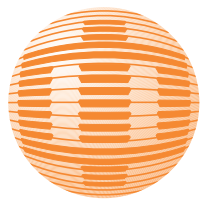


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KANTONE HOLDINGS LIMITED

看通集團有限公司 #

(於開曼群島註冊成立之有限公司)

(股份代號：1059)

自願性公佈

**刊發於二零一七年十二月三十一日之
經審核簡明綜合資產負債表**

看通集團有限公司(「**本公司**」)董事(「**董事**」)會(「**董事會**」)公佈，本公司及其附屬公司(「**本集團**」)於二零一七年十二月三十一日之經審核簡明綜合資產負債表。本公佈按自願性原則於附錄載列本集團於二零一七年十二月三十一日之經審核簡明綜合資產負債表(「**經審核簡明綜合資產負債表**」)。獨立核數師大華馬施雲會計師事務所有限公司(「**大華馬施雲**」)按香港審計準則第805號(經修訂)特別考量 — 審核財務報表之單獨財務報表及特定因素、賬目或項目就於二零一七年十二月三十一日之簡明綜合資產負債表進行審核。董事會已識別出並得出以下結論：本集團之經審核簡明綜合資產負債表與於二零一八年二月二十七日刊發之截至二零一七年十二月三十一日止六個月之本集團未經審核中期綜合業績(「**未經審核中期業績**」)所載之簡明綜合財務狀況表出現差異，當中比較載列於下表內。

管理層討論及分析

財務業績

經審核簡明綜合資產負債表與本公司於二零一八年二月二十七日公佈之未經審核中期業績之比較如下：

	附註	於二零一七年 十二月三十一日		差異
		千港元 (附註1)	千港元 (未經審核)	千港元
存貨	2	26,220	53,589	(27,369)
資產淨值		45,512	72,881	(27,369)

僅供識別

附註：

1. 摘錄自本集團於二零一七年十二月三十一日之簡明綜合資產負債表，大華馬施雲已就此發表特定用途審核報告。
2. 儘管本集團於未經審核中期業績就文化產品作出重大減值虧損，文化產品價值已按本公司刊發未經審核中期業績後取得之最終鑑證報告及評估報告作進一步減值。因此進一步確認之減值虧損金額為27,369,000港元，以減少存貨之賬面值至26,220,000港元，其中5,098,000港元則指文化產品。

處理年報不發表意見之行動結果

誠如截至二零一七年六月三十日止年度之年報(「**年報**」)所披露，大華馬施雲已就本集團截至二零一七年六月三十日止年度之綜合財務報表不發表意見，原因為並未取得充足及合適的審核證據，以評估由本集團管理層將文化產品品位下調及重新分類而導致存貨減值。

本集團管理層將文化產品品位下調及重新分類導致存貨減值

誠如年報所述，由於文化產品於二零一七年及二零一六年六月三十日之品位及分類不一致，本集團現任管理層議決安排另一組來自「中國文物信息諮詢中心」(「**諮詢中心**」)並由楊震華女士(「**楊女士**」為珠寶玉石領域知名專家)領導之文物產品／玉石專家團隊(「**現有專家**」)，就全部文化產品之品位及分類進行詳細鑑定。

按最終鑑證報告及評估報告，現於經審核簡明綜合資產負債表內反映之已確認減值之存貨賬面淨值為文化產品可收回金額之最佳估算。

業務回顧

誠如二零一六／二零一七年未經審核中期報告及年報所披露，由於更換管理層，本集團管理層已一直籌備新業務計劃以重整業務及為文化相關業務建立鞏固的市場。

系統產品

就系統產品分部而言，我們已開始將英國的產品介紹給中國市場亦同時策劃並物色適合的中國產品引入英國市場。我們將竭盡所能，希望儘快可以成功簽署若干銷售合同。至今系統及開發產品的貢獻維持穩定。

文化產品

於二零一七年十二月三十一日，計入本集團製成品為文化產品，包括5,098,000港元(於二零一七年六月三十日：1,638,975,000港元)的珍貴石頭及藝術品，於日常業務過程中持作買賣及轉售。

所有合共143件文化產品自二零一七年十二月初起存放於一間獨立知名保險庫公司的保險庫內。

由諮詢中心籌組及楊女士帶領的文物產品／玉石專家團隊獲委聘就由本集團擁有的全部143件文化產品進行鑑定，專家團隊於二零一八年一月中親臨香港進行鑑證工作，檢視全部143件文化產品並在完成其第一期工作的同時指示我們就有疑點的已選定具代表性的文化產品樣本加上其他抽取的樣本聯同北京大學寶石鑑定中心(「**鑑定中心**」)進行科學鑑證。根據現有專家之意見，與截至二零一七年六月三十日之文化產品比較，文化產品須作進一步品位下調及重新分類。諮詢中心安排之另一名估值師北京市國宏信價格評估有限公司就存貨於二零一七年十二月三十一日之現時市值按文化產品之品位及分類之結論重新評估。根據本公司刊發未經審核中期業績後取得之最終鑑定報告及評估報告結果，本公司判定，可變現淨值低於該等成本，差額將導致於截至二零一七年十二月三十一日止六個月期間作出經修訂減值虧損1,633,877,000港元。

董事認為，鑑於現有專家作出詳細鑑定，於經審核簡明綜合資產負債表反映於已確認減值賬面淨值為文化產品可收回金額之最佳估算。

有鑒於文化產品大幅減值，我們需要重新設計一個適合的計劃，以發展文化產品的業務，並訂定一個實際可行的方法以銷售手頭上的文化產品。

展望

本集團管理層致力改善本集團之業務經營及財務狀況，而本集團之業務策略一直為積極尋找潛在投資機會以增加股東價值。目前，除了取得鑑定中心最終鑑證報告及評估後對文化產品的業務策略規劃外，董事亦積極尋求可行解決方案，為位於英國之附屬公司之系統產品開拓中國市場。

文化藝術品投資 — 壽山石

在本集團庫存中擁有大批的藝術品及壽山石。壽山石 (Shoushan Stone) 是中國傳統「四大印章石」之一。分佈在福州市北郊晉安區與連江縣、羅源縣交界處的「金三角」地帶。若以礦脈走向，又可分為「高山、旗山、月洋」三系。因為壽山礦區開採得早，舊說的「田坑、水坑、山坑」，就是指在此礦區的田底、水澗、山洞開採的礦石。它「色彩斑斕、質地脂潤、晶瑩通透、溫潤如玉、柔而易攻，是天然的良好雕刻材料」。如今「壽山石雕」已經國務院批准列入第一批國家級「非物質文化遺產」名錄，從1999年到2002年，經過四屆國石評選，壽山石最終正式被中國寶玉石協會命名為「中國國石」。

壽山石經過長期的多次火山熱液蝕變作用形成，已證實含有多種對人體有益的宏量元素和微量元素，對人體能夠起到保健作用，故在食品、化妝品、醫藥等領域裏都得到了應用。將壽山石進行深加工後，會被用來製作飲用茶壺，作糖果粉料、化妝品填料、陶瓷器原料以及醫藥摻合劑等。

壽山石中含有豐富的微量元素，如鈣，鎂，鋅，硒，錳等對人體有益礦物質，把玩加熱後具有更多有益於人體的遠紅外線，吸收有益物質，排除雜質。

壽山石產生的遠紅外線的熱效應和使人體共振吸收後主要產生以下幾方面功能：

1. 激活了生物大分子的活性，因而提高身體的含氧量，細胞因而能恢復活力，精神更暢旺。
2. 使生物體的分子處於較高振動狀態，這樣便激活了核酸蛋白質等生物大小分子的活性，從而發揮了生物大分子調節機體代謝、免疫等活動的功能。

3. 所產生的遠紅外線能促進和改善血液循環，並且增強新陳代謝，有提高機體的巨噬細胞吞噬功能，增強人體的細胞免疫功能，有利於人體的健康。

壽山石亦被稱為中國歷史文化的最佳載體：它含蓄的外相美，以及博大精深的文化藝術內涵！是摯愛傳統文化人士的首選。它為歷朝皇帝所鍾愛，曾被清乾隆皇帝奉為祭天御用國石。幾千年來都是貴氣的化身，它代表着統治國家的權力象徵！

壽山石的價值，除了產地、歷史、石質與顏色，雕工也是重點之一。壽山石石雕，尤其是山坑種的旗降最常用「巧色雕刻法」，意指依照石頭的顏色創作，這種藝術品非常受收藏家喜愛。長期以來，國內壽山石雕市場的炒賣及收藏熱不斷升溫，雕工好的壽山石雕有以下特點。

一、造型飽滿；

二、刀法流暢；

三、磨光到位；

四、無電鑽洞；

五、比例勻稱；

六、形象傳神；

七、設計周全；

八、無缺少瑕；

九、取色巧妙；

十、珍稀度高。

經驗豐富的雕刻家在雕刻壽山石『薄意雕』作品時，會把心中繪畫的構圖一絲不苟地搬進壽山石裏，而創造了不朽的傑作。雕工優劣及石的大小亦決定了石雕的檔次及價值。

本集團的收藏品，不論雕工繁簡，都具有造型穩重、飽滿，及立體感強的特點。

拍賣行業投資計劃

拍賣古董行業方興未艾，得益於古董拍賣電視真人秀，掀起一片尋寶熱潮，喚醒了無數買家，紛紛投入拍賣市場中，去追尋自己的心頭至愛。

拍賣行業正在展開新一頁，由於有關拍賣商及古董收藏家之電視真人秀所掀起的熱潮。拍賣行業不但沒有從各項領域中消失，大量買家正熱衷於在拍賣場中競投二手商品。

有見及此，本集團已計劃招攬業內精英，及深諳拍賣技巧之專才去發展拍賣項目。此外，本集團將重點着眼於現場拍賣，將之做強做大，以提升在古董拍賣行業中的市場佔有率。

本集團已計劃招募精英及富有技巧之拍賣專才發展拍賣行項目。另考慮將轉以現場拍賣方式作為本集團提升項目本身市場佔有率的方式之一。

智慧城市 — *Multitone Electronics PLC* (「無敵通」)

智慧城市函括「智慧政務」、「創新創業服務系統」、「自然災害應急預警監測系統(城市運行及應急指揮中心)」、「智慧旅遊」、「智慧教育」、「城市大資料中心」及「智慧交通」等七大版塊。智慧城市的建成將更好地統籌協調城市人口、資源、生態環境和經濟發展等的關係，以物聯網、大資料、移動互聯網等先進資訊技術全面提升城市在統籌規劃、政務服務、城市管理、產業發展、惠民便民、應急指揮等方面的智慧化水準。

智慧城市為城市經濟轉型升級提供新動力，為城市管理服務提供新支撐，為民生改善、和諧社會建設注入新活力。

與無敵通攜手，本集團將會聚焦推廣並發展「自然災害應急預警監測系統(城市運行及應急指揮中心)」及「智慧教育」這兩方面的智慧城市市場。

保險庫及儲存庫

本集團有意通過涉足保險庫行業，以配合其於拍賣行之業務計劃，旨在設計及建造高安全度、預製組合及模組化之保險庫，以供出售及租賃之用。該等高質量及安全之結構可儲存各類貴重物品，使該等物品免受盜竊、侵襲或被脅持交出之風險。該等保安系統之主要特點為提供於拍賣前後之直接倉儲，保障客戶隱私、確保拍賣相關交易之成本減至最低，同時亦可從香港對大部份文物之免稅政策中獲益。

綜合以上文化藝術品投資、拍賣行業投資計劃及保險庫及儲存庫項目投資，本集團對將來是充滿信心的，因為該三項投資的成功，可使本集團往後可以以大宗交易模式進行貿易相關交易，同時也可以讓大眾有更好的渠道參與，為日後藝術品證券化鋪路。

通訊系統發展策略

無敵通公司享譽國際，旗下通訊產品質素極高，無論在科技大國德國境內，還是在傳統大國英國市場，都享有極高市場佔有率。無敵通已開始銳意拓展亞洲及東歐市場。本集團管理層將其產品引入中國市場。管理層認為，中國市場對高質素通訊產品需求甚殷，無敵通的產品應大有可為。另一方面，本集團管理層亦將發掘中國高端電子產品與無敵通密切合作，銷往歐洲。相信賃借無敵通現有的歐洲完善的分銷渠道，銷售前景十分可觀。

內部監控

由於可靠且具成本效益之內部監控系統乃成功營運、業務日常運作及達致其業務目標之根基，新管理層已委聘專業內部監控顧問持續審核及審查本集團整體營運(不包括無敵通在內)，基於新管理層本身之觀察及研究，目前營運乃可靠有效。董事會目前正在實行該顧問之建議，以改善本集團整體之內部監控，及防止以往不足之處之再次發生。

誠如二零一六／二零一七年年中期報告所示，本集團將尋求顧問意見，將更有效之內部監控納入策略、管治及管理過程，並落實執行內部監控，其中涵蓋本公司與財務操作及匯報直接相關之活動及業務經營所有範疇。我們的長遠目標旨在不僅涵蓋廣泛定義為業務合規事宜方面，並擴展至業務表現方面。

管理層明白到良好之內部監控須要顧及業務之具體性質及需求。因此，本集團將力求展現出良好之業務實踐，隨着時間之推移於不斷演變之商業環境中與時並進，並使本集團能夠響應業務與行業之具體需求。

最後，本集團管理層樂見增加業務機會及減少不必要事件造成之潛在損失。

股東及潛在投資者在買賣本公司證券時務須審慎行事。

承董事會命
看通集團有限公司
主席
黃敏

香港，二零一八年四月三十日

於本公佈日期，本公司之執行董事為黃敏女士及廖嘉濂先生；本公司之非執行董事為杜妍芳女士；及本公司之獨立非執行董事為梁文輝先生、鍾秀維女士及葉丞峰先生。

APPENDIX

附錄

看通集團有限公司 KANTONE HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS OF KANTONE HOLDINGS LIMITED (INCORPORATED IN THE CAYMAN ISLANDS WITH LIMITED LIABILITY)

致看通集團有限公司(於開曼群島註冊成立之有限公司)董事之獨立核數師報告

OPINION

We have audited the condensed consolidated statement of assets and liabilities of Kantone Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") as at 31 December 2017 set out on pages 6 to 14.

In our opinion, the accompanying condensed consolidated statement of assets and liabilities presents fairly, in all material respects, the financial position of assets and liabilities of the Group as at 31 December 2017 in accordance with the basis of preparation described in note 1 to the condensed consolidated statement of assets and liabilities. The condensed consolidated statement of assets and liabilities is solely prepared for the purpose described in note 1 to the condensed consolidated statement of assets and liabilities.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). Our responsibilities under those standards are further described in the AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONDENSED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

吾等已審核載於第6頁至第14頁看通集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)於二零一七年十二月三十一日之簡明綜合資產負債表。

就吾等之意見，隨附簡明綜合資產負債表按簡明綜合資產負債表附註1所述之編製基準於所有重大方面公允地呈列 貴集團於二零一七年十二月三十一日資產及負債之財務狀況。簡明綜合資產負債表僅按簡明綜合資產負債表附註1所述之用途編製。

意見之基準

吾等已根據香港會計師公會頒佈之香港審計準則《香港審計準則》進行審計。吾等在該等準則下承擔之責任已在本報告「核數師就審計簡明綜合資產負債表承擔之責任」部分中作進一步闡述。根據香港會計師公會頒佈之《專業會計師道德守則》(以下簡稱「守則」)，吾等獨立於 貴集團，並已履行守則中之其他專業道德責任。吾等相信，吾等所獲得之審計憑證能充足及適當地為吾等之審計意見提供基礎。

看通集團有限公司

KANTONE HOLDINGS LIMITED

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONDENSED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

Management is responsible for the preparation and fair presentation of the condensed consolidated statement of assets and liabilities in accordance with the basis of preparation described in note 1 to the condensed consolidated statement of assets and liabilities, and for such internal control as management determines is necessary to enable the preparation of the condensed consolidated statement of assets and liabilities that is free from material misstatement, whether due to fraud or error.

In preparing the condensed consolidated statement of assets and liabilities, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors of the Company either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

管理層和治理層對簡明綜合資產負債表之責任

管理層負責按照簡明綜合資產負債表附註1所述之編製基準編製簡明綜合資產負債表，並讓管理層釐定必要之內部控制，以使簡明綜合資產負債表之編製不存在由於舞弊或錯誤導致之重大錯報。

在編製簡明綜合資產負債表時，貴公司董事負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非貴公司董事有意將貴集團清盤或停止經營，或別無其他實際之代替方案。

治理層須負責監督貴集團之財務報告過程。

看通集團有限公司 KANTONE HOLDINGS LIMITED

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONDENSED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

Our objectives are to obtain reasonable assurance about whether the condensed consolidated statement of assets and liabilities as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility forwards or accept liability to any other person for the content 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 this condensed consolidated statement of assets and liabilities.

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 condensed consolidated statement of assets and liabilities, 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.

核數師就審計簡明綜合資產負債表承擔之責任

吾等之目標，是對簡明綜合資產負債表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並出具包括吾等按委聘條款協定之意見之核數師報告。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。合理保證是高水平之保證，但不能保證按照《香港審計準則》進行之審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響簡明綜合資產負債表使用者依賴簡明綜合資產負債表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

在根據香港審計準則進行審計之過程中，吾等運用了專業判斷，保持了專業懷疑態度。吾等亦：

- 識別和評估由於欺詐或錯誤而導致簡明綜合資產負債表存在重大錯誤陳述之風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當之審計憑證，作為吾等意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審計相關之內部控制，以設計適當之審計程序，但目的並非對貴集團內部控制之有效性發表意見。

看通集團有限公司 KANTONE HOLDINGS LIMITED

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the condensed consolidated statement of assets and liabilities 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 condensed consolidated statement of assets and liabilities, including the disclosures, and whether the condensed consolidated statement of assets and liabilities represent the underlying transactions and events in a manner that achieves fair presentation.
- 評價董事所採用會計政策之恰當性及作出會計估計和相關披露之合理性。
- 對董事採用持續經營會計基礎之恰當性作出結論。根據所獲取之審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之持續經營能力產生重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意簡明綜合資產負債表中之相關披露。假若有關之披露不足，則吾等應當發表非無保留意見。吾等之結論是基於核數師報告日止所取得之審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價簡明綜合資產負債表之整體列報方式、結構和內容，包括披露，以及簡明綜合資產負債表是否中肯反映交易和事項。

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.

除其他事項外，吾等與治理層溝通了計劃之審計範圍、時間安排、重大審計發現等，包括吾等在審計中識別出內部控制之任何重大缺陷。

看通集團有限公司
KANTONE HOLDINGS LIMITED

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 many reasonably be thought to bear on our independence, and where applicable, related safeguards.

Moore Stephens CPA Limited

Certified Public Accountants

Cheung Sai Kit

Practising Certificate Number: P05544

Hong Kong, 30 April 2018

吾等還向治理層提交聲明，說明吾等已符合有關獨立性之相關專業道德要求，並與彼等溝通有可能合理地被認為會影響吾等獨立性之所有關係和其他事項，以及在適用的情況下，相關的防範措施。

大華馬施雲會計師事務所有限公司

執業會計師

張世杰

執業證書號碼：P05544

香港，二零一八年四月三十日

看通集團有限公司
KANTONE HOLDINGS LIMITED

CONDENSED CONSOLIDATED STATEMENT
OF ASSETS AND LIABILITIES

As at 31 December 2017

簡明綜合資產負債表

於二零一七年十二月三十一日

		Notes 附註	As at 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets			
	非流動資產		
Property, plant and equipment	物業、廠房及設備	2	32,245
Development costs for systems and networks	系統及網絡開發成本		—
			32,245
Current assets			
	流動資產		
Inventories	存貨	3	26,220
Trade and other receivables	應收貿易及其他賬款	4	31,368
Cash and cash equivalents	現金及現金等額		73,380
			130,968
Current liabilities			
	流動負債		
Trade and other payables	應付貿易及其他賬款	5	51,105
Warranty provision	保養撥備		1,178
Amounts due to directors	應付董事款項	6	3,680
Bank borrowing — amount due within one year	銀行借貸 — 一年內到期		1,907
			57,870
Net current assets			73,098
流動資產淨值			73,098

看通集團有限公司
KANTONE HOLDINGS LIMITED

**CONDENSED CONSOLIDATED STATEMENT
OF ASSETS AND LIABILITIES** *(continued)*

As at 31 December 2017

簡明綜合資產負債表(續)

於二零一七年十二月三十一日

		As at 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Total assets less current liabilities	資產總值減流動負債	105,343
Non-current liabilities	非流動負債	
Retirement benefit obligations	退休福利承擔	59,831
		59,831
Net assets	資產淨值	45,512

The condensed consolidated statement of assets and liabilities on pages 6 to 14 was approved and authorised for issue by the board of directors on 30 April 2018 and signed on its behalf by:

WONG MAN WINNY

黃敏
Chairman
主席

LIU KA LIM

廖嘉濂
Director
董事

第6頁至第14頁之簡明綜合資產負債表已於二零一八年四月三十日獲董事會批准及授權刊發，並由下列董事代表簽署：

The notes on pages 8 to 14 form part of the condensed consolidated statement of assets and liabilities.

第8至14頁之附註構成簡明綜合資產負債表之一部份。

看通集團有限公司

KANTONE HOLDINGS LIMITED

NOTES TO THE CONDENSED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

As at 31 December 2017

1. BASIS OF PREPARATION

The condensed consolidated statement of assets and liabilities of the Group, being Kantone Holdings Limited (the "Company") and its subsidiaries, as of 31 December 2017 has been prepared by management of the Group solely for the purpose of assisting the Board of Directors in reviewing and analysing the financial position of the Group as of 31 December 2017.

The Group's condensed consolidated statement of assets and liabilities as of 31 December 2017 is a single statement which comprises a condensed consolidated statement of assets and liabilities of the Group as at 31 December 2017 only.

The condensed consolidated statement of assets and liabilities of the Group as of 31 December 2017 has been prepared using the same accounting policies in respect of classification and measurement of assets and liabilities adopted by the Group when it prepared its annual financial statements for the year ended 30 June 2017.

The condensed consolidated statement of assets and liabilities has been prepared on the historical cost basis. This condensed consolidated statement of assets and liabilities is presented in Hong Kong dollar ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

The following amendments to the Hong Kong Financial Reporting Standards (the "Amendments") are effective for annual periods beginning on or after 1 January 2017:

簡明綜合資產負債表附註

於二零一七年十二月三十一日

1. 編製基準

本集團(即看通集團有限公司(「本公司」)及其附屬公司)截至二零一七年十二月三十一日之簡明綜合資產負債表乃由本集團管理層僅就協助董事會審閱及分析本集團截至二零一七年十二月三十一日之財務狀況而編製。

本集團截至二零一七年十二月三十一日之簡明綜合資產負債表僅為包括本集團於二零一七年十二月三十一日簡明綜合資產負債表之單獨報表。

本集團截至二零一七年十二月三十一日之簡明綜合資產負債表乃使用本集團編製其截至二零一七年六月三十日止年度之年度財務報表所採用有關資產及負債分類及計量之相同會計政策而編製。

簡明綜合資產負債表乃按歷史成本編製。簡明綜合資產負債表以港元(「港元」)列示，而所有金額均四捨五入至最接近千位。

香港財務報告準則之下列修訂本(「該等修訂本」)於二零一七年一月一日或之後開始之年度期間生效：

看通集團有限公司
KANTONE HOLDINGS LIMITED

**NOTES TO THE CONDENSED
CONSOLIDATED STATEMENT OF ASSETS
AND LIABILITIES** *(continued)*

As at 31 December 2017

1. BASIS OF PREPARATION *(continued)*

- HKAS 7 Amendments Disclosure Initiative
- HKAS 12 Amendments Recognition of Deferred Tax Assets for Unrealised Losses
- HKFRSs Amendments Annual Improvements to HKFRSs 2014 – 2016 Cycle

For the purposes of the preparation of the condensed consolidated statement of assets and liabilities, none of the Amendments have had a material effect on how the Group's financial position as at 31 December 2017. The Group has not applied any new standard or interpretation that is not yet effective for the purpose of this condensed consolidated statement of assets and liabilities.

2. PROPERTY, PLANT AND EQUIPMENT

簡明綜合資產負債表附註(續)

於二零一七年十二月三十一日

1. 編製基準(續)

- 香港會計準則 披露計劃
第7號修訂本
- 香港會計準則 就未變現虧損確認遞延
第12號修訂 稅項資產
本
- 香港財務報告 二零一四年至二零一
準則修訂本 六年週期之香港財務
報告準則年度改進

就簡明綜合資產負債表而言，概無該等修訂本對本集團於二零一七年十二月三十一日之財務狀況有重大影響。本集團並無於簡明綜合資產負債表應用任何尚未生效之任何新訂準則或詮釋。

2. 物業、廠房及設備

		Amount 金額 HK\$'000 千港元
Carrying value at 1 July 2017 (Audited)	於二零一七年七月一日之賬面值 (經審核)	31,366
Currency realignment	匯兌調整	1,575
Additions	添置	3,510
Depreciation	折舊	(4,195)
Disposals	出售	(11)
Carrying value at 31 December 2017 (Audited)	於二零一七年十二月三十一日之 賬面值(經審核)	32,245

As at 31 December 2017, property, plant and equipment of the Group with the aggregate carrying amounts of HK\$11,716,000 have been pledged as securities for the defined benefit retirement scheme of certain subsidiaries operated in UK.

於二零一七年十二月三十一日，本集團之總賬面值為11,716,000港元之物業、廠房及設備已質押，作為若干於英國營運之附屬公司之定額福利退休計劃之抵押品。

看通集團有限公司
KANTONE HOLDINGS LIMITED

NOTES TO THE CONDENSED
CONSOLIDATED STATEMENT OF ASSETS
AND LIABILITIES *(continued)*

As at 31 December 2017

3. INVENTORIES

簡明綜合資產負債表附註(續)

於二零一七年十二月三十一日

3. 存貨

		As at 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Raw materials	原料	8,150
Work in progress	在製品	5,001
Finished goods <i>(note (i) and (ii))</i>	製成品(附註(i)及(ii))	13,069
		26,220

Notes:

- (i) Included in finished goods are cultural products, including precious stones and artifacts, of HK\$5,098,000 which are held for trading and resale in the ordinary course of business.
- (ii) As at 31 December 2017, all cultural products of the Group were stored in a warehouse run by a worldwide security solution company, which is an independent third party to the Group.

附註：

- (i) 製成品包括於日常業務過程中持作買賣及轉售之文化產品(包括寶石及藝術品)價值為5,098,000港元。
- (ii) 於二零一七年十二月三十一日，本集團之所有文化產品存放於一間全球安全解決方案公司之倉庫，其為本集團獨立第三方。

NOTES TO THE CONDENSED
CONSOLIDATED STATEMENT OF ASSETS
AND LIABILITIES (continued)

As at 31 December 2017

3. INVENTORIES (continued)

For the purpose of preparing the consolidated financial statements for the year ended 30 June 2017, the Group had engaged cultural product/jewellery experts to perform an inspection on the inventories of cultural products. According to these experts, downgradings and reclassifications were required to be made on a number of inventory items of cultural products. The Group therefore engaged an independent valuer, Hilco Global Greater China Limited, to reassess the current market values of the inventories as at 30 June 2017 based on the findings of the cultural product/jewellery experts concerning the grading and classification of the cultural products. As a result of the assessment, the management of the Group had determined that the net realisable values of a number of the inventory items of cultural products were lower than their costs and that the shortfalls amounted to an aggregate amount of HK\$1,740,108,000. Accordingly, the Group recognised an impairment loss of HK\$1,740,108,000 for the year ended 30 June 2017.

For the purpose of preparing the condensed consolidated statement of assets and liabilities as at 31 December 2017, the Group had arranged another team of cultural product and jewellery experts (the "Current Experts") from "China Cultural Heritage Information and Consulting Center" (the "Consulting Center") being led by Ms. YANG Zhen Hua (楊震華), to perform a more detailed authentication on all of the cultural products regarding their grading and classification. According to the Current Experts, further downgradings and reclassifications were required to be made on the cultural products as compared to those as of 30 June 2017. The Consulting Center has arranged another valuer, 北京市國宏信價格評估有限公司, to reassess the current market values of the inventories as at 31 December 2017 based on their findings concerning the grading and classification of the cultural products. As a result of the final authentication report and evaluation report, the management of the Group had determined that their net realisable values were below their costs and the shortfalls resulted in further impairment loss of HK\$1,633,877,000 being made for the six months ended 31 December 2017.

The directors of the Company were of the view that, with the detailed exercise performed by the Current Experts, the carrying amount net of impairment recognised so far, reflected in the condensed consolidated statement of assets and liabilities, was the best estimate of the recoverable amount of the cultural products.

簡明綜合資產負債表附註(續)

於二零一七年十二月三十一日

3. 存貨(續)

就編製截至二零一七年六月三十日止年度之綜合財務報表而言，本集團已聘請文物產品／玉石專家就文化產品存貨進行鑑證。根據該等專家之意見，需要對部份文化產品存貨項目進行品位下調及重新分類。因此，本集團已聘請獨立估值師 Hilco Global Greater China Limited 按照文物產品／玉石專家就該等文化產品之品位及分類之結論，重估存貨於二零一七年六月三十日之現時市場價值。因上述評估關係，本集團管理層判定部份文化產品存貨項目之可變現淨值低於其成本，差額合共達 1,740,108,000 港元。故此，本集團於截至二零一七年六月三十日止年度確認減值虧損 1,740,108,000 港元。

就編製於二零一七年十二月三十一日之簡明綜合資產負債表而言，本集團已安排由楊震華女士率領來自「中國文物信息諮詢中心」(「諮詢中心」)之另一隊文物產品／玉石專家團隊(「現有專家」)對所有文化產品的評級及分類進行更詳細鑑證。根據現有專家之意見，相比截至二零一七年六月三十日之結果，需要對文化產品作出進一步品位下調及重新分類。諮詢中心已安排另一名估值師北京市國宏信價格評估有限公司按照該等文化產品之品位及分類之結論，重估存貨於二零一七年十二月三十一日之現時市場價值。根據最終鑑證報告及評估報告，本集團管理層判定其可變現淨值低於該等成本，該等差額導致須於截至二零一七年十二月三十一日止六個月作出進一步減值虧損 1,633,877,000 港元。

本公司董事認為，經現有專家進行詳細測試後，於簡明綜合資產負債表反映之現時扣除已確認減值之賬面值為文化產品可收回金額之最佳估算。

看通集團有限公司
KANTONE HOLDINGS LIMITED

NOTES TO THE CONDENSED
CONSOLIDATED STATEMENT OF ASSETS
AND LIABILITIES (continued)

As at 31 December 2017

4. TRADE AND OTHER RECEIVABLES

簡明綜合資產負債表附註(續)

於二零一七年十二月三十一日

4. 應收貿易及其他賬款

		As at 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	應收貿易賬款	19,911
Other receivables	應收其他賬款	11,457
		31,368

The Group has credit policy regarding its trade customers depending on their credit worthiness, nature of services and products, industry practice and condition of the market with credit period ranging from 30 days to 180 days.

The aged analysis of trade receivables presented based on the invoice date at the end of the reporting period is as follows:

本集團就其貿易客戶實行信貸政策。根據彼等之信用、服務及貨品之性質、行內規範及市場情況而給予客戶介乎30日至180日之信貸期。

應收貿易賬款於報告期末時根據發票日期之賬齡分析呈列如下：

		As at 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
0 — 60 days	0 — 60日	15,998
61 — 90 days	61 — 90日	2,625
91 — 180 days	91 — 180日	1,288
		19,911

看通集團有限公司
KANTONE HOLDINGS LIMITED

**NOTES TO THE CONDENSED
CONSOLIDATED STATEMENT OF ASSETS
AND LIABILITIES** *(continued)*

As at 31 December 2017

4. TRADE AND OTHER RECEIVABLES *(continued)*

Note: Other receivables mainly represented a loan to third party of HK\$6,031,500, rental deposits and sundry deposits. The loan to third party was a one-year short-term loan advancing on 16 January 2017. The loan is unsecured and interest bearing at 10% per annum. In the opinion of the directors of the Company, appropriate action was taken by the management and the loan will be settled within 12 months from the end of the reporting period.

5. TRADE AND OTHER PAYABLES

Trade payables
Other payables *(note (i))*
Amount due to a fellow subsidiary
(note (iii))
Amount due to holding company
(note (ii))

簡明綜合資產負債表附註(續)

於二零一七年十二月三十一日

4. 應收貿易及其他賬款(續)

附註： 其他應收賬款主要指向第三方提供6,031,500港元貸款、租金按金及雜項按金。向第三方提供之貸款為於二零一七年一月十六日借出之一年期短期貸款。該貸款為無抵押，年利息10%計息。本公司董事認為，管理層已作出適當行動，而該貸款將於報告期末12個月內結付。

5. 應付貿易及其他賬款

**As at
31 December
2017**
於二零一七年
十二月三十一日
HK\$'000
千港元
(Audited)
(經審核)

		2,266
	應付貿易賬款	
	應付其他賬款(附註(i))	45,322
	應付一間同系附屬公司款項	
	(附註(ii))	2,900
	應付控股公司款項	
	(附註(ii))	617
		51,105

The credit period for purchases of goods ranged from 30 days to 60 days.

購買貨品之信貸期介乎30日至60日。

看通集團有限公司
KANTONE HOLDINGS LIMITED

NOTES TO THE CONDENSED
CONSOLIDATED STATEMENT OF ASSETS
AND LIABILITIES (continued)

As at 31 December 2017

5. TRADE AND OTHER PAYABLES (continued)

The aged analysis of trade payables presented based on the invoice date at the end of reporting period is as follows:

		As at 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
0 — 60 days	0 — 60 日	1,990
91 — 180 days	91 — 180 日	276
		2,266

Notes: (i) Other payables mainly represented receipts in advance from customers of HK\$14,628,000 and other accrued expenses.

(ii) These amounts are unsecured, non-interest bearing and repayable on demand.

6. AMOUNTS DUE TO DIRECTORS

The amounts due to directors of the Company are unsecured, non-interest bearing and repayable on demand.

As at 31 December 2017, one of the directors of the Company owned 7.14% indirect beneficiary interest in the Company.

簡明綜合資產負債表附註(續)

於二零一七年十二月三十一日

5. 應付貿易及其他賬款(續)

應付貿易賬款於報告期末時根據發票日期之賬齡分析呈列如下：

		As at 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
0 — 60 days	0 — 60 日	1,990
91 — 180 days	91 — 180 日	276
		2,266

附註：(i) 應付其他賬款主要為預收客戶款項14,628,000港元及其他預提費用。

(ii) 該等款項為無抵押、不計息及須按要求償還。

6. 應付董事款項

應付本公司董事款項乃無抵押、不計息及須按要求償還。

於二零一七年十二月三十一日，本公司其中一名董事擁有本公司7.14%之間接受益人權益。