



英皇文化產業集團有限公司 Emperor Culture Group Limited

Incorporated in Bermuda with limited liability (Stock Code:491)

於百慕達註冊成立之有限公司 (股份代號:491)



ANNUAL REPORT 年報

2018/2019

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Corporate Information and Key Dates

公司資料及重要日期

DIRECTORS

Fan Man Seung, Vanessa (*Chairperson*)
Wong Chi Fai
Yeung Ching Loong, Alexander
Shirley Percy Hughes
Chan Sim Ling, Irene*
Ho Tat Kuen*
Tam Sau Ying*

* Independent Non-executive Directors

COMPANY SECRETARY

Liu Suet Ying

EXECUTIVE COMMITTEE

Fan Man Seung, Vanessa (*Chairperson*)
Wong Chi Fai
Yeung Ching Loong, Alexander
Shirley Percy Hughes

AUDIT COMMITTEE

Ho Tat Kuen (*Chairman*)
Chan Sim Ling, Irene
Tam Sau Ying

REMUNERATION COMMITTEE

Tam Sau Ying (*Chairperson*)
Wong Chi Fai
Ho Tat Kuen

NOMINATION COMMITTEE

Fan Man Seung, Vanessa (*Chairperson*)
Ho Tat Kuen
Tam Sau Ying

CORPORATE GOVERNANCE COMMITTEE

Fan Man Seung, Vanessa (*Chairperson*)
Chan Sim Ling, Irene
A representative from company secretarial function
A representative from finance and accounts function

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

INVESTOR RELATIONS CONTACT

Email: ir491@emperorgroup.com

WEBSITE

<https://www.empculture.com>

STOCK CODE

Hong Kong Stock Exchange: 491

董事

范敏端 (*主席*)
黃志輝
楊政龍
許佩斯
陳嬋玲*
何達權*
譚修英*

* 獨立非執行董事

公司秘書

廖雪盈

執行委員會

范敏端 (*主席*)
黃志輝
楊政龍
許佩斯

審核委員會

何達權 (*主席*)
陳嬋玲
譚修英

薪酬委員會

譚修英 (*主席*)
黃志輝
何達權

提名委員會

范敏端 (*主席*)
何達權
譚修英

企業管治委員會

范敏端 (*主席*)
陳嬋玲
一名公司秘書職能代表
一名財務及會計職能代表

核數師

國衛會計師事務所有限公司
執業會計師

投資者關係聯繫資訊

電郵: ir491@emperorgroup.com

網址

<https://www.empculture.com>

股份代號

香港聯合交易所: 491

Corporate Information and Key Dates

公司資料及重要日期

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

28th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Bank of Communications Co., Ltd., Hong Kong Branch
Bank of Communications (Hong Kong) Limited
China Construction Bank Corporation
Hang Seng Bank Limited
Industrial and Commercial Bank of China (Asia) Limited

KEY DATES

Annual Results Announcement	26 September 2019
Annual General Meeting – Latest time to lodge transfers	10 December 2019 4 December 2019 (before 4:30 p.m.)

CORPORATE COMMUNICATIONS

This Annual Report (in both English and Chinese versions) is available to any shareholder of the Company either in printed form and on the websites of The Stock Exchange of Hong Kong Limited (<https://www.hkexnews.hk>) and the Company. In order to protect the environment, the Company highly recommends the shareholders to receive electronic copy of this Annual Report. Shareholders may have the right to change their choice of receipt of our future Corporate Communications at any time by reasonable notice in writing to the Company or the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited, by post or by email at is-ecom@hk.tricorglobal.com.

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港灣仔
軒尼詩道288號
英皇集團中心
28樓

主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

交通銀行股份有限公司香港分行
交通銀行(香港)有限公司
中國建設銀行股份有限公司
恒生銀行有限公司
中國工商銀行(亞洲)有限公司

重要日期

年度業績公告	2019年9月26日
股東週年大會 – 遞交過戶文件最後限期	2019年12月10日 2019年12月4日 (下午4時30分前)

公司通訊

任何本公司股東可選擇以印刷本或於香港聯合交易所有限公司網站(<https://www.hkexnews.hk>)及本公司網站收取本年報(中、英文版本)。為支持環保,本公司極力推薦各股東選擇收取本年報之電子版本。股東有權隨時以合理之書面通知,或透過郵寄或電郵(is-ecom@hk.tricorglobal.com)向本公司或本公司之香港股份過戶登記分處「卓佳登捷時有限公司」,更改所選擇日後收取公司通訊之方式。

Management Discussion and Analysis

管理層討論與分析

Emperor Culture Group Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) principally engage in entertainment, media and cultural development businesses, particularly in Greater China, which include (i) cinema development and operation; and (ii) investment in films and a variety of cultural events.

MARKET REVIEW

China’s film industry had been rapidly expanding in the past few years. With the increase of disposal income and enhancement of lifestyles, Chinese consumers have in turn demanded quality entertainment facilities. According to the China Movie Data Information Network, China’s movie box office revenue was broadly stable at RMB59.8 billion (2018: RMB60.7 billion) during the year ended 30 June 2019 (the “**Year**”), as compared with the double-digit growth in the previous year. Although there was a minor adjustment in box office revenue due to market challenges and sentiment swing, China continued to record the world’s highest screen count, amounting to nearly 64,000 (2018: 52,700) screens as of 30 June 2019.

英皇文化產業集團有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)主要從事娛樂、媒體及文化發展業務(尤其在大中華地區)，其中包括(i)戲院發展及營運；及(ii)投資電影及各類文化活動。

市場回顧

中國電影行業在過去數年間迅速擴張。隨著可支配收入增長以及生活模式提升，中國消費者對優質娛樂設施的需求有所增加。根據中國電影數據信息網的資料，中國電影票房於截至2019年6月30日止年度(「**本年度**」)的收入基本穩定於人民幣59,800,000,000元(2018年：人民幣60,700,000,000元)，而上年度則錄得雙位數增長。儘管票房收入因市場挑戰及氣氛波動而略有調整，但中國繼續保持擁有世界最高銀幕總數，於2019年6月30日有近64,000(2018年：52,700)塊。



Emperor Cinemas – Emperor Group Centre, Beijing
英皇電影城 – 北京英皇集團中心

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

Overall Review

Supported by the significant increase of film exhibition income, the Group's total revenue achieved a notable growth of 59.9% to HK\$145.8 million (2018: HK\$91.2 million) during the Year. Couple with a gain on disposal of subsidiaries during the Year and reduction of the fair value loss on investments in film production and securities, loss for the Year attributable to the owners of the Company was narrower at HK\$126.4 million (2018: HK\$153.8 million). Basic loss per share was HK\$0.04 (2018: HK\$0.05).

Use of Proceeds from Equity Fund Raising

During the Year, the Group fully utilised the remaining net proceeds of HK\$20.6 million raised from the issue of 1,000,000,000 ordinary shares of the Company subscribed by Giant Lead Profits Limited (now known as “**Emperor Culture Group Holdings Limited**”) at a subscription price of HK\$0.19 per share on 23 March 2017 (the “**Subscription**”) for expansion of cinema operation in mainland China as intended.

Liquidity and Financial Resources

The Group continued to fund its operations and capital expenditure during the Year by cash generated internally from its operations, as well as the net proceeds from the Subscription. As at 30 June 2019, the Group's cash and bank balances amounted to HK\$166.5 million (2018: HK\$264.1 million), which are mainly denominated in Hong Kong dollars and Renminbi.

財務回顧

整體回顧

受電影放映收入大幅增加的支持，於本年度本集團之總收入顯著增長59.9%至145,800,000港元(2018年：91,200,000港元)。連同於本年度出售附屬公司之收益，以及電影製作及證券投資的公允價值虧損之減少，本公司擁有人應佔本年度之虧損收窄至126,400,000港元(2018年：153,800,000港元)。每股基本虧損為0.04港元(2018年：0.05港元)。

股本資金籌集之所得款項用途

於本年度，本集團動用自Giant Lead Profits Limited (現稱「英皇文化產業集團控股有限公司」)於2017年3月23日按認購價每股0.19港元認購本公司發行之1,000,000,000股普通股(「認購事項」)而籌集之剩餘所得款項淨額20,600,000港元，按計劃已全部用以拓展中國內地之戲院營運。

流動資金及財務資源

本集團於本年度繼續透過其營運內部產生之現金以及認購事項之所得款項淨額為其業務及資本支出提供資金。於2019年6月30日，本集團之現金及銀行結存為166,500,000港元(2018年：264,100,000港元)，主要以港元及人民幣結算。



Emperor Cinemas – MixC, Hefei
英皇電影城 – 合肥萬象城



FINANCIAL REVIEW (continued)

Liquidity and Financial Resources (continued)

As at 30 June 2019, amounts due to non-controlling interests and related companies totalled HK\$43.6 million and HK\$5.7 million (2018: HK\$44.9 million and HK\$15.6 million), respectively. They were denominated in Hong Kong dollars and Renminbi, unsecured, interest-free and repayable on demand. The gearing ratio of the Group (expressed as a percentage of total borrowings over net asset value) was reduced to 7.0% (2018: 8.0%).

Exposure to Fluctuation in Exchange Rates and Related Hedges

The Group's cash and bank balances, income and expenditure are primarily denominated in Hong Kong dollars and Renminbi. The carrying amount of the Group's Renminbi denominated monetary net assets was approximately 13.4% of its net assets as at 30 June 2019. In view of the recent volatility of foreign currency rate of Renminbi, the board of directors (the "Board" or "Directors") of the Company will closely monitor the Group's exposure to fluctuations in foreign exchange rates and take appropriate actions, if necessary, to mitigate the risk.

財務回顧(續)

流動資金及財務資源(續)

於2019年6月30日，應付非控股權益及應付關連公司款項分別為43,600,000港元及5,700,000港元(2018年：44,900,000港元及15,600,000港元)。該等款項以港元及人民幣結算、無抵押、免息及須按要求償還。本集團之資產負債比率(即總借貸除以資產淨值之比率)下降至7.0%(2018年：8.0%)。

匯率波動風險及有關對沖

本集團之現金及銀行結存、收入及支出主要以港元及人民幣結算。於2019年6月30日，本集團以人民幣結算之貨幣資產淨值之賬面值佔其資產淨值約13.4%。鑒於近期人民幣外匯匯率之波動，本公司之董事會(「董事會」或「董事」)將密切監視本集團由匯率波動引起之風險，並於需要時採取合適行動以降低風險。



Emperor Cinemas – Emperor Group Centre, Beijing
英皇電影城 – 北京英皇集團中心

FINANCIAL REVIEW (continued)

Profit Guarantee

Pursuant to the terms of the sale and purchase agreement (the “**S&P Agreement**”) dated 4 May 2016 and entered into by a wholly-owned subsidiary of the Company with Jade Sparkle Holdings Limited and Mr. Huang Yulang (formerly known as “Mr. Wong Chun Loong”) (collectively referred to as the “**Vendors**”), both being independent third parties, in respect of the acquisition of approximately 78.64% equity interest in Jade Dynasty Multi-Media Limited and its subsidiaries (collectively referred to as “**JDMM Group**”), the Vendors have given a guarantee (the “**Profit Guarantee**”) to the Group that the audited consolidated net profit after tax of JDMM Group for each of the financial years ended 31 December 2016, 31 December 2017 and 31 December 2018 (each of the “**Guarantee Periods**”) would be no less than HK\$10.0 million (the “**Guaranteed Sum**”) for each of the Guaranteed Periods.

財務回顧(續)

溢利保證

根據本公司之一間全資附屬公司與耀琦控股有限公司及黃玉郎先生(前稱「黃振隆先生」)(統稱「該等賣方」)(兩者均為獨立第三方)於2016年5月4日就收購玉皇朝多媒體有限公司及其附屬公司(統稱「玉皇朝多媒體集團」)約78.64%股權而訂立之買賣協議(「買賣協議」)條款，該等賣方已向本集團提供一項保證(「溢利保證」)，即玉皇朝多媒體集團於截至2016年12月31日、2017年12月31日及2018年12月31日止三個財政年度(「各個保證期間」)之經審核除稅後綜合溢利於各個保證期間將不低於10,000,000港元(「保證金額」)。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (continued)

Profit Guarantee (continued)

In the event the Profit Guarantee is not fulfilled in each of the Guaranteed Periods, the Vendors shall pay 78.64% of the difference between the Guaranteed Sum and the audited consolidated profit after tax of JDMM Group (the “Shortfall”) to the Group and, for avoidance of doubt, if JDMM Group sustained a loss for such financial year, 78.64% of the Guaranteed Sum shall be payable by the Vendors to the Group.

For the year ended 31 December 2018, JDMM Group recorded a loss after tax and hence, the Vendors were obliged to pay the Shortfall of HK\$7.9 million, being 78.64% of the Guaranteed Sum to the Group. The Group had recorded the Shortfall for the Year, and also demanded payment from the Vendors of the Shortfall pursuant to the terms of the S&P Agreement. The Shortfall was settled by the Vendors on 25 February 2019.

Disposal of Subsidiaries

On 17 June 2019, the Group completed the disposal of Magic Well Holdings Limited (“**Magic Well**”), a wholly-owned subsidiary of the Company, to an independent third party at a cash consideration of HK\$48.0 million. Magic Well held approximately 78.64% equity interest in JDMM Group which principally engaged in the production, distribution and licensing of animated TV episodes and theatrical films. Upon completion of the disposal, the Group recorded a gain on disposal of HK\$3.5 million. Further details of such disposal were disclosed in the announcement of the Company dated 17 June 2019.

財務回顧(續)

溢利保證(續)

倘於各個保證期間之溢利保證未能達成，該等賣方須按保證金額與玉皇朝多媒體集團之經審核綜合除稅後溢利間之差額(「差額」)之78.64%支付予本集團，以及為免存疑，倘玉皇朝多媒體集團於該財政年度錄得虧損，則該等賣方須向本集團支付保證金額之78.64%。

截至2018年12月31日止年度，玉皇朝多媒體集團錄得除稅後虧損，因此，該等賣方須向本集團支付差額7,900,000港元，即保證金額之78.64%。本集團已於本年度將差額列賬，並根據買賣協議條款向該等賣方提出差額付款要求。該等賣方已於2019年2月25日償付差額。

出售附屬公司

於2019年6月17日，本集團向一家獨立第三方以現金代價48,000,000港元完成出售本公司一間全資附屬公司Magic Well Holdings Limited (「**Magic Well**」)。Magic Well持有玉皇朝多媒體集團約78.64%權益，而玉皇朝多媒體集團主要從事製作、發行及授權動畫電視片集及戲院電影。於該出售事項完成後，本集團錄得出售事項收益3,500,000港元。有關該出售事項之進一步詳情於本公司日期為2019年6月17日之公告披露。



Emperor Cinemas – East Pacific Mall, Shenzhen
英皇電影城 – 深圳東海繽紛天地

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

Film Exhibition

Riding on the strategic locations and premium entertainment services, revenue from the film exhibition segment increased significantly to HK\$143.0 million (2018: HK\$65.6 million) during the Year, representing a growth of 118.0%. As at 30 June 2019, the Group ran 5 (2018: 5) cinemas in mainland China and Hong Kong under “**Emperor Cinemas**”, offering a total of 54 (2018: 54) houses with more than 6,200 (2018: 6,200) seats. The details of the film exhibition network as at 30 June 2019 are as follows:

業務回顧

電影放映

憑藉策略地段及優質娛樂服務，於本年度來自電影放映分類之收入大幅增加至143,000,000港元(2018年：65,600,000港元)，增長為118.0%。於2019年6月30日，本集團旗下之「**英皇電影城**」於中國內地及中國香港運營5(2018年：5)間戲院，提供54(2018年：54)間影院，逾6,200(2018年：6,200)個坐席。有關電影放映網絡於2019年6月30日之詳情載列如下：

	No. of houses 影院數量	No. of seats 坐席數量
Mainland China 中國內地		
1. Emperor Group Centre in Beijing	10	1,154
2. Shin Kong Place in Chongqing	18	2,298
3. MixC in Hefei	13	1,980
4. East Pacific Mall in Shenzhen	9	458
Hong Kong 中國香港		
5. New Town Commercial Arcade in Tuen Mun	4	385
Total 總計	54	6,275

Located in either large-scale commercial and entertainment complex or upscale residential areas, “**Emperor Cinemas**” are positioned as high-end premium cinemas equipped with advanced technologies including IMAX theatre system, ScreenX, 4DX or MX4D motion systems, D-Box seats and Dolby Atmos audio system. They also feature VIP houses and VIP lounges, where the audiences can enjoy premium and exclusive entertainment services.

「**英皇電影城**」位於大型商業及娛樂中心或高尚住宅區，均定位為高端優質戲院，配備包括IMAX影院系統、ScreenX、4DX或MX4D動感系統、D-Box動感座椅及杜比全景聲音響系統等的先進技術。該等戲院亦特設貴賓影院及貴賓廳，令觀眾可專享優質而獨有的娛樂服務。



Emperor Cinemas – New Town Commercial Arcade, Tuen Mun
英皇戲院 – 屯門新都商場

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW (continued)

Investment in Films and Cultural Events

This segment generated a revenue of HK\$2.8 million (2018: HK\$25.6 million) to the Group which was mainly contributed by distribution and licensing income arisen from animation business during the Year. Such decrease was mainly due to a reclassification of the revenue of the release of co-invested films corresponding to the change of accounting standard.

PROSPECTS

The year ahead will be a year of aggressive expansion and foundation building for the Group. The Group aims to solidify its market presence and capture the huge potential of the film market by enhancing its film exhibition network under its label “**Emperor Cinemas**”. A solid expansion pipeline has been established, and a number of locations in mainland China, Hong Kong, Macau and even beyond Greater China — in Malaysia — have been secured. Subsequent to the Year, the Group has extended the cinema footprint to MOSTown in Ma On Shan, Hong Kong and R&F Mall Johor Bahru in Malaysia. The Group expects more “**Emperor Cinemas**” will be in operation in the financial year of 2019/2020, with a steady incremental growth of capacity.

業務回顧(續)

電影及文化活動投資

本集團來自此分類之收入為2,800,000港元(2018年:25,600,000港元),主要來自本年度動畫業務產生之發行及授權收益。該下跌主要是由於因應會計準則變更而把共同投資電影的上映收入重新分類所致。

前景

來年將為本集團積極擴張及奠定基礎之一年。本集團旨在透過提升其品牌「**英皇電影城**」之電影放映網絡,以鞏固其市場地位並把握電影市場的巨大潛力。本集團已建立穩健的拓展計劃,並已鎖定位於中國內地、中國香港、中國澳門及甚至大中華以外 — 馬來西亞的若干地段。於本年度後,本集團已將戲院業務覆蓋擴展至香港馬鞍山新港城中心以及馬來西亞新山富力廣場。本集團預計於2019/2020財政年度將會有更多「**英皇電影城**」投入營運,其容量將逐步穩定提升。



Emperor Cinemas – MOSTown, Ma On Shan
英皇戲院 – 馬鞍山新港城中心

Management Discussion and Analysis

管理層討論與分析

PROSPECTS (continued)

To stay on track for long-term growth, the Group will focus on boosting a series of branding and marketing initiatives, strengthening its footprints, facility enhancements and delivering service excellence. The Group will keep serving films using a comprehensive set of advanced hardware, ensuring audiences enjoy immersive, real-life experiences during movies. Benefiting from the membership scheme, official website and APP channels — which not only provide audiences with a more convenient ticketing practice, but also reinforce customer loyalty — the Group is committed to providing a high-class, high-quality visual and audio experience for audiences.

In April 2019, the local government welcomed several relaxation measures from the central authorities, which further facilitate the entry of Hong Kong films and film practitioners into the mainland China market, and should further enhance the flexibility of producing mainland China-Hong Kong co-productions. The film industry in Greater China as a whole will benefit from the new measures by leveraging the synergies in both regions, to spur future developments.

Despite the recent market uncertainties, the Group is optimistic about the long-term sustained growth of China's film and entertainment market. The Group will continue to strive to respond to forthcoming market opportunities with flexibility and decisiveness, and to expand according to a strategy that is both disciplined and forward thinking. Riding on an ongoing synergy with movie stars and pop singers under Emperor Entertainment Group, "**Emperor Cinemas**" will continue to receive positive publicity in Chinese-speaking communities.

前景(續)

為確保長遠增長，本集團將專注於推動一系列品牌及市場推廣計劃、加強據點、提升設施及提供卓越服務。本集團將繼續使用一系列全面及先進的硬件放映，確保觀眾在觀賞電影時享受身臨其境的逼真體驗。受惠於會員計劃、官方網站及應用程式渠道 — 其不僅為觀眾提供更便捷的售票方式，亦鞏固客戶忠誠度 — 本集團致力於為觀眾提供一流、高品質的視聽體驗。

於2019年4月，本地政府歡迎中央政府數個放鬆措施，進一步促進香港電影及電影從業人員進入中國內地市場，亦進一步提高中國內地與中國香港聯合製片的靈活度。透過利用兩個地區的協同效應，大中華地區的电影行業整體將受益於新措施，刺激未來發展。

儘管近期市場存在不明朗因素，本集團對中國電影及娛樂市場的長遠持續增長持樂觀態度。本集團將繼續致力靈活果斷地應對隨之而來的市場機遇，並按照嚴謹及具前瞻性思維的策略進行擴展。憑藉與英皇娛樂集團旗下電影明星及流行歌手的持續協同效應，「**英皇電影城**」將繼續於華語社區獲得正面的公眾形象。



Emperor Cinemas – Shin Kong Place, Chongqing
英皇電影城 – 重慶新光天地

Management Discussion and Analysis

管理層討論與分析

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2019, the Group's number of employees was 333 (2018: 316). Total staff costs including the Directors' remuneration during the Year were HK\$53.7 million (2018: HK\$28.4 million). Employees' remuneration was determined in accordance with individual's responsibility, competence and skills, experience and performance as well as market pay level. Staff benefits include medical and life insurance, provident funds and other competitive fringe benefits.

To provide incentive or rewards to staff, the Company has adopted a share option scheme, particulars of which are set out in the section headed "Share Options" on note 32 to the consolidated financial statements.

僱員及薪酬政策

於2019年6月30日，本集團之僱員數目為333名（2018年：316名）。本年度之員工成本總額（包括本公司董事薪酬）為53,700,000港元（2018年：28,400,000港元）。僱員薪酬乃根據個人職責、能力及技術、經驗及表現以及市場薪酬水平釐定。員工福利包括醫療及人壽保險、公積金及其他具競爭性福利待遇。

為鼓勵或嘉獎員工，本公司已採納一項購股權計劃，其詳情載於綜合財務報表附註32「購股權」一節。



Emperor Cinemas – R&F Mall Johor Bahru, Malaysia
英皇戲院 – 馬來西亞新山富力廣場

Biographies of Directors and Senior Management

董事及高級管理人員之履歷

EXECUTIVE DIRECTOR (CHAIRPERSON)

Ms. Fan Man Seung, Vanessa (Former Name: *Fan Man Seung*), aged 56, an Executive Director of the Company and Chairperson of the Board. Ms. Fan joined the Company in March 2017 and has been responsible for the Group's strategic planning, business growth and development as well as overseeing different functions within the Group. She is the Chairperson of the Executive Committee, Nomination Committee and Corporate Governance Committee as well as a director of certain subsidiaries of the Company. Currently, Ms. Fan is also a director of Emperor International Holdings Limited (Stock Code: 163) ("**Emperor International**"), Emperor Entertainment Hotel Limited (Stock Code: 296) ("**Emperor E Hotel**"), Emperor Watch & Jewellery Limited (Stock Code: 887) ("**Emperor W&J**") and Ulferts International Limited (Stock Code: 1711) ("**Ulferts International**"), all being associated corporations of the Company. Having over 30 years of corporate management experience, Ms. Fan possesses diversified experience in different businesses ranging from cinema development and operation to entertainment production and investment, property investment and development, hotel and hospitality, retailing of watch and jewellery, wholesaling and retailing of furniture, financial and securities services, artiste management as well as media and publication. She is a lawyer by profession in Hong Kong and a qualified accountant, and holds a Master's Degree in Business Administration.

EXECUTIVE DIRECTORS

Mr. Wong Chi Fai, aged 63, joined the Company in March 2017 as an Executive Director of the Company and has been responsible for the Group's strategic planning, business growth and development as well as overseeing the financial management of the Group. He is a member of the Executive Committee and Remuneration Committee as well as a director of certain subsidiaries of the Company. Currently, Mr. Wong is also a director of Emperor International, Emperor E Hotel, Emperor W&J and Ulferts International. Having over 30 years of finance and management experience, Mr. Wong has diversified experiences in different businesses ranging from cinema development and operation to entertainment production and investment, manufacturing, property investment and development, hotel and hospitality, retailing of watch and jewellery, wholesaling and retailing of furniture, financial and securities services, artiste management as well as media and publication. He is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.

執行董事(主席)

范敏嫦女士，現年56歲，為本公司執行董事兼董事會主席。范女士於2017年3月加盟本公司，負責本集團之策略規劃、業務增長及發展，以及監察本集團內之不同功能。彼為本公司執行委員會、提名委員會及企業管治委員會主席以及本公司若干附屬公司之董事。范女士現亦為英皇集團(國際)有限公司(股份代號：163)(「英皇國際」)、英皇娛樂酒店有限公司(股份代號：296)(「英皇娛樂酒店」)、英皇鐘錶珠寶有限公司(股份代號：887)(「英皇鐘錶珠寶」)及歐化國際有限公司(股份代號：1711)(「歐化國際」)之董事，該等公司為本公司之相聯法團。范女士擁有逾30年之企業管理經驗，於多項業務包括戲院發展及營運以至娛樂製作及投資、物業投資及發展、酒店營運、鐘錶珠寶零售、傢俬批發及零售、金融證券服務、藝人管理及傳媒與出版業務等範疇具有廣泛經驗。彼具備香港專業律師資格及為合資格會計師，並持有工商管理碩士學位。

執行董事

黃志輝先生，現年63歲，於2017年3月加盟本公司為執行董事，負責本集團之策略規劃、業務增長及發展，以及監察本集團之財務管理。彼為本公司執行委員會及薪酬委員會成員以及本公司若干附屬公司之董事。黃先生現亦為英皇國際、英皇娛樂酒店、英皇鐘錶珠寶及歐化國際之董事。黃先生擁有逾30年之財務及管理經驗，於多項業務包括戲院發展及營運以至娛樂製作及投資、製造業、物業投資及發展、酒店營運、鐘錶珠寶零售、傢俬批發及零售、金融證券服務、藝人管理以及傳媒與出版業務等範疇具有廣泛經驗。彼為香港會計師公會執業會計師及特許公認會計師公會資深會員。

Biographies of Directors and Senior Management

董事及高級管理人員之履歷

EXECUTIVE DIRECTORS (continued)

Mr. Yeung Ching Loong, Alexander, aged 33, joined the Company in March 2017 as an Executive Director of the Company. He is also a member of the Executive Committee of the Company. Mr. Yeung has around 10 years of diversified experience in different businesses ranging from cinema development and operation to entertainment production and investment, property investment and development, hotel and hospitality, retailing of watch & jewellery, financial and securities services, artiste management as well as media and publication. Mr. Yeung is also an executive director of Emperor International.

Ms. Shirley Percy Hughes, aged 56, joined the Company in March 2017 as an Executive Director of the Company. She is also a member of the Executive Committee of the Company. Ms. Hughes is currently engaged in the management of entertainment businesses involving production and distribution of music, TV programmes and motion pictures as well as event performance and artiste management. She was previously the Chief Executive Officer of New Media Group and has over 30 years' of experience in media and publishing business. Prior to that, she worked for Hong Kong Commercial Broadcasting Company Limited as Program Presenter and Producer as well as for Hong Kong Cable Television Limited as Channel Manager of Entertainment Channel and Controller for Program Development and Production for more than 10 years.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chan Sim Ling, Irene, aged 56, has been an Independent Non-executive Director of the Company since July 2014. Ms. Chan is a member of the Audit Committee and Corporate Governance Committee of the Company. She is a retired solicitor and with over 20 years' of experience as independent non-executive director of various listed companies. Currently, she is also an independent non-executive director of Chinlink International Holdings Limited (Stock Code: 997) and Emperor W&J. Ms. Chan graduated from The University of Hong Kong with Bachelor's Degree in Laws.

執行董事(續)

楊政龍先生，現年33歲，於2017年3月加盟本公司為執行董事。彼亦為本公司執行委員會成員。楊先生於多項業務，包括戲院發展及營運以至娛樂製作及投資、物業投資及發展、酒店營運、鐘錶珠寶零售、金融證券服務、藝人管理以及傳媒與出版業務等範疇擁有約10年之廣泛經驗。楊先生亦為英皇國際之執行董事。

許佩斯女士，現年56歲，於2017年3月加盟本公司為執行董事。彼亦為本公司執行委員會成員。許女士現從事娛樂業務(涵蓋音樂、電視節目及電影的製作及發行，以及表演項目及藝人管理)之管理工作。彼曾擔任新傳媒集團之行政總裁，於傳媒及出版業累積逾30年之經驗。此前，彼於香港商業廣播有限公司任職節目主持兼導播，以及於香港有線電視有限公司任職娛樂台台長和節目發展及製作總監合共超過10年。

獨立非執行董事

陳嬋玲女士，現年56歲，自2014年7月出任本公司獨立非執行董事。陳女士為本公司審核委員會及企業管治委員會成員。彼為退休律師，且具有作為數家上市公司獨立非執行董事職務超逾20年之經驗。彼現亦為普匯中金國際控股有限公司(股份代號: 997)及英皇鐘錶珠寶之獨立非執行董事。陳女士畢業於香港大學，持有法律學士學位。

Biographies of Directors and Senior Management

董事及高級管理人員之履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

(continued)

Mr. Ho Tat Kuen, aged 45, has been an Independent Non-executive Director of the Company since November 2016. Mr. Ho is the Chairman of the Audit Committee as well as a member of the Remuneration Committee and Nomination Committee of the Company. He has been practising as a Certified Public Accountant in Hong Kong since 2009. He has over 21 years of experience in accounting profession. Mr. Ho is a member of the Hong Kong Institute of Certified Public Accountants and The Taxation Institute of Hong Kong, and is a Certified Tax Adviser in Hong Kong.

Ms. Tam Sau Ying, aged 51, has been an Independent Non-executive Director of the Company since November 2018. She is also the Chairperson of the Remuneration Committee as well as a member of the Audit Committee and Nomination Committee of the Company. Ms. Tam is a co-founder and partner of Messrs. Leung, Tam & Wong, Solicitors. She has over 18 years of experience in the legal profession and is also an accredited mediator and a China-Appointed Attesting Officer. Ms. Tam is currently the Independent Manager of The Incorporated Management Committee of CCC Ming Kei College. She graduated from The Chinese University of Hong Kong with a Bachelor of Social Science Degree and gained her Master of Arts Degree from University of Essex, England. Ms. Tam later studied law in The University of Hong Kong and was admitted as a solicitor in 2001.

獨立非執行董事(續)

何達權先生，現年45歲，自2016年11月出任本公司獨立非執行董事。何先生為本公司審核委員會主席兼薪酬委員會及提名委員會成員。彼自2009年起為香港執業會計師，擁有超逾21年的會計專業經驗。何先生為香港會計師公會及香港稅務學會會員，並為一名香港執業稅務顧問。

譚修英女士，現年51歲，自2018年11月出任本公司獨立非執行董事。彼亦為本公司薪酬委員會主席及審核委員會和提名委員會成員。譚女士現為梁譚黃律師事務所聯合創立人及合夥人，擁有超逾18年的法律專業經驗，並為認可調解員及中國委託公証人。譚女士現為中華基督教會銘基書院法團校董會之獨立校董。彼畢業於香港中文大學，獲社會科學學士學位，並於英國University of Essex取得文學碩士學位。譚女士其後在香港大學修讀法律，並於2001年取得律師資格。



Report of the Directors

董事會報告

The Directors are pleased to present this annual report and the audited consolidated financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group principally engages in entertainment, media and cultural development businesses, particularly in Greater China, which include (i) cinema development and operation; and (ii) investment in films and a variety of cultural events. Details of the principal activities and other particulars of the Company's principal subsidiaries are set out in note 38 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 60 of this annual report.

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

BUSINESS REVIEW AND PERFORMANCE

A fair review of the Group's business, a discussion and analysis of the Group's performance during the Year and an analysis of the likely future development of the Group's business are set out in the Management Discussion and Analysis from pages 4 to 12 of this annual report. Description of the principal risks and uncertainties facing the Group are set out in the Corporate Governance Report from pages 29 to 52 of this annual report and notes 5(b) and 6 to the consolidated financial statements respectively.

There is no important event affecting the Group that had occurred since the end of the Year up to the date of this report.

In addition, discussion on the Group's environmental policies and performance, key relationships with the Company's key stakeholders as well as compliance with relevant laws and regulations which have significant impact on the Company are set out in the Environmental, Social and Governance Report 2018/2019 of the Company.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years is set out on page 168 of this annual report.

董事欣然提呈本年報及本集團於本年度之經審核綜合財務報表。

主要業務

本公司為一間投資控股公司。本集團主要從事娛樂、媒體及文化發展業務(尤其在大中華地區)，其中包括(i)戲院發展及營運；及(ii)投資電影及各類文化活動。本公司之主要附屬公司之主要業務詳情及其他資料載於綜合財務報表附註38。

業績及股息

本集團於本年度之業績載於本年報第60頁之綜合損益及其他全面收益表。

董事會不建議就本年度派付任何股息(2018年：無)。

業務回顧及表現

於本年度內本集團業務之中肯回顧、本集團表現之討論與分析及本集團業務相當可能有的未來發展之分析乃載於本年報第4至12頁之管理層討論與分析。有關本集團面對之主要風險及不明朗因素之描述乃分別載於本年報第29至52頁之企業管治報告及綜合財務報表附註5(b)及6。

自本年度末直至本報告日期，概無發生影響本集團之重大事件。

此外，有關本集團環保政策及表現、與本公司主要持份者之重要關係及遵守對本公司有重大影響之相關法律及規例之討論載於本公司2018/2019年環境、社會及管治報告。

五年財務概要

本集團過去五個財政年度之業績與資產及負債概要載於本年報第168頁。



Report of the Directors

董事會報告

PROPERTY, PLANT AND EQUIPMENT

During the Year, the Group acquired property, plant and equipment at a cost of HK\$63,358,000.

Details of changes in the property, plant and equipment of the Group are set out in note 17 to the consolidated financial statements.

SHARE CAPITAL

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

RESERVES

Details of movements in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity on pages 62 and 63.

DISTRIBUTABLE RESERVE OF THE COMPANY

As at 30 June 2019, the Company has no reserve available for distribution to the shareholders of the Company (the “Shareholders”) (2018: Nil).

EQUITY-LINKED AGREEMENTS

Other than the share option scheme adopted by the Company on 8 November 2011 (“Share Option Scheme”) as set out in note 32 to the consolidated financial statements, no equity-linked agreement was entered into by the Company during the Year or subsisted at the end of the Year.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED 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 are no provisions for pre-emptive rights under the Company's Bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares of the Company (“Shares”) on a pro-rata basis to existing Shareholders.

物業、機器及設備

於本年度，本集團收購物業、機器及設備，費用為63,358,000港元。

本集團之物業、機器及設備之變動詳情載於綜合財務報表附註17。

股本

本公司之股本於本年度內之變動詳情載於綜合財務報表附註32。

儲備

本集團之儲備於本年度內之變動詳情載於第62及63頁之綜合權益變動表。

本公司可供分派之儲備

於2019年6月30日，本公司並無可供分派予本公司股東（「股東」）之儲備（2018年：無）。

股票掛鈎協議

除於綜合財務報表附註32所披露之本公司於2011年11月8日採納之購股權計劃（「購股權計劃」）外，於本年度內或於本年度末，本公司並無訂立股票掛鈎協議。

購回、出售或贖回本公司上市證券

本公司或其任何附屬公司於本年度內概無購回、出售或贖回本公司任何上市證券。

優先購買權

本公司之章程細則或百慕達法例均無關於本公司須向現有股東按比例提呈發售本公司新股份（「股份」）之優先購買權之規定。



Report of the Directors

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate amount of revenue attributable to the Group's five largest customers represented less than 30% of the Group's total revenue for the Year.

During the Year, the aggregate amount of purchases and services received attributable to the Group's five largest suppliers represented 68% of the Group's total purchases and services received. The largest supplier accounted for 61% of the Group's total purchases and services received during the Year.

To the knowledge of the Directors, none of the Directors, their close associates or any Shareholders owning more than 5% of the Company's issued share capital had beneficial interests in the share capital of any of the above major customers or suppliers of the Group.

DIRECTORS OF THE COMPANY

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

Executive Directors

Ms. Fan Man Seung, Vanessa (*Chairperson*)
Mr. Wong Chi Fai
Mr. Yeung Ching Loong, Alexander
Ms. Shirley Percy Hughes

Independent Non-executive Directors

Ms. Chan Sim Ling, Irene
Mr. Ho Tat Kuen
Ms. Tam Sau Ying (*appointed on 13 November 2018*)
Mr. Ng Hoi Yue (*retired on 13 November 2018*)

Biographical details of the current Directors and senior management as at the date of this report are set out from pages 13 to 15 of this annual report. Details of the Directors' remuneration are set out in note 16(a) to the consolidated financial statements.

In accordance with the Bye-law 87(2) and 87(3) of the Company's Bye-laws, Mr. Wong Chi Fai and Ms. Chan Sim Ling, Irene shall retire by rotation at the forthcoming annual general meeting ("**2019 AGM**") and, being eligible, offer themselves for re-election thereat.

主要客戶及供應商

於本年度，本集團首五大客戶應佔收入合佔本集團總收入不足30%。

於本年度，本集團首五大供應商應佔採購貨品及聘用服務金額合佔本集團採購貨品及聘用服務總額之68%。最大供應商於本年度佔本集團採購貨品及聘用服務總額之61%。

據董事所知，各董事、彼等之緊密聯繫人或擁有本公司已發行股本5%以上之任何股東概無實益擁有上述本集團任何主要客戶或供應商股本中之任何權益。

本公司董事

於本年度內及截至本報告刊發日期，董事名單如下：

執行董事

范敏嫦女士(主席)
黃志輝先生
楊政龍先生
許佩斯女士

獨立非執行董事

陳嬋玲女士
何達權先生
譚修英女士(於2018年11月13日獲委任)
伍海于先生(於2018年11月13日退任)

於本報告日期現任董事及高級管理人員之履歷詳情載於本年報第13至15頁。董事薪酬詳情載於綜合財務報表附註16(a)。

根據本公司章程細則第87(2)及87(3)條，黃志輝先生及陳嬋玲女士將於應屆股東週年大會([**2019股東週年大會**])上輪值退任。彼等均符合資格並願意於會上膺選連任。



Report of the Directors

董事會報告

DIRECTORS OF THE COMPANY (continued)

None of the Directors offering themselves for re-election at the 2019 AGM has an unexpired service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Group's business were entered into or existed during the Year.

PERMITTED INDEMNITY PROVISIONS

During the Year and up to the date of this report, the Company has in force the permitted indemnity provisions which are provided for in the Company's Bye-laws and in the directors and officers liability insurance maintained for the Group in respect of potential liability and costs associated with legal proceedings that may be brought against the Directors and the directors of the Group respectively.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

As at 30 June 2019, the interests and short positions 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 ("SFO")) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") were as follows:

Interests in the Company

Name of Director 董事姓名	Capacity/ Nature of interests 身份／權益性質	Number of issued Shares interested 持有權益之已發行 股份數目	% of issued Shares 佔已發行 股份百分比
Mr. Yeung Ching Loong, Alexander ("Mr. Alexander Yeung") 楊政龍先生(「楊先生」)	Eligible beneficiary of Albert Yeung Entertainment Discretionary Trust ("AYED Trust") Albert Yeung Entertainment Discretionary Trust (「AYED信託」) 之合資格受益人	1,064,200,000	33.12%

Note:

These Shares were held by Emperor Culture Group Holdings Limited, a wholly-owned subsidiary of Albert Yeung Entertainment Holdings Limited ("AY Entertainment Holdings") which is owned by the AYED Trust of which Mr. Alexander Yeung is one of the eligible beneficiaries.

本公司董事(續)

概無擬在2019股東週年大會上膺選連任之董事與本公司或其任何附屬公司訂有本集團不可於一年內免付賠償(法定賠償除外)而予以終止之未屆滿服務合約。

管理合約

本集團於本年度內並無訂立或存在有關管理及經營本集團所有或任何重大部分業務之合約(僱傭合約除外)。

獲准許的彌償條文

於本年度內及截至本報告刊發日期，就董事及本集團董事分別可能面對的法律訴訟而產生的潛在責任及費用，本公司備有獲准許的彌償條文，該等條文均載於本公司之章程細則以及本集團投購之董事及高級管理人員責任險內。

董事及主要行政人員之證券權益

於2019年6月30日，董事及本公司主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有已載於本公司根據證券及期貨條例第352條指定存置之登記冊內之權益及淡倉，或根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)之上市發行人董事進行證券交易之標準守則須另行知會本公司及聯交所之權益及淡倉如下：

於本公司之權益

附註：

該等股份由英皇文化產業集團控股有限公司持有，其為楊受成娛樂控股有限公司(「楊受成娛樂控股」)之全資附屬公司，楊受成娛樂控股由AYED信託(楊先生為AYED信託合資格受益人之一)擁有。



Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES *(continued)*

All interests stated above represent long position.

Save as disclosed above, as at 30 June 2019, none of the Directors nor chief executives of the Company had any interests or short positions in any Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

SHARE OPTIONS

The Company has adopted the Share Option Scheme on 8 November 2011. Particulars of the Share Option Scheme are set out in note 32 to the consolidated financial statements. No option was granted under the Share Option Scheme since its adoption.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the Share Options Scheme as stated above, at the end of the Year and at no time during the Year was the Company, any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors or chief executives of the Company or their spouse or children under 18 years of age to acquire benefits by means of acquisition of Shares in, or debentures of the Company or any other body corporate.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 30 June 2019, the interests of the Directors or their respective associates in the business which are considered to compete or are likely to compete, either directly or indirectly, with the business of the Group ("**Competing Business**") as required to be disclosed pursuant to the Listing Rules were as follows:

Nature of Competing Business:

- (1) Cinema operation
- (2) Investment in films and cultural events

董事及主要行政人員之證券權益 (續)

所有上述權益均為好倉。

除上文所披露者外，於2019年6月30日，概無董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份及債券中擁有任何權益或淡倉。

購股權

本公司於2011年11月8日已採納一項購股權計劃。有關購股權計劃之詳情載於綜合財務報表附註32。自其獲採納後，概無根據購股權計劃授出購股權。

購買股份或債券之安排

除上述購股權計劃外，於本年度末及於本年度內任何時間，本公司或其任何控股公司、附屬公司或同系附屬公司概無參與任何安排，使董事或本公司主要行政人員或彼等之配偶或18歲以下子女可藉於收購本公司或任何其他法人團體之股份或債券而獲取利益。

董事於競爭業務之利益

於2019年6月30日，董事或彼等各自之聯繫人於被認為與根據上市規則須予披露之本集團業務直接或間接構成競爭或可能構成競爭之業務(「**競爭業務**」)中擁有之權益如下：

競爭業務之性質：

- (1) 戲院營運
- (2) 電影及文化活動投資



Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS (continued)

Interests in Competing Business:

董事於競爭業務之利益(續)

於競爭業務之權益：

Name of Director 董事姓名	Name of competing company 競爭公司名稱	Nature of interests 權益性質	Nature of Competing Business 競爭業務之性質
Ms. Fan Man Seung, Vanessa 范敏嫦女士	Certain companies controlled/ owned by AYED Trust 由AYED信託控制／擁有之若干 公司	Director 董事	(1) & (2)
Mr. Wong Chi Fai 黃志輝先生	- ditto - - 同上 -	Director 董事	(1) & (2)
Mr. Alexander Yeung 楊先生	- ditto - - 同上 -	Director and/or an eligible beneficiary of the AYED Trust 董事及／或AYED信託之 合資格受益人	(1) & (2)
Ms. Shirley Percy Hughes 許佩斯女士	- ditto - - 同上 -	Director 董事	(2)

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

As at 30 June 2019, so far as is known to any Directors or chief executives of the Company, the persons or corporations (other than a Director or chief executive of the Company) who had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept under Section 336 of the SFO ("DI Register") were as follows:

主要股東及其他人士之權益

於2019年6月30日，就任何董事或本公司主要行政人員所知，除董事或本公司主要行政人員外，下列人士或法團於本公司股份或相關股份中擁有或被視為或被當作擁有記錄於按照證券及期貨條例第336條須存置之登記冊(「權益登記冊」)之權益或淡倉如下：

Long position in the Shares

於股份之好倉

Name 名稱／姓名	Capacity/ Nature of interests 身份／權益性質	Number of Shares interested 持有權益之股份數目	% of issued Shares 佔已發行股份百分比
AY Entertainment Holdings 楊受成娛樂控股	Interest in a controlled corporation 於受控制法團中之權益	1,064,200,000 (Note 1) (附註1)	33.12%



Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS (continued)

Long position in the Shares (continued)

主要股東及其他人士之權益(續)

於股份之好倉(續)

Name 名稱／姓名	Capacity/ Nature of interests 身份／權益性質	Number of Shares interested 持有權益之股份數目	% of issued Shares 佔已發行股份百分比
Alto Trust Limited	Trustee of the AYED Trust AYED信託之受託人	1,064,200,000 (Note 1) (附註1)	33.12%
Dr. Yeung Sau Shing, Albert ("Dr. Albert Yeung") 楊受成博士(「楊博士」)	Founder of the AYED Trust AYED信託之創立人	1,064,200,000 (Note 1) (附註1)	33.12%
	Interest in a controlled corporation 於受控制法團中之權益	97,000,000	3.02%
Ms. Luk Siu Man, Semon 陸小曼女士	Interest of spouse 配偶權益	1,161,200,000 (Note 2) (附註2)	36.14%
Golden Skill Limited	Beneficial owner 實益擁有人	350,000,000	10.89%
Mr. Tse Nicholas 謝靈鋒先生	Interest in a controlled corporation 於受控制法團中之權益	350,000,000 (Note 3) (附註3)	10.89%

Notes:

- These Shares were the same shares of which Mr. Alexander Yeung had deemed interest as set out under the section of "Directors' and Chief Executives' Interests in Securities" above.
- By virtue of being the spouse of Dr. Albert Yeung, Ms. Luk Siu Man, Semon also had deemed interests in the Shares held by Dr. Albert Yeung.
- These Shares were the same shares held by Golden Skill Limited.

All interests stated above represent long position.

Save as disclosed above, as at 30 June 2019, the Directors or chief executives of the Company were not aware of any person or corporation (other than the Directors and chief executives of the Company) who had, or were deemed or taken to have, any interests or short positions in any Shares or underlying Shares as recorded in DI Register.

附註:

- 該等股份乃上文「董事及主要行政人員之證券權益」一節所載楊先生被視為擁有權益之股份之相同股份。
- 鑒於陸小曼女士為楊博士之配偶，因此亦被視為擁有楊博士持有之股份之權益。
- 該等股份與Golden Skill Limited所持有之股份相同。

所有上述權益均為好倉。

除上文所披露者外，於2019年6月30日，董事或本公司主要行政人員並不知悉任何人士或法團(並非董事或本公司主要行政人員)於任何股份或相關股份中擁有或被視為或當作擁有權益登記冊所記錄之任何權益或淡倉。



Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE AND CONNECTED TRANSACTIONS

During the Year, the Group had the following transactions with connected persons (as defined in the Listing Rules) of the Company:

(A) Continuing Connected Transaction — Master Leasing Agreement (“MLA”)

Date:	24 May 2018
Parties:	(1) The Company (2) Emperor International
Nature:	MLA sets out the framework of the terms governing all existing and future tenancy/licensing transaction(s) (“ Tenancy Transaction(s) ”) regarding leasing of certain office properties or other properties (including cinema and advertising space) from Emperor International and its subsidiaries for the period from 24 May 2018 to 31 March 2021 with aggregate tenancy annual caps being set for each of the financial years ended/ending 30 June 2019, 2020 and for the 9 months ending 31 March 2021 (“ Aggregate Tenancy Annual Caps ”).

Pursuant to the MLA, relevant members of the Group and the relevant members of Emperor International may from time to time enter into any definitive leasing agreements in relation to any Tenancy Transactions (“**Definitive Leasing Agreement(s)**”). The terms of each Definitive Leasing Agreement shall be on normal commercial terms or on terms which are no less favorable to the Group than terms offered by independent third parties. The terms and rental shall be subject to arm's length negotiation and determined based on the condition of the properties and with reference to the then prevailing market rents on property(ies) comparable in location, area and permitted use.

董事於重大交易、安排或合約之權益及關連交易

於本年度，本集團與本公司關連人士（定義見上市規則）進行下列交易：

(A) 持續關連交易－總租賃協議（「總租賃協議」）

日期：	2018年5月24日
訂約方：	(1) 本公司 (2) 英皇國際
性質：	總租賃協議載列規管英皇國際及其附屬公司於2018年5月24日至2021年3月31日期間就租賃若干辦公室物業或其他物業（包括戲院及廣告位）而進行之所有現有及未來租賃／授權交易（「租賃交易」）的框架條款，並就截至2019年、2020年6月30日止各財政年度及截至2021年3月31日止9個月設定總租賃年度上限（「總租賃年度上限」）。

根據總租賃協議，本集團相關成員公司與英皇國際相關成員公司可不時就任何租賃交易訂立任何正式租賃協議（「正式租賃協議」）。各正式租賃協議之條款應按一般商業條款或按不遜於獨立第三方給予本集團之條款訂立。條款及租金應經公平磋商協定，並應根據該等物業狀況及參考具有相若位置、面積及許可用途之物業之當時市場租金釐定。



Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE AND CONNECTED TRANSACTIONS (continued)

(A) Continuing Connected Transaction — Master Leasing Agreement (“MLA”) (continued)

Both the Company and Emperor International were indirectly controlled by The Albert Yeung Discretionary Trust (“AY Trust”) at the date of signing of MLA. As such, under Chapter 14A of the Listing Rules, Emperor International was a connected person of the Company and accordingly, the transactions contemplated under the MLA constituted a continuing connected transaction of the Company and was subject to the approval by the independent shareholders of Emperor International and the Company. Mr. Alexander Yeung, a Director, has deemed interest in the transactions by virtue of being one of the eligible beneficiaries of the AY Trust.

During the Year, the aggregate amounts of the Tenancy Transactions with Emperor International or its relevant members was HK\$14,897,000.

Effective Date: 9 August 2018, whereupon the Aggregate Tenancy Annual Caps had replaced all the then annual caps previously obtained by the Company for the Tenancy Transactions.

Announcement: 24 May 2018 and 9 August 2018

Circular: 17 July 2018

董事於重大交易、安排或合約之權益及關連交易(續)

(A) 持續關連交易－總租賃協議(「總租賃協議」)(續)

於簽署總租賃協議日期，本公司及英皇國際均由The Albert Yeung Discretionary Trust (「AY Trust」) 間接控制。因此，根據上市規則第14A章，英皇國際為本公司之關連人士，故根據總租賃協議擬進行之交易構成本公司之持續關連交易，並須獲英皇國際及本公司之獨立股東批准方可作實。楊先生(作為董事)為AY Trust合資格受益人之一，因此被視作於該等交易中擁有權益。

於本年度，與英皇國際或其相關成員公司之租賃交易之總額為14,897,000港元。

生效日期：2018年8月9日，總租賃年度上限已取代本公司就租賃交易於原先所取得之所有當時年度上限。

公告：2018年5月24日及2018年8月9日

通函：2018年7月17日



Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE AND CONNECTED TRANSACTIONS (continued)

(B) Continuing Connected Transactions — Master Agreement on purchasing furniture and obtaining furniture procurement consultancy services (“Master Furniture Agreement”)

Date: 15 January 2018

Parties: (1) Albert Yeung Holdings Limited (“AY Holdings”)
(2) Ulferts International

Nature: Pursuant to the Master Furniture Agreement, Ulferts International and its subsidiaries (collectively referred to as “Ulferts Group”) shall (i) sell products and provide furniture procurement consultancy services to members of Emperor Group (including the Group) in relation to their projects and investments, or for their own consumption; (ii) sell furniture coupons to members of Emperor Group for their own consumption and for the consumption of their clients as a marketing strategy of their projects and (iii) provide such other types of ancillary services and any transaction of revenue nature in the ordinary course of business of Ulferts Group, commencing from 29 January 2018 and up to 31 March 2020.

As both the Company and Ulferts International were indirectly controlled by AY Holdings as owned by the AY Trust at the date of signing the Master Furniture Agreement, Ulferts International was a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the Master Furniture Agreement constituted continuing connected transactions of the Company. Mr. Alexander Yeung, a Director, has deemed interest in the transactions by virtue of being one of the eligible beneficiaries of the AY Trust.

During the Year, the amounts of HK\$4,732,000 and HK\$2,000 paid to Ulferts Group for the purchase of furniture and the obtaining of furniture procurement consultancy services respectively.

Announcement: 16 March 2018

董事於重大交易、安排或合約之權益及關連交易(續)

(B) 持續關連交易—購買傢俬及取得傢俬採購諮詢服務之總協議(「總傢俬協議」)

日期： 2018年1月15日

訂約方： (1) 楊受成產業控股有限公司 (「楊受成產業控股」)
(2) 歐化國際

性質： 根據總傢俬協議，自2018年1月29日起至2020年3月31日止，歐化國際及其附屬公司(統稱為「歐化集團」)將(i)向英皇集團之成員公司(包括本集團)銷售產品及提供有關其項目及投資或彼等自身消費的諮詢服務，(ii)向英皇集團銷售傢俬禮券，供自身使用以及作為其項目的營銷策略供其客戶消費及(iii)於歐化集團一般業務過程中提供該等其他類別配套服務及進行屬收入性質的任何交易。

於簽署總傢俬協議日期，本公司及歐化國際均由楊受成產業控股(由AY Trust擁有)間接控制，故根據上市規則第14A章，歐化國際為本公司之關連人士而總傢俬協議構成本公司之持續關連交易。楊先生(作為董事)為AY Trust合資格受益人之一，故被視作於該等交易中擁有權益。

於本年度，就購買傢俬及取得傢俬採購諮詢服務分別向歐化集團支付4,732,000港元及2,000港元。

公告： 2018年3月16日



Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE AND CONNECTED TRANSACTIONS (continued)

Compliance with Disclosure Requirements

Save as the "Rental expenses to related companies" in the amount of HK\$14,897,000, the "Purchase of furniture from a related company" in the amount of HK\$4,732,000 and the "Consultancy service fee to a related company" in the amount of HK\$2,000 for the Year as shown in note 36(a) — "Material Related Party Transactions" to the consolidated financial statements which constituted connected transactions of the Company under Chapter 14A of the Listing Rules, all other transactions as shown in the note thereon are connected transactions exempted from announcement, reporting, annual review and shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company has complied with the relevant requirements in accordance with Chapter 14A of the Listing Rules in respect of the above continuing connected transactions.

Auditors' Letter on Non-exempt Continuing Connected Transactions

The Group's auditors were engaged to report on the Group's non-exempt continuing connected transactions ("CCTs") in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" ("Auditors' Letter") issued by the Hong Kong Institute of Certified Public Accountants.

The auditors have issued an unqualified letter containing their findings and conclusions in respect of the CCTs in accordance with Rule 14A.56 of the Listing Rules. A copy of the Auditors' Letter has been provided by the Company to the Stock Exchange.

董事於重大交易、安排或合約之權益及關連交易(續)

遵守披露規定

除綜合財務報表附註36(a) — 「重大關連人士交易」所示本年度「向關連公司支付租金費用」之14,897,000港元、「向關連公司購買傢俬」之4,732,000港元及「向關連公司支付諮詢服務費」之2,000港元為根據上市規則第14A章構成本公司持續關連交易外，附註所載之所有其他交易乃根據上市規則第14A章獲豁免遵守公告、匯報、年度審閱及股東批准規定之關連交易。本公司已就上述持續關連交易遵守上市規則第14A章之相關規定。

有關非豁免持續關連交易之核數師函件

本集團核數師已獲委聘按照香港會計師公會頒佈之《香港審驗應聘服務準則3000》(經修訂)的「歷史財務資料審計或審閱以外的審驗應聘」，並參照《實務說明》第740號《關於香港上市規則所述持續關連交易的核數師函件》(「核數師函件」)，匯報本集團之非豁免持續關連交易(「持續關連交易」)。

核數師已按照上市規則第14A.56條發出無保留意見函件，當中載有其就持續關連交易之發現及結論。本公司已向聯交所提供核數師函件副本。



Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE AND CONNECTED TRANSACTIONS (continued)

Confirmation of Independent Non-executive Directors

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors of the Company (“INEDs”) have reviewed the CCTs and the Auditors' Letter and have confirmed that these transactions have been entered into by the Group:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms or better (as the case may be); and
- (3) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Save as disclosed above, there was no other transaction, arrangement or contract of significance which was significant in relation to the Group's business to which the Company or any of its holding companies, subsidiaries or fellow subsidiaries was a party and in which a Director or his/her connected entity had a material interest, whether directly or indirectly, subsisted at any time during the Year.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the INEDs an annual confirmation of the independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the INEDs are independent.

EMOLUMENT POLICY

The emoluments of the Directors shall be decided by the Board as recommended by the Remuneration Committee having regard to a written remuneration policy (which ensures a clear link to business strategy and a close alignment with the Shareholders' interest and current best practice). Remuneration should be paid with reference to the Board's corporate goals and objectives, the salaries paid by comparable companies, time commitment and responsibilities of the executive and non-executive Directors, internal equity of employment conditions across the Group and applicability of performance-based remuneration. The Directors' fees are paid in line with market practice. No individual should determine his or her own remuneration.

董事於重大交易、安排或合約之權益及關連交易(續)

獨立非執行董事之確認

根據上市規則第14A.55條，本公司獨立非執行董事(「獨立非執行董事」)已審閱持續關連交易及核數師函件，並確認該等交易乃由本集團：

- (1) 於本集團日常業務中訂立；
- (2) 按一般商業條款或更佳條款(視情況而定)訂立；及
- (3) 乃按照該等交易的協議內之條款進行，而交易條款屬公平合理並符合股東之整體利益。

除上文披露者外，於本年度內任何時間，概無存在對本集團業務而言屬重大，本公司或其任何控股公司、附屬公司或同系附屬公司為訂約方而董事或其關連實體於其中直接或間接擁有重大權益之其他重大交易、安排及合約。

獨立非執行董事獨立性之確認

本公司已收到每位獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。本公司認為，所有獨立非執行董事均為獨立人士。

薪酬政策

董事之酬金須由董事會根據薪酬委員會參照一套書面薪酬政策(以確保與業務策略有清晰聯繫，並密切符合股東之權益及現行最佳常規)向其提供的推薦意見而釐定。酬金應參考董事會企業目標及目的、可予以比較公司支付的薪金、執行及非執行董事的時間投入及職責、本集團內部一貫的僱傭條件及與表現掛鈎的薪酬之適用性而支付。董事袍金則以符合市場常規而支付。概無個別人士可自行釐定其酬金。



Report of the Directors

董事會報告

EMOLUMENT POLICY (continued)

Employees' remuneration was determined in accordance with individual's responsibility, competence and skills, experience and performance as well as market pay level. Remuneration package includes, as the case may be, basic salaries, Directors' fees, contribution to pension schemes, discretionary bonus relating to the financial performance of the Group and individual performance and other competitive fringe benefits such as medical and life insurances. Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in note 16 to the consolidated financial statements.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report from pages 29 to 52 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors, as at the latest practicable date prior to the issue of this annual report, there was sufficient public float of at least 25% of the Company's issued Shares as required under the Listing Rules.

AUDITORS

HLB Hodgson Impey Cheng Limited, the auditors of the Group, shall hold office until the conclusion of the 2019 AGM and a resolution for appointment of Messrs. Ernst & Young as the new auditor of the Group to replace HLB Hodgson Impey Cheng Limited will be proposed at the 2019 AGM.

On behalf of the Board

Fan Man Seung, Vanessa
Chairperson

Hong Kong, 26 September 2019

薪酬政策(續)

僱員薪酬乃根據個人職責、才幹及技能、經驗及表現以及市場薪酬水平而釐定。薪酬組合包括(視情況而定)基本薪金、董事袍金、退休金計劃供款、與本集團財務表現及個人表現掛鈎之酌情花紅及其他具有競爭力之額外福利(如醫療及人壽保險)。董事及本集團五名最高薪酬人士之薪酬詳情載於綜合財務報表附註16。

企業管治

本公司採納之主要企業管治常規載列於本年報第29至52頁之企業管治報告內。

足夠公眾持股量

根據本公司所得之公開資料及據董事所知，於本年報刊發前之最後實際可行日期，本公司擁有上市規則所規定至少佔本公司已發行股份25%之足夠公眾持股量。

核數師

本集團核數師國衛會計師事務所有限公司將擔任其職務至2019股東週年大會結束為止，一項委任安永會計師事務所為本集團新核數師以接替國衛會計師事務所有限公司之決議案將於2019股東週年大會上提呈。

代表董事會

主席
范敏嫦

香港，2019年9月26日



Corporate Governance Report

企業管治報告

The Board is committed to maintaining a high standard of corporate governance for the Company so as to ensure “Accountability, Responsibility and Transparency” towards Shareholders, stakeholders, investors as well as employees of the Company.

The Board has adopted various policies to ensure compliance with the code provisions of the Corporate Governance Code (“CG Code”) under Appendix 14 of the Listing Rules. For the Year, the Company has fully complied with all the code provisions of the CG Code as set out in Appendix 14 of the Listing Rules.

THE BOARD

Roles and Responsibilities of the Board

The Company is headed by the Board which is responsible for the leadership, control and promotion of the success of the Group in the interests of the Shareholders by directing and supervising its affairs and by formulating strategic directions and monitoring the financial and management performance of the Group.

Board Composition

As at 30 June 2019, the Board comprised seven Directors, four are Executive Directors (including the Chairperson) whilst three are INEDs. The composition of the Board represents a diversified mixture of age, gender, educational background, skills, knowledge, length of service and professional expertise in management, legal, accounts and finance as well as corporate development which is beneficial to the business development of the Company and ensures a strong independent element with a balance of power and influence between individuals in the Board. The biographies of the Directors are set out from pages 13 to 15 of this annual report under the “Biographies of the Directors and Senior Management” section.

Chairperson and Chief Executive Officer

Ms. Fan Man Seung, Vanessa (“Ms. Vanessa Fan”) has been appointed as the Chairperson of the Board who provides leadership for the Board. With the support of the company secretary of the Company (“Company Secretary”), she ensures that all Directors receive, in a timely manner, adequate information and are properly briefed on issues arising at the board meetings. She is responsible for ensuring that the Board works effectively and performs its responsibilities. The Executive Directors are responsible for the day-to-day management of the Group’s businesses. The Board considers that current segregation of duties can ensure a balance of power and authority and make the Board and the operation of the Group function effectively.

The Chairperson holds meeting without the presence of Executive Directors with INEDs at least once a year.

董事會致力為本公司維持高水平之企業管治，以確保為本公司股東、持份者、投資者以及僱員提供「問責、負責及具透明度」之制度。

董事會已採納多項政策，以確保遵守上市規則附錄十四之企業管治守則（「企業管治守則」）之守則條文。於本年度，本公司已全面遵守上市規則附錄十四所載之企業管治守則之所有守則條文。

董事會

董事會之角色及責任

本公司以董事會為首。董事會負責領導及監控本集團，並透過統管及監督其事務與制定策略方向及監察本集團之財務及管理表現，致力促進本集團之成功及符合股東之利益。

董事會組成

於2019年6月30日，董事會由七名董事（四名執行董事（包括主席）及三名獨立非執行董事）組成。董事會由多元化成員組成，擁有不同年齡、性別、教育背景、技能、知識、服務任期並集合管理、法律、會計及財務以及企業發展方面之專才，有利本公司之業務發展；董事會亦確保其擁有強健的獨立元素，成員之間的權力及影響得以均衡。各董事之履歷載於本年報第13至15頁「董事及高級管理人員之履歷」一節。

主席及行政總裁

范敏嫦女士（「范女士」）獲委任為董事會主席，負責領導董事會。在本公司公司秘書（「公司秘書」）之協助下，范女士確保全體董事及時收到足夠的信息，可及時收取充份資訊，及於董事會會議上均獲適當知悉當前的事項。彼負責確保董事會有效地運作及履行其職責。執行董事負責本集團業務之日常管理。董事會認為現時職責分配可使權力與授權得以均衡，並使董事會及本集團職能有效地運作。

主席與獨立非執行董事每年最少舉行一次沒有執行董事出席的會議。



Corporate Governance Report

企業管治報告

THE BOARD (continued)

Independent Non-executive Directors

All INEDs are professionals with valuable experience and expertise in legal, accounting or auditing in business areas who contribute impartial view and make independent judgment on issues to be discussed at Board meetings. Each of them has been appointed for an initial term of three years which is renewed automatically for successive terms of one year subject to early termination with notice being served by either party. The terms of the INEDs are also subject to retirement by rotation and re-election provisions under the Bye-laws of the Company.

The Company had received confirmation of independence from each of the INEDs. Based on the annual review conducted by the Nomination Committee, the Board considered each of them to be independent by reference to the factors as set out in Rule 3.13 of the Listing Rules. The INEDs had been expressly identified as such in all corporate communications of the Company that disclose the names of Directors.

Delegation to the Management

The management is led by the Executive Committee of the Company (comprising all the Executive Directors of the Board) which has been delegated powers and authorities to carry out the day-to-day management and operation of the Group, formulate business policies and make decision on key business issues. The Executive Committee shall have all power and authorities of the Board except the following matters as set out in a formal schedule of matters specifically reserved by the Board:

- determining the Group's objectives and strategies;
- approving annual and interim results and financial reporting;
- declaring or recommending payment of dividends or other distributions;
- approving major changes that require notification by announcement under the Listing Rules;
- approving publication of the announcement (except for discloseable transactions in relation to lease transactions recognising the right-of-use asset according to HKFRS 16) for notifiable transactions under the Listing Rules;
- approving non-exempted connected transactions/non-exempted continuing connected transactions (other than those transactions took place from time to time under the master agreement(s) previously approved by the Board/Shareholders of the Company (as the case may be)) under the Listing Rules;

董事會(續)

獨立非執行董事

全體獨立非執行董事均為於法律、會計或審計業務方面擁有寶貴經驗及專長之專業人士，就將於董事會會議上討論之事宜提供中立觀點及作出獨立判斷。彼等之初步任期為三年，其後按年自動重續，惟可由任何一方發出通知提早終止。獨立非執行董事之任期亦須根據本公司之章程細則輪值退任及可膺選連任。

本公司已接獲各獨立非執行董事之獨立性確認書。根據提名委員會作出之年度審閱，董事會於參照上市規則第3.13條所載因素後認為彼等均屬獨立人士。本公司已在所有公司通訊中披露董事姓名時，明確列明獨立非執行董事之身份。

授權予管理層

管理層乃由本公司之執行委員會(由董事會全體執行董事組成)領導，並獲授予權力及職權，以進行本集團之日常管理及營運、制定業務政策及就主要業務事項作出決定。執行委員會擁有董事會之所有權力及授權，惟正式預定計劃表所載由董事會特別保留之下列事項除外：

- 釐定本集團之目標及策略；
- 批准年度及中期業績以及財務報告；
- 宣派或建議派付股息或其他分派；
- 批准根據上市規則須以公告形式作出通知之重大變動；
- 批准刊發有關上市規則項下之須予公佈交易之公告(惟根據香港財務報告準則第16號就有關確認使用權資產的租賃交易的須予披露交易除外)；
- 批准根據上市規則之非豁免關連交易／非豁免持續關連交易(惟根據先前已由本公司董事會／股東(視情況而定)批准之主協議不時進行之交易除外)；



Corporate Governance Report

企業管治報告

THE BOARD (continued)

Delegation to the Management (continued)

- approving proposed transactions requiring Shareholders' approval under the Listing Rules;
- approving major capital restructuring and issue of new securities of the Company;
- approving the establishment of Board committees;
- approving policies and practices on compliance with legal and regulatory requirements, including but not limited to risk management policy, remuneration policy and corporate governance policy;
- approving financial assistance to Directors;
- ensuring the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions; and
- approving such other matters or transactions as specified by the Board or as thought fit by the Committee or as required by all applicable laws, rules and regulations from time to time.

Induction, Support and Professional Development of Directors

All Directors have been given relevant guideline materials regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors, duty of disclosure of equity and business interest in the Group and such induction materials will also be provided to newly appointed Directors shortly upon their appointment as Directors. All Directors have been updated on the latest developments of the Listing Rules and other applicable regulatory requirement to ensure compliance and enhance their awareness of good corporate governance practices. There is a procedure agreed by the Board to enable Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expenses in order to assist them to perform their duties to the Company.

董事會(續)

授權予管理層(續)

- 批准根據上市規則需要股東批准之建議交易；
- 批准本公司之主要資本重組及發行新證券；
- 批准成立董事委員會；
- 批准有關遵守法例及監管規定方面的政策及常規，包括但不限於風險管理政策、薪酬政策及企業管治政策；
- 批准對董事之財務援助；
- 確保本公司會計、內部審核及財務匯報職能之資源、員工資格及經驗、培訓計劃及預算之充足性；及
- 批准董事會指定或委員會認為適合或所有不時適用的法律、規則及法規規定之有關其他事項或交易。

董事之啟導、支援及專業發展

所有董事均已獲提供有關擔任董事之職責及責任、適用於董事之相關法例及規例、披露股權及業務權益之責任及本集團業務之相關指引資料，而有關就任須知亦會於新任董事獲委任為董事後短期內向彼等予以提供。所有董事均已獲知上市規則及其他適用監管規定之最新發展狀況，以確保遵守該等規定及加強彼等對良好企業管治常規之意識。董事會已議定程序，使董事可在適當情況下經合理要求後尋求獨立專業意見，費用由本公司承擔，以協助彼等履行其對本公司的責任。



Corporate Governance Report

企業管治報告

THE BOARD (continued)

Induction, Support and Professional Development of Directors (continued)

The Directors confirmed that they had complied with the Code Provision A.6.5 of the CG Code on Directors' training. During the Year, each Director had participated in continuous professional development by attending seminars/workshop/reading materials on the following topics to develop and refresh their knowledge and skills and provided a record of training to the Company:

董事會(續)

董事之啟導、支援及專業發展(續)

董事確認，彼等已遵守企業管治守則內有關董事培訓之守則條文第A.6.5條。於本年度，各董事均已透過出席有關下列主題之座談會／工作坊／閱讀有關下列主題之材料參與持續專業發展，以發展及更新彼等之知識及技能並已向本公司提供培訓紀錄：

Name of Directors	董事姓名	Topics on training covered 所涵蓋之培訓主題
Ms. Fan Man Seung, Vanessa	范敏嫦女士	(1) Corporate Governance 企業管治
Mr. Wong Chi Fai	黃志輝先生	(2) Regulatory 監管
Mr. Yeung Ching Loong, Alexander	楊政龍先生	(3) Finance 財務
Ms. Shirley Percy Hughes	許佩斯女士	(4) Industry-specific 行業相關
Ms. Chan Sim Ling, Irene	陳嬋玲女士	
Mr. Ho Tat Kuen	何達權先生	
Ms. Tam Sau Ying (appointed on 13 November 2018)	譚修英女士 (於2018年11月13日獲委任)	
Mr. Ng Hoi Yue (retired on 13 November 2018)	伍海于先生 (於2018年11月13日退任)	

Relationship between the Board Members

None of the members of the Board has any relationship (including financial, business, family or other material/relevant relations) among each other.

董事會成員間之關係

董事會成員之間概無任何關係(包括財務、業務、家屬或其他重大／相關關係)。

Directors' Insurance

The Company has arranged appropriate insurance cover in respect of legal action against the Directors.

董事之保險

本公司已就董事可能會面對之任何法律訴訟作出適當之投保安排。



Corporate Governance Report

企業管治報告

THE BOARD (continued)

Directors' Attendance and Time Commitment

The attendance of the Directors at the meetings during the Year is set out below:

董事會(續)

董事之出席情況及時間投入

於本年度董事出席會議之情況如下：

Name of Directors 董事姓名	Board 董事會	No. of meetings attended/held 出席會議/舉行會議次數						Chairperson Meeting with INEDs 主席與 獨立非執行 董事的會議	2018 Annual General Meeting 2018年度 股東週年大會
		Audit Committee 審核 委員會	Remuneration Committee 薪酬 委員會	Nomination Committee 提名 委員會	Corporate Governance Committee 企業管治 委員會	Executive Committee 執行 委員會			
Executive Directors 執行董事									
Ms. Fan Man Seung, Vanessa (Note 1) 范敏嫦女士(附註1)	6/6			2/2	1/1	6/6	1/1	1/1	
Mr. Wong Chi Fai 黃志輝先生	6/6		1/1			6/6		1/1	
Mr. Yeung Ching Loong, Alexander 楊政龍先生	5/6					6/6		1/1	
Ms. Shirley Percy Hughes 許佩斯女士	6/6					6/6		1/1	
Independent Non-executive Directors 獨立非執行董事									
Ms. Chan Sim Ling, Irene 陳輝玲女士	6/6	3/3				1/1	1/1	1/1	
Mr. Ho Tat Kuen (Note 2) 何達權先生(附註2)	6/6	3/3	1/1	2/2			1/1	1/1	
Ms. Tam Sau Ying (Notes 3&4) 譚修英女士(附註3&4)	4/4	1/1	1/1	1/1					
Mr. Ng Hoi Yue (Note 5) 伍海于先生(附註5)	2/2	2/2		1/1			1/1	1/1	
Total number of meetings held: 舉行會議之總數:	6	3	1	2	1	6	1	1	

Notes:

- Chairperson of the Board, Executive Committee, Nomination Committee and Corporate Governance Committee
- Chairman of the Audit Committee
- Chairperson of the Remuneration Committee
- Ms. Tam Sau Ying was elected as Director in the annual general meeting of the Company held on 13 November 2018 ("2018 AGM") and was appointed as the chairperson of the Remuneration Committee as well as a member of the Audit Committee and Nomination Committee on the same day
- Mr. Ng Hoi Yue retired as director at the 2018 AGM and automatically ceased to act as the Chairman of the Remuneration Committee as well as a member of the Audit Committee and Nomination Committee

附註:

- 董事會、執行委員會、提名委員會及企業管治委員會主席
- 審核委員會主席
- 薪酬委員會主席
- 譚修英女士於2018年11月13日舉行之本公司股東週年大會(「2018股東週年大會」)上獲選為董事，並於同一日獲委任為薪酬委員會主席以及審核委員會及提名委員會成員
- 伍海于先生於2018股東週年大會上退任董事，並自動停任薪酬委員會主席以及審核委員會及提名委員會成員

The Board has reviewed the contribution required from each Director to perform his/her responsibilities to the Company and is satisfied that each Director has been spending sufficient time performing them.

董事會已審閱各董事履行其對本公司的責任所作之貢獻，並認為全體董事均已付出足夠時間履行彼等職責。



Corporate Governance Report

企業管治報告

THE BOARD *(continued)*

Board Meetings and Proceedings

Regular Board meetings were held at approximately quarterly interval. The Directors have access to the advice and services of the Company Secretary and key officers of the company secretarial team for ensuring that the Board procedures as well as all applicable rules and regulations are followed.

With the assistance of the Company Secretary, the meeting agenda is set by the Chairperson of the Board in consultation with other Board members. Board meeting notice was sent to the Directors at least 14 days prior to each regular Board meeting. For all other Board meetings, reasonable notice was given. Board papers and related materials which provide appropriate, accurate, clear, complete and reliable information are generally sent to all Directors and relevant committee members at least 3 days before each regular Board meeting and Board Committee meeting to enable the Directors to make informed decisions.

Minutes of Board meetings and Board committee meetings are drafted by the secretary of the meetings and recorded in sufficient details the matters considered and decisions reached, with draft and final versions being circulated to the Directors for their comment and records respectively, within reasonable time after the meetings are held. Originals of such minutes, being kept by the Company Secretary, are open for inspection at any reasonable time with reasonable notice by any Director.

If a Director has conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by a physical Board meeting rather than a written resolution. That Director will abstain from voting on the relevant Board resolution in which he/she or any of his/her associates has a material interest and he/she shall not be counted in the quorum present at the Board meeting. INEDs who, and whose close associates, have no material interest in the transaction are present at that Board meeting.

董事會(續)

董事會會議及程序

董事會定期會議約每季舉行。董事會可獲取公司秘書及公司秘書團隊主要職員之意見及服務，確保遵循董事會程序及所有適用之規則及規例。

在公司秘書之協助下，會議議程乃由董事會主席在諮詢其他董事會成員後設定。董事會定期會議之通告至少於會議前14日發送予董事。至於其他董事會會議，亦會發出合理通知。各個定期董事會會議及董事委員會會議舉行前最少3日，一般會向全體董事及相關委員會成員寄發董事會會議文件及所有載列適用、準確、清晰、完備及可靠資料的相關材料，以讓彼等作出知情決策。

經由會議秘書就所考慮之事項及所達成之決策作出足夠詳細起草及記錄之董事會會議及董事委員會會議紀錄之初稿及最終定稿均會交予董事，分別供彼等於舉行會議後在合理時間內表達意見及備案之用。有關會議紀錄之正本由公司秘書保存，可供任何董事於發出合理通知後在任何合理時間查閱。

若董事在董事會將予考慮之事項中存有董事會認為屬重大之利益衝突，則該事項將以召開董事會會議而非以書面決議案方式處理，而該董事將就彼或其任何聯繫人士具有重大權益之相關董事會決議案放棄投票，且不會計入出席該董事會會議之法定人數內。於交易中，自身及其緊密聯繫人均沒有重大利益的獨立非執行董事均有出席該董事會會議。



Corporate Governance Report

企業管治報告

THE BOARD *(continued)*

Board Committees

To assist the Board in execution of its duties and facilitate effective management, certain functions of the Board have been delegated by the Board to the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee and Executive Committee.

All members of the Audit Committee and the majority members of the Remuneration Committee and Nomination Committee are INEDs. Clear written terms of reference of all the Board Committees are given to the respective members of these Committees. Details of the Board Committees are set out below:

1. Executive Committee *(set up on 28 January 2015)*

The Executive Committee consists of all the Executive Directors, namely Ms. Vanessa Fan (Chairperson of the Committee), Mr. Wong Chi Fai, Mr. Alexander Yeung and Ms. Shirley Percy Hughes. The primary duties of the Executive Committee are (a) formulating business policies and making decision (including entering into transactions) on matters relating to the management and day-to-day operations of the Group; (b) making and reviewing corporate/financial/treasury planning investment and operation strategy of the Group; (c) discussing and approving any financial, borrowing, charging and guarantee commitment to be made or on behalf of the Group; (d) approving discloseable transactions, exempted connected transactions and non-exempted continuing connected transactions took place from time to time under the master agreement(s) previously approved by the Board/Shareholders (as the case may be) under the Listing Rules; and (e) having all power and authorities of the Board except those matters specifically reserved for the full Board as set out in the "Formal Schedule on matters reserved for and delegated by the Board" adopted by the Board from time to time.

董事會(續)

董事委員會

為協助董事會履行其職責及促進有效管理，董事會若干職能已由董事會委派予審核委員會、薪酬委員會、提名委員會、企業管治委員會及執行委員會。

審核委員會所有成員、薪酬委員會及提名委員會大多數成員為獨立非執行董事。所有董事委員會之清晰書面職權範圍已提供予此等委員會之各自成員。董事委員會詳情載列如下：

1. 執行委員會(於2015年1月28日成立)

執行委員會由全體執行董事組成，即范女士(委員會主席)、黃志輝先生、楊先生及許佩斯女士。執行委員會之主要職責為(a)就與本集團管理及日常營運有關之事項制定業務政策及作出決定(包括進行交易)；(b)制定及檢討本集團之企業／財務／庫務計劃、投資及營運策略；(c)討論及批准任何本集團或代表本集團制定之財務、借貸、抵押及保證承諾；(d)批准根據上市規則之須予披露交易、獲豁免關連交易及已由董事會／股東(視情況而定)批准之主協議不時進行之非豁免持續關連交易；及(e)擁有董事會之所有權力及授權，惟董事會不時採納之「需要董事會決定及授權之事項之正式預定計劃表」所載指定由全體董事會作決定之事項除外。



Corporate Governance Report

企業管治報告

THE BOARD (continued)

Board Committees (continued)

2. Audit Committee (set up on 4 December 1998)

The Audit Committee consists of three INEDs, namely Mr. Ho Tat Kuen (Chairman of the Committee), Ms. Chan Sim Ling, Irene and Ms. Tam Sau Ying.

The specific written terms of reference of the Audit Committee is available on the websites of the Stock Exchange and the Company. The Audit Committee is primarily responsible for (a) making recommendations to the Board on the appointment, re-appointment and removal of the external auditors; (b) reviewing and monitoring the external auditors' independence and objectivity and effectiveness of the audit process; (c) approving the remuneration and terms of engagement of external auditors; and (d) reviewing financial information and overseeing the financial reporting, risk management and internal control systems. The Audit Committee held three meetings during the Year.

A summary of the work performed by the Audit Committee during the Year is set out below:

- i. reviewed with the management/finance-in-charge and/or the external auditors the effectiveness of audit process and the accounting principles and practices adopted by the Group, and the accuracy and fairness of the annual consolidated financial statements for the financial year ended 30 June 2018 ("Previous Year") and the interim consolidated financial statements for the six months ended 31 December 2018;
- ii. reviewed with the senior management and finance personnel the effectiveness of the risk management and internal control systems of the Group;
- iii. performed annual review of the non-exempt continuing connected transactions of the Group for the Previous Year;
- iv. recommended the Board on the re-appointment of external auditors at the 2018 AGM;
- v. approved the audit plan for the previous Year, reviewed the independence of external auditors and approved their engagement; and
- vi. made recommendation to the Board on the adoption the revised terms of reference of the Audit Committee.

董事會(續)

董事委員會(續)

2. 審核委員會(於1998年12月4日成立)

審核委員會由三名獨立非執行董事組成，分別為何達權先生(委員會主席)、陳燁玲女士及譚修英女士。

審核委員會具體書面職權範圍可於聯交所及本公司網站查閱。審核委員會主要負責(a)就委任、重新委任及罷免外聘核數師提供推薦意見；(b)檢討及監察外聘核數師之獨立性以及審核程序之客觀性及有效性；(c)批准外聘核數師之酬金及委聘條款；及(d)審閱財務資料及監察財務報告制度、風險管理及內部監控系統。審核委員會於本年度內舉行了三次會議。

審核委員會於本年度履行之工作概要載列如下：

- i. 與管理層／財務負責人及／或外聘核數師審閱審核過程及本集團所採納之會計原則及實務之成效，以及分別截至2018年6月30日止財政年度(「上年度」)之年度綜合財務報表及截至2018年12月31日止六個月之中期綜合財務報表之準確性及公平性；
- ii. 與高級管理層及財務人員檢討本集團風險管理及內部監控系統之成效；
- iii. 對本集團於上年度之非豁免持續關連交易進行年度審閱；
- iv. 建議董事會於2018股東週年大會上重新委聘外聘核數師；
- v. 批准本年度之審核計劃、檢討外聘核數師之獨立性及批准其委聘；及
- vi. 就採納審核委員會之經修訂職權範圍向董事會提出建議。



THE BOARD (continued)

Board Committees (continued)

3. Remuneration Committee (set up on 26 October 2005)

The Remuneration Committee consists of three members, namely Ms. Tam Sau Ying (Chairperson of the Committee) and Mr. Ho Tat Kuen, both being INEDs, and Mr. Wong Chi Fai, being the Executive Director.

The specific written terms of reference of the Remuneration Committee is available on the websites of the Stock Exchange and the Company. The Remuneration Committee is primarily responsible for making recommendation to the Board on (a) the Company's policies and structure for the remuneration of Directors and senior management; (b) the remuneration of INEDs; and (c) the specific remuneration packages for individual Executive Directors and senior management. Details of the remuneration of each of the Directors for the Year are set out in note 16(a) to the consolidated financial statements. The Remuneration Committee held one meeting during the Year.

A summary of the work performed by the Remuneration Committee during the Year is set out as follows:

- i. reviewed the Directors' fee and made recommendation to the Board; and
- ii. reviewed the remuneration structure/package of the Executive Directors and senior management and made recommendation to the Board on their specific packages.

4. Nomination Committee (set up on 23 March 2012)

The Nomination Committee consists of three members, namely Ms. Vanessa Fan (Chairperson of the Committee), being the Chairperson of the Board, Mr. Ho Tat Kuen and Ms. Tam Sau Ying, both being INEDs.

The specific written terms of reference of the Nomination Committee is available on the websites of the Stock Exchange and the Company. The primary duties of the Nomination Committee are (a) reviewing the structure, size and diversity of the Board; (b) reviewing the Board Diversity Policy; (c) determining the policy for the nomination of Directors ("**Nomination Policy**") and identifying potential candidates for directorship; (d) assessing the independence of INEDs; (e) reviewing the time commitment of each Director; and (f) making recommendations to the Board on the appointment, re-appointment, re-election or re-designation of Directors and succession planning for Directors. The Nomination Committee held two meetings during the Year.

董事會(續)

董事委員會(續)

3. 薪酬委員會(於2005年10月26日成立)

薪酬委員會由三名成員組成，其分別為獨立非執行董事譚修英女士(委員會主席)及何達權先生，以及執行董事黃志輝先生。

薪酬委員會之具體書面職權範圍可於聯交所及本公司網站查閱。薪酬委員會之主要職責為就(a)本公司之董事及高級管理層之薪酬政策及架構；(b)獨立非執行董事之薪酬；及(c)個別執行董事及高級管理層之特定薪酬待遇向董事會提供推薦意見。本年度各董事之薪酬詳情載於綜合財務報表附註16(a)。薪酬委員會於本年度內舉行了一次會議。

薪酬委員會於本年度履行之工作概要載列如下：

- i. 檢討董事袍金，並向董事會提供推薦建議；及
- ii. 檢討執行董事及高級管理層之薪酬架構／待遇，並建議董事會批准彼等之特定待遇。

4. 提名委員會(於2012年3月23日成立)

提名委員會由三名成員組成，其分別為董事會主席范女士(委員會主席)，以及獨立非執行董事何達權先生及譚修英女士。

提名委員會之具體書面職權範圍可於聯交所及本公司網站查閱。提名委員會之主要職責包括：(a)檢討董事會的架構、人數及成員多元性；(b)檢討董事會多元化政策；(c)釐定董事提名之政策(「**提名政策**」)及物色潛在董事候選人；(d)評核獨立非執行董事的獨立性；(e)檢討各董事所投入的時間；及(f)就董事委任、重新委任、重選或調任以及董事繼任計劃向董事會提出建議。提名委員會於本年度舉行兩次會議。



Corporate Governance Report

企業管治報告

THE BOARD (continued)

Board Committees (continued)

4. Nomination Committee (set up on 23 March 2012) (continued)

A summary of the work performed by the Nomination Committee during the Year is set out as follows:

- i. reviewed the structure, size and diversity of the Board;
- ii. reviewed the independence of INEDs;
- iii. reviewed the time committed by the Directors in performing their duties as Directors;
- iv. made recommendation to the Board on the re-election of Directors at the 2018 AGM; and
- v. made recommendation to the Board on the adoption of the revised terms of reference of the Nomination Committee.

Board Diversity Policy

As adopted by the Board, the Board Diversity Policy aims to achieve diversity on the Board in the broadest sense in order to have a balance of skills, experience and diversity of perspectives to the business nature of the Company. Selection of candidates on the Board is based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The Nomination Committee will also assess the merits and contribution of any Director proposed for re-election or any candidate nominated to be appointed as Director that will bring to the Board against the objective criteria, with due regard for the benefits of diversity on the Board that would complement the Company's corporate strategy.

Nomination Policy

During the Year, the Company had adopted a written Nomination Policy of the Group. It aims at assisting the Nomination Committee in identifying and nominating suitable candidates for directorship based on the Board Diversity Policy and sets out the nomination criteria and the nomination procedures for (i) nominating additional Director to fill a casual vacancy on the Board; (ii) making recommendation to Shareholders regarding any Director for election or re-election of Director at general meeting; and (iii) nomination by Shareholders on election of new Director.

董事會(續)

董事委員會(續)

4. 提名委員會(於2012年3月23日成立)(續)

提名委員會於本年度履行之工作概要載列如下:

- i. 檢討董事會的架構、人數及多元化;
- ii. 檢討獨立非執行董事之獨立性;
- iii. 檢討董事就履行擔任董事職責所投入之時間;
- iv. 就於2018股東週年大會上膺選連任之董事向董事會提供推薦意見;及
- v. 就採納提名委員會經修訂職權範圍向董事會提供推薦意見。

董事會多元化政策

董事會所採納之董事會多元化政策旨在從最廣義角度實現董事會多元化,以根據本公司業務性質而具備適當所需技巧、經驗及多樣的觀點與角度。甄選董事會候任人乃根據多項多元化準則,包括(但不止於)性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期。提名委員會亦將評估任何建議重選的董事或任何獲提名委任為董事之候選人會為董事會帶來之價值及貢獻,並按客觀準則評選,充分考慮董事會多元化之裨益,從而完善本公司之企業策略。

提名政策

於本年度,本公司已採納本集團之書面提名政策。其旨在協助提名委員會根據董事會多元化政策物色及提名合適的董事候選人,並就(i)提名額外董事以填補董事會的臨時空缺;(ii)向股東提出有關股東大會選舉或重選任何董事的建議;及(iii)股東就新董事的選舉提名列明提名標準及提名程序。



Corporate Governance Report

企業管治報告

THE BOARD (continued)

Board Committees (continued)

5. Corporate Governance Committee (set up on 14 August 2015)

The Corporate Governance Committee (“CGC”) consists of four members, namely Ms. Vanessa Fan (Chairperson of the Committee), being the Chairperson of the Board, Ms. Chan Sim Ling, Irene, being an INED, a representative of company secretarial function and a representative of finance and accounts function.

The specific written terms of reference of the CGC is available on the Company’s website. The primary duties of the CGC are (a) reviewing the policies and practices on corporate governance of the Company and making recommendations to the Board; (b) reviewing and monitoring the policies and practices of the Company on compliance with legal and regulatory requirements; (c) developing, reviewing and monitoring the code of conduct applicable to Directors and relevant employees of the Group on dealings with the Company’s securities; (d) reviewing and monitoring the training and continuous professional development of Directors and senior management; and (e) reviewing the Company’s compliance with the CG Code and disclosure in this report. The CGC held one meeting during the Year.

A summary of the work performed by the CGC during the Year is set out as follows:

- i. reviewed the Corporate Governance Policy and made recommendation to the Board;
- ii. reviewed the policies and practices on compliance with legal and regulatory requirements;
- iii. reviewed the training and continuous professional development of Directors and senior management;
- iv. reviewed the code of conduct applicable to Directors and relevant employees of the Group;
- v. reviewed on Company’s compliance with the CG Code and disclosure in Corporate Governance Report; and
- vi. made recommendation to the Board on the adoption of the revised terms of reference of the CGC.

董事會(續)

董事委員會(續)

5. 企業管治委員會(於2015年8月14日成立)

企業管治委員會(「企業管治委員會」)由四名成員組成，其分別為董事會主席范女士(委員會主席)、獨立非執行董事陳嬋玲女士、一名公司秘書職能代表及一名財務與會計職能代表。

企業管治委員會之具體書面職權範圍可於本公司網站查閱。企業管治委員會之主要職責為(a)檢討本公司在企業管治方面之政策及常規並向董事會提供推薦意見；(b)檢討及監察本公司在遵守法規及監管規定方面之政策及常規；(c)制定、檢討及監察董事及本集團相關僱員進行本公司證券交易適用的行為守則；(d)檢討及監察董事及高級管理層之培訓及持續專業發展；及(e)檢討本公司遵守企業管治守則之情況及於本報告之披露。企業管治委員會於本年度內舉行了一次會議。

企業管治委員會於本年度履行之工作概要載列如下：

- i. 檢討企業管治政策並向董事會提供推薦建議；
- ii. 檢討在遵守法規及監管規定方面之政策及常規；
- iii. 檢討董事及高級管理層之培訓及持續專業發展；
- iv. 檢討董事及本集團有關僱員之行為準則；
- v. 檢討本公司遵守企業管治守則之情況及於企業管治報告之披露；及
- vi. 就採納企業管治委員會之經修訂職權範圍向董事會提出建議。



Corporate Governance Report

企業管治報告

COMPANY SECRETARY

The Company Secretary whose appointment was approved by the Board, plays an important role in supporting the Board for ensuring good information flow within the Board and ensuring that the Board policy and procedures are followed. She is responsible for advising the Board on governance matters and has facilitated induction and professional development of the Director. She has day-to-day knowledge of the Company's affairs.

During the Year, the Company Secretary had duly complied with the training requirement under Rule 3.29 of the Listing Rules.

SECURITIES TRANSACTIONS OF DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry to all Directors, all of them confirmed that they have complied with the required standard of dealings as set out in the Model Code throughout the Year.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledged their responsibilities to prepare annual consolidated financial statements of the Group and other financial disclosures required under the Listing Rules. The management has provided all members of the Board with monthly updates on internal financial statements which give a balanced and understandable assessment of the Group's performance, position and prospects as at the reporting date.

In preparing the consolidated financial statements for the Year, the Board adopted appropriate accounting policies and applied them consistently and made judgment and estimates that are prudent and reasonable and ensured the consolidated financial statements are prepared on a "going concern" basis (with supporting assumptions or qualifications as necessary) and showed a true view of the state of affairs of the Group for the Year. The management had provided sufficient explanation and information to the Board on the consolidated financial statements to enable it to make an informed assessment of the financial and other information put before it for approval. The auditors of the Group had made a statement about their reporting responsibilities in the Independent Auditors' Report.

RISK MANAGEMENT AND INTERNAL CONTROL

A. Goals and Objectives

Internal control is fundamental to the successful operation and day-to-day running of a business and it assists a company in achieving its business objectives. Internal control policies and procedures within the Group are updated regularly with the primary objective of providing general guidance and recommendations on a basic framework of risk management and internal control systems ("**Systems**").

公司秘書

公司秘書由董事會批准委聘，其在支持董事會方面擔當重要角色，以確保董事會內部之資訊流通良好及董事會政策及程序獲得遵行。彼負責就有關管治方面之事宜向董事會提供建議，並協助董事之啟導及專業發展。彼對本公司之日常事務有所認識。

於本年度內，公司秘書已妥為遵守上市規則第3.29條項下之培訓規定。

董事之證券交易

本公司已採納上市規則附錄十所載之標準守則作為其有關董事之證券交易之行為守則。經向所有董事作出特定查詢後，彼等全體確認彼等於整個本年度內一直遵守標準守則所載之規定交易準則。

問責及審核

財務匯報

董事知悉彼等負責編製本集團年度綜合財務報表及上市規則所規定之其他財務披露事項。管理層已每月向董事會所有成員提供內部財務報表之更新資料，以就本集團於報告日期之表現、狀況及前景作出平衡及可理解之評估。

於編製本年度之綜合財務報表時，董事會已採納合適之會計政策並將其貫徹應用，並作出審慎合理之判斷及估計，確保該等綜合財務報表按「持續經營」基準編製(已作出所需相關假設或條件)並真實公平反映本集團於本年度之事務狀況。管理層已向董事會提供有關綜合財務報表的充足解釋及資料，以確保董事會能就向其提交供批准之財務及其他資料，作出知情評估。本集團之核數師已就彼等之報告責任於獨立核數師報告內作出聲明。

風險管理及內部監控

A. 宗旨及目標

內部監控對成功經營及日常業務運作至關重要，其亦有助於公司達致其業務目標。本集團定期更新之內部監控政策及程序，旨在為風險管理及內部監控系統(「該等系統」)基本框架提供一般指引及建議。



RISK MANAGEMENT AND INTERNAL CONTROL (continued)

A. Goals and Objectives (continued)

The Board is responsible to ensure that the Group establishes and maintains appropriate and effective Systems. Such Systems are designed to manage rather than eliminate risks of failure to achieve business objectives, and can only provide reasonable, but not absolute, assurance against material misstatement or loss.

The key objectives of the Systems include:

- safeguarding assets;
- ensuring completeness, accuracy and validity of financial records and reports;
- promoting adherence to policies, procedures, regulations and laws; and
- promoting effectiveness and efficiency of operations.

A review has been conducted on (i) the Group's internal control measures and procedures covering material controls, including financial, operational and compliance controls; and (ii) risk management functions in the principal subsidiaries of the Company.

B. Internal Control

(1) Governance Control

The control structure of the Systems is set out as follows:

The Board

- responsible for the Systems and reviewing their effectiveness;
- oversee the Systems on an ongoing basis with the assistance of the Audit Committee;
- ensure maintenance of appropriate and effective Systems;
- define management structure with clear lines of responsibility and limit of authority; and
- determine the nature and extent of significant risk that the Company is willing to take in achieving the strategic objectives and formulate the Group's risk management strategies.

風險管理及內部監控(續)

A. 宗旨及目標(續)

董事會負責確保本集團設立及維持合適及有效之該等系統。該等系統旨在管理而非消除未能達成業務目標之風險，並僅可就重大錯誤陳述或損失提供合理而非絕對保證。

該等系統之主要目標包括：

- 保障資產；
- 確保財務記錄及報告之完整性、準確性及有效性；
- 促進遵守政策、程序、法規及法律；及
- 促進經營效益性及效率性。

本年度已就以下方面進行檢討(i)本集團的內部監控措施及程序，涵蓋所有重大監控，包括財務、營運及合規監控；及(ii)本公司之主要附屬公司的風險管理職能。

B. 內部控制

(1) 管治監控

該等系統之監控架構載列如下：

董事會

- 負責該等系統並審閱其有效性；
- 在審核委員會協助下持續監督該等系統；
- 確保維持合適及有效的該等系統；
- 制定有明確責任及權限的管理架構；及
- 釐定本公司就達致戰略目標所願承擔之重大風險之性質及程度，並制定本集團之風險管理策略。



RISK MANAGEMENT AND INTERNAL CONTROL *(continued)*

B. Internal Control *(continued)*

(1) Governance Control *(continued)*

Audit Committee

- review and discuss the Systems with the management annually to ensure that the management has performed its duty to have effective Systems. This discussion includes the adequacy of resources, staff qualification and experience, training programmes and budget of the Company's accounting and financial reporting function; and
- consider major findings on internal control matters (if any) raised by external auditors and make recommendations to the Board.

The management (includes heads of business units, departments and divisions)

- design, implement and monitor the Systems properly and ensure the Systems are executed effectively;
- monitor risks and take measures to mitigate risks in their day-to-day operations;
- give prompt response to, and follow up the findings on internal control matters raised by internal or external auditors; and
- provide confirmation to the Board on the effectiveness of the Systems.

Internal Audit Department

- carry out the analysis and independent appraisal of the adequacy and effectiveness of the Systems in respect of all material controls, including financial, operational and compliance aspects;
- alert the management on the audit review findings or irregularities and advise them on the implementation of necessary steps and actions to enhance the internal controls of the Group; and
- report results of internal audit reviews and agreed action plans to the Audit Committee and the Board on regular basis.

風險管理及內部監控(續)

B. 內部控制(續)

(1) 管治監控(續)

審核委員會

- 每年檢討並與管理層討論該等系統，以確保管理層履行其職責以維持該等系統之有效性。此討論涵蓋本公司在會計及財務匯報職能方面的資源、員工資歷及經驗、培訓課程以及有關預算是否足夠；及
- 考慮外部核數師提出之有關內部監控事宜(如有)的重要發現並向董事會提出建議。

管理層(包括業務單位、部門及分部主管)

- 妥善設計、實施及監督該等系統，並確保該等系統得到有效執行；
- 監察風險並採取措施降低彼等日常營運風險；
- 對內部或外部核數師提出之有關內部監控事宜之發現作出及時的回應及跟進；及
- 向董事會提供對該等系統之有效性的確認。

內部審核部門

- 對該等系統所有重要監控(包括財務、營運及合規方面)之充足性及有效性進行分析及獨立評價；
- 向管理層報告審核檢討結果或不規範行為及就實施必要步驟及行動以提高本集團內部監控向彼等提供意見；及
- 定期向審核委員會及董事會匯報內部審核之檢討結果及經協定之行動計劃。



RISK MANAGEMENT AND INTERNAL CONTROL (continued)

B. Internal Control (continued)

(2) Operational Control

The management is responsible for analyzing the control environment, identifies risks pertaining thereto, and implements various controls therein as follows:

- i. **Approach taken:** The management regularly reviews the operational policies and procedures, the Systems design and evaluates findings of any deficiencies in the internal controls, then provides recommendations for improvement and assesses the effectiveness of implementation of such recommendations, where appropriate. The scope and findings of the review will be reported to and reviewed by the Audit Committee annually.
- ii. **Procedure manuals and operational guidelines:** They are in place to safeguard the assets against unauthorised use or disposition and ensuring maintenance of proper accounting records that are in compliance with the applicable laws, rules and regulations for the provision of reliable financial information for internal use and/or external publication.
- iii. **Management information system and technology:** To control over the business activities, it allows close tracking of various inputs and outputs of the Group's business such as inventory, products and customer relationship and human resources. It also tracks audit trails in the authorisation system, under which permissions and responsibility of authorisation are clearly identified and adequate records can be maintained in the systems.
- iv. **Reports and variance analysis:** Reports and analysis of each segment are conducted on regular basis.
- v. **Information flow:** The transparent information flow alerts the management promptly of any deviations. Benchmarking with historical database and comparisons with the same also acts as a detecting device for spotting unusual activities.

風險管理及內部監控(續)

B. 內部控制(續)

(2) 營運監控

管理層負責分析監控環境及其相關已識別風險，並實施下列多項監控：

- i. **所採取方法：**管理層定期審閱營運政策及程序以及該等系統的設計並評估本集團內部監控中所發現之任何不足，就改善措施提供建議及評估實施有關建議之有效性(倘適用)。該審閱的範圍及發現會每年呈報審核委員會並經其審核。
- ii. **程序手冊及運作指引：**已制定該等手冊及指引保障資產，以免未經授權使用或處置，及確保遵守適用法律、規則及法規維持適當會計記錄，以提供可靠財務資料供內部使用及／或對外刊發。
- iii. **管理資訊系統及技術：**控制業務活動，實現密切追蹤本集團業務之各項輸入及輸出，如存貨、產品及客戶關係以及人力資源。其亦於授權系統追蹤審核程序，據此，授權許可及責任獲明確識別及系統可維持足夠記錄。
- iv. **報告及差異分析：**定期對各分部進行有關報告及分析。
- v. **信息流：**透明的信息流及時提醒管理層任何偏差。以過往數據庫為基準及與之比較亦為檢測現場不尋常活動之方式。



RISK MANAGEMENT AND INTERNAL CONTROL *(continued)*

B. Internal Control *(continued)*

(2) Operational Control *(continued)*

- vi. **Safeguarding of assets:** Regular physical count of inventories, daily cash, movie vouchers and exchange coupons for each cinema with reconciliation of report generated from the ticketing system are performed by Finance and Accounts Department and reviewed by Internal Audit Department.
- vii. **Service quality control:** Regular review on operational systems of cinema business segment to ensure the service quality.

(3) Financial Controls

- i. proper controls are in place for the recording of complete, accurate and timely accounting and management information;
- ii. annual budget of cinema operation is prepared and approved by the management before being adopted;
- iii. the management monitors the business activities closely and reviews monthly financial results of cinema operation against the budget;
- iv. regular reports on revenue, debtors' ageing and internal financial reports are prepared to the management which give a balanced and understandable assessment of the Group's financial performance;
- v. monthly updates on internal financial statements are provided to all directors and senior management which give a balanced and understandable assessment of the Group's performance, financial position and prospects in sufficient details;
- vi. annual audit by external auditors is carried out to ensure that the consolidated financial statements are prepared in accordance with generally accepted accounting principles, the Group's accounting policies and the applicable laws and regulations;
- vii. daily available fund report and monthly cash flow forecast are reviewed to monitor the cash flows of the Group; and
- viii. the Group's policy and guideline on cheque payment to individual is strengthened.

風險管理及內部監控(續)

B. 內部控制(續)

(2) 營運監控(續)

- vi. **保障資產：**財務及會計部門將每間戲院的庫存、日常現金、電影代金券及兌換優惠券的定期實物清點與票務系統生成的報告進行對賬，並由內部審核部門審閱。
- vii. **服務品質控制：**定期審閱戲院業務分部的運營系統以保證服務品質。

(3) 財務監控

- i. 已建立適當的監控程序，確保全面、準確及準時記錄會計及管理資料；
- ii. 編製戲院營運之年度預算並在採納前經管理層批准；
- iii. 管理層密切監控業務活動並將每月戲院營運之財務業績與預算進行對比檢討；
- iv. 定期為管理層編製收入、應收款賬齡的報告及內部財務報告，以提供本集團財務表現的持平及易於理解的評估；
- v. 每月向全體董事及高級管理人員提供內部財務報表的更新，以提供具有充足詳情之本集團表現、財務狀況及前景的持平及易於理解的評估；
- vi. 外聘核數師進行年度審核以保證綜合財務報表按公認會計準則、本集團的會計政策及適用法律及法規編製；
- vii. 審閱每日可用資金報告及每月現金流量預測以監控本集團現金流量；及
- viii. 加強本集團就個人支票付款之政策及指引。



RISK MANAGEMENT AND INTERNAL CONTROL (continued)

B. Internal Control (continued)

(4) Compliance Controls

The following policies and procedures are in place to safeguard the compliance control:

- i. **Systems and Procedures on Disclosure of Inside Information** to ensure, with the assistance of an internal work team (if required), that any material information which comes to the knowledge of any one or more officers should be promptly identified, assessed and escalated, where appropriate, for the attention of the Board. The Board shall make timely decisions on disclosure, if necessary, and take appropriate measures to preserve confidentiality of inside information until proper dissemination of the inside information;
- ii. **Policies and practices on compliance with legal and regulatory requirements** which shall be reviewed and monitored regularly by the Corporate Governance Committee as delegated by the Board;
- iii. **CCT Compliance Committee** is established to monitor, control and regularly review connected transactions and continuing connected transactions of the Company and ensure proper compliance with all relevant laws and regulations, the Listing Rules and disclosure requirements;
- iv. **Whistle-blowing policy** for the employees of the Group to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters. Such arrangement will be reviewed by the Audit Committee which ensures that proper arrangement is in place for fair and independent investigation of the matters; and
- v. **Anti-money Laundering and Counter-terrorist Financing Policy and Procedures** is established to set out the general framework for combating crime against money laundering and financing of terrorism. It provides guideline to prevent the Group's employees and clients/customers/ suppliers/vendors/contractors from being misused for money laundering, terrorist financing or other financial crime and has set out some indications of potentially suspicious transactions/activities for employees' reference.

Review of Internal Controls

Effectiveness of internal controls is tested by Internal Audit Department regularly. Internal audit reviews and agreed action plans should be reported to the Audit Committee and the Board on timely basis.

風險管理及內部監控(續)

B. 內部控制(續)

(4) 合規監控

設有以下政策及程序以保障合規監控：

- i. 設有內幕消息披露機制及程序，以在內部工作小組(如需要)協助下確保任何一名或多名高級人員得悉的任何重大資料須予及時識別、評估及提交(倘適用)至董事會。董事會須就披露作出適時決定(如需要)，並採取適當措施將內幕消息保密，直至妥善發佈內幕消息為止；
- ii. 有關遵守法律及監管規定之政策與常規會由董事會委派之企業管治委員會定期檢討及監督；
- iii. 設有持續關連交易合規委員會以監察、監控及定期檢討本公司之關連交易及持續關連交易，並確保妥為遵守一切相關法律及法規、上市規則以及披露規定；
- iv. 設立舉報政策以讓本集團僱員在秘密情況下就財務匯報、內部監控或其他事宜中的可能不當行為提出關注。該等安排將由審核委員會檢討，以確保有恰當安排就有關事項進行公平及獨立之調查；及
- v. 制定反洗錢及反恐融資政策及程序，以制定打擊洗錢及為恐怖主義融資犯罪的總體框架。其提供指導方針，以防止本集團的僱員及顧客／客戶／供應商／供貨商／承包商被濫用於洗錢、恐怖主義融資或其他金融犯罪，並載明若干潛在可疑交易／活動的跡象，供僱員參考。

審閱內部監控

內部控制的有效性由內部審核部門定期測試。內部審核審閱及商定的行動計劃應及時向審核委員會及董事會報告。



RISK MANAGEMENT AND INTERNAL CONTROL *(continued)*

C. Risk Management

(1) Risk Management Process

The risk management process includes risk identification, risk evaluation, risk management measures and risk control and review.

The management is entrusted with duties to identify, analyse, evaluate, respond, monitor and communicate risks associated with any activity, function or process within its scope of responsibility and authority. Risks are evaluated by the Board and the management based on (i) the severity of the impact of the risks on the Group's financial results; (ii) the probability that the risks will occur; and (iii) the velocity or speed at which risks could occur.

Based on the risk evaluation, the Company will manage the risk as follows:

- **Risk elimination** — the management may identify and implement certain changes or controls that in effect eliminate the risk entirely.
- **Risk mitigation** — the management may implement risk mitigation plan designed to reduce the likelihood, velocity or severity of the risk to an acceptable level or contingency plan for possible loss scenarios.
- **Risk control and monitoring** — it involves making decisions regarding which risks are acceptable and how to address those that are not; accidents and other situations involving loss or near-loss will be investigated and properly documented as part of the effort to manage risks.
- **Risk retention** — the management may decide that the risk rating is low enough that the risk is acceptable level and no action is required and the risk will continue to be monitored as part of the risk management program to ensure the level of risk does not increase to an unacceptable level.

風險管理及內部監控(續)

C. 風險管理

(1) 風險管理程序

風險管理程序包括風險識別、風險評估、風險管理措施及風險監控及檢討。

管理層獲委派於其責任及權力範圍內識別、分析、評估、應對、監察及傳達與任何活動、職務或程序有關風險。董事會及管理層根據(i)風險對本公司財務業績造成之影響之嚴重性；(ii)風險發生之概率；及(iii)風險發生之速度或速率，對風險進行評估。

根據風險評估，本公司將按以下方式管理風險：

- **風險消除** — 管理層可確定及實施若干變動或監控，完全排除風險。
- **減低風險水平** — 管理層可實施風險緩解計劃，旨在使風險之可能性、速度或嚴重性降低至可接受水平，或就潛在虧損情境制定應變方案。
- **風險監控及監察** — 涉及對那種風險屬可接受及就如何應對不可接受之風險作出決定；作為管理風險之一部分，對涉及造成損失或接近損失之事故及其他情況將進行調查並妥為存檔。
- **維持風險水平** — 管理層可確定基於風險評級屬於低及風險屬可接受水平而毋須採取任何措施；作為風險管理計劃之一部分，將繼續監察風險以確保風險不會上升至不可接受水平。



RISK MANAGEMENT AND INTERNAL CONTROL (continued)

C. Risk Management (continued)

(2) Significant Risks and Control Measures

Certain significant risks have been identified through the process of risk identification and assessment. Such significant risks of the Group together with their respective risk levels and key control measures are set out below:

Competition in China theatrical market:

There is intense competition in China theatrical market due to continuous opening of movie theaters in mainland China. No assurance that demand in the film screening will increase in line with or outpace the supply of new cinemas which can adversely affect the Group's cinema operation.

- Dedicate to provide a premium theatrical entertainment service and environment for the audiences by equipping the Group's cinema with the advanced visual and audio technology to sustain its competitiveness;
- Improve marketing strategy and enhance promotions and publicities in different social media platforms from time to time in order to attract more audiences;
- Provide different sources of on-line or off-line ticketing services;
- Before commencement of a new site, market analysis and projections are prepared by Business Development Team and assessed by Operation Team and the management; and
- Diversify geographically film exhibition business in Hong Kong, Malaysia and Macau markets.

風險管理及內部監控(續)

C. 風險管理(續)

(2) 重大風險及監控措施

本集團已透過風險識別及評估程序識別若干重大風險。本集團所面臨的該等重大風險連同其相關風險等級及主要監控措施載列如下：

中國電影市場之競爭：

由於中國大陸電影院競相開業，中國電影市場競爭激烈。概不保證電影放映需求將與新影院供應同步增長甚或超出新影院供應，而此可對本集團戲院營運產生不利影響。

- 通過在本集團的戲院裝備先進的視頻及音頻技術，致力為觀眾提供優質影院娛樂服務，以保持其競爭力；
- 提升市場推廣策略並不時加強在不同社會媒體平台的促銷及宣傳，以吸引更多觀眾；
- 提供不同的線上或線下票務服務；
- 新場地動工前，市場分析及預測由業務發展團隊編製並由營運團隊及管理層評估；及
- 於香港、馬來西亞及澳門市場經營地域性多元化電影放映業務。



RISK MANAGEMENT AND INTERNAL CONTROL (continued)

C. Risk Management (continued)

(2) Significant Risks and Control Measures (continued)

Competition in entertainment business:

Entertainment business is highly competitive, not only in the film industry itself (between Chinese and Western shooting films), but also subject to availability and popularity of alternative form of entertainment. There is no assurance to sustain the Group's competitiveness successfully in the entertainment industry.

- Regularly review and adjust the business strategic plans to cope with the competition in the film industry;
- Diversify the Group's entertainment business and devote to expand cinema development and operation business; and
- Take a prudent approach in the selection of films and events to be invested.

Inherent risk on entertainment business:

Entertainment business including investment in the film and TV industry and cinema operation is inherently risky. There is no assurance of the economic success of any motion picture or TV programme since the revenues generated from these businesses depend primarily on each film or TV programme's public acceptance and its popularity, which cannot be predicted with certainty.

- Stay alert to the changes in market trend, audience's needs and preferences;
- Keep cautious in selection of stories and scripts; and
- Co-produce, co-invest or co-partner with business associates to diversify the risk.

D. Management Confirmation

The Board acknowledged that it had a confirmation from the management on the effectiveness of the Systems of the Group. The Audit Committee and the Board had reviewed the Systems and were not aware of any significant issues that would have an adverse impact on the effectiveness and adequacy of the Group's operational, financial and compliance areas of the Systems.

風險管理及內部監控(續)

C. 風險管理(續)

(2) 重大風險及監控措施(續)

娛樂業務之競爭:

娛樂業務競爭激烈，不僅是電影產業本身(中方與西方電影拍攝之競爭)，亦受其他娛樂方式之普及性及受歡迎程度影響，故概不保證本集團於娛樂產業能成功維持其競爭力。

- 定期檢討及調整業務策略計劃以應對電影行業的競爭；
- 多元化本集團的娛樂業務並致力拓展戲院發展及營運業務；及
- 採用審慎之計選擇將予投資的電影及表演項目。

娛樂業務之固有風險:

娛樂業務(包括電影電視投資及戲院營運)為固有風險。由於該等業務產生之收入主要依賴公眾對電影或電視節目的接受度及歡迎度，而此無法可靠預測，故概不保證任何電影或電視節目的經濟成果。

- 對市場趨勢、觀眾需求及喜好保持警覺；
- 審慎選擇故事及劇本；及
- 與商業夥伴共同製作、共同投資或合夥以分散風險。

D. 管理層確認

董事會確認其已接獲管理層就本集團該等系統成效之確認。審核委員會及董事會已檢討該等系統且並不知悉任何將對本集團該等系統在經營、財務及合規方面之成效及充足性產生不利影響之重大事宜。



Corporate Governance Report

企業管治報告

COMMUNICATION WITH SHAREHOLDERS

The Company has established a shareholders' communication policy and the Board shall review it on a regular basis to ensure its effectiveness. The Company communicates with the Shareholders mainly in the following ways: (i) the holding of annual general meeting ("AGM") and special general meetings, if any, which may be convened for specific purposes which provide opportunities for the Shareholders to communicate directly to the Board; (ii) the publication of announcements, annual reports, interim reports and/or circulars as required under the Listing Rules and press releases providing updated information of the Group; (iii) the availability of latest information of the Group on the Company's website at <https://www.empculture.com>; and (iv) investors/analysts briefings and/or media conference (when necessary).

Shareholders and investors are welcome to visit the Company's website to raise enquiries through our Investor Relations Department whose contact details are available on the Company's website and the "Corporate Information and Key Dates" section of this annual report.

Separate resolutions are proposed at the general meetings for substantial separate issues, including re-election of retiring Directors. The Company's notice to the Shareholders for the 2018 AGM was sent to Shareholders at least 20 clear business days before the meeting and notices of all other general meetings will be sent to Shareholders at least 10 clear business days before the meetings.

The Chairperson of the 2018 AGM and the chairman/members of the Board Committees and the external auditors were available at the 2018 AGM to answer questions from the Shareholders. With the assistance of the Company Secretary, the Chairperson of the meetings had explained the procedures for conducting a poll during the meetings.

DIVIDEND POLICY

The Company had adopted a written dividend policy setting out the principles for the Board to determine appropriate amount of dividend to be distributed. The Company intends to provide Shareholders with regular interim and final dividends (as the case may be) based on the earnings attribution to its Shareholders after taking into consideration of the factors stated in the policy, inter alia, (i) cash flow requirements for business operations; (ii) cash available, financial liabilities and capital commitment; (iii) market environment and challenges; and (iv) future development and investment opportunities. The declaration of dividends or recommendation on such payment shall be subject to all applicable laws, rules and regulations including but not limited to the Listing Rules, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the applicable laws of Bermuda and the memorandum of association and Bye-laws of the Company.

與股東之溝通

本公司已制訂一套股東溝通政策及董事會作出定期檢討以確保其成效。本公司與股東之溝通主要有以下方式：(i)舉行股東週年大會(「股東週年大會」)及可能就特別目的而召開之股東特別大會(如有)，此舉為股東提供直接與董事會交流之機會；(ii)根據上市規則之規定刊發公告、年報、中期報告及／或通函及提供本集團最新資料之新聞稿；(iii)維持本公司網站(<https://www.empculture.com>)載有本集團最新資料；及(iv)投資者／分析員簡報會及／或傳媒發布會(必要時)。

本公司歡迎股東及投資者瀏覽本公司網站及透過投資者關係部提出查詢，投資者關係部之聯繫方式可於本公司網站及本年報「公司資料及重要日期」部分內查閱。

重大事項(包括退任董事之重選)之決議案均會於股東大會上單獨提呈。本公司之2018股東週年大會通告已於大會舉行前至少足20個營業日向股東發送，而就所有其他股東大會而言，已在有關大會舉行前至少足10個營業日向股東發送有關通告。

2018股東週年大會主席及董事會委員會主席／成員以及外聘核數師均有出席2018股東週年大會以回答股東之提問。在公司秘書協助下，大會之主席已就投票表決之程序於大會上作出闡釋。

股息政策

本公司已採納書面股息政策，訂明董事會釐定將予派發股息之合適數額之原則，本公司根據其股東應佔之盈利，向股東提供經常性的中期及末期股息(視情況而定)，當中已考慮載於政策之因素(其中包括)(i)業務營運之現金流量需求；(ii)可用現金、金融負債和資本承擔；(iii)市場環境和挑戰；及(iv)未來發展和投資機遇等因素。宣派股息或建議作出有關派付須遵守所有適用法律、規則及規例，包括但不限於上市規則、公司條例(香港法例第622章)、百慕達適用法律及本公司組織章程大綱及章程細則。



Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

Set out below is a summary of certain rights of the Shareholders as required to be disclosed pursuant to the CG Code:

Right to Convene/Call General Meeting

Pursuant to the Bermuda Companies Act 1981 and Bye-laws of the Company, Shareholder(s) holding at the date of the deposit of the requisition not less than one-tenth (10%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right to submit a written requisition requiring a special general meeting (“SGM”) to be called by the Board. The written requisition (i) must state the object(s) of the meeting, and (ii) must be signed by the requisitionists and deposited at the principal place of business of the Company in Hong Kong for attention of the Company Secretary, and may consist of several documents in like form, each signed by one or more requisitionists. Such requisitions will be verified with the Company’s Hong Kong Branch Share Registrar and upon its confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice to all Shareholders. On the contrary, if the requisition has been verified as not in order, the requisitionists will be advised of this outcome and accordingly, the SGM will not be convened as requested.

If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a SGM for a day not more than two months after the date of deposit of a proper requisition, the requisitionists or any of them representing more than one-half of the total voting rights of all of them may convene a SGM, but any SGM so convened shall not be held after the expiration of 3 months from the said date of deposit of the requisition. In addition, such meeting convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.

股東之權利

根據企業管治守則須予披露之股東若干權利概要如下：

召開／召集股東大會之權利

根據百慕達1981年公司法及本公司之章程細則，於遞交要求日期持有不少於本公司已繳足股本（賦有於本公司股東大會上投票之權利）十分之一（10%）之股東有權遞交書面要求以要求董事會召開股東特別大會（「股東特別大會」）。書面要求(i)須列明大會目的，及(ii)須由遞交要求人士簽署並送達本公司於香港之主要營業地點（註明收件人為公司秘書），並可由數份同樣格式的文件組成，而每份由一名或多名遞交要求人士簽署。有關要求將由本公司之香港股份過戶登記分處核實，倘要求獲確認屬妥善及合適，公司秘書將請求董事會給予全體股東足夠通知期，以召開股東特別大會。反之，若有關要求經核實為不符合程序，則遞交要求人士將獲通知有關結果，而股東特別大會將不會應要求召開。

倘於遞交要求日期起計21日內，董事未作出妥善安排召開於正式遞交有效要求日期後不超過兩個月之日期內舉行之股東特別大會，則遞交要求人士（或當中持有彼等全體總投票權一半以上之任何人士）可自發召開股東特別大會，惟任何據此召開之股東特別大會均不得於上述遞交要求日期起計3個月屆滿後舉行。此外，遞交要求人士所召開之大會須盡量以與董事會召開大會相同之方式召開。



Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS (continued)

Putting Forward Proposals at General Meetings

Pursuant to the Bermuda Companies Act 1981, either any number of the registered Shareholders holding not less than one-twentieth (5%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (“**Requisitionist**”), or not less than 100 of such registered Shareholders, can request the Company in writing to (a) give to the Shareholders entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to Shareholders entitled to have notice of any general meeting any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. The requisition signed by all the Requisitionists must be deposited at the principal place of business of the Company in Hong Kong with a sum reasonably sufficient to meet the Company's relevant expenses and not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in the case of any other requisition. Provided that AGM is called for a date six weeks or less after the copy has been deposited, such requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

Proposing a Person for Election as a Director

The procedures for the Shareholders to propose a person for election as a Director are available for viewing on the Company's website.

Enquiries from Shareholders

Shareholders should direct their enquiries about their shareholdings to the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited. Other Shareholders' enquiries can be directed to the Investor Relations Department of the Company whose contact details are shown on the “Corporate Information and Key Dates” section of this Annual Report.

CONSTITUTIONAL DOCUMENTS

There are no significant changes in the Company's constitutional documents during the Year.

股東之權利(續)

於股東大會上提呈決議案

根據百慕達1981年公司法，持有不少於本公司已繳足股本(賦有於本公司股東大會上投票之權利)二十分之一(5%)之登記股東(不論人數)(「**呈請人**」)或不少於100名有關登記股東可以書面方式向本公司要求(a)向有權接收下一屆股東週年大會通告之股東發出通知，以告知任何可能於該大會上正式動議並擬於會上動議之決議案；及(b)向有權獲發送任何股東大會通告之股東傳閱不超過1,000字之陳述書，以告知於該大會上提呈之決議案所述事宜或將處理之事項。要求須經所有遞交要求人士簽署，並連同足以應付本公司相關開支之合理款項於(倘為對決議案通知之要求)大會舉行前不少於六個星期或(倘為任何其他要求)大會舉行前不少於一個星期送達本公司於香港之主要辦事處。惟倘在遞交副本後六個星期或較短期間內之某一日召開股東週年大會，則該要求雖未有在規定時間內遞交，就此而言亦將被視為已妥為遞交。

提名人士參選董事

股東提名人士參選董事之程序可於本公司網站查閱。

股東查詢

股東可向本公司之香港股份過戶登記分處卓佳登捷時有限公司查詢彼等之持股情況。股東之其他查詢可向本公司投資者關係部門作出，其聯絡資料已列載於本年報「公司資料及重要日期」一節。

組織章程文件

於本年度，本公司之組織章程文件並無任何重大變動。



Corporate Governance Report

企業管治報告

AUDITORS' INDEPENDENCE AND REMUNERATION

The Audit Committee is mandated to review and monitor the independence of the auditors to ensure objectivity and effectiveness of the audit process of the consolidated financial statements in accordance with applicable standards. Members of the Audit Committee were of the view that the Group's auditors, HLB Hodgson Impey Cheng Limited are independent. During the Year, HLB Hodgson Impey Cheng Limited has rendered audit services and certain non-audit services to the Group and the remuneration paid/payable to it by the Group is set out as follows:

核數師之獨立性及酬金

審核委員會獲授權根據適用之準則檢討及監督核數師之獨立性，以確保審計綜合財務報表過程中之客觀性及有效性。審核委員會之成員認為，本集團之核數師國衛會計師事務所有限公司屬獨立人士。於本年度，國衛會計師事務所有限公司曾向本集團提供審核服務及若干非審核服務，而本集團已付／應付予彼之酬金載列如下：

Service rendered	已提供之服務	Fees paid/payable 已付／應付費用 HK\$'000 千港元
Audit services	審核服務	880
Non-audit services	非審核服務	-



Independent Auditors' Report

獨立核數師報告



國衛會計師事務所有限公司
HODGSON IMPEY CHENG LIMITED

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The Landmark
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畢打街11號
置地廣場
告羅士打大廈31樓

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF EMPEROR CULTURE GROUP LIMITED

(incorporated in Bermuda with limited liability)

致英皇文化產業集團有限公司股東之獨立核數師報告

(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Emperor Culture Group Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 60 to 167, which comprise the consolidated statement of financial position as at 30 June 2019, and the consolidated statement of profit or loss and other comprehensive income, 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 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the “Auditors’ 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

本行已審核載於第60至167頁英皇文化產業集團有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)之綜合財務報表，其中包括於2019年6月30日之綜合財務狀況表與截至該日止年度之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)。

本行認為，綜合財務報表已按照香港會計師公會(「**香港會計師公會**」)頒佈之香港財務報告準則(「**香港財務報告準則**」)真實而公平地反映貴集團於2019年6月30日之綜合財務狀況及其截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥為編製。

意見基準

本行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**」)進行審核。根據該等準則，本行之責任於本報告「核數師就審核綜合財務報表之責任」一節中詳述。根據香港會計師公會之專業會計師道德守則(「**守則**」)，本行獨立於貴集團，並已遵循守則履行其他道德責任。本行相信，本行已取得足夠及適當之審核憑證，為本行之意見提供基礎。



Independent Auditors' Report

獨立核數師報告

KEY AUDIT MATTERS

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

關鍵審核事項

關鍵審核事項為本行根據專業判斷，於審核本年度綜合財務報表中最重要的事項。本行於審核整體綜合財務報表過程中處理此等事項及就此製定意見，而不會就此等事項單獨發表意見。

Key audit matters

關鍵審核事項

How our audit addressed the key audit matter

本行之審核如何處理關鍵審核事項

Fair value measurement of investments in film production

於電影製作之投資之公允價值計量

Refer to notes 3(m), 4(c) and 27(a) to the consolidated financial statements
參閱綜合財務報表附註3(m)、4(c)及27(a)

As at 30 June 2019, the Group had investments in film production with the carrying amount of HK\$164,969,000.

於2019年6月30日，貴集團於電影製作之投資賬面值為164,969,000港元。

The investments in film production mainly represent investments in certain films that the Group is not considered to be involved in the production process or as the distributor.

於電影製作之投資主要指於貴集團不被視為參與製作過程或作為發行商之若干電影之投資。

Upon the adoption of HKFRS 9: Financial Instruments, the investments in film production were reclassified to financial assets at fair value through profit or loss as at 1 July 2018 and are subject to fair value measurement at the end of each reporting period. The Group used discounted cash flows under income approach to evaluate the fair values of the investments in film production as at 1 July 2018 and 30 June 2019, and recognised a gain on fair value of HK\$4,682,000 in the accumulated losses as at 1 July 2018 and a loss of fair value of HK\$7,982,000 during the year ended 30 June 2019.

於採納香港財務報告準則第9號：「金融工具」時，於電影製作之投資於2018年7月1日重新分類為按公允價值計入損益之金融資產，並於各報告期末進行公允價值計量。貴集團使用收益法項下折現現金流量評估於電影製作之投資於2018年7月1日及2019年6月30日之公允價值，並於2018年7月1日於累計虧損確認公允價值收益4,682,000港元及於截至2019年6月30日止年度內確認公允價值虧損7,982,000港元。

These conclusions required the significant management's judgement, with respect to the discount rate and the underlying cash flows, particular future revenue of the films.

此等結論須管理層就折現率及相關現金流作出重大判斷，尤其是未來電影收益。

Independent external valuation was obtained in order to support the management's estimates.

已取得獨立外部估值以支持管理層之估計。

Our procedures in relation to the fair value measurement included:

本行就公允價值計量之審核程序包括：

- Evaluation of the independent valuer's competence, capabilities, independence and objectivity;
評估獨立估值師之才幹、能力、獨立性及客觀性；
- Assessing the methodology adopted by the valuer and the appropriateness of key assumptions based on our knowledge of the relevant industry;
根據本行於相關行業的知識評估估值師所採用之方法及關鍵假設之合適性；
- Challenging the reasonableness of key assumption based on our knowledge of the relevant industry; and
根據本行對相關行業之認識對主要假設之合理性提出質疑；及
- Engaging an auditors' expert to assist us to assess the appropriateness of the valuation methodology and the reasonableness of the inputs, assumptions and estimations used by the management.
聘請核數師之專家協助本行評估估值方法之合適性以及管理層所用輸入數據、假設及估計之合理性。

We found that the key assumptions were supported by the available evidence.

本行認為，關鍵假設已獲所得證據支持。



Independent Auditors' Report

獨立核數師報告

Key audit matters

關鍵審核事項

Measurement of expected credit losses for trade receivables, other receivables and deposits

貿易應收款、其他應收款及按金之預期信貸虧損計量

Refer to notes 3(m), 4(a), 24 and 25 to the consolidated financial statements

參閱綜合財務報表附註3(m)、4(a)、24及25

As at 30 June 2019, the Group had trade receivables of HK\$4,761,000 and other receivables and deposits with the carrying amounts of HK\$1,952,000 and HK\$56,030,000 respectively. During the year ended 30 June 2019, the Group recognised an allowance for expected credit losses for trade receivables of HK\$381,000.

於2019年6月30日，貴集團擁有貿易應收款4,761,000港元以及其他應收款及按金之賬面值分別為1,952,000港元及56,030,000港元。於截至2019年6月30日止年度內，貴集團就貿易應收款確認預期信貸虧損撥備381,000港元。

The balances of loss allowances for the trade receivables, other receivables and deposits represent the management's best estimates at the end of the reporting date of expected credit losses under HKFRS 9: Financial Instruments — Expected credit losses model.

貿易應收款、其他應收款及按金之虧損撥備結存指管理層根據香港財務報告準則第9號：「金融工具」— 預期信貸虧損模式對預期信貸虧損於報告日期末之最佳估計。

The management assesses whether the credit risk of trade receivables, other receivables and deposits have increased significantly since their initial recognition, and apply a three-stage impairment model to calculate their expected credit losses.

管理層評估貿易應收款、其他應收款及按金之信貸風險自初始確認以來是否大幅增加，並應用三階段減值模式計算其預期信貸虧損。

The measurement models of expected credit losses involve significant management's judgements and assumptions, primarily including the following:

預期信貸虧損之計量模式涉及重大管理層判斷及假設，主要包括以下各項：

- Criteria for determining whether or not there was a significant increase in credit risk, or a default or impairment losses was incurred; and 釐定信貸風險是否大幅增加或是否出現違約或減值虧損之條件；及
- Economic indicators for forward-looking measurement, and the application of economic scenarios and weighting. 前瞻性計量之經濟指標及對經濟場景及加權之應用。

How our audit addressed the key audit matter

本行之審核如何處理關鍵審核事項

Our procedures in relation to the management's impairment assessment of trade receivables, other receivables and deposits included:

本行就管理層對貿易應收款、其他應收款及按金之減值評估之審核程序包括：

- Discussing the Group's procedures on credit limits and credit periods given to customers with the management; 與管理層討論 貴集團向客戶提供之信貸限額及信貸期之程序；
- Checking, on a sample basis, the ageing profile of the trade receivables as at 30 June 2019 to the underlying financial records and post year-end settlements to bank receipts; 抽樣檢查於2019年6月30日有關財務記錄內之貿易應收款之賬齡情況及年結日後之銀行賬戶結算收據；
- Evaluating the management's impairment assessment of trade receivables and other receivables and deposits; and 評估管理層對貿易應收款、其他應收款及按金之減值評估；及
- Assessing the appropriateness of the methodology of allowance for expected credit losses, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit losses. 評估預期信貸虧損撥備方法之適用性，抽樣檢查關鍵輸入數據，以評估其準確性及完整性，並對用於釐定預期信貸虧損之假設(包括歷史及前瞻性資料)提出質疑。

We found that the management conclusion to be consistent with the available information.

本行認為，管理層之結論與已獲所得資料一致。



Independent Auditors' Report

獨立核數師報告

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon ("**Other Information**").

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 THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee are responsible for overseeing the Group's financial reporting process.

其他資料

董事須對其他資料承擔責任。其他資料包括載入年報之資料，但不包括載入綜合財務報表及本行的核數師報告的資料(「**其他資料**」)。

本行對綜合財務報表的意見並不涵蓋其他資料，本行亦不會對其他資料作出任何形式的核證結論。

就本行對綜合財務報表的審核而言，本行之責任為閱讀其他資料，當中考慮其他資料與綜合財務報表或本行在審計過程中所知悉的情況是否存在重大不一致或似乎存在重大錯誤陳述。倘根據本行進行的工作，本行認為該等其他資料存在重大錯誤陳述，則本行須報告有關事實。本行就此並無任何事項須報告。

董事及審核委員會就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實而公平之綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在編製綜合財務報表時，董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會負責監督貴集團之財務報告流程。



Independent Auditors' Report

獨立核數師報告

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審核綜合財務報表之責任

本行的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括本行意見之核數師報告。本行僅根據百慕達1981年公司法第90條向閣下(作為整體)報告本行的意見，除此之外，本報告概無其他用途。本行不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯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匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

本行根據香港審計準則進行審計的工作之一，是運用專業判斷，在整個審計過程中抱持職業懷疑態度。本行亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及取得充足和適當的審計憑證，作為本行意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核有關的內部控制，以設計於有關情況下屬恰當的審核程序，但並非旨在對貴集團的內部控制的有效性發表意見。
- 評估所用會計政策是否恰當，以及董事所作出的會計估計及相關披露是否合理。



Independent Auditors' Report

獨立核數師報告

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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

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

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

核數師就審核綜合財務報表之責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘本行認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報中的相關披露。假若有關的披露不足，則本行應當發表非無保留意見。本行之結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評估綜合財務報表的整體呈報、架構及內容，包括披露資料，以及綜合財務報表是否已公平地反映及呈報相關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲取充足的審計憑證，以就綜合財務報表發表意見。本行須負責指導、監督及執行貴集團的審核工作。本行須為本行之審核意見承擔全部責任。

本行與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括本行在審計中識別出內部控制的任何重大缺陷。

本行還向審核委員會提交聲明，說明本行已符合有關獨立性的相關道德要求，並與彼等溝通有可能合理地被認為會影響本行獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。



Independent Auditors' Report

獨立核數師報告

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 director on the audit resulting in this independent auditors' report is Kwok Tsz Chun.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Kwok Tsz Chun
Practising Certificate Number: P06901

Hong Kong, 26 September 2019

核數師就審核綜合財務報表之責任 (續)

本行通過與審核委員會溝通，確定本期綜合財務報表審核工作的最重要事項，即關鍵審核事項。除非法律或法規不容許公開披露此等事項或(在極罕有的情況下)本行認為披露此等事項可合理預期的不良後果將超過公眾知悉此等事項的權益而不應在報告中予以披露，否則本行會在核數師報告中描述此等事項。

出具本獨立核數師報告的審計項目董事為郭梓俊。

國衛會計師事務所有限公司
執業會計師

郭梓俊
執業證書編號：P06901

香港，2019年9月26日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 30 June 2019 截至2019年6月30日止年度

		Notes 附註	2019 HK\$'000 千港元	2018 HK\$'000 千港元
Revenue	收入	7	145,753	91,202
Cost of sales	銷售成本		(67,113)	(42,972)
Gross profit	毛利		78,640	48,230
Other income and gains	其他收入及收益	9	4,768	10,552
Selling and distribution expenses	銷售及發行費用		(109,583)	(75,959)
Administrative expenses	行政開支		(54,867)	(41,911)
Allowance for expected credit losses for trade receivables	貿易應收款之預期 信貸虧損撥備	10	(381)	–
Other operating expenses	其他經營支出	10	(31,383)	(67,568)
Change in fair value of financial assets at fair value through profit or loss	按公允價值計入損益 之金融資產之 公允價值變動		(22,918)	(31,691)
Loss from operations	經營業務之虧損	10	(135,724)	(158,347)
Gain/(loss) on disposal of subsidiaries	出售附屬公司之收益/ (虧損)	33	3,476	(8)
Finance cost	財務成本	11	(2,037)	–
Loss before taxation	除稅前虧損		(134,285)	(158,355)
Taxation credit	稅項抵免	13	–	242
Loss for the year	年度虧損		(134,285)	(158,113)
Other comprehensive (loss)/income for the year	年度其他全面(虧 損)/收益			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損 益之項目:</i>			
Exchange differences arising on translation of foreign operations	換算海外業務所產 生之匯兌差額		(8,829)	3,216
Release of exchange reserve upon disposal of foreign subsidiaries	出售海外附屬公司 時解除匯兌儲備	33	305	–
Other comprehensive (loss)/income for the year, net of tax	年度除稅後其他全面 (虧損)/收益		(8,524)	3,216
Total comprehensive loss for the year	年度全面虧損總額		(142,809)	(154,897)
Loss for the year attributable to:	應佔年度虧損:			
Owners of the Company	本公司擁有人		(126,437)	(153,797)
Non-controlling interests	非控股權益		(7,848)	(4,316)
			(134,285)	(158,113)
Total comprehensive loss for the year attributable to:	應佔年度全面虧損 總額:			
Owners of the Company	本公司擁有人		(133,870)	(151,473)
Non-controlling interests	非控股權益		(8,939)	(3,424)
			(142,809)	(154,897)
Loss per share attributable to the owners of the Company:	本公司擁有人應佔 每股虧損:			
Basic and diluted	基本及攤薄	14	HK\$(0.04) 港元	HK\$(0.05) 港元

The accompanying notes form an integral part of these consolidated financial statements.

附隨的附註構成此等綜合財務報表不可分割之部分。

Consolidated Statement of Financial Position

綜合財務狀況表

At 30 June 2019 於2019年6月30日

		Notes 附註	2019 HK\$'000 千港元	2018 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	17	262,699	236,902
Goodwill	商譽	18	–	68,260
Intangible assets	無形資產	19	–	27,661
Deposits paid	已付按金	25	56,002	–
			318,701	332,823
Current assets	流動資產			
Inventories	存貨	20	641	894
Film and TV programme rights	電影及電視節目版權	21	–	14,031
Film and TV programme production in progress	製作中之電影及電視節目	22	–	150,797
Investments in film production	於電影製作之投資	23	–	35,302
Trade receivables	貿易應收款	24	4,761	12,227
Other receivables, deposits and prepayments	其他應收款、按金及預付款	25	38,922	64,432
Contingent consideration receivable	應收或然代價	26	–	7,210
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	27	170,783	20,750
Cash and bank balances	現金及銀行結存	28	166,465	264,142
			381,572	569,785
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款	29	40,776	101,045
Contract liabilities	合約負債	30	11,128	–
Amounts due to related companies	應付關連公司款項	31	5,651	15,553
Amount due to non-controlling interests	應付非控股權益款項	31	43,589	44,870
			101,144	161,468
Net current assets	流動資產淨值		280,428	408,317
Net assets	資產淨值		599,129	741,140
Capital and reserves attributable to the owners of the Company	本公司擁有人應佔股本及儲備			
Share capital	股本	32	32,133	32,133
Reserves	儲備		591,385	720,573
			623,518	752,706
Non-controlling interests	非控股權益		(24,389)	(11,566)
Total equity	權益總額		599,129	741,140

Approved and authorised for issue by the Board of Directors on 26 September 2019 and signed on its behalf by:

於2019年9月26日經董事會批准及授權刊發，並由下列董事代表簽署：

Ms. Fan Man Seung, Vanessa
范敏嫦女士
Executive Director
執行董事

Mr. Wong Chi Fai
黃志輝先生
Executive Director
執行董事

The accompanying notes form an integral part of these consolidated financial statements.

隨附的附註構成此等綜合財務報表不可分割之部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 30 June 2019 截至2019年6月30日止年度

		Attributable to the owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Capital redemption reserve	Contributed surplus	Exchange reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		股本	股份溢價	資本贖回儲備	繳納盈餘	匯兌儲備	累計虧損	小計	非控股權益	總計
		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
			(note (i))	(note (ii))	(note (iii))	(note (iv))				
			(附註(i))	(附註(ii))	(附註(iii))	(附註(iv))				
At 1 July 2017	於2017年7月1日	32,133	912,843	50	58,658	(2,138)	(97,367)	904,179	(23,285)	880,894
Loss for the year	年度虧損	-	-	-	-	-	(153,797)	(153,797)	(4,316)	(158,113)
Other comprehensive income for the year	年度其他全面收益	-	-	-	-	2,324	-	2,324	892	3,216
Total comprehensive income/(loss) for the year	年度全面收益/(虧損)總額	-	-	-	-	2,324	(153,797)	(151,473)	(3,424)	(154,897)
Elimination upon disposal of subsidiaries (note 33(b))	出售附屬公司時對銷(附註33(b))	-	-	-	-	-	-	-	15,143	15,143
At 30 June 2018	於2018年6月30日	32,133	912,843	50	58,658	186	(251,164)	752,706	(11,566)	741,140
Effect arising from initial application of HKFRS 9 (note 2(b))	初始應用香港財務報告準則第9號產生之影響(附註2(b))	-	-	-	-	-	4,682	4,682	-	4,682
At 1 July 2018	於2018年7月1日	32,133	912,843	50	58,658	186	(246,482)	757,388	(11,566)	745,822
Loss for the year	年度虧損	-	-	-	-	-	(126,437)	(126,437)	(7,848)	(134,285)
Other comprehensive loss for the year	年度其他全面虧損	-	-	-	-	(7,433)	-	(7,433)	(1,091)	(8,524)
Total comprehensive loss for the year	年度全面虧損總額	-	-	-	-	(7,433)	(126,437)	(133,870)	(8,939)	(142,809)
Elimination upon disposal of subsidiaries (note 33(a))	出售附屬公司時對銷(附註33(a))	-	-	-	-	-	-	-	(3,884)	(3,884)
At 30 June 2019	於2019年6月30日	32,133	912,843	50	58,658	(7,247)	(372,919)	623,518	(24,389)	599,129

The accompanying notes form an integral part of these consolidated financial statements.

附隨的附註構成此等綜合財務報表不可分割之部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 30 June 2019 截至2019年6月30日止年度

Notes:

(i) Share premium
The application of share premium account is governed by Section 40 of the Companies Act 1981 of Bermuda.

(ii) Capital redemption reserve
Capital redemption reserve arose on the cancellation of repurchased shares and accordingly reduction of nominal value of share capital of the Company.

(iii) Contributed surplus
Contributed surplus represents the amount transferred from the capital account due to the capital reduction and share premium reduction as a result of the capital reorganisation of the Company took effect on 8 May 2014.

Under the Company Act 1981 of Bermuda (as amended), the contributed surplus is available for distribution. However, the Company cannot make a distribution out of the contributed surplus if: (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of its assets would thereby be less than its liabilities.

(iv) Exchange reserve
Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

附註：

(i) 股份溢價
股份溢價賬之應用受百慕達1981年公司法第40條規管。

(ii) 資本贖回儲備
資本贖回儲備源自註銷已購回股份及相應削減本公司股本面值。

(iii) 繳納盈餘
繳納盈餘指因本公司於2014年5月8日生效之股本重組而進行股本削減及股份溢價削減而從資本賬轉撥之金額。

根據百慕達1981年公司法(經修訂)，繳納盈餘可供分派。然而，於以下情況，本公司不得自繳納盈餘中作出分派：(i)本公司當時或於分派後將會無法支付其到期負債；或(ii)本公司資產之可變現值將因而低於其負債。

(iv) 匯兌儲備
匯兌儲備包括自換算海外業務之財務報表產生之所有匯兌差額。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 30 June 2019 截至2019年6月30日止年度

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Cash flows from operating activities	來自經營活動之現金流量		
Loss before taxation:	除稅前虧損：	(134,285)	(158,355)
Adjustments for:	調整項目：		
Allowance for expected credit losses for trade receivables	貿易應收款之預期信貸虧損撥備	381	-
Amortisation of film and TV programme rights	電影及電視節目版權攤銷	8,111	7,150
Amortisation of intangible assets	無形資產攤銷	1,942	2,015
Change in fair value of financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之公允價值變動	22,918	31,691
Cost of investments in film production	於電影製作之投資成本	-	6,430
Depreciation of property, plant and equipment	物業、機器及設備之折舊	29,519	16,387
Impairment loss recognised in respect of:	就下列各項確認之減值虧損：		
— goodwill	— 商譽	28,273	27,354
— investments in film production	— 於電影製作之投資	-	37,046
— trade receivables	— 貿易應收款	-	1,775
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	-	35
Loss on fair value change in respect of contingent consideration receivable	應收或然代價之公允價值變動虧損	-	1,273
Written off of film and TV programme production in progress	製作中之電影及電視節目撤銷	3,110	120
Interest expense	利息開支	2,037	-
Interest income	利息收入	(2,710)	(1,890)
(Gain)/loss on disposal of subsidiaries	出售附屬公司之(收益)/虧損	(3,476)	8
Gain on derecognition of contingent consideration receivable	終止確認應收或然代價之收益	(654)	-
Operating cash flows before movement in working capital	未計營運資金變動前之經營現金流量	(44,834)	(28,961)
Decrease/(increase) in inventories	存貨減少/(增加)	253	(763)
Increase in film and TV programme production in progress	製作中之電影及電視節目增加	(5,608)	(40,094)
Increase in trade and other receivables, deposits and prepayments	貿易及其他應收款、按金及預付款增加	(28,347)	(7,297)
Decrease in contingent consideration receivable	應收或然代價減少	7,864	-
Decrease in financial assets at fair value through profit or loss	按公允價值計入損益之金融資產減少	8,503	-
Increase in trade and other payables	貿易及其他應付款增加	22,283	23,522
Increase in contract liabilities	合約負債增加	6,613	-
Cash used in operations	用於經營業務之現金	(33,273)	(53,593)
Income tax paid	已繳所得稅	-	-
Net cash used in operating activities	用於經營活動之現金淨額	(33,273)	(53,593)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 30 June 2019 截至2019年6月30日止年度

	Notes 附註	2019 HK\$'000 千港元	2018 HK\$'000 千港元
Cash flows from investing activities	來自投資活動之現金流量		
Purchase of property, plant and equipment	購買物業、機器及設備	(106,145)	(132,159)
Additions of intangible assets	無形資產添置	(4,524)	(4,187)
Interest received	已收利息	2,710	1,890
Net cash inflow/(outflow) on disposal of subsidiaries	出售附屬公司之現金流入／(流出)淨額	33	47,871
Net cash used in investing activities	用於投資活動之現金淨額	(60,088)	(136,187)
Cash flows from financing activities	來自融資活動之現金流量		
Advances from related companies	關連公司之墊款	35	9,163
Advances from non-controlling interests	非控股權益之墊款	35	672
Proceeds from other loan	其他貸款所得款項	35	12,000
Repayments to related companies	償還關連公司款項	35	(18,563)
Repayments to non-controlling interests	償還非控股權益款項	35	(1,953)
Interest paid	已付利息		(2,037)
Net cash used in financing activities	用於融資活動之現金淨額	(718)	(854)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(94,079)	(190,634)
Effect of foreign exchange rate changes	匯率變動之影響	(3,598)	2,160
Cash and cash equivalents at the beginning of the year	年初之現金及現金等價物	264,142	452,616
Cash and cash equivalents at the end of the year, representing cash and bank balances	年末之現金及現金等價物，即現金及銀行結存	166,465	264,142

The accompanying notes form an integral part of these consolidated financial statements.

附隨的附註構成此等綜合財務報表不可分割之部分。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

1. CORPORATE INFORMATION

The Company was incorporated in Bermuda on 27 March 1992 as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended) and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Company’s immediate substantial corporate shareholder is Emperor Culture Group Holdings Limited (“**Emperor Culture Holdings**”), a company incorporated in the British Virgin Islands (“**BVI**”) with limited liability. The ultimate holding company of Emperor Culture Holdings is Albert Yeung Entertainment Holdings Limited, a limited liability company incorporated in the BVI, which is held by Alto Trust Limited as the trustee of Albert Yeung Entertainment Discretionary Trust as set up by Dr. Yeung Sau Shing, Albert. The address of the registered office and principal place of business of the Company are disclosed in the “Corporate Information and Key Dates” section of the annual report.

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is the same as the functional currency of the Company and all values are rounded to the nearest thousand (HK\$’000) except otherwise indicated.

The Company acts as an investment holding company and is also engaged in investment in securities. The principal activities of its subsidiaries are set out in note 38.

1. 公司資料

本公司為一間於1992年3月27日在百慕達根據百慕達1981年公司法(經修訂)註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司(「**聯交所**」)上市。本公司的直接主要法團股東為英皇文化產業集團控股有限公司(「**英皇文化控股**」，一間於英屬處女群島(「**英屬處女群島**」)註冊成立的有限公司)。英皇文化控股的最終控股公司為楊受成娛樂控股有限公司(一間於英屬處女群島註冊成立的有限公司，由楊受成博士成立之Albert Yeung Entertainment Discretionary Trust的受託人Alto Trust Limited持有)。本公司之註冊辦事處及主要營業地點之地址披露於本年報「公司資料及重要日期」一節。

綜合財務報表乃以港元(「**港元**」)呈列，此與本公司之功能貨幣相同；而除另有指明者外，所有價值均近位至最接近之千位(千港元)。

本公司為一間投資控股公司，並同時從事證券投資。其附屬公司之主要業務載於附註38。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

New and amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs and Hong Kong Accounting Standards (“HKASs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

HKFRS 9	Financial Instruments	香港財務報告準則第9號	金融工具
HKFRS 15	Revenue from Contracts with Customers and the related Amendments	香港財務報告準則第15號	來自客戶合約之收入及相關修訂
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration	香港(國際財務報告詮釋委員會)-詮釋第22號	外幣交易及預收(付)對價
HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions	香港財務報告準則第2號(修訂)	股份付款交易之分類及計量
HKFRS 4 (Amendments)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts	香港財務報告準則第4號(修訂)	與香港財務報告準則第4號「保險合約」一併應用香港財務報告準則第9號「金融工具」
HKAS 28 (Amendments)	As part of the Annual Improvements to HKFRSs 2014-2016 Cycle	香港會計準則第28號(修訂)	作為香港財務報告準則2014年至2016年週期之年度改善之一部分
HKAS 40 (Amendments)	Transfers of Investment Property	香港會計準則第40號(修訂)	投資物業之轉讓

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度強制生效之新訂及經修訂香港財務報告準則

本集團於本年度首次應用下列由香港會計師公會(「香港會計師公會」)頒佈之新訂香港財務報告準則及香港會計準則(「香港會計準則」)之修訂:

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約之收入及相關修訂
香港(國際財務報告詮釋委員會)-詮釋第22號	外幣交易及預收(付)對價
香港財務報告準則第2號(修訂)	股份付款交易之分類及計量
香港財務報告準則第4號(修訂)	與香港財務報告準則第4號「保險合約」一併應用香港財務報告準則第9號「金融工具」
香港會計準則第28號(修訂)	作為香港財務報告準則2014年至2016年週期之年度改善之一部分
香港會計準則第40號(修訂)	投資物業之轉讓

除下述者外，於本年度應用新訂及經修訂香港財務報告準則對本集團於本年度及過往年度之財務表現及狀況及／或於該等綜合財務報表所載之披露概無構成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

Certain of the above new and amendments to HKFRSs have been applied in accordance with the relevant transition provisions in the respective standards and amendments which results in change in accounting policies, amount reported and/or disclosures as described below.

(a) Impact on the consolidated financial statements

The following table shows the adjustments recognised for each individual line item. Line items that were not affected by the application of new and amendments to HKFRSs have not been included. As a result, the sub-totals and totals disclosed cannot be recalculated from the numbers provided. The adjustments are explained in more details by the standards as stated below.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

上述若干新訂及經修訂香港財務報告準則已根據各準則及修訂之相關過渡條文應用，導致下文所述會計政策、呈報金額及／或披露出現變動。

(a) 對綜合財務報表之影響

下表顯示針對個別項目確認的調整。不受應用新訂及經修訂香港財務報告準則影響的項目並無包括在內。因此，已披露之小計及總計並不能由所提供的數字重新計算。該等調整由下文所述之準則詳細解釋。

Consolidated statement of financial position (extract) 綜合財務狀況表(摘錄)		At	HKFRS 15	HKFRS 9	At
		30 June 2018 於2018年6月30日 HK\$'000 千港元	香港財務報告準則第15號 HK\$'000 千港元	香港財務報告準則第9號 HK\$'000 千港元	1 July 2018 於2018年7月1日 HK\$'000 千港元
Current assets	流動資產				
Film and TV programme production in progress	製作中之電影及電視節目	150,797	—	(141,605)	9,192
Investments in film production	於電影製作之投資	35,302	—	(35,302)	—
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	20,750	—	181,589	202,339
Current liabilities	流動負債				
Trade and other payables	貿易及其他應付款	101,045	(10,934)	—	90,111
Contract liabilities	合約負債	—	10,934	—	10,934
Reserves	儲備				
Accumulated losses	累計虧損	(251,164)	—	4,682	(246,482)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year
(continued)

(b) HKFRS 9 Financial Instruments

In the current year, the Group has applied HKFRS 9 Financial Instruments and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) expected credit losses (“ECL”) for financial assets and 3) general hedge accounting.

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

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

Accounting policies resulting from the application of HKFRS 9 are disclosed in note 3.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」) (續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

(b) 香港財務報告準則第9號「金融工具」

於本年度，本集團已應用香港財務報告準則第9號「金融工具」及對其他香港財務報告準則作出之有關相應修訂。香港財務報告準則第9號引入有關1)金融資產及金融負債分類及計量；2)金融資產預期信貸虧損(「預期信貸虧損」)及3)一般對沖會計的新規定。

本集團根據香港財務報告準則第9號所載之過渡條文應用香港財務報告準則第9號，即對並未於2018年7月1日(初始應用日期)終止確認之工具追溯性應用分類及計量規定(包括預期信貸虧損模式之減值)及並無對已於2018年7月1日終止確認之工具應用有關規定。於2018年6月30日之賬面值與於2018年7月1日之賬面值之間之差額於期初累計虧損及其他權益組成部分中確認，就此並無重列比較資料。

因此，若干比較資料未必能作比較，原因是比較資料乃根據香港會計準則第39號「金融工具：確認及計量」編製。

應用香港財務報告準則第9號產生的會計政策於附註3披露。



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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

(b) HKFRS 9 Financial Instruments (continued)

Summary of effects arising from initial application of HKFRS 9 (continued)

(i) Classification and measurement

HKFRS 9 categories financial assets into three principal classification categories: measured at amortised cost, at fair value through other comprehensive income (“**FVTOCI**”) and at fair value through profit or loss (“**FVTPL**”). These supersede HKAS 39’s categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVTPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial assets is managed and its contractual cash flow characteristics.

Non-equity investments held by the Group are classified into one of the following measurement categories:

- Amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.
- FVTOCI – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income (“**OCI**”), except for the recognition in profit or loss of ECL. When the investment is derecognised, the amount accumulated in OCI is recycled from equity to profit or loss; or

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

(b) 香港財務報告準則第9號「金融工具」(續)

初始應用香港財務報告準則第9號產生之影響概要(續)

(i) 分類及計量

香港財務報告準則第9號將金融資產分為三大分類類別：按攤銷成本、按公允價值計入其他全面收益(「按公允價值計入其他全面收益」)及按公允價值計入損益(「按公允價值計入損益」)計量。該等分類取代香港會計準則第39號的類別，分別為持至到期投資、貸款及應收款、可供出售金融資產及按公允價值計入損益計量之金融資產。香港財務報告準則第9號項下的金融資產分類乃基於管理金融資產的業務模式及其合約現金流量特徵釐定。

本集團所持有的非股本投資分類為下列其中一個計量類別：

- 攤銷成本(倘所持投資僅用作收回所支付本金及利息付款的合約現金流量)。投資利息收入按實際利率法計算。
- 按公允價值計入其他全面收益 — 可重撥(倘投資合約現金流量僅包括本金及利息付款，且持有投資的業務模式的目的是以收回合約現金流量及出售達成)。公允價值變動於其他全面收益(「其他全面收益」)確認，惟預期信貸虧損於損益確認。當終止確認該投資時，於其他全面收益內累計的金額自權益重撥至損益；或



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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

(b) HKFRS 9 Financial Instruments (continued)

Summary of effects arising from initial application of HKFRS 9 (continued)

(i) Classification and measurement (continued)

- FVTPL, if the investment does not meet the criteria for being measured at amortise cost or FVTOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in OCI. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in OCI remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to accumulated losses. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI (non-recycling), are recognised in profit or loss as other income.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

(b) 香港財務報告準則第9號「金融工具」(續)

初始應用香港財務報告準則第9號產生之影響概要(續)

(i) 分類及計量(續)

- 按公允價值計入損益(倘投資不符合按攤銷成本或按公允價值計入其他全面收益(可重撥)計量的標準)。投資公允價值變動(包括利息)於損益確認。

股本證券投資分類為按公允價值計入損益，除非股本投資並非以買賣為目的而持有，且於初始確認投資時，本集團選擇指定投資為按公允價值計入其他全面收益(不可重撥)，使公允價值的後續變動於其他全面收益確認。有關選擇按個別工具作出，惟僅會在發行人認為投資符合股本的定義的情況下，方會作出。作出有關選擇後，於其他全面收益內累計的金額保留在公允價值儲備(不可重撥)，直至投資出售為止。於出售時，於公允價值儲備(不可重撥)內累計的金額轉撥至累計虧損，且不會重撥至損益。不論分類為按公允價值計入損益或按公允價值計入其他全面收益(不可重撥)，股本證券投資所得股息於損益確認為其他收入。

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

(b) HKFRS 9 Financial Instruments (continued)

Summary of effects arising from initial application of HKFRS 9 (continued)

(i) Classification and measurement (continued)

The table below illustrates the classification and measurement of financial assets and other items subject to ECL under HKFRS 9 and HKAS 39 at the date of initial application, 1 July 2018.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

(b) 香港財務報告準則第9號「金融工具」(續)

初始應用香港財務報告準則第9號產生之影響概要(續)

(i) 分類及計量(續)

下表說明根據香港財務報告準則第9號及香港會計準則第39號於初始應用日期(2018年7月1日)可能出現預期信貸虧損的金融資產及其他項目之分類及計量。

		Film and TV programme production in progress 製作中之電影及電視節目 HK\$'000 千港元	Investments in film production 於電影製作之投資 HK\$'000 千港元	Financial assets at FVTPL 按公允價值計入損益之金融資產 HK\$'000 千港元
Closing balance at 30 June 2018 – HKAS 39	於2018年6月30日之 期末結餘 – 香港會計準則 第39號	150,797	35,302	20,750
Effects arising from initial application of HKFRS 9:	初始應用香港財務報告準則第9號之影響:			
Reclassifications	重新分類			
– From film and TV programme production in progress	– 來自製作中之電影及電視節目	(141,605)	–	141,605
– From investments in film production	– 來自於電影製作之投資	–	(35,302)	35,302
Remeasurement from amortised cost model to fair value model	自攤銷成本至公允價值模式之重新計量	–	–	4,682
Opening balance at 1 July 2018 – HKFRS 9	於2018年7月1日之 期初結餘 – 香港財務報告準則第9號	9,192	–	202,339

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year
(continued)

(b) HKFRS 9 Financial Instruments (continued)

Summary of effects arising from initial application of HKFRS 9 (continued)

(i) Classification and measurement (continued)

From film and TV programme production in progress and investments in film production to financial assets at FVTPL

The Group has certain investments in film production which entitle the Group to receive a fixed and/or variable income based on the Group's investment amount and expected rate of return as specified in respective film investment agreements. At the date of initial application of HKFRS 9, the Group's investments in these film production did not meet the HKFRS 9 criteria for classification at amortised cost and financial assets at FVTOCI, as their cash flow did not represent solely payments of principal and interest. As a result, the carrying amounts of film and TV programme production in progress of HK\$141,605,000 and investments in film production of HK\$35,302,000 were reclassified to financial assets at FVTPL. Related fair value gain of HK\$4,682,000 was recognised in the accumulated losses as at 1 July 2018.

The remaining balance of HK\$9,192,000 was the films and television drama series under the Group's production. Hence, it remained to be classified as film and TV programme production in progress as at 1 July 2018.

Financial assets at FVTPL

The Group has reassessed its investments in equity securities classified as held for trading under HKAS 39 as if the Group had purchased these investments at the date of initial application. Based on the facts and circumstances at the date of initial application, the Group's investments in equity securities of HK\$20,750,000 were held for trading and continued to be measured at FVTPL.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」) (續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

(b) 香港財務報告準則第9號「金融工具」 (續)

初始應用香港財務報告準則第9號產生之影響概要(續)

(i) 分類及計量(續)

自製作中之電影及電視節目及於電影製作之投資轉至按公允價值計入損益之金融資產

本集團擁有若干於電影製作之投資，使本集團有權根據本集團的投資金額及各電影投資協議列明的預期回報率獲得固定及／或可變收入。於初始應用香港財務報告準則第9號當日，本集團於該等電影製作之投資並不符合香港財務報告準則第9號標準，按攤銷成本及按公允價值計入其他全面收益的金融資產分類，乃由於其現金流量並不僅代表本金及利息的付款。因此，製作中之電影及電視節目141,605,000港元及於電影製作之投資35,302,000港元的賬面值重新分類至按公允價值計入損益之金融資產。相關公允價值收益4,682,000港元已於2018年7月1日的累計虧損中確認。

餘下結餘9,192,000港元為本集團所製作之電影及電視連續劇。因此，於2018年7月1日，其仍分類為製作中之電影及電視節目。

按公允價值計入損益之金融資產

本集團已重新評估其根據香港會計準則第39號分類為持作買賣的股本證券之投資，猶如本集團於初始應用日期已購入該等投資。根據於初始應用日期的實際情況，本集團的股本證券投資20,750,000港元為持作買賣，並繼續按公允價值計入損益進行計量。



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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year
(continued)

(b) HKFRS 9 Financial Instruments (continued)

Summary of effects arising from initial application of HKFRS 9 (continued)

(i) Classification and measurement (continued) Financial assets at FVTPL (continued)

There was no impact on the amounts recognised in relation to these assets from the application of HKFRS 9.

Except as above described, there is no reclassification or remeasurement of the financial assets, including cash and cash equivalent, trade receivables, deposits and other receivables for the adoption of HKFRS 9.

The measurement categories for all financial liabilities remain the same. The carrying amounts for all financial liabilities as at 1 July 2018 have not been impacted by the initial application of HKFRS 9.

(ii) Impairment under ECL model

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all trade receivables from contracts with customers. Except for those which had been determined as credit impaired under HKAS 39, trade receivables from contracts with customers have been assessed individually with outstanding significant balances with customers, the remaining balances are grouped based on internal credit rating and past due analysis. The Group has therefore estimated the expected loss rates for the trade receivables from contracts with customers based on the assessment by the management.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」) (續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

(b) 香港財務報告準則第9號「金融工具」 (續)

初始應用香港財務報告準則第9號產生之影響概要(續)

(i) 分類及計量(續)

按公允價值計入損益之金融資產(續)

應用香港財務報告準則第9號對該等資產確認的金額並無影響。

除上文所述者外，並無就採納香港財務報告準則第9號而對金融資產進行任何重新分類或重新計量，包括現金及現金等價物、貿易應收款、按金及其他應收款。

所有金融資產之計量類別均維持不變。所有金融負債於2018年7月1日之賬面值均未受初始應用香港財務報告準則第9號影響。

(ii) 預期信貸虧損模式下之減值

本集團應用香港財務報告準則第9號之簡化方法計量預期信貸虧損，就所有來自客戶合約之貿易應收款而言應用全期預期信貸虧損。除根據香港會計準則第39號釐定為信貸減值者外，來自客戶合約之貿易應收款已單獨評估，並與客戶有重大未償還餘額，餘下的結餘按內部信貸評級及過往分析進行分組。因此，本集團根據管理層的評估估計來自客戶合約之貿易應收款的預期損失率。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year
(continued)

(b) HKFRS 9 Financial Instruments (continued)

Summary of effects arising from initial application of HKFRS 9 (continued)

(ii) Impairment under ECL model (continued)

ECL for other financial assets at amortised cost, including deposits and other receivables and cash and bank balances are assessed on 12 months expected credit loss (“12m ECL”) basis as there had been no significant increase in credit risk since initial recognition.

As at 1 July 2018, allowance for expected credit losses was insignificant and thus was not provided against the accumulated losses. Further assessment is set out in note 5(b).

(c) HKFRS 15 Revenue from Contracts with Customers and the related Amendments

The Group has applied HKFRS 15 for the first time in the current year. HKFRS 15 superseded HKAS 18 Revenue, HKAS 11 Construction Contracts and the related interpretations.

The Group recognises revenue from the following major sources:

- Cinema operation
- Investment in films and cultural events

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

(b) 香港財務報告準則第9號「金融工具」(續)

初始應用香港財務報告準則第9號產生之影響概要(續)

(ii) 預期信貸虧損模式下之減值(續)

其他按攤銷成本之金融資產(包括按金及其他應收款以及現金及銀行結存)之預期信貸虧損乃按12個月預期信貸虧損(「12個月預期信貸虧損」)基準評估，乃由於其信貸風險自初始確認以來並未顯著增加。

於2018年7月1日，預期信貸虧損撥備並不重大，因此未計入累計虧損。進一步評估載於附註5(b)。

(c) 香港財務報告準則第15號「客戶合約收入及相關修訂」

本集團於本年度首次應用香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋。

本集團就以下主要來源確認收入：

- 戲院營運
- 電影及文化活動投資

本集團已追溯應用香港財務報告準則第15號，並將初始應用該準則的累計影響於初始應用日期(2018年7月1日)確認。於初始應用日期之任何差異已於年初累計虧損(或權益的其他部分(如適用))確認，且並無重列比較資料。此外，根據香港財務報告準則第15號之過渡條文，本集團選擇僅就於2018年7月1日尚未完成之合約追溯應用該準則。由於比較資料乃根據香港會計準則第18號及香港會計準則第11號及相關詮釋編製，因此，若干比較資料可能無法用作比較。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

(c) HKFRS 15 Revenue from Contracts with Customers and the related Amendments (continued)

Information about the Group's performance obligations and the accounting policies resulting from the application of HKFRS 15 are disclosed in note 3.

Except the reclassification, as the table shown below, of receipts in advance under trade and other payables to contract liabilities and further disclosure set out in the relevant note to the consolidated financial statements, the directors of the Company (the “Directors”) believe that the application of HKFRS 15 has no impact on the amounts reported set out in the consolidated financial statements.

Summary of effects arising from initial application of HKFRS 15

The following adjustments were made to the amounts recognised in the consolidated statement of financial position as at 1 July 2018. Line items that were not affected by the changes have not been included.

		Carrying amounts previously reported at 30 June 2018 先前於2018年 6月30日 呈報之賬面值 HK\$'000 千港元	Reclassification 重新分類 HK\$'000 千港元	Carrying amounts under HKFRS 15 at 1 July 2018 於2018年7月1日 根據香港財務 報告準則第15號 之賬面值 HK\$'000 千港元
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款	101,045	(10,934)	90,111
Contract liabilities	合約負債	–	10,934	10,934

As at 1 July 2018, receipts in advance from customers of HK\$10,934,000 in relation to cinema and film and TV programme production businesses previously included in trade and other payables were reclassified to contract liabilities.

於2018年7月1日，先前已計入在貿易及其他應付款中，與戲院以及電影及電視節目製作業務相關之客戶預收款10,934,000港元已重新分類為合約負債。

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

(c) 香港財務報告準則第15號「客戶合約收入及相關修訂」(續)

有關本集團履行責任及應用香港財務報告準則第15號產生的會計政策的資料披露於附註3。

除貿易及其他應付款內之預收款重新分類至合約負債(如下表所示)以及載列於綜合財務報表的相關附註的進一步披露外，本公司董事(「董事」)認為應用香港財務報告準則第15號對綜合財務報表所載的呈報金額並無影響。

初始應用香港財務報告準則第15號產生之影響概要

於2018年7月1日對綜合財務狀況表確認的金額作出以下調整。未受變動影響的項目並無包括在內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

(c) HKFRS 15 Revenue from Contracts with Customers and the related Amendments (continued)

Disclosure of the estimated impact on the amounts reported in respect of the year ended 30 June 2019 as a result on the adoption of HKFRS 15 on 1 July 2018

The following tables summarise the estimated impact of adoption of HKFRS 15 on the Group's consolidated statement of financial position as at 30 June 2019 and consolidated statement of cash flows for the current year for each of the line items affected. Line items that were not affected by the changes have not been included.

Line items in consolidated statement of financial position as at 30 June 2019 impacted by the adoption of HKFRS 15:

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

(c) 香港財務報告準則第15號「客戶合約收入及相關修訂」(續)

於2018年7月1日採納香港財務報告準則第15號對截至2019年6月30日止年度所呈報金額的估計影響之披露

下表概述採納香港財務報告準則第15號對本集團於2019年6月30日的綜合財務狀況表及本年度綜合現金流量表各受影響項目之估計影響。未受變動影響的項目並無包括在內。

於2019年6月30日之綜合財務狀況表中受採納香港財務報告準則第15號影響的項目：

		As reported 呈報 HK\$'000 千港元	Reclassification 重新分類 HK\$'000 千港元	Amounts without application of HKFRS 15 未應用香港 財務報告準則 第15號之金額 HK\$'000 千港元
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款	40,776	11,128	51,904
Contract liabilities	合約負債	11,128	(11,128)	—

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (continued)

(c) HKFRS 15 Revenue from Contracts with Customers and the related Amendments (continued)

Disclosure of the estimated impact on the amounts reported in respect of the year ended 30 June 2019 as a result on the adoption of HKFRS 15 on 1 July 2018 (continued)

Line items in the reconciliation of loss before taxation to cash used in operations for the year ended 30 June 2019 impacted by the adoption of HKFRS 15:

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本年度強制生效之新訂及經修訂香港財務報告準則(續)

(c) 香港財務報告準則第15號「客戶合約收入及相關修訂」(續)

於2018年7月1日採納香港財務報告準則第15號對截至2019年6月30日止年度所呈報金額的估計影響之披露(續)

截至2019年6月30日止年度除稅前虧損與經營業務所用現金之對賬中受採納香港財務報告準則第15號影響的項目：

		As reported 呈報 HK\$'000 千港元	Reclassification 重新分類 HK\$'000 千港元	Amounts without application of HKFRS 15 未應用香港財 務報告準則第 15號之金額 HK\$'000 千港元
Cash flows from operating activities	來自經營活動之現金流量			
Decrease in trade and other payables	貿易及其他應付款減少	(20,504)	6,613	(13,891)
Increase in contract liabilities	合約負債增加	6,613	(6,613)	—

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 16	Leases ¹
HKFRS 17	Insurance Contracts ³
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments ¹
HKFRS 3 (Amendments)	Definition of a Business ⁴
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation ¹
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵
HKAS 1 and HKAS 8 (Amendments)	Definition of Material ²
HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement ¹
HKAS 28 (Amendments)	Long-term Interests in Associates and Joint Ventures ¹
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015–2017 Cycle ¹

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

² Effective for annual periods beginning on or after 1 January 2020.

³ Effective for annual periods beginning on or after 1 January 2021.

⁴ Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

⁵ Effective for annual periods beginning on or after a date to be determined.

Except for application of HKFRS 16 mentioned below, the Directors anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並未提前應用下列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16號	租賃 ¹
香港財務報告準則第17號	保險合約 ³
香港(國際財務報告詮釋委員會)–詮釋第23號	所得稅的不確定性之處理 ¹
香港財務報告準則第3號(修訂)	業務之定義 ⁴
香港財務報告準則第9號(修訂)	具有負補償的提前還款特性 ¹
香港財務報告準則第10號及香港會計準則第28號(修訂)	投資者及其聯營公司或合營企業之間的資產銷售或注資 ⁵
香港會計準則第1號及香港會計準則第8號(修訂)	重大之定義 ²
香港會計準則第19號(修訂)	計劃修訂、縮減或結算 ¹
香港會計準則第28號(修訂)	於聯營公司及合營企業的長期權益 ¹
香港財務報告準則(修訂)	香港財務報告準則2015年至2017年週期之年度改善 ¹

¹ 於2019年1月1日或其後開始之年度期間生效。

² 於2020年1月1日或其後開始之年度期間生效。

³ 於2021年1月1日或其後開始之年度期間生效。

⁴ 對於收購日期為於2020年1月1日或其後開始之首個年度期間或之後的業務合併及資產收購生效。

⁵ 於待定日期或其後開始之年度期間生效。

除下文所述應用之香港財務報告準則第16號外，董事預期應用所有其他新增及經修訂香港財務報告準則於可見未來對綜合財務報表並無重大影響。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 Leases and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presented upfront prepaid lease payments as investing cash flows in relation leasehold lands for own use while other operating lease payments are presented as operating cash flows. Upon the application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group, while upfront prepaid lease payments will continue to be presented as investing or operating cash flows in accordance with the nature, as appropriate.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 30 June 2019, the Group has non-cancellable operating lease commitments of HK\$1,876,307,000 as disclosed in note 34(a). An assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16. Upon the application of HKFRS 16, 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.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」

香港財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一個綜合模式。當香港財務報告準則第16號生效時，將取代香港會計準則第17號「租賃」及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。除短期租賃及低價值資產租賃外，經營及融資租賃的差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

使用權資產於初始時按成本計量，隨後以成本(惟若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債的任何重新計量而作出調整。租賃負債於初始時按租賃款項(非當日支付)之現值計量。隨後，租賃負債會就(其中包括)利息及租賃款項以及租賃修訂的影響作出調整。就現金流量分類而言，本集團目前將預付租賃款項呈列為與自用租賃土地有關的投資現金流量，其他經營租賃款項則呈列為經營現金流量。於應用香港財務報告準則第16號後，有關租賃負債的租賃款項將分配至本金及利息部分，並將由本集團呈列為融資現金流量，而預付租賃款項將根據其性質(如適用)繼續呈列為投資或經營現金流量。

此外，香港財務報告準則第16號亦要求廣泛之披露。

誠如附註34(a)所披露，於2019年6月30日，本集團擁有不可撤銷的經營租賃承擔1,876,307,000港元。一項評估表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。於應用香港財務報告準則第16號後，本集團將確認使用權資產及有關所有該等租賃的相應負債，除非其符合低價值或短期租賃。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

HKFRS 16 Leases (continued)

In addition, the Group currently considers refundable rental deposits paid of HK\$56,002,000 as rights under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost and such adjustments are considered as additional lease payments. Adjustments to refundable rental deposits paid would be considered as additional lease payments and included in the carrying amount of right-of-use assets.

The application of new requirements may result changes in measurement, presentation and disclosure as indicated above. The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease and not apply this standard to contracts that were not previously identified as containing a lease applying HKAS 17 and HK(IFRIC)-Int 4. Therefore, the Group has not reassessed whether the contracts are, or contain a lease which already existed prior to the date of initial application. Furthermore, the Group has elected the modified retrospective approach for the application of HKFRS 16 as lessee and will recognise the cumulative effect of initial application to opening accumulated losses without restating comparative information.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號「租賃」(續)

此外，本集團目前將已付可退回租賃按金56,002,000港元視為香港會計準則第17號適用的租賃下的權利。根據香港財務報告準則第16號租賃款項的定義，有關按金並非與相關資產使用權有關的款項，因此，該等按金的賬面值可能會調整為攤銷成本且有關調整被視為額外租賃款項。已付可退回租賃按金的調整會被視為額外租賃款項並計入使用權資產之賬面值內。

應用新規定可能引致上文所示之計量、呈列及披露有所變動。本集團已選用於實務操作上之簡便方法，以應用香港財務報告準則第16號於先前識別為租賃並應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號釐定一項安排是否包含租賃之合約，以及不應用此準則於並無於先前識別為包含租賃並應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號之合約。因此，本集團並無重新評估合約是否為或包含一項於初始應用日期前已存在之租賃。此外，本集團已就應用香港財務報告準則第16號(作為承租人)選用經修訂之追溯法，並將確認初始應用之累計影響至年初累計虧損，而並無重列比較資料。

3. 主要會計政策概要

編製該等綜合財務報表時應用之主要會計政策載於下文。除另有指明外，該等政策已於所有呈列之年度內貫徹應用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, which collective term includes all applicable individual HKFRSs, HKASs and Interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange (the "Listing Rules").

(b) Basis of preparation

The consolidated financial statements have been prepared under historical cost convention except for certain financial assets which are carried at fair values. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires the management to exercise its judgement in the process of applying the Group's accounting policies.

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. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are within the scope of HKAS 17 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

3. 主要會計政策概要(續)

(a) 合規聲明

綜合財務報表乃根據所有適用之香港財務報告準則編製，而此為一項統稱，包括香港會計師公會頒佈所有適用之個別香港財務報告準則、香港會計準則及詮釋、香港公認會計原則以及香港公司條例(第622章)披露規定。該等綜合財務報表亦遵守聯交所證券上市規則(「上市規則」)規定之適用披露。

(b) 編製基準

綜合財務報表乃按歷史成本法編製，惟若干金融資產以公允價值計算。歷史成本一般以交換貨品及服務時給予代價之公允價值為基準計算。根據香港財務報告準則編製綜合財務報表須運用若干關鍵會計估計，亦需要管理層於應用本集團會計政策過程中作出其判斷。

公允價值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付之價格，不論該價格是否直接觀察可得或使用另一種估值方法估計。估計資產或負債之公允價值時，本集團考慮市場參與者在計量日期為該資產或負債進行定價時將會考慮之資產或負債特徵。非金融資產公允價值之計量參考市場參與者可從使用該資產得到之最高及最佳效用，或把該資產售予另一可從使用該資產得到最高及最佳效用之市場參與者所產生之經濟效益。於此等綜合財務報表中計量及／或披露之公允價值均按此基準釐定，惟香港財務報告準則第2號「以股份為基礎的支付」範圍內的以股份支付之交易、香港會計準則第17號「租賃」範圍內的租賃交易及與公允價值類似但並非公允價值的計量(例如香港會計準則第2號「存貨」中的可變現淨值或香港會計準則第36號「資產減值」中的使用價值)除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of preparation (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 assess at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(c) Basis of consolidation

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

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

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

Consolidation of subsidiaries begins when the Group obtains control over the subsidiaries and ceases when the Group loses control of the subsidiaries. Specially, income and expenses of subsidiaries 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 subsidiaries.

3. 主要會計政策概要(續)

(b) 編製基準(續)

此外，就財務報告而言，公允價值計量根據公允價值計量之輸入數據可觀察程度及輸入數據對公允價值計量之整體重要性分類為第1級、第2級或第3級，載述如下：

- 第1級輸入數據為實體在計量日期於活躍市場可以取得之相同資產或負債報價(未經調整)；
- 第2級輸入數據為資產或負債直接或間接可觀察之輸入數據(第1級內包括之報價除外)；及
- 第3級輸入數據為資產或負債之不可觀察輸入數據。

(c) 綜合賬目基準

綜合財務報表包括本公司以及本公司及其附屬公司控制之實體之財務報表。本公司在符合以下情況時取得控制權：

- 有權控制投資對象；
- 因參與投資對象業務而承擔浮動回報之風險或享有權利；及
- 可行使權力影響其投資對象之回報。

倘有事實或情況顯示上述三項控制權因素中有一項或以上出現變數，本集團會重新評估其是否控制投資對象。

本集團於獲得附屬公司控制權時將其綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於年度內收購或出售之附屬公司之收入及開支自本集團獲得控制權當日起至本集團失去控制附屬公司當日止，計入綜合損益及其他全面收益表內。



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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Basis of consolidation (continued)

Profit or loss and each component of OCI 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.

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

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.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in OCI in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred directly to accumulated losses as specified by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9/HKAS 39 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 主要會計政策概要(續)

(c) 綜合賬目基準(續)

損益及其他全面收益之各組成部分乃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出現虧絀結餘。

倘有需要，附屬公司之財務報表會作出調整，使其會計政策與本集團之會計政策一致。

所有有關本集團成員間交易之集團內部資產及負債、權益、收入、支出及現金流量均於綜合賬目時全部對銷。

於附屬公司之非控股權益與本集團所佔之權益分開呈報，其中代表擁有權權益賦予其持有人於清盤時按比例分佔相關附屬公司之淨資產。

倘本集團失去一間附屬公司控制權時會終止確認該附屬公司之資產及負債，以及非控股權益(如有)。收益或虧損會於損益內確認，並按：(i)已收代價公允價值及任何保留權益公允價值之總額與(ii)本公司擁有人應佔該附屬公司之資產(包括商譽)及負債之賬面值之差額計算。所有先前於其他全面收益確認之有關該附屬公司之款項，按猶如本集團已直接出售該附屬公司之相關資產或負債入賬(即按適用香港財務報告準則所指明重新分類至損益或直接轉撥至累計虧損)。於失去控制權當日仍保留於前附屬公司之任何投資公允價值，會被視為根據香港會計準則第39號／香港財務報告準則第9號就日後入賬初始確認之公允價值或(如適用)於初始確認聯營公司或合營企業權益時之成本。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Goodwill

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

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

A CGU (or groups of CGUs) to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. For goodwill arising on acquisition in a reporting period, the CGUs (or groups of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

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

(e) Property, plant and equipment

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

Properties in the course of construction for production, supply or administrative purposes are carried out at cost, less any recognised impairment loss. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for intended use.

3. 主要會計政策概要(續)

(d) 商譽

收購一項業務所產生之商譽按於收購業務日期所確定之成本(見上述會計政策)減累計減值虧損(如有)列賬。

就減值測試而言，商譽會被分配至預期從合併之協同效應中受益之本集團各有關現金產生單位(「現金產生單位」)(或現金產生單位組別)中。

已獲配商譽之現金產生單位(或一組現金產生單位)須每年或多次(倘有跡象顯示有關單位可能出現減值)進行減值測試。就於某個報告期間自收購產生之商譽而言，已獲分配至商譽之現金產生單位(或現金產生單位組別)須於該報告期末前進行減值測試。倘現金產生單位之可收回金額少於該單位之賬面值，減值虧損會先減少獲分配至該單位之任何商譽之賬面值，及其後以該單位各資產之賬面值為基準按比例分配到該單位之其他資產。商譽之任何減值虧損乃直接於損益內確認。已確認之商譽之減值虧損於其後期間不予撥回。

倘出售有關現金產生單位，於釐定出售損益金額時會計入應佔商譽金額。

(e) 物業、機器及設備

持作用於生產或供應貨品或服務或行政用途之物業、機器及設備於綜合財務狀況表內按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

用於生產、供應或行政用途之在建物業以成本減任何已確認減值虧損列賬。該等物業於完工並達至擬定用途之可使用狀態時分配至合適的物業、機器及設備類別。當該等資產達至擬定用途之可用狀態時，按與其他物業資產之相同基準計算折舊。



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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Property, plant and equipment (continued)

The cost of an asset comprises its purchase price, any directly attributable costs of bringing the asset to its present working condition and location for its intended use and the initial estimate of the costs of dismantling and removing the item and restoring the site on which is located. Expenditure incurred after the asset has been put into operation, such as repairs and maintenance and overhaul costs, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the asset, the expenditure is capitalised as an additional cost of the asset.

Depreciation is recognised so as to write off the cost of assets (other than construction in progress) less their residual values over their estimated useful lives, using the straight-line method, at the following annual rates:

Leasehold improvement	: Over the lease terms or 10%, whichever is shorter
Furniture, fixtures and equipment	: 20–33 $\frac{1}{3}$ %
Plant and machinery	: 10–20%

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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 sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 主要會計政策概要(續)

(e) 物業、機器及設備(續)

資產之成本包括其購買價、將該資產達到現時運作狀況及地點作預定用途之任何直接應計成本以及拆卸與移除該項目及修復該項目所處場地之初始估計成本。資產投入運作後產生之開支(如修理及保養及大修費用)一般在產生期間於損益表扣除。當可清楚顯示該開支已導致預期自使用該資產取得之未來經濟利益增多，則該開支會撥作資本，列為該資產之額外成本。

折舊乃就資產之成本(在建工程除外)扣減其殘值後，按以下年率計算之估計可使用年期以直線法撇銷而確認：

租賃物業裝修	: 租賃年期或10% (以較短者為準)
傢俬、固定裝置及設備	: 20–33 $\frac{1}{3}$ %
機器及設備	: 10–20%

估計可使用年期、殘值及折舊方法乃於各報告期末檢討，任何估計變動之影響按未來適用基準入賬。

物業、機器及設備項目於出售或預期繼續使用該資產不會再產生任何未來經濟利益時終止確認。出售或棄用物業、機器及設備項目所產生之任何收益或虧損，乃按有關資產之出售所得款與賬面值之差額釐定並於損益內確認。



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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in the business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Categories of the intangible assets of the Group are summarised as follows:

(i) Trademarks

Trademarks are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of trademarks over their estimated useful lives of 5 years.

(ii) Production rights

Production rights acquired in business combination are recognised at fair value at the acquisition date (which is regarded as their cost) and subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is charged to the consolidated statement of profit or loss and other comprehensive income over the contract terms.

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

3. 主要會計政策概要(續)

(f) 無形資產

獨立購入而擁有有限可使用年期之無形資產按成本減累計攤銷及累計減值虧損列賬。攤銷按其估計可使用年期以直線基準確認。估計可使用年期及攤銷法會於各報告期末審閱，任何估計變動之影響按未來適用基準入賬。

於業務合併中購入而與商譽分開確認之無形資產最初按其於收購日期之公允價值(視為其成本)確認。於初始確認後，於業務合併中購入之無形資產按成本減累計攤銷及累計減值虧損列賬，基準與獨立購入之無形資產相同。

本集團之無形資產之類別概述如下：

(i) 商標

商標以成本減累計攤銷列賬。攤銷使用直線法計算並且按其估計可使用年期5年分配商標之成本。

(ii) 製作版權

於業務合併中購入之製作版權按其於收購日期之公允價值(視為其成本)確認以及其後按成本減累計攤銷及累計減值虧損列賬。攤銷按合約期於綜合損益及其他全面收益表內扣除。

無形資產於出售或預計不會從使用或出售該資產中獲得未來經濟利益時終止確認。因終止確認無形資產而產生之收益或虧損乃按出售所得款淨額與該資產之賬面值兩者之差額計量，並於終止確認該資產時於損益內確認。



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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Film and TV programme rights

Film and TV programme rights represent films and television drama series produced or acquired by the Group for reproduction, distribution and sub-licensing and are stated at cost less accumulated amortisation and any identified impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. In the case where there is any impairment in value, the unamortised balance is written down to its estimated recoverable amount.

(h) Film and TV programme production in progress

Film and TV programme production in progress represents films and televisions drama series under production and are stated at cost incurred to date, less any identified impairment losses. Cost is transferred to either film and TV programme rights or investments in film production upon completion.

An impairment loss is made if there has been a change in the estimate used to determine the recoverable amount and the carrying amount exceeds the recoverable amount.

(i) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 主要會計政策概要(續)

(g) 電影及電視節目版權

電影及電視節目版權指本集團製作或購入之電影及電視連續劇以作複製、發行及再授特許用途，且均按成本減累計攤銷及任何已識別之減值虧損列賬。攤銷按其估計可使用年期以直線基準確認。倘出現任何減值，則未攤銷結餘會撇減至其估計可收回金額。

(h) 製作中之電影及電視節目

製作中之電影及電視節目指處於製作階段之電影及電視連續劇，並以截至當日已產生之成本減任何已識別之減值虧損列賬。成本於完成時轉撥至電影及電視節目版權或於電影製作之投資。

倘用作釐定可收回金額之估計出現變動，且賬面值超過可收回金額，則作出減值虧損。

(i) 存貨

存貨按成本與可變現淨值之較低者列賬。存貨成本採用加權平均法計算。可變現淨值代表存貨估計售價減所有估計完成成本及進行銷售所需成本。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Revenue and other income recognition

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transition in note 2)

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same. Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

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

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

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

For contracts that contain more than one performance obligation, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

3. 主要會計政策概要(續)

(j) 收入及其他收益確認

來自客戶合約之收入(按照附註2之過渡方式應用香港財務報告準則第15號後)

根據香港財務報告準則第15號，當本集團完成履約責任時(即當貨品或服務按特定之履約責任轉移予客戶「控制」時)確認收入。

履約責任指明確的產品或服務(或一組產品或服務)或一系列大致相同的個別產品或服務。控制權於一段時間內轉移，倘符合以下其中一項條件，收入則參照完成相關履約責任的進展情況於一段時間確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約產生或提升一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團有強制執行權收取目前為止已完成履約的款項。

否則，收入於客戶獲得明確產品或服務的控制權時確認。

合約負債指本集團向客戶轉移商品或服務之責任，而本集團就此已向客戶收取代價(或已到期可收取代價金額)。

對於包含一條以上之履約責任的合約，本集團按照相對獨立的售價基準，將交易價格分配至各履約責任。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Revenue and other income recognition (continued)

Revenue from contracts with customers (upon application of HKFRS 15 in accordance with transition in note 2) (continued)

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

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

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

Further details of the Group's revenue and other income recognition policies are as follows:

- (i) Income from box-office takings for film exhibition is recognised when the services have been rendered to the buyers;
- (ii) Income from screen advertising is recognised at the time when the services are provided;
- (iii) Income from sales of goods is recognised at the point of sales when the goods are given to customers;
- (iv) Income from gift voucher purchases is recognised when customers exchange the vouchers for goods/services or upon expiry;

3. 主要會計政策概要(續)

(j) 收入及其他收益確認(續)

來自客戶合約之收入(按照附註2之過渡方式應用香港財務報告準則第15號後)(續)

與各履約責任相關的明確貨品或服務之單獨售價於合約訂立之時釐定，其指本集團單獨向客戶出售允諾貨品或服務的價格。倘單獨售價並不直接觀察可得，則本集團會使用合適的技巧估計價格，以最終將交易價分配至任何履約責任，以反映本集團預期就轉移允諾貨品或服務至該客戶而有權換取的代價金額。

於一段時間確認收入：計量完全達成履約責任的進度

輸出法

完全達成履約責任的進度乃按輸出法計量，即透過直接計量迄今向客戶轉交的服務相對於合約項下所承諾餘下服務的價值確認收入，此方法最能描述本集團履行轉移服務控制權的義務。

本集團收入及其他收益確認政策的進一步詳情如下：

- (i) 電影放映所得之票房收入於提供服務予買家時確認；
- (ii) 屏幕廣告收入於提供服務時確認；
- (iii) 貨品銷售收入於向客戶提供貨品時在銷售時點確認；
- (iv) 禮品券購買收入於客戶兌換商品／服務禮券或到期時確認；



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Revenue and other income recognition (continued)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation (continued)

Output method (continued)

- (v) Income from ticket booking service is recognised upon provision of the services;
- (vi) Income from licensing of the distribution rights over films and television programmes is recognised when the master materials of films are delivered to customers and the amount can be measured reliably;
- (vii) Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset;
- (viii) Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attached to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

3. 主要會計政策概要(續)

(j) 收入及其他收益確認(續)

於一段時間確認收入：計量完全達成履約責任的進度(續)

輸出法(續)

- (v) 電影戲票預訂服務收入於提供服務時確認；
- (vi) 授出電影及電視節目發行權之收入於電影之母帶交付客戶時確認及該金額能可靠地衡量；
- (vii) 利息收入按實際利率法計算確認。對於以攤銷成本計量且信貸未減值的金融資產，實際利率適用於資產的賬面總值。就信貸減值的金融資產而言，實際利率適用於資產的攤銷成本(即扣除損失撥備的賬面總值)；
- (viii) 政府補助於合理確保會收到及本集團符合其附帶條件時於綜合財務狀況表初始確認。補償本集團所產生開支的補助於開支產生期間系統地於損益確認為收入。補償本集團資產成本的補助自資產賬面值扣除，並因此透過減少折舊開支在資產的使用年限內於損益中有效確認。



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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Revenue and other income recognition (continued)

Revenue recognition (prior to 1 July 2018)

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

Provided it is probable that the economic benefits will flow to the Group and the revenue can be measured reliably, revenue is recognised in the consolidated statement of profit or loss and other comprehensive income as follows:

Revenue from licensing of the distribution rights over films and television programmes is recognised when the master materials of films are delivered to customers and the amount can be measured reliably.

Revenue from investments in film production is recognised when the Group's entitlement to such payments has been established, subject to the terms of the relevant agreements.

Revenue from box-office takings for film exhibition is recognised when the tickets are sold to the customers and the film is released.

Revenue from the screen advertising is recognised when the relevant advertisements and programmes are exhibited in accordance with the terms of the relevant agreements.

Sales of goods are recognised when the goods are delivered and the significant risks and rewards of ownership of the goods has passed to the buyer.

Revenue from event investment is recognised when the events are completed.

Interest income 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 estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

Compensation income is recognised when the Group's entitlement to receive such payment has been established, subject to the terms of the relevant agreement.

3. 主要會計政策概要(續)

(j) 收入及其他收益確認(續)

收入確認(於2018年7月1日前)

收入按已收或應收代價之公允價值計量，並為於一般業務運作過程中已出售貨品及所提供服務之應收款扣除折扣及銷售相關稅項。

假設經濟利益將可能流入本集團及收入能可靠地計量，收入將按如下準則於綜合損益及其他全面收益表內確認：

授出電影及電視節目發行權之收入於電影之母帶交付客戶時確認及該金額能可靠地衡量。

於電影製作之投資收入於本集團根據相關協議之條款確立其獲得有關款項之權利時確認。

電影放映所得之票房收入於出售電影戲票予顧客及電影上映時確認。

屏幕廣告收入於有關廣告及節目根據相關協議放映時確認。

貨品銷售之收入於貨品交付及貨品所有權之重大風險及回報已轉移至買家時確認。

表演項目投資之收入於表演項目完成時確認。

利息收入乃按時間基準就未償還本金根據適用實際利率計算，即透過金融資產之預計年期，準確地折現估計之未來現金收入至該項資產於初始確認之賬面淨值之利率。

補償收入於本集團根據相關協議之條款確立其獲得收取有關款項之權利時確認。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of each 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 cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items are recognised in profit or loss in the period in which they arise.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of transactions are used. Exchange differences arising, if any, are recognised in OCI and accumulated in equity under the heading of the exchange reserve (attributed to non-controlling interests as appropriate).

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

3. 主要會計政策概要(續)

(k) 外幣

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通行匯率確認。於各報告期末，以外幣定值之貨幣項目按當日之通行匯率重新換算。按公允價值列賬並以外幣定值之非貨幣項目按於公允價值釐定當日之通行匯率重新換算。按外幣歷史成本計量之非貨幣項目毋須重新換算。

貨幣項目結算及貨幣項目的重新換算所產生之匯兌差額於其產生期間於損益內確認。

就呈列綜合財務報表而言，本集團海外業務之資產及負債乃按於各報告期末之通行匯率換算為本集團之呈列貨幣(即港元)，而收入及開支項目乃按該年度之平均匯率進行換算，除非匯率於該期間內出現大幅波動，於此情況下，則採用於交易當日之匯率。所產生之匯兌差額(如有)乃於其他全面收益確認及於權益內之匯兌儲備項下累計(倘適用，則歸屬於非控股權益)。

於出售海外業務(即出售本集團於該海外業務之全部權益，或出售涉及失去包含海外業務附屬公司之控制權、出售涉及失去包含海外業務之合營企業之共同控制權，或出售涉及失去對包含海外業務之聯營公司之重大影響)時，就本公司擁有人應佔之業務於權益累計之所有匯兌差額重新分類至損益。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Leasing

All leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

(m) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation and convention in market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 since 1 July 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

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

3. 主要會計政策概要(續)

(l) 租賃

所有租賃列為經營租賃。

本集團作為承租人

經營租金於有關租期按直線法確認為開支，除非另有系統之基準更能代表使用租賃資產所產生經濟利益之時間模式則另作別論。

(m) 金融工具

金融資產及金融負債於集團實體成為工具合約條文之訂約方時確認。所有以常規方式購買或出售金融資產按交易日基準確認及終止確認。以常規方式購買或出售金融資產乃指購買或出售金融資產時按市場規則及慣例設定之時間框架內交付資產。

金融資產及金融負債於初始時按公允價值計量，惟自2018年7月1日起根據香港財務報告準則第15號初始計量的客戶合約產生的貿易應收款除外。直接與收購或發行金融資產及金融負債有關之交易成本於初始確認時加入金融資產或金融負債之公允價值或自其中扣除(如適用)。

實際利率法乃計算金融資產或金融負債之攤銷成本及於相關期間攤分利息收入及利息支出之方法。實際利率為於金融資產或金融負債預計年期或(倘適用)在較短期間內將估計未來現金收入及付款(包括所支付或收取之全部費用所構成實際利率不可或缺的部分及利率差價、交易成本及其他溢價或折讓)準確折現至於初始確認時之賬面淨值之利率。



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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial assets

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2)

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

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

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

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

Financial assets at FVTPL:

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL.

3. 主要會計政策概要(續)

(m) 金融工具(續)

金融資產

金融資產之分類及其後計量(按照附註2之過渡方式應用香港財務報告準則第9號後)

符合下列條件之金融資產其後按攤銷成本計量：

- 目的為收取合約現金流量之業務模式下持有之金融資產；及
- 合約條款令於特定日期產生之現金流量純粹為支付本金及未償還本金之利息。

符合下列條件之金融資產其後透過其他全面收益之公允價值計量：

- 目的為收取合約現金流量及出售之業務模式下持有之金融資產；及
- 合約條款令於特定日期產生之現金流量純粹為支付本金及未償還本金之利息。

按公允價值計入損益之金融資產：

不符合按攤銷成本或透過其他全面收益計量公允價值計量標準之金融資產按公允價值計入損益。

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (continued)

(i) Amortised cost and interest income

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

(ii) Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in OCI and accumulated under the heading of investments revaluation reserve. Allowances for expected credit losses are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these debt instruments had been measured at amortised cost. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in OCI are reclassified to profit or loss.

3. 主要會計政策概要(續)

(m) 金融工具(續)

金融資產(續)

金融資產之分類及其後計量(按照附註2之過渡方式應用香港財務報告準則第9號後)(續)

(i) 攤銷成本及利息收入

利息收入就其後按攤銷成本計量之金融資產及隨後透過其他全面收益計量公允價值之債務工具／應收賬款以實際利率法確認。就購入或原本已信貸減值之金融資產以外之金融工具而言，利息收入乃透過就金融資產總賬面值應用實際利率而計算，惟其後已變為信貸減值之金融資產除外(見下文)。就其後出現信貸減值之金融資產而言，利息收入將自下個報告期起就金融資產攤銷成本按實際利率確認。如信貸減值金融工具之信貸風險降低以使金融資產不再出現信貸減值，則利息收入自確定資產不再出現信貸減值後之報告期初起就金融資產之總賬面值按實際利率確認。

(ii) 分類為透過其他全面收益計量公允價值之債務工具

分類為透過其他全面收益計量公允價值之債務工具的賬面值因使用實際利率法計算的利息收入的其後變動於損益確認。該等債務工具賬面值的所有其他變動於其他全面收益中確認且於投資重估儲備標題下累積。預期信貸虧損撥備於損益確認，並對其他全面收益作相應調整，而並無減少該等債務工具的賬面值。於損益確認的該等金額與假若該等債務工具已按攤銷成本計量時將會於損益確認的金額相同。當取消確認該等債務工具時，先前於其他全面收益確認的累計損益重新分類至損益。

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (continued)

(iii) Financial assets at FVTPL

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gains or losses recognised in profit or loss exclude any dividend or interest earned on the financial asset and are included in the "Other income and gains" and "Change in fair value of financial assets at FVTPL" line items. Fair value is determined in the manner described in note 5(c).

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2)

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

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

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

The Group always recognises lifetime ECL for trade receivables under simplified approach. The ECL on these receivables are assessed individually.

3. 主要會計政策概要(續)

(m) 金融工具(續)

金融資產(續)

金融資產之分類及其後計量(按照附註2之過渡方式應用香港財務報告準則第9號後)(續)

(iii) 按公允價值計入損益之金融資產

按公允價值計入損益之金融資產於各報告期末按公允價值計量，其任何公允價值收益或虧損於損益確認。於損益確認之收益或虧損淨額不包括就金融資產賺取之任何股息或利息並計入「其他收入及收益」及「按公允價值計入損益之金融資產之公允價值變動」項目內。公允價值按附註5(c)所述方式釐定。

金融資產減值(按照附註2之過渡方式應用香港財務報告準則第9號後)

本集團根據香港財務報告準則第9號就須作減值之金融資產(包括與客戶合約之貿易應收款、按金及其他應收款以及銀行結存)之預期信貸虧損確認虧損撥備。預期信貸虧損之金額於各報告日期更新，以反映信貸風險自初始確認以來之變化。

全期預期信貸虧損指於相關工具之預期使用期內所有可能發生之違約事件所產生之預期信貸虧損。相反，12個月預期信貸虧損指預期於報告日期後12個月內可能發生之違約事件所產生之部分全期預期信貸虧損。有關評估乃根據本集團之過往信貸虧損經驗進行，並根據債務人特有之因素、整體經濟狀況以及於報告日期時之當前狀況評估及未來狀況預測而作出調整。

本集團按等於12個月預期信貸虧損的金額計量虧損撥備，除非自初始確認以來信貸風險顯著增加，本集團會確認全期預期信貸虧損。是否確認全期預期信貸虧損的評估乃取決自初始確認以來發生違約之可能性或違約風險是否顯著增加。

本集團一直以簡易方法就貿易應收款確認全期預期信貸虧損。對該等應收賬款之預期信貸虧損進行獨立評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. 主要會計政策概要(續)

(m) 金融工具(續)

金融資產(續)

金融資產減值(按照附註2之過渡方式應用香港財務報告準則第9號後)(續)

(i) 信貸風險顯著增加

於評估信貸風險自初始確認以來是否顯著增加時，本集團對金融工具於報告日期發生違約之風險與金融工具於初始確認日期發生違約之風險進行比較。在進行該評估時，本集團考慮合理有據之定量及定性資料，包括毋須付出過度成本或精力就可獲得之過往經驗及前瞻性資料。

具體而言，評估信貸風險是否顯著增加時會考慮以下資料：

- 金融工具之外部(如有)或內部信貸評級實際上或預期會顯著惡化；
- 外部市場指標顯示信貸風險顯著惡化，如信貸息差顯著增加、債務人之信貸違約掉期價格顯著增加等；
- 商業、金融或經濟環境於現時或預測會出現不利變化，其預期可導致債務人償還其債務之能力大幅下降；
- 債務人經營業績實際上或預期會顯著惡化；
- 債務人所在之監管、經濟或技術環境實際上或預期會出現重大不利變化，其可導致債務人償還其債務之能力大幅下降。

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (continued)

(i) Significant increase in credit risk (continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 主要會計政策概要(續)

(m) 金融工具(續)

金融資產(續)

金融資產減值(按照附註2之過渡方式應用香港財務報告準則第9號後)(續)

(i) 信貸風險顯著增加(續)

不論上述評估之結果如何，當合約付款逾期超過30日，本集團將假定信貸風險自初始確認以來已顯著增加，除非本集團有合理有據之資料證明事實並非如此。

本集團定期監察其確定信貸風險是否顯著增加時所用標準之效用，並因應適當情況修訂有關標準，以確保能夠於款項逾期前確定信貸風險顯著增加。

(ii) 違約之定義

就內部信貸風險管理而言，本集團認為，違約事件是在內部所形成或外部所得資料顯示，債務人不大可能向債權人(包括本集團)償還全數款項(不考慮本集團所持任何抵押品)時發生。

不管上文所述為何，本集團認為，當金融資產逾期超過90日，即代表已發生違約，除非本集團有合理有據之資料顯示使用更寬鬆之違約標準更為恰當。

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables from contracts with customers when the amounts are over 2 years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 主要會計政策概要(續)

(m) 金融工具(續)

金融資產(續)

金融資產減值(按照附註2之過渡方式應用香港財務報告準則第9號後)(續)

(iii) 金融資產已信貸減值

在一項或以上違約事件發生，而有關事件對該金融資產之估計未來現金流量構成負面影響時，即代表金融資產已信貸減值。金融資產已信貸減值之證據包括與下列事件有關之可觀察數據：

- (a) 發行人或借款人出現重大財政困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 借款人之貸款人出於借款人面臨財政困難所涉及之經濟或合約理由，而向借款人給予其在其他情況下不會考慮之寬限；
- (d) 借款人有可能面臨破產或其他財務重組；或
- (e) 有關金融資產因出現財政困難而失去活躍市場。

(iv) 撇銷政策

當有資料顯示對手方處於嚴重財政困難及有關資產無實際收回之可能時(例如，對手方被頒布清盤令或進入破產程序時)，或倘為來自客戶合約之貿易應收款，當有關款項逾期超過兩年時(兩者以較早發生者為準)，本集團將撇銷金融資產。經考慮適當法律意見後，遭撇銷之金融資產可能仍須根據本集團之收回程序進行強制執行活動。撇銷構成一項終止確認事件。其後任何收回均於損益確認。

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (upon application of HKFRS 9 in accordance with transitions in note 2) (continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

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

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

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

3. 主要會計政策概要(續)

(m) 金融工具(續)

金融資產(續)

金融資產減值(按照附註2之過渡方式應用香港財務報告準則第9號後)(續)

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量是違約概率、違約虧損率(即違約時之虧損程度)與違約風險敞口之函數。違約概率及違約虧損率乃基於過往數據進行評估並按前瞻性資料作調整。預期信貸虧損之估計值反映一個無偏概率之加權平均金額，以各自發生違約之風險為權重確定。

一般而言，預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間的差額(按初始確認時釐定之有效利率貼現)。

利息收入根據金融資產的總賬面值計算，除非金融資產入賬列為信用減值；在此情況下，利息收入根據金融資產的攤銷成本計算。

本集團透過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟貿易應收款除外，在該情況下透過預期信貸虧損撥備賬目確認相應調整。



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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 July 2018)

Financial assets are classified into the following specified categories: financial assets at FVTPL 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 decognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

(i) Financial assets at FVTPL

Financial assets are classified as FVTPL when the financial assets is (i) held for trading or (ii) it is designated as at FVTPL or (iii) contingent consideration that may be received by an acquirer as part of a business combination.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- on initial recognition it is a 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 a hedging instrument.

3. 主要會計政策概要(續)

(m) 金融工具(續)

金融資產(續)

金融資產之分類及其後計量(於2018年7月1日應用香港財務報告準則第9號前)

金融資產分為下列特定類別：按公允價值計入損益之金融資產以及貸款及應收賬款。其分類乃視乎金融資產之性質及目的，並於初始確認時釐定。所有以常規方式購買或出售金融資產按交易日基準確認及終止確認。以常規方式購買或出售金融資產乃指購買或出售金融資產時按市場規則或慣例設定之時間框架內交付資產。

(i) 按公允價值計入損益之金融資產

當金融資產為(i)持作買賣或(ii)其獲指定為按公允價值計入損益或(iii)收購方可能收取之或然代價(作為業務合併的一部分)，金融資產分類為按公允價值計入損益。

倘金融資產屬下列情況，則分類為持作買賣：

- 購進之主要目的是於短期內將之出售；或
- 於初始確認時其為由本集團共同管理之已識別金融工具組合之其中一部分，且近期有實際之短期獲利模式；或
- 其為一種並非作為指定及有效對沖工具之衍生工具。



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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 July 2018) (continued)

(i) Financial assets at FVTPL (continued)

A financial asset other than a financial asset held for trading or contingent consideration that may be received by an acquirer as part of a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial 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 (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gains or losses recognised in profit or loss exclude any dividend or interest earned on the financial assets and are included in the "Other operating expenses" and "Change in fair value of financial assets at FVTPL" line items. Fair value is determined in the manner described in note 5(c).

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including trade receivables, other receivables and deposits and cash and bank balances) are measured at amortised cost using the effective interest method, less any impairment.

3. 主要會計政策概要(續)

(m) 金融工具(續)

金融資產(續)

金融資產之分類及其後計量(於2018年7月1日應用香港財務報告準則第9號前)(續)

(i) 按公允價值計入損益之金融資產(續)

金融資產(持作買賣金融資產或收購方可收取作為業務合併之一部分之或然代價除外)可於下列情況下於初始確認時指定為按公允價值計入損益:

- 該指定消除或大幅減少可能會出現的計量或確認方面的一致性;或
- 該金融資產構成一組金融資產或金融負債或同時兩者的一部分,並根據本集團制定的風險管理或投資策略管理及以公允價值評估其表現,且有關分組之資料按此基準向內部提供;或
- 其構成包含一項或多項嵌入式衍生工具的合約的一部分,而香港會計準則第39號允許將整個組合合約(資產或負債)指定為按公允價值計入損益。

按公允價值計入損益之金融資產以公允價值計量,自重新計量所產生之任何收益或虧損則於損益內確認。於損益內確認之收益或虧損淨額不包括就金融資產賺取之任何股息或利息並計入「其他營運支出」及「按公允價值計入損益之金融資產之公允價值變動」項目內。公允價值按附註5(c)所述方式釐定。

(ii) 貸款及應收賬款

貸款及應收賬款乃具備固定或可釐定付款且並無活躍市場報價之非衍生金融資產。貸款及應收賬款(包括貿易應收款、其他應收款及按金以及現金及銀行結存)採用實際利率法按攤銷成本減任何減值計量。

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (before application of HKFRS 9 on 1 July 2018) (continued)

(ii) Loans and receivables (continued)

Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets (before application of HKFRS 9 on 1 July 2018)

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be 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 affected.

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

- 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.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, 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 of 30 to 180 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

3. 主要會計政策概要(續)

(m) 金融工具(續)

金融資產(續)

金融資產之分類及其後計量(於2018年7月1日應用香港財務報告準則第9號前)(續)

(ii) 貸款及應收賬款(續)

利息收入按實際利率確認，惟短期應收賬款(於確認利息屬微不足道時)除外。

金融資產減值(於2018年7月1日應用香港財務報告準則第9號前)

金融資產(按公允價值計入損益者除外)會於各報告期末評估減值跡象。倘有客觀證據表明，金融資產於初始確認後發生一項或多項事件導致其估計未來現金流量受到影響，則金融資產須考慮作出減值。

就所有其他金融資產而言，客觀減值證據包括：

- 發行人或對手方面臨嚴重財政困難；或
- 違約，如利息或本金歸還遭拖欠或延誤；或
- 借款人有可能面臨破產或需財務重組；或
- 財政困難令該金融資產之活躍市場不再存在。

此外，對於若干金融資產類別(例如貿易應收款)，不能獨立地評估減值之資產其後按整體基準評估減值。應收賬款組合之客觀減值證據可包括本集團之過往收款經驗、組合內延遲還款至超過30至180日平均信貸期之次數增加以及關係到拖欠應收賬款之全國性或地區性經濟狀況出現明顯變動。

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For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (before application of HKFRS 9 on 1 July 2018) (continued)

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade 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 trade 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.

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.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. 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 is recognised in profit or loss.

3. 主要會計政策概要(續)

(m) 金融工具(續)

金融資產(續)

金融資產減值(於2018年7月1日應用香港財務報告準則第9號前) (續)

對於按攤銷成本列賬之金融資產，減值虧損之金額乃按該資產賬面值與按金融資產原先實際利率折現之估計未來現金流量之現值間之差額確認。

就所有金融資產而言，金融資產之賬面值直接按減值虧損扣減，惟貿易應收款除外，其賬面值乃透過使用撥備賬目扣減。撥備賬目賬面值變動於損益確認。倘貿易應收款被認為無法收回，則與撥備賬目撇銷。過往被撇銷之款項其後收回則計入損益。

倘減值虧損金額於隨後期間減少，而該減少乃客觀地與於確認減值虧損後發生之事件有關，則之前確認之減值虧損於損益撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之攤銷成本。

終止確認金融資產

本集團僅於從資產收取現金流量之合約權利屆滿，或本集團已將金融資產及其擁有權之絕大部分風險及回報轉讓予另一實體時，方會終止確認金融資產。於全面終止確認金融資產時，該資產賬面值與已收及應收代價之總和之差額於損益內確認。

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial instruments (continued)

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Financial liabilities

Financial liabilities (including trade and other payables and amounts due to related companies/non-controlling interests) are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

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

(n) Taxation

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

Current tax

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

3. 主要會計政策概要(續)

(m) 金融工具(續)

金融負債及權益性工具

分類為債務或權益

集團實體發行之債務及權益性工具根據合約安排之內容以及金融負債及權益性工具之定義分類為金融負債或權益。

權益性工具

權益性工具乃證明實體於扣減所有負債後之資產中擁有剩餘權益之任何合約。集團實體發行之權益性工具按收取之所得款項扣除直接發行成本確認。

金融負債

金融負債(包括貿易及其他應付款項以及應付關連公司/非控股權益款項)其後使用實際利率法按攤銷成本計量。

終止確認金融負債

當及僅當本集團之責任獲解除、取消或到期時，本集團方會終止確認金融負債。被終止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。

(n) 稅項

所得稅開支指本期應付稅項及遞延稅項之總額。

本期稅項

本期應付稅項乃按年度內應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表所列除稅前虧損之差別在於前者不包括於其他年度應課稅或可扣稅之收支項目，以及永遠毋須課稅或不可扣稅之項目。本集團之本期稅項按於報告期末已頒佈或大體上已頒佈之稅率計算。

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For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Taxation (continued)

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. 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 difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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

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

Deferred tax 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, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

3. 主要會計政策概要(續)

(n) 稅項(續)

遞延稅項

遞延稅項乃就綜合財務報表之資產及負債賬面值與計算應課稅溢利所用相應稅基兩者之暫時性差額確認。遞延稅項負債一般就所有應課稅暫時性差額確認。遞延稅項資產一般就所有可能用作抵銷應課稅溢利之可扣減暫時性差額為限而確認。倘暫時性差額因來自商譽或於初始確認時(於業務合併除外)一項不會影響應課稅溢利或會計溢利之交易的其他資產及負債，則該等遞延稅項資產及負債將不予確認。此外，倘於初始確認商譽時產生暫時性差額，則遞延稅項負債不予確認。

本集團會就與於附屬公司之投資、於聯營公司之權益及共同控制實體之權益相關之應課稅暫時性差額確認遞延稅項負債，惟本集團可控制暫時性差額之回撥及暫時性差額有可能不會於可見將來回撥之情況除外。與有關投資及權益相關之可扣稅暫時性差額所產生之遞延稅項資產，僅在可能有足夠應課稅溢利以動用暫時性差額之利益及預期於可見將來回撥時確認。

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

遞延稅項資產及負債根據於報告期末已頒佈或大體上已頒佈之稅率(及稅法)，按預期於清償負債或變現資產期間適用之稅率計量。



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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Taxation (continued)

Deferred tax (continued)

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

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in OCI or directly in equity, in which case, the current and deferred tax are also recognised in OCI 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.

(o) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives 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). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the assets belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

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

3. 主要會計政策概要(續)

(n) 稅項(續)

遞延稅項(續)

遞延稅項負債及資產之計量反映於報告期末本集團預期收回或清償有關資產及負債賬面值之稅務影響。

年度本期及遞延稅項

本期及遞延稅項於損益確認，惟遞延稅項涉及於其他全面收益確認或直接於權益確認之項目除外，於此情況下，本期及遞延稅項亦會分別於其他全面收益或直接於權益確認。倘業務合併之初始會計處理產生本期稅項或遞延稅項，則稅務影響計入業務合併之會計處理。

(o) 有形及無形資產(商譽除外)減值

本集團於各報告期末檢討其具有有限可使用年期之有形及無形資產之賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘存在任何有關跡象，則估計該資產之可收回金額以釐定減值虧損(如有)之程度。倘個別資產之可收回金額不能作出估計，本集團則估算該資產所屬現金產生單位之可收回金額。倘本集團能確定一個合理及一貫之分配基準，則企業資產亦分配至個別現金產生單位，否則將分配至可確定合理及一貫之分配基準之最小現金產生單位組別。

可收回金額乃公允價值減出售成本與使用價值之較高者。在評估使用價值時，本集團會使用稅前折現率將估計未來現金流量折現至其現值，該折現率反映貨幣時間價值之當前市場評估及估計未來現金流量未經調整之資產之特定風險。



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綜合財務報表附註

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Impairment of tangible and intangible assets other than goodwill (continued)

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

When an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) 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 CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(p) Cash and cash equivalents

Cash and cash equivalents comprises cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

(q) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3. 主要會計政策概要(續)

(o) 有形及無形資產(商譽除外)減值(續)

倘估計一項資產(或現金產生單位)之可收回金額少於其賬面值，則該資產(或現金產生單位)之賬面值會扣減至其可收回金額。減值虧損即時於損益內確認。

當減值虧損其後撥回，則該資產(或現金產生單位)之賬面值會增至重新估計之可收回數額，但增加後之賬面值不得超過該資產(或現金產生單位)於過往年度未確認減值虧損時所釐定之賬面值。減值虧損撥回即時於損益內確認。

(p) 現金及現金等價物

現金及現金等價物包括手頭現金、銀行活期存款及原定於3個月或以內到期之其他短期高流通量之投資。

(q) 撥備

當本集團因過往事件而有現有責任(法律或推定)，並且本集團將可能須償付該責任及該責任金額能可靠地估計時確認撥備。

確認為撥備之金額為於報告期末就償付現有責任所需之代價之最佳估計，當中已考慮涉及有關責任之風險及不確定因素。倘撥備以償付現有責任之估計現金流量計量，則其賬面值為該等現金流量之現值(倘貨幣時間價值之影響重大)。

倘支付撥備所需之部分或全部經濟利益預期可向第三方收回，且甚為肯定能收取賠償及應收賬款金額能可靠地計量，則該應收賬款可確認為資產。



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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. When inflow is virtually certain, an asset is recognised.

(s) Employee benefits

- (i) Salaries, annual bonuses, paid annual leaves, leave passage and the cost to the Group of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.
- (ii) Payments to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to contributions.

3. 主要會計政策概要(續)

(r) 或然負債及或然資產

或然負債為過往事件產生之可能責任，其存在與否僅由一件或以上非本集團能全面控制之未來不確定事件是否發生所確定。或然負債亦可為過往未確認事件產生之現有責任，未確認之原因為可能將無須流出經濟資源或責任款額未能可靠地計量。本集團不會確認或然負債，惟會於綜合財務報表附註披露。倘流出之可能性改變以至流出變為可能，則會將或然負債確認為撥備。

或然資產為過往事件產生之可能資產，其存在僅由發生或不發生一項或多項本集團無法全面控制之未來事件而確定。資產於實際確定經濟利益流入時確認。

(s) 僱員福利

- (i) 薪金、年度花紅、有薪年假、外遊費用津貼及本集團非金錢福利成本於本集團僱員提供相關服務之年度計算。倘上述付款或償付遞延處理而影響屬重大，則該等款項會按現值列賬。
- (ii) 向定額供款退休福利計劃之付款於僱員已提供使彼等有權享受供款之服務時確認為一項開支。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Employee benefits (continued)

(iii) The fair value of the employee services received in exchange for the grant of the share options is recognised as an expense in the consolidated statement of profit or loss and other comprehensive income. The total amount to be expensed over the vesting period is determined with reference to the fair value of the share options granted. At the end of the reporting period, the Company revises its estimates of the number of share options that are expected to become exercisable that become vested. It recognises the impact of the revision of original estimates, if any, in the consolidated statement of profit or loss and other comprehensive income, and a corresponding adjustment to equity in the consolidated statement of financial position will be made over the remaining vesting period.

(iv) Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

(t) Related parties

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

- (i) A person, or a close member of that person's family, is related to the Group if that person:
- (1) has control or joint control over the Group; or
 - (2) has significant influence over the Group; or
 - (3) is a member of the key management personnel of the Group or the Group's parent.

3. 主要會計政策概要(續)

(s) 僱員福利(續)

(iii) 就僱員提供服務而授予購股權之公允價值於綜合損益及其他全面收益表確認為開支。於歸屬期內列作開支之總金額乃參考所授購股權之公允價值釐定。於報告期末，本公司修訂其對預期可行使及已歸屬之購股權數目所作之估計，並於綜合損益及其他全面收益表確認修訂原有估計(如有)所產生之影響，以及於綜合財務狀況表內相應調整餘下歸屬期之權益。

(iv) 終止聘用福利於及僅於本集團具備詳細、正式及不可能撤回方案之情況下，明確表示終止聘用或因採取自願離職措施而提供福利時，方予確認。

(t) 關連人士

某方倘有下述情況會被視為與本集團有關連：

- (i) 倘某個別人士屬下列情況，則該個別人士或其近親與本集團有關連：
- (1) 於本集團有控制權或共同控制權；或
 - (2) 對本集團能施以重大影響力；或
 - (3) 為本集團或其母公司之主要管理人員。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Related parties (continued)

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

- (1) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others); or
- (2) one entity is an associate or a jointly controlled entities of the other entity (or an associate or a jointly controlled entities of a member of a group of which the other entity is a member); or
- (3) both entities are jointly controlled entities of the same third party; or
- (4) one entity is a jointly controlled entities of a third entity and the other entity is an associate of the third entity; or
- (5) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; or
- (6) the entity is controlled or jointly controlled by a person identified in (i); or
- (7) a person identified in (i)(1) 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
- (8) the entity, or any member of a group of which it is apart, provides key management personnel services to the Group or to the parent of the Group.

A related party transaction is a transfer of resources, services or obligations between a group entity and a related party, regardless of whether a price is charged.

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

3. 主要會計政策概要(續)

(f) 關連人士(續)

(ii) 倘符合下列任何條件，即實體與本集團有關連：

- (1) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)；或
- (2) 一間實體為另一實體之聯營公司或共同控制實體(或另一實體為成員公司之集團旗下成員公司之聯營公司或共同控制實體)；或
- (3) 兩間實體均為同一第三方之共同控制實體；或
- (4) 一間實體為第三方實體之共同控制實體，而另一實體為該第三方實體之聯營公司；或
- (5) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃；或
- (6) 該實體受(i)所識別人士控制或共同控制；或
- (7) 於(i)(1)所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)主要管理人員；或
- (8) 該實體或其所屬集團內任何成員公司為本集團或其母公司提供主要管理人員服務。

關連人士交易指本集團實體與關連人士之間進行之資源、服務或責任轉讓，而不論是否收取價格。

個別人士之近親為於與該實體進行交易時可能預期影響該人士或受該人士影響之家族成員。



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For the year ended 30 June 2019 截至2019年6月30日止年度

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the 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 historical 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.

Key sources of 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 may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) Allowance for expected credit losses for trade receivables, other receivables and deposits

The allowance for expected credit losses for trade receivables, other receivables and deposits are based on assumption about ECL. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, bases on the number of days that an individual receivable is outstanding after considering the subsequent settlement as well as the Group's forward-looking information at the end of the reporting period. Changes in these assumptions and estimates could materially affect the results of the assessment and it may be necessary to make additional allowance for expected credit losses to the consolidated statement of profit or loss and other comprehensive income.

The information about the ECL for the Group's trade receivables, other receivables and deposits are disclosed in note 5(b).

4. 重大會計判斷及估計不確定因素之主要來源

於應用附註3所述本集團之會計政策時，管理層須就從其他來源不顯而易見之資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃基於過往經驗及認為屬有關之其他因素而作出。實際結果可能有別於該等估計。

該等估計及相關假設會持續檢討。倘若會計估計修訂僅影響修訂估計期間，則有關修訂會在該期間確認。倘若有關修訂影響修訂期間及未來期間，則有關修訂會在當期及未來期間確認。

估計不確定因素之主要來源

以下為涉及未來之關鍵假設及於報告期末估計不確定因素之其他主要來源(彼等均可能存在導致須對下一財政年度資產及負債賬面值作出大幅調整之重大風險)。

(a) 貿易應收款、其他應收款及按金之預期信貸虧損撥備

貿易應收款、其他應收款及按金之預期信貸虧損撥備乃基於對預期信貸虧損的假設作出。本集團根據經考慮其後結算的個別應收款未償還天數以及本集團於報告期末之前瞻性資料，於作出該等假設及選取計算減值之輸入數據時運用判斷。該等假設及估計的變動可能會對評估結果產生重大影響，因此，可能需要於綜合損益及其他全面收益表內增加額外預期信貸虧損撥備。

本集團貿易應收款、其他應收款及按金之預期信貸虧損之資料披露於附註5(b)。



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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

(b) Estimation of useful lives and impairment of property, plant and equipment

The management determines the estimated useful lives and depreciation method in determining the related depreciation charges for its property, plant and equipment. This estimate is based on the management's experience of the actual useful lives of property, plant and equipment of similar nature and functions in the past. The management will accelerate the depreciation charge where the economic useful lives are shorter than previously estimated due to foreseeable removal or closure of factories and office premises. Actual economic useful lives may differ from estimated economic useful lives.

In addition, the management assesses impairment whenever events or changes in circumstances indicate that the carrying amount of an item of property, plant and equipment may not be recoverable. In determining whether impairment on property, plant and equipment is required, the Group determines the recoverable amount which is the higher of value in use and fair value less costs of disposal. The management has made a number of key assumptions in the value in use calculation. The key assumptions include discount rate and the future expected cash flows based on the management's view of future business prospects and past performance of the Group. When the recoverable amounts of property, plant and equipment differ from the original estimates, impairment loss will be made and recognised in the period in which such event takes place.

(c) Fair value measurement and valuation processes

Some of the Group's assets are measured at fair value for financial reporting purposes. The management is responsible for determination of the appropriate valuation techniques and inputs for the fair value measurements.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments. Note 5(c) provide detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities.

4. 重大會計判斷及估計不確定因素之主要來源(續)

估計不確定因素之主要來源(續)

(b) 物業、機器及設備的估計可使用年期及減值

於釐定物業、機器及設備相關的折舊費用時，管理層釐定其估計可使用年期及折舊法。該估計乃基於管理層過往對具類似性質及功能的物業、機器及設備實際可使用年期的經驗作出。由於工廠及辦公室物業的可預見拆除或倒閉導致經濟可使用年期短於先前估計時，管理層將加速折舊開支。實際經濟可使用年期可能有別於估計經濟可使用年期。

此外，當有事件或情況變化顯示物業、機器及設備項目的賬面值可能無法收回時，管理層評估減值。於釐定物業、機器及設備是否需要作出減值時，本集團釐定可收回金額為使用價值及公允價值減出售成本之間的較高者。管理層已就使用價值的計算作出一系列主要假設。主要假設包括基於管理層對未來業務前景及本集團的過往表現作出的貼現率及未來預期現金流量。當物業、機器及設備的可收回金額有別於原先預期，則將作出減值虧損並於其產生期間確認。

(c) 公允價值計量及估值程序

就財務報告而言，本集團部份資產按公允價值計量。管理層負責釐定公允價值計量之適當估值技巧及輸入數據。

本集團使用包含並非基於市場可觀察數據之輸入數據之估值技巧，以估計若干類型金融工具之公允價值。附註5(c)提供釐定各種資產及負債之公允價值所使用的估值技巧、輸入數據及關鍵假設有關於詳情資料。



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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

(d) Current income taxes

The Group's subsidiaries that operate in Hong Kong, The People's Republic of China (the "PRC"), Macau and Malaysia are subject to income tax. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax based on estimates of whether additional taxes will be due.

Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax in the period in which such determination is made.

4. 重大會計判斷及估計不確定因素之主要來源(續)

估計不確定因素之主要來源(續)

(d) 本期所得稅

本集團於香港、中華人民共和國(「中國」)、澳門及馬來西亞營運之附屬公司須繳納所得稅。釐定所得稅撥備時需要作出重大判斷。於日常業務過程中，有許多交易及計算均難以明確作出最終之稅務釐定。本集團按照會否出現額外應繳稅項之估計為基準而確認預期稅務事宜所產生之負債。

倘該等事宜之最終稅務結果與初始記賬之金額不同，有關差額將會影響作出有關決定期內之所得稅。

5. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Financial assets	金融資產		
Amortised cost	攤銷成本	229,208	-
Loans and receivables (including cash and bank balances)	貸款及應收賬款(包括現金及銀行結存)	-	348,224
Financial assets at FVTPL	按公允價值計入損益之金融資產	170,783	27,960
		399,991	376,184
Financial liabilities	金融負債		
Amortised cost	攤銷成本	90,016	150,534

5. 金融工具

(a) 金融工具之分類

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include investments in film production, trade and other receivables, deposits, contingent consideration receivable, financial assets at FVTPL, cash and bank balances, trade and other payables and amounts due to related companies/non-controlling interests. Details of these financial instruments are disclosed in respective notes. The risks include market risk (including foreign currency risk, interest rate risk and other price risk), credit risk and liquidity risk associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

Market risk

(i) Foreign currency risk

The Group mainly operates in Hong Kong, the PRC and Malaysia, and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Renminbi ("RMB") and Malaysian Ringgit ("MYR"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities denominated in a currency that is not the functional currency of the individual group companies and net investments in foreign operations.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

		Assets 資產		Liabilities 負債	
		2019 HK\$'000 千港元	2018 HK\$'000 千港元	2019 HK\$'000 千港元	2018 HK\$'000 千港元
RMB	人民幣	85,864	108,213	34,258	91,701
MYR	林吉特	1,073	—	—	—

5. 金融工具(續)

(b) 財務風險管理目標和政策

本集團之主要金融工具包括於電影製作之投資、貿易及其他應收款、按金、應收或然代價、按公允價值計入損益之金融資產、現金及銀行結存、貿易及其他應付款以及應付關連公司/非控股權益款項。該等金融工具之詳情在相關附註中披露。有關該等金融工具之風險包括市場風險(包括外幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險，及如何減低該等風險之政策載於下文。管理層管理及監察該等風險，確保以適時及有效之方式實行合適之措施。

本集團就金融工具所面臨之風險類型或本集團管理及計量該等風險之方式並無變化。

市場風險

(i) 外幣風險

本集團主要在香港、中國及馬來西亞經營，並承受不同貨幣產生之匯兌風險，主要與人民幣(「人民幣」)及馬來西亞林吉特(「林吉特」)有關。匯兌風險自未來商業交易、已確認資產及負債(以個別集團公司功能貨幣以外貨幣列值)，以及海外業務之淨投資產生。

本集團以外幣計值之貨幣資產和貨幣負債於報告期末之賬面值如下：

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5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

(i) Foreign currency risk (continued)

Sensitivity analysis

The Group is mainly exposed to the effects of fluctuation in RMB and MYR.

The following table details the Group's sensitivity to a 5% increase or decrease in HK\$ against RMB/MYR. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents the management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates. A positive number below indicates a decrease in the Group's loss where RMB/MYR strengthen 5% against the relevant currency. For a 5% weakening of RMB/MYR against the relevant currency, there would be an equal and opposite impact on the loss, and the balance below would be negative.

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Decrease in loss for the year	年度虧損減少		
- RMB	- 人民幣	2,580	826
- MYR	- 林吉特	54	-

In the opinion of the Directors, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure at the end of the reporting period does not reflect the exposure during the year.

(ii) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to fair value interest rate risk in relation to fixed-rate bank deposits and also exposed to cash flow interest rate risk in relation to variable-rate bank deposits. The Group currently does not have policy on cash flow hedges of interest rate risk. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

5. 金融工具(續)

(b) 財務風險管理目標和政策(續)

市場風險(續)

(i) 外幣風險(續)

敏感度分析

本集團主要面對人民幣及林吉特波動之影響。

下表詳述本集團就港元兌人民幣/林吉特升值或貶值5%之敏感度。5%是內部向主要管理人員匯報外幣風險時所用之敏感度比率，並代表管理層對外幣匯率合理可能變動之評估。敏感度分析包括以外幣計值之未平倉貨幣項目，並於報告期末調整其換算，以反映外幣匯率之5%變動。以下正數反映若人民幣/林吉特兌相關貨幣升值5%，本集團虧損將會減少。若人民幣/林吉特兌相關貨幣貶值5%，對虧損將產生相反的等額影響，而下表餘額將會是負數。

董事認為，敏感度分析並不能代表固有之外幣風險，因為於報告期末之年末風險並不能反映本年度之風險。

(ii) 利率風險

利率風險乃有關金融工具公允價值或現金流量因市場利率變動而波動之風險。本集團面臨與定息銀行存款相關之公允價值利率風險及與浮息銀行存款相關之現金流量利率風險。本集團目前並無有關利率風險之現金流量對沖政策。然而，管理層監控利率風險並將於需要時考慮對沖重大利率風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Market risk (continued)

(ii) Interest rate risk (continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank deposits at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 10 basis points increase or decrease for variable-rate bank deposits is used when reporting interest rate risk internally to key management personnel and represents the management's assessment of the reasonably possible change in interest rates.

If interest rates for the variable-rate bank deposits had been 10 basis points (2018: 10 basis points) higher and all other variables were held constant, the Group's loss for the year would decrease by HK\$88,000 (2018: HK\$112,000).

If the interest rates had been lower in an opposite magnitude and all other variables were held constant, the potential effect on the Group's loss for the year would be equal and opposite.

(iii) Other price risks

Equity security price risk relates to the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than changes in interest rates and foreign exchange rates). The Group is exposed to equity security price risk arising from individual equity investments classified as financial assets at FVTPL.

Sensitivity analysis

The sensitivity analyses below indicates the approximate change in the Group's loss for the year and other components of equity in response to the reasonably possible changes in the relevant stock market prices, to which the Group has significant exposure at the end of the reporting period.

In response to the reasonably possible change in the market price of the listed securities, if the equity price had been 5% higher or lower, the Group's loss for the year would decrease or increase by HK\$291,000 (2018: HK\$1,038,000).

5. 金融工具(續)

(b) 財務風險管理目標和政策(續)

市場風險(續)

(ii) 利率風險(續)

敏感度分析

下列敏感度分析按於報告期末之浮息銀行存款之利率風險釐定。編製該分析時乃假設於報告期末之未平倉金融工具於全年均未平倉。浮息銀行存款按10個基點之增加或減少是內部向主要管理人員匯報利率風險時所用之水準，並代表管理層對利率合理可能變動之評估。

若浮息銀行存款利率上升10個基點(2018年：10個基點)及所有其他可變因素均維持不變，本集團年度虧損將會減少88,000港元(2018年：112,000港元)。

若利率降低同等幅度及所有其他可變因素均維持不變，對本集團年度虧損將造成同等及相反之潛在影響。

(iii) 其他價格風險

股本證券價格風險與金融工具之公允價值或未來現金流量將基於市價變動(利率及匯率變動除外)而波動之風險有關。本集團須承受分類為按公允價值計入損益之金融資產之個別股本投資產生之股本證券價格風險。

敏感度分析

以下敏感度分析顯示本集團於報告期末承受重大風險之相關股票市價出現可能之合理變動時，本集團年內虧損及權益其他組成部分出現之概約變動。

就上市證券之市價出現可能之合理變動時，倘股價上升或下跌5%，本集團年度虧損將減少或增加291,000港元(2018年：1,038,000港元)。

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk management and impairment assessment

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge obligations by the counterparties at the end of reporting period are arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon the application of HKFRS 9 (2018: incurred cost model). In this regard, the Directors consider that the Group's credit risk is significantly reduced.

During the year ended 30 June 2019, lifetime ECL of HK\$381,000 for trade receivables from certain individual customers with an aggregate gross carrying amount of HK\$381,000 is recognised as the management considered these customers are credit-impaired. The management has also assessed all available forward looking information, including but not limited to the economic outlook of mainland China and Hong Kong and subsequent settlement of these customers. As at 30 June 2019, allowance for expected credit losses with an aggregate balance of HK\$381,000 represents individually credit-impaired trade receivables from the individual customers as the management considered the outstanding balances from these customers were uncollectible.

Lifetime ECL for the remaining trade receivables with an aggregate gross carrying amount of HK\$4,380,000 was insignificant and thus was not provided due to the low probability of default of those debtors based on historical credit loss experience. The management has also assessed all available forward looking information, including but not limited to the economic outlook of mainland China and Hong Kong and subsequent settlement of these customers, and concluded that the credit risk inherent in the Group's outstanding trade receivables is insignificant.

5. 金融工具(續)

(b) 財務風險管理目標和政策(續)

信貸風險管理及減值評估

於報告期末，本集團因交易對方未能履行責任而將令本集團招致財務虧損之最大信貸風險，乃來自綜合財務狀況表所列各項已確認金融資產之賬面值。

為將信貸風險降至最低，本集團管理層已委派一支團隊負責釐定信貸限額、信貸審批及其他監控程式，以確保採取跟進措施收回逾期債務。此外，本集團根據預期信貸虧損模式於應用香港財務報告準則第9號時進行減值評估(2018年：發生成本模式)。就此而言，董事認為本集團之信貸風險已大幅降低。

截至2019年6月30日止年度，由於管理層認為該等客戶發生信貸減值，總賬面值381,000港元之若干個別客戶之貿易應收款之全期預期信貸虧損381,000港元已確認。管理層亦已評估所有可獲取的前瞻性資料，包括但不限於中國內地及香港經濟前景及該等客戶之其後結算。於2019年6月30日，由於管理層認為來自該等客戶之未償還結餘無法收回，故預期信貸虧損撥備之總結餘381,000港元為來自個別客戶之個別信貸減值貿易應收款。

由於賬面總值4,380,000港元之剩餘貿易應收款之全期預期信貸虧損並不重大，因此並無計提。此乃由於根據過往信貸虧損經驗，該等債務人違約的可能性較低。管理層亦已評估所有可獲取的前瞻性資料，包括但不限於中國內地及香港之經濟前景及該等客戶之其後還款情況，並總結本集團之未償還貿易應收款的固有信貸風險並不重大。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Credit risk management and impairment assessment (continued)

The following table shows the movement in lifetime ECL that has been recognised for credit-impaired trade receivables from individual customers under the simplified approach:

		Lifetime ECL (credit-impaired) 全期預期信貸虧損 (信貸減值) HK\$'000 千港元
At 1 July 2018	於2018年7月1日	1,775
Change due to financial instruments recognised at 1 July 2018:	於2018年7月1日由於確認金融工具而產生之變動：	
– Allowance for expected credit losses recognised (note)	– 確認預期信貸虧損撥備 (附註)	381
Disposal of subsidiaries	出售附屬公司	(1,775)
At 30 June 2019	於2019年6月30日	381

Note:

The trade receivables with gross carrying amount of HK\$381,000 which were recognised as at 1 July 2018 had been defaulted and transferred to credit-impaired as at 30 June 2019.

For the other receivables and deposits paid, allowance for expected credit losses was insignificant and thus was not provided since the management considers the probability of default is minimal after assessing the counterparties' financial background and creditability.

For the bank deposits and bank balances, allowance for expected credit losses was insignificant and thus was not provided since the management considers the probability of default is negligible as such deposits are placed in banks with high credit ratings assigned by international credit-rating agencies, and have low credit risk.

5. 金融工具(續)

(b) 財務風險管理目標和政策(續)

信貸風險管理及減值評估(續)

下表列示根據就簡化方法已確認來自個別客戶之信貸減值貿易應收款之全期預期信貸虧損變動：

附註：

於2018年7月1日確認之總賬面值381,000港元之貿易應收款已於2019年6月30日已發生違約並轉入信貸減值。

就已付其他應收款及按金而言，預期信貸虧損撥備並不重大，因此並無計提。此乃由於管理層在評估對手方之財務背景及誠信後，認為違約之可能性極低。

就銀行存款及銀行結餘而言，預期信貸虧損撥備並不重大，因此並無計提。此乃由於管理層認為該等存款存放於國際信貸評級機構評為高信貸評級之銀行，因此違約之可能性微不足道及信貸風險較低。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

5. FINANCIAL INSTRUMENTS (continued)

(b) Financial risk management objectives and policies (continued)

Liquidity risk

The Group manages liquidity risk by maintaining adequate bank deposits and cash, monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

As at 30 June 2019, based on the existing levels of bank balances, the Group will be able to meet its future cash flow requirements. Accordingly, the management considers that the Group's liquidity risk is minimal.

The following table details remaining contractual maturity for its non-derivative financial liabilities that will result in cash outflow. The table below has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes principal cash flows.

5. 金融工具(續)

(b) 財務風險管理目標和政策(續)

流動資金風險

本集團透過維持充足銀行存款及現金、監察預測及實際現金流量以及配對金融資產及負債之到期時間表，藉以管理流動資金風險。

於2019年6月30日，根據現時銀行結餘水平，本集團將能夠滿足其未來現金流要求。因此，管理層認為本集團之流動資金風險甚微。

下表詳述將導致現金流出之非衍生金融負債之餘下合約到期日。下表已根據本集團須還款最早日期之金融負債之未折現現金流量作出。下表已包括主要現金流量。

		Weighted average effective interest rate 加權平均實際利率	Within 1 year or repayable on demand 少於1年或按 要求償還 HK\$'000 千港元	Total undiscounted cash flows 未折現現金流量總額 HK\$'000 千港元	Total carrying amount 總賬面值 HK\$'000 千港元
2019	2019年				
Non-derivative financial liabilities:	非衍生金融負債：				
Trade and other payables	貿易及其他應付款	—	40,776	40,776	40,776
Amounts due to related companies	應付關連公司款項	—	5,651	5,651	5,651
Amount due to non-controlling interests	應付非控股權益款項	—	43,589	43,589	43,589
Total	合計		90,016	90,016	90,016
2018	2018年				
Non-derivative financial liabilities:	非衍生金融負債：				
Trade and other payables	貿易及其他應付款	—	90,111	90,111	90,111
Amounts due to related companies	應付關連公司款項	—	15,553	15,553	15,553
Amount due to non-controlling interests	應付非控股權益款項	—	44,870	44,870	44,870
Total	合計		150,534	150,534	150,534

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

5. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurement of financial instruments

Fair value of the Group's 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 techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

5. 金融工具(續)

(c) 金融工具之公允價值計量

按經常性基準以公允價值計量之本集團金融資產之公允價值

本集團若干金融資產於各報告期末按公允價值計量。下表提供此等金融資產之公允價值如何釐定之資料(尤其是所採用之估值技巧及輸入數據),以及根據公允價值計量之輸入數據之可觀察程度公允價值計量所歸入之公允價值等級(第1至3級)。

Financial assets 金融資產	Fair value 公允價值		Fair value hierarchy 公允價值等級	Valuation technique(s) and key input(s) 估值技術及 主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Sensitivity analysis 敏感度分析
	2019 HK\$'000 千港元	2018 HK\$'000 千港元				
Equity securities listed in Hong Kong 於香港上市之 股本證券	5,814	20,750	Level 1 第1級	Quoted bid prices in an active market 活躍市場買入報價	N/A 不適用	N/A 不適用
Contingent consideration receivable (note 1) 應收或然代價 (附註1)	—	7,210	Level 3 第3級	Income approach – in this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits that will flow into the Group arising from the contingent consideration, based on an appropriate discount rate 收入方法 – 在本方法中, 貼現現金流量法用於 取得將按適用貼現率 取得來自或然代價將 流入本集團之預期未 來經營收益的現值	(i) Discount rate, taking into account of weighted average cost of capital ("WACC") determined using a modified capital asset pricing model at 18.98% 18.98%貼現率,考慮以經 修訂資本資產定價模型 釐定的加權平均資本成本 (「加權平均資本成本」) (ii) Probability-adjusted revenues and losses, with a range from HK\$16,691,000 to HK\$18,311,000 and a range from HK\$3,054,000 to HK\$4,673,000, respectively 調整概率後之收入及虧 損範圍分別為16,691,000 港元至18,311,000港 元及3,054,000港元至 4,673,000港元	(i) Note 4 附註4 (ii) Note 3 附註3

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

5. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurement of financial instruments (continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (continued)

5. 金融工具(續)

(c) 金融工具之公允價值計量(續)

按經常性基準以公允價值計量之本集團金融資產之公允價值(續)

Financial assets 金融資產	Fair value 公允價值		Fair value hierarchy 公允價值等級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Sensitivity analysis 敏感度分析
	2019 HK\$'000 千港元	2018 HK\$'000 千港元				
Investments in film production (note 2) 於電影製作之投資 (附註2)	164,969	-	Level 3 第3級	Income approach – in this approach, the discounted cash flow method was used to capture the present value of the expected future economic benefits to be derived from the investment, based on an appropriate discount rate 收入方法 – 在本方法中，貼現現金流量法用於取得將按適用貼現率取得來自投資之預期未來經濟利益的現值	Discount rates, which were the cost of equity determined using a capital asset pricing model and cost of debt were 20.21% and 5.07% 20.21%及5.07%貼現率，即使用資本資產定價模型及債務成本釐定之權益成本	Note 4 附註4

Notes:

- Contingent consideration receivable is in relation to the acquisition of Jade Dynasty Multi-Media Limited ("JDMM") and its subsidiaries (collectively referred to as "JDMM Group"), details of which is disclosed in note 26 to the consolidated financial statements.

As at 30 June 2018, the Directors had engaged with an independent firm of valuers, Flagship Appraisals and Consulting Limited ("Flagship") to determine the appropriate valuation techniques and inputs for fair value measurements.

- The investments in film production mainly represent the investments in certain films that the Group is not considered to be involved in the film production process or as the distributor.

Upon the adoption of HKFRS 9, the investments in film production were reclassified to financial assets at FVTPL as at 1 July 2018 (see note 2(b)) and are subject to fair value measurement at the end of each reporting period.

As at 1 July 2018 and 30 June 2019, the Directors had engaged with an independent firm of valuers, Flagship to determine the appropriate valuation techniques and inputs for fair value measurements.

附註：

- 有關收購玉皇朝多媒體有限公司(「玉皇朝多媒體」)及其附屬公司(統稱「玉皇朝多媒體集團」)之應收或然代價，詳情披露於綜合財務報表附註26。

於2018年6月30日，董事已委聘獨立估值師旗艦資產評估顧問有限公司(「旗艦」)釐定用於公允價值計量之適當估值技巧及輸入數據。

- 於電影製作之投資主要指於若干電影之投資，而本集團不被視為參與電影製作過程或作為發行商。

於2018年7月1日採納香港財務報告準則第9號時，於電影製作之投資重新分類為按公允價值計入損益之金融資產(見附註2(b))，並於各報告期末進行公允價值計量。

於2018年7月1日及2019年6月30日，董事已委任獨立估值師旗艦釐定用於公允價值計量之適當估值技巧及輸入數據。



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綜合財務報表附註

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5. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurement of financial instruments (continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (continued)

Notes: (continued)

- Due to the variety of basis of determination used in profit forecast, it was not practicable to provide any meaningful sensitivity in relation to the critical assumptions concerning future profitability of acquired business and the potential impact on the fair value change on the contingent consideration receivable as at 30 June 2018.

However, if the probability of worst and best scenarios is 5% lower or higher and the probability of normal scenarios is 10% lower or higher, there will not be any material impact on the fair value change of the contingent consideration receivable. If the expected result after tax of the acquired business is 10% lower or higher, there will not be any material impact on the fair value change of the contingent consideration receivable.

- An increase in the discount rate used in isolation would result in a decrease in the fair value measurement of the contingent consideration receivable and investments in film production respectively, and vice versa. A 5% change in the discount rate holding all other variables constant would change the recoverable amounts of investments in film production and contingent consideration receivable by HK\$52,000 and N/A (2018: N/A and HK\$28,000), respectively.

In estimating the fair values of the assets, the management worked closely with Flagship to establish the appropriate valuation techniques and inputs to the model and reported the findings to the Directors at the end of that reporting period to explain the cause of fluctuations in fair values of the assets.

Information about the valuation techniques and inputs used in determining the fair values of contingent consideration receivable and investments in film production are disclosed above.

5. 金融工具(續)

(c) 金融工具之公允價值計量(續)

按經常性基準以公允價值計量之本集團金融資產之公允價值(續)

附註：(續)

- 由於溢利預測使用的釐定基礎各有不同，於2018年6月30日就有關購入業務之未來盈利及應收或然代價公允價值變動之潛在影響的重大假設而作出任何具意義的敏感度分析可行性不大。

儘管如此，若最差及最佳情況的可能性減少或增加5%及正常情況的可能性減少或增加10%，將不會對應收或然代價之公允價值變動造成重大影響。若購入業務的預期除稅後業績減少或增加10%，將不會對應收或然代價之公允價值變動造成重大影響。

- 所使用之貼現率單獨上升將導致應收或然代價及於電影製作之投資之公允價值計量減少，反之亦然。所有其他變量保持不變時，貼現率變動5%將分別導致於電影製作之投資及應收或然代價之可收回金額變動52,000港元及不適用(2018年：不適用及28,000港元)。

於估計資產之公允價值時，管理層緊密配合旗艦以確立適合模型的估值技巧及輸入數據，並於報告期末向董事匯報結果以說明該資產公允價值波動的原因。

於釐定應收或然代價及於電影製作之投資之公允價值所使用之估值技巧及輸入數據資料於上文披露。



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5. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurement of financial instruments (continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (continued)

In view of the financial performance of JDMM Group for the period from 1 January 2018 to 31 December 2018, the Directors considered that the likelihood for JDMM Group to meet the Profit Guarantee (as defined in note 26) was remote. Therefore, the Directors considered that it was likely for the Group to receive the Shortfall (as defined in note 26) of HK\$7,864,000. During the year ended 30 June 2019, a gain on derecognition of contingent consideration receivable of HK\$654,000 was recognised in the consolidated statement of profit or loss and other comprehensive income. As at 30 June 2019, the entire amount of the Shortfall had been received.

The following table presents the changes in contingent consideration receivable and investments in film production which are classified as Level 3 instrument at the end of the reporting period:

		Contingent consideration receivable 應收或然代價 HK\$'000 千港元	Investments in film production 於電影製作之投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2017	於2017年7月1日	8,483	–	8,483
Loss on fair value change for the year	年度公允價值變動虧損	(1,273)	–	(1,273)
At 30 June 2018	於2018年6月30日	7,210	–	7,210
Effect arising from initial application of HKFRS 9 (note 2(b))	初始應用香港財務報告準則第9號產生之影響(附註2(b))	–	181,589	181,589
At 1 July 2018	於2018年7月1日	7,210	181,589	188,799
Transfer to other receivables	轉撥至其他應收款	–	(135)	(135)
Amount received during the year	年度已收款項	(7,864)	(8,503)	(16,367)
Gain on derecognition for the year	年度終止確認收益	654	–	654
Loss on fair value change for the year	年度公允價值變動虧損	–	(7,982)	(7,982)
At 30 June 2019	於2019年6月30日	–	164,969	164,969

5. 金融工具(續)

(c) 金融工具之公允價值計量(續)

按經常性基準以公允價值計量之本集團金融資產之公允價值(續)

鑒於玉皇朝多媒體集團於2018年1月1日至2018年12月31日期間之財務表現，董事認為玉皇朝多媒體集團符合溢利保證(定義見附註26)的可能性微乎其微。因此，董事認為本集團很可能獲得差額(定義見附註26)7,864,000港元。截至2019年6月30日止年度，終止確認應收或然代價之收益654,000港元於綜合損益及其他全面收益表確認。於2019年6月30日，全數差額經已收回。

下表呈列於報告期末分類為第3級工具之應收或然代價及於電影製作之投資之變動：



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5. FINANCIAL INSTRUMENTS (continued)

(c) Fair value measurement of financial instruments (continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (continued)

During the year, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the events or change in circumstances that caused the transfer.

Other than disclosed above, the fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The Directors consider that the carrying amounts of all other financial assets and financial liabilities recorded at amortised cost at the end of each reporting period approximate their corresponding fair values.

6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the 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 years.

The capital structure of the Group consists of debts (which include amounts due to related companies/non-controlling interests, as disclosed in note 31), net of cash and bank balances and equity attributable to the owners of the Company, comprising issued share capital and reserves.

The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through issue of new shares, new borrowings raising and repayment of borrowings.

5. 金融工具(續)

(c) 金融工具之公允價值計量(續)

按經常性基準以公允價值計量之本集團金融資產之公允價值(續)

於本年度，第1級與第2級之間並無轉撥，亦無轉撥至或轉撥出第3級。

本集團之政策為於引致轉撥之事件或情況變動日期確認公允價值層級之間的轉入及轉出。

除上文所披露者外，其他金融資產及金融負債之公允價值乃按公認定價模式進行折現現金流量分析釐定。

董事認為，於各報告期末按攤銷成本入賬之所有其他金融資產及金融負債之賬面值與其相應之公允價值相若。

6. 資本風險管理

本集團管理其資本，以確保本集團之實體將可持續經營，並透過優化債務及權益結餘為持份者帶來最大回報。與過往年度相比，本集團之整體策略維持不變。

本集團之資本架構包括債務(包括應付關連公司/非控股權益款項，於附註31披露)，經扣除現金及銀行結存及本公司擁有人應佔權益(包括已發行股本及儲備)。

董事定期檢討股本架構。作為此檢討之一部分，董事考慮資本成本及各類資本之相關風險。根據董事建議，本集團將透過發行新股、新造借貸及償還借貸平衡其整體資本架構。



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For the year ended 30 June 2019 截至2019年6月30日止年度

7. REVENUE

An analysis of the Group's revenue is as follows:

7. 收入

本集團之收入分析如下：

		2019 HK\$'000 千港元
Recognised at a point in time:	於特定時間確認：	
Income from cinema operation	戲院營運之收入	142,971
Recognised over time:	於一段時間確認：	
Income from film and TV programme production and others	電影及電視節目製作及其他之收入	2,782
Revenue from contracts with customers	來自客戶合約之收入	145,753

Except for the income from film and TV programme production and others arising from the disposal group as mentioned in note 33(a), all revenue contracts are for one year or less. As permitted by practical expedient under HKFRS 15, the transaction price allocated to unsatisfied contract is not disclosed.

除來自附註33(a)所述出售集團產生的電影及電視節目製作及其他之收入外，所有收益合約的期限均為一年或少於一年。根據香港財務報告準則第15號的實際權宜方法所允許者，並未披露分配至未履行合約的交易價格。

		2018 HK\$'000 千港元
Cinema operation	戲院營運	65,578
Film and TV programme production and investment and others	電影及電視節目製作與投資及其他	24,633
Event investment and others	表演項目投資及其他	991
		91,202



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8. SEGMENT INFORMATION

For the purposes of resource allocation and assessment of segment performance, information reported to the Executive Directors of the Company, being the chief operating decision makers (the “CODM”), focus on types of goods or services delivered or provided.

In the current year, the Group reorganised its internal reporting structure which resulted in changes to the composition of its reportable segments. In the prior year, the Group’s reportable segments included “Cinema operation”, “Film, TV programme production and investment and others”, “Event investment and others” and “Investment in securities” segments. In accordance with the way in which information is now reported internally to the CODM for purpose of resource allocation and performance assessment and the recent streamlining of certain reportable segments, the financial information of the Group’s “Film and TV programme production and investment and others” segment and “Event investment and others” segment are now reported within the “Investment in films and cultural events” segment while “Investment in securities” segment is no longer a part of an operating segment. Prior year’s segment disclosures have been represented to conform with the current year’s representation.

In the manner consistent with the way in which information is reported internally to the CODM for the purposes of resource allocation and performance assessment, the business activities of the Group are organised into the following operating segments:

- Cinema operation
- Investment in films and cultural events (including investments in film and event projects; and production, distribution, licensing of animated TV episodes and theatrical films)

8. 分類資料

就資源分配及分類表現評估而言，向本公司執行董事(即主要營運決策者(「主要營運決策者」))呈報之資料乃以所交付或提供之貨品或服務種類為重點。

於本年度，本集團重組其內部呈報結構，導致報告分類組成出現變動。本集團上年度單獨呈報「戲院營運」、「電影及電視節目製作與投資及其他」、「表演項目投資及其他」及「證券投資」分類。根據現時就資源分配及表現評估向主要營運決策者內部呈報資料之方式，及近期優化之若干報告分類，本集團「電影及電視節目製作與投資及其他」分類及「表演項目投資及其他」分類的財務資料現時已於「電影及文化活動投資」分類呈報，而「證券投資」分類不再為營運分類之一部分。上年度分類披露資料已重列以符合本年度呈列方式。

為與內部呈報予主要營運決策者作出資源分配及表現評估的資料方式一致，本集團之業務分為下列經營分類：

- 戲院營運
- 電影及文化活動投資(包括電影及活動項目投資；及動畫電視片集及戲院電影之製作、發行及授權)



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8. SEGMENT INFORMATION (continued)

Information regarding the Group's reportable segments is presented below:

8. 分類資料(續)

本集團可呈報分類資料呈報如下：

(a) Segment revenue and results

(a) 分類收入及業績

		Cinema operation 戲院營運 HK\$'000 千港元	Investment in films and cultural events 電影及 文化活動 投資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
2019	2019年			
Segment revenue	分類收入	142,971	2,782	145,753
Segment results	分類業績	(67,947)	(41,584)	(109,531)
Interest income	利息收入			2,710
Gain on derecognition of contingent consideration receivable	終止確認應收或然 負債之收益			654
Unallocated corporate expenses	未攤分企業開支			(6,639)
Change in fair value of financial assets at FVTPL	按公允價值計入 損益之金融資產 之公允價值變動			(22,918)
Loss from operations	經營業務之虧損			(135,724)
Gain on disposal of subsidiaries	出售附屬公司之 收益			3,476
Finance cost	財務成本			(2,037)
Loss before taxation	除稅前虧損			(134,285)

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8. SEGMENT INFORMATION (continued)

(a) Segment revenue and results

(continued)

		Cinema operation 戲院營運 HK\$'000 千港元	Investment in films and cultural events 電影及 文化活動 投資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
2018	2018年			
Segment revenue	分類收入	65,578	25,624	91,202
Segment results	分類業績	(65,838)	(56,075)	(121,913)
Interest income	利息收入			1,890
Loss on fair value change of contingent consideration receivable	應收或然代價之 公允價值變動 虧損			(1,273)
Unallocated corporate expenses	未攤分企業開支			(5,360)
Change in fair value of financial assets at FVTPL	按公允價值計入 損益之金融資產 之公允價值變動			(31,691)
Loss from operations	經營業務之虧損			(158,347)
Loss on disposal of subsidiaries	出售附屬公司之 虧損			(8)
Loss before taxation	除稅前虧損			(158,355)

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment revenue in the current year (2018: Nil).

Segment results represent the loss suffered by each segment without allocation of interest income, central administration costs which mainly include Directors' emoluments and corporate legal and professional fees, gain on derecognition of contingent consideration receivable, fair value changes in respect of contingent consideration receivable and financial assets at FVTPL, the relevant gain/loss on disposal of subsidiaries and finance cost. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

8. 分類資料(續)

(a) 分類收入及業績(續)

上述呈報之分類收入乃來自對外客戶之收入。本年度並無分類間收入(2018年:無)。

分類業績指各分類在未計及利息收入、中央行政費用(主要包括董事酬金和企業法律及專業費用)、終止確認應收或然負債之收益、與應收或然代價及按公允價值計入損益之金融資產有關之公允價值變動、出售附屬公司有關之收益/虧損及財務成本時所蒙受之虧損。此乃呈報予主要營運決策者作出資源分配目的及評估分類表現之方式。

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8. SEGMENT INFORMATION (continued) (b) Segment assets and liabilities

8. 分類資料(續) (b) 分類資產及負債

		Cinema operation 戲院營運 HK\$'000 千港元	Investment in films and cultural events 電影及 文化活動 投資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
2019	2019年			
Segment assets	分類資產	361,711	166,000	527,711
Unallocated assets	未攤分資產			172,562
Consolidated assets	綜合資產			700,273
Segment liabilities	分類負債	99,472	48	99,520
Unallocated liabilities	未攤分負債			1,624
Consolidated liabilities	綜合負債			101,144
2018	2018年			
Segment assets	分類資產	295,459	321,955	617,414
Unallocated assets	未攤分資產			285,194
Consolidated assets	綜合資產			902,608
Segment liabilities	分類負債	139,906	19,814	159,720
Unallocated liabilities	未攤分負債			1,748
Consolidated liabilities	綜合負債			161,468

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than investments in securities and unallocated head office and corporate assets that are not attributable to segments; and
- all liabilities are allocated to reportable segments other than unallocated corporate financial liabilities that are not attributable to segments.

為了監察分類表現及於不同分類間分配資源：

- 除證券投資及未攤分總辦事處及企業資產未能歸類至各分類以外，所有資產均分配至報告分類；及
- 除未攤分企業金融負債未能歸類至各分類以外，所有負債均分配至報告分類。

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For the year ended 30 June 2019 截至2019年6月30日止年度

8. SEGMENT INFORMATION (continued) (c) Other segment information

8. 分類資料(續) (c) 其他分類資料

		Cinema operation 戲院營運 HK\$'000 千港元	Investment in films and cultural events 電影及 文化活動投資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
2019	2019年			
Additions to property, plant and equipment	添置物業、機器及設備	63,324	34	63,358
Allowance for expected credit losses for trade receivables	貿易應收款之預期信貸虧損撥備	381	—	381
Amortisation of film and TV programme rights	電影及電視節目版權攤銷	—	8,111	8,111
Amortisation of intangible assets	無形資產攤銷	—	1,942	1,942
Depreciation of property, plant and equipment	物業、機器及設備之折舊	29,438	81	29,519
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	—	28,273	28,273
Written off of film and TV programme production in progress	製作中之電影及電視節目撇銷	—	3,110	3,110
2018	2018年			
Additions to property, plant and equipment	添置物業、機器及設備	178,885	63	178,948
Amortisation of film and TV programme rights	電影及電視節目版權攤銷	—	7,150	7,150
Amortisation of intangible assets	無形資產攤銷	—	2,015	2,015
Cost of investments in film production	於電影製作之投資成本	—	6,430	6,430
Depreciation of property, plant and equipment	物業、機器及設備之折舊	16,314	73	16,387
Impairment loss recognised in respect of:	就下列各項確認之減值虧損：			
– goodwill	– 商譽	—	27,354	27,354
– investments in film production	– 於電影製作之投資	—	37,046	37,046
– trade receivables	– 貿易應收款	—	1,775	1,775
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	—	35	35
Written off of film and TV programme production in progress	製作中之電影及電視節目撇銷	—	120	120

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8. SEGMENT INFORMATION (continued)

(d) Geographical information

The Group's revenue from external customers by location of sales and information about its non-current assets by location of assets are detailed as below:

		Revenue from external customers 對外客戶之收入		Non-current assets 非流動資產	
		2019	2018	2019	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Mainland China	中國內地	114,692	57,509	189,322	235,739
Hong Kong	香港	31,061	33,693	91,133	95,921
Other regions in Asia Pacific	其他亞太地區	—	—	38,246	1,163
		145,753	91,202	318,701	332,823

(e) Information about major customers

No individual customer contributed over 10% of the Group's revenue during the year ended 30 June 2019 (2018: one major customer contributing HK\$16,745,000, which were derived from the segment of investment in films and cultural events).

8. 分類資料(續)

(d) 地域資料

本集團按銷售地域分佈之對外客戶之收入及其按資產地域分佈之非流動資產資料詳列如下：

(e) 主要客戶資料

截至2019年6月30日止年度，概無個人客戶佔本集團收入10%以上(2018年：一名主要客戶之收入為16,745,000港元，乃來自電影及文化活動投資分類)。

9. OTHER INCOME AND GAINS

		2019	2018
		HK\$'000	HK\$'000
		千港元	千港元
Bank interest income	銀行利息收入	2,710	1,890
Compensation income	補償收入	—	7,864
Exchange gain, net	匯兌收益淨額	—	146
Gain on derecognition of contingent consideration receivable	終止確認應收或然代價之收益	654	—
Government grants (note)	政府補助(附註)	735	592
Sundry income	雜項收入	669	60
		4,768	10,552

Note:

The Group received certain financial subsidies from PRC local government authorities. There were no unfulfilled conditions and other contingencies attached to those government grants. These government grants were recognised in the consolidated statement of profit or loss and other comprehensive income upon receipt.

附註：

本集團收取中國地方政府機構的若干財務補助。該等政府補助並無任何未履行條件及其他或有費用。該等政府補助於收到後於綜合損益及其他全面收益表確認。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

10. LOSS FROM OPERATIONS

10. 經營業務之虧損

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Loss from operations has been arrived at after charging/(crediting):	經營業務之虧損已扣除／(計入)下列各項：		
Auditors' remuneration for audit services	審核服務之核數師酬金	880	800
Allowance for expected credit losses for trade receivables	貿易應收款之預期信貸虧損撥備	381	-
Amortisation of film and TV programme rights (included in cost of sales)	電影及電視節目版權攤銷(計入銷售成本)	8,111	7,150
Amortisation of intangible assets (included in administrative expenses)	無形資產攤銷(計入行政開支)	1,942	2,015
Cost of investments in film production (included in cost of sales)	於電影製作之投資成本(計入銷售成本)	-	6,430
Cost of inventories sold (included in cost of sales)	已售存貨成本(計入銷售成本)	3,402	1,493
Depreciation of property, plant and equipment	物業、機器及設備之折舊	29,519	16,387
Impairment loss recognised in respect of:	就下列各項確認之減值虧損：		
- goodwill (note)	- 商譽(附註)	28,273	27,354
- investments in film production (note)	- 於電影製作之投資(附註)	-	37,046
- trade receivables (note)	- 貿易應收款(附註)	-	1,775
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	-	35
Loss on fair value change of contingent consideration receivable (note)	應收或然代價之公允價值變動虧損(附註)	-	1,273
Operating leases in respect of rented premises	租賃物業之經營租賃	34,293	27,760
Written off of film and TV programme production in progress (note)	製作中之電影及電視節目撇銷(附註)	3,110	120
Exchange loss/(gain), net	匯兌虧損／(收益)淨額	639	(146)

Note:

The aggregation of these items are included in "Other operating expenses" in the consolidated statement of profit or loss and other comprehensive income.

附註：

該等項目之總額均計入綜合損益及其他全面收益表內之「其他經營支出」。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

11. FINANCE COST

During the year ended 30 June 2019, the amount represents interest expense arising from other loan. (2018: Nil).

11. 財務成本

截至2019年6月30日止年度，該金額為自其他貸款產生之利息開支(2018年：無)。

12. EMPLOYEE BENEFIT EXPENSES

12. 僱員福利開支

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	45,838	26,230
Retirement benefit scheme contributions	退休福利計劃供款	6,161	2,176
		51,999	28,406

Retirement benefit scheme

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of independent trustees. The Group and each employee make mandatory and voluntary contributions of 5% of relevant income to the scheme with monthly cap of HK\$1,500 for frontline staff and HK\$5,000 for back office staff respectively.

The employees of the Group's subsidiaries in the PRC are members of state-managed retirement benefit schemes operated by the PRC government. The Group is required to contribute a certain percentage of its payroll to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the required contributions under the scheme.

Equity compensation benefits

Share Options

The Company operates a share option scheme, details of which are set out under the heading "Share Options" in note 32.

退休福利計劃

本集團為旗下所有合資格香港僱員營辦強制性公積金計劃。該計劃之資產由獨立信託人控制之基金持有，並與本集團之資產分開。本集團與每名僱員按相關收入的5%向計劃作出強制性及自願供款，前線員工及辦公室後勤員工之上限分別為每月1,500港元及5,000港元。

本集團之中國附屬公司之僱員乃為由中國政府管理之國家管理退休福利計劃之成員。本集團須按僱員薪酬之某個百分比向該等退休福利計劃供款。本集團對該等退休福利計劃須承擔之責任僅限於按照該計劃之規定進行供款。

股票補償福利

購股權

本公司設有一項購股權計劃，有關詳情載於附註32「購股權」一節。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

13. TAXATION CREDIT

Taxation credit comprises:

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Hong Kong Profits Tax:	香港利得稅:		
Current tax	本期稅項	—	—
Deferred taxation	遞延稅項	—	242
		—	242

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The Directors considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years. No provision for Hong Kong Profit Tax has been made in the consolidated financial statements as the Group has no assessable profit derived from Hong Kong for both years.

Under the Enterprise Income Tax Law of the PRC (the “**EIT Law**”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% from 1 January 2008 onwards. Macau subsidiary is subject to Macau Complementary Tax at the maximum progressive rate of 12% on the estimated assessable profit for both years. Malaysia subsidiary is subject to Malaysia Corporate Income Tax at a maximum rate of 24% on the estimated assessable profit for the year (2018: N/A).

No provision for the PRC Enterprise Income Tax, Macau Complementary Tax and Malaysia Corporate Income Tax have been made in the consolidated financial statements as the Group has no assessable profits arising in the PRC, Macau and Malaysia for both years.

13. 稅項抵免

稅項抵免包括：

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「**條例草案**」)，引入兩級制利得稅率制度。條例草案於2018年3月28日獲簽署成為法律，並於翌日在憲報刊登。根據兩級制利得稅率制度，合資格集團實體首2,000,000港元溢利的稅率為8.25%，而超過2,000,000港元溢利的稅率為16.5%。不符合利得稅兩級制之集團實體的溢利將繼續按16.5%劃一稅率繳稅。

董事認為，於實施兩級制利得稅後涉及之金額對綜合財務報表並不重大。香港利得稅乃分別根據兩個年度之估計應課稅溢利按16.5%計算。由於本集團於兩個年度並無自香港產生應課稅溢利，因此，並無於綜合財務報表計提香港利得稅撥備。

根據中國企業所得稅法(「**企業所得稅法**」)及企業所得稅法之實施規定，中國附屬公司之稅率由2008年1月1日起訂為25%。澳門附屬公司於兩個年度按估計應課稅溢利之最高累進稅率12%繳納澳門所得補充稅。馬來西亞附屬公司於本年度按估計應課稅溢利之最高稅率24%繳納馬來西亞企業所得稅(2018年：不適用)。

由於本集團於兩個年度並無自中國、澳門及馬來西亞產生任何應課稅溢利，因此，並無於綜合財務報表計提中國企業所得稅、澳門所得補充稅及馬來西亞企業所得稅撥備。

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

13. TAXATION CREDIT (continued)

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

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Loss before taxation	除稅前虧損	(134,285)	(158,355)
Tax rate in relevant tax jurisdictions	按相關司法管轄區之稅率計算之稅項	26,832	30,984
Tax effect of expenses not deductible for tax purpose	就稅務而言不可扣減開支之稅務影響	(18,299)	(16,357)
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	2,411	349
Tax effect of estimated tax losses not recognised	未確認估計稅項虧損之稅務影響	(10,995)	(17,682)
Tax effect of deductible temporary differences not recognised	未確認可扣減暫時差異之稅務影響	—	242
Utilisation of estimated tax losses previously not recognised	動用先前未確認之估計稅項虧損	51	2,705
Others	其他	—	1
Taxation credit for the year	年度稅項抵免	—	242

13. 稅項抵免(續)

年度稅項抵免與綜合損益及其他全面收益表內之除稅前虧損對賬如下：

14. LOSS PER SHARE ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

The calculation of basic and diluted loss per share attributable to the owners of the Company is based on the following data:

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Loss attributable to the owners of the Company for the purpose of basic and diluted loss per share	計算每股基本及攤薄虧損所用之本公司擁有人應佔虧損	(126,437)	(153,797)

14. 本公司擁有人應佔每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃按下列數據計算：

		Number of shares 股份數目 '000 千股	Number of shares 股份數目 '000 千股
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	計算每股基本及攤薄虧損所用之普通股加權平均股數	3,213,341	3,213,341

For the years ended 30 June 2019 and 2018, the diluted loss per share was the same as the basic loss per share as there was no dilutive potential ordinary shares for both years.

截至2019年及2018年6月30日止年度，每股攤薄虧損與每股基本虧損均相同，乃由於兩個年度內並無具潛在攤薄影響之普通股。

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

15. DIVIDENDS

The Directors do not recommend the payment of any dividend in respect of the year ended 30 June 2019 (2018: Nil).

15. 股息

董事會不建議就截至2019年6月30日止年度派付任何股息(2018年：無)。

16. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' emoluments

The emoluments paid or payable to each of the Directors during the year ended 30 June 2019 are as follows:

16. 董事酬金及五名最高薪酬人士

(a) 董事酬金

截至2019年6月30日止年度，已付或應付各董事之酬金如下：

Name of Director	董事姓名	Fees 袍金 HK\$'000 千港元	Salaries 薪金 HK\$'000 千港元	Discretionary bonus 酌情花紅 HK\$'000 千港元	Retirement benefit scheme contributions 退休福利 計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
2019	2019年					
<i>Executive Directors</i>	<i>執行董事</i>					
Ms. Fan Man Seung, Vanessa	范敏嫦女士	250	—	—	—	250
Mr. Wong Chi Fai	黃志輝先生	250	—	—	—	250
Mr. Yeung Ching Loong, Alexander	楊政龍先生	250	—	—	—	250
Ms. Shirley Percy Hughes	許佩斯女士	250	—	—	—	250
<i>Independent Non-executive Directors</i>	<i>獨立非執行 董事</i>					
Ms. Chan Sim Ling, Irene	陳嬋玲女士	220	—	—	—	220
Mr. Ho Tat Kuen	何達權先生	220	—	—	—	220
Ms. Tam Sau Ying ¹	譚修英女士 ¹	139	—	—	—	139
Mr. Ng Hoi Yue ²	伍海于先生 ²	82	—	—	—	82
		1,661	—	—	—	1,661

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

16. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (continued)

(a) Directors' emoluments (continued)

The emoluments paid or payable to each of the Directors during the year ended 30 June 2018 are as follows:

Name of Director	董事姓名	Fees 袍金 HK\$'000 千港元	Salaries 薪金 HK\$'000 千港元	Discretionary bonus 酌情花紅 HK\$'000 千港元	Retirement benefit scheme contributions 退休福利 計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
2018 <i>Executive Directors</i>		2018年 <i>執行董事</i>				
Ms. Fan Man Seung, Vanessa	范敏嫦女士	175	-	-	-	175
Mr. Wong Chi Fai	黃志輝先生	175	-	-	-	175
Mr. Yeung Ching Loong, Alexander	楊政龍先生	175	-	-	-	175
Ms. Shirley Percy Hughes	許佩斯女士	175	-	-	-	175
Mr. Albert Lee ³	利雅博先生 ³	59	-	-	-	59
<i>Independent Non-executive Directors</i>		<i>獨立非執行 董事</i>				
Ms. Chan Sim Ling, Irene	陳嬋玲女士	190	-	-	-	190
Mr. Ho Tat Kuen	何達權先生	190	-	-	-	190
Mr. Ng Hoi Yue	伍海于先生	198	-	-	-	198
		1,337	-	-	-	1,337

Notes:

- Appointed as Independent Non-executive Directors on 13 November 2018.
- Retired as Independent Non-executive Directors on 13 November 2018.
- Appointed and retired as Executive Director on 31 March 2017 and 22 November 2017 respectively.

附註:

- 於2018年11月13日獲委任為獨立非執行董事。
- 於2018年11月13日退任獨立非執行董事。
- 分別於2017年3月31日及2017年11月22日獲委任及退任執行董事。

16. 董事酬金及五名最高薪酬人士 (續)

(a) 董事酬金 (續)

截至2018年6月30日止年度，已付或應付各董事之酬金如下：

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

16. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (continued)

(b) Five highest paid individuals

The five highest paid individuals did not include any director of the Company for both years, details of whose emoluments are set out above. The aggregate emoluments of the five highest paid individuals for both years are as follows:

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	3,022	2,755
Retirement benefit scheme contributions	退休福利計劃供款	147	153
		3,169	2,908

The emoluments of those individuals are within the following bands:

		Number of individuals 人數	
		2019	2018
Nil to HK\$1,000,000	零至1,000,000港元	5	4
HK\$1,000,001 to HK\$2,000,000	1,000,001港元至 2,000,000港元	—	1
		5	5

For the years ended 30 June 2019 and 2018, no emoluments were paid by the Group to the five highest paid individuals, including the Directors, as an inducement to join or upon joining the Group or as compensation for loss of office. Except as disclosed above, none of the Directors has waived or agreed to waive any emolument during both years.

16. 董事酬金及五名最高薪酬人士 (續)

(b) 五名最高薪酬人士

兩個年度五名最高薪酬人士並不包括本公司任何董事，其酬金詳情刊載於上文。於兩個年度支付予五名最高薪酬人士之酬金總額如下：

該等人士酬金之組別如下：

截至2019年及2018年6月30日止年度，本集團概無向五名最高薪酬人士(包括董事)支付酬金，作為吸引彼等加入本集團或於加入本集團時之獎勵或作為離職補償。除上述披露者外，該兩個年度內概無董事放棄或同意放棄任何酬金。

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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、機器及設備

		Construction in progress 在建工程 HK\$'000 千港元	Leasehold improvement 租賃物業裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、固定裝 置及設備 HK\$'000 千港元	Plant and machinery 機器及設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost:	成本：					
At 1 July 2017	於2017年7月1日	21,474	29,123	8,426	28,540	87,563
Exchange realignment	匯兌調整	635	862	209	844	2,550
Additions	添置	163,532	4,915	1,506	8,995	178,948
Disposals	出售	–	–	(1,166)	–	(1,166)
Transfer	轉撥	(181,245)	119,397	4,325	57,523	–
Disposal of subsidiaries (note 33(b))	出售附屬公司 (附註33(b))	–	–	(147)	–	(147)
At 30 June 2018 and 1 July 2018	於2018年6月30日及 2018年7月1日	4,396	154,297	13,153	95,902	267,748
Exchange realignment	匯兌調整	(91)	(4,875)	(344)	(3,574)	(8,884)
Additions	添置	47,577	6,252	641	8,888	63,358
Disposal of subsidiaries (note 33(a))	出售附屬公司 (附註33(a))	–	–	(584)	–	(584)
At 30 June 2019	於2019年6月30日	51,882	155,674	12,866	101,216	321,638
Accumulated depreciation:	累計折舊：					
At 1 July 2017	於2017年7月1日	–	4,595	3,570	7,157	15,322
Exchange realignment	匯兌調整	–	137	66	212	415
Charged for the year	年度扣除	–	7,481	2,075	6,831	16,387
Eliminated on disposals	出售時對銷	–	–	(1,131)	–	(1,131)
Disposal of subsidiaries (note 33(b))	出售附屬公司 (附註33(b))	–	–	(147)	–	(147)
At 30 June 2018 and 1 July 2018	於2018年6月30日及 2018年7月1日	–	12,213	4,433	14,200	30,846
Exchange realignment	匯兌調整	–	(434)	(157)	(542)	(1,133)
Charged for the year	年度扣除	–	13,725	3,000	12,794	29,519
Disposal of subsidiaries (note 33(a))	出售附屬公司 (附註33(a))	–	–	(293)	–	(293)
At 30 June 2019	於2019年6月30日	–	25,504	6,983	26,452	58,939
Carrying amount:	賬面值：					
At 30 June 2019	於2019年6月30日	51,882	130,170	5,883	74,764	262,699
At 30 June 2018	於2018年6月30日	4,396	142,084	8,720	81,702	236,902



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綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

18. GOODWILL

18. 商譽

		HK\$'000 千港元
Cost:	成本：	
At 1 July 2017, 30 June 2018 and 1 July 2018	於2017年7月1日、2018年6月30日 及2018年7月1日	98,250
Disposal of subsidiaries (note 33(a))	出售附屬公司(附註33(a))	(98,250)
At 30 June 2019	於2019年6月30日	—
Accumulated impairment:	累計減值：	
At 1 July 2017	於2017年7月1日	2,636
Impairment loss recognised for the year	年度確認之減值虧損	27,354
At 30 June 2018 and 1 July 2018	於2018年6月30日及2018年7月1日	29,990
Impairment loss recognised for the year	年度確認之減值虧損	28,273
Disposal of subsidiaries (note 33(a))	出售附屬公司(附註33(a))	(58,263)
At 30 June 2019	於2019年6月30日	—
Carrying amount:	賬面值：	
At 30 June 2019	於2019年6月30日	—
At 30 June 2018	於2018年6月30日	68,260

Goodwill represented the amount attributable to the acquisition of JDMM Group. The goodwill is primarily attributable to the significant synergies expected to arise in connection with the production, distribution and licensing of animated TV episodes and theatrical films business. The goodwill was written off upon the disposal of subsidiaries (see note 33(a)).

商譽乃指自收購玉皇朝多媒體集團所產生之金額。商譽主要歸屬於預期將產生重大協同效應之動畫電視片集及戲院電影之製作、發行及授權業務。該商譽於出售附屬公司時撇銷(見附註33(a))。

Impairment test on goodwill

The goodwill is allocated to the production, distribution and licensing of animated TV episodes and theatrical films operation.

商譽之減值測試

商譽被分配至動畫電視片集及戲院電影之製作、發行及授權業務。



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18. GOODWILL (continued)

Impairment test on goodwill (continued)

During the years ended 30 June 2018 and 2019, the management considered that the profitability and the operating performance of the production, distribution and licensing of animated TV episodes and theatrical films business were affected by the change in the market condition in the PRC which causes the deferral of certain animation projects to be released and have impact on their expected income. Hence, the management took a prudent view to forecast the production, distribution and licensing of animated TV episodes and theatrical films business.

During the years ended 30 June 2018 and 2019, the recoverable amount of the goodwill were assessed by the Directors with reference to the valuation carried out by an independent firm of valuers, Flagship. The valuation was appraised on the value-in-use basis. The key assumptions for the value-in-use calculation were those regarding the discount rate and budgeted gross margin and revenue. The Group estimated discount rate using the rate that reflected current market assessments of the time value of money and the risks specific to the production, distribution and licensing of animated TV episodes and theatrical films business. Budgeted gross margin and revenue were based on past practices and expectations associated with the production, distribution and licensing of animated TV episodes and theatrical films industry.

During the year ended 30 June 2019, the Group had prepared 3-years cash flow forecast derived from the most recent financial budget of the production, distribution and licensing of animated TV episodes and theatrical films business using a pre-tax discount rate of 22.8% (30 June 2018: 22.7%) and the projection are extrapolated using a constant growth rate of 3% (30 June 2018: 3%) per annum for subsequent years. Since the recoverable amount was less than the carrying amount, an impairment loss of HK\$28,273,000 (2018: HK\$27,354,000) for goodwill was recognised for the year ended 30 June 2019.

18. 商譽(續)

商譽之減值測試(續)

於截至2018年及2019年6月30日止各年度，管理層認為，動畫電視片集及戲院電影之製作、發行及授權業務之盈利能力及營運表現受到中國市場狀況變化之影響，導致若干動畫項目之放映延遲及影響其預期收入。因此，管理層持審慎態度預測動畫電視片集及戲院電影之製作、發行及授權業務。

於截至2018年及2019年6月30日止各年度，該商譽之可收回金額由董事參考獨立估值師行旗艦進行之估值進行評估。估值按使用價值基準進行評估。使用價值計算之關鍵假設為該等有關折現率及預算毛利及收入之假設。本集團使用反映當前市場對貨幣時間價值及動畫電視片集及戲院電影之製作、發行及授權業務之特定風險評估之費率估計折現率。預算毛利及收入乃基於動畫電視片集及戲院電影之製作、發行及授權行業之過往慣例及預期而得出。

於截至2019年6月30日止年度，本集團就動畫電視片集及戲院電影之製作、發行及授權根據最新財務預算編製3年現金流量預測、使用稅前折現率22.8% (2018年6月30日：22.7%)及其後年度每年3% (2018年6月30日：3%)之持續增長率推算而得出。由於可收回金額低於其賬面值，因此，截至2019年6月30日止年度確認商譽減值虧損28,273,000 港元(2018年：27,354,000港元)。

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19. INTANGIBLE ASSETS

19. 無形資產

		Trademarks 商標 HK\$'000 千港元	Production rights 製作版權 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost:	成本：			
At 1 July 2017	於2017年7月1日	81	27,336	27,417
Additions	添置	–	4,187	4,187
Written off	撇銷	(81)	–	(81)
At 30 June 2018 and 1 July 2018	於2018年6月30日及 2018年7月1日	–	31,523	31,523
Exchange realignment	匯兌調整	–	(53)	(53)
Additions	添置	–	4,524	4,524
Disposal of subsidiaries (note 33(a))	出售附屬公司 (附註33(a))	–	(35,994)	(35,994)
At 30 June 2019	於2019年6月30日	–	–	–
Accumulated amortisation:	累計攤銷：			
At 1 July 2017	於2017年7月1日	81	1,847	1,928
Amortisation for the year	年度攤銷	–	2,015	2,015
Written off	撇銷	(81)	–	(81)
At 30 June 2018 and 1 July 2018	於2018年6月30日及 2018年7月1日	–	3,862	3,862
Amortisation for the year	年度攤銷	–	1,942	1,942
Disposal of subsidiaries (note 33(a))	出售附屬公司 (附註33(a))	–	(5,804)	(5,804)
At 30 June 2019	於2019年6月30日	–	–	–
Carrying amount: At 30 June 2019	賬面值： 於2019年6月30日	–	–	–
At 30 June 2018	於2018年6月30日	–	27,661	27,661

The following useful lives are used in the calculation of amortisation:

Trademarks 5 years
Production rights Over the contract terms

The above intangible assets are amortised on a straight-line basis over the relevant periods.

攤銷按以下可用年期計算：

商標 5年
製作版權 按合約年期

以上無形資產以直線法於相關期間內進行攤銷。

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20. INVENTORIES

20. 存貨

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Finished goods	製成品	641	894

Inventories represent food and beverage, consumable and other goods of cinema operation. During the year ended 30 June 2019, the cost of inventories recognised as expenses and included in "Cost of sales" in the consolidated statement of profit or loss and other comprehensive income amounted to HK\$3,402,000 (2018: HK\$1,493,000).

存貨指戲院營運之食品及飲料、消費品及其他商品。於截至2019年6月30日止年度，於綜合損益及其他全面收益表內確認為開支並計入「銷售成本」之存貨成本為3,402,000港元(2018年：1,493,000港元)。

21. FILM AND TV PROGRAMME RIGHTS

21. 電影及電視節目版權

		HK\$'000 千港元
Cost:	成本：	
At 1 July 2017	於2017年7月1日	18,856
Exchange realignment	匯兌調整	524
Transfer from film production in progress (note 22)	轉自製作中之電影(附註22)	8,745
Disposal of subsidiaries (note 33(b))	出售附屬公司(附註33(b))	(2,700)
At 30 June 2018 and 1 July 2018	於2018年6月30日及2018年7月1日	25,425
Exchange realignment	匯兌調整	(1,168)
Disposal of subsidiaries (note 33(a))	出售附屬公司(附註33(a))	(24,257)
At 30 June 2019	於2019年6月30日	—
Accumulated amortisation:	累計攤銷：	
At 1 July 2017	於2017年7月1日	6,870
Exchange realignment	匯兌調整	74
Amortisation for the year	年度攤銷	7,150
Disposal of subsidiaries (note 33(b))	出售附屬公司(附註33(b))	(2,700)
At 30 June 2018 and 1 July 2018	於2018年6月30日及2018年7月1日	11,394
Exchange realignment	匯兌調整	(304)
Amortisation for the year	年度攤銷	8,111
Disposal of subsidiaries (note 33(a))	出售附屬公司(附註33(a))	(19,201)
At 30 June 2019	於2019年6月30日	—
Carrying amount:	賬面值：	
At 30 June 2019	於2019年6月30日	—
At 30 June 2018	於2018年6月30日	14,031

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21. FILM AND TV PROGRAMME RIGHTS

(continued)

During the years ended 30 June 2018 and 2019, the Group reviewed its library of film and TV programme rights regularly to reassess the estimated recoverable amounts of the film and TV programme rights with reference to marketability of each film and TV programme and current market condition. The estimated recoverable amounts of the film and TV programme rights was determined based on either net realisable values of film rights to be disposed of or a value-in-use calculation which uses the present value of the expected future cash flows arising from the sub-licensing and distribution of film and TV programme rights and subsequent to the completion of film and TV programme production, which was derived from discounting the projected future cash flows at a pre-tax discount rate of 22.8% (30 June 2018: 22.7%).

Key assumptions for the value-in-use calculations related to the estimation of cash inflow/outflow which include budgeted sales and gross margin, growth rate and discount rate. Such estimation was based on past experience and management's expectations of the market development.

During the year ended 30 June 2019, no impairment loss on film and TV programme rights was recognised in the consolidated statement of profit or loss and other comprehensive income (2018: Nil).

22. FILM AND TV PROGRAMME PRODUCTION IN PROGRESS

21. 電影及電視節目版權(續)

於截至2018年及2019年6月30日止各年度，本集團參考每部電影及電視節目之可銷售性及當前市況定期檢討其片庫之電影及電視節目版權，以重新評估電影及電視節目版權之估計可收回金額。電影及電視節目版權之估計可收回金額乃以出售電影版權可變現淨值或使用價值計算方法釐定，該方法乃使用電影及電視節目版權再授特許及發行以及電影及電視節目製作完成後所產生之預期未來現金流量現值，透過以稅前折現率22.8% (2018年6月30日：22.7%) 預測未來現金流量折現而得出。

使用價值計算方法之關鍵假設涉及估計現金流入／流出，包括預算銷售及毛利、增長率及折現率。該估計乃基於過去經驗及管理層預期之市場發展而得出。

於截至2019年6月30日止年度，概無於綜合損益及其他全面收益表內就電影及電視節目版權確認減值虧損(2018年：無)。

22. 製作中之電影及電視節目

		HK\$'000 千港元
At 1 July 2017	於2017年7月1日	215,463
Exchange realignment	匯兌調整	438
Additions	添置	40,094
Transfer to investments in film production	轉撥至於電影製作之投資	(78,072)
Transfer to film and TV programme rights (note 21)	轉撥至電影及電視節目版權 (附註21)	(8,745)
Transfer from receipts in advance	轉自預收款項	(18,261)
Written off	撇銷	(120)
At 30 June 2018	於2018年6月30日	150,797
Reclassify to financial assets at FVTPL (note)	重新分類至按公允價值計入損益 之金融資產(附註)	(141,605)
At 1 July 2018	於2018年7月1日	9,192
Exchange realignment	匯兌調整	(363)
Additions	添置	5,608
Written off	撇銷	(3,110)
Disposal of subsidiaries (note 33(a))	出售附屬公司(附註33(a))	(11,327)
At 30 June 2019	於2019年6月30日	—

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22. FILM AND TV PROGRAMME PRODUCTION IN PROGRESS (continued)

Note:

Upon the adoption of HKFRS 9, certain of the film production in progress were reclassified to financial assets at FVTPL as at 1 July 2018 (see note 2(b)). Details of the fair value measurement over these film production in progress as at 30 June 2019 are disclosed in note 5(c).

23. INVESTMENTS IN FILM PRODUCTION

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Investments in film production (note)	於電影製作之投資 (附註)	—	35,302

Note:

Upon the adoption of HKFRS 9, the investments in film production were reclassified to financial assets at FVTPL as at 1 July 2018 (see note 2(b)). Details of the fair value measurement over the investments in film production as at 30 June 2019 are disclosed in note 5(c).

As at 30 June 2018, the amount represented investments in certain production houses for production of films. The investments are governed by the relevant agreements whereby the Group is entitled to benefits generated from the distribution of these films based on the percentage of capital contributed in the film production projects.

During the year ended 30 June 2018, the Group recognised the cost of investments in film production of HK\$6,430,000 and an impairment loss of HK\$37,046,000 based on the expected future revenue to be generated from the films with reference to their marketability and current market condition. In addition, an over-contribution of investment costs of HK\$977,000 was transferred from investments in film production to trade and other receivables. The carrying amount of HK\$35,302,000 as at 30 June 2018 was expected to be repaid within 1 year and therefore, the amount was classified as current asset in that year.

22. 製作中之電影及電視節目(續)

附註：

於採納香港財務報告準則第9號時，若干製作中之電影於2018年7月1日重新分類為按公允價值計入損益之金融資產(見附註2(b))。有關於2019年6月30日之製作中之電影公允價值計量詳情於附註5(c)披露。

23. 於電影製作之投資

附註：

於採納香港財務報告準則第9號時，於電影製作之投資於2018年7月1日重新分類為按公允價值計入損益之金融資產(見附註2(b))。有關於2019年6月30日之於電影製作之投資公允價值計量詳情於附註5(c)披露。

於2018年6月30日，該金額為就製作電影而於若干製作公司作出之投資。投資受相關協議規管，據此，本集團有權根據於電影製作項目之注資百分比從該等電影之發行中獲益。

於截至2018年6月30日止年度，本集團確認電影製作投資成本6,430,000港元並參考其可銷售性及當前市況，按該等電影將產生之預期未來收入確認減值虧損37,046,000港元。此外，投資成本所超出之投入金額977,000港元由於電影製作之投資轉撥至貿易及其他應收款。於2018年6月30日之賬面值35,302,000港元預期可於1年內收回，因此，該金額於該年度分類為流動資產。



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24. TRADE RECEIVABLES

24. 貿易應收款

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Trade receivables, net	貿易應收款淨額	4,761	12,227

As at 30 June 2019, trade receivables comprise receivables from contracts with customers of HK\$4,761,000 (1 July 2018: HK\$12,227,000)

於2019年6月30日，貿易應收款(包括來自客戶合約之應收款)為4,761,000港元(2018年7月1日：12,227,000港元)

The Group allows an average credit period of 30 to 180 days (2018: 30 to 180 days) to its customers. The ageing analysis of the trade receivables of the Group based on the invoice date at the end of the reporting period is as follows:

本集團給予其客戶平均30至180日(2018年：30至180日)之信貸期。以下為本集團於報告期末按發票日期計之貿易應收款之賬齡分析：

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
0 to 90 days	0至90日	4,734	12,302
91 to 180 days	91至180日	408	-
Over 180 days	180日以上	-	1,700
		5,142	14,002
Less: Allowance for expected credit losses/impairment loss allowance	減：預期信貸虧損撥備／減值虧損撥備	(381)	(1,775)
		4,761	12,227

Movement in the impairment loss allowance was as follow:

減值虧損撥備之變動如下：

		HK\$'000 千港元
At 1 July 2017	於2017年7月1日	6,172
Impairment loss recognised for the year	年度確認之減值虧損	1,775
Disposal of subsidiaries	出售附屬公司	(6,172)
At 30 June 2018	於2018年6月30日	1,775

As at 30 June 2018, trade receivables of HK\$1,700,000 were neither past due nor impaired. The outstanding amounts were contract bound. The Directors had assessed the credit history of the aforesaid trade receivables and concluded that there was no adverse change on the credit quality of these customers and considered these trade receivables were recoverable.

於2018年6月30日，貿易應收款1,700,000港元既未逾期亦未減值。該未償還金額受合約約束。董事評估上述貿易應收款之信用記錄，認為該等客戶之信貸質素並無重大變動且認為該等貿易應收款可收回。

Details of allowance for expected credit losses assessment for the year ended 30 June 2019 are set out in note 5(b).

截至2019年6月30日止年度，預期信貸虧損撥備之評估詳情載於附註5(b)。



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25. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

25. 其他應收款、按金及預付款

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Other receivables	其他應收款	1,952	1,068
Deposits paid (note (a))	已付按金(附註(a))	56,030	27,621
Prepayments (note (b))	預付款(附註(b))	36,942	27,879
Compensation income receivable (note (c))	應收補償收入(附註(c))	—	7,864
		94,924	64,432
Analysed for reporting purposes as:	就呈報目的分析如下：		
Non-current	非流動	56,002	—
Current	流動	38,922	64,432
		94,924	64,432

Notes:

- (a) As at 30 June 2019, the amount mainly included rental, utility and other deposits of HK\$56,002,000 (2018: HK\$27,596,000) for cinema and office premises.
- (b) As at 30 June 2019, the amount mainly included (i) value-added tax recoverable of HK\$19,464,000 (2018: HK\$19,103,000) derived from payments purchases of property, plant and equipment and construction works for cinemas and (ii) prepaid rental and management fee of HK\$11,265,000 (2018: HK\$5,608,000) for cinema and office premises.
- (c) As at 30 June 2018, the amount of HK\$7,864,000 represented the shortfall payment as at 31 December 2017 in respect of the profit guarantee given by Jade Sparkle Holdings Limited and Mr. Huang Yulang (formerly known as "Mr. Wong Chun Loong") (collectively referred to as the "Vendors") to the Group in relation to the acquisition on JDMM Group. As at 30 June 2019, the compensation income receivable was fully settled.

Details of allowance for expected credit losses assessment for the year ended 30 June 2019 are set out in note 5(b).

附註：

- (a) 於2019年6月30日，該款項主要包括戲院及辦公室物業之租金、水電及其他按金56,002,000港元(2018年：27,596,000港元)。
- (b) 於2019年6月30日，該款項主要包括(i)自購買物業、機器及設備及戲院建築工程付款所產生之可收回增值稅19,464,000港元(2018年：19,103,000港元)及(ii)戲院及辦公室物業預付租金及管理費11,265,000港元(2018年：5,608,000港元)。
- (c) 於2018年6月30日，為數7,864,000港元之金額乃耀琦控股有限公司及黃玉郎先生(前稱「黃振隆先生」)(統稱「該等賣方」)就收購玉皇朝多媒體集團向本集團提供於2017年12月31日之溢利保證之差額款項。於2019年6月30日，應收補償收入已悉數償付。

截至2019年6月30日止年度，預期信貸虧損撥備之評估詳情載於附註5(b)。

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26. CONTINGENT CONSIDERATION RECEIVABLE

Contingent consideration receivable represents the profit guarantee given by the Vendors to the Group in relation to the acquisition of JDMM Group. Contingent consideration receivable has been designated as financial assets at FVTPL upon initial recognition and is measured at fair value at the end of the reporting period. The movement of the fair value of contingent consideration receivable is as follow:

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
At the beginning of the year	於年初	7,210	8,483
Amount received during the year	年度已收款項	(7,864)	–
Gain on derecognition for the year	年度終止確認收益	654	–
Loss on fair value change for the year	年度公允價值變動虧損	–	(1,273)
At the end of the year	於年末	–	7,210

Pursuant to the sale and purchase agreement in relation to the acquisition of JDMM Group (“**S&P Agreement**”), the Vendors have given a guarantee to the Group that the audited consolidated profit after tax of JDMM Group for the three financial years ended 31 December 2016, 31 December 2017 and 31 December 2018 (each of the “**Guaranteed Periods**”) would be no less than HK\$10,000,000 (the “**Guaranteed Sum**”) for each of the Guaranteed Periods (the “**Profit Guarantee**”).

In case the Profit Guarantee is not fulfilled for the corresponding year, the Vendors shall pay 78.64% of the difference between the Guaranteed Sum and the audited consolidated profit after tax of JDMM Group (the “**Shortfall**”) to the Group. During the year ended 31 December 2018 and 2017, the audited consolidated profit after tax of JDMM Group did not satisfy the Profit Guarantee. Hence, the Vendors are required to pay the Shortfall to the Group in accordance with the terms and condition stated in the S&P Agreement.

Upon the expiry of the Guaranteed Periods and the settlement of the Shortfall in accordance with the terms and condition stated in the S&P Agreement, the contingent consideration receivable was derecognised during the year ended 30 June 2019 which resulted in a gain on the derecognition of HK\$654,000 to the Group in the consolidated statement of profit or loss and other comprehensive income.

Details of the fair value measurement over the contingent consideration receivables as at 30 June 2018 and 2019 are disclosed in note 5(c).

The contingent consideration receivable was classified as current asset as at 30 June 2018.

26. 應收或然代價

應收或然代價為該等賣方就收購玉皇朝多媒體集團向本集團提供之溢利保證。應收或然代價於初始確認時指定為按公允價值計入損益之金融資產，並於報告期末按公允價值計量。應收或然代價之公允價值變動如下：

根據收購玉皇朝多媒體集團之買賣協議（「買賣協議」），該等賣方已向本集團提供保證，即玉皇朝多媒體集團於截至2016年12月31日、2017年12月31日及2018年12月31日止三個財政年度（「各個保證期間」）之經審核除稅後綜合溢利於各個保證期間將不低於10,000,000港元（「保證金額」）（「溢利保證」）。

倘相應年度之溢利保證未達成，該等賣方須按保證金額與玉皇朝多媒體集團之經審核除稅後綜合溢利間之差額（「差額」）之78.64%支付予本集團。截至2018年及2017年12月31日止年度，玉皇朝多媒體集團之經審核除稅後綜合溢利並未符合溢利保證，因此，該等賣方須根據買賣協議所述之條款及條件向本集團支付差額。

於保證期間屆滿及根據買賣協議所載條款及條件結清差額時，應收或然代價款項於截至2019年6月30日止年度終止確認，導致本集團於綜合損益及其他全面收益表計入終止確認收益654,000港元。

於2018年及2019年6月30日，應收或然代價款項之公允價值計量之詳情於附註5(c)披露。

於2018年6月30日，應收或然代價款項分類為流動資產。

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27. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

27. 按公允價值計入損益之金融資產

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Investments in film production (<i>note (a)</i>)	於電影製作之投資 (附註(a))	164,969	–
Investments in securities	證券投資		
– Equity securities listed in Hong Kong (<i>note (b)</i>)	– 香港上市股本證券 (附註(b))	5,814	20,750
		170,783	20,750

Notes:

(a) Investments in film production

Upon the adoption of HKFRS 9, the investments in film production were reclassified to financial assets at FVTPL as at 1 July 2018 (see note 2(b)).

Movements in investments in film production were as follows:

		HK\$'000 千港元
At 30 June 2018	於2018年6月30日	–
Effect arising from initial application of HKFRS 9 (<i>note 2(b)</i>)	初始應用香港財務報告準則第9號 之影響(附註2(b))	181,589
At 1 July 2018	於2018年7月1日	181,589
Transfer to other receivables	轉撥至其他應收款	(135)
Amount received during the year	年度已收款項	(8,503)
Decrease in fair value for the year	年度公允價值減少	(7,982)
At 30 June 2019	於2019年6月30日	164,969

(b) Investment in equity securities

As at 30 June 2019 and 2018, all of the equity securities were listed in Hong Kong and denominated in HK\$, and were stated at their quoted price in the active market at the end of the reporting period.

A decrease in fair value of these financial assets at FVTPL of HK\$14,936,000 (2018: HK\$31,691,000) has been included in the consolidated statement of profit or loss and other comprehensive income.

Detail of the fair value measurement over the investments in film production and equity securities listed in Hong Kong as at 30 June 2018 and 2019 are disclosed in note 5(c).

附註：

(a) 於電影製作之投資

於採納香港財務報告準則第9號時，於電影製作之投資於2018年7月1日重新分類為按公允價值計入損益之金融資產(見附註2(b))。

於電影製作之投資變動如下：

(b) 股本證券投資

於2019年及2018年6月30日，所有股本證券於香港上市及以港元計值，並按於報告期末在活躍市場之報價列賬。

該等按公允價值計入損益之金融資產之公允價值減少14,936,000港元(2018年：31,691,000港元)已計入綜合損益及其他全面收益表。

於2018年及2019年6月30日，於電影製作之投資及香港上市股本證券之公允價值計量於附註5(c)披露。

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28. CASH AND BANK BALANCES

28. 現金及銀行結存

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Cash and bank balances	現金及銀行結存	166,465	264,142

Notes:

附註：

- (a) At the end of the reporting period, the cash and bank balances of the Group denominated in RMB and MYR amounted to HK\$68,145,000 and HK\$341,000 (2018: HK\$92,550,000 and Nil) respectively.
- (b) Cash at banks earn interests at prevailing market rates which range from 0.01% to 2.49% (2018: 0.01% to 2.04%) per annum.
- (c) The conversion of RMB denominated balances into foreign currencies and the remittance of foreign currencies denominated bank balances and cash out of the PRC are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC government.
- (a) 於報告期末，以人民幣及林吉特計值之本集團現金及銀行結存分別為68,145,000港元及341,000港元(2018年：92,550,000港元及無)。
- (b) 銀行現金按介乎0.01厘至2.49厘(2018年：0.01厘至2.04厘)之間的現行市場年利率計息。
- (c) 當以人民幣計值之結存兌換為外幣及以外幣計值之銀行結存及現金匯出中國時，須遵守中國政府頒佈之外匯管制之相關條例及規例。

29. TRADE AND OTHER PAYABLES

29. 貿易及其他應付款

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Trade payables	貿易應付款	8,678	5,684
Accruals	應計費用	19,061	21,346
Other payables (note (a))	其他應付款(附註(a))	13,037	63,081
Receipts in advance (note (b))	預收款項(附註(b))	—	10,934
		40,776	101,045

Notes:

附註：

- (a) Other payables mainly comprise of (i) HK\$7,865,000 (2018: HK\$50,652,000) for consideration payable to independent third parties for enhancement and expansion of cinemas and (ii) HK\$3,528,000 payable to a film investor in respect of the film financing as at 30 June 2018.
- (b) Due to the adoption of HKFRS 15, effective on 1 July 2018, the balance of receipts in advance were reclassified to contract liabilities.
- (a) 其他應付款主要包括(i)就改善及擴張戲院需付予獨立第三方為數7,865,000港元(2018年：50,652,000港元)之應付代價及(ii)就於2018年6月30日電影融資需付予一名電影投資者為數3,528,000港元之款項。
- (b) 由於採納香港財務報告準則第15號，自2018年7月1日起，預收款項餘額重新分類為合約負債。

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29. TRADE AND OTHER PAYABLES (continued)

The following is an ageing analysis of trade payables of the Group based on the invoice date at the end of the reporting period:

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
0 to 90 days	0至90日	8,678	5,684

30. CONTRACT LIABILITIES

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Short-term advances received from customers	來自客戶之短期預付款		
Pre-sales proceeds from cinema operation	戲院營運之預售款項	11,128	-

Before the adoption of HKFRS 15, the Group recognised pre-sales consideration received from customers in relation to cinema operation and film and TV programme production businesses as receipts in advance in trade and other payables. Upon the adoption of HKFRS 15, receipts in advance of HK\$10,934,000 in trade and other payables were reclassified as contract liabilities as at 1 July 2018 (see note 2(c)). An amount of HK\$9,260,000 which was included in the contract liabilities as at 1 July 2018 was recognised as revenue during the year ended 30 June 2019.

During the year ended 30 June 2019, the contract liabilities of HK\$5,994,000 in relation to film and TV programme production business was written off upon the disposal of subsidiaries (see note 33(a)). The balance of HK\$11,128,000 represents the pre-sales consideration received from customers of cinema operation.

31. AMOUNTS DUE TO RELATED COMPANIES/NON-CONTROLLING INTERESTS

Members of the key management and shareholders of the Company have controlling interests over these related companies.

The amounts are unsecured, interest-free and repayable on demand.

29. 貿易及其他應付款(續)

以下為本集團於報告期末按發票日期計之貿易應付款之賬齡分析：

30. 合約負債

於採納香港財務報告準則第15號前，本集團已將自客戶就戲院營運及電影及電視節目製作業務收取的預售代價確認為貿易及其他應付款的預收款項。於採納香港財務報告準則第15號時，貿易及其他應付款中為數10,934,000港元之預收款項於2018年7月1日重新分類為合約負債(見附註2(c))。截至2019年6月30日止年度，於2018年7月1日之合約負債中包括之金額9,260,000港元確認為收入。

截至2019年6月30日止年度，有關電影及電視節目製作業務之合約負債5,994,000港元於出售附屬公司時撇銷(見附註33(a))。結存11,128,000港元為收取自戲院營運客戶之預售代價。

31. 應付關連公司／非控股權益款項

本公司之主要管理層成員及股東於該等關連公司擁有控股權益。

該等款項為無抵押、免息及須按要求償還。



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32. SHARE CAPITAL

32. 股本

		Number of shares 股份數目	Nominal value 面值 HK\$'000 千港元
Authorised: Ordinary shares of HK\$0.01 each	法定： 每股面值0.01港元之 普通股		
At 1 July 2017, 30 June 2018, 1 July 2018 and 30 June 2019	於2017年7月1日、2018年 6月30日、2018年7月1 日及2019年6月30日	50,000,000,000	500,000
Issued and fully paid: Ordinary shares of HK\$0.01 each	已發行及繳足： 每股面值0.01港元之普通 股		
At 1 July 2017, 30 June 2018, 1 July 2018 and 30 June 2019	於2017年7月1日、2018年 6月30日、2018年7月1 日及2019年6月30日	3,213,340,890	32,133

Share options

The Company has adopted a share option scheme (the "Scheme") on 8 November 2011. The major terms of the Scheme are summarised as follows:

- Purpose of the Scheme: To enable the Group to grant options to eligible participants to subscribe for shares in the Company as incentive or rewards for their contribution to the Group.
- Eligibility: Eligible participants include employees, including any Directors, its subsidiaries or any entity in which any member of the Group holds an equity interest.
- Total number of shares available for issue as at 26 September 2019 (i.e. the date of this report) under the Scheme: 321,334,089 shares;
 - Percentage of the issued shares that it represents as at the date of this report: 10%.
- Maximum entitlement of each eligible participant under the Scheme:
 - not to exceed 1% of the shares in issue in any 12-month period unless approved by the shareholders;

購股權

本公司於2011年11月8日採納一項購股權計劃(「該計劃」)。該計劃之主要條款概述如下：

- 該計劃之目的：讓本集團向合資格參與者授予購股權以認購本公司股份，以作為其對本集團所作貢獻之獎勵或獎賞。
- 資格：合資格參與者包括僱員(包括任何董事)、其附屬公司或本集團任何成員公司持有股權之任何實體。
- 根據該計劃於2019年9月26日(即本報告日期)可予發行之股份總數目：321,334,089股股份；
 - 於本報告日期其佔已發行股份之百分比：10%。
- 該計劃項下每名合資格參與者可獲授權益上限：
 - 除非獲股東批准，否則在任何12個月內不得超過已發行股份之1%；



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32. SHARE CAPITAL (continued)

Share options (continued)

4. Maximum entitlement of each eligible participant under the Scheme: (continued)
 - (b) options granted to substantial shareholders or independent non-executive Directors or their respective associates in any one year exceeding the higher of 0.10% of the shares in issue and with a value in excess of HK\$5,000,000 must be approved by the shareholders.
5. Period within which the shares must be taken up under an option: At any time from the date of acceptance of the option to such a date determined by the board of Directors (the “**Board**”) but in any event not exceeding 10 years from the date of grant.
6. Minimum period for which an option must be held before it can be exercised: No minimum period unless otherwise determined by the Board.
7. (a) Price payable on application or acceptance of the option: HK\$1.00;
 - (b) The period within which payments or calls must or may be made: Within 28 days from the date of grant;
 - (c) Period within which loans for such purposes of the payments or calls must be repaid: Not applicable.
8. Basis for determining the exercise price:

The exercise price is determined by the Board (subject to adjustment) and will not be less than the highest of (a) the closing price of the share as stated in the Stock Exchange's daily quotation sheet for trades in one or more board lots of Shares on the date of grant; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (c) the nominal value of a share.
9. The remaining life of the Scheme: approximately 2 years (expiring on 7 November 2021).

During the year, no option was outstanding, granted, exercised, cancelled or lapsed under the Scheme.

32. 股本(續)

購股權(續)

4. 該計劃項下每名合資格參與者可獲授權益上限：(續)
 - (b) 於任何一年內向主要股東或獨立非執行董事或彼等各自之聯繫人授出之購股權，若超過已發行股份之0.10%及價值超過5,000,000港元(以較高者為準)須經股東批准。
5. 行使購股權項下股份之期限：於接納購股權日期起至董事會(「**董事會**」)釐定之有關日期內之任何時間，惟於任何情況下，不得超過授出日期起計10年。
6. 購股權行使前必須持有之最短期限：除非董事會另行釐定，否則並無最短期限。
7. (a) 申請或接納購股權時所須繳付的代價：1.00港元；
 - (b) 必須或可能付款或通知付款之期限：授出日期起計28日內；
 - (c) 償還作付款或通知付款用途的貸款期限：不適用。
8. 釐定行使價之基準：

行使價(可進行調整)乃由董事會釐定，惟不得低於下列最高者：(a)於授予日期買賣一手或以上股份在聯交所每日報價表所示之股份收市價；(b)於緊接授予日期前五個交易日股份在聯交所每日報價表所示之平均收市價；及(c)股份面值。
9. 該計劃尚餘之年數：約2年(於2021年11月7日屆滿)。

於本年度，該計劃項下概無購股權尚未行使、獲授出、獲行使、被註銷或已告失效。

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33. DISPOSAL OF SUBSIDIARIES

(a) Disposal of Magic Well Group

On 17 June 2019, the Group completed the disposal of 100% equity interest in Magic Well Holdings Limited (“**Magic Well**”) together with its subsidiaries (collectively referred to as “**Magic Well Group**”) to an independent third party at a cash consideration of HK\$48,000,000 which resulted in a gain on disposal of HK\$3,476,000. Magic Well Group was principally engaged in the production, distribution and licensing of animated TV episodes and theatrical films in previous years. Details of this disposal was set out in the Company’s announcement dated 17 June 2019.

No disposal-related costs has been charged to administrative expenses in the consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2019.

Summary of the effect on disposal of Magic Well Group is as follows:

33. 出售附屬公司

(a) 出售Magic Well集團

於2019年6月17日，本集團以現金代價48,000,000港元完成出售Magic Well Holdings Limited (「**Magic Well**」) 連同其附屬公司 (統稱「**Magic Well集團**」) 之100%股權予一名獨立第三方，導致出售收益3,476,000港元。Magic Well集團於過往年度主要從事製作、發行及授權動畫電視片集及戲院電影。該出售事項之詳情載於本公司日期為2019年6月17日之公告。

並無與出售事項相關之成本計入截至2019年6月30日止年度之綜合損益及其他全面收益表之行政開支內。

出售Magic Well集團之影響概要如下：

		2019 HK\$'000 千港元
Property, plant and equipment	物業、機器及設備	291
Intangible assets	無形資產	30,190
Goodwill	商譽	39,987
Film and TV programme rights	電影及電視節目版權	5,056
Film and TV programme production in progress	製作中之電影及電視節目	11,327
Trade receivables	貿易應收款	1,700
Other receivables, deposits and prepayments	其他應收款、按金及預付款	1,153
Cash and bank balances	現金及銀行結存	129
Trade and other payables	貿易及其他應付款	(23,736)
Contract liabilities	合約負債	(5,994)
Other loan	其他貸款	(12,000)
Net assets disposed of	出售之資產淨值	48,103
Consideration received	已收代價	48,000
Net assets disposed of	出售之資產淨值	(48,103)
Cumulative exchange differences in respect of the net assets of the subsidiaries reclassified from equity to profit or loss upon loss of control of the subsidiaries	於失去附屬公司控制權時自權益重新分類至損益之附屬公司資產淨值之累計匯兌差額	(305)
Non-controlling interests	非控股權益	3,884
Gain on disposal	出售收益	3,476
Net cash inflow arising from the disposal:	自出售產生之現金流入淨額：	
Cash consideration received	已收現金代價	48,000
Cash and bank balances disposed of	所出售現金及銀行結存	(129)
		47,871

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33. DISPOSAL OF SUBSIDIARIES (continued)

(b) Disposal of Corporate Fame Group

On 2 May 2018, the Group disposed of its 100% equity interest in Corporate Fame Limited together with its subsidiaries (collectively referred to as “Corporate Fame Group”) to an independent third party at a cash consideration of HK\$8,100,000 which resulted in a loss on disposal of HK\$8,000. Corporate Fame Group was principally engaged in film and TV programme production and distribution and provision of event management services in previous years.

No disposal-related costs has been charged to administrative expenses in the consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2018.

Summary of the effect on disposal of Corporate Fame Group is as follows:

33. 出售附屬公司(續)

(b) 出售Corporate Fame集團

於2018年5月2日，本集團以現金代價8,100,000港元出售Corporate Fame Limited連同其附屬公司(統稱「Corporate Fame集團」)之100%股權予一名獨立第三方，導致出售虧損8,000港元。Corporate Fame集團於過往年度主要從事電影及電視節目製作及發行以及提供表演節目管理服務。

並無與出售事項相關之成本計入截至2018年6月30日止年度之綜合損益及其他全面收益表之行政開支內。

出售Corporate Fame集團之影響概要如下：

		2018 HK\$'000 千港元
Property, plant and equipment	物業、機器及設備	-
Film and TV programme rights	電影及電視節目版權	-
Trade receivables	貿易應收款	-
Other receivables, deposits and prepayments	其他應收款、按金及預付款	35
Cash and bank balances	現金及銀行結存	9,831
Trade and other payables	貿易及其他應付款	(16,901)
Net liabilities disposed of	出售之負債淨值	(7,035)
Consideration received	已收代價	8,100
Net liabilities disposed of	出售之負債淨值	7,035
Non-controlling interests	非控股權益	(15,143)
Loss on disposal	出售虧損	(8)
Net cash outflow arising from the disposal:	自出售產生之現金流出淨額：	
Cash consideration received	已收現金代價	8,100
Cash and bank balances disposed of	所出售現金及銀行結存	(9,831)
		(1,731)



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For the year ended 30 June 2019 截至2019年6月30日止年度

34. COMMITMENTS

(a) Operating lease commitments

The Group as lessee

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Operating leases rentals paid or payable for the year in respect of rented premises	就租賃物業已付或應付之年度經營租賃租金	34,293	27,760

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases, in respect of rented premises, which fall due as follows:

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Within one year	1年內	74,496	31,064
In the second to fifth year inclusive	第2至第5年(包括首尾 兩年在內)	654,466	133,954
Over five years	5年以上	1,147,345	97,215
		1,876,307	262,233

The leases are mainly negotiated for an average term of 1–15 years and the rentals are pre-determined and fixed.

In addition to the minimum lease payments described above, the Group has commitments to pay contingent rent based on the sales of the cinema premises pursuant to the terms and conditions as set out in the respective tenancy agreements. As the future sales could not be reliably determined, the relevant contingent rent has not been included in the above table.

34. 承擔

(a) 經營租賃承擔

本集團作為承租人

於報告期末，本集團根據有關租賃物業之不可撤銷經營租賃須履行之未來最低租金款項承擔於以下年期屆滿：

經磋商之租賃主要平均為期1至15年及租金為預先釐定及以定額計算。

於上述最低租金款項外，本集團之或然租金承擔乃根據有關租賃協議所載之條款及條件按戲院物業之銷售額支付。由於未來銷售無法可靠釐定，相關或然租金並未計入上表。



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綜合財務報表附註

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34. COMMITMENTS (continued)

(b) Capital commitments

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Contracted for but not provided the consolidated financial statements, net of amounts paid, in respect of:	就下列各項已訂約但未於綜合財務報表中撥備之款項(扣除已付款項):		
- Acquisition on property, plant and equipment	- 購置物業、機器及設備	175,616	2,049

34. 承擔(續)

(b) 資本承擔

35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

35. 融資活動所產生之負債對賬

下表詳述本集團融資活動產生之負債之變動，包括現金及非現金變動。融資活動所產生負債指於本集團綜合現金流量表內分類為融資活動所產生之現金流量或未來現金流量之負債。

		Other loan 其他貸款 HK\$'000 千港元	Amounts due to related companies 應付關連公司款項 HK\$'000 千港元	Amounts due to non-controlling interests 應付非控股權益款項 HK\$'000 千港元
At 1 July 2017	於2017年7月1日	-	16,049	44,870
Exchange realignment	匯兌調整	-	358	-
Advances from related companies	關連公司之墊款	-	46,165	-
Repayments to related companies	償還關連公司款項	-	(47,019)	-
At 30 June 2018 and 1 July 2018	於2018年6月30日及2018年7月1日	-	15,553	44,870
Exchange realignment	匯兌調整	-	(502)	-
Proceeds from other loan	其他貸款所得款項	12,000	-	-
Advances from related companies/ non-controlling interests	關連公司/ 非控股權益之墊款	-	9,163	672
Repayments to related companies/ non-controlling interests	償還關連公司/ 非控股權益款項	-	(18,563)	(1,953)
Disposal of subsidiaries (note 33(a))	出售附屬公司 (附註33(a))	(12,000)	-	-
At 30 June 2019	於2019年6月30日	-	5,651	43,589

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36. MATERIAL RELATED PARTY TRANSACTIONS

(a) During the year, the Group had the following material transactions with related parties:

36. 重大關連人士交易

(a) 於本年度，本集團與關連人士訂立下列重大交易：

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Company secretarial fees to a related company (note (iv))	向一間關連公司支付公司秘書費(附註(iv))	200	100
Consultancy fee to a related company (notes (i) and (iii))	向一間關連公司支付諮詢費(附註(i)及(iii))	2	2,076
Event investment costs paid to a related company (note (iii))	向一間關連公司支付表演項目投資成本(附註(iii))	769	2,790
Professional fee to a related company (note (iii))	向一間關連公司支付專業費用(附註(iii))	480	480
Purchases of furniture from a related company (notes (i) and (iii))	向一間關連公司購買傢俬(附註(i)及(iii))	4,732	899
Reimbursement of administrative expenses to a related company (note (iii))	償付一間關連公司之行政開支(附註(iii))	9,163	7,908
Rental expenses to related companies (notes (ii) and (iii))	向關連公司支付租金費用(附註(ii)及(iii))	14,897	10,770
Sales of merchandising goods to related parties (note (v))	向關連方出售商品(附註(v))	965	193

Notes:

(i) On 15 January 2018, a related company controlled by The Albert Yeung Discretionary Trust ("AY Trust") entered into an agreement with Ulferts International Limited ("Ulferts International"). Pursuant to the agreement, Ulferts International and its subsidiaries (collectively referred to as "Ulferts Group") shall sell/provide the following to members of Emperor Group (including the Group): (i) products and furniture procurement consultancy services in relation to their projects and investments, or for their own consumption; (ii) furniture coupons for their own consumption and for the consumption of their clients as a marketing strategy of their projects; and (iii) such other types of ancillary services and any transaction of revenue nature in the ordinary course of business of Ulferts Group, commencing from 29 January 2018 and up to 31 March 2020. Further details of these continuing connected transactions were set out in the Company's announcement dated 16 March 2018 and the section headed "Directors' Interest in Transactions, Arrangements or Contracts of Significance and Connected Transactions" under the Report of the Directors.

附註：

(i) 於2018年1月15日，The Albert Yeung Discretionary Trust ("AY Trust") 控制之一間關連公司與歐化國際有限公司("歐化國際")訂立一份協議。根據協議，自2018年1月29日起至2020年3月31日止，歐化國際及其附屬公司(統稱"歐化集團")向英皇集團成員公司(包括本集團)銷售/提供下列各項：(i)與彼等之項目及投資或自身消費相關之產品及傢俬採購諮詢服務；(ii)傢俬禮券，供自身使用及其客戶消費，作為彼等項目的營銷策略；及(iii)與歐化集團一般業務過程中相關之該等其他類別配套服務及屬收入性質的任何交易。該等持續關連交易之進一步詳情載於本公司日期為2018年3月16日之公告及董事會報告中「董事於重大交易、安排或合約之權益及關連交易」一節內。

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36. MATERIAL RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

Notes (continued):

- (ii) On 24 May 2018, the Company and Emperor International Holdings Limited (“**Emperor International**”) entered into a master leasing agreement (“**MLA**”) which set out a framework of the terms governing the tenancy transactions between the Group and the relevant members of Emperor International. The MLA commenced on 24 May 2018 and shall expire on 31 March 2021.

Pursuant to the MLA, relevant members of the Group and the relevant members of Emperor International may from time to time enter into any definitive leasing agreements in relation to any tenancy transactions (“**Definitive Leasing Agreement(s)**”). Both the Company and Emperor International were indirectly controlled by the AY Trust at the date of MLA. On 9 August 2018, upon fulfilment of all the conditions of the MLA, the aggregate tenancy annual cap shall have replaced all the annual caps obtained by the Company before 9 August 2018 for the tenancy transactions between the relevant members of Emperor International and the Group.

The transactions contemplated under the MLA constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules. Further details of which were set out in the Company’s announcement dated on 24 May 2018 and the Company’s circular dated on 17 July 2018 as well as the section headed “Directors’ Interest in Transactions, Arrangements or Contracts of Significance and Connected Transactions” under the Report of the Directors.

- (iii) These related companies are ultimately controlled by the relevant private discretionary trusts of which Mr. Yeung Ching Loong, Alexander, a Director, is one of the eligible beneficiaries.
- (iv) This related company is ultimately controlled by a Director.
- (v) These related parties include companies that are ultimately controlled by the relevant private discretionary trusts and a person who has control over the boards of the controlling shareholders of the Company.

36. 重大關連人士交易(續)

(a) (續)

附註(續):

- (ii) 於2018年5月24日，本公司與英皇集團(國際)有限公司(「**英皇國際**」)訂立總租賃協議(「**總租賃協議**」)，當中載列規管本集團與英皇國際相關成員之間租賃交易的框架條款。該總租賃協議已於2018年5月24日生效並將於2021年3月31日屆滿。

根據總租賃協議，本集團相關成員公司與英皇國際相關成員公司可不時就任何租賃交易訂立正式租賃協議(「**正式租賃協議**」)。於簽訂總租賃協議當日，本公司及英皇國際均由AY Trust間接控制。於2018年8月9日，在總租賃協議的全部條件獲達成後，總租賃年度上限取代就英皇國際相關成員與本集團之間的租賃交易而由本公司於2018年8月9日前所取得的年度上限。

根據上市規則第14A章，總租賃協議項下擬進行的交易構成本公司的持續關連交易。有關進一步詳情載於本公司日期為2018年5月24日之公告及本公司日期為2018年7月17日之通函，以及董事會報告中「董事於重大交易、安排或合約之權益及關連交易」一節內。

- (iii) 該等關連公司均由相關私人酌情信託(董事楊政龍先生為合資格受益人其中之一)最終控制。
- (iv) 該關連公司由一名董事最終控制。
- (v) 該等關連方包括由相關私人酌情信託最終控制之公司及控制本公司控股股東之董事會之人士。

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36. MATERIAL RELATED PARTY TRANSACTIONS (continued)

- (b) Details of balances with related companies/non-controlling interests at the end of the reporting period are set out in note 31.
- (c) The key management personnel of the Company are the Directors. Details of their remunerations are set out in note 16(a).

36. 重大關連人士交易(續)

- (b) 關連公司／非控股權益於報告期末的結餘之詳情載於附註31。
- (c) 本公司主要管理人員為董事。彼等之薪酬詳情載列於附註16(a)。

37. FINANCIAL INFORMATION OF THE COMPANY

37. 本公司之財務資料

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Non-current asset	非流動資產		
Interest in subsidiaries	於附屬公司之權益	532,436	585,772
Current assets	流動資產		
Other receivables, deposits and prepayments	其他應收款、按金及預付款	284	304
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	1,602	3,578
Cash and bank balances	現金及銀行結存	90,821	164,801
		92,707	168,683
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付款	1,242	1,247
Amount due to a related company	應付關連公司款項	383	502
		1,625	1,749
Net current assets	流動資產淨值	91,082	166,934
Net assets	資產淨值	623,518	752,706
Capital and reserves	股本及儲備		
Share capital	股本	32,133	32,133
Reserves (note)	儲備(附註)	591,385	720,573
Total equity	權益總額	623,518	752,706

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綜合財務報表附註

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37. FINANCIAL INFORMATION OF THE COMPANY (continued)

Note:

37. 本公司之財務資料(續)

附註：

		Share premium 股份溢價 HK\$'000 千港元	Capital redemption reserves 資本贖回儲備 HK\$'000 千港元	Contributable surplus 繳納盈餘 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2017	於2017年7月1日	912,843	50	58,658	(99,505)	872,046
Loss for the year	年度虧損	-	-	-	(151,473)	(151,473)
Other comprehensive income for the year	年度其他全面收益	-	-	-	-	-
Total comprehensive loss for the year	年度全面虧損總額	-	-	-	(151,473)	(151,473)
At 30 June 2018 and 1 July 2018	於2018年6月30日及2018年7月1日	912,843	50	58,658	(250,978)	720,573
Loss for the year	年度虧損	-	-	-	(129,188)	(129,188)
Other comprehensive income for the year	年度其他全面收益	-	-	-	-	-
Total comprehensive loss for the year	年度全面虧損總額	-	-	-	(129,188)	(129,188)
At 30 June 2019	於2019年6月30日	912,843	50	58,658	(380,166)	591,385

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38. PARTICULARS OF SUBSIDIARIES

(a) General information of subsidiaries

Particulars of the Company's principal subsidiaries as at 30 June 2019 and 2018 are set out as follows:

38. 附屬公司詳情

(a) 附屬公司一般資料

於2019年及2018年6月30日，本公司主要附屬公司之詳情載列如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 營業地點	Nominal value of issued shares/ registered capital 已發行股份/ 註冊資本面值	Proportion of nominal value of issued shares/registered capital held by the Company 本公司所持有已發行股份/ 註冊資本面值之比例				Principal activities 主要業務
			Direct 直接		Indirect 間接		
			2019	2018	2019	2018	
Emperor Cinema Group Limited 英皇電影城集團有限公司	BVI 英屬處女群島	US\$1 1美元	100%	100%	-	-	Investment holding 投資控股
Emperor Cinema Management Limited 英皇電影城管理有限公司	Hong Kong 香港	HK\$1 1港元	-	-	100%	100%	Cinema operation 戲院營運
Emperor Cinemas (China) Limited 英皇電影城(中國)有限公司	Hong Kong 香港	HK\$2 2港元	-	-	100%	100%	Investment holding 投資控股
Emperor Cinemas (Malaysia) Sdn. Bhd. 英皇電影城(馬來西亞)有限公司*	Malaysia 馬來西亞	MYR100,000 100,000林吉特	-	-	100%	-	Cinema operation 戲院營運
Goldcore Holdings Limited	BVI 英屬處女群島	US\$1 1美元	100%	100%	-	-	Investment holding 投資控股
Multi-Wide Limited 顯茂有限公司	Hong Kong 香港	HK\$1 1港元	-	-	100%	100%	Film and event investments and investment in securities 電影及表演項目 投資與證券投資
Perfect Perform Limited 冠頌有限公司	Hong Kong 香港	HK\$2 2港元	-	-	100%	100%	Cinema operation 戲院營運
Sino Spirit International Limited ("Sino Spirit")	BVI 英屬處女群島	US\$100 100美元	-	-	55%	55%	Investment holding 投資控股
英皇電影城(澳門)有限公司	Macau 澳門	MOP\$25,000 25,000澳門元	-	-	100%	100%	Cinema operation 戲院營運

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For the year ended 30 June 2019 截至2019年6月30日止年度

38. PARTICULARS OF SUBSIDIARIES

(continued)

(a) General information of subsidiaries

(continued)

38. 附屬公司詳情(續)

(a) 附屬公司一般資料(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 營業地點	Nominal value of issued shares/ registered capital 已發行股份/ 註冊資本面值	Proportion of nominal value of issued shares/registered capital held by the Company 本公司所持有已發行股份/ 註冊資本面值之比例				Principal activities 主要業務
			Direct 直接		Indirect 間接		
			2019	2018	2019	2018	
英皇電影城(安徽)有限公司	The PRC 中國	RMB32,800,000# 人民幣32,800,000元#	—	—	55%	55%	Cinema operation 戲院營運
英皇電影城(北京)有限公司	The PRC 中國	RMB95,000,000#^ 人民幣95,000,000元#^	—	—	100%	100%	Cinema operation 戲院營運
英皇電影城(重慶)有限公司	The PRC 中國	RMB33,000,000# 人民幣33,000,000元#	—	—	100%	100%	Cinema operation 戲院營運
英皇電影城(成都)有限公司	The PRC 中國	RMB23,500,000# 人民幣23,500,000元#	—	—	100%	100%	Cinema operation 戲院營運

Registered capital

^ The amount represents the registered capital of 英皇電影城(北京)有限公司 including its branch 英皇電影城(北京)有限公司深圳分公司 and 英皇電影城(北京)有限公司贛州分公司

* The Chinese name for identification purpose only

Notes:

- (i) All are ordinary share capital unless otherwise stated.
- (ii) None of the subsidiaries had any loan capital subsisting at the end of the year or at any time during the year.
- (iii) The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

註冊資本

^ 該金額指英皇電影城(北京)有限公司(包括英皇電影城(北京)有限公司深圳分公司及英皇電影城(北京)有限公司贛州分公司)之註冊資本

* 中文名稱僅供識別

附註:

- (i) 除另有列明者外，全部均為普通股股本。
- (ii) 各附屬公司於年末或本年度內任何時間概無任何借貸資本。
- (iii) 上表所列之本公司附屬公司，乃董事認為對本集團之業績或資產具重大影響之附屬公司。董事認為，一併列出其他附屬公司之詳情將會使有關資料過於冗長。

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For the year ended 30 June 2019 截至2019年6月30日止年度

38. PARTICULARS OF SUBSIDIARIES

(continued)

(a) General information of subsidiaries

(continued)

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. The principal activities of these subsidiaries are summarised as follows:

Principal activities 主要業務	Principal place of business 主要營業地點	Number of subsidiaries 附屬公司數目	
		2019	2018
Investment holding and others 投資控股及其他	Hong Kong 香港	6	3
	BVI 英屬處女群島	1	2

None of the subsidiaries had any loan capital subsisting at the end of the reporting period or at any time during the year.

於報告期末，本公司擁有對本集團而言並不重大之其他附屬公司。該等附屬公司之主要業務概述如下：

各附屬公司於報告期末或本年度內任何時間概無任何借貸資本。

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly owned subsidiaries of the Company that have material non-controlling interests:

(b) 擁有重大非控股權益之非全資附屬公司之詳情

下表載列擁有重大非控股權益之本公司非全資附屬公司之詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation/operation 註冊成立/營業地點	Proportion of ownership interests and voting rights held by non- controlling interests 非控股權益持有之擁有權 權益及投票權比例		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	
		2019	2018	2019	2018	2019	2018
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Sino Spirit [#]	BVI and the PRC/the PRC 英屬處女群島及中國/中國	45%	45%	(5,041)	(4,173)	(24,389)	(18,346)

[#] Representing Sino Spirit and its subsidiaries

[#] 指Sino Spirit及其附屬公司

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2019 截至2019年6月30日止年度

38. PARTICULARS OF SUBSIDIARIES

(continued)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests (continued)

		Sino Spirit	
		2019	2018
		HK\$'000	HK\$'000
		千港元	千港元
Current assets	流動資產	15,371	26,025
Non-current assets	非流動資產	36,089	43,364
Current liabilities	流動負債	(105,658)	(110,157)
Revenue	收入	38,371	38,292
Costs, other income and gains, expenses and taxation	成本、其他收入及收益、開支及稅項	(49,573)	(47,565)
Loss for the year	年度虧損	(11,202)	(9,273)
Net cash (outflow)/inflow from operating activities	經營活動之現金(流出)/流入淨額	(13,618)	2,445
Net cash outflow from investing activities	投資活動之現金流出淨額	(1,569)	(609)
Net cash inflow from financing activities	融資活動之現金流入淨額	728	5
Net cash (outflow)/inflow	現金(流出)/流入淨額	(14,459)	1,841

The above details do not include the financial information of JDMM Group which was owned as to 78.64% by Magic Well before the disposal of Magic Well Group on 17 June 2019 (see note 33(a)).

上述詳情不包括玉皇朝多媒體集團的財務資料(其為於2019年6月17日出售Magic Well集團前,由Magic Well持有78.64%之權益)(見附註33(a))。

39. COMPARATIVE INFORMATION

The Group has initially applied HKFRS 9 and HKFRS 15 on 1 July 2018. Under the transition method, comparative information is not restated. Further details of the change in accounting policies are disclosed in note 2.

In addition, certain comparative figures have been reclassified to be consistent with the current period's presentation.

40. AUTHORISATION FOR ISSUE OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 26 September 2019.

38. 附屬公司詳情(續)

(b) 擁有重大非控股權益之非全資附屬公司之詳情(續)

39. 比較資料

本集團於2018年7月1日初步應用香港財務報告準則第9號及香港財務報告準則第15號。根據過渡方法,毋須重列比較資料。有關會計政策變動的進一步詳情披露於附註2。

此外,若干比較數字已重新分類,以與本期間之呈報一致。

40. 授權刊發綜合財務報表

本綜合財務報表於2019年9月26日獲董事會批准及授權刊發。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

The following is a summary of the published results and the assets and liabilities of the Group for the five years ended 30 June 2019:

截至2019年6月30日止五個年度本集團之已公布業績以及資產及負債概要載列如下：

RESULTS

業績

		2015 HK\$'000 千港元	2016 HK\$'000 千港元	2017 HK\$'000 千港元	2018 HK\$'000 千港元	2019 HK\$'000 千港元
Continuing operations	持續經營業務					
Revenue	收入	85,332	24,251	44,925	91,202	145,753
Loss before taxation	除稅前虧損	(28,354)	(48,680)	(69,253)	(158,355)	(134,285)
Taxation (charge)/credit	稅項(支出)/抵免	(17)	-	175	242	-
Loss for the year from continuing operations	持續經營業務之年度虧損	(28,371)	(48,680)	(69,078)	(158,113)	(134,285)
Discontinued operation	已終止經營業務					
Loss for the year from discontinued operation*	已終止經營業務之年度虧損*	(48,873)	(28,747)	-	-	-
Loss for the year	年度虧損	(77,244)	(77,427)	(69,078)	(158,113)	(134,285)
Loss attributable to:	由下列人士應佔年度虧損：					
Owners of the Company	本公司擁有人	(75,115)	(106,015)	(62,327)	(153,797)	(126,437)
Non-controlling interests	非控股權益	(2,129)	28,588	(6,751)	(4,316)	(7,848)
		(77,244)	(77,427)	(69,078)	(158,113)	(134,285)

ASSETS AND LIABILITIES

資產與負債

		2015 HK\$'000 千港元	2016 HK\$'000 千港元	2017 HK\$'000 千港元	2018 HK\$'000 千港元	2019 HK\$'000 千港元
Total assets	總資產	956,210	827,832	1,053,942	902,608	700,273
Total liabilities	總負債	(98,307)	(76,543)	(173,048)	(161,468)	(101,144)
Net assets	資產淨值	857,903	751,289	880,894	741,140	599,129
Capital and reserves attributable to:	由下列人士應佔股本及儲備：					
Owners of the Company	本公司擁有人	884,464	776,177	904,179	752,706	623,518
Non-controlling interests	非控股權益	(26,561)	(24,888)	(23,285)	(11,566)	(24,389)
		857,903	751,289	880,894	741,140	599,129

* The discounted operation represented the post production service segment which was disposed of by the Group during the year ended 30 June 2016.

* 已終止經營業務指本集團截至2016年6月30日止年度出售之後期製作服務分類。



英皇文化產業集團有限公司
Emperor Culture Group Limited