方就建議收購賣方於目標公司的股權訂立無法律約束力的諒解備忘錄，而該目標公司的營運附屬公司將於重組後主要在中國從事物業租賃、物業管理及其他物業相關業務。

隨著粵港澳大灣區的發展日益重要，我們預期區內商機處處，並對集團於不久將來的增長及發展充滿信心。

資產抵押

於二零一八年六月三十日，已質押之資產如下：

- (i) 本集團之銀行融通額乃以為數約900,000港元(二零一七年：20,000,000港元)之本公司定期存款，以及本集團總賬面值為2,784,000港元(二零一七年：7,497,000港元)之應收貿易賬款之固定押記及本公司簽立之企業擔保作為抵押；
- (ii) 本集團之保證金貸款乃以本集團總賬面值約為56,859,000港元(二零一七年：59,277,000港元)之上市股本投資作為抵押；及
- (iii) 本集團之其他貸款約4,435,000港元(二零一七年：無)乃以賬面值約5,445,000港元(二零一七年：無)之本集團一艘遊艇及本公司一間附屬公司簽立之公司擔保作抵押。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

TREASURY POLICIES

The Group's monetary assets and transactions are principally denominated in HKD, RMB and USD. The management considers that the Group's exposure to USD does not give rise to significant currency risk on the ground that HKD is pegged to USD. The Group exposes to currency risk that are denominated in RMB and currently does not have any hedging policy against RMB. However, the management is monitoring the Group's currency risk exposure closely and will consider hedging significant currency risk exposure should the need arise.

As at 30 June 2018, the Group's bank borrowings were based on floating interest rates which are still at a relatively low level because the banks in Hong Kong have sufficient capital and strong liquidity. Although the Group does not have any hedging measures against such interest rate risks, we will continue to closely monitor the risks arising from such interest rate movements. When interest rate rises, hedging instruments will be used in due course against the interest rate risks caused by HKD-denominated borrowings which are based on floating interest rates.

COMMITMENTS

Except for operating lease commitments in respect of land and buildings amounting to approximately HK\$4,800,000 (2017: HK\$7,935,000), the Group had no other commitment as at 30 June 2018.

MATERIAL ACQUISITIONS AND DISPOSALS

The Group had no material acquisitions and disposals of subsidiaries during the year ended 30 June 2018.

庫務政策

本集團之貨幣資產及交易主要以港元、人民幣及美元計值。管理層認為，由於港元與美元掛鈎，本集團並無因美元而面對重大貨幣風險。本集團面對有關以人民幣計值之貨幣風險，現並無就人民幣訂立任何對沖政策。然而，管理層正密切監察本集團面對之貨幣風險，並會於需要時考慮對沖重大的貨幣風險。

截至二零一八年六月三十日，本集團的銀行借貸按浮動利率計息，有關利率在相對低水平，原因為香港的銀行擁有充裕資本及強勁流動性。儘管本集團並無就對沖相關利率風險採取任何對沖措施，但我們將繼續密切監測有關利率走勢帶來的風險。當利率上升時，將在適當時候就按浮動利率計息的港元借貸所引起的利率風險使用對沖工具。

承擔

除了有關土地及樓宇約4,800,000港元（二零一七年：7,935,000港元）之經營租賃承擔外，本集團於二零一八年六月三十日並無其他承擔。

重大收購及出售

本集團於截至二零一八年六月三十日止年度並無重大收購及出售附屬公司。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

EMPLOYEES AND REMUNERATION POLICY

The Group had 32 employees as at 30 June 2018 (2017: 44). They were remunerated according to the prevailing manpower conditions and individual performance. There was no change on the staff policy during the year. During the year ended 30 June 2018, the staff cost (including directors' remunerations) amounted to approximately HK\$25,550,000 (2017: HK\$28,766,000). The Company may grant share options to directors of the Company, employees of the Group and other eligible participants under the share option scheme adopted and approved in the year 2011. There were 74,000,000 (2017: 78,000,000) share options outstanding under the share option scheme as at 30 June 2018.

CONTINGENT LIABILITIES

The Group had no contingent liabilities as at 30 June 2018.

僱員及薪酬政策

於二零一八年六月三十日，本集團有32名僱員（二零一七年：44名）。員工薪酬根據當時人力市場情況及個人表現釐定。年內員工政策並無變動。截至二零一八年六月三十日止年度，員工成本（包括董事酬金）約為25,550,000港元（二零一七年：28,766,000港元）。本公司可根據於二零一一年度採納及批准之購股權計劃向本公司董事、本集團僱員及其他合資格參與者授出購股權。於二零一八年六月三十日，購股權計劃下有74,000,000份（二零一七年：78,000,000份）未行使購股權。

或然負債

本集團於二零一八年六月三十日並無或然負債。

DIRECTORS' REPORT 董事會報告書

The Board is pleased to present its annual report and the audited consolidated financial statements for the year ended 30 June 2018.

董事會欣然提呈截至二零一八年六月三十日止年度之年報及經審核綜合財務報表。

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 41 to the consolidated financial statements.

主要業務

本公司為一家投資控股公司，其附屬公司之主要業務載於綜合財務報表附註41。

BUSINESS REVIEW

A fair review of the business of the Group for the year ended 30 June 2018, including the discussion of principal risks and uncertainties facing the Group, material events that have occurred, an indication of likely future developments in the Group's business and relationships with key stakeholders are provided in the "Chairman's Statement" (pages 4 to 6), the "Management Discussion and Analysis" (pages 7 to 18), and the "Corporate Governance Report" (pages 33 to 46). An analysis of the Group's performance for the year ended 30 June 2018 by key financial indicators is set out in the "Management Discussion and Analysis" (pages 7 to 18). These discussions form part of the Directors' Report.

業務審視

對本集團截至二零一八年六月三十日止年度業務之公允審視(包括討論本集團面對之主要風險及不明朗因素、已發生之重要事項、本集團業務之未來可能發展之指標以及與主要持份者之關係)，乃載於「主席報告書」(第4至6頁)、「管理層討論及分析」(第7至18頁)及「企業管治報告書」(第33至46頁)。按主要財務指標對本集團截至二零一八年六月三十日止年度表現進行之分析，乃載於「管理層討論及分析」(第7至18頁)。此等討論構成董事會報告之一部份。

In addition, the financial risk management objectives and policies of the Group are set out in note 7 to the consolidated financial statements.

此外，本集團之財務風險管理目標及政策載於綜合財務報表附註7。

Details of the Group's environmental protection, and compliance with laws and regulations are discussed below:

本集團之環境保護工作以及遵守法律及規例之詳情乃於下文論述：

DIRECTORS' REPORT 董事會報告書

Environmental protection

The Group is committed to achieving the development of environmental sustainability. The Group strives to encourage higher environmental protection awareness at our office and warehouse by saving electricity and encouraging recycle of materials. The Group will review the environmental practices from time to time and consider implementing further environmentally friendly measures and practices in its business operation to embrace the principles of reduce, recycle and reuse.

The Environmental, Social and Governance ("ESG") Report, prepared in accordance with the ESG Guide as set out in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), is set out on pages 47 to 54.

Compliance with laws and regulations

During the year ended 30 June 2018, the Group has complied in material respects with the relevant laws and regulations that have significant impact on the operations of the Group.

RESULTS AND DIVIDEND

The results of the Group for the year ended 30 June 2018 and the financial position of the Group and the Company as at that date are set out in the consolidated financial statements on pages 70 to 72 and note 40 to the consolidated financial statements.

The Board does not recommend the payment of any dividend in respect of the year ended 30 June 2018.

SEGMENT INFORMATION

An analysis of the Group's performance for the year by operating segments is set out in note 9 to the consolidated financial statements.

環境保護

本集團致力實現環境可持續發展。本集團透過節省電力和鼓勵材料循環再用，致力提升辦公室和倉庫人員的環保意識。本集團將不時檢討環保措施，並考慮在其業務營運實行進一步的環保措施及做法，以恪守減少使用、循環再造及再用的原則。

根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄二十七環境、社會及管治報告指引編製的環境、社會及管治報告書載於第47至54頁。

遵守法律及規例

截至二零一八年六月三十日止年度，本集團已在重大方面遵守對於本集團營運有重要影響之相關法律及規例。

業績及股息

本集團截至二零一八年六月三十日止年度之業績以及本集團及本公司於當日之財務狀況載於綜合財務報表第70至72頁以及綜合財務報表附註40。

董事會不建議派發截至二零一八年六月三十日止年度之任何股息。

分部資料

本集團於年內按營運分部對表現之分析載於綜合財務報表附註9。

DIRECTORS' REPORT 董事會報告書

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out on pages 199 to 200. This summary does not form part of the audited consolidated financial statements.

BANK AND OTHER BORROWINGS

Details of bank and other borrowings of the Group are set out in note 32 to the consolidated financial statements.

During the year ended 30 June 2018, the Group raised bank borrowings to finance the Group's operation of distribution of server storage, multi-media and communication products, raised margin loans to finance the Group's business in investment in securities, and raised other loan to finance the Group's money lending business.

SHARE CAPITAL

During the year ended 30 June 2018, a total of 720,000,000 new shares of HK\$0.10 per placing share was successfully placed and completed. The new shares rank pari passu with the existing shares in all respect. The Directors considered the placing could strengthen the capital base of the Company. Proceeds from the placing have been applied towards general working capital of the Group and for repayment of existing loans.

Details of movements in share capital of the Company during the year are set out in note 33 to the consolidated financial statements.

財務資料概要

本集團於過去五個財政年度之已刊登業績及資產與負債之概要(摘自經審核綜合財務報表)載於第199至200頁。此概要並非經審核綜合財務報表之一部分。

銀行貸款及其他借貸

有關本集團之銀行貸款及其他借貸詳情載於綜合財務報表附註32。

截至二零一八年六月三十日止年度，本集團籌得銀行借貸以撥付本集團分銷伺服器儲存、多媒體及通訊產品之營運，並籌得保證金貸款以撥付本集團之證券投資業務，並已籌得其他貸款以撥付本集團之放債業務。

股本

截至二零一八年六月三十日止年度，合共720,000,000股每股配售股份0.10港元之新股份已獲成功配售及完成。新股份在所有方面均與現有股份享有同等地位。董事認為配售能夠加強本公司之資本基礎。配售所得款項已用於本集團之一般營運資金及為償還現有貸款。

本公司於本年度之股本變動詳情載於綜合財務報表附註33。

DIRECTORS' REPORT 董事會報告書

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in the consolidated statements of changes in equity on page 74 and note 40 to the consolidated financial statements respectively. As at 30 June 2018, the Company had no reserve available for cash distribution.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

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

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Bye-laws of the Company (the "Bye-laws") or the laws of Bermuda in relation to issues of new shares by the Company.

EMOLUMENT POLICY

The emolument policy regarding the employees of the Group is set up by the Executive Directors on the basis of their merit, qualifications and competence. The emoluments of the Directors are determined by the Board based on recommendations from the remuneration committee of the Company, having regard to the responsibilities of the Directors, the Company's operating results, individual performance and comparable market statistics. Details of the employee benefits of the Group are set out in note 38 to the consolidated financial statements.

儲備

本集團及本公司於年內之儲備變動詳情分別載於第74頁之綜合權益變動表及綜合財務報表附註40。於二零一八年六月三十日，本公司並無儲備可供現金分派。

買賣或贖回本公司證券

年內，本公司或其任何附屬公司概無買賣或贖回本公司任何上市證券。

優先認購權

本公司之公司細則（「公司細則」）或百慕達法例均無涉及發行本公司新股份之優先認股權條文。

薪酬政策

執行董事根據僱員之貢獻、資格及能力制訂本集團僱員之薪酬政策。董事會根據本公司薪酬委員會之建議，參考董事之責任、本公司之營運業績、個人表現及可比較之市場數據而釐定董事之薪酬。本集團僱員福利之詳情載於綜合財務報表附註38。

DIRECTORS' REPORT 董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of revenue and purchases attributable to the Group's major customers for sales of goods and suppliers for the year are as follows:

| | |
|------------------------------------------------------|-----|
| Revenue | |
| - The largest customer for sales of goods | 34% |
| - Five largest customers for sales of goods combined | 69% |

| | |
|-----------------------------------|------|
| Purchases | |
| - The largest supplier | 53% |
| - Five largest suppliers combined | 100% |

None of the Directors, their associates or any shareholders (who, to the knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any beneficial interests in any of the above customers or suppliers.

SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted by the Company on 27 June 2011, pursuant to which the Board may grant options to any employees, directors, shareholders, suppliers, customers of the Group and any other person or company who has contributed or may contribute to the development and growth of the Group to subscribe for shares in the Company at any price which is at least the highest of (i) the closing price of the shares of the Company on the date of the grant of the options; (ii) the average closing price of the shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the 5 trading days immediately preceding the date of the grant of the options; and (iii) the nominal value of the shares of the Company.

Details of the share options granted under the Scheme and outstanding as at 30 June 2018 are set out in note 38(b) to the consolidated financial statements.

主要客戶及供應商

年內主要客戶(就銷售貨品而言)及供應商所佔本集團收益及採購額之百分比如下:

| | |
|-------------------|-----|
| 收益 | |
| - 最大客戶(就銷售貨品而言) | 34% |
| - 五大客戶共佔(就銷售貨品而言) | 69% |

| | |
|-----------|------|
| 採購額 | |
| - 最大供應商 | 53% |
| - 五大供應商共佔 | 100% |

各董事、彼等之聯繫人士或就董事所知擁有本公司已發行股本5%以上之任何股東，概無擁有上述客戶或供應商之任何實益權益。

購股權計劃

本公司於二零一一年六月二十七日採納購股權計劃(「該計劃」)，據此，董事會可向本集團任何僱員、董事、股東、供應商、客戶以及曾經或可能對本集團之發展及增長作出貢獻之任何其他人士或公司授予購股權，以認購本公司股份，而認購價不得低於下列三者之中最高者：(i)本公司股份於購股權授出日期之收市價；(ii)本公司股份於緊接購股權授出日期前五個交易日在香港聯合交易所有限公司(「聯交所」)之平均收市價；及(iii)本公司股份之面值。

根據該計劃授出之購股權以及於二零一八年六月三十日尚未行使之購股權的詳情，乃載於綜合財務報表附註38(b)。

DIRECTORS' REPORT 董事會報告書

DIRECTORS

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

Executive Directors

Mr. Ke Jun Xiang

Mr. Wilson Wong

(retired and re-elected at the annual general meeting held on 28 December 2017)

Ms. Lo Yuen Chung

(retired and re-elected at the annual general meeting held on 28 December 2017)

Mr. Fu Daoding

Non-executive Directors

Mr. Chow Yeung Tuen, Richard

Mr. Li Chung Kai, Phillip

(retired and re-elected at the annual general meeting held on 28 December 2017)

Independent Non-executive Directors

Mr. Kwok Yam Sheung

Mr. Chan Siu Kay

Mr. Choi Chin Yu

At the forthcoming annual general meeting, Mr. Ke Jun Xiang, Mr. Fu Daoding and Mr. Chan Siu Kay shall retire by rotation in accordance with the Bye-law 99(1). All of them, being eligible, will offer themselves for re-election.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on pages 55 to 58.

DIRECTORS' SERVICE CONTRACTS

None of the Directors has entered, or proposed to enter into a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

董事

本年度內及截至本報告日期之董事如下：

執行董事

柯俊翔先生

Wilson Wong先生

(於二零一七年十二月二十八日舉行之股東週年大會退任及膺選連任)

盧元琮女士

(於二零一七年十二月二十八日舉行之股東週年大會退任及膺選連任)

付道丁先生

非執行董事

鄒揚敦先生

李松佳先生

(於二零一七年十二月二十八日舉行之股東週年大會退任及膺選連任)

獨立非執行董事

郭蔭尚先生

陳紹基先生

蔡展宇先生

於應屆股東週年大會上，柯俊翔先生、付道丁先生及陳紹基先生須根據公司細則第99(1)條輪值告退。彼等均符合資格且願意膺選連任。

董事及高級管理層之履歷

本公司董事及高級管理層之履歷載於第55至58頁。

董事之服務合約

概無董事已經或擬與本集團任何成員公司訂立本集團於一年內須作出賠償(法定賠償除外)方可終止之服務合約。

DIRECTORS' REPORT 董事會報告書

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE GROUP'S BUSINESS

Saved as disclosed in note 39 to the consolidated financial statements, no transactions, arrangements and contracts that are significant in relation to the Group's business to which the Company or any of its subsidiaries was a party, and in which any of the Directors and the Directors' connected parties had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY

As at 30 June 2018, the interests and short positions of each of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were deemed or taken to have under such provisions of the SFO) or which were required pursuant to section 352 of the SFO to be entered in the register referred to therein or which were required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

董事及最高行政人員於重要交易、安排及與本集團業務有關之重大合約

除綜合財務報表附註39所披露者外，於本年度完結或年內任何時間，本公司或其任何附屬公司概無簽訂與本集團業務有關且任何董事及董事之關連人士直接或間接擁有重大權益之任何重大交易、安排及合約。

董事及主要行政人員於本公司或本公司任何指明企業之股份、相關股份及債權證之權益

於二零一八年六月三十日，本公司各董事及主要行政人員於本公司及其相聯法團（見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部之定義）之股份、相關股份及債券中擁有之權益及淡倉而根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所（包括根據證券及期貨條例之有關規定彼等被視為或當作擁有之權益及淡倉），或根據證券及期貨條例第352條須記入該條所提述之登記冊，或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所者如下：

DIRECTORS' REPORT 董事會報告書

Long position in the shares and underlying shares of the Company 於本公司股份及相關股份之好倉

| Name of Director 董事姓名 | Note 附註 | Number of underlying shares of the Company 本公司相關股份數目 | Number of ordinary shares held as at 30 June 2018 於二零一八年六月三十日所持之普通股數目 | | | | Total 總計 | Approximate percentage of issued share capital 佔已發行股本之概約百分比 |
|---------------------------------------|------------|---------------------------------------------------------|--------------------------------------------------------------------------|----------------------------|-------------------------|------------------------|-------------|----------------------------------------------------------------|
| | | | Personal/beneficial interest 個人/實益權益 | Corporate interest 法團權益 | Family interest 家族權益 | Other interest 其他權益 | | |
| Mr. Ke Jun Xiang 柯俊翔先生 | 1, 3 | 12,000,000 | 657,200,000 | 132,400,000 | 125,840,000 | - | 927,440,000 | 21.39% |
| Mr. Wilson Wong Wilson Wong先生 | 3 | - | 98,000,000 | - | - | - | 98,000,000 | 2.26% |
| Ms. Lo Yuen Chung 盧元琮女士 | 2 | 7,000,000 | - | - | - | - | 7,000,000 | 0.16% |
| Mr. Chow Yeung Tuen, Richard 鄒揚敦先生 | 2 | 7,000,000 | - | - | - | - | 7,000,000 | 0.16% |
| Mr. Li Chung Kai, Philip 李松佳先生 | 2 | 5,000,000 | - | - | - | - | 5,000,000 | 0.12% |
| Mr. Kwok Yam Sheung 郭蔭尚先生 | 2 | 9,000,000 | 1 | - | - | - | 9,000,001 | 0.21% |
| Mr. Chan Siu Kay 陳紹基先生 | 2 | 9,000,000 | - | - | - | - | 9,000,000 | 0.21% |

Notes:

附註:

- Mr. Ke Jun Xiang held 12,000,000 underlying ordinary shares of the Company pursuant to share options granted by the Company. In addition to his personal interest of 657,200,000 ordinary shares of the Company, Mr. Ke also wholly owned Trade Honour Limited, Global Work Management Limited and Ample Key Limited, which held 50,900,000, 1,500,000 and 80,000,000 ordinary shares of the Company respectively. His spouse, Ms. Wang Jian Ping, wholly owned State Thrive Limited and Shine Fill Limited, which held 62,920,000 and 62,920,000 ordinary shares of the Company respectively. Accordingly, Mr. Ke was deemed to have total interests in 927,440,000 ordinary shares of the Company.

Mr. Ke has charged the 80,000,000 ordinary shares held by Ample Key Limited to Universe Asia Finance Limited, an authorised institution as defined in the Money Lender Ordinance, as security for a loan facility to Mr. Ke.

- Each of these directors respectively held underlying ordinary shares of the Company pursuant to share options granted by the Company.
- Mr. Ke has charged 324,380,000 ordinary shares of the Company and Mr. Wilson Wong has charged 93,000,000 ordinary shares of the Company to secure the Company's other loan with principal amount of HK\$20,000,000.

- 柯俊翔先生根據本公司授出之購股權持有12,000,000股本公司相關普通股。除彼於657,200,000股本公司普通股之個人權益外，柯先生亦全資擁有Trade Honour Limited、Global Work Management Limited及Ample Key Limited，此三間公司分別持有50,900,000股、1,500,000股及80,000,000股本公司普通股。柯先生之配偶王建萍女士全資擁有State Thrive Limited及Shine Fill Limited，此兩間公司分別持有62,920,000股及62,920,000股本公司普通股。因此，柯先生被視作擁有合共927,440,000股本公司普通股之權益。

柯先生已將由Ample Key Limited持有之80,000,000股普通股抵押予寰宇亞洲財務有限公司(放債人條例所定義之認可機構)以作為柯先生獲授一項貸款融資之抵押品。

- 各董事根據本公司授出之購股權分別持有本公司相關普通股。
- 柯先生已將324,380,000股本公司普通股抵押而Wilson Wong先生已將93,000,000股本公司普通股抵押，以作為本金額為20,000,000港元之本公司其他貸款之抵押品。

DIRECTORS' REPORT 董事會報告書

Short position in the shares and underlying shares of the Company 於本公司股份及相關股份之淡倉

| Name of Director 董事姓名 | Number of underlying shares of the Company 本公司 相關股份數目 | Number of ordinary shares held as at 30 June 2018 於二零一八年六月三十日所持之普通股數目 | | | | Total 總計 | Approximate percentage of issued share capital 佔已發行股本 之概約百分比 |
|--------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------|-------------------------------|----------------------------|---------------------------|-------------|-----------------------------------------------------------------------------|
| | | Personal/ beneficial interest 個人/ 實益權益 | Corporate interest 法團權益 | Family interest 家族權益 | Other interest 其他權益 | | |
| Mr. Ke Jun Xiang (note) 柯俊翔先生(附註) | 12,000,000 | - | - | - | - | 12,000,000 | 0.28% |

Note:

A charging order absolute over the share options held in the name of Mr. Ke Jun Xiang to subscribe for 12,000,000 underlying ordinary shares in the Company as a charge for the payment of a judgment debt due from Mr. Ke to an independent third party as the plaintiff had been filed to the Court of First Instance of the High Court of Hong Kong on 21 November 2014.

Save as disclosed herein, as at 30 June 2018, none of the Directors and chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions in which they were deemed or taken to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or pursuant to the Model Code.

附註:

一名獨立第三方作為原告人於二零一四年十一月二十一日於香港高等法院原訟法庭存檔一份絕對押記令，以柯俊翔先生之名義持有而可認購12,000,000股本公司相關普通股之購股權作為柯先生應付予其之判定債項的押記。

除本文所披露者外，於二零一八年六月三十日，並無本公司之董事及主要行政人員於本公司或任何相聯法團（見證券及期貨條例第XV部之定義）之股份、相關股份及債券中擁有任何權益或淡倉而根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所（包括根據證券及期貨條例之有關規定彼等被視為或當作擁有之權益及淡倉），或根據證券及期貨條例第352條須記入該條所述之登記冊，或根據標準守則須知會本公司及聯交所。

DIRECTORS' REPORT 董事會報告書

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Saved as disclosed under the section "Director's and Chief Executive's Interests, Underlying Shares and Debentures of the Company or Any Specified Undertaking of the Company" above, at no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the Directors and chief executives of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or its specified undertakings or other associated corporation. None of the directors or chief executives of the Company or their spouses or children under 18 years of age, had any right to subscribe for the securities of the Company, or had exercised any such right during the year.

董事及主要行政人員購買股份或債券之權利

除上文「董事及主要行政人員於本公司或本公司任何指明企業之股份、相關股份及債權證之權益」一節所披露者外，於年內任何時間，本公司或其任何附屬公司概無參與任何安排，致使本公司董事及主要行政人員可藉著購入本公司或其指明企業或其他相聯法團之股份或債券而獲益。概無本公司董事或主要行政人員或彼等之配偶或彼等未滿十八歲之子女擁有認購本公司證券之任何權利，或於年內曾行使任何該等權利。

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INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

As at 30 June 2018, substantial shareholders of the Company and other persons (other than the Directors and chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東及其他人士之權益

於二零一八年六月三十日，本公司之主要股東及其他人士（不包括本公司之董事及主要行政人員）於本公司股份或相關股份中擁有權益或淡倉而須根據證券及期貨條例第XV部第2及3分部之規定向本公司披露，或已記入本公司根據證券及期貨條例第336條須存置之登記冊者如下：

DIRECTORS' REPORT 董事會報告書

Long position in the shares and underlying shares of the Company 於本公司股份及相關股份之好倉

| Name of shareholder 股東姓名／名稱 | Number of underlying shares of the Company 本公司 相關股份數目 | Number of ordinary shares held as at 30 June 2018 於二零一八年六月三十日所持之普通股數目 | | | | Approximate percentage of issued share capital 佔已發行股本 之概約百分比 | |
|----------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------|-------------------------------|----------------------------|----------------------------|-----------------------------------------------------------------------------|--------|
| | | Personal/ beneficial interest 個人/ 實益權益 | Corporate interest 法團權益 | Family interest 家族權益 | Other interests 其他權益 | | |
| Ms. Wang Jian Ping (note) 王建萍女士(附註) | 12,000,000 | - | 125,840,000 | 789,600,000 | - | 927,440,000 | 21.39% |
| Han Shuai 韓帥 | - | 234,560,000 | - | - | - | 234,560,000 | 5.41% |
| Zhao Xiaohua 趙曉華 | - | 247,480,000 | - | - | - | 247,480,000 | 5.71% |

Note:

Ms. Wang Jian Ping wholly owned State Thrive Limited and Shine Fill Limited, which held 62,920,000 and 62,920,000 ordinary shares of the Company respectively. Her spouse, Mr. Ke Jun Xiang, in addition to his personal interest of 657,200,000 ordinary shares of the Company, held 12,000,000 underlying ordinary shares of the Company pursuant to share options granted by the Company and wholly owned Trade Honour Limited, Global Work Management Limited and Ample Key Limited, which held 50,900,000, 1,500,000 and 80,000,000 ordinary shares of the Company respectively. Accordingly, Ms. Wang was deemed to have total interests in 927,440,000 ordinary shares of the Company.

Mr. Ke has charged the 80,000,000 ordinary shares held by Ample Key Limited to Universe Asia Finance Limited, an authorised institution as defined in the Money Lender Ordinance, as security for a loan facility to him and Ms. Wang has pledged the 62,920,000 and 62,920,000 ordinary shares of the Company held by State Thrive Limited and Shine Fill Limited respectively to Ever Asset Limited as security.

Mr. Ke has also charged 324,380,000 ordinary shares of the Company to secure the Company's other loan.

附註:

王建萍女士全資擁有State Thrive Limited及Shine Fill Limited，此兩間公司分別持有62,920,000股及62,920,000股本公司普通股。王女士之配偶柯俊翔先生除於657,200,000股本公司普通股之個人權益外亦根據本公司授出之購股權持有12,000,000股本公司相關普通股，亦全資擁有Trade Honour Limited、Global Work Management Limited及Ample Key Limited，此三間公司分別持有50,900,000股、1,500,000股及80,000,000股本公司普通股。因此，王女士被視作擁有合共927,440,000股本公司普通股之權益。

柯先生已將由Ample Key Limited持有之80,000,000股普通股抵押予寰宇亞洲財務有限公司(放債人條例所定義之認可機構)以作為彼獲授一項貸款融資之抵押品，而王女士已將由State Thrive Limited及Shine Fill Limited分別持有之62,920,000股及62,920,000股本公司普通股抵押予Ever Asset Limited以作為抵押品。

柯先生亦已將324,380,000股本公司普通股抵押，以作為本公司其他貸款之抵押品。

DIRECTORS' REPORT 董事會報告書

Short position in the shares and underlying shares of the Company 於本公司股份及相關股份之淡倉

| Name of shareholder 股東姓名 | Number of underlying shares of the Company 本公司 相關股份數目 | Number of ordinary shares held as at 30 June 2018 於二零一八年六月三十日所持之普通股數目 | | | | Approximate percentage of issued share capital 佔已發行股本 之概約百分比 |
|----------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------|-------------------------------|----------------------------|----------------------------|-----------------------------------------------------------------------------|
| | | Personal/ beneficial interest 個人/ 實益權益 | Corporate interest 法團權益 | Family interest 家族權益 | Other interests 其他權益 | |
| Ms. Wang Jian Ping (note) 王建萍女士(附註) | 12,000,000 | - | - | - | - | 12,000,000 0.28% |

Note:

A charging order absolute over the share options held in the name of Mr. Ke Jun Xiang, the spouse of Ms. Wang Jian Ping, to subscribe for 12,000,000 underlying ordinary shares in the Company as a charge for the payment of a judgment debt due from Mr. Ke to an independent third party as the plaintiff had been filed to the Court of First Instance of the High Court of Hong Kong on 21 November 2014.

Save as disclosed above, as at 30 June 2018, the Company was not notified by any persons (other than the Directors and chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 or Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

EQUITY-LINKED ARRANGEMENTS

Except for share options granted as disclosed in the section "Share Option Scheme", the Company had no equity linked arrangements entered into by the Group during the year and subsisted as at 30 June 2018.

附註：

一名獨立第三方作為原告人於二零一四年十一月二十一日於香港高等法院原訟法庭存檔一份絕對押記令，以王建萍女士之配偶柯俊翔先生之名義持有而可認購12,000,000股本公司相關普通股之購股權作為柯先生應付予其之判定債項的押記。

除上文披露者外，於二零一八年六月三十日，本公司並無獲任何人士（不包括本公司之董事及主要行政人員）知會，表示有關人士於本公司股份或相關股份中擁有權益或淡倉而須根據證券及期貨條例第XV部第2及3分部之規定向本公司披露或已記入本公司根據證券及期貨條例第336條須存置之登記冊。

股票掛鈎安排

除於「購股權計劃」一節中所披露之已授出購股權外，本公司於年內並無訂立股票掛鈎安排而於二零一八年六月三十日並無現正生效之股票掛鈎安排。

DIRECTORS' REPORT 董事會報告書

MANAGEMENT CONTRACTS

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

DIRECTORS' INTERESTS IN COMPETING BUSINESS

A director of the Company, Ms. Lo Yuen Chung, is a sister-in-law of the beneficial owner of Apex Ace Holdings Limited ("Apex Ace"), a company listed in the Stock Exchange. The subsidiaries of Apex Ace are engaged in sales of electronic components, and sales and integration of storage systems. She is considered to have interests in business which compete, either directly or indirectly, with the business of the Group.

Saved as disclosed above, none of the Directors or their respective associates was interested in any business apart from the Group's business, which competes or was likely to compete, whether directly or indirectly, with the businesses of the Group as at 30 June 2018.

CONNECTED TRANSACTIONS

Details of material related party transactions conducted during the ordinary course of business are set out in note 39 to the consolidated financial statements.

The Group had no other material connected transactions which was required to be disclosed during the year.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company had maintained a sufficient public float throughout the year as required under the Listing Rules.

管理合約

年內並無訂立或存在任何有關本公司業務之整體或任何重大部份的管理及行政合約。

董事於競爭業務之權益

本公司董事盧元琮女士為光麗科技控股有限公司（「光麗科技」，為一家於聯交所上市的公司）之實益擁有人的配偶的妹妹。光麗科技的附屬公司從事銷售電子元件以及銷售及整合儲存系統。彼被視為於與本集團業務直接或間接構成競爭的業務中擁有權益。

除上文披露者外，概無董事或彼等各自之聯繫人士於本集團業務以外的任何業務中擁有權益而有關業務是與本集團於二零一八年六月三十日之業務構成或可能構成直接或間接的競爭。

關連交易

於日常業務過程中進行之重大關聯方交易的詳情載於綜合財務報表附註39。

本集團於年內並無進行其他重大關連人士交易而須予披露。

充足公眾持股量

根據本公司所掌握之公開資料以及就董事所知，本公司於本年度內一直維持上市規則所規定之充足公眾持股量。

DIRECTORS' REPORT 董事會報告書

PERMITTED INDEMNITY PROVISIONS

The Bye-laws provides that each Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto. In addition, the Company has maintained appropriate directors' and officers' liability insurance in respect of relevant legal actions against the Directors.

AUDITOR

The consolidated financial statements for the year ended 30 June 2018 were audited by Messrs. Graham H.Y. Chan & Co. A resolution will be submitted to the forthcoming annual general meeting to re-appoint Messrs. Graham H.Y. Chan & Co. as auditor of the Company.

獲准許的彌償條文

公司細則訂明，本公司每名董事或其他主要職員就其執行職務或與此有關可能蒙受或招致的一切損失或責任，均有權從本公司資產中獲得彌償。此外，本公司就董事可能面對之有關法律行動安排適當董事及行政人員責任保險。

核數師

截至二零一八年六月三十日止年度之綜合財務報表乃由陳浩賢會計師事務所審核。有關重新委任陳浩賢會計師事務所為本公司核數師之決議案將於應屆股東週年大會上提呈。

On behalf of the Board

Ke Jun Xiang
Chairman

Hong Kong, 28 September 2018

代表董事會

柯俊翔
主席

香港，二零一八年九月二十八日

CORPORATE GOVERNANCE REPORT 企業管治報告書

CORPORATE GOVERNANCE STATEMENT

The Board is committed to maintaining good standard of corporate governance practices at all times and acknowledges that good corporate governance helps the Company safeguard the interests of its shareholders (the "Shareholders") and enhance the performance of the Group.

The Company has applied the principles of The Corporate Governance Code (the "CG Code") setting out in Appendix 14 of the Listing Rules as its own code on corporate governance practices and has consistently made efforts to comply fully with all code provisions of the CG Code during the year ended 30 June 2018 except for the deviations specified with considered reasons as explained in this report.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry, all of the Directors confirmed that they had complied with the Model Code throughout the year ended 30 June 2018.

The Model Code also applies to the senior management of the Group.

AMENDMENT TO THE BYE-LAWS

During the year ended 30 June 2018, the Company had not made any amendment to its Bye-laws.

企業管治聲明

董事會致力確保本公司一直維持優良的企業管治常規，認同優良的企業管治有助本公司保障股東（「股東」）權益，並可提升本集團之表現。

本公司已採納上市規則附錄14所載之企業管治守則（「企管守則」）之原則，作為本身的企業管治常規守則，並於截至二零一八年六月三十日止年度內一直致力全面遵守企管守則之所有守則條文，惟本報告所說明基於所考慮之原因而訂明之偏離情況除外。

董事的證券交易

本公司已採納上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」），作為董事進行本公司證券之交易的行為守則。經作出特定查詢後，全體董事均已確認彼等截至二零一八年六月三十日止年度一直遵守標準守則。

標準守則亦應用於本集團的高級管理層。

修訂公司細則

截至二零一八年六月三十日止年度，本公司並無對其公司細則作出修訂。

CORPORATE GOVERNANCE REPORT 企業管治報告書

BOARD OF DIRECTORS

Board Composition

The Board currently comprises four Executive Directors (the "EDs"), two Non-executive Directors (the "NEDs") and three Independent Non-executive Directors (the "INEDs").

The composition of the Board is reviewed regularly to ensure that it has a good balance of expertise, skills and experience which can meet the requirements of the Group's business.

Biographical information of the Directors is set out on pages 55 to 57.

Chairman and Chief Executive Officer

The Chairman provides leadership to the Board and is responsible for the overall strategic planning and corporate development, whereas the Chief Executive Officer is responsible for the day-to-day management, policy making and corporate management functions as well as formulating strategies for the Group.

Under code provision A.2.1 of the CG Code, the roles of the Chairman and the chief executive officer ("CEO") should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and CEO should be clearly established and set out in writing.

The chairman of the Company has doubled up as CEO since August 2014 due to the resignation of the former CEO from the position. A new CEO will be appointed when a suitable candidate is identified by the Board.

董事會

董事會組成

董事會目前由四名執行董事(「執行董事」)、兩名非執行董事(「非執行董事」)及三名獨立非執行董事(「獨立非執行董事」)組成。

董事會之組成乃定期作檢討，確保董事會具備本集團業務所需之適當專業知識、技巧和經驗。

董事之履歷載於第55至57頁。

主席及行政總裁

主席領導董事會，負責整體策略規劃及企業發展；行政總裁負責日常管理、制訂政策及企業管理職能，並且為本集團構思策略。

根據企管守則之守則條文第A.2.1條，主席與行政總裁(「行政總裁」)的角色應有區分，並不應由一人同時兼任。主席與行政總裁之間職責的分工應清楚界定並以書面列載。

自前任行政總裁辭任起，本公司主席自二零一四年八月起暫時兼任行政總裁一職。本公司將於董事會物色到合適人選時委任新行政總裁。

CORPORATE GOVERNANCE REPORT 企業管治報告書

Non-executive and Independent Non-Executive Directors

The NEDs and the INEDs of the Company provide a wide range of expertise and experience as well as checks and balances to safeguard the interests of the Group and the Shareholders. Their participation in the Board brings independent judgement on issues relating to the Group's strategy, performance, conflicts of interest and management process to ensure that the interests of the Shareholders have been duly considered.

Under the Listing Rules, rule 3.10(1) requires the Board must include at least three INEDs and rule 3.10A stipulates at least one-third of the Board must be represented by the INEDs. These requirements were fully complied with throughout the year ended 30 June 2018. Currently, three out of total nine Directors on the Board are INEDs. The Board has received from each of the INEDs an annual confirmation of their independence and considers that all of them are independent under the guidelines set out in rule 3.13 of the Listing Rules.

Appointment, Re-election and Removal

The Board as a whole is responsible for the appointment of the Directors. After having considered the recommendations of the Nomination Committee, the Chairman will take charge in identifying appropriate candidate to fill a casual vacancy or as an addition to the Board. The Chairman will propose the qualified candidate to the Board for consideration which will approve the appointment based on the suitability and qualification of the candidate.

The NEDs and the INEDs of the Company are appointed for specific terms in accordance with the CG Code provision A.4.1.

非執行及獨立非執行董事

本公司之非執行董事及獨立非執行董事提供豐富的專業知識和經驗，起制衡作用，維護本集團及股東之利益。彼等參與董事會，為涉及本集團之策略、表現、利益衝突及管理過程之問題帶來獨立判斷，確保股東之利益得到充份考慮。

上市規則第3.10(1)條規定董事會須最少有三名獨立非執行董事而第3.10A條訂明獨立非執行董事須最少佔董事會人數的三分之一。本公司於截至二零一八年六月三十日止年度已全面遵守此等規定。目前，於董事會之合共九名董事中，三名董事為獨立非執行董事。董事會已接獲各獨立非執行董事之有關其獨立性之年度確認書，並認為所有獨立非執行董事乃根據上市規則第3.13條所載之指引均為獨立人士。

委任、重選及罷免

董事會全體負責董事之委任。經考慮提名委員會的推薦建議，主席將負責物色合適人選填補臨時空缺或為董事會新增成員。主席將向董事會建議合資格人選以供其考慮，而董事會將視乎人選是否合適及其資歷而決定是否批准任命。

本公司之非執行董事及獨立非執行董事已根據企管守則之守則條文第A.4.1條以指定任期委任。

CORPORATE GOVERNANCE REPORT 企業管治報告書

Under CG Code provision A.4.2, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Bye-law 99(1) of the Company stipulates that the Directors are subject to retirement by rotation and re-election at each annual general meeting.

Pursuant to Bye-law 102(B) of the Company, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

DIRECTORS' CONTINUOUS TRAINING AND DEVELOPMENT

Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution into the Board remains informed and relevant. The Directors are committed to complying with code provision A.6.5 of the CG Code in respect of Directors' training. In general, the types of training includes: (A) attending seminar(s) or training session(s) and (B) reading newspapers, journals and updates relating to the Company's business or directors' duties and responsibilities, the latest development of the Listing Rules and other applicable regulatory requirements etc.

根據企管守則之守則條文第A.4.2條，各董事（包括以特定任期委任者）須至少每三年輪值告退一次。公司細則第99(1)條規定，董事須於各股東週年大會上輪值告退及膺選連任。

根據本公司的公司細則第102(B)條，獲董事會委任以填補臨時空缺的董事，其任期將於其獲委任後的首次股東大會上屆滿並須於該大會上膺選連任；而獲董事會委任以作為目前之董事會的新增成員的董事，其任期將於其後的股東週年大會上屆滿，彼其時將合資格膺選連任。

董事的持續培訓及發展

董事應參與持續專業發展，以深造知識和技能，與時並進，確保董事繼續在具備全面資訊及切合所需的情況對董事會作出貢獻。董事致力遵守企管守則的守則條文第A.6.5條內有關董事培訓的規定。一般而言，培訓的種類包括：(A)出席研討或培訓環節及(B)閱覽有關本公司業務或董事職務或職責、上市規則的最新發展以及其他適用監管規定等的報章、期刊及最新消息。

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All Directors have provided a record of training of continuous professional development they received for the financial year ended 30 June 2018 and a summary of which is set out below:

全體董事已提供彼等在截至二零一八年六月三十日止財政年度所接受的持續專業發展培訓記錄，其概要載列如下：

| Directors | Type of training | 董事 | 培訓類別 |
|--------------------------------------------|------------------|---------------|------|
| <i>Executive Directors</i> | | | |
| Mr. Ke Jun Xiang | A | 柯俊翔先生 | A |
| Mr. Wilson Wong | A | Wilson Wong先生 | A |
| Ms. Lo Yuen Chung | A | 盧元琮女士 | A |
| Mr. Fu Daoding | A | 付道丁先生 | A |
| <i>Non-executive Directors</i> | | | |
| Mr. Chow Yeung Tuen, Richard | A | 鄒揚敦先生 | A |
| Mr. Li Chung Kai, Philip | A | 李松佳先生 | A |
| <i>Independent Non-executive Directors</i> | | | |
| Mr. Kwok Yam Sheung | A | 郭蔭尚先生 | A |
| Mr. Chan Siu Kay | A | 陳紹基先生 | A |
| Mr. Choi Chin Yu | A | 蔡展宇先生 | A |

RESPONSIBILITY OF DIRECTORS AND MANAGEMENT

The Board is responsible for ensuring continuity of leadership, development of sound business strategies, availability of adequate capital and managerial resources to implement the business strategies adopted, adequacy of systems of financial and internal controls and conduct of business in conformity with applicable laws and regulations. All Directors have made full and active contribution to the affairs of the Board and the Board has always acted in the best interests of the Group.

The EDs and the senior management are delegated with respective levels of authorities with regard to key corporate strategy and policy and contractual commitments whilst the middle management is responsible for the day-to-day operations of the Group with department heads responsible for different aspects of the business.

董事及管理層之責任

董事會須負責確保領導之延續性、發展健全之業務策略、具備充裕資金及管理資源，落實採納之業務策略、財務和內部監控系統之完備性，且業務運作符合適用法律及法規。全體董事已對董事會事務作出完全及積極貢獻，董事會經常以本集團之最佳利益行事。

執行董事及高級管理層就重要之公司策略、政策及合約式承諾，按有關之授權級別接受委託。中級管理層負責本集團日常運作，而各部門主管負責不同範疇業務。

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BOARD MEETINGS

For all Board meetings, an agenda and accompanying board papers of the meeting are sent in full to all the Directors in advance. For regular Board meetings, notice of at least 14 days is given to all the Directors pursuant to CG code provision A.1.3. For other Board meetings, notice of at least 3 days is given before the intended date of meeting.

Each Director has separate and independent access to the Group's management to acquire more information and to make further enquires if necessary. The Directors can attend meetings in person or through other means of electronic communication in accordance with the By-laws. Minutes are prepared to keep record of matters discussed and decisions resolved at all Board meetings.

董事會會議

就所有董事會會議而言，會議之議程及相關董事會文件於會議前全數送交全體董事。就董事會常規會議而言，會議通告乃根據企管守則之守則條文第A.1.3條於會議日期最少十四日前送交全體董事。董事會其他會議之通告則在擬定舉行會議之日期最少三日前發出。

各董事均可個別和獨立地接觸本集團管理層，以取得更多資料，並於有需要時作出進一步查詢。根據公司細則，董事可親身或以其他電子通訊方式出席會議。本公司會編製會議紀錄，以記錄在所有董事會會議上討論之事宜及議決之決定。

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BOARD COMMITTEES

The Board has established four committees. The table below sets out the membership information of these committees on which each Board member serves:

| Director 董事 | | Audit Committee 審核委員會 | Remuneration Committee 薪酬委員會 | Nomination Committee 提名委員會 | Executive Committee 執行委員會 |
|---------------------|---------------|-----------------------------|------------------------------------|----------------------------------|---------------------------------|
| Mr. Ke Jun Xiang | 柯俊翔先生 | | M | C | C |
| Mr. Wilson Wong | Wilson Wong先生 | | | | M |
| Ms. Lo Yuen Chung | 盧元琮女士 | | | | M |
| Mr. Fu Daoding | 付道丁先生 | | | | M |
| Mr. Kwok Yam Sheung | 郭蔭尚先生 | M | C | M | |
| Mr. Chan Siu Kay | 陳紹基先生 | C | M | M | |
| Mr. Choi Chin Yu | 蔡展宇先生 | M | M | M | |

Note:

C: Chairman
M: Member

董事委員會

董事會已成立四個委員會。下表載列各董事會成員出任的有關委員會的成員資料：

附註：

C：主席
M：成員

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AUDIT COMMITTEE

The Audit Committee of the Company was formed in March 2000. A set of written terms of reference was adopted by the Board and the contents of which are in compliance with the relevant provisions of the CG Code. Each member of the committee has unrestricted access to the Group's auditor and the management of the Company.

The major roles and functions of the Audit Committee are:

1. to make recommendation to the Board on the appointment, re-appointment and removal of the auditor, to approve their remuneration and terms of engagement, and any questions of regarding their resignation or dismissal;
2. to discuss with the auditor before the audit commences, the nature and scope of the audit;
3. to review the interim and annual financial statements before submission to the Board;
4. to discuss problems and reservations arising from the interim results and final audit, and any matters the auditors may wish to discuss;
5. to review the Group's financial and accounting policies and practices; and
6. to review the adequacy and effectiveness of the Company's internal control system.

審核委員會

本公司於二零零零年三月成立審核委員會。董事會已就審核委員會採納一套書面職權範圍，其內容符合企管守則之相關規定。委員會各成員可無限制地接觸本集團核數師及本公司管理層。

審核委員會之主要角色及職能如下：

1. 就核數師之委聘、續聘及撤職事宜，批核核數師之酬金及聘任條款，以及有關核數師辭任或罷免之任何問題向董事會作出推薦意見；
2. 於審核開始前與核數師商討審核之性質及範疇；
3. 於向董事會提交中期及全年財務報表前審閱中期及全年財務報表；
4. 討論中期業績及全年審核工作產生之問題和保留意見，以及核數師有意商談之任何事項；
5. 審閱本集團之財務及會計政策與慣例；及
6. 審閱本公司內部監控制度的恰當性及有效性。

CORPORATE GOVERNANCE REPORT 企業管治報告書

REMUNERATION COMMITTEE

The Company has set up the Remuneration Committee in December 2010 with written terms of reference in accordance with the relevant provisions of the CG Code and its major roles and functions are:

1. to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration; and
2. to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

Pursuant to CG code provision B.1.5 of the CG code, the remuneration of the members of the senior management by band for the year ended 30 June 2018 is set out below:

| Remuneration band | Number of individuals | 薪酬範圍 | 人數 |
|--------------------------------|-----------------------|-------------------------|----|
| Nil to HK\$1,000,000 | 7 | 零至1,000,000港元 | 7 |
| HK\$1,000,001 to HK\$1,500,000 | 2 | 1,000,001港元至1,500,000港元 | 2 |
| HK\$1,500,001 to HK\$2,000,000 | 1 | 1,500,001港元至2,000,000港元 | 1 |
| HK\$4,000,001 to HK\$4,500,000 | 1 | 4,000,001港元至4,500,000港元 | 1 |
| HK\$4,500,001 to HK\$5,000,000 | 1 | 4,500,001港元至5,000,000港元 | 1 |

Further particulars relating to the Directors' emoluments and the five highest paid individuals as required to be disclosed pursuant to Appendix 16 of the Listing Rules are set out in note 20 to the consolidated financial statements respectively.

薪酬委員會

本公司已於二零一零年十二月根據企管守則之相關規定成立薪酬委員會並以書面方式訂明其職權範圍。薪酬委員會之主要角色及職能如下：

1. 就本公司董事及高級管理層之全體薪酬政策及架構，以及就設立正規而具透明度的程序制定此等薪酬政策，向董事會提出建議；及
2. 透過參照董事會不時通過的公司目標及宗旨，檢討及批准績效薪酬。

根據企管守則之守則條文第B.1.5條，截至二零一八年六月三十日止年度高級管理人員之薪酬範圍載列如下：

根據上市規則附錄16須予披露有關董事之酬金以及五位最高薪人士之其他詳情分別載於綜合財務報表附註20。

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NOMINATION COMMITTEE

The Board has established the Nomination Committee in March 2012 with written terms of reference in accordance with the relevant provisions of the CG Code and its major roles and functions are:

1. to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
2. to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
3. to assess the independence of the INEDs; and
4. to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the Chairman and the CEO.

提名委員會

董事會已於二零一二年三月根據企管守則之相關規定成立提名委員會並以書面方式訂明其職權範圍。提名委員會之主要角色及職能如下：

1. 定期檢討董事會的架構、人數及組成（包括技能、知識及經驗），並就任何建議變動向董事會提供推薦建議；
2. 物色具備合適資格出任董事會成員之人選，並挑選提名有關人士出任董事或就此向董事會提供推薦建議；
3. 評審獨立非執行董事之獨立身份；及
4. 就董事委任或重新委任以及董事（尤其是主席及行政總裁）之繼任計劃的相關事宜向董事會提供推薦建議。

CORPORATE GOVERNANCE REPORT 企業管治報告書

EXECUTIVE COMMITTEE

The Executive Committee of the Company was formed in March 2015 with written terms of reference in accordance with the relevant provisions of the CG Code. It is delegated by the Board to perform the management functions set out in CG code provision D.1.1 of the CG Code and its major roles and functions are:

1. to meet regularly and formulate business strategies and policies and to make decisions on matters relating to the management and operations of the Company including but not limited to business, operational as well as financial and treasury planning;
2. to exercise the powers and authority delegated by the Board in respect of matters which arise between regularly scheduled Board meetings;
3. to oversee and monitor certain corporate actions, business related matters and relevant transactions as defined in Chapter 14 and Chapter 14A of the Listing Rules;
4. to review, analyse and evaluate financial, marketing, operational and business performance;
5. to review and approve annual budget and track performance; and
6. to perform any other duties or responsibilities expressly delegated to this committee by the Board from time to time.

執行委員會

本公司於二零一五年三月根據企管守則之相關規定成立執行委員會並以書面方式訂明其職權範圍。委員會獲董事會轉授企管守則之守則條文第D.1.1條所載之管理職能，其主要角色及職能如下：

1. 定期召開會議及制定業務策略和政策，並且就有關本公司管理和營運的事宜（包括但不限於業務、營運及財務與庫務規劃）作出決定；
2. 就定期董事會會議之間發生的事宜行使獲董事會轉授的權力和授權；
3. 監督和監察某些企業行為、業務相關事宜及相關交易（定義見上市規則第14章及14A章）；
4. 審議、分析和評估財務、市場推廣、營運和業務表現；
5. 審議和批准年度預算並且跟進表現；及
6. 履行委員會不時獲董事會明確轉授的任何其他職務或責任。

CORPORATE GOVERNANCE REPORT 企業管治報告書

ATTENDANCE RECORD AT THE MEETINGS OF THE BOARD AND BOARD COMMITTEES AND THE GENERAL MEETINGS

董事會會議以及董事會委員會會議及股東大會之出席紀錄

The number of general meeting and meetings of the Board and Board committees held during the year ended 30 June 2018 and attendance by the Directors are set out in the table below:

截至二零一八年六月三十日止年度內舉行之股東大會及董事會會議、董事會委員會會議的次數以及董事之會議出席紀錄乃載於下表：

| | | Board | Audit Committee | Remuneration Committee | Nomination Committee | Executive Committee | General Meeting |
|---------------------------------------------------------|-------------------------|-------|-----------------|------------------------|----------------------|---------------------|-----------------|
| | | 董事會 | 審核委員會 | 薪酬委員會 | 提名委員會 | 執行委員會 | 股東大會 |
| No. of meetings held during the year ended 30 June 2018 | 截至二零一八年六月三十日止年度內舉行之會議次數 | 7 | 2 | 1 | 1 | 0 | 1 |
| <i>Executive Directors</i> | <i>執行董事</i> | | | | | | |
| Mr. Ke Jun Xiang | 柯俊翔先生 | 7/7 | n/a不適用 | 1/1 | 1/1 | 0/0 | 1/1 |
| Mr. Wilson Wong | Wilson Wong先生 | 5/7 | n/a不適用 | n/a不適用 | n/a不適用 | 0/0 | 1/1 |
| Ms. Lo Yuen Chung | 盧元琮女士 | 7/7 | n/a不適用 | n/a不適用 | n/a不適用 | 0/0 | 1/1 |
| Mr. Fu Daoding | 付道丁先生 | 7/7 | n/a不適用 | n/a不適用 | n/a不適用 | 0/0 | 1/1 |
| <i>Non-executive Directors</i> | <i>非執行董事</i> | | | | | | |
| Mr. Chow Yeung Tuen, Richard | 鄧揚敦先生 | 5/7 | n/a不適用 | n/a不適用 | n/a不適用 | n/a不適用 | 1/1 |
| Mr. Li Chung Kai, Philip | 李松佳先生 | 7/7 | n/a不適用 | n/a不適用 | n/a不適用 | n/a不適用 | 1/1 |
| <i>Independent Non-executive Directors</i> | <i>獨立非執行董事</i> | | | | | | |
| Mr. Kwok Yam Sheung | 郭蔭尚先生 | 7/7 | 2/2 | 1/1 | 1/1 | n/a不適用 | 1/1 |
| Mr. Chan Siu Kay | 陳紹基先生 | 7/7 | 2/2 | 1/1 | 1/1 | n/a不適用 | 1/1 |
| Mr. Choi Chin Yu | 蔡展宇先生 | 7/7 | 2/2 | 1/1 | 1/1 | n/a不適用 | 1/1 |

CORPORATE GOVERNANCE REPORT 企業管治報告書

INTERNAL CONTROLS

The Board acknowledges its responsibility for the integrity of the Group's financial information and the effectiveness of the Group's system of internal controls and risk management processes. In this context, the Board has established a clear organisational structure with appropriate delegation of responsibility to satisfy changing business needs while managing risks that are critical to the achievement of business objectives.

The Board has adopted a set of written manuals for the disclosure of information, internal control procedures and the delineation of responsibilities of the Board and Board committees since May 2008. Management is responsible to conduct these control procedures and monitors risk and effectiveness of the corresponding internal controls.

The Company has commissioned ongoing review on the Group's internal control system and operational procedures through the Audit Committee. During the year ended 30 June 2018, the Audit Committee had reviewed the adequacy and effectiveness of the internal control system of the Company and is satisfied that the internal control system within the Group is effective.

Where issues are identified in the course of review, the Company has sought to, and will continue to seek to, implement remedial measures so as to ensure that systems are, or will promptly be put, in place to enable the Company to have better internal controls, and hence ability to ensure compliance of its financial reporting and other obligations.

The Group also engaged a professional firm to act as an internal auditor of the Company and to conduct an review on major system and controls and operating procedures of the Group, the effectiveness of management supervision and the compliance of the code provisions contained in the CG Code set out in Appendix 14 to the Listing Rules for the year ended 30 June 2018. For the risks and control weaknesses identified in the review, the Group will implement the recommendations for improvements.

內部監控

董事會確認對本集團財務資料之完整性及本集團內部監控系統及風險管理程序之有效性負責。因此，董事會在建立具適當責任授權之明確組織架構時，以滿足不斷變換之業務需要之同時，亦進行風險管理，而這對達致業務目標而言乃至為重要。

自二零零八年五月起，董事會已採納一套有關披露資料、內部監控程序及董事會與董事委員會之職責分工的書面指引。管理層負責實行該等監控程序及監察相應內部監控之風險及成效。

本公司通過審核委員會而持續檢討內部監控制度及營運程序。截至二零一八年六月三十日止年度，審核委員會檢討本公司內部監控制度之充分性及效益，並認為本集團內之內部監控制度有效。

就檢討時發現之任何問題，本公司已經並將繼續補救，確保實行或適時實行適用制度，確保本公司有更佳內部監控以及有能力確保遵守財務報告及其他責任。

本集團亦已委聘一間專業公司擔任本公司的內部審計師，並對截至二零一八年六月三十日止年度本集團的主要制度及監控措施以及營運程序、管理監督的成效以及遵守上市規則附錄14所載守則條文之情況進行檢討。就檢討中所識別之風險及監控弱點，本集團將實行所獲建議以作改善。

CORPORATE GOVERNANCE REPORT 企業管治報告書

DIRECTORS' RESPONSIBILITY FOR PREPARING CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare the consolidated financial statements that give a true and fair view. The Board considers that in preparing the consolidated financial statements, the Group has applied the appropriate accounting policies that are consistently adopted and made judgements or estimates that are reasonable and prudent in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and in compliance with disclosure requirements stipulated under the Listing Rules and the Hong Kong Companies Ordinance.

The Board, having made appropriate enquiries, is of the view that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate for the Group to adopt the going concern basis in the preparation of the consolidated financial statements.

AUDITOR'S REPORTING RESPONSIBILITIES AND REMUNERATION

The responsibilities of the auditor of the Company with respect to financial reporting are set out in the section of "Independent Auditor's Report" on pages 59 to 69.

For the year ended 30 June 2018, the fees paid to them in respect of services rendered to the Group amounted to approximately HK\$2,237,000, of which a sum of HK\$917,000 was paid for auditing services and of HK\$1,320,000 for non-auditing services including fees for proposed major acquisition which was terminated during the year.

董事對編製綜合財務報表之責任

董事確認彼等有編製真實而公平地反映狀況之綜合財務報表的責任。董事會認為，於編製綜合財務報表時，本集團已按照香港會計師公會頒佈之香港財務報告準則貫徹應用適當會計政策，並作出合理及審慎之判斷或估計，以及已經遵守上市規則及香港公司條例訂明之披露規定。

董事會經作出適當查詢後認為，本集團於可預見未來內擁有充裕資源維持經營業務。因此，本集團採納持續經營基準編製綜合財務報表實屬適當。

核數師之申報責任及酬金

本公司核數師就財務報告之責任載於第59至69頁之「獨立核數師報告書」一節。

截至二零一八年六月三十日止年度，就本集團獲提供之服務而已付本公司核數師之費用約為2,237,000港元，當中917,000港元為核數服務，而1,320,000港元為非核數服務，包括就建議重大收購（已於年內終止）的費用。

CORPORATE GOVERNANCE REPORT 企業管治報告書

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

The Board is committed to providing the Shareholders with a clear and complete picture of the financial information of the Group by way of publication of interim and annual reports. Apart from receiving circulars, notices and financial reports, the Shareholders may also choose to log on our website at www.cil479.com.hk to access more corporate information and the constitutional documents of the Company.

The Company encourages participation of the Shareholders at every general meeting to stay informed of the Group's strategy and goals. The Chairman himself takes the chair in general meetings to ensure that the Shareholders' views are communicated to the Board. The general meetings provide a useful forum to exchange views with the Board.

Pursuant to CG code provision E.1.2, the chairmen of the Board should attend the annual general meeting and should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In their absence, he should invite another member of the committee or, failing this, his duly appointed delegate to attend. These persons should be available to answer questions at the annual general meeting.

The Company keeps the Shareholders informed of the procedure for voting by poll in all circulars to the Shareholders which are from time to time despatched to them together with notices of general meetings of the Company. The Company has taken steps to ensure compliance with the requirements about voting by poll contained in the Listing Rules and the constitutional documents of the Company. Poll results are published on the website of the Stock Exchange and are posted on the website of the Company shortly after the meetings.

股東權利及投資者關係

董事會透過刊印中期及年度報告，致力為股東提供清晰而全面的集團財務資料。股東除獲寄通函、通告與財務報告外，也可登入公司網站（網址為www.cil479.com.hk）取得更多企業資料及本公司之組織文件。

本公司鼓勵股東出席本公司每次股東大會以讓股東了解本集團的策略及目標。主席親自主持股東大會，以確保股東的意見能轉達到董事會。股東大會正好作為股東與董事會交流的論壇。

根據企管守則之守則條文第E.1.2條，董事會主席應出席股東週年大會，並邀請審核委員會、薪酬委員會、提名委員會及任何其他委員會（視何者適用而定）的主席出席。若有關委員會主席未克出席，董事會主席應邀請另一名委員（或如該名委員未能出席，則其適當委任的代表）出席。該等人士須在股東週年大會上回答提問。

本公司在不時發送予股東的所有通函（連同本公司的股東大會通告）內載列以投票方式表決程序，讓股東瞭解該等程序。本公司已採取步驟確保以投票方式表決符合上市規則及本公司組織文件的規定。表決結果在大會結束後不久於聯交所網站登載並刊載於本公司網站。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告書

ABOUT THIS REPORT

OVERVIEW

The Board of Directors of CIL Holdings Limited (the "Company") and its subsidiaries (collectively "the Group") are pleased to present the Environmental, Social and Governance Report (the "ESG Report") for the year ended 30 June 2018. The ESG Report provides a good understanding in achieving a sustainable development and its performance of social governance in the year.

SCOPE OF THIS REPORT

The ESG Report focuses on the environmental and social performance of the Group's operation in Hong Kong during the year.

REPORTING FRAMEWORK

The ESG Report had been prepared in accordance to Appendix 27 "Environmental, Social and Governance Reporting Guide" of the Main Board Listing Rules on the Stock Exchange of Hong Kong.

STAKEHOLDERS ENGAGEMENT

We obtain an understanding of development in environmental and social sense from staff from difference departments. This information can be utilise to develop our short term and long term sustainable development strategies.

關於本報告

概覽

華建控股有限公司(「本公司」)及其附屬公司(統稱為「本集團」)董事會欣然提呈截至二零一八年六月三十日止年度之環境、社會及管治報告書(「環境、社會及管治報告書」)。環境、社會及管治報告書闡述本年度本集團在可持續發展及其社會管治方面之表現。

本報告之範疇

環境、社會及管治報告書重點描述本集團之香港業務本年度的環境和社會表現。

報告框架

環境、社會及管治報告書是根據香港聯合交易所主板上市規則附錄二十七《環境、社會及管治報告指引》編製。

持份者的參與

我們了解不同部門的員工對環境及社會事務發表的看法，有關資料可用於製訂我們的短線和長遠的可持續發展策略。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告書

FEEDBACKS AND INFORMATION

Details information in relation to the corporate governance and financial performance of the Group could be found in our Annual Report 2018. Having any suggestions or feedbacks for ESG Report, please contact us by post without hesitating. Our principal place of business is Workshop 607, 6/F., Sun Cheong Industrial Building, 1 Cheung Shun Street, Kowloon, Hong Kong.

REPORTING ON ENVIRONMENTAL ASPECTS

The Group recognises an importance of good environmental stewardship and commits to promote the protection of environmental consciousness to stakeholders, including directors, senior officers and other employees.

The Group's objectives of the environmental aspects are mainly the reduction of carbon emissions and the achievement of energy savings.

The Group's carbon emissions are mainly derived from (i) electricity consumption directly, including the use of lighting systems, air-conditionings, computers and other office equipments; (ii) business trips taken by airplanes; as well as (iii) indirect emission which is attributable to the use of papers. The direct impact on the environmental is minimal so that no hazardous waste is generated.

We are working to reduce the carbon emissions by improving energy efficiency and decreasing waste across our operation. The following methods of reduction of carbon emissions about the Group's practice in environmental aspects:

回應及資料

有關本集團企業管治及財務表現的詳細資料載於我們的二零一八年年報。如對環境、社會及管治報告書有任何建議或意見，懇請不吝賜教，以郵寄方式來函告知。我們的主要營業地點為香港九龍長順街1號新昌工業大廈6樓607室。

環境方面之報告

本集團深明良好的環境管理極為重要，並致力促進包括董事、高級管理人員和其他員工在內的持份者的環保意識。

本集團的環保目標主要是減少碳排放和實現節能。

本集團的碳排放主要來自(i)直接用電，包括使用照明系統、空調、電腦及其他辦公設備；(ii)搭乘飛機出差；及(iii)用紙方面的間接排放。對環境的直接影響甚低，因此並無產生有害廢物。

我們不斷致力通過提高能源效益和減少營運中的浪費來減少碳排放。以下為本集團在環境範疇實踐減少碳排放的方法：

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告書

(i) Reduction of direct carbon emissions

(a) Energy efficiency for the use of lighting systems

The Group uses the light bulbs and light pipes with a high-energy efficiency, sets up lighting switches in difference area and switches off the lighting systems after office hours. Also, the Group installs a dimmer to adjust the intensity of the light when practicable.

(b) Energy efficiency for the use of air-conditionings

The Group applies energy conservation measures on the air-conditioning in the workplaces, including setting an optimal temperature (25°C), switching off all air-conditionings automatically after eight at night and cleaning the filter regularly.

(c) Energy efficiency for the use of computers and office equipments

The Group encourages its employees to switch off their computers and other office equipments (such as printers, fax machines) when no use.

The energy consumption of the Group is as follows:

| Energy | Units | Total |
|------------------------------|----------|-------|
| Energy consumption | kWh | 8,853 |
| Energy consumption intensity | kWh/feet | 2.03 |

(i) 減少直接碳排放

(a) 使用照明系統的能源效益

本集團使用具備高能源效益的燈泡和燈管、為不同區域分設照明開關，並在辦公時間後關掉照明系統。此外，本集團安裝調光器，以便在切實可行的情況調節光度。

(b) 使用空調的能源效益

本集團對工作場所的空調採取節能措施，包括設定最佳溫度(25°C)、晚上八時後自動關掉所有空調，以及定期清洗隔塵網。

(c) 使用電腦和辦公設備的能源效益

本集團鼓勵員工用後關閉電腦及其他辦公設備(如打印機、傳真機)。

本集團所消耗能源如下：

| 能源 | 單位 | 總計 |
|--------|-------|-------|
| 能源消耗 | 千瓦時 | 8,853 |
| 能源消耗密度 | 千瓦時/呎 | 2.03 |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告書

(ii) Reduction of business trips taken by airplanes

Instead of business trips to overseas, the Group encourages directors and senior officers to utilise video conferencing for meetings.

(ii) 減少搭乘飛機出差

本集團鼓勵董事和高級管理人員善用視像會議以代替海外出差。

(iii) Reduction of indirect emissions

The Group promotes the environmental awareness among its employees and request employees to reduce paper usages where appropriate to print and re-use papers on both sides.

(iii) 減少間接排放

本集團提升員工的環保意識，敦請員工在適當情況減少用紙，採用雙面打印，並且盡量雙面用紙。

| Material | Units | Total | 物料 | 單位 | 總計 |
|-----------------------------|--------------------------|-------|--------|---------|------|
| Paper | boxes | 30 | 紙張 | 箱 | 30 |
| Paper consumption intensity | boxes/boxes using volume | 0.93 | 紙張消耗密度 | 箱／所用箱容量 | 0.93 |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告書

REPORTING ON SOCIAL ASPECTS

EMPLOYMENT

As at 30 June 2018, we have a workforce of 26 and 6 persons in Hong Kong and Mainland China respectively. The terms and conditions of employment are incorporated into the employment contract.

We provide employees with a nurturing environment and offer competitive remuneration package to them. The employee benefits include discretionary incentive bonus, medical insurance, contribution to retirement scheme and leave entitlement (such as maternity and compassionate leave). The remuneration packages and policies are reviewed by management if necessary.

We also advocate a good work-life balance for employees who are better equipped to achieve their best performance.

During the year ended 30 June 2018, there is no non-compliance with relevant laws and regulations for employment.

HEALTH AND SAFETY

We provide a safety working environment for our employees. We establish manner for healthy and safety to avoid any injuries from employees.

During the year ended 30 June 2018, no work-related fatality or injury is occurred. There is no non-compliance with relevant laws and regulations for health and safety.

社會方面之報告

僱傭

截至二零一八年六月三十日，我們的工作團隊分別有26人駐於香港及6人駐於中國大陸。僱傭合同載列聘用條款和條件。

我們為員工提供有利發展的環境，為員工提供具競爭力的薪酬待遇。員工福利包括酌情發放的獎金、醫療保險、退休金計劃和假期（如產假和恩恤假）。管理層在需要時檢討薪津組合和政政策。

我們亦為員工謀求良好的工作與生活平衡，冀藉此讓員工盡展所長。

截至二零一八年六月三十日止年度，並無未遵守僱傭的相關法律法規的情況。

健康和安安全

我們為員工提供安全工作環境，並確立職安健的工作方式，防範工傷事故。

截至二零一八年六月三十日止年度，並無發生與工作有關的死亡或傷害事故。並無未遵守健康和安全的相關法律法規的情況。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告書

DEVELOPMENT AND TRAINING

We provide training of continuous professional development (such as seminars or training sessions) to all directors. This is to ensure that their contribution into the Board remains informed and relevant.

LABOUR STANDARDS

We review employment practices in preventing child and forced labour and ensuring that there is compliance with Employment Ordinance and other relevant regulations. If we discover the employment of child and forced labour, we seek lawyers' advice and discharge him/her from his/her duties immediately without compensation to eliminate the threat.

During the year ended 30 June 2018, we have not employed any child and forced labour as our employees.

OPERATING PRACTICES

SUPPLY CHAIN MANAGEMENT

Our suppliers and customers mainly come from Hong Kong. We require them to comply with laws and regulations. And, we regularly assess and monitor their performance on environmental and social aspect to consider whether we continue to be a business partner in future. This is to ensure the elimination of environmental and social risks from suppliers and customers.

發展與培訓

我們為全體董事提供持續專業發展(如研討會或培訓課程)的培訓，確保彼等在掌握充分資訊的情況下對董事會作出適切的貢獻。

勞工標準

我們檢討防止童工和強迫勞動的僱傭實務，確保遵守《僱傭條例》及其他相關規例。如發現僱用童工和強迫勞動，我們會尋求律師的意見並即時免除相關人員的職務及不予賠償，以消除此方面的威脅。

截至二零一八年六月三十日止年度，我們的員工中並無童工和強迫勞動。

營運實務

供應鏈管理

我們的供應商及客戶主要來自香港。我們要求彼等遵守法律法規。此外，我們定期評核和監察供應商在環境和社會範疇的表現，以決定將來是否繼續合作。此舉是為了消除供應商和客戶方面的環境及社會風險。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告書

PRODUCT RESPONSIBILITY

One of a subsidiary of the Group is engaged into money lending business. As a licensed corporation, all money lending transactions and money lending license are in compliance with the relevant laws and regulations under Money Lenders Ordinance. The money lender license is renewed annually, subject to the satisfaction of all licensing conditions under the provisions of the Money Lenders Ordinance. We need to assess the loan, including that (i) the borrowers understand their risk; (ii) there is no over-lending to borrowers even if they have specific collateral on their loan.

For distribution of service storage, multi-media and communication products business and distribution of sports car business, we comply with relevant laws and regulations. We examine the products delivery from suppliers for any damages. After that, we transfer the products to customers. During the year ended 30 June 2018, no complaint is received.

Besides, we comply with all relevant laws and regulations under the provisions of the Personal Data (Privacy) Ordinance to protect customers' personal data.

ANTI-CORRUPTION

The Group is committed to maintaining a high standard of corporate governance and ethics in all aspects of our business.

The Group has implemented effective reporting procedures and policies to enable employees to report all allegations of fraud and corruption. We have established complaint channels and encourage employees to report suspicious business irregularities or unethical and illegal behavior. If they find suspected misconducts, such as breach of duty, abuse of power, bribery, they should report to department head or Audit Committee for investigation and verification.

產品責任

本集團其中一間附屬公司從事放債業務。作為持牌法團，所有放債交易和放債牌照均符合《放債人條例》的相關法例及規例。放債人牌照乃在符合《放債人條例》規定的所有發牌條件下每年續期。我們需要評估貸款，包括(i)借款人了解本身所面對的風險；(ii)即使借款人就貸款提供特定抵押品，亦不會向某些借款人過度借貸。

就分銷伺服器儲存、多媒體及通訊產品業務及分銷跑車業務而言，我們遵守相關法律法規。我們先檢查供應商交付的產品是否並無損壞，然後再將產品送交客戶。截至二零一八年六月三十日止年度，並無收到投訴。

此外，我們遵守《個人資料(私隱)條例》規定的所有相關法律法規，以保障客戶的個人資料。

反貪污

本集團致力於旗下業務的各範疇恪守高水平的企業管治和道德操守。

本集團實施有效的報告程序和政策，以便員工能夠舉報所有涉嫌欺詐和貪污行徑。我們設有投訴渠道，鼓勵員工舉報可疑的商業違規行為或不道德及違法行為。如發現可疑的不當行為，如瀆職、濫用權力、賄賂等，應當向部門主管或審核委員會舉報以進行調查及核實。

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COMMUNITY INVESTMENT

We evaluate and manage our social impact on the services and products so that we contribute to society to promote sustainable continued development.

Due to lack of blood reserve in blood bank, we strongly recommend staff to join blood donation in Hong Kong Red Cross during the year. Also, we encourage staff to take participate in voluntary work in community.

社區投資

我們評估及管理我們的服務及產品對社會的影響，藉此貢獻社會以宣揚可持續發展。

由於血庫的血液儲備不足，本年度我們極力推薦員工參加香港紅十字會舉辦的捐血。此外，我們鼓勵員工參與社區義工工作。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. KE Jun Xiang, aged 56, joined the Company in August 1999 and has been the Chairman of the Company since July 2003. Mr. Ke graduated from Zhongshan University majoring in business management. He had joined China Huitong Group of Companies as the person-in-charge of the Guangzhou Office and was appointed as the legal representative and general manager of the Guangdong Company of China Huitong Group of Companies in 1992.

Mr. Wilson WONG, aged 26, joined the Company in August 2014 and has been appointed as the Deputy Chairman of the Company. Mr. Wong received a Bachelor Degree in Business from Monash University, Australia in 2013 and is a young entrepreneur running businesses of property development, beverage and catering and financial investment in Australia and Hong Kong. In 2012, he established CoreNex Property Group Pty Ltd. and 5 Solars Restaurant in Australia. Mr. Wong is also an executive director of Everland Group Holding Ltd. He is a son of Mr. Ke Jun Xiang.

Ms. LO Yuen Chung, aged 59, joined the Company in January 2012. She has over 10 years of experience in trading business in Hong Kong and in the Mainland China, including business related to electronics products.

Mr. FU Daoding, aged 45, joined the Company in February 2013. Mr. Fu has over 20 years of experience in the banking sector in the Mainland China. He graduated from the Hunan Institute of Finance and Economics majoring in finance and is also a postgraduate of the Guangdong Academy of Social Sciences majoring in economics.

執行董事

柯俊翔先生，現年56歲，於一九九九年八月加入本公司，並自二零零三年七月開始擔任本公司之主席。柯先生畢業於中山大學，主修商業管理。彼曾在中國惠通集團之廣州辦事處任職主管，並於一九九二年獲委任為中國惠通旗下的廣東惠通實業公司之法人代表及總經理。

Wilson Wong先生，現年26歲，於二零一四年八月加入本公司並被委任為本公司之副主席。Wong先生於二零一三年獲澳洲蒙納士大學頒發工商學士學位，彼屬年輕企業家，於澳洲及香港經營物業發展、餐飲和金融投資等業務。彼於二零一二年於澳洲成立創城地產有限公司及5 Solars Restaurant。Wong先生亦為新地集團控股有限公司之執行董事。彼為柯俊翔先生之兒子。

盧元琮女士，現年59歲，於二零一二年一月加入本公司。彼在香港及中國大陸擁有逾10年貿易行業的經驗，包括電子產品之業務。

付道丁先生，現年45歲，於二零一三年二月加入本公司。付先生擁有逾20年的中國銀行業經驗。付先生畢業於湖南財經學院，主修財經，亦為廣東省社會科學院的研究生，主修經濟。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

NON-EXECUTIVE DIRECTORS

Mr. CHOW Yeung Tuen, Richard, aged 61, joined the Company in April 2010. Mr. Chow is a Certified Public Accountant with over 30 years of experience in accounting, auditing and taxation. He is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries and the Taxation Institute of Hong Kong. He also holds a Master Degree in Business Administration from the University of East Asia, Macau and is also a Barrister of England and Wales.

Mr. LI Chung Kai Philip, aged 62, joined the Company in March 2012. Mr. Li has over 35 years of experience in apparel and garment industry in Hong Kong and in the Mainland China. He obtained a Diploma in Programming Technology from Control Data Institute, Toronto, Ontario, Canada and a Diploma in Business Administration from Seneca College of Applied Arts and Technology, Toronto, Ontario, Canada.

非執行董事

鄒揚敦先生，現年61歲，於二零一零年四月加入本公司。鄒先生為香港執業會計師，擁有超過30年之會計、核數及稅務工作經驗。彼為英國特許公認會計師公會、香港會計師公會、香港特許秘書公會及香港稅務學會資深會員。彼亦持有澳門東亞大學工商管理碩士學位，並為英格蘭及威爾斯之大律師。

李松佳先生，現年62歲，於二零一二年三月加入本公司。李先生在香港及中國大陸之成衣及服裝業累積逾35年經驗。彼於加拿大安大略省多倫多Control Data Institute取得程式技術文憑以及於加拿大安大略省多倫多Seneca College of Applied Arts and Technology取得工商管理文憑。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. KWOK Yam Sheung, aged 71, joined the Company in September 2004. Mr. Kwok is a professional corporate secretary and a corporate management consultant. He is a fellow member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries. He has extensive experience in corporate management.

Mr. CHAN Siu Kay, aged 59, joined the Company in April 2010. Mr. Chan holds a Master Degree in Business Administration from the University of Strathclyde in the United Kingdom and a Master Degree in Corporate Finance from the Hong Kong Polytechnic University. He is a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants. He is also an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. Mr. Chan has gained over 30 years of experience in audit, accounting, taxation, corporate finance and IPO from working in an international audit firm and a number of listed companies.

Mr. CHOI Chin Yu, aged 41, joined the Company in August 2012. He has over 15 years of experience in the computer software sector in Hong Kong.

獨立非執行董事

郭蔭尚先生，現年71歲，於二零零四年九月加入本公司。郭先生是一位專業公司秘書及企業管理顧問。彼為英國特許秘書及行政人員公會及香港公司秘書公會之資深會員，並於企業管理擁有豐富的經驗。

陳紹基先生，現年59歲，於二零一零年四月加入本公司。陳先生持有英國斯特拉斯克萊德大學工商管理碩士學位，及香港理工大學企業融資財務碩士學位。彼為英國特許公認會計師公會資深會員及香港會計師公會會員。彼並為香港特許秘書公會會員及英國特許秘書及行政人員公會會員。陳先生曾在一家國際會計師事務所及多家上市公司工作，於審計、會計、稅務、企業融資及安排公司上市集資累積超過30年經驗。

蔡展宇先生，現年41歲，於二零一二年八月加入本公司。彼於香港擁有逾15年之電腦軟件業經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

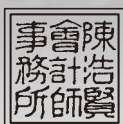
COMPANY SECRETARY

Mr. CHIU King Hoi, Anthony, aged 58, joined the Company in October 1997. He is also the financial controller of the Company. Mr. Chiu holds a Bachelor Degree of Commerce in Accounting and a Master Degree of Business in Electronic Commerce. He is a fellow member of CPA Australia and a Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants. Mr. Chiu has over 30 years of work experience in auditing and accounting. Prior to joining the Company, he had held senior financial positions in various listed companies in Hong Kong.

公司秘書

趙景開先生，現年58歲，於一九九七年十月加入本公司。彼亦為本公司之財務總監。趙先生持有會計學士學位及電子商貿碩士學位。彼為澳洲會計師公會資深會員及香港會計師公會會員。趙先生於審核及會計方面工作逾30年。於加入本公司前，彼曾於香港多間上市公司出任高級財務人員職位。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書



GRAHAM H.Y. CHAN & CO.

CERTIFIED PUBLIC ACCOUNTANTS (PRACTISING)
HONG KONG

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CIL HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

致華建控股有限公司列位股東之
獨立核數師報告書
(於百慕達註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of CIL Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 70 to 198, which comprise the consolidated statement of financial position as at 30 June 2018, 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 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

吾等已審計第70至198頁所載之華建控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之綜合財務報表，此綜合財務報表包括於二零一八年六月三十日之綜合財務狀況表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

吾等認為，該等綜合財務報表根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實及公平地反映貴集團於二零一八年六月三十日的綜合財務狀況，及貴集團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編製。

意見的基礎

吾等已根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行吾等之審計工作。吾等就該等準則承擔之責任於本報告「核數師就審計綜合財務報表承擔的責任」一節中進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，吾等獨立於貴集團，及吾等已履行守則中的其他事業道德責任。吾等相信，吾等所獲得之審計憑證充足及適當地為吾等之審計意見提供基礎。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

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 address 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.

Key audit matters identified in our audit are summarised as follows:

1. Distribution rights of sports car and discontinued operation;
2. Deposit placed to secure an agency agreement;
3. Other loans receivable; and
4. Going concern.

關鍵審計事項

關鍵審計事項乃根據吾等的專業判斷，認為對本期的綜合財務報表的審計最為重要的事項。此等事項乃於吾等審計整體綜合財務報表及出具意見時進行處理，而吾等不會對此等事項提供單獨的意見。

吾等於審計中確認的關鍵審計事項如下：

1. 跑車分銷權及已終止經營業務；
2. 確保代理協議之已付按金；
3. 其他應收貸款；及
4. 持續經營。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

KEY AUDIT MATTERS (Continued)

1. Distribution rights of sports car and discontinued operation

Nature of the key audit matter

關鍵審計事項之性質

Refer to notes 17 and 22 to the consolidated financial statements.

請參閱綜合財務報表附註17及22。

The Group recognised the consideration paid for the 10-year distribution rights in sports car as intangible assets in the consolidated financial statements. Subsequent to the end of the reporting period, the Group entered into a transfer agreement with a purchaser to dispose and transfer its distribution rights in sports car to the purchaser at a consideration of HK\$5,500,000. Accordingly, the Company estimated the recoverable amount based on fair value less costs of disposal and an impairment loss of approximately HK\$4,109,000 was made as at 30 June 2018. In addition, the segment of distribution of sports car was classified as discontinued operation in the current year and certain prior year comparative amounts had been reclassified and restated to conform to current year's presentation.

貴集團就10年期跑車分銷權之已付代價於綜合財務報表確認為無形資產。報告期末之後，貴集團與一名買方訂立轉讓協議，將跑車分銷權出售及轉讓予買方，涉及代價5,500,000港元。就此，貴公司按公平值減出售成本估計可收回金額，並於二零一八年六月三十日作出減值虧損約4,109,000港元。此外，分銷跑車分部於本年度被分類為已終止經營業務，而若干上年度的可比較金額已被重新分類及經重列以符合本年度的呈列。

We focused on this area as the subsequent disposal and transfer of distribution rights in sports car affected the disclosure of discontinued operation and the impairment on intangible assets made during the year are material.

吾等關注此範疇乃由於其後出售及轉讓跑車分銷權影響已終止經營業務的披露及本年度對無形資產作出的減值重大。

關鍵審計事項(續)

1. 跑車分銷權及已終止經營業務

How our audit addressed the key audit matter

吾等的審計如何處理關鍵審計事項

We inquired the management of the reasons for disposing and transferring the distribution rights in sports car subsequently and discussed with management their assessment on the viability of the business of distribution of sports car.

吾等已向管理層了解其後出售及轉讓跑車分銷權的理由，並與管理層討論彼等對跑車分銷業務可行性的評估。

We obtained the relevant agreement and checked the partial settlement of the consideration.

吾等已獲得相關協議並核查代價的部份付款。

We recalculated the recoverable amount basing on fair value less costs of disposal and the amount of impairment loss.

吾等已按公平值減出售成本重新計算可收回金額及減值虧損金額。

We evaluated the adequacy of disclosure of discontinued operation.

吾等已評估已終止經營業務的披露的充足性。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

KEY AUDIT MATTERS (Continued)

2. Deposit placed to secure an agency agreement

Nature of the key audit matter

關鍵審計事項之性質

Refer to note 24 to the consolidated financial statements.

請參閱綜合財務報表附註24。

The Company recognised a deposit of HK\$20,000,000 to a supplier to secure an agency agreement for the distribution of the supplier's rice cookers and household electrical appliances in prepayments, deposits, interest and other receivables in the consolidated statement of financial position as at 30 June 2018.

貴公司於二零一八年六月三十日的綜合財務狀況表的預付款項、按金、利息及其他應收款項確認向一名供應商支付按金20,000,000港元，以確保一項代理協議分銷供應商的電飯煲及家庭電器。

We focused on this area as the balance of deposit paid is material.

吾等關注此範疇乃由於已付按金的結餘重大。

關鍵審計事項(續)

2. 確保代理協議之已付按金

How our audit addressed the key audit matter

吾等的審計如何處理關鍵審計事項

We obtained the agency agreement and supplemental agreements and reviewed the terms as stipulated in the agreements.

吾等已獲得代理協議及補充協議並審視協議所訂明的條款。

We obtained audit confirmation from the supplier to confirm the existence of the deposit.

吾等已從供應商獲得審計確認函以確認按金存在狀況。

We performed company search on the supplier and performed site visit to the supplier's premise to confirm the existence of the supplier and interviewed the key management of the supplier to confirm details of the agency agreement and supplemental agreements.

吾等已對供應商進行公司查冊，並已實地考察供應商的處所，以確認供應商的存在狀況，並已經與供應商的主要管理層會面，以確認代理協議及補充協議的詳情。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

KEY AUDIT MATTERS (Continued)

3. Other loans receivable

Nature of the key audit matter
關鍵審計事項之性質

Refer to note 23(b) to the consolidated financial statements.

請參閱綜合財務報表附註23(b)。

As at 30 June 2018, the Company's other loans receivable represented loan receivable due from 廣州市水立坊公共浴室有限公司 ("ShuiLiFang") with principal amount of approximately HK\$18,759,000 outstanding ("ShuiLiFang Loan"). ShuiLiFang Loan is secured by a corporate guarantee executed by an independent third party and personal guarantees executed by individual shareholders of ShuiLiFang. During the year, ShuiLiFang has early settled a portion of principal amount of ShuiLiFang Loan.

於二零一八年六月三十日，貴公司的其他應收貸款指應收廣州市水立坊公共浴室有限公司（「水立坊」）本金餘額約18,759,000港元的貸款（「水立坊貸款」）。水立坊貸款由一名獨立第三方簽立之企業擔保及水立坊獨立股東簽立的個人擔保作保證。本年度，水立坊已提前償還水立坊貸款一部份本金。

As ShuiLiFang has no significant assets, the Group assessed the financial capability of a guarantor by estimating the recoverable amount of a property (the "Property") owned by the guarantor with reference to the valuation report performed by the professional valuers and taking into account the pledged value of the Property, if any. Subsequently, ShuiLiFang has settled interest installment in accordance with the loan agreement.

由於水立坊並無重大資產，貴集團評估一名擔保人的財務能力時估計該擔保人擁有的一項物業（「該物業」）的可收回金額，當中已參考專業評估師所出具的估值報告並考慮該物業的抵押價值（如有）。其後，水立坊已按照貸款協議支付分期利息。

We focused on this area due to the estimation uncertainty inherent in the management's credit assessment process in respect of the collectability of ShuiLiFang Loan.

吾等關注此範疇乃由於管理層就水立坊貸款的可收回成數進行之信貸評估程序中包含的估計不確定性。

關鍵審計事項(續)

3. 其他應收貸款

How our audit addressed the key audit matter
吾等的審計如何處理關鍵審計事項

We obtained and evaluated the reasonableness of the management's credit assessment over ShuiLiFang Loan. 吾等已獲得並已評估管理層對於水立坊貸款的信貸評估是否合理。

We checked the repayment of a portion of principal amount of ShuiLiFang Loan during the year and subsequent settlement of interest installment.

吾等已檢查本年度就水立坊貸款一部份本金的還款及其後所支付的分期利息。

In respect of the Property, we performed the following procedures:

關於該物業，吾等已執行以下程序：

- (i) We performed land search and site visit to confirm the ownership and existence of the Property; 吾等已進行土地查冊和實地視察，以確認該物業的擁有權和存在狀況；
- (ii) We obtained the pledged values of the Property and agreed to the results of land search; 吾等已取得該物業的質押價值，並與土地查冊的結果作核對；
- (iii) We obtained a valuation report on the Property and recalculated the recoverable amount of the Property after taking into account the pledged values; and 在考慮到質押價值後，吾等取得該物業的估值報告，並重新計算該物業的可收回金額；及
- (iv) We assessed the reasonableness of the recoverable amount of the Property by comparing the average transaction prices of nearby properties to the recoverable amount of the Property as determined by the professional valuers. 吾等通過將鄰近物業的平均交易價格與專業估值師釐定的該物業的可收回金額作比較，從而評估該物業的可收回金額是否合理。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

KEY AUDIT MATTERS (Continued)

4. Going concern

Nature of the key audit matter
關鍵審計事項之性質

Refer to note 2 to the consolidated financial statements.
請參閱綜合財務報表附註2。

As at 30 June 2018, the Group has current liabilities, including current borrowings of approximately HK\$75,664,000, which exceeded its cash and cash equivalents of approximately HK\$8,574,000, and the Group has negative operating cash flows of approximately HK\$106,707,000.

於二零一八年六月三十日，貴集團有流動負債（包括流動借貸約75,664,000港元）超過其現金及現金等值項目約8,574,000港元，而貴集團另錄得負值經營現金流量約106,707,000港元。

The directors of the Company prepared a working capital forecast for a period of 12 months ending on 30 June 2019, which have taken into consideration of the Group's financial performance, working capital, liquidity position and available facilities from financial institutions. In addition, on 28 September 2018, Mr. Ke Jun Xiang, the Chairman and executive director of the Company, agreed to provide funding of not less than HK\$30,000,000 to the Company pursuant to a letter of undertaking (the "Undertaking Letter"). In view of this, the directors of the Company are of the view that the Group would be able to meet in full its financial obligations as they fall due for the foreseeable future.

貴公司董事已編制截至二零一九年六月三十日止十二個月期間的營運資金預測，當中已考慮貴集團的財務表現、營運資金、流動資金狀況及來自金融機構的可動用融資。此外，於二零一八年九月二十八日，貴公司主席兼執行董事柯俊翔先生已根據一封承諾函（「承諾函」）同意向貴公司提供不少於30,000,000港元之資金。有鑑於此，貴公司董事認為，貴集團將能夠全數履行在可見未來到期之財務責任。

We focused on this area as assessing the Group's ability to continue as a going concern involves significant management's judgment about inherently uncertain future outcomes of events or conditions.

吾等關注此範疇乃由於評估貴集團持續經營的能力涉及管理層對有關事件或條件的內在不确定未來結果的重大判斷。

關鍵審計事項(續)

4. 持續經營

How our audit addressed the key audit matter
吾等的審計如何處理關鍵審計事項

We obtained the working capital forecast and tested its principles and integrity. We challenged the key assumptions used in the working capital forecast, including revenue projection and financing facilities and resources available to the Group during the forecast period by comparing the Group's historical results to its forecasted amounts.

吾等已獲得營運資金預測並測試其原則及完整性。吾等將貴集團過往業績與其預期金額作比較，藉此質疑營運資金預測所用的主要假設，包括於預測期間的預計收益及貴集團可動用的財務融資及資源。

We run through the terms of all loan agreements with lenders to confirm whether any of these agreements were breached.

吾等已約略參閱與貸款人的所有貸款協議的條款，確認該等協議有否遭違反。

We obtained the Undertaking Letter and assessed the financial capability of Mr. Ke Jun Xiang.

吾等已取得承諾函並評估柯俊翔先生的財務能力。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA, 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.

除綜合財務報表及就此發出的核數師報告外的資料

貴公司董事對其他資料負責。其他資料包括年報收錄的所有資料(惟不包括綜合財務報表及吾等就此發出的核數師報告)。

吾等就綜合財務報表的意見並不涵蓋其他資料，吾等亦不就其他資料發表任何形式的鑒證結論。

於吾等審計綜合財務報表時，吾等的責任乃閱讀其他資料，及在此過程中，考慮其他資料是否與綜合財務報表或吾等在審計過程中所了解的情況有重大抵觸，或者似乎存在重大錯誤陳述。

倘基於吾等已執行的工作，吾等認為其他資料存在重大錯誤陳述，吾等須報告該事實。於此方面，吾等並無任何報告。

董事及治理層就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒布的香港財務報告準則擬備真實及公平的綜合財務報表，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誤陳述所需的內部控制負責。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

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

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

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

AUDITOR'S RESPONSIBILITY 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. This report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

董事及治理層就綜合財務報表須承擔的責任(續)

於擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用的情況下，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 貴集團清盤或停止營運，或別無其他實際的替代方案。

審核委員會協助董事負責監督 貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

吾等的目標乃就綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。根據百慕達公司法第90條，本報告僅向閣下(作為整體)作出，除此之外別無其他目的。吾等不就本報告的內容向任何其他人士負責或承擔責任。

合理保證屬高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙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，則有關的錯誤陳述可被視為重大。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

AUDITOR'S RESPONSIBILITY 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 skepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔的責任(續)

於根據香港審計準則進行審計的過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對此等風險，以及取得充足及適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對 貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計及相關披露的合理性。
- 就董事採用持續經營會計基礎的恰當性作出結論。根據所得的審計憑證，確定是否存在與事件或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要於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。假如有關披露不足，則吾等應當發表非無保留意見。吾等的結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事件或情況可能導致 貴集團無法持續經營。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審計綜合財務報表承擔的責任(續)

- 評價綜合財務報表的整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否以達致公允陳述之方式反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充分、適當的審計憑證，以便對綜合財務報表發表意見。吾等負責集團審計的方向、監督及執行。吾等為審計意見承擔全部責任。

除其他事項外，吾等與審核委員會溝通了計劃的審計範圍、時間安排及重大審計發現等，包括吾等在審計過程中識別出的內部監控的任何重大缺陷。

吾等亦向審核委員會作出聲明，確認吾等已符合有關獨立性的相關專業道德要求，並與彼等溝通可能合理地被認為會影響吾等獨立性的所有關係及其他事項，以及在適用的情況下，相關的防範措施。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

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

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

The engagement partner on the audit resulting in this independent auditor's report is CHAN Ho Yin, Graham.

Graham H.Y. Chan & Co.
Certified Public Accountants (Practising)

Hong Kong, 28 September 2018

核數師就審計綜合財務報表承擔的 責任(續)

從與審核委員會溝通的事項中，吾等確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。吾等於核數師報告中描述該等事項，除非法律法規不允許披露這些事項，或於極端罕見的情況下，倘合理預期於吾等報告中披露某事項而造成的負面後果將會超過其產生的公眾利益，則吾等決定不應於報告中傳達該事項。

出具本獨立核數師報告的審計項目合夥人為陳浩賢。

陳浩賢會計師事務所
執業會計師

香港，二零一八年九月二十八日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表

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

| | Note 附註 | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 (restated) (經重列) |
|-------------------------------------------------------------------------------|------------|----------------------------------|---------------------------------------------------------|
| Continuing operations: | | | |
| Revenue: | | | |
| Sales of goods | | 63,160 | 97,943 |
| Interest income from money lending operations | | 3,490 | 4,822 |
| Income from concert performance | | 11,016 | - |
| Total revenue | 10 | 77,666 | 102,765 |
| Cost of goods sold | | (61,807) | (95,175) |
| Cost of services rendered | | (10,180) | - |
| Gross profit | | 5,679 | 7,590 |
| Other income | 11 | 5,399 | 7,207 |
| Other gains | 12 | 571 | 2,463 |
| Fair value losses on investments at fair value through profit or loss, net | 16 | (49,253) | (5,756) |
| Impairment losses | 16 | (18,635) | - |
| Staff costs | 13 | (25,550) | (28,766) |
| Depreciation | | (4,462) | (4,044) |
| Operating lease expenses | | (4,982) | (4,830) |
| Other operating expenses | | (20,496) | (16,866) |
| Finance costs | 14 | (9,864) | (8,214) |
| Loss before taxation | | (121,593) | (51,216) |
| Income tax expenses | 15 | (41) | (189) |
| Loss for the year from continuing operations | 16 | (121,634) | (51,405) |
| Discontinued operation: | | | |
| Loss for the year from discontinued operation | 17 | (5,619) | (9,831) |
| Loss for the year | | (127,253) | (61,236) |
| Other comprehensive loss for the year: | | | |
| Items may be classified subsequently to profit or loss: | | | |
| Exchange differences arising from translation to operations outside Hong Kong | | (48) | - |
| Total comprehensive loss for the year | | (127,301) | (61,236) |
| Loss for the year attributable to owners of the Company: | | | |
| - continuing operations | | (120,441) | (50,058) |
| - discontinued operation | | (5,619) | (9,831) |
| | | (126,060) | (59,889) |
| Loss for the year attributable to non-controlling interests: | | | |
| - continuing operations | | (1,193) | (1,347) |

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表

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

| | Note 附註 | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 (restated) (經重列) |
|-----------------------------------------------------------------------------------------|------------|----------------------------------|---------------------------------------------------------|
| Total comprehensive loss for the year attributable to owners of the Company: | | | |
| - continuing operations | | (120,489) | (50,058) |
| - discontinued operation | | (5,619) | (9,831) |
| | | (126,108) | (59,889) |
| Total comprehensive loss for the year attributable to non-controlling interests: | | | |
| - continuing operations | | (1,193) | (1,347) |
| Loss per share for loss attributable to owners of the Company | | | |
| - Basic and diluted: | | | |
| - continuing operations (in HK cents) | 18 | (3.05) | (1.39) |
| - discontinued operation (in HK cents) | | (0.14) | (0.27) |
| - continuing and discontinued operations (in HK cents) | | (3.19) | (1.66) |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 30 June 2018 於二零一八年六月三十日

| | | Note 附註 | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-------------------------------------------------------|-------------------|------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、機器及設備 | 21 | 11,451 | 15,158 |
| Intangible assets | 無形資產 | 22 | 7,321 | 12,900 |
| Loans receivable | 應收貸款 | 23 | 18,759 | 24,413 |
| Deposit | 按金 | 24 | 20,000 | 20,000 |
| | | | 57,531 | 72,471 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | 25 | 59 | 8,126 |
| Loans receivable | 應收貸款 | 23 | 15,247 | 18,201 |
| Prepayments, deposits, interest and other receivables | 預付款項、按金、利息及其他應收款項 | 24 | 15,993 | 9,477 |
| Trade receivables | 應收貿易賬款 | 26 | 9,597 | 14,932 |
| Investments at fair value through profit or loss | 按公平值計入損益之投資 | 27 | 65,967 | 59,277 |
| Tax recoverable | 可收回稅項 | | 34 | - |
| Pledged fixed deposit | 已抵押定期存款 | 28 | 900 | 20,000 |
| Bank balances and cash | 銀行結存及現金 | 29 | 8,574 | 18,542 |
| | | | 116,371 | 148,555 |
| Current liabilities | 流動負債 | | | |
| Trade payable | 應付貿易賬款 | 30 | 8,457 | 16,176 |
| Accruals, deposits received and other payables | 應計費用、已收按金及其他應付款項 | 31 | 12,568 | 4,049 |
| Tax payable | 應付稅項 | | 71 | 662 |
| Borrowings, due within one year | 一年內到期之借貸 | 32 | 75,664 | 64,835 |
| | | | 96,760 | 85,722 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 30 June 2018 於二零一八年六月三十日

| | | Note 附註 | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|----------------------------------------------|------------|------------|----------------------------------|----------------------------------|
| Net current assets | 流動資產淨額 | | 19,611 | 62,833 |
| Total assets less current liabilities | 總資產減流動負債 | | 77,142 | 135,304 |
| Non-current liabilities | 非流動負債 | | | |
| Borrowings, due after one year | 一年後到期之借貸 | 32 | 20,868 | 20,849 |
| Net assets | 資產淨額 | | 56,274 | 114,455 |
| Capital and reserves | 資本及儲備 | | | |
| Issued capital | 已發行股本 | 33 | 43,351 | 36,151 |
| Reserves | 儲備 | | 13,806 | 77,994 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | 57,157 | 114,145 |
| Non-controlling interests | 非控股權益 | | (883) | 310 |
| Total equity | 權益總額 | | 56,274 | 114,455 |

The consolidated financial statements on pages 70 to 198 were approved and authorised for issue by the board of directors on 28 September 2018 and are signed on its behalf by:

第70至198頁之綜合財務報表已經董事會於二零一八年九月二十八日批准及授權刊發，並由下列董事代表簽署：

Ke Jun Xiang
柯俊翔
Director
董事

Fu Daoding
付道丁
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

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

| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | | | |
|---------------------------------------|---------------------------|---------------------------------------------------|---------------|-----------------|-----------------------------|------------------|--------------------|-----------|--------------------------|--------------|
| | | Issued capital | Share premium | Capital reserve | Share-based payment reserve | Exchange reserve | Accumulated losses | Total | Non-controlling interest | Total equity |
| | | 已發行股本 | 股份溢價 | 資本儲備 | 以股份為基礎之 付款儲備 | 匯兌儲備 | 累積虧損 | 合計 | 非控股權益 | 總權益 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 July 2016 | 於二零一六年七月一日 | 36,151 | 375,223 | (100) | 10,271 | - | (247,511) | 174,034 | 1,657 | 175,691 |
| Loss for the year | 年內虧損 | - | - | - | - | - | (59,889) | (59,889) | (1,347) | (61,236) |
| Other comprehensive loss for the year | 年內其他全面虧損 | - | - | - | - | - | - | - | - | - |
| Total comprehensive loss for the year | 年內全面虧損總額 | - | - | - | - | - | (59,889) | (59,889) | (1,347) | (61,236) |
| At 30 June 2017 and 1 July 2017 | 於二零一七年六月三十日 及二零一七年七月一日 | 36,151 | 375,223 | (100) | 10,271 | - | (307,400) | 114,145 | 310 | 114,455 |
| Loss for the year | 年內虧損 | - | - | - | - | - | (126,060) | (126,060) | (1,193) | (127,253) |
| Other comprehensive loss for the year | 年內其他全面虧損 | - | - | - | - | (48) | - | (48) | - | (48) |
| Total comprehensive loss for the year | 年內全面虧損總額 | - | - | - | - | (48) | (126,060) | (126,108) | (1,193) | (127,301) |
| Transactions with owners | 與擁有人交易 | | | | | | | | | |
| Forfeiture of share options | 沒收購股權 | - | - | - | (687) | - | 687 | - | - | - |
| Issue of shares | 發行股份 | 7,200 | 64,800 | - | - | - | - | 72,000 | - | 72,000 |
| Less: share issue expenses | 減：股份發行開支 | - | (2,880) | - | - | - | - | (2,880) | - | (2,880) |
| At 30 June 2018 | 於二零一八年六月三十日 | 43,351 | 437,143 | (100) | 9,584 | (48) | (432,773) | 57,157 | (883) | 56,274 |

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

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

| | | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|---------------------------------------------------------------------------------------|---------------------------|-------|----------------------------------|----------------------------------|
| Cash flows from operating activities | 經營活動之現金流量 | | | |
| Loss before taxation from continuing operations | 持續經營業務之除稅前虧損 | | (121,593) | (51,216) |
| Loss before taxation from discontinued operation | 已終止經營業務之除稅前虧損 | | (5,619) | (9,831) |
| Loss before taxation | 除稅前虧損 | | (127,212) | (61,047) |
| Adjustments for: | 就下列各項作出調整： | | | |
| Interest income | 利息收入 | 11 | (5,304) | (6,181) |
| Other gains | 其他收益 | 12 | (571) | (2,463) |
| Finance costs | 融資成本 | 14 | 9,864 | 8,214 |
| Depreciation | 折舊 | 16 | 4,462 | 4,044 |
| Amortisation | 攤銷 | 17 | 1,470 | 2,500 |
| Write-down of inventories | 撇減存貨 | 16 | - | 197 |
| Unrealised fair value losses on investments at fair value through profit or loss, net | 按公平值計入損益之投資之未變現公平值虧損淨額 | 16 | 19,317 | 4,458 |
| Impairment losses | 減值虧損 | 16,17 | 22,744 | 7,642 |
| Operating loss before working capital changes | 營運資金變動前之經營虧損 | | (75,230) | (42,636) |
| Decrease in trade receivables | 應收貿易賬款減少 | | 5,335 | 804 |
| (Increase)/decrease in loans receivable from money lending operations | 來自放債業務之應收貸款(增加)/減少 | | (6,046) | 5,350 |
| Increase in investments at fair value through profit or loss | 按公平值計入損益之投資增加 | | (26,007) | (20,615) |
| (Increase)/decrease in prepayments, deposits and other receivables | 預付款項、按金及其他應收款項(增加)/減少 | | (11,570) | 2,541 |
| Decrease/(increase) in inventories | 存貨減少/(增加) | | 8,067 | (5,235) |
| Increase in trade payables, accruals, other payables and deposits received | 應付貿易賬款、應計費用、其他應付款項及已收按金增加 | | 2,095 | 11,980 |
| Cash used in operations | 經營所用現金 | | (103,356) | (47,811) |
| Interest paid | 已付利息 | | (2,685) | (1,345) |
| Hong Kong Profits Tax paid | 已付香港利得稅 | | (666) | (242) |
| Net cash used in operating activities | 經營活動所用之現金淨額 | | (106,707) | (49,398) |

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

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

| | Note 附註 | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|---------------------------------------------------------------|-------------------------|----------------------------------|----------------------------------|
| Cash flows from investing activities | 投資活動之現金流量 | | |
| Purchase of property, plant and equipment | 購買物業、機器及設備 | (894) | (3,360) |
| Deposit paid for proposed acquisition | 就建議收購之已付按金 | (5,000) | (7,334) |
| Refund of deposits previously paid for proposed acquisitions | 退回先前就建議收購支付之按金 | - | 8,584 |
| Sales proceeds from disposal of property, plant and equipment | 出售物業、機器及設備之所得款項 | 710 | - |
| Decrease in other loans receivable | 其他應收貸款減少 | 5,654 | - |
| Decrease in pledged fixed deposit | 已抵押定期存款減少 | 19,100 | 6 |
| Interest received | 已收利息 | 5,680 | 9,292 |
| Net cash generated from investing activities | 投資活動所得之現金淨額 | 25,250 | 7,188 |
| Cash flows from financing activities | 融資活動之現金流量 | | |
| Proceeds from placement of new shares for cash | 為收取現金而配售新股份之所得款項 | 33 72,000 | - |
| Share issue expenses | 股份發行開支 | 33 (2,880) | - |
| Net (decrease)/increase in factoring loans | 讓售貸款(減少)/增加淨額 | (4,255) | 3,916 |
| Net decrease in other bank borrowings | 其他銀行借貸減少淨額 | (3,825) | (4,291) |
| Net increase in margin loans | 保證金貸款增加淨額 | 6,572 | 5,204 |
| Other loans raised | 籌得之其他貸款 | 14,084 | 18,940 |
| Advancement from a director of the Company | 本公司一名董事墊款 | 39 750 | 1,295 |
| Repayment to a director of the Company | 還款予本公司一名董事 | 39 (2,045) | - |
| Repayment of other loans | 償還其他貸款 | (6,624) | (42,093) |
| Repayment of bonds | 償還債券 | (1,300) | (21,300) |
| Net cash generated from/(used in) financing activities | 融資活動所得/(所用)之現金淨額 | 35 72,477 | (38,329) |
| Net decrease in cash and cash equivalents | 現金及現金等值項目減少淨額 | (8,980) | (80,539) |
| Cash and cash equivalents at beginning of year | 年初之現金及現金等值項目 | 17,559 | 98,098 |
| Effect of foreign exchange rate changes | 外幣匯率變動之影響 | (5) | - |
| Cash and cash equivalents at end of year | 年結之現金及現金等值項目 | 8,574 | 17,559 |
| Represented by: | 即: | | |
| Bank balances and cash | 銀行結存及現金 | 8,574 | 18,542 |
| Less: bank overdraft | 減: 銀行透支 | - | (983) |
| | | 8,574 | 17,559 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

1. CORPORATE INFORMATION

CIL Holdings Limited (the "Company") is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of its registered office and principal place of business of the Company are disclosed in the "Corporate Information" section of the annual report.

The consolidated financial statements of the Company and its subsidiaries (collectively referred to the "Group") are presented in Hong Kong dollars ("HKD"), which is the same as the functional currency of the Company, and all values are rounded to the nearest thousand except otherwise indicated.

The principal activity of the Company is investment holding. The principal activities of the Company's principal subsidiaries are set out in note 41.

On 26 September 2018, the Group and a purchaser entered into a transfer agreement, pursuant to which the Group agreed to dispose and transfer its distribution rights in sports car to a purchaser at a consideration of approximately HK\$5,500,000. For the presentation of the consolidated financial statements for the year ended 30 June 2018 and 2017, the Group's distribution of sports car segment was regarded as "discontinued operation". Details are set out in note 17.

1. 公司資料

華建控股有限公司(「本公司」)於百慕達註冊成立為獲豁免有限責任公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處及主要營業地點之地址，已於年報「公司資料」一節披露。

本公司及其附屬公司(統稱「本集團」)之綜合財務報表以港元(「港元」)呈列，而港元亦為本公司之功能貨幣。除另有指明者外，所有數值已約整至最接近的千位數。

本公司之主要業務為投資控股。本公司主要附屬公司之主要業務已載於附註41。

於二零一八年九月二十六日，本集團與買方訂立轉讓協議，據此，本集團同意將其跑車分銷權出售及轉讓予一名買方，代價約為5,500,000港元。就呈列截至二零一八年及二零一七年六月三十日止年度綜合財務報表而言，本集團的分銷跑車分部視為「已終止經營」。詳情載於附註17。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

As at 30 June 2018, the Group has current liabilities, including current borrowings of approximately HK\$75,664,000 (2017: HK\$64,835,000), which exceeded its cash and cash equivalents of approximately HK\$8,574,000 (2017: HK\$17,559,000), and the Group has negative operating cash flows of approximately HK\$106,707,000 (2017: HK\$49,398,000).

The directors of the Company prepared a working capital forecast for a period of 12 months ending on 30 June 2019, which have taken into consideration of the Group's financial performance, working capital, liquidity position and available facilities from financial institutions. In addition, on 28 September 2018, Mr. Ke Jun Xiang, the Chairman and executive director of the Company, agrees to provide funding of not less than HK\$30,000,000 to the Company pursuant to a letter of undertaking (the "Undertaking Letter"). In view of this, the directors of the Company are of the view that the Group would be able to meet in full its financial obligations as they fall due for the foreseeable future.

2. 綜合財務報表之編制基準

於二零一八年六月三十日，本集團有流動負債（包括流動借貸約75,664,000港元（二零一七年：64,835,000港元））超過其現金及現金等值項目約8,574,000港元（二零一七年：17,559,000港元），而本集團另錄得負值經營現金流量約106,707,000港元（二零一七年：49,398,000港元）。

本公司董事已編制截至二零一九年六月三十日止十二個月期間的營運資金預測，當中已考慮本集團的財務表現、營運資金、流動資金狀況及來自金融機構的可動用融資。此外，於二零一八年九月二十八日，本公司主席兼執行董事柯俊翔先生已根據一封承諾函（「承諾函」）同意向本公司提供不少於30,000,000港元之資金。有鑑於此，本公司董事認為，本集團將能夠全數履行在可見未來到期之財務責任。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The Group has adopted the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) effective for the first time in the current year:

| | |
|------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| Amendments to HKAS 7 | Disclosure Initiative |
| Amendments to HKAS 12 | Recognition of Deferred Tax Assets for Unrealised Losses |
| Amendments to HKFRS 12 as part of the Annual Improvements to HKFRS 2014-2016 Cycle | Disclosure of Interest in Other Entities: Clarification of the Scope of HKFRS 12 |

The application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements, except for the application of amendments to HKAS 7 “Disclosure Initiative”.

The Group has applied the amendments to HKAS 7 for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from those financial assets were, or future cash flows will be, including in cash flows from financing activities.

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

3. 採納新訂及經修訂之香港財務報告準則（「香港財務報告準則」）

本集團已採納以下由香港會計師公會（「香港會計師公會」）頒佈並於本年度首次生效之新訂及經修訂之香港財務報告準則：

| | |
|--------------------------------------------------|------------------------------|
| 香港會計準則第7號之修訂 | 披露計劃 |
| 香港會計準則第12號之修訂 | 就未實現虧損確認遞延稅項資產 |
| 香港財務報告準則第12號之修訂，作為香港財務報告準則二零一四年至二零一六年周期之年度改進之一部份 | 披露於其他實體之權益：澄清香港財務報告準則第12號之範疇 |

於本年度應用香港財務報告準則之修訂本集團於目前及過往年度的財務表現狀況及／或本綜合財務報表所載的披露並無重大影響，惟香港會計準則第7號之修訂「披露計劃」除外。

本集團已於本年度首次應用香港會計準則第7號之修訂。有關修訂要求實體提供披露，使財務報表使用者能夠評估融資活動產生的負債變動，包括現金和非現金變動。此外，倘若來自該等金融資產的現金流量或未來現金流量將計入融資活動的現金流量，有關修訂亦要求披露金融資產變動。

具體而言，有關修訂要求披露以下內容：(i) 融資現金流量的變動；(ii) 因獲得或失去對附屬公司或其他業務的控制權而產生的變動；(iii) 外匯匯率變動的影響；(iv) 公平值變動；及(v) 其他變動。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

A reconciliation between the opening and closing balances of these items is provided in note 35 to the consolidated financial statements. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure, the application of these amendments has had no impact on the Group’s consolidated financial statements.

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

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

3. 採納新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

此等項目的期初和期末結餘之間的對賬於綜合財務報表附註35提供。根據修訂的過渡條款，本集團並無披露上一年度的比較資料。除額外披露外，應用該等修訂對本集團的綜合財務報表並無影響。

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

| | |
|-----------------------------------|-------------------------------------------------|
| 香港財務報告準則第9號 | 金融工具 ¹ |
| 香港財務報告準則第15號 | 來自客戶合約之收益 ¹ |
| 香港財務報告準則第16號 | 租賃 ² |
| 香港財務報告準則第17號 | 保險合約 ⁴ |
| 香港（國際財務報告詮釋委員會）— 詮釋第22號 | 外幣交易及預付代價 ¹ |
| 香港（國際財務報告詮釋委員會）— 詮釋第23號 | 所得稅處理之不確定性 ² |
| 香港財務報告準則第2號之修訂 | 以股份為基礎的付款交易之分類及計量 ¹ |
| 香港財務報告準則第4號之修訂 | 連同香港財務報告準則第4號保險合約應用香港財務報告準則第9號金融工具 ¹ |
| 香港財務報告準則第9號之修訂 | 具備負債補償之預付款項特點 ² |
| 香港財務報告準則第10號及香港會計準則第28號之修訂（二零一一年） | 投資者及其聯營公司或合營公司之間的資產出售或投入 ³ |
| 香港財務報告準則第15號之修訂 | 香港財務報告準則第15號來自客戶合約之收益之澄清 ¹ |
| 香港會計準則第28號之修訂 | 於聯營公司及合營企業之長期權益 ² |
| 香港財務報告準則第1號及香港會計準則第28號之修訂 | 香港財務報告準則二零一四年至二零一六年周期之年度改進之一部份 ¹ |
| 香港會計準則第40號之修訂 | 轉移投資物業 ¹ |
| 香港財務報告準則之修訂 | 香港財務報告準則二零一五至二零一七年周期之年度改進 ² |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

- 1 Effective for annual periods beginning on or after 1 January 2018
- 2 Effective for annual periods beginning on or after 1 January 2019
- 3 Effective for annual periods beginning on or after a date to be determined
- 4 Effective for annual periods beginning on or after 1 January 2021

Except for the adoption of HKFRS 9, HKFRS 15 and HKFRS 16, the directors of the Company do not anticipate that the application of the new and revised HKFRSs about will have a material effect on the Group’s consolidated financial statements.

HKFRS 9 “Financial Instruments”

HKFRS 9 “Financial Instruments” introduced new requirements for the classification and measurement of financial assets and financial liabilities, general hedge accounting and impairment requirement of financial assets. Key requirements of HKFRS 9 are as follows:

3. 採納新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

- 1 於二零一八年一月一日或之後開始之年度期間生效
- 2 於二零一九年一月一日或之後開始之年度期間生效
- 3 於待定日期或之後開始之年度期間生效
- 4 於二零二一年一月一日或之後開始之年度期間生效

除採納香港財務報告準則第9號、香港財務報告準則第15號及香港財務報告準則第16號外，本公司董事預期應用上述新訂及經修訂香港財務報告準則將不會對本集團的綜合財務報表構成重大影響。

香港財務報告準則第9號「金融工具」

香港財務報告準則第9號「金融工具」引進有關金融資產及金融負債之分類及計量、一般對沖會計法及金融資產減值規定之新規定。香港財務報告準則第9號之主要規定如下：

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 9 “Financial Instruments” (Continued)

All recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

3. 採納新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號「金融工具」(續)

所有屬香港財務報告準則第9號範圍內之已確認金融資產其後均須按攤銷成本或公平值計量。具體而言，於目的為收取合約現金流量的業務模式下持有以及附有純粹作本金及尚未償還本金利息付款的合約現金流量的債務投資，一般於其後會計期間結束時按攤銷成本計量。於目的為同時收回合約現金流量及出售金融資產的業務模式下持有的債務工具，以及合約條款令於特定日期產生的現金流量純粹為支付本金及未償還本金之利息的債務工具，一般以公平值計入其他全面收益列賬之方式計量。所有其他債務投資及股權投資均於其後會計期間結束時按公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回選擇，於其他全面收益呈列並非持作買賣的股權投資公平值的其後變動，僅股息收入一般於損益確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 9 “Financial Instruments” (Continued)

In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39 “Financial instruments: Recognition and measurement”. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

The Group will adopt HKFRS 9 from 1 July 2018, with any effects of implementation recognised as an adjustment to opening retained earnings at 1 July 2018 and prior period comparatives are not restated.

The directors of the Company have assessed the impact of HKFRS 9 on the Group’s consolidated financial statements and has concluded that the adoption of HKFRS 9 will result in early provision of credit losses which are not yet incurred in relation to the Group’s financial assets.

HKFRS 15 “Revenue from Contracts with Customers”

HKFRS 15 specifies how and when the Group will recognise revenue as well as requiring the Group to provide users of financial statements with more informative and relevant disclosures. The standard provides a single, principles based five-step model to be applied to all contracts with customers. Under HKFRS 15, revenue is recognised in accordance with the core principle by identifying the contract(s) with a customer, identifying the performance obligation in the contract, determining the transaction price, allocating the transaction price to the performance obligations in the contract and recognising revenue when (or as) the performance obligation is satisfied. HKFRS 15 also includes a cohesive set of disclosure requirements that would result in providing users of financial statements with comprehensive information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the contracts with customers.

3. 採納新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號「金融工具」(續)

就金融資產減值而言，與香港會計準則第39號「金融工具：確認及計量」項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式需要實體於各報告日期將預期信貸虧損及該等信貸虧損之預期變動入賬，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件即可確認信貸虧損。

本集團將於二零一八年七月一日起採納香港財務報告準則第9號，並將實施的任何影響確認為對二零一八年七月一日的期初保留盈利調整，而上期間的比較數字不予重列。

本公司董事已評估香港財務報告準則第9號對本集團綜合財務報表的影響，結論為採納香港財務報告準則第9號將導致須就按本集團的金融資產尚未產生的信貸虧損提早計提撥備。

香港財務報告準則第15號「來自客戶合約之收益」

香港財務報告準則第15號明確規定本集團確認收益的方式及時間，並要求本集團為財務報表使用者提供更多資訊充分的相關披露。該準則提供單一、以原則為基準的五步驟模型，以適用於所有客戶合約。根據香港財務報告準則第15號，應按核心原則確認收益，即透過確定客戶合約，識別合約的履約責任，釐定交易價格，按照合約的履約責任分配交易價格，以及當（或隨著）完成履約責任時確認收益。香港財務報告準則第15號亦包括一系列緊密相關的披露要求，會因此需要為財務報表使用者提供關於其客戶合約所產生之收益及現金流的性質、數量、時間及不確定性等全面資訊。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 15 "Revenue from Contracts with Customers" (Continued)

In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The Group will adopt HKFRS 15 from 1 July 2018 and intends to use the limited retrospective method of transition to HKFRS 15. Except for providing more extensive disclosure on the Group's revenue transactions, the directors of the Company do not anticipate that the application of HKFRS 15 will have material impact on the Group's financial performance and financial position, except for the reclassification of deferred revenue of approximately HK\$1,436,000 included in accruals, deposits received and other payables to contract liabilities in the consolidated statement of financial position (note 31).

HKFRS 16 "Leases"

HKFRS 16, which upon the effective date will supersede HKAS 17 "Leases", introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classify cash repayments of the lease liability into a principal portion and an interest portion and present them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

3. 採納新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第15號「來自客戶合約之收益」（續）

於二零一六年，香港會計師公會頒佈對香港財務報告準則第15號的澄清，涉及識別履約責任、主事人與代理人的考慮以及授出特許權的應用指引。

本集團將於二零一八年七月一日起採納香港財務報告準則第15號，並擬採用香港財務報告準則第15號的有限追溯過渡法。除了就本集團收益交易提供更廣泛披露外，本公司董事預期應用香港財務報告準則第15號不會對本集團的財務表現及財務狀況產生重大影響，惟綜合財務狀況表內之應計費用、已收按金及其他應付款項中約1,436,000港元遞延收入已重新分類為合約負債（附註31）。

香港財務報告準則第16號「租賃」

香港財務報告準則第16號將於生效日期起取代香港會計準則第17號「租賃」而引入單一承租人會計處理模式，並規定承租人就為期超過12個月的所有租賃確認資產及負債，惟相關資產為低價值資產除外。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產（表示其有權使用相關租賃資產）及租賃負債（表示其有責任支付租賃款項）。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債的現金還款分類為本金部分及利息部分，並在現金流量表中呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可撤銷租賃付款，亦包括倘承租人合理肯定會行使選擇權延租或不行使選擇權中止租賃的情況，而於選擇權期間內作出的付款。此會計處理方法與根據原準則香港會計準則第17號分類為經營租賃的租賃的承租人會計處理顯著不同。

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3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRS 16 "Leases" (Continued)

In respect of lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 30 June 2018, the Group has non-cancellable operating lease commitments of approximately HK\$4,800,000 as disclosed in note 34. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the adoption of HKFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the directors of the Company complete a detailed review.

The directors of the Company anticipate that the adoption of the other new and revised HKFRSs will have no material impact on the results and financial position of the Group.

3. 採納新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第16號「租賃」（續）

就出租人會計處理而言，香港財務報告準則第16號大致承轉了香港會計準則第17號的出租人會計處理規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並且對上述兩種租賃進行不同的會計處理。

此外，香港財務報告準則第16號亦要求較廣泛的披露。

於二零一八年六月三十日，本集團有不可撤銷的經營租賃承擔約4,800,000港元（如附註34所披露）。初步評估顯示該等安排將符合香港財務報告準則第16號項下租賃的定義，因此本集團將就所有租賃確認使用權資產及對應負債，除非於採納香港財務報告準則第16號時其符合低價值或短期租賃。此外，應用新規定可能導致上文所述的計量、呈列及披露有所變動。然而，在本公司董事進行詳細審閱前，對財務影響作出合理估計並不實際。

本公司董事預期採納其他新訂及經修訂之香港財務報告準則將不會對本集團之業績及財務狀況帶來重要影響。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs, which is a collective term referred to all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations (“Ints”) issued by the HKICPA, accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The consolidated financial statements have been prepared under the historical cost convention, except for investments at fair value through profit or loss which has been measured at fair values as explained in the accounting policies set out below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

4. 主要會計政策

綜合財務報表乃根據香港財務報告準則（此統稱乃指香港會計師公會頒佈之所有適用的個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（「詮釋」））以及香港公認會計原則而編制。此外，綜合財務報表符合香港公司條例及聯交所證券上市規則（「上市規則」）的適用披露規定。

綜合財務報表乃根據歷史成本價例法編制，惟如下文所載之會計政策所說明按公平值計入損益之投資已按公平值計量除外。

公平值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公平值時會考慮該等特點。此等綜合財務報表中作計量及／或披露用途的公平值乃按此基準釐定，惟屬於香港財務報告準則第2號範圍的以股份為基礎之付款交易、屬於香港會計準則第17號範圍內的租賃交易，以及與公平值有類同之處但並非公平值的計量，譬如香港會計準則第2號內的可變現淨額或香港會計準則第36號的使用價值除外。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

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

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

The principal accounting policies are set out below.

4.1 BASIS OF CONSOLIDATION

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

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

4. 主要會計政策(續)

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察之輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

主要會計政策載列如下：

4.1 綜合基準

綜合財務報表包括本公司與本公司所控制之實體(即其附屬公司)之財務報表。當符合下列情況，本公司即取得控制權：

- 對被投資方擁有權力；
- 具有承擔或享有參與被投資方所得之可變回報的風險或權利；及
- 能運用其權力影響該等回報。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.1 BASIS OF CONSOLIDATION (Continued)

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

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

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Prior to 1 July 2009, losses applicable to the non-controlling interests in excess of the non-controlling interests in the subsidiary's equity were allocated against the interests of the Group except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.

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

4. 主要會計政策(續)

4.1 綜合基準(續)

倘有事實及情況顯示出上列三項控制因素其中一項或多項出現改變，則本集團會重新評估是否仍然控制被投資方。

本集團獲得附屬公司控制權時即開始將附屬公司綜合入賬，而於失去控制權時即終止綜合入賬。具體而言，於年內所收購或出售之附屬公司之收入及開支由本集團獲得控制權當日起計入綜合損益及其他全面收益表，直至本集團不再控制該附屬公司當日為止。

損益及其他全面收益各個項目均歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益之結餘出現負數亦然。於二零零九年七月一日前，非控股權益應佔之虧損超逾非控股權益於附屬公司之權益之部分，乃於本集團之權益中扣除，惟以非控股權益須承擔具約束力之責任並能夠作出額外投資以彌補損失者為限。

於有需要時，會調整附屬公司之財務報表以使其會計政策與本集團之會計政策一致。

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

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.1 BASIS OF CONSOLIDATION (Continued)

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.

Changes in the Group's ownership interests in existing subsidiaries

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

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial Instruments: Recognition and Measurement" or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

4. 主要會計政策(續)

4.1 綜合基準(續)

所有有關本集團成員公司之間的集團內公司間之資產及負債、權益、收入、開支及現金流量會於綜合入賬時全數撇銷。

本集團於現有附屬公司擁有權之變動

本集團於附屬公司擁有權的變動並無導致本集團對附屬公司失去控制權，會作為股本交易入賬。本集團的權益及非控股權益的賬面值經調整以反映彼等於附屬公司的有關權益變動。非控股權益的經調整金額與已付或已收代價的公平值間任何差額直接於權益中確認並歸屬於本公司的擁有人。

倘本集團失去對附屬公司的控制權，出售時產生的利潤或虧損以下列兩者的差額計算：(i)已收代價的公平值與任何保留權益的公平值的總和及(ii)附屬公司及任何非控股權益的資產(包括商譽)及負債的過往賬面值。於控制權失去當日於前附屬公司保留的任何投資公平值，會根據香港會計準則第39號「金融工具：確認及計量」於往後的會計處理中被視為初步確認於聯營公司或共同控制實體的投資的公平值，或(如適用)其初步確認時的成本。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.2 INTANGIBLE ASSETS

Intangible asset acquired separately is measured on initial recognition at cost. The cost of an intangible asset acquired in a business combination is the fair value at the date of acquisition. The useful life of an intangible asset is assessed to be either finite or indefinite.

Intangible asset with finite life is subsequently amortised over useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end. Intangible asset with indefinite useful life that is acquired separately is carried at cost less accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured at the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

4. 主要會計政策(續)

4.2 無形資產

獨立收購之無形資產在初始確認時按成本計量。於業務合併中收購之無形資產之成本為於收購日期之公平值。無形資產之使用年期乃評定為有限或無指定期限。

使用年期有限的無形資產其後按可用經濟年期攤銷，並每當有跡象顯示無形資產可能出現減值時進行減值評估。使用年期有限的無形資產之攤銷期限和攤銷方法至少於每個財政年度結束時檢討。獨立收購而使用年期為無指定期限的無形資產按成本減累計減值虧損列賬。

無形資產於出售或當預期使用或出售時不會帶來未來經濟利益時取消確認。取消確認無形資產所產生之收益或虧損按出售所得款項淨額與資產賬面值之差額計算，並於資產取消確認時於損益賬確認。

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

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.3 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less subsequent accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation on property, plant and equipment is provided to write off their cost over their estimated useful lives on a straight line basis. The estimated useful lives and depreciation method are reviewed and adjusted if appropriate, at the end of the reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates used for this purpose are as follows:

| | |
|-------------------------|---------------------------------------|
| Leasehold improvements | lower of 20% or remaining lease terms |
| Furniture and fixtures | 20% |
| Machinery and equipment | 20% - 30% |
| Motor vehicles | 20% |
| Yacht | 20% |

Useful lives and depreciation method are reviewed and adjusted if appropriate, at the end of each reporting period.

4. 主要會計政策(續)

4.3 物業、機器及設備

物業、機器及設備按歷史成本值減其後累計折舊及累計減值虧損(如有)列賬。歷史成本值包括收購有關項目直接應佔之開支。

當與該項目有關之未來經濟利益很可能流入本集團，而且該項目之成本能被可靠計算時，其後成本方可列入資產之賬面值或確認為獨立資產(如適用)。所有其他維修及保養成本均於其產生之財政期間，在損益中扣除。

物業、機器及設備之折舊乃按其估計可用年限以直線法計提，從而撇銷其成本。估計可用年限及折舊方法於報告期末檢討及調整(如合適)，任何估計變動之影響將按未來適用基準計入。就此使用的主要年率如下：

| | |
|--------|------------------|
| 租賃物業裝修 | 20%或餘下租期(以較低者為準) |
| 傢俬及裝置 | 20% |
| 機械及設備 | 20%至30% |
| 汽車 | 20% |
| 遊艇 | 20% |

可用年限及折舊方法於各報告期末檢討，並在適當情況作出調整。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.3 PROPERTY, PLANT AND EQUIPMENT (Continued)

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

4.4 IMPAIRMENT LOSS ON TANGIBLE AND INTANGIBLE ASSETS

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets (see the accounting policy in respect of impairment of financial assets below) to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to the individual cash-generating units, or otherwise they are allocated to the smallest group of cash generating unit for which a reasonable and consistent allocation basis can be identified.

4. 主要會計政策(續)

4.3 物業、機器及設備(續)

物業、機器及設備項目於出售時或當繼續使用該資產預期不會產生任何未來經濟利益時取消確認。任何出售或棄用物業、機器及設備項目所產生之收益或虧損按該資產之銷售所得款項及賬面值間之差額釐定，並於取消確認該項目之年度計入損益中。

4.4 有形及無形資產之減值虧損

本集團於各報告期末評估其有形及無形資產之賬面值(可參閱下文有關金融資產減值之會計政策)，以確定該等資產有否減值虧損之跡象。如果出現任何這類跡象，將就該資產可收回值作出估計，以確定任何減值虧損之程度。倘未能估計個別資產之可收回值，則本集團估計該資產所屬之現金產生單位之可收回值。在合理及一致之分配基準可被確定之情況下，公司資產亦分配至個別現金產生單位，否則將分配至合理及一致之分配基準可被確定之最小現金產生單位。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)4.4 IMPAIRMENT LOSS ON TANGIBLE AND
INTANGIBLE ASSETS (Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

4. 主要會計政策(續)

4.4 有形及無形資產之減值虧損(續)

可收回值乃公平值扣除銷售成本與使用值之較高者。在評估使用值時，估計未來現金流量將使用稅前貼現率貼現至其現值，以反映目前資金時間值之市場估量及未來現金流量預期未經調整之資產有關之風險。

倘若一項資產(或現金產生單位)之可收回值低於其賬面值，則該項資產(或現金產生單位)之賬面值即被減至可收回值。減值虧損應立即於損益確認。

於其後撥回減值虧損時，資產(或現金產生單位)之賬面值可調高至重新估計之可收回值，惟不可高於該資產(或現金產生單位)於過往未減值虧損前之賬面值。撥回之減值虧損即時於損益確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.5 REVENUE RECOGNITION

Revenue is measured at fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business, net of discounts and sales related tax.

Revenue from sales of goods is recognised when all of the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Concert income comprises concert ticket sales from general audience and sponsorship income from concert sponsors. Concert ticket sales is recognised when the services have been rendered to the customers. Sponsorship income is recognised upon the placement of advertisements and when the concert is completed.

4. 主要會計政策(續)

4.5 收益確認

收益按已收或應收代價之公平值計量，即於一般業務過程中售出貨品在扣除折扣及銷售相關稅項後之應收款。

貨品銷售之收益於下列所有條件達成時確認：

- 本集團已將貨品擁有權之重大風險及回報轉移予買方；
- 本集團並無保留一般與擁有權有關之銷售貨品持續管理權或實際控制權；
- 銷售收益金額能夠可靠地計量；
- 與交易相關之經濟利益很可能流入本集團；及
- 有關交易產生或將產生之成本能夠可靠地計量。

演唱會收入包括來自普通觀眾的演唱會門票銷售和來自演唱會贊助商的贊助收入。演唱會門票銷售在向客戶提供服務時予以確認。贊助收入在投放廣告和演唱會結束時確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.5 REVENUE RECOGNITION (Continued)

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

4.6 TAXATION

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

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

4. 主要會計政策(續)

4.5 收益確認(續)

一項金融資產之利息收入乃於本集團可取得有關經濟利益及能可靠地計算有關收入時確認。金融資產之利息收入以時間為基準按尚餘本金及適用實際利率累計，而實際利率為透過金融資產預計年期內將估計日後收取現金準確折算至該資產於初步確認時之賬面淨值之比率。

4.6 稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按年內應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中所報溢利淨額不同，乃由於前者不包括在其他年度應課稅或可扣稅之收入及開支，亦不包括永須課稅或永不可扣稅之項目。本集團乃按報告期末已實行或大致已實行之稅率計算即期稅項之負債。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.6 TAXATION (Continued)

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

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

4. 主要會計政策(續)

4.6 稅項(續)

遞延稅項按綜合財務報表中資產及負債賬面值與用於計算應課稅溢利相應稅基之暫時差額而確認。遞延稅項負債通常會就所有應課稅暫時差異而確認。遞延稅項資產則限於可扣減暫時差異有可能用以抵銷應課稅溢利時予以確認。倘暫時差異由商譽或初步確認(業務合併除外)不影響應課稅溢利或會計溢利之交易之其他資產及負債所產生，有關遞延稅項資產及負債將不予以確認。

遞延稅項負債就與附屬公司之投資相關之應課稅臨時差異而確認，惟本集團能夠控制臨時差額之撥回及臨時差額可能不會於可預見未來撥回除外。與該等投資之可扣稅暫時差異所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差異之益處且預計於可預見未來可以撥回時確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.6 TAXATION (Continued)

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current or deferred tax for the year is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

4. 主要會計政策(續)

4.6 稅項(續)

遞延稅項資產之賬面值乃於各報告期末進行檢討，並在不可能有足夠應課稅溢利以收回全部或部分資產時作調減。

遞延稅項資產及負債按預期適用於清償負債或變現資產期間之稅率計算。遞延稅項資產和負債之計量反映按本集團預計於報告期末收回或清償其資產和負債之賬面值之稅務後果。

本年度即期或遞延稅項於損益確認，除非該稅項關乎在其他全面收益中確認或直接計入權益之項目，在該情況下即期及遞延稅項亦於其他全面收益中分別確認或直接計入權益中處理。倘因業務合併之初步會計方法而產生即期或遞延稅項，有關稅務影響會計入業務合併之會計方法內。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.7 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

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

4.8 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash on hand and deposits held at call with banks. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

4. 主要會計政策(續)

4.7 存貨

存貨乃以成本值及可變現淨值之較低者入賬。成本(包括一切購入成本, 在適用之情況, 亦包括加工成本及將存貨達致現時地點及狀況所支銷之其他成本)乃採用加權平均成本法計算。可變現淨值乃以存貨之估計售價減去製成產品所需之所有估計完成成本及有關銷售之估計費用計算。

出售存貨時, 該等存貨之賬面值將於有關收入確認期間確認為支出。存貨撇減至可變現淨值之數額及所有存貨虧損均於撇減或虧損出現之期間內確認為開支。任何存貨撇減撥回之款額, 均於撥回之期間內確認為列作開支存貨數額之減少。

4.8 現金及現金等值項目

現金及現金等值項目包含手頭現金及存放於銀行之活期存款。就編製綜合現金流量表而言, 現金及現金等值項目也包括須於接獲通知時償還, 並構成本集團現金管理一部分的銀行透支。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.9 EMPLOYEE BENEFITS

(a) Retirement benefits scheme

Payment to Mandatory Provident Fund Scheme (the "MPF Scheme") which is defined contribution scheme is charged as an expense when employees have rendered service entitling them to the contributions.

(b) Share-based payments

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

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

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

4. 主要會計政策(續)

4.9 僱員福利

(a) 退休福利計劃

強制性公積金計劃(「強積金計劃」)為界定供款計劃，於僱員就提供服務而使其享有供款時列作一項支出。

(b) 以股份為基礎之付款

授出購股權之條件為需符合指定歸屬條件時，應收服務公平值乃參考所授出購股權於授出日期公平值而釐定，並按歸屬期以直線基準支銷，權益(以股份為基礎之付款儲備)則相應增加。

若購股權於授出日期即時歸屬，授出購股權之公平值即時於損益支銷。

倘購股權獲行使，先前以股份為基礎之付款儲備確認之金額將轉撥至股份溢價。倘購股權於歸屬日後遭沒收或於屆滿日期尚未行使，先前以股份為基礎之付款儲備確認之金額，將轉撥至累計虧損。

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 FOREIGN CURRENCIES

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

Exchange differences arising on the settlement of monetary items, and on translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

4. 主要會計政策(續)

4.10 外幣換算

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算為各自之功能貨幣(即該實體經營所在主要經濟地區之貨幣)記賬。於報告期末，以外幣為定值之貨幣項目均按該日適用匯率重新換算。按公平值以外幣定值之非貨幣項目乃按於公平值釐定當日之適用匯率重新換算。按外幣歷史成本值計量之非貨幣項目無須重新換算。

於結算及換算貨幣項目時產生之匯兌差額均於彼等產生期間內確認損益。以公平值定值之非貨幣項目經重新換算後產生之匯兌差額於該期間列作損益，惟重新換算直接於其他全面收益中確認收益或虧損之非貨幣項目產生之差額除外，在此情況，匯兌差額亦直接於其他全面收益中確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.10 FOREIGN CURRENCIES (Continued)

For the purposes of presenting the consolidated financial statements, assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HKD) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which cases, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of "exchange reserve".

4.11 BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are 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. 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 charged to profit or loss in the period in which they are incurred.

4. 主要會計政策(續)

4.10 外幣換算(續)

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃按於報告期末之適用匯率換算為本集團之列賬貨幣(即港元)，而其收入及支出乃按該期間之平均匯率進行換算，除非匯率於該期間內出現大幅波動則作別論，於此情況，則採用於換算當日之適用匯率。所產生之匯兌差額(如有)乃於其他全面收益中確認以及在權益中累計入「匯兌儲備」。

4.11 借貸成本

直接源自收購、建造或生產合資格資產(即必須經過一段長時間方可作擬訂用途或出售的資產)之借貸成本乃撥充資本，作為該等資產成本之一部分。當資產大致上可供其擬定用途或出售，則該等借貸成本不再撥充資本。就留待合資格資產之特定借貸所進行暫時投資賺取之投資收入，乃於撥充資本的借貸成本中扣除。

所有其他借貸成本乃於其產生之期間在損益扣除。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.12 OPERATING LEASES

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

4.13 PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognised when: (i) the Group has a present obligation (legal or constructive) as a result of past events; (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (iii) the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provision are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax interest rate that reflects current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

4. 主要會計政策(續)

4.12 經營租賃

倘本集團擁有經營租賃項下持有資產的使用權，根據租賃支付的款項於租約年期所涵蓋的會計期間內在損益扣除，除非其他基準更能代表租賃資產所產生的收益模式，則作別論。收取的租賃優惠在損益內確認，作為所付總租賃款項淨額的必需部分。或然租金於其產生的會計期間在損益內扣除。

4.13 撥備及或然負債

當(i)本集團須就已發生的事件承擔現有責任(法律或推定)；(ii)預期償付責任會導致含有經濟效益的資源外流；及(iii)在可以對有關金額作出可靠的估計時，本集團便會確認撥備。不得就未來經營虧損確認撥備。

如有多項類似責任，在償付該等責任中能導致資源流出的機會乃經考慮責任的類別整體後釐定。即使與同一責任類別所包含的任何一個項目相關的資源流出的機會極低，仍須確認撥備。撥備以為履行責任所預計需要產生之支出之現值計量，計算此等現值使用之稅前貼現率能夠反映當前市場之貨幣時間價值及該責任特有之風險。時間流逝導致撥備金額之增加，確認為利息開支。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)4.13 PROVISIONS AND CONTINGENT LIABILITIES
(Continued)

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

4.14 RELATED PARTIES

A related party is a person or entity that is related to the entity that is preparing its financial statements ("reporting entity").

- (a) A person or a close member of that person's family is related to a reporting entity if that person:
- (i) has control or joint control over the reporting entity;
 - (ii) has significant influence over the reporting entity; or
 - (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

4. 主要會計政策(續)

4.13 撥備及或然負債(續)

在未能肯定是否會導致經濟利益流出，或有關款項未能可靠地估量的情況，有關責任則列作或然負債並予以披露，除非導致經濟利益流出之機會極低，則作別論。可能承擔的責任（其存在與否只能藉一項或多項未來事件之發生與否而確定）亦列作或然負債並予以披露，除非導致經濟利益流出之機會極低，則作別論。

4.14 關聯方

關聯方為與編製財務報表之實體（「報告實體」）有關聯的個人或實體。

- (a) 倘屬以下人士，即該人士或該人士之近親與該報告實體有關聯：
- (i) 控制或共同控制該報告實體；
 - (ii) 對該報告實體有重大影響；或
 - (iii) 為該報告實體或該報告實體之母公司的主要管理層成員。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.14 RELATED PARTIES (Continued)

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

- (i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) both entities are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);

4. 主要會計政策(續)

4.14 關聯方(續)

(b) 倘符合下列任何條件，即實體與該報告實體有關聯：

- (i) 該實體與該報告實體屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)；
- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為所屬集團公司成員之聯營公司或合營企業)；
- (iii) 兩間實體均為同一第三方的合營企業；
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
- (v) 實體為該報告實體或與該報告實體有關連之實體就僱員福利設立的離職後福利計劃。倘該報告實體本身便是該計劃，提供資助的僱主亦與該報告實體有關聯；
- (vi) 實體受(a)所識別人士控制或受共同控制；

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.14 RELATED PARTIES (Continued)

(b) (Continued)

(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); or

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

4.15 FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than the financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

4. 主要會計政策(續)

4.14 關聯方(續)

(b) (續)

(vii) 於(a)(i)所識別人土對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員;或

(viii) 向報告實體或向報告實體之母公司提供主要管理人員服務之實體或其所屬集團之任何成員公司。

4.15 金融工具

當集團實體成為某工具之合同條款之訂約方時，金融資產及金融負債乃於綜合財務狀況表中確認。金融資產及金融負債初步按公平值計算。因收購或發行金融資產及金融負債(不包括按公平值計入損益之金融資產及金融負債)而直接衍生之交易成本於初步確認時視乎情況加入或扣自該項金融資產或金融負債之公平值。因收購按公平值計入損益之金融資產或金融負債而直接衍生之交易成本即時確認損益。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 FINANCIAL INSTRUMENTS (Continued)

Financial assets

The Group's financial assets are classified into two categories, including financial assets at fair value through profit or loss and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade day basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Financial assets at fair value through profit or loss

Financial assets are classified as at fair value through profit or loss when the financial asset is either held for trading or it is designated as at fair value through profit or loss.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term;
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as hedging instrument.

4. 主要會計政策(續)

4.15 金融工具(續)

金融資產

本集團金融資產分為兩類，包括按公平值計入損益之金融資產，以及貸款及應收款項。分類法視乎金融資產之性質及用途而定，乃按初步確認時釐定。所有從一般渠道買賣之金融資產按交易日基準確認及取消確認。從一般渠道買賣為須按市場上之規則或常規所制定之時間制度內交付資產之金融資產買賣。

按公平值計入損益之金融資產

當金融資產為持作買賣或指定為按公平值計入損益時，金融資產歸類為按公平值計入損益。

倘金融資產屬下列情況，則歸類為持作買賣：

- 主要為於短期內出售而購入；
- 於初步確認時構成本集團合併管理之已識別金融工具組合一部份，且具有近期實際短期獲利模式；或
- 屬於未被指定且為有效對沖工具之衍生工具。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.15 FINANCIAL INSTRUMENTS (Continued)

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

A financial asset other than a financial asset held for trading may be designated as at fair value through profit or loss upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract to be designated as at fair value through profit or loss.

Financial assets at fair value through profit or loss are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss in the period in which they arise. Fair value is determined in the manner described in note 8.

4. 主要會計政策(續)

4.15 金融工具(續)

按公平值計入損益之金融資產(續)

倘屬於下列情況，持作買賣之金融資產以外之金融資產可於首次確認時指定為按公平值計入損益：

- 有關指定可對銷或大幅度減少如無進行此舉則可能產生之計量或確認不一致；或
- 金融資產為金融資產或金融負債組別或兩者之組成部份，而根據本集團之書面風險管理文件或投資策略，其乃按照公平值基準管理及評估表現，且有關分類資料會以該基準向內部提供；或
- 其為包括一項或多項嵌入式衍生工具之合約之組成部份，而香港會計準則第39號容許將全部合併合約指定為按公平值計入損益。

按公平值計入損益之金融資產會按公平值列賬，因重新計量產生之任何收益或虧損於產生期間在損益中確認。公平值乃按附註8所述方式釐定。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 FINANCIAL INSTRUMENTS (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of each reporting period subsequent to initial recognition, loans and receivables (including loans receivable, trade receivables, financial assets included in interest and other receivables, pledged fixed deposit, and bank balances and cash) are carried at amortised cost using the effective interest method less any allowance for impairment (see accounting policy in respect of impairment of financial assets below). Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of the each reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

4. 主要會計政策(續)

4.15 金融工具(續)

貸款及應收款項

貸款及應收款項為付款金額屬固定或可釐定而並非在活躍市場報價之非衍生金融資產。於初步確認後之各報告期末，貸款及應收款項(包括應收貸款、應收貿易賬款、計入利息及其他應收款項之金融資產、已抵押定期存款，以及銀行結存及現金)以實際利率法按攤銷成本減任何減值撥備列賬(見下文有關金融資產減值之會計政策)。攤銷成本已計入任何收購折讓或溢價，並包括屬於實際利率及交易成本一部分之費用。於貸款及應收款項不再確認或出現減值時，以及在攤銷過程中，在損益確認收益及虧損。

金融資產之減值

金融資產(於按公平值計入損益之金融資產除外)會於各報告期末評定是否有減值跡象。金融資產於有客觀證據顯示金融資產之估計未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時作出減值。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4. 主要會計政策(續)

4.15 FINANCIAL INSTRUMENTS (Continued)

4.15 金融工具(續)

Impairment of financial assets (Continued)

金融資產之減值(續)

For all other financial assets, objective evidence of impairment could include:

就所有其他金融資產而言，減值之客觀證據可包括：

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

- 發行人或對方出現重大財政困難；或
- 違約，例如未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組；或
- 該金融資產之活躍市場由於財政困難而消失。

Financial assets that are assessed not to be impaired individually, such as loans receivable, and trade receivables, are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

此外，被評定為無須作個別減值之金融資產(例如應收貸款以及應收貿易賬款)會於其後彙集一併評估減值。應收賬款組合出現減值之客觀證據包括本集團過往收款紀錄、組合內超過平均信貸期之延遲付款數目增加，以及國家或地區經濟狀況出現明顯變動導致應收賬款未能償還。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets (Continued)

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial assets is reduced by the impairment loss directly for all financial assets with the exception of loans, trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a loan, trade or other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

4. 主要會計政策(續)

4.15 金融工具(續)

金融資產之減值(續)

就按攤銷成本計值之金融資產而言，當有客觀證據顯示資產減值時，減值虧損乃按資產之賬面值與估計未來現金流之現值(以原有實際利率折算)間之差異計量，並於損益中確認。

就按成本列賬之金融資產而言，減值虧損數額以資產賬面值與按同類金融資產現行市場回報率貼現之估計未來現金流量現值之差額計算。該等減值虧損不會於其後期間轉回。

與所有金融資產有關之減值虧損會直接於金融資產之賬面值中作出扣減，惟貸款、應收貿易賬款及其他應收款項除外，其賬面值會透過撥備賬作出扣減。撥備賬之賬面值變動於損益內確認。當貸款、應收貿易賬款或其他應收款項被視為不可收回時，將於撥備賬內撇銷。其後收回先前註銷之金額會被計入損益中。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.15 FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets (Continued)

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity

Financial liabilities and equity instruments issued by the group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Financial liabilities

Financial liabilities including trade and other payables and interest-bearing borrowings are initially stated at fair value less directly attributable transaction costs and are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. The related interest expense is recognised within "finance costs" in the consolidated statement of profit or loss and other comprehensive income.

4. 主要會計政策(續)

4.15 金融工具(續)

金融資產之減值(續)

就按攤銷成本計量之金融資產而言，倘於隨後期間減值虧損之數額減少，而此項減少可客觀地與確認減值虧損後之某一事件發生聯繫，則原先確認之減值虧損於損益中予以撥回，惟於撥回減值當日之資產賬面值不得超過未確認減值時之攤銷成本。

金融負債及股本

集團實體發行之金融負債及股本工具乃根據合同安排之性質以及金融負債及股本工具之定義分類。

金融負債

金融負債包括應付貿易賬款及其他應付款項以及計息借貸，初步以公平值減直接應佔交易成本列賬，其後則以實際利息法按攤銷成本計量，惟倘貼現之影響並不重大，於此情況則按成本列賬。相關利息開支於綜合損益及其他全面收益表中的「融資成本」確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 FINANCIAL INSTRUMENTS (Continued)

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Derecognition

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

4. 主要會計政策(續)

4.15 金融工具(續)

股本工具

股本工具為以任何合約訂明於扣減所有負債後該實體之剩餘資產權益。由相關集團實體發行之股本工具乃按已收所得款項(扣除直接發行成本)記賬。

購回本公司本身股本工具直接於權益內確認及扣除。於購買、出售、發行或註銷本公司本身股本工具時所產生之收益或虧損並不會確認損益。

取消確認

只有當收取資產現金流量之合約權利屆滿時，或將其金融資產或該等資產所有權之絕大部分風險及回報轉移予另一實體時，本集團方會取消確認金融資產。倘本集團並未轉移亦未保留所有權之絕大部分風險及回報，並繼續控制已轉移資產，則本集團會確認其於資產之保留權益及可能需要支付之相關負債款項。倘本集團仍保留已轉移金融資產之所有權之絕大部分風險及回報，本集團將繼續確認該金融資產以及確認已收所得款項之有抵押借貸。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

4.15 FINANCIAL INSTRUMENTS (Continued)

Derecognition (Continued)

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset or retains a residual interest that does not result in the retention of substantially all the risks and rewards of ownership and the Group retains control), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulated gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair value of those parts.

4. 主要會計政策(續)

4.15 金融工具(續)

取消確認(續)

完全取消確認金融資產時，資產賬面值與已收取及應收代價以及已於其他全面收益確認及於權益累計之累積收益或虧損總額間之差額乃於損益確認。

除全面取消確認外(即本集團保留購回部分已轉讓資產之選擇權或保留不會導致保留擁有權絕大部分風險及回報之餘下權益，及本集團保留控制權)，於取消確認金融資產時，本集團會將金融資產之過往賬面值，根據於其確認為繼續參與之部分及不再確認之部分於轉讓日期之相對公平值在兩者間作出分配，而不再確認部分已於其他全面收益確認之已收代價及獲分配之任何累計收益或虧損之總和，乃於損益內確認。已於其他全面收益確認之累計收益或虧損，將按繼續確認之部分及不再確認之部分之相對公平值間作出分配。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.15 FINANCIAL INSTRUMENTS (Continued)

Derecognition (Continued)

The Group derecognises financial liabilities when and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on past experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

4. 主要會計政策(續)

4.15 金融工具(續)

取消確認(續)

本集團僅會於其責任獲解除、取消或到期時取消確認金融負債。取消確認之金融負債之賬面值與已付及應付代價之差額於損益內確認。

5. 估計之不確定性之主要來源

於應用本集團之會計政策過程中(詳情可見附註4之描述),管理層需要就目前不能從其他來源得出之資產與負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及相關之其他因素而作出。實際數字或會有別於估計數字。

本集團持續就所作估計及相關假設作出評估。會計估計之修訂如只影響當期,則有關會計估計修訂於當期確認。如該項會計估計之修訂影響當期及往後期間,則有關修訂於當期及往後期間確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

5. KEY SOURCES OF ESTIMATION
UNCERTAINTY (Continued)

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Classification of financial assets

The Group needs to make judgements on the classification of financial assets as different classification will affect the accounting treatment for the financial assets, and financial position and operating results of the Group. The judgments on these classifications depend on the nature and purposes of acquiring those financial assets at their initial recognitions. Subsequent reclassifications may be made if the intention of holding a particular financial asset changed and that reclassification is permitted by HKFRSs.

Income taxes

Significant judgements on the future tax treatment of certain transactions are required in determining income tax provisions. The Group carefully evaluates tax implications of transactions and tax provisions are made accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

Going concern

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the success of the Group in generating sufficient cash flows from operations and utilising its future financing resources to meet its financial obligation as they fall due for the foreseeable future. Details are set out in note 2.

5. 估計之不確定性之主要來源
(續)

判斷

於應用本集團之會計政策時，除涉及估計之判斷外，管理層亦已作出下列對財務報表內確認金額構成最重大影響之判斷：

金融資產分類

本集團需就金融資產之分類作出判斷，因不同分類會影響金融資產之會計處理，以至本集團之財務狀況及經營業績。此等分類之判斷取決於初步確認時該等金融資產之性質及購買之意圖。倘香港財務報告準則容許，且持有之意圖改變，則某一特定金融資產可予重新分類。

所得稅

所得稅撥備之釐定是需要對未來若干交易的稅務處理作出重大估算。本集團審慎評估交易的稅務影響，並作出相應的撥備。該交易的稅務處理會定期作重新考慮，以顧及稅務法例的所有修訂。

持續經營

綜合財務報表乃按持續經營基準編制，其有效性取決於本集團是否成功從營運產生足夠現金流量及利用其未來融資資源以履行其於可見將來到期之財務責任。詳情載於附註2。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Estimation uncertainty

The following are 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.

Estimated impairment loss of tangible and intangible assets

The Group assesses whether there are any indicators of impairment for all tangible and intangible assets at the end of each reporting period. Such assets are tested for impairment annually, and/or when there are indicators that the carrying amounts may not be recoverable. Impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amounts, which is the higher of its fair value less costs to sell and its value in use. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market price less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. During the year ended 30 June 2018, the Company made an impairment loss on intangible assets of approximately HK\$4,109,000 (2017: HK\$7,642,000), which was included in loss for the year from discontinued operation.

5. 估計之不確定性之主要來源 (續)

估計之不確定性

有關日後之主要假設及於報告期末估計不明朗因素之其他主要來源(擁有可導致下一個財政年度之資產與負債賬面值出現大幅調整之重大風險)載於下文。

有形及無形資產之估計減值虧損

於各報告期末，本集團評估所有有形及無形資產是否有任何減值跡象。有關資產會每年，及／或當有跡象表明未必能收回賬面金額時進行減值測試。當資產或現金產生單位的賬面值超過其可收回金額(即其公平值減出售費用和使用價值兩者中的較大者)時，則存在減值。公平值減出售費用是根據按公平原則進行具有約束力的類似資產銷售交易所獲得的數據或可觀察市場價格減去出售資產的增量成本而計算。當進行使用價值計算時，管理層需要估計預期未來來自資產或現金產生單位的現金流量，同時選擇恰當的貼現率計算該等現金流量的現值。截至二零一八年六月三十日止年度，本公司作出無形資產減值虧損約4,109,000港元(二零一七年：7,642,000港元)，乃計入已終止經營業務之本年度虧損。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Estimation uncertainty (Continued)

Estimated useful lives of property, plant and equipment

As described in note 4.3 above, the Group reviews the estimated useful lives of property, plant and equipment at the end of each annual reporting period. Depreciation of property, plant and equipment is calculated on the straight-line basis over their expected useful lives. The Group continues to review the useful lives and residual values and will revise the depreciation charges should there be a change in these estimations.

Estimated impairment loss on trade and other receivables

Management regularly reviews the recoverability and ageing of the trade and other receivables. Allowance for doubtful debts is made on trade and other receivables based on the evaluation of collectability and ageing analysis of the trade and other debts and on directors' judgment and estimate. When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 30 June 2018, the carrying amount of trade receivables is approximately HK\$9,597,000 (2017: HK\$14,932,000) and no impairment loss is made for trade receivables. As at 30 June 2018 and 2017, the carrying amount of prepayments, deposits, interest and other receivables is approximately HK\$35,993,000 (2017: HK\$29,477,000), which has been net of an allowance of impairment loss of approximately HK\$9,635,000 (2017: HK\$ nil).

5. 估計之不確定性之主要來源 (續)

估計之不確定性(續)

物業、機器及設備之估計可使用年期

誠如上文附註4.3所述，本集團於各年度報告期末檢討物業、機器及設備的估計可使用年期。物業、機器及設備的折舊乃按其預期可使用年期以直線法計算。本集團繼續審視可使用年期及剩餘價值，並會在該等估計出現變動時修訂折舊支出。

應收貿易賬款及其他應收款項之估計減值虧損

管理層定期審視應收貿易賬款及其他應收款項之收回成數及賬齡。應收貿易賬款及其他應收款項之呆賬撥備，乃根據對收回貿易及其他債務之成數的評估及賬齡分析，以及董事之判斷及估計而作出。當有減值虧損的客觀證據時，本集團會考慮未來現金流量的估計。減值虧損金額按該項資產賬面值與按該金融資產的原實際利率（即於初步確認時計算的實際利率）貼現的估計未來現金流量的現值（不包括並未產生的未來信貸虧損）的差額計量。倘實際未來現金流量低於預期，則可能產生重大減值虧損。於二零一八年六月三十日，應收貿易賬款之賬面值約為9,597,000港元（二零一七年：14,932,000港元）以及並無就應收貿易賬款作出減值虧損。於二零一八年及二零一七年六月三十日，預付款項、按金、利息及其他應收款項之賬面值約為35,993,000港元（二零一七年：29,477,000港元），當中已扣除減值虧損撥備約9,635,000港元（二零一七年：零港元）。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Estimation uncertainty (Continued)

Estimated impairment loss on loans receivable

Management regularly reviews the recoverability of the loans receivable. Appropriate impairment for estimated irrecoverable amount is recognised in profit or loss when there is objective evidence that the amount is not recoverable. In determining whether allowance for bad and doubtful debts is required, the Group takes into consideration the aged status and likelihood of collection. Specific allowance is only made for the loans receivable that are unlikely to be collected and is recognised on the difference between the carrying amount of loans receivable and the present value of estimated future cash flow discounted using the original effective interest rate. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 30 June 2018, the carrying amount of loans receivable amounted to approximately HK\$34,006,000 (2017: HK\$42,614,000), which has been net of an allowance of impairment loss of approximately HK\$9,000,000 (2017: HK\$ nil).

5. 估計之不確定性之主要來源 (續)

估計之不確定性(續)

應收貸款之估計減值虧損

管理層定期檢討應收貸款之可收回性。當客觀證據顯示金額不可收回時，就估計不可收回金額作出之適當減值於損益確認。在釐定呆壞賬是否需作出撥備時，本集團會考慮賬齡狀況及收回之可能性。倘應收貸款不大可能收回時才會作出特定撥備，並確認為應收貸款賬面值及採用原有實際利率貼現估計未來現金流量現值之間之差額。倘實際未來現金流量低於預期，則可能產生重大減值虧損。於二零一八年六月三十日，應收貸款之賬面值約為34,006,000港元(二零一七年：42,614,000港元)，當中已扣除減值虧損撥備約9,000,000港元(二零一七年：零港元)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

6. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of the Group's financial assets and liabilities as at the end of the reporting period are as follows:

6. 按類別劃分之金融工具

本集團之各類金融資產及負債於報告期末之賬面值如下：

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|---------------------------------------------------------------|--------------------|----------------------------------|----------------------------------|
| Financial assets at fair value through profit or loss: | 按公平值計入損益之金融資產： | | |
| Held-for-trading investments | 持作買賣投資 | 65,967 | 59,277 |
| Loans and receivables: | 貸款及應收款項： | | |
| Financial assets included in other receivables | 計入其他應收款項之金融資產 | 6,407 | 2,699 |
| Loans receivable | 應收貸款 | 34,006 | 42,614 |
| Trade receivables | 應收貿易賬款 | 9,597 | 14,932 |
| Pledged fixed deposit | 已抵押定期存款 | 900 | 20,000 |
| Bank balances and cash | 銀行結存及現金 | 8,574 | 18,542 |
| | | 59,484 | 98,787 |
| Financial liabilities measured at amortised costs: | 按攤銷成本計量之金融負債： | | |
| Trade payables | 應付貿易賬款 | 8,457 | 16,176 |
| Financial liabilities included in accruals and other payables | 計入應計費用及其他應付款項之金融負債 | 10,219 | 3,149 |
| Borrowings | 借貸 | 96,532 | 85,684 |
| | | 115,208 | 105,009 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

7. FINANCIAL RISK MANAGEMENT

The Group's major financial instruments include investments at fair value through profit or loss, loans receivable, trade receivables, financial assets included in interest and other receivables, pledged fixed deposit, bank balances and cash, trade payables, financial liabilities included in accruals and other payables and borrowings. Details of these financial instruments are disclosed in respective notes.

The risks associated with these financial instruments include market risk (currency risk, interest rate risk and equity price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The policies for managing these risks are summarised below.

(a) Market risk

Currency risk

The Group's monetary assets and transactions are principally denominated in HKD, Renminbi ("RMB"), Great British Pound ("GBP") and United States Dollars ("USD").

The management considers that the Group's exposure to USD does not give rise to significant currency risk on the ground that HKD is pegged to USD.

The Group exposes to currency risk that are denominated in RMB and GBP. The Group currently does not have hedging policy against RMB and GBP. However, management monitors the Group's currency risk exposure and will consider hedging significant currency risk exposure should the need arise.

7. 財務風險管理

本集團之主要金融工具包括按公平值計入損益之投資、應收貸款、應收貿易賬款、計入利息及其他應收款項之金融資產、已抵押定期存款、銀行結存及現金、應付貿易賬款、計入應計費用及其他應付款項之金融負債，以及借貸。此等金融工具之詳情於相關附註披露。

此等金融工具之相關風險包括市場風險（貨幣風險、利率風險及股本價格風險）、信貸風險及流動資金風險。本集團之整體風險管理計劃專注於應對金融市場之不可預測因素以及力求減低本集團財務表現潛在之不利影響。下文概列就管理此等風險所採取之政策。

(a) 市場風險

貨幣風險

本集團之貨幣資產及交易主要以港元、人民幣（「人民幣」）、英鎊（「英鎊」）及美元（「美元」）計值。

管理層認為，由於港元與美元掛鈎，本集團並無因為美元而面對重大貨幣風險。

本集團面對以人民幣及英鎊計值的貨幣風險。本集團目前並無有關人民幣及英鎊之對沖政策。然而，管理層監察本集團之貨幣風險，並會於需要時考慮對沖重大的貨幣風險。

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

7. FINANCIAL RISK MANAGEMENT
(Continued)

(a) Market risk (Continued)

Currency risk (Continued)

The carrying amounts of the Group's monetary assets which are denominated in RMB and GBP at the end of the reporting period are as follows:

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-----|-----|----------------------------------|----------------------------------|
| RMB | 人民幣 | 21,078 | 27,404 |
| GBP | 英鎊 | - | 8,085 |
| | | 21,078 | 35,489 |

The following tables details the Group's major sensitivity analysis of a 5% increase or decrease in HKD against RMB and HKD against GBP at the end of the reporting period, with all other variables held constant. 5% (2017: 5%) is the sensitivity rate used which represents management's assessment of the reasonably possible change in foreign exchange rates.

7. 財務風險管理(續)

(a) 市場風險(續)

貨幣風險(續)

於報告期末以人民幣及英鎊計值之本集團貨幣資產之賬面值如下：

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-----|-----|----------------------------------|----------------------------------|
| RMB | 人民幣 | 21,078 | 27,404 |
| GBP | 英鎊 | - | 8,085 |
| | | 21,078 | 35,489 |

下表詳述本集團於報告期末因港元兌人民幣及港元兌英鎊上升或下降5%之主要敏感度分析，當中假設所有其他變數維持不變。所用的5% (二零一七年：5%) 敏感度比率代表管理層對於外幣匯率之合理可能變動的評估。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

7. FINANCIAL RISK MANAGEMENT (Continued)

(a) Market risk (Continued)

Currency risk (Continued)

7. 財務風險管理(續)

(a) 市場風險(續)

貨幣風險(續)

| | | Increase/ (decrease) in exchange rate 匯率上升/ (下跌) | Decrease/(increase) in loss for the year and increase/(decrease) in equity 本年度虧損減少/ (增加)及權益增加/(減少) | |
|------------------------------------------------|-----------|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|----------------------------------|
| | | % | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
| If Hong Kong dollar weakens against RMB | 若港元兌人民幣貶值 | 5 | 1,064 | 1,367 |
| If Hong Kong dollar strengthens against RMB | 若港元兌人民幣升值 | (5) | (1,064) | (1,367) |
| If Hong Kong dollar weakens against GBP | 若港元兌英鎊貶值 | 5 | - | 338 |
| If Hong Kong dollar strengthens against GBP | 若港元兌英鎊升值 | (5) | - | (338) |

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to the Group's exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2017.

In management's opinion, the sensitivity was unrepresentative of the inherent currency risk as it only reflects the impact of changes in foreign exchange rate to assets and liabilities denominated in foreign currencies as at the end of the reporting period.

釐定敏感度分析時乃假設匯率變動於報告期末已經發生，並且應用於本集團於該日之金融工具的貨幣風險，而所有其他變數(特別是利率)乃維持不變。二零一七年亦按相同基準作出分析。

管理層認為，該敏感度分析不足以代表內在貨幣風險，因為其僅反映匯率變動對於在報告期末以外幣計值之資產及負債之影響。

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

7. FINANCIAL RISK MANAGEMENT
(Continued)

(a) Market risk (Continued)

Interest rate risk

The Group's exposure to cash flow interest rate risk is mainly attributable to variable-rate bank deposits and borrowings. The Group currently does not have any interest rate hedging policy. The management monitors the Group's exposure on ongoing basis and will consider hedging interest rate risk should the need arise.

If interest rates had been 100 basis points (2017: 100 basis points) higher/lower and all other variables were held constant, the Group's post tax loss for the year ended 30 June 2018 would have increased/decreased by approximately HK\$159,000 (2017: HK\$112,000) and the equity would have decreased/increased by approximately HK\$159,000 (2017: HK\$112,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the Group's exposure to interest rate risk for financial instruments in existence at that date. The 100 basis points increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of the next reporting period. The analysis is performed on the same basis for 2017.

7. 財務風險管理(續)

(a) 市場風險(續)

利率風險

本集團面對之現金流量利率風險主要源自浮息銀行存款及借貸。本集團目前並無任何利率對沖政策。管理層持續監察本集團所面對之風險，並將於需要時考慮對沖利率風險。

若利率上升／下跌100點子(二零一七年：100點子)而所有其他變數不變，則本集團截至二零一八年六月三十日止年度之除稅後虧損將增加／減少約159,000港元(二零一七年：112,000港元)而權益將減少／增加約159,000港元(二零一七年：112,000港元)。

釐定上列敏感度分析時乃假設利率變動於報告期末已經發生，並且應用於本集團於該日之金融工具的利率風險。100點子的上調或下調代表管理層對於直至下個報告期末為止的期間內，利率於合理範圍內可能出現之變動的評估。二零一七年亦按相同基準作出分析。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

7. FINANCIAL RISK MANAGEMENT (Continued)

(a) Market risk (Continued)

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as held for trading equity investments (note 27) as at 30 June 2018 and 2017. At 30 June 2018 and 2017, the Group's listed investments are listed on the Stock Exchange and are valued at quoted market prices at the end of the reporting period. The management managed this exposure by maintaining a portfolio of investments with different risks.

The following table demonstrates the sensitivity to every 15% change in equity prices of the listed equity investments, with all other variables held constant, based on their carrying amounts at the end of the reporting period.

7. 財務風險管理(續)

(a) 市場風險(續)

股本價格風險

股本價格風險是指股本指數水平及個別證券價值變動而導致的股本證券公平值下跌的風險。於二零一八年及二零一七年六月三十日，本集團所面對的股本價格風險源自分類為持作買賣股本投資(附註27)的個別股本投資。於二零一八年及二零一七年六月三十日，本集團的上市投資於聯交所上市，於報告期末按所報市價計值。管理層利用不同風險之投資組合以管理有關風險。

下表展示在所有變數保持不變之情況，根據上市股本投資於報告期末之賬面值，對其股本價格每出現15%變動之敏感度。

| | Increase/ (decrease) in equity prices 股本價格 上升/(下跌) | Carrying amount of equity investments 股本投資賬面值 | | Decrease/(increase) in loss for the year and increase/(decrease) in equity 本年度虧損減少/(增加) 及權益增加/(減少) | |
|-------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------|----------------------------------|-------------------------------------------------------------------------------------------------------------------|----------------------------------|
| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
| Equity investments listed in Hong Kong | 15 (15) | 65,967 65,967 | 59,277 59,277 | 8,262 (8,262) | 7,424 (7,424) |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

7. FINANCIAL RISK MANAGEMENT
(Continued)

(a) Market risk (Continued)

Equity price risk (Continued)

The sensitivity analysis above had been determined based on the exposure to equity price risks at the end of the reporting period. For sensitivity analysis purpose, 15% was used as the sensitivity rate for the year ended 30 June 2018 and 2017 as a result of the volatile financial markets. In management's opinion, the sensitivity was unrepresentative of the inherent equity price risk as it only reflects the impact of equity price changes to equity securities held as at the end of the reporting period.

(b) Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss of the Group due to the failure to perform an obligation by the counterparties as at 30 June 2018 and 2017 is the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position without taking account of any credit enhancements that do not qualify for derecognition in the consolidated financial statements.

The credit enhancements of the Group include factoring. As at 30 June 2018, trade receivables amounting to approximately HK\$2,784,000 (2017: HK\$7,497,000) have been transferred to a financial institution under a non-recourse factoring agreement.

7. 財務風險管理(續)

(a) 市場風險(續)

股本價格風險(續)

上列敏感度分析乃根據於報告期末面對之股本價格風險而釐定。就敏感度分析而言，由於金融市場波動，故截至二零一八年及二零一七年六月三十日止年度乃採用15%之敏感度比率。管理層認為，敏感度並未能代表內在股本價格風險，因其僅反映於報告期末所持有之股本證券股本價格變動之影響。

(b) 信貸風險

本集團於二零一八年及二零一七年六月三十日因對手方未能履行其責任而令本集團造成財務損失所產生之最大風險承擔，為綜合財務狀況表內所列該等已確認財務資產之賬面值，而並無計及不符合在綜合財務報表內作終止確認之資格之任何信用提升。

本集團之信用提升包括讓售。於二零一八年六月三十日，為數約2,784,000港元(二零一七年：7,497,000港元)之應收貿易賬款已根據一項無追索權之讓售協議而轉讓予一間金融機構。

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

7. FINANCIAL RISK MANAGEMENT
(Continued)

(b) Credit risk (Continued)

The Group has stringent policies in place to manage its credit risk with trade receivables, which include but are not limited to the measures as set out below:

- (i) Certain trade receivable balances are factored to external financial institutions without recourse; and
- (ii) The Group has put in place policies to ensure that provision services to customers with an appropriate credit history and performs periodic credit evaluations of its customers.

At the end of the reporting period, the Group has a certain concentration of credit risk as 68% and 100% (2017: 18% and 98%) of the total trade receivables were due from the Group's largest customer and the five largest customers respectively.

The table below shows the credit limit and trade receivable balances of which the collection right of such trade receivables has been transferred to a financial institution under a non-recourse factoring agreement as at the end of the respective reporting period:

| | | 2018 二零一八年 | | 2017 二零一七年 | |
|-----------|----|---------------|----------|---------------|----------|
| | | Credit limit | Utilised | Credit limit | Utilised |
| | | 信貨額 | 已動用 | 信貨額 | 已動用 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| Customers | 客戶 | 9,000 | 2,784 | 64,600 | 7,497 |

7. 財務風險管理(續)

(b) 信貸風險(續)

本集團設有嚴謹政策，以管控應收貿易賬款之信貸風險，當中包括但不限於下文所載之措施：

- (i) 若干應收貿易賬款結餘乃以無追索權之方式讓售予外在金融機構；及
- (ii) 本集團亦設有政策，確保只向擁有合適信貸紀錄之客戶提供服務，而本集團亦定期對客戶進行信貸評估。

於報告期末，本集團面對一定的信貸風險集中，因為應收貿易賬款總額中的68%及100%（二零一七年：18%及98%）是分別應收本集團之最大客戶及五名最大客戶的貿易賬款。

下表列出於相關報告期末的信貨限額及應收貿易賬款結餘（收取有關應收貿易賬款之權利已根據一項無追索權之讓售協議而轉讓予一間金融機構）：

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

7. FINANCIAL RISK MANAGEMENT
(Continued)

(b) Credit risk (Continued)

No credit limits were exceeded during the years ended 30 June 2018 and 2017, and the management does not expect any losses from non-performance by these counterparties.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 26 to the consolidated financial statements.

The Group's loans receivable comprise those arise from ordinary course of business of the Group and other loan receivable of the Group.

The Group's loans receivable arise from ordinary course of business of the Group and are closely monitored by the executive directors in charge of the Group's money lending operations on an ongoing basis. Further quantitative data in respect of the Group's exposure to credit risk arising from loans receivable are disclosed in note 23 to the consolidated financial statements.

For other loan receivable of the Group, the executive directors continuously monitor the level of exposure to ensure follow-up actions and/or corrective actions are taken promptly to lower exposure or to recover overdue balances. In addition, the directors review the recoverable amount of each individual borrower at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk arising from other loan receivable is significantly reduced.

7. 財務風險管理(續)

(b) 信貸風險(續)

截至二零一八年及二零一七年六月三十日止年度內並無超出信貸限額，而管理層預計不會產生對手方不履約之虧損。

有關本集團因應收貿易賬款而面對之信貸風險的進一步量化數據，乃於綜合財務報表附註26披露。

本集團之應收貸款包括產生自本集團之日常業務過程者以及本集團之其他應收貸款。

本集團之應收貸款產生自本集團之日常業務過程，負責本集團放債業務之執行董事會持續密切監察有關情況。有關本集團所承擔應收貸款產生之信貸風險的進一步量化數據於綜合財務報表附註23中披露。

就本集團之其他應收貸款而言，執行董事持續監控風險水平，以確保即時採取跟進行動及／或糾正措施以降低風險或收回逾期結餘。此外，董事審閱各個別借款人於報告期末的可收回金額，以確保已就不可收回金額作出足夠的減值虧損。就此而言，本公司董事認為，本集團因其他應收貸款而產生之信貸風險已經大減。

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

7. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

For financial assets included in other receivables, the executive directors review the recoverable amount of each individual balance at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

Bank balances are placed with high-credit quality institutions and the management considers that the credit risk for such is minimal.

(c) Liquidity risk

As at 30 June 2018, the Group had net current assets of approximately HK\$19,611,000 (2017: HK\$62,833,000) and net assets of approximately HK\$56,274,000 (2017: HK\$114,455,000). As at 30 June 2018, the Group has current liabilities, including current borrowings of approximately HK\$75,664,000 (2017: HK\$64,835,000), which exceeded its cash and cash equivalents of approximately HK\$8,574,000 (2017: HK\$17,559,000), and the Group has negative operating cash flows of approximately HK\$106,707,000 (2017: HK\$49,398,000). As the Group has obtained sufficient financing resources, the Group could be able to meet its financial obligations when they fall due and is not exposed to liquidity risk.

In the management of the liquidity risk, the Group monitor and maintain a level of bank balances and cash deemed adequate by the management to finance the operations of the Group and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank and other borrowings and the liquidity requirements from time to time.

7. 財務風險管理(續)

(b) 信貸風險(續)

就計入其他應收款項之金融資產而言，執行董事於報告期末檢討每項個別結餘的可收回金額，以確保就不可收回金額作出足夠減值虧損。

銀行結存存放於信譽高的優質機構，故管理層認為信貸風險不大。

(c) 流動資金風險

於二零一八年六月三十日，本集團的流動資產淨值約為19,611,000港元(二零一七年：62,833,000港元)及資產淨值約為56,274,000港元(二零一七年：114,455,000港元)。於二零一八年六月三十日，本集團之流動負債(包括流動借貸約75,664,000港元(二零一七年：64,835,000港元))超過其現金及現金等值項目約8,574,000港元(二零一七年：17,559,000港元)，而本集團有負值經營現金流量約106,707,000港元(二零一七年：49,398,000港元)。由於本集團已獲得足夠融資資源，本集團可於其到期時履行其財務責任，且不會面對流動資金風險。

在管理流動資金風險時，本集團監控及維持銀行結存及現金於管理層認為可應付本集團營運之合適水平及減輕現金流量波動之影響。管理層監控銀行及其他借貸之動用情況及不時之流動資金需求。

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

7. FINANCIAL RISK MANAGEMENT
(Continued)

(c) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period from the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

As at 30 June 2018

7. 財務風險管理(續)

(c) 流動資金風險(續)

下表顯示本集團的金融負債，按照相關的到期組別，根據由報告期末至合約到期日的剩餘期間進行分析。在表內披露的金額為合約未貼現的現金流量。

於二零一八年六月三十日

| | | Contractual undiscounted cash flows 合約未貼現的現金流量 | | | | |
|---------------------------------------------------------------|--------------------|---------------------------------------------------|-------------------|-----------------|-----------|---------|
| | | Within | | | | |
| Carrying amount | | one year or on demand | One to five years | Over five years | Total | |
| 賬面值 | | 一年內或按要求 | 一至五年 | 超過五年 | 總計 | |
| HK\$ '000 | | HK\$ '000 | HK\$ '000 | HK\$ '000 | HK\$ '000 | |
| 千港元 | | 千港元 | 千港元 | 千港元 | 千港元 | |
| Trade payables | 應付貿易賬款 | 8,457 | 8,457 | - | - | 8,457 |
| Financial liabilities included in accruals and other payables | 計入應計費用及其他應付款項之金融負債 | 10,219 | 10,219 | - | - | 10,219 |
| Borrowings | 借貸 | 96,532 | 82,322 | 24,500 | - | 106,822 |
| | | 115,208 | 100,998 | 24,500 | - | 125,498 |

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

7. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk (Continued)

As at 30 June 2017

7. 財務風險管理(續)

(c) 流動資金風險(續)

於二零一七年六月三十日

Contractual undiscounted cash flows
合約未貼現的現金流量

| | Carrying amount 賬面值 HK\$'000 千港元 | Within | | | Total 總計 HK\$'000 千港元 |
|--------------------------------------------------------------------------------------------|-------------------------------------------|------------------------------------------------------------|-------------------------------------------------|-----------------------------------------------|--------------------------------|
| | | one year or on demand 一年內或按 要求 HK\$'000 千港元 | One to five years 一至五年 HK\$'000 千港元 | Over five years 超過五年 HK\$'000 千港元 | |
| Trade payables 應付貿易賬款 | 16,176 | 16,176 | - | - | 16,176 |
| Financial liabilities included in accruals and other payables 計入應計費用及其他應付款項 之金融負債 | 3,149 | 3,149 | - | - | 3,149 |
| Borrowings 借貸 | 85,684 | 70,153 | 15,200 | 10,600 | 95,953 |
| | 105,009 | 89,478 | 15,200 | 10,600 | 115,278 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

8. FAIR VALUE MEASUREMENT OF FINANCIAL ASSETS

(a) Fair value of financial assets that are measured at fair value on a recurring basis

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

| Items 項目 | Fair value of the Group 本集團之公平值 | | Fair value hierarchy 公平值等級 | Valuation technique(s) and key inputs 估值技術及主要輸入數據 |
|----------------------------------------------------------------------------|---------------------------------------|----------------------------------|----------------------------------|------------------------------------------------------|
| | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 | | |
| Trading equity securities listed in the Stock Exchange 於聯交所上市之交易股本證券 | 65,967 | 59,277 | Level 1 第一級 | Quoted bid price in an active market 活躍市場所報之買盤價 |

During the years ended 30 June 2018 and 2017, the Group does not have other financial assets transferred between Level 1 and Level 2 fair value hierarchy and no transfer into or out of Level 3 fair value hierarchy.

8. 金融資產公平值計量

(a) 以循環基準按公平值計量之金融資產之公平值

本集團部份金融資產乃於各報告期末按公平值計量。下表載列有關該等金融資產公平值釐定方法之資料(尤其是所使用之估值技術及輸入數據)。

截至二零一八年及二零一七年六月三十日止年度，本集團並無其他金融資產於第一級及第二級公平值等級之間轉移，第三級公平值等級亦無轉入或轉出。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

8. FAIR VALUE MEASUREMENT OF FINANCIAL ASSETS (Continued)

(b) Fair value measurement and valuation process

The management of the Group is responsible to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of a financial asset or a financial liability, the Group uses market observable data to the extent it is available. When Level 1 inputs are not available, the Group engaged independent qualified external valuers to perform the valuation. The management of the Group works closely with qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The management of the Group reports to executive directors semi-annually to explain the cause of fluctuations in the fair value of the financial assets and financial liabilities.

8. 金融資產公平值計量(續)

(b) 公平值計量及估值程序

本集團管理層負責釐定合適的公平值計量估值技術及輸入數據。

於估計金融資產或金融負債之公平值時，本集團在可得情況均採用市場可觀察數據。倘第一級輸入數據不可用，本集團會委聘獨立合資格外聘估值師進行估值。本集團管理層與合資格外聘估值師緊密合作，以制訂合適之估值技術及模式輸入數據。本集團管理層每半年向執行董事匯報一次，以解釋金融資產及金融負債公平值波動之原因。

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9. SEGMENT INFORMATION

The Group determines its operating segments based on the reports that are used to make strategic decisions reviewed by the chief operating decision maker ("CODM"). The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other operating segments.

9. 分部資料

本集團根據主要營運決策者(「主要營運決策者」)審閱以作策略決定之報告來釐定其經營分部。本集團之經營業務乃根據營運之性質及所提供之產品及服務而劃分及分開管理。本集團各經營分部代表一個提供產品及服務的策略業務單位，所承擔之風險及所得回報均有別於其他經營分部。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

9. SEGMENT INFORMATION (Continued)

For the year ended 30 June 2018, the Group has five reportable operating segments for continuing operations. Details are as follows:

- (i) distribution of server storage, multi-media and communication products in Hong Kong;
- (ii) distribution of rice cookers and household electrical appliances in the People's Republic of China (the "PRC");
- (iii) money lending segment engages primarily in money lending operations in Hong Kong;
- (iv) investments in securities segment engages primarily in the purchase and sale of securities and the holding of equity investments primarily for dividend income and capital appreciation; and
- (v) entertainment segment engages primarily in organisation of concerts in Hong Kong and Macau.

During the year ended 30 June 2018, the Group has commenced entertainment segment and it has become a new reportable operating segment for continuing operations.

Subsequent to the end of the reporting period, the Group has disposed the distribution rights in sports car and therefore, the Group's distribution of sports car segment is classified as discontinued operation. The comparative figures have been re-presented to segregate the disclosure of continuing operations and discontinued operation.

9. 分部資料(續)

截至二零一八年六月三十日止年度，本集團在持續經營業務方面有五個須報告經營分部。詳情如下：

- (i) 於香港分銷伺服器儲存、多媒體及通訊產品；
- (ii) 於中華人民共和國(「中國」)分銷電飯煲及家庭電器；
- (iii) 放債分部，主要在香港從事放債營運；
- (iv) 證券投資分部，主要從事證券買賣及持有股本投資，以賺取股息收入及達致資本增值作為主要目的；及
- (v) 娛樂分部，主要在香港及澳門籌辦演唱會。

截至二零一八年六月三十日止年度，本集團已開展娛樂分部而其已成為新的須報告經營分部(屬持續經營業務)。

於報告期末後，本集團出售跑車分銷權，因此，本集團的跑車分銷分部已分類為已終止經營業務。比較數字已經重新呈列，以分開披露持續經營業務及已終止經營業務。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

9. SEGMENT INFORMATION (Continued)

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 4. Segment revenue represents the revenue generated by each operating segment. Segment results represent the profit earned by each operating segment without allocation of central administration expenses (unallocated corporate expenses), interest income, unallocated finance costs and income tax expenses. This is the measure reported to CODM for the purposes of resource allocation and assessment of segment performance.

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than tax recoverable and unallocated corporate assets; and
- all liabilities are allocated to reportable segments other than current tax liabilities and unallocated corporate liabilities.

9. 分部資料(續)

須報告分部的會計政策與附註4所述之本集團會計政策相同。分部收益指各經營分部產生的收益。分部業績指各經營分部所賺取的溢利，並不分配中央行政開支(未分配企業開支)、利息收入、未分配融資成本及所得稅支出。此為就著資源分配及分部表現評估而向主要營運決策者匯報的方法。

就監察分部表現以及於分部之間分配資源而言：

- 除了可收回稅項及未分配企業資產外，所有資產均分配至須報告分部；及
- 除了即期稅項負債以及未分配企業負債外，所有負債均分配至須報告分部。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

9. SEGMENT INFORMATION (Continued)

9. 分部資料(續)

Segment revenue and results

分部收益及業績

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

本集團於相關年度之收益及業績按須報告經營分部分析如下：

| | | Segment revenue 分部收益 | | Segment results 分部業績 | |
|---------------------------------------------------------------------------|--------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
| Continuing operations: | 持續經營業務： | | | | |
| Distribution of: | 分銷： | | | | |
| - server storage, multi-media and communication products | - 伺服器儲存、多媒體及通訊產品 | 57,767 | 97,943 | (8,536) | (10,092) |
| - rice cookers and household electrical appliances | - 電飯煲及家庭電器 | 5,393 | - | 74 | - |
| Money lending | 放債 | 3,490 | 4,822 | (6,480) | 3,889 |
| Investment in securities | 證券投資 | - | - | (54,641) | (7,690) |
| Entertainment | 娛樂 | 11,016 | - | (4,522) | - |
| Total segment revenue/results from continuing operations | 來自持續經營業務之分部收益／業績總額 | 77,666 | 102,765 | (74,105) | (13,893) |
| Discontinued operation: | 已終止經營業務： | | | | |
| Distribution of sports car | 分銷跑車 | - | 6,000 | (5,619) | (9,831) |
| Total segment revenue/results from continuing and discontinued operations | 來自持續經營及已終止經營業務之分部收益／業績總額 | 77,666 | 108,765 | (79,724) | (23,724) |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

9. SEGMENT INFORMATION (Continued)

9. 分部資料(續)

Segment revenue and results (Continued)

分部收益及業績(續)

Reconciliation of segment results to consolidated loss before taxation

分部業績與綜合除稅前虧損之對賬

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|---------------------------------------------|-------------|----------------------------------|----------------------------------|
| Total segment results | 分部業績總額 | (79,724) | (23,724) |
| Interest income | 利息收入 | 5,304 | 6,181 |
| Unallocated finance costs | 未分配融資成本 | (7,179) | (6,869) |
| Unallocated depreciation | 未分配折舊 | (3,949) | (3,470) |
| Unallocated staff costs | 未分配員工成本 | (19,555) | (20,306) |
| Gains arising from written back of payables | 撥回應付款項產生之收益 | - | 2,463 |
| Unallocated for corporate expenses | 未分配企業開支 | (22,109) | (15,322) |
| Consolidated loss before taxation | 綜合除稅前虧損 | (127,212) | (61,047) |

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

9. SEGMENT INFORMATION (Continued) 9. 分部資料(續)

Segment assets and liabilities

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

分部資產及負債

本集團於相關年度之資產及負債按須報告經營分部分析如下：

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|----------------------------------------------------------|------------------|----------------------------------|----------------------------------|
| Segment assets | 分部資產 | | |
| Distribution of: | 分銷： | | |
| - server storage, multi-media and communication products | - 伺服器儲存、多媒體及通訊產品 | 13,179 | 25,224 |
| - rice cookers and household electrical appliances | - 電飯煲及家庭電器 | 23,664 | 20,000 |
| - sports car | - 跑車 | 9,392 | 15,132 |
| Money lending | 放債 | 18,845 | 24,159 |
| Investment in securities | 證券投資 | 71,162 | 60,199 |
| Entertainment | 娛樂 | 58 | - |
| Total segment assets | 分部資產總額 | 136,300 | 144,714 |
| Tax recoverable | 可收回稅項 | 34 | - |
| Unallocated corporate assets | 未分配企業資產 | 37,568 | 76,312 |
| Total assets | 資產總額 | 173,902 | 221,026 |
| Segment liabilities | 分部負債 | | |
| Distribution of: | 分銷： | | |
| - server storage, multi-media and communication products | - 伺服器儲存、多媒體及通訊產品 | 15,937 | 29,926 |
| - rice cookers and household electrical appliances | - 電飯煲及家庭電器 | 1,458 | - |
| - sports car | - 跑車 | 10 | 16 |
| Money lending | 放債 | 36 | 18 |
| Investment in securities | 證券投資 | 26,974 | 13,695 |
| Entertainment | 娛樂 | 10 | - |
| Total segment liabilities | 分部負債總額 | 44,425 | 43,655 |
| Tax payable | 應付稅項 | 71 | 662 |
| Unallocated corporate liabilities | 未分配企業負債 | 73,132 | 62,254 |
| Total liabilities | 負債總額 | 117,628 | 106,571 |

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

9. SEGMENT INFORMATION (Continued) 9. 分部資料(續)

Other segment information 其他分部資料

| | | Depreciation and amortisation | | Impairment losses | | Fair value losses on investments at fair value through profit or loss | | Finance costs | | Capital expenditures | | Gain on disposal of property, plant and equipment | |
|----------------------------------------------------------|------------------|-------------------------------|----------|-------------------|----------|-----------------------------------------------------------------------|----------|---------------|----------|----------------------|----------|---------------------------------------------------|-------|
| | | 折舊及攤銷 | | 減值虧損 | | 按公平值計入損益之投資 | | 融資成本 | | 資本開支 | | 出售物業、機器及設備之收益 | |
| | | 2018 | 2017 | 2018 | 2017 | 2018 | 2017 | 2018 | 2017 | 2018 | 2017 | 2018 | 2017 |
| | | 二零一八年 | 二零一七年 | 二零一八年 | 二零一七年 | 二零一八年 | 二零一七年 | 二零一八年 | 二零一七年 | 二零一八年 | 二零一七年 | 二零一八年 | 二零一七年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | |
| Continuing operations: | 持續經營業務: | | | | | | | | | | | | |
| Distribution of: | 分銷: | | | | | | | | | | | | |
| - server storage, multi-media and communication products | - 伺服器儲存、多媒體及通訊產品 | 494 | 551 | - | - | - | - | 737 | 371 | 6 | 109 | 330 | - |
| - rice cookers and household electrical appliances | - 電飯煲及家庭電器 | - | - | - | - | - | - | - | - | - | - | - | - |
| Money lending | 放債 | 19 | 23 | 9,000 | - | - | - | - | - | - | - | - | - |
| Investment in securities | 證券投資 | - | - | - | - | (49,253) | (5,756) | 1,948 | 974 | - | - | - | - |
| Entertainment | 娛樂 | - | - | 4,635 | - | - | - | - | - | - | - | - | - |
| Unallocated | 未分配 | 3,949 | 3,470 | 5,000 | - | - | - | 7,179 | 6,869 | 888 | 3,251 | 241 | - |
| | | 4,462 | 4,044 | 18,635 | - | (49,253) | (5,756) | 9,864 | 8,214 | 894 | 3,360 | 571 | - |
| Discontinued operation: | 已終止經營業務: | | | | | | | | | | | | |
| Distribution of sports car | 分銷跑車 | 1,470 | 2,500 | 4,109 | 7,642 | - | - | - | - | - | - | - | - |
| Total | 總計 | 5,932 | 6,544 | 22,744 | 7,642 | (49,253) | (5,756) | 9,864 | 8,214 | 894 | 3,360 | 571 | - |

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

9. SEGMENT INFORMATION (Continued)

Information about major customers

Revenue from each of the following single external customers for the year ended 30 June 2018 and 2017 accounted for more than 10% of the total revenue of the Group from continuing and discontinued operations are as follows:

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|------------|-----|----------------------------------|----------------------------------|
| Customer A | 客戶甲 | N/A* 不適用* | 16,657 |
| Customer B | 客戶乙 | 26,655 | 45,113 |
| Customer C | 客戶丙 | 20,514 | 14,653 |

* The corresponding revenue did not contribute over 10% of the total revenue of the Group from continuing and discontinued operations for that year.

Sales to the above customers are included in the segment of distribution of server storage, multi-media and communication products.

9. 分部資料(續)

有關主要客戶的資料

截至二零一八年及二零一七年六月三十日止年度來自以下各名單一外界客戶佔本集團來自持續經營及已終止經營業務之總收益之10%以上的情況如下：

* 相關收益並無對本集團於該年度來自持續經營及已終止經營業務之總收益作出逾10%的貢獻。

向以上客戶的銷售均包括在分銷伺服器儲存、多媒體及通訊產品的分部內。

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9. SEGMENT INFORMATION (Continued)

Geographical information

The Group's operations are located in Hong Kong and other parts of the PRC, most of the segments are carried in Hong Kong and other parts of the PRC. The geographical location of customers is based on the location of the customers, irrespective of the origin of the goods or service. The geographical location of the non-current assets other than loans receivable is based on the physical location of the asset, in the case of property, plant and equipment and intangible assets, and the location of the operation to which they are allocated, in the case of deposit. The Group's revenue by geographical location of the customers and information about its non-current assets by geographical location of the assets are set out below:

9. 分部資料(續)

地區資料

本集團的營運位於香港及中國其他地區，大部份分部是於香港及中國其他地區經營。客戶的地理位置是基於客戶所在地而不論貨品或服務的來源地。非流動資產（應收貸款除外）的地理位置如物業、機器及設備以及無形資產，按該等資產的實際所在地劃分，如按金，則按獲分配之經營位置劃分。本集團按客戶的地理位置劃分的收益以及按資產的地理位置提供的非流動資產的資料載列如下：

| | | Revenue from external customers from continuing and discontinued operations 來自持續經營及已終止經營業務 之外界客戶的收益 | | Non-current assets (note) 非流動資產(附註) | |
|----------------------------------------------------------|----------------|-----------------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------------|----------------------------------|
| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
| Hong Kong and other parts of the PRC (place of domicile) | 香港及中國其他地區(所在地) | 77,666 | 108,765 | 38,772 | 28,058 |
| Elsewhere | 其他地區 | - | - | - | 20,000 |
| | | 77,666 | 108,765 | 38,772 | 48,058 |

Note: Non-current assets exclude loans receivable.

附註：非流動資產不包括應收貸款。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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10. REVENUE

Revenue represents the amount received and receivable for goods sold, interest income from money lending operations and income from concert performance during the year.

An analysis of revenue is as follows:

10. 收益

收益指年內就已售出貨品之已收及應收款項、來自放債業務之利息收入以及演唱會表演收入。

收益之分析如下：

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-----------------------------------------------|-----------------|----------------------------------|----------------------------------|
| Continuing operations: | 持續經營業務： | | |
| Sales of goods | 銷售貨品 | 63,160 | 97,943 |
| Interest income from money lending operations | 來自放債業務之利息收入 | 3,490 | 4,822 |
| Concert ticket sales | 演唱會門票銷售 | 8,791 | - |
| Sponsorship income for concerts | 演唱會贊助收入 | 2,225 | - |
| | | 77,666 | 102,765 |
| Discontinued operation: | 已終止經營業務： | | |
| Sales of goods | 銷售貨品 | - | 6,000 |
| | | 77,666 | 108,765 |

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

11. OTHER INCOME

11. 其他收入

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-----------------------------------------|-----------------------|----------------------------------|----------------------------------|
| Interest income derived from: | 來自以下各項之利息收入： | | |
| - bank deposits | - 銀行存款 | 68 | 126 |
| - other loan receivable (note 23(b)) | - 其他應收貸款 (附註23(b)) | 5,236 | 6,044 |
| Imputed interest income | 推算利息收入 | - | 11 |
| | | 5,304 | 6,181 |
| Others | 其他 | 95 | 1,026 |
| | | 5,399 | 7,207 |

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12. OTHER GAINS

12. 其他收益

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-----------------------------------------------------------------------|----------------------|----------------------------------|----------------------------------|
| Gains arising from written back of provision for litigation (note) | 撥回訴訟撥備產生之 收益 (附註) | - | 2,463 |
| Gain on disposal of property, plant and equipment | 出售物業、機器及設備之收益 | 571 | - |
| | | 571 | 2,463 |

Note:

For the year ended 30 June 2018, the Group has no written back of provision for litigation. For the year ended 30 June 2017, the Group had written back provision for litigation of approximately HK\$2,463,000 in relation to litigation initiated by a plaintiff in previous years as the directors of the Company, basing on a legal opinion, consider that the payment for the claim was remote.

附註：

截至二零一八年六月三十日止年度，本集團並無撥回訴訟撥備。截至二零一七年六月三十日止年度，本集團撥回有關一名原告人於過往年度提起之訴訟的訴訟撥備約2,463,000港元，因為本公司董事基於法律意見認為需就有關申索支付款項的機會甚低。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

13. STAFF COSTS

13. 員工成本

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|---------------------------------------------------|----------------|----------------------------------|----------------------------------|
| Directors' emoluments (note 20) | 董事酬金 (附註20) | 13,493 | 12,831 |
| Other staff costs: | 其他員工成本： | | |
| Salaries, commission, bonus and other benefits | 薪金、佣金、花紅及其他福利 | 11,857 | 15,701 |
| Retirement benefits scheme contributions | 退休福利計劃供款 | 200 | 234 |
| Total staff costs including directors' emoluments | 總員工成本 (包括董事酬金) | 25,550 | 28,766 |

14. FINANCE COSTS

14. 融資成本

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| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|----------------------------------------------------|-----------------|----------------------------------|----------------------------------|
| Interest on other bank loans, bills and overdrafts | 其他銀行貸款、票據及透支之利息 | 229 | 226 |
| Discounting charge on factoring loans | 讓售貸款之貼現支出 | 208 | 145 |
| Margin loan interest expenses | 保證金貸款利息開支 | 1,948 | 974 |
| Other loan interest expenses | 其他貸款利息開支 | 6,160 | 5,552 |
| Bond interest expenses | 債券利息開支 | 1,319 | 1,317 |
| | | 9,864 | 8,214 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

15. INCOME TAX EXPENSES

15. 所得稅支出

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|------------------------------------------|---------------|----------------------------------|----------------------------------|
| Hong Kong Profits Tax | 香港利得稅： | | |
| Overprovision for prior year | 上年度超額撥備 | (30) | (40) |
| Current year | 本年度 | - | 229 |
| | | (30) | 189 |
| PRC Enterprise Income Tax – current year | 中國企業所得稅 – 本年度 | 71 | - |
| Deferred tax | 遞延稅項 | - | - |
| Income tax expenses | 所得稅支出 | 41 | 189 |

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No provision for Hong Kong Profits Tax has been made for the year ended 30 June 2018 as the Group did not have assessable profits in Hong Kong for the year. Hong Kong Profits Tax was calculated at 16.5% of the estimated assessable profits in Hong Kong for the year ended 30 June 2017.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of a subsidiary in the PRC is 25% for the year ended 30 June 2018. No PRC Enterprise Income Tax was made for the year ended 30 June 2017 as the Group did not have assessable profits in the PRC in that year.

由於本集團於本年度在香港並無應課稅溢利，因此截至二零一八年六月三十日止年度並無就香港利得稅作出撥備。截至二零一七年六月三十日止年度，香港利得稅按香港估計應課稅溢利的16.5%計算。

根據中華人民共和國企業所得稅法（「企業所得稅法」）和企業所得稅法實施條例，截至二零一八年六月三十日止年度，中國附屬公司的稅率為25%。由於本集團於截至二零一七年六月三十日止年度在中國並無應課稅溢利，因此該年度並無就中國企業所得稅作出撥備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

15. INCOME TAX EXPENSES (Continued)

The charge for the year can be reconciled to loss before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

15. 所得稅支出(續)

年內稅項支出可與綜合損益及其他全面收益表所列除稅前虧損對賬如下：

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|--------------------------------------------------|-------------------------------|----------------------------------|----------------------------------|
| Loss before taxation from continuing operations | 持續經營業務之除稅前虧損 | (121,593) | (51,216) |
| Loss before taxation from discontinued operation | 已終止經營業務之除稅前虧損 | (5,619) | (9,831) |
| Loss before taxation | 除稅前虧損 | (127,212) | (61,047) |
| Tax at 16.5% (2017: 16.5%) | 按16.5%(二零一七年: 16.5%) 計算之稅項 | (20,990) | (10,073) |
| Expenses not deductible for taxation purpose | 不可扣稅支出 | 12,912 | 8,581 |
| Income not subject to taxation | 毋須繳稅收入 | (1,101) | (1,619) |
| Tax effect on tax losses not recognised | 未確認稅項虧損之稅務影響 | 9,226 | 3,340 |
| Overprovision in prior year | 上年度超額撥備 | (30) | (40) |
| Tax effect on different tax rates | 不同稅率之稅務影響 | 24 | - |
| Income tax expenses | 所得稅支出 | 41 | 189 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

15. INCOME TAX EXPENSES (Continued)

Deferred taxation

The components of deferred tax liabilities recognised in the consolidated statement of financial position and the movements during the year ended 30 June 2018 and 2017 is as follows:

15. 所得稅支出(續)

遞延稅項

於綜合財務狀況表確認之遞延稅項負債的組成部分以及截至二零一八年及二零一七年六月三十日止年度之變動如下：

| | | Depreciation allowance in excess of related depreciation 折舊免稅額 超過相關折舊 HK\$'000 千港元 | Tax losses 稅務虧損 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|-----------------------------------------|---------------------------|------------------------------------------------------------------------------------------------|---------------------------------------|--------------------------------|
| At 1 July 2016 | 於二零一六年七月一日 | 88 | (88) | - |
| Credited to profit or loss for the year | 計入年內損益 | (68) | 68 | - |
| At 30 June 2017 and 1 July 2017 | 於二零一七年六月三十日及 二零一七年七月一日 | 20 | (20) | - |
| Credited to profit or loss for the year | 計入年內損益 | (20) | 20 | - |
| At 30 June 2018 | 於二零一八年六月三十日 | - | - | - |

No deferred tax assets and liabilities have been offset in the consolidated statement of financial position.

綜合財務狀況表內並無遞延稅項資產及負債之抵銷。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

15. INCOME TAX EXPENSES (Continued)

Deferred taxation (Continued)

As at 30 June 2018, the Group has unused tax losses of approximately HK\$101,374,000 (2017: HK\$45,582,000) available for offset against future profits. As at 30 June 2018, no deferred tax asset has been recognised for the unused tax losses due to the unpredictability of future profits streams. As at 30 June 2017, deferred tax assets of approximately HK\$20,000 had been recognised in respect of tax losses of approximately HK\$123,000 and no deferred tax asset had been recognised in respect of the remaining tax losses of approximately HK\$45,459,000 due to the unpredictability of future profits streams. Tax losses for both years may be carried forward indefinitely.

15. 所得稅支出(續)

遞延稅項(續)

於二零一八年六月三十日，本集團有約101,374,000港元(二零一七年：45,582,000港元)之未動用稅項虧損可用以抵銷未來溢利。於二零一八年六月三十日，因無法預測未來溢利來源，故並無就未動用稅務虧損確認遞延稅項資產。於二零一七年六月三十日，已就約123,000港元之稅務虧損確認約20,000港元之遞延稅項資產，而因無法預測未來溢利來源，故並無就其餘約45,459,000港元之稅務虧損確認遞延稅項資產。兩個年度之稅務虧損可無限期結轉。

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

16. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS

Loss for the year from continuing operations has been arrived at after charging/(crediting) the following:

16. 來自持續經營業務之本年度虧損

來自持續經營業務之本年度虧損已扣除／(計入)下列各項：

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 (restated) (經重列) |
|------------------------------------------------------------------------|--------------------|----------------------------------|---------------------------------------------------------|
| Fair value losses on investments at fair value through profit or loss: | 按公平值計入損益之投資之公平值虧損： | | |
| - realised losses, net | - 已實現虧損淨額 | 29,936 | 1,298 |
| - unrealised losses, net | - 未實現虧損淨額 | 19,317 | 4,458 |
| | | 49,253 | 5,756 |
| Cost of sales: | 銷售成本： | | |
| - cost of inventories recognised as expenses in cost of sales | - 於銷售成本支銷之存貨成本 | 61,807 | 94,978 |
| - write-down of inventories | - 撇減存貨 | - | 197 |
| - cost of services rendered for concerts | - 就演唱會提供服務之成本 | 10,180 | - |
| | | 71,987 | 95,175 |
| Auditors' remuneration: | 核數師酬金： | | |
| - in respect of audit services | - 有關審核服務 | 917 | 899 |
| - in respect of non-audit services | - 有關非審核服務 | 1,320 | 28 |
| | | 2,237 | 927 |
| Depreciation | 折舊 | 4,462 | 4,044 |
| Legal, professional and consultancy expenses | 法律、專業及顧問開支 | 1,364 | 1,021 |
| Net foreign exchange gain | 匯兌收益淨額 | (1,353) | (650) |
| Impairment losses: | 以下項目之減值虧損： | | |
| - other receivables | - 其他應收款項 | 9,635 | - |
| - loans receivables | - 應收貸款 | 9,000 | - |

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

17. DISCONTINUED OPERATION

On 26 September 2018, the Group and a purchaser entered into a transfer agreement, pursuant to which the Group agreed to dispose and transfer its distribution rights in sports car to a purchaser at a consideration of approximately HK\$5,500,000. Accordingly, the results of distribution of sports car segment together with the comparative figures have been re-presented as loss for the year from discontinued operation in the consolidated statement of profit or loss and other comprehensive income. Details are set out below.

17. 已終止經營業務

於二零一八年九月二十六日，本集團與買方訂立轉讓協議，據此，本集團同意將其跑車分銷權出售及轉讓予一名買方，代價約為5,500,000港元。因此，跑車分部的業績連同比較數字已重新呈列為綜合損益及其他全面收益表中的已終止經營業務之本年度虧損。詳情載列如下。

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|--------------------------------------------------------------------------------------|-----------------------|----------------------------------|----------------------------------|
| Loss for the year from discontinued operation: | 已終止經營業務之本年度虧損： | | |
| Revenue | 收益 | - | 6,000 |
| Cost of goods sold | 已售貨品成本 | - | (5,000) |
| Gross profit | 毛利 | - | 1,000 |
| Amortisation | 攤銷 | (1,470) | (2,500) |
| Impairment loss | 減值虧損 | (4,109) | (7,642) |
| Other operating expenses | 其他經營開支 | (40) | (689) |
| Loss before taxation | 除稅前虧損 | (5,619) | (9,831) |
| Income tax expenses | 所得稅支出 | - | - |
| Loss for the year from discontinued operation, attributable to owners of the Company | 本公司擁有人應佔已終止經營業務之本年度虧損 | (5,619) | (9,831) |
| Cash flows from discontinued operation: | 已終止經營業務之現金流量： | | |
| Net cash (used in)/from operating activities | 經營活動(所用)/所得現金淨額 | (46) | 2,986 |
| Net cash (outflow)/inflow | 現金(流出)/流入淨額 | (46) | 2,986 |

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18. LOSS PER SHARE

From continuing operations

The calculation of basic loss per share for continuing operations is based on the Group's loss from continuing operations attributable to owners of the Company of approximately HK\$120,441,000 (2017: HK\$50,058,000) and on the weighted average number of 3,950,488,000 (2017: 3,615,146,000) shares in issued during the year.

Basic and diluted loss per share from continuing operations for the years ended 30 June 2018 and 2017 were the same as the outstanding share options of the Company had no diluted effect due to the fact that the average market price of ordinary shares during that year did not exceed the exercise price of the share options.

From discontinued operation

Basic and diluted loss per share for discontinued operation is based on the Group's loss from discontinued operation attributable to owners of the Company of approximately HK\$5,619,000 (2017: HK\$9,831,000) and the denominators detailed above for both basic and diluted loss per share.

19. DIVIDENDS

No dividend was paid or proposed for the year ended 30 June 2018 (2017: nil), nor has any dividend been proposed since the end of the reporting period.

18. 每股虧損

來自持續經營業務

持續經營業務之每股基本虧損乃按本公司擁有人應佔來自持續經營業務之本集團虧損約120,441,000港元(二零一七年: 50,058,000港元)及年內已發行股份之加權平均數3,950,488,000股(二零一七年: 3,615,146,000股)計算。

由於年內普通股之平均市價並非高於購股權之行使價，本公司之未行使購股權並無攤薄影響，故截至二零一八年及二零一七年六月三十日止年度來自持續經營業務之每股基本及攤薄虧損相同。

來自已終止經營業務

已終止經營業務之每股基本及攤薄虧損乃按本公司擁有人應佔來自已終止經營業務之本集團虧損約5,619,000港元(二零一七年: 9,831,000港元)及上文就每股基本及攤薄虧損所詳述之分母計算。

19. 股息

概無就截至二零一八年六月三十日止年度派付或擬派股息(二零一七年: 無)，自報告期末後亦無擬派任何股息。

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

20. EMOLUMENTS

Directors' emoluments

Remuneration of the Company's directors disclosed pursuant to section 383 of the Companies Ordinance (Cap. 622), the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) is as follows:

20. 酬金

董事酬金

根據公司條例(香港法例第622章)第383條及公司(披露董事利益資料)規例(香港法例第622G章)披露的本公司董事薪酬如下：

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|---------------------------------------------------------------------------------|---------------------|----------------------------------|----------------------------------|
| Directors' emoluments for services as directors of the Company: | 就作為本公司董事所提供服務的董事酬金： | | |
| - Fees | - 袍金 | 7,911 | 7,315 |
| - Discretionary bonus | - 酌情花紅 | 1,560 | 1,536 |
| - Contributions to retirement benefits scheme | - 退休福利計劃供款 | 54 | 47 |
| | | 9,525 | 8,898 |
| Other emoluments in connection with the management of the affairs of the Group: | 與管理本集團事務有關的其他酬金： | | |
| - Salaries and allowances | - 薪金及津貼 | 1,260 | 1,260 |
| - Benefit in kinds | - 實物福利 | 2,675 | 2,640 |
| - Contributions to retirement benefits scheme | - 退休福利計劃供款 | 33 | 33 |
| | | 3,968 | 3,933 |
| Total directors' emoluments | 董事酬金總額 | 13,493 | 12,831 |

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20. EMOLUMENTS (Continued)

Directors' emoluments (Continued)

Remuneration of the Company's directors disclosed pursuant to the Listing Rules is as follows:

20. 酬金 (續)

董事酬金 (續)

根據上市規則披露的本公司董事酬金如下：

| | | For the year ended 30 June 2018 截至二零一八年六月三十日止年度 | | | | |
|--------------------------------------|---------------|----------------------------------------------------|-------------------------|-----------------------------------------------------|-----------------------|--------|
| | | Salaries, allowances, and benefits Fees | Discretionary bonus | Contribution to retirement benefits scheme | Total | |
| | | 薪金、津貼 袍金 HK\$'000 千港元 | 酌情花紅 HK\$'000 千港元 | 退休福利 計劃供款 HK\$'000 千港元 | 總計 HK\$'000 千港元 | |
| Executive directors: | 執行董事： | | | | | |
| Mr. Ke Jun Xiang | 柯俊翔先生 | 3,560 | - | 723 | 18 | 4,301 |
| Mr. Wilson Wong | Wilson Wong先生 | 1,655 | 2,675 | 290 | 18 | 4,638 |
| Ms. Lo Yuen Chung | 盧元琮女士 | 498 | 960 | 101 | 36 | 1,595 |
| Mr. Fu Daoding | 付道丁先生 | 712 | - | 145 | - | 857 |
| Non-executive directors: | 非執行董事： | | | | | |
| Mr. Chow Yeung Tuen | 鄧揚敦先生 | 275 | - | 56 | - | 331 |
| Mr. Li Chung Kai, Philip | 李松佳先生 | 275 | 300 | 56 | 15 | 646 |
| Independent non-executive directors: | 獨立非執行董事： | | | | | |
| Mr. Chan Siu Kay | 陳紹基先生 | 312 | - | 63 | - | 375 |
| Mr. Kwok Yam Sheung | 郭蔭尚先生 | 312 | - | 63 | - | 375 |
| Mr. Choi Chin Yu | 蔡展宇先生 | 312 | - | 63 | - | 375 |
| | | 7,911 | 3,935 | 1,560 | 87 | 13,493 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

20. EMOLUMENTS (Continued)

Directors' emoluments (Continued)

20. 酬金(續)

董事酬金(續)

For the year ended 30 June 2017

截至二零一七年六月三十日止年度

| | | Salaries, allowances, and benefits Fees | in kind 薪金、津貼 袍金 | Discretionary bonus 酌情花紅 | Contribution to retirement benefits scheme 退休福利 計劃供款 | Total 總計 |
|-----------------------------------------|---------------|--------------------------------------------------|------------------------|--------------------------------|---------------------------------------------------------------------|-----------------|
| | | 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 |
| Executive directors: | 執行董事： | | | | | |
| Mr. Ke Jun Xiang | 柯俊翔先生 | 3,390 | - | 689 | 18 | 4,097 |
| Mr. Wilson Wong | Wilson Wong先生 | 1,357 | 2,640 | 276 | 11 | 4,284 |
| Ms. Lo Yuen Chung | 盧元琮女士 | 475 | 960 | 96 | 36 | 1,567 |
| Mr. Fu Daoding | 付道丁先生 | 678 | - | 138 | - | 816 |
| Non-executive directors: | 非執行董事： | | | | | |
| Mr. Chow Yeung Tuen | 鄒揚敦先生 | 262 | - | 53 | - | 315 |
| Mr. Li Chung Kai, Philip | 李松佳先生 | 262 | 300 | 53 | 15 | 630 |
| Independent non-executive directors: | 獨立非執行董事： | | | | | |
| Mr. Chan Siu Kay | 陳紹基先生 | 297 | - | 60 | - | 357 |
| Mr. Kwok Yam Sheung | 郭蔭尚先生 | 297 | - | 111 | - | 408 |
| Mr. Choi Chin Yu | 蔡展宇先生 | 297 | - | 60 | - | 357 |
| | | 7,315 | 3,900 | 1,536 | 80 | 12,831 |

Salaries, allowances and benefits in kinds are emoluments in connection with the management of the affairs of the Group. Benefit in kinds represent the estimated money value of accommodation provided by the Group to Mr. Wilson Wong. The money value of accommodation is estimated to be the rental expenses and other related charges borne and paid by the Group.

薪金、津貼及實物福利是關於管理本集團事務的酬金。實物福利代表本集團向Wilson Wong先生提供的住宿估計貨幣價值。住宿的貨幣價值估計為本集團已承擔及支付的租金開支及其他相關費用。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

20. EMOLUMENTS (Continued)

Directors' emoluments (Continued)

The Group made HK\$15,000 and HK\$18,000 (2017: HK\$15,000 and HK\$18,000) contributions to retirement benefits scheme for Mr. Li Chung Kai, Philip and Ms. Lo Yuen Chung, respectively, as emoluments in connection with the management of the affairs of the Group.

Employees' emoluments

Of the five individuals with the highest emoluments in the Group, three (2017: three) were directors of the Company. The emoluments paid to the remaining two (2017: two) highest paid employees of the Group are as follows:

20. 酬金(續)

董事酬金(續)

本集團分別為李松佳先生及盧元琮女士向退休福利計劃供款15,000港元及18,000港元(二零一七年:15,000港元及18,000港元),作為與管理本集團事務有關的酬金。

僱員酬金

本集團五名最高酬金人士當中,三名(二零一七年:三名)為本公司董事。支付予本集團餘下兩名(二零一七年:兩名)最高薪僱員的酬金如下:

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-------------------------------------------------|--------------|----------------------------------|----------------------------------|
| Basic salaries, allowances and benefits in kind | 基本薪金、津貼及實物福利 | 1,879 | 3,285 |
| Discretionary bonus | 酌情花紅 | 531 | 721 |
| Contributions to retirement benefits scheme | 退休福利計劃供款 | 35 | 36 |
| | | 2,445 | 4,042 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

20. EMOLUMENTS (Continued)

Employees' emoluments (Continued)

The emoluments of the remaining two (2017: two) employees are within the following bands during the year ended 30 June 2018:

| | |
|--------------------------------|-----------------------------|
| HK\$1,000,001 to HK\$1,500,000 | 1,000,001港元至 1,500,000港元 |
| HK\$2,500,001 to HK\$3,000,000 | 2,500,001港元至 3,000,000港元 |

During the year ended 30 June 2018 and 2017, no emolument was paid by the Group to the five highest paid individuals, including directors, as an inducement to join the Group or as compensation for loss of office. In addition, during the year ended 30 June 2018 and 2017, no director waived any emoluments.

20. 酬金(續)

僱員酬金(續)

截至二零一八年六月三十日止年度，其餘兩名(二零一七年：兩名)僱員的酬金屬於以下範圍：

Number of employee
僱員人數

| | 2018 二零一八年 | 2017 二零一七年 |
|--|---------------|---------------|
| | 2 | 1 |
| | - | 1 |

截至二零一八年及二零一七年六月三十日止年度，本集團並無向五名最高薪酬人士(包括董事)支付酬金，以吸引彼等加入本集團或作為離職補償。此外，截至二零一八年及二零一七年六月三十日止年度，概無董事放棄任何酬金。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

21. PROPERTY, PLANT AND EQUIPMENT

21. 物業、機器及設備

| | | Leasehold improvements 租賃物業裝修 HK\$'000 千港元 | Furniture and fixture 傢俬及裝置 HK\$'000 千港元 | Machinery and equipment 機械及設備 HK\$'000 千港元 | Motor vehicles 汽車 HK\$'000 千港元 | Yacht 遊艇 HK\$'000 千港元 | Total 合計 HK\$'000 千港元 |
|------------------------------------|---------------------------|--------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------|--------------------------------------------|--------------------------------|--------------------------------|
| Cost | 成本 | | | | | | |
| At 1 July 2016 | 於二零一六年七月一日 | 602 | 1,108 | 939 | 14,328 | 10,890 | 27,867 |
| Additions | 添置 | 152 | 18 | - | 3,190 | - | 3,360 |
| At 30 June 2017 and 1 July 2017 | 於二零一七年六月三十日 及二零一七年七月一日 | 754 | 1,126 | 939 | 17,518 | 10,890 | 31,227 |
| Additions | 添置 | - | 25 | 26 | 843 | - | 894 |
| Disposals | 出售 | - | (18) | (12) | (3,906) | - | (3,936) |
| At 30 June 2018 | 於二零一八年六月三十日 | 754 | 1,133 | 953 | 14,455 | 10,890 | 28,185 |
| Accumulated depreciation | 累積折舊 | | | | | | |
| At 1 July 2016 | 於二零一六年七月一日 | 602 | 945 | 799 | 8,590 | 1,089 | 12,025 |
| Charge for the year | 本年度支出 | 13 | 65 | 58 | 1,730 | 2,178 | 4,044 |
| At 30 June 2017 and 1 July 2017 | 於二零一七年六月三十日 及二零一七年七月一日 | 615 | 1,010 | 857 | 10,320 | 3,267 | 16,069 |
| Charge for the year | 本年度支出 | 57 | 62 | 52 | 2,113 | 2,178 | 4,462 |
| Eliminated upon disposal | 出售時撇銷 | - | (18) | (12) | (3,767) | - | (3,797) |
| At 30 June 2018 | 於二零一八年六月三十日 | 672 | 1,054 | 897 | 8,666 | 5,445 | 16,734 |
| Carrying amounts | 賬面淨值 | | | | | | |
| At 30 June 2018 | 於二零一八年六月三十日 | 82 | 79 | 56 | 5,789 | 5,445 | 11,451 |
| At 30 June 2017 | 於二零一七年六月三十日 | 139 | 116 | 82 | 7,198 | 7,623 | 15,158 |

As at 30 June 2018, yacht with carrying amount of approximately HK\$5,445,000 (2017: HK\$ nil) has been pledged to secure the other loans of the Group (note 37).

於二零一八年六月三十日，賬面值約5,445,000港元(二零一七年：零港元)的遊艇已予質押，以作為本集團其他貸款之抵押(附註37)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

22. INTANGIBLE ASSETS

22. 無形資產

| | | Distribution rights in sports car 跑車分銷權 HK\$'000 千港元 (note (a)) (附註(a)) | Money lender licence 放債人牌照 HK\$'000 千港元 (note (b)) (附註(b)) | Total 總計 HK\$'000 千港元 |
|------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|--------------------------------|
| Cost | 成本 | | | |
| At 1 July 2016, 30 June 2017, 1 July 2017 and 30 June 2018 | 於二零一六年七月一日、 二零一七年六月三十日、 二零一七年七月一日及 二零一八年六月三十日 | 25,000 | 2,000 | 27,000 |
| Accumulated amortisation and impairment | 累計攤銷及減值 | | | |
| At 1 July 2016 | 於二零一六年七月一日 | 3,958 | - | 3,958 |
| Charge for the year | 年度支出 | 2,500 | - | 2,500 |
| Impairment loss for the year | 年度減值虧損 | 7,642 | - | 7,642 |
| At 30 June 2017 and 1 July 2017 | 於二零一七年六月三十日及 二零一七年七月一日 | 14,100 | - | 14,100 |
| Charge for the year | 年度支出 | 1,470 | - | 1,470 |
| Impairment loss for the year | 年度減值虧損 | 4,109 | - | 4,109 |
| At 30 June 2018 | 於二零一八年六月三十日 | 19,679 | - | 19,679 |
| Carrying amounts | 賬面值 | | | |
| At 30 June 2018 | 於二零一八年六月三十日 | 5,321 | 2,000 | 7,321 |
| At 30 June 2017 | 於二零一七年六月三十日 | 10,900 | 2,000 | 12,900 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

22. INTANGIBLE ASSETS (Continued)

Note:

- (a) On 5 November 2014, the Company signed a distribution agreement with a supplier, pursuant to which, the Company was appointed as an authorised distributor and granted the rights of distribution, marketing and service of sports car "Gumpert Apollo" for 10 years at a consideration of HK\$25,000,000. The distribution rights have finite useful lives and are amortised on a straight-line basis over 10 years.

On 26 September 2018, the Group and a purchaser entered into a transfer agreement, pursuant to which the Group agreed to dispose and transfer its distribution rights in sports car to a purchaser at a consideration of approximately HK\$5,500,000. Accordingly, the Group estimated the recoverable amount of distribution rights in sports car, being the fair value less costs of disposal, which is based on the consideration as stipulated in the transfer agreement. This is a Level 2 fair value hierarchy.

- (b) Money lender licence (the "Licence") is treated as having an indefinite useful life as, in the opinion of the directors of the Company, the Group expected that the money lending business could contribute net cash inflows to the Group indefinitely after acquiring the Licence. Accordingly, the Licence would not be amortised but would be tested for impairment annually and whenever there is an indication that it may be impaired.

For the purpose of impairment testing, the Licence has been allocated to a cash generating unit ("CGU") operating as a subsidiary of the Company which is engaged in money lending business.

22. 無形資產(續)

附註：

- (a) 於二零一四年十一月五日，本公司與一名供應商簽訂分銷協議，據此，本公司獲委任為認可經銷商，獲授權進行跑車「Gumpert Apollo」的分銷、推廣及維修業務，為期十年，代價為25,000,000港元。分銷權具指定使用年期，並按直線基準在十年內攤銷。

於二零一八年九月二十六日，本集團與買方訂立轉讓協議，據此，本集團同意將其跑車分銷權出售及轉讓予一名買方，代價約為5,500,000港元。因此，本集團估計跑車分銷權的可收回金額，即公平值減出售成本，並以轉讓協議所訂明的代價為基礎。此為第2級公平值層級。

- (b) 放債人牌照(「該牌照」)被視為具有無指定期限之使用年期，因為本公司董事認為，本集團預期在收購該牌照後，放債業務可以無指定期限為本集團帶來淨現金流入。因此，該牌照將不會攤銷，但會每年及每當有跡象顯示其可能減值時進行減值測試。

就減值測試而言，該牌照已分配至本公司一家附屬公司所經營的放債業務之現金產生單位(「現金產生單位」)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

22. INTANGIBLE ASSETS (Continued)

Note: (Continued)

(b) (Continued)

The recoverable amount of the CGU is determined based on a value in use calculation. That calculation uses cash flow projections based on financial budget approved by management covering a 5-year period and a discount rate of 14.00% (2017: 15.00%). Management estimates discount rate by using capital asset pricing model ("CAPM") taking into account risk-free rate and equity risk premium, and adjusted by startup premium and size premium. Cash flows beyond that 5-year period have been extrapolated using a steady 2.00% (2017: 1.65%) per annum growth rate which is/does not exceed the projected long-term average growth rate for the money lending market.

The calculation of value in use is most sensitive to the discount rate. A rise in 1% (2017:5%) of the discount rates would result in impairment of the Licence.

22. 無形資產(續)

附註：(續)

(b) (續)

現金產生單位之可收回金額是根據使用價值計算釐定。該計算使用基於管理層批准之五年期的財務預算以及14.00% (二零一七年：15.00%) 的貼現率進行現金流量預測。管理層使用資本資產定價模型 (「資本資產定價模型」) 估計貼現率，並已考慮無風險利率和股本風險溢價，並且就起始公司溢價及規模溢價作調整。超過五年期的現金流量採用穩定的2.00% (二零一七年：1.65%) 年增長率推算，而此並不超過放債市場之預測長期平均增長率。

使用價值計算對貼現率最為敏感。貼現率上升1% (二零一七年：5%) 會導致該牌照出現減值。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

23. LOANS RECEIVABLE

23. 應收貸款

| | Note | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|----------------------------------------------|---------------------|----------------------------------|----------------------------------|
| | 附註 | | |
| Loans receivable from money lending business | 放債業務產生之 應收貸款 (a) | 24,247 | 18,201 |
| Other loan receivable | 其他應收貸款 (b) | 18,759 | 24,413 |
| Less: allowance for impairment | 減：減值撥備 (a) | (9,000) | - |
| | | 34,006 | 42,614 |
| Less: amounts classified as current assets | 減：分類為流動 資產之金額 | (15,247) | (18,201) |
| Amounts classified as non-current assets | 分類為非流動 資產之金額 | 18,759 | 24,413 |

Note:

- (a) The loans receivable arising from money lending business of the Group carry fixed contractual interest rates ranging from 15 to 20% (2017: 15 to 24%) per annum. Effective interest rates of these loans receivable ranged from 16 to 26% (2017: 22 to 34%) per annum. The granting of these loans has been approved and monitored by the Company's executive directors in charge of the Group's money lending business. Overdue balances are reviewed regularly by senior management. As at 30 June 2018 and 2017, the Group does not hold any collateral or any credit enhancements over these balances.

As at 30 June 2018, loans receivable arising from money lending business of the Group amounted to approximately HK\$15,125,000 (2017: HK\$18,201,000) are neither past due nor impaired and related a number of borrowers for whom there was no recent history of default, or the default has been rectified during the year. Based on past experience, the executive directors of the Company were of the opinions that no allowance for impairment loss was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully recoverable.

附註：

- (a) 本集團放債業務產生之應收貸款按每年介乎15厘至20厘（二零一七年：15厘至24厘）之合約利率計算固定利息。應收貸款之實際利息每年介乎16厘至26厘（二零一七年：22厘至34厘）。此等貸款之授出已獲負責本集團放債業務之本公司執行董事批准並且受到彼等之監察。高級管理層定期審視逾期結餘。於二零一八年及二零一七年六月三十日，本集團並無就此等結餘持有任何抵押品或任何信貸提升項目。

於二零一八年六月三十日，本集團放債業務產生之應收貸款約15,125,000港元（二零一七年：18,201,000港元）為未逾期亦無減值並涉及多名近期並無拖欠記錄之借款人或拖欠情況已於年內糾正。根據經驗，本公司執行董事認為，由於該等款項之信貸質素並未出現重大變動，且仍視為可悉數收回，故毋須作出任何減值虧損撥備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

23. LOANS RECEIVABLE (Continued)

Note: (Continued)

(a) (Continued)

Movement in the allowance for impairment loss

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|--------------------------------------------|-----------|----------------------------------|----------------------------------|
| Balance at beginning of the year | 年初結餘 | - | - |
| Impairment loss recognised during the year | 年內已確認減值虧損 | 9,000 | - |
| Balance at end of the year | 年末結餘 | 9,000 | - |

Included in the allowance for doubtful debts are individually impaired loan receivable with a balance of HK\$9,122,000 (2017: HK\$ nil) which related to a borrower that has breached the loan agreement and the recoverability of such loan principal is in doubt. An allowance for impairment loss of HK\$9,000,000 (2017: HK\$ nil) is made. No impairment is made for the remaining balance of HK\$122,000 as the amount has been settled subsequently. The Group does not hold any collateral over the balance.

23. 應收貸款(續)

附註：(續)

(a) (續)

減值虧損撥備之變動

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|--------------------------------------------|-----------|----------------------------------|----------------------------------|
| Balance at beginning of the year | 年初結餘 | - | - |
| Impairment loss recognised during the year | 年內已確認減值虧損 | 9,000 | - |
| Balance at end of the year | 年末結餘 | 9,000 | - |

呆賬撥備包括結餘為9,122,000港元(二零一七年：零港元)之個別減值應收貸款，此與一名違反貸款協議之借款人有關而該貸款本金的可收回成數存疑。已作出9,000,000港元(二零一七年：零港元)之減值虧損撥備。並無就其餘結餘122,000港元作出減值，因為有關款項已於其後結清。本集團並無就該結餘持有任何抵押品。

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

23. LOANS RECEIVABLE (Continued)

Note: (Continued)

(b) Pursuant to a loan agreement entered between the Company and 廣州市水立方公共浴室有限公司 ("ShuiLiFang") on 26 September 2014, the Company agreed to grant a loan in the principal amount of RMB21,000,000 ("ShuiLiFang Loan"). During the year ended 30 June 2018, ShuiLiFang has early repaid a portion of the principal amount of RMB5,339,000 (or equivalent to approximately HK\$5,654,000) and therefore, the outstanding balance of ShuiLiFang Loan reduces to RMB15,661,000 (or equivalent to approximately HK\$18,759,000) as at 30 June 2018. ShuiLiFang loan carries fixed interest rate of 25% per annum with original tenure of 5 years to 25 September 2019. Interest on the outstanding principal is payable half yearly. ShuiLiFang Loan is secured by a corporate guarantee executed by an independent third party and personal guarantees executed by individual shareholders of ShuiLiFang. There is no collateral or other credit enhancement over the balance.

The aggregate outstanding balance of ShuiLiFang Loan and its interest receivable at 30 June 2018 and 2017 is as follows:

| | | | | |
|----------------------------------------|-------------|--|--|--|
| Outstanding balance of ShuiLiFang Loan | 水立方貸款之未償還結餘 | | | |
| Interest receivable (note 24) | 應收利息(附註24) | | | |

As at 30 June 2018 and 2017, ShuiLiFang Loan was neither past due nor impaired.

As ShuiLiFang has no significant assets, the Group assessed the financial capability of a guarantor by estimating the recoverable amount of a property (the "Property") owned by the guarantor with reference to the valuation report performed by the professional valuers and taking into account the pledged value of the Property, if any. Subsequently, ShuiLiFang has settled interest installment in accordance with the loan agreement. Based on the assessment, no impairment should be made as at 30 June 2018.

23. 應收貸款(續)

附註：(續)

(b) 根據本公司與廣州市水立方公共浴室有限公司(「水立方」)於二零一四年九月二十六日訂立之貸款協議，本公司同意授出本金額為人民幣21,000,000元之貸款(「水立方貸款」)。截至二零一八年六月三十日止年度，水立方已提前償還部份本金額人民幣5,339,000元(或相當於約5,654,000港元)，因此二零一八年六月三十日之水立方貸款未償還結餘減至人民幣15,661,000元(或相當於約18,759,000港元)。水立方貸款按年利率25厘計算固定利息，原訂年期為五年並將於二零一九年九月二十五日到期。未償還本金額之利息須每半年支付。水立方貸款由一名獨立第三方簽立之企業擔保及水立方各個人股東授出之個人擔保作抵押。並無就此結餘持有抵押品或其他信貸提升項目。

於二零一八年及二零一七年六月三十日與水立方之總未償還結餘及其應收利息如下：

| | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|----------------------------------------|----------------------------------|----------------------------------|
| Outstanding balance of ShuiLiFang Loan | 18,759 | 24,413 |
| Interest receivable (note 24) | 1,246 | 1,622 |
| | 20,005 | 26,035 |

於二零一八年及二零一七年六月三十日，水立方貸款為未逾期亦無減值。

由於水立方並無重大資產，本集團已通過估計擔保人擁有的一項物業(「該物業」)的可收回金額而評估擔保人的財政能力，當中已參考專業估值師出具的估值報告並已考慮該物業的抵押價值(如有)。其後，水立方已按照貸款協議結清利息分期款項。根據此評估，於二零一八年六月三十日毋須作出減值。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

24. PREPAYMENTS, DEPOSITS, INTEREST AND OTHER RECEIVABLES 24. 預付款項、按金、利息及其他應收款項

| | Note | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-------------------------------------------------------------|--------|----------------------------------|----------------------------------|
| | 附註 | | |
| Rental deposits | | 2,475 | 2,289 |
| Deposit paid to secure an agency agreement | | | |
| | (a) | 20,000 | 20,000 |
| Purchase deposits | | 5,583 | 4,000 |
| Refundable deposit previously paid for proposed acquisition | | | |
| | (b) | 5,000 | - |
| Other loan interest receivable (note 23(b)) | | 1,246 | 1,622 |
| Expenses recoverable | (c) | 4,635 | - |
| Proceeds receivable from disposal of trading securities | | 5,161 | - |
| Others | | 1,528 | 1,566 |
| | | 45,628 | 29,477 |
| Less: allowance for impairment loss | (b)(c) | (9,635) | - |
| | | 35,993 | 29,477 |
| Less: amounts classified as current assets | | (15,993) | (9,477) |
| Amounts classified as non-current assets | | 20,000 | 20,000 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

24. PREPAYMENTS, DEPOSITS, INTEREST AND OTHER RECEIVABLES (Continued)

Movement in the allowance for impairment loss

| Balance at beginning of the year | 年初結餘 | - |
|--------------------------------------------|-----------|-------|
| Impairment loss recognised during the year | 年內已確認減值虧損 | 9,635 |
| Balance at end of the year | 年末結餘 | 9,635 |

Note:

- (a) As at 30 June 2018, the amount represents a deposit of HK\$20,000,000 (2017: HK\$20,000,000) placed by the Company to secure an agency agreement entered into between the Company and a supplier on 18 November 2013 for an initial term of 3 years commencing from the date of signing of the agency agreement, which was extended for another 3 years by the first supplemental agreement dated 16 November 2016 with other terms unchanged. Pursuant to the agency agreement and the second supplemental agreement, the Company or its subsidiaries were allowed by a supplier to distribute the supplier's rice cookers and household electrical appliances in the regions including the PRC, Southeast Asia, the Middle East, Africa and South America. The security deposit could be refunded in full without interest to the Company after the termination of the agency agreement.

24. 預付款項、按金、利息及其他應收款項(續)

減值虧損撥備變動

| | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|--------------------------------------------|----------------------------------|----------------------------------|
| Balance at beginning of the year | - | - |
| Impairment loss recognised during the year | 9,635 | - |
| Balance at end of the year | 9,635 | - |

附註：

- (a) 於二零一八年六月三十日，該金額代表本公司已存入之按金20,000,000港元(二零一七年：20,000,000港元)以作為本公司與一名供應商於二零一三年十一月十八日訂立之代理協議的抵押。該代理協議由簽訂日期起計初步為期三年，並根據日期為二零一六年十一月十六日之首份補充協議而延展多三年而其他條款維持不變。根據代理協議及第二份補充協議，本公司或其附屬公司獲供應商批准於多個地區(包括中國、東南亞、中東、非洲及南美洲)分銷該供應商之電飯煲及家庭電器。保證金可於代理協議終止後悉數退還(不計利息)予本公司。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

24. PREPAYMENTS, DEPOSITS, INTEREST AND OTHER RECEIVABLES (Continued)

Note: (Continued)

- (b) On 20 November 2017, the Company and a vendor entered into a memorandum of understanding ("MOU"), which has been supplemented by several supplemental MOUs, pursuant to which the Company intended to acquire the entire share capital of a target company which is involved in hotel operation in the PRC, for the consideration of RMB100,000,000 and the Company agreed to pay the vendor an initial refundable deposit of HK\$5,000,000 within five business days from the date of MOU. On 31 May 2018, the Company and the vendor entered into a termination agreement to terminate the MOU and its supplemental MOUs and the initial refundable deposit of HK\$5,000,000 was agreed to refund to the Company 60 days after the date of termination agreement without interest. Impairment loss has been made in full in respect of such amount as the directors consider the recoverability of the amount is in doubt. The Group does not hold any collateral over the balance.
- (c) Pursuant to an agreement for concert performance entered between the Group and an agent (the "Agent"), the Group is entitled to receive a portion of production costs from the Agent. Impairment loss has been made in full in respect of such amount as the directors consider the recoverability of the amount is in doubt. The Group does not hold any collateral over the balance.

24. 預付款項、按金、利息及其他應收款項(續)

附註：(續)

- (b) 於二零一七年十一月二十日，本公司與賣方訂立諒解備忘錄（「諒解備忘錄」），並由若干補充諒解備忘錄作補充，據此，本公司擬收購於中國從事酒店營運之目標公司的全部股本，代價為人民幣100,000,000元，而本公司同意於諒解備忘錄日期起計五個營業日內向賣方支付初步可退還按金5,000,000港元。於二零一八年五月三十一日，本公司與賣方訂立終止協議以終止諒解備忘錄及其補充諒解備忘錄，而初步可退還按金5,000,000港元已協定於終止協議日期後60天不計利息退回本公司。由於董事認為該金額的可收回成數存疑，因此已就該金額悉數作出減值虧損。本集團並無就該結餘持有任何抵押品。
- (c) 根據本集團與代理人（「代理人」）訂立的演唱會表演協議，本集團有權向代理人收取部分製作成本。由於董事認為該金額的可收回成數存疑，因此已就該金額悉數作出減值虧損。本集團並無就該結餘持有任何抵押品。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

25. INVENTORIES

25. 存貨

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|---------------------|------|----------------------------------|----------------------------------|
| Trading inventories | 貿易存貨 | 59 | 8,126 |

26. TRADE RECEIVABLES

26. 應收貿易賬款

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-------------------|--------|----------------------------------|----------------------------------|
| Trade receivables | 應收貿易賬款 | 9,597 | 14,932 |

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The Group's trading terms with its customers are mainly on open account terms, except for new customers, where payment in advance is normally required. Certain trade receivables were transferred to a financial institution under a non-recourse factoring agreement. The credit period is generally for a period of up to 105 days (2017: 105 days). The Group seeks to maintain strict control over its outstanding receivables to minimise its credit risk. Overdue balances are regularly reviewed by senior management. Trade receivables are non-interest bearing and their carrying amounts approximate to their fair values.

本集團與其客戶的貿易條款主要以掛賬形式進行，惟新客戶一般須預付款項。若干應收貿易賬款乃根據一項無追索權讓售協議轉讓予一間金融機構。信貸期一般最多為105日(二零一七年：105日)。本集團對其未收回應收款項維持嚴謹監控，藉以減低信貸風險。高級管理層會定期審視逾期結餘。應收貿易賬款為免息，且其賬面值與其公平值相若。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

26. TRADE RECEIVABLES (Continued)

The following is an ageing analysis of trade receivables, based on invoice date, at the end of the reporting period:

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|--------------|--------|----------------------------------|----------------------------------|
| 0 – 30 days | 0至30天 | 7,848 | 8,541 |
| 31 – 60 days | 31至60天 | 1,723 | 1,333 |
| Over 60 days | 60天以上 | 26 | 5,058 |
| | | 9,597 | 14,932 |

Most of the trade receivables are neither past due nor impaired and have good repayment history in prior years. Included in the Group's trade receivables are debtors with aggregate carrying amount of HK\$38,000 (2017: HK\$4,865,000), which are past due at the end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

An ageing analysis of trade receivables which are past due but not impaired, based on past due date, is as follows:

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|----------------------------|---------|----------------------------------|----------------------------------|
| Less than 1 month past due | 逾期不足1個月 | 38 | 1,605 |
| 1 to 3 months past due | 逾期1至3個月 | - | 3,260 |
| | | 38 | 4,865 |

26. 應收貿易賬款(續)

根據發票日期，應收貿易賬款於報告期末之賬齡分析如下：

大部分應收貿易賬款為並無逾期及亦無減值而於以往年度之還款記錄良好。本集團之應收貿易賬款已計入總賬面值為38,000港元(二零一七年：4,865,000港元)之應收貿易款項是於報告期末已逾期而本集團並無為此計提減值虧損。本集團並無就該等結餘持有任何抵押品。

已逾期但並無減值之應收貿易賬款根據逾期日之賬齡分析如下：

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

26. TRADE RECEIVABLES (Continued)

Trade receivables that were past due but not impaired related to customers that have good track records with the Group. Management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. A substantial amount of which has been received after the end of the reporting period.

As at 30 June 2018, trade receivables with an aggregate carrying amount of HK\$2,784,000 (2017: HK\$7,497,000) have been charged to secure general banking facilities of the Company (note 37).

26. 應收貿易賬款(續)

已逾期但並無減值之應收貿易賬款的有關客戶與本集團之往績記錄良好。管理層相信，由於信貸質素並無重大變動而目前仍認為可以悉數收回該等結餘，因此毋須就該等結餘計提減值撥備。於報告期間結束後已收到該等結餘的大部分。

於二零一八年六月三十日，總賬面值為2,784,000港元(二零一七年：7,497,000港元)之應收貿易賬款已用作本集團一般銀行融資的抵押品(附註37)。

27. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

27. 按公平值計入損益之投資

| | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|--------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|
| Held-for-trading equity investments at fair value, listed in Hong Kong 於香港上市之持作買賣股本投資，按公平值 | 65,967 | 59,277 |

As at 30 June 2018 and 2017, the listed equity investments are held for trading and are classified as financial assets at fair value through profit or loss. The fair values of the listed equity investments listed in Hong Kong were determined by quoted bid prices in an active market. Details are set out in note 8. The financial performance of investments at fair value through profit or loss are set out in note 16 above.

於二零一八年及二零一七年六月三十日，上市股本投資乃持作買賣並分類為按公平值計入損益之金融資產。於香港上市之上市股本投資之公平值乃按活躍市場所報之買盤價而釐定。詳情載於附註8。按公平值計入損益之投資之財務表現載於上文附註16。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

27. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued) 27. 按公平值計入損益之投資(續)

The particulars of the Group's major listed equity investments are as follows:

本集團之主要上市股本投資之詳情如下：

| | Number of shares held as at | | Percentage of shareholding as at | | Fair value as at | | Percentage to the Group's total assets as at | |
|--------------------------------------------------------------|-----------------------------|--------------|----------------------------------|--------------|------------------|--------------|----------------------------------------------|--------------|
| | 30 June 2018 | 30 June 2017 | 30 June 2018 | 30 June 2017 | 30 June 2018 | 30 June 2017 | 30 June 2018 | 30 June 2017 |
| | 於二零一八年六月三十日 | 於二零一七年六月三十日 | 於二零一八年六月三十日 | 於二零一七年六月三十日 | 於二零一八年六月三十日 | 於二零一七年六月三十日 | 於二零一八年六月三十日 | 於二零一七年六月三十日 |
| | | | % | % | HK\$'000 | HK\$'000 | % | % |
| | | | | | 千港元 | 千港元 | | |
| Sparkle Roll Group Limited (stock code: 970) | 109,900,000 | - | 2.224 | - | 42,312 | - | 24.3 | - |
| LT Commercial Real Estate Limited (stock code: 112) | 2,056,000 | - | 0.607 | - | 9,108 | - | 5.2 | - |
| Yi Hua Holdings Limited (stock code: 2213) | 157,000 | 24,082,000 | 0.016 | 2.418 | 154 | 37,809 | 0.1 | 17.1 |
| Hong Wei (Asia) Holdings Company Limited (stock code: 8191) | 14,128,000 | 20,568,000 | 1.697 | 2.470 | 4,309 | 7,404 | 2.5 | 3.4 |
| China Polymetallic Mining Limited (stock code: 2133) | 4,827,000 | 13,535,000 | 0.135 | 0.567 | 463 | 3,654 | 0.3 | 1.7 |
| China Gas Holdings Limited (stock code: 384) | 108,000 | 218,000 | 0.002 | 0.004 | 3,407 | 3,436 | 2.0 | 1.6 |
| CCT Land Holdings Limited (stock code: 261) | 601,360,000 | 351,360,000 | 0.448 | 0.262 | 6,014 | 3,514 | 3.5 | 1.6 |
| Chong Sing Holdings FinTech Group Limited (stock code: 8207) | - | 1,948,000 | - | 0.009 | - | 2,104 | - | 1.0 |
| China U-Ton Holdings Limited (stock code: 6168) | - | 1,230,000 | - | 0.065 | - | 1,107 | - | 0.5 |
| Others | | | | | 200 | 249 | | |
| | | | | | 65,967 | 59,277 | | |

At 30 June 2018, the Group's listed equity investments with aggregate carrying amount of HK\$56,859,000 (2017: HK\$59,277,000) are pledged to securities brokerage firms to secure the margin financing facilities granted to the Group. Details are set out in note 37 to the consolidated financial statements.

於二零一八年六月三十日，本集團總賬面值56,859,000港元(二零一七年：59,277,000港元)之上市股本投資已抵押予證券經紀行作為授予本集團之保證金融資信貸的抵押。詳情載於綜合財務報表附註37。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

28. PLEDGED FIXED DEPOSIT

28. 已抵押定期存款

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-----------------------|---------|----------------------------------|----------------------------------|
| Pledged fixed deposit | 已抵押定期存款 | 900 | 20,000 |

As at 30 June 2018 and 2017, the pledged fixed deposit is placed with a bank to secure general banking facilities of the Group and is denominated in HKD.

於二零一八年及二零一七年六月三十日，已抵押之定期存款存於銀行，作為本集團一般銀行融資的抵押品，以港元為單位。

The fixed deposits earned interest at floating rate based on time deposit rate of 0.0001% per annum (2017: 0.62% per annum) and had maturity of 5 days (2017: 3 months).

定期存款按根據定期存款利率年息0.0001厘(二零一七年：年息0.62厘)之浮動利率計息，存款到期日為五日(二零一七年：三個月)。

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29. BANK BALANCES AND CASH

29. 銀行結存及現金

As at 30 June 2018, the Group places approximately HK\$1,914,000 (2017: HK\$1,057,000) in banks in the PRC, the remittance of which is subject to relevant rules and regulations of foreign exchange control promulgated by the PRC government.

於二零一八年六月三十日，本集團於中國的銀行存款約1,914,000港元(二零一七年：1,057,000港元)，其匯款受中國政府頒佈的外匯相關規則及規例限制。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

30. TRADE PAYABLES

All of the trade payables are expected to be settled within one year. An ageing analysis, based on invoice date, is as follows:

30. 應付貿易賬款

所有應付貿易賬款預期於一年內償還。其根據發票日期之賬齡分析如下：

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|--------------|--------|----------------------------------|----------------------------------|
| 0 – 30 days | 0至30天 | 8,429 | 11,613 |
| 31 – 60 days | 31至60天 | - | 4,535 |
| Over 60 days | 60天以上 | 28 | 28 |
| | | 8,457 | 16,176 |

31. ACCRUALS, DEPOSITS RECEIVED AND OTHER PAYABLES

31. 應計費用、已收按金及其他應付款項

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| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-------------------------------------------------|----------------|----------------------------------|----------------------------------|
| Staff costs payable | 應付員工成本 | 2,102 | 1,235 |
| Due to a director (note 39) | 應付一名董事款項(附註39) | - | 1,295 |
| Payables for the purchase of trading securities | 購買交易證券之應付款項 | 6,707 | - |
| Deferred revenue | 遞延收益 | 1,436 | - |
| Others | 其他 | 2,323 | 1,519 |
| | | 12,568 | 4,049 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

32. BORROWINGS

32. 借貸

| | | Note | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|----------------------------------------------------|------------------|------|----------------------------------|----------------------------------|
| | | 附註 | | |
| Bank overdraft, secured | 銀行透支，有抵押 | (a) | - | 983 |
| Bank borrowings, secured: | 銀行借貸，有抵押： | | | |
| Factoring loans | 讓售貸款 | (a) | 2,511 | 6,766 |
| Other bank borrowings | 其他銀行借貸 | (a) | - | 3,825 |
| Margin loans, secured | 保證金貸款，有抵押 | (b) | 20,251 | 13,679 |
| Other loans | 其他貸款 | (c) | 52,902 | 39,582 |
| Bonds, unsecured | 債券，無抵押 | (d) | 20,868 | 20,849 |
| | | | 96,532 | 85,684 |
| Less: amounts classified as current liabilities | 減：分類為流動負債之 金額 | | (75,664) | (64,835) |
| Amounts classified as non-current liabilities | 分類為非流動負債之 金額 | | 20,868 | 20,849 |
| Analysed as: | 分析如下： | | | |
| Secured and guaranteed | 有抵押及有擔保 | | 6,946 | 11,574 |
| Secured but unguaranteed | 有抵押但無擔保 | | 39,351 | 33,669 |
| Unsecured but guaranteed | 無抵押但有擔保 | | 29,367 | 19,592 |
| Unsecured and unguaranteed | 無抵押及無擔保 | | 20,868 | 20,849 |
| | | | 96,532 | 85,684 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

32. BORROWINGS (Continued)

Bank overdraft, bank borrowings, margin loans and other loans are repayable either on demand or within a period of not exceeding one year. Bonds, based on the maturity terms, are repayable:

32. 借貸(續)

銀行透支、銀行借貸、保證金貸款及其他貸款須應要求償還或於一年內償還。根據到期條款，債券須於以下時間償還：

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-------------------------------------------------|-----------|----------------------------------|----------------------------------|
| More than one year but not exceeding five years | 一年後但不超過五年 | 20,868 | 10,539 |
| Over five years | 五年後 | - | 10,310 |
| | | 20,868 | 20,849 |

Borrowings are denominated in the following currencies:

借貸以下列貨幣計值：

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-----|----|----------------------------------|----------------------------------|
| HKD | 港元 | 92,586 | 75,093 |
| USD | 美元 | 3,946 | 10,591 |
| | | 96,532 | 85,684 |

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

32. BORROWINGS (Continued)

Note:

(a) Bank borrowings and bank overdraft, secured

Factoring loans are variable-rate borrowings which carry interest at 1% below standard bill rates quoted by bank. As at 30 June 2018, the factoring loans carry effective interest rate of 4.8% (2017: 3.9%) per annum, and are secured by trade receivables amounting to approximately HK\$2,784,000 (2017: HK\$7,497,000) (note 26). As at 30 June 2018, there is no other bank borrowings. As at 30 June 2017, other bank borrowings represent trust receipt loans which were variable-rate borrowings and their effective interest rate were 4.0%. As at 30 June 2018 and 2017, all bank borrowings and bank overdraft are secured by a fixed deposit placed by the Company (note 28) and corporate guarantee executed by the Company.

(b) Margin loans, secured

Margin loans are variable-rate borrowings with effective interest rates ranging from 7.3% to 8.3% (2017: 7.3% to 15%) and are secured by the Group's listed equity investments with aggregate carrying amounts of approximately HK\$56,859,000 (2017: HK\$59,277,000).

(c) Other loans

As at 30 June 2018, other loans of approximately HK\$19,100,000 (2017: HK\$19,990,000) are fixed-rate borrowings with effective interest rates of 20% (2017: 20.2%) per annum and have original terms of 6 months (2017: 6.5 months). They are secured by 417,800,000 shares of the Company, of which 324,800,000 shares are held by Mr. Ke Jun Xiang, the Chairman and executive director of the Company, and 93,000,000 shares are held by Mr. Wilson Wong, the Deputy Chairman and executive director of the Company.

As at 30 June 2018, other loans of approximately HK\$29,367,000 (2017: HK\$19,592,000) are fixed-rate borrowings with effective interest rates ranging from 15.4% to 21.5% (2017: 15.8%) per annum and have original terms of 12 months (2017: 12 months). They are secured by personal guarantees executed by Mr. Ke Jun Xiang.

32. 借貸(續)

附註：

(a) 銀行借貸及銀行透支，有抵押

讓售貸款屬浮息借貸，按銀行所報之標準票據利率減1厘之利率計息。於二零一八年六月三十日，讓售貸款按實際年利率4.8厘(二零一七年：3.9厘)計息，並以為數約2,784,000港元(二零一七年：7,497,000港元)之應收貿易賬款作抵押(附註26)。於二零一八年六月三十日，並無其他銀行借貸。於二零一七年六月三十日，其他銀行借貸代表信託收據貸款，屬浮息借貸，實際年利率為4.0厘。於二零一八年及二零一七年六月三十日，所有銀行借貸及銀行透支以本公司存放之一筆定期存款(附註28)及本公司簽立之一份公司擔保作抵押。

(b) 保證金貸款，有抵押

保證金貸款屬浮息借貸，實際利率介乎7.3厘至8.3厘(二零一七年：7.3厘至15厘)，以本集團總賬面值約56,859,000港元(二零一七年：59,277,000港元)之上市股本投資作抵押。

(c) 其他貸款

於二零一八年六月三十日，其他貸款約19,100,000港元(二零一七年：19,990,000港元)為固定利率借貸，實際年利率為20厘(二零一七年：20.2厘)及原訂年期為6個月(二零一七年：6.5個月)，乃以417,800,000股本公司股份作抵押，當中324,800,000股股份由本公司主席兼執行董事柯俊翔先生持有，而93,000,000股股份由本公司副主席兼執行董事Wilson Wong先生持有。

於二零一八年六月三十日，其他貸款約29,367,000港元(二零一七年：19,592,000港元)為固定利率借貸，實際年利率介乎15.4厘至21.5厘(二零一七年：15.8厘)及原訂年期為12個月(二零一七年：12個月)，乃由柯俊翔先生簽立之個人擔保作抵押。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

32. BORROWINGS (Continued)

Note: (Continued)

(c) Other loans (Continued)

As at 30 June 2018, other loans of approximately HK\$4,435,000 (2017: HK\$ nil) are fixed-rate borrowings with effective interest rates of 12% (2017: nil) per annum and have no fixed date of repayment. They are secured by the Group's yacht (note 21) and corporate guarantee executed by a subsidiary of the Company.

(d) Details of bonds are as follows:

32. 借貸(續)

附註：(續)

(c) 其他貸款(續)

於二零一八年六月三十日，其他貸款約4,435,000港元(二零一七年：零港元)為固定利率借貸，實際年利率為12厘(二零一七年：無)及無固定還款期，乃以本集團之一艘遊艇(附註21)及本公司一間附屬公司簽立之公司擔保作抵押。

(d) 債券之詳情如下：

| | | Maturity year 到期年度 | Principal 本金 HK\$'000 千港元 | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|------------------------------------|-----------------|--------------------------|------------------------------------|----------------------------------|----------------------------------|
| 7-year 7% coupon straight bonds | 七年期7厘票息 普通債券 | 2021 二零二一年 | 10,000 | 10,546 | 10,539 |
| 8-year 6% coupon straight bonds | 八年期6厘票息 普通債券 | 2022 二零二二年 | 10,000 | 10,322 | 10,310 |
| | | | 20,000 | 20,868 | 20,849 |

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

33. SHARE CAPITAL

33. 股本

AUTHORISED AND ISSUED SHARES

法定及已發行股份

| | | Number of ordinary shares of HK\$0.01 each 每股面值 0.01 港元之 普通股數目 | | Nominal value 面值 | |
|----------------------------------------|--------------------|-------------------------------------------------------------------------|-----------------------------|----------------------------------|----------------------------------|
| | | 2018 二零一八年 '000 千股 | 2017 二零一七年 '000 千股 | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
| Authorised | 法定 | 60,000,000 | 60,000,000 | 600,000 | 600,000 |
| Issued and fully paid: | 已發行及繳足： | | | | |
| At beginning of year | 於年初 | 3,615,146 | 3,615,146 | 36,151 | 36,151 |
| Issue of new shares for cash (note) | 發行新股份以 換取現金(附註) | 720,000 | - | 7,200 | - |
| At end of year | 於年結 | 4,335,146 | 3,615,146 | 43,351 | 36,151 |

Note:

On 22 December 2017 (after trading hours), the Company and a placing agent entered into a placing agreement to place, on a best effort basis, up to 720,000,000 placing shares of HK\$0.10 per placing share. On 12 January 2018, a total of 720,000,000 placing shares was successfully placed and completed. Share issued expenses amounting to approximately HK\$2,880,000 have been credited against share premium account. The new shares rank pari passu with the existing shares in all respect.

During the year ended 30 June 2017, the Company had not issued any shares.

附註：

於二零一七年十二月二十二日(交易時間後)，本公司與一名配售代理訂立配售協議，以盡力基準按每股配售股份0.10港元之價格配售最多720,000,000股配售股份。於二零一八年一月十二日，合共720,000,000股配售股份已成功配售而該項配售已告完成。股份發行開支約2,880,000港元已於股份溢價賬中扣除。新股份在各方面與現有股份享有同等地位。

截至二零一七年六月三十日止年度，本公司並無發行任何股份。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

33. SHARE CAPITAL (Continued)

CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debts (which include borrowings disclosed in note 32 to the consolidated financial statements), net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves (including non-controlling interests).

The directors of the Company review the capital structure periodically. As part of this review, the directors of the Company review annual budgets taking into account of the provision of funding. Based on the operating budgets, the directors consider the cost of capital and the risks associated with each class of capital and balance its overall capital structure through new share issues as well as the issue of new debt or the redemption of existing debt.

33. 股本(續)

資本風險管理

本集團管理其資本以確保本集團旗下實體能夠以持續經營方式經營，並同時透過達致債務與股本之間最佳的平衡為利益相關者爭取最高回報。本集團的整體策略跟上年度保持不變。

本集團之資本架構由債務(包括綜合財務報表附註32所披露之借貸)，扣除現金及現金等值項目及本公司擁有人應佔權益(包括已發行股本及儲備)(包括非控股權益)組成。

本公司董事定期檢討資本架構。作為此檢討工作之一部分，本公司董事審閱年度預算，並考慮資金的準備。根據經營預算，董事考慮資本成本及各資本類別之相關風險，並透過發行新股份、發行新債務或贖回現有債務，以平衡其整體資本架構。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

34. OPERATING LEASE COMMITMENTS

Minimum lease payments paid under operating leases in respect of land and buildings excluding a director's quarter during the year amounting to approximately HK\$4,982,000 (2017: HK\$4,830,000).

At the end of the reporting period, the Group had commitments for future minimum lease under non-cancellable operating leases in respect of land and buildings including a directors' quarter which fall due as follows:

34. 經營租約承擔

年內根據土地及樓宇(不包括董事宿舍)之經營租約而已付之最低租賃付款款為4,982,000港元(二零一七年:4,830,000港元)。

於報告期末,本集團根據土地及樓宇(包括董事宿舍)之不可撤銷經營租約應付之未來最低租約承擔如下:

| | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-------------------------------------------------------------------|----------------------------------|----------------------------------|
| Not later than one year 不超過一年 | 4,080 | 5,595 |
| Later than one year but not later than five years 一年後但不超過五年 | 720 | 2,340 |
| | 4,800 | 7,935 |

Operating lease payment represents rentals payable by the Group for certain of its office premises and a director's quarter with remaining lease terms between 3 to 24 months (2017: 5 to 25 months) and rentals are fixed throughout the lease periods. The Group does not have an option to purchase the leased assets at the expiry of the lease periods.

經營租約付款代表本集團就若干辦公室物業及董事宿舍應付之租金,有關物業餘下租期介乎3至24個月(二零一七年:5至25個月),租金於租期內為固定。本集團並無於租期屆滿時購入租用資產之選擇權。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

35. RECONCILIATION OF LIABILITIES
ARISING FROM FINANCING ACTIVITIES

35. 與融資活動產生的負債的對賬

| | | Bank borrowings | Margin loans | Other loans | Bonds | Bank overdraft | Due to a director 應付一名 董事之款項 | Total |
|----------------------------------------------------------|-----------------|-------------------------|--------------------------|-------------------------|-----------------------|-------------------------|---------------------------------------|-----------------------|
| | | 銀行借貸 HK\$'000 千港元 | 保證金貸款 HK\$'000 千港元 | 其他貸款 HK\$'000 千港元 | 債券 HK\$'000 千港元 | 銀行透支 HK\$'000 千港元 | 董事之款項 HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| At 1 July 2017 | 於二零一七年七月一日 | 10,591 | 13,679 | 39,582 | 20,849 | 983 | 1,295 | 86,979 |
| Changes from financing activities: | 來自融資活動的變動： | | | | | | | |
| Net decrease in factoring loan and other bank borrowings | 讓售貸款及其他銀行借貸減少淨額 | (8,080) | - | - | - | - | - | (8,080) |
| Net increase in margin loans | 保證金貸款增加淨額 | - | 6,572 | - | - | - | - | 6,572 |
| Amounts advanced from a director | 一名董事墊支之款項 | - | - | - | - | - | 750 | 750 |
| Amounts repaid to a director | 向一名董事還款 | - | - | - | - | - | (2,045) | (2,045) |
| Other loans raised | 籌得之其他貸款 | - | - | 14,084 | - | - | - | 14,084 |
| Repayment of other loans | 償還其他貸款 | - | - | (6,624) | - | - | - | (6,624) |
| Repayment of bonds | 償還債券 | - | - | - | (1,300) | - | - | (1,300) |
| Changes in financing activities for liabilities | 就負債而言來自融資活動的變動 | (8,080) | 6,572 | 7,460 | (1,300) | - | (1,295) | 3,357 |
| Other changes: | 其他變動： | | | | | | | |
| Finance costs | 融資成本 | 402 | 1,948 | 6,160 | 1,319 | 35 | - | 9,864 |
| Interest paid under operating activities | 根據經營活動支付的利息 | (402) | (1,948) | (300) | - | (35) | - | (2,685) |
| Changes in cash and cash equivalents | 現金及現金等值項目的變動 | - | - | - | - | (983) | - | (983) |
| Total other changes | 其他變動總額 | - | - | 5,860 | 1,319 | (983) | - | 6,196 |
| Balance at 30 June 2018 | 於二零一八年六月三十日之結餘 | 2,511 | 20,251 | 52,902 | 20,868 | - | - | 96,532 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

36. TRANSFER OF FINANCIAL ASSETS

As part of the Group's normal business, the Group entered into a trade receivable factoring arrangement (the "Arrangement") and transferred certain trade receivables to a bank. Under the Arrangement, credit risk cover may be taken out by the bank with a correspondent factor or a credit insurer in the bank's name subject to the terms of credit risk cover stipulated by the correspondent factor or the credit insurer to reimburse the bank for loss of interest if any trade debtors have late payment. The Group is not exposed to default risks of the trade debtors after the transfer. Subsequent to the transfer, the Group did not retain any rights on the use of the trade receivables, including the sale, transfer or pledge of the trade receivables to any other third parties. However, given that the bank is authorised to realise and sell the Company's pledged fixed deposit in case of default and the Company has issued a corporate guarantee to the bank, in the opinion of the directors of the Company, the Group has not transferred the significant risks and rewards relating to these receivables. The Group continues to recognise the full carrying amount of the transfer receivables and has recognised the cash received on the transfer of trade receivables as secured bank borrowings as set out in note 32 to the consolidated financial statements. These financial assets are carried at amortised cost in the Group's consolidated statement of financial position.

36. 轉讓金融資產

作為本集團正常業務的一部分，本集團訂立應收貿易賬款讓售安排（「該安排」）並將若干應收貿易賬款轉讓予銀行。根據該安排，銀行或信貸保險公司（以銀行名義）可就相應的讓售作出信貸風險覆蓋安排（須符合相應讓售所訂立的信貸風險覆蓋安排之條款）或由信貸保險公司在任何應收貿易賬款逾期付款時向銀行補回損失的利息。本集團於轉讓後並無面對有關應收貿易賬款之違約風險。於轉讓後，本集團對有關應收貿易賬款之使用並無保留任何權利，包括向任何其他第三方出售、轉讓或質押有關應收貿易賬款。然而，鑑於該銀行有權在違約時把本公司的已抵押定期存款套現出售而本公司已向該銀行發出公司擔保，本公司董事認為，本集團並無轉讓有關應收款項之主要風險和回報。本集團繼續確認有關應收貿易賬款的全部賬面值，並將有關應收貿易賬款之轉讓的已收現金確認為綜合財務報表附註32所載之有抵押銀行借貸。此等金融資產在本集團的綜合財務狀況表中按攤銷成本列賬。

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36. TRANSFER OF FINANCIAL ASSETS
(Continued)

At the end of the reporting period, the carrying amount of trade receivables that have been transferred but have not been derecognised and the amount of the associated liabilities are as follows:

36. 轉讓金融資產(續)

於報告期末，已轉讓但未終止確認之應收貿易賬款的賬面值和相關負債的數額如下：

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|----------------------------------------------------------------------------------|-----------------------------|----------------------------------|----------------------------------|
| Trade receivables transferred under a non-recourse factoring agreement (note 26) | 根據無追索權讓售協議轉讓之應收貿易賬款 (附註26) | 2,784 | 7,497 |
| Associated secured bank borrowings (note 32): - factoring loans | 相關有抵押銀行借貸 (附註32): - 讓售貸款 | 2,511 | 6,766 |

37. PLEDGE OF ASSETS

As at 30 June 2018, the Group's banking facilities are secured by the fixed deposit of the Company amounting to approximately HK\$900,000 (2017: HK\$20,000,000), fixed charge over trade receivables of the Group with an aggregate carrying amount of HK\$2,784,000 (2017: HK\$7,497,000) and a corporate guarantee executed by the Company.

As at 30 June 2018, the Group's margin loans are secured by the Group's listed equity investments with aggregate carrying amount of approximately HK\$56,859,000 (2017: HK\$59,277,000).

As at 30 June 2018, the Group's other loans amounting to approximately HK\$4,435,000 (2017: HK\$ nil) are secured by the Group's yacht with carrying amount of approximately HK\$5,445,000 (2017: HK\$ nil) and corporate guarantee executed by a subsidiary of the Company.

37. 資產抵押

於二零一八年六月三十日，本集團之銀行融通額乃以為數約900,000港元(二零一七年：20,000,000港元)之本公司定期存款，以及本集團總賬面值為2,784,000港元(二零一七年：7,497,000港元)之應收貿易賬款之固定押記及本公司簽立之企業擔保作為抵押。

於二零一八年六月三十日，本集團之保證金貸款乃以本集團總賬面值約為56,859,000港元(二零一七年：59,277,000港元)之上市股本投資作為抵押。

於二零一八年六月三十日，本集團之其他貸款約4,435,000港元(二零一七年：零港元)乃以賬面值約5,445,000港元(二零一七年：零港元)之本集團一艘遊艇及本公司一間附屬公司簽立之公司擔保作抵押。

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38. EMPLOYEE BENEFITS

(a) Retirement benefits scheme

The Group participates in the "MPF Scheme" for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of the employees' monthly relevant income capped at HK\$30,000, to the MPF Scheme, which contribution is matched by employees.

The contributions paid/payable to the MPF Scheme by the Group amounted to HK\$287,000 (2017: HK\$314,000), which has been recognised as expenses and included in staff costs as disclosed in note 13 to the consolidated financial statements. At the end of the reporting period, there were no forfeited contributions in respect of employees leaving the retirement benefits scheme before they were fully vested in the contributions and which were available to reduce the contributions payable by the Group in the future years.

(b) Share-based payments

The Company's share option scheme (the "Scheme") was adopted pursuant to a special general meeting of the Company held on 27 June 2011 for the primary purpose of providing incentives to selected participants for their contribution to the Group, and will expire on 26 June 2021. Under the Scheme, the board of directors of the Company (the "Board") may grant options to directors of the Company (including non-executive director and independent nonexecutive directors) and full-time employees of the Group, and any participants from time to time determined by the Board as having contributed or may contribute to the development and growth of the Group to subscribe for shares in the Company.

38. 僱員福利

(a) 退休福利計劃

本集團已為所有合資格之香港僱員設有強積金計劃。強積金計劃之資產存放於信託人控制之基金，與本集團之資產分開持有。本集團按僱員每月相關收入（以30,000港元為限）之5%向強積金計劃作出供款，而僱員亦作出同等金額之供款。

本集團已付／應付之強積金計劃供款為287,000港元（二零一七年：314,000港元），已確認為開支並且計入綜合財務報表附註13所披露之員工成本。於報告期末，並無因僱員悉數取得供款前退出退休福利計劃而可用作本集團在未來年度應繳供款之沒收供款。

(b) 以股份為基礎之付款

根據本公司於二零一一年六月二十七日舉行之股東特別大會，本公司採納購股權計劃（「該計劃」），該計劃之主要目的乃就特定參與者為本集團所作之貢獻向彼等提供獎勵，並將於二零二一年六月二十六日屆滿。根據該計劃，本公司董事會（「董事會」）可向本公司董事（包括非執行董事及獨立非執行董事）及本集團全職僱員，以及董事會不時決定向曾經或可能對本集團之發展及增長作出貢獻之任何參與者授予購股權，以認購本公司股份。

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38. EMPLOYEE BENEFITS (Continued)

(b) Share-based payments (Continued)

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of shares of the Company in issue as at the date of the approval of the Scheme which is 104,916,584 shares, representing 2.4% (2017: 2.9%) of the Company's issued shares at 30 June 2018. The total number of shares which may be issued upon exercise all outstanding options granted and yet to be exercised under the Scheme must not exceed 30% of the shares in issue from time to time. The number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time without prior approval from the Company's shareholders.

Options granted must be taken up within 28 days from the date of grant, upon payment of HK\$1.00 per each grant of option(s). Options may be exercised at any time from the date of grant to the 10th anniversary of the date of grant. In each grant of options, the Board may at its discretion determine the specific exercise period and exercise price. The exercise price shall not be less than the highest of (i) the closing price of shares on the Stock Exchange on the date of the offer of grant; (ii) the average closing price of shares on the Stock Exchange for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares.

38. 僱員福利(續)

(b) 以股份為基礎之付款(續)

根據該計劃授出之購股權可認購之股份總數，不得超逾本公司於該計劃獲得批准當日已發行股份之10%，即104,916,584股股份，相當於本公司於二零一八年六月三十日已發行股份之2.4%（二零一七年：2.9%）。根據該計劃授出而尚未行使之所有購股權獲行使時可發行之股份總數，不得超過不時已發行股份之30%。若未得本公司股東事先批准，於任何12個月期間授予任何個人之購股權可認購之股份數目，不得超逾本公司不時已發行股份之1%。

已授予之購股權必須於授出日期起計28日內接納，接納時須支付每份購股權1.00港元。購股權可於授出日期至授出日期十年屆滿之日期間內任何時間行使。於每次授出購股權時，董事會可酌情決定行使期及行使價。行使價不得低於下列三者之中最高者：(i) 股份於購股權授出日期在聯交所之收市價；(ii) 股份於緊接購股權授出日期前五個交易日在聯交所之平均收市價；及(iii) 股份面值。

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38. EMPLOYEE BENEFITS (Continued)

(b) Share-based payments (Continued)

Details of the share options granted under the Scheme during the year and outstanding as at 30 June 2018 are as follows:

| Name/category of participants | Date of grant | Exercise period | Exercise price | Outstanding balance at 1 July 2017 於二零一七年七月一日之未行使結餘 | Forfeiture during the year ended 30 June 2018 截至二零一八年六月三十日止年度內沒收 | Outstanding balance at 30 June 2018 於二零一八年六月三十日之未行使結餘 |
|-------------------------------------------------------------|----------------------------------|------------------------------------------------------------------|--------------------|--------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------------------------|
| 姓名/參與者類別 | 授出日期 | 行使期 | 行使價 | | | |
| Mr. Ke Jun Xiang 柯俊翔先生 | 26 July 2011 二零一一年七月二十六日 | 26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零二一年六月二十六日 | HK\$0.52 0.52港元 | 2,000,000 | - | 2,000,000 |
| | 21 December 2012 二零一二年十二月二十一日 | 21 December 2012 to 26 June 2021 二零一二年十二月二十一日 至二零二一年六月二十六日 | HK\$0.25 0.25港元 | 10,000,000 | - | 10,000,000 |
| Ms. Lo Yuen Chung 盧元琮女士 | 21 December 2012 二零一二年十二月二十一日 | 21 December 2012 to 26 June 2021 二零一二年十二月二十一日 至二零二一年六月二十六日 | HK\$0.25 0.25港元 | 7,000,000 | - | 7,000,000 |
| | 21 December 2012 二零一二年十二月二十一日 | 21 December 2012 to 26 June 2021 二零一二年十二月二十一日 至二零二一年六月二十六日 | HK\$0.25 0.25港元 | 5,000,000 | - | 5,000,000 |
| Mr. Li Chung Kai, Philip 李松佳先生 | 26 July 2011 二零一一年七月二十六日 | 26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零二一年六月二十六日 | HK\$0.52 0.52港元 | 2,000,000 | - | 2,000,000 |
| | 21 December 2012 二零一二年十二月二十一日 | 21 December 2012 to 26 June 2021 二零一二年十二月二十一日 至二零二一年六月二十六日 | HK\$0.25 0.25港元 | 5,000,000 | - | 5,000,000 |
| Mr. Chow Yeung Tuen, Richard 鄒煥敦先生 | 26 July 2011 二零一一年七月二十六日 | 26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零二一年六月二十六日 | HK\$0.52 0.52港元 | 2,000,000 | - | 2,000,000 |
| | 21 December 2012 二零一二年十二月二十一日 | 21 December 2012 to 26 June 2021 二零一二年十二月二十一日 至二零二一年六月二十六日 | HK\$0.25 0.25港元 | 7,000,000 | - | 7,000,000 |
| Mr. Kwok Yam Sheung 郭蔭尚先生 | 26 July 2011 二零一一年七月二十六日 | 26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零二一年六月二十六日 | HK\$0.52 0.52港元 | 2,000,000 | - | 2,000,000 |
| | 21 December 2012 二零一二年十二月二十一日 | 21 December 2012 to 26 June 2021 二零一二年十二月二十一日 至二零二一年六月二十六日 | HK\$0.25 0.25港元 | 7,000,000 | - | 7,000,000 |
| Mr. Chan Siu Kay 陳紹基先生 | 26 July 2011 二零一一年七月二十六日 | 26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零二一年六月二十六日 | HK\$0.52 0.52港元 | 2,000,000 | - | 2,000,000 |
| | 21 December 2012 二零一二年十二月二十一日 | 21 December 2012 to 26 June 2021 二零一二年十二月二十一日 至二零二一年六月二十六日 | HK\$0.25 0.25港元 | 7,000,000 | - | 7,000,000 |
| Employees of the Company 本公司僱員 | 26 July 2011 二零一一年七月二十六日 | 26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零二一年六月二十六日 | HK\$0.52 0.52港元 | 2,000,000 | - | 2,000,000 |
| | 21 December 2012 二零一二年十二月二十一日 | 21 December 2012 to 26 June 2021 二零一二年十二月二十一日 至二零二一年六月二十六日 | HK\$0.25 0.25港元 | 9,000,000 | - | 9,000,000 |
| Employees of a subsidiary of the Company 本公司一間附屬公司之僱員 | 26 July 2011 二零一一年七月二十六日 | 26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零二一年六月二十六日 | HK\$0.52 0.52港元 | 6,000,000 | (2,000,000) | 4,000,000 |
| | 21 December 2012 二零一二年十二月二十一日 | 21 December 2012 to 26 June 2021 二零一二年十二月二十一日 至二零二一年六月二十六日 | HK\$0.25 0.25港元 | 12,000,000 | (2,000,000) | 10,000,000 |
| | | | | 78,000,000 | (4,000,000) | 74,000,000 |

38. 僱員福利(續)

(b) 以股份為基礎之付款(續)

年內根據該計劃授出之購股權以及於二零一八年六月三十日尚未行使之購股權的詳情如下：

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38. EMPLOYEE BENEFITS (Continued)

(b) Share-based payments (Continued)

Share options granted on 21 December 2012

The estimated fair value of the share options granted on 21 December 2012 to directors and staff was HK\$0.0984 per share option. The fair value was calculated using the Black-Scholes option pricing model. The inputs into the model were as follows:

| | |
|----------------------------|-----------|
| Share price at grant date | HK\$0.25 |
| Exercise price | HK\$0.25 |
| Expected volatility (note) | 33.90% |
| Expected life | 8.5 years |
| Risk-free rate | 0.55% |
| Expected dividend yield | 0% |

Note: Expected volatility is determined based on the historical volatility of the share prices of the Company.

Share options granted on 26 July 2011

The estimated fair value of the share options granted on 26 July 2011 to directors and staff was HK\$0.2755 and HK\$0.2454 per share option respectively. The fair value was calculated using the Binominal pricing model. The inputs into the model were as follows:

| | |
|------------------------------|------------|
| Share price at grant date | HK\$0.52 |
| Exercise price | HK\$0.52 |
| Expected volatility (note 1) | 47.88% |
| Expected life (note 2) | 9.92 years |
| Risk-free rate | 2.27% |
| Expected dividend yield | 0% |

38. 僱員福利(續)

(b) 以股份為基礎之付款(續)

於二零一二年十二月二十一日授出之購股權

於二零一二年十二月二十一日向董事及員工授出購股權之估計公平值為每份購股權0.0984港元。公平值採用柏力克-舒爾斯期權定價模式計算。對該模式輸入之資料如下：

| | |
|----------|--------|
| 授出日期之股價 | 0.25港元 |
| 行使價 | 0.25港元 |
| 預期波幅(附註) | 33.90% |
| 預計有效期 | 8.5年 |
| 無風險利率 | 0.55% |
| 預期股息率 | 0% |

附註：預期波幅是根據本公司的以往股價波幅而釐定。

於二零一一年七月二十六日授出之購股權

於二零一一年七月二十六日向董事及員工授出之購股權之估計公平值分別為每份購股權0.2755港元及0.2454港元。有關公平值是以二項式定價模式計算。對該模式輸入之資料如下：

| | |
|------------|--------|
| 授出日期之股價 | 0.52港元 |
| 行使價 | 0.52港元 |
| 預期波幅(附註1) | 47.88% |
| 預計有效期(附註2) | 9.92年 |
| 無風險利率 | 2.27% |
| 預期股息率 | 0% |

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

38. EMPLOYEE BENEFITS (Continued)

(b) Share-based payments (Continued)

*Share options granted on 26 July 2011
(Continued)*

Note 1: Expected volatility is determined based on the historical volatility of the share prices of publicly listed companies that are considered to be comparable to the Company.

Note 2: The share options are expected to be exercised by directors and staff when the share price of the Company rises to 280% and 220% of the exercise price of the share option, respectively.

No vesting conditions are set for the share options granted on 26 July 2011 and 21 December 2012.

Because the Black-Scholes option pricing model and Binomial pricing model require the input of highly subjective assumptions, including the volatility of share price, changes in subjective input assumptions can materially affect the fair value estimate.

For the year ended 30 June 2018 and 30 June 2017, there is no share-based payment expenses recognised as the Company has not granted any share options during the year.

38. 僱員福利(續)

(b) 以股份為基礎之付款(續)

於二零一一年七月二十六日授出之購股權(續)

附註1: 預期波幅是根據視為可與本公司比較之公眾上市公司的以往股價波幅而釐定。

附註2: 預期董事及員工將於本公司股價上升至分別為購股權行使價之280%及220%時行使購股權。

並無就於二零一一年七月二十六日及二零一二年十二月二十一日授出之購股權訂立歸屬條件。

由於柏力克-舒爾斯期權定價模式及二項式定價模式需要代入十分主觀假設(包括股價波幅)，因此，主觀代入假設的變化可以對公平值估計產生重要影響。

截至二零一八年六月三十日及二零一七年六月三十日止年度並無確認以股份為基礎之付款開支，原因為本公司於年內並無授出任何購股權。

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39. MATERIAL TRANSACTIONS WITH RELATED PARTIES AND CONNECTED PERSONS

39. 與關聯方及關連人士之重大交易

(a) Key management personnel remuneration

(a) 管理要員薪酬

The remuneration of key management personnel of the Group during the year was as follows:

本集團管理要員年內之薪酬如下：

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|------------------------------|--------|----------------------------------|----------------------------------|
| Short term employee benefits | 短期僱員福利 | 16,570 | 15,332 |
| Post-employment benefits | 離職後福利 | 122 | 116 |
| | | 16,692 | 15,448 |

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

39. MATERIAL TRANSACTIONS WITH RELATED PARTIES AND CONNECTED PERSONS (Continued)

39. 與關聯方及關連人士之重大交易 (續)

(b) Transactions with directors of the Company

(b) 與本公司董事之交易

During the year, the Group entered into the following material transactions with directors of the Company:

年內，本集團與本公司董事訂立以下重大交易：

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-------------------------------------------------------------------------------|-------------------------------|----------------------------------|----------------------------------|
| Advancement from Ms. Lo Yuen Chung* (note 31) | 盧元琮女士提供之墊款* (附註31) | 750 | 1,295 |
| Repayment to Ms. Lo Yuen Chung | 向盧元琮女士還款 | (2,045) | - |
| Outstanding principal amount of the Group's other loans which are secured by: | 由下列項目作抵押之本集團其他貸款之未償還本金額： | | |
| - personal guarantees executed by Mr. Ke Jun Xiang | - 柯俊翔先生簽立之個人擔保 | 30,000 | 20,000 |
| - the Company's shares held by Mr. Ke Jun Xiang and Mr. Wilson Wong | - 柯俊翔先生與Wilson Wong先生持有之本公司股份 | 20,000 | 20,000 |
| | | 20,000 | 20,000 |

* Amount due to Ms. Lo Yuen Chung was interest-free, unsecured and had no fixed terms of repayment.

* 應付予盧元琮女士之款項為免息、無抵押及無固定還款期。

(c) Applicability of the Listing Rules relating to connected person transactions

(c) 上市規則有關關連人士交易之適用範圍

The transactions set out in note (b) above are exempted connected transactions as they are conducted on terms favourable than normal commercial terms, and advancement, loans or guarantees are not secured by the assets of the Group.

上文附註(b)所載之交易屬獲豁免關連交易，因該等交易乃按較一般商務條款有利之條款進行，而有關墊款、貸款或擔保並非以本集團之資產作抵押。

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40. STATEMENT OF FINANCIAL POSITION
OF THE COMPANY

40. 本公司之財務狀況表

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-------------------------------------------------------|-------------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | | |
| Property, plant and equipment | 物業、機器及設備 | 29 | 28 |
| Intangible assets | 無形資產 | 5,321 | 10,900 |
| Investment in subsidiaries | 於附屬公司之投資 | 5,363 | 5,363 |
| Loan receivable | 應收貸款 | 18,759 | 24,413 |
| Deposit | 按金 | 20,000 | 20,000 |
| | | 49,472 | 60,704 |
| Current assets | 流動資產 | | |
| Due from subsidiaries | 應收附屬公司款項 | 71,025 | 85,339 |
| Prepayments, deposits, interest and other receivables | 預付款項、按金、利息及其他應收款項 | 1,353 | 1,731 |
| Pledged fixed deposit | 已抵押定期存款 | 900 | 20,000 |
| Bank balances and cash | 銀行結存及現金 | 2,283 | 13,289 |
| | | 75,561 | 120,359 |
| Current liabilities | 流動負債 | | |
| Accruals, deposits received and other payables | 應計費用、已收按金及其他應付款項 | 3,536 | 1,632 |
| Borrowings, due within one year | 一年內到期之借貸 | 48,467 | 39,582 |
| | | 52,003 | 41,214 |
| Net current assets | 流動資產淨值 | 23,558 | 79,145 |
| Total assets less current liabilities | 總資產減流動負債 | 73,030 | 139,849 |
| Non-current liabilities | 非流動負債 | | |
| Borrowings, due after one year | 一年後到期之借貸 | 20,868 | 20,849 |
| Net assets | 資產淨值 | 52,162 | 119,000 |
| Capital and reserves | 資本及儲備 | | |
| Issued capital | 已發行股本 | 43,351 | 36,151 |
| Reserves | 儲備 | 8,811 | 82,849 |
| Total equity | 權益總額 | 52,162 | 119,000 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

40. STATEMENT OF FINANCIAL POSITION
OF THE COMPANY (Continued)

40. 本公司之財務狀況表(續)

Movement in the Company's issued capital and reserves

本公司已發行股本及儲備之變動

| | | Issued capital | Share premium | Share-based payment reserve | Accumulated losses | Total |
|------------------------------------------------------|---------------------------|-------------------|------------------|-----------------------------------|-----------------------|-----------|
| | | 已發行股本 | 股份溢價 | 以股份為基礎 之付款儲備 | 累積虧損 | 合計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 July 2016 | 於二零一六年七月一日 | 36,151 | 375,223 | 10,271 | (244,561) | 177,084 |
| Loss and total comprehensive loss for the year | 年內虧損及 全面虧損總額 | - | - | - | (58,084) | (58,084) |
| At 30 June 2017 and 1 July 2017 | 於二零一七年六月三十日及 二零一七年七月一日 | 36,151 | 375,223 | 10,271 | (302,645) | 119,000 |
| Loss and total comprehensive loss for the year | 年內虧損及 全面虧損總額 | - | - | - | (135,958) | (135,958) |
| Forfeiture of share options | 沒收購股權 | - | - | (687) | 687 | - |
| Issue of shares | 發行股份 | 7,200 | 64,800 | - | - | 72,000 |
| Less: share issue expenses | 減：股份發行開支 | - | (2,880) | - | - | (2,880) |
| At 30 June 2018 | 於二零一八年六月三十日 | 43,351 | 437,143 | 9,584 | (437,916) | 52,162 |

(a) The share premium account represents the excess of proceeds received over the nominal value of the Company's issued capital, less share issue expenses. Pursuant to the Companies Act of Bermuda, the Company's share premium account may be distributed in the form of fully paid bonus shares.

(a) 股份溢價賬代表所收取之所得款項超過所發行之本公司已發行股本的面值減去股份發行開支。根據百慕達公司法，本公司之股份溢價賬可以繳足紅股方式分派。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Movement in the Company's issued capital and reserves (Continued)

(b) The share-based payment reserve comprises the fair value of the unexercised share options granted to directors of the Company and several employees of the Group and the Company recognised in accordance with HKFRS 2. Details are set out in note 38(b) to the consolidated financial statements above.

As at 30 June 2018 and 2017, there is no reserve available for distribution by the Company to the shareholders.

40. 本公司之財務狀況表(續)

本公司已發行股本及儲備之變動(續)

(b) 以股份為基礎之付款儲備由本公司董事以及本集團及本公司之數名僱員獲授而未行使之購股權的公平值所組成，而本公司已根據香港財務報告準則第2號確認。詳情載於上文綜合財務報表附註38(b)。

於二零一八年及二零一七年六月三十日，本公司並無可分派予股東之儲備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

41. PARTICULAR OF SUBSIDIARIES

Details of the Company's direct or indirect interests in the following subsidiaries as at 30 June 2018 are as follows:

41. 附屬公司之詳情

於二零一八年六月三十日，本公司擁有以下附屬公司之直接或間接權益，其詳情如下：

| Name 公司名稱 | Place of incorporation/ establishment 註冊成立/ 營業地點 | Issued and fully paid share/registered capital 已發行及繳足 股本/註冊股本 | Percentage of equity \interest attributable to the Group 本集團應佔 股本權益百分比 | Principal activities 主要業務 |
|----------------------------------------------------|--------------------------------------------------------------|------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| Directly held 直接持有 | | | | |
| CIL Apollo Limited 華建太陽神有限公司 | Hong Kong 香港 | HK\$1 1港元 | 100% | Investment holding and distribution of sports car 投資控股及分銷跑車 |
| CIL Electrical Trading Limited 華建家電貿易有限公司 | Hong Kong 香港 | HK\$1,000 1,000港元 | 100% | Inactive 不活躍 |
| Flaconwood Ltd. | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100% | Investment holding 投資控股 |
| Golden Profit Finance Limited 金利財務有限公司 | Hong Kong 香港 | HK\$1 1港元 | 100% | Investment holding 投資控股 |
| Idea Wisdom Investment Limited | Hong Kong 香港 | HK\$10,000 10,000港元 | 100% | Provision of corporate services 提供企業服務 |
| Inout Jewellery Limited | Hong Kong 香港 | HK\$1 1港元 | 100% | Investment holding 投資控股 |
| Pilot Apex Development Limited | Hong Kong 香港 | HK\$10,000 10,000港元 | 100% | Provision of corporate services 提供企業服務 |
| Silver Gain Industrial Limited 銀建實業有限公司 | Hong Kong 香港 | HK\$1 1港元 | 100% | Investment holding 投資控股 |
| United Eagle Finance Limited 鷹聯信貸有限公司 | Hong Kong 香港 | HK\$1 1港元 | 100% | Money lending 放債 |
| Victor Global Group Limited | British Virgin Islands 英屬處女群島 | US\$1 1美元 | 100% | Investment holding 投資控股 |
| Wahwah Entertainment Culture Limited 華華娛樂文化有限公司 | Hong Kong 香港 | HK\$1 1港元 | 100% | Managing concert performance 管理演唱會表演 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

41. PARTICULAR OF SUBSIDIARIES
(Continued)

41. 附屬公司之詳情(續)

| Name 公司名稱 | Place of incorporation/ establishment 註冊成立/ 營業地點 | Issued and fully paid share/registered capital 已發行及繳足 股本/註冊股本 | Percentage of equity \ interest attributable to the Group 本集團應佔 股本權益百分比 | Principal activities 主要業務 |
|-------------------------------------------------|--------------------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|
| Indirectly held 間接持有 | | | | |
| Able Giant Limited | Hong Kong 香港 | HK\$1 1港元 | 90% | Investment holding 投資控股 |
| AVTE Company Limited ("AVTE") 數碼多媒體有限公司 | Hong Kong 香港 | HK\$4,500,100 4,500,100港元 | 90% | Distribution of server storage, multi-media and communication products 分銷伺服器儲存、 多媒體及通訊產品 |
| Hong Kong F&A Investments Limited 香港森德投資有限公司 | Hong Kong 香港 | HK\$100 100港元 | 100% | Inactive 不活躍 |
| Kwan Chik Investment Company 君植投資商行 | Hong Kong 香港 | N/A* 不適用* | 100% | Investment holding 投資控股 |
| 廣州通勝貿易有限公司 | The PRC 中國 | Nil/RMB1,000,000 無/人民幣1,000,000元 | 100% | Distribution of rice cookers and household electrical appliances 分銷電飯煲及家庭電器 |
| 君植電子科技(深圳)有限公司 | The PRC 中國 | HK\$8,000,000 8,000,000港元 | 100% | Inactive 不活躍 |

* Kwan Chik Investment Company ("Kwan Chik") is an unlimited partnership established in Hong Kong. Silver Gain Industrial Limited holds 50% ownership of Kwan Chik directly and a staff of the Company holds the remaining 50% ownership of Kwan Chik on behalf of Silver Gain Industrial Limited. Accordingly, the Group has effective equity interest of 100% in Kwan Chik as at 30 June 2018 and 2017.

* 君植投資商行(「君植」)為於香港成立之無限合夥公司。銀建實業有限公司直接持有君植之50%擁有權而本公司一名員工代表銀建實業有限公司持有君植之其餘50%擁有權。因此，本集團於二零一八年及二零一七年六月三十日實際持有君植之100%股權。

All subsidiaries undertakings are included in the consolidation. The proportion of the voting rights in the subsidiary undertakings held directly by the parent company do not differ from the proportion of ordinary shares held.

所有附屬公司均綜合入賬。母公司於附屬公司直接持有的投票權比例與其所持普通股比例並無區別。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

41. PARTICULAR OF SUBSIDIARIES
(Continued)

Details of non-wholly owned subsidiary that have material non-controlling interests

The following table shows details of non-wholly owned subsidiaries of the Company that have material non-controlling interests:

| Name of subsidiary 附屬公司名稱 | Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益持有之擁有權 權益及表決權之比例 | | Loss allocated to non-controlling interests 分配予非控股權益之虧損 | | Accumulated non-controlling interests 累計非控股權益 | |
|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------|
| | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
| AVTE 數碼多媒體有限公司 | 10% | 10% | (1,096) | (1,151) | (409) | 687 |
| Individual immaterial subsidiary with non-controlling interests 有非控股權益而個別而言不重大 的附屬公司 | | | (97) | (196) | (474) | (377) |
| | | | (1,193) | (1,347) | (883) | 310 |

Summarised financial information in respect of AVTE is set out below. The summarised financial information below represents amounts before intragroup eliminations.

41. 附屬公司之詳情(續)

具有重大非控股權益的非全資附屬公司的詳情

下表載列具有重大非控股權益的本公司非全資附屬公司的詳情：

有關數碼多媒體有限公司的財務資料概要載列如下。下列財務資料概要代表未作集團內部抵銷前的金額。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

41. PARTICULAR OF SUBSIDIARIES
(Continued)Details of non-wholly owned subsidiary that have
material non-controlling interests (Continued)

Summarised statement of financial position of AVTE

41. 附屬公司之詳情(續)

具有重大非控股權益的非全資附屬公司的
詳情(續)

數碼多媒體有限公司的財務狀況表概要

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|----------------------------------|----------------------------------|
| Current assets | 流動資產 | 21,454 | 34,128 |
| Current liabilities | 流動負債 | (49,851) | (52,135) |
| Net current liabilities | 流動負債淨值 | (28,397) | (18,007) |
| Non-current assets | 非流動資產 | 134 | 703 |
| Net liabilities | 負債淨值 | (28,263) | (17,304) |
| <i>Reconciliations:</i> | <i>對賬:</i> | | |
| Share of net liabilities by non-controlling interests | 非控股權益應佔資產淨值 | (2,826) | (1,730) |
| Adjustments for: | 就以下項目作出調整: | | |
| Net liabilities fully attributable to owners of the Company prior to 1 July 2009 | 於二零零九年七月一日前完全歸屬於本公司擁有人之負債淨額 | 1,027 | 1,027 |
| Cumulated net profits for the period on or after 1 July 2009 attributable to former non-controlling interests which were related to a transaction prior to the adoption of currently effect HKAS 27 | 前非控股權益應佔於二零零九年七月一日或之後期間的累計純利(關於採納目前生效之香港會計準則第27號前之一項交易) | 1,390 | 1,390 |
| Carrying amount of non-controlling interests | 非控股權益之賬面值 | (409) | 687 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

41. PARTICULAR OF SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiary that have material non-controlling interests (Continued)

Summarised statement of profit or loss and other comprehensive income of AVTE

41. 附屬公司之詳情(續)

具有重大非控股權益的非全資附屬公司的詳情(續)

數碼多媒體有限公司的損益及其他全面收益表概要

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|----------------------------------------------------|------------------|----------------------------------|----------------------------------|
| Revenue | 收益 | 57,767 | 97,943 |
| Gross profit | 毛利 | 1,062 | 2,767 |
| Other incomes | 其他收入 | 12 | 26 |
| Other gains | 其他收益 | 330 | - |
| Expenses | 開支 | (12,361) | (14,304) |
| Loss before tax | 除稅前虧損 | (10,957) | (11,511) |
| Income tax expenses | 所得稅開支 | - | - |
| Loss for the year | 本年度虧損 | (10,957) | (11,511) |
| Loss and total comprehensive loss attributable to: | 以下人士應佔虧損及全面虧損總額： | | |
| - non-controlling interests | - 非控股權益 | (1,096) | (1,151) |
| - owners of the Company | - 本公司擁有人 | (9,861) | (10,360) |
| | | (10,957) | (11,511) |
| Dividend paid to non-controlling interests | 已付予非控股權益之股息 | - | - |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

41. PARTICULAR OF SUBSIDIARIES
(Continued)

Details of non-wholly owned subsidiary that have material non-controlling interests (Continued)

Summarised statement of cash flows of AVTE

41. 附屬公司之詳情(續)

具有重大非控股權益的非全資附屬公司的詳情(續)

數碼多媒體有限公司的現金流量表概要

| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|------------------------------------------------------|---------------------|----------------------------------|----------------------------------|
| Net cash outflow from operating activities | 經營活動之現金流出淨額 | (1,798) | (2,224) |
| Net cash outflow from investing activities | 投資活動之現金流出淨額 | (820) | (109) |
| Net cash inflow from financing activities | 融資活動之現金流入淨額 | 6,026 | 808 |
| Net increase/(decrease) in cash and cash equivalents | 現金及現金等值項目之增加/(減少)淨額 | 3,408 | (1,525) |
| Cash and cash equivalents at beginning of year | 年初之現金及現金等值項目 | (186) | 1,339 |
| Cash and cash equivalents at end of year | 年結之現金及現金等值項目 | 3,222 | (186) |
| Represented by: | 即: | | |
| Bank balances and cash | 銀行結餘及現金 | 3,222 | 797 |
| Bank overdraft | 銀行透支 | - | (983) |
| Cash and cash equivalents at end of year | 年結之現金及現金等值項目 | 3,222 | (186) |

Financial support

As at 30 June 2018 and 2017, the Company has issued a financial guarantee to a bank in respect of banking facilities granted to AVTE.

財務支持

於二零一八年及二零一七年六月三十日，本公司已就數碼多媒體有限公司獲授銀行融資向銀行提供金融擔保。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

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

42. EVENTS AFTER THE END OF THE REPORTING PERIOD

- (a) On 24 September 2018, the Company and a vendor entered into a non-legally binding memorandum of understanding for the proposed acquisition of the vendor's equity interest in a target company whose operating subsidiary will be principally engaged in property sub-leasing, property management and other property related business in the PRC after reorganisation. Further details are set out in the Company's announcement dated 24 September 2018.
- (b) On 26 September 2018, the Group and a purchaser entered into a transfer agreement, pursuant to which the Group agreed to dispose and transfer its distribution rights in sports car to a purchaser at a consideration of approximately HK\$5,500,000. Details are set out in note 1 to the consolidated financial statements above.

43. COMPARATIVE AMOUNTS

As explained in note 17 to the consolidated financial statements, due to the classification of discontinued operation, the loss from continuing and discontinued operations in the consolidated statement of profit or loss and other comprehensive income have been revised. Accordingly, certain prior year comparative amounts have been reclassified and restated to conform to current year's presentation.

42. 報告期結後事項

- (a) 於二零一八年九月二十四日，本公司與一名賣方就建議收購賣方於目標公司的股權訂立無法律約束力的諒解備忘錄，而該目標公司的營運附屬公司將於重組後主要在中國從事物業分租、物業管理及其他物業相關業務。進一步詳情載於本公司日期為二零一八年九月二十四日之公佈。
- (b) 於二零一八年九月二十六日，本集團與買方訂立轉讓協議，據此，本集團同意將其跑車分銷權出售及轉讓予一名買方，代價約為5,500,000港元。詳情載於上文綜合財務報表附註1。

43. 比較金額

誠如綜合財務報表附註17所說明，由於已終止經營業務的分類，已修訂綜合損益及其他全面收益表中來自持續經營及已終止經營業務之虧損。因此，若干上年度比較金額已重新分類和重列，以符合本年度的呈列方式。

FIVE-YEAR FINANCIAL SUMMARY 五年財務概要

RESULTS

業績

| | | Year Ended 30 June 截至六月三十日止年度 | | | | |
|------------------------------------------------|----------------|----------------------------------|---------------------------------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 (restated) (經重列) | 2016 二零一六年 HK\$'000 千港元 | 2015 二零一五年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 |
| Revenue from continuing operations | 來自持續經營業務之收益 | 77,666 | 102,765 | 223,481 | 617,696 | 464,057 |
| (Loss)/profit before taxation | 除稅前(虧損)/溢利 | (127,212) | (61,047) | 16,131 | (62,642) | (54,227) |
| Income tax (expenses)/credit | 所得稅(支出)/抵免 | (41) | (189) | (48) | 1,450 | (2,652) |
| (Loss)/profit for the year | 本年度(虧損)/溢利 | (127,253) | (61,236) | 16,083 | (61,192) | (56,879) |
| Other comprehensive loss for the year | 本年度其他全面虧損 | (48) | - | - | - | - |
| Total comprehensive (Loss)/profit for the year | 本年度全面(虧損)/收益總額 | (127,301) | (61,236) | 16,083 | (61,192) | (56,879) |
| Attributable to: Owners of the Company | 應佔: 本公司擁有人 | (126,108) | (59,889) | 18,101 | (61,481) | (57,078) |
| Non-controlling interests | 非控股權益 | (1,193) | (1,347) | (2,018) | 289 | 199 |
| | | (127,301) | (61,236) | 16,083 | (61,192) | (56,879) |

FIVE-YEAR FINANCIAL SUMMARY 五年財務概要

ASSETS AND LIABILITIES

資產與負債

| | | At 30 June 於六月三十日 | | | | |
|---------------------------|---------|----------------------|----------|-----------|-----------|-----------|
| | | 2018 | 2017 | 2016 | 2015 | 2014 |
| | | 二零一八年 | 二零一七年 | 二零一六年 | 二零一五年 | 二零一四年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Non-current assets | 非流動資產 | 57,531 | 72,471 | 63,689 | 83,236 | 36,336 |
| Current assets | 流動資產 | 116,371 | 148,555 | 239,586 | 124,383 | 230,147 |
| Current liabilities | 流動負債 | (96,760) | (85,722) | (106,752) | (112,467) | (149,863) |
| Non-current liabilities | 非流動負債 | (20,868) | (20,849) | (20,832) | (42,123) | (2,415) |
| Net assets | 資產淨額 | 56,274 | 114,455 | 175,691 | 53,029 | 114,205 |
| Attributable to: | 下列人士應佔： | | | | | |
| Owners of the Company | 本公司擁有人 | 57,157 | 114,145 | 174,034 | 49,354 | 110,819 |
| Non-controlling interests | 非控股權益 | (883) | 310 | 1,657 | 3,675 | 3,386 |
| | | 56,274 | 114,455 | 175,691 | 53,029 | 114,205 |



CIL HOLDINGS LIMITED
華建控股有限公司