CHINA AGROTECH HOLDINGS LIMITED

(In Liquidation)

浩倫農業科技集團有限公司*

（清盤中）

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1073)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 30 JUNE 2014

The joint and several liquidators (the "**Liquidators**") of China Agrotech Holdings Limited (In Liquidation) (the "**Company**") announces the audited consolidated results of the Company and its subsidiary (the "**Group**") for the year ended 30 June 2014, which have been agreed by the auditor of the Company, together with the comparative figures for the corresponding year ended 30 June 2013 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2014

	Notes	2014 HK$'000	2013 HK$'000
Turnover	7	**2,617,019**	4,811,020
Cost of sales		**(2,490,950)**	(4,533,809)
Gross profit		**126,069**	277,211
Other revenue and other net income	8	**29,157**	69,529
Gain/(loss) arising from change in fair value less costs to sell of biological assets	18	**1,294**	(13,633)
Gain on compensation of shortfall of guaranteed profit arising from an acquisition		**–**	150,000
Gain on change in fair value of derivative financial liabilities	29	**5,014**	6,091
Gain on disposal of subsidiaries		**16,973**	–
Selling and distribution expenses		**(30,159)**	(54,852)
General and administrative expenses		**(143,480)**	(125,271)
Impairment loss on trade receivables	23	**–**	(33,057)
Loss on deconsolidation of subsidiaries	10	**(2,037,569)**	–
Impairment on other receivables		**(202,000)**	–
Impairment on amounts due from deconsolidated subsidiaries		**(105,321)**	–
(Loss)/profit from operations		**(2,340,022)**	276,018
Finance costs	11	**(124,724)**	(130,997)
(Loss)/profit before tax		**(2,464,746)**	145,021
Income tax	12	**941**	10,313
(Loss)/profit for the year	13	**(2,463,805)**	155,334
Other comprehensive (expenses)/income after tax:			
Items that may be reclassified to profit or loss:			
Exchange differences on translation of financial statements of subsidiaries in the PRC		**62,157**	80,799
Exchange reserve reclassified to profit or loss upon deconsolidation of subsidiaries		**(338,525)**	–

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2014

	Note	2014 HK$'000	2013 HK$'000
Other comprehensive (expenses)/income for the year, net of tax		**(276,368)**	80,799
Total comprehensive (loss)/profit for the year		**(2,740,173)**	236,133
(Loss)/profit for the year attributable to:			
Owners of the Company		**(2,464,177)**	154,347
Non-controlling interests		**372**	987
		(2,463,805)	155,334
Total comprehensive (loss)/profit for the year attributable to:			
Owners of the Company		**(2,740,244)**	234,580
Non-controlling interests		**71**	1,553
		(2,740,173)	236,133
(Loss)/earnings per share	*15*		
– Basic (HK$ cents per share)		**(246.90)**	15.76
– Diluted (HK$ cents per share)		**(246.90)**	15.76

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2014

	Notes	2014 HK$'000	2013 HK$'000
ASSETS			
Non-current assets			
Property, plant and equipment	*16*	–	127,506
Lease premiums for land	*17*	–	11,190
Biological assets	*18*	–	1,043,773
Intangible assets	*19*	–	52,606
Goodwill	*20*	–	86,837
Available-for-sale financial assets	*21*	–	39,207
		–	1,361,119
Current assets			
Lease premiums for land	*17*	–	286
Inventories	*22*	–	87,210
Trade and other receivables	*23*	**1,248**	3,298,159
Financial assets at fair value through profit or loss	*24*	–	3,677
Restricted bank deposits	*25*	–	828,038
Cash and cash equivalents	*26*	**3,636**	98,037
		4,884	4,315,407
Total assets		**4,884**	5,676,526

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 30 June 2014

	Notes	2014 HK$'000	2013 HK$'000
LIABILITIES			
Current liabilities			
Trade and other payables	27	**24,323**	2,125,790
Bank borrowings	28	**13,309**	1,007,524
Corporate bonds	28	**35,000**	–
Tax payable		**6,678**	32,491
Derivative financial liabilities	29	**–**	5,014
Amounts due to deconsolidated subsidiaries	30	**136,097**	–
Convertible bonds	31	**656,946**	–
		872,353	3,170,819
Net current (liabilities)/assets		**(867,469)**	1,144,588
Total assets less current liabilities		**(867,469)**	2,505,707
Non-current liabilities			
Bank borrowings	28	**–**	1,033
Convertible bonds	31	**–**	585,811
Deferred tax liabilities	32	**–**	11,466
		–	598,310
Net (liabilities)/assets		**(867,469)**	1,907,397
Capital and reserves			
Share capital	33	**100,177**	99,377
Share premium and reserves	34	**(967,646)**	1,785,913
Total (deficit)/equity attributable to owners of the Company		**(867,469)**	1,885,290
Non-controlling interest		**–**	22,107
Total (DEFICIT)/EQUITY		**(867,469)**	1,907,397

1. GENERAL INFORMATION

China Agrotech Holdings Limited (In Liquidation) (the "Company") was incorporated in the Cayman Islands with limited liability on 9 September 1999. The address of the registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of principal place of business of the Company is Room 2706, 27/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong during the period from 1 July 2015 to 16 August 2015 and has been changed to 62/F, One Island East, 18 Westlands Road, Island East, Hong Kong. With effect from 25 February 2019, the address of principal place of business of the Company is 22/F, CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong. The Company's shares (the "Shares") are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the trading in shares of the Company has been suspended since 18 September 2014.

The Company is an investment holding company and the principal activities of the Company's subsidiary is investment holding and general trading and export.

2. BASIS OF PREPARATION

Suspension of trading in shares of the Company

References are made to the Company's announcements dated 2 September 2014 and 18 September 2014 respectively in relation to, among other things, clarification of the press release and delay in publication of the audited consolidated financial statements of the Company and its subsidiaries (collectively "the Group") for the year ended 30 June 2014. At the request of the Company, trading in shares of the Company has been suspended since 18 September 2014.

Appointment of the joint and several liquidators (the "Liquidators")

On 8 July 2014, the Company announced that certain of the Group's bank indebtedness in the PRC had been continually due, part of which was not yet renewed and a profit warning was issued.

The Shares were suspended from trading on the Stock Exchange with effect from 1:00p.m. on 18 September 2014 pending release of inside information in relation to the proposed issue of convertible bonds and proposed set off of existing convertible bonds.

On 19 September 2014, at the Company's extraordinary general meeting, resolutions regarding the proposed issue of new convertible bonds and the proposed set off with certain existing convertible bonds (the "Existing Bonds") were not passed, such matter immediately raised great concerns of certain creditors and guarantors of the Group's indebtedness in the PRC regarding the solvency of the Company.

On 13 October 2014, the Company announced that it received a statutory demand dated 8 October 2014 issued by the legal representative of Concept Capital Management Limited ("CCM"), the sole registered holder of the Existing Bonds, claiming for settlement of the indebtedness under the Existing Bonds which was already due but yet to be settled by the Company after the resolutions for the proposed set off of the Existing Bonds were voted down on 19 September 2014.

On 22 October 2014, the Company received notice from the Hong Kong service agent of the Company's registered office in Cayman Islands that two demand letters from Standard Chartered Bank (China) Limited were addressed to the Company and Mr. Wu Shaoning ("Mr. Wu"), the executive director of the Company, among which claimed for the immediate repayment by the Company of an aggregate outstanding principal and interest of approximately RMB63,729,000, as borrowed by three PRC subsidiaries of the Company and guaranteed by the Company.

On 28 October 2014, the Company received a demand letter dated 27 October 2014 from the legal representative of Mr. Kwok Ho ("Mr. Kwok") and Fujian Chaoda Group Co., Ltd. ("Chaoda Group"), a private company owned by Mr. Kwok, addressed to the Company and Mr. Wu which demanded the Company to repay and indemnify Mr. Kwok and Chaoda Group pursuant to counter-guarantee agreements for their fulfilment of obligations as guarantor in respect of loan agreements entered into by three PRC subsidiaries of the Company with banks in the PRC, with an outstanding aggregate amount of guarantee of approximately RMB955 million. In addition, the demand letter demanded the Company to repay Mr. Kwok for another loan of RMB96 million obtained by a PRC subsidiary of the Company from Mr. Kwok pursuant to a loan agreement, under which the Company is a guarantor.

On 12 November 2014, the Company received a winding up petition dated 11 November 2014 filed by CCM to the High Court of Hong Kong against the Company in respect of a claim of approximately RMB82,670,000.

On 21 November 2014, the Company received two litigations from The Intermediate People's Court of Changsha City of Hunan Province addressed to Mr. Wu (in his capacity as the legal representative as PRC subsidiaries of the Company) in respect of trade finance indebtedness owed to two banks in the PRC by a PRC subsidiary of the Company for an aggregate amount of approximately RMB 60,000,000.

On 8 December 2014, the Company received a decision letter dated 5 December 2014 issued by Shenzhen Arbitration Commission to Mr. Wu (in his capacity as guarantor) in respect of an arbitration application regarding a trade finance indebtedness lodged by ZTE Supply Chain Co., Ltd. involving certain PRC subsidiaries of the Company. The trade finance indebtedness amounted to approximately RMB50,768,000.

On 15 December 2014, the Company received a report of findings from a legal firm of Shanxi Province which confirmed that a PRC subsidiary of the Company was involved in a litigation in respect of its bank indebtedness which amounted to approximately RMB20,000,000.

On 19 December 2014, a legal firm of Fujian Province issued a report of findings and confirmed that a PRC subsidiary of the Company was involved in three litigations in respect of aggregate indebtedness of approximately RMB44,100,000.

On 9 February 2015, the Company was ordered to be wound up and Alan Feng (the "Official Receiver"), was appointed as the provisional liquidator of the Company.

On 17 August 2015, Mr. Stephen Liu Yiu Keung and Mr. David Yen Ching Wai of Ernst and Young Transactions Limited were appointed as Liquidators of the Company.

Since their appointment, the Liquidators have controlled the affairs of the Company.

Listing status of the Company

On 17 February 2015, the Stock Exchange placed the Company in the first delisting stage under Practice Note 17 of the rules governing the listing of securities on the Stock Exchange (the "Listing Rules") as the Stock Exchange which considered the Company unable to maintain a sufficient level of operations or assets required under Rule 13.24 to support a continued listing.

On 19 August 2015, the Company was placed in the second delisting stage by the Stock Exchange. As no resumption proposal was submitted before the expiry date of the first and second delisting stage, the Stock Exchange placed the Company into the third delisting stage commencing on 9 March 2016 and expiring on 8 September 2016.

The Company is required to submit a viable resumption proposal to the Stock Exchange to address the following issues (the "Outstanding Issues"):

i. demonstrate that the Company has sufficient operations or value of assets under Rule 13.24 of the Listing Rules;

ii. publish all outstanding financial results and address any audit qualifications; and

iii. withdraw or dismiss the winding up petition and discharge of the provisional liquidators.

Reference is made to the Company's announcement dated 30 December 2014, certain Company's subsidiaries in the People's Republic of China (the "PRC") have financial difficulties and in urging the repayment of amounts due from a considerable number of debtors (the "Debt Event"). Many PRC lawsuits were scheduled to be put on trial by the relevant courts and the Company was currently subject to a winding up petition which is scheduled to be heard before The High Court of Hong Kong on 14 January 2015, the consequence of which is critical as to whether the Company is able to continue as a going concern (the "Litigation Event").

Proposed restructuring of the Group

On 24 August 2016, Fine Era Limited (the "Vendor"), the Company and the Liquidators entered into the sale and purchase agreement dated 24 August 2016 as supplemented by the supplemental agreements dated 7 February 2017 (the "Sale and Purchase Agreement") in relation to resumption of the trading in shares of the Company. The details of the conditions precedent and the updates on the proposed restructuring are described in the announcements dated 17 May 2017 and 28 December 2018. The restructuring of the Group consists of:

i. Acquisition

ii. Capital reorganisation

iii. Subscription

iv. Public offer

v. Creditors Scheme

(i) Acquisition

Pursuant to the Acquisition Agreement, the Company will acquire the entire issued share capital of Yu Ming Investment Management Limited ("Yu Ming") (the "Acquisition") free from encumbrances, at the total consideration of HK$400.0 million (the "Acquisition Consideration") payable by the Company to the Vendor pursuant to the Acquisition Agreement.

Yu Ming is a company incorporated in Hong Kong with limited liability on 4 July 1996 and a licensed corporation under the SFO authorised to carry out Type 1 (dealing in securities), Type 4 (advising in securities), Type 6 (advising in corporate finance) and Type 9 (asset management) regulated activities Upon completion, Yu Ming will become a wholly-owned subsidiary of the Company.

(ii) Capital reorganisation

As at the date hereof, the authorised share capital of the Company is HK$300,000,000 divided into 3,000,000,000 Shares of HK$0.10 each, and the issued share capital of the Company is HK$100,176,521.60 divided into 1,001,765,216 Shares of HK$0.10 each. In order to facilitate the issue of Subscription and the Public Offer, the Company proposes to undergo the capital reorganisation.

The capital reorganisation (the "Capital Reorganisation") comprises the followings:–

a. Capital Reduction

The nominal value of each Share in issue will be reduced from HK$0.10 to HK$0.01 by cancelling HK$0.09 from the paid-up capital of each issued Share (the "Capital Reduction"). The total credit of HK$90,158,869.44 arising from the Capital Reduction will be applied to eliminate an equivalent amount of the accumulated losses of the Company in a manner consistent with the Companies Law.

b. Share Consolidation

Immediately upon the Capital Reduction becoming effective, every 10 issued Shares of HK$0.01 each will be consolidated into one new share. As a result, 1,001,765,216 shares of HK$0.01 each will be consolidated into 100,176,521 new shares (the "New Shares") of HK$0.10 each ("Share Consolidation").

c. Increase in Authorised Capital

Immediately upon the Share Consolidation becoming effective, the Company's authorised ordinary share capital will be increased from HK$300,000,000 divided into 3,000,000,000 Shares of HK$0.10 each to HK$1,000,000,000 divided into 10,000,000,000 new shares of HK$0.10 each.

(iii) Subscription

On 28 December 2018, the Company entered into a subscription agreement with Ms. Chong ("Ms. Chong's Subscription Agreement"), pursuant to which the Company has conditionally agreed to allot and issue, and Ms. Chong, has conditionally agreed to subscribe for, 512,698,586 New Shares at the HK$0.52 per New Share pursuant to the Ms. Chong's Subscription Agreement.

The Company also entered into a subscription agreement with Mr. Warren Lee and the employees of Yu Ming ("Yu Ming Team") on 28 December 2018 ("YM Subscription Agreement") pursuant to which the Company has conditionally agreed to allot and issue, and Mr. Warren Lee and the Yu Ming Team have conditionally agreed to subscribe for, 227,250,000 New Shares and 57,500,000 New Shares respectively at HK$0.52 per New Share pursuant to the YM Subscription Agreement.

As fall back for the lapse of Ms. Chong's Subscription Agreement, the Company entered into a conditional placing agreement on 28 December 2018 ("New Placing Agreement ") with Sun Hung Kai Investment Services Limited for the placing of the 512,698,586 New Shares ("New Placing") not subscribed by Ms. Chong to not less than ten Independent Placees (which may include Ms. Chong) at the price of HK$0.52 per New Share on a best efforts basis where none of the Independent placees will become a substantial shareholder of the Company following completion of the YM Subscription, the Public Offer and the New Placing.

The Company will receive net proceeds of approximately HK$414.7 million from the Subscriptions. It is expected that the net proceeds will be utilised as to (i) approximately HK$334.7 million for the partial settlement of the Acquisition Consideration; and (ii) HK$80.0 million for the settlement to be made to the creditors of the Company ("the Creditors") who have a claim against the Company under the scheme of arrangement to be entered into between the Company and the Creditors, (which subject to the approval by the Grand Court and the High Court).

(iv) Public Offer and preferential offering

The Company proposes to raise in aggregate net proceeds of approximately HK$123,173,000 (gross proceeds of HK$125,687,000 deducted from 2% commission of approximately HK$2,514,000 paid to underwriting agent) by way of the public offer of 241,705,083 offer shares, out of which 91,440,303 offer shares are offered to the public and 150,264,780 offer shares are offered as reserved shares to the qualifying shareholders under the preferential offering, representing approximately 37.8% and 62.2% of the total number of offer shares under the public offer respectively, at the offer price of HK$0.52 per offer share, being the same unit price of the subscription share.

(v) Creditors' Scheme

It is proposed that the creditors scheme will be implemented as follows:

i. a cash payment of HK$80.0 million, being partial proceeds from the Subscriptions (or in case of the lapse of the Ms. Chong's Subscription, the YM Subscription and the New Placing), will be transferred to the scheme of arrangement to be entered into between the Company and the creditors (subject to the approval by the Grand Court and the High Court, which will be implemented in the Cayman Islands and Hong Kong) ("Creditors' Scheme") and held by a new company to be incorporated in Hong Kong with limited liability, being a special purpose vehicle held or nominated by the Scheme Administrators, for distribution to the Creditors subject to adjudication; and

ii. the Company will transfer its claims, rights to claim, rights to any assets and the entire equity interests of all the existing subsidiaries held by the Company as at a specify last practicable date (the "Excluded Companies") to a new company to be incorporated in Hong Kong with limited liability, being a special purpose vehicle held or nominated by the Scheme Administrators, at a cash consideration of HK$1. After such transfer, dividend distributed by the Excluded Companies or recovery from the Excluded Companies, if any, will be distributed to the Creditors subject to adjudication.

The cash proceeds of HK$80.0 million from the Subscriptions (or in case of the lapse of the Ms. Chong's Subscription, the YM Subscription and the New Placing) as well as any value realised from the Excluded Companies will be applied as full and final settlement of the creditors. In addition to the cash proceeds, all costs, charges, expenses and disbursement to be properly incurred after the effective date of the Creditors' Scheme in connection with the administration and implementation of the Creditors' Scheme (including the fees and remuneration of the Scheme Administrators) will also be settled from the assets of the Creditors' Scheme, in priority to the payment of dividends to the creditors.

Deconsolidation of subsidiaries

The consolidated financial statements have been prepared based on the books and records maintained by the Group. However, as a result of the resignation of an experienced finance manager and other accounting personnel and no accounting documents preserved by the Group, the Liquidators considered that the control over the following subsidiaries had been lost since 1 January 2014. The results, assets, liabilities and cash flows of these subsidiaries were deconsolidated from the consolidated financial statements of the Group since 1 January 2014.

(1) 福建浩倫農業科技集團有限公司 Fujian Agrotech Holdings Co., Ltd*

(2) 福州浩倫作物科學有限公司 Fuzhou Agrotech Crop Science Co., Ltd.*

(3) 福建浩倫生物工程技術有限公司 Fujian Agrotech Bioengineering Co., Ltd.*

(4) 江西浩倫農業科技有限公司 Jiangxi Haolun Agrotech Co., Ltd.*

(5) 湖南浩倫農業科技有限公司 Hunan Haolun Agrotech Co., Ltd.*

(6) 江蘇浩倫農業科技有限公司 Jiangsu Haolun Agrotech Co., Ltd.*

(7) 海南浩倫農業科技有限公司 Hainan Haolun Agrotech Co., Ltd.*

(8) 山西天行若木生物工程開發有限公司 Shanxi Astrowood Bioengineering Development Co., Ltd.*

(9) 濟南一農化工有限公司 Jinan Yinong Chemical Co., Ltd.*

(10) 福建省三明市浩倫園藝植保有限公司 Fujian Sanming Agrotech Landscaping and Plant Protection Co., Ltd.*

(11) 福建浩倫東方資源物產有限公司 Fujian Agrotech Oriental Import and Export Co., Ltd.*

(12) 山東浩倫農業科技有限公司 Shandong Haolun Agrotech Co., Ltd.*

* The English name is for identification purpose only

Going concern basis

The Group incurred a loss attributable to owners of the Company of approximately HK$2,464,177,000 for the year ended 30 June 2014 and as at 30 June 2014 the Group had net current liabilities and net liabilities of the same amount of approximately HK$867,469,000. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The consolidated financial statements have been prepared on a going concern basis on the basis that the proposed restructuring of the Group will be successfully completed, and that, following the restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future.

Should the Group be unable to achieve a successful restructuring and to continue its business as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting year beginning on 1 July 2013. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's consolidated financial statements and amounts reported for the current year and prior years.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of those new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

4. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Listing Rules and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of biological assets, derivative financial instruments, financial instruments classified as available-for-sale or trading securities which are carried at their fair values. The functional currencies of the Company and its subsidiaries in the PRC are Hong Kong dollars ("HK$") and Renminbi ("RMB") respectively. For the purpose of presenting the consolidated financial statements, the Group adopted HK$ as its presentation currency and all values are rounded to the nearest thousand except when otherwise indicated.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of key assumptions and estimates. It also requires management to exercise its judgments in the process of applying the accounting policies. The areas involving critical judgments and areas where assumptions and estimates are significant to these consolidated financial statements are disclosed in note 5 to these consolidated financial statements.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 June. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

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

Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

(b) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

(c) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

(i) Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

(ii) Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and

(iii) All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

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

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lifes on a straight-line basis. The principal useful life is as follows:

Buildings situated on leasehold land	Over the shorter of the term of the lease or 20 years
Machinery	20%
Furniture and office equipment	20%
Motor vehicles	20%

The residual values, useful lifes and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in consolidated profit or loss.

Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, available-for-sale investment), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at either their acquisition-date fair value or at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in consolidated profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in consolidated profit or loss.

Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

Impairment losses are reversed in subsequent periods and recognised in consolidated profit or loss when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Convertible bonds

(i) Convertible bonds that contain an equity component

Convertible loans which entitle the holder to convert the loans into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consist of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The fair value of any derivative features embedded in the compound instruments is included in the liability component. The difference between the proceeds of issue of the convertible loans and the fair values assigned to the liability component, representing the embedded option for the holder to convert the loans into equity of the Group, is included in equity as capital reserve. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption. The derivative components are measured at fair value with gains and losses recognised in profit or loss.

Transaction costs are apportioned between the liability and equity components of the convertible loans based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly to equity.

(ii) Convertible bonds that contain a derivative component

Convertible loans which entitle the holder to convert the loans into equity instruments, other than into a fixed number of equity instruments at a fixed conversion price, are regarded as combined instruments consist of a liability and derivative components. At the date of issue, the fair values of the derivative components are determined using an option pricing model. The remainder of the proceeds is allocated to the liability component and is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption. The derivative components are measured at fair value with gains and losses recognised in profit or loss.

Transaction costs are apportioned between the liability and derivative components of the convertible loans based on the allocation of proceeds to the liability and derivative components on initial recognition.

Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

(a) Revenue is recognised when goods are delivered which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of goods returned and any trade discounts.

(b) Service income is recognised when the transaction is confirmed by the consumer/account holder.

(c) Interest income is recognised on a time-proportion basis using the effective interest method.

Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Pension obligations

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

The Group also participates in a defined contribution retirement scheme organised by the government in the PRC. The Group is required to contribute a specific percentage of the payroll of its employees to the retirement scheme. The contributions are charged to consolidated profit or loss as they become payable in accordance with the rules of the retirement scheme. No forfeited contributions may be used by the employers to reduce the existing level of contributions.

(c) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

(d) Equity-settled share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial option pricing model (the "Binomial Model"), taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expenses is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Taxation

Income tax represents the sum of the current tax and deferred tax.

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

Deferred tax is recognised on 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 and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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 is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in consolidated profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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 by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Related parties

A related party is a person or entity that is related to the Group.

(a) A person or a close member of that person's family is related to the Group if that person:

   (i) has control or joint control over the Group;

   (ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Company or of a parent of the Company.

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

(i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources to, and assessing the performance of the Group's various lines of business in different geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of productions processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except receivables, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

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.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in consolidated profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in consolidated profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

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

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the Liquidators have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

(a) Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the successful implementation of the proposed restructuring of the Group and continuance of its business. Details are explained in note 2 to the consolidated financial statements.

(b) Deconsolidation of subsidiaries

The consolidated financial statements have been prepared based on the books and records maintained by the Group. However, as a result of the resignation of an experienced finance manager and other accounting personnel and no accounting documents preserved by the Group, the Liquidators considered that the control over the following subsidiaries had been lost since 1 January 2014. The results, assets, liabilities and cash flows of these subsidiaries were deconsolidated from the consolidated financial statements of the Group since 1 January 2014.

Key sources of estimation uncertainty

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

(a) Write down of inventories

If the costs of inventories fall below their net realisable values, write down in value of inventories is recognised. Net realisable value represents the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. These estimates require judgement as to the marketing costs and the expected costs to completion, the legal and regulatory framework and general market conditions.

(b) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed. If the financial conditions of the debtors were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

(c) Income taxes

The Company is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the Group.

	2014		2013	
	US dollars	**Euro**	US dollars	Euro
	HK$'000	***HK$'000***	*HK$'000*	*HK$'000*
Trade and other receivables	**–**	**–**	1,517	–
Cash and cash equivalents	**5**	**–**	2,351	411
Trade and other payables	**–**	**–**	(3,186)	(19)
Bank borrowings	**(12,339)**	**(970)**	(12,967)	(133)
Overall net exposure	**(12,334)**	**(970)**	(12,285)	259

Sensitivity analysis

The following table indicates the approximate change in the Group's (loss)/profit after tax (and (accumulated loss)/ retained earnings) and other components of equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of the reporting period.

	2014			2013		
	Increase/ (decrease) in foreign exchange rates	**Effect on loss after tax and accumulated losses**	**Effect on other components of equity**	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained earnings	Effect on other components of equity
	%	***HK$'000***	***HK$'000***	*%*	*HK$'000*	*HK$'000*
US dollars	**1**	**(103)**	**–**	1	972	–
	(1)	**103**	**–**	(1)	(972)	–
Euro	**1**	**(8)**	**–**	1	26	–
	(1)	**8**	**–**	(1)	(26)	–

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to the each of the Group entities' exposure to currency risk for recognised assets and liabilities in existence at that date, and that all other variables, in particular interest rates, remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting period. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies. The analysis is performed on the same basis for 2013.

(b) Credit risk

The carrying amount of the cash and bank balances and other receivables included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

(c) Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its current obligations when they fall due.

The remaining contractual maturities as at 30 June 2014 of the Group's and the Company's non-derivative financial liabilities and derivative financial liabilities, which are based on the contractual maturity date, could not be presented because of insufficient information arising from the loss of books and records of the Group as disclosed in note 2 to the consolidated financial statements.

The following table details the remaining contractual maturities of the Group's financial liabilities at 30 June 2013, which are based on contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company can be required to pay:

	2013				
	Carrying amounts	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 year but less than 5 years
	HKD'000	*HKD'000*	*HKD'000*	*HKD'000*	*HKD'000*
The Group					
Trade and other payables	2,125,790	2,125,790	2,125,790	–	–
Convertible bonds	585,811	735,352	–	–	735,352
Bank borrowings	1,008,557	1,077,542	1,076,439	400	703
	3,720,158	3,938,684	3,202,229	400	736,055
The Company					
Convertible bonds	585,811	735,352	–	–	735,352
Other payables	1,208	1,208	1,208	–	–
	587,019	736,560	1,208	–	735,352

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of its own funding sources.

(d) Interest rate risk

The Group's interest rate risk arises primarily from the Group's bank and other loans. Borrowings at variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group does not use financial derivatives to hedge against the interest rate risk. Borrowings at fixed rate are insensitive to any change in market rates. The Group's interest rate profile as monitored by management is set out in (i) below.

(i) Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period.

	2014		2013	
	Effective interest rate		Effective interest rate	
	%	***HK$'000***	*%*	*HK$'000*
Fixed rate borrowings:				
Bank borrowings	**–**	**–**	5.88-11.00	749,150
Corporate bonds	**6.00-7.00**	**35,000**	–	–
Variable rate borrowings:				
Bank borrowings	**1.07**	**13,309**	1.07-11.81	259,407
Total borrowings		**48,309**		1,008,557
Fixed rate borrowings as a percentage of total borrowings		**72.5%**		74.3%

(ii) Sensitivity analysis

At 30 June 2014, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would increase/decrease (2013: decrease/increase) the Group's (loss)/profit after tax and (accumulated loss)/retained earnings by approximately HK$133,000 (2013: HK$2,594,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for non-derivative financial instruments in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting period. The analysis is performed on the same basis for 2013.

(e) Categories of financial instruments

	2014	2013
	HK$'000	*HK$'000*
Financial assets:		
Loans and receivables (including cash and cash equivalents)		
Trade and other receivables	**1,248**	3,298,159
Financial assets at fair value through profit or loss	**–**	3,677
Restricted bank deposits	**–**	828,038
Cash and cash equivalents	**3,636**	98,037
	4,884	4,227,911
Financial liabilities:		
Financial liabilities at amortised cost:		
Trade and other payables	**24,323**	2,125,790
Bank borrowings	**13,309**	1,008,557
Derivative financial liabilities	**–**	5,014
Amounts due to deconsolidated subsidiaries	**136,097**	–
Convertible bonds	**656,946**	585,811
Corporate bonds	**35,000**	–
	865,675	3,725,172

(f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

7. TURNOVER

The Group's revenue which represents the sales value of goods supplied to customers and provision of services are as follows:

	2014	2013
	HK$'000	*HK$'000*
Trading of fertilizers, pesticides and other agricultural resources products	**2,075,016**	3,765,759
Manufacturing and selling of pesticides and fertilizers	**42,393**	185,645
Provision of plant protection technical services	**12,107**	38,297
Trading of non-agricultural resources products	**418,678**	603,127
Sales of landscaping seedlings	**68,825**	218,192
	2,617,019	4,811,020

8. OTHER REVENUE AND OTHER NET INCOME

	2014	2013
	HK$'000	*HK$'000*
Other revenue		
Agency fee income	**5,887**	11,288
Government grants	**318**	474
Rental income	**1,868**	4,534
Sundry income	**239**	2,343
Interest income from bank deposits	**16,959**	22,794
Other interest income	**–**	11,458
	25,271	52,891
Other net income		
Net foreign exchange gain	**3,886**	3,082
Reversal of impairment loss of trade receivables	**–**	12,867
Reversal of provision for financial guarantee	**–**	689
	3,886	16,638
	29,157	69,529

9. SEGMENT INFORMATION

Operating segments were identified on the basis of internal reports which provide information about components of the Group. These information were reported to and reviewed by the chief operating decision marker ("CODM") for the purposes of resource allocation and performance assessment. The identities of CODM were the board of Directors.

The CODM considers the business from both geographic and nature of operation perspectives. Geographically, the CODM considers the performance of the segments in the PRC. From the nature of operation perspective, the Group has presented the following five reportable segments. These segments are managed separately and each of them offers products and services different from other segments.

– Trading operation: the trading of fertilizers, pesticides and other agricultural resources products.

– Manufacturing operation: the manufacture and sale of pesticides and fertilizers.

– Consultancy operation: the provision of plant protection technical services.

– Non-agricultural resources trading operation: the trading of non-agricultural resources products.

– Seedling operation: the nursing, planting and sale of landscaping seedlings.

The accounting policies of the operating segments were the same as those described in note 4 to the consolidated financial statements. Segment profits or losses did not include interest income, finance costs, income tax, loss on deconsolidation of subsidiaries, impairments on amounts due from deconsolidated subsidiaries and other unallocated corporate income and expenses. Segment assets did not include other unallocated corporate assets. Segment liabilities did not include deferred tax liabilities, amounts due to deconsolidated subsidiaries and other unallocated corporate liabilities. Segment non-current assets did not include financial instruments, post-employment benefit assets and rights arising under insurance contracts.

The Group accounted for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

Upon certain major operating subsidiaries were deconsolidated from the consolidated financial statements of the Group since 1 January 2014, the Directors considered that there were no reportable segment for the year ended 30 June 2014. Segment information for the year ended 30 June 2013 has been disclosed in the 2013 annual report of the Company dated on 26 September 2013.

10. LOSS ON DECONSOLIDATION OF SUBSIDIARIES

As disclosed in note 2 to these consolidated financial statements, as a result of the resignation of an experienced finance manager and other accounting personnel and no accounting documents preserved by the Group, the Liquidators considered that the control over certain subsidiaries had been lost since 1 January 2014. The results, assets, liabilities and cash flows of these subsidiaries were deconsolidated from the consolidated financial statements of the Group since 1 January 2014.

Net assets of these subsidiaries as at the date of loss of control were as follows:

	HK$'000
Property, plant and equipment	150,593
Lease premiums for land	11,082
Biological assets	1,073,319
Intangible assets	47,230
Goodwill	85,679
Available-for-sale financial assets	28,299
Inventories	142,711
Trade and other receivables	3,634,909
Financial assets at fair value through profit or loss	3,627
Restricted bank deposits	746,296
Cash and cash equivalents	156,786
Trade and other payables	(2,686,594)
Bank and other loans	(1,038,788)
Tax payables	(24,574)
Deferred tax liabilities	(10,594)
Net amounts due from the Group	76,317
Non-controlling interest	(20,204)
Release of exchange reserve	(338,525)
Loss on deconsolidation of subsidiaries	2,037,569
Net cash outflow arising on deconsolidation of subsidiaries:	
Restricted bank deposits	746,296
Cash and cash equivalents	156,786
	903,082

11. FINANCE COSTS

	2014	2013
	HK$'000	*HK$'000*
Interest on bank borrowings wholly repayable within five years	**43,026**	85,909
Interest on convertible bonds	**81,284**	38,436
Interest on promissory notes	**–**	6,652
Interest on corporate bonds	**414**	–
	124,724	130,997

12. INCOME TAX

	2014	2013
	HK$'000	*HK$'000*
Current tax		
PRC Enterprise Income Tax	**1,511**	3,718
Over provision in respect of prior year:		
PRC Enterprise Income Tax	**(1,720)**	(12,596)
Deferred tax (note 32)	**(732)**	(1,435)
	(941)	(10,313)

No provision for Hong Kong Profits Tax has been made as the Group has no estimated assessable profits arising in Hong Kong for each of the years ended 30 June 2014 and 2013.

The PRC Enterprise Income Tax has been provided at the rate of 25% (2013: 25%).

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

The reconciliation between the income tax and the (loss)/profit before tax are as follows:

	2014	2013
	HK$'000	*HK$'000*
(Loss)/profit before tax	**(2,464,746)**	145,021
Notional tax on (loss)/profit before tax, calculated at the rates applicable to loss in the tax jurisdictions concerned	**(616,187)**	36,255
Tax effect of non-deductible expenses and non-taxable income	**617,698**	(38,230)
Tax effect of unused tax losses not recognised	**–**	5,850
Over provision in respect of prior years	**(1,720)**	(12,596)
Tax effect of utilisation of tax losses not previously recognised	**–**	(157)
Tax effect on reversal of deferred tax liability	**(732)**	(1,435)
	(941)	(10,313)

13. (LOSS)/PROFIT FOR THE YEAR

The Group's (loss)/profit for the year has been arrived at after charging/(crediting) the following:

	2014	2013
	HK$'000	*HK$'000*
Depreciation	**7,684**	15,936
Cost of inventories included in cost of sales	**2,490,950**	4,533,809
Auditor's remuneration	**1,350**	950
Amortisation of lease premiums for land	**229**	449
Amortisation of intangible assets	**4,762**	9,329
Impairment loss on trade receivables	**–**	33,057
Loss on disposal of property, plant and equipment	**–**	4,790
Gain on disposal of subsidiaries	**(16,973)**	–
Operating lease charges: minimum lease payments for land and buildings	**7,206**	11,540
Staff costs (including directors' remuneration – note 14):		
Salaries, bonus and allowances	**2,799**	34,569
Retirement benefits scheme contributions	**78**	3,304
	2,877	37,873

14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS

(a) The emoluments of each Director were as follows:

Year ended 30 June 2014

Name of director	*Notes*	**Directors' Fee** ***HK$'000***	**Salaries, allowances and benefits in kind** ***HK$'000***	**Retirement benefit scheme contributions** ***HK$'000***	**Total** ***HK$'000***
Executive Directors:					
Mr. Wu Shaoning		**–**	**910**	**16**	**926**
Ms. Chen Xiao Fang		**3**	**–**	**–**	**3**
Independent Non-executive Director:					
Mr. Zhang Shaosheng		**–**	**–**	**–**	**–**
Mr. Wong Kin Tak		**180**	**–**	**–**	**180**
Mr. Li Yik Sang	*(i)*	**81**	**–**	**–**	**81**
Mr. Cheung Ka Yue	*(ii)*	**–**	**–**	**–**	**–**
		264	**910**	**16**	**1,190**

Year ended 30 June 2013

Name of director	Directors' Fee	Salaries, allowances and benefits in kind	Retirement benefit scheme contributions	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Executive Directors:				
Mr. Wu Shaoning	–	870	15	885
Ms. Chen Xiao Fang	–	139	2	141
Independent Non-executive Director:				
Mr. Zhang Shaosheng	60	–	–	60
Mr. Wong Kin Tak	120	–	–	120
Mr. Li Yik Sang	84	–	–	84
	264	1,009	17	1,290

Notes:

(i) Resigned on 18 June 2014

(ii) Appointed on 18 June 2014

For the years ended 30 June 2014 and 2013, no emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived or agreed to waive any remuneration for the years ended 30 June 2014 and 2013.

For the years ended 30 June 2014 and 2013, all of the remuneration paid to the directors were fall within HK$Nil to HK$1,000,000.

(b) Five highest paid individuals' emoluments

One (2013: One) of the five highest paid individuals of the Group were the Directors whose emolument is set out in the above. The details of the remaining employees' emoluments of the Company were as follows:

	2014	2013
	HK$'000	*HK$'000*
Salaries and other benefits	**1,625**	1,535
Contributions to retirement scheme	**62**	60
	1,687	1,595

The emoluments of the four (2013: four) individuals with the highest emoluments are within the following bands:

	2014	2013
	Number of individuals	Number of individuals
Nil-HK$1,000,000	**4**	4

15. (LOSS)/EARNINGS PER SHARE

The calculation of basic and diluted (loss)/earnings per share attributable to the owners of the Company is based on the following data:

	2014	2013
	HK$'000	*HK$'000*
(Loss)/earnings for the purpose of basic and diluted (loss)/earnings per share	**(2,464,177)**	154,347

Weighted average number of ordinary shares

	Number of shares	
	2014	2013
	'000	*'000*
Weighted average number of ordinary shares used in calculating basic and diluted (loss)/earnings per share	**998,034**	979,404

Convertible bonds and unlisted warrants had anti-dilutive effects on calculating the diluted (loss)/earnings per share for the years ended 30 June 2014 and 2013.

16. PROPERTY, PLANT AND EQUIPMENT

	Buildings *HK$'000*	Machinery *HK$'000*	Construction in progress *HK$'000*	Furniture and office equipment *HK$'000*	Motor vehicles *HK$'000*	Total *HK$'000*
Cost						
At 1 July 2012	115,876	52,140	6,969	11,647	13,534	200,166
Exchange realignment	3,849	1,509	277	380	480	6,495
Additions	415	492	2,834	1,206	1,957	6,904
Transfer	503	–	(503)	–	–	–
Disposals	(6,855)	(19,094)	–	(513)	(1,447)	(27,909)
At 30 June 2013 and 1 July 2013	113,788	35,047	9,577	12,720	14,524	185,656
Exchange realignment	1,670	–	–	–	–	1,670
Additions	–	–	29,785	–	–	29,785
Written off	(662)	–	–	(186)	–	(848)
Disposals	–	–	–	(6)	–	(6)
Deconsolidation of subsidiaries	(114,796)	(35,047)	(39,362)	(12,528)	(14,524)	(216,257)
At 30 June 2014	–	–	–	–	–	–
Accumulated depreciation and impairment losses						
At 1 July 2012	19,331	31,600	–	4,586	7,697	63,214
Exchange realignment	750	839	–	166	293	2,048
Charge for the year	7,686	3,632	–	1,894	2,724	15,936
Write back on disposals	(2,269)	(18,965)	–	(501)	(1,313)	(23,048)
At 30 June 2013 and 1 July 2013	25,498	17,106	–	6,145	9,401	58,150
Charge for the year	3,559	1,816	–	947	1,362	7,684
Written off	(133)	–	–	(37)	–	(170)
Deconsolidation of subsidiaries	(28,924)	(18,922)	–	(7,055)	(10,763)	(65,664)
At 30 June 2014	–	–	–	–	–	–
Carrying amounts						
At 30 June 2014	–	–	–	–	–	–
At 30 June 2013	88,290	17,941	9,577	6,575	5,123	127,506

17. LEASE PREMIUMS FOR LAND

	2014	2013
	HK$'000	*HK$'000*
At 1 July	**11,476**	11,494
Amortisation	**(229)**	(449)
Exchange alignment	**(165)**	431
Deconsolidation of subsidiaries	**(11,082)**	–
At 30 June	**–**	11,476
Analysis for reporting purpose as:		
Non-current portion	**–**	11,190
Current portion	**–**	286
	–	11,476

18. BIOLOGICAL ASSETS

	2014	2013
	HK$'000	*HK$'000*
At 1 July	**1,043,773**	972,790
Additions	**72,642**	179,585
Harvested as agricultural produce	**(29,645)**	(129,094)
Gain/(loss) arising from change in fair value less costs to sell of biological assets	**1,294**	(13,633)
Exchange differences	**(14,745)**	34,125
Deconsolidation of subsidiaries	**(1,073,319)**	–
At 30 June	**–**	1,043,773

The analysis of fair value of biological assets by location is as follows:

	2014	2013
	HK$'000	*HK$'000*
Shanxi	**–**	1,028,508
Beijing	**–**	9,090
Fujian	**–**	6,175
	–	1,043,773

19. INTANGIBLE ASSETS

	Product development costs *HK$'000*	Technical know-how *HK$'000*	Total *HK$'000*
Cost			
At 1 July 2012	55,138	79,983	135,121
Exchange realignment	1,902	2,759	4,661
At 30 June 2013 and 1 July 2013	57,040	82,742	139,782
Exchange realignment	(762)	(1,104)	(1,866)
Deconsolidation of subsidiaries	(56,278)	(81,638)	(137,916)
At 30 June 2014	–	–	–
Accumulated amortisation and impairment losses			
At 1 July 2012	41,425	33,686	75,111
Charge for the year	3,670	5,659	9,329
Exchange realignment	1,486	1,250	2,736
At 30 June 2013 and 1 July 2013	46,581	40,595	87,176
Charge for the year	1,873	2,889	4,762
Exchange realignment	(656)	(596)	(1,252)
Deconsolidation of subsidiaries	(47,798)	(42,888)	(90,686)
At 30 June 2014	–	–	–
Carrying amount			
At 30 June 2014	–	–	–
At 30 June 2013	10,459	42,147	52,606

20. GOODWILL

	Total
	HK$'000
Cost	
At 1 July 2012 and 30 June 2013	113,390
Exchange differences	(1,512)
Deconsolidation of subsidiaries	(111,878)
At 30 June 2014	–
Accumulated impairment losses	
At 1 July 2012	25,668
Exchange differences	885
At 30 June 2013 and 1 July 2013	26,553
Exchange differences	(354)
Deconsolidation of subsidiaries	(26,199)
At 30 June 2014	–
Carrying amount	
At 30 June 2014	–
At 30 June 2013	86,837

21. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	2014	2013
	HK$'000	*HK$'000*
Unlisted equity investments, at cost	**28,299**	39,207
Deconsolidation of subsidiaries	**(28,299)**	–
	–	39,207

22. INVENTORIES

	2014	2013
	HK$'000	*HK$'000*
Raw materials	**–**	25,816
Consumables	**–**	1,156
Work in progress	**–**	11,798
Finished goods	**–**	48,440
	–	87,210

23. TRADE AND OTHER RECEIVABLES

	2014	2013
	HK$'000	*HK$'000*
Trade and bills receivables	**1,538,376**	1,130,145
Less: allowance for doubtful receivables	**(33,057)**	(33,057)
Less: deconsolidation of subsidiaries	**(1,505,319)**	–
	–	1,097,088
Deposits and prepayments	**204,768**	538,017
Advances to suppliers	**1,925,095**	1,663,054
Due from a director	**975**	–
Less: deconsolidation of subsidiaries	**(2,129,590)**	–
	1,248	3,298,159

Debts are generally due within six months from the date of billing. The Group may, on a case by case basis and after evaluation of the business relationship and creditworthiness, extend the credit period upon a customer's request.

The ageing analysis of trade debtors and bills receivables is presented based on invoice date as of the end of the reporting period as follows:

	2014	2013
	HK$'000	*HK$'000*
Within 90 days	**–**	933,824
91 to 180 days	**–**	130,126
181 to 365 days	**–**	35,964
Over 1 years	**–**	30,231
	–	1,130,145
Less: allowance for doubtful debts	**–**	(33,057)
	–	1,097,088

Reconciliation of allowance for trade receivables:

	2014 *HK$'000*	2013 *HK$'000*
At 1 July	**33,057**	12,867
Impairment loss recognised	**–**	33,057
Reversal of impairment loss	**–**	(12,867)
Deconsolidation of subsidiaries	**(33,057)**	–
At 30 June	**–**	33,057

The following is the aging analysis of the amounts included in the trade receivables which were past due at the end of each year but not impaired:

	2014 *HK$'000*	2013 *HK$'000*
Past due but not impaired:		
Within six months	**–**	13,063
More than six months	**–**	20,075
	–	33,138

Receivables that were neither past due nor impaired relate to a wide range of independent customers for whom there was no recent history of default and have a good track record with the Group.

Based on past experience, management considered that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2014 *HK$'000*	2013 *HK$'000*
Unlisted equity securities at fair value, outside Hong Kong	**3,627**	3,677
Deconsolidation of subsidiaries	**(3,627)**	–
	–	3,677

25. RESTRICTED BANK DEPOSITS

The restricted bank deposits are bank deposits pledged to banks to secure credit facilities granted to the Group. The bank deposits that have been pledged represent margin deposits to secure bills and other trade finance facilities and bank loans granted to the Group from time to time and are therefore classified as current assets. The pledged bank deposits will be released upon settlement of the relevant bills payables and bank loans.

26. CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the consolidated statement of financial position include a sum of HK$Nil (2013: HK$95,997,000) that is denominated in Renminbi. Renminbi is not a freely convertible currency and the remittance of funds out of the PRC is subject to exchange controls imposed by the PRC government. Cash at bank earns interest at floating rates based on daily bank deposit rates.

27. TRADE AND OTHER PAYABLES

	2014	2013
	HK$'000	*HK$'000*
Trade and bill payables	**–**	1,822,965
Accrued charges	**12,489**	12,303
Receipts in advance from customers	**–**	225,654
Due to a director	**10,248**	7,665
Other payables	**1,586**	57,203
	24,323	2,125,790

All of the trade and other payables are expected to be settled within one year.

The ageing analysis of trade and bills payable based on the invoice date as at the end of the reporting period is as follows:

	2014	2013
	HK$'000	*HK$'000*
Within 30 days	**–**	367,670
31 to 60 days	**–**	245,761
61 to 90 days	**–**	185,333
91 to 180 days	**–**	985,830
Over 180 days	**–**	38,371
	–	1,822,965

28. BANK BORROWINGS AND CORPORATE BONDS

	Notes	2014	2013
		HK$'000	*HK$'000*
Secured bank borrowings	*(a)*	–	445,333
Unsecured bank borrowings	*(b)*	**13,309**	563,224
Total bank borrowings		**13,309**	1,008,557
Corporate bonds	*(d)*	**35,000**	–
		48,309	1,008,557

	2014	2013
	HK$'000	*HK$'000*
Bank borrowings repayable:		
On demand or within one year	**13,309**	1,007,524
More than one year but not exceeding two years	–	374
More than two years but not more than five years	–	659
	13,309	1,008,557
Less: amount due within one year shown under current liabilities	**(13,309)**	(1,007,524)
Amount due after one year	–	1,033

(a) At 30 June 2014, bank borrowings of the Group amounting to HK$Nil (2013: HK$445,333,000) were secured by the followings:

	2014	2013
	HK$'000	*HK$'000*
Buildings	–	48,402
Construction-in-progress	–	3,740
Lease premiums for land	–	11,476
Restricted bank deposits	–	90,664
Biological assets	–	897,995
	–	1,052,277

(b) The unsecured bank loans are supported by the guarantees and additional guarantees provided by a director of the Company and independent third parties amounting to approximately HK$Nil (2013: approximately HK$123,310,000) and HK$Nil (2013: approximately HK$1,224,637,000) respectively.

(c) At 30 June 2014, the effective interest rates of the bank borrowings are at 1.07% (2013: from 1.07% to 11.81%) per annum.

(d) As at 30 June 2014, the Group have seven unlisted straight bonds to seven independent investors in an aggregate principal amount of HK$35,000,000 (the "Bonds"). The Bonds are unsecured, arranged at fixed interest rates of 6% to 7% per annum and immediately due because of the liquidation of the Company.

29. DERIVATIVE FINANCIAL LIABILITIES

	Contingent consideration for business combination	Derivative components of convertible bonds issued by the Company (note 31)	Total
	HK$'000	*HK$'000*	*HK$'000*
At 1 July 2012	9,040	10,625	19,665
Issue of consideration shares	(8,560)	–	(8,560)
Change in fair value	(480)	(5,611)	(6,091)
At 30 June 2013 and 1 July 2013	–	5,014	5,014
Change in fair value	–	(5,014)	(5,014)
At 30 June 2014	–	–	–

30. AMOUNTS DUE TO DECONSOLIDATED SUBSIDIARIES

The amounts due to deconsolidated subsidiaries are unsecured, interest-free and has no fixed term of repayment.

31. CONVERTIBLE BONDS

The carrying value of the liability component and derivative components of the convertible bonds are as follow:

	2014	2013
	HK$'000	*HK$'000*
Liability component		
At 1 July	**585,811**	552,375
Interest charged	**81,284**	38,436
Conversion	**(7,027)**	(5,000)
Others	**(3,122)**	–
At 30 June	**656,946**	585,811
Derivative component		
At 1 July	**5,014**	10,625
Change in fair value of derivative financial liabilities	**(5,014)**	(5,611)
At 30 June	**–**	5,014

32. DEFERRED TAX LIABILITIES

The followings are the major deferred tax liabilities recognised by the Group:

	Fair value adjustments arising from acquisition of subsidiaries *HK$'000*
At 1 July 2012	12,492
Credited to profit or loss	(1,435)
Exchange realignment	409
At 30 June 2013 and 1 July 2013	11,466
Credited to profit or loss	(732)
Exchange realignment	(140)
Deconsolidation of subsidiaries	(10,594)
At 30 June 2014	–

33. SHARE CAPITAL

	Notes	**Number of shares** *'000*	**Amount** *HK$'000*
Authorised:			
Ordinary shares of HK$0.10 each			
At 30 June 2014 and 2013		3,000,000	300,000

		Number of shares *'000*	**Amount** *HK$'000*
Issued and fully paid:			
At 1 July 2012		947,765	94,777
Issue of consideration shares	*(i)*	40,000	4,000
Issue of shares upon conversion of convertible bonds	*(ii)*	6,000	600
At 30 June 2013 and 1 July 2013		993,765	99,377
Issue of shares upon conversion of convertible bonds	*(ii)*	8,000	800
At 30 June 2014		1,001,765	100,177

Notes:

(i) During the year ended 30 June 2014, the Company issued Nil (2013: 40,000,000) ordinary shares as part of the consideration for the acquisition of the entire interests of Fast Base Holdings Limited and its subsidiaries.

(ii) During the years ended 30 June 2014 and 2013, convertible bonds with an aggregate principal amount of HK$8,000,000 (2013:HK$6,000,000) were converted into 8,000,000 (2013: 6,000,000) ordinary shares of the Company at a conversion price of HK$1 each.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regards to the Company's residual assets.

Capital management

The Group's objectives when managing capital are 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 management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debts or the redemption of existing debts as it sees fit and appropriate.

34. RESERVES

(a) The amounts of the Company's reserves and the movements are presented as follows:

	Share premium	Contributed surplus	Convertible bond equity reserve	Warrant reserve	Retained earnings/ (accumulated losses)	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 July 2012	434,391	11,527	167,943	1,800	42,481	658,142
Issue of consideration shares	4,560	–	–	–	–	4,560
Issue of shares upon conversion of convertible bonds	6,017	–	(1,617)	–	–	4,400
Profit for the year	–	–	–	–	106,142	106,142
At 30 June 2013 and 1 July 2013	444,968	11,527	166,326	1,800	148,623	773,244
Issue of unlisted warrants (note i)	–	–	–	449	–	449
Issue of shares upon conversion of convertible bonds	8,384	–	(2,157)	–	–	6,227
Loss for the year	–	–	–	–	(1,585,975)	(1,585,975)
At 30 June 2014	453,352	11,527	164,169	2,249	(1,437,352)	(806,055)

Note:

(i) The Company issued 50,000,000 unlisted warrants ("Unlisted Warrants") to independent third parties on 27 January 2014 at issue price of HK$0.01 per warrant.

(b) Nature and purpose of reserves of the Group and the Company

(i) Share premium and contributed surplus

Contributed surplus of the Company represents the difference between the nominal value of the ordinary shares issued by the Company and the net asset value of the subsidiaries acquired through exchange of shares pursuant to the Group reorganisation in 2000.

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

(ii) Capital reserve

Capital reserve represents (i) capital reserve of the subsidiaries and (ii) the difference between the aggregate nominal value of the share capital issued by the Company and the aggregate nominal amount of the share capital of subsidiaries through an exchange of shares pursuant to the Group reorganisation in 2000.

(iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 4.

(iv) Convertible bond equity reserve

Convertible bond equity reserve represents the net proceeds received from the issue of convertible bonds of the Company. The reserve will be transferred to share capital and share premium accounts upon the conversion of convertible bonds.

(v) Warrant reserve

Warrant reserve represents the net proceeds received from the issue of warrants of the Company. The reserve will be transferred to share capital and share premium accounts upon the exercise of the warrants.

On 28 January 2011, the Company issued 30 unlisted warrants each conferring rights to subscribe for 2,000,000 shares of the Company, at an issue price of HK$0.03 per subscription right for one share, pursuant to a subscription agreement dated 26 November 2010. Each warrant entitles the holder to subscribe for 2,000,000 ordinary shares of HK$0.10 each at an initial subscription price of HK$1.2 per share during the period from 28 January 2011 to 28 January 2016. None of the warrant was exercised from the date of issue to the reporting date. Shares to be issued under the warrant will rank pari passu in all respect with the Company's existing shares.

On 27 January 2014, the Company issued 50,000,000 unlisted warrants at an issue price of HK$0.01 per warrant pursuant to a subscription agreement dated 27 January 2014. Each warrant entitles the holder to subscribe for one ordinary share of HK$0.10 each at an initial subscription price of HK$0.45 per share at any time within 3 years commencing from the date of issue of the warrants. None of the warrant was exercised from the date of issue to the reporting date. Shares to be issued under the warrant will rank pari passu in all respect with the Company's existing shares.

(vi) Other reserves

In accordance with the relevant rules and regulations in the PRC, except for sino-foreign equity joint venture enterprises, all the PRC companies are required to transfer 10% of their profit after taxation calculated under PRC accounting rules and regulations to the statutory reserve fund, until the accumulated total of the fund reaches 50% of their registered capital. The statutory reserve fund can only be used, upon approval by the relevant authority, to offset previous years' losses or to increase the capital of the respective companies. The appropriation to the enterprise expansion fund is solely determined by the board of directors of the PRC companies. The enterprise expansion fund can only be used to increase the registered capital of the respective companies or to expand their production operations upon approval by the relevant authority.

In accordance with relevant rules and regulations in the PRC applied to sino-foreign equity joint venture enterprises, the appropriation to the statutory reserve fund and enterprise expansion fund is to be determined by the board of directors of the respective companies.

35. SHARE OPTION SCHEME

During the year ended 30 June 2013, a new share option scheme ("New Scheme") was adopted by the Company pursuant to a resolution passed at the extraordinary general meeting of the Company held on 19 June 2013. During the year ended 30 June 2014 and 2013, no share option was granted to the relevant participants under the New Scheme.

36. AMOUNTS DUE TO DIRECTORS

	2014	2013
	HK$'000	*HK$'000*
Amount due to a director – Mr. Wu Shaoning		
At 1 July	**7,665**	(654)
Advances	**2,272**	20,580
Repayments	**(664)**	(12,441)
Exchange difference	**–**	180
Deconsolidation of subsidiaries	**975**	–
At 30 June	**10,248**	7,665
Amount due to a director – Ms. Chen Xiaofang		
At 1 July	**–**	(7,030)
Repayments	**–**	7,161
Exchange difference	**–**	(131)
At 30 June	**–**	–

The amounts due to directors are included in trade and other payables (note 27). The amounts due to directors are unsecured, interest-free and repayable on demand.

37. RELATED PARTY TRANSACTIONS

(a) In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group had the following transactions with its related parties during the year:

	2014	2013
	HK$'000	*HK$'000*
Interest paid to Wu Shaoning for the Convertible bonds held	**–**	12,125
Interest paid to Wu Shaoning for the Promissory notes held	**–**	4,390
	–	16,515

(b) **Guarantee given by a director of the Company**

At 30 June 2014, Mr. Wu Shaoning, a director of the Company, gave personal guarantees to the extent of HK$Nil (2013: HK$919,267,000) in favour of banks for banking facilities granted to the Group.

(c) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Directors as disclosed in note 14, is as follows:

	2014	2013
	HK$'000	*HK$'000*
Short-term employee benefits	**2,799**	2,808
Post-employment benefits	**78**	77
	2,877	2,885

38. CONTINGENT LIABILITIES

Financial guarantees issued

For the year ended 30 June 2013, the Group issued certain financial guarantees to reimburse certain bankers for losses they might incur as a result of granting banking facilities to independent third parties without charge. The carrying amount of the financial guarantees issued were approximately HK$2,307,000.

39. COMMITMENTS

(a) Lease commitments

As at 30 June 2014 and 2013, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of premises which fall due as follows:

	2014	2013
	HK$'000	*HK$'000*
Within one year	**1,480**	11,699
In the second to fifth year inclusive	**2,081**	34,365
After five years	**–**	57,855
	3,561	103,919

The leases typically run for an initial period of one to fifty years, with an option to renew the lease when all terms are renegotiated. Lease payments are usually increased annually to reflect market rentals. None of the leases includes contingent rentals.

(b) Capital commitments

At 30 June 2014, there was no significant capital commitments not provided for in the consolidated financial statements (2013: Nil).

40. PARTICULARS OF THE PRINCIPAL SUBSIDIARY OF THE COMPANY

Particulars of the Company's principal subsidiary at 30 June 2014 are as follows:

Name	Place of incorporation/ registration	Issued and paid-up capital	Percentage of ownership interest Direct	Percentage of ownership interest Indirect	Principal activities
Topmart Limited	Hong Kong	HK$2	–	100%	Investment holding and general trading and export

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2014	2013
	HK$'000	*HK$'000*
Non-current asset		
Interests in subsidiaries	**–**	1,262,553
Current assets		
Other receivables	**86**	202,086
Cash and cash equivalents	**9**	15
	95	202,101
Current liabilities		
Other payables	**14,027**	1,208
Derivative financial liabilities	**–**	5,014
Convertible bonds	**656,946**	–
Corporate bonds	**35,000**	–
	705,973	6,222
Net current (liabilities)/assets	**(705,878)**	195,879
Total assets less current liabilities	**(705,878)**	1,458,432
Non-current liability		
Convertible bonds	**–**	585,811
Net (liabilities)/assets	**(705,878)**	872,621
Capital and reserves		
Share capital	**100,177**	99,377
Share premium and reserves	**(806,055)**	773,244
TOTAL (DEFICIT)/EQUITY	**(705,878)**	872,621

42. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, there are certain updates on the Group's business and financial restructuring in progress, and further details of which are stated in note 2 to this announcement.

43. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were approved and authorised for issue by the Joint and Several Liquidators on 11 April 2019.

EXTRACT OF INDEPENDENT AUDITOR'S REPORT ON THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014

The auditor has included the following qualification paragraphs in the independent auditor's report for the financial year ended 30 June 2014, an extract of which is as follows:

BASIS FOR DISCLAIMER OF OPINION

1. Opening balances and corresponding figures

The consolidated financial statements of the Group for the year ended 30 June 2013 which form the basis for the corresponding figures presented in the current year's consolidated financial statements were not audited by us. There were no satisfactory audit procedures for us to ascertain the existence, accuracy, presentation and completeness of the opening balances, corresponding figures and other related disclosures (as further details explained in the following paragraphs) shown in the current year's consolidated financial statements.

2. Limited accounting books and records of the Group

Due to the insufficiency of supporting documentation and explanations for accounting books and records in respect of the Group for the years ended 30 June 2014 and 2013, we were unable to carry out audit procedures to satisfy ourselves as to whether the following income and expenses for the years ended 30 June 2014 and 2013 and the assets and liabilities as at those dates, and the segment information and other related disclosure notes in relation to the Group, as included in the consolidated financial statements of the Group, have been accurately recorded and properly accounted for in the consolidated financial statements:

	2014	2013
	HK$'000	*HK$'000*
Income and expenses for the years ended 30 June:		
Turnover	**2,530,664**	4,743,946
Cost of sales	**(2,406,416)**	(4,468,219)
Gross profit	**124,248**	275,727
Other revenue and other net income	**29,157**	69,529
Gain/(loss) arising from change in fair value less costs to sell of biological assets	**1,294**	(13,633)
Gain on compensation of shortfall of guaranteed profit arising from an acquisition	**–**	150,000
Gain on change in fair value of derivative financial liabilities	**5,014**	6,091
Gain on disposal of subsidiaries	**16,973**	–
Selling and distribution expenses	**(30,159)**	(54,852)
General and administrative expenses	**(116,093)**	(119,571)
Impairment loss on trade receivables	**–**	(33,057)
Loss on deconsolidation of subsidiaries	**(2,037,569)**	–
Impairment on other receivables	**(202,000)**	–
Impairment on amounts due from deconsolidated subsidiaries	**(105,321)**	–
(Loss)/profit from operations	**(2,314,456)**	280,234
Finance costs	**(123,984)**	(130,848)
(Loss)/profit before tax	**(2,438,440)**	149,386
Income tax	**941**	10,313
(Loss)/profit for the year	**(2,437,499)**	159,699
Other comprehensive (expenses)/income after tax:		
Items that may be reclassified to profit or loss:		
Exchange differences on translation of financial statements of subsidiaries in the PRC	**62,157**	80,799
Exchange reserve reclassified to profit or loss upon deconsolidation of subsidiaries	**(338,525)**	–
Other comprehensive (expenses)/income for the year, net of tax	**(276,368)**	80,799
Total comprehensive (loss)/profit for the year	**(2,713,867)**	240,498

	2014	2013
	HK$'000	*HK$'000*
Assets and liabilities as at 30 June:		
Non-current assets		
Property, plant and equipment	**–**	127,506
Lease premiums for land	**–**	11,190
Biological assets	**–**	1,043,773
Intangible assets	**–**	52,606
Goodwill	**–**	86,837
Available-for-sale financial assets	**–**	39,207
	–	1,361,119
Current assets		
Lease premiums for land	**–**	286
Inventories	**–**	87,210
Trade and other receivables	**25**	3,297,874
Financial assets at fair value through profit or loss	**–**	3,677
Restricted bank deposits	**–**	828,038
Cash and cash equivalents	**–**	97,901
	25	4,314,986
Current liabilities		
Trade and other payables	**23,786**	2,124,476
Bank borrowings	**13,309**	1,007,524
Corporate bonds	**35,000**	–
Tax payable	**6,678**	32,491
Derivative financial liabilities	**–**	5,014
Amounts due to deconsolidated subsidiaries	**136,097**	–
Convertible bonds	**656,946**	–
	871,816	3,169,505
Net current (liabilities)/assets	**(871,791)**	1,145,481
Total assets less current liabilities	**(871,791)**	2,506,600

	2014	2013
	HK$'000	*HK$'000*
Non-current liabilities		
Bank borrowings	–	1,033
Convertible bonds	–	585,811
Deferred tax liabilities	–	11,466
	–	598,310
Net (liabilities)/assets	**(871,791)**	1,908,290

3. Deconsolidation of the subsidiaries

Certain subsidiaries of the Company were deconsolidated from the Group since 1 January 2014. No sufficient evidence has been provided to satisfy ourselves as to whether the Company had lost control of those subsidiaries since 1 January 2014.

Accordingly, no sufficient evidence has been provided to satisfy ourselves, in relation to the deconsolidated subsidiaries, as to the completeness of the transactions of the Group for the year ended 30 June 2014 and the Group's financial position as at that date.

4. Commitments and contingent liabilities

No sufficient evidence has been provided to satisfy ourselves as to the existence and completeness of the disclosures of commitments and contingent liabilities as at 30 June 2014 and 2013.

5. Related party transactions and disclosures

No sufficient evidence has been provided to satisfy ourselves as to the existence and completeness of the disclosures of the related party transactions for the years ended 30 June 2014 and 2013 and the related party balances as at 30 June 2014 and 2013 as required by Hong Kong Accounting Standard ("HKAS") 24 (revised) "Related Party Disclosures".

6. Consolidated statement of changes in equity

No sufficient evidence has been provided to satisfy ourselves as to the movements and balanaces (other than the share capital of approximately HK$100,177,000 and HK$99,377,000 as at 30 June 2014 and 2013 respectively) of reserves as included in the consolidated statement of changes in equity for the two years ended 30 June 2014 and 2013.

7. **Other disclosures in the consolidated financial statements**

No sufficient evidence has been provided to satisfy ourselves as to the accuracy and completeness of the disclosures in relation to the financial risk management, reserves of the Company, share option scheme, statement of financial position of the Company, and events after the reporting period.

Any adjustments to the figures as described from points 1 to 7 above might have a significant consequential effect on the Group's results and cash flows for the two years ended 30 June 2014 and 2013 and the financial position of the Group as at 30 June 2014 and 2013, and the related disclosures thereof in the consolidated financial statements.

MATERIAL UNCERTAINTY RELATING TO THE GOING CONCERN BASIS

In forming our opinion, we have considered the adequacy of the disclosures made in note 2 to the consolidated financial statements which explains that a proposal for the resumption of trading in the Company's shares and the proposed restructuring of the Group has been submitted to The Stock Exchange of Hong Kong Limited to pursue a restructuring of the Company.

The consolidated financial statements have been prepared on a going concern basis on the assumption that the proposed restructuring of the Company will be successfully completed, and that, following the restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future. The consolidated financial statements do not include any adjustments that would result from a failure to complete the restructuring. We consider that the disclosures are adequate. However, in view of the extent of the uncertainty relating to the completion of the restructuring, we disclaim our opinion in respect of the material uncertainty relating to the going concern basis.

DISCLAIMER OF OPINION

Because of the significance of the matters described in the basis for disclaimer of opinion paragraphs and the material uncertainty relating to the going concern basis as described above, we do not express an opinion on the consolidated financial statements as to whether they give a true and fair view of the state of affairs of the Group as at 30 June 2014 and of the Group's results and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and whether the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

MANAGEMENT DISCUSSION AND ANALYSIS

Business review

The Group's business can be divided into three categories in brief, namely, (i) agricultural resources operation; (ii) trading of nonagricultural resources products; and (iii) seedling operation. Agricultural resources operation includes the manufacturing and selling, purchase and distribution of agricultural resources products, as well as the provision of plant protection and consultancy services for the related products. The seedling operation represents nursing, planting and sales of landscaping seedlings.

Trading in the Shares was suspended since 1:00 p.m. on 18 September 2014. On 9 February 2015, the Company was ordered to be wound up and the Official Receiver was appointed as the provisional liquidator of the Company. On 17 August 2015, Mr. Stephen Liu Yiu Keung and Mr. David Yen Ching Wai of Ernst & Young Transactions Limited were appointed as joint and several Liquidators pursuant to an Order of the High Court. Since the appointment, the Official Receiver and Liquidators were unable to contact, or obtain relevant information from, any of the legal representatives, directors and management of the subsidiaries of the Company. Due to absence of information and the non-cooperation of the directors and management of the subsidiaries of the Company, both the Official Receiver and the Liquidators were unable to obtain and access to the books and records of the subsidiaries of the Company despite the fact that they had taken all reasonable steps and had used their best endeavors to resolve the matter.

As a result, the Liquidators are of the view that the Company no longer has the power to govern the financial and operating activities of those subsidiaries.

The last financial results published by the Company were the interim report for the six-month ended 31 December 2013. Since the books and records of most of the Company's subsidiaries are not available to the Liquidators, the Liquidators cannot ascertain the financial position of those subsidiaries after 31 December 2013. Together with the fact that the Company has lost control over those subsidiaries, the Liquidators is of the view that those subsidiaries should be deconsolidated from the Group with effect from 1 January 2014

Based on the aforementioned basis and the books and records available to the Liquidators, for the year ended 30 June 2014, the Group's consolidated turnover was approximately HK$2,617.0 million (2013: approximately HK$4,811.0 million) and the Group's net loss was approximately HK$2,463.8 million, contrast to the Group's net profit of approximately HK$155.3 million for the year ended 30 June 2013. Such drastic change was mainly due to the loss arising from the deconsolidation of subsidiaries of approximately HK$2,037.6 million and impairment loss on the amounts due from deconsolidated subsidiaries of approximately HK$105.3 million during the year ended 30 June 2014.

Due to the deconsolidation of the subsidiaries of the Company since 1 January 2014, the Liquidators consider that there were no reportable segment for the year ended 30 June 2014.

Liquidity and financial resources

Financial Resources

As at 30 June 2014, the Group had cash and cash equivalents of approximately HK$3.6 million (2013: approximately HK$98.0 million). As at 30 June 2014, the Group's current ratio (current assets to current liabilities) was approximately 0.6% (2013: 136%).

Indebtedness and Banking Facilities

As at 30 June 2014, the Group had bank and other borrowings of approximately HK$48.3 million (2013: approximately HK$1,008.6 million)

As at 30 June 2014, the Group has seven unlisted straight bonds to seven independent investors in an aggregate principal amount of HK$35,000,000 (the "Bonds") (2013: nil). The Bonds are unsecured, arranged at fixed interest rates of 6% to 7% per annum and immediately due because of the liquidation of the Company.

As at 30 June 2014, the Group had (i) convertible bonds (due in November 2015) with outstanding principal amount of HK$609,000,000 (2013: HK$617,000,000) which was denominated in Hong Kong dollars and non-interest bearing; and (ii) convertible bonds (due in January 2016) with outstanding principal amount of RMB70,000,000 which was denominated in Renminbi and bore a yield-on-maturity/redemption of 6% per annum on a compound basis.

As at 30 June 2014, the Group's gearing ratio could not be determined because there was a deficit of equity attributable to owners of the Company (2013: 85%). The gearing ratio was calculated based on the division of the total amount of bank borrowings and other loans and convertible bonds (liability components) by total equity attributable to owners of the Company.

Assets and Liabilities

As at 30 June 2014, the Group had total assets of approximately HK$4.9 million (2013: approximately HK$5,676.5 million) and total liabilities of HK$872.4 million (2013: approximately HK$3,769.1 million). The net liabilities of the Group as at 30 June 2014 were approximately HK$867.5 million (2013: net assets of approximately HK1,907.4 million).

Capital Structure

As at 30 June 2014, there were convertible bonds (due in November 2015) with an aggregate principal amount of HK$8,000,000 were converted into 8,000,000 shares of the Company at the conversion price of HK$1.00 each.

As at 30 June 2014, there were 1,001,765,216 ordinary shares in issue and potential ordinary shares arising from (i) the convertible bonds (due in November 2015) in an aggregate outstanding principal amount of HK$609,000,000 at the conversion price of HK$1.00 per share (subject to adjustments); (ii) the convertible bonds (due in January 2016) in an aggregate outstanding accreted principal amount of approximately HK$106,542,000 at the reset conversion price of HK$0.70 per share (subject to adjustments); and (iii) unlisted warrants (expired in January 2017) conferring rights to subscribe for 50,000,000 shares at the subscription price of HK$0.45 per share.

Save as disclosed above, there was no movement in the issued share capital of the Company during the year ended 30 June 2014.

Commitments

As at 30 June 2014, the Group had lease commitments of approximately HK$3.6million (2013: lease commitments of approximately HK$103.9million).

Charges on Group Assets

There is insufficient information available to the Company to ascertain whether there were any charged assets at a Group level as at 30 June 2014.

Significant Investments and Acquisition

Based on the information available to the Liquidators, save for the deconsolidation of the subsidiaries, the Group did not have any significant investments nor did it make any material acquisitions or disposals of subsidiaries and associates throughout the year ended 30 June 2014.

Reserves

There is insufficient information for the Company to ascertain whether there were any reserves available for distribution as at 30 June 2014. Details of movements in the reserves of the Company and the Group during the year are set out in note 34 to this announcement.

Contingent Liabilities

There is insufficient information available to the Company to ascertain whether the Group and the Company had any significant contingent liabilities as at 30 June 2014.

As at the date of these financial statements and based on the proofs of debts, the Liquidators received a total of 45 proofs of debts claiming an aggregate amount of approximately HK$1,678.0 million against the Company. Out of which, two proofs of debts related to the share registrar fees owed to Hong Kong Registrars Limited and the Company's website subscription fee due to IRASIA. In order to carry out the restructuring, the Liquidators had settled these two proofs of debts in the sum of HK$111,019.50 which are considered as necessary costs for the restructuring. After settling the outstanding fees of Hong Kong Registrars Limited and IRASIA, there remain now 43 proofs of debts claiming an aggregate amount of approximately HK$1,677.9 million. The Liquidators have been collating information about the claims, which will be used to adjudicate such claims as and when appropriate.

Remuneration policies and share option scheme

The Group's total salaries and other remunerations could not be determined due to incomplete books and records of the deconsolidated subsidiaries of the Company for the year ended 30 June 2014. There is insufficient information available to the Company to ascertain the number of employees of the Group as at 30 June 2014.

Remuneration packages comprise salary, mandatory provident fund and year-end bonus based on individual merits. During the year ended 30 June 2014, no share option was granted (2013: a new share option scheme was adopted by the Company pursuant to a resolution passed at the extraordinary general meeting of the Company held on 19 June 2013).

Dividends

No dividend is declared for the year ended 30 June 2014 (2013: nil).

CODE ON CORPORATE GOVERNANCE PRACTICES

The Liquidators were appointed on 17 August 2015 pursuant to an Order of the High Court of Hong Kong. Consequently, the Liquidators are unable to comment as to whether the Company complied with the Code on Corporate Governance Practices throughout the year ended 30 June 2014.

AUDIT COMMITTEE REVIEW

Following to the winding up of the Company, the company has only one Independent non-Executive Director and, thus, the audit committee has not been maintained as required by the Listing Rules and has not reviewed the annual results.

The figures contained in the financial information set out in page 1 to 49 of this announcement of the Group's results for the year ended 30 June 2014 have been reviewed and agreed by the Group's auditor, ZHONGHUI ANDA CPA Limited.

SCOPE OF WORK OF ZHONGHUI ANDA CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, and the related notes thereto for the year ended 30th June 2014 as set out in the preliminary announcement have been agreed by the Group's auditor, ZHONGHUI ANDA CPA Limited, to the amounts set out in the Group's audited consolidated financial statements for the year ended 30 June 2014. The work performed by ZHONGHUI ANDA CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by ZHONGHUI ANDA CPA Limited on the preliminary announcement.

CONTINUED SUSPENSION OF TRADING IN THE SHARES

At the request of the Company, trading in the shares of the Company on the Stock Exchange had been suspended since 1:00 p.m. on 18 September 2014 and will remain suspended until further notice.

For and on behalf of
CHINA AGROTECH HOLDINGS LIMITED
(In Liquidation)
Stephen Liu Yiu Keung
David Yen Ching Wai
Joint and Several Liquidators

Hong Kong, 11 April 2019.

As at the date of this announcement, the executive directors of the Company are Ms. Chen Xiao Fang, Mr. Zhang Liang and Mr. Xu Jiangtao; and the independent non-executive director of the Company is Ms. Zhao Jianhua.

* *For identification purpose only*