KINGWELL GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 1195

ANNUAL REPORT 2019

Contents

Corporate Information

DIRECTORS

Mu Dongsheng *(Chairman and Chief Executive Officer)*
Sze Ming Yee
Cheung Chuen*
Ling Aiwen*
Lu Lin* *(appointed on 30 April 2019)*
Han Hongwei* *(resigned on 30 April 2019)*

* Independent Non-executive Director

COMPANY SECRETARY

Poon Yan Wai

AUTHORISED REPRESENTATIVES

Mu Dongsheng
Poon Yan Wai

AUDIT COMMITTEE

Ling Aiwen *(Chairman)*
Cheung Chuen
Lu Lin *(appointed on 30 April 2019)*
Han Hongwei *(resigned on 30 April 2019)*

REMUNERATION COMMITTEE

Ling Aiwen *(Chairman)*
Mu Dongsheng
Cheung Chuen

NOMINATION COMMITTEE

Mu Dongsheng *(Chairman)*
Ling Aiwen
Lu Lin *(appointed on 30 April 2019)*
Han Hongwei *(resigned on 30 April 2019)*

CORPORATE GOVERNANCE COMMITTEE

Lu Lin *(Chairman) (appointed on 30 April 2019)*
Ling Aiwen
Cheung Chuen
Han Hongwei *(Chairman) (resigned on 30 April 2019)*

LEGAL ADVISOR FOR CAYMAN ISLANDS LAW

Conyers Dill & Pearman

AUDITOR

Ernst & Young

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 314-315
Wing On Plaza
62 Mody Road
Tsim Sha Tsui East
Kowloon, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House
24 Shedden Road
P.O. Box 1586
Grand Cayman KY1-1110
Cayman Islands

HONG KONG BRANCH REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

TRADING CODE ON THE STOCK EXCHANGE OF HONG KONG LIMITED

1195

WEBSITE

http://kingwell.todayir.com

Financial Results

- Revenue for the Year increased to approximately RMB43.2 million.
- Gross profit for the Year was approximately RMB14.6 million.
- Loss before tax for the Year decreased to approximately RMB3.9 million.
- Loss for the Year attributable to owners of the Company was approximately RMB8.5 million.
- Total comprehensive loss for the Year attributable to owners of the Company was approximately RMB6.7 million.
- Basic loss per share attributable to ordinary equity holders of the Company was RMB0.29 cent.
- Total equity of the Group decreased to RMB183.8 million.

Chairman's Statement

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Kingwell Group Limited ("Kingwell" or the "Company"), I am presenting the financial report of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 30 June 2019 (the "Year").

The Group would like to expand the existing real estate business to include the provision of property management services. Therefore, on 25 June 2018, the Group entered into a conditional sale and purchase agreement with the Foshan Tianan Hongji Property Services Co., Ltd*（佛山天安鴻基物業服務有限公司）to acquire the property management business in Xuzhou City, Jiangsu Province, the PRC. The acquisition was completed on 1 November 2018. The business that operated is the current main business layout sector, and generate significant income and positive cashflow of the Group. Through the property management company platform, the Group plans to explore more derived businesses and value-add services relevant to the property management sector, including but not limited to undertaking projects such as landscaping projects construction, property leisure facilities construction, property agency services and commercial advertising, with significant results seen in both the businesses and contribution. The Group will constantly accumulate and enhance the property management service standard in Mainland China, comprehensively improve the service quality of the Group, actively expand the line of relevant business, strive to improve management qualifications of the Group and continue to enhance our comprehensive strengths for the purpose of getting well prepared for the Group to undertake more quality property management projects in future.

In addition, the Group has completed the acquisition of 700 carpark spaces in Xuzhou City. This acquisition is a good opportunity for the Group to expand the Group's participation in the PRC property market which also contribute significant income to the Group.

As for the gold mining business, since the mining area is too large and the rock composition in the northern Molchan region is complex, the Russia gold mining company planned to conduct small scale production prior to large scale exploitation, which is common for all the mining exercise. The gold mining company submitted the plan of exploitation to the local government in October 2017. However, due to the increase in number of wildfire and environmental destruction incidents caused by mining activities in 2017, the Russian authority raised the environment protection requirements on exploitation applications at the beginning of 2018. As the Group signed an outsourcing contract with a third party which modified the original submitted plan, the Group was required to re-submit a new plan of exploitation which satisfies the tightened regulation. The Group has filed the reschedules in November 2018 and expected to obtain the exploitation approval within the year of 2019. According to the new legal requirements in Russia, it is very difficult to get the working visa for the PRC workers. In this case, the outsourcing contractor had employed the local Russian workers for this project. The Group and the outsourcing contractor had started the foundation work for the exploitation process in May 2019. The outsourcing contractor had set up their mining equipment in the mining area and started the exploitation process. However, due to the heavy raining and flooding in the Molchan region, the outsourcing contractor was in the process to remove the stagnant water in the mining area in August 2019. The exploitation process was restarted in early September 2019. The Group expects the exploitation process has to be suspended from late October 2019 to March 2020 due to the severe winter in the Molchan region and restarted the exploitation process in April 2020.

* *For identification purpose only*

Looking ahead, the Group will continue to implement its diversified development strategy and proactively search for potential investment opportunities.

Finally, I would like to express my greatest gratitude to the Board, management and staff of the Group for their strenuous contribution in the past year. Furthermore, I would also like to take this opportunity to sincerely thank our customers, suppliers, business partners and shareholders for their continuous support and trust. I believe all members of the Group will dedicate their best effort to drive business growth and to deliver enhanced returns to shareholders.

Mu Dongsheng
Chairman

Hong Kong, 27 September 2019

Management Discussion and Analysis

RESULTS

For the Year, revenue of the Group amounted to approximately RMB43,179,000 (2018: RMB21,216,000), representing an increase of approximately 104% as compared with last year. The increase in revenue was mainly due to the sales of carpark spaces, property management services income and construction services income.

For the Year, the Group recorded a gross profit of approximately RMB14,595,000 (2018: RMB1,689,000) and loss before tax of approximately RMB3,891,000 (2018: RMB19,182,000) respectively. The increase in gross profit was mainly due to the increase of gross profit from the sales of carpark spaces, property management services income and construction services income. The decrease in loss before tax was mainly due to the contribution from the sales of carpark spaces, property management services income and construction services income.

The loss attributable to owners of the Company for the Year was approximately RMB8,493,000 (2018: RMB19,811,000). Basic loss per share for the Year was RMB0.29 cent (2018: RMB0.69 cent).

BUSINESS REVIEW

Gold Mining Business

The Group acquired 51% equity interest in a gold mining company in Russian Federation and completed the acquisition on 15 August 2012. The gold mining company is a company established under the laws of Russian Federation with limited liability and currently operates and owns the legal and beneficial interest in a mining project related to the mine. With an aggregate mining area of about 309.3 square kilometres, the mine is operated by the gold mining company and located in Molchan river, Zeyskiy region, Amur area, the Russian Federation. The Group has exploration and exploitation rights on the same area (BLG02398BR) with an expiry date on 31 December 2027.

Since the mining area is too large and the rock composition in the northern Molchan region is complex, the gold mining company planned to conduct small scale production prior to large scale exploitation, which is common for all the mining exercise. The gold mining company had submitted the plan of exploitation to the local government in October 2017. However, due to the increase in number of wildfire and environmental destruction incidents caused by mining activities during 2017, the Russian authority raised the environmental protection requirements on exploitation applications at the beginning of 2018. As the Group signed an outsourcing contract with a third party which modified the original submitted plan, the Group was required to re-submit a new plan of exploitation which satisfies the tightened regulation. The Group has filed the reschedules in November 2018 and expected to obtain the exploitation approval within the year of 2019. According to the new legal requirements in Russia, it is very difficult to get the working visa for the PRC workers. In this case, the outsourcing contractor had employed the local Russian worker for this project. The Group and the outsourcing contractor had started the foundation work for the exploitation process in May 2019.

On 30 January 2015, the Group acquired a 35% equity interest of Port First Limited ("Port First"). Major assets of Port First are its 70% equity interest in each of Longkou Jinxin Gold Co., Ltd. ("Jinxin Company") and Longkou Jinhui Gold Co., Ltd. ("Jinhui Company").

The mine exploitation license and exploration license of the Shanchakou Mine held by Jinxin Company had expired on 1 June 2018 and 28 September 2018 respectively, and the mine exploitation license of the Yaojia Mine held by Jinhui Company had expired on 31 December 2017. Although Jinxin Company and Jinhui Company had applied for the renewal of the above licenses, as at the reporting date, due to the tightened environmental regulations, no renewal approval was granted by the provincial government. Management of the Jinxin Company and Jinhui Company are of the view that it would be difficult to obtain licenses renewal under the tightened regulations.

In view of (i) the detreating financial performance of Port First; (ii) the expiration of licenses of the Shanchakou Mine and Yaojia Mine; (iii) the difficulty of renewing the mining licenses; and (iv) the prospect of the gold mining industry, on 21 June 2019, the Group announced the decision of its board of directors to dispose of its entire interest in Port First, at the consideration of RMB53 million ("Proposed Disposal"). Such consideration is payable in 5 instalments within one year. Completion shall be conditional upon the Group having received 100% of the consideration (i.e. RMB53 million). Subject to the Shareholders approval on 10 October 2019, the disposal of Port First will be completed in or before June 2020. As at 30 June 2019, the disposal is in progress and investment in Port First was reclassified as a non-current asset held for sale.

For the Year, the gold mining segment recorded a loss of approximately RMB2,501,000 as compared to a loss of approximately RMB3,058,000 in 2018. As at 30 June 2019, the gold mining business had segment assets of approximately RMB84,383,000 (2018: RMB134,076,000) and segment liabilities of approximately RMB290,000 (2018: RMB111,000).

Property Development, Property Leasing and Property Management Services Business

The property development project "Anlu Taihe Paradise" at Liang Ji Bei Road, Anlu Economic Development District in Anlu city, Hubei province in the PRC (Postal code 432600), is wholly owned by the Group and is having positive contribution to the Group. The project comprises three phases, with a total gross floor area of approximately 272,568 square meters and are approved for residential and commercial composite uses. The land use rights of the properties have been granted for a term expiring on 22 August 2065.

The Anlu Taihe Paradise comprised 3 phases, constructions were completed in 2007, 2009 and 2011 respectively and majority of the units has been sold. In its inventories, there are 28 unsold villas, 14 unsold shops and apartments in Phase I and 3 unsold shops in Phase II as at 30 June 2019.

Some of the properties are held by the Group as investment purpose (as shops and kindergarten) to generate rental income. Properties held by the Group for investment purpose as at 30 June 2019 are listed as below:

Shop Nos. 112-114 and 115-116 of Block 4, Shop Nos. 101-114 and 201 of Block 25, and Shop Nos. 111-112 and 117-118 of Block 53 in Anlu Taihe Paradise.

During the Year, the PRC property market condition was more difficult as compared with last year, which led to the decrease in sales of Anlu Taihe Paradise's properties.

On 25 June 2018, Xuzhou Taihua Property Management Co., Ltd.*（徐州泰華物業管理有限公司）("Xuzhou Taihua"), an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Foshan Tianan Hongji Property Services Co., Ltd.*（佛山天安鴻基物業服務有限公司）("Tianan Hongji"), pursuant to which Xuzhou Taihua conditionally agreed to purchase and Tianan Hongji conditionally agreed to sell all the assets, liabilities and businesses of Foshan Tianan Hongji Property Services Co., Ltd. Xuzhou Branch Office*（佛山天安鴻基物業服務有限公司徐州分公司）(the "Xuzhou Branch Office"). The consideration payable by Xuzhou Taihua is RMB9,000,000 (equivalent to approximately HK$10,800,000) in cash. The acquisition was completed on 1 November 2018.

Xuzhou Taihua contributed the property management services income and construction services income for the amount of approximately RMB6,632,000 and RMB13,312,000, respectively, for the year ended 30 June 2019.

The Group has completed the acquisition of 700 carpark spaces in Xuzhou City, the PRC. During the Year, the Group had sold 101 carpark spaces and contributed the revenue of approximately RMB7,525,000 for the year ended 30 June 2019. The Group still holds 599 carpark spaces as inventories as at 30 June 2019.

For the Year, the property development, property leasing and property management services segment recorded a gain of approximately RMB11,761,000 as compared to a loss of approximately RMB6,732,000 in 2018. As at 30 June 2019, the property development, property leasing and property management services business had segment assets of approximately RMB129,422,000 (2018: RMB91,185,000) and segment liabilities of approximately RMB54,351,000 (2018: RMB25,949,000).

Geographic Information

For the Year, revenue from operations of RMB43,179,000 (2018: RMB21,216,000) was derived from sales to external customers located in Mainland China.

Business Prospects

In order to sustain the continuous growth of the Group and meet the coming challenges, the Group developed its property development and property leasing business in Anlu City, Hubei Province in the PRC. The real estate project, comprising various types of properties including villas, apartments and commercial buildings. Although the property market is still under great pressure, the Directors expect that the property development and property leasing business will continue to generate positive cashflow in the future.

The Group would like to enlarge the existing property development and property leasing business to include the provision of property management services. Therefore, the Group had entered into the conditional sale and purchase agreement with Tianan Hongji to acquire the property management business in Xuzhou City, Jiangsu Province, the PRC. This business not only would contribute significant income and positive cashflow to the Group, it would also enhance the Group's expertise in the daily management of properties in the PRC, enabling the Group to improve the quality of the property management at the Group's property development project for now and in the future. The acquisition was completed on 1 November 2018.

Except that, the Group has completed the acquisition of 700 carpark spaces in Xuzhou City, the PRC. This acquisition is a good opportunity to expand the Group's participation in the PRC property market. Also, the Group will actively search suitable site for property development.

The Group expected the property management services and the sale of carpark spaces in Xuzhou will continue to generate significant income and positive cashflow in the coming year.

As for the gold mining business, since the mining area is too large and the rock composition in the northern Molchan region is complex, the Russia gold mining company planned to conduct small scale production prior to large scale exploitation, which is common for all the mining exercise. The gold mining company submitted the plan of exploitation to the local government in October 2017. However, due to the increase in number of wildfire and environmental destruction incidents caused by mining activities in 2017, the Russian authority raised the environment protection requirements on exploitation applications at the beginning of 2018. As the Group signed an outsourcing contract with a third party which modified the original submitted plan, the Group was required to re-submit a new plan of exploitation which satisfies the tightened regulation. The Group has filed the reschedules in November 2018 and expected to obtain the exploitation approval within the year of 2019. According to the new legal requirements in Russia, it is very difficult to get the working visa for the PRC workers. In this case, the outsourcing contractor had employed the local Russian workers for this project. The Group and the outsourcing contractor had started the foundation work for the exploitation process in May 2019. The outsourcing contractor had set up their mining equipment in the mining area and started the exploitation process. However, due to the heavy raining and flooding in the Molchan region, the outsourcing contractor was in the process to remove the stagnant water in the mining area in August 2019. The exploitation process was restarted in early September 2019. The Group expects the exploitation process has to be suspended from late October 2019 to March 2020 due to the severe winter in the Molchan region and restarted the exploitation process in April 2020.

Looking ahead, the Group will continue to implement its diversified development strategy and proactively search for potential investment opportunities.

Liquidity and Financial Resources and Capital Structure

For the Year, the Group's working capital requirement was principally financed by its internal resources.

As at 30 June 2019, the Group had cash and cash equivalents, net current assets and total assets less current liabilities of approximately RMB61,540,000 (2018: RMB52,666,000), RMB96,996,000 (2018: RMB62,651,000) and RMB190,952,000 (2018: RMB197,457,000), respectively.

As at 30 June 2019, the Group had no interest-bearing borrowings (2018: Nil).

Total equity attributable to owners of the Company as at 30 June 2019 decreased by approximately RMB6,653,000 to approximately RMB142,601,000 (2018: RMB149,254,000). The gearing ratio (calculated as the ratio of net debt: capital and net debt) of the Group as at 30 June 2019 was in net cash position (2018: net cash position).

Significant Investments

Save as disclosed above, the Group held no significant investment during the Year.

Major Transaction in relation to the Disposal of 35% Equity Interests in the Port First Limited

On 21 June 2019, the Group and Mr. Wu Fong Shing ("Mr. Wu") entered into the sale and purchase agreement (the "Sale and Purchase Agreement"), pursuant to which the Group conditionally agreed to sell and Mr. Wu conditionally agreed to acquire the 17,500 shares (the "Disposal"), representing 35% equity interests in Port First Limited (the "Target Company"), at the consideration payable by Mr. Wu of RMB53.0 million (equivalent to approximately HK$60.4 million) (the "Consideration").

The completion of the Disposal (the "Completion") is subject to fulfilment of the conditions precedent under the Sale and Purchase Agreement (the "Conditions"). Upon Completion, the Group will cease to have any interest in the Target Company, and the financial results of the Target Company will no longer be shared into the consolidated financial statements of the Group under the equity method.

On 7 August 2019, the Group and Mr. Wu entered into a supplemental agreement to the Sale and Purchase Agreement (the "Supplemental Agreement").

Pursuant to the Supplemental Agreement, in addition to the Conditions, Completion shall also be conditional upon the Group having received no less than 60% of the Consideration (i.e. RMB31.8 million).

On 9 September 2019, the Group and Mr. Wu entered into the second supplemental agreement to the Sale and Purchase Agreement (as amended by the Supplemental Agreement).

Pursuant to the Second Supplemental Agreement, in addition to the Conditions, the Completion shall only take place after the Consideration of RMB53.0 million (equivalent to approximately HK$60.4 million) had been received by the Group in full.

As one or more of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") in respect of the Disposal is more than 25% but less than 75%, the Disposal constitutes a major transaction for the Company under Rule 14.06(3) of the Listing Rules and is subject to reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

Details of the Disposal is set out in the announcements of the Company dated 21 June 2019, 7 August 2019 and 9 September 2019 and in the circular of the Company dated 18 September 2019.

Disclosable Transaction in relation to Acquisition of Carpark Spaces in Xuzhou

On 1 March 2019, Jiangsu Tianan Hongji Property Management Co., Ltd.*（江蘇天安鴻基物業管理有限公司）("Jiangsu Tianan"), an indirect wholly-owned subsidiary of the Group, entered into the sale and purchase agreement with Xuzhou Zhongwei Real Estate Co., Ltd.*（徐州市中維地產有限公司）("Xuzhou Zhongwei"), pursuant to which Jiangsu Tianan conditionally agreed to acquire and Xuzhou Zhongwei conditionally agreed to sell 700 underground carpark spaces in Xincheng district, Xuzhou City, Jiangsu Province, the PRC. The aggregate consideration payable by Jiangsu Tianan is RMB28,000,000 (equivalent to approximately HK$33,600,000) in cash.

As one or more of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the acquisition is above 5% but less than 25%, the acquisition constitutes a disclosable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Details of the acquisition is set out in the announcement of the Company dated 1 March 2019.

Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

Save as disclosed above, the Group had no material acquisitions or disposals of subsidiaries, associates or joint ventures during the Year.

Employee Information

As at 30 June 2019, the Group employed a total of 77 (2018: 32) employees. It is a policy of the Group to review its employees' pay levels and performance bonus system regularly to ensure that the remuneration policy is competitive within the relevant industry. During the Year, the employment cost (including Directors' emoluments) amounted to approximately RMB9,303,000 (2018: RMB8,290,000). In order to align the interests of staff, Directors and consultants with the Group, share options may be granted to staff, Directors and consultants under the Group's 2010 share option scheme (the "2010 Share Option Scheme"). There were 183,304,000 share options outstanding under the 2010 Share Option Scheme as at 30 June 2019.

Charges on Group Assets

As at 30 June 2019, no Group's assets were pledged to secure general banking facilities to the Group (2018: Nil).

Future Plans for Material Investments and Expected Sources of Funding

In the future, the Group will continue to implement its diversified development strategy and proactively search for potential investment opportunities.

The Group had no future plans for material investments and expected sources of funding as at 30 June 2019.

Exposure to Fluctuations in Exchange Rates

The Group has foreign currency risk as certain financial assets and liabilities are denominated in foreign currencies, principally in Hong Kong dollars and Russian ruble. The Group does not expect any appreciation or depreciation of the Renminbi against foreign currency which might materially affect the Group's result of operations. The Group did not employ any financial instruments for hedging purposes.

Capital Commitments

As at 30 June 2019, the Group had no capital commitments (2018: RMB9,000,000).

Contingent Liabilities

As at 30 June 2019, the banking facilities of RMB3,000,000 were granted to buyers of certain properties developed by the Group (2018: RMB3,169,000).

DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 30 June 2019 (2018: Nil).

IMPORTANT EVENTS AFTER THE YEAR

Save as disclosed herein, no important events took place subsequent after the Year.

Biographical Information of Directors and Senior Management

DIRECTORS

Executive Directors

Mr. Mu Dongsheng（穆東升）, aged 49, is an executive Director, Chairman, authorised representative and chief executive officer of the Company. He has 22 years of working experience in management in both government and private sector in the PRC and abroad. He holds a Master's Degree in Laws from the Beijing Foreign Affairs College. Mr. Mu was appointed as an executive Director on 15 January 2016 and was a consultant of the Company prior to joining the Company. Mr. Mu is also a member of the remuneration committee of the Company and the Chairman of the nomination committee of the Company.

Mr. Sze Ming Yee（施明義）, aged 54, is an executive Director of the Company. He has more than 24 years' experience in property development and investment and is currently engaged in property development primarily in the PRC and primarily in Wenzhou. He also invests in securities in the PRC. He is a postgraduate student of Zhejiang University. Mr. Sze joined the Group and was appointed as an executive Director on 15 January 2010. He is also a director of Union Day Group Limited, a substantial shareholder of the Company.

Independent Non-executive Directors

Mr. Cheung Chuen（張全）, aged 45, is an independent non-executive Director of the Company. He is a certified public accountant practicing in the United States of America and Hong Kong. Mr. Cheung graduated from Hong Kong Shue Yan University in 1999 with majoring in accounting and obtained a master degree in professional accounting from the Hong Kong Polytechnic University in 2004. He is a member of the American Institute of Certified Public Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheung has over the years gained extensive experience in accounting and auditing. He has been appointed as an independent non-executive Director of the Company since 30 September 2004. Mr. Cheung currently is an executive director of China High Precision Automation Group Limited (stock code: 591), a listed company in Hong Kong. Mr. Cheung is also a member of each of the audit committee, remuneration committee and corporate governance committee of the Company.

Mr. Ling Aiwen（凌愛文）, aged 40, is an independent non-executive Director of the Company. He is the executive general manager and A-share sponsor representative of the Jiuzhou Securities Company since March 2015. He was the executive director of the Goldman Sachs (Asia) & Goldman Sachs Gaohua Securities Company from 2011 to 2014. Mr. Ling has working experience in various securities firms in PRC, and has over 17 years of experience in the investment banking field. Mr. Ling graduated from the University of Science and Technology of China with Dual Bachelors' Degree in Management Science & Engineering, and in Computer Science. Mr. Ling also holds a Master's degree in Management Science from the Peking University. Mr. Ling has been appointed as an independent non-executive Director of the Company on 31 July 2015. Mr. Ling is also the Chairman of each of the audit committee and remuneration committee of the Company and a member of each of the nomination committee and corporate governance committee of the Company.

Independent Non-executive Directors (Continued)

Mr. Lu Lin（盧霖）, aged 44, is an Independent Non-executive Director of the Company. He is the senior advisor of the Changan International Trust Co., Ltd since May 2014. He was the director of the RSM International from May 2011 to April 2014. He was the senior investment analyst of the Triangle capital from April 2010 to May 2011. He was the manager of the Property Investment Fund, Property Dimensions from January 2008 to April 2010. Mr. Lu has working experience in various investment sector in PRC and United Kingdom, and has over 20 years of experience in the investment and management field. He has been appointed as an Independent Non-executive Director of the Company on 30 April 2019. Mr. Lu is also a member of each of the audit committee and the nomination committee of the Company and the chairman of the corporate governance committee of the Company.

SENIOR MANAGEMENT

Mr. Poon Yan Wai（潘仁偉）, aged 49, is the financial controller, company secretary and authorised representative of the Company. Mr. Poon joined the Company in March 2011 and has over 20 years of experience in the auditing and accounting field. Mr. Poon is a Fellow Member of the Hong Kong Institute of Certified Public Accountants. He also holds a Bachelor's degree in Accountancy and Master's degree in Corporate Finance from the Hong Kong Polytechnic University.

Corporate Governance Report

The Group is committed to statutory and regulatory corporate governance standards and adherence to the principles of corporate governance emphasising accountability, transparency, independence, fairness and responsibility.

The Group has complied with the code provisions in the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules throughout the Year, except the following deviation:

Code Provision A.2.1

Under the code provision A.2.1 of the CG Code states that the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. Being aware of the said deviation from code provision A.2.1, but in view of the current rapid development of the Group, the Board believes that with the support of the management, vesting the roles of both chairman and chief executive officer of the Company by Mr. Mu Dongsheng can facilitate execution of the Group's business strategies and boost effectiveness of its operation. In addition, under the supervision by the Board which consists of three independent non-executive Directors, the interests of the shareholders will be adequately and fairly represented. The Company will seek to re-comply with code provision A.2.1 by identifying and appointing a suitable and qualified candidate to the position of the chief executive officer of the Company in future.

A. SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code of Securities Transaction by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the Directors.

Having made specific enquiries of all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code throughout the Year.

B. BOARD OF DIRECTORS

1. Composition of the Board of Directors

As at 30 June 2019, the Board consisted of two executive Directors and three independent non-executive Directors. Each of Directors' respective biographical details are set out in the section headed "Biographical Information of Directors and Senior Management" of this annual report.

The composition of the Board is well balanced with each Director having sound knowledge, experience and/or expertise relevant to the business of the Group. To the best knowledge of the Company, save as disclosed in the section headed "Biographical Information of Directors and Senior Management" of this annual report, there is no financial, business, family or other material/relevant relationship among members of the Board (including the Chairman and the Chief Executive Officer).

2. Role and Functions of the Board of Directors

The Board is accountable to the shareholders for managing the Company in a responsible and effective manner. Also, the Board decides on overall strategies and monitors the Group's performance.

The Board is responsible for the oversight of the Company's business and affairs with the objective of enhancing shareholder value. The Board also makes decisions on matters such as approving the annual results and interim results, notifiable and connected transactions, appointment and re-appointment of Directors, declaring dividends and adopting accounting policies, etc. Details of the experience and qualifications of Directors are set out in the section headed "Biographical Information of Directors and Senior Management" of this annual report.

The Board delegates the authority and responsibility for implementing day-to-day operations, business strategies and management of the Group's businesses to the Executive Directors and the management. When the Board delegates aspects of its management and administration functions to the management, it has given clear directions as to the powers of the management, in particular, with respect to the circumstances where the management shall report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

3. Board Meetings and Board Practices

During the Year, the Board conducted 7 meetings and the Board will meet on other occasions when a board level decision on a particular matter is required. The attendance records of those meetings held are set out below:

Directors' Attendance at Board Meetings	**No. of attendance**
Executive Directors	
Mr. Mu Dongsheng	7/7
Mr. Sze Ming Yee	7/7
Independent Non-executive Directors	
Mr. Cheung Chuen	7/7
Mr. Ling Aiwen	7/7
Mr. Lu Lin *(appointed on 30 April 2019)*	2/2
Mr. Han Hongwei *(resigned on 30 April 2019)*	4/5

The Directors will receive details of agenda items for decision and detail documents in advance of each Board meeting. The Company Secretary is responsible for distributing detailed documents to Directors prior to the Board meetings to ensure that the Directors are able to make informed decisions regarding the matters discussed in the meetings. The Company Secretary is also responsible for ensuring the procedures of the Board meetings are observed and providing to the Board opinions on matters in relation to the compliance with the procedures of the Board meetings.

4. General Meetings

During the Year, the Company convened two general meetings. In which, one extraordinary general meeting held on 29 October 2018 and one annual general meeting held on 12 December 2018.

Directors' Attendance at General Meetings	No. of attendance
Executive Directors	
Mr. Mu Dongsheng	2/2
Mr. Sze Ming Yee	0/2
Independent Non-executive Directors	
Mr. Cheung Chuen	2/2
Mr. Ling Aiwen	0/2
Mr. Lu Lin *(appointed on 30 April 2019)*	N/A
Mr. Han Hongwei *(resigned on 30 April 2019)*	0/2

5. Directors' Training

According to the code provision A.6.5 of the CG Code, all Directors should participate in a programme of continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the board remains informed and relevant. The Company should be responsible for arranging and funding training, placing an appropriate emphasis on the roles, functions and duties of the Directors of the Company. The Company continuously updates the Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

During the Year, the Directors participated in the following continuous professional development:

Name of Directors	Training organized by the Company[1]	Reading materials updating on new rules and regulations
Executive Directors		
Mr. Mu Dongsheng	✓	✓
Mr. Sze Ming Yee	✓	✓
Independent Non-executive Directors		
Mr. Cheung Chuen	✓	✓
Mr. Ling Aiwen	✓	✓
Mr. Lu Lin *(appointed on 30 April 2019)*	✓	✓
Mr. Han Hongwei *(resigned on 30 April 2019)*	✓	✓

Notes:

1. Professional training was arranged by the Company to update the Directors' knowledge.

2. The Company received from each of the Directors the confirmations on taking continuous professional training.

6. Independent Non-executive Directors

In compliance with Rule 3.10(1) of the Listing Rules, there are three independent non-executive Directors representing more then one third of the Board. Among the three independent non-executive Directors, one of them has appropriate professional qualifications in accounting or relevant financial management expertise as required by Rule 3.10(2) of the Listing Rules.

The independent non-executive Directors bring independent judgment on issues of strategy, performance and risk. The Company has received from each of the independent non-executive Directors written confirmations of their independence pursuant to Rule 3.13 of the Listing Rules. Based upon the said confirmations, the Board considers that all the independent non-executive Directors are independent.

7. Chairman and Chief Executive Officer

CG Code provisions A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company does not segregate the roles of chairman and chief executive officer and Mr. Mu Dongsheng currently holds both of the Chairman and chief executive officer positions, as explained in the paragraph headed "Code Provision A.2.1" above in the Corporate Governance Report.

8. Appointment, Re-election and Removal of Directors

According to the articles of association of the Company, one-third of the Directors are required to retire from office at each annual general meeting, provided that every Director shall be subject to retirement by rotation at least once in every three years.

According to the code provision A.4.1 of the CG Code, independent non-executive Directors should be appointed for a specific term of service. Mr. Cheung Chuen, Mr. Ling Aiwen and Mr. Lu Lin were appointed as independent non-executive Directors on 30 September 2004, 31 July 2015 and 30 April 2019, their appointment letters have been signed with the Company for a term of one year commencing from 1 January 2019, 31 July 2019 and 30 April 2019, respectively. According to their terms of service, Mr. Cheung Chuen, Mr. Ling Aiwen and Mr. Lu Lin are subject to retirement by rotation and offer themselves for re-election in accordance with the articles of association of the Company.

9. Remuneration of Directors and Senior Management

The emoluments of the members of the senior management by band for the year ended 30 June 2019 are set out below:

	Number of members	
	2019	2018
Emolument bands		
Nil to HK$1,000,000	**–**	–
HK$1,000,001 to HK$1,500,000	**1**	1

Further particulars regarding Directors' emoluments and the five highest paid individuals as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 8 and 9 to the financial statements.

C. BOARD COMMITTEES

1. Remuneration Committee

The Company established a remuneration committee (the "Remuneration Committee") in November 2005 with written terms of reference no less exacting terms than the CG Code. The Remuneration Committee is responsible for advising the Board on the remuneration policy and framework of the Directors and senior management, as well as reviewing and having delegated responsibility to determine the remuneration packages of individual executive directors and senior management, including benefits in kinds, pension rights and compensation payments, with reference to the Company's objectives from time to time.

As at 30 June 2019, the Remuneration Committee consisted of three members, comprising one executive Director, Mr. Mu Dongsheng, and two independent non-executive Directors, Mr. Ling Aiwen and Mr. Cheung Chuen. Mr. Ling Aiwen is the chairman of the Remuneration Committee. During the Year, two meetings were held to review the remuneration packages of the Board and the senior management. The attendance records of the Remuneration Committee meetings held are set out below:

Directors' Attendance at Remuneration Committee Meetings	**No. of attendance**
Mr. Ling Aiwen *(Chairman of the Remuneration Committee)*	2/2
Mr. Cheung Chuen	2/2
Mr. Mu Dongsheng	2/2

2. Audit Committee

The Company established an audit committee (the "Audit Committee") in May 2001 with written terms of reference revised to be substantially the same as the provisions as set out in the CG Code. The Audit Committee acts as an important link between the Board and the Company's auditor in matters within the scope of the Group's audit. The duties of the Audit Committee are to review and discuss on the effectiveness of the external audit and risk evaluation of the Company, as well as the Company's annual report and accounts, interim reports and to provide advice and comments to the Board. The Audit Committee is also responsible for reviewing and supervising the Group's financial reporting, risk management and internal control systems. The Audit Committee has reviewed the annual results of the Group for the Year.

As at 30 June 2019, the Audit Committee consisted of three members and they are all the independent non-executive Directors, namely Mr. Cheung Chuen, Mr. Ling Aiwen and Mr. Lu Lin. Mr. Ling Aiwen is the chairman of the Audit Committee. During the Year, two meetings were held to review the consolidated financial statements for the Year and the unaudited condensed consolidated interim financial statements for the six months ended 31 December 2018 with the recommendations to the Board for approval; and to review the accounting principals and policies adopted by the Group and its system of risk management and internal control systems. The attendance records of the Audit Committee meetings held are set out below:

Directors' Attendance at Audit Committee Meetings	**No. of attendance**
Mr. Ling Aiwen *(Chairman of the Audit Committee)*	2/2
Mr. Cheung Chuen	2/2
Mr. Lu Lin *(appointed on 30 April 2019)*	N/A
Mr. Han Hongwei *(resigned on 30 April 2019)*	2/2

3. Nomination Committee

The Company established a nomination committee (the "Nomination Committee") on 26 March 2012 with written terms of reference no less exacting terms than CG Code. The Nomination Committee is responsible for electing and recommending candidates for directorship, based on assessment of their professional qualifications and experience and is also responsible for assessing the independence of each Independent Non-executive Director.

Nomination Policy

The Board has adopted the nomination policy (the "Nomination Policy") on 26 September 2018 which sets out the nomination criteria and procedures for the Company to select candidate(s) for possible inclusion in the Board. The Nomination Policy could assist the Company to achieve board diversity in the Company and enhance the effectiveness of the Board and its corporate governance standard.

When assessing the suitability of a candidate, factors such as the qualifications, skills, integrity and experience will be taken into consideration as a whole. In the case of independent non-executive Directors, they must further satisfy the independence criteria set out within Rule 3.13 of the Listing Rules. Since the selection of candidates should ensure that diversity remains a central feature of the Board, a range of diverse perspectives, including but not limited to gender, age, cultural and educational background, or professional experience would be considered.

The process to identify potential candidates for the Board would be as follows:

(1) identifying potential candidates, including recommendations from the Board members, professional search firms and the shareholders of the Company;

(2) evaluating the candidates based on the approved selection criteria through methods such as reviewing the resume and conducting the background checks;

(3) reviewing the profiles of the shortlisted candidates and interview them; and

(4) making recommendations to the Board on the selected candidates.

The Nomination Policy also includes the Board succession plan to assess whether vacancies on the Board would be created or expected due to the Directors' resignation, retirement, death and other circumstances and to identify candidates in advance if necessary. The Nomination Policy will be reviewed on a regular basis.

Board Diversity Policy

The Nomination Committee adopted a board diversity policy on 30 August 2013. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background and professional experience. Appointments will be based on merit, measured against objective criteria, and the skills and experience that the selected candidates will bring to the Board.

As at 30 June 2019, the Nomination Committee consisted of three members, comprising one executive Director, Mr. Mu Dongsheng, and two independent non-executive Directors, Mr. Ling Aiwen and Mr. Lu Lin. Mr. Mu Dongsheng is the chairman of the Nomination Committee. During the Year, the Nomination Committee conducted two meetings to assess the Independence of the Independent Non-executive Director. The attendance record of the Nomination Committee meetings held are set out below:

Directors' Attendance at Nomination Committee Meetings	**No. of attendance**
Mr. Mu Dongsheng *(Chairman of the Nomination Committee)*	2/2
Mr. Ling Aiwen	2/2
Mr. Lu Lin *(appointed on 30 April 2019)*	N/A
Mr. Han Hongwei *(resigned on 30 April 2019)*	1/1

4. Corporate Governance Committee

The Company established a corporate governance committee (the "Corporate Governance Committee") on 26 March 2012 with written terms of reference no less exacting terms than the CG Code. The Corporate Governance Committee is responsible for developing and reviewing the Company's policies and practices on corporate governance.

As at 30 June 2019, the Corporate Governance Committee consisted of three members and they are all the independent non-executive Directors, namely Mr. Cheung Chuen, Mr. Ling Aiwen and Mr. Lu Lin. Mr. Lu Lin is the chairman of the Corporate Governance Committee. During the Year, two meetings were held by the Corporate Governance Committee to review the corporate matters of the Company that the Company had complied with the principles and applicable code provision of the CG Code and was not aware of any non-compliance to relevant legal and regulatory requirements. The attendance records of the Corporate Governance Committee meetings held are set out below:

Directors' Attendance at Corporate Governance Committee Meetings	**No. of attendance**
Mr. Lu Lin *(Chairman of the Corporate Governance Committee) (appointed on 30 April 2019)*	N/A
Mr. Cheung Chuen	2/2
Mr. Ling Aiwen	2/2
Mr. Han Hongwei *(Chairman of the Corporate Governance Committee) (resigned on 30 April 2019)*	2/2

D. ACCOUNTABILITY AND AUDIT

1. Directors' and Auditor's Responsibility for the Consolidated Financial Statements

The Directors are responsible for the preparation of the consolidated financial statements. The Group's consolidated financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies have been adopted and applied consistently, and that judgments and estimates made are prudent and reasonable.

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group. Having made appropriate enquiries, the Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt over the Group's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the consolidated financial statements.

The reporting responsibilities of external auditor of the Company are disclosed in "Independent Auditor's Report".

2. Auditor's Remuneration

During the Year, the remuneration paid/payable to the Company's auditor, Ernst & Young, is set out as follows:

Nature of Services	**Fee paid/payable** RMB'000
Audit services	2,359
Non-audit services	–

E. COMPANY SECRETARY

Mr. Poon Yan Wai was appointed as the financial controller, company secretary and authorised representative of the Company. The biographical information of Mr. Poon is set out on page 14 under the section headed "Biographical Information of Directors and Senior Management". According to Rule 3.29 of the Listing Rules, Mr. Poon took no less than 15 hours of relevant professional training.

F. SHAREHOLDERS' RIGHTS

Convening an extraordinary general meeting

Pursuant to article 58 of the articles of association of the Company, any one or more members of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting enquiries to the Board

To ensure effective communication between the Board and the Shareholders, the Company has adopted a shareholders' communication policy (the "Policy") on 26 March 2012. Under the Policy, the Company's information shall be communicated to the Shareholders mainly through general meetings, including annual general meetings, the Company's financial reports (interim reports and annual reports), and its corporate communications and other corporate publications on the Company's website and the Stock Exchange's website.

Shareholders may at any time make a request for the Company's information to the extent such information is publicly available. Any such questions shall be first directed to the Company Secretary at the Company's head office and principal place of business in Hong Kong or the Company's Hong Kong branch registrar and transfer office, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Putting forward proposals at shareholders' meeting

The number of shareholders necessary for a requisition for putting forward a proposal at a shareholders' meeting shall be any number of shareholders representing not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings at the date of the requisition.

A copy or copies of requisition signed by all requisitionists shall be deposited, with a sum reasonably sufficient to meet the Company's expenses in giving notice of the proposed resolution or circulating any necessary statement, at the Company's head office and principal place of business in Hong Kong in the case of:

(i) a requisition requiring notice of a resolution, not less than six weeks before the meeting; and

(ii) any other requisition, not less than one week before the meeting.

The Company will verify the requisition and upon confirming that the requisition is proper and in order, the Board will proceed with necessary procedures.

G. DIVIDEND POLICY

The Board has adopted the dividend policy (the "Dividend Policy") on 26 September 2018 which sets out the appropriate procedure on declaring and recommending the dividend payment of the Company. The Company takes priority to distributing dividends in cash and shares its profits with the shareholders of the Company. The dividend distribution decision of the Company will depend on, among others, the financial results, the current and future operations, liquidity and capital requirements, financial condition and other factors as the Board may deem relevant. The Board may also declare special dividends from time to time. The Dividend Policy will be reviewed on a regular basis.

H. INVESTORS AND SHAREHOLDERS RELATIONS

The Company continues to pursue a proactive policy in promoting investor relations and communications with the shareholders of the Company. The Board also recognised that effective communication with investors is the key to establish investor confidence and to attract new investors.

The Company communicates with its shareholders and investors through the publication of annual and interim reports, press announcements and releases, also the Company's website at http://kingwell.todayir.com.

The annual general meeting of the Company also provides an important opportunity for constructive communication between the Board and the shareholders of the Company. The Chairman as well as the chairman of the audit and remuneration committees, or in their absence, members of the relevant committees are available to answer any questions raised by the shareholders.

The Group regularly releases corporate information, such as awards received, and the latest news of the Group's developments on the Company's website. The public are welcome to give their comments and make their enquiries through the Company's website, the management will give their prompt response thereto.

I. RISK MANAGEMENT AND INTERNAL CONTROL

Maintaining a sound risk management and internal control systems is vital to the fulfillment of the Group's business objectives as well as its long-term sustainable growth. The Board acknowledges its overall responsibility in evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensures that the Group had established and maintained an appropriate and effective risk management and internal control systems. The Audit Committee will review and control significant risks.

The Company's management encourages increasing the awareness on risk and control throughout the Group, and set up the objectives, performance targets and policies for managing the key risks, including strategic planning, business operations, legal and regulatory compliance, expenditure control, environment, health and safety. The Group has a well-established organizational structure with defined levels of responsibility and authority and reporting procedures. The Group adopts a control and risk self-assessment methodology and continuously assesses and manages its risk profile on a regular basis. The Group identifies, assesses and ranks the risks according to their likelihood, financial consequence and reputational impact on the Group, so as to ascertain relevant risks that need priority control. Staff accountable for risks are required to submit risk alerts with risk mitigation plan promptly and regular risk reports are presented to the management, the Board and the Audit Committee for on-going review and monitoring.

The Executive Directors review operational and financial reports and key operating statistics and hold regular meetings with division managers to review the implementation of the Group's risk management and internal control.

Budgets are prepared annually by the management and are subject to review and approval firstly by chief executive officer and then by the Board. Amendments to the operating results budget of each year are prepared on a quarterly basis, and submit for executive Directors' approval after comparing with its original budgets.

The Group has established guidelines and procedures for expenditure approval and control. Operating expenditure is subject to overall budget control, with the approval levels being set by reference to the level of authority of each executive and officer. Capital expenditure is also subject to overall control within the approved budget of individual projects with more specific control and approval being required for overspending, non-budgeted expenditure and significant expenditure within the approved budget. Monthly reports of actual versus budgeted and approved expenditure are also reviewed by the management.

The Group has established effective guidelines, procedures and internal control systems for the identification, capture and reporting of operational, financial and compliance-related information to ensure all the employees to carry out their designed responsibilities.

Any material internal issues identified are timely communicated and evaluated for their potential impacts. The corrective measures should obtain proper approval from management before implementation. The implementation steps should be monitored by both management and internal audit department to ensure these issues are properly recorded and resolved.

The Company has also established policies and procedures for the handling and dissemination of inside information. It is the responsibility of all Directors and employees who have access to and in control of the Group's information to provide adequate safeguard to prevent any abuse or misuse of those information. The information to be disclosed should be properly reviewed and approved by proper management to ensure its appropriateness and accuracy, and be closed monitored before and after disclosure. The Group strictly prohibits the use of insider information to secure personal advantage.

The Company's internal audit department plays a major role in risk management and internal control system. The major duties of the internal audit department include assurance on the effectiveness of the Company's governance, risk management and internal controls in daily operations, safeguarding of assets, reporting and compliance, and conducting internal audits of all department and subsidiaries of the Company on a regular basis. The Board keeps on monitoring the Group's risk management and internal control systems through the Audit Committee. The internal audit review report with recommendations is reported to the Audit Committee and the Board. In respect of the Year, the Audit Committee and Board had reviewed the annual internal control report to access the Company's risk management and the internal control system, which covering the finance, operational, compliance issues, risk management and employees' opinions. Based on the review, the Board considered that the Group's risk management and internal control systems were effective and adequate.

There are inherent limitations in any internal control systems and accordingly the Group's internal control systems is established to provide reasonable (but not absolute) assurance against any material misstatement or losses.

J. ENQUIRIES TO THE BOARD

Shareholders may send their enquiries requiring the Board's attention to the company secretary at the Company's principal office address at Units 314-315, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong.

K. CONSTITUTIONAL DOCUMENTS

During the Year, there is no change in the Company's constitutional documents.

Report of the Directors

The Directors submit herewith this annual report together with the audited consolidated financial statements for the Year.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities and other particulars of the subsidiaries are set out in note 1 to the financial statements.

The analysis of the principal activities and geographical locations of the operations of the Group during the Year are set out in note 4 to the financial statements.

BUSINESS REVIEW

The business review of the Group for the Year is set out in the sections of Chairman's Statement, Management Discussion and Analysis, Environmental, Social and Governance ("ESG") Report, Five Year Financial Summary and the paragraphs below.

Details of the Group's ESG progress and performance in 2019 are disclosed in the 2019 ESG Report.

The Group complies with the requirements under the Companies Ordinance, the Listing Rules and the Securities and Futures Ordinance (the "SFO") for the disclosure of information and corporate governance. The Group also complies with the requirements of Employment Ordinance and ordinances relating to occupational safety for the interest of employees of the Group. No important event affecting the Group has occurred since the end of the Year.

Key Risk Factors

The following lists out the key risks and uncertainties facing the Group.

Impact of Local and International Regulations

The business operation of the Group is also subject to government policy, relevant regulations and guidelines established by the regulatory authorities. Failure to comply with the rules and requirements may lead to penalties, amendments or suspension of the business operation by the authorities. The Group closely monitors changes in government policies, regulations and markets as well as conducting studies to assess the impact of such changes.

Third-Party Risks

The Group has been relying on third-party service providers in parts of business to improve performance and efficiency of the Group. While gaining the benefits from external service providers, the management realizes that such operational dependency may pose a threat of vulnerability to unexpected poor or lapses in service including reputation damage, business disruption and monetary losses. To address such uncertainties, the Group engages only reputed third-party providers and closely monitors their performance.

Key Relationships with Employees, Customers and Suppliers

The Group recognizes the accomplishment of the employees by providing comprehensive benefit package, career development opportunities and internal training appropriate to individual needs. The Group provides a healthy and safe workplace for all employees. No strikes and cases of fatality due to workplace accidents are found in the Year.

The Group will take care of customers' need and provide after sales services such as assisting them to get property owner title deed, providing repair and maintenance services and decoration advices services.

The Group values the views and opinions of all customers through various means and channels, including the usage of business intelligence to understand customer trends and needs and regular analyse on customer feedback. The Group also conducts comprehensive tests and checks to ensure that only superior quality property and services are offered to customers.

The Group encompasses working relationships with suppliers to meet our customers' needs in an effective and efficient manner. The departments work closely to make sure the tendering and procurement process is conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to suppliers before the commencement of a project.

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

	Percentage of the Group's total	
	Sales	**Purchases**
The largest customer	43	
Five largest customers in aggregate	56	
The largest supplier		63
Five largest suppliers in aggregate		98

At no time during the Year have the Directors, their close associates or any shareholders of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

FINANCIAL STATEMENTS

The loss of the Group for the Year and the financial position of the Group as at 30 June 2019 are set out in the financial statements on pages 48 to 134.

DIVIDENDS

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

CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from 6 December 2019 to 12 December 2019, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming annual general meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on 5 December 2019.

SHARE CAPITAL

Details of the issued share capital of the Company during the Year are set out in note 26 to the 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 and in note 28 to the financial statements.

DISTRIBUTABLE RESERVES

Details of the movements in reserves of the Company during the Year are set out in note 38 to the financial statements.

As at 30 June 2019, the Company had no reserves available for cash distribution. In accordance with the Companies Law (Revised) of the Cayman Islands and the Company's articles of association, the contributed surplus of the Company is available for distribution or payment of dividends to shareholders provided that the Company is able to pay off its debts as and when they fall due. The Company's share premium account, with a balance of RMB676,605,000 as at 30 June 2019, may be distributed in the form of fully paid bonus shares.

SUBSIDIARIES

Particulars of the Company's subsidiaries as at 30 June 2019 are set out in note 1 to the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the Year are set out in note 12 to the financial statements.

BORROWING FACILITIES

No borrowing facilities was granted to the Group as at 30 June 2019 (2018: Nil).

CHARITABLE DONATIONS

No charitable donation was made by the Group during the Year (2018: Nil).

COMMITMENTS

Particulars of the commitments of the Group as at 30 June 2019 are set out in note 33 to the financial statements.

EQUITY-LINKED AGREEMENT

Details of the equity-linked agreement entered into during the Year or subsisting at the end of the Year are set out below:

Other than the share option schemes as disclosed below, as at 30 June 2019, 3,000,000 non-redeemable convertible preferred shares of the Company with aggregate principal amount of HK$3,000,000 may be issued 10,000,000 ordinary shares under the acquisition agreement dated 26 April 2011. The non-redeemable convertible preferred shares can be converted into ordinary shares of the Company at a conversion price of HK$0.30 per share. Details of the non-redeemable convertible preferred shares of the Company are set out in the note 24 to the financial statements.

Assuming full conversion of the non-redeemable convertible preferred shares, the total number of issued shares of the Company would be 2,894,091,737 shares as at 30 June 2019. Set out below is the dilution effect on equity interest of the substantial shareholder of the Company if there had been full conversion of the outstanding non-redeemable convertible preferred shares of the Company as at 30 June 2019:

	As at 30 June 2019		Full conversion of the non-redeemable convertible preferred shares as at 30 June 2019	
Substantial Shareholder	**Number of Shares**	**Approximate percentage of issued shares of the Company**	**Number of Shares**	**Approximate percentage of issued shares of the Company**
Mr. Sze Ming Yee (Note)	384,198,376	13.32%	384,198,376	13.28%

Note: Mr. Sze Ming Yee is interested in 384,198,376 shares under controlled corporation, Union Day Group Limited, which is owned as to 75% by him.

As calculated based on loss and diluted loss attributable to owners of the Company of approximately RMB8,493,000 for the year ended 30 June 2019, basic and diluted loss per share of the Company amounted to RMB0.29 cent. No adjustment has been made to the basic loss per share amounts presented for the year ended 30 June 2019 in respect of a dilution as the impact of the non-redeemable convertible preferred shares outstanding had an anti-dilutive effect on the basic loss per share amounts presented.

Since the non-redeemable convertible preferred shares issued are non-redeemable based on the terms and conditions, there is no share price that the security holders would be equally financially advantageous to convert or redeem.

SHARE OPTION SCHEME (2003)

At the extraordinary general meeting of the Company held on 9 January 2003, an ordinary resolution was passed to adopt a share option scheme (the "2003 Share Option Scheme").

Summary of the 2003 Share Option Scheme

(A) Purpose of the 2003 Share Option Scheme

The purpose of the 2003 Share Option Scheme is to provide incentives and rewards to eligible participants (as defined hereinafter) who contribute to the success of the Group.

(B) Participants of the 2003 Share Option Scheme

Pursuant to the 2003 Share Option Scheme, the Board may offer eligible participants (being employees (whether full time or part time) or executives or officers of the Company or any of its subsidiaries (including executive and non-executive Directors of the Company or any of its subsidiaries) and business consultants, agents, legal or financial advisers who the Board considers, in its sole discretion, will contribute or have contributed to the Company or any of its subsidiaries) ("Eligible Participants") options to subscribe for such number of shares in the Company.

(C) Total number of shares available for issue under the 2003 Share Option Scheme

The total number of shares which may be issued upon exercise of all options to be granted under the 2003 Share Option Scheme will be 40,262,500 shares, representing 10% of the shares in issue as at the adoption date on 9 January 2003. On 23 December 2005 and 22 December 2006, an ordinary resolution was passed at each of that annual general meeting to refresh the number of shares available for issue up to 10% of the shares in issue as at the resolution date, representing 46,762,500 and 55,316,900 shares respectively. The maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2003 Share Option Scheme must not in aggregate exceed 30% of the relevant shares of the Company in issue from time to time. As at the date of this annual report, there are no outstanding share options and no securities are available for issue under the 2003 Share Option Scheme.

(D) Maximum entitlement of each participant

The maximum number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point of time. Any further grant of options in excess of this 1% limit shall be subject to the issue of a circular by the Company and the approval of the shareholders in general meeting.

(E) Option period

Option may be exercised after it has vested at any time during the year to be notified by the Board at the time of the grant of the option but shall be in any event not later than 10 years from the offer date, subject to the provisions for early termination of the 2003 Share Option Scheme.

(F) Payment on acceptance of option

Options granted must be taken up within 21 days from the offer date, upon payment of HK$1.00 per grant.

(G) Basis of determining the subscription price

The subscription price per share under the 2003 Share Option Scheme is determined by the Board, save that such price must not be less than the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of offer to grant option, which must be a business day; (b) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of offer to grant option; and (c) the nominal value of the share of the Company.

(H) Remaining life of the 2003 Share Option Scheme

The 2003 Share Option Scheme was terminated following the adoption of a new share option scheme on 11 February 2010.

SHARE OPTION SCHEME (2010)

At the extraordinary general meeting of the Company held on 11 February 2010, an ordinary resolution was passed to adopt a share option scheme (the "2010 Share Option Scheme").

Summary of the 2010 Share Option Scheme

(A) Purpose of the 2010 Share Option Scheme

The purpose of the 2010 Share Option Scheme is to provide incentives and rewards to Eligible Participants (as defined hereinafter) who contribute to the success of the Group.

(B) Participants of the 2010 Share Option Scheme

Pursuant to the 2010 Share Option Scheme, the Board may offer eligible participants (being employees (whether full time or part time) or executives or officers of the Company or any of its subsidiaries (including executive and non-executive Directors of the Company or any of its subsidiaries) and business consultants, agents, legal or financial advisers who the Board considers, in its sole discretion, will contribute or have contributed to the Company or any of its subsidiaries) ("Eligible Participants") options to subscribe for such number of shares in the Company.

(C) Total number of shares available for issue under the 2010 Share Option Scheme

The initial total number of shares which may be issued upon exercise of all options to be granted under the 2010 Share Option Scheme will be 95,024,050 shares, representing 10% of the shares in issue as at the date of the 2010 extraordinary general meeting. On 24 May 2010, 7 December 2010, 20 December 2013, 12 December 2014, and 18 December 2015 an ordinary resolution was passed at each of the extraordinary general meeting or annual general meeting to refresh the number of shares available for issue up to 10% of the shares in issue as at the resolution date, representing 106,203,250, 151,234,450, 218,844,789, 239,868,256 and 288,409,173 shares respectively. The maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the 2010 Share Option Scheme must not in aggregate exceed 30% of the relevant shares of the Company in issue from time to time.

During the Year, 61,875,840 options were lapsed and no options were granted exercised and cancelled under the 2010 Share Option Scheme. There is 183,304,000 options remained outstanding, representing approximately 6.36% of the total issued number of shares of the Company as at 30 June 2019.

(D) Maximum entitlement of each participant

The maximum number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point of time. Any further grant of options in excess of this 1% limit shall be subject to the issue of a circular by the Company and the approval of the shareholders in general meeting.

(E) Option period

An option may be exercised after it has vested at any time during the year to be notified by the Board at the time of the grant of the option but shall be in any event not later than 10 years from the offer date, subject to the provisions for early termination of the 2010 Share Option Scheme.

(F) Payment on acceptance of option

Options granted must be taken up within 7 days or such other period as the Board may decide from the offer date, upon payment of HK$1.00 per grant.

(G) Basis of determining the subscription price

The subscription price per share under the 2010 Share Option Scheme is determined by the Board, save that such price must not be less than the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of offer to grant option, which must be a business day; (b) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of offer to grant option; and (c) the nominal value of the share of the Company.

(H) Remaining life of the 2010 Share Option Scheme

The 2010 Share Option Scheme will remain valid until 10 February 2020. The remaining life of the 2010 Share Option Scheme is less than 1 year.

SHARE OPTIONS

The following table discloses movements in the Company's share options of the 2010 Share Option Scheme during the Year:

	Name or category of participant	Date of grant	Outstanding as at 1 July 2018	Granted during the Year	Exercised during the Year	Cancelled/ Lapsed during the Year	Outstanding as at 30 June 2019	Exercisable period	Exercise price HK$	Market value per share at date of grant of options HK$
(a)	Director									
	Mr. Mu Dongsheng	14 October 2015	13,000,000	–	–	–	13,000,000	14 October 2015 to 13 October 2019	0.300	0.300
(b)	Eligible employees	8 January 2014	12,891,840	–	–	(12,891,840)	–	8 January 2014 to 7 January 2019	0.587	0.600
		9 January 2015	17,576,000	–	–	(1,768,000)	15,808,000	9 January 2015 to 8 January 2020	0.560	0.550
		14 October 2015	61,000,000	–	–	–	61,000,000	14 October 2015 to 13 October 2019	0.300	0.300
(c)	Eligible consultants	8 January 2014	38,896,000	–	–	(38,896,000)	–	8 January 2014 to 7 January 2019	0.587	0.600
		9 January 2015	88,816,000	–	–	(8,320,000)	80,496,000	9 January 2015 to 8 January 2020	0.560	0.550
		14 October 2015	13,000,000	–	–	–	13,000,000	14 October 2015 to 13 October 2019	0.300	0.300
			245,179,840	–	–	61,875,840	183,304,000			

As at the date of this annual report, the total number of securities available for issue under the 2010 Share Option Scheme was 471,713,173, representing approximately 16.36% of the issued share capital of the Company.

Information on the accounting policy for share options granted and the weighted average value per option is provided in notes 2.4 and 27 to the financial statements.

Apart from the foregoing, at no time during the Year was the Company, any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS

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

Executive Directors
Mr. Mu Dongsheng *(Chairman and Chief Executive Officer)*
Mr. Sze Ming Yee

Independent Non-executive Directors
Mr. Cheung Chuen
Mr. Ling Aiwen
Mr. Lu Lin *(appointed on 30 April 2019)*
Mr. Han Hongwei *(resigned on 30 April 2019)**

* Mr. Han Hongwei resigned as an independent Non-executive Director of the Company in order to spend more time pursuing to his business development.

DIRECTORS' SERVICE AGREEMENTS

Each of the executive Directors appointed after 1 July 2009 listed below has entered into a service contract with the Company for a term of one year from the date of their appointments and their appointments will continue thereafter until terminated by six months' notice in writing served by either party on the other. The commencement dates of the renewal contracts at the same terms as per above of the Executive Directors are as follows:

Mr. Mu Dongsheng	15 January 2016
Mr. Sze Ming Yee	1 January 2013

Mr. Cheung Chuen and Mr. Ling Aiwen were appointed as independent non-executive Directors on 30 September 2004 and 31 July 2015, respectively, each of their appointment letters has been renewed with the Company for a term of one year commencing from 1 January 2019 and 31 July 2019 respectively.

Mr. Han Hongwei was appointed as independent non-executive Director on 31 July 2015 and he resigned as an independent non-executive Director on 30 April 2019. Also, Mr. Lu Lin was appointed as independent non-executive Director and signed his appointment letter for a term of one year commencing from 30 April 2019.

According to their terms of services, Mr. Cheung Chuen, Mr. Ling Aiwen and Mr. Lu Lin are subject to retirement by rotation and offer themselves for re-election in accordance with the articles of association of the Company.

Save as disclosed above, none of the Directors has a service agreement 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.

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

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 SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and the chief executives of the Company were deemed or taken to have under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long positions in the shares of the Company

Name	Capacity	Number of shares	Number of issued ordinary shares held	Number of underlying shares held pursuant to share options	Total approximate % of the issued share capital
Mr. Sze Ming Yee	Interest held through controlled corporation	384,198,376	384,198,376 (Note 1)	–	13.32
Mr. Mu Dongsheng	Beneficial owner	290,777,777	277,777,777	13,000,000 (Note 2)	10.08

Note 1: 384,198,376 Shares are held by Union Day Group Limited (a company incorporated in the British Virgin Islands with limited liability) which is 72% beneficially owned by Mr. Sze Ming Yee.

Note 2: 13,000,000 share options are held by Mr. Mu Dongsheng.

Save as disclosed above, as at 30 June 2019, none of the Directors nor the chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

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

As at 30 June 2019, according to the register of members kept by the Company pursuant to Section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following person/entity (other than the Directors or chief executives of the Company) had an interest or short position in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which would fall to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or be directly and indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote on all circumstances at general meetings of the Company:

Long positions in the shares of the Company

Name	Capacity	Number of issued ordinary shares held	Total approximate % of the issued shares
Union Day Group Limited	Beneficial owner	384,198,376 (Note)	13.32
Mr. Yin Jia Tang	Beneficial owner	217,880,604	7.55

Note: 384,198,376 shares are held by Union Day Group Limited (a company incorporated in the British Virgin Islands with limited liability) which is 72% beneficially owned by Mr. Sze Ming Yee.

Save as disclosed above, the Company has not been notified of any other interests or short positions representing 5% or more of the issued shares of the Company and recorded in the register maintained under Section 336 of the SFO as at 30 June 2019.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed above and save as disclosed in the paragraph under "PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES" in this report, at no time during the Year was the Company, its holding company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executives of the Company or their respective close associates (as defined in the Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

DISCLOSURE OF CHANGE IN INFORMATION ON DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the change of information on Directors are as follows:

Mr. Mu Dongsheng will not receive director remuneration as an executive Director with effect from 1 January 2019.

Mr. Cheung Chuen and Mr. Ling Aiwen are independent non-executive Directors, have re-entered into appointment letters with the Company for a term of one year commencing from 1 January 2019 and 31 July 2019.

On 30 April 2019, Mr. Han Hongwei resigned as an independent non-executive director. The Company appointed Mr. Lu Lin as an independent non-executive Director on 30 April 2019.

INDEMNITY OF DIRECTORS

The Company has maintained appropriate directors and officers liability insurance and such permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the Year.

DIRECTORS OF SUBSIDIARIES

The names of directors who have served on the board of directors of the subsidiaries of the Company during the Year and up to the date of this report are as follows:

Mr. Mu Dongsheng

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 34 to the financial statements, no transaction, arrangement or contract of significance to which the company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a director of the company had a material interest, subsisted at the end of the year or at any time during the Year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or the management shareholders or the substantial shareholders of the Company, or any of their respective close associates (as defined in the Listing Rules) had any material interest in a business that competes or may compete with the business of the Group.

MANAGEMENT CONTRACT

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

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 135 to 136 of the annual report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The remaining unutilized proceeds from the open offer (the "Open Offer") as disclosed in the Company's announcements dated 8 September 2015 and 4 November 2015 and the open offer prospectus dated 12 October 2015, was approximately HK$13 million reserved as bank deposit for possible acquisitions/investments.

As at 1 July 2018, the remaining net proceeds from the Open Offer of approximately HK$13 million brought forward from the previous financial year were not utilised, and were reserved as bank deposit for possible acquisitions/investments as and when such opportunities arise.

On 25 June 2018, the Group entered into a sale and purchase agreement regarding the acquisition of a property management business in Xuzhou City, Jiangsu Province, PRC, the consideration payable by the Group was RMB9,000,000 (equivalent to approximately HK$10,800,000). This transaction was completed and the consideration was satisfied by the Company as to RMB6,000,000 (equivalent to approximately HK$7,200,000) in November 2018 and RMB3,000,000 (equivalent to approximately HK$3,600,0000) in December 2018.

On 1 March 2019, the Group entered into a sale and purchase agreement regarding the acquisition of 700 carpark spaces in Xuzhou City, Jiangsu Province, PRC, the consideration payable by the Group was RMB28,000,000 (equivalent to approximately HK$33,600,000). This transaction was completed and the first instalment of RMB8,000,000 (equivalent to approximately HK$9,600,000) was paid in March 2019. The second instalment and remaining balance of total RMB20,000,000 (equivalent to approximately HK$24,000,000) will be paid according to terms under the sale and purchase agreement.

The remaining proceeds of approximately HK$13 million from the Open Offer had been fully utilized following the payment of RMB17,000,000 (equivalent to approximately HK$20,400,000) for the above transactions.

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

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

AUDIT COMMITTEE

The Company established the Audit Committee since 8 May 2001 with written terms of reference and the duties of the Audit Committee include reviewing the Company's annual reports and interim reports and providing advice and comments to the Directors. The Audit Committee is also responsible for reviewing and supervising the financial reporting, risk management and internal control systems of the Group.

As at the date of this annual report, the Audit Committee comprises three independent non-executive Directors, namely Mr. Cheung Chuen, Mr. Ling Aiwen and Mr. Lu Lin. During the Year, the Audit Committee met twice to review the interim and annual results of the Group.

CORPORATE GOVERNANCE

A report on the principle corporate governance practices adopted by the Company is set out on pages 15 to 26.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules.

AUDITOR

Ernst & Young will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Ernst & Young as auditor of the Company is to be proposed at the forthcoming annual general meeting.

By Order of the Board

Mu Dongsheng
Chairman

Hong Kong, 27 September 2019

To the shareholders of Kingwell Group Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Kingwell Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 48 to 134, 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 ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

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

KEY AUDIT MATTERS (Continued)

Key audit matter	How our audit addressed the key audit matter
Net realisable value of inventories	
As at 30 June 2019, the carrying values of the Group's completed properties held for sale of RMB31,077,000 and carpark spaces held for sale of RMB22,819,000 ("Inventories") were significant. These Inventories were stated at the lower of cost and net realisable value. The calculation of the net realisable value of the Inventories at the end of the reporting period was performed by management. The net realisable value of the Group's completed properties held for sale was determined by reference to a valuation report issued by an independent professionally qualified valuer. The calculation of the net realisable value of the Inventories involved significant management judgement and estimation in assessing the expected future selling prices, the estimated future selling costs and the relevant taxes. We identified the assessment of the net realisable value of the Group's Inventories as a key audit matter because of the significance of the Inventories to the total assets of the Group and the inherent risks involved in estimating future selling prices, particularly in light of the current economic circumstances and property market measures introduced in various cities across Mainland China. Related disclosures are included in notes 3 and 17 to the financial statements.	We conducted site visit to the Inventories on a sample basis. We evaluated the valuation methodology adopted by management for assessing the net realisable value of the Inventories and compared the key estimates and assumptions adopted in the valuations, including those relating to selling prices, with market available data, historical data, and sales budget plan maintained by the Group. We also considered the competence, capabilities and objectivity of management's external expert. In addition, we involved our valuation expert to assist us in critically assessing the methodology and assumptions used in the evaluation of the fair value of the completed properties held for sale by management's external expert.

KEY AUDIT MATTERS (Continued)

Key audit matter	How our audit addressed the key audit matter
Impairment of mining and exploration rights and exploration and evaluation assets	
The delay of production schedule, change of development plan and recent volatile gold prices were considered an impairment indicator of the mining and exploration rights and exploration and evaluation assets. The management of the Group engaged an independent professional qualified valuer to perform an impairment test on the mining and exploration rights and exploration and evaluation assets by using a discounted cash flow model as at 30 June 2019. Based on the outcome of the impairment test, the Group did not recognise any impairment provision. This area was important to our audit because the mining and exploration rights and exploration and evaluation assets of RMB73,383,000 were significant to the Group and significant judgement was involved in the assessment of the recoverable amount of the mining and exploration rights and exploration and evaluation assets. This assessment required management to make assumptions on the discounted cash flow model. The most critical assumptions were the future gold prices, production volume and discount rate. Related disclosures are included in notes 3 and 15 to the financial statements.	We considered the competence, capabilities and objectivity of management's external expert. We evaluated and challenged the methodology and assumptions used by management and management's external expert to estimate the recoverable amount of the assets. We compared management's gold price assumptions with the latest market evidence available, including forward curves, broker's estimates and other long-term price forecasts. We checked the consistency of the forecast production volume against the development plan of the gold mine. We also involved our valuation expert to assist us in critically assessing the methodology and assumptions applied in the model, including the discount rate.

KEY AUDIT MATTERS (Continued)

Key audit matter	How our audit addressed the key audit matter
Purchase price allocation for business combination	
During the year, the Group acquired a property management business which has been consolidated by the Group since the acquisition date. Management has engaged an independent professional qualified valuer to assist them in identifying the intangible asset and to perform the valuation of the identified assets and liabilities of the acquired business at the acquisition date, based on which, management performed a purchase price allocation exercise and resulted in recognition of an intangible asset of RMB2,580,000, being the identified property management contract and customer relationship, and goodwill of RMB4,821,000, being the excess of consideration transferred over the fair value of identified net assets acquired. We consider this area a key audit matter given the significant judgements involved in the fair value assessment of the identified property management contract and customer relationship and the recognition of goodwill arising from the business combination. These significant judgements include the adoption of appropriate valuation methodology and the use of key assumptions in the valuation, including gross profit margin, discount rate and expected useful life of the property management contract and customer relationship. Related disclosures are included in notes 3 and 30 to the financial statements.	We considered the competence, capabilities and objectivity of management's external expert. We evaluated and challenged the methodology and assumptions used by management and management's external expert to estimate the fair value of identified property management contract and customer relationship. We compared management's assumptions of gross profit margin and expected useful life of the property management contract and customer relationship with relevant historical data of the acquired business and the industry available data. We involved our valuation expert to assist us in critically assessing the methodology and assumptions applied in the model, including the discount rate. We also checked the mathematical accuracy of the calculations of the fair value of the identified property management contract and customer relationship and goodwill.

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

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

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

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

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

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

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Hui Kin Fai, Stephen.

Ernst & Young
Certified Public Accountants

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

27 September 2019

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year ended 30 June 2019

	Notes	2019 RMB'000	2018 RMB'000
REVENUE	5	**43,179**	21,216
Cost of sales		**(28,584)**	(19,527)
Gross profit		**14,595**	1,689
Other income and gains	5	**823**	1,504
Selling and distribution expenses		**(406)**	(617)
Administrative expenses		**(16,091)**	(13,769)
Other expenses		**(677)**	(5,410)
Finance costs	7	**(83)**	(70)
Share of loss of an associate		**(2,052)**	(2,509)
LOSS BEFORE TAX	6	**(3,891)**	(19,182)
Income tax expense	10	**(5,954)**	(1,600)
LOSS FOR THE YEAR		**(9,845)**	(20,782)
OTHER COMPREHENSIVE INCOME/(LOSS)			
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations		**3,426**	(7,325)
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		**3,426**	(7,325)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		**(6,419)**	(28,107)

Year ended 30 June 2019

	Note	2019 RMB'000	2018 RMB'000
Loss attributable to:			
Owners of the Company		**(8,493)**	(19,811)
Non-controlling interests		**(1,352)**	(971)
		(9,845)	(20,782)
Total comprehensive (loss)/income attributable to:			
Owners of the Company		**(6,653)**	(23,728)
Non-controlling interests		**234**	(4,379)
		(6,419)	(28,107)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	11	**RMB cent**	RMB cent
Basic		**(0.29)**	(0.69)
Diluted		**(0.29)**	(0.69)

Consolidated Statement of Financial Position

30 June 2019

	Notes	2019 RMB'000	2018 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	12	**1,484**	1,197
Investment properties	13	**6,090**	6,604
Goodwill	14	**4,821**	–
Intangible assets	15	**75,663**	70,377
Investment in an associate	16	**–**	50,260
Deferred tax assets	25	**5,898**	6,368
Total non-current assets		**93,956**	134,806
CURRENT ASSETS			
Inventories	17	**53,896**	45,422
Trade receivables	18	**10,434**	10
Deposits and other receivables	19	**830**	574
Pledged deposits	20	**504**	503
Cash and cash equivalents	20	**61,540**	52,666
		127,204	99,175
Non-current asset classified as held for sale	16	**48,208**	–
Total current assets		**175,412**	99,175
CURRENT LIABILITIES			
Trade payables	21	**25,556**	1,672
Other payables and accruals	22	**34,075**	27,293
Contract liabilities	23	**9,303**	–
Tax payable		**9,482**	7,559
Total current liabilities		**78,416**	36,524
NET CURRENT ASSETS		**96,996**	62,651
TOTAL ASSETS LESS CURRENT LIABILITIES		**190,952**	197,457

Consolidated Statement of Financial Position (Continued)

30 June 2019

	Notes	2019 RMB'000	2018 RMB'000
TOTAL ASSETS LESS CURRENT LIABILITIES		**190,952**	197,457
NON-CURRENT LIABILITIES			
Non-redeemable convertible preferred shares	24	**738**	627
Deferred tax liabilities	25	**6,369**	6,566
Total non-current liabilities		**7,107**	7,193
Net assets		**183,845**	190,264
EQUITY			
Equity attributable to owners of the Company			
Issued capital	26	**252,856**	252,856
Non-redeemable convertible preferred shares	24	**2,252**	2,252
Other reserves	28	**(112,507)**	(105,854)
		142,601	149,254
Non-controlling interests		**41,244**	41,010
Total equity		**183,845**	190,264

Mu Dongsheng
Director

Sze Ming Yee
Director

Consolidated Statement of Changes in Equity

Year ended 30 June 2019

	Attributable to owners of the Company											
	Issued capital RMB'000	Share premium account RMB'000	Share option reserve RMB'000	Non-redeemable convertible preferred shares RMB'000	Statutory reserve RMB'000	Capital reserve RMB'000	Contribution reserve RMB'000	Exchange fluctuation reserve RMB'000	Accumulated losses RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At 1 July 2017	252,856	676,605	49,409	2,252	4,756	19	48,448	(5,393)	(855,970)	172,982	45,389	218,371
Loss for the year	–	–	–	–	–	–	–	–	(19,811)	(19,811)	(971)	(20,782)
Other comprehensive loss for the year:												
Exchange differences on translation of foreign operations	–	–	–	–	–	–	–	(3,917)	–	(3,917)	(3,408)	(7,325)
Total comprehensive loss for the year	–	–	–	–	–	–	–	(3,917)	(19,811)	(23,728)	(4,379)	(28,107)
Transfer to statutory reserve	–	–	–	–	53	–	–	–	(53)	–	–	–
At 30 June 2018	252,856	676,605	49,409	2,252	4,809	19	48,448	(9,310)	(875,834)	149,254	41,010	190,264

	Attributable to owners of the Company											
	Issued capital RMB'000	Share premium account RMB'000	Share option reserve RMB'000	Non-redeemable convertible preferred shares RMB'000	Statutory reserve RMB'000	Capital reserve RMB'000	Contribution reserve RMB'000	Exchange fluctuation reserve RMB'000	Accumulated losses RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At 1 July 2018	252,856	676,605	49,409	2,252	4,809	19	48,448	(9,310)	(875,834)	149,254	41,010	190,264
Loss for the year	–	–	–	–	–	–	–	–	(8,493)	(8,493)	(1,352)	(9,845)
Other comprehensive income for the year:												
Exchange differences on translation of foreign operations	–	–	–	–	–	–	–	1,840	–	1,840	1,586	3,426
Total comprehensive income/(loss) for the year	–	–	–	–	–	–	–	1,840	(8,493)	(6,653)	234	(6,419)
Transfer of share option reserve upon the lapse or expiry of share options	–	–	(13,423)	–	–	–	–	–	13,423	–	–	–
Transfer to statutory reserve	–	–	–	–	1,290	–	–	–	(1,290)	–	–	–
At 30 June 2019	252,856	676,605*	35,986*	2,252	6,099*	19*	48,448*	(7,470) *	(872,194) *	142,601	41,244	183,845

* These reserve accounts comprise deficit in the consolidated other reserves of RMB112,507,000 (2018: RMB105,854,000) in the consolidated statement of financial position.

Consolidated Statement of Cash Flows

Year ended 30 June 2019

	Notes	2019 RMB'000	2018 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		**(3,891)**	(19,182)
Adjustments for:			
Finance costs	7	**83**	70
Interest income	5	**(97)**	(77)
Write-down of inventories to net realisable value	6	**–**	4,727
Gain on disposal of items of property, plant and equipment	5	**(5)**	(359)
Loss/(gain) on disposal of investment properties	6	**129**	(37)
Depreciation	6	**192**	263
Amortisation of intangible assets	6	**300**	–
Changes in fair value of investment properties	5	**(106)**	(640)
Share of loss of an associate		**2,052**	2,509
		(1,343)	(12,726)
(Increase)/decrease in inventories		**(8,474)**	19,630
(Increase)/decrease in trade receivables		**(6,146)**	60
Decrease/(increase) in deposits and other receivables		**40**	(328)
Increase in pledged deposits		**(1)**	–
Increase/(decrease) in trade payables		**23,853**	(168)
(Decrease)/increase in other payables and accruals		**(7,019)**	4,882
Increase in contract liabilities		**8,293**	–
Cash generated from operations		**9,203**	11,350
Taxes paid		**(3,463)**	(1,920)
Net cash flows from operating activities		**5,740**	9,430

Consolidated Statement of Cash Flows (Continued)

Year ended 30 June 2019

	Notes	2019 RMB'000	2018 RMB'000
Net cash flows from operating activities		**5,740**	9,430
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		**97**	77
Purchases of items of property, plant and equipment		**(511)**	(8)
Proceeds from disposal of investment properties		**491**	182
Proceeds from disposal of items of property, plant and equipment		**48**	379
Proceeds from the proposed disposal of an associate	16	**10,600**	–
Acquisition of a business	30	**(8,285)**	–
Additions to intangible assets	15	**(554)**	(29)
Net cash flows from investing activities		**1,886**	601
NET INCREASE IN CASH AND CASH EQUIVALENTS		**7,626**	10,031
Cash and cash equivalents at beginning of year		**52,666**	44,139
Effect of foreign exchange rate changes, net		**1,248**	(1,504)
CASH AND CASH EQUIVALENTS AT END OF YEAR		**61,540**	52,666
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	20	**61,540**	52,666

1. CORPORATE AND GROUP INFORMATION

Kingwell Group Limited is a limited liability company incorporated in the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands.

During the year, the Group was involved in the following principal activities:

- gold mining
- sale of properties and carpark spaces
- provision of property management services and construction services

Information about subsidiaries

Particulars of the Company's subsidiaries are as follows:

Company	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct	Indirect	Principal activities
Stephigh Group Limited	British Virgin Islands ("BVI")/Hong Kong	US$50,000	100%	–	Investment holding
Well Gold Group Limited	Hong Kong	HK$1	100%	–	Investment holding
Commerce Prosper Limited	BVI/Hong Kong	US$67,115	51%	–	Investment holding
Rise Win Group Limited	BVI/Hong Kong	US$50,000	–	100%	Investment holding
Rising Ray China Group Limited	Hong Kong	HK$10,000	–	100%	Investment holding
Anlu Taihe Real Estate Development Company ("安陸泰合房地產開發有限公司")*	PRC/Mainland China	RMB30,000,000	–	100%	Development and sale of real estate
Zolotoy Standart Limited	Russia	RUB10,000	–	100%	Gold mining
Xuzhou Taihua Property Service Co., Ltd. ("徐州泰華物業管理有限公司") ("Xuzhou Taihua")	PRC/Mainland China	RMB2,000,000	–	100%	Property management services
Jiangsu Tianan Hongji Property Management Co., Ltd. ("江蘇天安鴻基物業管理有限公司")	PRC/Mainland China	RMB10,000,000	–	100%	Property management services

* Registered as a wholly-foreign-owned enterprise under the PRC law.

During the year, the Group acquired a property management business. Further details of this acquisition are included in note 30 to the financial statements.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 30 June 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

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

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

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

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 2	*Classification and Measurement of Share-based Payment Transactions*
Amendments to HKFRS 4	*Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts*
HKFRS 9	*Financial Instruments*
HKFRS 15	*Revenue from Contracts with Customers*
Amendments to HKFRS 15	*Clarifications to HKFRS 15 Revenue from Contracts with Customers*
Amendments to HKAS 40	*Transfers of Investment Property*
HK(IFRIC)-Int 22	*Foreign Currency Transactions and Advance Consideration*
Annual Improvements 2014-2016 Cycle	*Amendments to HKFRS 1 and HKAS 28*

Other than as explained below regarding the impact of HKFRS 9 and HKFRS 15, the adoption of the above new and revised HKFRSs has had no significant financial effect on these financial statements.

HKFRS 9 *Financial Instruments*

HKFRS 9 *Financial Instruments* replaces HKAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 July 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

The Group has applied the transitional provisions set out in HKFRS 9 without restating comparative information. It applied the classification and measurement requirements (including impairment) to financial instruments that were not derecognised as at 1 July 2018. Therefore, the comparative information was not restated and continues to be reported under HKAS 39.

(a) Classification and measurement

Under HKFRS 9, financial assets are subsequently measured at amortised cost, fair value through other comprehensive income, or fair value through profit or loss. The classification is based on two criteria: (i) the Group's business model for managing the assets; and (ii) whether the instrument's contractual cash flows represent solely payments of principal and interest on the principal amount outstanding.

The Group's financial assets are classified and subsequently measured as follows:

The Group's financial assets (including trade receivables, financial assets included in deposits and other receivables, pledged deposits and cash and cash equivalents) which were classified as loans and receivables under HKAS 39 have been reclassified to financial assets at amortised cost after transition to HKFRS 9 as these instruments passed the contractual cash flow characteristics test in HKFRS 9 and were not actively traded. They were held with the intention to collect cash flows and without the intention to sell.

Under HKFRS 9, the Group's financial liabilities are subsequently measured at amortised cost. The accounting for the Group's financial liabilities remains largely the same as it was under HKAS 39.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

HKFRS 9 *Financial Instruments* (Continued)

(b) Impairment

The adoption of HKFRS 9 has fundamentally changed the Group's accounting for impairment losses for financial assets. The incurred loss approach under HKAS 39 was replaced by a forward-looking expected credit loss ("ECL") approach.

HKFRS 9 requires the Group to record a loss allowance for the ECLs on its financial assets not held at fair value through profit or loss. In this respect, the Group measured the ECLs on (i) its financial assets included in deposits and other receivables, pledged deposits and cash and cash equivalents on a 12-month basis as permitted by the general approach, unless there has been a significant increase in credit risk since initial recognition, in which case the allowance is based on the lifetime ECLs; and (ii) its trade receivables on a lifetime basis as permitted by the simplified approach.

The adoption of HKFRS 9 has had no material impact on the impairment provisions on the Group's financial assets.

HKFRS 15 *Revenue from Contracts with Customers*

HKFRS 15 and its amendments replace HKAS 11 *Construction Contracts*, HKAS 18 *Revenue* and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The disclosures are included in notes 3 and 5 to the financial statements. As a result of the application of HKFRS 15, the Group has changed the accounting policy with respect to "Revenue recognition (applicable from 1 July 2018)" as set out in note 2.4 to the financial statements.

The Group has adopted the transitional provisions set out in HKFRS 15 to recognise the cumulative effect of initial application as an adjustment to the opening balance of accumulated losses at 1 July 2018 and elected to retrospectively apply the transitional provisions only to contracts that were not completed at the date of initial application. Accordingly, the comparative information presented was not restated upon the adoption of HKFRS 15.

The Group is required to deliver gold, completed properties, carpark spaces and property management services and construction services according to the contract terms, which is expected to be the only performance obligation in the contract. The Group has concluded that revenue from the sale of its products should be recognised at the point in time when control of the products is transferred to the customer, generally on delivery of the products. Control of the property management services and construction services is transferred over time. Therefore, the adoption of HKFRS 15 has had no material impact on these financial statements except for the presentation and disclosures.

The presentation and disclosure requirements in HKFRS 15 are more detailed than those under HKAS 18. As required by HKFRS 15, the Group disaggregates revenue recognised from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors and also discloses information about the relationship between the disclosure of disaggregated revenue and revenue information disclosed for each reportable segment. Additional disclosure has been made in note 5 to the financial statements upon the adoption of HKFRS 15.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

Amendments to HKFRS 3	*Definition of a Business*[2]
Amendments to HKFRS 9	*Prepayment Features with Negative Compensation*[1]
Amendments to HKFRS 10 and HKAS 28 (2011)	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[4]
HKFRS 16	*Leases*[1]
HKFRS 17	*Insurance Contracts*[3]
Amendments to HKAS 1 and HKAS 8	*Definition of Material*[2]
Amendments to HKAS 19	*Plan Amendment, Curtailment or Settlement*[1]
Amendments to HKAS 28	*Long-term Interests in Associates and Joint Ventures*[1]
HK(IFRIC)–Int 23	*Uncertainty over Income Tax Treatments*[1]
Annual Improvements 2015-2017 Cycle	*Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23*[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] No mandatory effective date yet determined but available for adoption

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

Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 July 2020.

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

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

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group expects to adopt HKFRS 16 from 1 July 2019. The Group plans to adopt the transitional provisions in HKFRS 16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of accumulated losses at 1 July 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying HKAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. During the year, the Group has performed a detailed assessment on the impact of adoption of HKFRS 16. As the lease terms of all the lease contracts of the Group end within 12 months, which meet the criteria for the exemptions allowed by the standard, the adoption of HKFRS 16 will have no impact on the Group's financial statements.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 July 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

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

HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 July 2019. The interpretation is not expected to have any significant impact on the Group’s financial statements.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investment in an associate

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

The Group’s investment in an associate is stated in the consolidated statement of financial position at the Group’s share of net assets under the equity method of accounting, less any impairment losses.

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill

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

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

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

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

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 30 June. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement

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

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

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

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

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

Impairment of non-financial assets

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets (Continued)

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

Related parties

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

(a) the party is a person or a close member of that person's family and that person

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

or

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation

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

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

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

Buildings	3.6%
Leasehold improvements	33.3%
Plant and machinery	9%
Furniture and fixtures	18%
Motor vehicles	28%

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

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

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

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

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

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

Non-current assets and disposal groups held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups (other than investment properties and financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortised.

Intangible assets (other than goodwill)

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

Exploration and evaluation assets

Exploration and evaluation assets are stated at cost less impairment losses. Exploration and evaluation assets include topographical and geological surveys, exploratory drilling, sampling and trenching and activities in relation to commercial and technical feasibility studies, and expenditure incurred to secure further mineralisation in existing ore bodies and to expand the capacity of a mine. Expenditure incurred prior to acquiring legal rights to explore an area is written off as incurred. When it can be reasonably ascertained that a mining property is capable of commercial production, exploration and evaluation costs are transferred to mining rights and are amortised based on the accounting policy as stated in “Mining and exploration rights” below. If any project is abandoned during the evaluation stage, the total expenditure thereon will be written off.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (other than goodwill) (Continued)

Mining and exploration rights

Mining and exploration rights, including transferred exploration and evaluation assets, are stated at cost less accumulated amortisation and any impairment losses. The mining and exploration rights are amortised over the estimated useful lives of the mines in accordance with the production plan of the entities concerned and the proven and probable reserves of the mines using the unit-of-production method. Mining and exploration rights are written off to profit or loss if the mining property is abandoned.

Computer software

Software is stated at cost less impairment losses and is amortised on the straight-line basis over its estimated useful life of five years.

Property management contract and customer relationship

Property management contract and customer relationship acquired in a business combination are recognised at fair value at the acquisition date. The contractual customer relations have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of five years from the acquisition date for the property management contract and customer relationship.

Operating leases

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

Investments and other financial assets (policies under HKFRS 9 applicable from 1 July 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 July 2018)" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 July 2018) (Continued)

Initial recognition and measurement (Continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

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

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

The Group measures debt investments at fair value through other comprehensive income if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling.

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to profit or loss.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 July 2018) (Continued)

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 July 2018) (Continued)

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

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Investments and other financial assets (policies under HKAS 39 applicable before 1 July 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss and loans and receivables. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

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

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for “Revenue recognition (applicable before 1 July 2018)” below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (policies under HKAS 39 applicable before 1 July 2018) (Continued)

Loans and receivables

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

Derecognition of financial assets (policies under HKFRS 9 applicable from 1 July 2018 and policies under HKAS 39 applicable before 1 July 2018)

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

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

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

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

Impairment of financial assets (policies under HKFRS 9 applicable from 1 July 2018)

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 July 2018) (Continued)

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (policies under HKFRS 9 applicable from 1 July 2018) (Continued)

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Impairment of financial assets (policies under HKAS 39 applicable before 1 July 2018)

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

Financial assets carried at amortised cost

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

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (policies under HKFRS 9 applicable from 1 July 2018 and HKAS 39 applicable before 1 July 2018)

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Non-redeemable convertible preferred shares

Non-redeemable convertible preferred shares issued by the Group that contain both the liability and conversion option components are classified separately into respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

Non-redeemable convertible preferred shares are classified as a liability if interest payments are not discretionary. On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the gross proceeds from the issue of the preferred shares and the fair value assigned to the liability component, representing the conversion option for the holder to convert the preferred shares into equity, is included in equity.

In subsequent periods, the liability component of non-redeemable convertible preferred shares is carried at amortised cost using the effective interest method. The equity component will remain in equity until the conversion options are exercised and will be transferred to share capital and share premium of the Company.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial liabilities (policies under HKFRS 9 applicable from 1 July 2018 and HKAS 39 applicable before 1 July 2018)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments (policies under HKFRS 9 applicable from 1 July 2018 and HKAS 39 applicable before 1 July 2018)

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Completed properties held for sale

Completed properties held for sale are stated at the lower of cost and net realisable value. Cost includes all development expenditure, applicable borrowing costs and other direct costs attributable to such properties. Cost is determined by an apportionment of the total costs of land and buildings attributable to unsold properties. Net realisable value is determined by the directors based on the prevailing market prices on an individual property basis less costs to be incurred in selling the property.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry-forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

People's Republic of China ("PRC") land appreciation tax ("LAT")

According to the requirements of the Provisional Regulations of the PRC on LAT（中華人民共和國土地增值税暫行條例）effective from 1 January 1994 and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT（中華人民共和國土地增值税暫行條例實施細則）effective from 27 January 1995, all income from the sale or transfer of state-owned land use rights and buildings in Mainland China (being the proceeds from sales of properties less deductible expenditures including borrowing costs and property development expenditures) is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation of land value with an exemption provided for property sales of ordinary residential properties（普通標準住宅）if their appreciation values do not exceed 20% of the sum of the total deductible items.

Revenue recognition (applicable from 1 July 2018)

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (applicable from 1 July 2018) (Continued)

Revenue from contracts with customers (Continued)

(a) *Sale of properties and carpark spaces*

Revenue from the sale of properties and carpark spaces is recognised at the point in time when the purchasers obtained the physical possession or the legal title of the properties and carpark spaces and the Group has a present right to payment and the collection of the consideration is probable.

(b) *Provision of construction services*

Revenue from the provision of construction services is recognised over time, using an input method to measure progress towards complete satisfaction of the services, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The input method recognises revenue based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the construction services.

(c) *Provision of property management services*

Revenue from the provision of property management services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Revenue recognition (applicable before 1 July 2018)

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

(a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;

(b) rental income, on a time proportion basis over the lease terms; and

(c) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contract liabilities (applicable from 1 July 2018)

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using the Binomial Option Pricing model or Black-Scholes model, further details of which are given in note 27 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

These financial statements are presented in Renminbi ("RMB"). The functional currency of the Company is the Hong Kong dollar ("HK$"). Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on retranslation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currency of the subsidiary in Mainland China is RMB, while the functional currencies of the subsidiaries outside Mainland China are HK$ and Russian ruble ("RUB"). As at the end of the reporting period, the assets and liabilities of those entities of which the functional currencies other than RMB are translated into RMB at exchange rates prevailing at the end of the reporting period and their profits or losses are translated into RMB at the weighted average exchange rate for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of those entities of which the functional currencies are currencies other than RMB are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of those entities which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

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

Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Recognition of a deferred tax liability for withholding taxes

Deferred income tax liability has been established for withholding tax that would be payable on certain profit of the subsidiary in Mainland China to be repatriated and distributed by way of dividends.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Estimation of the useful life of property management contract and customer relationship identified in the business combination

Property management contract and customer relationship identified in the business combination on acquisition date is recognised as an intangible asset. As at 30 June 2019, the carrying amount of the property management contract and customer relationship identified was RMB2,280,000. Property management contract and customer relationship related to the existing property management contract of the acquired business on the acquisition date. The existing property management contract has no specific expiration date. Based on industry experience, termination or non-renewal of property management contracts with the property developers or property owners' association are uncommon. The Group thus estimates the useful life and determines the amortisation period of the property management contract and customer relationship to be five years from the acquisition date based on the expected duration of the property management contract.

However, the actual useful life may be shorter or longer than estimate, depending on the Group's ability to secure its contract and relationship with the property developer or renew the contract with property owners' association in the future. Where the actual contract duration is different from the original estimate, such difference will impact the carrying amount of the property management contract and customer relationship and the amortisation expenses in the periods in which such estimate has been changed.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 30 June 2019 was RMB4,821,000.

Provision for ECLs on trade receivables (policies under HKFRS 9 applicable from 1 July 2018)

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Provision for impairment of trade and other receivables (policies under HKAS 39 applicable before 1 July 2018)

Provision for impairment of trade and other receivables is made based on the assessment of the recoverability of trade receivables and other receivables. The identification of impairment of trade and other receivables requires management's judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying amounts of the receivables and impairment of trade and other receivables in the year in which such estimate has been changed.

Estimation of fair value of investment properties

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

(a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;

(b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and

(c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The principal assumptions for the Group's estimation of the fair value include those related to recent market selling prices for similar properties in the same location and condition, appropriate discount rates, and expected future maintenance costs. The carrying amount of investment properties at 30 June 2019 was RMB6,090,000 (2018: RMB6,604,000).

Mineral reserves

Engineering estimates of the Group's mineral resources are inherently imprecise and represent only approximate amounts because of the assumptions involved in developing such information.

There are authoritative guidelines regarding the engineering criteria that have to be met before estimated mineral reserves can be designated as "proven" and "probable". Proven and probable mineral reserve estimates are updated on a regular basis and have taken into account recent production and technical information about each mine. In addition, as prices and cost level change from year to year, the estimate of proven and probable mineral reserves also changes. This change is considered a change in estimate for accounting purposes and is reflected on a prospective basis in related depreciation/ amortisation rates.

Despite the inherent imprecision in these engineering estimates, these estimates are used in determining depreciation/ amortisation expenses and impairment losses. Depreciation/amortisation rates of the mining structures and mining and exploration rights are determined based on the proven and probable mineral reserve quantity (the denominator) and capitalised costs of the mining structures or mining rights (the numerator).

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Net realisable value of inventories

The Group writes down inventories to net realisable value based on assessment of the realisability of the inventories which takes into account net sales value based on prevailing market conditions. If there is a decrease in net sales value, the net realisable value will decrease which may result in writing down the inventories to net realisable value. Write-downs are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgement and estimates. Where the expectation is different from the original estimate, the carrying value of inventories is adjusted in the period in which such estimate is changed.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. No deferred tax assets related to tax losses are recognised with respect to these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

LAT

The Group is subject to LAT in Mainland China. The provision for LAT is based on management's best estimates according to its understanding of the requirements set forth in the relevant PRC tax laws and regulations. The actual LAT liabilities are subject to the determination by the tax authorities upon completion of the property development projects. The Group has finalised its LAT calculations and payments with the tax authorities for certain property development projects. The final outcome could be different from the amounts that were initially recorded, and any differences will impact the LAT expenses and the related provision in the period in which the differences realise.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and has two reportable operating segments as follows:

(a) the gold mining segment engages in the production and sale of gold; and

(b) the property development, property leasing and property management services segment engages in the development of villas, apartments and commercial buildings, property leasing of self-owned properties, the sale of carpark spaces and the provision of property management services and construction services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's loss before tax except that interest income, finance costs as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, non-current asset classified as held for sale and other unallocated head office and corporate assets, as these assets are managed on a group basis.

Segment liabilities exclude tax payable, non-redeemable convertible preferred shares, deferred tax liabilities and other unallocated head office and corporate liabilities, as these liabilities are managed on a group basis.

4. OPERATING SEGMENT INFORMATION (Continued)

Year ended 30 June 2019	Gold mining RMB'000	Property development, property leasing and property management services RMB'000	Total RMB'000
Segment revenue (note 5)			
Sales to external customers	–	43,179	43,179
Other revenue	–	726	726
	–	43,905	43,905
Segment results	(2,501)	11,761	9,260
Reconciliation:			
Interest income			97
Corporate and other unallocated expenses			(13,165)
Finance costs			(83)
Loss before tax			(3,891)
Segment assets	84,383	129,422	213,805
Reconciliation:			
Corporate and other unallocated assets			7,355
Non-current asset classified as held for sale			48,208
			269,368
Segment liabilities	290	54,351	54,641
Reconciliation:			
Corporate and other unallocated liabilities			30,882
			85,523
Other segment information:			
Share of loss of an associate	(2,052)	–	(2,052)
Depreciation and amortisation	–	492	492
Capital expenditure*	554	3,094	3,648

* Capital expenditure consists of additions to property, plant and equipment and intangible assets including assets from the acquisition of a business.

4. OPERATING SEGMENT INFORMATION (Continued)

Year ended 30 June 2018	Gold mining RMB'000	Property development, property leasing and property management services RMB'000	Total RMB'000
Segment revenue:			
Sales to external customers	–	21,216	21,216
Other revenue	–	1,427	1,427
	–	22,643	22,643
Segment results	(3,058)	(6,732)	(9,790)
Reconciliation:			
Interest income			77
Corporate and other unallocated expenses			(9,399)
Finance costs			(70)
Loss before tax			(19,182)
Segment assets	134,076	91,185	225,261
Reconciliation:			
Corporate and other unallocated assets			8,720
			233,981
Segment liabilities	111	25,949	26,060
Reconciliation:			
Corporate and other unallocated liabilities			17,657
			43,717
Other segment information:			
Share of loss of an associate	(2,509)	–	(2,509)
Depreciation	–	263	263
Investment in an associate	50,260	–	50,260
Capital expenditure	29	8	37

4. OPERATING SEGMENT INFORMATION (Continued)

Geographical information

(a) Revenue of RMB43,179,000 (2018: RMB21,216,000) was derived from sales to external customers located in Mainland China.

(b) Non-current assets

	2019 RMB'000	2018 RMB'000
Mainland China	**14,259**	57,938
Hong Kong	**186**	103
Russia	**73,613**	70,397
	88,058	128,438

The non-current asset information above is based on the locations of the assets, which excludes deferred tax assets.

Information about major customers

During the year, revenue of RMB18,356,000 was derived from sales to a single customer of the property development, property leasing and property management services segment. During the year ended 30 June 2018, no revenue from transactions with a single external customer amounted to 10% or more of the Group's total revenue.

5. REVENUE, OTHER INCOME AND GAINS

	2019 RMB'000	2018 RMB'000
Revenue from contracts with customers		
Sale of properties	**15,710**	21,216
Sale of carpark spaces	**7,525**	–
Rendering of property management services	**6,632**	–
Rendering of construction services	**13,312**	–
	43,179	21,216

5. REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 30 June 2019	Gold mining RMB'000	Property development, property leasing and property management services RMB'000	Total RMB'000
Segments			
Type of goods or services			
Sale of properties	–	15,710	15,710
Sale of carpark spaces	–	7,525	7,525
Property management services	–	6,632	6,632
Construction services	–	13,312	13,312
Total revenue from contracts with customers	–	43,179	43,179
Geographical market			
Mainland China	–	43,179	43,179
Timing of revenue recognition			
Goods transferred at a point in time	–	23,235	23,235
Services transferred over time	–	19,944	19,944
Total revenue from contracts with customers	–	43,179	43,179

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	2019 RMB'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	
Sale of properties	6,322

5. REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers (Continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of properties/carpark spaces

For contracts entered into with customers on the sale of properties/carpark spaces, the Group does not have an enforceable right to payment prior to transfer of the relevant properties/carpark spaces to customers. Revenue from sale of properties/carpark spaces is therefore recognised at a point in time when the properties/carpark spaces is transferred to customers, being at the point that the customer obtains the control of the properties/carpark spaces and the Group has a present right to payment and collection of the consideration is probable.

Property management services

The performance obligation is satisfied over time as services are rendered and short-term advances are normally required before rendering the services. Property management service contracts are for periods of one year.

Construction services

The performance obligation is satisfied over time as services are rendered and payment is generally due within 180 days from the date of billing.

The transaction prices totalling RMB12,631,000 allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 30 June 2019 are expected to be recognised within one year.

	Note	**2019**	2018
		RMB'000	RMB'000
Other income			
Bank interest income		**97**	77
Rental income		**395**	371
Exchange gains, net		**115**	20
Others		**105**	–
		712	468
Gains			
Fair value gains on investment properties	13	**106**	640
Gain on disposal of investment properties		**–**	37
Gain on disposal of items of property, plant and equipment		**5**	359
		111	1,036
		823	1,504

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	Notes	2019 RMB'000	2018 RMB'000
Cost of inventories sold		**14,345**	19,527
Cost of services provided		**14,239**	–
Depreciation	12	**192**	263
Amortisation	15	**300**	–
Minimum lease payments under operating leases		**1,122**	583
Auditor's remuneration		**2,359**	2,329
Staff costs (excluding directors' remuneration):			
Salaries and wages		**7,575**	6,290
Pension scheme contributions		**457**	313
		8,032	6,603
Write-down of inventories to net realisable value*	17	**–**	4,727
Loss/(gain) on disposal of investment properties#		**129**	(37)
Direct operating expenses (including repairs and maintenance) arising from rental-earning investment properties		**68**	64

* These amounts were included in "other expenses" in the consolidated statement of profit or loss and other comprehensive income.

\# These amounts were included in "other income and gains" or "other expenses" in the consolidated statement of profit or loss and other comprehensive income.

7. FINANCE COSTS

An analysis of finance costs is as follows:

	2019 RMB'000	2018 RMB'000
Interest on:		
Non-redeemable convertible preferred shares (note 24)	**83**	70

8. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2019 RMB'000	2018 RMB'000
Fees	**334**	320
Other emoluments:		
Salaries, allowances and benefits in kind	**919**	1,347
Pension scheme contributions	**18**	21
	1,271	1,688

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2019 RMB'000	2018 RMB'000
Mr. Cheung Chuen	**125**	120
Mr. Ling Aiwen	**105**	100
Mr. Han Hongwei*	**87**	100
Mr. Lu Lin#	**17**	–
	334	320

* Resigned as independent non-executive director on 30 April 2019

\# Appointed as independent non-executive director on 30 April 2019

There were no other emoluments payable to the independent non-executive directors during the year (2018: Nil).

8. DIRECTORS' REMUNERATION (Continued)

(b) Executive directors

	Salaries, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
2019			
Mr. Mu Dongsheng	**710**	**8**	**718**
Mr. Sze Ming Yee	**209**	**10**	**219**
	919	**18**	**937**

	Salaries, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
2018			
Mr. Mu Dongsheng	998	13	1,011
Mr. Sze Ming Yee	199	8	207
Mr. Yang Xue Jun*	150	–	150
	1,347	21	1,368

* Resigned as executive director on 1 April 2018.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2018: one) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining three (2018: four) non-director, highest paid employees for the year are as follows:

	2019 RMB'000	2018 RMB'000
Salaries, allowances and benefits in kind	1,463	1,643
Pension scheme contributions	53	43
	1,516	1,686

The number of non-director, highest paid employees whose remuneration fell within the following band is as follows:

	Number of employees 2019	 2018
Nil to HK$1,000,000	2	3
HK$1,000,001 to HK$1,500,000	1	1
	3	4

10. INCOME TAX

The Company is a tax exempted company registered in the Cayman Islands and conducts substantially all of its business through its subsidiaries established in Mainland China (the "PRC Subsidiaries") and Russia.

No provision for Hong Kong profits tax has been made (2018: Nil) as the Group did not generate any assessable profits in Hong Kong during the year. Taxes on profits assessable in Mainland China have been calculated at the rate of 25% (2018: 25%).

	2019 RMB'000	2018 RMB'000
Current – Hong Kong	–	–
Current – Mainland China		
Provision for corporate income tax	4,072	1,887
Provision for LAT	2,255	2,830
Underprovision for corporate income tax in prior years	–	340
Deferred (note 25)	(373)	(3,457)
Total tax charge for the year	5,954	1,600

10. INCOME TAX (Continued)

A reconciliation of the tax expense applicable to loss before tax at the statutory tax rate for Mainland China in which major subsidiaries of the Company are domiciled to the tax expense at the effective tax rate is as follows:

	2019 RMB'000	2018 RMB'000
Loss before tax	**(3,891)**	(19,182)
Tax at the Mainland China statutory income tax rate of 25%	**(973)**	(4,796)
Lower tax rates on profits arising elsewhere	**3,289**	3,407
Expenses not deductible for tax	**29**	69
Underprovision for corporate income tax in prior years	**–**	340
Effect/(reversal) of withholding tax at 10% on the distributable profits of the Group's PRC subsidiaries	**1,316**	(273)
Loss attributable to an associate	**513**	627
Tax losses not recognised	**105**	111
Tax losses utilised from previous years	**(16)**	(8)
Provision for LAT	**2,255**	2,830
Tax effect of LAT	**(564)**	(707)
Tax charge at the Group's effective rate	**5,954**	1,600

11. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share amount is based on the loss for the year attributable to ordinary equity holders of the Company of RMB8,493,000 (2018: RMB19,811,000), and the weighted average number of ordinary shares of 2,884,091,737 (2018: 2,884,091,737) in issue during the year.

The calculation of the diluted loss per share amount is based on the loss for the year attributable to ordinary equity holders of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic loss per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

No adjustment has been made to the basic loss per share amounts presented for the years ended 30 June 2019 and 2018 in respect of a dilution as the impact of the share options and non-redeemable convertible preferred shares outstanding had an anti-dilutive effect on the basic loss per share amounts presented.

12. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Leasehold improvements RMB'000	Plant and machinery RMB'000	Furniture and fixtures RMB'000	Motor vehicles RMB'000	Total RMB'000
Cost						
At 1 July 2018	2,144	424	16	641	1,470	4,695
Additions	27	66	–	56	362	511
Acquisition of a business (note 30)	–	–	–	3	–	3
Disposals	–	–	(5)	(100)	(135)	(240)
Exchange realignment	–	19	–	20	19	58
At 30 June 2019	2,171	509	11	620	1,716	5,027
Accumulated depreciation						
At 1 July 2018	1,242	424	16	561	1,255	3,498
Depreciation provided during the year	82	16	–	22	72	192
Disposals	–	–	(5)	(86)	(106)	(197)
Exchange realignment	–	18	–	17	15	50
At 30 June 2019	1,324	458	11	514	1,236	3,543
Net book value:						
At 30 June 2018	902	–	–	80	215	1,197
At 30 June 2019	847	51	–	106	480	1,484

12. PROPERTY, PLANT AND EQUIPMENT (Continued)

	Buildings RMB'000	Leasehold improvements RMB'000	Plant and machinery RMB'000	Furniture and fixtures RMB'000	Motor vehicles RMB'000	Total RMB'000
Cost						
At 1 July 2017	2,167	436	16	659	1,483	4,761
Additions	–	–	–	8	–	8
Disposals	(23)	–	–	(12)	–	(35)
Exchange realignment	–	(12)	–	(14)	(13)	(39)
At 30 Jun 2018	2,144	424	16	641	1,470	4,695
Accumulated depreciation						
At 1 July 2017	1,164	436	16	566	1,097	3,279
Depreciation provided during the year	82	–	–	17	164	263
Disposals	(4)	–	–	(11)	–	(15)
Exchange realignment	–	(12)	–	(11)	(6)	(29)
At 30 Jun 2018	1,242	424	16	561	1,255	3,498
Net book value:						
At 30 Jun 2017	1,003	–	–	93	386	1,482
At 30 Jun 2018	902	–	–	80	215	1,197

13. INVESTMENT PROPERTIES

	2019 RMB'000	2018 RMB'000
Carrying amount at beginning of the year	**6,604**	5,964
Transfer from completed properties held for sale	**–**	145
Disposals	**(620)**	(145)
Net gain from a fair value adjustment (note 5)	**106**	640
Carrying amount at end of the year	**6,090**	6,604

The Group's investment properties consist of certain commercial properties in Mainland China. The directors of the Company have determined that the investment properties are commercial properties, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 30 June 2019 based on valuations performed by an independent professionally qualified valuer, at RMB6,090,000. Each year, the Group's directors and the chief financial officer decide to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's directors and the chief financial officer have discussions with the valuer on the valuation assumptions and valuation results when the valuation is performed.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 32(a) to the financial statements.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

	Fair value measurement at 30 June 2019 using			
Recurring fair value measurement for:	**Quoted prices in active markets (Level 1) RMB'000**	**Significant observable inputs (Level 2) RMB'000**	**Significant unobservable inputs (Level 3) RMB'000**	**Total RMB'000**
Commercial properties	**–**	**–**	**6,090**	**6,090**

	Fair value measurement at 30 June 2018 using			
Recurring fair value measurement for:	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Commercial properties	–	–	6,604	6,604

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2018: Nil).

13. INVESTMENT PROPERTIES (Continued)

Fair value hierarchy (Continued)

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

	Commercial properties RMB'000
Carrying amount at 30 June 2017 and 1 July 2017	5,964
Transfer from completed properties held for sale	145
Disposals	(145)
Net gain from a fair value adjustment recognised in other income and gains in profit or loss (note 5)	640
Carrying amount at 30 June 2018 and 1 July 2018	6,604
Disposals	(620)
Net gain from a fair value adjustment recognised in other income and gains in profit or loss (note 5)	106
Carrying amount at 30 June 2019	6,090

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

	Valuation techniques	Significant unobservable inputs	Range or weighted average 2019	Range or weighted average 2018
Commercial properties	Direct comparison approach	a. Market unit monthly rental (RMB/sq. m.)	**a. 7 – 10**	a. 8 – 12
		b. Yield per annum	**b. 3.0%**	b. 2.9% – 4.1%
		c. Market unit sale rate (RMB/sq. m.)	**c. 2,700 – 3,600**	c. 2,600 – 3,500

The direct comparison approach requires a valuation by assuming sale of the property interests in its existing state with the benefit of vacant possession and by making reference to comparable sales transactions as available in the relevant market and also considers the basis of capitalisation of the net income receivable, if necessary.

14. GOODWILL

	2019 RMB'000
Cost and carrying amount:	
At the beginning of the year	–
Acquisition of a business (note 30)	4,821
At the end of the year	4,821

Impairment testing of goodwill

Goodwill acquired through business combination is allocated to the property development, property leasing and property management services cash-generating unit (the "CGU") for impairment testing.

The recoverable amount of the CGU has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by management covering a period of five years. The growth rates used to extrapolate the cash flows beyond the period are based on the estimated growth rate of the unit taking into account the industry growth rate, past experience and the medium or long term growth target of the CGU. The pre-tax discount rate applied to the cash flow projections for the year ended 30 June 2019 is 25.8%, and cash flows beyond the five-year period were extrapolated using a growth rate of 3%, which is consistent with the industry growth estimate.

Assumptions were used in the value in use calculation for the year ended 30 June 2019. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year.

Discount rate – The discount rate used is before tax and reflect specific risks relating to the relevant units.

Life of the property management contract – The life of the property management contract is estimated based on the industry practise.

The values assigned to the key assumptions on market development and discount rates are consistent with external information sources.

15. INTANGIBLE ASSETS

	Mining and exploration rights RMB'000	Exploration and evaluation assets RMB'000	Property management contract and customer relationship RMB'000	Total RMB'000
Cost:				
At 1 July 2018	63,522	6,855	–	70,377
Addition	–	554	–	554
Acquisition of a business (note 30)	–	–	2,580	2,580
Exchange realignment	2,188	264	–	2,452
At 30 June 2019	65,710	7,673	2,580	75,963
Accumulated amortisation:				
At 1 July 2018	–	–	–	–
Provided for the year	–	–	300	300
At 30 June 2019	–	–	300	300
Net carrying amount:				
At 30 June 2018	63,522	6,855	–	70,377
At 30 June 2019	65,710	7,673	2,280	75,663

15. INTANGIBLE ASSETS (Continued)

	Mining and exploration rights RMB'000	Exploration and evaluation assets RMB'000	Total RMB'000
Cost:			
At 1 July 2017	68,838	7,400	76,238
Addition	–	29	29
Exchange realignment	(5,316)	(574)	(5,890)
At 30 June 2018	63,522	6,855	70,377
Accumulated amortisation:			
At 1 July 2017	–	–	–
Provided for the year	–	–	–
At 30 June 2018	–	–	–
Net carrying amount:			
At 30 June 2017	68,838	7,400	76,238
At 30 June 2018	63,522	6,855	70,377

16. INVESTMENT IN AN ASSOCIATE/NON-CURRENT ASSET CLASSIFIED AS HELD FOR SALE

	2019 RMB'000	2018 RMB'000
Investment in an associate		
Share of net assets	–	76,672
Goodwill on acquisition	–	46,646
	–	123,318
Provision for impairment	–	(73,058)
	–	50,260
Non-current asset classified as held for sale		
Investment in an associate	**48,208**	–

Particulars of the associate are as follows:

Name	Particulars of issued shares held	Place of incorporation/ registration and business	Percentage of ownership interest attributable to the Group	Principal activity
Port First	Ordinary shares of US$1.00 each	BVI	35	Investment holding

Port First Limited ("Port First") is an investment holding company and its subsidiaries, Longkou Jinxin Gold Co., Ltd. ("龍口市金鑫黃金有限公司", "Longkou Jinxin") and Longkou Jinhui Gold Co., Ltd. ("龍口市金匯黃金有限責任公司", "Longkou Jinhui"), are engaged in the mining, processing, refining and sale of gold bars in Mainland China.

The gold mine of Longkou Jinxin is located near the border but part of it is within the Laishan Natural Protection Area ("萊山生態保護區", the "LNPA") of Longkou City. During 2018, Longkou Jinxin suspended production as requested by the local government for stricter environmental protection purposes. The local government is in the process of applying to the related provincial government for excluding the gold mine of Longkou Jinxin from the LNPA given that the gold mine had been developed and commenced production before the LNPA was set up and part of the gold mine as well as the processing plant and refinery plant of Longkou Jinxin are outside the LNPA. Up to the date of this report, no decision has been made by the related provincial government on this application.

16. INVESTMENT IN AN ASSOCIATE/NON-CURRENT ASSET CLASSIFIED AS HELD FOR SALE (Continued)

Longkou Jinhui has prepared for the expansion of its production capacity as requested by the local government in order to renew the mining right. However, as a railway was built across the gold mine area of Longkou Jinhui, Longkou Jinhui has to obtain the consent from the railway operator for the construction and expansion in the mine site. The railway operator kept silent when considering the safe operation of the railway, as a result, Longkou Jinhui had to suspend production during 2018. Given that the railway was built after Longkou Jinhui commenced production without negotiating with Longkou Jinhui, Longkou Jinhui claimed against the railway operator for the loss incurred due to the suspension of production. In the prior year, the court concluded a favourable decision for Longkou Jinhui and requested the railway operator to compensate the loss. In October 2018, the Intermediate Court judged to cancel the judgement of the first instance and returned the case to the People's Court of Longkou City for a retrial.

On 21 June 2019, the Company and Mr. Wu Fong Shing ("Mr. Wu") entered into the sale and purchase agreement (the "Sale and Purchase Agreement"), pursuant to which the Company conditionally agreed to sell and Mr. Wu conditionally agreed to acquire 35% equity interests in Port First at the cash consideration of RMB53,000,000 (the "Disposal"). The Disposal is subject to fulfilment of the conditions precedent under the Sale and Purchase Agreement and due to be completed by 30 June 2020. On 28 June 2019, the Group received the first instalment of RMB10,600,000. The Disposal is in progress and the investment in Port First was reclassified from an investment in an associate to a non-current asset classified as held for sale on 30 June 2019.

Details of the Disposal are set out in the announcements of the Company dated 21 June 2019, 7 August 2019 and 9 September 2019, and the circular of the Company dated 18 September 2019.

Port First which is considered a material associate of the Group, is a strategic partner of the Group engaged in the gold mining business and is accounted for using the equity method prior to the reclassification to a non-current asset classified as held for sale on 30 June 2019.

16. INVESTMENT IN AN ASSOCIATE/NON-CURRENT ASSET CLASSIFIED AS HELD FOR SALE (Continued)

The following table illustrates the summarised financial information of Port First and its subsidiaries adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

	2019 RMB'000	2018 RMB'000
Current assets	**1,902**	7,240
Non-current assets	**381,710**	383,319
Current liabilities	**(66,781)**	(65,696)
Non-current liabilities	**(87,720)**	(87,671)
Net assets	**229,111**	237,192
Non-controlling interests	**(91,374)**	(93,592)
	137,737	143,600
Reconciliation to the Group's interest in the associate:		
Proportion of the Group's ownership	**35%**	35%
Group's share of net assets of the associate	**48,208**	50,260
Goodwill on acquisition (less cumulative impairment)	**–**	–
Carrying amount of the investment	**48,208**	50,260

	2019 RMB'000	2018 RMB'000
Revenue	**20,613**	4,637
Loss for the year attributable to:		
Owners of Port First	**(5,864)**	(7,168)
Non-controlling interests of Port First	**(2,401)**	(2,894)
Total comprehensive loss attributable to:		
Owners of Port First	**(5,674)**	(7,177)
Non-controlling interests of Port First	**(2,401)**	(2,894)

17. INVENTORIES

	2019 RMB'000	2018 RMB'000
Property development		
Completed properties held for sale	**31,077**	45,422
Carpark spaces	**22,819**	–
	53,896	45,422

As at 30 June 2019, impairment provision of RMB6,969,000 (2018: RMB10,763,000) has been recognised to write down the carrying amount of completed properties held for sale to the estimated net realisable value. During 2018, an impairment provision of RMB4,727,000 (note 6) was recognised to write down the inventories to net realisable value.

On 1 March 2019, Jiangsu Tianan Hongji Property Management Co., Ltd.（江蘇天安鴻基物業管理有限公司）("Jiangsu Tianan"), an indirectly wholly-owned subsidiary of the Company, entered into the sale and purchase agreement with Xuzhou Zhongwei Real Estate Co., Ltd.（徐州市中維地產有限公司）("Zhongwei"), the property developer, pursuant to which Zhongwei conditionally agreed to acquire and Jiangsu Tianan conditionally agreed to sell 700 underground carpark spaces in Xincheng district, Xuzhou City, Jiangsu Province, the PRC at the cash consideration of RMB28,000,000. The acquisition of carpark spaces was completed on 5 March 2019. Details of the acquisition of the carpark spaces are set out in the announcement of the Company dated 1 March 2019.

The carpark spaces acquired by the Group during the year fall into the category of civil air defense properties. According to the PRC laws and regulations, new buildings constructed in cities should contain basement areas that can be used for civil air defense purposes in times of war. A developer can manage and use such areas designated as civil air defense properties at other times and generate profits from such use. However, in times of war, such areas may be used by the government at no cost. In the event of war and if the civil air defense areas are used by the public, the Group may not be able to use such areas as carpark spaces, and such areas will no longer be a source of the Group's revenue.

18. TRADE RECEIVABLES

	2019 RMB'000	2018 RMB'000
Trade receivables	**10,434**	10
Impairment	**–**	–
	10,434	10

The Group's trade receivables arise from the sale of properties and the provision of property management services and construction services. Considerations in respect of the properties sold are payable by the buyers in accordance with the terms of the related sale and purchase agreements. A credit period of generally 6 months is granted to the property developer for whom the Group provides property management services and construction services. Advanced payment is normally required for the property owners for whom the Group provides management services. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at 30 June 2019 and 2018, based on the invoice date, is as follows:

	2019 RMB'000	2018 RMB'000
Within one month	**8,554**	10
One to two months	**618**	–
Two to three months	**163**	–
Over three months	**1,099**	–
	10,434	10

Impairment under HKFRS 9 for the year ended 30 June 2019

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. As the Group did not have any historical credit loss, the Group expects the lifetime ECL to be minimal. There has not been any significant change in the gross amounts of trade receivables that has affected the estimation of the loss allowance during the year.

Impairment under HKAS 39 for the year ended 30 June 2018

The balances of the trade receivables as at 30 June 2018 aged within 1 month based on the invoice date, which were neither past due nor impaired. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as they are still considered fully recoverable.

19. DEPOSITS AND OTHER RECEIVABLES

	2019 RMB'000	2018 RMB'000
Deposits	84	81
Other receivables	746	493
	830	574
Impairment allowance	–	–
	830	574

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

The Group has applied the general approach to provide for expected credit loss for the deposits and other receivables and considered the historical loss rate and adjusted for forward-looking macroeconomic data in calculating the expected credit loss rate. As at 30 June 2019, the expected credit loss rate for deposits and other receivables was assessed to be insignificant.

20. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	2019 RMB'000	2018 RMB'000
Cash and bank balances	61,540	52,666
Pledged deposits	504	503
	62,044	53,169
Less: Pledged deposits for banking facilities	(504)	(503)
Cash and cash equivalents	61,540	52,666

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB15,507,000 (2018: RMB33,595,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Deposits of the property development, property leasing and property management services segment were pledged to banks in respect of mortgage loan facilities granted by the banks to the buyers of certain properties developed by the Group. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

21. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2019 RMB'000	2018 RMB'000
Within 1 month	**4,885**	–
1 to 3 months	**9,524**	–
3 months to 1 year	**9,530**	54
Over 1 year	**1,617**	1,618
	25,556	1,672

The trade payables are non-interest-bearing and are normally settled on 180-day terms.

22. OTHER PAYABLES AND ACCRUALS

	2019 RMB'000	2018 RMB'000
Advances from customers	**–**	8,726
Accruals	**55**	14
LAT payable	**12,034**	10,280
Proceeds from the proposed disposal of an associate	**10,600**	–
Other payables	**11,386**	8,273
	34,075	27,293

Other payables are non-interest-bearing and have an average term of six months.

23. CONTRACT LIABILITIES

Details of contract liabilities as at 30 June 2019 and 1 July 2018 are as follows:

	30 June 2019 RMB'000	1 July 2018 RMB'000
Short-term advances received from customers		
Sale of properties	5,611	8,726
Sale of carpark spaces	1,439	–
Property management services	2,253	–
Total contract liabilities	9,303	8,726

Contract liabilities include short-term advances received from customers in connection with the Group's sale of properties and carpark spaces and provision of property management services. The increase in contract liabilities in 2019 was mainly due to the increase in short-term advances received from customers in relation to the provision of property management services.

Changes in contract liabilities during the year are as follows:

	2019 RMB'000
At the beginning of the year	8,726
Acquisition of a business (note 30)	1,207
Revenue recognised that was included in the contract liabilities at the beginning of the year	(6,322)
Increases due to cash received, excluding amounts recognised as revenue during the year	5,692
At the end of the year	9,303

24. NON-REDEEMABLE CONVERTIBLE PREFERRED SHARES

The Company allotted and issued 93,000,000 non-redeemable convertible preferred shares ("CPS") at HK$1.00 per CPS on 3 May 2011. The holder of the CPS has the right to convert the CPS into a total of 310,000,000 ordinary shares at a price of HK$0.30 per share on any business day after the issue date. A non-cumulative dividend of 2% per annum on the face value is payable by the Company annually in arrears on each anniversary date of the issue date, subject to sufficient reserves permissible by laws from time to time. In prior years, 90,000,000 CPS has been converted into ordinary shares. At the end of the reporting period, the Company had 3,000,000 (2018: 3,000,000) CPS outstanding.

Initial recognition of the CPS recognised at the issuance date was calculated as follows:

	RMB'000
Fair value of the CPS	77,820
Equity component of the CPS	(69,801)
Liability component of the CPS	8,019

The Black-Scholes model was used to value the fair value of the CPS. The inputs to the model were as follows:

Valuation date	3 May 2011
Share price	HK$0.32
Exercise price	HK$0.30
Risk-free rate	0.169%
Expected volatility	35.577%
Expected dividend yield	–

The liability component represents the Company's contractual obligation of interest payment to the holders of the CPS. For the fair value of the liability component of the CPS at initial recognition, the effective interest rate method is adopted in the valuation. The effective interest rate used in the valuation is 12.867%.

The carrying amounts of the liability component of the CPS during the year were calculated as follows:

	2019	2018
	RMB'000	RMB'000
Beginning of the year	**627**	572
Interest expense (note 7)	**83**	70
Exchange realignment	**28**	(15)
End of the year	**738**	627

25. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

	Withholding taxes RMB'000	Fair value adjustment of properties for sale RMB'000	Revaluation of properties RMB'000	Fair value adjustments arising from business combination RMB'000	Total RMB'000
At 1 July 2017	372	8,002	471	–	8,845
(Credited)/charged to profit or loss for the year (note 10)	(273)	(2,155)	149	–	(2,279)
At 30 June 2018	99	5,847	620	–	6,566
Acquisition of a business (note 30)	–	–	–	646	646
Charged/(credited) to profit or loss for the year (note 10)	1,202	(1,934)	(35)	(76)	(843)
At 30 June 2019	**1,301**	**3,913**	**585**	**570**	**6,369**

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

Deferred tax assets

	Write-down of inventories to net realisable value RMB'000	Provision for LAT RMB'000	Accruals and other provision RMB'000	Total RMB'000
At 1 July 2017	2,016	2,113	1,061	5,190
Credited to profit or loss during the year (note 10)	675	457	46	1,178
At 30 June 2018 and 1 July 2018	2,691	2,570	1,107	6,368
(Charged)/credited to profit or loss during the year (note 10)	(949)	438	41	(470)
At 30 June 2019	**1,742**	**3,008**	**1,148**	**5,898**

25. DEFERRED TAX (Continued)

The Group has unrecognised deferred tax assets from tax losses arising in Mainland China and Russia in an aggregate amount of RMB14,812,000 (2018: RMB14,369,000) that will expire in two to three years and five to ten years, respectively, for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these tax losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the above items can be utilised.

26. SHARE CAPITAL

Shares

	2019 RMB'000	2018 RMB'000
Authorised:		
5,000,000,000 (2018: 5,000,000,000) ordinary shares of HK$0.10 each	**500,000**	500,000
100,000,000 (2018: 100,000,000) CPS of HK$1.00 each	**100,000**	100,000
	600,000	600,000

	2019 RMB'000	2018 RMB'000
Issued and fully paid:		
2,884,091,737 (2018: 2,884,091,737) ordinary shares	**252,856**	252,856

27. SHARE OPTIONS

The Group has launched six lots of share options (the "Options") on 26 May 2010, 8 November 2010, 11 May 2011, 8 January 2014, 9 January 2015 and 14 October 2015, respectively, for the purpose of providing incentives and rewards to the eligible participants who contribute to the success of the Group's operations. Eligible participants of the Options include the Company's executive directors, employees and consultants.

The maximum number of unexercised share options currently permitted to be granted is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Options within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

27. SHARE OPTIONS (Continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 7 days from the date of offer, upon payment of a nominal consideration of HK$1 in total by the grantee.

The exercise price of share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The first, second and third lots of share options have been fully exercised up to 30 June 2015. Details of the outstanding three lots of share options granted are as follows:

(a) The fourth lot of share options

On 8 January 2014, 91,500,000 share options were granted to the eligible participants of the Group. The exercise price of the options is HK$0.610 per share.

The share options are exercisable any time within five years starting from 8 January 2014 with no service conditions and performance conditions attached.

The exercise price of the share options is subject to adjustment in the case of conversion of statutory reserve into capital, split-up of shares, merging of shares, dividend distribution, or other similar changes in the Company's stock price.

The fair value of the fourth lot of equity-settled share options was estimated as at the date of grant using the Binomial Option Pricing model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Stock price per share	HK$0.600
Exercise price per share	HK$0.610
Expected volatility	68.363%
Risk-free interest rate	1.437%
Expected life	5 years
Fair value per share	HK$0.34

27. SHARE OPTIONS (Continued)

(a) The fourth lot of share options (Continued)

The expected life of the options was based on the historical data and was not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility was indicative of future trends, which may also not necessarily be the actual outcome.

Upon completion of the open offer of the Company in 2015, the exercise price and the number of outstanding share options of the fourth lot of share options were adjusted.

(b) The fifth lot of share options

On 9 January 2015, 102,300,000 share options were granted to the eligible participants of the Group. The exercise price of the options is HK$0.582 per share.

The share options are exercisable any time within five years starting from 9 January 2015 with no service conditions and performance conditions attached.

The exercise price of the share options is subject to adjustment in the case of conversion of statutory reserve into capital, split-up of shares, merging of shares, dividend distribution, or other similar changes in the Company's stock price.

The fair value of the fifth lot of equity-settled share options was estimated as at the date of grant using the Binomial Option Pricing model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Stock price per share	HK$0.550
Exercise price per share	HK$0.582
Expected volatility	61.462%
Risk-free interest rate	1.237%
Expected life	5 years
Fair value per share	HK$0.28

The expected life of the options was based on the historical data and was not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility was indicative of future trends, which may also not necessarily be the actual outcome.

Upon completion of the open offer of the Company in 2015, the exercise price and the number of outstanding share options of the fifth lot of share options were adjusted.

27. SHARE OPTIONS (Continued)

(c) The sixth lot of share options

On 14 October 2015, 87,000,000 share options were granted to the eligible participants of the Group. The exercise price of the options is HK$0.30 per share.

The share options are exercisable any time within four years starting from 14 October 2015 with no service conditions and performance conditions attached.

The exercise price of the share options is subject to adjustment in the case of conversion of statutory reserve into capital, split-up of shares, merging of shares, dividend distribution, or other similar changes in the Company's stock price.

The fair value of the sixth lot of equity-settled share options was estimated as at the date of grant using the Binomial Option Pricing model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Stock price per share	HK$0.30
Exercise price per share	HK$0.30
Expected volatility	77.888%
Risk-free interest rate	0.634%
Expected life	4 years
Fair value per share	HK$0.17

The expected life of the options is based on the historical data and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

Movements in the fourth lot of share options for eligible participants during the year were as follows:

	Total number of share options outstanding during the year ended 30 June 2019	**Weighted average exercise price per share (HK$)**	Total number of share options outstanding during the year ended 30 June 2018	Weighted average exercise price per share (HK$)
Outstanding at beginning of year	**51,787,840**	**0.587**	51,787,840	0.587
Expired during the year	**(51,787,840)**		–	
Outstanding at end of year	**–**	–	51,787,840	0.587

27. SHARE OPTIONS (Continued)

Movements in the fifth lot of share options for eligible participants during the year were as follows:

	Total number of share options outstanding during the year ended 30 June 2019	Weighted average exercise price per share (HK$)	Total number of share options outstanding during the year ended 30 June 2018	Weighted average exercise price per share (HK$)
Outstanding at beginning of year	**106,392,000**	**0.560**	106,392,000	0.560
Lapsed during the year	**(10,088,000)**		–	
Outstanding at end of year	**96,304,000**	–	106,392,000	0.560

Movements in the sixth lot of share options for eligible participants during the year were as follows:

	Total number of share options outstanding during the year ended 30 June 2019	Weighted average exercise price per share (HK$)	Total number of share options outstanding during the year ended 30 June 2018	Weighted average exercise price per share (HK$)
Outstanding at beginning and end of year	**87,000,000**	0.30	87,000,000	0.30

At the end of the reporting period, the Company had 183,304,000 (2018: 245,179,840) share options outstanding under the Options. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 183,304,000 (2018: 245,179,840) additional ordinary shares of the Company and additional share capital of HK$18,330,000 (equivalent to RMB16,125,000) (2018: HK$24,518,000, equivalent to RMB21,280,000) and share premium of HK$61,700,000 (equivalent to RMB54,275,000) (2018: HK$91,561,000, equivalent to RMB79,468,000) (before issue expenses and amounts to be transferred from share option reserve).

Subsequent to the end of the reporting period, no share options were exercised. At the date of approval of these financial statements, the Company had 183,304,000 share options outstanding under the Options, which represented approximately 6.36% of the Company's shares in issue as at that date.

28. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 52 of the financial statements.

(i) Share premium account

Under the Companies Law (Revised) of the Cayman Islands, share premium is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of share premium if (a) it is, or would after the payment be, unable to pay its liabilities as they become due, or (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital account.

(ii) Share option reserve

Share option reserve comprises the portion of the grant date fair value of unexercised share options granted under the share option scheme adopted by the Company.

(iii) Statutory reserve

In accordance with the PRC regulations, each of the PRC Subsidiaries is required to allocate 10% of its profit after tax, as determined under the PRC accounting regulations, to the statutory reserve until such reserve reaches 50% of its registered capital. Part of the statutory reserve may be used either to offset losses, or to be converted to increase the paid-up capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

(iv) Capital contribution reserve

The capital contribution reserve represents the difference between the fair value of the interest-free financial assistance provided by the former shareholder of the Company initially recognised in the financial statements and the nominal amount of cash received/receivable by the Group.

29. PARTLY-OWNED SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiary that has material non-controlling interests are set out below:

	2019	2018
Percentage of equity interest held by non-controlling interests:		
Commerce Prosper Limited	**49%**	49%

	2019	2018
	RMB'000	RMB'000
Loss for the year allocated to non-controlling interests:		
Commerce Prosper Limited	**(1,352)**	(971)

	2019	2018
	RMB'000	RMB'000
Accumulated balances of non-controlling interests at the reporting dates:		
Commerce Prosper Limited	**41,244**	41,010

The following tables illustrate the summarised financial information of the above subsidiary. The amounts disclosed are before any inter-company eliminations:

	Commerce Prosper Limited	
	2019	2018
	RMB'000	RMB'000
Revenue	**–**	–
Total expenses	**(2,759)**	(1,982)
Loss for the year	**(2,759)**	(1,982)
Total comprehensive loss for the year	**(2,759)**	(1,982)
Current assets	**18,852**	19,327
Non-current assets	**65,613**	64,493
Current liabilities	**(293)**	(126)
Net cash flows used in operating activities	**(765)**	(444)
Net cash flows used in investing activities	**(553)**	(29)
Net decrease in cash and cash equivalents	**(1,318)**	(473)

30. BUSINESS COMBINATION

On 25 June 2018, Xuzhou Taihua, an indirectly wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with Foshan Tianan Hongji Property Services Co., Ltd. (佛山天安鴻基物業服務有限公司) ("Foshan Tianan"), pursuant to which Xuzhou Taihua conditionally agreed to purchase and Foshan Tianan conditionally agreed to sell all the assets, liabilities and businesses of Foshan Tianan Hongji Property Services Co., Ltd. Xuzhou Branch Office (佛山天安鴻基物業服務有限公司徐州分公司) (the "Acquiree") (the "Acquisition") at the cash consideration of RMB9,000,000. The Acquisition was completed on 1 November 2018. The Acquiree is principally engaged in the provision of property management services in Xuzhou City, Jiangsu Province, the PRC. The Acquisition was made as part of the Group's strategy to enhance its expertise in property management services.

The fair values of the identifiable assets and liabilities of the Acquiree as at the date of acquisition were as follows:

	Notes	Fair value recognised on acquisition RMB'000
Plant and equipment	12	3
Intangible assets	15	2,580
Trade receivables		4,278
Deposits and other receivables		310
Cash and cash equivalents		715
Trade payables		(30)
Other payables and accruals		(1,010)
Contract liabilities	23	(1,207)
Tax payable		(814)
Deferred tax liabilities	25	(646)
Total identifiable net assets at fair value		4,179
Goodwill on acquisition	14	4,821
Satisfied by cash		9,000

The fair values of trade receivables and other receivables as at the date of acquisition amounted to RMB4,278,000 and RMB136,000, respectively. The gross contractual amount of trade receivables and other receivables were RMB4,278,000 and RMB136,000, respectively.

The Group incurred transaction costs of RMB1,442,000 for this Acquisition. The transaction costs of RMB647,000 and RMB795,000 have been expensed and are included in the consolidated statement of profit or loss and other comprehensive income for the years ended 30 June 2019 and 2018, respectively.

None of the goodwill recognised is expected to be deductible for income tax purposes.

30. BUSINESS COMBINATION (Continued)

An analysis of the cash flows in respect of the Acquisition is as follows:

	RMB'000
Cash consideration	(9,000)
Cash and cash equivalents acquired	715
Net outflow of cash and cash equivalents included in cash flows from investing activities	(8,285)
Transaction costs of the Acquisition included in cash flows from operating activities	(647)
	(8,932)

Since the Acquisition, the Acquiree contributed revenue of RMB2,492,000 and profit of RMB233,000 to the Group for the year ended 30 June 2019.

Had the combination taken place at the beginning of the year, the revenue of the Group and the loss of the Group for the year would have been RMB45,325,000 and RMB9,055,000, respectively.

31. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities of the Group not provided for in the consolidated financial statements were as follows:

	2019	2018
	RMB'000	RMB'000
Guarantees given to banks in connection with facilities granted to:		
Buyers of certain properties developed by the Group	**3,000**	3,169

As at 30 June 2019, banking facilities of RMB3,000,000 were granted to the buyers of certain properties developed by the Group (2018: RMB3,169,000).

32. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment properties (note 13) under operating lease arrangements, with leases negotiated for terms ranging from one to five years (2018: one to five years). The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At 30 June 2019, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	2019 RMB'000	2018 RMB'000
Within one year	335	336
In the second to fifth years, inclusive	766	1,094
	1,101	1,430

(b) As lessee

The Group leases certain of its office premises under operating lease arrangements for lease terms of one year. At 30 June 2019, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2019 RMB'000	2018 RMB'000
Within one year	581	556

33. COMMITMENT

In addition to the operating lease commitments detailed in note 32(b) above, the Group had the following capital commitment at the end of the reporting period:

	2019 RMB'000	2018 RMB'000
Contracted, but not provided for:		
Acquisition of a business	–	9,000

On 25 June 2018, Xuzhou Taihua entered into a sale and purchase agreement with Foshan Tianan, pursuant to which Xuzhou Taihua conditionally agreed to purchase and Foshan Tianan conditionally agreed to sell the assets, liabilities and businesses of Foshan Tianan Hongji Property Services Co., Ltd. Xuzhou Branch Office at a cash consideration of RMB9,000,000.

The acquisition of a business was completed on 1 November 2018. Further details are set out in note 30 to the financial statements.

34. RELATED PARTY TRANSACTIONS

(a) A loan from a director, the Chairman and the Chief Executive Officer

During the year, the Group entered into a loan agreement with Mr. Mu Dongsheng, a director, the Chairman and the Chief Executive Officer of the Company, to borrow a loan of HK$1,500,000 (equivalent to RMB1,311,000) for short-term financing of working capital of the Group. The loan was interest-free and repayable within two years. The loan has been repaid in June 2019.

(b) Compensation of key management personnel of the Group:

	2019 RMB'000	2018 RMB'000
Short term employee benefits	2,218	2,523
Post-employment benefits	50	33
Total compensation paid to key management personnel	2,268	2,556

Further details of directors' emoluments are included in note 8 to the financial statements.

35. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2019

	Financial assets at amortised cost RMB'000
Financial assets	
Trade receivables	10,434
Financial assets included in deposits and other receivables	830
Pledged deposits	504
Cash and cash equivalents	61,540
	73,308

	Financial liabilities at amortised cost RMB'000
Financial liabilities	
Trade payables	25,556
Financial liabilities included in other payables and accruals	5,534
Non-redeemable convertible preferred shares	738
	31,828

35. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

2018

	Loans and receivables RMB'000
Financial assets	
Trade receivables	10
Financial assets included in deposits and other receivables	574
Pledged deposits	503
Cash and cash equivalents	52,666
	53,753

	Financial liabilities at amortised cost RMB'000
Financial liabilities	
Trade payables	1,672
Financial liabilities included in other payables and accruals	4,249
Non-redeemable convertible preferred shares	627
	6,548

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2019	2018	**2019**	2018
	RMB'000	RMB'000	**RMB'000**	RMB'000
Financial liabilities				
Non-redeemable convertible preferred shares	**738**	627	**738**	627

Management has assessed that the fair values of trade receivables, financial assets included in deposits and other receivables, pledged deposits, cash and cash equivalents, trade payables and financial liabilities included in other payables and accruals, approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the chief financial officer is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The fair value of non-redeemable convertible preferred shares has been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for the non-redeemable convertible preferred shares at the end of each of the years was assessed to be insignificant.

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Liabilities for which fair values are disclosed:

As at 30 June 2019

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Non-redeemable convertible preferred shares	–	738	–	738

As at 30 June 2018

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Non-redeemable convertible preferred shares	–	627	–	627

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for the financial liabilities (2018: Nil).

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise non-redeemable convertible preferred shares, cash and pledged deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's operating results and cash flows are not substantially affected by changes in market interest rates. In addition, the Group has no significant interest-bearing assets and liabilities except for cash and cash equivalents, and pledged deposits. Cash at banks earns interest at floating rates based on daily bank deposit rates, and has no material exposures to interest rate risk.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of management.

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging as at 30 June 2019

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which was mainly based on past due information unless other information was available without undue cost or effort, and year-end staging classification as at 30 June 2019. The amounts presented are gross carrying amounts for financial assets.

2019	12-month ECLs	Lifetime ECLs			
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	Total RMB'000
Trade receivables*	–	–	–	10,434	10,434
Financial assets included in deposits and other receivables – Normal**	830	–	–	–	830
Pledged deposits	504	–	–	–	504
Cash and cash equivalents	61,540	–	–	–	61,540
	62,874	–	–	10,434	73,308

* For trade receivables to which the Group applied the simplified approach for impairment, information is disclosed in note 18 to the financial statements.

** The credit quality of the financial assets included in deposits and other receivables was considered to be "normal" when they were not past due and there was no information indicating that the financial assets had had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets had been considered to be "doubtful".

Maximum exposure and year-end staging as at 30 June 2018

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents and other receivables arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer. The Group is not exposed to material credit risk for the years ended 30 June 2019 and 2018.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in notes 18 and 19 to the financial statements.

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	2019		
	On demand and less than 12 months RMB'000	**1 to 5 years RMB'000**	**Total RMB'000**
Trade payables	**25,556**	**–**	**25,556**
Financial liabilities included in other payables and accruals	**5,534**	**–**	**5,534**
Non-redeemable convertible preferred shares	**–**	**738**	**738**
	31,090	**738**	**31,828**

	2018		
	On demand and less than 12 months RMB'000	1 to 5 years RMB'000	Total RMB'000
Trade payables	1,672	–	1,672
Financial liabilities included in other payables and accruals	4,249	–	4,249
Non-redeemable convertible preferred shares	–	627	627
	5,921	627	6,548

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 30 June 2019 and 2018.

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital plus net debt. Net debt includes trade payables, other payables and accruals, less cash and cash equivalents. Capital includes the non-redeemable convertible preferred shares and equity attributable to owners of the Company.

The gearing ratios as at the end of the reporting periods were as follows:

	2019 **RMB'000**	2018 RMB'000
Trade payables	**25,556**	1,672
Other payables and accruals	**34,075**	27,293
Less: Cash and cash equivalents	**(61,540)**	(52,666)
Net capital	**(1,909)**	(23,701)
Non-redeemable convertible preferred shares, the liability component	**738**	627
Equity attributable to owners of the Company	**142,601**	149,254
Adjusted capital	**143,339**	149,881
Capital and net debt	**141,430**	126,180
Gearing ratio	**n.a.**	n.a.

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2019 RMB'000	2018 RMB'000
NON-CURRENT ASSETS		
Property, plant and equipment	**186**	103
Investments in subsidiaries	**105,845**	105,845
Investment in an associate	**–**	50,260
Total non-current assets	**106,031**	156,208
CURRENT ASSETS		
Due from a subsidiary	**10,600**	814
Deposits and other receivables	**86**	82
Cash and cash equivalents	**1,185**	2,167
	11,871	3,063
Non-current asset classified as held for sale	**48,208**	–
Total current assets	**60,079**	3,063
CURRENT LIABILITIES		
Due to a subsidiary	**7,534**	–
Other payables and accruals	**14,293**	2,905
Total current liabilities	**21,827**	2,905
NET CURRENT ASSETS	**38,252**	158
TOTAL ASSETS LESS CURRENT LIABILITIES	**144,283**	156,366
NON-CURRENT LIABILITIES		
Non-redeemable convertible preferred shares	**738**	627
Net assets	**143,545**	155,739
EQUITY		
Issued capital	**252,856**	252,856
Non-redeemable convertible preferred shares (note)	**2,252**	2,252
Other reserves (note)	**(111,563)**	(99,369)
Total equity	**143,545**	155,739

Mu Dongsheng
Director

Sze Ming Yee
Director

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserves is as follows:

	Share premium account RMB'000	Share option reserve RMB'000	Non-redeemable convertible preferred shares RMB'000	Capital reserve RMB'000	Contribution reserve RMB'000	Exchange fluctuation reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 July 2017	676,605	49,409	2,252	19	48,448	(18,253)	(850,024)	(91,544)
Loss for the year	–	–	–	–	–	–	(5,373)	(5,373)
Other comprehensive loss for the year:								
Exchange differences on translation	–	–	–	–	–	(200)	–	(200)
Total comprehensive loss for the year	–	–	–	–	–	(200)	(5,373)	(5,573)
At 30 June 2018	676,605	49,409	2,252	19	48,448	(18,453)	(855,397)	(97,117)
At 1 July 2018	**676,605**	**49,409**	**2,252**	**19**	**48,448**	**(18,453)**	**(855,397)**	**(97,117)**
Loss for the year	**–**	**–**	**–**	**–**	**–**	**–**	**(12,081)**	**(12,081)**
Other comprehensive loss for the year:								
Exchange differences on translation	**–**	**–**	**–**	**–**	**–**	**(113)**	**–**	**(113)**
Total comprehensive loss for the year	**–**	**–**	**–**	**–**	**–**	**(113)**	**(12,081)**	**(12,194)**
Transfer of share option reserve upon the lapse or expiry of share options	**–**	**(13,423)**	**–**	**–**	**–**	**–**	**13,423**	**–**
At 30 June 2019	**676,605**	**35,986**	**2,252**	**19**	**48,448**	**(18,566)**	**(854,055)**	**(109,311)**

39. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 27 September 2019.

Five Year Financial Summary

	Years ended 30 June				
	2019	2018	2017	2016	2015
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
RESULTS					
CONTINUING OPERATIONS					
Revenue	**43,179**	21,216	10,542	8,670	9,412
Loss from operations	**(1,756)**	(16,603)	(12,061)	(38,740)	(44,331)
Provision for impairment of an associate	**–**	–	(73,058)	–	–
Finance costs	**(83)**	(70)	(66)	(4,617)	(8,451)
Share of loss of an associate	**(2,052)**	(2,509)	(6,312)	(5,663)	(2,391)
Loss before tax	**(3,891)**	(19,182)	(91,497)	(49,020)	(55,173)
Income tax (expense)/credit	**(5,954)**	(1,600)	473	2,380	(2,906)
Loss for the year from continuing operations	**(9,845)**	(20,782)	(91,024)	(46,640)	(58,079)
DISCONTINUED OPERATION					
Profit for the year from a discontinued operation	**–**	–	–	–	73,842
(Loss)/profit for the year	**(9,845)**	(20,782)	(91,024)	(46,640)	15,763
(Loss)/profit attributable to:					
Owners of the Company	**(8,493)**	(19,811)	(90,724)	(44,401)	20,922
Non-controlling interests	**(1,352)**	(971)	(300)	(2,239)	(5,159)
	(9,845)	(20,782)	(91,024)	(46,640)	15,763
Dividends	**–**	–	–	–	–

Five Year Financial Summary (Continued)

	As at 30 June				
	2019	2018	2017	2016	2015
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
ASSETS AND LIABILITIES					
Property, plant and equipment	**1,484**	1,197	1,482	1,778	2,384
Other non-current assets	**92,472**	133,609	140,161	209,754	260,849
Net current assets	**96,996**	62,651	86,145	104,429	73,876
Total assets less current liabilities	**190,952**	197,457	227,788	315,961	337,109
Non-current liabilities	**(7,107)**	(7,193)	(9,417)	(12,660)	(36,471)
Net assets	**183,845**	190,264	218,371	303,301	300,638
EQUITY					
Issued capital	**252,856**	252,856	252,856	252,856	229,285
Non-redeemable convertible preferred shares	**2,252**	2,252	2,252	2,252	2,252
Other reserves	**(112,507)**	(105,854)	(82,126)	5,293	23,451
Non-controlling interests	**41,244**	41,010	45,389	42,900	45,650
Total equity	**183,845**	190,264	218,371	303,301	300,638