Time Watch Investments Limited
時計寶投資有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock code: 2033

Annual Report 2020

Stay fearless
Stay tough

CORPORATE PROFILE

Time Watch Investments Limited (the "Company" or "Time Watch") and its subsidiaries (collectively, the "Group") are the leading manufacturer, brand-owner and retailer of watches in the People's Republic of China ("PRC") national brand watch market. Established in 1988, the Group's core proprietary brand, Tian Wang (天王), has been developed into a well-known brand in the PRC. Another proprietary brand of the Group, Balco, which was initially registered in Switzerland in 1986 by an independent third party and acquired by the Group in 2002, offers Swiss-made watches targeting younger mid-income consumers in the PRC.

OUR BUSINESSES

- **Tian Wang Watch Business**
  - Retail sales
  - Online sales
  - Wholesales to corporate customers
- **Balco Watch Business**
  - Retail sales
  - Sales to watch distributors
  - Online sales
- **Other Brands (PRC) Business**
  - Retail sales
- **Watch Movements Trading Business**

2020 RESULTS AT A GLANCE

Profit attributable to Owners of the Company:

HK$91.4 million

(2019: HK$305.4m)
-70.1%

Earnings per share – basic:

HK4.4 cents

(2019: HK14.7 cents)
-70.1%

Equity attributable to owners of the Company:

HK$2,169.5 million

(2019: HK$2,223.5m)
-2.4%

CONTENTS


TIANWANG
Automatic

Make use of time
Let not advantage slip

FINANCIAL HIGHLIGHTS

FINANCIAL SUMMARY

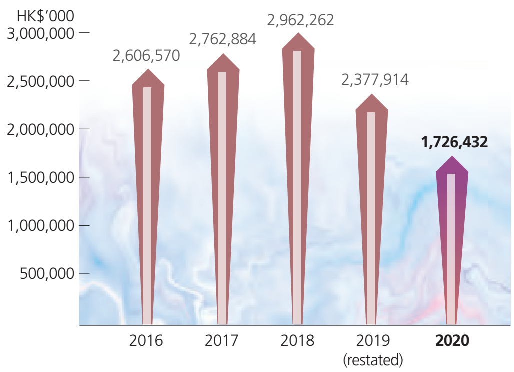
The following is a summary of the published results of the Group for the last five financial years. The financial information for the years ended 30 June 2016, 2017, 2018, 2019 and 2020 is extracted from the consolidated financial statements in the annual reports for the years ended 30 June 2016, 2017, 2018, 2019 and this annual report.

For the year ended 30 June	2016 *HK$'000*	2017 *HK$'000*	2018 *HK$'000*	2019 *HK$'000* (restated)	**2020** ***HK$'000***
Revenue	2,606,570	2,762,884	2,962,262	2,377,914	**1,726,432**
Gross profit	1,784,461	1,848,911	2,079,202	1,754,591	**1,273,206**
Gross margin	68.5%	66.9%	70.2%	73.8%	**73.7%**
Profit attributable to owners of the Company	296,341	235,744	291,447	318,043	**140,720**

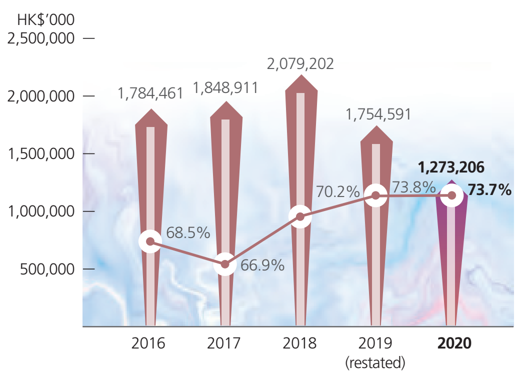
Note: The results for the years ended 30 June 2019 and 2020 only represent result from continuing operations. Accordingly, the results for the years ended 30 June 2016, 2017 and 2018 may not be comparable to the years ended 30 June 2019 and 2020 as Other Brands (Global) Business was discontinued during the year ended 30 June 2020.

As at 30 June	2016 *HK$'000*	2017 *HK$'000*	2018 *HK$'000*	2019 *HK$'000*	**2020** ***HK$'000***
Total assets	2,210,167	2,396,771	2,669,756	2,713,859	**2,496,106**
Total liabilities	438,406	548,669	616,662	554,828	**302,917**
Equity attributable to owners of the Company	1,752,053	1,878,025	2,100,695	2,223,548	**2,169,460**
Average inventory turnover days (days)	281	238	234	247	**289**
Average trade receivables turnover days (days)	58	55	52	54	**63**
Average trade payables turnover days (days)	51	48	44	39	**39**

Revenue

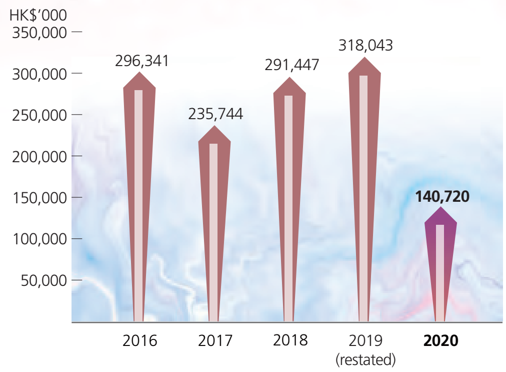


Gross profit and gross margin

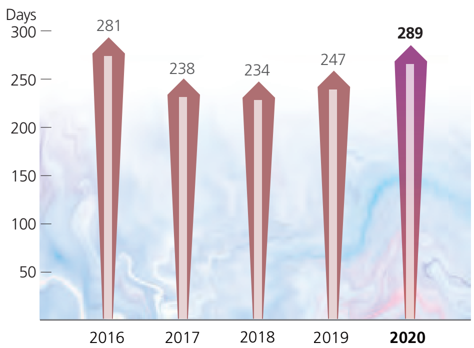


FINANCIAL HIGHLIGHTS

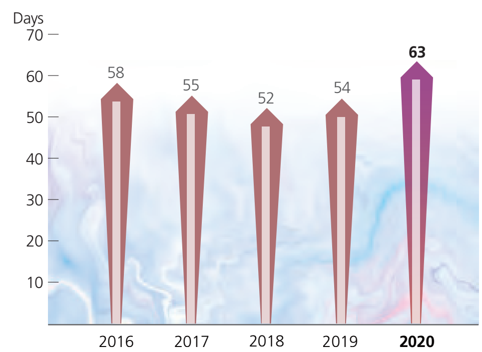
Profit attributable to owners of the Company



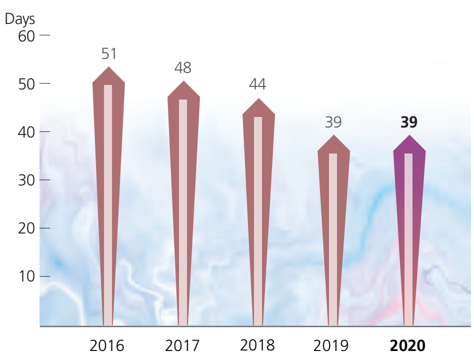
Average inventory turnover days



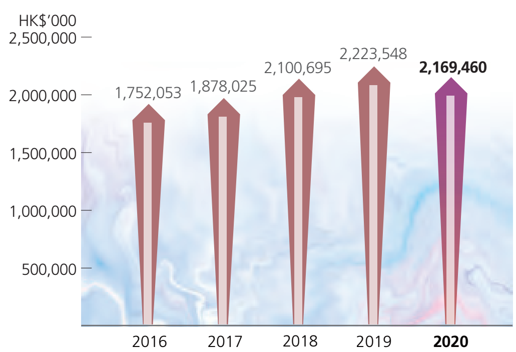
Average trade receivables turnover days



Average trade payables turnover days



Equity attributable to owners of the Company



CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of Time Watch Investments Limited (the "Company", together with its subsidiaries, the "Group"), I am pleased to present the Group's annual results for the financial year ended 30 June 2020 ("FY2020").

The uncertain business environment caused by China-United States trade disputes and the outbreak of the Novel Coronavirus Disease ("COVID-19") pandemic made it an extremely challenging year for the whole world including the Group. The above factors have a lasting impact to China, especially those policies imposed by the Chinese government to reduce the spread of the COVID-19 including the lock down of the cities during the period as well as some necessary travel restrictions, consumers' sentiment, confidence and atmosphere were adversely affected in which the retail business particularly pronounced and devastating. During the period, the Group has been closely monitoring and adjusting its business reaction plan. The Group recorded revenue of approximately HK$1,726.4 million for FY2020 for continuing operations, which represented a decrease of approximately 27.4% from the year ended 30 June 2019 ("FY2019").

As the global watch industry becomes more difficult due to the competition from electronic wearable devices and trade disputes between China and the United States, during the period under review, the Group has ceased the operation of the global distribution of the third-party licensed international brands ("Other Brands (Global) Business"). After the cessation, Other Brands (Global) Business was subsequently disposed of to mitigate the impact caused by such adversity and uncertainty. At the same time, the Group's liabilities have been reduced, and hence its risk exposure is minimized.

CHAIRMAN'S STATEMENT

As a result, the Group recorded approximately 79.7% decrease in profit for the year to approximately HK$59.4 million for FY2020 while comparing with profit for the year for FY2019 of approximately HK$293.1 million. Profit attributable to owners of the Company decreased from approximately HK$305.4 million for FY2019 to approximately HK$91.4 million for FY2020 with decrement of approximately HK$214.0 million and representing a decrease of approximately 70.1%. The earnings per share was HK4.4 cents for the FY2020, with decrement of approximately 70.1% while comparing with earnings per share of HK14.7 cents for FY2019. As the Group has adopted a prudent approach in its financial management during FY2020, the Group's negative impact caused by turbulent environment have been minimized.

As the Group still kept assessing the impact of the COVID-19 to the Group, the Group is expected to maintain a prudent financial management. Therefore, its dividend policy will be reviewed and adjusted from time to time. In view of the current situation, no final dividend (2019: HK4.3 cents) was recommended by the board (the "Board") of directors (the "Directors") for FY2020 in order to maintain strong cash base and strengthen its financial position so that the Group would be more well-prepared when opportunities and challenges arise.

For FY2020, Tian Wang Watch continues to be our major brand. Tian Wang Watch Business contributed approximately 84.0% of the total revenue of the Group, which was approximately HK$1,450.3 million. During FY2020, the Group was also engaged in the manufacturing and retail sales of another proprietary brand Balco（拜戈）watches. The sales of Balco watches contributed approximately 2.5% of the total revenue of the Group for FY2020. The remaining two major segments of the Group, namely, Watch Movements Trading Business and Other Brands (PRC) Business contributed approximately 5.4% and 8.1% of the total revenue of the Group for FY2020 respectively.

The revenue generated from the e-commerce business remains moderate for FY2020. Since the Group has achieved remarkable results over the years in the e-commerce business, the Group will continue to allocate additional resources and devote additional efforts for development of its e-commerce business. The Group continued to be top of the Tmall's domestic watch sales chart for seven consecutive years. It was the strategy of the Group to diversify the model of watches to be launched on online platform and attract consumers through different channels.

As of 30 June 2020, the Group had 2,738 point of sales (the "POS") (2019: 2,955 POS) in the PRC, mainly located in Northern China, Eastern China and Central China. Due to the unforeseeable effect on the trade disputes and the COVID-19 pandemic, the Group has adopted prudent approach, and the plan for setting up more trendy POS at shopping malls was postponed. Future potential openings will mainly be at the shopping malls in second-, third– and fourth-tier cities after cautious evaluations by senior management.

As the Group has adopted prudent financial management to maintain sufficient liquidity and adequate working capital, bank balances and cash of the Group increased to approximately HK$693.6 million with increment of approximately HK$271.9 million, representing an increase of approximately 64.5%.

During FY2020, the Group continues to utilise its excess cash to invest in financial products, such as certificate of deposits, corporate bonds and life insurance, with a total investment of approximately HK$618.8 million as at 30 June 2020. All of the financial products are targeted to be principal preservation and are expected to provide stable return to the Group.

The Group has cost control policy in which its effectiveness will be reviewed from time to time. The inventories and receivables were successfully reduced last year. The Group will keep monitoring its cost control policy to strengthen its financial position, so that the Group can seize the business opportunities when arise.

Bearing the faith "No fear of challenge, self-improvement in adversity" in mind with over 30 years of relentless effort and well-established reputation by the Group in market during this challenging period and looking forward, the Group believes the strategies implemented would help the Group to get over the market challenges and to maintain its leading position in the PRC watch market.

I would like to express my sincere gratitude to our shareholders, Board, staff members, customers, business partners and those who have been supportive throughout the years from the bottom of my heart. We strive to develop more stylish and high-quality watches for customers, to enhance business growth and return of the Group.

Mr. Tung Koon Ming
Chairman

Hong Kong, 28 September 2020

NUMBER OF POS OF THE GROUP AS AT 30 JUNE 2020

TIAN WANG WATCH BUSINESS
2,369

OTHER BRANDS (PRC) BUSINESS
62

BALCO WATCH BUSINESS
307

TOTAL
2,738


North Eastern China
322
Northern China
384
North Western China
171
Eastern China
788
South Western China
359
Central China
410
Southern China
304

MANAGEMENT DISCUSSION AND ANALYSIS

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

Revenue of the Group from continuing operations decreased by approximately HK$651.5 million or approximately 27.4% from approximately HK$2,377.9 million for FY2019 to approximately HK$1,726.4 million for FY2020. The decrease was mainly attributable to the significant impact on the operations of the Group since late January 2020 and the weak consumer sentiment caused by the outbreak of COVID-19 in the PRC. The operations of some of the POS of the Group in the PRC were suspended for certain period of time during February 2020 and the customer traffic flow in the department stores and shopping malls were relatively low during February to April of 2020.

Tian Wang Watch Business

Revenue of Tian Wang Watch Business continued to be the Group's main source of revenue which accounted for approximately 84.0% of the total revenue of the Group for FY2020 (FY2019: approximately 82.6%). Revenue of Tian Wang Watch Business decreased by approximately HK$512.8 million or approximately 26.1% from approximately HK$1,963.1 million for FY2019 to approximately HK$1,450.3 million for FY2020. The retail sales network shrank from 2,532 POS as at 30 June 2019 to 2,369 POS as at 30 June 2020, with a net decrease of 163 POS.

Balco Watch Business

Revenue of Balco Watch Business decreased by approximately HK$35.0 million or approximately 45.2% from approximately HK$77.4 million for FY2019 to approximately HK$42.4 million for FY2020. The decline was mainly due to the decrease in sales of the Balco watches in the PRC market.

Other Brands (PRC) Business

Retail sales of other well-known brand watches apart from Tian Wang Watch and Balco Watch decreased by approximately HK$69.2 million or approximately 33.1% from approximately HK$209.2 million for FY2019 to approximately HK$140.0 million for FY2020, which accounted for approximately 8.1% of the total revenue of the Group for FY2020 (FY2019: approximately 8.8%).

Watch Movements Trading Business

Revenue of Watch Movements Trading Business accounted for approximately 5.4% of the Group's total revenue for both years. For FY2020, revenue from trading of watch movements was approximately HK$93.7 million, representing a decrease of approximately HK$34.5 million or approximately 26.9% from approximately HK$128.2 million for FY2019.

Gross Profit

The Group's gross profit from continuing operations decreased by approximately HK$481.4 million or approximately 27.4% from approximately HK$1,754.6 million for FY2019 to approximately HK$1,273.2 million for FY2020. The decrease was mainly due to decline in Tian Wang Watch Business and was in line with the decrease in revenue.

MANAGEMENT DISCUSSION AND ANALYSIS

Other Income, Gains and Losses

The Group's other income, gains and losses from continuing operations decreased by approximately HK$23.7 million or approximately 36.5% from approximately HK$64.8 million for FY2019 to approximately HK$41.1 million for FY2020. The decrease was owing to loss from change in fair value of an investment property of approximately HK$21.9 million (FY2019: gain from change in fair value of an investment property of approximately HK$2.9 million).

Selling and Distribution Costs

The Group's selling and distribution costs from continuing operations decreased by approximately HK$285.5 million or approximately 22.4% from approximately HK$1,273.9 million for FY2019 to approximately HK$988.3 million for FY2020. The decrease was attributable to (i) decrease in concessionaire fee and rental; (ii) decrease in staff costs as in line with the decrease in number of POS; (iii) decrease in advertising and promotion expenses as a result of reduced number of marketing activities and events caused by the suspension of operation of some POSs as well as traffic control implemented in certain cities in the PRC in February, March and April 2020.

Administrative Expenses

The Group's administrative expenses from continuing operations decreased by approximately HK$21.3 million or approximately 14.6% from approximately HK$146.0 million for FY2019 to approximately HK$124.7 million for FY2020. The decrease was mainly owing to (i) decrease in staff cost as a result of stringent cost control by the management; (ii) one-off expense incurred for celebration of 30th anniversary of Tian Wang Watch Brand in FY2019; (iii) decrease in other taxes as a result of VAT reduction.

Finance Costs and Income Tax

The Group's finance costs from continuing operations decreased by approximately HK$0.5 million or approximately 30.6% from approximately HK$1.8 million for FY2019 to approximately HK$1.2 million for FY2020 as a result of the combined effect of decrease in borrowings for the Watch Movements Trading Business and increase in interest expenses of lease liabilities after the first adoption of HKFRS16 in FY2020.

The Group's income tax from continuing operations decreased by approximately HK$21.0 million or approximately 28.1% from approximately HK$74.6 million for FY2019 to approximately HK$53.6 million for FY2020. The decrease was primarily due to decrease in profit for the PRC subsidiaries during current year. The Group's effective tax rate increased from approximately 19.0% for FY2019 to approximately 27.3% for FY2020 because there was a tax credit in FY2019 as a result of preferential tax treatment for the calendar year ended 31 December 2018.

Profit attributable to the owners of the Company

As a combined result of the factors presented above, the profit attributable to the owners of the Company from continuing and discontinued operations for FY2020 decreased by approximately HK$214.0 million or approximately 70.1% from approximately HK$305.4 million for FY2019 to approximately HK$91.4 million for FY2020.

BUSINESS REVIEW

Overview

During FY2020, the Group's principal business remained manufacturing, retail sales and e-commerce business of its two proprietary brands watches (namely, Tian Wang and Balco Watch), retail sales of other brands of watches ("**Other Brands**") in the PRC and the distribution of watch movements to other watch manufacturers and distributors ("**Watch Movements Trading Business**").

Due to the outbreak and wide spreading of the COVID-19 across the PRC, part of the operations of the Group's POS in the PRC were suspended for certain period of time in February 2020. Even though most of the POS resumed operation in late February 2020, the customer traffic flow in the department stores and shopping malls were relatively low during February to April of 2020, this was mainly due to the travel restrictions and traffic control measures implemented in various cities in the PRC during the period which has directly affected the retail sales of the Group. The Group expects such impact may continue as operating environment is still uncertain within the foreseeable future and recovery of the economy and consumer sentiment may takes longer than expected due to the enduring impact of the COVID-19 continuing in the PRC.

The retail markets for watches in the PRC and Hong Kong became extremely challenging as consumer confidence was deeply affected by the COVID-19 pandemic and the worsen trade dispute between China and the United States. As a result, the Group has experienced sharp decline in sales during the FY2020 which leads to the huge impact on the profitability. Nevertheless, the Group continued to maintain its leading position in the PRC's national watch market with competitive advantages developed over years and the sustainable sales at its e-commerce business.

The Group's core brand business of Tian Wang Watch accounted for approximately 84% of its total revenue in FY2020. As a heritage brand with a history of over-30-years, Tian Wang Watch has established a reputation for making high-quality, accurate and stylish watches. This is the key to the continued success and widespread brand recognition of Tian Wang Watch. Based on the information gathered from customers through the Group's nationwide network of POS, the Group is always able to satisfy the demand for high quality and trendy watches from customers of different age groups.

MANAGEMENT DISCUSSION AND ANALYSIS

Retail Network

The Group's retail network principally comprises its directly managed and controlled sales counters located in department stores and shopping malls. Over 66% of the sales of the Group's Tian Wang and Balco watches were conducted at the Group's directly managed POS. Since the Group sells most of its watches directly to customers, the Group has been able to obtain first-hand market information and feedback from customers directly through its frontline sales staff. The Group considers this as its advantage over its competitors, who generally do not have fully and directly managed sales network and can only sell most of their products through distributors.

As at 30 June 2020, the number of the Group's POS for the business of Tian Wang Watch was 2,369, representing a net decrease of 163 POS compared to that as at 30 June 2019. As at 30 June 2020, the number of the Group's POS for the business of Balco Watch was 307, representing a net decrease of 46 POS compared to that as at 30 June 2019. As at 30 June 2020, the number of the Group's POS for Other Brands (PRC) Business was 62, representing a net decrease of 8 POS compared to that as at 30 June 2019.

Proprietary Watches of the Group

Tian Wang Watch

The business of Tian Wang Watch remained the Group's main source of revenue, contributing to approximately 84.0% of the Group's total revenue for FY2020 (FY2019: approximately 82.6%). During FY2020, the Group has launched not less than 50 new models of Tian Wang watches with prices ranging from approximately RMB100 to RMB17,000 per watch for direct retail sales, e-commerce channels and corporate sales. This wide range of unit prices of Tian Wang watches allowed the Group to cater for different needs and increased demand of customers of different income levels and age groups.

Balco Watch

Balco watches are assembled in and imported from Switzerland. The business of Balco Watch generated approximately 2.5% of the Group's total revenue for FY2020 (FY2019: approximately 3.3%). Revenue from the business of Balco Watch decreased by approximately HK$35.0 million or approximately 45.2% to approximately HK$42.4 million for FY2020 from the approximately HK$77.4 million for FY2019. The decrease was mainly due to a drop in sales in the PRC market. The Group continued with its strategies for improving the performance of the Balco Watch business. Such strategies include optimising the sales and distribution channels within and outside PRC and launching new stylish models of Balco watches on the market.

Other Brands (PRC) Business

As the living standard of ordinary people in China has improved in the past few decades, consumers are looking for more choices of quality and stylish watches of both domestic brands and international brands. The Other Brands (PRC) Business, continued to provide a wide range of domestic and international products in order to satisfy the demand of customers of different income levels and age groups. During the FY2020, the Group closed under-performing POS and opened new POS in strategic locations so as to optimise its sales network.

Watch Movements Trading Business

The Directors consider that the Group's in-house watch movements procurement and trading arm forms an integral part of its overall business operation because it does not only ensure a reliable and stable supply of watch movements to its business of Tian Wang Watch but also generates revenue by supplying watch movements to other external watch manufacturers and distributors. The Watch Movements Trading Business accounted for approximately 5.4% of the Group's total revenue for both years. Revenue from this business segment decreased by approximately HK$34.5 million or approximately 26.9% to approximately HK$93.7 million for FY2020 from approximately HK$128.2 million for FY2019.

E-commerce Business

Since 2013, the Group has been engaging in the e-commerce business and selling its products on several major online sales platforms such as those of Tmall and JD.com. In order to capture the growing consumption power of the younger generation in the PRC, the Group launched some models of Tian Wang and Balco watches which are more affordable and feature fast fashion style through the online sales channel. The Directors also believe that a wide variety of watches enables the Group to reach out to more diverse customers, including those of different age groups. For FY2020, the e-commerce business continued to be one of the major contributors to the Group's revenue. For FY2020, watch sales experienced a decline because of intense competition among players in the market. However, the sales of watch at Tmall on Alibaba's "Single's Day" (November 11th) remained steady for FY2020 compared with those for FY2019. The Group continued to top Tmall's domestic watch sales chart for seven consecutive years.

INVENTORY CONTROL

The Group's inventory balance was approximately HK$374.3 million as at 30 June 2020, representing a decrease of approximately HK$106.4 million or approximately 22.1% as compared with approximately HK$480.7 million as at 30 June 2019. The Group's inventory turnover days increased to approximately 289 days for FY2020, as compared with 247 days for FY2019. The decrease in inventory balance was primarily attributable to the disposal of related stock as a result of cessation of Other Brands (Global) Business during FY2020 while the increase in inventory turnover days was mainly due to the significant drop in sales during the period of COVID-19 epidemic in early 2020. The Group will continue to monitor and control its inventory level vigilantly while expanding the sales network so that the expansion plan and inventory level will not adversely affect the cash flow and liquidity of the Group.

The inventory aged over two years were approximately HK$146.6 million and approximately HK$147.6 million as at 30 June 2020 and 30 June 2019 respectively, with corresponding provision for these inventory balances of approximately HK$98.2 million and approximately HK$92.7 million respectively. The management of the Group assesses and reviews the inventory ageing analysis at the end of each reporting period and identifies the slow-moving items that are no longer suitable for use in production or sales. At the end of each reporting period, our management will provide necessary provision if the net realisable value of the inventory is estimated to be below the cost.

MANAGEMENT DISCUSSION AND ANALYSIS

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group adopts a conservative treasury policy. The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of unexpected fluctuations in cash flows.

The Group financed its operations primarily through cash flows from operations and short-term bank loans. The cash and cash equivalents, net with bank overdraft, were approximately HK$693.6 million and approximately HK$397.9 million as at 30 June 2020 and 30 June 2019 respectively.

The Group's net cash generated from operating activities for FY2020 was approximately HK$316.9 million, representing a decrease of approximately HK$118.5 million from approximately HK$435.3 million for FY2019. The amount was primarily attributable to profit before taxation of approximately HK$196.1 million from the Group's operations adjusted for non-cash items of approximately HK$167.0 million, increase of working capital balances of approximately HK$104.4 million, income taxes paid of approximately HK$50.8 million and interest received of approximately HK$36.8 million.

The Group's net cash from investing activities for FY2020 was approximately HK$140.4 million, which was mainly attributable to purchase of property, plant and equipment of approximately HK$83.8 million, purchase of financial assets at fair value through profit or loss of approximately HK$407.8 million, purchase of financial assets at amortised cost of approximately HK$55.6 million which was partially offset by redemption of financial assets at fair value through profit or loss of approximately HK$677.4 million.

The Group's net cash used in financing activities for FY2020 was approximately HK$158.3 million, which was mainly attributable to dividends payment of approximately HK$89.4 million, repayment of other loans of approximately HK$18.2 million and repayment of bank borrowings of approximately HK$99.2 million, which was partially offset by borrowings raised of approximately HK$61.0 million. The Group's bank borrowings and overdraft were nil and approximately HK$62.5 million as at 30 June 2020 and 30 June 2019 respectively due to repayment of all bank borrowings during FY2020.

The Group was in net cash position as at 30 June 2020 and 30 June 2019. As at 30 June 2020, the Group's total equity was approximately HK$2,193.2 million, representing an increase of approximately HK$34.2 million from approximately HK$2,159.0 million as at 30 June 2019. The Group's working capital was approximately HK$1,218.9 million as at 30 June 2020, representing an increase of approximately HK$16.7 million as compared with approximately HK$1,202.2 million as at 30 June 2019.

As at 30 June 2020, the Group's bank balances and cash were mainly denominated in Renminbi, United States dollar and Hong Kong dollar.

The gearing ratio is calculated based on the total debt divided by the total equity at the end of the respective year. The gearing ratio was approximately 1.3% and approximately 9.5% as at 30 June 2020 and 30 June 2019, respectively. The decrease in gearing ratio was because of the repayment of all the bank borrowings by the Group during FY2020.

CHARGE ON GROUP ASSETS

There was no material charge on the Group's assets as at 30 June 2020 and 2019.

CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 30 June 2020 and 2019.

CAPITAL COMMITMENTS

	30 June 2020	30 June 2019
	HK$'000	*HK$'000*
Capital commitments in respect of life insurance contract	**6,000**	8,000
Capital commitments in respect of property, plant and equipment	**37,444**	49,277
	43,444	57,277

FOREIGN CURRENCY EXPOSURE

The Group has foreign currency sales, which expose itself to foreign currency risk. In addition, debt instruments at fair value through other comprehensive income, certain trade and other receivables, pledged bank deposits, bank balances, other payables and accrued charges, bank borrowings and overdraft and other loan as well as some intra-group balances are denominated in foreign currencies of the relevant group entities.

The Group currently does not have a foreign currency hedging policy. However, the management of the Group will continue to monitor foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

EMPLOYEES AND EMOLUMENTS POLICIES

As at 30 June 2020, the Group employed a total of approximately 4,700 full time employees from continuing operations in the PRC and Hong Kong (30 June 2019: approximately 5,200). The staff costs incurred during FY2020 was approximately HK$391.2 million (FY2019: approximately HK$453.6 million). The Group's emolument policies are formulated on the performance of individual employees and on the basis of the trends of salaries in various regions, which will be reviewed every year. Apart from provident fund scheme and medical insurance, discretionary bonuses are also awarded to employees according to the individual performance assessment. The emolument payable to the Directors is determined by the Board based on the recommendations made by the remuneration committee of the Company.

SOCIAL RESPONSIBILITY

The Group's charitable and other donations for FY2020 amounted to approximately HK$9.2 million (FY2019: approximately HK$3.7 million). No donations were made to political parties.

MANAGEMENT DISCUSSION AND ANALYSIS

USE OF PROCEEDS FROM THE COMPANY'S INITIAL PUBLIC OFFERING

The net proceeds from the initial public offering ("**IPO**") of the Company in February 2013 amounted to approximately HK$742.0 million, of which approximately HK$702.0 million had been utilised for FY2013, FY2014, FY2015, FY2016, FY2017, FY2018 and FY2019. For FY2020, the Company had not further utilised of the proceeds in the manner set out in the following table.

	Amount of net proceeds allocated and unutilised as at 1 July 2019 *(HK$'m)*	**Amount of net proceeds utilised for FY2020** *(HK$'m)*	**Balance as at 30 June 2020** *(HK$'m)*	**Actual business progress up to 30 June 2020**
Opening of POS in the coming years	–	–	–	
Establishing joint ventures worldwide with experienced operators of watch sales network and acquiring their inventories	–	–	–	
Engaging an active and well-known Chinese television and movie actor celebrity as the new spokesperson for Tian Wang watches and for producing television commercials focusing on the spokesperson	40.0	–	40.0	The Group is still looking for suitable candidate whose image is in line with the brand image and recognition of Tian Wang brand and the proposed large-scale nationwide marketing campaign for Tian Wang brand.
	40.0	–	40.0	

The Group will keep monitoring the use of the net proceeds from the IPO.

PROSPECT AND STRATEGIES

Since the outbreak of the COVID-19 pandemic in January 2020, operating environment in the PRC has never been as difficult as it is now. Although the country has started resuming work and production for most businesses after the implementation of all necessary measures and emergency responses during the pandemic, the recovery especially for the demand of consumer discretionary products are still under huge downward pressure due to the weak consumer confidence and the drop of the overall global demand. According to the latest Global and Asia Economic Outlook forum by the International Monetary Fund, the pandemic has affected the entire world and has triggered the worst economic downturn since the Great Depression during the 1930's. Despite the recent data from the National Bureau of Statistics shows a mild recovery in China's economy after the re-opening together with some signs of rebound in consumption activities in the past couple of months, the Group still believes that consumer confidence would take longer to recover and expects that the country's operating environment will be even more difficult in the coming years as the pandemic would have a lasting adverse effect on the overall global economy.

In view of the current situation, the Group will prudently review the performance of the nationwide retail network for Tian Wang Watch. Future potential openings will mainly be at the shopping malls in second-, third– and fourth-tier cities after cautious evaluations by the management of the Group. The Group will keep on monitoring and assessing the performances of all existing POS regularly and continue optimising its sales network in order to achieve the best geographical market coverage while enhancing its profitability.

For the e-commerce business, the Group has been encountering increasingly keen competition throughout the past few years and therefore growth is expected to be moderate or slow. However, the Group will continue to allocate additional resources and devote additional efforts in order to enlarge its market share online as the pandemic has sped up the growing trend for consumers to switch over to online shopping. Meanwhile, the Group aims to proactively shifting future sales to the e-commerce platform and strengthening its online marketing activities and support.

In the light of the recent extremely challenging retail environment together with the unstable economic condition, management expects that the Group's performance and financial position will inevitably be affected to a certain extent in this and the coming couple of years. Therefore, the Group believes that maintaining sufficient liquidity and adequate working capital will be the key to business survival during this extreme operating environment.


TIAN WANG
1988
AUTOMATIC
28
TIAN WANG
1988
AUTOMATIC
28

X-man Series

*The Novel Vogue
Defined by Me*


TIANWANG
TIANWANG

Bluefin Series

*Undersea
Chaser of Light*

CORPORATE EVENTS

Miss One Series

Miss One
All is You

CORPORATE EVENTS

The Group believes in sustainable development, it continuously makes contributions to the society while operating its business diligently. To fulfil its social responsibility, it devotes itself to various charitable causes, especially those focused on helping the underprivileged segment of society.

The Group participated in the event lead by the Youth Outreach - charitable campaign "YO! Let's Walk the Road". Youth Outreach aims to help young people who are at risk, helping them discover themselves and rebuild self-respect and self-confidence by creating development platforms for them to grow.

Over the years, the Group continued to make donations to people in need especially in education projects. The Group aims to enable young people to have a chance of obtaining higher education. Donations are also made to environmental protection initiatives to contribute towards a sustainable development in the society throughout the years.

CORPORATE EVENTS

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Tung Koon Ming（董觀明）, aged 69, is the founder of the Group, Chairman, executive Director and chief executive officer of the Company. Mr. Tung is the father of Mr. Tung Wai Kit, an executive Director, and the brother of Mr. Tung Koon Kwok Dennis, an executive Director. He was appointed as an executive Director on 21 September 2011. He is responsible for the overall direction, management and daily operation of the Group. He is also a director of certain subsidiaries of the Group.

Mr. Tung has over 30 years of experience in the manufacturing and trading of watches business. Mr. Tung is the founder and chairman of Winning Metal Products Manufacturing Company Limited ("Winning Metal") since its incorporation in 1980. He has been the chairman, chief executive officer and director of Time Watch Investments Private Limited ("Time Watch Singapore"), a company which was listed on the Singapore Stock Exchange ("SGX") until it was privatised in June 2011, since 8 November 2005 after the completion of a reverse take-over of Winning Metal group by Time Watch Singapore. Through Winning Metal and Time Watch Singapore, Mr. Tung established the Group's watch movements trading business; developed two brands of watches (namely, Tian Wang and Balco) and sales network of the Group in the PRC. Mr. Tung was awarded the Top Ten Persons of the Year（十大風雲人物獎）by the China Watch and Clock Top Forum in 2005 and the outstanding entrepreneurship award by Enterprise Asia in September 2013. He was also a member of the 8th, 9th and 10th Hunan Province People's Political Consultative Committee since 1998. Apart from his interest in the Group, Mr. Tung is also one of the indirect owners of Winning Metal and its subsidiaries and the owner of Red Rewarding Limited. Mr. Tung is currently a director of Red Glory Investments Limited, being the controlling shareholder (within the meaning of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange")) of the Company. Mr. Tung and Red Glory Investments Limited's interest in the shares of the Company is disclosed under the paragraphs headed "Directors' report– Directors' and the chief executive's interest and short positions in shares, underlying shares and debentures of the Company and its associated corporations" and "Directors' report – Substantial shareholders' interest and short positions in shares and underlying shares of the Company", respectively, in this annual report.

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Tung Koon Kwok Dennis (董觀國), aged 62. He was appointed as an executive Director on 1 March 2019. Mr. Tung Koon Kwok Dennis is the brother of Mr. Tung Koon Ming, the Chairman, executive Director and chief executive officer of the Company and the uncle of Mr. Tung Wai Kit, an executive Director of the Company. Mr. Tung Koon Kwok Dennis has over 30 years of experience in sales and marketing in the watch industry. He was a sales manager of Winning Metal Products Manufacturing Company Limited, a controlling shareholder of the Company from 1980 to 2012. He has been the sales manager of Win Source Trading Limited, a wholly owned subsidiary of the Company since 2012. The main business of both Winning Metal Products Manufacturing Company Limited and Win Source Trading Limited is trading of watch movements. Mr. Tung Koon Kwok Dennis was a director of the Federation of Hong Kong Watch Trades & Industries Limited from 1991 to 1999. Mr. Tung Koon Kwok Dennis is currently the honorary director of the Federation of Hong Kong Watch Trades & Industries Limited. Mr. Tung Koon Kwok Dennis is currently a director of various subsidiaries of the Company.

Mr. Tung Wai Kit (董偉傑), aged 46, was appointed as an executive Director on 21 September 2011. Mr. Tung Wai Kit is the son of Mr. Tung Koon Ming, the Chairman, executive Director and chief executive officer of Company and the nephew of Mr. Tung Koon Kwok Dennis, an executive Director. Mr. Tung Wai Kit is the Group's marketing and administrative controller and is responsible for the marketing, production and administration of the Group's brand of Balco. Mr. Tung Wai Kit has over 20 years of experience in sales and marketing. He is currently a director of certain subsidiaries of the Group. Mr. Tung Wai Kit was a director of Time Watch Singapore, an associate of the controlling shareholders (within the meaning of Listing Rules) of the Company, whose shares were listed on the SGX until its delisting in June 2011.

Mr. Deng Guanglei (鄧光磊), aged 50, was appointed as an executive Director on 15 October 2014. Mr. Deng graduated in 安徽財貿學院 (Anhui Finance and Trade College) (for identification purpose only) in June 1994. He has over 20 years of experience in sales and marketing. He joined 天王電子有限公司 (Tian Wang Electronics Co., Ltd.) ("Tian Wang Electronics") in 1996 as a regional manager of its sales department in which he was responsible for the sales and marketing of Tian Wang brand of watches and left in 1998. By the end of 1998, when he rejoined Tian Wang Electronics after a temporary departure, he was promoted to be the sales manager of its marketing department. Starting from 2004, he started to be assistant general manager and the person-in-charge of the sales and marketing department of 天王電子(深圳)有限公司 (Tian Wang Electronics (Shenzhen) Co., Ltd.) ("Tian Wang Shenzhen"), a wholly-owned subsidiary of the Company. He has been the general manager of the sales and marketing department of Tian Wang Shenzhen since September 2007 and has also served as the general manager of Shenzhen Time Watch Management Consulting Limited since 2012. He was the deputy general manager of Tian Wang Shenzhen in 2016. He is the general manager of Tian Wang Shenzhen since January 2019.

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ma Ching Nam, J.P.（馬清楠）, aged 67, was appointed as an independent non-executive Director on 10 January 2013.

Mr. Ma obtained a degree of Bachelor of Science in Economics with honours from The University of Hull in July 1977. Mr. Ma has been practising law for more than 33 years. He is currently a partner of Hastings & Co, Solicitors & Notaries and also a Notary Public, China Appointed Attesting Officer and Civil Celebrant.

Mr. Ma is currently a director of Tai Sang Bank Limited, Heptacontinental group of companies, Ma Kam Ming Company Limited, Ma's Enterprises Company Limited and Ma Kam Ming Charitable Foundation. Mr. Ma was the president of the Hong Kong Society of Notaries from 2007 to 2013. He has also been a director of Po Leung Kuk from 2009 to 2014, Vice Chairman of Po Leung Kuk from 2014 to 2019 and Chairman of Po Leung Kuk from 2019 to 2020. He has been appointed a member of Political and Consultative Conference in Hunan Province, the PRC (2003-2017). He is currently a visiting professor of the China Agricultural University. He has been appointed as an independent non-executive director of JY Grandmark Holdings Limited with effect from 13 November 2019, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 2231) and an independent non-executive director of Union Medical Healthcare Limited with effect from 19 February 2016, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 2138).

Mr. Wong Wing Keung Meyrick（王泳強）, aged 62, was appointed as an independent non-executive Director on 10 January 2013.

In August 1987, Mr. Wong obtained his Bachelor of Laws from The University of London as an external student. He was called to the degree of utter barrister of the Honourable Society of Gray's Inn in April 1989. In 1990, he started his practice as a barrister-at-law in Hong Kong. Mr. Wong also obtained Master of Laws in international economic law from The Chinese University of Hong Kong in December 2009 and Postgraduate Diploma in Corporate Governance and Directorship jointly issued by the School of Business, Hong Kong Baptist University and The Hong Kong Institute of Directors in June 2011. He obtained a degree in Master of Science in Corporate Governance and Directorship (Distinction) issued by the School of Business, Hong Kong Baptist University in 2011. He is also a Chartered Engineer, a member of the Institute of Energy, the Institution of Mechanical Engineers and the Institution of Engineering and Technology.

From November 2005 to June 2011, he served as an independent non-executive director of the Time Watch Singapore, an associate of the controlling shareholders (within the meaning of Listing Rules) of the Company, whose shares were listed on the SGX until its delisting in June 2011. He has been appointed as an independent non-executive director of Chong Fai Jewellery Group Holdings Company Limited (formerly known as Dominate Group Holdings Company Limited) on 26 September 2018, a company whose shares are listed on the GEM of The Stock Exchange (stock code: 8537).

Mr. Choi Ho Yan（蔡浩仁）, aged 44, was appointed as an independent non-executive Director on 10 May 2013. Mr. Choi obtained a degree of Bachelor of Arts in Accounting from the University of Hertfordshire in July 1998. He has over 22 years of experience in auditing, accounting, corporate finance, advisory and restructuring and investors relations. Mr. Choi worked in Ernst and Young as an accountant, and subsequently a senior accountant, from September 1998 to August 2004. Mr. Choi was an executive director of Gold Tat Group International Limited (currently known as Zhuoxin International Holdings Limited), a company whose shares are listed on the GEM of the Stock Exchange (stock code: 8266), until his resignation as director on 1 September 2015. Mr. Choi has been appointed as an independent non-executive director of Long Well International Holdings Limited on 5 March 2020, a company whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 850). Mr. Choi has been appointed as an independent non-executive director of China Saite Group Company on 30 June 2020, a company whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 153).

SENIOR MANAGEMENT

Mr. Li Yu Zhong（李育忠）, aged 54, is the factory general manager of Tian Wang Shenzhen and the head of the manufacturing and assembly department of the Group. He is responsible for the manufacturing and assembly department of the Group. Mr. Li has more than 24 years of experience in the watch manufacturing business. In 2007, he obtained the qualification of watch repair examiner issued by Shenzhen Occupational Skill Testing Authority. He graduated from Guangdong Boluo Province Botong Agricultural Vocational School in 1984. Starting from 2008, he becomes a committee member of Materials and External Watch Parts Subcommittee on National Technical Committee on Watches of Standardisation Administration of China.

Mr. Mak King Pui Ricky（麥景培）, aged 50, is the Chief Financial Officer (the "CFO") of the Group. He is responsible for the overall financial management, tax, treasury and corporate finance matters of the Group. He joined the Group in May 2018 and was appointed as the CFO in August 2018. He has over 26 years of experience in auditing, accounting, corporate finance, fund raising and company secretarial duties. Prior to joining the Group, he worked as CFO for several listed companies in Hong Kong and auditor in an international accounting firm. He is a Fellow Member of the Association of Chartered Certified Accountants and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.

Ms. Wong Siu Yu Rachel（黃少如）, aged 50, is the financial controller of the Group. She is responsible for overseeing the Group's financial matters and the accounts of the PRC subsidiaries and the joint venture companies of the Group. She is also a director of certain subsidiaries of the Group. She has over 27 years of experience in accounting and finance. She obtained Bachelor of Business (major in accounting and manufacturing management) from the Swinburne University of Technology in 1999.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board and the Company are always committed to maintaining high standards of corporate governance. Apart from adopting the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (the "CG Code") as the Company's corporate governance code, the Company has also established a corporate governance committee (the "CG Committee") with corporate governance functions set out in code provision D.3 of the CG Code. The Company and the CG Committee periodically review the Company's corporate governance practice to ensure its continuous compliance with the CG Code. During FY2020 and up to the date of this annual report, save as disclosed below, the Company has complied with the code provisions set out in the CG Code.

CODE PROVISION A.2.1

Pursuant to code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Under the current corporate structure of the Group, Mr. Tung Koon Ming performs both the roles of the Chairman and the Chief Executive Officer of the Company. Although the responsibilities of the Chairman and the Chief Executive Officer are vested in one person, all major decisions are made in consultation with the Board members and the senior management of the Company. As there are three independent non-executive Directors in the Board, the Board considers that there is sufficient balance of power in the Board. Also, taking into account of Mr. Tung's strong expertise and insight of the watch industry, the Board considered that the roles of chairman and chief executive officer being performed by Mr. Tung enables more effective and efficient overall business planning, decision making and implementation thereof by the Group.

In order to maintain good corporate governance and to ensure Company's compliance with code provisions of the CG Code, the Board will regularly review the need to appoint different individuals to perform the roles of chairman and chief executive officer separately.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting that the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all the Directors, the Company is satisfied that and the Directors confirmed that they have fully complied with the required standard set out in the Model Code and the Company's code of conduct regarding directors' securities transaction during FY2020 and up to the date of this annual report.

BOARD OF DIRECTORS

The Board has a balance of skills and experience and a balanced composition of executive and independent non-executive Directors. As at 30 June 2020, the Board comprised seven Directors, four of whom are executive Directors and three of whom are independent non-executive Directors as set out below:

Executive Directors

Mr. Tung Koon Ming *(Chairman and chief executive officer)*
Mr. Tung Koon Kwok Dennis
Mr. Tung Wai Kit
Mr. Deng Guanglei

Independent non-executive Directors

Mr. Ma Ching Nam
Mr. Wong Wing Keung Meyrick
Mr. Choi Ho Yan

The Board is responsible for overseeing management of the Group's business and affairs. The Board has delegated the day-to-day responsibility to the executive Directors and senior management of the Company who are closely supervised by the Board to ensure compliance with the Company's policy and strategy.

Save for the relationship as set out in the "Profile of Directors and Senior Management" section of this annual report, there is no relationship including financial, business, family or other material or relevant relationships, between board members and the senior management.

The Company maintains appropriate liability insurance to indemnify its Directors for their liabilities arising out of corporate activities.

DIRECTORS' ATTENDANCE AT BOARD MEETINGS AND GENERAL MEETINGS

During FY2020, the Company had held four board meetings and one general meeting which was the annual general meeting for FY2019. The attendance of each of the Directors at these board meetings and general meeting, by name, is set out below:

Directors	Attendance/ Number of board meetings held	Attendance/ Number of general meeting held
Executive Directors		
Mr. Tung Koon Ming *(Chairman)*	4/4	1/1
Mr. Tung Koon Kwok Dennis	4/4	1/1
Mr. Tung Wai Kit	4/4	1/1
Mr. Deng Guanglei	3/4	1/1
Independent Non-Executive Directors		
Mr. Ma Ching Nam	4/4	1/1
Mr. Wong Wing Keung Meyrick	4/4	1/1
Mr. Choi Ho Yan	4/4	1/1

For the individual attendance record of the Directors at the meetings of the remuneration committee, the audit committee, the nomination committee and the CG Committee of the Board, please refer to the paragraphs headed "Remuneration Committee", "Audit Committee", "Nomination Committee" and "Corporate Governance Committee" respectively of this corporate governance report.

Minutes of meetings of the Board and committees are recorded in appropriate detail and are kept by the Company Secretary of the Company. The minutes are circulated to the Directors for review within reasonable time after each meeting.

The Directors are able, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expenses. The Board shall resolve to provide independent professional advice to assist the relevant Directors to discharge their duties.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

TERMS OF APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Each of the independent non-executive Directors was appointed for an initial term of two years which shall be renewable automatically for a successive term of one year each commencing from the next day after the expiry of the then current term of his appointment, unless terminated by either party by giving not less than three month's written notice expiring at the end of the initial term or any time thereafter. The appointment of the independent non-executive Directors is subject to the provisions of the articles of association of the Company with regard to vacation of office of Directors, removal and retirement by rotation of Directors.

DIRECTORS' CONTINUOUS TRAINING AND DEVELOPMENT

Pursuant to Code Provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. For FY2020, each of the Directors have been given relevant guideline materials to ensure that they are apprised of the latest changes in the commercial, legal and regulatory requirements in relation to the Company's businesses, and to refresh their knowledge and skills on the roles, functions and duties of a listed company director.

New Directors, on appointment, will be given an induction package containing all key legal and Listing Rules' requirements as well as guidelines on the responsibilities and obligations to be observed by a director. The package will also include the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board.

The Company also continuously provide updates to Directors on the latest developments regarding Listing Rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are also issued to Directors where appropriate to ensure their awareness of best corporate governance practices.

REMUNERATION COMMITTEE

The Company has established a remuneration committee (the "Remuneration Committee") of the Board pursuant to a resolution of the Directors passed on 11 January 2013 with written terms of reference in compliance with Rule 3.25 of the Listing Rules. The primary functions of the Remuneration Committee are to make recommendations to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group, review performance-based remuneration and ensure none of the Directors determine their own remuneration. During FY2020, the Remuneration Committee has reviewed and approved the remuneration policy and packages of the Directors and the senior management and made recommendation to the Board for consideration and approval.

The Remuneration Committee currently comprises three independent non-executive Directors. One Remuneration Committee meeting was held during FY2020. Members of the Remuneration Committee and the attendance record of each member are set out below:

Members	Attendance/ Number of meetings held
Independent Non-Executive Directors	
Mr. Wong Wing Keung Meyrick *(Chairman)*	1/1
Mr. Ma Ching Nam	1/1
Mr. Choi Ho Yan	1/1

AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") of the Board pursuant to a resolution of the Directors passed on 11 January 2013 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and as amended and re-adopted by the Board with effect from 1 January 2019. The primary duties of the Audit Committee are to make recommendations to the Board on the appointment and removal of the external auditor, review the financial statements and material advice in respect of financial reporting and oversee the risk management and internal control systems of the Company. During FY2020, the Audit Committee has reviewed with the management of the Company, the accounting principles and practices adopted by the Group and discussed the audit, risk management and internal control systems and financial reporting matters in relation to the annual report of the Group for FY2020. The Company has an internal audit function. The risk management and internal control systems of the Group are reviewed by the Audit Committee annually. Based on the review conducted by the Audit Committee during FY2020, the Company considers that the risk management and internal control systems of the Group are effective and adequate.

The Audit Committee currently comprises three independent non-executive Directors. Two Audit Committee meetings were held during FY2020. Members of the Audit Committee and the attendance record of each member are set out below:

Members	Attendance/ Number of meetings held
Independent Non-Executive Directors	
Mr. Choi Ho Yan *(Chairman)*	2/2
Mr. Wong Wing Keung Meyrick	2/2
Mr. Ma Ching Nam	2/2

NOMINATION COMMITTEE

The Company has established a nomination committee (the "Nomination Committee") of the Board pursuant to a resolution of Directors passed on 11 January 2013 with written terms of reference in compliance with code provision A.5.1 of the CG Code and as amended and re-adopted by the Board with effect from 1 January 2019. The primary function of the Nomination Committee is to review the structure, size and composition of the Board and to make recommendations to the Board regarding candidates to fill vacancies on the Board.

CORPORATE GOVERNANCE REPORT

NOMINATION POLICY

In appointing a new Director, the Nomination Committee and/or the Board will first call a meeting of the Nomination Committee and invite nominations of candidates from Board members for its consideration prior to the meeting. The Nomination Committee may also put forward candidates who are not nominated by the Board. The Nomination Committee shall then make recommendations for the Board's consideration and approval. The information, including biography, independence (for nomination of non-executive or independent non-executive directors only), proposed remuneration and other information as required under the applicable laws and regulations will be included in the circular to shareholders. A shareholder may also serve to the principal place of business of the Company in Hong Kong a notice in writing for its intention to propose a resolution to elect a certain candidate as Director and a notice by the nominated person of his/her willingness to be elected according to the Articles of Association, without the Board's recommendation or nomination of the Nomination Committee other than those candidates as set out in the circular. The Board shall then consider and have the final decision on all matters relating to whether to have the recommended candidates to stand for election at a general meeting. The Nomination Committee shall ensure the transparency and fairness of the selection procedure.

When making recommendations regarding the appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board, the Nomination Committee shall consider a variety of factors including without limitation the following in assessing the suitability of the proposed candidate:

a. Reputation for integrity.

b. Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy.

c. Willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments.

d. Diversity in all its aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

e. Such other perspectives appropriate to the Company's business.

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee may consider other factors so to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

BOARD DIVERSITY POLICY

Recognising the benefits of having a diversified Board, the Company adopts a board diversity policy and aims to achieve diversity in the Board in order to achieve a sustainable and balanced development for the businesses of the Group. Selection of candidates for the members of the Board are made through the consideration of a different aspects including age, gender, cultural and education background, ethnicity, professional qualification, skills, knowledge and length of services. Besides the above aspects, the Nomination Committee will consider whether the Board composition, as a whole, has sufficient diversified expertise particularly in corporate management, financial control, business development and human resources management. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The following measurable objectives have been set for implementing the board diversity policy:

(a) at least 50% of the members of the Board shall have attained education from university;

(b) at least 40% of the members of the Board shall have obtained accounting or other professional qualifications;

(c) at least 20% of the members of the Board shall have China-related work experience; and

(d) at least 40% of the members of the Board shall be independent non-executive directors.

The Nomination Committee is responsible for ensuring the diversity of the Board. The Nomination Committee shall review the policy and the measurable objectives annually to ensure its effectiveness to achieve diversity on the Board.

The Nomination Committee currently comprises one executive Director and two independent non-executive Directors. One Nomination Committee meeting was held during FY2020 to review the structure, size, diversity and composition of the Board, assess the independence of independent non-executive Directors and make recommendation to the Board on re-election of retiring directors. Members of the Nomination Committee and attendance record of the members are set out below:

Members	**Attendance/ Number of meetings held**
Executive Director	
Mr. Tung Koon Ming *(Chairman)*	1/1
Independent Non-Executive Directors	
Mr. Ma Ching Nam	1/1
Mr. Wong Wing Keung Meyrick	1/1

CORPORATE GOVERNANCE COMMITTEE

The Company has established the CG Committee pursuant to a resolution of the Directors passed on 11 January 2013 with written terms of reference in compliance with paragraph D.3.1 of the CG Code. The primary functions of the CG Committee are to keep the effectiveness of the corporate governance and system of internal non-financial controls of the Group.

The CG Committee currently comprises three independent non-executive Directors. One CG Committee meeting was held during FY2020 to review the policies and practices on corporate governance of the Group. Members of the CG Committee and the attendance record of each member are set out below:

Members	Attendance/ Number of meetings held
Independent Non-Executive Directors	
Mr. Ma Ching Nam *(Chairman)*	1/1
Mr. Choi Ho Yan	1/1
Mr. Wong Wing Keung Meyrick	1/1

AUDITOR'S REMUNERATION

The fees in relation to the audit service for continuing operations provided by Deloitte Touche Tohmatsu, the external auditors of the Company, for FY2020 amounted to approximately HK$3,000,000 (FY2019: approximately HK$2,550,000). No non-audit services were provided by Deloitte Touche Tohmatsu during FY2020.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the financial statements of the Group for the relevant accounting periods under applicable statutory and regulatory requirements which give a true and fair view of the state of affairs, the results of operations and cash flows of the Group. In preparing the financial statements for FY2020, suitable accounting policies have been adopted and applied consistently. The financial statements for the reporting year have been prepared on a going concern basis.

A statement by the auditors of the Company about their reporting responsibilities is set out in the "Independent Auditor's Report" on pages 57 to 61 of this annual report.

INTERNAL CONTROLS

The Board has overall responsibility for the effectiveness of the internal control system and monitors the internal control systems through the Group's external professional firms. They review the internal controls of the Group on a continuous basis and aim to cover all major operations of the Group on a cyclical basis. Overall, internal audits are designed to provide the Board with reasonable assurance that the internal control systems of the Group are sound and effective. The Board also reviews regularly the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget. No material irregularities were found in the internal control system of the Group during FY2020.

COMPLIANCE AND ENFORCEMENT OF THE NON-COMPETE UNDERTAKING FROM CONTROLLING SHAREHOLDERS

As disclosed in the prospectus of the Company dated 24 January 2013 (the "Prospectus"), Mr. Tung Koon Ming, Red Rewarding Limited, Time Watch Investments Private Limited, Winning Metal Products Manufacturing Company Limited and Red Glory Investments Limited, being the then controlling shareholders of the Company (the "Controlling Shareholders"), through various companies controlled by them or any of them, are interested in some other different businesses, including but not limited to the (1) retail sales of multi- brand watches outside the PRC; (2) minority investments in various companies that distribute multi-brand watches; (3) minority investments in various companies that manufacture and supply third-party brands of watches and accessories on OEM basis and manufacture and supply of packaging materials for third-party brands of watches; and (4) property investment in the PRC and Hong Kong ("Excluded Business").

To protect the Group from any potential competition, the Controlling Shareholders have given an irrevocable non-compete undertaking (the "Non-compete Undertaking") in favour of the Company on 11 January 2013 pursuant to which each of the Controlling Shareholders has, among other matters, undertaken with the Company that each of the Controlling Shareholders and their respective associates (other than the Group) shall not, save as to the extent permitted pursuant to the Non-compete Undertaking, engaged in any business which will or may compete with the business currently and from time to time engaged by the Group. Details of the Non-compete Undertaking have been set out in paragraph headed "Relationship with our controlling shareholders – Non-compete undertaking" of the Prospectus.

In order to properly manage any potential or actual conflict of interests between the Group and the Controlling Shareholders in relation to the compliance and enforcement of the Non-compete Undertaking, the Group has adopted the following corporate governance measures:

(i) the independent non-executive Directors shall review, at least on an annual basis, the compliance with and enforcement of the terms of the Non-compete Undertaking by the Controlling Shareholders;

(ii) any decisions on matters reviewed by the independent non-executive Directors relating to compliance and enforcement of the Non-compete Undertaking shall be disclosed either through the Company's annual report or by way of announcement;

(iii) how the terms of the Non-compete Undertaking have been complied with and enforced shall be disclosed in the corporate governance report of the Company's annual report;

(iv) in the event that any of the Directors and/or their respective associates has material interest in any matter to be deliberated by the Board in relation to the compliance and enforcement of the Non-compete Undertaking, he/she may not vote on the resolutions of the Board approving the matter and shall not be counted towards the quorum for the voting pursuant to the applicable provisions in the articles of association of the Company; and

(v) the Group is committed that the Board should include a balanced composition of executives and non–executive Directors (including independent non-executive Directors).

The Directors consider that the above corporate governance measures are sufficient to manage any potential conflict of interests between the Controlling Shareholders and their respective associates and the Group and to protect the interests of the shareholders, in particular, the minority shareholders of the Company.

The Company has received the annual declaration from each of the Controlling Shareholders in respect of their respective compliance with the terms of the Non-compete Undertaking during FY2020. The independent non-executive Directors, having reviewed the annual declarations and made reasonable enquiry, are satisfied that the Controlling Shareholders have complied with the terms of the Non-compete Undertaking during FY2020.

COMPANY SECRETARY

Ms. Hui Wai Man, Shirley ("Ms. Hui") has been appointed as the Company Secretary of the Company with effect from 2 January 2015. Ms. Hui is a practising accountant in Hong Kong and is currently a director of a CPA firm. She is a fellow of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. During FY2020, Ms. Hui has attended the relevant professional training in accordance with Rule 3.29 of the Listing Rules. The CFO is the primary point of contact at the Company with the Company Secretary.

SHAREHOLDERS' RIGHTS

1. Procedures for shareholders to convene an extraordinary general meeting

1.1 The following procedures for shareholders (the "Shareholders", each a "Shareholder") of the Company to convene an extraordinary general meeting ("EGM") of the Company are prepared in accordance with Article 64 of the articles of association of the Company:

(1) One or more Shareholders (the "Requisitionist(s)") holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings shall have the right, by written notice (the "Requisition"), to require an EGM to be called by the Directors for the transaction of any business specified therein.

(2) Such Requisition shall be made in writing to the Board or the Company Secretary of the Company at 27th Floor, CEO Tower, 77 Wing Hong Street, Kowloon, Hong Kong or via email at ir@timewatch.com.hk.

(3) The EGM shall be held within two months after the deposit of such Requisition.

(4) If the Directors fail to proceed to convene such meeting within twenty-one (21) days of the deposit of such Requisition, 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 Directors shall be reimbursed to the Requisitionist(s) by the Company.

2. **Procedures for raising enquiries**

2.1 Shareholders should direct their questions about their shareholdings, share transfer, registration and payment of dividend to the Company's branch share registrar in Hong Kong, details of which are as follows:

Tricor Investor Services Limited

Address: Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

Email: is-enquiries@hk.tricorglobal.com

Tel: (852) 2980 1333

Fax: (852) 2861 1465

2.2 Shareholders may raise enquiries in respect of the Company at the following designated contacts, correspondence addresses, email addresses and enquiry hotlines of the Company:

Email: ir@timewatch.com.hk

Tel: (852) 2945 0703

Address: 27th Floor, CEO Tower, 77 Wing Hong Street, Kowloon, Hong Kong

Attention: Company Secretary/Board of Directors

2.3 Shareholders are reminded to lodge their questions together with their detailed contact information for the prompt response from the Company if it deems appropriate.

CORPORATE GOVERNANCE REPORT

3. Procedures and contact details for putting forward proposals at shareholders' meetings

3.1 To put forward proposals at a general meeting of the Company, a Shareholder should lodge a written notice of his/her/its proposal (the "Proposal") with his/her/its detailed contact information at the Company's principal place of business at 27th Floor, CEO Tower, 77 Wing Hong Street, Kowloon, Hong Kong.

3.2 The request will be verified with the Company's branch share registrar in Hong Kong and upon their confirmation that the request is proper and in order and made by a Shareholder, the Board of Directors will be asked to include the Proposal in the agenda for the general meeting.

3.3 The notice period to be given to all the Shareholders for consideration of the Proposal raised by the Shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:

(a) Notice of not less than 21 clear days and not less than 20 clear business days in writing if the Proposal requires an ordinary resolution or a special resolution of the Company in an annual general meeting of the Company;

(b) Notice of not less than 21 clear days and not less than 10 clear business days in writing if the Proposal requires approval by way of a special resolution of the Company in an extraordinary general meeting of the Company; and

(c) Notice of not less than 14 clear days and not less than 10 clear business days in writing if the Proposal requires approval by way of an ordinary resolution of the Company in an extraordinary general meeting of the Company.

Shareholders may at any time send their enquiries and concerns to the Board in writing to the Company's principal place of business in Hong Kong at 27th Floor, CEO Tower, 77 Wing Hong Street, Kowloon, Hong Kong.

COMMUNICATION WITH SHAREHOLDERS

The management of the Group endeavours to maintain effective communications with the shareholders and potential investor. The Company meets the shareholders at the annual general meeting, publish interim and annual reports on the Company's website (www.timewatch.com.hk) and the Stock Exchange, and release press releases on the Company's website to keep the shareholders and potential investors abreast of the Group's business and development.

CONSTITUTIONAL DOCUMENTS

During FY2020 and up to the date of this report, there is no change in the Company's constitutional documents.

DIVIDEND POLICY

The Company seeks to maintain a balance between meeting Shareholders' expectations and prudent capital management with a sustainable, stable and continuing dividend policy. The Company's dividend policy aims strike a balance between allowing Shareholders to participate in the Company's profit and allowing the Company to retain adequate reserves for business operations and future development. In proposing any dividend payout, the Company would consider in accordance with the Articles of Association of the Company and applicable laws and regulations, various factors including (i) the earnings per share of the Company; (ii) the reasonable return in investment of investors and Shareholders in order to provide incentive to them to continue to support the Company in its long-term development; (iii) the financial conditions and business plan of the Company; and (iv) the market sentiment and circumstances. Compliant with the conditions under the dividend policy, the Board may propose final dividends, interim dividends or special dividends distribution as the Board considers appropriate based on the profitability and capital requirements of the Company. The Company shall review and reassess the dividend policy and its effectiveness on a regular basis or when necessary.

UPDATES ON COMPLIANCE AND REGULATORY MATTERS AS DISCLOSED IN THE PROSPECTUS

Failure to contribute to social insurance and housing provident fund

As disclosed in the annual report of the Company for FY2019, Tian Wang Shenzhen failed to make full contributions into the social insurance and housing provident fund before the listing date. The Group has made up contributions for all entitled employees of Tian Wang Shenzhen in accordance with the PRC national laws and regulations since July 2012 and has incorporated an enforceable written policy for social insurance and housing provident fund contribution into its human resources management policy as stated in the Prospectus. As there is no established mechanism for enterprises to make up historical deficient contributions, particularly for those contributions which have been outstanding for a certain period of time, the Group has made provision, which cover for both of the employer's and the employee's portions of the unpaid social insurance and housing provident fund contributions, in the consolidated financial statements. As at the date of this report, the Group has not received any notification or orders from the relevant authorities in relation to the previously unpaid social insurance and housing provident fund.

Defects in relation to lease agreements of the Group

As disclosed in the annual report of the Company for FY2019, the Group strives to rectify the non-compliances or defects in lease agreements (please refer to the section headed "Our business – Litigation and compliance" of the Prospectus for details of such non-compliance). As at the date of this report, save for the lease agreements for four POS of the Group which remain unregistered, the Group has rectified the non–compliances and the defective lease agreements in the manner as disclosed in the Prospectus. As disclosed in the Prospectus, the maximum fine which the Group may be subject to for each unregistered lease agreement is RMB10,000. In respect of the four unregistered lease agreements, the Group has requested the relevant local authorities to implement the registration of the agreements. But the registration procedure for the four lease agreements have not been completed up to the date of this annual report because the local authorities have not provided clear registration procedures to the Group.

DIRECTORS' REPORT

The Board of Directors of the Company is pleased to present this annual report together with the audited financial statements of the Company and its subsidiaries (collectively, the "**Group**") for FY2020.

PRINCIPAL ACTIVITIES

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

BUSINESS REVIEW

A business review of the Group for the FY2020 is set out in the section headed "Management Discussion and Analysis" of this annual report on page 13.

Details of the Group's environmental policies and performance are published in the separate Environmental, Social and Governance Report which will be available at the Group's website and the website of the Stock Exchange not later than 3 months after the publication of this annual report.

The Group recognises the importance of compliance with rules and regulations and the impact of non–compliance with such rules and regulations on the business. The Group has been allocating staff resources to ensure ongoing compliance with rules and regulations and to maintain cordial working relationships with regulators through effective communications. Except as disclosed in the section headed "Updates on compliance and regulatory matters as disclosed in the prospectus" on page 19 in this annual report, during FY2020, the Group has complied, to the best of our knowledge, with all relevant rules and regulations that have a significant impact on the business operation of the Group.

The Group recognises the value and importance of its employees and develops its staff by providing trainings and career development opportunities. The Group ensures that all employees are reasonably remunerated and also continues to improve, regularly review and update its policies on remuneration and benefits, training, occupational health and safety. The Group strives to achieve corporate sustainability through providing quality services to its customers and collaborating with its suppliers. To enhance customer satisfaction and promote a customer oriented culture within the Company, the Group takes 'Customer First' as one of its core values. The Group values the feedback from customers and has also established a mechanism to handle customer service, support and complaints. The Group also proactively collaborates with its suppliers and contractors to deliver quality products and services. The Group has developed and included certain requirements in its standard tender documents. These requirements include regulatory compliance, labour practices, anti-corruption and other business ethics.

The applicable discussion and analysis as cross-referenced above shall form an integral part of this Directors' Report.

MAJOR CUSTOMERS AND SUPPLIERS

During FY2020, sales to the Group's five largest customers accounted for approximately 4.7% of the Group's total revenue of the year and purchase from the Group's five largest suppliers accounted for approximately 37.5% of the Group's total purchase of the year. Purchase from the largest supplier of the Group accounted for approximately 11.9% of the total purchase of the year.

None of the Directors nor any of their close associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued shares) of the Company had any interest in the Group's five largest customers or suppliers.

RESULTS AND DIVIDENDS

The results of the Group for FY2020 are set out in the consolidated statement of profit or loss and other comprehensive income on page 62 of this annual report and the state of affairs of the Group as at 30 June 2020 are set out in the consolidated statement of financial position on pages 64 to 65 of this annual report.

The Directors did not recommend the payment of a final dividend for FY2020. For FY2019, the Company has paid a final dividend of HK4.3 cents per Share.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining members who are qualified for attending the forthcoming annual general meeting of the Company to be held on 25 November 2020 (the "Annual General Meeting"), the register of members of the Company will be closed from 20 November 2020 to 25 November 2020 (both days inclusive), during which period no transfer of share of the Company will be effected. In order to qualify for attending the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on 19 November 2020.

RESERVES

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity.

The Directors considered that the Company's reserves available for distribution to shareholders comprise the share premium and the accumulated earnings which amounted to approximately HK$1,315.6 million for FY2020 (FY2019: approximately HK$1,318.4 million). Under the Companies Law (Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the jurisdiction where the Company was incorporated), the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its memorandum or articles of association and provided that immediately following the distribution of dividend, the Company is able to pay its debts as they fall due in the ordinary course of business.

RETIREMENT BENEFIT SCHEMES

Details of retirement benefit schemes of the Group are set out in note 33 to the consolidated financial statements in this annual report.

PROPERTY, PLANT AND EQUIPMENT

During FY2020, the Group paid for leasehold land and buildings, leasehold improvements at a cost of approximately HK$1.7 million, acquired furniture and fixtures at a cost of approximately HK$0.3 million, computer equipment at a cost of approximately HK$1.5 million, tools, machinery, factory equipment and fittings at a cost of approximately HK$57.0 million, motor vehicles and yacht at a cost of approximately HK$2.3 million and construction in progress of approximately HK$44.4 million.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements in this annual report.

SHARE CAPITAL

Details of the issued share capital of the Company during FY2020 are set out in note 29 to the consolidated financial statements in this annual report.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors of the Company during FY2020 and up to the date of this report were:

Executive Directors

Mr. Tung Koon Ming *(Chairman)*
Mr. Tung Koon Kwok Dennis
Mr. Tung Wai Kit
Mr. Deng Guanglei

Independent Non-Executive Directors

Mr. Ma Ching Nam
Mr. Wong Wing Keung Meyrick
Mr. Choi Ho Yan

In accordance with article 105(A) of the Company's articles of association, Mr. Tung Koon Ming, Mr. Tung Wai Kit and Mr. Ma Ching Nam (collectively, the "**Retiring Directors**") will retire at the Annual General Meeting. The Retiring Directors, being eligible, will offer themselves for re-election.

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

Each of Mr. Tung Koon Ming, Mr. Tung Wai Kit and Mr. Deng Guanglei, all being executive Directors, has entered into a service contract with the Company for an initial term of two years with effect from 11 January 2013, Mr. Tung Koon Kwok Dennis, being an executive Director, has entered into a service contract with the Company for an initial term of two years with effect from 1 March 2019, and renewable automatically until terminated by either party by giving not less than three months' written notice. Each of their appointment is subject to the provisions of the articles of association of the Company with regard to vacation of office of Directors, removal and retirement by rotation of Directors.

Each of the independent non-executive Directors is appointed for an initial term of two years which shall be renewable automatically for a successive term of one year each commencing from the next day after the expiry of the then current term of his appointment, unless terminated by either party by giving not less than three month's written notice expiring at the end of the initial term or any time thereafter. The appointment of the independent non-executive Directors is subject to the provisions of the articles of association of the Company with regard to vacation of office of Directors, removal and retirement by rotation of Directors.

No Directors proposed for re-election at the Annual General Meeting of the Company has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

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

The remuneration of the senior management by band for FY2020 is set out below:

Remuneration bands	Number of employees
HK$1,000,001 to HK$1,500,000	2
HK$1,500,001 to HK$2,000,000	2

Further details of the Directors' remuneration and the five highest paid employees are set out in notes 6 and 7 to the consolidated financial statements in this annual report respectively.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2020, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**")) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules were as follows:

Name of Director	Name of Group member/associated corporation	Capacity/nature of interest	Number and class of securities *(note 1)*	Approximate percentage of shareholding
Mr. Tung Koon Ming ("**Mr. Tung**")	Company	Interest of controlled corporation *(Note 2)*	1,456,277,000 (L)	70.02%
		Beneficial owner	9,092,000	0.44%
Mr. Tung Koon Kwok Dennis	Company	Beneficial owner	16,778,000	0.81%

Notes:

1. The letter "L" denotes a long position in the shares of the Company or the relevant associated corporation.

2. These Company's Shares were held by Red Glory Investments Limited ("**Red Glory**"), which was wholly owned by Mr. Tung. Mr. Tung was deemed to be interested in all the Shares in which Red Glory was interested by virtue of the SFO.

Save as disclosed above, as at 30 June 2020, none of the Directors or the chief executive of the Company had an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

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

So far as the Directors are aware of, as at 30 June 2020, the interests and short positions of the persons (other than a Director or chief executive of the Company) in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of SFO were as follows:

Name of shareholders	**Capacity/nature of interest**	**Number and class of securities** *(note 1)*	**Approximate percentage of shareholding**
Red Glory	Beneficial owner	1,456,277,000 Shares (L)	70.02%
Ms. Tam Fun Hung ("**Ms. Tam**")	Interest of spouse *(note 2)*	1,465,369,000 Shares (L)	70.45%
Areo Holdings Limited	Interest of a controlled corporation *(note 3)*	186,292,000 Shares (L)	8.96%
Lam Lai Ming	Interest of a controlled corporation *(note 3)*	186,292,000 Shares (L)	8.96%
Li Gabriel	Interest of a controlled corporation *(note 3)*	186,292,000 Shares (L)	8.96%
Orchid Asia V, L.P.	Beneficial owner *(note 3)*	180,946,000 Shares (L)	8.70%
OAV Holdings, L.P.	Interest of a controlled corporation *(note 3)*	180,946,000 Shares (L)	8.70%
Orchid Asia V GP, Limited	Interest of a controlled corporation *(note 3)*	180,946,000 Shares (L)	8.70%
Orchid Asia V Group Management, Limited	Interest of a controlled corporation *(note 3)*	180,946,000 Shares (L)	8.70%
Orchid Asia V Group, Limited	Interest of a controlled corporation *(note 3)*	180,946,000 Shares (L)	8.70%
Webb David Michael	Interest of a controlled corporation *(note 4)*	63,354,320 Shares (L)	3.05%
	Beneficial owner	41,217,680 Shares (L)	1.98%

1. The letter "L" denotes a person's long position in the Shares or underlying Shares of the Company.

2. Ms. Tam is the spouse of Mr. Tung. Ms. Tam was deemed to be interested in the Shares in which Mr. Tung was interested by virtue of the SFO. Details of Mr. Tung's interests in the Shares are disclosed in note 2 to the paragraph headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations" in this annual report.

3. So far as the Directors are aware of, these Shares were beneficial owned as to 180,946,000 Shares by Orchid Asia V, L.P. and 5,346,000 Shares by Orchid Asia V Co-Investment, Limited. So far as the Directors are aware of, Orchid Asia V, L.P. was wholly-controlled by OAV Holdings, L.P., which was in turn wholly-owned by Orchid Asia V GP, Limited. Orchid Asia V GP, Limited was wholly-owned by Orchid Asia V Group Management, Limited, which was in turn wholly-owned by Orchid Asia V Group, Limited. Orchid Asia V Group, Limited was wholly-owned by Areo Holdings Limited.

   So far as the Directors are aware of, Orchid Asia V Co-Investment, Limited was also wholly-controlled by Areo Holdings Limited. Areo Holdings Limited was wholly-owned by Ms. Lam Lai Ming. Areo Holdings Limited is also controlled by Mr. Li Gabriel by virtue of his directorship therein. Accordingly, Ms. Lam Lai Ming and Mr. Li Gabriel were taken to be interested in the Shares in which Areo Holdings Limited was interested by virtue of the SFO.

4. So far as the Directors are aware of, these Shares were held by Preferable Situation Assets Limited, which was wholly-owned by Mr. Webb David Michael. Mr Webb David Michael was deemed to be interested in all Shares in which Preferable Situation Assets Limited was interested by virtue of the SFO.

Save as disclosed above, as at 30 June 2020, no person (other than a Director or chief executive of the Company) had an interest or short position in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

SIGNIFICANT INVESTMENT HELD, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

Pursuant to a sale and purchase agreement dated 26 June 2020, TWB Investments Limited ("**TWB**"), an indirect non-wholly owned subsidiary of the Company, has agreed to sell, and Geneva Watch Group LLC ("**GWG LLC**") has agreed to acquire, the entire issued share capital of Geneva Watch Group, Inc ("**GWG**") at a consideration of US$499,369 ("**Disposal**"). The consideration was determined after arm's length negotiations between TWB and GWG LLC on normal commercial terms with reference to the book value of assets and liabilities of GWG as at 31 May 2020.

Upon completion of the Disposal, GWG ceased to be a subsidiary of the Company. Accordingly, the assets, liabilities of GWG and financial results of the Other Brands (Global) Business ceased to be consolidated into the financial statements of the Group. Please refer to the discloseable and connected transaction announcement of the Company dated 26 June 2020 for further details.

Save as disclosed under this paragraph and in the paragraph headed "Financial assets at fair value through profit or loss" and "Debt instruments at fair value through other comprehensive income" in the section headed "Management Discussion and Analysis", there was no material acquisition or disposal of subsidiaries or associated companies or significant investment held by the Company during FY2020.

SHARE OPTION SCHEME

A share option scheme (the "**Scheme**") was conditionally approved by the then sole shareholder of the Company on 11 January 2013 for the purpose of providing incentives or rewards to eligible participants for their contribution to the Group.

Eligible participants of the Scheme include, (i) any employee (whether full time or part time, including any executive director) of the Company, its subsidiaries or invested entity; (ii) any non-executive directors (including independent non-executive directors) of the Company, its subsidiaries or invested entity; (iii) any supplier or customer of the Group or any invested entity; (iv) any person or entity that provides research, development or other technological support to the Group or any invested entity; (v) any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity; (vi) any advisor (professional or otherwise) or consultant to any area of business or business development of the Group or any invested entity; (vii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group; and (viii) any company wholly owned by one or more eligible participants as referred to in (i) to (vii) above.

The maximum number of Shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option scheme adopted by the Group must not in aggregate exceed 30% of the share capital of the Company in issue from time to time. The maximum number of Shares issuable upon the exercise of options granted under the Scheme and any other share option scheme adopted by the Group (including both exercised or outstanding options) to each grantee within any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting. Share options granted to a Director, chief executive or substantial shareholder of the Company, or any of their associates must be approved by the independent non-executive Directors (excluding independent non-executive Director who or whose associates is the proposed grantee of the options).

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 that would result in the Shares to be issued in aggregate upon exercise thereof, in excess of 0.1% of the Shares in issue at any time and with an aggregate value (based on the closing price of the Shares at the date of the grant) in excess of HK$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The total number of shares which may be issued upon exercise of all options (excluding for this purpose options which have lapsed) to be granted under the Scheme and any other share option schemes must not in aggregate exceed 200,000,000 shares, representing approximately 10% and 9.62% of shares in issue as at 5 February 2013 (the date of which the shares of the Company were listed on the Stock Exchange) and as at the date of this annual report, respectively.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, which period may commence from the date of the offer of the share options, and shall end on a date which is not later than 10 years from the date of grant of the share options subject to the provisions for early termination thereof.

The subscription price for the shares under the Scheme shall be determined by the Directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the Shares on the date of the offer for the grant, which must be a business day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations for the five business days immediately preceding the date of the offer for the grant; and (iii) the nominal value of a Share.

Subject to the earlier termination of the Scheme in accordance with the rules thereof, the Scheme will remain in force for a period of 10 years commencing on 11 January 2013, which was the date of adoption of the Scheme and will expire on 10 January 2023.

During FY2020, no share option was granted, exercised, cancelled or lapsed under the Scheme.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the related party transactions as set out in note 38 to the consolidated financial statements and in the section headed "Connected transactions" in this annual report, no Director nor an entity connected with such director had a material interest, whether directly or indirectly, in any transaction, arrangement or contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party, subsisting during or at the end of the year.

Save as disclosed in the related party transactions as set out in note 38 to the consolidated financial statements and in the section headed "Connected transactions" in this annual report, no contract of significance (whether it is for provision of services to the Group or not) had been entered into between the Company or any of its subsidiaries, and any controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During FY2020 and up to the date of this report, except for Mr. Tung Koon Ming who is one of the Controlling Shareholders currently interested or engaged in the Excluded Business, none of the Directors are considered to have any direct or indirect interests in businesses which compete or are likely to compete with businesses of the Group pursuant to Rule 8.10 of the Listing Rules.

CONNECTED TRANSACTIONS

Continuing Connected Transactions

During FY2020, the Group has conducted the following continuing connected transactions which were required to be disclosed pursuant to Rule 14A.71 of the Listing Rules:

(a) Pursuant to a watch movement supply agreement entered into between the Group and ILG of Switzerland Ltd ("**ILG**") dated 3 July 2018 (the "**Watch Movement Supply Agreement**") for a term of three years commencing from 1 July 2018 to 30 June 2021 (both dates inclusive), the Group agreed to supply watch movements to the ILG Group. During the term of the Watch Movement Supply Agreement, ILG and its subsidiaries ("**ILG Group**") may from time to time seek the latest quotation from the Group for the purchase of watch movements and place orders with the Group for the purchase of watch movements for delivery to the ILG Group's designated location by way of purchase orders. The purchase price per unit of watch movements so purchased by ILG Group shall be such unit price quoted by the Group within three days before the date on which the purchase order of watch movements is placed by ILG Group. During FY2020, the aggregate revenue from sale of watch movements by the Group to the ILG Group was approximately HK$6.9 million (FY2019: HK$9.8 million). Further details about the connection between ILG and the Company are set out under sub-paragraph (c) below.

(b) Pursuant to a master production agreement ("**Master Production Agreement**") entered into between the Group and FM Swiss Logistic SA ("**FM Swiss**") dated 22 November 2016, the Group outsourced and licensed the rights of production of watches (including but not limited to their parts and accessories) bearing the mark "Balco" or "拜戈", which has been registered by Balco Switzerland ("**Balco Watches**") to FM Swiss for a term of three years commencing from 22 November 2016 and it shall be automatically renewed for another term of three years upon expiry of the initial term unless terminated by either party by giving notice in writing to the other party at least six months prior to the expiry of the then term. In consideration of Balco Watches to be supplied by FM Swiss, the Group shall pay to FM Swiss the purchase price per unit of the Balco Watches to be supplied by FM Swiss which shall be on a cost plus basis and shall be, depending on the complexity of the design, components, materials used and other requirements of production, at the range of 5% to 20% of the cost of materials and components as quoted to the Group in respect of the production of such Balco Watches. For FY2020, the aggregate purchase amount of Balco Watches under the Master Production Agreement was approximately HK$6.1 million (FY2019: HK$17.0 million).

    As (i) FM Swiss is owned as to 50% by Christian Marcal Frommherz ("**Mr Frommherz**") as disclosed in the announcement of the Company dated 22 November 2016; and (ii) Mr. Frommherz was a director of GWG (which ceased to be an indirect non-wholly owned subsidiary of the Company after the disposal in June 2020) in the past 12 months before start of FY2020, FM Swiss is a connected person of the Company at the subsidiary level.

(c) In relation to Watch Movement Supply Agreement, as (i) ILG was, at the material time, controlled by Mr. Pishu Vashdev Chainani ("**Mr. Chainani**") and his brother; (ii) Mr. Chainani was, at the material time, the sole shareholder of International Watch Group Limited ("**IWG**") which in turn held 49% of issued share capital of TWB; and (iii) each of Fortune Concept Limited ("**Fortune Concept**") and PT Far East Limited ("**PTFE**") was, at the material time, wholly owned by ILG, each of ILG and other members of the ILG Group (including Fortune Concept and PTFE) was a connected person of the Company at the subsidiary level at the time when these continuing connected transactions were entered into.

(d) Pursuant to a services agreement entered into between the Group and Fortune Concept dated 4 July 2017 (as amended by a supplemental agreement ("**Supplemental Administrative Agreement**") dated 7 February 2018 and 31 December 2018 entered into by Fortune Concept and the Group) ("**Administrative Services Agreement**"), the Group has engaged Fortune Concept to provide administrative services at a service fee of HK$147,000 per month in relation to Group's sales of multi-brand watches and accessories or those of which the Group was licensed to distribute in any place of the world (other than the United States) ("**Administrative Services**") for a term commencing from 1 July 2017 and ended on 31 December 2018 (both dates inclusive) unless terminated earlier by a party serving three months notice in writing on the other party. Pursuant to the Supplemental Administrative Agreement, the parties have agreed to revise the services fee of the Administrative Services under the Administrative Services Agreement from HK$147,000 per month to HK$158,000 per month and the extension of the Administrative Services Agreement from 1 January 2019 to 31 August 2019 with effect from 1 January 2019. During FY2020, the aggregate services fee paid by the Group under the Administrative Services Agreement was approximately HK$316,000 (FY2019: HK$948,000). As all the applicable percentage ratios are less than 0.1%, the transaction contemplated under the Supplemental Administrative Agreement is exempted from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The independent non-executive Directors have, for the purpose of Rule 14A.55 of the Listing Rules, reviewed and confirmed that the aforementioned continuing connected transactions undertaken by the Group were entered into (i) in the ordinary and usual course of business of the Group; (ii) either on normal commercial terms or better; and (iii) in accordance with the relevant agreements governing the transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. Deloitte Touche Tohmatsu, auditors of the Company, has issued a letter to the Company to confirm the matters stated in Rule 14A.56 of the Listing Rules.

Connected Transactions

(a) Pursuant to a tenancy agreement entered into between Winning Asia Holdings Group Limited ("**Winning Asia**") and the Group dated 28 June 2019, the Group agreed to lease from Winning Asia a premises located at Hong Kong as the Group's head office for a term of one year commencing from 1 July 2019 and ended on 30 June 2020 (both dates inclusive) (subject to the right for the Group to terminate the agreement by serving not less than one month prior written notice) at a monthly rent of HK$394,000, inclusive of repairing and maintenance fee, government rent and rates, management fees, electricity and water bills and other fees in relation to the use of the premises but exclusive of other utility charges. During FY2020, the aggregate rent paid by the Group to Winning Asia for rental of the said premises was HK$4,728,000 (FY2019: HK$4,500,000).

As Winning Asia was, at the material time, wholly-owned by Red Frame Group Limited ("**Red Frame**") which, in turn, was wholly owned by Mr. Tung Koon Ming ("**Mr. Tung**"), an executive Director and substantial shareholder of the Company, Winning Asia was a connected person of the Company at the time when the connected transaction was entered into. The tenancy agreement constituted a connected transaction for the Company under Chapter 14A of the Listing Rules and was subject to reporting and announcement requirements, but was exempted from circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

(b) Pursuant to a tenancy agreement entered into between Zhengzhou Hengdi Investment Company Limited (currently known as "Zhengzhou Weiji Real Estate Sales & Marketing Company Limited") ("**Zhengzhou Hengdi**") and the Group dated 28 June 2019, Zhengzhou Hengdi agreed to lease to the Group a premise located in Zhengzhou, the PRC as the Group's representative office for a term of one year commencing from 1 July 2019 and ended on 30 June 2020 (both dates inclusive) at a monthly rent of RMB32,467 inclusive of water, electricity, management fee and other utility charges, rates, management fees and other fees in relation to the use of the premise. The Group has an option to renew the tenancy agreement for a successive term of one year upon expiry of the original term. During FY2020, the aggregate rent paid by the Group to Zhengzhou Hengdi for rental of the said premise was RMB389,600 (FY2019: RMB389,600).

As Zhengzhou Hengdi was, at the material time, wholly and beneficially owned by Mr. Tung, Zhengzhou Hengdi was a connected person of the Company at the time when this connected transaction was entered into. The tenancy agreement constituted a connected transaction for the Company under Chapter 14A of the Listing Rules and was subject to reporting and announcement requirements, but was exempted from circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

(c) Pursuant to a sale and purchase agreement dated 26 June 2020, TWB as the vendor has agreed to sell and GWG LLC, being a company wholly owned by ILG as the purchaser has agreed to acquire the entire issued share capital of GWG at a consideration of US$499,369. Pursuant to the terms of the agreement, 50% of the consideration was payable on the date of signing of the agreement and the remaining 50% was payable within three months from the date of signing of the agreement.

As ILG was, at the material time, ultimately controlled by Mr. Chainani and his brother and Mr. Chainani was, at the material time, the sole shareholder of IWG, being a substantial shareholder of TWB, GWG LLC was a connected person of the Company at the subsidiary level at the time when this connected transaction was entered into. The Disposal constituted a discloseable and connected transaction for the Company under Chapter 14A of the Listing Rules and was subject to reporting and announcement requirements but was exempt from the circular and independent shareholders' approval requirements under Rule 14A.101 of the Listing Rules.

USE OF PROCEEDS FROM THE COMPANY'S INITIAL PUBLIC OFFERING

The net proceeds from the IPO of the Company in February 2013, after the deduction of expenses, amounted to approximately HK$742.0 million which comprise approximately HK$640.0 million from the global offering and approximately HK$102.0 million from the partial exercise of over-allotment option, of which approximately HK$702.0 million had been utilised from the year ended 30 June 2013 to the year ended 30 June 2018. For FY2019 and FY2020, the Company had not further utilised the net proceeds.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company has maintained a sufficient public float as required under the Listing Rules as at the latest practicable date prior to the issue of this annual report.

DONATIONS

The Group's charitable and other donations for FY2020 amounted to approximately HK$9.2 million (FY2019: approximately HK$3.7 million). No donations were made to political parties.

FIVE YEARS FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five financial years is set out on page 163 of this annual report.

EVENTS AFTER THE REPORTING PERIOD

There is no material subsequent event undertaken by the Company or by the Group after 30 June 2020 and up to the date of this annual report.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report on page 32 to page 43 of this annual report.

AUDIT COMMITTEE

The Audit Committee of the Board has reviewed the management and the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters including review of the audited financial statements for FY2020.

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During FY2020, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

PERMITTED INDEMNITY PROVISIONS

During FY2020 and up to the date of this report, permitted indemnity provisions (within the meaning in section 469 of the Companies Ordinance) (Chapter 622 of the Laws of Hong Kong) were in force for the benefit of the Directors of the Company and its subsidiaries. The permitted indemnity provisions are provided for in the Company's articles of association and in the Directors liability insurance maintained for the Group in respect of potential liability and costs associated with legal proceedings that may be brought against such Directors.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company, which were not contract of service with any Director or any person engaged in full time employment of the Company, were entered into or existed during FY2020.

DIRECTORS' REPORT

AUDITORS

The Company has appointed Deloitte Touche Tohmatsu as auditors of the Company for FY2020 which will retire as the Company's auditors at the end of the Annual General Meeting, and being eligible, will offer themselves for re-appointment. A resolution to re-appoint Deloitte Touche Tohmatsu as auditors of the Company for the year ending 30 June 2021 will be proposed at the Annual General Meeting.

On behalf of the Board

Mr. Tung Koon Ming
Chairman
Hong Kong, 28 September 2020

INDEPENDENT AUDITOR'S REPORT

Deloitte. 德勤

TO THE MEMBERS OF TIME WATCH INVESTMENTS LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Time Watch Investments Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 62 to 162, which comprise the consolidated statement of financial position as at 30 June 2020, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 2020, 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.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

Key Audit Matter	How our audit addressed the key audit matter
Valuation of inventories	
We identified the valuation of inventories as a key audit matter because of its significance to the consolidated financial statements, and the significant judgement exercised by management in identifying slow-moving inventory items that are no longer suitable for use in production or for sale and determining the appropriate levels of write down of inventories. As set out in note 4 to the consolidated financial statements, in determining the write down of obsolete and slow-moving inventory items, the management reviews the ageing of inventories and carries out an inventory review on a product-by-product basis with reference to subsequent sales and usage of inventories and latest selling prices. As at 30 June 2020, the carrying amount of inventories is approximately HK$374,315,000 and write down of inventories of approximately HK$35,485,000 was charged to profit or loss for the year then ended.	Our procedures in relation to evaluating the reasonableness of the valuation of inventories included: • Understanding the inventory allowance policy of the Group in the identification of slow-moving inventories and measurement of the write down of inventories; • Assessing whether the inventory allowance at the end of the reporting period was calculated in a manner consistent with the Group's inventory write down policy; • Testing the accuracy of the Group's inventory ageing analysis, on a sample basis, to purchase invoices or production notes and assessing whether the write down of inventories is reasonable based on the factors considered by the management; • Enquiring the management and the sales team about any expected changes in plans for the markdown of selling price of slow-moving inventories; and • Assessing the reasonableness of the estimation of the net realisable value of inventories with reference to usage and sales of inventories subsequent to the end of the reporting period and latest selling prices, on a sample basis.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

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

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

Those charged with governance are responsible 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 solely to you, as a body, in accordance with our agreed terms of engagement, 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.

INDEPENDENT AUDITOR'S REPORT

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

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

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

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

- 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.

We communicate with those charged with governance 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 those charged with governance 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, actions taken to eliminate threats or safeguards applied.

INDEPENDENT AUDITOR'S REPORT

From the matters communicated with those charged with governance, 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 the independent auditor's report is Ng Kin Fai.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
28 September 2020

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2020

	NOTES	2020 HK$'000	2019 HK$'000 (restated)
Continuing operations			
Revenue	5	**1,726,432**	2,377,914
Cost of sales		**(453,226)**	(623,323)
Gross profit		**1,273,206**	1,754,591
Other income, gains and losses	8	**41,141**	64,804
Net impairment losses on trade receivables		**(5,255)**	(4,840)
Selling and distribution costs		**(988,342)**	(1,273,884)
Administrative expenses		**(124,748)**	(146,020)
Finance costs	9	**(1,218)**	(1,755)
Share of results of a joint venture		**1,314**	648
Profit before taxation		**196,098**	393,544
Income tax	10	**(53,600)**	(74,598)
Profit for the year from continuing operations	11	**142,498**	318,946
Discontinued operation			
Loss for the period/year from discontinued operation	12	**(83,093)**	(25,879)
Profit for the year		**59,405**	293,067
Other comprehensive income (expense)			
Items that will not be reclassified to profit or loss:			
Gain on revaluation of leasehold land and buildings		**508**	491
Exchange differences arising on translation		**(56,218)**	(66,972)
Items that may be reclassified subsequently to profit or loss:			
Fair value change of debt instruments at fair value through other comprehensive income		**(2,754)**	5,294
Reclassification adjustment relating to debt instruments at fair value through other comprehensive income disposed of during the year		**531**	1,392
		(57,933)	(59,795)
Total comprehensive income for the year		**1,472**	233,272

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2020

	NOTES	2020 HK$'000	2019 HK$'000 (restated)
Profit (loss) for the year attributable to owners of the Company:			
From continuing operations		**140,720**	318,043
From discontinued operation		**(49,318)**	(12,683)
		91,402	305,360
Profit (loss) for the year attributable to non-controlling interests:			
From continuing operations		**1,778**	903
From discontinued operation		**(33,775)**	(13,196)
		(31,997)	(12,293)
Total comprehensive income (expense) attributable to:			
Owners of the Company		**34,072**	247,138
Non-controlling interests		**(32,600)**	(13,866)
		1,472	233,272
Earnings per share	14		
From continuing and discontinued operations – Basic (HK cents)		**4.4**	14.7
From continuing operations – Basic (HK cents)		**6.8**	15.3

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2020

	NOTES	2020 HK$'000	2019 HK$'000
Non-current assets			
Property, plant and equipment	15	**249,315**	231,713
Prepaid lease payments	16	**–**	34,708
Right-of-use assets	17	**54,708**	–
Investment property	18	**92,000**	113,900
Deposits paid for acquisition of property, plant and equipment		**3,706**	1,919
Interest in a joint venture	19	**10,755**	9,481
Financial assets at fair value through profit or loss	20	**350,767**	383,918
Debt instruments at fair value through other comprehensive income	21	**195,850**	200,298
Financial assets at amortised cost	22	**54,850**	–
Deferred tax assets	30	**48,646**	48,863
		1,060,597	1,024,800
Current assets			
Inventories	23	**374,315**	480,665
Prepaid lease payments	16	**–**	1,306
Trade receivables	24	**254,447**	370,046
Other receivables, deposits and prepayments	24	**93,959**	113,384
Tax recoverable		**1,789**	20
Financial assets at fair value through profit or loss	20	**17,361**	274,656
Debt instruments at fair value through other comprehensive income	21	**–**	19,441
Pledged bank deposits	25	**–**	7,793
Bank balances and cash	25	**693,638**	421,748
		1,435,509	1,689,059
Current liabilities			
Trade payables and bills payable	26	**34,029**	79,228
Other payables and accrued charges	26	**132,543**	163,831
Contract liabilities	26	**–**	182
Tax liabilities		**30,771**	37,754
Bank borrowings and overdraft	27	**–**	62,542
Lease liabilities	28	**11,519**	–
Other loans	31	**7,750**	143,333
		216,612	486,870
Net current assets		**1,218,897**	1,202,189
Total assets less current liabilities		**2,279,494**	2,226,989

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2020

	NOTES	2020 HK$'000	2019 HK$'000
Capital and reserves			
Share capital	29	**207,995**	207,995
Reserves		**1,961,465**	2,015,553
Equity attributable to owners of the Company		**2,169,460**	2,223,548
Non-controlling interests		**23,729**	(64,517)
Total equity		**2,193,189**	2,159,031
Non-current liabilities			
Deferred tax liabilities	30	**76,752**	67,958
Lease liabilities	28	**9,553**	–
		86,305	67,958
		2,279,494	2,226,989

The consolidated financial statements on pages 62 to 162 were approved and authorised for issue by the Board of Directors on 28 September 2020 and are signed on its behalf by:

Mr. Tung Koon Ming
DIRECTOR

Mr. Tung Wai Kit
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2020

	Attributable to owners of the Company										
	Share capital HK$'000	Share premium HK$'000	Special reserve HK$'000 (note a)	Translation reserve HK$'000	Investment revaluation reserve HK$'000	Properties revaluation reserve HK$'000	Statutory surplus reserve HK$'000 (note b)	Accumulated profits HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 July 2018	207,995	511,101	(230,147)	(1,858)	(2,326)	4,389	71,687	1,535,166	2,096,007	(48,573)	2,047,434
Profit (loss) for the year	–	–	–	–	–	–	–	305,360	305,360	(12,293)	293,067
Exchange differences arising on translation	–	–	–	(65,399)	–	–	–	–	(65,399)	(1,573)	(66,972)
Gain on revaluation of leasehold land and buildings	–	–	–	–	–	491	–	–	491	–	491
Fair value change of debt instruments at fair value through other comprehensive income	–	–	–	–	5,294	–	–	–	5,294	–	5,294
Reclassification adjustment relating to debt instruments at fair value through other comprehensive income disposed of during the year	–	–	–	–	1,392	–	–	–	1,392	–	1,392
Total comprehensive (expense) income for the year	–	–	–	(65,399)	6,686	491	–	305,360	247,138	(13,866)	233,272
Appropriation to reserve	–	–	–	–	–	–	870	(870)	–	–	–
Dividends recognised as distribution during the year (note 13)	–	–	–	–	–	–	–	(119,597)	(119,597)	–	(119,597)
Dividends declared by subsidiaries to non-controlling interests	–	–	–	–	–	–	–	–	–	(4,256)	(4,256)
Capital contribution from a non-controlling shareholder of a subsidiary	–	–	–	–	–	–	–	–	–	2,178	2,178
At 30 June 2019	207,995	511,101	(230,147)	(67,257)	4,360	4,880	72,557	1,720,059	2,223,548	(64,517)	2,159,031
Profit (loss) for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**91,402**	**91,402**	**(31,997)**	**59,405**
Exchange differences arising on translation	**–**	**–**	**–**	**(55,615)**	**–**	**–**	**–**	**–**	**(55,615)**	**(603)**	**(56,218)**
Gain on revaluation of leasehold land and buildings	**–**	**–**	**–**	**–**	**–**	**508**	**–**	**–**	**508**	**–**	**508**
Fair value change of debt instruments at fair value through other comprehensive income	**–**	**–**	**–**	**–**	**(2,754)**	**–**	**–**	**–**	**(2,754)**	**–**	**(2,754)**
Reclassification adjustment relating to debt instruments at fair value through other comprehensive income disposed of during the year	**–**	**–**	**–**	**–**	**531**	**–**	**–**	**–**	**531**	**–**	**531**
Total comprehensive (expense) income for the year	**–**	**–**	**–**	**(55,615)**	**(2,223)**	**508**	**–**	**91,402**	**34,072**	**(32,600)**	**1,472**
Dividends recognised as distribution during the year (note 13)	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(89,438)**	**(89,438)**	**–**	**(89,438)**
Dividends declared by subsidiaries to non-controlling interests	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(1,567)**	**(1,567)**
Derecognition of non-controlling interests upon disposal of a subsidiary	**–**	**–**	**–**	**1,278**	**–**	**–**	**–**	**–**	**1,278**	**(1,645)**	**(367)**
Capital contribution from a non-controlling shareholder of a subsidiary (note c)	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**124,058**	**124,058**
At 30 June 2020	**207,995**	**511,101**	**(230,147)**	**(121,594)**	**2,137**	**5,388**	**72,557**	**1,722,023**	**2,169,460**	**23,729**	**2,193,189**

Notes:

(a) The special reserve represents: (i) the difference between the nominal amount of the share capital issued by the Company and the nominal amount of the share capital of the acquired subsidiaries; (ii) financial guarantee provided to ultimate holding company as a result of group reorganisation which occurred in prior years; and (iii) the difference between the nominal amount and fair value of the loan advanced from a non-controlling shareholder of a subsidiary at initial recognition.

(b) The statutory surplus reserves represent enterprise development and general reserve fund appropriated from the profit after taxation of subsidiaries established in the People's Republic of China ("**PRC**").

(c) On 19 August 2019, the Group and the non-controlling shareholder of the Group's non-wholly owned subsidiary, TWB Investments Limited ("**TWB**"), entered into a loan capitalisation agreement, pursuant to which the Group and the non-controlling shareholder of TWB capitalised their respective loan of United States dollars ("**USD**")16,497,000 (equivalent to HK$129,122,000) and USD15,850,000 (equivalent to HK$124,058,000) to TWB in proportion with their shareholding. The amount of loan capitalised by non-controlling shareholder of TWB was credited to equity.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2020

	2020 HK$'000	2019 HK$'000
OPERATING ACTIVITIES		
Profit for the year	**59,405**	293,067
Adjustments for:		
Income tax	**53,180**	74,624
Allowance for obsolete inventories	**35,485**	3,363
Net impairment losses on trade receivables	**2,679**	12,693
Depreciation of property, plant and equipment	**69,241**	70,382
Loss on disposal and written-off of property, plant and equipment	**12,959**	11,935
Depreciation of right-of-use assets	**16,142**	–
Amortisation of prepaid lease payments	**–**	1,326
Loss (gain) on fair value change of investment property	**21,900**	(2,900)
Loss (gain) from change in fair value of financial assets measured at fair value through profit or loss	**849**	(8,032)
Share of results of a joint venture	**(1,314)**	(648)
Loss on disposal of debt instruments at fair value through other comprehensive income	**490**	1,203
Finance costs	**3,600**	8,307
Interest income	**(48,177)**	(42,982)
Operating cash flows before movements in working capital	**226,439**	422,338
Decrease in inventories	**55,047**	71,312
Decrease in trade receivables	**100,964**	13,809
Decrease in other receivables, deposits and prepayments	**20,477**	19,501
Decrease in trade payables and bills payable	**(43,863)**	(7,219)
Decrease in other payables and accrued charges	**(28,054)**	(16,723)
Decrease in contract liabilities	**(182)**	(151)
Cash generated from operations	**330,828**	502,867
Interest received	**36,830**	36,912
Income tax paid	**(50,764)**	(104,460)
NET CASH FROM OPERATING ACTIVITIES	**316,894**	435,319
INVESTING ACTIVITIES		
New pledged bank deposits placed	**–**	(867)
Withdrawal of pledged deposits	**7,747**	–
Purchase of property, plant and equipment	**(83,703)**	(138,634)
Deposits paid for acquisition of property, plant and equipment	**(25,369)**	–
Proceeds from disposal of property, plant and equipment	**169**	240
Purchase of debt instruments at fair value through other comprehensive income	**–**	(195,266)
Proceeds from disposal of debt instruments at fair value through other comprehensive income	**19,872**	29,807
Purchase of financial assets at fair value through profit or loss	**(407,760)**	(2,923,212)
Redemption of financial assets at fair value through profit or loss	**677,391**	2,591,752
Purchase of financial assets at amortised cost	**(55,600)**	–
Advance to a joint venture	**–**	(7,226)
Interest received from debt instruments at fair value through other comprehensive income	**11,347**	6,070
Capital contribution to a joint venture	**–**	(8,843)
Net cash outflow on disposal of a subsidiary	**(3,671)**	–
NET CASH FROM (USED IN) INVESTING ACTIVITIES	**140,423**	(646,179)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2020

	2020	2019
	HK$'000	*HK$'000*
FINANCING ACTIVITIES		
Dividends paid	**(89,438)**	(119,597)
Dividends paid to non-controlling interests of subsidiaries	**(1,567)**	(4,256)
Interest paid	**(3,565)**	(7,367)
Borrowings raised	**60,986**	473,280
Other loans raised	**7,785**	7,813
Repayment of other loans	**(18,190)**	–
Repayment of bank borrowings	**(99,191)**	(478,012)
Capital contribution from a non-controlling shareholder of a subsidiary	**–**	2,178
Payment of lease liabilities	**(15,042)**	–
NET CASH USED IN FINANCING ACTIVITIES	**(158,222)**	(125,961)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**299,095**	(336,821)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	**397,933**	754,101
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	**(3,390)**	(19,347)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	**693,638**	397,933
ANALYSIS OF CASH AND CASH EQUIVALENTS		
Bank balances and cash	**693,638**	421,748
Bank overdraft	**–**	(23,815)
	693,638	397,933

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

1. GENERAL

Time Watch Investments Limited (the "Company") was incorporated as an exempted company in the Cayman Islands with limited liability under the Companies Law (2007 Revision) Chapter 22 of the Cayman Islands. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its immediate and ultimate holding company is Red Glory Investments Limited, a company incorporated in the British Virgin Islands ("BVI"). The addresses of the registered office and principal place of business of the Company are disclosed in the section headed "Corporate Information" in this annual report.

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

The functional currency of the Company is Renminbi ("RMB"), while the consolidated financial statements is presented in Hong Kong dollar ("HK$"), which the management of the Group considered that it is more beneficial for the users of the consolidated financial statements, as the Company's shares are listed on the Stock Exchange.

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

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

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

HKFRS 16	Leases
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle

The Group has early applied Amendment to HKFRS 16 "Covid-19-Related Rent Concessions" for rent concessions occurring as a direct consequence of Covid-19.

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

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (cont'd)

New and Amendments to HKFRSs that are mandatorily effective for the current year (cont'd)

HKFRS 16 "Leases"

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 "Leases", and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC) – Int 4 "Determining whether an Arrangement contains a Lease" and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 July 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 July 2019.

As at 1 July 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS 16.C8(b)(ii) transition. Any difference at the date of initial application is recognised in the opening accumulated profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

i. relied on the assessment of whether leases are onerous by applying HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets" as an alternative of impairment review;

ii. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;

iii. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rates for certain leases of office premises, factories, shops and shop counters in the PRC and Hong Kong were determined on a portfolio basis; and

iv. used hindsight based on facts and circumstances as at date of initial application in determining the lease term for the Company's leases with extension options.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (cont'd)

New and Amendments to HKFRSs that are mandatorily effective for the current year (cont'd)

HKFRS 16 "Leases" (cont'd)

As a lessee (cont'd)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rate applied is 4.73%.

	At 1 July 2019 *HK$'000*
Operating lease commitments disclosed as at 30 June 2019:	
Leased properties	58,390
Lease liabilities discounted at relevant incremental borrowing rate relating to operating leases recognised upon application of HKFRS 16 as at 1 July 2019	54,787
Less: Practical expedient – lease with lease term ending within 12 months from the date of initial application	(27,540)
Lease liabilities as at 1 July 2019	27,247
Analysed as	
Current	10,208
Non-current	17,039
	27,247

The carrying amount of right-of-use assets as at 1 July 2019 comprises the following:

	Note	*HK$'000*
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16		
– shop counters, shops, office premises and factories		27,247
Reclassified from prepaid lease payments	(a)	36,014
		63,261

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (cont'd)

New and Amendments to HKFRSs that are mandatorily effective for the current year (cont'd)

HKFRS 16 "Leases" (cont'd)

As a lessee (cont'd)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 July 2019. Line items that were not affected by the changes have not been included.

	Notes	Carrying amounts previously reported at 30 June 2019 HK$'000	Adjustments HK$'000	Carrying amounts under HKFRS 16 at 1 July 2019 HK$'000
Non-current assets				
Right-of-use assets		–	63,261	63,261
Prepaid lease payments	*(a)*	34,708	(34,708)	–
Current assets				
Prepaid lease payments	*(a)*	1,306	(1,306)	–
Current liabilities				
Lease liabilities		–	10,208	10,208
Non-current liabilities				
Lease liabilities		–	17,039	17,039

(a) Upfront payments for leasehold lands in the PRC for own used properties were classified as prepaid lease payments as at 30 June 2019. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to HK$1,306,000 and HK$34,708,000 respectively were reclassified to right-of-use assets.

(b) For the purpose of reporting cash flows from operating activities under indirect method for the year ended 30 June 2020, movements in working capital have been computed based on opening consolidated of financial position as at 1 July 2019 as disclosed above.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (cont'd)

New and Amendments to HKFRSs that are mandatorily effective for the current year (cont'd)

Amendment to HKFRS 16 "Covid-19-Related Rent Concessions"

The amendment introduces a new practical expedient for lessees to elect not to assess whether a Covid-19-related rent concession is a lease modification. The practical expedient only applies to rent concessions occurring as a direct consequence of the Covid-19 that meets all of the following conditions:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

- any reduction in lease payments affects only payments originally due on or before 30 June 2021;and

- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 "Leases" if the changes were not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

The Group has early applied the amendment in current year. The application has no impact to the opening accumulated profits at 1 July 2019. The Group recognised changes in lease payments that resulted from rent concessions of approximately HK$6,369,000 in the profit or loss for the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (cont'd)

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts[1]
Amendments to HKFRS 3	Definition of a Business[2]
Amendments to HKFRS 3	Reference to the Conceptual Framework[5]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current[6]
Amendments to HKAS 1 and HKAS 8	Definition of Material[4]
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use[5]
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract[5]
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform[4]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018 – 2020 Cycle[5]

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

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

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

4 Effective for annual periods beginning on or after 1 January 2020

5 Effective for annual periods beginning on or after 1 January 2022

6 Effective for annual periods beginning on or after 1 January 2023

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in HKFRS Standards, will be effective for annual periods beginning on or after 1 January 2020.

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

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (cont'd)

Amendments to HKAS 1 and HKAS 8 "Definition of Material"

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgements. In particular, the amendments:

- include the concept of "obscuring" material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from "could influence" to "could reasonably be expected to influence"; and
- include the use of the phrase "primary users" rather than simply referring to "users" which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all HKFRSs and will be mandatorily effective for the Group's annual period beginning on 1 July 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Company but may affect the presentation and disclosures in the financial statements.

Conceptual Framework for Financial Reporting 2018 (the "New Framework") and the Amendments to References to the Conceptual Framework in HKFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for annual periods beginning on or after 1 January 2020, with earlier application permitted. Other than specific standards which still refer to the previous versions of the framework, the Company will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and by the disclosure requirements of the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and certain financial instruments, which are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 July 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value for the purposes of measuring inventories in HKAS 2 "Inventories" or value in use for the purposes of impairment assessment in HKAS 36 "Impairment of Assets".

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.

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies adopted are set out below.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Basis of consolidation

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

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

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

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

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Changes in the Group's interests in existing subsidiaries (cont'd)

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

Investment in a joint venture

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

The results and assets and liabilities of a joint venture is incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of the joint venture used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. Changes in net assets of the joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Investment in a joint venture (cont'd)

The Group assesses whether there is an objective evidence that the interest in a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised that is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

Revenue from contracts with customers

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

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or

- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Revenue from contracts with customers (cont'd)

The Group sells goods to customer. Revenue from sales of goods to customers is recognised when control of the products has transferred, being when the products are delivered to the customers and there is no unfulfilled obligation that could affect the customer's acceptance of the products. It is the Group's policy to sell its products to the customers with a right to exchange or return faulty products to another product within reasonable period after delivery. These rights of exchange or return do not allow the returned goods to be refunded in cash. No contract liability and right to the returned goods are recognised as insignificant amount of returns are expected based on accumulated experience.

Leases

Definition of a lease (upon application of HKFRS 16 in accordance with transitions in note 2)

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2)

Short-term leases

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Leases (cont'd)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (cont'd)

Right-of-use assets (cont'd)

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item on the consolidated statement of financial position. Right-of-use assets that meet the definition of investment property are presented within "investment properties".

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;

- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date.

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as expense in the period in which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities and makes a corresponding adjustment to the related right-of-use asset whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

- the lease payments change due to changes in expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Leases (cont'd)

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) (cont'd)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Covid-19-related rent concessions

Rent concessions relating to lease contracts that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and

- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes were not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Leases (cont'd)

The Group as a lessee (prior to 1 July 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Foreign currencies

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

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributable to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Foreign currencies (cont'd)

Exchange differences relating to the retranslation of the Group's net assets in RMB to the Group's presentation currency (i.e. HK$) are recognised directly in other comprehensive income and accumulated in translation reserve. Such exchange differences accumulated in the translation reserve are not reclassified to profit or loss subsequently.

Borrowing costs

Borrowing costs which are not eligible for capitalisation to qualifying assets are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Retirement benefits costs

Payments to state-managed retirement benefits schemes for staff in the PRC, excluding Hong Kong, and the Mandatory Provident Fund Scheme for staff in Hong Kong are recognised as expenses when employees have rendered services entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Taxation

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Taxation (cont'd)

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

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

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Property, plant and equipment

Property, plant and equipment other than properties under construction are stated in the consolidated statement of financial position at cost or fair value less subsequent accumulated depreciation and accumulated impairment losses, if any.

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Ownership interests in leasehold land and building

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" (upon application of HKFRS 16) or "prepaid lease payments" (before application of HKFRS 16) in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Owned properties in Hong Kong held for use for administrative purposes, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation less any subsequent accumulated depreciation and any subsequent impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period.

Any revaluation increase arising on revaluation of owned properties in Hong Kong is recognised in other comprehensive income and accumulated in properties revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of such owned properties is recognised in profit or loss to the extent that it exceeds the balance, if any, on the properties revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus remaining in the property revaluation reserve is transferred to accumulated profits.

Depreciation is recognised so as to write off the cost or valuation of assets other than properties under construction less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Buildings under development for future owner-occupied purpose

When buildings are in the course of development for production or for administrative purposes, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management provided during the construction period is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are ready for their intended use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair value. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any. The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually, when it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Impairment on property, plant and equipment and right-of-use assets (cont'd)

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

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating units, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Provisions for the expected cost of warranty obligations under the relevant contracts with customers for sale of goods are recognised at the date of sale of the relevant products, at the directors' best estimate of the expenditure required to settle the Group's obligation.

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial assets

Classification and subsequent measurement of financial assets

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

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

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

All other financial assets are subsequently measured at FVTPL.

A financial asset is held for trading if:

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

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial assets (cont'd)

Classification and subsequent measurement of financial assets (cont'd)

(i) Amortised cost and interest income

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

(ii) Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in other comprehensive income ("OCI") and accumulated under the heading of investment revaluation reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

(iii) Financial assets at FVTPL

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

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other income, gains and losses" line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade receivables, other receivables and deposits, certificate of deposits at amortised cost, debt instruments at FVTOCI and bank balances which are subject to impairment under HKFRS 9). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial assets (cont'd)

Impairment of financial assets (cont'd)

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

The Group always recognises lifetime ECL for trade receivables. The ECL for debtors are assessed collectively using a provision matrix with appropriate groupings (i.e. analysis of trade-related receivables by past due ageing analysis and apply a probability-weighted estimate of the credit loss within the relevant time band). The probability weighted estimate of the credit loss is determined based on the Group's historical credit loss experience, adjusted for factors that are specific to the industry, general economic conditions and an assessment of both the current as well as forecast direction of conditions at the end of the reporting period, including time value of money where appropriate. The ECL for debtors with credit-impair balances are assessed individually.

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

(i) *Significant increase in credit risk*

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial assets (cont'd)

Impairment of financial assets (cont'd)

(i) Significant increase in credit risk (cont'd)

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

Despite the aforegoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

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

(ii) Definition of default

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

The Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial assets (cont'd)

Impairment of financial assets (cont'd)

(iv) *Write-off policy*

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

(v) *Measurement and recognition of ECL*

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables, other receivables and deposits, certificate of deposits at amortised cost and debt instruments at FVTOCI are each assessed as a separate group, pledged bank deposits and bank balances are assessed for expected credit loss on an individual basis);

- Past-due status;

- Nature, size and industry of debtors; and

- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial assets (cont'd)

Impairment of financial assets (cont'd)

(v) Measurement and recognition of ECL (cont'd)

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Except for investments in debt instruments that are measured at FVTOCI, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account. For investments in debt instruments that are measured at FVTOCI, the loss allowance is recognised in OCI and accumulated in the investment revaluation reserve without reducing the carrying amount of these debt instruments. Such amount represents the changes in the investment revaluation reserve in relation to accumulated loss allowance.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the assets expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the assets to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Financial liabilities

All financial liabilities including trade payables, bills payable, other payables, bank borrowings and overdraft, and other loans are subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the management of the Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The following are the critical judgements involving estimations, 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.

Valuation of inventories

The management of the Group reviews ageing analysis and also carries out inventory review on a product-by-product basis with reference to subsequent sales and usage of inventories and latest selling prices and writes down slow-moving inventory items identified that are no longer suitable for use in production or for sale. Where the actual net realisable values of the inventories are less than expected, further write down of inventories may arise.

During the year ended 30 June 2020, write down of inventories of approximately HK$35,485,000 (2019: HK$3,363,000) was charged to profit or loss. As at 30 June 2020, the carrying amount of the Group's inventories is approximately HK$374,315,000 (2019: HK$480,665,000).

Provision of ECL for trade receivables

The Group uses provision matrix to calculate ECL for not credit-impaired trade receivables and individually assess ECL for credit-impaired trade receivables. The provision rates are based on past due aging as groupings of various debtors that have similar loss patterns and internal credit ratings of individual debtors with credit impaired balances. The provision matrix and individual assessment are based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in notes 36 and 24 respectively.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

Estimate fair value of investment property

Investment property was revalued at the end of the reporting period using income approach by independent qualified professional valuer. Such valuation was based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the valuation, management of the Group has made judgement in identifying relevant properties for comparison. The assumptions used are intended to reflect conditions existing at the end of the reporting period. Where there are any changes in the assumptions due to the market conditions in Hong Kong, the estimate of fair value of investment property may be significantly affected. As at 30 June 2020, investment property of approximately HK$92,000,000 (2019: HK$113,900,000) was revalued.

5. REVENUE AND SEGMENT INFORMATION

Revenue

(i) Disaggregation of revenue from contracts with customers

Continuing operations

	For the year ended 30 June 2020	
Type of goods	**Watches** *HK$'000*	**Watch movements** *HK$'000*
Sales of watches		
– Tian Wang Watch	**1,450,261**	**–**
– Balco Watch	**42,426**	**–**
– Other brands	**140,041**	**–**
	1,632,728	**–**
Trading of watch movements	**–**	**93,704**
Total	**1,632,728**	**93,704**

Sales channel	*HK$'000*
Retail	**1,160,563**
E-commerce platforms	**472,165**
Wholesale	**93,704**
Total	**1,726,432**
Timing of revenue recognition	
A point in time	**1,726,432**

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For the year ended 30 June 2020

5. REVENUE AND SEGMENT INFORMATION (cont'd)

Revenue (cont'd)

(i) Disaggregation of revenue from contracts with customers (cont'd)

	For the year ended 30 June 2019 (re-presented)	
Type of goods	**Watches**	**Watch movements**
	HK$'000	*HK$'000*
Sales of watches		
– Tian Wang Watch	1,963,106	–
– Balco Watch	77,405	–
– Other brands	209,221	–
	2,249,732	–
Trading of watch movements	–	128,182
Total	2,249,732	128,182

Sales channel	***HK$'000***
Retail	1,683,372
E-commerce platforms	566,360
Wholesale	128,182
Total	2,377,914
Timing of revenue recognition	
A point in time	2,377,914

5. REVENUE AND SEGMENT INFORMATION (cont'd)

Revenue (cont'd)

(ii) Performance obligations for contracts with customers

Sales of watches

(a) Retail store customers:

The Group sells watches through chain of standalone retail stores and concessionaire counters located inside department stores. Revenue is recognised when control of the products has been transferred to the customers, being at the point the customers purchased and took the goods at the retail stores directly. The customers are required to pay the transaction price at the retail stores or the department stores immediately at the point the customers purchase the goods.

The Group usually grants 30 to 60-day credit period to these department stores which receive sales proceeds from the customers on behalf of us.

(b) Internet platforms customers (both wholesale and retail):

Retail:

The Group sells watches to retail customers through e-commerce platforms. Revenue from online sales is recognised when the product is delivered to customer. Revenue is recognised at an expected value of the transaction price adjusted for estimated returns based on historical trends. The Group estimates the sales return provision based on accumulated experience and considered that no provision is recognised as the amount of returns are immaterial. The customers are required to pay the transaction price at the e-commerce platform immediately at the point the customers purchase the goods.

The Group usually grants 30-day credit period to these e-commerce platforms.

Wholesale:

The Group sells watches to wholesaler through e-commerce platforms. Revenue is recognised when control of the products has been transferred to the customer, being at the point the Group delivered the watches. Following the delivery, the wholesaler has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The customers are required to pay the transaction price at the e-commerce platform immediately at the point the customers purchase the goods.

The Group usually grants 30-day credit period to these e-commerce platforms.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

5. REVENUE AND SEGMENT INFORMATION (cont'd)

Revenue (cont'd)

(ii) Performance obligations for contracts with customers (cont'd)

Sales of watch movements

The Group wholesale watch movements to corporate customers. Revenue of sales of watch movements is recognised when the products are delivered to the customer. The Group provides lifetime warranty to the watch movements. The Group estimates the sales return provision based on accumulated experience and considered that no provision is recognised as the amount of replacement are immaterial. Credit period of 30 to 60 days are usually granted to corporate customers.

End customers are usually granted a warranty of 2 years for watches and the Group estimates the warranty provision based on accumulated experience and considered that no provision is recognised as the amount of the costs to be incurred during the warranty period is immaterial.

All sales contracts are for the periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Segment information

For management purpose, the Group is currently organised into four operating divisions for continuing operations as follows:

a. Tian Wang Watch Business – Manufacturing, wholesale and retail business of owned brand watches – Tian Wang Watch;

b. Balco Watch Business – Wholesale and retail business of owned brand watches – Balco Watch;

c. Watch Movements Trading Business – Wholesale of watch movements; and

d. Other Brands (PRC) Business – Retail business of imported watches mainly of well-known brands

An operating segment regarding the Group's global distribution of owned and licenced international brands of watches ("Other Brands (Global) Business") was discontinued during the year ended 30 June 2020. The Group's Other Brands (Global) Business was carried out by TWB and its subsidiaries, namely Geneva Watch Group Inc ("GWG") and 時計商貿(梅州)有限公司("時計梅州"). Upon the disposal of the entire interest of GWG, the Group discontinued its Other Brands (Global) Business during the year ended 30 June 2020. The segment information reported does not include any amount for the discontinued operation, which are described in detail in note 12. Prior year segment disclosures have been represented to conform with the current year's presentation.

These operating divisions are the basis of internal reports about components which are regularly reviewed by the chief operating decision maker ("CODM"), the chief executive officer of the Company, for the purposes of resources allocation and assessing their performance. Each of the operating division represents an operating segment and reporting segment.

5. REVENUE AND SEGMENT INFORMATION (cont'd)

Segment revenue and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable and operating segments:

Year ended 30 June 2020

	Tian Wang Watch Business *HK$'000*	Balco Watch Business *HK$'000*	Watch Movements Trading Business *HK$'000*	Other Brands (PRC) Business *HK$'000*	Consolidated *HK$'000*
Continuing operations					
Revenue					
External sales	1,450,261	42,426	93,704	140,041	1,726,432
Inter-segment sales	–	–	18,772	–	18,772
Segment revenue	1,450,261	42,426	112,476	140,041	1,745,204
Elimination					(18,772)
Group revenue					1,726,432
Results					
Segment results	256,288	(29,598)	3,637	(9,792)	220,535
Interest income					48,141
Unallocated other income, gains and losses					(27,135)
Central administration costs					(44,225)
Finance costs					(1,218)
Profit before taxation					196,098

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

5. REVENUE AND SEGMENT INFORMATION (cont'd)

Segment revenue and results (cont'd)

Year ended 30 June 2019 (Re-presented)

	Tian Wang Watch Business HK$'000	Balco Watch Business HK$'000	Watch Movements Trading Business HK$'000	Other Brands (PRC) Business HK$'000	Consolidated HK$'000
Continuing operations					
Revenue					
External sales	1,963,106	77,405	128,182	209,221	2,377,914
Inter-segment sales	–	–	36,969	–	36,969
Segment revenue	1,963,106	77,405	165,151	209,221	2,414,883
Elimination					(36,969)
Group revenue					2,377,914
Results					
Segment results	439,110	(36,908)	(6,560)	5,523	401,165
Interest income					42,940
Unallocated other income, gains and losses					3,051
Central administration costs					(51,857)
Finance costs					(1,755)
Profit before taxation					393,544

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment results represent the results of each segment without allocation of corporate items, including interest income, certain other income, gains and losses, central administration costs and finance costs. This is the measure reported to the CODM for the purposes of resources allocation and performance assessment.

Inter-segment sales are charged at prevailing market rates.

5. REVENUE AND SEGMENT INFORMATION (cont'd)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

As at 30 June 2020

	Tian Wang Watch Business *HK$'000*	Balco Watch Business *HK$'000*	Watch Movements Trading Business *HK$'000*	Other Brands (PRC) Business *HK$'000*	Consolidated *HK$'000*
ASSETS					
Segment assets	779,957	103,126	11,335	113,518	1,007,936
Tax recoverable					1,789
Consideration receivable					3,870
Bank balances and cash					693,638
Investment property					92,000
Financial assets at fair value through profit or loss					368,128
Debt instruments at fair value through other comprehensive income					195,850
Financial assets at amortised cost					54,850
Deferred tax assets					48,646
Other assets					29,399
Consolidated total assets					2,496,106
LIABILITIES					
Segment liabilities	124,371	10,532	3,783	15,086	153,772
Tax liabilities					30,771
Other loans					7,750
Deferred tax liabilities					76,752
Other liabilities					33,872
Consolidated total liabilities					302,917

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For the year ended 30 June 2020

5. REVENUE AND SEGMENT INFORMATION (cont'd)

Segment assets and liabilities (cont'd)

As at 30 June 2019 (Re-presented)

	Tian Wang Watch Business *HK$'000*	Balco Watch Business *HK$'000*	Watch Movements Trading Business *HK$'000*	Other Brands (PRC) Business *HK$'000*	Consolidated *HK$'000*
ASSETS					
Segment assets	804,436	149,524	34,780	144,958	1,133,698
Assets relating to discontinued operation					105,003
Tax recoverable					20
Pledged bank deposits					7,793
Bank balances and cash					421,748
Investment property					113,900
Financial assets at FVTPL					658,574
Debt instruments at FVTOCI					219,739
Deferred tax assets					48,863
Other assets					4,521
Consolidated total assets					2,713,859
LIABILITIES					
Segment liabilities	121,736	10,272	20,271	19,868	172,147
Liabilities relating to discontinued operation					46,659
Tax liabilities					37,754
Bank borrowings and overdraft					62,542
Other loans					143,333
Deferred tax liabilities					67,958
Other liabilities					24,435
Consolidated total liabilities					554,828

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments, other than assets relating to discontinued operation, investment property, debt instruments at FVTOCI, financial assets at FVTPL, financial assets at amortised cost, consideration receivable, pledged bank deposits, bank balances and cash, tax recoverable, deferred tax assets and certain corporate assets.

- all liabilities are allocated to operating segments, other than liabilities relating to discontinued operation, tax liabilities, bank borrowings and overdraft, other loans, deferred tax liabilities and certain corporate liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

5. REVENUE AND SEGMENT INFORMATION (cont'd)

Other segment information

Year ended 30 June 2020

	Tian Wang Watch Business *HK$'000*	Balco Watch Business *HK$'000*	Watch Movements Trading Business *HK$'000*	Other Brands (PRC) Business *HK$'000*	Unallocated *HK$'000*	Consolidated *HK$'000*
Amounts included in the measure of segment profit or segment assets:						
Continuing operations						
Additions of property, plant and equipment	99,063	3,151	–	2,520	2,453	107,187
Depreciation of property, plant and equipment	60,341	3,128	3	3,208	2,347	69,027
Loss on disposal and written-off of property, plant and equipment	9,706	2,809	–	–	24	12,539
Addition of right-of-use assets	7,750	9	–	1,124	1,159	10,042
Depreciation of right-of-use assets	12,994	366	–	2,531	251	16,142
Deposits paid for acquisition of property, plant and equipment	3,706	–	–	–	–	3,706
Allowance (reversal of allowance) for inventories	4,601	1,372	146	3,770	–	9,889
Net impairment losses on trade receivables	(896)	3,558	(754)	3,347	–	5,255
Share of results of a joint venture	–	–	–	1,314	–	1,314

Year ended 30 June 2019 (Re-presented)

	Tian Wang Watch Business *HK$'000*	Balco Watch Business *HK$'000*	Watch Movements Trading Business *HK$'000*	Other Brands (PRC) Business *HK$'000*	Unallocated *HK$'000*	Consolidated *HK$'000*
Amounts included in the measure of segment profit or segment assets:						
Continuing operations						
Additions of property, plant and equipment	116,623	19,398	9	4,246	83	140,359
Depreciation of property, plant and equipment	61,394	3,066	2	3,262	2,229	69,953
Loss on disposal and written-off of property, plant and equipment	8,914	2,962	1	51	7	11,935
Amortisation of prepaid lease payments	1,222	104	–	–	–	1,326
Deposits paid for acquisition of property, plant and equipment	1,846	73	–	–	–	1,919
Allowance (reversal of allowance) for inventories	4,449	9,601	(713)	(8,241)	–	5,096
Net impairment losses on trade receivables	1,315	(107)	4,035	(403)	–	4,840
Share of results of a joint venture	–	–	–	648	–	648

Note: Non-current assets excluded those relating to discontinued operation.

5. REVENUE AND SEGMENT INFORMATION (cont'd)

Information about major customers

There is no single customer contributing over 10% of total revenue of the Group for the years ended 30 June 2020 and 2019.

Geographical information

The Group's continuing operations are located in the PRC and Hong Kong. The Group's revenue from external customers based on the location of the customer and information about its non-current assets by geographical location of the assets are detailed below:

Revenue by geographical location:

	2020	2019
	HK$'000	*HK$'000*
		(restated)
Continuing operations		
The PRC	**1,627,535**	2,236,906
Asia Pacific (besides the PRC)	**98,897**	141,008
	1,726,432	2,377,914

Non-current assets other than assets relating to discontinued operation, deferred tax assets, financial assets at FVTPL, debt instruments at FVTOCI and financial assets at amortised cost by geographical location:

	2020	2019
	HK$'000	*HK$'000*
		(restated)
Continuing operations		
The PRC	**291,319**	250,513
Hong Kong	**119,162**	140,570
	410,481	391,083

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

6. DIRECTORS' REMUNERATION

Details of the remuneration paid or payable to the Company's directors were as follows:

	Executive directors					Independent non-executive directors			
	Mr. Tung Koon Ming HK$'000 (Note b)	Mr. Tung Wai Kit HK$'000	Mr. Hou Qing Hai HK$'000 (Note c)	Mr. Deng Guang Lei HK$'000	Mr. Tung Koon Kwok HK$'000 (Note d)	Mr. Choi Ho Yan HK$'000	Mr. Wong Wing Keung Meyrick HK$'000	Mr. Ma Ching Nam HK$'000	Total HK$'000
For the year ended 30 June 2020									
Fee	**90**	**90**	**–**	**90**	**90**	**240**	**240**	**240**	**1,080**
Salaries and allowances	**6,126**	**823**	**–**	**1,399**	**795**	**–**	**–**	**–**	**9,143**
Bonus *(Note a)*	**–**	**36**	**–**	**169**	**54**	**–**	**–**	**–**	**259**
Contributions to retirement benefit scheme	**–**	**18**	**–**	**21**	**18**	**–**	**–**	**–**	**57**
Total remuneration	**6,216**	**967**	**–**	**1,679**	**957**	**240**	**240**	**240**	**10,539**

	Executive directors					Independent non-executive directors			
	Mr. Tung Koon Ming HK$'000 (Note b)	Mr. Tung Wai Kit HK$'000	Mr. Hou Qing Hai HK$'000 (Note c)	Mr. Deng Guang Lei HK$'000	Mr. Tung Koon Kwok HK$'000 (Note d)	Mr. Choi Ho Yan HK$'000	Mr. Wong Wing Keung Meyrick HK$'000	Mr. Ma Ching Nam HK$'000	Total HK$'000
For the year ended 30 June 2019									
Fee	90	90	36	90	30	240	240	240	1,056
Salaries and allowances	7,019	836	324	1,309	271	–	–	–	9,759
Bonus *(Note a)*	10,000	74	–	524	–	–	–	–	10,598
Contributions to retirement benefit scheme	–	18	–	46	6	–	–	–	70
Total remuneration	17,109	1,018	360	1,969	307	240	240	240	21,483

Notes:

(a) Incentive performance bonuses were determined by the remuneration committee having regard to the performance of directors and the Group's operating results. For the year ended 30 June 2019, a special performance bonus of HK$10,000,000 was approved and payable to Mr. Tung Koon Ming ("Mr. Tung").

(b) Mr. Tung is also the chief executive officer of the Group and his emoluments disclosed above included those for services rendered by him as the chief executive officer.

(c) Mr. Hou Qing Hai resigned from executive director of the Group on 22 November 2018 upon retirement.

(d) Mr. Tung Koon Kwok was appointed as an executive director of the Group on 1 March 2019.

The executive directors' emoluments shown above were mainly paid or payable for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were mainly paid or payable for their services as directors of the Company.

During the years ended 30 June 2020 and 2019, no remuneration was paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any remuneration in both years.

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For the year ended 30 June 2020

7. EMPLOYEES' EMOLUMENTS

The five highest paid individuals include two directors of the Company for the year ended 30 June 2020 (2019: two). The emoluments of the remaining three individuals for the year ended 30 June 2020 (2019: three) are as follows:

	2020 ***HK$'000***	2019 *HK$'000*
Salaries and other benefits	**5,022**	5,754
Bonus *(Note)*	**370**	280
Contributions to retirement benefit scheme	**50**	77
	5,442	6,111

Note: Incentive performance bonuses were determined by the remuneration committee having regard to the performance of the individuals and the Group's operating results.

The emoluments of the individuals, who are not directors of the Company, with the highest emoluments are within the following bands:

	2020 **Number of individuals**	2019 Number of individuals
HK$1,500,001 to HK$2,000,000	**3**	2
HK$2,500,001 to HK$3,000,000	**–**	1

During the years ended 30 June 2020, HK$780,000 (2019: Nil) has been paid by the Group to one of the five highest paid individuals as compensation for loss of office and no emoluments have been paid by the Group to them as an inducement to join or upon joining the Group for both years.

8. OTHER INCOME, GAINS AND LOSSES

	2020 HK$'000	2019 HK$'000 (restated)
Continuing operations		
Other income:		
Bank interest income	**9,712**	4,507
Interest income on financial assets measured at FVTPL	**27,082**	32,363
Interest income on debt instruments at FVTOCI	**11,347**	6,070
Watch repair and maintenance services income	**4,929**	6,033
Government subsidies *(Note)*	**22,847**	17,233
Rental income	**3,093**	4,079
Others	**9,140**	6,544
	88,150	76,829
Other gains and losses:		
Loss on disposal and write-off of property, plant and equipment	**(12,539)**	(11,935)
Loss on disposal of a debt instrument at FVTOCI	**(490)**	(1,203)
(Loss) gain from changes in fair value of financial assets measured at FVTPL	**(849)**	8,032
(Loss) gain from change in fair value of an investment property	**(21,900)**	2,900
Net exchange loss	**(11,231)**	(9,819)
	(47,009)	(12,025)
	41,141	64,804

Note: The amount represents: (i) government subsidies from local finance bureau which are calculated by reference to the amount of tax paid in accordance with the rules and regulations issued by the local government; and (ii) unconditional government grants for the reimbursement of expenses incurred for research and development activities in the PRC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

9. FINANCE COSTS

	2020 HK$'000	2019 HK$'000 (restated)
Continuing operations		
Interest on bank borrowings	–	1,755
Interest expenses of lease liabilities	1,218	–
	1,218	1,755

10. INCOME TAX

	2020 HK$'000	2019 HK$'000 (restated)
Continuing operations		
Current tax:		
PRC Enterprise Income Tax	44,488	76,418
PRC withholding tax	488	29,846
	44,976	106,264
Underprovision (overprovision) in prior years:		
Hong Kong Profits Tax	–	472
PRC Enterprise Income Tax	(822)	(20,946)
	(822)	(20,474)
Deferred taxation *(note 30)*	9,446	(11,192)
	53,600	74,598

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of EIT Law, the Enterprise Income Tax rate is 25%. Subject to certain preferential tax treatment, the applicable tax rate of the PRC subsidiaries is ranging from 15% to 25% for both years. On 16 October 2018, a subsidiary, Tian Wang Electronics (Shenzhen) Company Limited ("Tian Wang Shenzhen"), obtained an approval notice from relevant authority, which approved Tian Wang Shenzhen's application of qualification as a high and new technology enterprise, which is valid for the three calendar years ended 31 December 2020. Hence, Tian Wang Shenzhen is subject to the preferential tax treatment and the applicable tax rate for the calendar year ended 31 December 2020 and 2019 was 15%.

10. INCOME TAX (cont'd)

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Dividends distributed from the PRC subsidiaries are subject to withholding tax at 5%. Deferred tax in relation to withholding income tax for the undistributed profits of the PRC subsidiaries have been provided. Details of the movement of the deferred tax recognised in respect to withholding income tax for the undistributed profits are set out in note 30.

The tax charge for the year can be reconciled to the profit before taxation as follows:

	2020 ***HK$'000***	2019 *HK$'000* (restated)
Profit before taxation	**196,098**	393,544
Tax at the PRC Enterprise Income Tax rate of 25%	**49,025**	98,386
Tax effect of expenses not deductible for tax purpose	**31,360**	23,857
Tax effect of income not taxable for tax purpose	**(7,745)**	(7,292)
Income tax on concession and preferential tax rates	**(24,693)**	(36,025)
Tax effect of tax loss not recognised	**4,528**	5,211
Utilisation of tax loss previously not recognised	**(3,717)**	–
Overprovision in prior years	**(822)**	(20,474)
Additional tax benefit to the Group *(Note)*	**(3,619)**	(5,911)
Withholding tax for distributable earnings of PRC subsidiaries	**9,283**	16,846
Tax charge for the year	**53,600**	74,598

Note: Pursuant to the relevant tax rules and regulation, expenses in research nature are deductible at 175% (2019: 150%) of the cost incurred. The related tax benefit amounted to approximately HK$2,896,000 for the year ended 30 June 2020 (2019: HK$5,911,000).

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For the year ended 30 June 2020

11. PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS

	2020	2019
	HK$'000	*HK$'000* (restated)
Profit for the year from continuing operations has been arrived at after charging:		
Auditor's remuneration	**3,000**	2,550
Directors' remuneration *(note 6)*		
Fees	**1,080**	1,056
Other emoluments	**9,402**	20,357
Retirement benefit scheme contributions	**57**	70
	10,539	21,483
Other staff costs	**342,146**	375,372
Retirement benefit scheme contributions	**38,493**	56,766
Total staff costs	**391,178**	453,621
Depreciation of property, plant and equipment	**69,027**	69,953
Depreciation of right-of-use assets	**16,142**	–
Amortisation of prepaid lease payments	**–**	1,326
Cost of inventories recognised as cost of sales	**404,719**	572,250
Research and development costs recognised as cost of sales	**38,618**	45,977
Allowance for inventories recognised as cost of sales	**9,889**	5,096
Concessionaire fee *(Note)*	**257,110**	441,630
Operating lease payment in respect of shop counters and shops	**N/A**	24,451
Operating lease payment in respect of office premises and factories	**N/A**	11,749
Payment in respect of short-term leases	**70,410**	N/A

Note: Certain shop counters of the Group paid concessionaire fee to department stores based on monthly sales recognised by these shop counters pursuant to the terms and conditions as set out in the respective agreements signed with individual department stores.

12. DISCONTINUED OPERATION

On 26 June 2020, the Group entered into a sale and purchase agreement to sell the entire interest of GWG to an entity related to non-controlling shareholder of TWB at a cash consideration of US$499,369 (equivalent to approximately HK$3,870,000) (The "Disposal"). The Disposal was regarded as connected transaction under the Listing Rules. Upon completion of the Disposal on 26 June 2020, the assets, liabilities of GWG and financial results of the Other Brands (Global) Business no longer be consolidated into the financial statements of the Group.

The loss for the period/year from the Other Brands (Global) Business is set out below. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated to re-present the Other Brands (Global) Business as a discontinued operation.

	1.7.2019 to 26.6.2020 ***HK$'000***	1.7.2018 to 30.6.2019 *HK$'000*
Loss of Other Brands (Global) Business operation for the period/year	**(75,176)**	(25,879)
Loss on disposal of GWG	**(7,917)**	–
Loss for the period/year from discontinued operation	**(83,093)**	(25,879)
Loss for the period/year attributable to:		
Owners of the Company	**(49,318)**	(12,683)
Non-controlling interests	**(33,775)**	(13,196)
Loss for the period/year from discontinued operation	**(83,093)**	(25,879)

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12. DISCONTINUED OPERATION (cont'd)

The results of the discontinued operation for the period from 1 July 2019 to 26 June 2020, which have been included in the consolidated statement of profit or loss and other comprehensive income, are as follows:

	1.7.2019 to 26.6.2020 ***HK$'000***	1.7.2018 to 30.6.2019 *HK$'000*
Revenue	**96,206**	292,295
Cost of sales	**(88,111)**	(161,636)
Other income, gains and losses	**8,104**	7,761
Net reversal of impairment losses (net impairment losses) on trade receivables	**2,576**	(7,853)
Selling and distribution costs	**(42,957)**	(106,112)
Administrative expenses	**(49,032)**	(43,756)
Finance costs	**(2,382)**	(6,552)
Loss before taxation	**(75,596)**	(25,853)
Income tax credit (expense)	**420**	(26)
Loss for the period/year	**(75,176)**	(25,879)

12. DISCONTINUED OPERATION (cont'd)

	1.7.2019 to 26.6.2020 ***HK$'000***	1.7.2018 to 30.6.2019 *HK$'000*
Loss for the period/year from discontinued operation has been arrived at after charging (crediting):		
Auditor's remuneration	**350**	300
Total staff costs	**13,949**	31,848
Depreciation of property, plant and equipment	**214**	429
Cost of inventories recognised as cost of sales	**62,514**	163,369
Allowance (reversal of allowance) for inventories recognised as cost of sales, net	**25,596**	(1,733)
Loss on disposal of and write-off of property, plant and equipment	**420**	–
Operating lease rentals in respect of warehouses	**N/A**	1,951
Operating lease payment in respect of office premises	**N/A**	11,925
Payment in respect of short-term leases	**10,224**	N/A

During the year ended 30 June 2020, Other Brands (Global) Business operation paid HK$11.5 million (2019: HK$24.1 million) from the Group's net operating cash flows, paid HK$9.2 million (2019: contributed HK$7.1 million) in respect of investing activities and contributed HK$13.3 million (2019: paid HK$21.6 million) in respect of financing activities.

13. DIVIDENDS

	2020 ***HK$'000***	2019 *HK$'000*
Dividends recognised as distribution during the year:		
2020 Interim – nil (2019 Interim – HK2 cents) per share	**–**	41,599
2019 Final – HK4.30 cents (2018 Final – HK3.75 cents) per share	**89,438**	77,998
	89,438	119,597

The directors did not recommend the payment of a final dividend for the year ended 30 June 2020. For the year ended 30 June 2019, the Company has paid a final dividend of HK4.30 cents per share.

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14. EARNINGS PER SHARE

For continuing operations

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following data:

	2020	2019
	HK$'000	*HK$'000*
Earnings:		
Profit for the year attributable to owners of the Company	**91,402**	305,360
Add: Loss for the year from discontinued operation	**49,318**	12,683
Earnings for the purposes of basic earnings per share from continuing operations	**140,720**	318,043
	'000	*'000*
Number of shares:		
Number of ordinary shares for the purposes of basic earnings per share	**2,079,946**	2,079,946

For continuing and discontinued operations

The calculation of basic earnings per share from continuing and discontinued operations attributable to the owners of the Company is based on the following data:

	HK$'000	*HK$'000*
Earnings:		
Earnings for the purpose of basic earnings per share Profit for the year attributable to owners of the Company	**91,402**	305,360

The denominator used are the same as those detailed above for basic earnings per share.

From discontinued operation

Basic loss per share for the discontinued operation is HK2.4 cents (2019: HK0.6 cents) per share, based on loss for the period/year from discontinued operation of HK$49.3 million (2019: HK$12.7 million) and the denominator detailed above for basic earnings per share.

No diluted earnings per share is presented as there is no potential ordinary share outstanding for both years.

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15. PROPERTY, PLANT AND EQUIPMENT

	Owned properties – Hong Kong	Owned factory building – PRC	Leasehold improvements	Machinery	Furniture and fixtures	Computer equipment	Motor vehicles	Light boxes	Yacht	Construction in progress	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
COST OR VALUATION											
At 1 July 2018	14,720	–	40,089	10,360	5,527	22,739	26,662	289,829	12,284	38,135	460,345
Exchange adjustments	–	(436)	(1,329)	(408)	(181)	(847)	(672)	(12,102)	–	(1,888)	(17,863)
Additions	–	–	1,552	466	891	2,432	1,158	81,912	–	52,135	140,546
Transfer	–	28,021	–	–	–	–	–	–	–	(28,021)	–
Disposals and written-off	–	–	(10,462)	(485)	(338)	(579)	(533)	(42,933)	–	–	(55,330)
At 30 June 2019	**14,720**	**27,585**	**29,850**	**9,933**	**5,899**	**23,745**	**26,615**	**316,706**	**12,284**	**60,361**	**527,698**
Exchange adjustments	–	(1,011)	(949)	(371)	(188)	(790)	(597)	(11,476)	–	(2,774)	(18,156)
Additions	–	1,203	464	1,201	334	1,468	2,333	55,787	–	44,397	107,187
Disposals and written-off	–	–	(2,176)	(49)	(293)	(557)	(1,913)	(51,093)	–	–	(56,081)
At 30 June 2020	**14,720**	**27,777**	**27,189**	**10,714**	**5,752**	**23,866**	**26,438**	**309,924**	**12,284**	**101,984**	**560,648**
Comprising:											
At cost	–	27,777	27,189	10,714	5,752	23,866	26,438	309,924	12,284	101,984	545,928
At valuation	14,720	–	–	–	–	–	–	–	–	–	14,720
	14,720	27,777	27,189	10,714	5,752	23,866	26,438	309,924	12,284	101,984	560,648
DEPRECIATION											
At 30 June 2018	–	–	34,468	6,007	3,396	18,319	17,730	195,583	4,699	–	280,202
Exchange adjustments	–	(1)	(1,226)	(254)	(120)	(694)	(500)	(8,158)	–	–	(10,953)
Provided for the year	491	70	2,535	1,367	807	2,804	2,458	58,622	1,228	–	70,382
Eliminated on disposals and written-off	–	–	(10,446)	(274)	(212)	(487)	(415)	(31,321)	–	–	(43,155)
Elimination on revaluation	(491)	–	–	–	–	–	–	–	–	–	(491)
At 30 June 2019	**–**	**69**	**25,331**	**6,846**	**3,871**	**19,942**	**19,273**	**214,726**	**5,927**	**–**	**295,985**
Exchange adjustments	–	(13)	(884)	(263)	(143)	(674)	(472)	(7,982)	–	–	(10,431)
Provided for the year	508	826	1,709	1,339	808	2,247	2,183	58,393	1,228	–	69,241
Eliminated on disposals and written-off	–	–	(1,995)	(18)	(196)	(445)	(1,721)	(38,579)	–	–	(42,954)
Elimination on revaluation	(508)	–	–	–	–	–	–	–	–	–	(508)
At 30 June 2020	**–**	**882**	**24,161**	**7,904**	**4,340**	**21,070**	**19,263**	**226,558**	**7,155**	**–**	**311,333**
CARRYING VALUES											
At 30 June 2020	**14,720**	**26,895**	**3,028**	**2,810**	**1,412**	**2,796**	**7,175**	**83,366**	**5,129**	**101,984**	**249,315**
At 30 June 2019	**14,720**	**27,516**	**4,519**	**3,087**	**2,028**	**3,803**	**7,342**	**101,980**	**6,357**	**60,361**	**231,713**

15. PROPERTY, PLANT AND EQUIPMENT (cont'd)

Depreciation is charged to write off the cost of property, plant and equipment less residual value, if any, on a straight-line basis, at the following rates per annum:

Owned properties	Shorter of 3% and over the lease terms
Leasehold improvements	Shorter of 10% – 20% and over the lease terms
Machinery	10% – 20%
Owned factory building	3%
Furniture and fixtures	10% – 33%
Computer equipment	33%
Motor vehicles	10% – 33%
Light boxes	33%
Yacht	10%

The Group's interests in owned properties that are situated in Hong Kong. The leasehold interest in land located in Hong Kong cannot be allocated reliably between the land and buildings elements and is entirely accounted for as property, plant and equipment.

Fair value measurement of the Group's owned properties in Hong Kong

At 30 June 2020 and 2019, the fair value of the Group's owned properties in Hong Kong was valued by Messrs. SHINEWING Financial Advisory Services Limited ("SHINEWING"), an independent qualified professional valuer not connected to the Group (2019: directors) using direct comparison method.

As at 30 June 2020, the Group engages independent qualified professional valuers to perform the valuation. The valuation committee works closely with SHINEWING to establish the appropriate valuation techniques and inputs to the model. The Chief Financial Officer reports the findings to the board of directors of the Company at the end of the reporting period to explain the cause of fluctuations in the fair value of the properties.

As at 30 June 2019, determining the fair value of the relevant properties, the board of directors of the Company has set up a valuation committee, which is headed up by the Chief Financial Officer of the Company, to determine the appropriate valuation techniques and inputs for fair value measurements. The Chief Financial Officer reports the findings to the board of directors of the Company at the end of the reporting period to explain the cause of fluctuations in the fair value of the properties.

The fair value of the owned properties located in Hong Kong has been determined based on the market comparable approach that reflects recent transaction prices for similar properties, adjusted for differences in the location and conditions of the properties under review. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The Group's owned properties located in Hong Kong at revalued amounts are categorised into level 3 of the fair value hierarchy.

15. PROPERTY, PLANT AND EQUIPMENT (cont'd)

The following table shows the valuation techniques used in the determination of fair values and unobservable inputs used in the valuation models.

Description	Fair value		Valuation technique	Significant unobservable input	Significant input	Relationship of inputs to fair value
	2020	2019				
	HK$'000	*HK$'000*				
Owned properties in Hong Kong	**14,720**	14,720	Direct comparison approach	Adjusted price per square feet	Adjusted price of HK$6,000 (2019: HK$6,000) per square feet in average	A significant increase in adjusted price would result in a significant increase in fair value, and vice versa

Had the owned properties at 30 June 2020 been carried at cost less accumulated depreciation, its carrying value would have been approximately HK$9,726,000 (2019: HK$10,086,000).

There were no transfer into or out of level 3 during both years.

16. PREPAID LEASE PAYMENTS

At 30 June 2019, the Group's prepaid lease payments comprises leasehold interest in lands in the PRC and released over the term of lease of 30 to 50 years.

The amount is analysed for reporting purpose as:

	2019
	HK$'000
Current asset	1,306
Non-current asset	34,708
	36,014

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17. RIGHT-OF-USE ASSETS

	Leasehold land HK$'000	Leased properties HK$'000	Total HK$'000
As at 1 July 2019			
Carrying amount	36,014	27,247	63,261
As at 30 June 2020			
Carrying amount	33,457	21,251	54,708
For the year end 30 June 2020			
Depreciation charge	1,276	14,866	16,142
Expenses relating to short-term leases			80,634
Total cash outflow for lease			96,894
Additions to right-of-use assets			10,042

For both years, the Group leases various offices premises, factories, shops, shop counters and leasehold land for its operations. The lease terms of leasehold land used for owned factory building ranged from 40 to 99 years. A lease for a piece of land used for warehouse was negotiated for a term of 40 years. The lease terms of factory premises were negotiated for terms of 3 years. Lease for office premises, warehouse and staff quarters are entered into for fixed term of 2 to 5 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and condition. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

18. INVESTMENT PROPERTY

	HK$'000
Fair value	
At 1 July 2018	111,000
Increase in fair value recognised in profit or loss	2,900
At 30 June 2019	113,900
Decrease in fair value recognied in profit or loss	(21,900)
At 30 June 2020	92,000

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purpose are measured using the fair value model and are classified and accounted for as investment property.

The Group leases out office units under operating leases with rentals payable monthly. The leases typically run for an initial period of 2 years, with unilateral rights to extend the lease beyond initial period held by lessees only. The lease contracts contain market review clauses in the event the lessee exercises the option to extend.

The fair value of the Group's investment property has been arrived at on the basis of a valuation carried out by SHINEWING (2019: LCH (Asia-Pacific) Surveyors Limited ("LCH")), an independent qualified professional valuers not connected to the Group.

The Group engages independent qualified professional valuers to perform the valuation. The valuation committee works closely with SHINEWING to establish the appropriate valuation techniques and inputs to the model. The Chief Financial Officer reports the findings to the board of directors of the Company at the end of the reporting period to explain the cause of fluctuations in the fair value of the property.

In estimating the fair value of the property, the highest and best use of the property is their current use.

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18. INVESTMENT PROPERTY (cont'd)

The valuation was arrived at by using investment method of the income approach by taking into account the current rent receivable from existing tenancy agreements and the reversionary potential of property interests. Details of the Group's investment property and information about the fair value hierarchy as at the end of the reporting period are as follows:

	Level 3 *HK$'000*	**Fair value as at 30 June 2020** *HK$'000*
Office unit located in Hong Kong	**92,000**	**92,000**

	Level 3 *HK$'000*	Fair value as at 30 June 2019 *HK$'000*
Office unit located in Hong Kong	113,900	113,900

	Valuation technique	**Significant input(s)**	**Sensitivity**
Office unit located in Hong Kong	Income approach (2019: Income approach)	Based on: (i) estimated rental value per square feet per month at HK$23 – HK$26 (2019: HK$26); and (ii) capitalised at the rate of 3.5% (2019: 2.8%) per annum.	(i) Slightly higher the market rent, slightly higher the fair value. (ii) Slightly higher the capitalisation rate, slightly lower the fair value.

There were no transfer into or out of Level 3 during the year.

19. INTEREST IN A JOINT VENTURE

	2020 HK$'000	2019 HK$'000
Cost of investment in a joint venture	**8,793**	8,833
Share of post-acquisition profits and other comprehensive income	**1,962**	648
	10,755	9,481

Details of the Group's joint venture at the end of the reporting period are as follow:

Name of entity	Country of incorporation/ business	Proportion of ownership interest held by the Group 2020	2019	Principal activity
上海唯時鐘錶有限公司 ("SH Weishi")	the PRC	51%	51%	Trading of watches

During the year ended 30 June 2019, the Group through its non-wholly owned subsidiary, Suzhou Paragon Watch Company Limited ("Suzhou Paragon"), entered into shareholder agreements with an independent third party to incorporate the SH Weishi. Suzhou Paragon has 51% interest in SH Weishi. Pursuant to the agreements, the directors of the Company are of the opinion that the Group has joint control over the relevant activities of SH Weishi as the decisions to be made at shareholders meeting required mutual consent of the Group and the other investor.

Summarised financial information of the joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial information prepared in accordance with HKFRSs.

The joint venture is accounted for using equity method in these consolidated financial statements.

	2020 HK$'000	2019 HK$'000
Current assets	**38,787**	39,300
Non-current assets	**615**	38
Current liabilities	**(18,314)**	(20,748)
The above amounts of assets and liabilities include the following:		
Cash and cash equivalents	**7,850**	13,325

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19. INTEREST IN A JOINT VENTURE (cont'd)

	From 1 July 2019 to 30 June 2020 *HK$'000*	From 3 November 2018 (date of incorporation) to 30 June 2019 *HK$'000*
Revenue	**51,487**	25,767
Profit for the year/period	**2,577**	1,271
Total comprehensive income for the year/period	**2,577**	1,271

Reconciliation of the above summarised financial information to the carrying amount of the interest in SH Weishi recognised in the consolidated financial statements:

	2020 *HK$'000*	2019 *HK$'000*
Net assets of SH Weishi	**21,088**	18,590
Proportion of the Group's ownership interest in SH Weishi	**51%**	51%
Carrying amount of the Group's interest in SH Weishi	**10,755**	9,481

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2020 *HK$'000*	2019 *HK$'000*
Financial assets measured at FVTPL:		
Certificate of deposits *(note a)*	**346,557**	288,597
Investment in a trust *(note b)*	**17,361**	92,861
Structured deposits *(note c)*	**–**	274,656
Life insurance *(note d)*	**4,210**	2,460
	368,128	658,574
Analysed for reporting purposes as:		
Non-current assets	**350,767**	383,918
Current assets	**17,361**	274,656
	368,128	658,574

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (cont'd)

Notes:

(a) As at 30 June 2020 and 2019, amount included certificate of deposits issued by a bank in the PRC with interest payable monthly at a fixed rate ranging from 3.90% to 4.18% (2019: 4.18%) per annum. These certificates are transferrable but not early redeemable. The maturity dates of the certificates are from December 2021 to March 2023 (2019: December 2021).

(b) As at 30 June 2020 and 2019, amount included certain subordinated units of a trust in the PRC. The assets of the trust are loan and interest receivables. The trust is transferrable and redeemable. The maturity date of the trust is 15 July 2020. Based on the terms of the trust, the Company is entitled to receive the principal of its investments after the privileged investor in the same trust received all of their investment principals and returns. The principal of the Group's investments are not guaranteed.

(c) As at 30 June 2019, the amount included principal protected deposits entered into with banks in the PRC. The counterparty bank guaranteed 100% of the invested capital and the returns of which were determined by reference to the fluctuation of London Interbank Offered Rate ("LIBOR") of United States dollars' bank deposits or the exchange rate of Hong Kong dollar against US dollar. The structured deposits were fully redeemed, during the year ended 30 June 2020.

(d) As at 30 June 2020 and 2019, the amount included a life insurance scheme of an executive director of the Company with an insurance company, an independent third party. Pursuant to the scheme, the Company is the holder and the beneficiary of the scheme. The total premium to be paid by the Company is HK$10,000,000, which should be settled by five consecutive annual installments of HK$2,000,000. As at 30 June 2020, the Company paid HK$4,000,000 (2019: HK$2,000,000).

The fair value of these investments as at 30 June 2020 are determined by SHINEWING (2019: LCH). Details of fair value assessment are set out in note 36.

21. DEBT INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2020	2019
	HK$'000	*HK$'000*
Debt instruments – unlisted	**195,850**	219,739
Analysed for reporting purposes as:		
Non-current assets	**195,850**	200,298
Current assets	**–**	19,441
	195,850	219,739

The debt instruments represent the Group's investments in corporate bonds. These corporate bonds are measured at fair value which are quoted bid prices by a bank. The corporate bonds carry coupon rates ranging from 4.9% to 6.25% (2019: 4.5% to 6.25%) payable semi-annually and will be matured from August 2021 to perpetuity (2019: January 2020 to perpetuity).

The amount are denominated in USD which is not the functional currency of the relevant group entity.

Details of impairment assessment are set out in note 36.

22. FINANCIAL ASSETS AT AMORTISED COST

	2020	2019
	HK$'000	*HK$'000*
Certificate of deposits – non-current	**54,850**	–

Note: As at 30 June 2020, financial assets at amortised cost included certificate of deposits issued by a bank in the PRC with interest at a fixed rate of 4.125% per annum payable at maturity. These certificates are non-transferrable and not early redeemable. The maturity date of the certificates is August 2022.

23. INVENTORIES

	2020 HK$'000	2019 HK$'000
Raw materials and consumables	**68,386**	71,887
Work in progress	**3,141**	5,227
Finished goods	**302,788**	403,551
	374,315	480,665

24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2020 HK$'000	2019 HK$'000
Trade receivables from third parties	**285,628**	409,691
Trade receivables from related companies	**5,352**	2,844
Less: allowance for credit losses	**(36,533)**	(42,489)
	254,447	370,046
Deposits	**23,823**	26,582
Prepayments	**9,439**	19,851
VAT receivables	**9,721**	9,584
Fund deposits to e-payment platforms	**8,060**	18,645
Amount due from a joint venture	**5,485**	7,226
Consideration receivable (note 39)	**3,870**	–
Interest receivables	**8,892**	5,759
Others	**24,669**	25,737
	93,959	113,384
Total trade and other receivables, deposits and prepayments	**348,406**	483,430

As at 30 June 2020 and 1 July 2019, trade receivables from contracts with customers amounted to HK$254,447,000 and HK$370,046,000 respectively. As at 1 July 2018, trade receivables from contracts with customers amounted to HK$410,032,000.

24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (cont'd)

Trade receivables from third parties mainly represent receivables from department stores and e-commerce platforms in relation to the collection of sales proceeds from sales of merchandise to customers and other corporate customers and wholesalers for the Group's wholesale business and trading of watch movement business. The credit period granted to the debt(s) is ranging from 30-60 days. The Group did not have a credit period policy to its related party customers and the related party customers normally settled trade receivables within three months.

The amount due from a joint venture is non-trade in nature, and the amount is unsecured, unguaranteed and repayable on demand.

The following is an ageing analysis of trade receivables from third parties net of allowance for credit losses, presented based on the date of receipt of goods for retail customers and delivery of goods for wholesale and corporate customers, which approximates to the respective date of revenue recognition, at the end of the reporting period:

	2020	2019
	HK$'000	*HK$'000*
0 to 60 days	**214,092**	310,481
61 to 120 days	**18,474**	39,785
121 to 180 days	**11,649**	7,872
Over 180 days	**4,880**	9,064
	249,095	367,202

The following is an ageing analysis of trade receivables from related companies, representing entities related to non-controlling interests of subsidiaries, presented based on the date of delivery of goods, which approximates to the respective date of revenue recognition, at the end of the reporting period:

	2020	2019
	HK$'000	*HK$'000*
0 to 60 days	**5,352**	2,844

24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (cont'd)

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits for customer. Credit limits attributable to customers are reviewed regularly. The Group has policy for assessment of the provision of ECL, which is based on an evaluation of the collectability and age analysis of accounts grouped based on past due characteristics and on management's judgement including creditworthiness, the past collection history and forward-looking information.

As at 30 June 2020, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK$35,413,000 (2019: HK$56,721,000) which are past due as of the reporting date. Out of the past due balances, HK$11,892,000 (2019: HK$35,585,000) has been past due more than 90 days and was not considered as in default. The Group rebutted the presumption of default under expected credit losses model for trade receivables past due over 90 days based on no significant change in credit quality after understood these customers' background as well as the good payment records of and continuous business relationship with those customers and were adjusted for forward-looking information that was available without undue cost or effect. Further, such long outstanding balances were primarily due to overdue payment was a common practice in the Group's industry and prolonged by the internal procedures of the relevant customers. These customers were assessed collectively using a provision matrix with appropriate groupings for the credit risk based on their historical default rate, probability of default and exposure of default and were adjusted for forward-looking information that was available without undue cost or effort. The Group does not hold any collateral over these balances. The average age of these receivables as at 30 June 2020 is 120 days (2019: 113 days).

Details of impairment of trade receivables and other receivables were set out in note 36.

The trade and other receivables that are denominated in foreign currencies of the relevant group entities are set out below:

	2020 ***HK$'000***	2019 *HK$'000*
HK$	**4,399**	4,950

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25. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

Bank balances and cash comprise cash and short-term deposits with original maturity of three months or less and carrying interest at average market rates of 1.83% (2019: 1.44%) per annum.

At 30 June 2020, the bank balances and cash of approximately HK$585,062,000 (2019: HK$263,568,000) are denominated in RMB, which are not freely convertible into other currencies.

At 30 June 2019, pledged bank deposits carried fixed interest rate at 1.83% per annum. The deposits were pledged to secure short-term bank borrowings and undrawn facilities, and were therefore classified as current assets.

Bank balances and cash (2019: pledged bank deposits and bank balances and cash) that are denominated in foreign currencies of the relevant group entities are set out below:

	2020	2019
	HK$'000	*HK$'000*
HK$	**37,935**	26,301
RMB	**137**	472
Swiss Franc ("CHF")	**1,271**	233
USD	**39,342**	94,411

26. TRADE PAYABLES, BILLS PAYABLE, OTHER PAYABLES AND ACCRUED CHARGES AND CONTRACT LIABILITIES

	2020	2019
	HK$'000	*HK$'000*
Trade payables and bills payable:		
Trade payables to third parties	**33,122**	70,146
Bills payable to third parties	**907**	5,860
Trade payables to related companies	**–**	3,222
	34,029	79,228
Other payables and accrued charges:		
Other tax payables	**24,185**	23,624
Accrued directors' remuneration	**360**	10,300
Accrued advertising expenses	**14,797**	17,519
Accrued staff related costs	**17,090**	21,260
Other payables and accrued charges	**65,493**	80,133
Amounts due to non-controlling interests of subsidiaries	**10,618**	10,995
	132,543	163,831
	166,572	243,059

The credit period on purchases of goods is ranging from 30 to 60 days. The following is an ageing analysis of trade payables to third parties presented based on the invoice date at the end of the reporting period:

	2020	2019
	HK$'000	*HK$'000*
0 to 30 days	**22,276**	43,254
31 to 60 days	**4,390**	9,075
61 to 90 days	**2,268**	10,933
Over 90 days	**4,188**	6,884
	33,122	70,146

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26. TRADE PAYABLES, BILLS PAYABLE, OTHER PAYABLES AND ACCRUED CHARGES AND CONTRACT LIABILITIES (cont'd)

The related companies, which are entities related to non-controlling interests of subsidiaries, did not have a specified credit period policy granting to the Group and the Group normally settled trade payables within three months. The following is an ageing analysis of trade payables to the related companies based on invoice date at the end of the reporting period:

	2020 ***HK$'000***	2019 *HK$'000*
Over 90 days	**–**	3,222

Bills payable at the end of the reporting period is aged within 30 days based on issuance date of the bills.

Amounts due to non-controlling interests of subsidiaries are non-trade in nature and the amounts are unsecured, interest-free and repayable on demand.

	2020 ***HK$'000***	2019 *HK$'000*
Contract liabilities		
Sales of watches and movements	**–**	182

When the Group receives a deposit before the delivery of goods, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit.

For the contract liabilities as at 30 June 2019, the entire balances related to sales of watches and movements were recognised as revenue during the year ended 30 June 2020.

The trade payables, bills payable, other payables and accrued charges and contract liabilities that are denominated in foreign currency of the relevant group entities are set out below:

	2020 ***HK$'000***	2019 *HK$'000*
HK$	**19**	26,849
USD	**–**	28,711

27. BANK BORROWINGS AND OVERDRAFT

	2020	2019
	HK$'000	*HK$'000*
Bank overdraft – secured	–	23,815
Trust receipts loans – secured	–	38,727
	–	62,542

As at 30 June 2019, the Group's secured bank borrowings of approximately HK$62,542,000 were secured by pledged bank deposits of approximately HK$7,793,000 for short-term bank borrowings as disclosed in note 25.

The bank borrowings and overdraft are repayable on demand due to the repayment on demand clause and repayable within one year based on scheduled payment dates set out in the loan agreements.

At 30 June 2019, bank overdraft and trust receipt loans are arranged at floating rates at interest ranging from Hong Kong Prime rate minus 2.25% and LIBOR plus 1.75% per annum, respectively. The weighted average market interest rate of these borrowings was approximately 3.96% per annum. Thus the Group exposed to cash flow interest rate risk.

The bank borrowings and overdraft that are denominated in foreign currency of the relevant group entities are set out below:

	2020	2019
	HK$'000	*HK$'000*
HK$	–	23,815

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28. LEASE LIABILITIES

	2020 *HK$'000*
Lease liabilities payable:	
Within one year	**11,519**
More than one year but not exceeding two years	**7,520**
More than two years but not exceeding five years	**2,033**
	21,072
Less: Amount due for settlement with 12 months shown under current liabilities	**(11,519)**
Amount due for settlement after 12 months shown under non-current liabilities	**9,553**

29. SHARE CAPITAL

	Number of shares *'000*	**Share capital** *HK$'000*
Ordinary shares of HK$0.1 each		
Authorised:		
At 1 July 2018, 30 June 2019 and 2020	100,000,000	10,000,000
Issued:		
At 1 July 2018, 30 June 2019 and 2020	2,079,946	207,995

All the shares issued rank pari passu with the existing shares in all respects.

30. DEFERRED TAXATION

The following are the major deferred tax (assets) liabilities recognised and movements during the year:

	Allowance for obsolete inventories *HK$'000*	**Allowance for credit losses** *HK$'000*	**Unrealised profit** *HK$'000*	**Accelerated tax depreciation** *HK$'000*	**Withholding tax arising from PRC subsidiaries** *HK$'000*	**Total** *HK$'000*
At 1 July 2019	(27,363)	(7,214)	(16,639)	2,593	78,910	30,287
(Credited) charged to profit or loss	(454)	(309)	3,116	(544)	(13,001)	(11,192)
At 30 June 2019	(27,817)	(7,523)	(13,523)	2,049	65,909	19,095
(Credited) charged to profit or loss	(1,355)	(248)	1,820	–	8,794	9,011
At 30 June 2020	**(29,172)**	**(7,771)**	**(11,703)**	**2,049**	**74,703**	**28,106**

30. DEFERRED TAXATION (cont'd)

For the purpose of presentation in the consolidated statement of financial position, the following is the analysis of the deferred taxation.

	2020	2019
	HK$'000	*HK$'000*
Deferred tax assets	**48,646**	48,863
Deferred tax liabilities	**76,752**	67,958

The Group had unused tax losses of approximately HK$353,586,000 as at 30 June 2020 (2019: HK$575,023,000). No deferred tax assets have been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses for certain subsidiaries operating in the PRC of approximately HK$62,351,000 (2019: HK$61,517,000) that will expire in 2024 (2019: 2023). As at 30 June 2019, the Group had unused tax losses for a subsidiary in the United States of America ("USA") of approximately HK$224,681,000 that will be expired in 2039. Other tax losses may be carried forward indefinitely.

31. OTHER LOANS

	2020	2019
	HK$'000	*HK$'000*
Loans from a non-controlling interest of a subsidiary	**7,750**	76,923
Loan from a director	**–**	11,719
Loans from a related party	**–**	46,878
Loan from a third party	**–**	7,813
	7,750	143,333
Amounts due within one year shown under current liabilities	**(7,750)**	(143,333)

At 30 June 2020, the loan from a non-controlling interest of a subsidiary represented a loan of USD1,000,000 (equivalent to approximately HK$7,750,000), which is interest bearing of a fixed rate of 4% per annum, unsecured and repayable on demand.

At 30 June 2019, the loans from a non-controlling interest of a subsidiary represented: i) a loan of USD1,500,000 (equivalent to approximately HK$11,720,000), which was interest bearing at a fixed rate of 4% per annum, unsecured and repayable on demand; ii) a loan of USD2,450,000 (equivalent to approximately HK$19,142,000), which was non-interest bearing, unsecured and originally repayable on demand; iii) a loan of USD4,900,000 (equivalent to approximately HK$38,248,000), which was non-interest bearing, unsecured and originally repayable on demand; and iv) a loan of USD1,000,000 (equivalent to approximately HK$7,813,000), which was non-interest bearing, unsecured and repayable on demand.

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31. OTHER LOANS (cont'd)

On 19 August 2019, the Group and the non-controlling shareholder of TWB entered into a loan capitalisation agreement, pursuant to which the Group and the non-controlling shareholder of TWB capitalised their respective loan of USD16,497,000 (equivalent to HK$129,122,000) and USD15,850,000 (equivalent to HK$124,058,000) to TWB in proportion with their shareholding. The amount of loan capitalised by non-controlling shareholder of TWB was credited to equity.

At 30 June 2019, the loan from a director represented loans of USD1,500,000 (equivalent to approximately HK$11,719,000) from a director of the Company. The loans were interest bearing at fixed interest rates of 4% per annum, unsecured and repayable on demand.

At 30 June 2019, the loans from a related party represented: i) a loan of USD5,000,000 (equivalent to approximately HK$39,065,000); and ii) a loan of USD1,000,000 (equivalent to approximately HK$7,813,000) from a director of a subsidiary. The interest bearing at fixed interest rate of 4% per annum, unsecured and repayable on 31 December 2019. The entire amount of loans from a related party was assigned to the non-controlling shareholder of TWB in August 2019.

At 30 June 2019, the loan from a third party represented a loan of USD1,000,000 (equivalent to approximately HK$7,813,000) from a third party. The interest bearing at fixed interest rate of 4% per annum, secured and repayable on 31 August 2019.

32. COMMITMENTS

a. Operating lease commitments

The Group as lessee

At 30 June 2019, the Group had commitments for future minimum lease payments under non-cancellable operating leases falling due as follows:

	2019 *HK$'000*
Within one year	39,234
In the second to fifth year inclusive	19,156
	58,390

The Group leases its office premises, factories, shops and shop counters under operating lease arrangements. Leases for office premises, factories, shops and shop counters are negotiated for fixed terms ranged from 1 to 4 years.

32. COMMITMENTS (cont'd)

a. Operating lease commitments (cont'd)

The Group as lessor

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

	2020 **HK$'000**	2019 *HK$'000*
Within one year	**3,015**	8,511
In the second year	**1,561**	1,137
	4,576	9,648

b. Concessionaire fee commitments

Certain shop counters of the Group paid concessionaire fee to department stores based on monthly sales recognised by these shop counters pursuant to the terms and conditions as set out in the respective agreements signed with individual department stores. In the opinion of the directors of the Company, as the future sales of these shop counters could not be estimated reliably, the concessionaire fee commitments has not been quantified and presented.

c. Capital commitments

	2020 **HK$'000**	2019 *HK$'000*
Capital commitments in respect of life insurance contract *(note 20)*	**6,000**	8,000
Capital commitments in respect of property, plant and equipment	**37,444**	49,277
	43,444	57,277

33. RETIREMENT BENEFIT SCHEMES

The Group participates defined contribution retirement benefits plans for all qualifying employees in Hong Kong. The assets of the plans are held separately from those of the Group in funds under the control of trustees.

The Group's subsidiaries in the PRC, Swiss and the USA are required to make contributions to the state-managed retirement schemes and pension schemes operated by respective local governments and private sectors based on certain percentage of the monthly salaries of their current employees to fund the benefits. The only obligation of these subsidiaries with respect to the retirement benefit schemes is to make the specified contributions.

The total expense recognised in profit or loss of approximately HK$39,255,000 (2019: HK$57,168,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans. As at 30 June 2020 and 2019, there were no outstanding contributions payable to the schemes.

34. SHARE OPTION SCHEME

On 11 January 2013, the Company conditionally adopted a share option scheme pursuant to a resolution passed by its then sole shareholder on 11 January 2013, where eligible employees and directors of the Group, among others, may be granted options entitling them to subscribe for the Company's shares. The adoption of the share option scheme became unconditional upon the listing of the Company on 5 February 2013. No share option has been granted since the adoption of the scheme.

35. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt, which includes bank borrowings and overdraft, and other loans, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated profits.

Management of the Group reviews the capital structure regularly taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through issuance of new shares, payment of dividends, and the raise of bank borrowings or the repayment of the existing bank borrowings and other loans.

36. FINANCIAL INSTRUMENTS

Categories of financial instruments

	2020	2019
	HK$'000	*HK$'000*
Financial assets		
Financial assets at fair value through profit or loss	**368,128**	658,574
Debt instruments at fair value through other comprehensive income	**195,850**	219,739
Financial assets at amortised cost	**1,077,734**	883,536
Financial liabilities		
Amortised cost	**114,256**	393,750

Financial risk management objectives and policies

The Group's major financial instruments include certificate of deposits at amortised cost, financial assets at FVTPL and debt instruments at FVTOCI, trade receivables, other receivables and deposits, pledged bank deposits, bank balances and cash, trade payables and bills payable, other payables and accrued charges and other loans (2019: financial assets at FVTPL and debt instrument at FVTOCI, trade receivables, other receivables and deposits, pledged bank deposits, bank balances and cash, trade payables and bills payable, other payables and accrued charges, bank borrowings and overdraft and other loans). Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Currency risk

The Group has foreign currency sales, which expose itself to foreign currency risk. In addition, debt instruments at FVTOCI, certain trade and other receivables, pledged bank deposits, bank balances, other payables and accrued charges, bank borrowings and overdraft, other loans and intra-group balances are denominated in foreign currencies of the relevant group entities.

The currency risk of the Group is mainly arising from exchange rate of RMB against HK$, RMB against USD, USD against HK$ and CHF against HK$.

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36. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

Currency risk (cont'd)

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	Assets		Liabilities	
	2020	2019	**2020**	2019
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
HK$	**42,334**	31,251	**4,345**	50,664
USD	**235,192**	314,150	**–**	28,711
RMB	**137**	472	**–**	–
CHF	**1,271**	233	**–**	–

For entities with a USD functional currency holding monetary assets and liabilities denominated in HK$, the directors of the Company considered that, as HK$ is pegged to USD, the Group is not subject to significant foreign currency risk from change in foreign exchange rate of USD against HK$.

Other than above, several subsidiaries of the Group have the following intra-group receivables/payables denominated in HK$, USD, CHF and RMB, which are foreign currencies of the relevant group entities.

	Amounts due from group entities		Amounts due to group entities	
	2020	2019	**2020**	2019
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
HK$	**784,482**	1,065,771	**662,338**	840,779
USD	**205,742**	105,645	**–**	557
RMB	**5,696**	12,049	**13,331**	15,665
CHF	**988**	12,551	**1,028**	–

The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

36. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

Currency risk (cont'd)

Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against HK$, RMB against USD and CHF against HK$. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items as well as amounts due from and to group entities where the denomination of the balance is in a foreign currency of the group entity. A positive number below indicates an increase in post-tax profit for the year where the HK$ and USD strengthen 5% against RMB and CHF. For a 5% weakening of the HK$ and USD against RMB and CHF, there would be an equal and opposite impact on the post-tax profit for the year.

	2020	2019
	HK$'000	*HK$'000*
Increase in post-tax profit for the year	**22,305**	22,715

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent currency risk as the exposure at the end of the reporting period does not reflect the exposure during the year.

Interest rate risk

The Group's fair value interest rate risk relates primarily to the fixed rate debt instruments at FVTOCI, certificate of deposits at amortised cost, structured bank deposits and investment in subordinated units in a trust included in financial assets at FVTPL and fixed rate other loans. The Group's cash flow interest rate risk relates to the bank balances. The bank borrowings and overdraft were mainly exposed to fluctuation of Hong Kong Prime rate, United States Base rate and LIBOR.

The Group has not used any interest rate swaps in order to mitigate its exposure associated with fluctuations relating to cash flows interest rate risk. However, the management of the Group will consider hedging significant interest rate exposure should the need arise.

Sensitivity analysis

In the opinion of management of the Group, the expected change in interest rate on bank balances will not be significant in the near future, hence sensitivity analysis is not presented.

Credit risk and impairment assessment

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the financial assets (including debt instruments at FVTOCI) whose carrying amounts best represent the maximum exposure to credit risk.

36. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

Credit risk and impairment assessment (cont'd)

Trade receivables arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed once a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The ECL for debtors are assessed collectively using provision material and the ECL for debtors with credit-impair balances are assessed individually.

The concentration of credit risk is limited due to the customer base being large and unrelated. Management of the Group believes that there is no further credit provision required in excess of the allowance for credit losses.

Other receivables and deposits

The management of the Group makes individual assessment for debtors with significant balances on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable, supportive and forward looking information that is available. The management of the Group believes that there is no material credit risk inherent in the Group's outstanding balance of deposits and other receivables. ECL on deposits and other receivables is insignificant at 30 June 2020 as the exposure of deposits and other receivables is insignificant.

Debt instruments at FVTOCI

The Group only invests in debt securities with low credit risk. The Group's debt instruments at FVTOCI mainly comprise listed bonds that are graded in the top investment grade as per globally understood definitions and therefore are considered to be low credit risk investments. During the year ended 30 June 2020, expected credit losses on debt instruments at FVTOCI is insignificant.

Pledged bank deposits and bank balances

The credit risks on pledged bank deposits and bank balances are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. No loss allowance provision for pledged bank deposits and bank balances was recognised as the amount is insignificant. The Group has limited exposure to any single financial institution.

Certificate of deposits at amortised cost

The credit risks on certificate of deposits at amortised cost are limited because the counterparty is a bank with high credit rating assigned by international credit-rating agencies. No loss allowance provision for certificate of deposits at amortised cost was recognised as the amount is insignificant.

36. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

Credit risk and impairment assessment (cont'd)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables	Other financial assets
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL (not credit-impaired)	12m ECL
Medium risk	Debtor frequently repays after due dates but usually settle within 90 days in full	Lifetime ECL (not credit-impaired)	12m ECL
High risk	Debtor frequently repays after 90 days after due date	Lifetime ECL (not credit-impaired)	Lifetime ECL (not credit-impaired)
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL (credit-impaired)	Lifetime ECL (credit-impaired)
Write-off	There is evidence indicating the debtor is in severe financial difficulty and the Company has no realistic prospect of recovery or trade receivables are over two years past due	Amount is written-off	Amount is written-off

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36. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

Credit risk and impairment assessment (cont'd)

The tables below detail the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

	Notes	**External credit rating**	**Internal credit rating**	**12-month or lifetime ECL**	**Gross carrying amounts** **2020** ***HK$'000***	**Gross carrying amounts** 2019 *HK$'000*
Debt instruments at FVTOCI						
Investments in unlisted bonds	*21*	Aa1	N/A	12m ECL	**195,850**	219,739
Financial assets at amortised cost						
Trade receivables	*24*	N/A	*(note i)*	Lifetime ECL (provision matrix)	**260,848**	376,735
		N/A	Loss *(note i)*	Lifetime ECL (credit-impaired)	**30,132**	35,800
Other receivables and deposits	*24*	N/A	*(note ii)*	12m ECL	**74,799**	83,949
Pledged bank deposits	*25*	Aa1 to A1 *(note iii)*	N/A	12m ECL	**–**	7,793
Bank balances	*25*	Aa1 to Baa3 *(note iii)*	N/A	12m ECL	**693,638**	421,748
Certificate of deposits at amortised cost	*22*	A1 *(note iii)*	N/A	12m ECL	**54,850**	–

Notes:

(i) For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL.

The estimated loss rates on trade receivables are estimated based on historical credit loss of the Group experienced of the Group and study of industry's default and recovery data from international credit-rating agencies and are adjusted for forward-looking information (for example, the current and forecasted economic growth rates in the PRC, which reflect the general economic conditions of the industry in which the debtors operate) that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

As part of the Group's credit risk management, the Group uses debtors' past due ageing to assess the impairment for its customers in relation to its operation because the customers of the Group consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables from customers which are assessed based on provision matrix as at 30 June 2020 within lifetime ECL (not credit-impaired). Debtors with credit-impaired balances with gross carrying amounts of approximately HK$30,132,000 as at 30 June 2020 (2019: HK$35,800,000) were assessed individually.

36. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

Credit risk and impairment assessment (cont'd)

Notes: (cont'd)

(i) (cont'd)

For the year ended 30 June 2020

Gross carrying amount

	Average loss rate	**Trade receivables past due** *HK$'000*
Current (not past due)	0.2%	220,170
1-30 days past due	1.5%	12,532
31-60 days past due	5.4%	6,608
61-90 days past due	16.2%	4,694
More than 90 days past due	51.0%	16,844
		260,848

For the year ended 30 June 2019

Gross carrying amount

	Average loss rate	**Trade receivables past due** *HK$'000*
Current (not past due)	0.1%	314,001
1-30 days past due	2.8%	23,628
31-60 days past due	5.4%	20,335
61-90 days past due	8.1%	12,962
More than 90 days past due	20.9%	5,809
		376,735

During the year ended 30 June 2020, the Group provided HK$1,651,000 (2019: HK$4,532,000) impairment allowance for trade receivables, based on the provision matrix. Impairment allowance of HK$1,028,000 (2019: HK$8,161,000) were made on credit impaired debtors.

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36. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

Credit risk and impairment assessment (cont'd)

Notes: (cont'd)

(i) (cont'd)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

	Lifetime ECL (not credit-impaired) *HK$'000*	**Lifetime ECL (credit-impaired)** *HK$'000*	**Trade receivables** *HK$'000*
As at 1 July 2018	5,660	25,148	30,808
Changes due to financial instruments recognised as at 1 July:			
– Reversal of impairment losses	(2,415)	(2,673)	(5,088)
– Transfer to credit-impaired	(3,317)	3,317	–
New financial assets originated	6,947	10,834	17,781
Exchange realignment	(186)	(826)	(1,012)
As at 30 June 2019	6,689	35,800	42,489
Changes due to financial instruments recognised as at 1 July:			
– Reversal of impairment losses	(4,903)	(4,635)	(9,538)
– Transfer to credit-impaired	(473)	473	–
– Disposal of a subsidiary	–	(8,106)	(8,106)
New financial assets originated	5,241	6,976	12,217
Exchange realignment	(153)	(376)	(529)
As at 30 June 2020	6,401	30,132	36,533

36. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

Credit risk and impairment assessment (cont'd)

Notes: (cont'd)

(i) (cont'd)

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. No trade receivable (2019: HK$nil) was written off by the Group during the year ended 30 June 2020.

(ii) For the purpose of internal credit risk management, the Company uses past due information to assess whether credit risk has increased significantly since initial recognition.

At 30 June 2020:

	Past due	**Not past due/no fixed repayment terms**	**Total**
	HK$'000	*HK$'000*	*HK$'000*
Deposits and other receivables	–	48,492	48,492
Amount due from a joint venture	–	5,485	5,485
Fund deposits to e-payment platforms	–	8,060	8,060
Consideration receivable	–	3,870	3,870
Interest receivables	–	8,892	8,892

At 30 June 2019:

	Past due	**Not past due/no fixed repayment terms**	**Total**
	HK$'000	*HK$'000*	*HK$'000*
Deposits and other receivables	–	52,319	52,319
Fund deposits to e-payment platforms	–	18,645	18,645
Amount due from a joint venture	–	7,226	7,226
Interest receivables	–	5,759	5,759

(iii) External credit ratings are from international credit-rating agencies.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of unexpected fluctuations in cash flows. Management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

36. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

Liquidity risk (cont'd)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment dates. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

	Weighted average effective interest rate	Repayable on demand or less than 3 months	3 months to 1 year	1 to 2 years	2 to 5 years	Total undiscounted cash flows	Total carrying amount
	%	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
As at 30 June 2020							
Non-derivative financial liabilities							
Trade payables and bills payable	**N/A**	**34,029**	**–**	**–**	**–**	**34,029**	**34,029**
Other payables	**N/A**	**72,477**	**–**	**–**	**–**	**72,477**	**72,477**
Other loans	**4.0**	**7,750**	**–**	**–**	**–**	**7,750**	**7,750**
Lease liabilities	**4.73**	**3,674**	**8,789**	**7,528**	**2,115**	**22,106**	**21,072**
		117,930	**8,789**	**7,528**	**2,115**	**136,362**	**135,328**
As at 30 June 2019							
Non-derivative financial liabilities							
Trade payables and bills payable	N/A	79,228	–	–	–	79,228	79,228
Other payables	N/A	108,647	–	–	–	108,647	108,647
Bank borrowings	3.96	38,727	–	–	–	38,727	38,727
Bank overdraft	4.64	23,815	–	–	–	23,815	23,815
Other loans	4.24	97,129	47,346	–	–	144,475	143,333
		347,546	47,346	–	–	394,892	393,750

36. FINANCIAL INSTRUMENTS (cont'd)

Financial risk management objectives and policies (cont'd)

Liquidity risk (cont'd)

Bank borrowings with a repayment on demand clause are included in the "Repayment on demand or less than 3 months" time band in the above maturity analysis. As at 30 June 2019, the aggregate carrying amount of these bank loans of amounted to approximately HK$38,727,000. All bank borrowings were repaid during the year ended 30 June 2020.

For the purpose of managing liquidity risk, management reviews the expected cash flow information of the Group's bank borrowings based on the scheduled repayment dates set out in the bank borrowings agreements. Details as at 30 June 2019 were as set out in the table below:

	Weighted average effective interest rate	Repayable less than 3 months	3 – 6 months	Total undiscounted cash flows	Total carrying amount
	%	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Bank borrowings:					
As at 30 June 2019	3.96	32,482	6,458	38,940	38,727

Other price risk

The Group is exposed to debt price risk through its investments in debt instruments at FVTOCI. Management of the Group manages this exposure by maintaining a portfolio of investments with different risks. The Group's debt price risk is mainly concentrated on debt instruments listed in the Stock Exchange and Singapore Exchange Limited. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to debt price risk at the reporting date. If the prices of the respective debt instruments had been 10% (2019: 10%) higher/lower, other comprehensive income for the year ended 30 June 2020 would increase/decrease by approximately HK$19,585,000 (2019: HK$21,974,000) as a result of the changes in fair value of debt instruments measured at FVTOCI.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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36. FINANCIAL INSTRUMENTS (cont'd)

Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages independent qualified valuers to perform the valuation. The chief financial officer works closely with the independent qualified valuers to establish the appropriate valuation techniques and inputs to the model. The chief financial officer reports the findings to the board of directors of the Company every six months to explain the cause of fluctuations in the fair value of the assets and liabilities.

(i) Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Financial assets	Fair value as at 30 June		Fair value hierarchy	Valuation technique and key input	Significant unobservable input
	2020 ***HK$'000***	2019 *HK$'000*			
Debts instruments at FVTOCI					
– Corporate bonds traded in inter-bank market	**195,850**	219,739	Level 1	Quoted bid prices from inter-bank market	N/A
Financial assets at FVTPL					
– Structured deposits	**–**	274,656	Level 3	Discounted cash flow approach	1. Discount rate *(Note 1)* 2. Expected interest rate *(Note 2)*
– Certificate of deposits	**346,557**	288,597	Level 3	Discounted cash flow approach	1. Discount rate *(Note 1)* 2. Expected interest rate *(Note 2)*
– Investment in a trust	**17,361**	92,861	Level 3	Discounted cash flow approach	Discount rate *(Note 1)*

36. FINANCIAL INSTRUMENTS (cont'd)

Fair value measurements of financial instruments (cont'd)

(i) Fair value of the Group's financial assets that are measured at fair value on a recurring basis (cont'd)

	Fair value as at 30 June		Fair value hierarchy	Valuation technique and key input	Significant unobservable input
	2020 **HK$'000**	2019 HK$'000			
– Life insurance	**4,210**	2,460	Level 3	Discounted cash flow approach	1. Discount rate *(Note 1)* 2. Marginal death rate *(Note 3)*

Note 1: The higher the rate, the lower the fair value.

Note 2: If the linked USD LIBOR rate or the exchange rate of USD against HK$ within a specific range, the higher the interest rate for expected return, then the higher the fair value.

Note 3: The higher the marginal death rate, the higher the fair value.

There were no transfers between Level 1 and 2 in the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

36. FINANCIAL INSTRUMENTS (cont'd)

Fair value measurements of financial instruments (cont'd)

(ii) Reconciliation of Level 3 fair value measurements of financial assets

	Financial assets at FVTPL *HK$'000*
At 1 July 2018	–
Additions	2,923,212
Disposals	(2,254,027)
Fair value change to profit or loss	8,032
Exchange realignment	(18,643)
At 30 June 2019	658,574
Additions	407,760
Disposals	(677,391)
Fair value change to profit or loss	(849)
Exchange realignment	(19,966)
At 30 June 2020	368,128

Of the total loss (2019: gain) for the year included in profit or loss, HK$849,000 (2019: HK$8,032,000) relates to financial assets at FVTPL held at the end of the current reporting period. Fair value gains or losses on financial assets at FVTPL is included in "Other gains and losses".

(iii) Fair value of the Group's financial assets that are not measured at fair value on a recurring basis

Management of the Group considers that the carrying amounts of other financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

37. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Dividend payables	**Bank borrowings and overdraft**	**Other loans**	**Lease liabilities**	**Total**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 July 2018	–	67,521	135,118	–	202,639
Financing cash flows	(123,853)	(4,732)	7,813	–	(120,772)
Imputed interest on loan from a non-controlling interest of a subsidiary	–	–	940	–	940
Dividends declared	123,853	–	–	–	123,853
Foreign exchange translation	–	(247)	(538)	–	(785)
At 30 June 2019	–	62,542	143,333	–	205,875
Adjustment for HKFRS 16	–	–	–	27,247	27,247
At 1 July 2019	–	62,542	143,333	27,247	233,122
Financing cash flows	(91,005)	(40,552)	(10,405)	(16,260)	(158,222)
Interest expense	–	2,347	35	1,218	3,600
Repayment of bank overdraft	–	(23,815)	–	–	(23,815)
Dividends declared	91,005	–	–	–	91,005
Capitalisation of loan from a non-controlling interest of a subsidiary	–	–	(124,058)	–	(124,058)
New leases entered	–	–	–	10,042	10,042
Foreign exchange translation	–	(522)	(1,155)	(1,175)	(2,852)
At 30 June 2020	–	–	7,750	21,072	28,822

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

38. RELATED PARTY TRANSACTIONS

Other than the balances of and transactions with related parties disclosed in relevant disclosure notes, the Group had the following related party transactions during the year:

	2020 ***HK$'000***	2019 *HK$'000*
Sales to entities related to a non-controlling interest of subsidiaries *(Note a)*	**12,197**	9,848
Short-term lease payment to related companies *(Note b)*	**5,161**	4,950
Sales commissions paid/payable to entities related to a non-controlling interest of subsidiaries *(Note c)*	**–**	69
Service fee received/receivable from entities related to a non-controlling interest of subsidiaries *(Note c)*	**–**	69
Purchases from an entity owned by a related party *(Note d)*	**–**	17,613
Interest expense paid/payable to a related party *(Note d)*	**–**	1,882
Service fee paid/payable to an entity related to a non-controlling interest of subsidiaries *(Note e)*	**988**	1,830
Management fee paid/payable to an entity related to a non-controlling interest of a subsidiary	**15,602**	–
Interest expense paid/payable to a director	**–**	512
Interest expense paid/payable to a non-controlling interest of subsidiaries	**246**	1,411
Refund of service fee received/receivable from non-controlling interests of subsidiaries	**657**	675
Royalty income received/receivable from a non-controlling interest of a subsidiary	**1,135**	1,769

38. RELATED PARTY TRANSACTIONS (cont'd)

Notes:

(a) Included in these transactions, HK$6,858,000 was also defined as continuing connected transactions under the Listing Rules.

(b) The related companies are wholly owned and controlled by Mr. Tung. These transactions are also defined as connected transactions under the Listing Rules.

(c) These transactions were also defined as continuing connected transactions under the Listing Rules.

(d) The related party refers to an entity owned by a director of a non-wholly owned subsidiary of the Group, who resigned in April 2019. According to the Listing Rules, the purchase from this entity of HK$6,127,000 (2019: HK$17,037,000) during the year ended 30 June 2020 was defined as continuing connected transactions for the year ended 30 June 2020.

(e) Included in this transaction, HK$316,000 was also defined as continuing connected transactions under the Listing Rules.

Compensation of key management personnel

The remuneration of directors and other members of key management were as follows:

	2020 **HK$'000**	2019 HK$'000
Short-term benefits	**16,057**	27,085
Post-employment benefits	**132**	170
	16,189	27,255

The remuneration of key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

39. DISPOSAL OF A SUBSIDIARY

Year ended 30 June 2020

As referred to in note 12, on 26 June 2020, the Group disposed of its entire interest of GWG. The net assets of GWG at the date of disposal were as follow:

	HK$'000
Consideration receivable	3,870
Analysis of assets and liabilities over which control was lost:	
Inventories	19,836
Other receivables, deposits and prepayments	445
Pledged bank deposits	2,403
Bank balances and cash	3,671
Trade payables and bills payable	(239)
Other payables and accrued charges	(15,000)
Net assets disposed of	11,116
Consideration receivable	3,870
Net assets disposed of	(11,116)
Cumulative exchange differences in respect of net assets of the subsidiary reclassified from equity to profit or loss on loss of control of the subsidiary	(671)
Loss on disposal	(7,917)
Net cash outflow arising on disposal:	
Cash consideration *(Note)*	–
Less: Bank balances and cash disposed of	(3,671)
	(3,671)

The impact of the discontinued operation of the Group's Other Brands (Global) Business on the Group's results and cash flows is disclosed in note 12.

Note: As at 30 June 2020, the consideration was yet to be settled and included in the consolidated statement of financial position as other receivables.

40. MAJOR NON-CASH TRANSACTION

In August 2019, the entire loans from a related party of HK$46,878,000 was assigned to non-controlling shareholder of TWB and a loan of HK$124,058,000 due to non-controlling shareholder of TWB was capitalised. The amount of loan capitalised by non-controlling shareholder of TWB was credited to equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Country/ place of incorporation/ establishment	Country/ Place of operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group As at 30 June 2020	2019	Principal activities
Directly:						
Immense Ocean Investments Limited	BVI	Hong Kong	1 share of US$1	**100%**	100%	Investment holding
Indirectly:						
Win Source Trading Limited 偉鑫貿易有限公司	Hong Kong	Hong Kong	1 share of HK$1	**100%**	100%	Trading of watch movements
Win Sun International Limited 捷新國際有限公司	Hong Kong	Hong Kong	1 share of HK$1	**100%**	100%	Trading of watches
Gold Joy Investments Limited 金愉投資有限公司	Hong Kong	Hong Kong	1 share of HK$1	**100%**	100%	Investment holding
Sky Sun Investments Limited 天新投資有限公司	Hong Kong	Hong Kong	1 share of HK$1	**100%**	100%	Investment holding
Gold Reach Investments Limited 金達投資有限公司	Hong Kong	Hong Kong	1 share of HK$1	**100%**	100%	Investment holding
Ye Guang Li Electronics (Meizhou) Company Limited[1] 業廣利電子(梅州)有限公司	PRC	PRC	HK$3,880,000	**100%**	100%	Assembling and trading of watches
Suzhou Paragon[2] 蘇州寶利辰表行有限公司	PRC	PRC	RMB24,000,000	**51%**	51%	Sales of watches
Tian Wang Shenzhen[1] 天王電子(深圳)有限公司	PRC	PRC	HK$99,000,000	**100%**	100%	Assembling and trading of own branded watches
Time Watch (Hefei) Timepieces Company Limited[2] 時計寶(合肥)鐘表有限公司	PRC	PRC	RMB14,000,000	**51%**	51%	Sales of watches
Time Watch (Shanghai) Timepieces Company Limited[2] 時計寶(上海)鐘表有限公司	PRC	PRC	RMB14,000,000	**51%**	51%	Sales of watches
Balco Switzerland SAGL	Switzerland	Switzerland	20 shares of CHF1,000 each	**100%**	100%	Sales of watches
Shenzhen Time Watch Management Consulting Limited[3] 深圳時計寶管理諮詢有限公司	PRC	PRC	RMB6,000,000	**100%**	100%	Marketing and consulting

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2020

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

Name of subsidiary	Country/ place of incorporation/ establishment	Country/ Place of operation	Issued and fully paid share capital/ registered capital	Attributable equity interest of the Group As at 30 June		Principal activities
				2020	2019	
Time Watch (Sichuan) Company Limited[2] 時計寶（四川）鐘表有限公司	PRC	PRC	RMB20,000,000	**51%**	51%	Sales of watches
Shenzhen Time Watch Trading Company Limited[3] 深圳市時計寶商貿有限公司	PRC	PRC	RMB5,000,000	**70%**	70%	Sales of watches
Time Watch (Chengdu) Company Limited[2, 6] 時計寶（成都）鐘表有限公司	PRC	PRC	RMB20,000,000	**–**	51%	Sales of watches
Shenzhen Half Hour Trade and Commercial Limited[3] 深圳市半小時商貿有限公司	PRC	PRC	RMB1,000,000	**70%**	70%	Sales of watches
Shenzhen Yi Cun Jin Technology Co., Limited[3] 深圳市壹寸金科技有限公司	PRC	PRC	RMB1,000,000	**70%**	70%	Sales of watches
TWB	Hong Kong	Hong Kong	HK$200	**51%**	51%	Design and sales of watches
GWG[5]	USA	USA	USD5,000,000	**–**	51%	Design and sales of watches
時計梅州	PRC	PRC	RMB1,000,000	**51%**	51%	Design and sales of watches
Strong Goal Investments Limited 強高投資有限公司	BVI	Hong Kong	1 share of US$1	**100%**	100%	Property investment
天王（深圳）營運發展有限公司[3]	PRC	PRC	RMB1,000,000	**100%**	100%	Sales of watches
深圳市聖緹斯科技有限公司[3]	PRC	PRC	RMB5,000,000	**70%**	70%	Sales of watches
深圳時計寶控股有限公司[3]	PRC	PRC	RMB30,000,000	**70%**	70%	Sales of watches
深圳市天唯雅科技有限公司[3]	PRC	PRC	RMB2,000,000	**70%**	70%	Sales of watches
深圳市釉銘電子有限公司[3]	PRC	PRC	RMB2,000,000	**70%**	70%	Sales of watches
時寶商貿有限公司[3]	PRC	PRC	RMB500,000	**100%**	–	Assembling and trading of watches

1 Established in the PRC in the form of wholly foreign-owned enterprise.
2 Established in the PRC in the form of sino-foreign equity joint venture.
3 Established in the PRC in the form of domestic-invested enterprise.
4 During the year ended 30 June 2019, the paid-up capital of Suzhou Paragon was increased from RMB20,000,000 to RMB24,000,000. The Group and the non-controlling interests contributed RMB1,996,000 (equivalent to HK$2,267,000) and RMB1,918,000 (equivalent to HK$2,178,000) respectively in accordance with their proportional interest in Suzhou Paragon.
5 During the year ended 30 June 2020, the Group disposed the entire interest of GWG. The details of the Disposal are disclosed in note 12 and note 39 respectively.
6 Deregistered during the year ended 30 June 2020.

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year. In the opinion of the directors of the Company, a complete list of the particulars of subsidiaries will be of excessive length and therefore the above list contains only the particulars of those subsidiaries which materially contribute to the net income of the Group or hold a material portion of the assets and liabilities of the Group.

Details of a non-wholly owned subsidiary that have material non-controlling interest

The table below shows details of a non-wholly-owned subsidiary of the Group that have materials non-controlling interest:

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		Loss allocated to non-controlling interests		Accumulated non-controlling interests	
		2020	2019	**2020**	2019	**2020**	2019
				HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
TWB and its subsidiaries	Hong Kong/USA/PRC	**N/A**	49%	**N/A**	(10,475)	**N/A**	(104,922)
Individually immaterial subsidiaries with non-controlling interests						**23,729**	40,405
						23,729	(64,517)

After the completion of the Disposal as disclosed in note 12, TWB and its subsidiaries become individually immaterial subsidiaries with non-controlling interests. Details of the financial information before the completion of the Disposal are set out in note 12 as discontinued operation.

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES (cont'd)

Details of a non-wholly owned subsidiary that have material non-controlling interest (cont'd)

Summarised consolidated financial information for the year ended 30 June 2019 in respect of TWB and its subsidiaries is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	2019 *HK$'000*
Current assets	122,788
Non-current assets	638
Current liabilities	(334,818)
Non-current liabilities	(2,735)
Net liabilities	(214,127)
Equity attributable to owners of the Company	(109,205)
Non-controlling interests	(104,922)
	(214,127)
Revenue	292,295
Expenses	(313,673)
Loss for the year	(21,378)
Loss attributable to owners of the Company	(10,903)
Loss attributable to non-controlling interests	(10,475)
Loss for the year	(21,378)
Other comprehensive income attributable to owners of the Company	402
Other comprehensive income attributable to non-controlling interests	386
Other comprehensive income for the year	788
Total comprehensive expense attributable to owners of the Company	(10,501)
Total comprehensive expense attributable to non-controlling interests	(10,089)
Total comprehensive expense for the year	(20,590)
Net cash outflow from operating activities	(24,135)
Net cash outflow from investing activities	(7,150)
Net cash inflow from financing activities	21,609
Net cash outflow	(9,676)

42. THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2020 *HK$'000*	2019 *HK$'000*
Non-current assets		
Unlisted investments in subsidiaries, at cost	**220,271**	222,516
Amounts due from subsidiaries	**771,185**	670,786
Financial assets at fair value through profit or loss	**4,340**	2,460
Debt instruments at fair value through other comprehensive income	**195,850**	200,298
	1,191,646	1,096,060
Current assets		
Other receivables	**3,994**	4,522
Debt instruments at fair value through other comprehensive income	**–**	19,441
Amounts due from subsidiaries	**33,960**	133,413
Bank balances	**165,336**	193,500
	203,290	350,876
Current liabilities		
Accrued charges	**373**	312
Amounts due to subsidiaries	**2,000**	3,200
	2,373	3,512
Net current assets	**200,917**	347,364
Total assets less current liabilities	**1,392,563**	1,443,424
Capital and reserves		
Share capital	**207,995**	207,995
Reserves	**1,184,568**	1,235,429
Total equity	**1,392,563**	1,443,424

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42. THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (cont'd)

Reserves of the Company

	Share premium *HK$'000*	Investment revaluation reserve *HK$'000*	Translation reserve *HK$'000*	Accumulated profits *HK$'000*	Total *HK$'000*
At 1 July 2018	511,101	(2,326)	(40,471)	383,965	852,269
Total comprehensive income (expense) for the year	–	6,686	(46,830)	542,901	502,757
Dividend recognised as distribution during the year *(note 13)*	–	–	–	(119,597)	(119,597)
At 30 June 2019	511,101	4,360	(87,301)	807,269	1,235,429
At 1 July 2019	**511,101**	**4,360**	**(87,301)**	**807,269**	**1,235,429**
Total comprehensive (expense) income for the year	**–**	**(2,223)**	**(45,827)**	**86,627**	**38,577**
Dividend recognised as distribution during the year *(note 13)*	**–**	**–**	**–**	**(89,438)**	**(89,438)**
At 30 June 2020	**511,101**	**2,137**	**(133,128)**	**804,458**	**1,184,568**

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five years, as extracted from the published audited financial information and consolidated financial statements, is set out below.

	For the year ended 30 June				
	2020	2019	2018	2017	2016
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
		(restated)			
	(Note 1)	*(Note 2)*			
Results					
Revenue	**1,726,432**	2,377,914	2,962,262	2,762,884	2,606,570
Profit for the year attributable to owners of the Company	**140,720**	318,043	291,447	235,744	296,341

	At 30 June				
	2020	2019	2018	2017	2016
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Assets and liabilities					
Total assets	**2,496,106**	2,713,859	2,669,756	2,396,771	2,210,167
Total liabilities	**(302,917)**	(554,828)	(616,662)	(548,669)	(438,406)
	2,193,189	2,159,031	2,053,094	1,848,102	1,771,761
Equity attributable to the owners of the Company	**2,169,460**	2,223,548	2,100,695	1,878,025	1,752,053
Non-controlling interests	**23,729**	(64,517)	(47,601)	(29,923)	19,708
	2,193,189	2,159,031	2,053,094	1,848,102	1,771,761

Notes:

1. In 2020, the Group has applied HKFRS 16. Accordingly, certain comparative information for the years ended 30 June 2016, 2017, 2018 and 2019 may not be comparable to the year ended 30 June 2020 as such comparative information was prepared under HKAS 17.

2. In 2019, the Group has applied HKFRS 15, HKFRS 9 and other amendments to HKFRSs. Accordingly, certain comparative information for the years ended 30 June 2016, 2017 and 2018 may not be comparable to the year ended 30 June 2019 as such comparative information was prepared under HKAS 18 and HKAS 39.

3. The results for the years ended 30 June 2019 and 2020 only represent result from continuing operations. Accordingly, the results for the years ended 30 June 2016, 2017 and 2018 may not be comparable to the years ended 30 June 2019 and 2020 as Other Brands (Global) Business was discontinued during the year ended 30 June 2020.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Tung Koon Ming
(Chairman and chief executive officer)
Mr. Tung Koon Kwok Dennis
Mr. Tung Wai Kit
Mr. Deng Guanglei

Independent non-executive Directors

Mr. Ma Ching Nam
Mr. Wong Wing Keung Meyrick
Mr. Choi Ho Yan

AUDIT COMMITTEE

Mr. Choi Ho Yan *(Chairman)*
Mr. Ma Ching Nam
Mr. Wong Wing Keung Meyrick

NOMINATION COMMITTEE

Mr. Tung Koon Ming *(Chairman)*
Mr. Ma Ching Nam
Mr. Wong Wing Keung Meyrick

REMUNERATION COMMITTEE

Mr. Wong Wing Keung Meyrick *(Chairman)*
Mr. Choi Ho Yan
Mr. Ma Ching Nam

CORPORATE GOVERNANCE COMMITTEE

Mr. Ma Ching Nam *(Chairman)*
Mr. Choi Ho Yan
Mr. Wong Wing Keung Meyrick

COMPANY SECRETARY

Ms. Hui Wai Man, Shirley

AUDITOR

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors
35th Floor, One Pacific Place 88 Queensway
Hong Kong

LEGAL ADVISERS

Chiu & Partners (as to Hong Kong laws)
Jingtian & Gongcheng (as to PRC laws)

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

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

REGISTERED OFFICE

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

27th Floor, CEO Tower, 77 Wing Hong Street,
Kowloon, Hong Kong

STOCK CODE ON THE HONG KONG STOCK EXCHANGE

2033

INVESTOR INFORMATION

For more information about the Group,
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Email: ir@timewatch.com.hk

WEBSITE

www.timewatch.com.hk

CORPORATE CALENDAR

Annual general meeting	25 November 2020
Announcement of interim results for six months ending 31 December 2020	February 2021
Announcement of final results for year ending 30 June 2021	September 2021