

# 2019年報 Annual Report



**PPS**  
**PPS** 寶聯®

**PPS International (Holdings) Limited**  
**寶聯控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code 股份代號 : 8201)

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GEM之定位，乃為中小型公司提供一個上市之市場，此等公司相比起其他在聯交所上市之公司帶有較高投資風險。有意投資之人士應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

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# CORPORATE INFORMATION 公司資料

## BOARD OF DIRECTORS

### Executive Directors

Mr. Yu Shaoheng (*Chairman and Chief Executive Officer*)  
Mr. Lai Tin Ming

### Independent Non-Executive Directors

Mr. Kwong Tsz Ching, Jack  
Mr. Wong Hiu Fong  
Mr. Meng Enhai

## COMPANY SECRETARY

Mr. Chan Woon Wing

## AUTHORISED REPRESENTATIVES

Mr. Lai Tin Ming  
Mr. Chan Woon Wing

## COMPLIANCE OFFICER

Mr. Yu Shaoheng

## AUDIT COMMITTEE

Mr. Kwong Tsz Ching, Jack (*Chairman*)  
Mr. Wong Hiu Fong  
Mr. Meng Enhai

## REMUNERATION COMMITTEE

Mr. Kwong Tsz Ching, Jack (*Chairman*)  
Mr. Wong Hiu Fong  
Mr. Meng Enhai

## NOMINATION COMMITTEE

Mr. Kwong Tsz Ching, Jack (*Chairman*)  
Mr. Wong Hiu Fong  
Mr. Meng Enhai

## AUDITOR

Baker Tilly Hong Kong Limited

## 董事會

### 執行董事

余紹亨先生 (*主席兼行政總裁*)  
黎天明先生

### 獨立非執行董事

鄺子程先生  
王曉舫先生  
孟恩海先生

## 公司秘書

陳煥榮先生

## 授權代表

黎天明先生  
陳煥榮先生

## 監察主任

余紹亨先生

## 審核委員會

鄺子程先生 (*主席*)  
王曉舫先生  
孟恩海先生

## 薪酬委員會

鄺子程先生 (*主席*)  
王曉舫先生  
孟恩海先生

## 提名委員會

鄺子程先生 (*主席*)  
王曉舫先生  
孟恩海先生

## 核數師

天職香港會計師事務所有限公司

## CORPORATE INFORMATION 公司資料

### REGISTERED OFFICE

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

### HEADQUARTER, HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

24/F  
SUP Tower  
75-83 King's Road  
North Point  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Codan Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
54/F, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited  
Standard Chartered Bank (HK) Limited

### STOCK CODE

8201

### WEBSITE

<http://www.ppsinholdings.com>

### 註冊辦事處

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

### 總部、總辦事處及香港主要營業地點

香港  
北角  
英皇道75-83號  
聯合出版大廈  
24樓

### 開曼群島股份過戶及登記總處

Codan Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 主要往來銀行

星展銀行(香港)有限公司  
渣打銀行(香港)有限公司

### 股份代號

8201

### 網址

<http://www.ppsinholdings.com>





## CHAIRMAN'S STATEMENT 主席報告

### Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Director"), I am pleased to present to shareholders the annual report of the Company and its subsidiaries (the "Group") for the year ended 30 June 2019.

2019 was a year of challenging and improvement for the Group. During the year ended 30 June 2019, the Group focused on our profit making principal businesses of the environmental and cleaning services and the money lending business which led the Group to record a net profit of approximately HK\$18.5 million as compared with the net loss of approximately HK\$8.3 million attributable to the Group for the year ended 30 June 2018.

### ENVIRONMENTAL AND CLEANING BUSINESS IN HONG KONG

Our environmental and cleaning business in Hong Kong, being our major business segment was facing a challenging and difficult market due to the fierce competition in the pricing and the intense labor supply upon the implementation of the Statutory Minimum Wage (the "SMW") in Hong Kong. On 1 May 2019, the SMW was adjusted upward by 8% which significantly affect the profit margin of our environmental and cleaning services in Hong Kong. During the year, we have taken various strategies including taking more proactive approach to gain additional market share, negotiating better terms for our service contracts and implementing stringent costs control procedures, to tackle such challenging and difficult market conditions. Nevertheless, together with expiry of the several service contracts in the commercial sector during the early beginning of the year, the revenue and the net profit from the environmental and cleaning services in Hong Kong decreased by approximately HK\$11 million and approximately HK\$1 million respectively for the year ended 30 June 2019.

### 各位股東：

本人謹代表董事(「董事」)會(「董事會」)欣然向股東提呈本公司及其附屬公司(「本集團」)截至二零一九年六月三十日止年度的年度報告。

二零一九年是充滿挑戰的一年，亦為本集團迅速發展的一年。截至二零一九年六月三十日止年度，本集團專注於環境及清潔服務以及放債業務的主營盈利業務，令本集團錄得純利約18,500,000港元，而本集團於截至二零一八年六月三十日止年度應佔淨虧損約8,300,000港元。

### 香港環境及清潔業務

由於價格競爭激烈及實行法定最低工資(「法定最低工資」)，我們的主要業務分部香港環境及清潔業務市場面臨挑戰及困難重重。於二零一九年五月一日，法定最低工資上調8%，嚴重影響香港環境及清潔服務的利潤率。年內，我們採取各種策略(包括採取更為積極的方法奪取更多市場份額、為我們的服務合約磋商更佳條款以及實施嚴格的成本控制程序)，應對該等充滿挑戰及困難的市況。然而，加上年初商業分部的若干服務合約屆滿，香港環境及清潔服務的收益及純利於截至二零一九年六月三十日止年度分別減少約11,000,000港元及約1,000,000港元。

## CHAIRMAN'S STATEMENT 主席報告

Looking forward, we would expand our service scope to enable customers to use the Group as a one-stop cleaning contractor by cross-selling other cleaning and waste management services to our customers and consolidating our resources to focus on high value customers to bring in additional revenue. In May 2019, the Group succeeded to obtain several new significant service contracts in the commercial sector which we believe that they will have significant positive effect on the financial performance of the environmental and cleaning business in Hong Kong in the coming fiscal year. To offset the increase in labor costs, the Group is striving to transfer most of the increased labor costs to our customers and implement more efficient working flows and stringent cost control procedures. The Group is closely monitoring the labor turnover rate and regularly reviews our remuneration package in order to maintain sufficient labor force and cope with the changing environment.

### ENVIRONMENTAL AND CLEANING BUSINESS IN THE PRC

The environmental and cleaning business in Shanghai, the People's Republic of China (the "PRC") (the "Shanghai Operations") remains at the growth stage. With our enhanced brand recognition, improved operating procedures, outstanding service quality, we have demonstrated our ability to provide differentiating and high quality environmental and cleaning services against our competitors in the PRC and secured a number of new service contracts for the year. During the year, the Shanghai Operations contributed an additional revenue of approximately HK\$4.7 million and achieved a net profit of approximately HK\$1.6 million.

We will continue to take a more proactive market approach to penetrate into the PRC market. Together with the extensive business network and operating experience possessed by the existing management of the Shanghai Operations, the additional capital injection made by the Group and the management and operating skills provided by our environmental and cleaning services in Hong Kong, the Shanghai Operations is believed to be another major source of income and profit of the Group in the coming financial years.

### MONEY LENDING BUSINESS

The Group continued with its efforts in developing the money lending business. The Group's average balance of loans granted under the money lending business increased from approximately HK\$111.9 million during the year ended 30 June 2018 to approximately HK\$122.5 million during the year ended 30 June 2019 and the resulted interest income for the year ended 30 June 2019 increased by approximately HK\$5.1 million.

展望未來，我們將擴大服務範圍，透過向現有客戶交叉銷售其他清潔及廢物管理服務以及整合資源專注高價值客戶以帶來額外收益，使客戶將本集團作為一站式清潔承包商。於二零一九年五月，本集團成功獲得若干新的商業分部重要服務合約，我們認為該等合約將對香港環境及清潔業務於下個財政年度的財務表現產生重大積極影響。為抵銷勞工成本的增加，本集團力求將大部分已增加勞工成本轉嫁予客戶並實施更有效的工作流程及嚴格的成本控制程序。本集團密切監控勞工流失率及定期檢討我們的薪酬計劃，以維持充足的勞動力並應對不斷變化的環境。

### 中國環境及清潔業務

中華人民共和國（「中國」）上海環境及清潔業務（「上海業務」）仍處於增長階段。我們經提升的品牌知名度、改善後的經營流程及出類拔萃的服務質量，均彰顯我們提供相較中國競爭對手而言差異化優質環境及清潔服務的能力，我們於年內取得許多新服務合約。年內，上海業務貢獻額外收益約4,700,000港元，實現純利約1,600,000港元。

我們將繼續採取更為積極的市場方法滲透中國市場。連同上海業務現有管理層的廣泛業務網絡及經營經驗、本集團所作的額外注資及我們香港環境及清潔服務所提供的管理及經營技術，上海業務被認為將成為未來財政年度本集團的另一主要收入及溢利來源。

### 放債業務

本集團繼續致力發展放債業務。本集團於放債業務授出的貸款平均餘額由截至二零一八年六月三十日止年度的約111,900,000港元增加至截至二零一九年六月三十日止年度的約122,500,000港元，而截至二零一九年六月三十日止年度所產生的利息收入則增加約5,100,000港元。



## CHAIRMAN'S STATEMENT 主席報告

The global operating and economic environment is expected to be challenging and unstable due to the fierce international trading disputes as well as the downward pressure on the global economic growth. In view of the uncertain economic outlook, the Group will pursue opportunities and growth in a cautious manner with a high standard of risk and credit management which ensures that the existing loans portfolio and new loans granted by the Group are carefully assessed and controlled in accordance with the Group's stringent credit policies.

### APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to our valued customers, business partners, and shareholders for their persistent support, and express my appreciation to the management team and employees for their valuable contribution to the development of the Group. Finally, I would like to express my sincere appreciation to the officers of Stock Exchange for their guidance.

#### Yu Shaoheng

*Chief Executive Officer and Executive Director*

24 September 2019

由於出現激烈國際貿易爭端及全球經濟增長面臨下行壓力，預期全球營商及經濟環境將面臨挑戰及不穩定因素。鑑於經濟前景不明朗，本集團將以風險及信貸管理高標準的謹慎方式尋求商機及增長，確保按照本集團嚴格的信貸政策對本集團的現有貸款組合及新授出的貸款進行仔細評估及控制。

### 致謝

本人謹代表董事會，對我們珍視的客戶、業務夥伴及股東的鼎力支持致以深切謝意，並衷心感謝管理團隊及全體員工為本集團發展所作出的寶貴貢獻。最後，本人謹此對聯交所高級人員的指導致以衷心謝意。

#### 余紹亨

*行政總裁兼執行董事*

二零一九年九月二十四日





# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## BUSINESS OVERVIEW

### Environmental and Cleaning Services

The Group is principally engaged in the provision of environmental services in Hong Kong and the PRC, which include the provision of cleaning and related services for (i) public area and office cleaning services which involve cleaning of public areas, carpets, floors, toilets, changing rooms, lifts and escalators and emptying of garbage bins at commercial buildings and their tenants, residential complexes, shopping arcades, hotels and public transport facilities such as airport, ferries, ferry terminal, cargo and logistics centre and depots; (ii) overnight kitchen cleaning services mainly at private club and hotels; (iii) external wall and window cleaning services; (iv) stonefloor maintenance and restoration services; (v) pest control and fumigation services; (vi) waste management and disposal solutions which mainly involve collection, transportation and disposal of household waste, construction waste and trade waste and sales of recyclable waste such as paper, metal and plastic waste collected during our operations; (vii) housekeeping services where we provide housekeeping services to carry out professional daily housekeeping and cleaning services at local boutique hotels, hostels and serviced apartments; (viii) secure and confidential waste destruction for commercial clients; (ix) sanitation solution for yacht; (x) cleaning and waste management solution for renovated apartment; and (xi) airline catering support services.

### Money Lending Business

The Group conducted its money lending business under the money lenders licences granted by the licensing court in Hong Kong and the PRC.

## 業務概覽

### 環境及清潔服務

本集團的主要業務為於香港及中國提供環境服務，包括提供下列各項清潔及相關服務：(i)公眾地方及辦公室清潔服務，其涉及清潔公眾地方、地氈、地板、廁所、更衣室、升降機及自動梯，以及在商業大廈(及其租戶)、住宅屋苑、購物商場、酒店及公共運輸設施(如機場、渡輪、渡輪碼頭、貨物及物流中心及車廠)等地方收集掏空垃圾箱；(ii)通宵廚房清潔服務，有關服務主要提供予私人會所及酒店；(iii)外牆及玻璃清潔服務；(iv)石材地板保養及翻新服務；(v)滅蟲及焗霧處理服務；(vi)廢物管理及處置解決方案，其主要涉及收集、運輸及處置住戶廢物、建築廢物及商貿廢物及出售在本公司業務過程中收集所得的可循環再用廢物，例如：廢紙、金屬及塑膠；(vii)房務服務，我們為本地精品酒店、賓館及服務式公寓提供房務服務，每日進行專業的房務及清潔服務；(viii)為商業客戶提供敏感及保密文件銷毀服務；(ix)為遊艇提供衛生解決方案；(x)為翻新公寓提供清潔及廢物管理解決方案；及(xi)航空餐飲支持服務。

### 放債業務

本集團獲香港及中國牌照法庭授予放債人牌照，開展放債業務。



# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## BUSINESS REVIEW

### Environmental and Cleaning Services in Hong Kong

Compared to the revenue of approximately HK\$272.9 million for the year ended 30 June 2018, the Group's revenue from the environmental and cleaning services in Hong Kong decreased by approximately HK\$11.3 million to approximately HK\$261.6 million for the year ended 30 June 2019.

### Revenue by Service Sector

The following table sets forth the breakdown of our revenue by different sectors which reflect the target clients of our environmental and cleaning services in Hong Kong:

		Year ended 30 June 2019 截至二零一九年 六月三十日止年度		Year ended 30 June 2018 截至二零一八年 六月三十日止年度	
		HK\$'000 千港元	%	HK\$'000 千港元	%
Commercial	商業	105,340	40.3	128,000	46.9
Residential	住宅	57,200	21.8	51,199	18.8
Hospitality	酒店	30,155	11.5	25,948	9.5
Transportation	運輸	50,685	19.4	51,158	18.7
Others	其他	18,242	7	16,628	6.1
		261,622	100	272,933	100

Most commercial contracts are for the provision of cleaning and related services at commercial buildings where customers traditionally demand a higher service quality and are also willing to pay a premium price. Almost all of the commercial contracts enable the Group to provide additional services for the tenants in the tenanted area of the buildings with contracts on a regular, ad-hoc or one-off basis which further enhance our revenue stream. The decrease in the revenue from the commercial sector was mainly due to expiry of several service contracts at early beginning of the year. Nevertheless, the Group succeeded in securing new significant service contracts in the commercial sector at late end the year which would have significant positive effect on the financial performance of the environmental and cleaning business in Hong Kong in the coming fiscal year.

The Group has allocated more resources to gain services contracts from premium private housing estates and branded hotels. The increase in the revenue from the residential sector and the hospitality sector was mainly attributable to additional several service contracts secured during the year.

## 業務回顧

### 香港環境及清潔服務

與截至二零一八年六月三十日止年度的收益約272,900,000港元相比，本集團截至二零一九年六月三十日止年度來自香港環境及清潔服務的收益減少約11,300,000港元至約261,600,000港元。

### 按服務分部劃分的收益

下表載列按不同行業(其反映香港環境及清潔服務的目標客戶)劃分的收益明細：

大部分商業合約有關於商業大廈提供清潔及相關服務，相關客戶一般要求較高的服務質量，但亦願意支付高價。幾乎所有商業合約均令本集團可按經常及特別或一次性基準向大廈租戶場所的訂約租戶提供額外服務，從而進一步提高收益來源。商業分部的收益減少，乃主要由於年初若干服務合約屆滿。儘管如此，本集團的商業分部於年末成功獲得新的重大服務合約，對下一財政年度香港環境及清潔業務的財務表現帶來重大利好因素。

本集團已分配更多資源以取得優質私人屋苑及知名酒店的服務合約。年內，住宅分部及酒店分部的收益增加，乃主要歸因於取得多份新服務合約。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The Group recorded a slight decrease in the revenue of the transportation sector due to reduction in the scope of services rendered to the existing customers of which the revenue was charged based on the amount of services we provided. During the year, the Group was providing hygiene and related services to several respectable transportation operators including a toilet cleaning contract at the airport of Hong Kong, a bus and bus depot cleaning and fuel refilling contract, as well as the provision of cabin dressing in which the Group provides the cleaning and restocking bathroom and seat amenities for one of the largest airline operators in Hong Kong. These contracts prove our Group's portfolio in the transportation sector and our reputation and the ability to provide 24/7 around the clock environmental services.

Most of the revenue from other sector is recurring and service price is reviewable on an annual basis.

### Results

During the year ended 30 June 2019, the environmental and cleaning business in Hong Kong achieved a lower net profit of HK\$11.2 million as compared to the net profit of HK\$12.2 million for the year ended 30 June 2018. The decrease is mainly due to the expiry of several services contracts in the commercial and the residential sectors at the early beginning of this fiscal year and the increase in the direct manpower services costs after the upward adjustment of the Statutory Minimum Wage (the "SMW") in Hong Kong in May 2019.

Nevertheless, the Group has taken strategies including taking more proactive approach to gain additional market share, negotiating better terms for our contracts and implementing stringent costs control procedures, to tackle such challenging and difficult market conditions. In May 2019, the Group succeeded to obtain several new significant service contracts in the commercial sector which would have significant positive effect on the financial performance of the environmental and cleaning business in Hong Kong in the coming fiscal year.

### Environmental and Cleaning Services in Shanghai, the PRC

During the year ended 30 June 2019, the Shanghai Operations contributed revenue of approximately HK\$30.8 million (2018: approximately HK\$26.1 million) to the Group's total revenue as several new service contracts were secured by the Shanghai operations. The Shanghai Operations also recorded a net profit of approximately HK\$1.6 million (2018: approximately HK\$1.3 million) for the year ended 30 June 2019.

由於我們向現有客戶(我們按所提供服務的數量向彼等收取收益)提供的服務範圍縮減,故本集團運輸分部的收益輕微減少。年內,本集團為若干備受尊崇的運輸營運商提供衛生及相關服務,包括香港機場的廁所清潔合約、公共巴士及巴士車廠清潔及入油合約及提供機艙裝飾,其中本集團為香港最大的航空公司之一的衛生間及座椅輔助設施提供清潔及補貨服務合約。該等合約印證本集團於運輸領域的組合及我們的聲譽以及提供7天24小時全天候環境服務的能力。

大部分來自其他分部的收益為經常性及服務價格按年度基準審閱。

### 業績

截至二零一九年六月三十日止年度,香港環境及清潔業務錄得的純利收窄至11,200,000港元,而截至二零一八年六月三十日止年度則錄得純利12,200,000港元。該減少乃主要由於商業及住宅分部的若干服務合約於本財政年度初屆滿,以及於二零一九年五月香港法定最低工資(「法定最低工資」)獲上調,導致直接人力服務成本上漲。

儘管如此,本集團採取更積極提高市場份額、就合約磋商更優厚條款及實施嚴格的成本控制程序等策略,藉此應對該艱鉅及挑戰重重的市況。於二零一九年五月,本集團的商業分部成功獲得多份新重大服務合約,對下一財政年度香港環境及清潔業務的財務表現帶來重大利好影響。

### 中國上海環境及清潔服務

截至二零一九年六月三十日止年度,上海業務為本集團總收益貢獻約30,800,000港元(二零一八年:約26,100,000港元)的收益,此乃由於上海業務獲得若干新服務合約。上海業務亦於截至二零一九年六月三十日止年度錄得純利約1,600,000港元(二零一八年:約1,300,000港元)。



## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### Environmental and Cleaning Services in Shenzhen, the PRC

During the year ended 30 June 2018, the Group started commencing its environmental and cleaning services business in Shenzhen, the PRC (the “Shenzhen Operations”) which it contributed revenue of approximately HK\$2.2 million and recorded a net loss of approximately HK\$0.9 million.

As the Shenzhen Operations was not performing as expected, the Group ceased the Shenzhen Operations and disposed of its entire interests at approximately HK\$0.2 million on 31 May 2018.

### Money Lending Business

As at 30 June 2019, the Group granted several loans in the aggregate principal amount of approximately HK\$122.5 million (2018: approximately HK\$111.9 million) to independent third party borrowers with interest bearing at rates ranging from 10%–24% (2018: 10%–22%) per annum. The money lending business became one of the sources for the Group’s profit. The interest income and the net profit from the money lending business for the year ended 30 June 2019 amounted to approximately HK\$23.7 million (2018: approximately HK\$18.6 million) and approximately HK\$11.0 million (2018: approximately HK\$11.7 million) respectively.

The increase in the interest income was mainly attributable the increase in the average loan balance granted to the customers by the Group during the year ended 30 June 2019.

The decrease in the operating profit is mainly due to increase in the expenditures for the expansion of the management and operation teams of the money lending business during the year ended 30 June 2019.

### Financial Services

As disclosed in the Company’s announcement dated 5 June 2017, the Group started to develop the businesses of provision of financial regulated activities under the Securities and Futures Ordinance in Hong Kong and provision of forex brokerage services in New Zealand. The development of such businesses which incurred expenses of approximately HK\$10.3 million during the year ended 30 June 2018 was ceased in December 2017 due to the unsatisfactory development progress, in particular the difficulties encountered on obtaining the relevant licences and/or approvals.

### 中國深圳的環境及清潔服務

截至二零一八年六月三十日止年度，本集團開始在中國深圳開展環境及清潔服務業務（「深圳業務」），其貢獻收益約2,200,000港元，錄得虧損淨額約900,000港元。

由於深圳業務的表現遜於預期，故本集團於二零一八年五月三十一日終止深圳業務並按約200,000港元出售其全部權益。

### 放債業務

於二零一九年六月三十日，本集團授出若干本金合共約122,500,000港元（二零一八年：約111,900,000港元）按年利率介乎10%至24%（二零一八年：介乎10%至22%）計息的貸款予獨立第三方借款人。放債業務已成為本集團溢利來源之一。截至二零一九年六月三十日止年度，放債業務的利息收入及純利分別約為23,700,000港元（二零一八年：約18,600,000港元）及約為11,000,000港元（二零一八年：約11,700,000港元）。

截至二零一九年六月三十日止年度，利息收入增加乃主要歸因於本集團授予客戶平均貸款結餘增加。

經營溢利減少乃主要由於截至二零一九年六月三十日止年度擴大放債業務管理及營運團隊的開支增加。

### 金融服務

誠如本公司日期為二零一七年六月五日之公告所披露，本集團開始發展根據香港證券及期貨條例提供金融受規管活動及在新西蘭提供外匯經紀服務的業務。截至二零一八年六月三十日止年度，發展該等業務產生開支約10,300,000港元，但由於發展進度不盡人意，尤其是取得有關牌照及／或批准時所遇到的困難，故已於二零一七年十二月終止發展該等業務。

# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## OUTLOOK

### Environmental and Cleaning Services in Hong Kong

In May, the Group was successful in renewing and securing a number of new significant environmental services contracts for iconic commercial complexes. We believe that these contracts shall be used as the backbone to support our Group's business growth. As such, we have demonstrated our ability to provide large scale environmental and cleaning services, and we have also strengthen our reputation as one of the largest environmental services providers in Hong Kong.

Labor market competition in Hong Kong has intensified with the upward adjustment of the SMW in May 2019. The Group is also facing higher labor turnover rate in the environmental services industry as more labor tend to work in other less laborious industries such as the security guard service industry under the same SMW rate. To offset the increase in labor costs, the Group is striving to transfer most of the increased labor costs to our customers and implement more efficient working flows and stringent cost control procedures. The Group is closely monitoring the labor turnover rate and regularly reviews our remuneration package in order to maintain sufficient labor force and cope with the changing environment. We would continue to enhance the quality of services by providing training to our front line staff.

Looking forward, we would strengthen our marketing effort in hope to expand our market shares in the commercial, transportation and residential sectors and continue to consolidate our resources to focus on high value customers to bring in additional revenue by cross-selling other cleaning and waste management services to our existing customers. We believe this strategy may not only improve our revenue per customer but also increase our profit margin as we could leverage our existing manpower to perform services at location where we already have presence. We would explore other new environmental and cleaning services to expand our service scope to enable customers to use the Group as a onestop cleaning contractor. We would continue to streamline our operations in order to simplify and improve our operation efficiency. We believe that our success in serving different sectors will further build up the confidence for new clients to select our cleaning services in the coming future.

## 前景

### 香港環境及清潔服務

於五月，本集團成功重續及取得地標商業綜合大廈多份新重大環境服務合約。我們相信，該等合約將為本集團業務增長的重要支柱。因此，我們已展示提供大規模環境及清潔服務的能力，亦提升我們作為香港最大環境服務供應商之一的聲譽。

隨著法定最低工資於二零一九年五月上調，香港勞動力市場的競爭加劇。本集團亦正面對環境服務業的高勞工流失率，乃由於更多勞工在相同法定最低工資比率下傾向於其他較輕鬆的行業工作，例如保安護衛服務業。為抵銷勞工成本的增加，本集團力求將大部分已增加勞工成本轉嫁予客戶並實施更有效的工作流程及嚴格的成本控制程序。本集團密切監控勞工流失率及定期檢討我們的薪酬計劃，以維持充足的勞動力並應對不斷變化的環境。我們將繼續通過向前線員工提供培訓提高服務質量。

展望未來，我們將增強營銷工作以擴大於商業、運輸及住宅領域的市場份額，並繼續整合資源專注高價值客戶，透過向現有客戶交叉銷售其他清潔及廢物管理服務，帶來額外收益。由於我們可以發揮現有人力優勢在我們已進駐的地點開展服務，故此我們相信，這項策略不單可提高來自每位客戶的收益，亦可提升我們的利潤率。我們將探索其他新的環境及清潔服務，以擴大我們的服務範圍，使客戶將本集團作為一站式清潔承包商。我們將繼續精簡我們的業務，以簡化及提升經營效率。我們深信，我們在服務於各行業方面的成功，將進一步為新客戶日後選用我們的清潔服務建立信心。





# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## Environmental and Cleaning Services in the PRC

Together with the extensive business network and operating experience possessed by the existing management of the Shanghai Operations, the additional capital injection made by the Group and the management and operating skills provided by our Group, the Shanghai Operations is expanding as expected. The Shanghai Operations has secured several new services contracts and achieved operating profit during the year, the Shanghai Operations will implement the same quality control and training program as the same in Hong Kong. It is expected that the quality of service provided by the Shanghai Operations will further be improved. The management of the Shanghai Operations has been refining its marketing strategies in order to attract more new customers to utilize our cleaning services in Shanghai, PRC. The Shanghai Operations is believed to be another major source of income and profit of the Group in the coming financial years.

## Money Lending Business

The global operating and economic environment is expected to be challenging and unstable due to the fierce international trading disputes as well as the downward pressure on the global economic growth. In view of the uncertain economic outlook, the Group will pursue opportunities and growth in a cautious manner with a high standard of risk and credit management which ensures that the existing loans portfolio and new loans granted by the Group are carefully assessed and controlled in accordance with the Group's stringent credit policies.

## FINANCIAL REVIEW

### Revenue

For the year ended 30 June 2019, the Group reported a total revenue of approximately HK\$316.1 million (2018: approximately HK\$319.9 million), representing an decrease of approximately 1.2% mainly due to net effect of (i) decrease in the revenue from the environmental and cleaning services business in Hong Kong by approximately HK\$11.3 million to approximately HK\$261.6 million for the year ended 30 June 2019 (2018: approximately HK\$272.9 million) as a result of expiry of several services contracts for commercial complexes in Hong Kong at early beginning of the year; (ii) additional contribution of the revenue of approximately HK\$4.7 million (2019: approximately HK\$30.8 million; 2018: approximately HK\$26.1 million) from the Shanghai Operations as several new service contracts were awarded during the year; and (iii) contribution of the additional interest income of approximately HK\$5.1 million (2019: approximately HK\$23.7 million; 2018: approximately HK\$18.6 million) from the money lending business as the increase in the average loan balance granted to the customers by the Group during the year.

## 中國環境及清潔服務

連同上海業務現有管理層的廣泛業務網絡及經營經驗、本集團所作的額外注資及本集團提供的管理及經營技術，上海業務現正如預期擴展。上海業務已於年內獲取多份新服務合約及錄得經營溢利。上海業務將實行與香港相若的質量監控及培訓計劃。預期上海業務所提供的服務質量將進一步提升。上海業務的管理層持續完善其營銷策略，以吸引更多新客戶於中國上海使用我們的清潔服務。我們深信，於未來數個財政年度，上海業務將成為本集團的另一主要收入及溢利來源。

## 放債業務

由於出現激烈國際貿易爭端及全球經濟增長面臨下行壓力，預期全球營商及經濟環境將面臨挑戰及不穩定因素。鑑於經濟前景不明朗，本集團將以風險及信貸管理高標準的謹慎方式尋求商機及增長，確保按照本集團嚴格的信貸政策對本集團的現有貸款組合及新授出的貸款進行仔細評估及控制。

## 財務回顧

### 收益

截至二零一九年六月三十日止年度，本集團錄得總收益約316,100,000港元（二零一八年：約319,900,000港元），減少約1.2%，主要由於(i)截至二零一九年六月三十日止年度，年初若干香港商業綜合大廈的服務合約屆滿，因此香港的環境及清潔服務業務的收益減少約11,300,000港元至約261,600,000港元（二零一八年：約272,900,000港元）；(ii)年內取得多份新服務合約，因此上海業務額外收益貢獻約4,700,000港元（二零一九年：約30,800,000港元；二零一八年：約26,100,000港元）；及(iii)年內本集團授予客戶的平均貸款結餘增加，因此放債業務貢獻之額外利息收入約5,100,000港元（二零一九年：約23,700,000港元；二零一八年：約18,600,000港元）的淨影響。



## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### Selling and Marketing Expenses, Administrative Expenses and Other Losses

The Group's selling and marketing expenses, administrative expenses and other losses decreased by approximately HK\$18.7 million to approximately HK\$26.4 million (2018: approximately HK\$45.1 million) for the year ended 30 June 2019. The decrease was mainly due to the net effect of the below expenses and losses for the year:

- (i) decrease in the selling and marketing expenses and administrative expenses, including but not limited to staff costs, rental expenses, advertising and promotion expenses, travelling expenses and general office expenses of the Group's headquarters and environmental and cleaning services in Hong Kong, as a result of the implementation of the tight costs control procedures in 2019;
- (ii) additional general selling and marketing expenses and administrative expenses incurred by the Shanghai Operations and the money lending business of which the businesses and operations were further expanded during the year;
- (iii) additional administrative, operating and development expenses of approximately HK\$10.3 million incurred during the year ended 30 June 2018 for the development of the businesses of provision of financial regulated activities under the Securities and Futures Ordinance and provision of forex brokerage service in New Zealand which was ceased in December 2017; and
- (iv) additional administrative and operating expenses and loss on disposals with an aggregate amount of approximately HK\$6.8 million incurred for the year ended 30 June 2018 for the Shenzhen Operations which was ceased during the year ended 30 June 2018.

### Finance Costs

The finance costs of the Group for the year ended 30 June 2019 decrease by approximately HK\$4.9 million to approximately HK\$1.9 million (2018: approximately HK\$6.8 million) was mainly due to the decrease in the interest expense of approximately HK\$4.8 million on the convertible bonds which were issued in August 2017 and redeemed in August 2018.

### 銷售及營銷開支、行政開支及其他虧損

截至二零一九年六月三十日止年度，本集團銷售及營銷開支、行政開支及其他虧損減少約18,700,000港元至約26,400,000港元(二零一八年：約45,100,000港元)。該增加主要由於年內以下開支及虧損的淨影響所致：

- (i) 於二零一九年實施嚴格的成本控制程序造成銷售及營銷開支及行政開支(包括但不限於本集團總部及香港環境及清潔服務的員工成本、租賃開支、廣告及推廣開支、差旅費及一般辦公室開支)減少；
- (ii) 年內上海業務及放債業務進一步擴展業務及營運，產生額外一般銷售及營銷開支以及行政開支；
- (iii) 截至二零一八年六月三十日止年度就發展根據證券及期貨條例提供金融受規管活動及在新西蘭提供外匯經紀服務的業務(已於二零一七年十二月終止)產生額外行政、經營及開發開支約10,300,000港元；及
- (iv) 於截至二零一八年六月三十日止年度，就深圳業務(已於截至二零一八年六月三十日止年度終止)所產生額外行政及經營開支以及出售虧損總額約6,800,000港元。

### 融資成本

截至二零一九年六月三十日止年度，本集團融資成本減少約4,900,000港元至約1,900,000港元(二零一八年：約6,800,000港元)，該減少主要由於就二零一七年八月發行可換股債券並於二零一八年八月贖回產生利息開支約4,800,000港元。



## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### DISCLOSURE OF ADVANCE TO ENTITIES UNDER RULE 17.22 OF THE GEM LISTING RULES

Included in the Group's loans receivables of approximately HK\$122,480,000 as at 30 June 2019 is a loan with aggregate amount of approximately HK\$29,000,000 granted to the below independent third party under the ordinary course of the Group's money lending services which exceeds 8% of the assets ratio as defined under rule 19.07(1) of the GEM Listing Rules as at 30 June 2019.

The details of such loan are disclosed under rule 17.22 of the GEM Listing Rules as below:

### 根據GEM上市規則第17.22條披露向實體墊款

本集團於二零一九年六月三十日的應收貸款約122,480,000港元包括於二零一九年六月三十日授予本集團放債服務一般過程中以下獨立第三方超逾GEM上市規則第19.07(1)條所界定的資產比率8%的總金額約29,000,000港元的貸款。

有關貸款的詳情根據GEM上市規則第17.22條披露如下：

Date of announcements	Name of the borrower	Loan amount granted	Outstanding principal amount of the loan as at 30 June 2019 於二零一九年六月三十日貸款的未償還本金額	Interest rate per annum	Guarantees	Repayment terms
公告日期	借款人名稱/姓名	授出貸款金額 HK\$'000 千港元	本金額 HK\$'000 千港元	年利率	擔保	還款期限
8 November 2017, 8 November 2018 and 31 May 2019	Asian Champion Industrial Limited	30,000	29,000	22%	Personal guarantees executed by the below independent third parties:  - Mr. Liao Libo, who owns 40% equity interest of Asian Champion Industrial Limited; and  - Mr. Cheung Wing Chuen, who owns 60% equity interest of Asian Champion Industrial Limited.  Corporate guarantee executed by 珠海冠亞建材儲運有限公司, which is owned as to 80% by Mr. Liao Libo	The Borrower shall pay interest accrued on the loan on a monthly basis and shall repay the total outstanding principal amount of the Loan together with any outstanding interest accrued thereon on 7 November 2022
二零一七年十一月八日、二零一八年十一月八日及二零一九年五月三十一日	冠亞實業有限公司	30,000	29,000	22%	由以下獨立第三方簽訂的個人擔保：  - 擁有冠亞實業有限公司40%股權的廖立波先生；及  - 擁有冠亞實業有限公司60%股權的張泳川先生。  由廖立波先生擁有80%權益的珠海冠亞建材儲運有限公司簽訂的公司擔保	借款人應每月支付貸款的應計利息及應於二零二二年十一月七日償還貸款的未償還本金總額連同任何未償還應計利息

# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## Capital Structure and Fund Raising Activities

The shares of the Company are listed on the GEM of the Stock Exchange. The Company's share capital comprises only ordinary shares.

## Rights Issue

On 11 April 2018, the Company announced its proposal to raise not less than HK\$48.6 million before expenses by way of a rights issue by issuing 270,000,000 rights shares on the basis of one rights share for every one shares held by the qualifying shareholders at a subscription price of HK\$0.18 per rights share (the "Rights Issue"). 173,024,800 rights shares are underwritten by Lamtex Securities Limited and Mr. Yu Shaoheng ("Mr. Yu"), the controlling shareholder of the Company under the GEM Listing Rules, the chief executive officer of the Company and the executive director of the Company, pursuant to the underwriting agreement dated 11 April 2018 (the "Underwriting Agreement") entered into between the Company with each of Lamtex Securities Limited and Mr. Yu subject to the terms and conditions set out in the Underwriting Agreement.

The Rights Issue was completed on 9 July 2018. The Rights Issue raised approximately HK\$46.7 million after deduction of expenses by issuing 270,000,000 rights shares.

The Company intends to apply the net proceeds from the Rights Issue as to (i) approximately HK\$37,700,000 will be utilized for the Group's existing businesses, in particular the money lending business; and (ii) approximately HK\$9,400,000 will be utilized for potential investment opportunities as and when identified by the Group and/or for general working capital of the Group.

Details and results of the Rights Issue are set out in the announcements of the Company dated 11 April 2018 and 5 July 2018, the circular of the Company dated 11 May 2018, the resolution set out in the notice of the extraordinary general meeting dated 11 May 2018 and the prospectus of the Company dated 12 June 2018.

## 資本架構及集資活動

本公司股份於聯交所GEM上市。本公司股本僅包括普通股。

## 供股

於二零一八年四月十一日，本公司宣佈其建議透過發行270,000,000股供股股份，按合資格股東每持有一股股份獲發一股供股股份之基準以認購價每股供股股份0.18港元進行供股（「供股」），以籌集不少於48,600,000港元（未計算開支）。根據本公司與林達證券有限公司及本公司於GEM上市規則下的控股股東、本公司行政總裁兼本公司執行董事余紹亨先生（「余先生」）各自於二零一八年四月十一日訂立的包銷協議（「包銷協議」）並受包銷協議所載之條款及條件所限，林達證券有限公司及余先生包銷173,024,800股供股股份。

供股已於二零一八年七月九日完成。供股透過發行270,000,000股供股股份，籌得約46,700,000港元（經扣除開支）。

本公司擬按下列方式動用供股所得款項淨額：(i) 約37,700,000港元將用於本集團現有業務，尤其是放債業務；及(ii) 約9,400,000港元將用於本集團適時所物色的潛在投資機會及／或用作本集團一般營運資金。

有關供股的詳情及結果載於本公司日期為二零一八年四月十一日及二零一八年七月五日的公告、本公司日期為二零一八年五月十一日的通函、日期為二零一八年五月十一日的股東特別大會通告所載的決議案及本公司日期為二零一八年六月十二日的招股章程。



## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### CONVERTIBLE BONDS

Pursuant to the subscription agreement and the supplemental extension letter dated 15 June 2017 and 16 August 2017 respectively, Wui Wo Enterprise Limited (the “Subscriber”) has conditionally agreed to subscribe for and the Company has conditionally agreed to issue the zero coupon convertible bonds in the principal amount of HK\$50 million (the “Convertible Bonds”), which entitle the Subscriber to convert the Convertible Bonds into a maximum of 128,205,128 conversion shares at the conversion price of HK\$0.39 per conversion share (as adjusted by the share consolidation completed on 26 July 2017 and the Rights Issue completed on 9 July 2018) during 1 year commencing from the date of the completion of the subscription of the Convertible Bonds (the “Subscription”). The principal amount of the Convertible Bonds of HK\$50 million payable by the Subscriber is satisfied by cash. The Subscription was approved by the shareholders of the Company at the extraordinary general meeting of the Company held on 26 July 2017 and completion of the Subscription took place on 21 August 2017 (the “Issue Date”) with the net proceeds of approximately HK\$49.2 million received.

The Company intends to apply the net proceeds from the Convertible Bonds as to (i) as to approximately HK\$5.0 million for the set up costs of the group companies engaging in the margin securities and forex brokerage business; (ii) as to approximately HK\$11.0 million the deposits (the “Deposits”) to be maintained in the prime broker accounts to carry out the margin securities and forex brokerage businesses; (iii) as to approximately HK\$25 million for the Deposits to finance a loan facility as disclosed in the Company’s announcement dated 8 November 2017; (iv) as to approximately HK\$4.0 million for the development of the online trading platform for the margin securities and forex brokerage business; and (v) as to approximately HK\$4.0 million for the general working capital of the Company, including but not limited to the remuneration of the management and the operating expenses of the group companies engaging in the margin securities and forex brokerage business.

The net proceeds from the issuance of the convertible bonds on the Issue Date of HK\$49.2 million had been split into the liability component and the equity component. As at the Issue Date, the fair value of the liability component is approximately HK\$43.1 million and the equity component is approximately HK\$6.1 million, net of the transaction cost of approximately HK\$0.8 million being allocated proportionally to the liability component and the equity component. The fair value of the liability component was calculated using market interest rates for similar non-convertible bonds by an independent firm of professionally qualified valuer, Norton Appraisals Holdings Limited. The liability component is subsequently stated at amortised cost at the effective interest rate of 14.2% per annum until extinguished on conversion or maturity of the Convertible Bonds. The residual amount is assigned as the equity component and included in the shareholders’ equity heading “Convertible bonds equity reserve”.

### 可換股債券

根據日期分別為二零一七年六月十五日及二零一七年八月十六日的認購協議及補充延期函，匯和企業有限公司（「認購人」）已有條件同意認購而本公司已有條件同意發行本金額為50,000,000港元的零息可換股債券（「可換股債券」），賦予認購人權利於完成認購可換股債券日期起計一年內按換股價每股換股股份0.39港元（按已於二零一七年七月二十六日完成的股份合併及於二零一八年七月九日完成的供股予以調整）將可換股債券轉換為最多128,205,128股換股股份（「認購事項」）。認購人應付的可換股債券本金額50,000,000港元以現金支付。認購事項已於本公司在二零一七年七月二十六日舉行的股東特別大會上獲本公司股東批准及認購事項於二零一七年八月二十一日（「發行日期」）完成，已收所得款項淨額約為49,200,000港元。

本公司擬按下列方式動用可換股債券所得款項淨額：(i)約5,000,000港元用於從事保證金證券及外匯經紀業務的集團公司的設立成本；(ii)約11,000,000港元作為維持在主經紀賬戶的存款（「存款」），以進行保證金證券及外匯經紀業務；(iii)約25,000,000港元作為存款，以為本公司日期為二零一七年十一月八日的公告所披露的貸款融資撥資；(iv)約4,000,000港元用於發展保證金證券及外匯經紀業務的網上交易平台；及(v)約4,000,000港元作為本公司的一般營運資金，包括但不限於從事保證金證券及外匯經紀業務的集團公司的管理層酬金及經營開支。

於發行日期的可換股債券發行所得款項淨額49,200,000港元已分拆為負債部分及權益部分。於發行日期，負債部分公平值為約43,100,000港元及權益部分公平值為約6,100,000港元，扣除按比例分配至負債部分及權益部分的交易成本約800,000港元。負債部分的公平值乃由獨立專業合資格估值公司Norton Appraisals Holdings Limited使用類似非可換股債券的市場利率計算。負債部分之後按每年14.2%的實際利率以攤銷成本列賬，直至可換股債券轉換或到期而失效為止。殘值分配作權益部分，並列入「可換股債券權益儲備」項下的股東權益。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

No Convertible Bonds had been converted as at 30 June 2018 and up to 20 August 2018, being the maturity date of the Convertible Bonds.

The Company fully redeemed the Convertible Bonds on 20 August 2018.

### Liquidity and Financial Resources

During the year ended 30 June 2019, the Group had financed its operations and capital requirements through operating cash flows and net proceeds from equity financings.

As at 30 June 2019, the Group had cash and cash equivalents of approximately HK\$53.8 million (2018: approximately HK\$117.5 million), representing a decrease of 54.2% from the year ended 30 June 2018. The decrease is mainly due to the net effect of (i) redemption of the Convertible Bonds by the Company on 20 August 2018; (ii) refund of the cash received in advance for excess subscription application of the Right Issues which was completed on 9 July 2018; (iii) additional loans granted to the customers under the Group's money lending business; and (iv) net cash inflows from the Group's operating activities.

As at 30 June 2019, the Group's total current assets and current liabilities were approximately HK\$247.7 million (2018: HK\$310.3 million) and HK\$53.6 million (2018: HK\$159.0 million) respectively, while the current ratio was approximately 4.62 times (2018: approximately 1.95 times) which remains healthy.

As at 30 June 2019, the total debt of the Group were approximately HK\$9.7 million (2018: approximately HK\$59.1 million) which include obligations under finance leases of approximately HK\$0.05 million (2018: approximately HK\$0.6 million), unlisted corporate bond of approximately HK\$9.7 million (2018: approximately HK\$9.6 million) and the convertible bonds of approximately HK\$Nil (2018: approximately HK\$48.9 million). The gearing ratio of the Group (calculated by dividing total debt by total equity) as at 30 June 2019 was approximately 4.5%, as compared to 39.3% as at 30 June 2018. The significant decrease was mainly due to the redemption of the Convertible Bonds of approximately HK\$48.9 million in August 2018 and repayment of the outstanding obligations under finance leases during the year.

The Board is of the opinion that the Group is in a strong and healthy financial position and has sufficient resources to support its operations and meet its foreseeable capital expenditures and expansions.

於二零一八年六月三十日及截至二零一八年八月二十日(即可換股債券的到期日),概無轉換可換股債券。

本公司已於二零一八年八月二十日悉數贖回可換股債券。

### 流動資金及財務資源

截至二零一九年六月三十日止年度,本集團透過營運現金流量及股權融資所得款項淨額撥付營運及資金需求。

於二零一九年六月三十日,本集團現金及現金等價物約為53,800,000港元(二零一八年:約117,500,000港元),較截至二零一八年六月三十日止年度減少54.2%。該減少主要由於(i)本公司於二零一八年八月二十日贖回可換股債券;(ii)就於二零一八年七月九日完成的供股超額認購申請退還已收取的墊付現金;(iii)於本集團放債業務下授予客戶的額外貸款;及(iv)本集團經營活動所產生現金流入淨額的淨影響。

於二零一九年六月三十日,本集團流動資產及流動負債總值分別約為247,700,000港元(二零一八年:310,300,000港元)及53,600,000港元(二零一八年:159,000,000港元),而流動比率約為4.62倍(二零一八年:約1.95倍),仍然處於穩健水平。

於二零一九年六月三十日,本集團債務總額約為9,700,000港元(二零一八年:約59,100,000港元),包括融資租賃承擔約50,000港元(二零一八年:約600,000港元)、非上市公司債券約9,700,000港元(二零一八年:約9,600,000港元)及可換股債券約零港元(二零一八年:約48,900,000港元)。於二零一九年六月三十日,本集團資產負債比率(按債務總額除以權益總額計算)約為4.5%,而二零一八年六月三十日則為39.3%。大幅下降乃主要由於於二零一八年八月贖回可換股債券約48,900,000港元及於年內償還未償還融資租賃承擔。

董事會認為,本集團處於雄厚及穩健財務狀況,且擁有充足資源以應付營運所需及滿足未來可預見之資本開支及擴充。





# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## Foreign Exchange Exposure

During the year, major portion of the Group's operations are located mainly in Hong Kong with most of the Group's transactions, assets and liabilities are denominated in Hong Kong Dollars. The Group is exposed to foreign currency risk due to the exchange rate fluctuation of RMB against HK\$ arising from the our environmental and cleaning services business in the PRC, especially from the Shanghai Operations. The results of our operations in the PRC are translated from RMB into HK\$ at the exchange rates approximating the rates ruling at the dates of the transactions while their financial items are translated from RMB into HK\$ at the closing rate ruling at the end of the reporting period, the resulted exchange differences are recognised as other comprehensive income and accumulated separately in equity in the translation reserve of the Company and will be reclassified to profit or loss until the disposal of interests in such operations. Fluctuation of RMB against HK\$ is moderate to the Group during the year. The Group will review and monitor its currency exposure from time to time, and when appropriate hedge its currency risk.

## Information on Employees

The Group had 1,077 employees (2018: 1,233) as at the end of the Year. The Group's remuneration practices are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee. The Group recognises the importance of a good relationship with the employees by providing competitive remuneration package to the employees including salaries, allowances, insurance, discretionary bonus, and training for human resources upskilling. Total staff costs and related expenses (including Directors' remuneration) for the year ended 30 June 2019 decreased by approximately 9% over that for the same period in previous year. The increased was mainly due to the reduction in the average number of staff of the environmental and cleaning business in Hong Kong after expiry of several service contracts during the year.

## Significant Investments Held

There were no significant investments held by the Group as at 30 June 2019 and 30 June 2018.

## 外匯風險

年內，本集團大部分業務位於香港，而本集團的大部分交易、資產及負債均以港元計值。因中國環境及清潔服務業務(尤其是上海業務)產生的人民幣兌港元的匯率會出現波動，故本集團面臨外匯風險。我們中國業務的業績乃按與交易日期的適用匯率相若的匯率由人民幣換算為港元，而其財務項目則按報告期末的適用收市匯率由人民幣換算為港元，且所產生的匯兌差額則確認為其他全面收益及於本公司的換算儲備中單獨於權益內累計，並在處置該等業務的權益前重新分類至損益。年內人民幣兌港元的波動對本集團而言乃屬適度。本集團將不時檢討及監察其貨幣風險，並於適當時候對沖其貨幣風險。

## 僱員資料

於年末，本集團有1,077名(二零一八年：1,233名)僱員。本集團的薪酬政策符合現行市場慣例，乃按個別僱員的表現、資歷及經驗而釐定。本集團深知與員工建立良好關係的重要性，並向僱員提供具競爭力的薪酬計劃，包括薪金、津貼、保險、酌情花紅及人力資源技能提升培訓。截至二零一九年六月三十日止年度，員工成本及相關開支總額(包括董事酬金)較去年同期減少約9%。該增加乃主要由於年內若干服務合約屆滿後香港環境及清潔業務的平均員工數目減少。

## 所持重大投資

於二零一九年六月三十日及二零一八年六月三十日，本集團並無持有重大投資。



# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## Future Plans for Material Investments or Capital Assets

PPS Success Limited, an indirectly wholly-owned subsidiary of the Company, (the “Purchaser”) and Great Maker Limited, an independent third party, (the “Vendor”) entered into the provisional agreement and the formal sale and purchase agreement on 24 May 2019 and 31 May 2019 respectively, pursuant to which the Purchaser agreed to purchase and the Vendor agreed to sell the Office A, 12th Floor, Tower A, Capital Tower, No. 38 Wai Yip Street, Kowloon, Hong Kong (the “Property”) at a consideration of approximately HK\$57.2 million (the “Property Acquisition”) which would be financed by a combination of (i) the internal resources of the Group and (ii) a bank mortgage financing.

The Group is going to move its head office and the principal place of the interior renovation of Hong Kong to the Property after the completion of the Property. The Property Acquisition is considered by the Directors to be beneficial to the Group as it is expected to (i) provide more spacious area of self-owned office to cater for the Group’s future development and (ii) provide capital appreciation potential to the Group.

The Property Acquisition was completed on 22 July 2019. Details of the Property Acquisition are set out in the announcements of the Company dated 24 May 2019 and 30 July 2019 and the circular of the Company dated 17 June 2019.

## Capital expenditure and Capital Commitment

For the year ended 30 June 2019, our capital expenditures mainly included additions in motor vehicles and plant and equipment amount to approximately HK\$1.7 million (2018: approximately HK\$4.5 million). These capital expenditures were funded by funds generated from our operating activities.

As at 30 June 2019, the capital commitment of the Group amounted to approximately HK\$45.8 million for the Property Acquisition which would be financed by a combination of (i) the internal resources of the Group and (ii) a bank mortgage financing.

## 重大投資或資本資產的未來計劃

本公司間接全資附屬公司寶聯盛世有限公司(「買方」)與獨立第三方明宏有限公司(「賣方」)於二零一九年五月二十四日及二零一九年五月三十一日分別訂立臨時協議及正式買賣協議，據此，買方同意購買及賣方同意出售位於香港九龍偉業街38號富臨中心A座12樓A室(「該物業」)，代價約為57,200,000港元(「物業收購」)。該代價將以(i)本集團內部資源及(ii)銀行按揭融資共同撥付。

本集團將於該物業內部翻新完成後搬遷本集團香港總辦事處及主要營業地點遷。董事認為物業收購對本集團有利，原因為其預期可(i)提供更寬敞之自有辦公室以滿足本集團之日後發展及(ii)為本集團帶來資本增值潛力。

物業收購於二零一九年七月二十二日完成。物業收購的詳情載於本公司日期為二零一九年五月二十四日及二零一九年七月三十日的公告以及本公司日期為二零一九年六月十七日的通函。

## 資本開支及資本承擔

截至二零一九年六月三十日止年度，我們的資本開支主要包括汽車以及廠房及設備約為1,700,000港元(二零一八年：約4,500,000港元)。該等資本開支由經營活動所產生的資金撥付。

於二零一九年六月三十日，本集團有關物業收購的資本承擔約為45,800,000港元，並以(i)本集團內部資源及(ii)銀行按揭融資共同撥付。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### Use of proceeds

#### (i) Convertible Bonds

As at the date of this annual report, all of the net proceeds of HK\$49 million from the Subscription (the “Subscription Net Proceeds”) had been utilised and applied for those as set out below:

### 所得款項用途

#### (i) 可換股債券

於本年報日期，認購事項總所得款項淨額 49,000,000 港元（「認購事項所得款項淨額」）已予動用，其用途載列如下：

	Original allocation	Revised allocation (Note)	Utilized Subscription Net Proceeds as at the date of this annual report
	原定分配 HK\$ million 百萬港元	經修訂分配(附註) HK\$ million 百萬港元	於本年報日期 的已動用認購事項 所得款項淨額 HK\$ million 百萬港元
<b>Use of the Subscription Net Proceeds</b>			
<b>認購事項所得款項淨額的用途</b>			
i. set up costs of the group companies engaging in the margin securities and forex brokerage business	5.0	-	5.0
i. 從事保證金證券及外匯經紀業務的集團公司的設立成本			
ii. deposits to be maintained in the prime broker accounts to carry out the margin securities and forex brokerage businesses	11.0	(11.0)	-
ii. 存於主經紀賬戶的存款，以進行保證金證券及外匯經紀業務			
iii. finance a loan facility as disclosed in the Company's announcement dated 8 November 2017	25.0	-	25.0
iii. 為貸款融資(如本公司日期為二零一七年十一月八日的公告所披露)撥資			
iv. development of the online trading platform for the margin securities and forex brokerage business	4.0	(1.0)	3.0
iv. 發展保證金證券及外匯經紀業務的網上交易平台			
v. general working capital of the Company, including but not limited to the remuneration of the management and the operating expenses of the group companies engaging in the margin securities and forex brokerage business	4.0	(1.7)	2.3
v. 本公司的一般營運資金，包括但不限於從事保證金證券及外匯經紀業務的集團公司的管理層薪酬及經營開支			
vi. redemption of the Convertible Bonds on 20 August 2018	-	13.7	13.7
vi. 於二零一八年八月二十日贖回可換股債券			
	49.0	-	49.0

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Note:

As disclosed in the Company's announcement dated 5 June 2017, the Group started to develop the businesses of provision of financial regulated activities under the Securities and Futures Ordinance in Hong Kong and provision of forex brokerage services in New Zealand which were mainly financed by HK\$24 million out of the Net Proceeds. However, the development of such businesses was ceased in December 2017 due to the unsatisfactory development progress, in particular the difficulties encountered on obtaining the relevant licences and/or approvals. On 20 August 2018, being the maturity date of the Convertible Bonds, the Board resolved to fully redeem the Convertible Bonds and allocate all unutilized Subscription Net Proceeds of HK\$13.7 million for redemption of the Convertible Bonds.

The Board (including the independent non-executive Directors) considers that the above change in the use of the Subscription Net Proceeds will facilitate more efficient use of the financial resources of the Company, strengthen the debt-to-equity ratio of the Group and is in the interests of the Company and its Shareholders as a whole.

### (ii) Rights Issue

As at the date of this annual report, the net proceeds of HK\$46.7 million from the Rights Issue (the "Rights Issue Net Proceeds") had been utilised and applied for those as set out below.

附註：

誠如本公司日期為二零一七年六月五日之公告所披露，本集團開始發展根據香港證券及期貨條例提供金融受規管活動及在新西蘭提供外匯經紀服務的業務，並主要以所得款項淨額中的24,000,000港元撥付。然而，由於該等業務的發展進度不盡人意，尤其是取得有關牌照及／或批准時所遇到的困難，故已於二零一七年十二月終止發展該等業務。於二零一八年八月二十日（即可換股債券到期日），董事會議決全數贖回可換股債券，並將全數未動用的認購事項所得款項淨額13,700,000港元分配至贖回可換股債券。

董事會（包括獨立非執行董事）認為，認購事項所得款項淨額的上述用途更改將促使更有效運用本公司財務資源及加強本集團的資產負債比率，符合本公司及其股東的整體利益。

### (ii) 供股

於本年報日期，供股所得款項淨額46,700,000港元（「供股所得款項淨額」）已予動用，其用途載列如下。

	Original allocation	Utilized Rights Issue Net Proceeds as at the date of this annual report
	原定分配	於本年報日期 的已動用供股 所得款項淨額
	HK\$ million	HK\$ million
	百萬港元	百萬港元
<b>Use of the Rights Issue Net Proceeds</b>		
<b>供股所得款項淨額的用途</b>		
i. utilization for the Group's existing businesses, in particular the money lending business	37.0	37.0
i. 用作本集團現有業務（尤其是放債業務）		
ii. general working capital of the Group	9.4	9.4
ii. 本集團一般營運資金		
	46.7	46.7

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### Charges on the Group's Assets

As at 30 June 2019, the Group had obligations under finance leases of approximately HK\$0.05 million (2018: approximately HK\$0.6 million), of which approximately HK\$0.05 million (2018: approximately HK\$0.3 million) was repayable within one year. Such obligations under finance leases were secured by the relevant motor vehicles.

As at 30 June 2019, the Group had bank deposits of approximately HK\$14.9 million (2018: approximately HK\$13.0 million) pledged to banks as security for due performance under environmental service contracts and banking facilities granted to the Group.

### CONTINGENT LIABILITIES

#### (a) Performance bond

		<b>As at 30 June 2019</b>	As at 30 June 2018
		於二零一九年 六月三十日	於二零一八年 六月三十日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Guarantees on performance bonds in respect of environmental service contracts	就環境服務合約履約保證的擔保	<b>14,810</b>	12,916

The Group had bankers' guarantees on performance bonds issued for due performance under several environmental service contracts.

As at 30 June 2019, restricted bank deposits of approximately HK\$14.9 million (2018: approximately HK\$13.0 million) were pledged to banks as security for (i) bank facilities of approximately HK\$14.8 million (2018: HK\$12.9 million) granted to the Group; and (ii) bankers' guarantees on performance bonds issued.

The effective period of performance bond is based on the service period and the contract terms as specified in these environmental service contracts. The performance bonds may be claimed by customers if services rendered by the Group fail to meet the standards as specified in these environmental service contracts.

### 本集團的資產抵押

於二零一九年六月三十日，本集團的融資租賃承擔約為50,000港元(二零一八年：約600,000港元)，當中約50,000港元(二零一八年：約300,000港元)須於一年內償還。有關融資租賃承擔以有關汽車作抵押。

於二零一九年六月三十日，本集團有銀行存款約14,900,000港元(二零一八年：約13,000,000港元)抵押予銀行，作為妥為履行環境服務合約及授予本集團銀行融資的抵押。

### 或然負債

#### (a) 履約保證

本集團就妥為履行若干環境服務合約所發出的履約保證提供銀行擔保。

於二零一九年六月三十日，受限制銀行存款約14,900,000港元(二零一八年：約13,000,000港元)已抵押予銀行作為(i)授予本集團的銀行融資約14,800,000港元(二零一八年：12,900,000港元)的抵押；及(ii)發出履約保證之銀行擔保的抵押。

履約保證之實際有效期限乃根據服務期間及該等環境服務合約訂明的合約條款而定。倘本集團提供的服務未能達至該等環境服務合約訂明的標準，則客戶可申索履約保證。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### (b) Litigations – Employees personal injuries

During the year, the Group may from time to time be involved in litigations concerning personal injuries by its employees or third party claimants. In the opinion of the Directors, the Group had no any significant contingent liabilities arising from these litigations as all potential claims made by these employees and third party claimants are accounted for in the consolidated financial statements and covered by insurance protection.

### Acquisitions and Disposals of Subsidiaries

There were no significant acquisitions and disposals of subsidiaries made by the Group during the year ended 30 June 2019.

### (b) 訴訟－僱員個人受傷

於年內，本集團可能不時牽涉入由其僱員或第三方申索人作出有關個人受傷的訴訟。董事認為，由於該等僱員及第三方申索人所提出的所有潛在申索均於綜合財務報表入賬及受保單保障，故本集團並無自該等訴訟中產生任何重大或然負債。

### 收購及出售附屬公司

截至二零一九年六月三十日止年度，本集團並無重大收購及出售附屬公司。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

### DIRECTORS

As at the date of this annual report, the Board currently consists of five Directors comprising two executive Directors and three independent non-executive Directors.

#### Executive Directors

**Mr. Yu Shaoheng (Mr. Yu)**, aged 34, was appointed as executive Director on 28 October 2016, the chief executive officer of the Company on 28 November 2017 and the chairman of the Board on 2 July 2019. He served as non-executive director of China New Energy Power Group Limited (中國新能源動力集團有限公司) (now known as Lamtex Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 1041) from 14 March 2016 to 30 August 2016. He is currently the chairman of 陝西亨澤實業有限公司 (Shaanxi Hengze Industrial Corporation Limited\*), which is principally engaged in investment in and development of energy, mining, environmental-preservation, real estate, and tourism businesses. Furthermore, he is a supervisor of 烏蘭察布市科潔燃氣有限責任公司 (Ulaanchab Kejie Gas Limited Liability Company\*), a company which China National Petroleum Corporation (中國石油天然氣集團公司) has indirect interest in it, which principally engaged in (i) construction and re-construction of city gas infrastructures; (ii) design and engineering of expansion work and related installation and development management; (iii) transportation, sale, provision of aftersale service, research and development of technologies and provision of consultancy service in relation to city gas; (iv) construction and operation of various types of gas station; (v) sale of petroleum and natural gas related equipment; and (vi) construction, operation management of compressed natural gas projects. Both Mr. Yu and 烏蘭察布市科潔燃氣有限公司 (Ulaanchab Kejie Gas Limited Liability Company\*) have been members of the China Gas Association (中國城市燃氣協會).

**Mr. Lai Tin Ming (“Mr. Lai”)**, aged 34, was appointed as an executive Director on 31 July 2018. He graduated from the Lingnan University, Hong Kong with a Bachelor Degree in Business Administration in 2008. He joined our Group in July 2010 as a sales and marketing executive of Pollution & Protection Services Limited (“PPS”), a main operating subsidiary of the Company engaging in the provision of environmental and cleaning services in Hong Kong. He was promoted to the general manager of PPS in February 2018 and is primarily responsible for our group’s environmental and cleaning services business including the recruitment of personnel, approval of budgets, quality control of cleaning projects, procurement of cleaning materials and equipment, workplace safety and site supervision.

### 董事

於本年報日期，董事會目前由五名董事組成，包括兩名執行董事及三名獨立非執行董事。

#### 執行董事

余紹亨先生(「余先生」)，34歲，於二零一六年十月二十八日獲委任為執行董事，於二零一七年十一月二十八日獲委任為行政總裁，並於二零一九年七月二日獲委任為董事會主席。彼於二零一六年三月十四日至二零一六年八月三十日擔任聯交所主板上市公司中國新能源動力集團有限公司(現稱林達控股有限公司)(股份代號：1041)之非執行董事。彼目前為陝西亨澤實業有限公司董事長，該公司主要從事能源、礦業、環保、房地產、旅遊項目的投資及開發工作。此外，彼為烏蘭察布市科潔燃氣有限責任公司(一間中國石油天然氣集團公司於當中擁有間接權益的公司)的監事，該公司主要從事(i)城市燃氣基礎設施新建及改建；(ii)擴建工程的設計及施工、相關安裝與建設管理；(iii)各類城市燃氣輸配運輸、銷售、售後維修服務、技術開發及信息諮詢；(iv)各類加氣站的建設與經營；(v)石油天然氣化工相關配套設備銷售；及(vi)壓縮天然氣項目建設與經營管理。余先生及烏蘭察布市科潔燃氣有限責任公司均為中國城市燃氣協會之成員。

黎天明先生(「黎先生」)，34歲，於二零一八年七月三十一日獲委任為執行董事。於二零零八年畢業於香港嶺南大學，獲得工商管理學士學位。彼於二零一零年七月加入本集團，擔任本公司主要經營附屬公司寶聯環衛服務有限公司(「寶聯環衛」)(於香港提供環境及清潔服務)的銷售及營銷經理。彼於二零一八年二月晉升為寶聯環衛之總經理，主要負責本集團環境及清潔服務業務，包括招聘、預算審批、清潔項目質量控制、採購清潔材料及設備、工作場所安全及工地監管。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

### Independent Non-executive Directors

**Mr. Kwong Tsz Ching Jack (“Mr. Kwong”)**, aged 36, was appointed as independent non-executive director (the “Director”) of the Company and a Chairman of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company on 25 April 2016 and 31 July 2018 respectively. He received his degree of Master of Laws in commercial and corporate law from King’s College London, United Kingdom in November 2006 and his Postgraduate Certificate in Laws and degree of Bachelor of Laws from City University of Hong Kong in July 2005 and November 2004 respectively. He was admitted to practise as a solicitor in Hong Kong in October 2008. He is practising in Hong Kong and is currently an associate of a firm of solicitors in Hong Kong.

**Mr. Wong Hiu Fong (“Mr. Wong”)**, aged 50, was appointed as an independent non-executive Director, a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company on 21 March 2018. He has extensive experience in securities and futures contracts trading and investment. He was appointed as the associate director of China Finance KAB Limited (formerly known as KAB Asia Securities Limited) during the period from January 2005 to January 2007, a licenses company under Securities and Futures Ordinance to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts) and Type 4 (advising on securities) regulated activities. From 2007 to 2012, he was promoted to the chairman of the investment committee and associate director of KAB International Holdings Limited, the then holding company of China Finance KAB Limited, mainly responsible for the risk management for the investment and group restructuring for the companies in the PRC. Since 2014, he has been working as the chief executive officer of 上海赫祥投資有限公司 (Hebson Investment Limited\*), a company listed on Shanghai Equity Exchange with stock code “202421” and is principally engaged in performing market research, formulating market strategies, cultural and artistic products design and marketing.

**Mr. Meng Enhai (“Mr. Meng”)**, aged 33, was appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of Company on 31 July 2018. He obtained a bachelor degree in laws from Xian University of Technology (西安理工大學) in July 2010. He joined 陝西永嘉信律師事務所 (ShanXi Yong Jia Xin Law Office\*) (“Yong Jia Xin Law Office”) in 2010 and serves, at present, as a senior practicing lawyer and a partner of Yong Jia Xin Law Office for providing legal services to listed companies in the PRC. He was once the author of several books relating to the commerce law proceedings and the stock listing in the PRC.

### 獨立非執行董事

**鄺子程先生(「鄺先生」)**，36歲，已分別於二零一六年四月二十五日及二零一八年七月三十一日獲委任為本公司獨立非執行董事以及本公司審核委員會、薪酬委員會及提名委員會各自之主席。彼於二零零六年十一月取得英國倫敦國王學院(King’s College London)商法及公司法碩士學位，並分別於二零零五年七月及二零零四年十一月獲得香港城市大學法學專業證書及法學學士學位。彼於二零零八年十月獲准在香港執業律師。彼於香港執業，且現時為香港一間律師事務所的律師。

**王曉舫先生(「王先生」)**，50歲，於二零一八年三月二十一日獲委任為本公司獨立非執行董事以及審核委員會、薪酬委員會及提名委員會成員。彼於證券及期貨合約交易及投資方面擁有豐富經驗。彼於二零零五年一月至二零零七年一月期間獲委任為中金三甲證券有限公司(前稱為三甲亞洲證券有限公司，為證券期貨條例進行第1類(證券交易)、第2類(期貨合約交易)及第4類(就證券提供意見)受規管活動之持牌法團)之聯席董事。於二零零七年至二零一二年期間，彼獲晉升為三甲國際控股有限公司(中金三甲證券有限公司當時之控股公司)之投資委員會主席及聯席董事，主要負責為中國公司之投資風險管理及集團重組。自二零一四年起，彼擔任上海赫祥投資有限公司(上海股權託管交易中心上市公司，股份代號「202421」，並主要從事市場調研、制定市場策略、文化藝術產品設計及營銷)之行政總裁。

**孟恩海先生(「孟先生」)**，33歲，於二零一八年七月三十一日獲委任為本公司獨立非執行董事以及審核委員會、薪酬委員會及提名委員會成員。彼於二零一零年七月獲得西安理工大學法律學士學位。彼於二零一零年加入陝西永嘉信律師事務所(「永嘉信律師事務所」)，現擔任永嘉信律師事務所之資深執業律師及合夥人，為中國上市公司提供法律服務。彼曾撰寫若干有關中國商業法律訴訟及股票上市書籍。

\* For identification purpose only

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

### SENIOR MANAGEMENT

Our senior management comprises our executive Directors and our company secretary.

**Mr. Chan Woon Wing (“Mr. Chan”)**, aged 38, was appointed as the company secretary of the Company on 3 October 2016. He is a member of the Hong Kong Institute of Certified Public Accountants and has over 10 years of experience in financial reporting and auditing. Prior to joining the Group in 2014, Mr. Chan had served at the audit department of an international audit firm for six years. Mr. Chan joined the Group in 2014 as a senior accounting manager and is also responsible for overseeing the financial reporting and internal control review of the Group.

### 高級管理人員

我們的高級管理人員包括執行董事及公司秘書。

陳煥榮先生(「陳先生」)，38歲，於二零一六年十月三日獲委任為本公司之公司秘書。彼為香港會計師公會會員，並於財務申報及審計方面擁有逾10年經驗。於二零一四年加入本集團前，陳先生曾任職於國際審計公司審計部門達六年。陳先生於二零一四年加入本集團並出任高級會計經理，亦負責監督本集團之財務申報及內部監控審閱。

## DIRECTORS' REPORT 董事會報告

The Directors present this annual report together with the audited consolidated financial statements for the year ended 30 June 2019.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are (i) the provision of environmental and cleaning services in Hong Kong and PRC; and (ii) the provision of money lending services.

The principal activities of the Company's principal subsidiaries are set out in note 31 to the consolidated financial statements.

An analysis of the Group's performance for the year by operating segments is set out in note 3 to the consolidated financial statements.

### RESULTS AND DIVIDENDS

The Group's results for the year ended 30 June 2019 are set out in the consolidated statement of profit or loss and other comprehensive income from pages 89 to 90 of this annual report. The Board does not recommend the payment of a final dividend for the year ended 30 June 2019.

### BUSINESS REVIEW

A detailed review on the Group's business performance and the material factors underlying its financial position, as well as the development and likely future prospects of the Group's business are provided throughout this annual report and in particular shown in the "Management Discussion and Analysis" section from pages 8 to 14 of this annual report.

董事謹此提呈此份年度報告，連同截至二零一九年六月三十日止年度的經審核綜合財務報表。

### 主要業務

本公司是一間投資控股公司。本集團的主要業務為(i)於香港及中國提供環境及清潔服務；及(ii)提供借貸服務。

本公司主要附屬公司之主要業務載於綜合財務報表附註31。

年內，本集團按經營分部劃分之表現分析載於綜合財務報表附註3。

### 業績及股息

本集團截至二零一九年六月三十日止年度的業績載於本年報第89至90頁綜合損益及其他全面收益表。董事會並無建議派付截至二零一九年六月三十日止年度之末期股息。

### 業務回顧

本年報全文，尤其是本年報第8至14頁「管理層討論及分析」章節，提供本集團業務表現及與其財務狀況有關的重要因素的詳細審閱以及本集團業務的發展及未來可能前景。



# DIRECTORS' REPORT 董事會報告

## PRINCIPAL RISKS AND UNCERTAINTIES

The Directors are aware that the Group is exposed to various risks, including some of which are specific to the Group or the industries in which the Group operates. The Directors have established a policy to ensure that significant risks which may adversely affect the Group, are identified, reported, monitored, and managed on a continuous basis. The Group has identified the following key risks that are considered to be significant to the Group, which may adversely and/or materially affect the Group's businesses, financial conditions, results of operations and growth prospects. Key risks relating to the Group's businesses and to the industries in which the Group operates are including but not limited to:

### Environmental and Cleaning Services

#### Customers

- (i) A majority of the service contracts have fixed service terms that range from one to three years and many of them are granted to the Group by way of tendering. There is no assurance of the grant of new contracts nor renewal of the existing contracts and these uncertainties may have negative impact on the financial results. Moreover, in the competitive tendering process, the Group may have to lower the service charges in the bids in order to increase the competitiveness of the tenders and the Group may encounter great pressure on the profit margins if the Group is unable to reduce the costs accordingly. In such event, the financial results and profitability would be materially and adversely affected.
- (ii) If the Group fails to accurately estimate the costs or fail to execute fixed-price contracts within the cost estimates, the results of operation would be adversely affected. Most of the service contracts of the Group are fixed-price contracts, under which the Group provides the cleaning and related services at a pre-determined price. As a result, the Group may not be able to adjust the service fees nor recover any cost overruns, which may in turn adversely affect the reputation, financial conditions, profitability or liquidity.

## 主要風險及不明朗因素

董事知悉本集團面對多種風險，包括某些本集團或本集團業務所在行業的特定風險。董事已訂立政策，確保可持續識別、匯報、監察及管理可能對本集團造成不利影響的重大風險。本集團已識別下列被視為對本集團影響至關重大的關鍵風險，可能對本集團之業務、財務狀況、經營業績及增長前景造成不利及／或重大影響。有關本集團業務及本集團所經營行業之關鍵風險包括但不限於：

### 環境及清潔服務

#### 客戶

- (i) 大部分服務合約的固定服務年期介乎一至三年，當中甚多合約乃透過投標方式授予本集團。概無法保證將會獲授新合約或現有合約將會重續，而此等不明朗因素可能對財務業績造成負面影響。此外，本集團可能須於具競爭性的投標過程中調低服務收費的出價，藉以增加標書的競爭力，而倘本集團無法相應調低成本，則本集團之利潤率或會承受巨大壓力。在該情況下，本集團的財務業績及盈利能力將會受到重大不利影響。
- (ii) 倘本集團無法準確估計成本，或無法於成本估計範圍內簽立固定價格合約，則經營業績或會受到不利影響。本集團大多數服務合約均為固定價格合約，據此，本集團按預先釐定的價格提供清潔及相關服務。因此，本集團可能無法調整服務費用或收回任何超支成本，繼而可能對聲譽、財務狀況、盈利能力或流動資金造成不利影響。

## DIRECTORS' REPORT 董事會報告

(iii) The aggregate revenue generated from the five largest customers of the environmental and cleaning services represented nearly 36.0% of the total revenue of the environmental and cleaning services for the year ended 30 June 2019. The Group does not enter into long-term service contracts with any of these customers, which the Directors believe is in line with the market practice of the environmental services industry in Hong Kong. These customers may terminate their business relationships with the Group upon expiry of the service contracts. If any of the key customers, including these five largest customers, substantially reduces the volume and/or value of services procured from the Group or terminates its business relationship with the Group, there is no assurance that the Group would be able to find substitute customers or to secure comparable contracts to replace any such loss of revenue. If any of the above happens, the business and performance would be materially adversely affected.

Customer-oriented principle is adopted across the business operation of the Group. We place great emphasis on quality control. We have obtained ISO 9001, ISO 14001 and OHSAS 18001, and are committed to delivering professional services and achieving customer satisfaction. To understand clients' needs, we conduct site assessments and communicate with our clients before commencing services. We have a comprehensive set of policies and procedures on "Quality Management Plan", a framework that focuses on business goals and objectives. During the performance of our services, our employees will carry out regular check on the service quality, including services delivered by the Group's own employees and third-party service providers, and record occasions of substandard performance and any follow-up actions taken.

Budgeting is the key factor of our business operations. To formulate the reasonable and competitive pricing, we carefully prepare, review and discuss, among the management and operation teams, the details of budget for every service contract based on our 20 years more experience in the environmental and cleaning industry and latest market information. During the performance of our services, any deviations from the budgets are seriously investigated and monitored for, if any, remedy actions and recorded for our reference in coming budgeting.

Service mix, service quality and competitive pricing, which are regarded as key to good relationship with our customers, are continuously reviewed with the aim to cater for our customers' fast-changing needs and enhance their satisfactions and business relationship with the Group.

(iii) 來自環境及清潔服務五大客戶的總收益佔截至二零一九年六月三十日止年度環境及清潔服務總收益接近36.0%。本集團並無與任何該等客戶訂立長期服務合約，而董事認為此做法與香港環境服務業的市場慣例一致。該等客戶可於服務合約屆滿時終止與本集團的業務關係。倘任何主要客戶（包括該等五大客戶）大幅削減向本集團採購的服務量及／或價值，或終止與本集團的業務關係，則概無法保證本集團將能物色代替客戶或獲得可資比較合約以取代任何有關收益損失。倘發生上述情況任何一項，業務及表現將會受到重大不利影響。

本集團於業務營運中採取以客戶為本的宗旨。我們非常重視質量控制。我們已獲得ISO 9001、ISO 14001及OHSAS 18001認證，並致力於提供專業服務及令客戶滿意。為了解客戶的需求，我們在開始提供服務前會進行現場評估並與客戶溝通。我們已制定一整套有關「質量管理計劃」（此乃一個專注於業務目標及宗旨的框架）的政策及程序。在服務執行期間，我們的僱員會定期檢查服務質量（包括本集團自身僱員及第三方服務提供商所提供的服務），並記錄表現未達標的情況及所採取的任何後續行動。

編製預算為我們業務營運的關鍵因素。為制定合理而具競爭力的價格，我們會憑藉在環境及清潔行業的20年經驗以及根據最新的市場資料，在管理及營運團隊中悉心編製、審查及討論每項服務合約的預算詳情。於服務執行期間，我們會針對任何偏離預算的行為進行嚴肅調查及監控（如有）補救行動，並進行記錄以作為未來編製預算的參考。

服務組合、服務質量及具競爭力的價格被視為與客戶維持良好關係的關鍵，我們會對其進行持續檢討，以滿足客戶快速變化的需求、提升客戶滿意度及鞏固彼等與本集團的業務關係。



# DIRECTORS' REPORT 董事會報告

## Employees

- (i) The Group is exposed to litigation claims including employees' compensation claims and common law personal injury claims and the insurance coverage may not adequately protect us against certain risk. Employees who suffer from bodily injuries or death as a result of accidents or diseases occurred during the course of their employment are entitled to claim damages and compensation against the Group under the Employees' Compensation Ordinance as well as under the common law. The Group has taken out insurance policies to cover these potential claims, including employees' compensation insurance and public liability insurance. However, the outcome of any claim is subject to the relevant parties' negotiation or the decision of the court or the relevant arbitration authorities, and the result of any of the outstanding claims may be unfavourable to the Group. As a result, the Group may have to pay out of the own resources for any uninsured financial or other losses, damages and liabilities and litigation that could materially and adversely affect the business, financial conditions and results of operations.
- (ii) The Group has experienced high turnover rate of the operation team and the operation could be adversely affected by difficulties in recruiting and retaining sufficient workforce to meet the needs. As the environmental and cleaning services industry is a labour-intensive industry, this exacerbated after the implementation of the SMW in Hong Kong as workers have more choices, such as security guards, which may drive workers away from the cleaning industry. If the Group is unable to maintain the stability of the staff or retain sufficient number of staff members to perform the service contracts or fill the vacancies with suitable staff or services from suitable third party service providers, the quality of services, operation and financial results would be adversely affected.

The fact that employees are crucial assets of the Group is of no doubt. The Group strives to enhance employees' loyalty and sense of belongings to the Group through various policies and practice. It emphasises the importance of labour diversity and equal opportunities in recruitment process. It also provides staff with a caring, safe and healthy working environment. In order to help cater for the continuous development of the employees, professional trainings and self development sponsorships are provided. The Group values any feedback from employees and hopes to maintain open communication with the latter, which favours a good and long-lasting relationship.

## 僱員

- (i) 本集團須承擔訴訟索償包括僱員賠償索償及普通法人身傷害索償的風險，而保險未必能足以保障我們免受若干風險。於受僱期間因發生意外或感染疾病而受傷或身故的僱員，均有權根據《僱員補償條例》及普通法向本集團提出損害申索及賠償。本集團已作出投保以涵蓋此等潛在索償，包括僱員賠償保險及公眾責任保險。然而，任何索償的結果均取決於有關人士的磋商或法庭或有關仲裁機關的決定而定，而任何尚未了結索償的結果可能對本集團不利。因此，本集團或須從本身的資源中支付任何可能對業務、財務狀況及經營業績構成重大不利影響的未投保財務或其他損失、損害及責任以及訴訟。
- (ii) 本集團營運團隊員工的流失率高企，故營運可能會因難於聘請及挽留充足人手以應付需要而受到不利影響。由於環境及清潔服務業屬勞工密集的行業，此情況於香港實施法定最低工資後有所加劇，因為工人的選擇增多(例如保安)，可能導致工人脫離清潔業。倘本集團無法維持員工的穩定性或挽留足夠的員工人數以執行服務合約或以合適員工填補職位空缺或從合適第三方服務供應商取得服務，則服務質素、經營及財務業績將會受到不利影響。

僱員無疑是本集團重要資產。本集團致力於通過多種政策及實踐加強僱員的忠誠度及對本集團的歸屬感，強調勞動力的多樣性及招聘過程的機會平等，亦為員工提供用心、安全及健康的工作環境。為幫助員工持續發展，我們提供專業訓練及贊助自我發展。本集團重視僱員的任何反饋並希望維持與其的有利於良好而持久關係的開放交流。



# DIRECTORS' REPORT 董事會報告

## Money Lending Business

- (i) Any adverse changes in macroeconomic conditions and fluctuation of market variables such as gross domestic product, exchange rates, equity prices and property prices in Hong Kong as well as the PRC may generally affect market demands and the repayment abilities of customers which may lead to adverse impact on the Group's revenue and liquidity. The Group would from time to time fine-tune the Group's business strategies, policies and procedures, in particular the loan approval procedures, according to the market situation.
- (ii) Non-compliance with or any changes in the relevant laws and regulations may bring various consequences to the Group, including but not limited to the revocation or suspension of the money lenders licence and/or the imposition of penalties resulting from the offence. Relevant operation policies and procedures have been adopted and in place to ensure that the daily operation of the Group is in compliance with the relevant requirements. Internal reporting procedures have been established and when any suspected case of employees and customers' misconduct and/or fraud arises, any staff can report directly to the management. The staff handbook has also stipulated that employees and customers' misconduct and fraud are prohibited.

In addition, the financial risk management objectives and policies of the Group are shown in note 26 to the consolidated financial statements.

## RELATIONSHIP WITH KEY STAKEHOLDERS

The Company is committed to operating in a sustainable manner while balancing the interests of various stakeholders including the Group's employees, customers, suppliers and the community.

Further details about the Group's policies and relationship with its various stakeholders are set out in the paragraph headed "Social" in the "Environmental, Social and Governance Report" section from pages 67 to 76 of this annual report.

## 借貸業務

- (i) 宏觀經濟情況的不利變動及市場可變因素波動，例如香港及中國的本地生產總值、匯率、股本價格及物業價格可能全面影響市場需求及客戶的償還能力，而可能對本集團之收益及流動資金帶來不利影響。本集團將根據市況不時調整本集團的業務策略、政策及程序，尤其是貸款審批程序。
- (ii) 不遵守有關法律及法規或有關法律及法規的不利變動可能對本集團導致各種後果，包括但不限於撤銷或暫停放債人牌照及／或因罪行而被施加罰款。本集團已採納及制定相關營運政策，確保本集團的日常營運遵從有關規定。本集團已設立內部申報程序，倘出現任何僱員及客戶涉嫌行為失當及／或欺詐的任何案件，則僱員可直接向管理層上報。員工手冊亦規定禁止僱員與客戶作出失當及欺詐行為。

此外，本集團的財務風險管理目標及政策載於綜合財務報表附註26。

## 與主要持份者之關係

本公司致力以可持續方式經營，同時平衡各持份者之利益，當中包括本集團僱員、客戶、供應商及社區。

有關本集團僱員政策及其與各持份者關係之更多詳情載於本年報第67至76頁「環境、社會及管治報告」一節「社會」一段。



# DIRECTORS' REPORT 董事會報告

## ENVIRONMENTAL POLICIES

The Group is committed to building an environmentally-friendly corporation that pays close attention to conserving natural resources. The Group strives to minimise our environmental impact by raising energy efficiency and encouraging recycle of office supplies and other materials such as the adoption of paperless systems and practices in its daily operations, the duplex printing and copying, and the recycling of ink cartridges and toner cartridges, etc. In addition, the Group has adopted environmentally-friendly service procedures in providing the environmental and cleaning services to its customers for which the Group has obtained certificates and awards from different environmentally-oriented organisations.

Further details of about the Group's environmental policies are set out in the paragraph headed "Environmental" in the "Environmental, Social and Governance Report" section from pages 61 to 67 of this annual report.

## COMPLIANCE WITH LAWS AND REGULATIONS

The operations of the Group are based in Hong Kong and the PRC and the Company itself is listed on GEM. In light of this, the Group upholds high corporate governance standards and strives to ensure that its business practice complies with all relevant laws and regulations in the respective jurisdictions. Reviews on regulatory compliance of its business operation are conducted from time to time. During the year under review and up to the date of this annual report, the Group has been in compliance with the relevant laws and regulations that have a significant impact on its listing status in Hong Kong, the environmental and cleaning services and the money lending business which mainly include but not limited to the GEM Listing Rules, the Employment Ordinance, the Minimum Wage Ordinance, the Employees' Compensation Ordinance and the MLO.

## DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$15,000.

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 10 to the consolidated financial statements.

## 環境政策

本集團致力構建著重保護天然資源的環保企業。本集團透過提升能源效益及鼓勵循環再用辦公室設備及其他物資，例如於其日常營運中採用無紙化系統及運作、落實雙面印刷及複印、回收油墨盒及碳粉盒等，致力將我們對環境造成的影響減至最低。此外，本集團在向客戶提供環境及清潔服務時已採納環保的服務程序，且本集團已自不同以環境為本的組織機構取得認證及獎項。

有關本集團環境政策的進一步詳情載於本年報第61至67頁「環境、社會及管治報告」一節「環境」一段。

## 遵守法律與法規

本集團的業務位於香港及中國，而本公司本身則於GEM上市。有鑑於此，本集團維持高水平的企業管治標準，並致力確保其業務慣例符合各司法權區的所有相關法律及法規。本集團不時對其業務營運的監管合規情況進行審查。於回顧年度內及截至本年報日期，本集團一直遵守對其在香港的上市地位、環境及清潔服務以及放債業務有重大影響的相關法律及法規，主要包括但不限於GEM上市規則、僱傭條例、最低工資條例、僱員補償條例及放債條例。

## 捐款

年內，本集團作出的慈善及其他捐款為約15,000港元。

## 物業、廠房及設備

年內，本集團的物業、廠房及設備的變動詳情載於綜合財務報表附註10。

# DIRECTORS' REPORT 董事會報告

## SHARE CAPITAL

Details of the reasons, classes and consideration received for the issue of shares during the year are set out in the paragraph headed "Capital Structure and Fund Raising Activities" in the "Management Discussion and Analysis" section on page 16 of this annual report.

Details of the movements in the Company's share capital during the year are set out in note 25(a) to the consolidated financial statements.

## RESERVES

Movements in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 93 and 94 of this annual report and note 30(b) to the consolidated financial statements.

## DISTRIBUTABLE RESERVES

As at 30 June 2019, the Company's reserves available for distribution to shareholders amounting to approximately HK\$105.2 million (2018: HK\$59 million) calculated in accordance with the Companies Law Chapter 22 of the Cayman Islands and the Articles of Association of the Company.

## FINANCIAL SUMMARY

A summary of the Group's results and financial position for the past five financial years is set out on page 192 of this annual report.

## MAJOR CUSTOMERS AND SUPPLIERS

The percentage of the Group's revenue and subcontracting costs attributable to the Group's major customers, subcontractors and suppliers respectively for the year ended 30 June 2019 is as follows:

### Revenue

The largest customer  
Five largest customers in aggregate

### 收益

最大客戶 15.2%  
五大客戶合計 36.0%

### Subcontracting costs

The largest subcontractor  
Five largest subcontractors in aggregate

### 分包成本

最大分包商 39.8%  
五大分包商合計 86.4%

During the year, none of the Directors, their close associates or any Shareholders (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in any of the Group's five largest customers, subcontractors and suppliers.

## 股本

年內發行股份的原因、類別及已收代價的詳情載於本年報第16頁「管理層討論及分析」一節「資本架構及集資活動」一段。

年內，本公司股本的變動詳情載於綜合財務報表附註25(a)。

## 儲備

年內，本集團及本公司儲備的變動詳情載於本年報第93及94頁的綜合權益變動表及綜合財務報表附註30(b)。

## 可供分派儲備

於二零一九年六月三十日，根據開曼群島法例第22章公司法及本公司之組織章程細則計算，本公司可供分派予股東之儲備為約105,200,000港元(二零一八年：59,000,000港元)。

## 財務摘要

本集團過去五個財政年度的業績及財務狀況摘要載於本年報第192頁。

## 主要客戶及供應商

於截至二零一九年六月三十日止年度，本集團的主要客戶、分包商及供應商分別佔本集團的收益及分包成本百分比如下：

年內，概無任何董事、彼等的緊密聯繫人士任何股東(據董事所知擁有本公司已發行股本5%以上)擁有本集團五大客戶、分包商及供應商任何權益。



# DIRECTORS' REPORT 董事會報告

## Executive Directors

### 執行董事

Mr. Yu Shaoheng  
余紹亨先生

Mr. Lai Tin Ming – appointed on 31 July 2018 for a director fee of HK\$846,000 per annum  
黎天明先生 – 於二零一八年七月三十一日獲委任，董事袍金為每年846,000港元

Mr. Yeung Yat Chuen – resigned on 31 July 2018  
楊日泉先生 – 於二零一八年七月三十一日辭任

## Independent Non-Executive Directors

### 獨立非執行董事

Mr. Kwong Tsz Ching Jack  
鄭子程先生

Mr. Wong Hiu Fong  
王曉舫先生

Mr. Meng Enhai – appointed on 31 July 2018 for a director fee of HK\$120,000 per annum  
孟恩海先生 – 於二零一八年七月三十一日獲委任，董事袍金為每年120,000港元

Mr. Chui Chi Yun, Robert – resigned on 31 July 2018  
崔志仁先生 – 於二零一八年七月三十一日辭任

All newly appointed executive directors and independent non-executive directors are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles of Association of the Company.

所有新獲委任執行董事及獨立非執行董事須根據本公司的組織章程細則於本公司股東週年大會上輪值告退及膺選連任。

None of the Directors has a service contract with any member of the Group which is not terminable by the relevant employer within one year without payment of compensation, other than statutory compensation.

各董事概無與本集團任何成員公司訂立有關僱主不可於一年內免付賠償(法定賠償除外)予以終止的服務合約。

During the year and up to date of this annual report, the executive Directors, Yu Shaoheng and Lai Tin Ming are also directors in certain subsidiaries of the Company. Other directors of the Company's subsidiaries during the year and up to the date of this annual report include Mr. Chan Woon Wing, Mr. Chan Chok Fun, Mr. Lu Yi, and Mr. Yang Guang Wei.

年內及直至本年報日期，執行董事余紹亨及黎天明亦為本公司若干附屬公司的董事。年內及直至本年報日期，本公司附屬公司的其他董事包括陳煥榮先生、陳作歡先生、路懿先生及楊光偉先生。

# DIRECTORS' REPORT 董事會報告

## RESIGNATION OF DIRECTORS

Mr. Yeung Yat Chuen (“Mr. Yeung”) resigned as an executive Director and the authorised representative of the Company in order to devote more time to his business commitments and engagements with effect from 31 July 2018. Mr. Yeung has confirmed that he has no disagreements with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the Stock Exchange and the shareholders of the Company.

Mr. Chui Chi Yun, Robert (“Mr. Chui”) resigned as an independent non-executive Director and a chairman of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company due to his other business commitments and engagements with effect from 31 July 2018. Mr. Chui has confirmed that he has no disagreements with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the Stock Exchange and the shareholders of the Company.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management of the Group as at the date of this report are set out in the “Biographical Details of Directors and Senior Management” section on pages 25 to 27 of this annual report.

## MANAGEMENT CONTRACTS

No contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year.

## DIRECTORS' INTERESTS IN CONTRACT

Save as disclosed in the paragraph headed “Connected Transaction”, no contract of significance to which the Company or any of its subsidiaries was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## REMUNERATION POLICY

Remuneration is determined with reference to the nature of job, performance, qualifications and experience of individual employees, as well as the result of the Group and the market trend. The Group carries out staff performance appraisal once a year and the assessment result is used for salary reviews and promotion decisions.

## 董事辭任

楊日泉先生(「楊先生」)，辭任本公司執行董事及授權代表，以投放更多時間追求其工作安排及事務，自二零一八年七月三十一日起生效。楊先生已確認，彼與董事會並無任何意見分歧，亦無其他有關其辭任的事宜須提請聯交所及本公司股東注意。

崔志仁先生(「崔先生」)，因其他工作安排及事務辭任本公司獨立非執行董事以及審核委員會、薪酬委員會及提名委員會主席，自二零一八年七月三十一日起生效。崔先生已確認，彼與董事會並無任何意見分歧，亦無其他有關其辭任的事宜須提請聯交所及本公司股東注意。

## 董事及高級管理人員履歷

於本年報日期，本集團董事及高級管理人員履歷載於本報告第25至27頁「董事及高級管理人員履歷」部分。

## 管理合約

年內，概無訂立或存在任何與本集團全部或任何重大部分業務的管理及行政有關的合約(僱傭合約除外)。

## 董事的合約權益

除「關連交易」一段所披露者外，於年結日或年內任何時間，本公司或其任何附屬公司概無訂立董事於其中擁有(不論直接或間接)重大利益的任何重要合約。

## 薪酬政策

薪酬乃經參考個別僱員的工作性質、表現、資歷及經驗以及本集團業績及市場趨勢後釐定。本集團每年進行一次員工工作表現評核，評核結果供薪酬檢討及晉升決定之用。



## DIRECTORS' REPORT 董事會報告

The Group recognises the importance of staff training and thus regularly provides internal and external training for its staff to enhance their skills and knowledge. The remuneration of the Directors is determined with reference to the duties and level of responsibilities of each Director, the remuneration policy of the Group and the prevailing market conditions.

### SHARE OPTIONS

#### (1) Share Option Scheme

The Company conditionally operates a share option scheme ("Share Option Scheme") for the purpose of attract, retain and reward the eligible persons and to provide the eligible persons an incentive or reward for their contribution to the Group and by enabling such persons' contribution to further advance the interests of the Group. The Share Option Scheme was adopted on 28 May 2013 and shall be valid and effective for a period of ten years commencing from the date of adoption, after which period no further options will be offered or granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects with respect to options granted during the life of the Share Option Scheme.

The eligible persons of the Share Option Scheme include directors, consultants or advisers and any other person who has contributed to the Group (the "Eligible Persons").

The subscription price of the share options shall be a price determined by the Board and shall be at least the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the offer date; (ii) the average of the closing prices per share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; or (iii) the nominal value of the share.

An offer shall remain open for acceptance by the Eligible Person concerned for such period as determined by the Board, being a date not later than ten business days after the offer date by which the Eligible Person must accept the offer or be deemed to have declined it, provided that no such offer shall be open for acceptance after the tenth anniversary of the date of adoption of the Share Option Scheme or after the Share Option Scheme has been terminated in accordance with the provisions of the Share Option Scheme.

A share option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be notified by the Board to the grantee which the Board may in its absolute discretion determine, save that such period shall not be more than ten years from the date of acceptance of the offer (subject to the provisions for early termination in accordance with the Share Option Scheme).

本集團深明員工培訓的重要性，因而定期為員工提供內部及外部培訓，以提升彼等的技能及知識。董事薪酬乃經參考各名董事的職務及職責範圍、本集團的薪酬政策及當時市場情況後釐定。

### 購股權

#### (1) 購股權計劃

本公司有條件設立一項購股權計劃（「購股權計劃」），旨在吸引、留聘及獎勵合資格人士及向曾對本集團作出貢獻的合資格人士提供獎勵或獎賞以及藉著該等人士的貢獻進一步提升本集團的利益。購股權計劃於二零一三年五月二十八日獲採納，並由採納日期起計十年內有效，其後再不得建議授出或授出購股權，但就購股權計劃年期內授出的購股權而言，購股權計劃的條文在所有其他方面將維持十足效力及生效。

購股權計劃的合資格人士包括董事、諮詢人或顧問及曾對本集團作出貢獻的任何其他人士（「合資格人士」）。

購股權的認購價乃是由董事會釐定的價格，並必須為以下各項中的最高者：(i) 股份於發售日期在聯交所每日報價表所報的每股收市價；(ii) 股份於緊接發售日期前五個營業日在聯交所每日報價表所報的每股平均收市價；或(iii) 股份面值。

有關合資格人士接納建議的期限由董事會決定，即不得超過發售日期後十個營業日，而合資格人士須於該日期之前接納建議，否則視作放棄論；惟建議不得於購股權計劃採納日期十週年之後或購股權計劃已根據購股權計劃條文終止之後可供接納。

購股權於由董事會可全權酌情決定通知承授人的期限內隨時根據購股權計劃的條款可獲行使，而該期間不得超過接納建議日期起計十年（須受到購股權計劃的提早終止條文所規限）。

## DIRECTORS' REPORT 董事會報告

The amount payable by the grantee to the Company on acceptance of the offer shall be a nominal amount to be determined by the Board.

The maximum number of shares of the Company (the "Shares") in respect of which the share options may be granted under the Share Option Scheme is not permitted to exceed 10% of the Shares in issue at the date of the annual general meeting of the Company on 30 November 2018 at which the Company passed an ordinary resolution to refresh the maximum number of the Shares which may be issued upon exercise of all the share options to be granted under the Share Option Scheme.

The maximum number of the Shares in respect of which share options may be granted under the Share Option Scheme together with any options outstanding and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company in issue shall not exceed 30% (or such higher percentage as may be allowed under the GEM Listing Rules) of the total number of the Shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the share options granted to each Eligible Person (including both exercised and outstanding options under the Share Option Scheme) in any twelve-month period must not exceed 1% of the issued share capital of the Company. Where any further grant of the share options to an Eligible Person would result in excess of such limit shall be subject to the approval of the shareholders at general meeting with such Eligible Person and his associates abstaining from voting.

During the year ended 30 June 2019, no share options were granted under the Share Option Scheme.

As at 30 June 2019, the total number of shares of the Company available for issue under the Share Option Scheme was 54,000,000 shares, representing 10% and 10% of the Shares in issue as at 30 June 2019 and 24 September 2019, being the date of this annual report, respectively.

承授人接納建議時須向本公司支付象徵式金額，有關金額將會由董事會釐定。

本公司已於二零一八年十一月三十日之股東週年大會上通過普通決議案更新根據購股權計劃將予授出之所有購股權獲行使後可能發行之股份最高數目，購股權計劃可能授出的購股權所涉及之本公司股份（「股份」）最高數目不得超過本公司於股東週年大會日期已發行股份之10%。

根據購股權計劃可能授出的購股權，連同根據購股權計劃及本公司任何其他購股權計劃的任何發行在外及有待行使的購股權所涉及之股份數目，最高不得超過不時已發行股份總數的30%（或根據GEM上市規則可能允許的其他較高百分比）。

各合資格人士於任何十二個月期間內因行使其獲授購股權（包括購股權計劃下已行使及尚未行使的購股權）而已發行及將發行的股份總數，不得超過本公司已發行股本的1%。倘進一步向合資格人士授予購股權將超出該限額，則須在股東大會上獲得股東批准，而有關合資格人士及其聯繫人士須放棄投票。

截至二零一九年六月三十日止年度，概無根據購股權計劃授出任何購股權。

於二零一九年六月三十日，本公司根據購股權計劃可予發行之股份總數為54,000,000股股份，分別相當於二零一九年六月三十日及二零一九年九月二十四日（即本年報日期）已發行股份的10%及10%。



## DIRECTORS' REPORT 董事會報告

### DIRECTORS AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

Save as disclosed below, as at 30 June 2019, none of the Directors and the chief executive and their respective associates had or was deemed to have any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within of the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules.

### 董事及主要行政人員於本公司股份及相關股份的權益及淡倉

除下文所披露者外，於二零一九年六月三十日，各董事及主要行政人員及彼等各自的聯繫人士概無於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有或被視作擁有(a)根據證券及期貨條例第XV部第7及8分部的規定須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視作擁有的權益及淡倉）；(b)根據證券及期貨條例第352條須記錄於該條所提述的登記冊的任何權益或淡倉；或(c)根據GEM上市規則第5.46條至第5.68條須知會本公司及聯交所的任何權益或淡倉。

Name of Director 董事姓名	Name of the company in which interest is held 於其中持有權益的公司名稱	Capacity 身份	Total number of ordinary shares 普通股總數	Long/short position 好倉/淡倉	Percentage of total issued share capital in the Company 佔本公司全部已發行股本百分比
Mr. Yu Shaoheng 余紹亨先生	The Company 本公司	Beneficial owner (Note 1) 實益擁有人(附註1)	350,536,631	Long 好倉	64.91%

Note:

1. Mr. Yu Shaoheng is the son of Mr. Yu Weiye and the step-son of Ms. Mui Fong.

附註：

1. 余紹亨先生為余偉業先生的兒子及梅芳女士的繼子。

# DIRECTORS' REPORT 董事會報告

## SUBSTANTIAL SHAREHOLDERS

Save as disclosed below, as at 30 June 2019, no person other than certain Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company as recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

Name of Shareholder	Name of the company in which interest is held 於其中持有權益的公司名稱	Capacity 身份	Total number of ordinary shares 普通股總數	Long/short position 好倉/淡倉	Percentage of total issued share capital in the Company 佔本公司全部已發行股本百分比
Mr. Yu Weiye 余偉業先生	The Company 本公司	Beneficial owner 實益擁有人	54,431,400	Long 好倉	10.08%
Ms. Mui Fong 梅芳女士	The Company 本公司	Interests of spouse (Note 1) 配偶權益(附註1)	54,431,400	Long 好倉	10.08%

Note:

- Ms. Mui Fong ("Ms. Mui") is the wife of Mr. Yu. Ms. Mui is deemed to be interested in 54,431,400 Shares owned by Mr. Yu in accordance with the Securities and Futures Ordinance.

## 主要股東

除下文所披露者外，於二零一九年六月三十日，概無任何人士(本公司若干董事或主要行政人員除外)於本公司股份、相關股份及債券中擁有，並已記錄於本公司根據證券及期貨條例第336條而存置的主要股東登記冊的任何權益或淡倉，或根據證券及期貨條例第XV部第2及第3分部的規定須向本公司披露的任何權益或淡倉，又或直接或間接擁有任何類別股本(附帶可在任何情況下於本集團任何成員公司的股東大會上投票的權利)的面值5%或以上權益。

附註：

- 梅芳女士(「梅女士」)為余先生之妻子。根據證券及期貨條例，梅女士被視為於余先生持有的54,431,400股股份中擁有權益。



## DIRECTORS' REPORT 董事會報告

### PURCHASE, SALE OR REDEMPTION OF THE SHARES

During the year ended 30 June 2019, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Shares.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public during the year ended 30 June 2019.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association and the laws of Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

### COMPETING INTERESTS

During the reporting period and up to date of this annual report, none of the Directors, controlling shareholders and their respective associates as defined under the GEM Listing Rules is interested in any business which competes or is likely to compete, directly or indirectly, with the business of the Group.

### CONNECTED TRANSACTIONS

There are no related party transactions as set out in note 29 to the consolidated financial statements that falls under the definition of "connected transaction" or "continuing connected transaction" under the GEM Listing Rules during the year.

The material related party transactions are set out in note 29 to the consolidated financial statements.

### CORPORATE GOVERNANCE

Details of the Group's corporate governance practices are set out in the "Corporate Governance Report" section on pages 43 to 56 of this annual report.

### EVENTS AFTER THE REPORTING PERIOD

The Property Acquisition was completed on 22 July 2019.

### 購買、出售或贖回股份

於截至二零一九年六月三十日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何股份。

### 足夠的公眾持股量

根據本公司公開取得的資料，以及就董事所知，於截至二零一九年六月三十日止年度本公司全部已發行股本中的最少25%乃由公眾人士持有。

### 優先購買權

本公司的組織章程細則及開曼群島法例並無有關優先購買權的條文，規定本公司須按比例向現有股東提呈發售新股份。

### 競爭權益

於報告期間內及截至本年報日期，概無董事、控股股東及彼等各自的聯繫人士（定義見GEM上市規則），於與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有任何權益。

### 關連交易

年內，綜合財務報表附註29所載關聯方交易概無GEM上市規則所界定之「關連交易」或「持續關連交易」。

重大關聯方交易載於綜合財務報表附註29。

### 企業管治

本集團的企業管治常規詳情載於本年報第43至56頁「企業管治報告」章節。

### 報告期後事項

物業收購於二零一九年七月二十二日完成。



## DIRECTORS' REPORT 董事會報告

### PERMITTED INDEMNITY PROVISION

At no time during the year and up to date of this report, there was or is, any permitted indemnity provision being in force for the benefit of the directors of the Company (whether made by the Company or otherwise) or any of its subsidiaries (if made by the Company).

### AUDITORS

The consolidated financial statements have been audited by Baker Tilly Hong Kong Limited ("Baker Tilly"), who will retire and, being eligible, offer themselves for re-appointment at the forthcoming AGM. Having been approved by the Board upon the Audit Committee's recommendation, a resolution to re-appoint Baker Tilly as the auditors of the Company and to authorise the Directors to fix their remuneration will be proposed at the forthcoming AGM.

On behalf of the Board

#### Yu Shaoheng

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 24 September 2019

### 獲准許彌償條文

於年內及截至本報告日期止任何時間，概無曾經存在或現存任何以本公司或其任何附屬公司（倘由本公司訂立）之董事為受益人之獲准許彌償條文生效（不論是否由本公司或其他公司訂立）。

### 核數師

綜合財務報表已由天職香港會計師事務所有限公司（「天職香港」）審核。天職香港將於應屆股東週年大會退任，惟符合資格並願意接受續聘。經審核委員會推薦，董事會准於應屆股東週年大會提呈續聘天職香港為本公司核數師並授權董事會釐定其酬金的決議案。

代表董事會

#### 余紹亨

*主席、行政總裁兼執行董事*

香港，二零一九年九月二十四日



# CORPORATE GOVERNANCE REPORT 企業管治報告

## CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining high standards of corporate governance in order to uphold the transparency of the Group and safeguard interests of the Shareholders.

The Board hereby presents this Corporate Governance Report for the year ended 30 June 2019.

The Company has applied the principles and code provisions in the Corporate Governance Code and Corporate Governance Report (the "Code") as set out in Appendix 15 to the GEM Listing Rules.

In the opinion of the Board, the Company has complied with the Code for the year ended 30 June 2019 and up to the date of this annual report, except for the deviations of the following Codes.

- (i) Under the Code provision A.2.1, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. During the year under review and up to the date of this annual report, the chairman of the Board and the chief executive officer of the Company is performed by the executive Director, Mr. Yu Shaoheng. The Company considered that under the supervision of its Board and its independent non-executive Directors, a balancing mechanism existed so that the interests of the Shareholders were adequately and fairly represented. The Company considered that there was no imminent need to change the arrangement.
- (ii) The Code provision A.4.1 stipulates that all non-executive Directors should be appointed for a specific term, subject to re-election. Currently, all non-executive Directors, including the independent non-executive Directors are not appointed for a specific term. They are, however, subject to the retirement by rotation and re-election of directors in the articles of association of the Company. Since their appointment will be reviewed when they are due for re-election, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those set out in the Code.

## 企業管治常規

董事會致力維持高水平的企業管治，務求提升本集團的透明度及維護股東利益。

董事會謹此提呈截至二零一九年六月三十日止年度的企業管治報告。

本公司已應用GEM上市規則附錄15《企業管治守則》及《企業管治報告》(「守則」)所載的原則及守則條文。

董事會認為，於截至二零一九年六月三十日止年度及直至本年報日期，本公司遵守守則。惟有關以下守則的偏離情況除外。

- (i) 根據守則條文第A.2.1條的規定，主席與行政總裁的角色應有區分，並不應由一人同時兼任。於回顧年度及截至本年報日期，本公司董事會主席及行政總裁由執行董事余紹亨先生擔任。本公司認為，在董事會及獨立非執行董事的監督下，已存有一套平衡機制，可充足和公平地代表股東的利益。本公司認為並無急切需要改變有關安排。
- (ii) 守則條文第A.4.1條規定所有非執行董事的委任應有指定任期，並須經重選連任。現時，所有非執行董事(包括獨立非執行董事)並無特定任期，然而，彼等須根據本公司之組織章程細則輪值告退及須經重選連任。由於非執行董事之委任在到期重選時將被檢討，董事會認為已採取足夠措施以確保本公司之企業管治常規並無較守則所載者寬鬆。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms which are the same as the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

The Company periodically issues notices to its Directors reminding them of the general prohibition on dealing in the Company's listed securities during the blackout periods before the publication of announcements of financial results.

The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the required standards of dealings and its code of conduct regarding securities transactions by Directors throughout the period under review. The Company was not aware of any non-compliance in this respect throughout the year ended 30 June 2019.

## RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF BOARD OF DIRECTORS

The Board is accountable for promoting the success of the Company by directing and supervising its affairs in a responsible and effective manner. Each Director has a duty to act in good faith and in the best interests of the Company. Matters reserved for the Board include, but not limited to:

- approval of the Group's long term strategy, policies and annual budgets;
- oversight of the Group's operations and management;
- approval of any significant changes in accounting policies or practices;
- approval of major changes to the Group's corporate structure, management and control structure;
- approval of quarterly, interim and annual results;
- responsible for internal control and risk management; and
- approval of matters in relation to Board membership and Board remuneration.

## 董事進行證券交易

本公司已採納有關董事進行證券交易的操守準則，有關條款與GEM上市規則第5.48條至第5.67條所載規定交易標準相同。

本公司定期向董事發出通知，提醒彼等在刊發財務業績公佈前的禁制期內買賣本公司上市證券的一般禁制規定。

本公司經向董事作出特定查詢後確認，全體董事於整個回顧期間一直遵守規定交易標準及有關董事進行證券交易的操守準則。據本公司所知，於截至二零一九年六月三十日止整個年度，並無有關此方面的任何違規事宜。

## 董事會的職責、責任及貢獻

董事會須以負責任、有效率的態度統管及監督本公司的事務，致力推動本公司邁向成功。各董事均有責任真誠行事，並以本公司的最佳利益為依歸。留待董事會處理的事宜包括(但不限於)：

- 批准本集團的長期策略、政策及年度預算；
- 監管本集團的業務運作及管理；
- 批准會計政策或慣例的任何重大變動；
- 批准本集團的公司架構、管理層及監控架構的重要變動；
- 批准季度、中期及年度業績；
- 負責內部監控及風險管理；及
- 批准與董事會成員及董事會薪酬有關的事宜。



## CORPORATE GOVERNANCE REPORT 企業管治報告

As at 30 June 2019 and the date of this annual report, the Board comprised five Directors, including two executive Directors and three independent non-executive Directors, of which one independent non-executive Director has appropriate professional qualifications, or accounting or related financial management expertise in order to achieve a diverse Board to enhance the quality of its performance, as set out below:

### Executive Directors

Mr. Yu Shaoheng (*Chairman and Chief Executive Officer*)

Mr. Lai Tin Ming

### Independent Non-Executive Directors

Mr. Kwong Tsz Ching, Jack

Mr. Wong Hiu Fong

Mr. Meng Enhai

Biographical details of the Directors are set out in the “Biographical Details of Directors and Senior Management” section on pages 25 to 27 of this report.

The Company has arranged appropriate insurance covering for its Directors.

There are no relationships (including financial, business, family or other material or relevant relationships) among other members of the Board.

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all of the independent non-executive Directors are independent. None of the independent non-executive Directors has served the Company for more than 9 years.

## CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions specified in Code Provision D.3.1, which include reviewing the Company’s corporate governance policies and practices, the continuous professional development of the Directors and senior management, our Company’s policies and practices on compliance with legal and regulatory requirements (including the GEM Listing Rules) and the Company’s compliance with the CG Code and disclosure in this Corporate Governance Report.

於二零一九年六月三十日及於本年報日期，董事會由五名董事組成，包括兩名執行董事及三名獨立非執行董事，其中一名獨立非執行董事具備適當的專業資格，或會計或相關的財務管理專長，旨在達致董事會成員多元化，從而提升董事會的表現質素，如下文所載：

### 執行董事

余紹亨先生 (*主席兼行政總裁*)

黎天明先生

### 獨立非執行董事

鄺子程先生

王曉舫先生

孟恩海先生

董事的履歷詳情載於本報告第25至27頁「董事及高級管理人員履歷」一節。

本公司已為其董事安排適當之保險保障。

董事會其他成員之間概無任何關係（包括財務、業務、家族或其他重大或相關關係）。

本公司已接獲各名獨立非執行董事根據GEM上市規則第5.09條的規定就其獨立性而發出的年度確認書。本公司認為，全體獨立非執行董事均為獨立人士。概無獨立非執行董事已在本公司任職超過9年。

## 企業管治職能

董事會負責執行守則條文第D.3.1條規定的職能，包括審閱本公司企業管治政策及常規、董事及高級管理人員持續專業發展、本公司有關遵守法律法規規定（包括GEM上市規則）的政策及常規以及本公司遵守企業管治守則及於本企業管治報告內的披露。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

Every Director keeps abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

The Directors are aware of the requirement under the code provision A.6.5 of the Code regarding continuous professional development. During the year, the Company had arranged a training session to all Directors in regards to director's duty which was conducted by an external professional firm. In addition, Directors also reviewed the reading materials related to corporate governance and regulations that provided to them concerning latest developments in corporate governance practices and relevant legal and regulatory developments.

## DIRECTORS' APPOINTMENTS, RE-ELECTION AND REMOVAL

Each of the executive Directors and the independent non-executive Directors were appointed without a specific employment tenure, but subject to retirement by rotation and re-election at the AGM pursuant to the articles of association of the Company.

In accordance with the articles of association of the Company, at each AGM one third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors may, being eligible, offer themselves for re-election at the AGM. All Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after their appointment and be subject to re-election at such meeting and all Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

In accordance with the articles of association of the Company, notwithstanding anything to the contrary in other clauses in the articles of association of the Company or in any agreement between the Company and such Directors (but without prejudice to any claim for damages under any such agreement), the Directors can be removed from office by notice in writing served upon him or her signed by not less than three-fourths in number of the total number of Directors then in office (or, if that is not a round number, the nearest lower round number) and for the avoidance of doubt, the counting of the total number of Directors then in office shall include such Director subject to the proposed removal.

None of the Directors has a service contract with any member of the Group which is not determinable by the relevant employer within one year without payment of compensation, other than statutory compensation.

## 董事培訓及專業發展

各董事充分了解作為本公司董事的職責以及本公司的營運、業務活動及發展。

董事知悉守則的守則條文第A.6.5條項下有關於持續專業發展的規定。年內，本公司曾為全體董事安排有關董事職責的培訓，而有關培訓由外聘的專業公司進行。此外，董事亦已審閱向彼等提供有關企業管治及規例的閱讀材料，內容關於企業管治常規的最新發展以及相關法律及監管發展。

## 董事委任、膺選連任及罷免

各名獲委任的執行董事及獨立非執行董事並無指定僱用年期，惟須根據本公司組織章程細則在股東週年大會上輪值告退及膺選連任。

根據本公司組織章程細則，在每屆股東週年大會上，當時三分之一的董事須輪值退任，惟每位董事必須最少每三年輪值退任一次。有關符合資格的退任董事可於股東週年大會上膺選連任。所有獲董事會委任填補臨時空缺的董事，其任期僅至彼等獲委任後首次股東大會為止，並須於該大會上膺選連任，而所有獲董事會委任加入現有董事會的董事，其任期僅至下屆股東週年大會為止，屆時將符合資格膺選連任。

根據本公司之該組織章程細則，儘管本公司之組織章程細則的其他條款或本公司與有關董事訂立的任何協議存在任何相反規定（但在並不影響任何該協議之任何損害索償的情況下），透過向董事送達獲當時在任董事總人數中不少於四分之三之董事（倘非整數，則以最接近較低整數為準）簽署的書面通知，可罷免董事職務，為免存疑，當時在任董事之總人數應包括建議罷免之該名董事。

各董事概無與本集團任何成員公司訂立有關僱主不可於一年內免付賠償（法定賠償除外）予以終止的服務合約。





# CORPORATE GOVERNANCE REPORT 企業管治報告

## BOARD COMMITTEES

The Board has established three committees, namely audit committee (the “Audit Committee”), nomination committee (the “Nomination Committee”) and remuneration committee (the “Remuneration Committee”), to oversee particular aspects of the Company’s affairs. Their respective terms of reference are set out in the Company’s website.

## AUDIT COMMITTEE

The Company has established the Audit Committee on 28 May 2013 with terms of reference in compliance with paragraphs C3.3 and C3.7 of the Code.

The primary duties of the Audit Committee include, among other things, reviewing and supervising the financial reporting process and internal control systems, as well as the overall risk management of the Group, reviewing the consolidated financial statements and the quarterly, interim and annual reports of the Group, and reviewing the terms of engagement and scope of audit work of the external auditors. In this regard, members of the Audit Committee will liaise with the Board, the senior management and auditors. The Audit Committee will also consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and give consideration to any matters that have been raised by the accounting staff, compliance officer or auditors.

The composition of the Audit Committee during the year and up to the date of this annual report is as follows:

Mr. Kwong Tsz Ching, Jack  
(redesignated as Chairman on 31 July 2018)  
Mr. Wong Hiu Fong  
Mr. Meng Enhai  
(appointed on 31 July 2018)  
Mr. Chui Chi Yun, Robert  
(resigned as Chairman on 31 July 2018)

The members of the Audit Committee possess diversified industry experience and the chairman of the Audit Committee has appropriate professional qualifications and experience in accounting matters.

The Audit Committee has reviewed with the management of the Group the financial and accounting policies and practices adopted by the Group, its internal controls and financial reporting matters and the above audited annual results of the Group for the year ended 30 June 2019.

## 董事會轄下委員會

董事會已成立三個委員會，即審核委員會（「審核委員會」）、提名委員會（「提名委員會」）及薪酬委員會（「薪酬委員會」），專責監督本公司特定範疇的事務。上述委員會各自的職權範圍登載於本公司網站。

## 審核委員會

本公司已於二零一三年五月二十八日成立審核委員會，其職權範圍符合守則第C3.3及C3.7段。

審核委員會的主要職責包括（其中包括）檢討及監督本集團的財務申報程序及內部監控系統，以及整體風險管理，審閱本集團的綜合財務報表及季度、中期及年度報告，以及審閱外聘核數師的委聘條款及核數工作範圍。就此而言，審核委員會成員會與董事會、高級管理層及核數師聯繫。審核委員會亦將考慮任何會或可能列於該等報告及賬目的重大或特殊項目，並考慮任何由會計人員、合規主任或核數師提出的事項。

於年內及截至本年報日期，審核委員會的組成如下：

鄭子程先生  
(於二零一八年七月三十一日調任主席)  
王曉舫先生  
孟恩海先生  
(於二零一八年七月三十一日獲委任)  
崔志仁先生  
(於二零一八年七月三十一日辭任主席)

審核委員會的成員具有不同行業的經驗，而審核委員會主席在會計事務方面擁有適當的專業資格及經驗。

審核委員會與本集團的管理層已審閱本集團所採納的財務及會計政策與慣例、其內部監控及財務申報事宜及上述本集團截至二零一九年六月三十日止年度的經審核年度業績。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The Audit Committee held four meetings during the year under review. Details of the attendance of the Audit Committee meetings are as follows:

審核委員會於回顧年度內舉行四次會議。審核委員會會議之出席情況載列如下：

	AC Meeting Members Attend/ Eligible to attend		審核委員會 會議出席/ 合資格出席成員
Mr. Kwong Tsz Ching, Jack	4/4	鄭子程先生	4/4
Mr. Wong Hiu Fong	4/4	王曉舫先生	4/4
Mr. Meng Enhai	4/4	孟恩海先生	4/4
Mr. Chui Chi Yun, Robert	0/0	崔志仁先生	0/0

### Nomination Committee

The Company has established the Nomination Committee on 28 May 2013 with terms of reference in compliance with paragraph A.5.2 of the Code. The primary duties of the Nomination Committee include reviewing the structure, size and composition of the Board, identifying and nomination of directors and making recommendations to the Board on appointment and reappointment of Directors.

### 提名委員會

本公司已於二零一三年五月二十八日成立提名委員會，其職權範圍符合守則第A.5.2段。提名委員會的主要職責包括檢討董事會結構、規模及組成，物色及提名董事，以及就委任及重新委任董事向董事會提出推薦意見。

The composition of the Nomination Committee during the year and up to the date of this annual report is as follows:

於年內及截至本年報日期，提名委員會的組成如下：

Mr. Kwong Tsz Ching, Jack  
(redesignated as Chairman on 31 July 2018)  
Mr. Wong Hiu Fong  
Mr. Meng Enhai  
(appointed on 31 July 2018)  
Mr. Chui Chi Yun, Robert  
(resigned as Chairman on 31 July 2018)

鄭子程先生  
(於二零一八年七月三十一日調任主席)  
王曉舫先生  
孟恩海先生  
(於二零一八年七月三十一日獲委任)  
崔志仁先生  
(於二零一八年七月三十一日辭任主席)

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance in compliance with paragraph A.5.6 of the Code.

本公司明白並深信遵從守則第A.5.6段讓董事會成員具多元化對提升本公司的表現質素裨益良多。

When identifying suitable candidates for directorship, the Nomination Committee shall carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations. Qualified candidates then be recommended to the Board for approval.

當物色適合的董事候選人時，提名委員會會便會進行篩選程序，參考建議候選人的技能、經驗、教育背景、專業知識、個人誠信及其承擔，亦會考慮本公司的需要及其他相關法定要求及法規。其後，將合資格候選人推薦予董事會以供審批。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The Nomination Committee held two meetings during the year under review. Details of the attendance of the Nomination Committee meeting are as follows:

	<b>NC Meeting Members Attend/ Eligible to attend</b>		<b>提名委員會 會議出席/ 合資格出席成員</b>
Mr. Kwong Tsz Ching, Jack	2/2	鄭子程先生	2/2
Mr. Wong Hiu Fong	2/2	王曉舫先生	2/2
Mr. Meng Enhai	1/1	孟恩海先生	1/1
Mr. Chui Chi Yun, Robert	0/0	崔志仁先生	0/0

### Remuneration Committee

The Company has established the Remuneration Committee on 28 May 2013 with terms of reference in compliance with paragraph B.1.2 of the Code.

The primary duties of the Remuneration Committee include, among other things, formulating and making recommendations to the Board on the remuneration policy, determining the specific remuneration packages of all executive Directors and senior management and making recommendations to the Board of the remuneration of non-executive Directors.

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the members of the senior management (other than the Directors) whose particulars are contained in the section headed "Biographical Details of Directors and Senior Management" in this annual report for the year ended 30 June 2019 by band is set out as follows:

<b>Remuneration band (in HK\$)</b>	<b>薪金範圍(港元)</b>	<b>Number of individuals 人數</b>
Nil to 1,000,000	零至1,000,000	1

Further particulars in relation to Directors' remuneration and the five highest paid individuals are set out in the notes 7 and 8 to the consolidated financial statements.

提名委員會於回顧年度內舉行兩次會議。提名委員會會議之出席情況載列如下：

### 薪酬委員會

本公司已於二零一三年五月二十八日成立薪酬委員會，其職權範圍符合守則第B.1.2段。

薪酬委員會的主要職責包括(其中包括)制訂及就薪酬政策向董事會作出推薦建議、釐定全體執行董事及高級管理層的具體薪酬計劃，以及就非執行董事的薪酬向董事會作出推薦建議。

根據企業管治守則第B.1.5條，本年度截至二零一九年六月三十日止年度高級管理人員之詳情載於本年報「董事及高級管理人員履歷」一節，高級管理人員(董事除外)的年度薪酬按範圍載列於下文：

有關董事薪酬及五大最高薪人士的進一步詳情載於綜合財務報表附註7及8。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The composition of the Remuneration Committee during the year and up to the date of this annual report is as follows:

Mr. Kwong Tsz Ching, Jack  
(redesignated as Chairman on 31 July 2018)  
Mr. Wong Hiu Fong  
Mr. Meng Enhai  
(appointed on 31 July 2018)  
Mr. Chui Chi Yun, Robert  
(resigned as Chairman on 31 July 2018)

The Remuneration Committee held two meetings during the year under review. Details of the attendance of the Remuneration Committee meetings are as follows:

	RC Meeting Members Attend/ Eligible to attend
Mr. Kwong Tsz Ching, Jack	2/2
Mr. Wong Hiu Fong	2/2
Mr. Meng Enhai	1/1
Mr. Chui Chi Yun, Robert	0/0

### ATTENDANCE RECORDS OF MEETINGS

The Board is scheduled to meet regularly at least four times a year, and Directors shall receive at least 14 days prior written notice of such meetings in compliance with paragraph A.1.1 of the Code. Agendas and accompanying papers are sent before the Board meetings to ensure that the Directors are given sufficient time to review the same.

During the year under review, the Board held 7 board meetings and 1 general meeting. The Directors attended those meetings in person, by phone or through other electronic means of communication.

於年內及截至本年報日期，薪酬委員會的組成如下：

鄭子程先生  
(於二零一八年七月三十一日調任主席)  
王曉舫先生  
孟恩海先生  
(於二零一八年七月三十一日獲委任)  
崔志仁先生  
(於二零一八年七月三十一日辭任主席)

薪酬委員會於回顧年度內舉行兩次會議。薪酬委員會會議之出席情況載列如下：

	審核委員會 會議出席/ 合資格出席成員
鄭子程先生	2/2
王曉舫先生	2/2
孟恩海先生	1/1
崔志仁先生	0/0

### 會議出席紀錄

為符合守則第A.1.1段，董事會預定每年最少舉行四次定期會議，董事將接獲有關會議最少十四日的事先書面通知。議程及隨附文件會於董事會會議前寄發予董事，以確保董事有充足的時間審閱有關資料。

於回顧年度內，董事會舉行7次常規董事會會議及1次股東大會。董事親身出席、透過電話或其他電子通訊方法出席該等會議。

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The individual attendance record of each Director at the meetings during the year under review is set out below:

於回顧年度內各董事之個別出席會議記錄載列如下：

Name of Directors	Members Attend/ Eligible to attend		董事姓名	出席/ 合資格出席成員	
	Board Meeting	General Meeting		董事會會議	股東大會
<b>Executive Directors</b>			<b>執行董事</b>		
Mr. Yu Shaoheng	7/7	0/1	余紹亨先生	7/7	0/1
Mr. Lai Tin Ming (appointed on 31 July 2018)	6/6	1/1	黎天明先生(於二零一八年七月三十一日獲委任)	6/6	1/1
Mr. Yeung Yat Chuen (resigned on 31 July 2018)	1/1	0/0	楊日泉先生(於二零一八年七月三十一日辭任)	1/1	0/0
<b>Independent Non-executive Directors</b>			<b>獨立非執行董事</b>		
Mr. Kwong Tsz Ching, Jack	6/7	0/1	鄺子程先生	6/7	0/1
Mr. Wong Hiu Fong	5/7	0/1	王曉筋先生	5/7	0/1
Mr. Meng Enhai (appointed on 31 July 2018)	6/6	1/1	孟恩海先生(於二零一八年七月三十一日獲委任)	6/6	1/1
Mr. Chui Chi Yun, Robert (resigned on 31 July 2018)	1/1	0/0	崔志仁先生(於二零一八年七月三十一日辭任)	1/1	0/0

All business transacted at the Board meetings and by written resolutions were well-documented. Minutes of the Board meetings and written resolutions are kept by the Company Secretary and are available to all Directors.

董事會會議上以書面決議案處理之所有事務已妥為存檔。公司秘書已存置董事會會議之紀錄及書面決議案，並可供所有董事查閱。

### ACCOUNTABILITY AND AUDIT

The Audit Committee has reviewed with the Board on the Company's consolidated financial statements for the year ended 30 June 2018. The Directors acknowledge their responsibility for preparing the accounts and presenting a balanced, clear and comprehensive assessment for the Group's performance, position and prospects. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

### 問責及審核

審核委員會與董事會審閱本公司截至二零一八年六月三十日止年度的綜合財務報表。董事會確認彼等負責編製賬目及呈列本集團表現、狀況及前景的平衡、清晰及全面評估。董事並不知悉有關可能導致本集團繼續按持續經營基準經營的能力受到重大質疑的事件或狀況相關的任何重大不明朗因素。

The Company's auditors, Baker Tilly, acknowledge their reporting responsibilities in the independent auditor's report to the consolidated financial statements of the Company for the year ended 30 June 2019, which are set out in "Independent Auditors Report" section on pages 84 to 88 of this report.

本公司核數師天職香港於本公司截至二零一九年六月三十日止年度綜合財務報表的獨立核數師報告內確認彼等的匯報責任，有關報告載於本報告第84至88頁「獨立核數師報告」一節。



# CORPORATE GOVERNANCE REPORT 企業管治報告

## AUDITORS' REMUNERATION

The fees charged by Baker Tilly in respect of audit services and non-audit services for the year ended 30 June 2019 amounted to approximately HK\$690,000 and HK\$120,000 respectively.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibility to ensure that proper and effective risk management and internal control systems (the "RMIC System") of the Group are maintained. The senior management of the Company is delegated with the responsibility to design and implement an internal control system to manage risks. The senior management of the whole Group, including but not limited to, the directors, executives and super of the major operating units of the Group, maintains, monitors and implements the risk management and internal control systems on an ongoing basis.

The Group's RMIC System include a defined management structure with specified limits of authority, which are designed to achieve business objectives and goals, safeguard assets against unauthorised use or disposition, control over operating and capital expenditures, ensure the maintenance of proper books and records for providing reliable financial information used for internal or publication purposes, and ensure compliance with relevant legislation and regulations.

The risk management and internal control systems are designed to meet the Group's particular needs and risks to be exposed, and to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate risks of failure in operations systems achievement of the Group's objectives and goals.

The Group is committed to maintaining and upholding good corporate governance practice and RMIC System. The Group has established controlling teams (the "Controlling Teams") nominated by the Board and the Audit Committee comprising the directors, executives and supervisors of the major operating units of the Group to take up the responsibilities of monitoring the day-to-day operational management, risk management function, and internal control systems of all operating units of Group, integrating with the systems of monthly and annual planning and budgeting process, counter-approval and implementation and control process, identifying any risk or possible failure of the operating units, and reporting and making suggestions on how each operating unit to achieve the objectives and goals set. The controlling teams meet regularly with the Board and the Audit Committee and report on matters to be updated to the Board and the Audit Committee timely.

## 核數師薪酬

天職香港就截至二零一九年六月三十日止年度提供審核服務及非審核服務收取的費用分別約為690,000港元及120,000港元。

## 風險管理及內部監控

董事會全面負責確保維持適當而有效的風險管理及內部監控系統(「風險管理及內部監控系統」)。本公司高級管理層獲授權負責設計及實施內部監控系統以管理風險。整個集團的高級管理層(包括但不限於本集團主要營運單位的董事、行政人員及監事)持續維護、監察及實施風險管理及內部監控系統。

本集團的風險管理及內部監控系統包括具有指定權限的界定管理架構，旨在實現業務目的及目標，保護資產免受未經授權使用或處置，控制經營及資本開支，確保存置適當的賬簿及記錄以提供作內部或刊發用途的可靠財務資料，以及確保遵守相關法律及法規。

風險管理及內部監控系統旨在滿足本集團的特定需求及風險，提供合理(但非絕對)保證以防止重大錯報或損失，以及管理(而非消除)營運系統失靈的風險，以實現本集團的目的及目標。

本集團致力保持及維持良好的企業管治常規以及風險管理及內部監控系統。本集團已成立由董事會及審核委員會提名並由本集團主要營運單位的董事、高級管理人員及監事組成的監控小組(「監控小組」)，負責監察本集團所有營運單位的日常營運管理、風險管理職能及內部監控系統，將月度及年度規劃及預算流程系統、反批准及實施及控制流程相結合，識別營運單位的任何風險或潛在故障，以及報告各營運單位如何實現目的及目標定勢並就此提出建議。監控小組定期與董事會及審核委員會會面，並及時向董事會及審核委員會報告需要更新的事項。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Risk Management Approach

The Group strives to identify and assess the key risks faced by the Group based on the following risk management approach:

### (i) Risks Identification

- The Controlling Teams are responsible for identifying potential risks, through periodically reviewing the Group's business and financial data, testing the effectiveness of the Group's existing internal control procedures and policies; and
- All staff are required and encouraged to report any risks, particularly those risks that are material weaknesses and deviation in the Group's existing internal control procedures and policies, to the Controlling Teams or the Board and the Audit Committee.

### (ii) Risks Assessment and Measurement

- Risks identified or reported are further evaluated and scrutinised, through consolidating, filtering and prioritising processes by the Controlling Teams;
- Material risks that may seriously affect the business, operational or financial aspects of the Group are immediately handled by the Controlling Teams, the Board and the Audit Committee; and
- Immaterial risks that are acceptable to the Group will be closely monitored the Controlling Teams to ensure that the level of risk will not increase to an unacceptable level.

### (iii) Risks Control and Mitigation

- Considering and weighting the benefits and costs of all available solutions and choosing the appropriate ones;
- Elimination of the material risks entirely by taking immediate remedy actions such as modifying the Group's existing business strategies, internal controls and operational procedures; and
- Mitigation of the material risks by reducing their impact as much as possible such as transferring the impact of the risks to third parties and implementing alternative procedures and policies.

## 風險管理方法

本集團致力按以下風險管理方法識別及評估本集團所面臨的主要風險：

### (i) 風險識別

- 監控小組負責通過定期檢討本集團的業務及財務數據以及測試本集團現有內部監控程序及政策的成效來識別潛在風險；及
- 要求並鼓勵全體員工向監控小組或董事會及審核委員會報告任何風險(尤其是存在重大缺陷的風險)及本集團現有內部監控程序及政策的偏離情況。

### (ii) 風險評估及計量

- 監控小組通過對流程進行整合、過濾及優先排序，對已識別或報告的風險進行進一步評估及審查；
- 可能嚴重影響本集團業務、營運或財務方面的重大風險由監控小組、董事會及審核委員會即時處理；及
- 監控小組將密切監察本集團可接受的不重大風險，以確保風險水平不會上升至不可接受的水平。

### (iii) 風險控制及紓緩

- 考慮及權衡所有可用解決方案的裨益及成本，從而選擇合適的解決方案；
- 通過採取即時補救措施(例如修改本集團的現有業務戰略、內部監控及營運程序)來完全消除重大風險；及
- 通過盡可能紓緩重大風險的影響來減輕重大風險，例如將風險的影響轉移至第三方以及實施替代程序及政策。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## (iv) Risks Monitoring

- The Board and the Audit Committee in conjunction with the Controlling Teams closely monitor the risks identified and the progress of the remedy actions taken to ensure that the level of risk will not increase to an unacceptable level; and
- Risk assessment report and internal control review report are submitted by the Controlling Teams to the Board and the Audit Committee annually for their review.

During the year, the Controlling Teams has summarized the risks identified and reviewed the effectiveness of the RMIC System. The findings have been summarised and submitted to the Board and the Audit Committee for review. The Board and the Audit Committee concluded that the RMIC System is effective and adequate and the principal risks identified have been adequately controlled.

The principal risks identified and related control procedures are set out in the paragraph headed “Principal Risks and Uncertainties” in the “Directors’ Report” section from pages 29 to 32 of this annual report respectively.

## PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as stated in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is not false or misleading as to a material fact, nor false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public.

Certain policies and procedures have been taken by the Group to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include but not limited to (i) trainings or briefings are provided to employees who will be in possession of inside information to ensure that they are fully conversant with their obligations to preserve confidentiality with reasonable care; (ii) confidentiality documents are kept by the designated personnel and placed in the designated locked areas; (iii) transmission of inside information in electronic form should be password-protected; and (iv) access of inside information is restricted to designated employees on a need-to-know basis.

## (iv) 風險監察

- 董事會及審核委員會與監控小組共同密切監察所識別的風險以及為確保風險水平不會上升至不可接受的水平而採取的補救行動的進展情況；及
- 監控小組每年向董事會及審核委員會提交風險評估報告及內部監控審核報告以供檢討。

年內，監控小組已總結所識別的風險並審查風險管理及內部監控系統的成效。調查結果已匯總並提交董事會及審核委員會以供檢討。董事會及審核委員會認定風險管理及內部監控系統乃屬有效及充分，且所識別的主要風險已得到充分控制。

已識別的主要風險及相關控制程序分別載於本年報第29至32頁「董事報告」一節「主要風險及不明朗因素」一段。

## 處理及傳播內幕消息的程序及內部監控

除非有關消息屬於證券及期貨條例下任何「安全港」的範圍內，否則本集團會在合理切實可行的情況下盡快向公眾披露內幕消息。在向公眾全面披露有關資料之前，本集團會確保有關資料不會致使任何重大事實成為虛假或產生誤導，亦不會由於以明確而平衡的方式呈現資料（就正面及負面事實需要同等披露而言）而遺漏重大事實，致使成為虛假或產生誤導。倘本集團認為無法維持必要的保密程度或可能已違反保密規定，則本集團將立即向公眾披露有關資料。

本集團已採取若干政策及程序，以確保存在適當的保障設施，可防止違反與本集團有關的披露規定，包括但不限於(i)向將掌握內幕消息的僱員提供培訓或簡報，確保彼等完全熟悉其以合理謹慎的方式進行保密的責任；(ii)保密文件由指定人員保管，並存放於指定的上鎖區域；(iii)以電子形式傳送內幕消息應設置密碼保護；及(iv)內幕消息僅可由指定僱員按須知基準獲悉。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## COMPANY SECRETARY

The company secretary is responsible for facilitating the Board's process and communications among Board members and with the Shareholders and the management, and advising the Board and its committees on all corporate governance matters. He reports to the Board and/or the Managing Director and his selection, appointment or dismissal shall be a Board decision.

The Directors have accessed to the advice and services of the company secretary to ensure that board procedures and all applicable laws, rules and regulations are followed. The company secretary took more than 15 hours' professional training for the year ended 30 June 2019.

## SHAREHOLDERS' RIGHTS

### Procedures for shareholders to convene an extraordinary general meeting and to put forward proposals at Shareholders' meeting

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

### Procedures by which enquiries may be put to the Board

Shareholders may send their enquiries and concerns to the Board by addressing them to the Board or the company secretary of the Company by mail at 24/F, SUP Tower, 75-83 King's Road, North Point, Hong Kong. The company secretary of the Company is responsible for forwarding communications relating to matters within the Board's direct responsibilities to the Board and communications relating to ordinary business matters, such as suggestions and inquiries, to the relevant executive officer of the Company.

## 公司秘書

公司秘書負責協助董事會運作，以及促進董事會成員、股東及管理層之間的溝通，並就所有企業管治事宜向董事會及其委員會提供意見。公司秘書向董事會及／或董事總經理報告工作，而公司秘書的推選、委任或解聘須由董事會決定。

董事可獲得公司秘書的意見及服務，以確保遵守董事會程序及所有適用法律、法規及規例。於截至二零一九年六月三十日止年度，公司秘書已參與超過15小時的專業培訓。

## 股東權利

### 股東召開股東特別大會及於股東大會提呈建議的程序

於遞呈要求當日持有本公司繳足股本不少於十分之一且附有權利在本公司股東大會投票的任何一名或以上股東，可隨時透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求所指明的業務或任何事項。有關大會須於遞呈該要求後兩個月內舉行。倘遞呈要求起計二十一日內董事會未有召開大會，則遞呈要求的人士可自行以相同方式召開大會，而本公司須向遞呈要求的人士補償因董事會未有召開大會而產生的所有合理開支。

### 向董事會作出查詢的程序

股東如欲向董事會提出查詢及關注議題，可透過郵寄方式將上述事項寄送至董事會或本公司的公司秘書（地址：香港北角英皇道75-83號聯合出版大廈24樓）。本公司的公司秘書負責將與董事會直接職責範圍內的事項有關的通訊轉交董事會，並將與普通事項（例如：建議及查詢）有關的通訊轉交本公司有關的主管人員。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## INVESTOR RELATIONS

The Company is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to the Shareholders and the investing public. The Company's corporate website is [www.ppsinholdings.com](http://www.ppsinholdings.com).

All corporate communication materials published on the GEM website (<http://www.hkgem.com>) are posted on the Company's corporate website as soon as practicable after their release. The Company's constitutional documents are also available on our website. No significant changes were made to these documents during the year ended 30 June 2018. Information on the website shall be updated on a regular basis.

Share registration matters shall be handled for the Shareholders by the Company's share registrar, Tricor Investor Services Limited at 54/F, Hopewell Centre, 183 Queen's Road East, Hong Kong.

## 投資者關係

本集團致力維持高度透明度及採用向股東及公眾投資者公開及適時披露相關資料的政策。本公司的公司網站為[www.ppsinholdings.com](http://www.ppsinholdings.com)。

所有於GEM網站(<http://www.hkgem.com>)刊載的公司通訊資料均須於公佈後盡快上載至本公司的公司網站。本公司的章程文件亦可於本公司網站閱覽。於截至二零一八年六月三十日止年度，該等文件並無重大變動。網站的資料將會定期更新。

股份登記事宜須由本公司股份過戶登記處卓佳證券登記有限公司為股東辦理，地址為香港皇后大道東183號合和中心54樓。





# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

The Company is delighted to present its second Environmental, Social and Governance (“ESG”) Report (the “ESG Report”). This ESG Report herein focuses on providing an overview of the environmental and social aspects of the Group, and outlines how we continually improve our operational strategy in regard to our environment and society in order to cope with the global standards of sustainability.

During the process of preparing this ESG Report, the Group has conducted thorough review and evaluation of the existing policies and practices. Unless otherwise stated, this ESG Report covers the data of all operating units, i.e. the money lending business and the environmental and cleaning services business, of the Group.

## REPORT SCOPE AND BOUNDARY

The Report is prepared in accordance with the ESG Reporting Guide (“Guide”) as set out in Appendix 20 to the GEM Listing Rules.

In order to comply with the disclosure obligations of “comply or explain” provisions, this ESG Report has outlined the overall Group’s performance in environmental protection, human resources, operating practice and community involvement for the financial year ended 30 June 2019 (“Reporting Period”). HKEX’s Guide for this ESG Report from pages 77 to 83 of this annual report is provided for cross-referencing purpose.

The Group acknowledges the importance of proper disclosure of business activities, believing it as the key to building trust with investors and shareholders. This ESG Report will highlight the following aspects:

- Emissions, use of resources and generation of waste;
- Employment and Labour Practices;
- Operating Practices; and
- Community Investment.

For details on corporate governance of the Company, please refer to the “Corporate Governance Report” section from pages 43 to 56 of this annual report.

For details in relation to our financial performance during the Reporting Period, please refer to the “Management Discussion and Analysis” section and the audited financial statements together with related notes from pages 8 to 14 and pages from 89 to 191 of this annual report respectively.

本公司欣然提呈其第二份環境、社會及管治（「環境、社會及管治」）報告（「環境、社會及管治報告」）。本環境、社會及管治報告專注於提供本集團環境及社會方面的概覽，以及概述我們如何不斷改善我們在環境與社會方面的營運策略，以達到全球可持續發展標準。

在編製本環境、社會及管治報告的過程中，本集團對其現有政策及實踐進行了全面檢討及評估。除另有說明者外，本環境、社會及管治報告涵蓋本集團所有營運單位（即放債業務及環境及清潔服務業務）的數據。

## 報告範圍及界限

本報告乃根據GEM上市規則附錄20所載的環境、社會及管治報告指引（「指引」）編製。

為遵守「不遵守就解釋」條文的披露規定，本環境、社會及管治報告概述本集團於截至二零一九年六月三十日止財政年度（「報告期間」）在環境保護、人力資源、營運慣例及社區參與方面的整體表現。本年報第77至83頁所載本環境、社會及管治報告的香港交易所指引乃供相互參照之用。

本集團深明妥當披露商業活動的重要性，並認為此乃與投資者及股東建立信任的關鍵。本環境、社會及管治報告將突出以下方面：

- 排放、利用資源及產生廢棄物；
- 僱傭及勞工常規；
- 營運常規；及
- 社區投資。

有關本公司企業管治的詳情，請參閱本年報第43至56頁的「企業管治報告」一節。

有關報告期內財務表現的詳情，請參閱本年報第8至14頁「管理層討論及分析」一節以及第89至191頁經審核財務報表連同相關附註。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

## Materiality Assessment

To ensure prompt and proper management of key sustainability issues, our Group has compiled and prioritized material aspects relating to business operations. Material aspects are those that reflect the Group's significant economic, environmental and social impacts; or that substantially influence the assessments and decisions of our stakeholders. In addition, we have included key performance indicators ("KPI") in the Report in order to provide our stakeholders and the public a more comprehensive and profound understanding of the effectiveness of the implemented operational strategies in pursuing environmental sustainability. These priorities allow us to uphold our commitment to our stakeholders while managing the impacts we have on the society and environment.

## OUR STAKEHOLDERS

As stakeholders play a crucial role in sustaining the success of our business, we make use of various communication channels to understand and engage our stakeholders. We believe that stakeholder engagement helps us in better understanding the needs and concerns of all our key stakeholders. The probable points of concern of the stakeholders and the way of our communication and responses are listed below.

## 重要性評估

為確保能及時妥當管理可持續發展的主要議題，本集團已整合及優先處理有關業務營運的重要範疇。該等重要範疇反映本集團的重大經濟、環境及社會影響；或嚴重影響持份者的評估及決策。此外，我們已在報告中納入關鍵績效指標（「關鍵績效指標」），以便我們的持份者及公眾更加全面而深刻地了解所實施的營運戰略在尋求環境可持續性方面的成效。排定優先次序使我們於管理我們對社會及環境影響時，能繼續對持份者作出承擔。

## 我們的持份者

由於持份者在維持我們業務成功方面發揮著至關重要的作用，故我們善用各種溝通渠道來理解及吸引持份者。我們相信，持份者的參與有助我們了解所有主要持份者的需要及關注事宜。持份者的可能關注點以及我們的溝通及回應方式列示如下。

Stakeholders 持份者	Probable Points of Concern 可能關注點	Communication and Responses 溝通與回應
HKEX 香港交易所	Compliance with listing rules, and timely and accurate announcements. 遵守上市規則，及時準確地刊發公告。	Meetings, training, workshops, programs, website updates, and announcements. 會議、培訓、工作坊、計劃、網站更新及公告。
Government 政府	Compliance with laws and regulations, preventing tax evasion, business ethics, and social welfare. 遵守法律及規例、防止逃稅及社會福利工作。	Interaction and visits, government inspections, tax returns, ongoing communication with relevant government departments, and other information. 互動及拜訪、政府視察、納稅申報、與相關政府部門的持續溝通以及其他資料。
Investors and shareholders 投資者及股東	Corporate governance, business strategies and performance, and investment returns. 企業管治、業務策略及表現，以及投資回報。	Briefing sessions and seminars, interviews, shareholders' meetings, issue of financial reports or operation reports for investors, ESG report, and media and analysts. 組織簡報會及研討會、訪談、股東大會、向投資者、環境、社會及管治報告以及媒體及分析員提供財務報告或營運報告。



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Stakeholders 持份者	Probable Points of Concern 可能關注點	Communication and Responses 溝通與回應
Media & Public 媒體及公眾	Corporate governance, environmental protection, and human rights. 企業管治、環保及人權。	Newsletters on the Company's website. 在本公司網站發佈快訊。
Suppliers 供應商	Corporate reputation, payment schedule, and stable demand. 企業聲譽、付款時間表及穩定需求。	Site visits. 實地拜訪。
Customers 客戶	Service quality, service delivery schedule, reasonable prices, service value, and personal data protection. 服務質素、服務提供計劃、合理價格、服務價值及個人數據保護。	After-sales services. 售後服務。
Employees 僱員	Rights and benefits of employees, compensation, training and development, work hours, occupational health and safety, and working environment. 僱員的權利及福利、補償、培訓與發展、工作時數、職業健康及安全以及工作環境。	Union activities, trainings, interviews with employees, internal memos, and employee suggestion boxes. 工會活動、培訓、僱員訪談，存置內部備忘錄及設立僱員意見箱。
Community 社區	Community environment, employment opportunities, community development, and social welfare. 社區環境、僱傭機會、社區發展及社會福利。	Community activities, employee voluntary activities, and community welfare subsidies and donations. 社區活動、僱員義工活動、社區福利補貼及捐贈。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

## AWARDS AND RECOGNITION

Our outstanding business performance has earned us various industry awards which have further reinforced our position in the market. The Group continues to be recognized for its efforts to promote corporate social responsibilities. The following table shows what we have achieved during the Reporting Period.

## 獎項及認可

我們卓越的業績幫助我們贏得眾多行業獎項，進一步鞏固了我們的市場的地位。本集團繼續因致力推行企業社會責任而獲得認可。下表列示我們於報告期內取得的成果。

Organisers 主辦方	Awards 獎項
Association of China Commercial Enterprise Management 中國商業企業管理協會	Qualification Level Certificate of China Cleaning Industry – National 1st Level Qualification 中國清潔清洗行業等級資質－國家一級
Association of China Commercial Enterprise Management 中國商業企業管理協會	China Top 100 Cleaning Service Enterprises 中國清潔服務行業百強企業
Association of China Commercial Enterprise Management 中國商業企業管理協會	Qualification of Stone Cleaning and Maintenance 石材清洗養護資質
Association of China Commercial Enterprise Management 中國商業企業管理協會	Qualification of High-Altitude Facades Cleaning 高空外牆清洗資質
Association of China Commercial Enterprise Management 中國商業企業管理協會	Qualification of Central Air-Conditioning System Cleaning and Maintenance 集中空調系統清洗養護資質
Association of China Commercial Enterprise Management 中國商業企業管理協會	Qualification of Indoor Environment Purification and Monitoring 室內環境淨化與監測資質
BSI Pacific Limited BSI太平洋有限公司	ISO 9001:2015
BSI Pacific Limited BSI太平洋有限公司	ISO 14001:2015
BSI Pacific Limited BSI太平洋有限公司	ISO 45001:2018
Environmental Protection Department 環境保護署	Certificate of Commendation 表彰證書



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Organisers 主辦方	Awards 獎項
Green Council 環保促進會	Hong Kong Green Purchasing Charter 香港環保採購約章成員
Environmental Campaign Committee 環境運動委員會	Wastewi\$e – Excellence Level 減廢證書－卓越級別
Environmental Campaign Committee 環境運動委員會	Environmental Initiatives and Participation – Hong Kong Awards for Environmental Excellence 為推動環保不斷作出努力及參與－香港環境卓越大獎
Business Environment Council 商界環保協會	Certificate of Membership of Business Environment Council 商界環保協會會員證書
The Hong Kong Council of Social Service 香港社會服務聯會	Caring Company 商界展關懷
South China Morning Post 《南華早報》	Best HK Professional Services Brand (Publicly-listed) 香港最佳專業服務品牌(上市公司組別)

## ENVIRONMENTAL

### Overview

As a money lender and an environmental protection and cleaning services enterprise, the Group values environmental sustainability and has been striving to integrate the concept into every part of its daily business operations. We are committed to increasing the efficiency of resources utilization and enhancing our environmental performance by adopting world-class environmental protection practices in our business dealings.

We strive to work towards a 'green' and sustainable working environment by improving energy efficiency, addressing waste management, supporting environmental education and promoting the idea of recycling and reusing. The operation and administrative department constantly reviews our internal operational practices to ensure that they are in line with the concept of sustainable corporate development. Policies and measures were strengthened and improved this year so as to effectively manage undesirable environmental impact.

### 環境

#### 概覽

作為放債人以及環境保護及清潔服務企業，本集團一向重視環境的可持續性，並一直致力於將概念融入日常業務營運的各個環節。我們致力於通過在業務交易中採用世界一流的環保實踐來提升資源的利用效率及提高環境績效。

我們通過提高能源效率、解決廢棄物管理、支持環境教育以及推廣回收及再利用的理念，朝向「綠色」及可持續工作環境邁進。營運及行政部門不斷審查我們的內部營運實踐，以確保其符合可持續企業發展理念。今年，我們加強及改進有關政策及措施，以有效管理不良環境影響。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

The Group is currently undergoing an expansion of the environmental and cleaning services business in the PRC, especially in Shanghai, the PRC. It is expected that the scale and quality of services provided by our operations will be further increased and improved in the following years. Since the Group's businesses are mainly based in Hong Kong during the Reporting Period, this ESG Report will mainly focus on the environmental issues and relevant measures that are applicable to the operating units in Hong Kong.

To achieve the environmental goals, the Group has implemented the following measures:

- Comply with all applicable environmental laws and regulations;
- Identify, assess and mitigate all potential environmental impacts associated with the Group's activities;
- Commit leadership and develop a strong culture of environmental stewardship within the entire workforce; and
- Make resources and systems available, with the provision of necessary training to empower our employees to fulfill our environmental responsibilities.

### Compliance and Grievance

During the Reporting Period, we complied with all relevant environmental laws and regulations that have a significant impact on us, including but not limited to Environmental Ordinance in Hong Kong. No confirmed non-compliance incidents or grievances were noted by the Group in relation to environmental issues.

### Emissions

The Group's greenhouse gas ("GHG") emissions mainly resulted from three types of activities, including but not limited to direct vehicle emissions, direct air-conditioning at offices and factories, and indirect emissions from employees travelling by air.

In the absence of production process, the direct GHG emissions generated from our business activities are minimal, and our services provided do not make direct nor material impacts on the environment.

Nevertheless, we have implemented various measures to minimize emissions, thus reduce the impact on the environment.

本集團目前正於中國(尤其是中國上海)擴展環境及清潔服務業務。預期未來數年我們業務所提供服務的規模及質量將進一步提升及改善。由於報告期內本集團的業務主要位於香港，故本環境、社會及管治報告將主要關注適用於香港營運單位的環境問題及有關措施。

為達致環境目標，本集團已實施下列措施：

- 遵守一切適用的環境法律及法規；
- 識別、評估及減輕與本集團活動有關之一切潛在環境影響；
- 在全體員工中保持領導力並發展強大的環境管理文化；及
- 開放資源及系統，以及提供必要的培訓，以便我們的僱員能夠履行我們的環境責任。

### 合規及投訴

於報告期內，我們遵守對我們有重大影響的所有有關環境法律及規例，包括但不限於香港的《環保條例》。本集團並無得知在環境方面存在任何確認的不合規事件或投訴。

### 排放物

排放本集團的溫室氣體(「溫室氣體」)排放主要來自三類活動，其中包括但不限於車輛直接排放、辦公室及工廠的空調直接排放以及僱員航空旅行的間接排放。

由於並無生產流程，故我們的業務活動所產生的直接溫室氣體排放很少，我們所提供的服務不會對環境產生直接或實質性影響。

儘管如此，我們已採取各種措施，以最大限度地減少排放，從而減輕對環境的影響。



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

### **Motor vehicles**

During the Reporting Period, we owned a fleet of 24–26 vehicles for transporting our management team members, guests and clients, as well as for our business operations that would consume a considerable amount of fuel.

At the end of each month, we would obtain a summary of fuel consumption from our service provider in order to monitor the usage of fuel of all our vehicles. Furthermore, regular maintenance checks are performed for all the vehicles to enhance fuel consumption efficiency, to ensure road safety and to keep carbon dioxide emission at their minimum.

The total mileage travelled of the vehicles was approximately 429,718 kilometers. The total fuel consumption of the vehicles was approximately 143,513 liters; the total nitrogen oxides and sulphur oxides emissions were approximately 31,962 grams and approximately 22,689 grams respectively; while the total particle emission was approximately 2,385 grams; and the total carbon dioxide emission was approximately 378,741 kilograms.

### **Air-conditioning**

Employees are encouraged to set the offices' air-conditioners at a comfortable temperature (best at 25.5 degrees Celsius) and all the air-conditioners that are not in use should be switched off. The Group has also put reminder notices at prominent places to raise employees' awareness of electricity consumption and energy conservation.

### **Travelling by air**

During the Reporting Period, the total number of business air trips by the employees was 26 times and the total CO<sub>2</sub> emissions were approximately 2,460 kilograms. Employees are only required to travel by air when necessary, otherwise, we would arrange telephone or video conference calls instead of face-to-face meetings to reduce the carbon emissions that are indirectly caused by air travel.

### **汽車**

於報告期內，我們擁有一支由24–26輛汽車組成的車隊，以接送我們的管理團隊成員、賓客及客戶以及服務於我們的業務營運，車隊會耗用大量燃料。

於每月月末，我們將向我們的服務提供商取得燃料消耗概要，以監察我們所有車輛的燃料使用情況。此外，所有車輛均會進行定期維護檢查，以便提升燃油消耗效率、確保道路安全以及將二氧化碳排放量保持在最低水平。

汽車行駛總里程為約429,718公里。汽車的燃料總消耗量為約143,513升；氮氧化物及硫氧化物總排放總量分別為約31,962克及約22,689克；而顆粒物排放總量為約2,385克；以及二氧化碳總排放總量為約378,741千克。

### **空調**

我們鼓勵僱員將辦公室的空調設置在舒適的溫度（最佳為25.5攝氏度），並關閉所有未使用的空調。本集團亦於顯眼的位置張貼提醒通知，以提高僱員的節電節能意識。

### **航空旅行**

於報告期內，僱員的商務航空旅行總數為26次，二氧化碳排放總量為約2,460千克。僱員僅於必要時方會進行航空旅行，否則我們會安排電話或視頻電話會議以代替面對面會議，從而減少航空旅行間接造成的碳排放。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Data on Greenhouse Gas Emission

溫室氣體排放數據

Year ended 30 June 2019	截至二零一九年六月三十日止年度	Carbon emission (CO <sub>2</sub> ) in kg 以千克計算的碳排放(二氧化碳)
Motor vehicles	汽車	378,741
Disposal of paper	處理紙張	1,921
Business travel by air	商務航空旅行	2,460
<b>Total emission of GHG</b>	<b>溫室氣體總排放</b>	<b>383,122</b>

## Use of Resources

We always endeavor to promote sustainability and aim to cease resources wastage that provokes detrimental harm to the environment. Various measures have been implemented to attain the goal of using resources efficiently. These measures have been effectively communicated to all levels of staff, ensuring all staff members understand clearly the importance of conserving energy and make full use of the available resources at work.

The Group has formulated policies and educated the employees on the efficient use of resources including energy, water and other raw materials in accordance with the relevant laws and regulations. Internal environmental review has been conducted regularly to assess the environmental impact of the group business activities so that the energy and water usage can be closely monitored. Measures that have been taken to minimize the usage of resources are detailed below.

### Water Usage

We strictly comply with local laws and regulations regarding water discharge, such as the Water Pollution Control Ordinance and Waterworks Ordinance in Hong Kong. Although we do not have any issue in sourcing water, and the existing supply of water meets our daily operational needs, we strive to reduce water usage and increase overall water usage efficiency.

We encourage our employees working in the headquarters to consume resources only where appropriate, and turn off the faucets tightly. We also fix dripping taps immediately, and install flow restrictors and spray nozzles where possible.

## 資源使用

我們一向致力於提升可持續發展能力以及旨在杜絕資源浪費，以免對環境造成有害的損害。為達到高效使用資源的目標，我們已實施多項措施。該等措施已有效傳達至各級員工，確保全體僱員清楚明白節約能源的重要性並在工作中充分使用可用的資源。

本集團已根據相關法律及法規制定政策，教導僱員有效利用包括能源、水及其他原材料在內的資源。我們一直定期進行內部環境審查以評估集團業務活動對環境的影響，以便密切監察能源及水的使用情況。為最大限度地減少資源使用，我們所採取的措施詳情如下。

### 用水

我們嚴格遵守有關水排放的本地法律及法規，如香港《水污染管制條例》及《水務設施條例》。儘管我們在獲取水資源方面並無任何問題，且現有供水可滿足我們日常營運之所需，但我們致力減少用水量及提高整體用水效率。

我們鼓勵於總部工作的僱員正當使用資源及關緊水龍頭。我們亦會立即修理漏水的水龍頭，並安裝限流器及噴頭(如可能)。



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Our on-site employees are required to follow a standard water pollution control procedure in order to reduce water pollution. Wastewater containing bleach, buffering cream or specific detergent is diluted before it is discharged into sewers. To enhance our employees' knowledge of wastewater discharge, relevant ordinances and environmental measures are introduced to our employees.

As the water bills for our head office in Hong Kong are included in the estate maintenance fee and we are not able to record the water usage on sites, thus we are not able to collect and disclose the relevant data.

### **Electricity and Energy Usage**

In consideration of the potential environmental threats to the communities, the Group has made steady progress in reducing its carbon footprints across the business. As the electricity bills for our Hong Kong head office are included in the estate maintenance fee, thus we are not able to collect and disclose the relevant data. Nevertheless, as part of our many initiatives to reduce energy consumption, we have adopted and implemented the following measures to preserve energy and reduce electricity usage:

- Turn off lighting and appliances that are not in use to reduce energy consumption;
- Turn off air conditioners and lights during non-office hours and in idle rooms;
- Employees are required to put computers and other devices into sleeping mode or turn them off when they are not in use (such as during customer visit and lunch time) during business hours;
- Regular maintenance of office equipment such as air conditioners, computers, lights, refrigerators, etc. to ensure they are operating efficiently;
- Printing machine in the office is set at energy-saving mode by default, and the sleeping mode is automatically turned on, when not in use for a certain time interval;
- Used printer cartridges at the head office are sent back to the manufacturers for recycling; and
- Place posters "Saving Electricity; Turn off the Light when Leaving" at prominent places to encourage employees to reduce energy consumption.

我們的現場僱員須遵守標準水污染管制程序以減少水污染。污水(包含漂白劑、拋光膏或特定清潔劑)於排放至污水渠前須進行稀釋。為增強僱員對污水排放的了解，我們已向僱員介紹相關條例及環保措施。

由於我們香港總部的水費計入物業維護費中，我們無法現場記錄用水量，故我們無法收集及披露相關數據。

### **電力及能源使用**

考慮到社區可能面臨的環境威脅，本集團在減少整個業務的碳足跡方面取得穩步進展。由於我們香港總部的電費計入物業維護費中，故我們無法收集及披露相關數據。儘管如此，作為我們為減少能源消耗而採取的眾多舉措的一部分，我們已採取並實施以下措施，以節約能源及減少用電量：

- 關閉未使用的照明及電器，以減少能耗；
- 關閉非辦公時間及閒置房間的空調及照明；
- 僱員於營業時間須將電腦及其他設備在未使用時(如客戶造訪及午餐時間)轉入睡眠模式或關閉；
- 定期維護空調、電腦、照明及冰箱等辦公設備進行保養以確保其有效率運作；
- 辦公室的打印機默認設置為節能模式，倘於一段時間內不使用，睡眠模式會自動開啟；
- 總部已使用過的打印機墨盒將被送回製造商進行回收；及
- 於顯眼位置張貼「節約電力，離開時請關燈」海報，鼓勵僱員節約用電。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

## Generation of Waste

Solid waste is mainly generated from the Group's day-to-day operations, including, but not limited to office-use paper, office waste and waste generated from the provision of our cleaning service. In order to alleviate the pressure on landfills and promote environmental friendliness within the Group, we have implemented various measures to encourage recycling of office supplies and other materials.

During the Reporting Period, we complied with all relevant laws and regulations that have a significant impact on us, including, but not limited to the Waste Disposal Ordinance in Hong Kong. No confirmed material non-compliance incidents or grievances were noted by us.

We have a comprehensive guideline on procurement of detergents, pesticides and other products related to our business. Only a minimal amount of chemical or clinical hazardous waste was generated during the performance of our service, therefore, the data of hazardous waste was not included in the calculation. Moreover, no packing materials were used for the business operations, and thus, no data in this respect is available.

### Total non-hazardous waste generated for the year ended 30 June 2019

		Data (kg) 數據(千克)
Paper	紙張	421
Towels	毛巾	10,511
Gloves	手套	8,322
Scouring cloth	擦洗布	336
<b>Total weight</b>	<b>總重量</b>	<b>19,590</b>

## Reduction of printing and paper usage

We require our staff members to make full use of office paper before its disposal and have incorporated various measures into our business operations. For example, we implement the policy of double-sided printing and copying, and disseminate information by electronic means whenever possible to reduce the consumption of paper. We encourage our employees to avoid the use of disposable and non-recyclable products, and to use refillable stationeries instead of one-off stationeries. Recycling bins are also available to collect used products, such as waste papers and cartridges toners, at the headquarters. We will continue to leverage the use of technology for communication with our employees and customers, aiming to go paperless.

## 產生廢棄物

本集團的固體廢物主要產生自日常營運，包括但不限於辦公用紙、辦公室廢棄物及提供清潔服務所產生的廢棄物。為在本集團內減輕對堆填區的壓力及促進環保意識，我們已實行多項措施，鼓勵回收辦公用品及其他物料。

於報告期內，我們遵守對我們有重大影響的所有有關環境法律及規例，包括但不限於香港的《廢物處置條例》。我們並無得知存在任何確認的重大不合規事件或投訴。

我們在採購與我們業務相關的洗滌劑、殺蟲劑及其他產品方面制定有全面指引。在我們執行服務的過程中，僅會產生極少量的化學或臨床有害廢棄物，故有害廢棄物的數據並無計入有關計算。此外，我們的業務營運並無使用任何包裝材料，故在該方面並無可用數據。

### 截至二零一九年六月三十日止年度所產生的無 害廢物總量

## 減少打印及紙張使用

我們要求員工在處理辦公用紙之前加以充分利用，並將多種措施納入我們的業務營運。例如，我們施行雙面列印及複印政策，同時盡可能以電子方式傳播資料，以減少紙張消耗。我們鼓勵僱員避免使用一次性及不可回收的產品，改使用可再填充的文具取代一次性文具。總部亦使用回收箱，以收集廢舊紙張及碳粉匣等廢舊產品。我們將繼續利用有關技術與僱員及客戶溝通，以期實現無紙化。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

### **Reduction of waste generated from the provision of our services**

Our employees are encouraged to organize, maintain and clean the garbage and recycled waste holding areas; recycled waste is sorted into appropriate receptacles. Appropriate signage is placed on the bins, stating what type of waste or recyclables should be put in the bin.

Moreover, our Group policy requires employees to bring back all the bottles provided them. If cleaning chemicals have been used up, employees are not allowed to dispose of the empty bottles that keep the cleaning chemicals without proper consent. Empty bottles must be collected and refilled with cleaning chemicals for reuse.

## **SOCIAL**

### **Employment and Labour Practices**

We value our employees and focus on building a safe and pleasant working environment for them. We offer attractive remuneration packages as well as provide plenty of internal and external training opportunities for our employees, in order to attract, motivate and retain the right people.

Before the start of employment, employees are required to enter into an employment contract, where the duties and responsibilities of his or her role are clearly stated. Moreover, we have a set of personnel policies and procedures as well as a staff handbook that set out our standard internal procedures relating to recruitment and promotion, working hours, holidays, equal opportunities, compensation, dismissal, diversity of origins, anti-discrimination and other human resources treatments and benefits of our employees, etc. The relevant policies for employment and labour practices are listed as follows.

### **Compliance and Grievance**

We strictly comply with the requirements of the Employment Ordinance, the Minimum Wage Ordinance, the Employees' Compensation Ordinance, the Labour Law and the Social Security Law as well as other relevant laws and regulations in Hong Kong and the PRC which cover employment protection and benefits. During the Reporting Period, we complied with all laws and regulations in relation to employment that have a significant impact on us. No confirmed non-compliance incidents or grievances were noted by the Group.

### **減少提供服務所產生的廢物**

我們鼓勵僱員整理、維持及清潔垃圾及已回收廢物存放區域；將已回收廢物分類並存放於合適的器具內。回收筒上已有適當標示指明應放置的廢物或已回收資源種類。

此外，本集團的政策要求僱員帶回所有提供予彼等的瓶子。倘清潔化學品已用完，則僱員不得在未經適當同意的情況下處理保存清潔化學品的空瓶。空瓶須被收集並重新填充清潔化學品，從而加以重複使用。

## **社會**

### **僱傭及勞工常規**

我們重視僱員，專注於為彼等營造安全而舒適的工作環境。我們提供具吸引力的薪酬待遇，並為僱員提供大量內部及外部培訓機會，以吸引、激勵及挽留合適人才。

在僱傭開始前，僱員須訂立僱傭合約，當中明確規定其角色的職責及責任。此外，我們已制定一套人事政策及程序以及一本員工手冊，當中載列與僱員招聘及晉升、工作時間、假期、平等機會、補償、解聘、來源地多樣性、反歧視及其他人力資源待遇及福利等有關的標準內部程序。有關僱傭及勞工常規的政策載列如下。

### **合規及投訴**

我們嚴格遵守《僱傭條例》、《最低工資條例》、《僱員補償條例》、《勞動法》及《社會保障法》以及香港及中國其他有關僱傭保障及福利的法律及法規的規定。於報告期間，我們已遵守對我們有重大影響，有關僱傭的一切法律及法規。本集團並無得知存在任何確認的不合規事件或投訴。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

## Employment

Employees are valuable assets to the Group and the key driving force of our sustainable performance. We welcome people with different backgrounds to join our team to add value to our pool of professional expertise of the industry and bring in innovative ideas. As of 30 June 2019, the Group employed a total of 1,077 members of staff in Hong Kong and the PRC, consists of 845 full-time and 232 part-time employees.

The following table sets forth the breakdowns by gender, age group and nationality of our employees as at 30 June 2019:

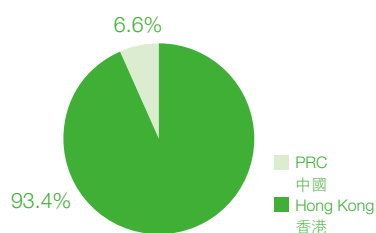
Age Group	年齡組別	Male 男性	Female 女性	Total 總計
18 – 25	18至25歲	20	7	27
26 – 35	26至35歲	28	27	55
36 – 45	36至45歲	52	89	141
46 – 55	46至55歲	68	204	272
56 – 65	56至65歲	105	292	397
65 or above	65歲或以上	84	101	185
<b>Total</b>	<b>總計</b>	<b>357</b>	<b>720</b>	<b>1,077</b>

## 僱傭

僱員是本集團的寶貴資產，亦為我們可持續業績的主要驅動力。我們歡迎具有不同背景的人才加入我們的團隊，為我們行業的專業知識庫增值，激發新的創新理念。截至二零一九年六月三十日，本集團在香港及中國僱用合共1,077名僱員，包括845名全職及232名兼職僱員。

下表載列於二零一九年六月三十日按僱員性別、年齡組別及國籍劃分的明細：

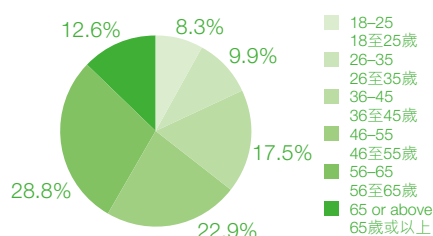
**Total workforce by geographical region**  
按地區劃分的員工總數



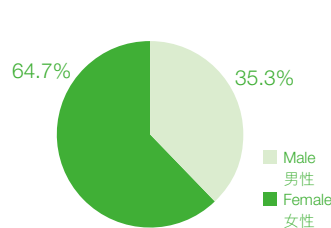
During the Reporting Period, a total of 555 members of staff were dismissed or resigned from their positions in Hong Kong and the PRC. The statistics for employee turnover rates are as follows.

於報告期內，在香港及中國，共有555名僱員遭解僱或辭任其職位。僱員流失率的統計數據如下。

**Employee turnover rate by age group**  
按年齡組別劃分的僱員流失率



**Employee turnover rate by gender**  
按性別劃分的僱員流失率





## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

### **Anti-discrimination and integrity**

The Group strives to create a fair and impartial working environment where all employees are treated equally and respectfully. Any kinds of discrimination or harassment based on the employees' gender, age, marital status, race, sexual orientation and religion at our workplace are strongly prohibited. Employees are entitled to equal opportunity in terms of treatment and promotion. A set of policies and procedures is in place detailing the aim, complaint procedure, and appeal procedure on equal opportunities. During the recruitment process, we only focus on the capability and attitude of the interviewee, thus people with disabilities are also welcome to be part of our Group.

We always listen and respond to the requests of our employees. It is the goal of the Group to create a friendly and peaceful working environment. We encourage our employees to provide feedback in relation to any employment-related matters, especially when they encounter any unpleasant or undesired treatments from colleagues or senior management. Employees may report issues to his or her department head and lodge a formal complaint. Any complaints received will be kept confidential. If any unfair treatments and harassments are found and confirmed, the Group will issue a warning in written form to the employee who has done the wrongdoing and may dismiss him or her depending on the seriousness of the incident.

### **Attract and retain talents**

Our employees are our most valuable asset and we value their rights and welfare. Our remuneration policies are in line with the prevailing market practices and are determined on the basis of the competency, qualifications and experience of the individual employees. Management has been constantly reviewing the staff remuneration package and employees' promotion opportunities. Adjustments will be made periodically, to conform with the market standard in order to retain talents and ensure the offer is competitive as compared to our competitors in the industry. A standard package includes basic salary and the statutory pension benefit such as the Mandatory Provident Fund ("MPF") in Hong Kong, the social insurance and housing provident fund in the PRC. We also offer discretionary bonus based on the individual performance of the employees and our financial performance.

### **反歧視及誠信**

本集團致力於創造公平公正的工作環境，讓所有僱員得到平等及尊重的待遇。工作場所嚴禁任何基於僱員性別、年齡、婚姻狀況、種族、性取向及宗教信仰的歧視或騷擾。僱員有權享有平等的待遇及晉升機會。本集團已實施一套政策及程序，詳述平等機會的目標、投訴程序及申訴程序。在招聘過程中，我們只關注應聘者的能力及態度，因此我們亦歡迎殘疾人士加入本集團。

我們始終傾聽並回應僱員的要求。本集團的目標是營造友善和平的工作環境。我們鼓勵僱員就任何與僱傭相關的事宜提供反饋，尤其是當彼等遇到來自同事或高級管理層的任何不愉快或不如意的對待時。僱員可向其部門負責人報告有關事宜並提出正式投訴。我們會對所收到的任何投訴保密。倘發現並確認任何不公平的對待及騷擾，本集團將以書面形式向作出錯誤行為的僱員發出警告，並可視事件的嚴重性而將其解僱。

### **吸引及挽留人才**

僱員是我們最為寶貴的資產，我們重視彼等的權利及福利。我們的薪酬政策與通行市場慣例一致，並根據個別僱員的能力、資歷及經驗而釐定。管理層一直不斷檢討僱員的薪酬組合及僱員的晉升機會。我們會定期作出調整，以符合市場標準以留住人才，並確保我們提供的條件與業內競爭對手相比具有競爭力。標準薪酬組合包括基本工資及法定退休金福利，例如香港的強制性公積金（「強積金」）、中國的社會保險及住房公積金等。我們亦根據僱員的個人表現及財務業績提供酌情花紅。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

## Welfare and benefits

To increase the employees' sense of belonging, we offer various welfare and benefits to our employees. For instance, employees are entitled to all public holidays as well as paid leave in accordance with the Employment Ordinance and their job level. Long service award is offered as an appreciation for the contribution and dedication of long-serving employees. In addition, we offer discounted dental care plan to our employees, which their spouse and children can also enjoy.

We emphasize the unity and harmony at work. Over the years, our Human Resources Department has made efforts in organizing activities to strengthen the bonding of employees within the Group. Annual dinner and casual gatherings were organized this year, which provide a platform for our employees to mingle and have fun.

## Health and Safety

We aim to provide a safe and healthy working environment to our employees, and encourage them to achieve a balance between work and a healthy lifestyle. The Group complies with the relevant laws and regulations in relation to safety, as well as hygiene and health. Our safety management system is accredited to the leading international standard of ISO 45001.

To ensure all accidents and injuries are properly recorded, and are handled accordingly by the relevant employees, The Group has a comprehensive policy for accidents reporting procedures. During the Reporting Period, there were a total of 72 cases of work-related injuries and a total of 2,194 lost days due to work injury; no record of work-related fatality was recorded. Since the provision of our services may expose our employees to a certain degree of occupational hazards, all work-related health and safety performance, including work procedures, working at height, occupational road risk, and machinery safety, are closely monitored by the Operation and Administrative Department of the Group.

All staff members are required to familiarize themselves with and follow our "Occupational Health and Safety Plan", which details the safety requirements when performing services. For instance, the use of personal protective equipment such as proper gloves, safety goggles, masks, use of appropriate tools for picking up garbage, proper use of chemicals as per standards etc., to reduce the risk of accidental injuries.

## 福利及利益

為增加僱員的歸屬感，我們為僱員提供各種福利及利益。例如，僱員有權享有所有公眾假期以及根據《僱傭條例》及其職務級別所規定的有薪假期。本集團亦提供長期服務獎作為對長期服務僱員所作出貢獻及奉獻的感謝。此外，我們亦為僱員提供折扣牙科護理計劃，且僱員配偶及孩子亦可享有該計劃。

我們強調在工作中團結互助與和諧共處。多年來，我們的人力資源部一直致力於組織各類活動，以加強本集團內僱員的凝聚力。今年，我們舉辦了年度晚宴及消閒聚會，為僱員提供了一個交流及娛樂的平台。

## 健康與安全

我們旨在為僱員提供安全及健康的工作環境，並鼓勵僱員在工作與健康生活方式之間取得平衡。本集團遵守有關安全，衛生及健康的相關法律及法規。我們的安全管理系統符合領先國際標準ISO 45001。

為確保所有事故及傷害得到妥善記錄並由相關僱員進行相應處理，本集團已就事故報告程序施行全面的政策。於報告期間，共發生72起工傷事故，工傷損失工作天數合共2,194天；並無與工作相關的死亡記錄。由於我們提供服務時可能會使我們的僱員面臨一定程度的職業危險，故所有與工作相關的健康與安全表現（包括工作程序、高空作業、職業道路風險及機械安全）均由本集團的營運行政部監督。

全體員工均須熟悉及遵守我們的《職業健康及安全計劃》，當中詳述於提供服務時的安全規定。例如，使用適當手套、安全護目鏡、面罩等個人防護裝備、使用適當工具撿起垃圾、根據標準適當使用化學品等，以減低意外受傷的風險。



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Safety rules are translated into various languages to cater for the different needs of our employees. The Operation and Administrative Department provides updates on health and safety issues to the staff members on a regular basis. The Group has incorporated safety management awareness into every stage of our operations. Our safety culture and policies are also introduced to our contractors and partners by incorporating safety requirements into the terms of the service agreements.

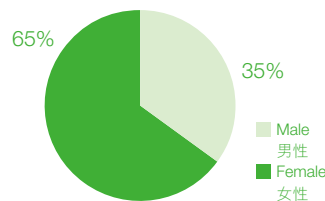
### Development and Training

We believe that investing in employees through training will help promote job satisfaction, work motivation and staff loyalty. Different types of training are provided to employees to make sure that they are acknowledged with updated information and possess sufficient knowledge and skills to provide quality services to our customers. For instance, training includes but is not limited to driving safety, business writing, operational training, orientation, as well as information technology security.

The total number of training hours for the Reporting Period was approximately 23,096 hours. The average number of training hours completed by each male and female employee were approximately 74 hours and approximately 51 hours respectively. The percentage of employees trained by gender is as below:

The percentage of employees trained by gender

按性別劃分的受訓僱員百分比



Continuous education enhances the competitiveness of the employees as well as the Group in the industry. The Group is committed to providing our employees resources and opportunities, so that they can have clear career goals to progress within the Group.

安全規則亦翻譯為各種語言，以迎合僱員的不同需要。營運行政部亦定期向員工提供健康及安全事宜的最新資料。本集團已將安全管理意識融入營運各層面。我們的安全文化及政策亦通過將安全要求納入服務協議條款而向我們的承包商及合作夥伴進行推廣。

### 發展及培訓

我們相信，透過培訓投資於僱員，將提高工作滿意度、工作動力及員工的忠誠度。我們向僱員提供不同類型的培訓，以確保彼等知悉最新資料及具備足夠的知識及技能，可為我們的客戶提供優質服務。例如，培訓包括但不限於安全駕駛、商業寫作、營運培訓、入職以及資訊科技安全。

於報告期間，培訓小時總數為約23,096個小時。平均每名男性及女性僱員完成的培訓小時數分別為約74個小時及約51個小時。按性別劃分的受訓僱員百分比如下：

持續進修提升了僱員及本集團在業內的競爭力。本集團致力為僱員提供資源及機會，使彼等可訂立明確的事業目標，於本集團內爭取晉升機會。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

## Labour Standards

We are committed to complying with the Employment Ordinance and other relevant laws and regulations in Hong Kong and the PRC in relation to employees' protection and benefits. Every employment is subject to a stringent internal review process that involves a well-established procedure to verify a candidate's personal information, in order to avoid misrepresentation and employment of child labour. For instance, the staff member responsible for recruitment collects the identity proofs from the candidates to ensure that the age of the candidates fulfill the requirements as stipulated by the law.

The employment of forced and child labour is strictly prohibited. If management discovers there is any employment of forced or child labour, we will immediately terminate the employment concerned. During the Reporting Period, all employees are over the age of 18, and have been properly employed in accordance with the requirements of all applicable laws and regulations. No confirmed non-compliance incidents or grievances were noted by the Group.

## Operating Practices

### Supply Chain Management

The Group places emphasis on supply chain management, which is achieved by maintaining long-term relationships with credible and reputable suppliers that offer quality products and services. Environmental and social factors are taken into considerations when choosing our suppliers. Suppliers with certain qualifications, such as certification of ISO 14001 or ISO 9001 Quality Management System Certification or ISO 45001 or other accreditation, etc. will be given preference.

In addition to the quality of product or service, the suppliers' environmental value and awareness of occupational health and safety are considered during supplier selection. We have a guideline on procurement of detergents, pesticides and other work-related materials, and set out clear considerable factors when choosing suppliers' products.

We continuously evaluate the Group's suppliers and sub-contractors in respect to products supplied, service quality, reliability, environmental performance and occupational health and safety. We also consider the principle of green procurement and constantly evaluate the use of materials to avoid overstocking and squandering resources.

It is our wish to collaborate with our suppliers in the development and application of innovation, participation in production process enhancement for the continuous optimization of supply chain capabilities as well as fulfilment of our responsibilities in social and environmental protection.

## 勞工準則

我們致力於遵守《僱傭條例》以及香港及中國有關僱員保障及福利的其他相關法律及法規。每次僱傭均須遵守嚴格的內部覆核過程，當中涉及目的為核實有關應聘者個人資料的明確程序，以避免失實陳述及僱用童工。例如，負責招聘的工作人員收集應聘者的身份證明，以確保應聘者的年齡符合法律規定的要求。

本集團嚴格禁止強迫勞工及童工行為。倘管理層發現任何僱用童工或強迫勞工的行為，我們將立即終止相關僱傭關係。於報告期間，所有僱員均滿18歲，並已根據所有適用法律及法規的規定妥為僱用。本集團並無得知存在任何確認的不合規事件或投訴。

## 營運慣例

### 供應鏈管理

本集團重視供應鏈管理，並通過與提供優質產品及服務的可靠而信譽良好的供應商維持長期關係來實現供應鏈管理。於選擇供應商時，我們會考慮環境及社會因素。持有ISO 14001或ISO 9001質量管理體系證書或ISO 45001或其他認證的供應商將獲優先考慮。

於選擇供應商時，除產品或服務質量之外，供應商的環境價值觀與職業健康及安全意識亦會考慮在內。我們已制定有關採購洗滌劑、殺蟲劑及其他工作相關材料的指引，當中明確載列於選擇供應商的產品時應考慮的重要因素。

我們會在所供應產品、服務質量、可靠度、環保表現以及職業健康及安全方面對本集團的供應商及分包商進行持續評估。我們亦會考慮綠色採購原則，不斷評估材料的用量，以避免積壓及浪費資源。

我們希望與供應商在開發及應用創新、參與提升生產流程、持續優化供應鏈能力以及履行我們的社會及環保責任方面開展協作。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

## **Product Responsibility**

At the Group, our primary focus is to provide high quality services to our customers. We value the importance of confidentiality of our customers by protecting their personal information. For advertising, we strictly comply with all relevant laws and regulations in Hong Kong and in the PRC to avoid conveying any incorrect messages to the public.

During the Reporting Period, we complied with all relevant laws and regulations, and no complaints were received in relation to our services provided. No non-compliance issues or grievances were noted by the Group.

## **Customer Management**

For the environmental protection business, the Group places great emphasis on quality control. We have obtained ISO 9001, ISO 14001 and ISO 45001, and are committed to delivering professional services and achieving customer satisfaction. To understand clients' needs, we conduct site assessments and communicate with our clients before commencing services.

We have a comprehensive set of policies and procedures on "Quality Management Plan", a framework that focuses on business goals and objectives. During the performance of our services, our employees will carry out regular check on the service quality, including services delivered by the Group's own employees and third-party service providers, and record occasions of substandard performance and any follow-up actions taken.

Moreover, management members would hold regular meetings with on-site employees to review and discuss various aspects of operations to ensure that the services provided meet clients' expectations. We continuously collect feedback from clients about service quality, environmental and workplace safety performance, and application of material and tools. To enhance clients' confidence in the Group, we promptly investigate the root cause of unsatisfying services, provide corrective solutions and carry out immediate remedial and preventive actions in response to the complaints received from our clients.

For the money lending business, we provide one-on-one service to our customers and design loan repayment schedule which best suits the needs of our customers. Service features, terms and conditions, and any associated risks are clearly communicated to the intending borrowers by the Group's employees. We understand that good customer service is essential in maintaining long-term relationships with our customers. The mission of our customer service emphasizes the provision of quality services, effective communication and responsive solution. The interests of our customers are placed at top priority.

## **產品責任**

在本集團，我們的主要專注於為客戶提供優質服務。我們重視對客戶保密的重要性，會保護彼等的個人資料。在廣告方面，我們嚴格遵守香港及中國的所有相關法律及法規，避免向公眾傳達任何不正確的訊息。

於報告期內，我們已遵守所有相關法律及法規，且並無收到任何與我們所提供服務相關的投訴。本集團並無得知存在任何不合規事件或投訴。

## **客戶管理**

就環保業務而言，本集團十分重視質量管理。我們已獲得ISO 9001、ISO 14001及ISO 45001認證，並致力於提供專業服務及令客戶滿意。為了解客戶的需求，我們在開始提供服務前會進行現場評估並與客戶溝通。

我們已制定一整套有關「質量管理計劃」(此乃一個專注於業務目標及宗旨的框架)的政策及程序。在服務執行期間，我們的僱員會定期檢查服務質量(包括本集團自身僱員及第三方服務提供商所提供的服務)，並記錄表現未達標的情況及所採取的任何後續行動。

此外，管理層成員會定期與現場僱員舉行會議，以審閱及討論營運的各個方面，確保所提供的服務滿足客戶的期望。我們不斷收集客戶關於服務質量、環境及工作場所安全表現以及材料及工具應用的反饋。為增強客戶對本集團的信心，我們會根據客戶的投訴，迅速調查導致對服務不滿意的根源，並提供改正行動及立即執行補救及預防措施。

就放貸業務而言，我們會為客戶提供一對一的服務，並設計最切合客戶需求的貸款還款計劃。本集團僱員會與有意向的借款人明確傳達服務特色、條款及條件以及任何相關風險。我們深知，良好的客戶服務對維持與客戶的長期關係至關重要。我們客戶服務的使命是強調提供優質服務、有效溝通及響應式解決方案。我們將客戶的利益放在首位。

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### *Business Ethics*

In order to build customer trust and loyalty, we have set out rules to reduce the risk of employees leaking confidential information. For instance, every employee is required to enter into a confidentiality agreement which forbids him/her to disclose confidential or proprietary information to parties outside the Group, either during or after employment, without the Group's authorization.

The confidentiality agreement specifies the content and scope of confidentiality, obligations of the employees, and liability for the breach of agreement. Disclosing or copying any of the Group's trade secret without the consent from management is strictly prohibited. If there are any employees discovered of misappropriating customers' private data, the Group will dismiss the employees concerned and reserve the right to legal proceedings.

We endeavor to protect the information system, prevent virus attack and the leakage of clients' information. Training relating to cyber security and relevant risk management is provided to our employees to enhance the employees' awareness of cyber security.

Since our employees have access to personal data of the customers, it is important for us to ensure the privacy of customers' information. The Group continues to monitor, review and, when necessary, update its privacy principles and policies to ensure they are complying with all relevant laws and regulations. During the Reporting Period, the Group complied with all relevant law and regulations in relation to data protection, including but not limited to the Personal Data (Privacy) Ordinance ("PDPO") and Intellectual Property (Miscellaneous Amendments) Ordinance in Hong Kong. No confirmed non-compliance incidents or grievances were noted by the Group.

### *Advertising*

The Group recognizes the importance of compliance with regulatory requirements. During the Reporting Period, we complied with all relevant laws and regulations that have a significant impact on us, including, but not limited to the Trade Description Ordinance in Hong Kong, which constitutes a significant influence to the Group's business.

The Group strictly complies with the advertising requirements. All kinds of advertisements, such as leaflet or websites, are carefully drafted and avoiding the use of false descriptions to mislead customers. All final drafts of the advertisement must be approved by our management before bulk printing.

### *商業操守*

為建立客戶信任及忠誠度，我們已制定相關規則，以減低僱員洩露機密資料的風險。例如，每位僱員均須簽訂保密協議，當中禁止其在未經本集團授權的情況下於僱用期間或其後向本集團外部人士披露機密或專有資料。

保密協議載明保密的內容及範圍、僱員的義務及違反協議須承擔的責任。未經管理層同意，嚴禁披露或複製本集團的任何商業秘密。倘發現任何僱員盜用客戶的私人數據，則本集團將解僱相關僱員，並保留提起法律訴訟的權利。

我們努力保護資訊系統的安全，防止病毒攻擊及洩露客戶資料。我們向僱員提供有關網絡安全及相關風險管理的培訓，以增強僱員的網絡安全意識。

由於我們的僱員可訪問客戶的個人數據，故我們確保客戶資料的私密性實屬重要。本集團持續監察、檢討及在有需要時更新其私隱原則及政策，以確保其遵守所有相關法律及法規。於報告期內，本集團遵守有關數據保護的所有相關法律及法規，包括但不限於香港的《個人資料(私隱)條例》(「私隱條例」)及《知識產權(雜項修訂)條例》。本集團並無得知存在任何確認的不合規事件或投訴。

### *廣告*

本集團深明遵守監管規定的重要性。於報告期內，我們遵守對我們有重大影響的所有有關環境法律及規例，包括但不限於香港的《商品說明條例》，該條例對本集團的業務構成重大影響。

本集團嚴格遵守廣告要求。我們會對各類廣告(如傳單或網站)進行精心設計，避免使用虛假描述而誤導客戶。廣告的所有最終草稿須經管理層批准方可批量列印。



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Moreover, we have designated employees to monitor notices, news and information in the media in connection with tenders relating to environmental hygiene services and airline catering support services works to ensure that we strictly comply with local laws and regulations regarding advertising and labelling.

During the Reporting Period, no confirmed non-compliance incidents or grievances were noted by the Group.

### *Trademark Management*

We have registered trademarks which are important to our business. We regularly monitor whether our trademarks are being infringed. We are committed to protecting intellectual property rights which we handle with great care during our daily operations.

### **Anti-corruption**

We clearly understand that financial crime can have significant consequences to our customers and us. Moreover, the community and the economies in which we operate in can also be greatly impacted. Therefore, we are committed to making efforts to address the issues of corruption, bribery and money laundering.

We maintain and implement our own anti-bribery, anti-corruption and anti-fraud practices and procedures. We do not support, nor tolerate, any corrupt practices and making or receiving of bribery payments. We have established a clear policy to guide our employees in this regard. In addition, the employment contracts of our employees include the code of conduct for them to follow. All employees are expected to discharge their duties with integrity and self-discipline, and they should abstain from engaging in bribery, extortion, fraud and money laundering activities or any activities which might exploit the Group's or client's interests.

Directors of the Company should declare in writing for any business which he/she has any direct or indirect financial interest in, which competes with the Group or the Group has business dealings with. The Group will take disciplinary action against the employees who breach the rules. The employees may also be subject to termination of employment. Where criminality is suspected, a report will be made to the relevant regulators or law enforcement authorities if necessary.

此外，我們已指定僱員監察傳媒中與環境衛生服務及航空餐飲支援服務工程的招標有關的通告、新聞及資訊，以確保我們嚴格遵守當地有關廣告及標籤的法律及法規。

於報告期內，本集團並無得知存在任何確認的不合規事件或投訴。

### *商標管理*

我們已註冊對我們業務而言屬重要的商標。我們會定期監察我們的商標是否遭到侵權。我們致力於保護知識產權，我們於日常營運中在處理知識產權時非常審慎。

### **反貪污**

我們深明金融罪行可能為客戶及本集團帶來嚴重後果。此外，我們營運所在的社區及經濟體亦可能受到重大影響。因此，我們致力為解決貪污、賄賂及洗錢問題貢獻力量。

我們維持並實施自身的反賄賂、反貪污及反欺詐常規及程序。我們不會支持或容忍任何貪污行為及支付或收取賄款。我們已就此訂立清晰政策為僱員提供指引。此外，僱員之僱傭合約載有操守守則供彼等遵從。本集團期望所有僱員均廉潔及自律地履行職務，彼等不得從事賄賂、敲詐、欺詐及洗黑錢活動或任何可能利用本集團或客戶利益的活動。

本公司董事須就其擁有任何直接或間接財務利益且與本集團構成競爭或與本集團有業務往來的任何業務作出書面聲明。本集團將對違反有關規則的僱員予以紀律處分，而該等僱員亦可能遭解僱。倘涉嫌犯法，則本集團於必要時將編製報告並交予相關監管或執法機關。



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Whistle-blowers can report verbally or in writing to immediate supervisor or Audit Committee members for any suspicious activities, including any request, receipt or acceptance of any forms of benefits from any persons, companies or organizations that may cause conflict of interest with the Group, and misconducts which are related to bribery, extortion, fraud and money-laundering. The whistle-blower's identity remains anonymous and is protected throughout the investigation; the whistle-blower should also not be placed into any disadvantaged position in relation to the employment.

In particular to our money lending business, we perform due diligence and Know-Your-Customer procedures on all customers before accepting loan applications. Documents, including ID/passport, address proof, etc., will be obtained before entering into business relationships with our customers. The Group strictly follows the Anti-Money Laundering and Counter-Terrorist Financing guideline issued by the Hong Kong S.A.R. Licensed Money Lenders Association Limited to ascertain the background of the customers, to identify suspicious money-laundering behaviours, and to report any suspicious transactions. Under the current practice, when it comes to the attention of the employees that a customer may be involved in any money laundering activities, the case will be reported to a member of senior management who will then decide whether it should be reported to the Joint Financial Intelligence Unit.

During the Reporting Period, we complied with all relevant laws and regulations that have a significant impact on us, including, but not limited to the Prevention of Bribery Ordinance in Hong Kong. There was no corruption or bribery incident reported within the Group.

### Community Investment

The Group believes that corporate social responsibility is the backbone of corporate values, and continues to dedicate time and effort to give back to the local community. For the ten consecutive years, we have been named a "Caring Company" by The Hong Kong Council of Social Service in recognition of our contributions to support community building, environmental conservation, and people development.

During the Reporting Period, the Group supported several charities, such as Fu Hong Society and Richmond Fellowship of Hong Kong by making donations. Furthermore, our employees actively participate in community services, growing a corporate culture of caring and respect. Our social commitment and efforts made do not only help to make a difference to the people in need, but also that also help to foster care and harmony within the community.

舉報者可就任何可疑活動(包括由任何可能造成與本集團存在利益衝突的人士、公司或機構就任何方式的利益所作出的任何要求、接受及接納及有關賄賂、敲詐、欺詐及洗黑錢活動的不當行為),向直接上司或審核委員會委員進行口頭或書面報告。舉報人的身份在整個調查期間將保持匿名並受到保護;亦不得將舉報人置於任何與僱傭有關的不利位置。

尤其是就我們的放貸業務而言,我們於接受貸款申請前會對所有客戶進行盡職審查及認識你的客戶程序。在與客戶建立業務關係前,我們會向其收集不同文件(包括身份證/護照、地址證明等)。本集團嚴格遵守香港持牌放債人公會有限公司頒佈的《打擊清洗黑錢及反恐怖份子融資活動》指引,以確定客戶的背景、識別可疑的洗錢行為及報告任何可疑的交易。根據現行常規,當僱員知悉客戶可能涉及任何洗錢活動時,須向高級管理層成員報告有關個案,而該高級管理層成員則將決定應否向聯合財富情報組報告。

於報告期內,我們遵守對我們有重大影響的所有有關環境法律及規例,包括但不限於香港的《防止賄賂條例》。本集團並無接獲有關貪污或賄賂事件的報告。

### 社區投資

本集團相信企業社會責任支撐著公司的核心價值,並持續投放時間和心力回饋本地社區。本集團連續十年獲香港社會服務聯會頒授「商界展關懷」標誌,以表彰我們支持社區建設、環境保護及員工發展方面的貢獻。

於報告期內,本集團已通過捐贈形式為扶康會及利民會等多個慈善機構提供支持。此外,我們安排僱員積極參與社區服務,營造關懷及尊重的企業文化。我們作出的社會承諾及努力不僅為有需要人士提供幫助,亦有助於促進社區的關懷及和諧。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

## HKEX'S GUIDE TO THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

### 香港交易所環境、社會及管治報告指引

Aspects/General disclosures/Description 層面／一般披露／描述		Disclosed in this ESG Report 在本環境、社會及管治 報告中的披露位置	Remarks 備註
<b>A. Environmental</b> <b>A. 環境</b>			
Aspect A1: Emission 層面A1：排放物			
General Disclosure Information on: (a) The policies; and (b) Compliance with relevant laws and regulations that have significant impact on the issuer 一般披露 有關： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料		Environmental – Overview, Emissions 環境－概覽、排放物	
A1.1	The types of emissions and respective emissions data 排放物種類及相關排放數據	Emissions 排放物	
A1.2	Greenhouse gas emissions in total 溫室氣體總排放量	Emissions – Data on Greenhouse Gas Emission 排放物－有關溫室氣體排放的數據	
A1.3	Total hazardous waste produced 所產生有害廢棄物總量	Generation of Waste 產生廢棄物	As the chemical or clinical hazardous waste generated from the operations is minimal and immaterial, thus we did not record the relevant data in the Reporting Period. 由於營運所產生的化學或臨床有害廢棄物很少，故於報告期內我們並無記錄相關數據。
A1.4	Total non-hazardous waste produced 所產生無害廢棄物總量	Generation of Waste 產生廢棄物	
A1.5	Description of measures to mitigate emissions and results achieved 描述減低排放量的措施及所得成果	Emissions 排放物	
A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果	Generation of Waste 產生廢棄物	

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Aspects/General disclosures/Description 層面／一般披露／描述		Disclosed in this ESG Report 在本環境、社會及管治 報告中的披露位置	Remarks 備註
Aspect A2: Use of resources 層面A2：資源使用			
General Disclosure Policies on the efficient use of resources, including energy, water and other raw materials. 一般披露 有效使用資源(包括能源、水及其他原材料)的政策。		Use of Resources 資源使用	
A2.1	Direct and/or indirect energy consumption by type in total 按類型劃分的直接及／或間接能源總耗 量	Use of Resources 資源使用	
A2.2	Water consumption in total and intensity 總耗水量及密度	Use of Resources – Water Usage 資源使用－用水	As the water bills for our head office in Hong Kong are included in the estate maintenance fee and we are not able to record the water usage on sites, thus we are not able to collect and disclose the relevant data. 由於我們香港總部的水費計入物業維 護費中，我們無法現場記錄用水量， 故我們無法收集及披露相關數據。
A2.3	Description of energy use efficiency initiatives and results achieved 描述能源使用效益計劃及所得成果	Use of Resources – Electricity and Energy Usage 資源使用－電力及能源 使用	As the electricity bills for our Hong Kong head office are included in the estate maintenance fee, thus we are not able to collect and disclose the relevant data. 由於我們香港總部的電費計入物業維 護費中，故我們無法收集及披露相關 數據。
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved 描述求取適用水源上可有任何問題，以 及提升用水效益計劃及所得成果	Use of Resources – Water Usage 資源使用－用水	
A2.5	Total packaging material used for finished products 製成品所用包裝材料的總量	Not applicable 不適用	As we provide cleaning services and financing services, the Group does not produce any tangible products that require packaging. 由於我們提供清潔服務及融資服務， 故本集團並不生產任何需要包裝的有 形產品。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Aspects/General disclosures/Description 層面／一般披露／描述		Disclosed in this ESG Report 在本環境、社會及管治 報告中的披露位置	Remarks 備註
A3: The environmental and natural resources A3：環境及天然資源			
General Disclosure Policies on minimizing the issuer's significant impact on the environment and natural resources. 一般披露 減低發行人對環境及天然資源造成重大影響的政策。		Environmental 環境	
A3.1	Description of the significant impacts of activities on the environment and natural resources and actions taken to manage them 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	Environmental 環境	
<b>B. Social</b> <b>B. 社會</b>			
B1: Employment B1：僱傭			
General Disclosure Information on: (a) The policies; and (b) Compliance with relevant laws and regulations that have a significant impact on the issuer Relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 一般披露 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料		Employment and Labour Practices 僱傭及勞工常規	
B1.1	Total workforce by gender, employment type, age group and geographical region 按性別、僱傭類型、年齡組別及地區劃分的僱員總數	Employment 僱傭	
B1.2	Employee turnover rate by gender, age group and geographical region 按性別、年齡組別及地區劃分的僱員流失比率	Employment 僱傭	

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Aspects/General disclosures/Description 層面／一般披露／描述		Disclosed in this ESG Report 在本環境、社會及管治報告中的披露位置	Remarks 備註
B2: Health and Safety B2：健康與安全			
General Disclosure Information on: (a) The policies; and (b) Compliance with relevant laws and regulations that have significant impact on the issuer Relating to providing a safe working environment and protecting employees from occupational hazards. 一般披露 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料		Health and Safety 健康與安全	
B2.1	Number and rate of work-related fatalities 因工作關係而死亡的人數及比率	Health and Safety 健康與安全	
B2.2	Lost days due to work injury 因工傷損失工作日數	Health and Safety 健康與安全	
B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored 描述所採納的職業健康與安全措施，以及相關執行及監察方法	Health and Safety 健康與安全	
B3: Development and Training B3：發展及培訓			
General Disclosure Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 一般披露 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。		Development and Training 發展及培訓	
B3.1	The percentage of employees trained by gender and employee category 按性別及僱員類別劃分的受訓僱員百分比	Development and Training 發展及培訓	Only the percentage of employees trained by gender is disclosed. 僅已披露按性別劃分的受訓僱員百分比。
B3.2	The average training hours completed per employee by gender and employee category 按性別及僱員類別劃分，每名僱員完成受訓的平均時數	Development and Training 發展及培訓	Only the average training hours completed per employee by gender is disclosed. 僅已披露按性別劃分的每名僱員完成受訓的平均時數。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Aspects/General disclosures/Description 層面／一般披露／描述		Disclosed in this ESG Report 在本環境、社會及管治 報告中的披露位置	Remarks 備註
B4: Labour Standards B4：勞工準則			
General Disclosure Information on: (a) The policies; and (b) Compliance with relevant laws and regulations that have significant impact on the issuer Relating to preventing child and forced labour 一般披露 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料		Labour Standards 勞工準則	
B4.1	Description of measures to review employment practices to avoid child and forced labour 描述檢討招聘慣例的措施以避免童工及強制勞工	Labour Standards 勞工準則	
B4.2	Description of steps taken to eliminate such practices when discovered 描述在發現違規情況時消除有關情況所採取的步驟	Labour Standards 勞工準則	
B5: Supply Chain Management B5：供應鏈管理			
General Disclosure Policies on managing environmental and social risks of the supply chain 一般披露 管理供應鏈的環境及社會風險政策		Supply Chain Management 供應鏈管理	
B5.1	Number of suppliers by geographical region 按地區劃分的供應商數目	Not disclosed 未作披露	
B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法	Supply Chain Management 供應鏈管理	



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Aspects/General disclosures/Description 層面／一般披露／描述		Disclosed in this ESG Report 在本環境、社會及管治 報告中的披露位置	Remarks 備註
B6: Product Responsibility B6：產品責任			
General Disclosure Information on: (a) The policies; and (b) Compliance with relevant laws and regulations that have a significant impact on the issuer Relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress 一般披露 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料		Product Responsibility 產品責任	
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons 已售或已運送產品總數中因安全與健康理由而須回收的百分比	Not applicable 不適用	As we provide cleaning services and financing services, we do not have any physical products to sell. 由於我們提供清潔服務及融資服務，故我們並無任何可供出售的實體產品。
B6.2	Number of products and service related complaints received and how they are dealt with 接獲關於產品及服務的投訴數目以及應對方法	Product Responsibility 產品責任	
B6.3	Description of practices relating to observing and protecting intellectual property rights 描述與維護及保障知識產權有關的慣例	Product Responsibility 產品責任	
B6.4	Description of quality assurance process and recall procedures 描述質量檢定過程及產品回收程序	Not applicable 不適用	As we provide cleaning services and financing services, we do not have any physical products to sell. 由於我們提供清潔服務及融資服務，故我們並無任何可供出售的實體產品。
B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored 描述消費者資料保障及私隱政策，以及相關執行及監察方法	Product Responsibility 產品責任	

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Aspects/General disclosures/Description 層面／一般披露／描述		Disclosed in this ESG Report 在本環境、社會及管治 報告中的披露位置	Remarks 備註
B7: Anti-corruption B7：反貪污			
General Disclosure Information on: (a) The policies; and (b) Compliance with relevant laws and regulations that have a significant impact on the issuer Relating to bribery, extortion, fraud and money laundering 一般披露 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料		Anti-Corruption 反貪污	
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases 於報告期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	Anti-Corruption 反貪污	
B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored 描述防範措施及舉報程序，以及相關執行及監察方法	Anti-Corruption 反貪污	
B8: Community Investment B8：社區投資			
General Disclosure Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests 一般披露 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策		Community Investment 社區投資	
B8.1	Focus areas of contribution 專注貢獻範疇	Community Investment 社區投資	
B8.2	Resources contributed to the focus area 在專注範疇所動用資源	Community Investment 社區投資	

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PPS INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

#### OPINION

We have audited the consolidated financial statements of PPS International (Holdings) Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 89 to 191, which comprise the consolidated statement of financial position as at 30 June 2019, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2019 and of its consolidated financial performance and consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of Hong Kong Companies Ordinance.

#### BASIS FOR OPINION

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

### 獨立核數師報告書 致寶聯控股有限公司股東

(於開曼群島註冊成立的有限公司)

#### 意見

本核數師(以下簡稱「我們」)已審計列載於第89至191頁寶聯控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表。此綜合財務報表包括於二零一九年六月三十日的綜合財務狀況報表、截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)所頒佈的香港財務報告準則(「香港財務報告準則」)真實公平地反映貴集團於二零一九年六月三十日之財務狀況以及貴集團於截至該日止年度之綜合財務表現及綜合現金流量，並已根據香港公司條例之披露規定妥為編製。

#### 意見基準

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們報告中「核數師對綜合財務報表的審計責任」一節進一步描述我們在該等標準下的責任。我們根據香港會計師公會的專業會計師職業道德守則(簡稱「守則」)獨立於貴集團，而我們亦根據守則履行其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS

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

The Key Audit Matter	How the matter was addressed in our audit	主要審計事項	我們處理審計事項的方法
<b>Valuation and existence of loans and interest receivables</b> <i>Refer to notes 2.10(j), 2.12, 2.13, 15 and 26(a) of the audited consolidated financial statements</i>	<b>How the matter was addressed in our audit</b>	<b>主要審計事項</b> 應收貸款及利息的估值及存在 <i>請參閱經審核綜合財務報表附註2.10(j)、2.12、2.13、15及26(a)</i>	<b>我們處理審計事項的方法</b> <i>請參閱經審核綜合財務報表附註2.10(j)、2.12、2.13、15及26(a)</i>
<p>The Group recognised loans and interest receivables recorded initially at fair value and subsequently at amortised cost in the consolidated statement of financial position. As at 30 June 2019, the carrying amount of the loans receivable and interest receivables were HK\$122,480,000 and HK\$2,077,000 respectively.</p>	<p>Our audit procedures in this area included:</p> <ul style="list-style-type: none"><li>obtaining and reviewing the loan agreements (including supplemental agreements and loan extension agreements, if any) and agreeing the principal amounts, interest rates, maturity dates and other information to the Group's accounting records;</li></ul>	<p>貴集團於綜合財務報表中確認初步以公平值計量及隨後按攤銷成本計量之應收貸款及利息。於二零一九年六月三十日，應收貸款及應收利息的賬面值分別為122,480,000港元及2,077,000港元。</p>	<p>我們在此方面的審計程序包括：</p> <ul style="list-style-type: none"><li>獲取及審查貸款協議(包括補充協議及延期貸款協議(如有))，並同意貴集團會計記錄中的本金額、利率、到期日及其他資料；</li></ul>
<p>The adoption of HKFRS 9 has fundamentally changed the Group's accounting for loan loss impairment by replacing HKAS 39's incurred loss approach with a forward-looking expected credit loss ("ECL") approach.</p>	<ul style="list-style-type: none"><li>testing controls designed and applied in the process of approving and granting loans, the subsequent monitoring of repayment status and of any loan extension;</li><li>assessing the effectiveness of key controls over the application of the impairment methodology, the governance for the ECL models, inputs and assumptions used by the Group in calculating the ECL;</li></ul>	<p>採納香港財務報告準則第9號已基本上改變貴集團貸款虧損減值之會計處理，以前瞻性預期信貸虧損(「預期信貸虧損」)方法取代香港會計準則第39號之產生虧損方法。</p>	<ul style="list-style-type: none"><li>對批准及授出貸款的過程中所設計及應用的控制進行測試，其後監察還款狀態及延期貸款；</li></ul>
<p>The measurement of ECL requires the application of significant judgement and increased complexity which include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL model (for exposures assessed individually or collectively), such as the expected future cash flows and forward-looking macroeconomic factors.</p>	<ul style="list-style-type: none"><li>assessing the reasonableness of the Group's ECL models and the Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a lifetime ECL basis and the qualitative assessment;</li></ul>	<p>預期信貸虧損之計量須應用重大判斷且更為複雜，包括識別信貸質素顯著惡化之風險，及預期信貸虧損模式所使用之假設(風險會單獨或共同評估)，如預期未來現金流量及前瞻宏觀經濟因素。</p>	<ul style="list-style-type: none"><li>評估應用減值法之關鍵控制、預期信貸虧損模式之管治、貴集團於計算預期信貸虧損時所用之輸入數據及假設之有效性；</li></ul>
<p>We identified assessing recoverability of loans and interest receivables as a key audit matter because the assessment of recoverability of loans and interest receivables and recognition of loss allowance are inherently subjective and requires significant management judgement, which increases the risk of error or potential management bias.</p>	<ul style="list-style-type: none"><li>recalculation of loan interest income recognised;</li><li>obtaining direct confirmation of loan balances from the borrowers; and</li><li>reviewing subsequent settlement records and corroborating enquiries with the management about reasons for not considering a provision against any unsettled past-due balances.</li></ul>	<p>我們將評估應收貸款及利息之可收回性確定為主要審計事項，原因為評估應收貸款及利息之可收回性及確認虧損撥備本質上屬主觀，並須管理層作出重大判斷，有關判斷會增加誤差或潛在管理層偏見之風險。</p>	<ul style="list-style-type: none"><li>重新計算已確認的貸款利息收入；</li><li>直接確認借款人的貸款結餘；及</li><li>審查其後的結算記錄，並向管理層詢問確認不就任何未結算逾期餘額考慮計提撥備的原因。</li></ul>

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

### 其他資料

董事負責其他資料。其他資料包括年報內的所有資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見不包括其他資料，而我們並不就此表示任何形式的保證結論。

有關我們對綜合財務報表的審計，我們的責任是閱讀上述其他資料，並在此過程中考慮其他資料是否與綜合財務報表或我們在審計中所獲得的知識具有重大不一致的情況，或可能以其他方式被重大錯誤陳述。

倘根據我們所進行的工作，我們認為此其他資料存有重大錯誤陳述，則我們須報告該事實。我們就此並無任何報告。

### 董事及治理層就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，及落實其認為編製綜合財務報所必要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

在編製綜合財務報表時，董事有責任評估 貴集團持續經營能力、披露(如適用)與持續經營有關的事項及使用持續經營會計基礎，除非董事擬將 貴集團清盤或終止經營業務，或並無實際的替代方法。

該等治理層負責監察 貴集團財務報告過程。





# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

### 核數師對審計綜合財務報表的責任

我們的目標是就綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述獲得合理保證以及出具包括我們意見的核數師報告。本報告僅供閣下(作為一個團體)參考，除此之外不得用於其他用途。我們並不會就本報告的內容向任何人士承擔或負上任何責任。

合理的保證是一種高水平的保證，但概不保證根據香港會計準則所進行的審計能發現存在的重大錯誤陳述。錯誤陳述可能是由於欺詐或錯誤而導致，並且若其(個別或共同地)可合理預期會影響使用者根據該等綜合財務報表所作出的經濟決定，則被視為重大錯誤陳述。

作為根據香港會計準則進行審計的一部分，我們在審計期間行使專業判斷及秉持專業的懷疑態度。我們亦：

- 察悉及評估綜合財務報表的重大錯誤陳述風險(無論是由於欺詐或錯誤而導致)，設計及執行審計程序以回應該等風險，並獲得充足及適當的審計證據，為我們的意見提供基礎。未能檢測因欺詐而導致的重大錯誤陳述的風險高於因錯誤而導致的重大錯誤陳述的風險，這是由於欺詐可能涉及舞弊、偽造、故意遺漏、錯誤陳述或僭越內部監控。
- 瞭解與審計相關的內部監控，以設計適合該情況的審計程式，但目的並非對貴集團內部監控的有效性發表意見。
- 評估董事採用的會計政策的適當性及會計估計及相關披露的合理性。
- 就董事使用持續經營會計基礎的適當性作出總結，並根據所獲得的審計證據，確定是否存在與可能對貴集團持續經營的能力產生重大疑慮的有關事件或情況的重大不確定性。倘我們斷定存在重大不確定性，我們須在核數師報告中對綜合財務報表相關披露提呈報告使用者垂注，或倘該等披露不充分，我們須修改我們的意見。我們的結論乃基於截至核數師報告日期止獲得的審計證據。然而，未來事件或情況可能導致貴集團終止持續經營。



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

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

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

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

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

The engagement director on the audit resulting in this independent auditor's report is Tong Wai Hang.

#### **Baker Tilly Hong Kong Limited**

Certified Public Accountants  
Hong Kong, 24 September 2019

#### **Tong Wai Hang**

Practising certificate number P06231

### 核數師對審計綜合財務報表的責任 (續)

- 評估綜合財務報表的整體呈列、結構及內容(包括披露)，以及綜合財務報表是否公允呈列反映相關交易及事項。
- 獲取有關 貴集團內部實體或業務活動的財務資料的充足適當的審計證據，以對綜合財務報表發表意見。我們負責 貴集團審計的指導、監督及履行。我們對審計意見承擔全部責任。

我們與治理層就有關(其中包括)計劃的審計範圍及時間安排以及重大審計發現(包括我們在審計期間於內部監控確認的任何重大偏差)進行溝通。

我們還就遵守關於獨立性的相關職業道德要求向治理層提供聲明，並就可能被合理認為影響我們獨立性的所有關係和其他事項，以及相關的防範措施(如適用)與治理層進行溝通。

從與治理層溝通的事項中，我們確定該等對本期綜合財務報表審計最為重要的事項，因而構成主要審計事項。我們在審計報告中描述該等事項，除非法律或法規不允許公開披露這些事項，或在極其罕見的情形下，倘合理預期在審計報告中溝通某事項造成的負面後果超過產生的公眾利益方面的益處，我們確定不應在審計報告中溝通該事項。

此獨立核數師報告的審計項目總監為湯偉行。

#### **天職香港會計師事務所有限公司**

執業會計師  
香港，二零一九年九月二十四日

#### **湯偉行**

執業證書編號P06231

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

### 綜合損益表

For the year ended 30 June 2019 截至二零一九年六月三十日止年度  
(Expressed in Hong Kong dollars) (以港元列示)

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	3		
– Service income from environmental and cleaning	– 環境及清潔之服務收入		292,389	301,259
– Interest income from money lending	– 放債業務之利息收入		23,697	18,592
			316,086	319,851
Cost of services	服務成本		(264,298)	(270,730)
Gross profit	毛利		51,788	49,121
Other income, other losses and impairments	其他收入、其他虧損及減值	4	187	(3,945)
Selling and marketing expenses	銷售及營銷開支		(4,055)	(2,416)
Administrative expenses	行政開支		(22,326)	(38,772)
Finance costs	融資成本	5(a)	(1,887)	(6,753)
Profit/(loss) before taxation	除稅前溢利/(虧損)	5	23,707	(2,765)
Income tax expense	所得稅開支	6	(4,254)	(5,412)
<b>Profit/(loss) for the year</b>	<b>年內溢利/(虧損)</b>		<b>19,453</b>	<b>(8,177)</b>
<b>Attributable to:</b>	<b>以下人士應佔：</b>			
– owners of the Company	– 本公司擁有人		18,477	(8,289)
– non-controlling interests	– 非控股權益		976	112
			19,453	(8,177)
<b>Earnings/(loss) per share</b>	<b>每股盈利/(虧損)</b>	9	<b>HK cents</b> 港仙	<b>HK cents</b> 港仙
– Basic and diluted	– 基本及攤薄		3.44	(2.83)

The accompanying notes form an integral part of these consolidated financial statements. 隨附附註構成此等綜合財務報表的一部分。

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 30 June 2019 截至二零一九年六月三十日止年度  
(Expressed in Hong Kong dollars) (以港元列示)

	Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Profit/(loss) for the year</b>		<b>19,453</b>	<b>(8,177)</b>
<b>Other comprehensive (loss)/income, net of nil tax</b>			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences:			
– on translation of financial statements of foreign operations		(280)	(76)
– release upon disposal of subsidiaries	27(d)	–	1,120
– release upon deregistration of subsidiaries		–	12
<b>Total comprehensive income/(loss) for the year</b>		<b>19,173</b>	<b>(7,121)</b>
<b>Attributable to:</b>			
– owners of the Company		18,197	(7,233)
– non-controlling interests		976	112
		<b>19,173</b>	<b>(7,121)</b>

The accompanying notes form an integral part of these consolidated financial statements. 隨附附註構成此等綜合財務報表的一部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 30 June 2019 於二零一九年六月三十日  
(Expressed in Hong Kong dollars) (以港元列示)

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	Notes 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	10	物業、廠房及設備	4,774	4,916
Intangible assets	11	無形資產	–	92
Goodwill	12	商譽	2,932	2,932
Restricted bank deposits	16	受限制銀行存款	8,634	1,378
Deposits paid for purchase of property, plant and equipment		購買物業、廠房及設備已付按金	16,310	–
			<b>32,650</b>	<b>9,318</b>
<b>Current assets</b>		<b>流動資產</b>		
Inventories		存貨	670	426
Trade receivables	13	貿易應收款項	57,364	61,730
Deposits, prepayments and other receivables	14	按金、預付款項及其他應收款項	4,399	5,901
Loans and interest receivables	15	應收貸款及利息	124,557	113,145
Restricted bank deposits	16	受限制銀行存款	6,235	11,601
Cash and cash equivalents	16	現金及現金等價物	53,809	117,491
Current tax recoverable	22(a)	可收回即期稅項	740	–
			<b>247,774</b>	<b>310,294</b>
<b>Current liabilities</b>		<b>流動負債</b>		
Trade payables	17	貿易應付款項	14,198	10,872
Accruals, deposits received and other payables	18	應計費用、已收按金及其他應付款項	32,174	92,477
Convertible bonds	19	可換股債券	–	48,950
Obligations under finance leases	20	融資租賃承擔	51	297
Current tax payable	22(a)	即期應付稅項	7,129	6,410
			<b>53,552</b>	<b>159,006</b>
<b>Net current assets</b>		<b>流動資產淨值</b>	<b>194,222</b>	<b>151,288</b>
<b>Total assets less current liabilities</b>		<b>總資產減流動負債</b>	<b>226,872</b>	<b>160,606</b>
<b>Non-current liabilities</b>		<b>非流動負債</b>		
Bond	21	債券	9,669	9,551
Obligations under finance leases	20	融資租賃承擔	–	296
Deferred tax liabilities	22(b)	遞延稅項負債	873	326
			<b>10,542</b>	<b>10,173</b>
<b>NET ASSETS</b>		<b>資產淨值</b>	<b>216,330</b>	<b>150,433</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 30 June 2019 於二零一九年六月三十日  
(Expressed in Hong Kong dollars) (以港元列示)

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Capital and reserves</b>	<b>資本及儲備</b>	25		
Share capital	股本	25(a)	5,400	2,700
Reserves	儲備		209,919	147,698
<b>Total equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益總額</b>		<b>215,319</b>	<b>150,398</b>
Non-controlling interests	非控股權益		1,011	35
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>216,330</b>	<b>150,433</b>

Approved and authorised for issue by the board of directors on  
24 September 2019

於二零一九年九月二十四日經董事會批准及授權刊發

**Yu Shaoheng**  
Director

**Lai Tin Ming**  
Director

余紹亨  
董事

黎天明  
董事

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

隨附附註構成此等綜合財務報表的一部分。



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 30 June 2019 截至二零一九年六月三十日止年度  
(Expressed in Hong Kong dollars) (以港元列示)

	Notes 附註	Attributable to owners of the Company 本公司擁有人應佔							Total	Non- controlling interests	Total	
		Share capital	Share premium	Other reserve	Contribution surplus	Convertible bonds reserve	Exchange reserve	Accumulated losses				
		股本	股份溢價	其他儲備	繳入盈餘	可換股債券 儲備	匯兌儲備	累計虧損	總計	非控股權益	總計	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
			(note 25(b)(i))	(note 25(b)(ii))	(note 25(b)(iii))	(note 25(b)(iv))	(note 25(b)(v))					
			(附註 25(b)(i))	(附註 25(b)(ii))	(附註 25(b)(iii))	(附註 25(b)(iv))	(附註 25(b)(v))					
<b>At 1 July 2017</b>												
		於二零一七年七月一日	2,700	154,500	1,000	21,400	-	(1,281)	(26,817)	151,502	(77)	151,425
<b>Changes in equity for 2018:</b>												
		於二零一八年權益變 動:										
(Loss)/profit for the year		年內(虧損)/溢利	-	-	-	-	-	(8,289)	(8,289)	112	(8,177)	
Exchange differences:		匯兌差額:										
- on translation of financial statements of foreign operations		- 換算海外業務之 財務報表	-	-	-	-	(76)	-	(76)	-	(76)	
- release upon disposal of subsidiaries	27(d)	- 於出售附屬公司 時解除	-	-	-	-	1,120	-	1,120	-	1,120	
- release upon deregistration of subsidiaries		- 於註銷附屬公司 時解除	-	-	-	-	12	-	12	-	12	
Total comprehensive income/ (loss) for the year		年內全面收益/(虧損) 總額	-	-	-	-	1,056	(8,289)	(7,233)	112	(7,121)	
Issue of convertible bonds	19	發行可換股債券	-	-	-	6,233	-	-	6,233	-	6,233	
Transaction costs for convertible bonds	19	可換股債券交易成本	-	-	-	(104)	-	-	(104)	-	(104)	
			-	-	-	6,129	1,056	(8,289)	(1,104)	112	(992)	
<b>At 30 June 2018</b>		於二零一八年 六月三十日	2,700	154,500	1,000	21,400	6,129	(225)	(35,106)	150,398	35	150,433



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 30 June 2019 截至二零一九年六月三十日止年度  
(Expressed in Hong Kong dollars) (以港元列示)

	Notes 附註	Attributable to owners of the Company 本公司擁有人應佔							Total	Non- controlling interests	Total	
		Share capital	Share premium	Other reserve	Contribution surplus	Convertible bonds reserve	Exchange reserve	Accumulated losses				
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元 (note 25(b)(i)) (附註 25(b)(i))	其他儲備 HK\$'000 千港元 (note 25(b)(ii)) (附註 25(b)(ii))	繳入盈餘 HK\$'000 千港元 (note 25(b)(iii)) (附註 25(b)(iii))	可換股債券 儲備 HK\$'000 千港元 (note 25(b)(iv)) (附註 25(b)(iv))	匯兌儲備 HK\$'000 千港元 (note 25(b)(v)) (附註 25(b)(v))	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	總計 HK\$'000 千港元	
<b>At 1 July 2018</b>	於二零一八年七月一日	2,700	154,500	1,000	21,400	6,129	(225)	(35,106)	150,398	35	150,433	
<b>Changes in equity for 2019: 於二零一九年權益變動:</b>												
Profit for the year	年內溢利	-	-	-	-	-	-	18,477	18,477	976	19,453	
Exchange difference on translation of financial statements of foreign operations, net of nil tax	換算海外業務財務報表之匯兌差額，扣除零稅項	-	-	-	-	-	(280)	-	(280)	-	(280)	
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	-	-	-	(280)	18,477	18,197	976	19,173	
Issue of share pursuant to the rights issue	根據供股發行股份	25(a)(iii)	2,700	45,900	-	-	-	-	48,600	-	48,600	
Transaction costs for the rights issue	供股交易成本	25(a)(iii)	-	(1,876)	-	-	-	-	(1,876)	-	(1,876)	
Release upon redemption of convertible bonds	於贖回可換股債券時解除	19	-	-	-	(6,129)	-	6,129	-	-	-	
			2,700	44,024	-	-	(6,129)	(280)	24,606	976	65,897	
<b>At 30 June 2019</b>	於二零一九年六月三十日		5,400	198,524	1,000	21,400	-	(505)	(10,500)	215,319	1,011	216,330

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

隨附附註構成此等綜合財務報表的一部分。



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 30 June 2019 截至二零一九年六月三十日止年度  
(Expressed in Hong Kong dollars) (以港元列示)

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Operating activities</b>	<b>經營活動</b>			
Profit/(loss) before taxation:	除稅前溢利/(虧損):		23,707	(2,765)
Adjustments for:	調整以下各項:			
– Interest income from money lending	– 放債業務之利息收入	3	(23,697)	(18,592)
– Bank interest income	– 銀行利息收入	4	(116)	(62)
– Impairment loss on intangible assets	– 無形資產減值虧損	4	–	969
– Loss on disposal of property, plant and equipment, net	– 出售物業、廠房及設備虧損淨額	4	–	4,987
– Finance costs	– 融資成本	5(a)	1,887	6,753
– Amortisation of intangible assets	– 無形資產攤銷	5(c)	92	111
– Depreciation of property, plant and equipment	– 物業、廠房及設備折舊	5(c)	1,627	3,490
– Loss on disposal of subsidiaries	– 出售附屬公司虧損	5(c)	–	1,203
– Write-off of property, plant and equipment	– 物業、廠房及設備撇銷	5(c)	–	197
– Net foreign exchange loss/(gain)	– 外匯虧損/(收益)淨額		383	(196)
<b>Operating profit/(loss) before changes in working capital</b>	<b>營運資金變動前之經營溢利/(虧損)</b>		3,883	(3,905)
Increase in inventories	存貨增加		(244)	(283)
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)		4,090	(12,548)
Decrease in deposits, prepayments and other receivables	按金、預付款項及其他應收款項減少		1,480	374
Increase in loans and interest receivables	應收貸款及利息增加		(11,412)	(37,695)
Increase/(decrease) in trade payables	貿易應付款項增加/(減少)		3,308	(4,000)
(Decrease)/increase in accruals, deposits received and other payables	應計費用、已收按金及其他應付款項(減少)/增加		(60,442)	60,056
<b>Net cash (used in)/generated from operations</b>	<b>經營活動(所用)/所產生現金淨額</b>		(59,337)	1,999
Interest received from money lending	已收放債業務之利息		23,697	18,592
Hong Kong Profits Tax paid, net	已付香港利得稅淨額		(3,355)	–
PRC Enterprise Income Tax paid	已付中國企業所得稅		(355)	–
<b>Net cash (used in)/generated from operating activities</b>	<b>經營活動(所用)/所產生現金淨額</b>		(39,350)	20,591

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 30 June 2019 截至二零一九年六月三十日止年度  
(Expressed in Hong Kong dollars) (以港元列示)

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	Notes 附註			
<b>Investing activities</b>	<b>投資活動</b>			
Interest received	已收利息		116	62
Increase in restricted bank deposits	受限制銀行存款增加		(1,890)	(31)
Payment for purchase of property, plant and equipment	購買物業、廠房及設備付款項		(1,741)	(4,479)
Deposits paid for purchase of property, plant and equipment	購買物業、廠房及設備已付按金		(16,310)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		234	320
Net cash outflow from disposal of subsidiaries	出售附屬公司之現金流出淨額	27(e)	-	(5)
<b>Net cash used in investing activities</b>	<b>投資活動所用現金淨額</b>		<b>(19,591)</b>	<b>(4,133)</b>
<b>Financing activities</b>	<b>融資活動</b>			
Proceeds from issue of convertible bonds	發行可換股債券所得款項	19	-	50,000
Transaction costs for convertible bonds	可換股債券交易成本	19	-	(836)
Redemption of convertible bonds	贖回可換股債券	19	(50,000)	-
Capital element of finance lease rentals paid	已付融資租賃租金的資本部分		(542)	(428)
Interest element of finance lease rentals paid	已付融資租賃租金的利息部分		(19)	(29)
Interest paid	已付利息		(700)	(700)
Proceeds from issue of shares pursuant to rights issue	根據供股發行股份所得款項	25(a)(iii)	48,600	-
Transaction costs for rights issue	供股交易成本	25(a)(iii)	(1,876)	-
<b>Net cash (used in)/generated from financing activities</b>	<b>融資活動(所用)/所產生現金淨額</b>		<b>(4,537)</b>	<b>48,007</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物(減少)/增加淨額</b>		<b>(63,478)</b>	<b>64,465</b>
<b>Cash and cash equivalents at beginning of the year</b>	<b>於年初的現金及現金等價物</b>		<b>117,491</b>	<b>52,932</b>
<b>Effect of foreign exchange rate changes</b>	<b>外幣匯率變動的影響</b>		<b>(204)</b>	<b>94</b>
<b>Cash and cash equivalents at end of the year</b>	<b>於年末的現金及現金等價物</b>		<b>53,809</b>	<b>117,491</b>

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

隨附附註構成此等綜合財務報表的一部分。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 1 COMPANY INFORMATION

PPS International (Holdings) Limited (the “Company”) is an exempted company with limited liability incorporated and domiciled in the Cayman Islands on 31 May 2012 and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 17 June 2013.

The Company has its registered office and principal place of business at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and 24/F., SUP Tower, 75-83 King’s Road, North Point, Hong Kong, respectively.

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 31.

The consolidated financial statements for the year ended 30 June 2019 comprise the Company and its subsidiaries (together, the “Group”).

The consolidated financial statements are presented in thousands of units of Hong Kong dollars (“HK\$’000”) unless otherwise stated. Hong Kong dollars (“HK\$”) is the Company’s functional currency and the Group’s presentation currency.

### 2 SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Statement of compliance

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”).

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2.3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

A summary of the significant accounting policies adopted by the Group is set out below.

### 1 公司資料

寶聯控股有限公司(「本公司」)為於二零一二年五月三十一日在開曼群島註冊成立及存冊之獲豁免有限公司，其股份自二零一三年六月十七日起在香港聯合交易所有限公司(「聯交所」)GEM上市。

本公司之註冊辦事處及主要營業地點分別位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands及香港北角英皇道75-83號聯合出版大廈24樓。

本公司為投資控股公司。其附屬公司之主要業務列載於附註31。

截至二零一九年六月三十日止年度綜合財務報表涵蓋本公司及其附屬公司(統稱為「本集團」)。

除另有註明外，綜合財務報表以千港元(「千港元」)呈報。港元(「港元」)為本公司之功能貨幣及本集團之呈報貨幣。

### 2 主要會計政策

#### 2.1 遵例聲明

此等綜合財務報表已根據由香港會計師公會(「香港會計師公會」)頒佈的所有適用香港財務報告準則(「香港財務報告準則」)(包括所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋之統稱)、香港普遍採納的會計原則及香港公司條例之披露規定而編製。該等綜合財務報表亦遵守聯交所GEM證券上市規則(「GEM上市規則」)規定之適用披露條文。

香港會計師公會已頒佈若干首次生效或本集團可於本會計期間提前採用的新訂及經修訂香港財務報告準則。附註2.3提供有關上述發展的首次應用，與本集團反映於該等綜合財務報表的本會計期間及上一個會計期間有關而導致任何會計政策變動的資料。

本集團所採納的主要會計政策概述如下。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.2 Basis of preparation of the consolidated financial statements

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis except that the financial instruments classified as financial assets at fair value through profit or loss (“FVPL”) are stated at fair value (see note 2.6).

The preparation of the consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are discussed in note 34.

#### 2.2 編製綜合財務報表基準

編製綜合財務報表所使用之計量基準為歷史成本基準，惟分類為按公平值計入損益(「按公平值計入損益」)之金融資產的金融工具按公平值列賬(見附註2.6)。

編製符合香港財務報告準則的綜合財務報表，需要管理層作出判斷、估計及假設，而此等判斷、估計及假設會影響政策的採用，以及資產、負債、收入與開支的呈報金額。此等估計及相關假設乃以過往經驗及認為在有關情況下屬合理的多個其他因素為基礎，有關結果會成為就無法從其他來源明確得知的資產及負債賬面值作出判斷時的基礎。實際結果可能有別於該等估計。

估計及相關假設會持續檢討。倘會計估計修訂只會影響作出有關修訂的期間，則會計估計修訂會在有關期間內確認，或倘修訂對當期及未來期間均有影響，則會在作出有關修訂之期間及未來期間確認。

管理層採用香港財務報告準則時所作對綜合財務報表有重大影響之判斷，以及估計不明朗因素的主要來源，會在附註34內討論。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

### 2.3 Changes in accounting policies

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group's consolidated financial statements:

HKFRS 9	"Financial Instruments"
HKFRS 15	"Revenue from Contracts with Customers"
HK(IFRIC) 22	"Foreign Currency Transactions and Advance Consideration"

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period (see note 35).

#### **HKFRS 9 "Financial Instruments"**

HKFRS 9 replaces HKAS 39 "Financial Instruments: Recognition and Measurement". It introduces revised guidance on the classification and measurement of financial instruments, a new expected credit loss model for measuring impairment of financial assets, and new general hedge accounting requirements.

The Group has applied HKFRS 9 retrospectively to items that existed at 1 July 2018 in accordance with the transition requirements. Any cumulative effect of initial application is recognised as an adjustment to the opening equity at 1 July 2018. Therefore, comparative information continues to be reported under HKAS 39.

### 2.3 會計政策變動

香港會計師公會已頒佈若干新訂香港財務報告準則及香港財務報告準則之修訂，其於本集團之目前會計期間首次生效。其中，下列準則的發展與本集團綜合財務報表相關：

香港財務報告準則第9號	「金融工具」
香港財務報告準則第15號	「客戶合約收益」
香港(國際財務報告詮釋委員會)詮釋第22號	「外幣交易及預付代價」

本集團並無採用於當前會計期間尚未生效的任何新訂準則或詮釋(見附註35)。

#### **香港財務報告準則第9號「金融工具」**

香港財務報告準則第9號取代香港會計準則第39號「金融工具：確認及計量」。其引入有關金融工具分類及計量、計量金融資產減值之新預期信貸虧損模式及新訂一般對沖會計規定之經修訂指引。

根據過渡規定，本集團已追溯應用香港財務報告準則第9號至於二零一八年七月一日存在之項目。於二零一八年七月一日，首次應用之任何累計影響獲確認為對期初權益之調整。因此，比較資料繼續根據香港會計準則第39號呈報。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

### 2.3 Changes in accounting policies (continued)

#### HKFRS 9 “Financial Instruments” (continued)

##### (i) Classification of financial assets and liabilities

HKFRS 9 contains three principal classification categories for financial assets: measured at (1) amortised costs, (2) FVPL and (3) fair value through other comprehensive income. The classification for financial assets is determined based on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the asset. The Group has assessed that its financial assets measured at amortised cost at 30 June 2018 continue with their classification and measurements upon the adoption of HKFRS 9 on 1 July 2018.

The classification and measurement requirements for financial liabilities under HKFRS 9 are largely unchanged from HKAS 39, except that HKFRS 9 requires the fair value change of a financial liability designated at FVPL that is attributable to changes of that financial liability’s credit risk to be recognised in other comprehensive income (without reclassification to profit or loss). The Group does not have any financial liabilities designated at FVPL and therefore this new requirement has no impact on the Group’s consolidated financial statements.

### 2.3 會計政策變動(續)

#### 香港財務報告準則第9號「金融工具」(續)

##### (i) 金融資產及負債之分類

香港財務報告準則第9號載有金融資產之三個主要分類類別：(1)按攤銷成本、(2)按公平值計入損益及(3)按公平值計入其他全面收益計量。金融資產之分類乃基於實體管理金融資產之業務模式及該資產之合約現金流量特點而釐定。本集團已評估其於二零一八年六月三十日按攤銷成本計量之金融資產於二零一八年七月一日採納香港財務報告準則第9號後繼續其分類及計量。

香港財務報告準則第9號項下金融負債之分類及計量規定與香港會計準則第39號大致上保持不變，惟香港財務報告準則第9號規定因指定為按公平值計入損益之金融負債信貸風險有變而導致的該金融負債公平值變動，須於其他全面收益內確認（不會重新分類至損益）。本集團並無任何指定為按公平值計入損益之金融負債，因此，該新規定不會對本集團的綜合財務報表造成任何影響。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

### 2.3 Changes in accounting policies (continued)

#### HKFRS 9 “Financial Instruments” (continued)

##### (ii) Credit losses

The new impairment model in HKFRS 9 replaces the “incurred loss” model in HKAS 39 with an “expected credit loss” model. Under the “expected credit loss” model, it is no longer necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure either a 12-month expected credit loss or a lifetime expected credit loss, depending on the asset and the facts and circumstances. Further details of the Group’s accounting policy for credit losses are set out in note 2.10(i).

The Group has assessed that the adoption of the “expected credit loss” model to the financial assets that existed at 1 July 2018 has had no significant impact on the Group’s consolidated financial position as at 1 July 2018 and its consolidated financial performance for the year then ended.

#### HKFRS 15 “Revenue from Contracts with Customers”

HKFRS 15 establishes a comprehensive model for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations.

HKFRS 15 also introduces additional qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

### 2.3 會計政策變動(續)

#### 香港財務報告準則第9號「金融工具」(續)

##### (ii) 信貸虧損

香港財務報告準則第9號的新減值模式以「預期信貸虧損」模式取代香港會計準則第39號的「已產生虧損」模式。根據「預期信貸虧損」模式，毋須再待發生虧損事件方確認減值虧損。相反，實體須視乎資產、事實及情況確認及計量12個月預期信貸虧損或永久預期信貸虧損。本集團信貸虧損會計政策的進一步詳情載於附註2.10(i)。

本集團已評估，就於二零一八年七月一日存在之金融資產採納「預期信貸虧損」模式對本集團於二零一八年七月一日之綜合財務狀況及其截至該日止年度之綜合財務表現並無重大影響。

#### 香港財務報告準則第15號「客戶合約收益」

香港財務報告準則第15號建立確認客戶合約收益及部分成本之全面模式。香港財務報告準則第15號取代香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋。

香港財務報告準則第15號亦引入額外定性及定量披露規定，旨在讓財務報表使用者了解客戶合約所產生之收益及現金流量之性質、金額、時間及不確定性。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

### 2.3 Changes in accounting policies (continued)

#### HKFRS 15 “Revenue from Contracts with Customers” (continued)

##### (i) Timing of revenue recognition

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised goods or service in the contract. This may be at a single point in time or over time. HKFRS 15 identifies the following three situations in which control of the promised goods or service is regarded as being transferred over time:

- When the customer simultaneously receives and consumes the benefits provided by the entity’s performance, as the entity performs;
- When the entity’s performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- When the entity’s performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

If the contract terms and the entity’s activities do not fall into any of these three situations, then under HKFRS 15 the entity recognises revenue for the sale of that goods or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indications that is considered in determining when the transfer of control occurs.

The directors consider the adoption of HKFRS 15 does not have a material impact on the timing and amounts of revenue recognised in the years presented in these consolidated financial statements.

### 2.3 會計政策變動(續)

#### 香港財務報告準則第15號「客戶合約收益」(續)

##### (i) 收益確認時間

根據香港財務報告準則第15號，收益乃於客戶取得合約所承諾貨物或服務之控制權時確認。此可能為單一時間點或一段時間內。香港財務報告準則第15號確定以下對承諾貨物或服務之控制權被視為於一段時間內轉移之三種情況：

- 當客戶於實體履約時同時接受及使用實體履約所提供之利益時；
- 當實體履約時創造或提高客戶(隨建立或提高該資產之時)所控制之資產(如在建工程)；
- 當實體履約時並無創造對實體而言具替代用途之資產，且該實體對迄今完成之履約付款具有可執行權利。

倘合約條款及實體活動並不屬於任何該等三種情況，則根據香港財務報告準則第15號，實體於單一時間點(即控制權轉移時)就銷售貨物或服務確認收益。所有權風險及回報之轉移僅為釐定控制權轉移何時發生所考慮之其中一項指標。

董事認為，採納香港財務報告第15號對於該等綜合財務報表呈列年度確認收益之時間及金額並無重大影響。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

### 2.3 Changes in accounting policies (continued)

#### **HKFRS 15 “Revenue from Contracts with Customers” (continued)**

##### (ii) Presentation of contract assets and liabilities

Under HKFRS 15, a receivable is recognised only if the Group has an unconditional right to consideration. If the Group recognises the related revenue (see note 2.23) before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

Previously, the Group has no any contract balances relating to contracts in process and hence there has been no impact on the Group as a result of this change in policy.

#### **HK(IFRIC) 22 “Foreign Currency Transactions and Advance Consideration”**

This interpretation provides guidance on determining “the date of the transaction” for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) arising from a transaction in which an entity receives or pays advance consideration in a foreign currency.

The interpretation clarifies that “the date of the transaction” is the date on initial recognition of the non-monetary asset or liability arising from the payment or receipt of advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the date of the transaction for each payment or receipt should be determined in this way. The adoption of HK(IFRIC) 22 does not have any material impact on the Group’s consolidated financial position and its consolidated financial performance for the year then ended.

### 2.3 會計政策變動(續)

#### **香港財務報告準則第15號「客戶合約收益」(續)**

##### (ii) 呈列合約資產及負債

根據香港財務報告準則第15號，倘本集團擁有無條件權利收取代價時，方會確認應收款項。倘本集團於有權無條件收取合約所承諾貨物及服務的代價前確認相關收益(見附註2.23)，則收取代價的權利分類為合約資產。同樣，於本集團確認相關收益前，倘客戶支付代價或根據合約須支付代價且金額已到期，則確認合約負債而非應付款項。對於與客戶簽訂的單一合約，應以合約資產淨值或合約負債淨額呈列。倘有多份合約，不相關合約的合約資產及合約負債不以淨額基準呈列。

過往，本集團並無有關進行中合約的任何合約結餘，故是項政策變動並無對本集團造成影響。

#### **香港(國際財務報告詮釋委員會)詮釋第22號「外幣交易及預付代價」**

該詮釋為釐定「交易日期」提供指引，旨在釐定實體以外幣收取或支付預付代價之交易中首次確認相關資產、開支或收入(或其部分)時所用之匯率。

該詮釋釐清，「交易日期」為支付或收取預付代價所產生之非貨幣資產或負債之首次確認日期。倘於確認相關項目前有多筆付款或收款，則應以此方式釐定每筆付款或收款之交易日期。採納香港(國際財務報告詮釋委員會)詮釋第22號對本集團截至當日止年度之綜合財務狀況及綜合財務表現並無任何重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.4 Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. 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. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2.10(ii)).

#### 2.4 附屬公司及非控股權益

附屬公司指本集團控制之實體。倘本集團因參與某實體的營運而獲得或有權享有其可變回報，並能夠運用其對實體之權力影響該等回報，則本集團控制該實體。在評估本集團是否擁有權力時，僅考慮實質權利(由本集團及其他人士持有)。

於附屬公司之投資自控制權開始之日直至控制權終止之日計入綜合財務報表內。集團內公司間之結餘、交易及現金流量，以及集團內公司間交易所產生之任何未變現溢利，在編製綜合財務報表時均全數對銷。集團內公司間交易所產生之未變現虧損則僅在無出現減值證據之情況下，以與對銷未變現收益相同之方法對銷。

非控股權益指並非本公司直接或間接所佔附屬公司之權益，而本集團並無就此與該等權益持有人協定任何額外條款，而會導致本集團整體須就符合金融負債定義之權益承擔合約責任。就每次合併而言，本集團可選擇按公平值或非控股權益應佔附屬公司可識別資產淨值之比例計量任何非控股權益。

非控股權益呈列於綜合財務狀況表中之權益內，與本公司擁有人應佔權益分開呈列。本集團業績中之非控股權益乃呈列於綜合損益表及綜合損益及其他全面收益表，作為年度溢利或虧損總額及全面收益總額在非控股權益及本公司擁有人之間之分配。

當本集團喪失對一間附屬公司之控股權，則按出售該附屬公司之所有權益入賬，而所產生之盈虧將確認於損益表內。

於附屬公司之投資於本公司之財務狀況表內按成本扣除減值虧損列賬(見附註2.10(ii))。





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.5 Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held interest in the acquire; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured at the acquisition date.

When (ii) is greater than (i), then its excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash-generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 2.10(ii)).

On disposal of a cash-generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

#### 2.6 Financial assets at fair value through profit or loss

Investments in equity securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss.

##### (A) Policy applicable from 1 July 2018

Changes in the fair value of the investment (including interest) are subsequently recognised in profit or loss if the investments equity securities measured at FVPL does not meet the criteria for being measured at amortised cost or fair value through other comprehensive income (recycling).

#### 2.5 商譽

商譽指以下兩者的差額：

- (i) 所轉讓代價的公平值、於被收購方的任何非控股權益金額及本集團先前於被收購方所持權益的公平值的總和；與
- (ii) 被收購方於收購日期計量的可識別資產及負債的公平淨值。

倘(ii)高於(i)，則差額即時於損益內確認為議價收購收益。

商譽乃按成本減累計減值虧損列賬。業務合併產生的商譽分配至預期從合併的協同效益中得益的各現金產生單位或現金產生單位群組，並於每年進行減值測試(見附註2.10(ii))。

於年內出售現金產生單位時，購置商譽之任何應佔金額會於出售時計入損益。

#### 2.6 按公平值計入損益之金融資產

股本證券投資於本集團承諾購買／出售該等投資當日確認／終止確認。投資初步乃按公平值加直接應佔交易成本列賬，惟該等按公平值計入損益計量之投資(其交易成本直接於損益中確認)除外。

##### (A) 自二零一八年七月一日起適用之政策

倘按公平值計入損益計量之股本證券投資並未達到按攤銷成本或公平值計入其他全面收益(可回撥)計量之準則，則該投資(包括利息)之公平值變動其後於損益中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2 主要會計政策(續)

#### 2.6 Financial assets at fair value through profit or loss (continued)

#### 2.6 按公平值計入損益之金融資產(續)

##### (B) Policy prior to 1 July 2018

##### (B) 於二零一八年七月一日前之政策

Investments in securities held for trading were classified as financial assets measured at FVPL. Any attributable transaction costs were recognised in profit or loss as incurred. At the end of each reporting period the fair value was remeasured, with any resultant gain or loss being recognised in profit or loss.

持作買賣之證券投資分類為按公平值計入損益計量之金融資產。任何應計交易成本於產生時在損益中確認。公平值於各報告期末重新計量，而所產生之任何收益或虧損於損益中確認。

#### 2.7 Property, plant and equipment

#### 2.7 物業、廠房及設備

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2.10(ii)).

物業、廠房及設備之項目乃按成本減累計折舊及減值虧損列賬(見附註2.10(ii))。

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

取締或出售物業、廠房及設備之項目所產生之損益乃按該項目出售所得款項淨額與賬面值之差額釐定，並於取締或出售日期在損益內確認。

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

物業、廠房及設備之項目之折舊按成本減估計殘值(如有)以直線法在其估計可用年期撇銷其成本如下：

Furniture and fixtures	3 to 7 years
Equipment and machinery	3 to 7 years
Motor vehicles	4 years
Computer equipment	3 years
Leasehold improvement	Over the term of lease

傢俬及裝置	3至7年
設備及機器	3至7年
汽車	4年
電腦設備	3年
租賃物業裝修	按租期

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

倘物業、廠房及設備項目的各部份擁有不同的可用年期時，則該項目的成本將按合理基準在不同部份之間分配，且各部份單獨折舊。資產的可用年期及其殘值(如有)均會按年檢討。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.8 Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 2.10(ii)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The contract backlog with finite useful lives are amortised from the date when it is available for use and its estimated useful lives is 3 years.

Both the period and method of amortisation are reviewed annually.

Intangible assets, including money lender licenses, are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

#### 2.9 Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

#### 2.8 無形資產(商譽除外)

本集團購買的無形資產乃按成本減累計攤銷(估計可用年期有限)及減值虧損列賬(見附註2.10(ii))。內部產生商譽及品牌支出乃於產生期間確認為支出。

具有限可用年期之無形資產攤銷，乃以直線法在該資產估計可用年期計入損益。具有限可用年期之未完成合約自其可供使用當日起攤銷，其估計可用年期為3年。

每年均會檢討攤銷之期間及方法。

可用年期被評估為無限的無形資產(包括放債人牌照)不作攤銷。就無形資產使用年期為無限的任何結論會於每年作出檢討，以釐定是否有事件及情況繼續支持此無形資產的使用年期為無限的評估。若不繼續支持有關評估，可用年期由無限轉變為有限將由變更日期起按上文所載具有限可用年期的無形資產攤銷政策前瞻性入賬。

#### 2.9 租賃資產

倘本集團斷定一項安排(包括一項交易或多項交易)賦予權利於協定時限內使用一項或多項特定資產以換取一筆或多筆款項，則該項安排屬於或包含一項租賃。該判斷乃根據對該項安排的內容進行評估而作出，而不論有關安排的法定形式是否屬租賃。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

### 2.9 Leased assets (continued)

#### (i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

#### (ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 2.7. Impairment losses are accounted for in accordance with the accounting policy as set out in note 2.10(ii). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

#### (iii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in the profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

### 2.9 租賃資產(續)

#### (i) 本集團租用的資產分類

本集團根據租賃所持有而其所有權的絕大部分風險及回報轉移至本集團的資產均分類為根據融資租賃持有。所有權的絕大部分風險及回報並無轉移至本集團的租賃均分類為經營租賃。

#### (ii) 根據融資租賃收購之資產

如本集團以融資租賃獲得資產的使用權，會將該資產相當於租賃資產公平值或最低租賃付款現值(如為較低的數額)的金額確認為物業、廠房及設備，而扣除融資費用後的相應負債則列為融資租賃承擔。如附註2.7所載，折舊是在相關的租賃期或資產的可用期限(如本集團可能取得資產的所有權)內按撇銷資產成本或估值的比率計提撥備。減值虧損按照附註2.10(ii)所載的會計政策入賬。租賃付款內含的融資費用於租賃期內的損益內扣除，使每個會計期間的融資費用佔承擔餘額的比率大致相同。或然租金在其產生的會計期間於損益內扣除。

#### (iii) 經營租賃費用

倘本集團擁有根據經營租賃持有之資產的使用權，根據租賃作出之付款會於租賃期涵蓋之會計期間以等額分期在損益中扣除，除非出現其他更能反映租賃資產所產生之利益模式之基準，則作別論。收到之租賃激勵款會作為租賃淨付款總額之組成部分在損益中確認。或然租金在其產生的會計期間於損益內扣除。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.10 Credit losses and impairment of assets

##### (i) Credit losses from financial assets

(A) Policy applicable from 1 July 2018

The Group recognises a loss allowance for expected credit losses (“ECLs”) on the financial assets measured at amortised cost (including trade and other receivables, loans and interest receivables, restricted bank deposits and cash and cash equivalents).

Financial assets measured at fair value, including financial assets at FVPL are not subject to the ECL assessment.

##### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive), discounted at the original effective interest rate, where the effect of discounting is material.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk. In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs which result from all possible default events over the expected lives of these financial assets. ECLs on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the end of the reporting period.

#### 2.10 信貸虧損及資產減值

##### (i) 金融資產之信貸虧損

(A) 自二零一八年七月一日起適用之政策

本集團就按攤銷成本計量之金融資產(包括貿易及其他應收款項、應收貸款及利息、受限制銀行存款以及現金及現金等價物)確認預期信貸虧損(「預期信貸虧損」)之虧損撥備。

按公平值計量之金融資產(包括按公平值計入損益之金融資產)毋須作預期信貸虧損評估。

##### 計量預期信貸虧損

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損以所有預期現金差額(即根據合約應付本集團的現金流量與本集團預計收取的現金流量的差額)的現值計量，倘貼現影響重大，則按原定實際利率貼現。

估計預期信貸虧損時所考慮的最長期間，為本集團面對信貸風險的最長合約期間。本集團計量預期信貸虧損時，會考慮無需付出過多成本或努力即可獲得的合理可靠資料，包括過往事件、現時狀況及未來經濟狀況預測的資料。

貿易應收款項之虧損撥備一直按等同於永久預期信貸虧損的金額計量，永久預期信貸虧損因該等金融資產預期年期內所有可能發生的違約事件而產生。於報告期末，該等金融資產的預期信貸虧損乃根據本集團過往信貸虧損經驗使用撥備矩陣進行估計，並就債務人特定因素及對當前及預計一般經濟狀況的評估作出調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.10 Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial assets (continued)

(A) Policy applicable from 1 July 2018 (continued)

##### Measurement of ECLs (continued)

For other financial assets measured at amortised cost, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial asset since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs. The 12-month ECLs are losses that are expected to result from possible default events within the 12 months after the end of the reporting period.

##### Significant increases in credit risk

In assessing whether the credit risk of a financial asset has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial asset assessed at the end of the reporting period with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held). The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

#### 2.10 信貸虧損及資產減值(續)

##### (i) 金融資產之信貸虧損(續)

(A) 自二零一八年七月一日起  
適用之政策(續)

##### 計量預期信貸虧損(續)

就其他按攤銷成本計量之金融資產而言，本集團會以相等於十二個月預期信貸虧損之金額確認虧損撥備，惟自初步確認起該金融資產之信貸風險顯著增加之情況下除外，在此情況下，虧損撥備會按相等於全期預期信貸虧損金額計量。十二個月預期信貸虧損為預期於報告期末後十二個月內可能違約事件所產生之虧損。

##### 信貸風險顯著增加

於評估金融資產之信貸風險自初步確認起是否已顯著增加時，本集團將於報告期末評估之金融資產出現違約之風險與於初步確認日期評估之金融資產出現違約之風險作出比較。於進行此重估時，本集團認為，當借款人不大有可能於本集團並無追索權(如變現抵押品(如持有))之情況下向本集團悉數支付其信貸債務，違約事件則出現。本集團考慮屬合理可靠之定量及定性資料(包括過往經驗及於無須付出過多成本及努力之情況下可得之前瞻性資料)。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.10 Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial assets (continued)

(A) Policy applicable from 1 July 2018 (continued)

##### Significant increases in credit risk (continued)

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

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

Depending on the nature of the financial assets, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial assets are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial asset's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial assets with a corresponding adjustment to their carrying amount through a loss allowance account.

#### 2.10 信貸虧損及資產減值(續)

##### (i) 金融資產之信貸虧損(續)

(A) 自二零一八年七月一日起適用之政策(續)

##### 信貸風險顯著增加(續)

於評估自初步確認起信貸風險是否已顯著增加時，特別計及以下資料：

- 未能按合約到期日期支付本金或利息；
- 實際或預期債務人經營業績顯著惡化；及
- 目前或預期之科技、市場、經濟或法律環境變動對債務人向本集團履行其責任之能力有重大不利影響。

倘預期實際上不可收回款項，本集團會撤銷(部分或悉數)金融資產之賬面總值。先前撤銷之資產其後獲收回，則在收回期間於損益中確認為減值撥回。

視乎金融資產之性質而定，有關信貸風險是否大幅增加之評估乃按個別或共同基準進行。於評估按綜合基準進行時，金融資產按共同信貸風險特徵(例如逾期情況及信貸風險評級)進行分類。

預期信貸虧損於各報告日期重新計量，以反映金融資產自初步確認起之信貸風險變動。預期信貸虧損金額之任何變動於損益中確認為減值收益或虧損。本集團確認所有金融資產之減值收益或虧損，並透過虧損撥備賬對其賬面值作出相應調整。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.10 Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial assets (continued)

(A) Policy applicable from 1 July 2018 (continued)

##### Basis of calculation of interest income

Interest income recognised in accordance with note 2.23 is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

#### 2.10 信貸虧損及資產減值(續)

##### (i) 金融資產之信貸虧損(續)

(A) 自二零一八年七月一日起適用之政策(續)

##### 計算利息收入之基準

根據附註2.23確認之利息收入乃按金融資產之賬面總值計算，惟信貸減值之金融資產除外，在此情況下，利息收入按金融資產之攤銷成本(即賬面總值減虧損撥備)計算。

於各報告日期，本集團評估金融資產是否出現信貸減值。當對金融資產之預計未來現金流量有不利影響之一項或多項事件出現時，金融資產則出現信貸減值。

金融資產信貸減值之證據包括以下可觀察事件：

- 債務人有嚴重財務困難；
- 違反合約，如未能繳付或拖欠利息或本金；
- 借款人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響；或
- 因發行人出現財政困難而導致抵押品失去活躍市場。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.10 Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial assets (continued)

###### (A) Policy applicable from 1 July 2018 (continued)

###### Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

###### (B) Policy applicable prior to 1 July 2018

Prior to 1 July 2018, an “incurred loss” model was used to measure impairment losses on financial assets measured at cost or amortised cost. Under the “incurred loss” model, an impairment loss was recognised only when there was objective evidence of impairment. Objective evidence of impairment included:

- significant financial difficulty of the debtor or borrower;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- the Group, for economic or legal reasons relating to the borrower’s financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;

#### 2.10 信貸虧損及資產減值(續)

##### (i) 金融資產之信貸虧損(續)

###### (A) 自二零一八年七月一日起適用之政策(續)

###### 撇銷政策

倘預期實際上不可收回款項，本集團會撇銷(部分或悉數)金融資產之賬面總值。該情況通常於本集團釐定債務人並無可產生充足現金流量之資產或收入來源以償還須予撇銷之款項時出現。

先前撇銷之資產其後獲收回，則在收回期間於損益中確認為減值撥回。

###### (B) 於二零一八年七月一日前適用之政策

於二零一八年七月一日前，「已產生虧損」模式用作計量按成本或攤銷成本計量之金融資產減值虧損。根據「已產生虧損」模式，減值虧損僅於客觀減值憑證存在時確認。客觀減值憑證包括：

- 債務人或借款人有嚴重財務困難；
- 違反合約，如未能繳付或拖欠利息或本金；
- 本集團出於經濟或法律等方面因素的考慮，對發生財務困難的借款人作出貸款人原不會授出之特惠條件；

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.10 Credit losses and impairment of assets (continued)

##### (i) Credit losses from financial assets (continued)

(B) Policy applicable prior to 1 July 2018 (continued)

- it becoming probable that the debtor or borrower will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor or borrower; and
- observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:
  - (1) adverse changes in the payment status of borrowers in the portfolio; and
  - (2) national or local economic conditions that correlate with defaults on the assets in the portfolio.

If any such evidence existed, any impairment loss was measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting was material. This assessment was made collectively where these financial assets shared similar risk characteristics, such as similar past due status, and had not been individually assessed as impaired. Future cash flows for financial assets which were assessed for impairment collectively were based on historical loss experience for assets with credit risk characteristics similar to the collective group.

#### 2.10 信貸虧損及資產減值(續)

##### (i) 金融資產之信貸虧損(續)

(B) 於二零一八年七月一日前適用之政策(續)

- 債務人或借款人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變而對債務人或借款人有不利影響；及
- 可觀察之數據顯示一組金融資產自首次確認後，其估計之未來現金流出現可計量之跌幅，儘管無法識別有關跌幅是與組合內之何項個別金融資產相關，包括：
  - (1) 組合內借款人之付款狀況出現逆轉；及
  - (2) 組合內資產拖欠情況與相關的國家或當地經濟狀況。

倘有任何該等憑證存在，任何減值虧損乃以估計未來現金流的資產賬面值及目前價值的差額計量，如貼現影響屬重大，則按金融資產的原實際利率(即初始確認該等資產時計算的實際利率)貼現。如該等金融資產具備類似之風險特徵，例如類似之逾期情況及並未單獨被評估為減值，則有關之評估會同時進行。金融資產之未來現金流量會根據與該組被評估資產具有類似信貸風險特徵的資產之過往虧損情況一同評估減值。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2 主要會計政策(續)

#### 2.10 Credit losses and impairment of assets (continued)

#### 2.10 信貸虧損及資產減值(續)

##### (i) Credit losses from financial assets (continued)

##### (i) 金融資產之信貸虧損(續)

(B) Policy applicable prior to 1 July 2018 (continued)

(B) 於二零一八年七月一日前適用之政策(續)

If in a subsequent period the amount of an impairment loss decreased and the decrease could be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss was reversed through profit or loss. A reversal of an impairment loss was only recognised to the extent that it did not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

倘於其後期間減值虧損金額有所減少，而金額減少客觀上與確認減值虧損後發生之事件有關，有關減值虧損會透過損益撥回。減值虧損之撥回僅確認不導致資產之賬面值超過其在以往年度並無確認任何減值虧損而應已釐定之金額的部分。

When the recovery of a trade debtor, borrower or other financial assets measured at amortised cost was considered doubtful but not remote, associated impairment losses were recorded using an allowance account. When the Group was satisfied that recovery was remote, the amount considered irrecoverable was written off against those assets directly. Subsequent recoveries of amounts previously charged to the allowance account were reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly were recognised in profit or loss.

倘應收賬款、借款人或按攤銷成本計量的其他金融資產的收回被視為存疑但並非可能性極低，則相關減值虧損使用撥備賬入賬。倘本集團認為收回的可能性極低時，被視為不可收回的金額便會直接撇銷該等資產。其後收回先前於撥備賬扣除的金額會在撥備賬撥回。撥備賬的其他變動及其後收回先前直接撇銷的金額均在損益內確認。

Impairment losses were written off against the corresponding assets directly, except for impairment losses recognised in respect of trade receivables, loans and interest receivables whose recovery was considered doubtful but not remote. In this case, the impairment losses for doubtful debts were recorded using an allowance account. When the Group was satisfied that recovery was remote, the amount considered irrecoverable was written off against these financial assets directly and any amounts held in the allowance account relating to that debt were reversed. Subsequent recoveries of amounts previously charged to the allowance account were reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly were recognised in profit or loss.

減值虧損直接與相應資產進行撇銷，惟就可收回性被視為可疑但並非極低之應收貿易款項以及應收貸款及利息所確認之減值虧損則除外。在此情況下，呆賬之減值虧損使用撥備賬記賬。當本集團信納可收回性極低時，被視為不可收回之金額直接與該等金融資產進行撇銷，而任何於撥備賬內持有與該債務有關之金額則會撥回。其後收回先前自撥備賬扣除之金額會在撥備賬撥回。撥備賬之其他變動及其後收回先前直接撇銷之金額於損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

### 2.10 Credit losses and impairment of assets (continued)

#### (ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill and intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

#### - Calculation of recoverable amount

The recoverable amount of an asset is the greater of its 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

### 2.10 信貸虧損及資產減值(續)

#### (ii) 其他非流動資產減值

於各報告期末審閱內部及外間資料來源，以識別是否有跡象顯示以下資產(商譽除外)可能出現減值，或之前確認的減值虧損不再存在或可能已減少：

- 物業、廠房及設備；
- 無形資產；
- 商譽；及
- 本公司財務狀況表內之於附屬公司之投資。

倘有任何該等跡象存在，資產的可收回金額會被評估。此外，就商譽及尚未可供使用的無形資產以及具有無限可使用年期的無形資產而言，不論是否有任何減值跡象存在，亦於每年估計其可收回金額。

#### - 計算可收回金額

資產可收回金額為公平值減出售成本以及使用價值兩者間之較高者。在評估使用價值時，會按反映當時市場對貨幣時間價值及資產特定風險評估之稅前貼現率，將估計未來現金流量貼現至其現值。倘資產並無產生基本上獨立於其他資產之現金流入，則以能獨立產生現金流入之最小資產組別(即現金產生單位)釐定可收回金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.10 Credit losses and impairment of assets (continued)

##### (ii) Impairment of other non-current assets (continued)

###### – Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

###### – Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

#### 2.10 信貸虧損及資產減值(續)

##### (ii) 其他非流動資產減值(續)

###### – 確認減值虧損

倘資產或其所屬現金產生單位的賬面值超過其可收回金額時，則於損益中確認減值虧損。就現金產生單位確認的減值虧損會予以分配，首先減少已分配至該現金產生單位(或該組單位)的任何商譽的賬面金額，然後按比例減少該單位(或該組單位)內其他資產的賬面金額，惟某資產的賬面值不會減至低於其個別公平值減去出售成本(如能計量)或使用價值(如能釐定)則除外。

###### – 減值虧損撥回

就資產(商譽除外)而言，倘用作釐定可收回金額的估算出現正面的變化，則會撥回減值虧損。商譽的減值虧損不會撥回。

所撥回的減值虧損僅限於在過往年度並未確認減值虧損時原應釐定的資產賬面值。所撥回的減值虧損在確認撥回的年度計入損益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.11 Inventories

Inventories, which represent consumable goods, are stated at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

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.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

#### 2.12 Loans receivable

Loans receivable are loans granted to customers in the ordinary course of business. If collection of loans receivable is expected in one year or less, they are classified as current assets, or if not, they are presented as non-current assets.

Loans receivable are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for credit losses (see note 2.10(i)).

#### 2.13 Interest receivables

Interest receivables are interests derived from loans granted to borrowers in the ordinary course of business. If collection of interest receivables is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Interest receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for credit losses (see note 2.10(i)).

#### 2.11 存貨

存貨指消耗品，乃按成本值與可變現淨值兩者中之較低者列賬。

成本值以加權平均成本法計算，並包括所有採購成本、兌換成本及將存貨運至現址和變成現狀的其他成本。

可變現淨值乃日常業務過程中的估計售價減去估計完成成本及銷售所需的估計成本。

存貨出售時，該等存貨的賬面值於確認有關收益的期間確認為開支。

存貨撇減至可變現淨值的減幅及所有存貨虧損一概在撇減或虧損產生期間確認為開支。任何存貨撇減或撥回的金額，在作出撥回期間確認為減少已確認為開支的存貨金額。

#### 2.12 應收貸款

應收貸款為於日常業務過程中授予客戶之貸款。倘應收貸款預計於一年或以內收回，則分類為流動資產。反之則呈列為非流動資產。

應收貸款乃以公平值進行初始確認，隨後以實際利率法計算的攤銷成本扣除信貸虧損撥備計量(見附註2.10(i))。

#### 2.13 應收利息

應收利息為於日常業務過程中授予借款人之貸款之利息。倘應收利息預計於一年或以內收回，則分類為流動資產。反之則呈列為非流動資產。

應收利息乃以公平值進行初始確認，隨後以實際利率法計算的攤銷成本扣除信貸虧損撥備計量(見附註2.10(i))。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.14 Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 2.10(i)).

#### 2.15 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, restricted deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL in accordance with the accounting policy set out in note 2.10(i).

#### 2.16 Trade and other payables

Trade and other payables are initially recognised at fair value and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### 2.17 Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2.25).

#### 2.14 貿易及其他應收款項

應收款項於本集團擁有收取代價之無條件權利時確認。倘代價僅隨時間推移即會成為到期應付，收取代價之權利則屬無條件。應收款項採用實際利率法按攤銷成本減信貸虧損撥備列賬(見附註2.10(i))。

#### 2.15 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構之受限制存款以及短期高度流動投資，該等項目可隨時兌換為已知數額之現金，且其價值變動風險不大及自取得起三個月內到期。現金及現金等價物乃根據附註2.10(i)所載之政策就預期信貸虧損進行評估。

#### 2.16 貿易及其他應付款項

貿易及其他應付款項初步按公平值確認，且其後按攤銷成本列賬，惟貼現影響輕微時則除外，於此情況下乃按成本值列賬。

#### 2.17 附息借款

附息借款初步按公平值減交易成本計量。於初步確認後，附息借款按攤銷成本列賬，而初步確認金額與贖回價值兩者之任何差額連同任何應付利息及費用，採用實際利率法在借貸期間於損益中確認。利息開支根據本集團會計政策就借款成本確認(見附註2.25)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.18 Convertible bonds

Convertible bonds that can be converted to ordinary shares at the option of the holder, where the number of shares to be issued is fixed, are accounted for as compound financial instruments which contain both a liability component and an equity component.

At initial recognition the liability component of the convertible bonds is measured at fair value based on the future interest and principal payments, discounted at the prevailing market rate of interest for similar non-convertible instruments. The equity component is the difference between the initial fair value of the convertible bonds as a whole and the initial fair value of the liability component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost. Interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in the convertible bonds reserve until either the convertible bonds are converted or redeemed.

If the convertible bonds are converted, the convertible bonds reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the convertible bonds are redeemed, the convertible bonds reserve is released directly to accumulated losses.

#### 2.18 可換股債券

可換股債券可按持有人選擇權轉換為普通股，倘已釐定將予發行的股份數目，則入賬為複合金融工具(包含負債部分及權益部分)。

於初始確認時，可換股債券之負債部分按公平值根據未來利息及本金還款計算，並按類似不可轉換工具之現行市場利率貼現。權益部分為整體可換股債券之初始公平值與負債部分之初始公平值之間之差額。有關發行複合金融工具的交易成本按所得款項的比例分配至負債及權益部分。

負債部分其後按攤銷成本列賬。就負債部分於溢利或虧損確認的利息開支乃以實際利息法計算。股本部分乃確認於可換股債券儲備，直至可換股債券獲轉換或贖回為止。

倘可換股債券獲轉換，則可換股債券儲備連同轉換時的負債部分賬面值會轉讓至股本及股份溢價，作為所發行股份的代價。倘可換股債券獲贖回，則可換股債券儲備會直接撥入累計虧損。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.19 Employee benefits

**(i) Short term employee benefits and contributions to defined contribution retirement plans**

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

The Group operates a mandatory provident fund scheme in Hong Kong and defined contribution government pension schemes in the People's Republic of China (the "PRC").

Contributions to mandatory provident fund as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance, are recognised as an expense in profit or loss as incurred.

The employees in the PRC are members of the retirement benefit scheme organised by the government in the PRC. The Group is required to contribute, based on a certain percentage of payroll, to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme. Contributions to this retirement benefit scheme are recognised as an expense in profit or loss as incurred except to the extent that they are included in the cost of inventories at the end of the reporting period.

#### 2.19 僱員福利

**(i) 短期僱員福利及定額供款退休計劃供款**

薪金、年終花紅、有薪年假、定額供款退休計劃之供款及非貨幣性福利之成本會在僱員提供相關服務之年度內計提。如延遲付款或清償會產生重大影響，有關數額則按現值列賬。

本集團於香港設有強制性公積金計劃，並於中華人民共和國（「中國」）設有定額供款政府退休金計劃。

根據香港強制性公積金計劃條例規定向強制性公積金作出之供款於產生時在損益中確認為開支。

於中國之僱員為中國政府所營辦退休福利計劃之成員。本集團須按薪資之若干百分比向退休福利計劃作出供款，為福利提供資金。本集團有關退休福利計劃之唯一責任是根據計劃作出所需供款。向此退休福利計劃作出之供款於產生時在損益中確認為開支，惟以於報告期末已計入存貨成本者為限。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.19 Employee benefits (continued)

##### (ii) Long service payments payable on cessation of employment

The Group's net obligation in respect of the long service payment payable on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group.

Past service cost is recognised immediately to the extent that the benefits have already been vested.

##### (iii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share option reserve within equity.

The Company operates a share option scheme under which the Group receives services or goods from its directors, employees and other eligible participants as consideration for share options of the Company. The fair value is measured at grant date using the Trinomial Option Pricing model, taking into account the terms and conditions upon which the options were granted.

The equity amount is recognised in the share option 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 accumulated losses).

#### 2.19 僱員福利(續)

##### (ii) 於終止僱傭時應付之長期服務金

本集團根據香港僱傭條例在若干情況下於終止僱傭時應付之長期服務金之責任淨額為僱員於本期間及過往期間就彼等服務作為回報已賺取之未來利益之金額。有關責任乃採用單位信貸法計算，貼現至其現值及減去本集團退休計劃下已產生權利，而有關權利由本集團作出之供款應佔。

過往服務成本即時確認，惟僅以已歸屬利益為準。

##### (iii) 股份付款

向僱員授出之購股權之公平值確認為僱員成本，而權益內之購股權儲備會有相應增幅。

本公司設有購股權計劃，據此，本集團向董事、僱員及其他合資格參與者獲取服務或貨品，作為本公司購股權之代價。公平值於授出日期以三項式期權定價模式計量，當中考慮授出購股權時之條款及條件。

權益金額會於股份付款儲備中確認，直至購股權獲行使(當轉入股份溢價賬時)或購股權屆滿(當直接解除至累計虧損)為止。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.20 Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

#### 2.20 所得稅

本年度所得稅包括即期所得稅和遞延所得稅資產與負債的變動。即期稅項及遞延稅項資產和負債的變動均在損益內確認，惟與於其他全面收益或直接於權益內確認之項目有關者除外，在此情況下，相關稅項金額分別於其他全面收益或直接於權益內確認。

即期稅項乃根據年內應課稅收入，乃採用於報告期末已頒佈或實質頒佈之稅率計算，並就過往年度應付之稅項作出調整。

遞延稅項資產和負債分別由可扣稅和應課稅暫時差額產生，暫時差額是指資產和負債在財務報告上的賬面值與這些資產和負債的稅基的差異。遞延稅項資產亦可以由未使用的稅項虧損及未動用稅項抵免產生。

除若干例外情況外，所有遞延稅項負債及所有遞延稅項資產均於日後產生應課稅溢利並將可動用資產予以抵銷時確認。可引證確認源自可扣稅暫時差額之遞延稅項資產之日後應課稅溢利，包括該等源自撥回現有應課稅暫時差額，惟差額與同一稅務機關及同一應課稅實體有關，並預期於撥回可扣稅暫時差額之同一期間或源自遞延稅項資產之稅項虧損可撥回或結轉之期間撥回。在決定現有的應課稅暫時差額是否足以支持確認由未使用稅項虧損及稅項抵免所產生的遞延稅項資產時，亦會採用同一準則，即差異是否與同一稅務機關及同一應課稅實體有關，並是否預期在能夠使用稅項虧損或稅項抵免的一段或多段期間內轉回。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.20 Income tax (continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

#### 2.20 所得稅(續)

不確認為遞延稅項資產和負債的暫時差額產生自以下有限的例外情況：不可扣稅的商譽，不影響會計或應課稅溢利的資產或負債的初次確認(如屬業務合併的一部分則除外)，以及於附屬公司投資的相關暫時差額(如屬應課稅差額，限於本集團可控制撥回時間且於可預見將來不大可能獲撥回的暫時差額；或如屬可扣減差額，則限於可能於未來撥回的差額)。

已確認遞延稅項的金額按照資產及負債賬面值的預期變現或償還方式，使用於報告期末已生效或實質上已生效的稅率計算。遞延稅項資產及負債均不予貼現。

遞延稅項資產的賬面值會在各報告期末予以審閱，若日後不再可能有足夠應課稅溢利用以抵扣相關稅項溢利，則扣減遞延稅項資產的賬面值。若日後可能有足夠應課稅溢利用以抵扣，則撥回所扣減的數額。

股息分派產生的額外所得稅於支付相關股息的負債獲確認時予以確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.20 Income tax (continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

#### 2.21 Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

#### 2.20 所得稅(續)

即期稅項結餘及遞延稅項結餘以及相關變動，乃分別呈列且不會互相抵銷。僅於本公司或本集團有可合法強制執行的權利以將即期稅項資產抵銷即期稅項負債，而且符合以下額外條件時，即期及遞延稅項資產和負債才可予對銷：

- 就即期稅項資產及負債而言，本公司或本集團擬按照淨額基準結算，或同時變現資產及清償負債；或
- 就遞延稅項資產及負債而言，該等遞延稅項資產及負債與同一稅務當局所徵收的所得稅有關，且有關所得稅乃向：
  - 同一應課稅實體徵收；或
  - 不同的應課稅實體徵收，而該等實體計劃在未來各個預期有大額遞延稅項負債需要結算或大額遞延稅項資產可以收回的期間內，按照淨額基準變現即期稅項資產及結算即期稅項負債，或同時變現該資產及結算該負債。

#### 2.21 已發出財務擔保

財務擔保乃要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債務工具的條款於到期時付款而蒙受的損失，而向持有人支付特定款項的合約。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.21 Financial guarantees issued (continued)

Financial guarantees issued are initially stated at fair value (being the transaction price, unless the fair value can otherwise be reliably estimated) as deferred income. Thereafter, the amount of the guarantee is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the amount carried in deferred income in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation). To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in note 2.10(i) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

Prior to 1 July 2018, a provision would be recognised if and when it became probable that (i) the holder of the guarantee would call upon the Group under the guarantee and (ii) the amount of the claim on the Group was expected to exceed the amount carried in deferred income in respect of the guarantee.

#### 2.21 已發出財務擔保(續)

已發出財務擔保初始按公平值(即交易價格,除非公平值可另行可靠地估計則另作別論)列賬為遞延收入。其後,擔保金額作為來自已發出財務擔保的收入於擔保年期內於損益攤銷。倘就作出擔保之代價已收取或可收取,代價則根據本集團適用於此類別資產之政策確認。倘並無收到或無可收代價,則於初步確認任何遞延收入時在損益確認為即時開支。

本集團監察特定債務人違約的風險,並當財務擔保的預期信貸虧損確定為高於擔保的遞延收入中列賬的金額(即初始確認金額減累計攤銷)時確認撥備。為釐定預期信貸虧損,本集團會考慮指定債務人自發出擔保以來的違約風險變動,並會計量12個月的預期信貸虧損,惟在指定債務人自發出擔保以來的違約風險大幅增加的情況下除外,在此情況下,則會計量全期預期信貸虧損。附註2.10(i)所述的相同違約定義及信貸風險大幅增加的相同評估標準適用於此。

由於本集團僅須於根據獲擔保工具的條款指定債務人違約時作出付款,故預期信貸虧損乃按預期就補償持有人產生的信貸虧損而作出的付款,減本集團預期從擔保持有人(指定債務人或任何其他人士)收取的任何款項估計。有關金額其後將使用現時的無風險利率貼現,並就現金流量的特定風險作出調整。

於二零一八年七月一日之前,倘(i)擔保持有人可能根據擔保要求本集團付款及(ii)預期本集團的索賠金額將超過擔保的遞延收入所載金額,則撥備將予以確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.22 Provisions and contingent liabilities

Provisions are recognised when the Group has a 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 expenditure 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 of economic benefits 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 of economic benefits is remote.

#### 2.23 Revenue and other income

Income is classified by the Group as revenue when it arises from provision of services and interest income from money lending in the ordinary course of the Group's business.

Revenue is recognised when control over a service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties.

##### (i) Provision of environmental and cleaning services

Service income received or receivable from customers when the environment and cleaning service contracts, which relates to routine environmental and cleaning services, are entered into, which is recognised over time in proportion to the stage of completion of the service contract as the work is performed.

##### (ii) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or fair value through other comprehensive income (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2.10(i)).

#### 2.22 撥備及或然負債

因過去某一事件以致本集團出現法律或推定責任，而清償該等責任可能導致經濟利益流出且能作出可靠估計，則確認撥備。倘金錢的時間值為重大，則按預期清償責任開支現值計提撥備。

倘不大可能需要流出經濟利益，或倘有關金額不能可靠估計時，則有關責任將披露為或然負債，除非經濟利益流出之可能性極微。有可能之責任(其存在僅可由一項或多項未來事件之出現與否確定)亦披露為或然負債，除非經濟利益流出之可能性極微。

#### 2.23 收益及其他收入

當收入於本集團正常業務過程中自提供服務及放債業務所得利息收入產生，本集團將收入分類為收益。

收益在服務之控制權轉移至客戶時按本集團預期可獲得之承諾代價金額(不包括代表第三方收取之金額)確認。

##### (i) 提供環境及清潔服務

於訂立有關日常環境及清潔服務的環衛及清潔服務合約時已收或應收的服務收入，按所進行工程之服務合約之完成階段比例隨時間推移而確認。

##### (ii) 利息收入

利息收入於產生時採用實際利率法確認。就攤銷成本或按公平值計入其他全面收益(可回撥)計量而並無信貸減值之金融資產而言，實際利息法應用於資產之賬面總值。就信貸減值之金融資產而言，則應用於攤銷成本(即扣除虧損撥備之賬面值總額)(請參閱附註2.10(i))。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

## 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

### 2.23 Revenue and other income (continued)

#### (iii) Dividend income

Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

### 2.24 Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition of foreign operations are translated into Hong Kong dollars at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

### 2.25 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantive period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

### 2.23 收益及其他收入(續)

#### (iii) 股息收入

上市投資之股息收入在投資股價轉為除息股價時確認。

### 2.24 外幣換算

年內之外幣交易均按交易日期之匯率換算，以外幣結算之貨幣資產與負債均按報告期末之匯率換算，而兌換盈虧於損益確認。

以外幣按歷史成本計量之非貨幣資產及負債乃按交易日期適用之外匯匯率換算。以公平值呈列及外幣以計值之非貨幣資產及負債及按照以公平值計量當日之外幣匯率進行換算。

外國業務之業績乃按與交易日期之適用外匯匯率相若之匯率換算為港元。財務狀況表項目(包括收購外國業務所產生的商譽以及就資產及負債賬面值作出任何的公平值調整)乃按報告期末適用之收市外匯匯率換算為港元。因而所得之兌換差額乃於其他全面收益確認及獨立於兌換儲備的權益累算。

出售外國業務後，有關外國業務的累計兌換差額將於出售損益獲確認時從權益重新分類至損益。

### 2.25 借貸成本

因收購、建造或生產資產(需於一段長時間方能達到其原定之用途或作出售用途之資產)而產生之借貸成本，資本化為該資產成本之一部分。所有其他借貸成本於發生期間列賬。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.26 Related parties 2.26 關聯方

- (i) A person, or a close member of that person's family, is related to the Group if that person:
- (1) has control or joint control of the Group;
  - (2) has significant influence over the Group; or
  - (3) is a member of the key management personnel of the Group or the Group's parent.
- (ii) An entity is related to the Group if any of the following conditions applies:
- (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (2) 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).
  - (3) Both entities are joint ventures of the same third party.
  - (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (6) The entity is controlled or jointly controlled by a person identified in (i).
  - (7) A person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (8) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.
- (i) 倘屬以下人士，即該人士或該人士之近親與本集團有關聯：
- (1) 能夠控制或共同控制本集團；
  - (2) 能夠對本集團施加重大影響；或
  - (3) 為本集團或本集團母公司的主要管理層成員。
- (ii) 倘符合下列任何條件，即實體與本集團有關聯：
- (1) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)。
  - (2) 一間實體為另一實體之聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
  - (3) 兩間實體均為同一第三方的合營企業。
  - (4) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
  - (5) 實體為本集團或與本集團有關聯之實體就僱員利益設立之離職福利計劃。
  - (6) 實體受(i)所識別人士控制或受共同控制。
  - (7) 於(i)(1)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
  - (8) 實體其為成員公司之集團之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

任何人士之近親是指與該實體交易時預期可影響該名人士或受該人士影響之家庭成員。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) 2 主要會計政策(續)

#### 2.27 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 purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and 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 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.

### 3 REVENUE AND SEGMENT REPORTING

#### (a) Revenue

Revenue represents the services supplied to customers from the provision of environmental and cleaning services and interest income earned from the money lending business, as follows:

#### 2.27 分部報告

經營分部及綜合財務報表內報告各分部項目之金額，乃取自向本集團主要高級行政管理層定期提供之用作向本集團各項業務及地點分配資源，並評估其表現之財務資料。

個別重大之經營分部不會為財務報告目的而合計，除非有關分部具有類似經濟特性，並且具有類似之產品及服務性質、客戶類型或類別、分銷產品或提供服務方法，以及監管環境性質。個別非重大之經營分部倘符合上述大多數準則可予合計。

### 3 收益及分部報告

#### (a) 收益

收益指透過提供環境及清潔服務向客戶提供的服務及放債業務賺取的利息收入如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Service income from environmental and cleaning	環境及清潔之服務收入	292,389	301,259
Interest income from money lending	放債業務之利息收入	23,697	18,592
		316,086	319,851

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 3 REVENUE AND SEGMENT REPORTING (CONTINUED) 3 收益及分部報告(續)

#### (b) Segment reporting

The Group determines its operating segments based on the reports reviewed by the chief operating decision maker, which are used to make strategic decisions including resources allocation and assessment of segment performance.

The segments are managed separately as each business offers different products and services and requires different business strategies. No operating segments identified by the chief operating decision-maker have been aggregated in arriving at the reportable segments of the Group. The following summary describes the operations in each of the Group's reportable segments:

Environmental and cleaning	Provision of environmental and cleaning services in Hong Kong and the PRC
Money lending	Provision of money lending business in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong)
Investments	Investments in financial assets

The chief operating decision maker assesses the performance of the operating segments based on a measure of reportable segment results. This measurement basis excludes central administrative and other costs including directors' emoluments, other operating expenses and finance costs.

Segment assets mainly exclude corporate assets, property, plant and equipment and cash and cash equivalents that are managed on a central basis. Goodwill and intangible assets are allocated to reportable segments.

Segment liabilities mainly exclude corporate liabilities, bond and convertible bonds.

#### (b) 分部報告

本集團根據主要經營決策者用作制定決策(包括資源分配及分部表現評估)之審閱報告釐定其營運分部。

由於各業務提供不同產品及服務，所需業務策略有所差別，故分部乃個別管理。在設定本集團的可報告分部時，主要營運決策者並無將所識別的營運分部彙合。本集團各可報告分部之業務概述如下：

環境及清潔	於香港及中國提供環境及清潔服務
放債	根據香港法例第163章放債人條例於香港從事放債業務
投資	投資金融資產

主要經營決策者基於可報告分部業績的計量評估經營分部的表現。該計量基準不包括中央行政及其他成本(包括董事酬金、其他經營開支及融資成本)。

分部資產主要不包括集中管理的公司資產、物業、廠房及設備以及現金及現金等價物。商譽及無形資產分配予可報告分部。

分部負債主要不包括公司負債、債券及可換股債券。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 3 REVENUE AND SEGMENT REPORTING 3 收益及分部報告(續)

#### (b) Segment reporting (continued)

##### (i) Segment results, assets and liabilities

#### (b) 分部報告(續)

##### (i) 分部業績、資產及負債

2019  
二零一九年

		Environmental and cleaning 環境及清潔 HK\$'000 千港元	Investments 投資 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable segment revenue from external customers recognised by over time	隨時間推移確認的 來自外部客戶的 可報告分部收益	292,389	–	23,697	–	316,086
Reportable segment profit/ (loss)	可報告分部溢利/ (虧損)	14,646	(14)	13,345	–	27,977
<b>Unallocated corporate expense</b>	未分配企業開支					
Other income	其他收入					4
Central administrative costs	中央行政成本					(2,406)
Finance costs	融資成本					(1,868)
<b>Profit before taxation</b>	除稅前溢利					<b>23,707</b>
<b>Other segment information</b>	其他分部資料					
Amortisation of intangible assets	無形資產攤銷	92	–	–	–	92
Depreciation of property, plant and equipment	物業、廠房及設備 折舊	1,617	–	–	10	1,627

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 3 REVENUE AND SEGMENT REPORTING 3 收益及分部報告(續) (CONTINUED)

#### (b) Segment reporting (continued)

##### (i) Segment results, assets and liabilities (continued)

#### (b) 分部報告(續)

##### (i) 分部業績、資產及負債(續)

		2018 二零一八年				
		Environmental and cleaning 環境及清潔 HK\$'000 千港元	Investments 投資 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Reportable segment revenue from external customers recognised by over time</b>	隨時間推移確認 的來自外部客 戶的可報告分 部收益	301,259	-	18,592	-	319,851
<b>Reportable segment profit/(loss)</b>	可報告分部溢利/ (虧損)	11,195	(18)	14,305	-	25,482
<b>Unallocated corporate expense</b>	未分配企業開支					
Other income, other gains and losses and impairments	其他收入、其他收 益及虧損以及減 值					(1,698)
Central administrative costs	中央行政成本					(19,825)
Finance costs	融資成本					(6,724)
<b>Loss before taxation</b>	除稅前虧損					(2,765)
<b>Other segment information</b>	其他分部資料					
Amortisation of intangible assets	無形資產攤銷	111	-	-	-	111
Depreciation of property, plant and equipment	物業、廠房及設備 折舊	2,478	-	-	1,012	3,490
Impairment loss on intangible assets	無形資產減值虧損	-	-	969	-	969
Net loss on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損淨額	2,104	-	-	2,883	4,987
Write-off of property, plant and equipment	物業、廠房及設備 撇銷	-	-	-	197	197

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 3 REVENUE AND SEGMENT REPORTING 3 收益及分部報告(續)

#### (b) Segment reporting (continued)

##### (i) Segment results, assets and liabilities (continued)

#### (b) 分部報告(續)

##### (i) 分部業績、資產及負債(續)

		2019 二零一九年				2018 二零一八年			
		Environmental and cleaning 環境及清潔 HK\$'000 千港元	Investments 投資 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Environmental and cleaning 環境及清潔 HK\$'000 千港元	Investments 投資 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>								
Segment assets	分部資產	111,672	-	125,337	237,009	114,816	2,010	120,685	237,511
Unallocated corporate assets	未分配企業資產				42,675				82,101
					279,684				319,612
<b>Liabilities</b>	<b>負債</b>								
Segment liabilities	分部負債	(48,801)	(9)	(3,356)	(52,166)	(45,249)	-	(3,334)	(48,583)
Unallocated corporate liabilities	未分配企業負債				(11,188)				(120,596)
					(63,354)				(169,179)
<b>Other segment information</b>	<b>其他分部資料</b>								
Additions to segment non-current assets	新增分部非流動資產	1,741	-	-	1,741	914	-	-	914

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 3 REVENUE AND SEGMENT REPORTING (CONTINUED) 3 收益及分部報告(續)

#### (b) Segment reporting (continued)

##### (ii) Geographical information and major customers

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, intangible assets and goodwill ("specified non-current assets"). The geographical location of the specified non-current assets is based on the physical location of the assets, in case of property, plant and equipment, and the location of the operation to which they are allocated, in case of intangible assets and goodwill.

		Revenue from external customers 來自外部客戶之收益		Specified non-current assets 指定非流動資產	
		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Hong Kong	香港	285,320	291,525	4,342	4,338
The PRC	中國	30,766	28,326	3,364	3,602
		316,086	319,851	7,706	7,940

Revenue from major customers, each of whom accounted for 10% or more of the total revenue, is set out below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Customer A	客戶A	N/A 不適用#	49,439
Customer B	客戶B	48,116	43,342

# The corresponding revenue did not contribute 10% or more of the total revenue.

來自主要客戶的收益(各自均佔總收益10%或以上)載列如下:

# 相關收益並無貢獻總收益10%或以上。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 4 OTHER INCOME, OTHER LOSSES AND IMPAIRMENTS 4 其他收入、其他虧損及減值

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Other income</b>	<b>其他收入</b>		
Bank interest income	銀行利息收入	116	62
Sundry income	雜項收入	71	1,949
		187	2,011
<b>Other losses and impairments</b>	<b>其他虧損及減值</b>		
Impairment loss on intangible assets	無形資產減值虧損	-	(969)
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之虧損淨額	-	(4,987)
		-	(5,956)
		187	(3,945)

### 5 PROFIT/(LOSS) BEFORE TAXATION

Profit/(loss) before taxation is arrived at after charging:

#### (a) Finance costs:

### 5 除稅前溢利／(虧損)

除稅前溢利／(虧損)已扣除下列各項：

#### (a) 融資成本：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Effective interest on convertible bonds (note 19)	可換股債券之實際利息(附註19)	1,050	5,915
Effective interest on bond (note 21)	債券之實際利息(附註21)	818	809
Finance charges on obligations under finance leases	融資租賃承擔項下之融資費用	19	29
		1,887	6,753

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 5 PROFIT/(LOSS) BEFORE TAXATION (CONTINUED) 5 除稅前溢利/(虧損)(續)

#### (b) Staff costs (including directors' emoluments (note 7)):

#### (b) 員工成本(包括董事薪酬(附註7)):

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries, wages and other benefits	薪金、工資及其他福利	156,310	171,869
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	5,549	6,025
Provision for long service payments	長期服務金撥備	235	295
		<b>162,094</b>	<b>178,189</b>

#### (c) Other items:

#### (c) 其他項目:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Auditor's remuneration	核數師薪酬	690	650
Amortisation of intangible assets	無形資產攤銷	92	111
Cost of inventories sold	已售存貨成本	5,065	4,687
Depreciation of property, plant and equipment	物業、廠房及設備折舊		
– assets under finance leases	– 融資租賃項下資產	272	422
– other assets owned by the Group	– 本集團擁有的其他資產	1,355	3,068
Loss on disposal of subsidiaries	出售附屬公司之虧損	–	1,203
Net foreign exchange loss	外匯虧損淨額	32	62
Operating lease charges: minimum lease payments	經營租賃費用：最低租賃付款	4,142	6,248
Write off of property, plant and equipment	物業、廠房及設備撇銷	–	197

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 6 INCOME TAX

### 6 所得稅

(a) Taxation in the consolidated statement of profit or loss represents:

(a) 綜合損益表中的稅項指：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Current tax – Hong Kong Profits Tax</b>	<b>即期稅項 – 香港利得稅</b>		
Provision for the year	年內撥備	4,061	5,316
Over-provision in respect of prior years	有關過往年度的超額撥備	(437)	–
		<b>3,624</b>	<b>5,316</b>
<b>Current tax – PRC Enterprise Income Tax</b>	<b>即期稅項 – 中國企業所得稅</b>		
Provision for the year	年內撥備	74	347
<b>Deferred tax expense/(credit) (note 22(b))</b>	<b>遞延稅項開支/(抵免) (附註22(b))</b>		
Origination and reversal of temporary differences	暫時差額的起源及撥回	556	(251)
Income tax expense	所得稅開支	<b>4,254</b>	<b>5,412</b>

#### Hong Kong Profits Tax

In March 2018, the Hong Kong Government introduced a two-tiered profits tax rate regime by enacting the Inland Revenue (Amendment) (No. 3) Ordinance 2018 (the “Ordinance”). Under the two-tiered profits tax rate regime, the first HK\$2,000,000 of assessable profits of qualifying corporations (Pollution & Protection Services Limited, a subsidiary of the Company is the qualifying corporation) is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The Ordinance is effective from the year of assessment 2018 – 2019.

#### Income tax from other tax jurisdictions

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the “BVI”), the Group is not subject to any income tax in respective tax jurisdictions.

#### 香港利得稅

於二零一八年三月，香港政府通過頒佈二零一八年稅務(修訂)(第3號)條例(「條例」)引入利得稅兩級制。根據利得稅兩級制，合資格公司(本公司的附屬公司寶聯環衛服務有限公司為合資格公司)的首2,000,000港元應課稅溢利將按8.25%評稅，而餘下的應課稅溢利將按16.5%的稅率徵稅。條例自二零一八年至二零一九年評稅年度生效。

#### 其他稅務司法權區的所得稅

根據開曼群島及英屬維爾京群島(「英屬維爾京群島」)規則及規例，本集團毋須於各稅務司法權區繳納任何所得稅。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 6 INCOME TAX (CONTINUED)

#### (a) Taxation in the consolidated statement of profit or loss represents: (continued)

##### PRC Enterprise Income Tax

The provision for PRC Enterprise Income Tax is calculated at 25% (2018: 25%) of the estimated assessable profit of each individual PRC subsidiary for the year ended 30 June 2019.

Under the PRC tax law, profits of the Group's subsidiaries in the PRC (the "PRC subsidiaries") derived since 1 January 2008 is subject to withholding income tax at rates of 5% or 10% upon the distribution of such profits to foreign investors or companies incorporated in Hong Kong or for other foreign investors, respectively.

At 30 June 2019 and 2018, no deferred tax liabilities have been recognised in respect of tax that would be payable on the unremitted profits of the PRC subsidiaries derived since 1 January 2008 as the directors of the Company is in a position to control the dividend policies of the PRC subsidiaries and no distribution of such profits is expected to be declared from the PRC subsidiaries in the foreseeable future.

#### (b) Reconciliation between tax expense and accounting profit/(loss) at applicable tax rates:

### 6 所得稅(續)

#### (a) 綜合損益表中的稅項指：(續)

##### 中國企業所得稅

中國企業所得稅撥備乃就各個別中國附屬公司於截至二零一九年六月三十日止年度的估計應課稅溢利按25% (二零一八年：25%)計稅。

根據中國稅法，本集團中國附屬公司(「中國附屬公司」)自二零零八年一月一日產生的溢利須於分派有關溢利予外國投資者或於香港註冊成立的公司或其他海外投資者時分別按稅率5%或10%預扣所得稅。

於二零一九年及二零一八年六月三十日，並無就自二零零八年一月一日產生的中國附屬公司未匯出溢利應付稅項確認遞延稅項負債，原因為本公司董事可控制中國附屬公司的股息政策及預期中國附屬公司不會於可見未來宣派分配有關溢利。

#### (b) 按適用稅率計算的稅項開支與會計溢利/(虧損)的對賬：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit/(loss) before taxation	除稅前溢利/(虧損)	23,707	(2,765)
Notional tax expense/(credit) on profit/(loss) before taxation at Hong Kong statutory tax rate	除稅前溢利/(虧損)的名義稅項開支/(抵免)，按香港法定稅率計算	3,912	(456)
Tax effect of non-taxable income	不可扣稅收入的稅務影響	(463)	(1,314)
Tax effect of non-deductible expenses	不可扣減開支的稅務影響	1,561	7,073
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損的稅務影響	13	532
Tax effect of utilisation of tax losses previously not recognised	動用先前未予以確認稅務虧損的稅務影響	(230)	-
Effect of different tax rates of subsidiaries	附屬公司不同稅率的影響	63	(423)
Over-provision in respect of prior years	有關過往年度的超額撥備	(437)	-
Tax concession	稅務優惠	(165)	-
Income tax expense	所得稅開支	4,254	5,412

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## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 7 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance, Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation and the GEM Listing Rules are as follows:

### 7 董事酬金

根據香港公司條例第383(1)條、公司(披露董事利益資料)規例第2部及GEM上市規則，董事酬金披露如下：

	Notes 附註	Fees 袍金		Salaries, allowance and benefits in kind 薪金、津貼及實物福利		Discretionary bonuses 酌情花紅		Contributions to defined contribution retirement plan 定額供款退休計劃的供款		Total 總計	
		2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Present directors</b>											
<b>Executive directors</b>											
Mr. Yu Shaoheng		600	599	571	457	50	50	18	22	1,239	1,128
Mr. Lai Tin Ming	1	110	–	710	–	71	–	17	–	908	–
<b>Independent non-executive directors</b>											
Mr. Kwong Tsz Ching, Jack		120	120	–	–	–	–	–	–	120	120
Mr. Meng Enhai	2	110	–	–	–	–	–	–	–	110	–
Mr. Wong Hiu Fong		120	34	–	–	–	–	–	–	120	34
<b>Former directors</b>											
<b>Executive directors</b>											
Ms. Mui Fong	3	–	250	–	–	–	–	–	8	–	258
Mr. Yang Yifan	4	–	231	–	–	–	33	–	12	–	276
Mr. Yeung Yat Chuen	5	96	485	–	–	384	–	2	8	482	493
Mr. Ye Jingyuan	6	–	1,069	–	284	–	–	–	5	–	1,358
<b>Independent non-executive directors</b>											
Mr. Chui Chi Yun, Robert	7	10	120	–	–	–	–	–	–	10	120
Mr. Yu Xiufeng	8	–	60	–	–	–	–	–	–	–	60
		1,166	2,968	1,281	741	505	83	37	55	2,989	3,847

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 7 DIRECTORS' EMOLUMENTS (CONTINUED)

During the years ended 30 June 2019 and 2018, no director waived or agreed to waive any emoluments. No emoluments were paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

Notes:

1. Mr. Lai Tin Ming was appointed on 31 July 2018.
2. Mr. Meng Enhai was appointed on 31 July 2018.
3. Ms. Mui Fong resigned on 28 November 2017.
4. Mr. Yang Yifan resigned on 28 June 2018.
5. Mr. Yeung Yat Chuen resigned on 31 July 2018.
6. Mr. Ye Jingyuan resigned on 28 November 2017.
7. Mr. Chui Chi Yun, Robert resigned on 31 July 2018.
8. Mr. Yu Xiufeng retired on 29 December 2017.

### 7 董事酬金(續)

於截至二零一九年及二零一八年六月三十日止年度，並無董事放棄或同意放棄任何酬金。本集團概無向本公司董事支付任何酬金，作為加入或於加入本集團後的獎勵或作為離職補償。

附註：

1. 黎天明先生於二零一八年七月三十一日獲委任。
2. 孟恩海先生於二零一八年七月三十一日獲委任。
3. 梅芳女士於二零一七年十一月二十八日辭任。
4. 楊一帆先生於二零一八年六月二十八日辭任。
5. 楊日泉先生於二零一八年七月三十一日辭任。
6. 葉景源先生於二零一七年十一月二十八日辭任。
7. 崔志仁先生於二零一八年七月三十一日辭任。
8. 于秀峰先生於二零一七年十二月二十九日退任。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, three (2018: two) are directors whom emoluments are disclosed in note 7. The aggregate of the emoluments in respect of the other two (2018: three) individuals are as follows:

### 8 最高薪人士

五名最高薪人士中，三名(二零一八年：兩名)為董事，其薪酬於附註7披露。有關其他兩名(二零一八年：三名)人士的薪酬總額如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Salaries, wages and other benefits	薪金、工資及其他福利	970	1,792
Discretionary bonuses	酌情花紅	74	201
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	33	48
		<b>1,077</b>	2,041

The emoluments of the other two (2018: three) individuals with the highest emoluments are within the following band:

有關其他兩名(二零一八年：三名)最高薪人士的薪酬屬於如下範圍：

		2019 二零一九年 Number of individuals 人數	2018 二零一八年 Number of individuals 人數
HK\$Nil – HK\$1,000,000	零港元至1,000,000港元	2	3

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 9 EARNINGS/(LOSS) PER SHARE

#### (a) Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the profit/(loss) attributable to owners of the Company and the weighted average number of ordinary shares in issue, calculated as follows:

##### (i) Profit/(loss) attributable to owners of the Company

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit/(loss) attributable to owners of the Company	本公司擁有人應佔溢利／(虧損)	18,477	(8,289)

##### (ii) Weighted average number of ordinary shares

		2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Issued ordinary shares at beginning of the year	年初已發行普通股	270,000	2,700,000
Effect of share consolidation on 27 July 2017 (note 25(a)(ii))	二零一七年七月二十七日股份合併的影響(附註25(a)(ii))	-	(2,430,000)
Effect of rights issue on 9 July 2018 (note 25(a)(iii))	二零一八年七月九日供股的影響(附註25(a)(iii))	266,621	23,299
Weighted average number of ordinary shares	普通股加權平均數	536,621	293,299

#### (b) Diluted earnings/(loss) per share

The diluted earnings/(loss) per share for the years ended 30 June 2019 and 2018 is the same as the basic earnings/(loss) per share as the assumed exercise of the share options and conversion of convertible bonds outstanding during the years ended 30 June 2019 and 2018 have anti-dilutive effect.

### 9 每股盈利／(虧損)

#### (a) 每股基本盈利／(虧損)

每股基本盈利／(虧損)乃根據本公司擁有人應佔溢利／(虧損)及已發行普通股加權平均數計算如下：

##### (i) 本公司擁有人應佔溢利／(虧損)

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profit/(loss) attributable to owners of the Company	18,477	(8,289)

##### (ii) 普通股加權平均數

	2019 二零一九年 '000 千股	2018 二零一八年 '000 千股
Issued ordinary shares at beginning of the year	270,000	2,700,000
Effect of share consolidation on 27 July 2017 (note 25(a)(ii))	-	(2,430,000)
Effect of rights issue on 9 July 2018 (note 25(a)(iii))	266,621	23,299
Weighted average number of ordinary shares	536,621	293,299

#### (b) 每股攤薄盈利／(虧損)

由於假設於截至二零一九年及二零一八年六月三十日止年度行使尚未行使的購股權及轉換可換股債券具有反攤薄的影響，截至二零一九年及二零一八年六月三十日止年度的每股攤薄盈利／(虧損)與每股基本盈利／(虧損)相同。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 10 PROPERTY, PLANT AND EQUIPMENT

### 10 物業、廠房及設備

		Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Equipment and machinery 設備及機器 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Leasehold improvement 租賃裝修 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>						
At 1 July 2017	於二零一七年七月一日	2,807	14,533	17,595	142	4,371	39,448
Additions	添置	388	908	-	539	2,644	4,479
Written off	撇銷	(26)	(16)	-	(199)	-	(241)
Disposals	出售	(314)	-	(1,333)	(357)	(5,553)	(7,557)
Disposal of subsidiaries	出售附屬公司	(1,234)	(3,745)	-	(91)	-	(5,070)
Exchange realignment	匯兌調整	6	7	1	21	-	35
At 30 June 2018 and 1 July 2018	於二零一八年六月三十日及 二零一八年七月一日	1,627	11,687	16,263	55	1,462	31,094
Additions	添置	77	973	669	22	-	1,741
Written off	撇銷	-	(11)	-	-	-	(11)
Disposals	出售	-	-	(3,001)	-	-	(3,001)
Exchange realignment	匯兌調整	(2)	(25)	-	(3)	-	(30)
<b>At 30 June 2019</b>	<b>於二零一九年六月三十日</b>	<b>1,702</b>	<b>12,624</b>	<b>13,931</b>	<b>74</b>	<b>1,462</b>	<b>29,793</b>
<b>Accumulated depreciation</b>	<b>累計折舊</b>						
At 1 July 2017	於二零一七年七月一日	1,773	11,111	16,247	17	795	29,943
Charge for the year	年度支出	316	970	582	103	1,519	3,490
Written off	撇銷	(5)	(16)	-	(23)	-	(44)
Eliminated on disposals	出售時對銷	(30)	-	(1,333)	(35)	(852)	(2,250)
Eliminated on disposal of subsidiaries	出售附屬公司時 對銷	(1,231)	(3,705)	-	(32)	-	(4,968)
Exchange realignment	匯兌調整	5	(1)	2	1	-	7
At 30 June 2018 and 1 July 2018	於二零一八年六月三十日及 二零一八年七月一日	828	8,359	15,498	31	1,462	26,178
Charge for the year	年度支出	214	985	407	21	-	1,627
Written off	撇銷	-	(11)	-	-	-	(11)
Eliminated on disposals	出售時對銷	-	-	(2,767)	-	-	(2,767)
Exchange realignment	匯兌調整	(1)	(5)	-	(2)	-	(8)
<b>At 30 June 2019</b>	<b>於二零一九年六月三十日</b>	<b>1,041</b>	<b>9,328</b>	<b>13,138</b>	<b>50</b>	<b>1,462</b>	<b>25,019</b>
<b>Carrying amount</b>	<b>賬面值</b>						
<b>At 30 June 2019</b>	<b>於二零一九年六月三十日</b>	<b>661</b>	<b>3,296</b>	<b>793</b>	<b>24</b>	<b>-</b>	<b>4,774</b>
At 30 June 2018	於二零一八年六月三十日	799	3,328	765	24	-	4,916

At 30 June 2019, the carrying amount of the Group's motor vehicles held under finance leases was approximately HK\$20,000 (2018: HK\$765,000).

於二零一九年六月三十日，本集團根據融資租賃所持汽車的賬面值約為20,000港元（二零一八年：765,000港元）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 11 INTANGIBLE ASSETS

### 11 無形資產

		<b>Contract backlog</b> 未完成合約 HK\$'000 千港元 (note (a)) (附註(a))	<b>Money lender license</b> 放債人牌照 HK\$'000 千港元 (note (b)) (附註(b))	<b>Total</b> 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>			
At 1 July 2017, 30 June 2018, 1 July 2018 and 30 June 2019	於二零一七年七月一日、 二零一八年六月三十日、 二零一八年七月一日及 二零一九年六月三十日	333	969	1,302
<b>Accumulated amortisation and impairment</b>	<b>累計攤銷及減值</b>			
At 1 July 2017	於二零一七年七月一日	130	-	130
Charge for the year	年度支出	111	-	111
Impairment loss (note (c))	減值虧損(附註(c))	-	969	969
At 30 June 2018 and 1 July 2018	於二零一八年六月三十日及 二零一八年七月一日	241	969	1,210
Charge for the year	年度支出	92	-	92
<b>At 30 June 2019</b>	<b>於二零一九年六月三十日</b>	<b>333</b>	<b>969</b>	<b>1,302</b>
<b>Carrying amount</b>	<b>賬面值</b>			
<b>At 30 June 2019</b>	<b>於二零一九年六月三十日</b>	<b>-</b>	<b>-</b>	<b>-</b>
At 30 June 2018	於二零一八年六月三十日	92	-	92

The amortisation charge for the year is included in "Administrative expenses" in the consolidated statement of profit or loss.

年內攤銷費用已計入綜合損益表「行政開支」內。

Notes:

附註：

- (a) Contract backlog has been allocated to the CGU, Environmental and cleaning – PRC, for impairment testing purposes. Details of impairment test was disclosed in note 12.
- (a) 未完成合約已分配至現金產生單位、環境及清潔 – 中國以作減值測試。減值測試詳情於附註12呈列。
- (b) The money lender license under a brand name "Profit Management" entitles the Group to undertake the money lender's business using the money lender license for 1 year from the date of acquisition and to renew annually with insignificant cost. The money lender license is therefore considered having indefinite economic useful life.
- (b) 「保利」品牌下之放債人牌照賦予本集團權利於收購日期起一年內使用放債人牌照從事成本不重大的放債業務並可每年重續。因此，放債人牌照被視為擁有無限可使用經濟年期。
- (c) On 30 June 2018, the management realised that the performance of money lending business under the brand name "Profit Management" was worsen than expected due to tough market competition. After the assessment on the respective date, the management determined to recognise a full impairment in respect of the decline of operating performance. As a result, the impairment loss of HK\$969,000 was recognised in "Other income, other losses and impairments".
- (c) 於二零一八年六月三十日，管理層意識到，由於市場競爭激烈，「保利」品牌下之放債業務表現遜於預期。於相應日期作出評估後，管理層釐定就營運表現下滑確認全面減值。因此，已於「其他收入、其他虧損及減值」內確認減值虧損969,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 12 GOODWILL

### 12 商譽

**Environmental  
and cleaning**  
環境及清潔  
HK\$'000  
千港元

<b>Cost and carrying amount</b>	<b>成本及賬面值</b>	
At 30 June 2019 and 2018	於二零一九年及二零一八年六月三十日	2,932

#### Impairment test for CGUs containing goodwill

Goodwill is allocated to the Group's CGUs identified according to country of operation and operating segment as follows:

#### 包含商譽的現金產生單位減值測試

商譽乃根據下列經營國家及經營分部分配至本集團已識別現金產生單位：

	<b>2019</b>	<b>2018</b>
	<b>二零一九年</b>	<b>二零一八年</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>千港元</b>	<b>千港元</b>
Environmental and cleaning – PRC	<b>2,932</b>	2,932
環境及清潔 – 中國		

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

本集團每年進行商譽減值測試，或倘商譽出現減值跡象，則會更頻繁進行測試。

The recoverable amount of the CGU is determined based on the value-in-use calculation under the income approach, which includes the discounted cash flows sourced from the financial budgets approved by the management covering a five-year period, and the post-tax discount rate of approximately 15.1% (2018: 19.9%) that reflects current market assessment of the time value of money and the risks specific to the CGU.

現金產生單位可收回金額乃根據收入法中的使用價值計算方式釐定，其中包括根據管理層批准之涵蓋五年期間之財政預算所得的貼現後現金流，而稅後貼現率約15.1% (二零一八年：19.9%) 反映現時市場對金錢時間值及對現金產生單位特有風險之評估。

Cash flow projections during the budget period are based on the expected revenue from existing and potential customers throughout the budget period. The cash flows beyond that five-year period have been extrapolated using a steady 3.0% (2018: 3.0%) per annum growth rate. The growth rate does not exceed the long term average growth rate for the market.

於預算期間之現金流預測乃基於整個預算期間之預期現有及潛在客戶收益而作出。超過五年期間之現金流已採用固定3.0% (二零一八年：3.0%) 的年增長率推算。該增長率並未超出市場之長期平均增長率。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 12 GOODWILL (CONTINUED)

#### Impairment test for CGUs containing goodwill (continued)

The recoverable amount of the CGU for the year ended 30 June 2019 has been referenced to the valuation report prepared by GC Appraisals Services Company Limited (2018: GC Appraisals Services Company Limited), an independent professional valuer.

The key assumptions used in the value-in-use calculations for the CGU are as follows:

**Budgeted market share** The values assigned to the assumption reflect past experience, except for the growth factor, which is consistent with the directors' estimation of the revenue from existing and potential customers. The directors believe that planned revenue growth per year for the next five years is reasonably achievable.

**Number of service contracts** In order to maintain successive business operations of the CGU, the directors believe that there is no particular difficulty in renewal of the service contracts of the existing customers in the CGU.

The directors of the Company believe that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the CGU to exceed its recoverable amount.

### 12 商譽(續)

#### 包含商譽的現金產生單位減值測試(續)

截至二零一九年六月三十日止年度現金產生單位的可收回金額乃參考獨立專業估值師海信評估服務有限公司(二零一八年：海信評估服務有限公司)編製的估值報告釐定。

計算現金產生單位之使用價值時所用之主要假設如下：

**預算市場份額** 假設所指定之價值反映過往經驗，除增長因素外，其與董事對來自現有及潛在客戶收益之估計一致。董事相信未來五年每年的計劃收益增長為合理的可實現水平。

**服務合約的數目** 為維持現金產生單位的持續業務營運，董事相信，重續現金產生單位現有客戶的服務合約並無特別困難。

本公司董事認為，計算可收回金額所依據的主要假設之任何合理可能變動不會造成現金產生單位之賬面值超過其可收回金額。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 13 TRADE RECEIVABLES

### 13 貿易應收款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade receivables, net of loss allowance of HK\$Nil (2018: HK\$Nil)	貿易應收款項，扣除虧損撥備零港元 (二零一八年：零港元)	57,364	61,730

#### (a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date (or date of revenue recognition, if earlier) and net of loss allowance for credit losses, is as follows:

#### (a) 賬齡分析

於報告期末，按發票日期(或收益確認日期，以較早者為準)呈列的貿易應收款項(扣除信貸虧損的虧損撥備)賬齡分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 – 30 days	0至30日	43,965	41,851
31 – 60 days	31至60日	9,097	12,952
61 – 90 days	61至90日	2,833	4,058
Over 90 days	超過90日	1,469	2,869
		57,364	61,730

Further details on the Group's credit policy are set out in note 26(a).

有關本集團信貸政策之進一步詳情載於附註26(a)。

#### (b) Trade receivables that are not impaired

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired is as follows:

#### (b) 未減值貿易應收款項

並無單獨或共同被視為減值之貿易應收款項之賬齡分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 – 30 days past due	逾期0至30日	43,965	41,851
31 – 60 days past due	逾期31至60日	9,097	12,952
61 – 90 days past due	逾期61至90日	2,833	4,058
Over 90 days past due	逾期超過90日	1,469	2,869
		57,364	61,730



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 14 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES 14 按金、預付款項及其他應收款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Deposits (note (a))	按金(附註(a))	3,064	2,795
Prepayments	預付款項	808	2,812
Other receivables	其他應收款項	527	294
		4,399	5,901

All of the Group's deposits, prepayments and other receivables, apart from certain deposits of HK\$1,237,000 (2018: HK\$2,193,000), are expected to be recovered or recognised as expenses within one year.

#### (a) Deposits

The Group has tendered for certain environmental services contracts and deposited sums of approximately HK\$1,725,000 (2018: HK\$1,618,000) as tender deposits at 30 June 2019. The tender deposits are interest-free and repayable at the end of the tender.

除若干按金1,237,000港元(二零一八年：2,193,000港元)外，本集團全部按金、預付款項及其他應收款項預期均將於一年內收回或確認為開支。

#### (a) 按金

於二零一九年六月三十日，本集團已競標若干環保服務合約，並支付按金總額約1,725,000港元(二零一八年：1,618,000港元)作為投標按金。投標按金為不計息，且於競標結束時償還。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 15 LOANS AND INTEREST RECEIVABLES

The Group's loans and interest receivables arise from the money lending business of providing loans in Hong Kong by two wholly-owned subsidiaries of the Company. The Group seeks to maintain strict control over its outstanding loans and interest receivables to minimise credit risk. Overdue balances are reviewed regularly by management.

### 15 應收貸款及利息

本集團的應收貸款及利息乃由本公司之兩間全資附屬公司於香港提供貸款的放債業務所產生。本集團力求對其未償還應收貸款及利息維持嚴格控制，以盡量減少信貸風險。逾期餘額由管理層定期審查。

		2019 二零一九年			2018 二零一八年		
		Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Secured loans by:	以下列各項作抵押之 抵押貸款：						
- mortgage	- 按揭	6,902	64	6,966	1,902	-	1,902
- personal guarantees	- 個人擔保	88,778	1,755	90,533	95,000	1,196	96,196
Unsecured loans	無抵押貸款	26,800	258	27,058	15,000	47	15,047
		122,480	2,077	124,557	111,902	1,243	113,145

Loans receivable are interest-bearing at rates ranging from 10.0% to 24.0% (2018: 10.2% to 22.0%) per annum and repayable on maturity date under the terms in contractual agreements or on demand in writing by the Group.

應收貸款按年利率介乎10.0%至24.0%(二零一八年：10.2%至22.0%)計息，並由本集團於合約協議條款項下的到期日或按書面要求償還。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 15 LOANS AND INTEREST RECEIVABLES (CONTINUED) 15 應收貸款及利息(續)

#### (a) Ageing analysis

Ageing analysis is prepared based on contractual due date:

#### (a) 賬齡分析

賬齡分析根據合約到期日編製：

		2019 二零一九年			2018 二零一八年		
		Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Current (not past due)	即期(未逾期)	102,480	1,213	103,693	111,902	883	112,785
Less than 1 month past due	逾期少於一個月	20,000	504	20,504	-	360	360
1 to 3 months past due	逾期一至三個月	-	360	360	-	-	-
		122,480	2,077	124,557	111,902	1,243	113,145

The credit quality of loans and interest receivables that are neither past due nor impaired has been assessed by reference to historical information about counterparty default rates. The existing counterparties do not have defaults in the past.

Further details on the Group's credit policy are set out in note 26(a).

無逾期或減值的應收貸款及利息的信貨質素參考有關交易方違約比率之過往資料作評估。現有交易方過往並無欠款。

有關本集團信貸政策之進一步詳情載於附註26(a)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

#### 16 CASH AND CASH EQUIVALENTS, RESTRICTED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION

#### 16 現金及現金等價物、受限制銀行存款及其他現金流量資料

(a) Cash and cash equivalents and restricted bank deposits comprise cash at the bank and on hand:

(a) 現金及現金等價物及受限制銀行存款包括銀行及手頭現金：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Deposits with banks	銀行存款	14,869	13,721
Cash at bank and on hand	銀行及手頭現金	53,809	116,749
		<b>68,678</b>	130,470
Restricted bank deposits (note)	受限制銀行存款(附註)	<b>(14,869)</b>	(12,979)
		<b>53,809</b>	117,491
Cash and cash equivalents in the consolidated statement of financial position	綜合財務狀況表之現金及現金等價物	<b>53,809</b>	117,491

Note: The restricted bank deposits represent cash held at banks as security for due performance under several environmental service contracts. The restricted bank deposits of approximately HK\$8,634,000 (2018: HK\$1,378,000) that relate to environmental service contracts with expiry date over one year after the end of the reporting period are presented as non-current assets.

附註：受限制銀行存款指於銀行持有的現金，作為妥為履行若干環境服務合約的擔保。涉及於報告期末後一年後到期的環境服務合約之受限制銀行存款約8,634,000港元(二零一八年：1,378,000港元)乃呈列為非流動資產。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 16 CASH AND CASH EQUIVALENTS, RESTRICTED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION (CONTINUED)

### 16 現金及現金等價物、受限制銀行存款及其他現金流量資料(續)

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

(b) 下表詳述本集團融資活動所產生的負債變動，包括現金及非現金變動。融資活動所產生的負債為其現金流量或未來現金流量將於本集團綜合現金流量表內分類為融資活動所產生現金流量的負債。

		Liability component of convertible bonds 可換股債券的負債部分 HK\$'000 千港元 (note 19) (附註19)	Finance leases 融資租賃 HK\$'000 千港元 (note 20) (附註20)	Bond 債券 HK\$'000 千港元 (note 21) (附註21)	Total 總計 HK\$'000 千港元
<b>At 1 July 2017</b>	於二零一七年七月一日	-	1,021	9,442	10,463
<b>Changes from financing cash flows:</b>	<b>融資現金流量變動：</b>				
Proceeds from issue of convertible bonds	發行可換股債券所得款項	43,767	-	-	43,767
Transaction costs for convertible bonds	可換股債券交易成本	(732)	-	-	(732)
Capital element of finance lease rentals paid	已付融資租賃租金的資本部分	-	(428)	-	(428)
Interest element of finance lease rentals paid	已付融資租賃租金的利息部分	-	(29)	-	(29)
Interest paid	已付利息	-	-	(700)	(700)
		43,035	(457)	(700)	41,878
<b>Other changes:</b>	<b>其他變動：</b>				
Finance charges on obligations under finance leases	融資租賃承擔項下之融資費用	-	29	-	29
Effective interest on convertible bonds (note 19)	可換股債券之實際利息(附註19)	5,915	-	-	5,915
Effective interest on bond (note 21)	債券之實際利息(附註21)	-	-	809	809
		5,915	29	809	6,753
<b>At 30 June 2018</b>	於二零一八年六月三十日	48,950	593	9,551	59,094



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 16 CASH AND CASH EQUIVALENTS, RESTRICTED BANK DEPOSITS AND OTHER CASH FLOW INFORMATION (CONTINUED)

### 16 現金及現金等價物、受限制銀行存款及其他現金流量資料(續)

(b) (continued)

(b) (續)

		Liability component of convertible bonds 可換股債券 的負債部分 HK\$'000 千港元 (note 19) (附註19)	Finance leases 融資租賃 HK\$'000 千港元 (note 20) (附註20)	Bond 債券 HK\$'000 千港元 (note 21) (附註21)	Total 總計 HK\$'000 千港元
<b>At 1 July 2018</b>	於二零一八年七月一日	48,950	593	9,551	59,094
<b>Changes from financing cash flows:</b>	<b>融資現金流量變動:</b>				
Redemption of convertible bonds	贖回可換股債券	(50,000)	-	-	(50,000)
Capital element of finance lease rentals paid	已付融資租賃租金的資本部分	-	(542)	-	(542)
Interest element of finance lease rentals paid	已付融資租賃租金的利息部分	-	(19)	-	(19)
Interest paid	已付利息	-	-	(700)	(700)
		(50,000)	(561)	(700)	(51,261)
<b>Other changes:</b>	<b>其他變動:</b>				
Finance charges on obligations under finance leases	融資租賃承擔項下之融資費用	-	19	-	19
Effective interest on convertible bonds (note 19)	可換股債券之實際利息(附註19)	1,050	-	-	1,050
Effective interest on bond (note 21)	債券之實際利息(附註21)	-	-	818	818
		1,050	19	818	1,887
<b>At 30 June 2019</b>	於二零一九年六月三十日	-	51	9,669	9,720

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 17 TRADE PAYABLES

### 17 貿易應付款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Trade payables	貿易應付款項	14,198	10,872

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

於報告期末，按發票日期呈列的貿易應付款項賬齡分析如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
0 – 30 days	0至30日	13,918	10,223
31 – 60 days	31至60日	151	546
61 – 90 days	61至90日	40	80
Over 90 days	超過90日	89	23
		14,198	10,872

### 18 ACCRUALS, DEPOSITS RECEIVED AND OTHER PAYABLES

### 18 應計費用、已收按金及其他應付款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Provision for long service payments	長期服務金撥備	4,385	4,082
Provision for untaken leave	未提取有薪假期撥備	2,498	2,707
Provision for claims	索償撥備	3,654	3,874
Accrued salaries	應計薪金	13,620	12,153
Other accruals	其他應計費用	5,109	5,122
Deposits received	已收按金	444	444
Other payables	其他應付款項	2,464	64,095
		32,174	92,477

At 30 June 2018, included in other payables of the Group was the cash received of approximately HK\$59,857,000 for the subscription application of the Company's rights shares during the year ended 30 June 2018.

於二零一八年六月三十日，本集團其他應付款項包括截至二零一八年六月三十日止年度就申請認購本公司供股股份而收取的現金約59,857,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 19 CONVERTIBLE BONDS

Pursuant to the subscription agreement and the supplemental extension letter dated 15 June 2017 and 16 August 2017 respectively, the Company had conditionally agreed to issue the zero coupon convertible bonds of principal amount of HK\$50,000,000 (the “Convertible Bonds”) to Wui Wo Enterprise Limited, a company incorporated in the BVI and is wholly-owned by Mr. Yu Weiye, a controlling shareholder of the Company as defined in the GEM Listing Rules at the date of the subscription agreement (the “Subscriber”) up to 20 December 2017. The maturity date of the Convertible Bonds was the first anniversary from the date of issue of the Convertible Bonds. The subscription of the Convertible Bonds was completed on 21 August 2017 with the net proceeds of approximately HK\$49,164,000 received.

The Subscriber of the Convertible Bonds had the right to convert into a maximum of 128,205,128 conversion shares at a conversion price of HK\$0.39 per conversion share (adjusted for the Share Consolidation and the Rights Issue completed on 27 July 2017 and 9 July 2018 respectively). If the Convertible Bonds have not been converted, they would be redeemed by the Company respective on 20 August 2018, being the maturity date of the Convertible Bonds.

The Convertible Bonds have been split to the liability and equity components as follows:

### 19 可換股債券

根據日期分別為二零一七年六月十五日及二零一七年八月十六日的認購協議及補充延期函，本公司已有條件同意向匯和企業有限公司(一間於英屬維爾京群島註冊成立的公司，於認購協議日期由本公司控股股東(定義見GEM上市規則)余偉業先生全資擁有)(「認購人」)發行本金額為50,000,000港元的零息可換股債券(「可換股債券」)，直至二零一七年十二月二十日為止。可換股債券的到期日為自可換股債券發行日期起計第一個週年日。可換股債券的認購已於二零一七年八月二十一日完成，已收所得款項淨額約為49,164,000港元。

可換股債券的認購人有權按每股換股股份0.39港元之轉換價轉換為最多128,205,128股換股股份(經就股份合併及供股(分別於二零一七年七月二十七日及二零一八年七月九日完成)作出調整)。倘可換股債券並無轉換，則將由本公司於二零一八年八月二十日(即可換股債券之到期日)相應贖回。

可換股債券已拆分為如下負債及權益部分：

		<b>Liability component</b>	<b>Equity component</b>	<b>Total</b>
		負債部分	權益部分	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 July 2017	於二零一七年七月一日	-	-	-
Issue of the Convertible Bonds	發行可換股債券	43,767	6,233	50,000
Transaction costs	交易成本	(732)	(104)	(836)
Effective interest expense	實際利息開支	5,915	-	5,915
At 30 June 2018	於二零一八年六月三十日	48,950	6,129	55,079
At 1 July 2018	於二零一八年七月一日	48,950	6,129	55,079
Effective interest expense	實際利息開支	1,050	-	1,050
Redemption of the Convertible Bonds	贖回可換股債券	(50,000)	(6,129)	(56,129)
At 30 June 2019	於二零一九年六月三十日	-	-	-



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 19 CONVERTIBLE BONDS (CONTINUED)

The equity component was presented as convertible bonds reserve within equity in the year ended 30 June 2018. The effective interest rate of the liability component for the year ended 30 June 2019 is 14.24% (2018: 14.24%).

As the Convertible Bonds have not been converted up to the maturity date, it had been redeemed by the Company on 20 August 2018.

Mr. Yu Shaoheng, director of the Company, is the son of Mr. Yu Weiye. Therefore, the Subscriber is considered as a related party to the Group and the Convertible Bonds to the Subscriber constituted a related party transaction.

### 20 OBLIGATIONS UNDER FINANCE LEASES

At 30 June 2019, the Group had obligations under finance leases repayable as follows:

### 19 可換股債券(續)

截至二零一八年六月三十日止年度，權益部分在權益內呈列為可換股債券儲備。截至二零一九年六月三十日止年度，負債部分的實際利率為14.24%(二零一八年：14.24%)。

由於可換股債券截至到期日尚未轉換，故本公司於二零一八年八月二十日將其贖回。

本公司董事余紹亨先生為余偉業先生之兒子。因此，認購人被視為本集團之關聯方，而向認購人發行可換股債券構成關聯方交易。

### 20 融資租賃承擔

於二零一九年六月三十日，本集團應償還融資租賃承擔載列如下：

		2019 二零一九年		2018 二零一八年	
		Present value of the minimum lease payments 最低租賃 款項現值 HK\$'000 千港元	Total minimum lease payments 最低租賃 款項總額 HK\$'000 千港元	Present value of the minimum lease payments 最低租賃 款項現值 HK\$'000 千港元	Total minimum lease payments 最低租賃 款項總額 HK\$'000 千港元
Within 1 year	一年內	51	52	297	312
After 1 year but within 2 years	一年後但兩年內	-	-	296	303
		51	52	593	615
Less: total future interest expenses	減：日後利息開支總額		(1)		(22)
Present value of lease obligations	租賃承擔現值		51		593

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 21 BOND

On 20 November 2014, the Company issued an unlisted corporate bond at a principal amount of HK\$10,000,000 which is unsecured, bears a fixed interest rate of 7% per annum and is fully redeemable by the Company after 7 years from the issue date at its principal amount of HK\$10,000,000.

The movement of the unlisted corporate bond is set out as below:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At beginning of the year	於年初	9,551	9,442
Effective interest expense	實際利息開支	818	809
Interest paid	已付利息	(700)	(700)
At end of the year	於年末	9,669	9,551

The effective interest rate of the unlisted corporate bond is 8.52% (2018: 8.52%) per annum.

### 21 債券

於二零一四年十一月二十日，本公司發行本金額為10,000,000港元的非上市公司債券，該債券為無抵押，按固定年利率7%計息，而自發行日期起七年後可由本公司按其本金額10,000,000港元悉數贖回。

非上市公司債券變動載列如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At beginning of the year	於年初	9,551	9,442
Effective interest expense	實際利息開支	818	809
Interest paid	已付利息	(700)	(700)
At end of the year	於年末	9,669	9,551

非上市公司債券之實際年利率為8.52% (二零一八年：8.52%)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

#### 22 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION 22 綜合財務狀況表內的所得稅

(a) Current taxation in the consolidated statement of financial position presents:

(a) 綜合財務狀況表的即期稅項指：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Hong Kong Profits Tax</b>	<b>香港利得稅</b>		
Provision for the year	年內撥備	(4,061)	(5,316)
Balance of profits tax provision relating to prior year	過往年度利得稅撥備結餘	(2,276)	(752)
		(6,337)	(6,068)
<b>PRC Enterprise Income Tax</b>	<b>中國企業所得稅</b>		
Provision for the year	年內撥備	(74)	(347)
Provisional tax paid	已付暫繳稅	21	-
Exchange realignment	匯兌調整	1	5
		(52)	(342)
		(6,389)	(6,410)
Represented by:	即：		
Current tax recoverable	可收回即期稅項		
– Hong Kong Profits Tax	– 香港利得稅	740	-
Current tax payable	應付即期稅項		
– Hong Kong Profits Tax	– 香港利得稅	(7,077)	(6,068)
– PRC Enterprise Income Tax	– 中國企業所得稅	(52)	(342)
		(6,389)	(6,410)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 22 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

### 22 綜合財務狀況表內的所得稅(續)

#### (b) Deferred tax liabilities recognised

The component of deferred tax liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

#### (b) 已確認遞延稅項負債

年內於綜合財務狀況表中確認的遞延稅項負債組成部分及變動如下：

		Depreciation allowance in excess of the related depreciation 超出相關折舊的折舊撥備 HK\$'000 千港元	Fair value adjustment on intangible assets 無形資產 公平值調整 HK\$'000 千港元	Other temporary differences 其他暫時差額 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2017	於二零一七年七月一日	526	51	-	577
Credited to profit or loss (note 6(a))	計入損益(附註6(a))	(223)	(28)	-	(251)
At 30 June 2018 and 1 July 2018	於二零一八年六月三十日及 二零一八年七月一日	303	23	-	326
(Credited)/charged to profit or loss (note 6(a))	(計入)/扣除自損益 (附註6(a))	(30)	(23)	609	556
Exchange realignment	匯兌調整	-	-	(9)	(9)
At 30 June 2019	於二零一九年六月三十日	273	-	600	873

#### (c) Deferred tax assets/liabilities not recognised

At 30 June 2019, the Group has not recognised deferred tax assets in respect of cumulative tax losses of approximately HK\$1,436,000 (2018: HK\$2,978,000) as it is not probable that future taxable profits, against which the assets can be utilised, will be available in any relevant tax jurisdiction or entity. Of the total tax losses, approximately HK\$140,000 (2018: HK\$2,978,000) will expire within 5 years under the current tax legislation. Other temporary differences are not material.

#### (c) 未確認遞延稅項資產/負債

於二零一九年六月三十日，由於在任何相關稅務司法權區或實體不大可能有未來應課稅溢利可動用資產，故本集團並無就累計稅項虧損約1,436,000港元(二零一八年：2,978,000港元)確認遞延稅項資產。稅項虧損總額中，約140,000港元(二零一八年：2,978,000港元)將根據現行稅法於五年內屆滿。其他暫時差額並不重大。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 23 DEFINED CONTRIBUTION RETIREMENT PLANS

The Group operates the Mandatory Provident Fund Scheme ("MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance (the "Ordinance"). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, certain subsidiaries of the Group and the eligible employees are each required to make monthly mandatory contributions to the plan at 5% of the employees' relevant income subject to a cap of monthly relevant income of HK\$30,000. Contributions to the scheme vest immediately.

The Group's subsidiaries in the PRC also participate in defined contribution retirement schemes covering its full-time PRC employees. The schemes are administered by the relevant government authorities in the PRC. The Group and the PRC employees are required to make contributions based on certain percentages of the applicable payroll costs as stipulated under the requirements in the PRC and the relevant government authorities undertake to assume the retirement benefit obligations of all existing and future retired employees of the Group's subsidiaries in the PRC.

The total expense recognised in the consolidated statement of profit or loss of approximately HK\$5,549,000 (2018: HK\$6,025,000) for the year ended 30 June 2019 represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

At 30 June 2019 and 2018, certain employees of the Group had completed the required number of years of service under the Ordinance and are eligible for long service payments on termination of their employment. The Group is only liable to make such payments when the termination meets the required circumstances specified in the Ordinance and the employees' entitlement is not covered by the aforesaid MPF Scheme. At 30 June 2019, the Group's contributions to the MPF Scheme and the accrued interest thereon do not exceed the potential liabilities should the required circumstances specified in the Ordinance be met. Consequently, provision for long service payment of HK\$4,385,000 (2018: HK\$4,082,000) is resulted and included in accruals as disclosed in note 18.

### 23 定額供款退休計劃

本集團根據香港強制性公積金計劃條例為根據香港僱傭條例(「該條例」)司法管轄權聘用之僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立受託人管理之定額供款退休計劃。根據強積金計劃，本集團若干附屬公司及合資格僱員各自須按強制性公積金計劃條例項下所界定之僱員有關收入之5%向計劃作出供款，惟供款上限為每月相關收入30,000港元。向計劃作出之供款即時歸屬。

本集團於中國之附屬公司亦為其中國全職僱員參與定額供款退休計劃。該等計劃由中國有關政府機關管理。本集團及中國僱員須按中國規定所訂定之適用薪資成本之若干百分比作出供款，而相關政府機關承諾承擔本集團中國附屬公司之全體現有及日後退休僱員之退休福利責任。

於截至二零一九年六月三十日止年度，於綜合損益表確認的總開支約5,549,000港元(二零一八年：6,025,000港元)，其為本集團按計劃規則訂明的比率應付予該等計劃的供款。

於二零一九年及二零一八年六月三十日，本集團若干僱員已完成該條例項下之規定服務年期，並合資格於彼等終止受僱時獲得長期服務金。本集團僅須在終止符合該條例指定之情況下方須作出付款，而僱員可得之金額並不受上述強積金計劃涵蓋。於二零一九年六月三十日，本集團向強積金計劃作出之供款及其累計利息並無超逾假設符合該條例指定之情況之潛在負債。因此，產生長期服務金撥備4,385,000港元(二零一八年：4,082,000港元)並計入附註18所披露的應計費用。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 24 EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company conditionally operates a share option scheme (“Share Option Scheme”) for the purpose of attract, retain and reward the eligible persons and to provide the eligible persons an incentive or reward for their contribution to the Group and by enabling such persons’ contribution to further advance the interests of the Group. The Share Option Scheme was adopted on 28 May 2013 and shall be valid and effective for a period of ten years commencing from the date of adoption, after which period no further options will be offered or granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects with respect to options granted during the life of the Share Option Scheme.

The eligible persons of the Share Option Scheme include directors, consultants or advisers and any other person who has contributed to the Group (the “Eligible Persons”).

The subscription price of the share options shall be a price determined by the board of directors and shall be at least the highest of (i) the closing price per share as stated in the Stock Exchange’s daily quotation sheet on the offer date; (ii) the average of the closing prices per share as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the offer date; or (iii) the nominal value of the share.

An offer shall remain open for acceptance by the Eligible Persons concerned for such period as determined by the board of directors, being a date not later than ten business days after the offer date by which the Eligible Persons must accept the offer or be deemed to have declined it, provided that no such offer shall be open for acceptance after the tenth anniversary of the date of adoption of the Share Option Scheme or after the Share Option Scheme has been terminated in accordance with the provisions of the Share Option Scheme.

### 24 以權益結算以股份為基礎付款交易

本公司有條件設立一項購股權計劃(「購股權計劃」)，旨在吸引、留聘及獎勵合資格人士及向曾對本集團作出貢獻的合資格人士提供獎勵或獎賞以及藉著該等人士的貢獻進一步提升本集團的利益。購股權計劃於二零一三年五月二十八日獲採納，並由採納日期起計十年內有效，其後再不得建議授出或授出購股權，但就購股權計劃年期內授出的購股權而言，購股權計劃的條文在所有其他方面將維持十足效力及生效。

購股權計劃的合資格人士包括董事、諮詢人或顧問及曾對本集團作出貢獻的任何其他人士(「合資格人士」)。

購股權的認購價乃由董事會釐定的價格，並至少須為以下各項中的最高者：(i)股份於建議日期在聯交所每日報價表所報的每股收市價；(ii)股份於緊接建議日期前五個營業日在聯交所每日報價表所報的每股平均收市價；或(iii)股份面值。

有關合資格人士接納建議的期限由董事會決定，即不得超過建議日期後十個營業日，而合資格人士須於該日期或之前接納建議，否則視作放棄論；惟建議不得於購股權計劃採納日期十週年之後或購股權計劃已根據購股權計劃條文終止之後可供接納。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 24 EQUITY SETTLED SHARE - BASED TRANSACTIONS (CONTINUED)

A share option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be notified by the board of directors to the grantee which the board of directors may in its absolute discretion determine, save that such period shall not be more than ten years from the date of acceptance of the offer (subject to the provisions for early termination in accordance with the Share Option Scheme).

The amount payable by the grantee to the Company on acceptance of the offer shall be a nominal amount to be determined by the board of directors.

The maximum number of shares of the Company in respect of which the share options may be granted under the Share Option Scheme is not permitted to exceed 10% of the shares in issue at the date of the annual general meeting of the Company on 30 November 2018 at which the Company passed an ordinary resolution to refresh the maximum number of the shares which may be issued upon exercise of all the share options to be granted under the Share Option Scheme.

The maximum number of the shares in respect of which share options may be granted under the Share Option Scheme together with any options outstanding and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company in issue shall not exceed 30% (or such higher percentage as may be allowed under the GEM Listing Rules) of the total number of the shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the share options granted to each of Eligible Persons (including both exercised and outstanding options under the Share Option Scheme) in any twelve-month period must not exceed 1% of the issued share capital of the Company. Where any further grant of the share options to each of Eligible Persons would result in excess of such limit shall be subject to the approval of the shareholders at general meeting with each of such Eligible Persons and his associates abstaining from voting.

### 24 以權益結算以股份為基礎付款交易(續)

購股權可於由董事會可全權酌情決定通知承授人的期限內隨時根據購股權計劃的條款獲行使，而該期間不得超過接納建議日期起計十年(須受到購股權計劃的提早終止條文所規限)。

承授人接納建議時須向本公司支付象徵式金額，有關金額將會由董事會釐定。

本公司已於二零一八年十一月三十日之股東週年大會上通過普通決議案更新根據購股權計劃將予授出之所有購股權獲行使後可能發行之股份最高數目，購股權計劃可能授出的購股權所涉及之股份最高數目不得超過本公司於股東週年大會日期已發行股份之10%。

根據購股權計劃可予授出的購股權，連同根據購股權計劃及本公司任何其他購股權計劃的任何發行在外及有待行使的購股權所涉及的股份數目，最高不得超過不時已發行股份總數的30%(或根據GEM上市規則可能允許的其他較高百分比)。

各合資格人士於任何十二個月期間內因行使其獲授購股權(包括購股權計劃下已行使及尚未行使的購股權)而已發行及將發行的股份總數，不得超過本公司已發行股本的1%。倘進一步向各合資格人士授予購股權將超出該限額，則須在股東大會上獲得股東批准，而各有關合資格人士及其聯繫人士須放棄投票。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 25 CAPITAL AND RESERVES

### 25 資本及儲備

#### (a) Share capital

#### (a) 股本

##### (i) Authorised and issued share capital

##### (i) 法定及已發行股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
Ordinary shares	普通股		
At 1 July 2017 of HK\$0.001 each	於二零一七年七月一日 每股面值0.001港元	100,000,000	100,000
Share consolidation (note (ii))	股份合併(附註(ii))	(90,000,000)	-
At 30 June 2018, 1 July 2018 and 30 June 2019 of HK\$0.01 each	於二零一八年六月三十日、 二零一八年七月一日及 二零一九年六月三十日 每股面值0.01港元	10,000,000	100,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
Ordinary shares	普通股		
At 1 July 2017 of HK\$0.001 each	於二零一七年七月一日 每股面值0.001港元	2,700,000	2,700
Share consolidation (note (ii))	股份合併(附註(ii))	(2,430,000)	-
At 30 June 2018 and 1 July 2018 of HK\$0.01 each	於二零一八年六月三十日及 二零一八年七月一日 每股面值0.01港元	270,000	2,700
Issue of share pursuant to rights issue (note (iii))	根據供股發行股份 (附註(iii))	270,000	2,700
At 30 June 2019 of HK\$0.01 each	於二零一九年六月三十日 每股面值0.01港元	540,000	5,400

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 25 CAPITAL AND RESERVES (CONTINUED)

### 25 資本及儲備(續)

#### (a) Share capital (continued)

#### (a) 股本(續)

##### (ii) Share consolidation

##### (ii) 股份合併

By an ordinary resolution passed at the extraordinary general meeting held on 26 July 2017, every 10 issued and unissued ordinary shares of HK\$0.001 each were consolidated into 1 new ordinary share of HK\$0.01 each (the "Share Consolidation"). Following the Share Consolidation which has become effective on 27 July 2017, the authorised share capital of the Company was HK\$100,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.01 each, of which 270,000,000 ordinary shares were in issue and fully paid.

根據於二零一七年七月二十六日舉行之股東特別大會上通過之普通決議案，每10股每股面值0.001港元之已發行及未發行普通股已合併為1股每股面值0.01港元之新普通股(「股份合併」)。股份合併於二零一七年七月二十七日生效後，本公司之法定股本為100,000,000港元(分為10,000,000,000股每股面值0.01港元之普通股)，其中270,000,000股普通股為已發行及繳足。

##### (iii) Rights issue

##### (iii) 供股

On 9 July 2018, the Company completed the rights issue on the basis of one rights share for every one existing share held, 270,000,000 rights shares were issued at the subscription price of HK\$0.18 per share (the "Rights Issue"). Net proceeds from the Rights Issue was approximately HK\$46,724,000, after deducting related expenses of approximately HK\$1,876,000.

於二零一八年七月九日，本公司按每持有一股現有股份獲發一股供股股份之基準完成供股，以認購價每股0.18港元發行270,000,000股供股股份(「供股」)。經扣除相關開支約1,876,000港元後，供股所得款項淨額約為46,724,000港元。

#### (b) Nature and purpose of reserves

#### (b) 儲備之性質及用途

##### (i) Share premium

##### (i) 股份溢價

Under the Companies Law, Chapter 22 of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall in the ordinary course of business.

根據開曼群島法例第22章公司法，本公司的股份溢價賬的資金可供分派予本公司股東，惟緊隨建議分派股息之日後，本公司將能清償其日常業務過程中的到期債務。

##### (ii) Other reserve

##### (ii) 其他儲備

The amount represents the difference between the nominal amount of shares issued by the Company and the aggregate amount of share capital of subsidiaries acquired under common control pursuant to the group reorganisation in preparation of the listing of the Company's shares on GEM of the Stock Exchange on 17 June 2013.

該金額為本公司已發行股份的面值與根據為籌備本公司股份於二零一三年六月十七日在聯交所GEM上市而進行的集團重組收購共同控制附屬公司的股本總額之間的差額。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 25 CAPITAL AND RESERVES (CONTINUED)

#### (b) Nature and purpose of reserves (continued)

##### (iii) Contribution surplus

The amount represents the amounts due to shareholders capitalised before the listing of the Company's shares on GEM of the Stock Exchange.

##### (iv) Convertible bonds reserve

The convertible bonds reserve represents the amount allocated to the unexercised equity component of the Convertible Bonds issued by the Company recognised in accordance with the accounting policy adopted for convertible bonds in note 2.18.

##### (v) 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 accounting policy set out in note 2.24.

##### (vi) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to the eligible participants of the Share Option Scheme recognised in accordance with the accounting policy adopted for share-based payments in note 2.19(iii).

#### (c) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments as to the capital structure in light of changes in economic conditions.

### 25 資本及儲備(續)

#### (b) 儲備之性質及用途(續)

##### (iii) 繳入盈餘

該金額指已於本公司股份在聯交所GEM上市前撥充資本的應付股東款項。

##### (iv) 可換股債券儲備

可換股債券儲備指分配至本公司所發行的可換股債券的未行使權益部分的金額，其乃根據附註2.18所述就可換股債券所採用的會計政策進行確認。

##### (v) 匯兌儲備

匯兌儲備包括換算海外業務財務報表所產生之所有匯兌差額。儲備根據附註2.24所載之會計政策處理。

##### (vi) 購股權儲備

購股權儲備指授予購股權計劃合資格參與者之未行使購股權之實際或估計數目之公平值，其按照就以股份為基礎付款(見附註2.19(iii))而採納之會計政策確認。

#### (c) 資本管理

本集團進行資本管理的主要目標為保障本集團繼續持續經營的能力，透過依照風險水平為產品及服務定價以及以合理成本獲得融資，繼續為股東帶來回報及為其他利益相關者帶來利益。

本集團積極定期審閱及管理其資本結構，在較高股東回報(可能伴隨較高借款水平)與良好資本狀況帶來的優勢及擔保間保持平衡，並根據經濟情況變化調整資本結構。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 25 CAPITAL AND RESERVES (CONTINUED)

#### (c) Capital management (continued)

The capital structure of the Group mainly consists of net debt, which include convertible bonds, bond and obligations under finance leases, and equity attributable to owners of the Company. The Group considers the cost of capital and the risks associated with each class of capital to monitor its capital structure on the basis of a gearing ratio. The ratio is expressed by as a percentage of total debts over the total equity. The Group's overall strategy remains unchanged during the years ended 30 June 2019 and 2018.

The gearing ratios at 30 June 2019 and 2018 are as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Total debts	債務總額	9,720	59,094
Total equity	權益總額	215,319	150,398
Gearing ratio	資產負債比率	4.51%	39.3%

Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements.

#### (d) Distributability of reserves

At 30 June 2019, the aggregate amounts of reserves available for distribution to owners of the Company was approximately HK\$105,236,000 (2018: HK\$59,008,000).

### 25 資本及儲備(續)

#### (c) 資本管理(續)

本集團的資本結構主要由債務淨額組成，包括可換股債券、債券及融資租賃承擔，以及本公司擁有人應佔權益。本集團考慮資本成本及與各類資本相關的風險以按資產負債比率基準監察其資本結構。該比率以債務總額除以權益總額的百分比計算。於截至二零一九年及二零一八年六月三十日止年度，本集團的整體策略維持不變。

於二零一九年及二零一八年六月三十日的資產負債比率如下：

#### (d) 分派儲備

於二零一九年六月三十日，可供分派予本公司擁有人的儲備總額約為105,236,000港元(二零一八年：59,008,000港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group.

The Group's credit risk is primarily attributable to cash and cash equivalents, restricted bank deposits, trade and other receivables, deposits paid for purchase of property, plant and equipment and loans and interest receivables. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The Group's exposure to credit risk arising from cash and cash equivalents and restricted bank deposits is limited because the counterparties are banks for which the Group considers to have low credit risk.

#### (i) Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the end of the reporting period, the Group had a certain concentration of credit risk as 17% (2018: 24%) and 36% (2018: 50%) of the total trade receivables was due from the largest customer and the five largest customers respectively.

### 26 金融工具之金融風險管理及公平值

本集團在正常業務過程中產生信貸、流動資金、利率及貨幣風險。本集團之風險承擔額及本集團用以管理該等風險之金融風險管理政策及慣例載述如下。

#### (a) 信貸風險

信貸風險指因對手方未能履行其合約責任而導致本集團錄得財務虧損之風險。

本集團之信貸風險主要來自現金及現金等價物、受限制銀行存款、貿易及其他應收款項、購買物業、廠房及設備已付按金以及應收貸款及利息。對信貸風險之最高承擔額為各金融資產於綜合財務狀況表之賬面值。管理層設有信貸政策，並持續監察該等信貸風險承擔額。

本集團面臨現金及現金等價物及受限制銀行存款所產生的信貸風險有限，乃因對手方為本集團視為擁有低信貸風險的銀行。

#### (i) 貿易應收款項

本集團之信貸風險主要受到各客戶之個別特點影響。客戶經營所在行業及國家之違約風險對信貸風險亦有影響，惟程度較小。於報告期末，由於貿易應收款項總額中有17%（二零一八年：24%）及36%（二零一八年：50%）分別應收最大客戶及五大客戶，故本集團有若干信貸風險集中情況。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### 26 金融工具之金融風險管理及公平值(續)

#### (a) Credit risk (continued)

#### (a) 信貸風險(續)

##### (i) Trade receivables (continued)

##### (i) 貿易應收款項(續)

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These take into account the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are usually due on presentation of billing. Normally, the Group does not obtain collateral from customers.

本集團會對超出若干金額之信貸額之客戶進行個別信貸評估。該等評估計及客戶之過往到期付款紀錄及目前付款能力，並考慮客戶個別資料以及與客戶經營所在經濟環境有關之資料。貿易應收款項一般於出示發票時到期。一般而言，本集團並無向客戶取得抵押品。

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

本集團按相當於全期預期信貸虧損(其使用撥備矩陣計算)的金額計量貿易應收款項的虧損撥備。由於本集團的過往信貸虧損經驗顯示不同客戶群之虧損模式並無顯著差異，因此基於逾期情況釐定的虧損撥備於本集團不同客戶群之間並無顯著不同。

The directors have considered the credit risk of trade receivables and noted that there was no actual loss nor significant past due experience over the past 5 years, including periods of unfavourable economic conditions. The directors consider the aggregate risks arising from the possibility of credit loss on trade receivables are not significant and no loss allowance for credit losses were made as at 30 June 2019.

董事已考慮貿易應收款項的信貸風險，並注意到於過去五年(包括在不利經濟狀況期間)並無錄得實際虧損或重大逾期欠款。董事認為，貿易應收款項可能出現信貸虧損所產生的總風險並不重大，故於二零一九年六月三十日並無就信貸虧損作出虧損撥備。

#### *Comparative information under HKAS 39*

#### *香港會計準則第39號項下的比較資料*

Prior to 1 July 2018, an impairment loss was recognised only when there was objective evidence of impairment (see note 2.10(i)(B) – policy applicable prior to 1 July 2018).

於二零一八年七月一日前，僅當有客觀減值證據時方會確認減值虧損(見附註2.10(i)(B) – 於二零一八年七月一日前適用的政策)。

The ageing analysis of trade receivables that were not considered to be impaired was disclosed in note 13(b).

未被視為減值的貿易應收款項的賬齡分析於附註13(b)披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### 26 金融工具之金融風險管理及公平值(續)

#### (a) Credit risk (continued)

#### (a) 信貸風險(續)

##### (i) Trade receivables (continued)

##### (i) 貿易應收款項(續)

Comparative information under HKAS 39 (continued)

香港會計準則第39號項下的比較資料(續)

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

無逾期亦無減值之應收款項與多個不同客戶有關，彼等近期並無違約記錄。

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes 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 considered fully recoverable.

已逾期但未減值的應收款項與若干與本集團有良好往績記錄的獨立客戶有關。根據過往經驗，管理層認為毋須就該等結餘作出減值撥備，乃因信貸質素並無重大變動且餘額被視為可全數收回。

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade debtors are set out in note 13.

有關本集團因應收賬款產生之信貸風險的進一步量化披露載於附註13。

##### (ii) Other financial assets

##### (ii) 其他金融資產

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

本集團考慮資產首次確認時的違約可能性及各報告期間的信貸風險是否會持續顯著增加。在評估信貸風險是否顯著增加時，本集團將資產於報告日期發生違約的風險與首次確認日期的違約風險進行比較，同時考慮可獲得的合理及支持性前瞻資料，特別是結合以下指標：

- internal credit rating
- external credit rating (as far as available)
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparties' ability to meet its obligations

- 內部信貸評級
- 外部信貸評級(如有)
- 業務、財務或經濟狀況實際或預期發生的重大不利變化，預期導致對手方履行責任的能力出現重大變化

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

#### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

#### 26 金融工具之金融風險管理及公平值(續)

##### (a) Credit risk (continued)

##### (a) 信貸風險(續)

###### (ii) Other financial assets (continued)

###### (ii) 其他金融資產(續)

A summary of the assumptions underpinning the Group's expected credit loss model is as follows:

本集團預期信貸虧損模式依據的假設概述如下：

Category	Definition of category	Basis for recognition of expected credit loss provision	類別	各類別之定義	確認預期信貸虧損撥備之基準
Stage 1	Exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination.	Portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised.	第一階段	自首次確認起信貸風險並無顯著增加且於產生時並無出現信貸減值的風險。	確認與未來十二個月內發生違約事件的可能性相關的永久預期信貸虧損部分。
Stage 2	Exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired.	Lifetime expected losses (i.e. reflecting the remaining lifetime of the financial asset) is recognised.	第二階段	自首次確認起信貸風險顯著增加，惟並無出現信貸減值的風險。	確認永久預期虧損(即反映金融資產剩餘年期)。
Stage 3	Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred.	Lifetime expected losses is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount.	第三階段	倘發生會對資產的估計未來現金流量造成不利影響的一項或多項事件，則有關風險被評定為出現信貸減值。	確認永久預期虧損，並透過對經扣除撥備的攤銷成本(而非賬面總值)應用實際利率計算利息收入。

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from other receivables and loans and interest receivables are set out in notes 14 and 15 respectively.

有關本集團因其他應收款項以及應收貸款及利息所產生信貸風險的進一步定量披露分別載於附註14及15。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### 26 金融工具之金融風險管理及公平值(續)

#### (a) Credit risk (continued)

#### (a) 信貸風險(續)

##### (ii) Other financial assets (continued)

##### (ii) 其他金融資產(續)

###### (A) Loans and interest receivables

###### (A) 應收貸款及利息

Loans to the top borrower and top five borrowers constituted approximately 24% and 84% (2018: 22% and 98%) of the Group's loans and interest receivables respectively as at 30 June 2019.

於二零一九年六月三十日，向最大借款人及五大借款人之貸款分別構成本集團應收貸款及利息約24%及84%(二零一八年：22%及98%)。

The directors consider that the credit risk arising from the loans receivable is significantly mitigated by the collaterals held, if required. The Group does not provide any guarantees which would expose the Group to credit risk.

董事認為，應收貸款所產生之信貸風險因所持抵押品(如需要)大幅降低。本集團並無提供任何將導致本集團面臨信貸風險的擔保。

The 12-month ECL calculated by the Group is not significant and there has been no significant increase in credit risk since initial recognition. As at 30 June 2019, no loss allowance on loans and interest receivables was made.

本集團計算的12個月預期信貸虧損並不重大，且自首次確認起信貸風險並無顯著增加。於二零一九年六月三十日，概無就應收貸款及利息作出虧損撥備。

###### (B) Other financial assets at amortised cost

###### (B) 按攤銷成本列賬之其他金融資產

Other financial assets at amortised cost include cash and cash equivalents, restricted bank deposits, deposits paid for purchase of property, plant and equipment, deposits and other receivables. The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjusts for forward looking macroeconomic data.

按攤銷成本列賬之其他金融資產包括現金及現金等價物、受限制銀行存款、購買物業、廠房及設備已付按金、按金及其他應收款項。本集團透過及時就預期信貸虧損計提適當撥備說明其信貸風險。於計算預期信貸虧損率時，本集團考慮各類應收款項的過往虧損率，並就前瞻性宏觀經濟數據作出調整。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### 26 金融工具之金融風險管理及公平值(續)

#### (a) Credit risk (continued)

#### (a) 信貸風險(續)

##### (ii) Other financial assets (continued)

##### (ii) 其他金融資產(續)

###### (B) Other financial assets at amortised cost (continued)

###### (B) 按攤銷成本列賬之其他金融資產(續)

As at 30 June 2019, the Group has assessed that the expected credit loss rate for those receivables is immaterial under 12 months expected losses method. Thus no loss allowance for other financial assets at amortised costs was recognised.

於二零一九年六月三十日，本集團已按12個月預期虧損法將該等應收款項的預期信貸虧損率評定為不重大。因此，並無就按攤銷成本列賬之其他金融資產作出任何虧損撥備。

No significant changes to estimation techniques or assumptions were made during the reporting period.

於報告期內，並無就估計技術或假設作出重大變動。

###### Comparative information under HKAS 39

###### 香港會計準則第39號項下的比較資料

Prior to 1 July 2018, the Group managed and analysed the credit risk for each of the new and existing borrowers before standard payment terms and conditions were offered. If there was no independent rating, the Group assessed the credit quality of the borrower based on the borrower's financial position, past experience and other factors. For loans principal exceeding a predetermined amount, the Group held collateral against these loans and interest receivables in the form of guarantee executed by the guarantor. Individual risk limits were set based on the value of collaterals provided by borrowers, if required, and internal or external ratings in accordance with limits set by the directors. The credit quality classification of loans receivable and their respective interest receivables using the Group's credit rating system was set out in the table below:

於二零一八年七月一日前，本集團於提供標準支付條款及條件前管理及分析各全新及現有借款人之信貸風險。倘未有獨立評級，本集團會根據借款人之財務狀況、過往經驗及其他因素評估借款人之信貸質素。就超過預定金額之貸款本金而言，本集團以擔保人簽立擔保之形式持有該等應收貸款及利息之抵押品。個別風險限額根據借款人所提供抵押品(如需要)之價值以及按照董事所設限額之內部或外部評級而釐定。下表載列使用本集團信貸評級制度進行應收貸款及其相關應收利息之信貸質素分類：

		2018 二零一八年 HK\$'000 千港元
Performing	履約	112,785
Doubtful	呆賬	360
Loss	虧損	-
		113,145

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### 26 金融工具之金融風險管理及公平值(續)

#### (a) Credit risk (continued)

#### (a) 信貸風險(續)

##### (ii) Other financial assets (continued)

##### (ii) 其他金融資產(續)

(B) Other financial assets at amortised cost (continued)

(B) 按攤銷成本列賬之其他金融資產(續)

Comparative information under HKAS 39 (continued)

香港會計準則第39號項下的比較資料(續)

The Group considered the loans and respective interest receivables as doubtful if the repayment of principal and/or of interest had been overdue and principal, accrued interest and/or future interest might not be fully secured by the collaterals. The Group considered the loans and respective interest receivables as loss if the repayment of principal and/or of interest had been overdue for more than 12 months and the collection of principal and/or of interest in full was improbable.

本集團認為，倘本金額及／或利息還款已逾期，且本金額、應計利息及／或日後利息未必由抵押品全額擔保，則貸款及相關應收利息屬呆賬。本集團認為，倘本金額及／或利息還款已逾期超過12個月，且不大可能全額收回本金額及／或利息，則貸款及相關應收利息屬虧損。

The Group estimated and recognised impairment losses for the loans and interest receivables considered as “doubtful” and “loss”, taking into account of the fair values of collaterals which were inadequate to cover the loans and interest receivables. The amount of doubtful and loss of loans and interest receivables were HK\$360,000 as at 30 June 2018.

考慮到抵押品之公平值不足以支付應收貸款及利息，本集團就視為屬「呆賬」及「虧損」之應收貸款及利息估計並確認減值虧損。於二零一八年六月三十日，應收貸款及利息之呆賬及虧損金額為360,000港元。

The Group performed collective assessment of the loans receivable considered as “performing” by grouping together all its receivables with similar credit risk characteristics. The impairment review was carried out on all those loans and interest receivables based on the historical impairment rates. Since the historical impairment rate was zero during the current and prior year, the management therefore considered that the collective impairment loss was HK\$Nil as at 30 June 2018.

本集團集合具有類以信貸風險特徵之應收款項，對視為屬「履約」之應收貸款進行集體評估。所有該等應收貸款及利息根據過往減值率進行減值檢討。由於本年度及先前年度之過往減值率為零，因此，管理層認為於二零一八年六月三十日之集體減值虧損為零港元。

The amount of provision for impairment was monitored by the management on a monthly basis.

管理層每月監察減值撥備金額。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### 26 金融工具之金融風險管理及公平值(續)

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding to meet its liquidity requirements in the short and longer term.

The following table shows the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which is based on 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 can be required to pay:

#### (b) 流動資金風險

本集團旗下個別經營實體負責其本身之現金管理，包括現金盈餘短期投資及用於應付預期現金需求的新增貸款。本集團之政策為定期監察其流動資金需求，以確保其維持充足現金儲備及足夠承諾融資額度，以應付其長短期流動資金需要。

下表載述本集團金融負債於呈報期末之餘下合約到期日，按合約未貼現現金流量(包括採用合約利率或(倘浮動)按於呈報期末之現行利率計算之利息付款)及本集團可能須支付之最早日期編製：

		2019 二零一九年					2018 二零一八年				
		Total contractual amount	Within 1 year or less than 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual amount	Within 1 year or less than 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years		
		Carrying amount	cash flow	on demand	2 years	5 years	Carrying amount	cash flow	on demand	2 years	
		賬面值	現金流量總額	或應要求	2年以內	5年以內	賬面值	現金流量總額	或應要求	2年以內	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
Trade payables	貿易應付款項	14,198	14,198	14,198	-	-	10,872	10,872	10,872	-	-
Accruals and other payables	應計費用及其他應付款項	31,730	31,730	31,730	-	-	92,033	92,033	92,033	-	-
Bond	債券	9,669	11,692	700	700	10,292	9,551	12,392	700	700	10,992
Convertible bonds	可換股債券	-	-	-	-	-	48,950	50,000	50,000	-	-
Obligations under finance leases	融資租賃承擔	51	52	52	-	-	593	615	312	303	-
		55,648	57,672	46,680	700	10,292	161,999	165,912	153,917	1,003	10,992

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### 26 金融工具之金融風險管理及公平值(續)

#### (c) Interest rate risk

The Group's interest rate risk arises primarily from restricted bank deposits, loans receivable, convertible bonds, bond and obligations under finance leases. Borrowings issued at fixed rate and variable rates expose the Group to fair value interest rate risk and cash flow interest rate risk respectively. The Group's interest rate profile as monitored by management is set out below.

#### (i) Interest rate profile

The following table details the interest rate profile of the Group's net deposits/(borrowings) at the end of the reporting period:

#### (c) 利率風險

本集團之利率風險主要來自受限制銀行存款、應收貸款、可換股債券、債券及融資租賃承擔。按定息及浮息發出之借款分別令本集團承受公平值利率風險及現金流量利率風險。本集團受管理層監察之利率組合載於下文。

#### (i) 利率組合

下表詳述本集團於報告期末之存款/(借貸)淨額之利率組合。

		2019 二零一九年		2018 二零一八年	
		Effective interest rate 實際利率 %	HK\$'000 千港元	Effective interest rate 實際利率 %	HK\$'000 千港元
<b>Fixed rate deposits/ (borrowings)</b>	定息存款/ (借款)				
Restricted bank deposits	受限制銀行存款	0.35% – 1.60%	14,869	0.05% – 1.40%	12,979
Loans receivable	應收貸款	10.0% – 24.0%	122,480	10.20% – 22.00%	111,902
Bond	債券	8.5%	(9,669)	8.5%	(9,551)
Convertible bonds	可換股債券	–	–	14.24%	(48,950)
Obligations under finance leases	融資租賃承擔	2.5%	(51)	1.5%	(593)
			127,629		65,787
<b>Variable rate deposits</b>	浮息存款				
Bank deposits and cash at bank	銀行存款及銀行現金	0.05%	53,809	0.04%	117,491
<b>Total net deposits</b>	淨存款總額		181,438		183,278

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### 26 金融工具之金融風險管理及公平值(續)

#### (c) Interest rate risk (continued)

#### (c) 利率風險(續)

##### (ii) Sensitivity analysis

##### (ii) 敏感度分析

At 30 June 2019, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would have no significant impact to the Group's profit/loss after tax and accumulated losses.

於二零一九年六月三十日，估計利率普遍上升／下跌50個基點而所有其他變數不變，將對本集團除稅後溢利／虧損及累計虧損並無重大影響。

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 financial instruments in existence at that date. The 50 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of the next annual reporting period. The analysis is performed on the same basis for 2018.

上述敏感度分析乃假設利率變動已於報告期末發生及已應用於該日存在之金融工具之利率風險承擔額而釐定。50個基點升跌指管理層對下一個年度報告期末前期間利率可能合理變動之評估。二零一八年按相同基準進行分析。

#### (d) Currency risk

#### (d) 貨幣風險

The Group's business activities and its assets and liabilities were denominated in HK\$ and Renminbi ("RMB"). The management considers the Group is not exposed to significant foreign currency risk as most sales, income, purchases and expenses are denominated in the functional currency of the operations to which they relate. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

本集團業務活動及其資產及負債以港元及人民幣(「人民幣」)計值。由於大部分銷售、收入、購買及開支以有關業務之功能貨幣計值，故管理層認為本集團並無承受重大貨幣風險。本集團現時並無外幣對沖政策。然而，管理層會監察外幣風險，並將會考慮於需要時對沖重大外幣風險。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

#### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

#### 26 金融工具之金融風險管理及公平值(續)

##### (e) Categories of financial instruments

##### (e) 金融工具分類

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Financial assets at amortised cost:	按攤銷成本列賬之金融資產：		
– Trade receivables	– 貿易應收款項	57,364	61,730
– Deposits paid for purchase of property, plant and equipment	– 購買物業、廠房及設備已付按金	16,310	–
– Deposits and other receivables	– 按金及其他應收款項	3,601	3,089
– Loans and interest receivables	– 應收貸款及利息	124,557	113,145
– Restricted bank deposits	– 受限制銀行存款	14,869	12,979
– Cash and cash equivalents	– 現金及現金等價物	53,809	117,491
		<b>270,510</b>	<b>308,434</b>
<b>Financial liabilities</b>	<b>金融負債</b>		
Financial liabilities measured at amortised cost:	按攤銷成本計量之金融負債：		
– Trade payables	– 貿易應付款項	14,198	10,872
– Accruals, deposits received and other payables	– 應計費用、已收按金及其他應付款項	32,174	92,477
– Bond	– 債券	9,669	9,551
– Convertible bonds	– 可換股債券	–	48,950
– Obligations under finance leases	– 融資租賃承擔	51	593
		<b>56,092</b>	<b>162,443</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### 26 金融工具之金融風險管理及公平值(續)

#### (f) Fair value measurement

#### (f) 公平值計量

##### (i) Financial instruments measured at fair value

##### (i) 按公平值計量之金融資產

###### Fair value hierarchy

###### 公平值層級

The carrying amount of the Group's financial instruments measured at fair value at the end of the reporting period on a recurring basis shall be categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

本集團以經常性基準按報告期末之公平值計量之金融工具賬面值須按香港財務報告準則第13號公平值計量所界定之三個公平值層級進行分類。分類公平值計量之層級參考以下估值方法所採用輸入數據之可觀察程度及重要性而釐定：

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

- 第一級估值：僅使用第一級輸入數據(即於計量日在活躍市場上相同資產或負債之未經調整報價)計量之公平值。
- 第二級估值：使用第二級輸入數據(即未達第一級之可觀察輸入數據)且並無採用重大不可觀察輸入數據計量之公平值。不可觀察輸入數據指欠缺市場數據之輸入數據。
- 第三級估值：使用重大不可觀察輸入數據計量之公平值。

During the years ended 30 June 2019 and 2018, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

截至二零一九年及二零一八年六月三十日止年度，第一級與第二級之間並無轉換，亦無自第三級轉入或轉出。

##### (ii) Financial instruments carried at other than fair value

##### (ii) 並非按公平值列賬之金融工具

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values at 30 June 2019 and 2018.

本集團按成本或攤銷成本列賬之金融工具賬面值與其於二零一九年及二零一八年六月三十日之公平值並無重大差異。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 27 DISPOSAL OF SUBSIDIARIES

- (a) On 1 June 2018, the Group disposed of the entire equity interest in Celestial Faith Investments Limited and its subsidiaries (together “Celestial Group”) for a cash consideration of approximately HK\$195,000.
- (b) On 21 June 2018, the Group disposed of the entire equity interest in Innoquant Fintech (Shenzhen) Limited (“Innoquant Fintech”) for a cash consideration of HK\$1.
- (c) The assets and liabilities disposed at completion date:

### 27 出售附屬公司

- (a) 於二零一八年六月一日，本集團出售於天忠投資有限公司及其附屬公司（統稱「天忠集團」）的全部股權，現金代價約為195,000港元。
- (b) 於二零一八年六月二十一日，本集團出售於智匯量子(深圳)科技有限公司（「智匯量子」）的全部股權，現金代價為1港元。
- (c) 於完成日期已出售資產及負債：

		<b>Celestial Group</b> 天忠集團 HK\$'000 千港元	<b>Innoquant Fintech</b> 智匯量子 HK\$'000 千港元	<b>Total</b> 總計 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	102	–	102
Trade receivables	貿易應收款項	700	–	700
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	18	–	18
Cash and cash equivalents	現金及現金等價物	200	–	200
Trade payables	貿易應付款項	(18)	–	(18)
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	(724)	–	(724)
		278	–	278

### (d) Loss on disposal of subsidiaries

### (d) 出售附屬公司之虧損

		<b>Celestial Group</b> 天忠集團 HK\$'000 千港元	<b>Innoquant Fintech</b> 智匯量子 HK\$'000 千港元	<b>Total</b> 總計 HK\$'000 千港元
Consideration received	已收代價	195	–*	195
Net assets disposed of	已出售資產淨值	(278)	–	(278)
Cumulative exchange loss reclassified from equity to profit or loss upon disposal of subsidiaries	於出售附屬公司後將累積外匯虧損由權益重新分類至損益	(1,110)	(10)	(1,120)
Loss on disposal of subsidiaries	出售附屬公司之虧損	(1,193)	(10)	(1,203)

\* The sale consideration is HK\$1.

\* 出售代價為1港元。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 27 DISPOSAL OF SUBSIDIARIES (CONTINUED)

#### (e) Net cash flow on disposal of subsidiaries

		<b>Celestial Group</b> 天忠集團 HK\$'000 千港元	<b>Innoquant Fintech</b> 智匯量子 HK\$'000 千港元	<b>Total 總計</b> HK\$'000 千港元
Consideration received	已收代價	195	–*	195
Cash and cash equivalents disposed of	已出售現金及現金等價物	(200)	–	(200)
Net cash (outflow)/inflow	現金(流出)/流入淨額	(5)	–	(5)

\* The sale consideration is HK\$1.

\* 出售代價為1港元。

### 27 出售附屬公司(續)

#### (e) 出售附屬公司之現金流量淨額

### 28 COMMITMENTS

- (a) Capital commitments outstanding at 30 June 2019 not provided for in the consolidated financial statements are as follows:

		<b>2019 二零一九年 HK\$'000 千港元</b>	<b>2018 二零一八年 HK\$'000 千港元</b>
Contracted but not provided for – purchase of property, plant and equipment	已訂約但未撥備 – 購買物業、廠房及設備	<b>45,781</b>	–

- (b) At 30 June 2019, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		<b>2019 二零一九年 HK\$'000 千港元</b>	<b>2018 二零一八年 HK\$'000 千港元</b>
Within 1 year	一年內	<b>3,238</b>	3,144
After 1 year but within 5 years	一年後但於五年內	<b>1,082</b>	1,398
		<b>4,320</b>	4,542

The Group is the lessee in respect of its office premises, warehouse and staff quarters held under operating leases. The leases run for an initial period of 1 to 3 years (2018: 1 to 3 years), with an option to renew the leases when all terms are renegotiated. None of the leases includes contingent rentals.

- (a) 於二零一九年六月三十日，並無於綜合財務報表中計提撥備之尚未償還資本承擔如下：

- (b) 於二零一九年六月三十日，根據不可撤銷經營租賃之未來最低租賃付款總額如下：

本集團為根據經營租賃持有之辦公室物業、倉庫及員工宿舍之承租人。有關租賃之初步期限為一至三年(二零一八年：一至三年)，可選擇重新磋商所有條款方重續租賃。概無租賃包含或然租金。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 29 MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES 29 重大關聯方交易及餘額

#### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7, is as follows:

#### (a) 主要管理人員薪酬

本集團主要管理人員薪酬包括附註7所披露之已付本公司董事款項，詳情如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Directors</b>	<b>董事</b>		
Fees	袍金	1,166	2,968
Salaries, allowance and benefits in kind	薪金、津貼及實物福利	1,281	741
Discretionary bonuses	酌情花紅	505	83
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	37	55
		2,989	3,847
<b>Senior management</b>	<b>高級管理人員</b>		
Salaries, allowance and benefits in kind	薪金、津貼及實物福利	144	798
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	7	18
		151	816
		3,140	4,663

#### (b) Financing arrangements

On 21 August 2017, the Company issued the Convertible Bonds to the subscriber as disclosed in note 19. The Subscriber is considered as a related party as the Subscriber is wholly-owned by Mr. Yu Weiye who is the father of Mr. Yu Shaoheng, director of the Company.

#### (b) 融資安排

誠如附註19所披露，於二零一七年八月二十一日，本公司向認購人發行可換股債券。由於認購人由余偉業先生全資擁有，而余偉業先生為本公司董事余紹亨先生的父親，故認購人被視為關聯方。

(c) Balances with related parties are disclosed in the Convertible Bonds in note 19 and the Company's statement of financial position in note 30(a).

(c) 與關聯方之結餘披露於可換股債券披露於附註19及本公司財務狀況表披露於附註30(a)。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 30 FINANCIAL INFORMATION OF THE COMPANY

### 30 本公司財務資料

#### (a) Statement of financial position

#### (a) 財務狀況表

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	28	38
Investments in subsidiaries	於附屬公司的投資	–	–
		<b>28</b>	<b>38</b>
<b>Current assets</b>	<b>流動資產</b>		
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	735	2,078
Amounts due from subsidiaries	應收附屬公司款項	166,377	135,819
Cash and cash equivalents	現金及現金等價物	526	78,231
		<b>167,638</b>	<b>216,128</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Accruals	應計費用	1,431	62,017
Amounts due to subsidiaries	應付附屬公司款項	45,930	27,811
Convertible bonds	可換股債券	–	48,950
		<b>47,361</b>	<b>138,778</b>
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>120,277</b>	<b>77,350</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>120,305</b>	<b>77,388</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Bond	債券	9,669	9,551
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>110,636</b>	<b>67,837</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	5,400	2,700
Reserves	儲備	105,236	65,137
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>110,636</b>	<b>67,837</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 30 FINANCIAL INFORMATION OF THE COMPANY 30 本公司財務資料(續)

#### (b) Movements in components of equity

Details of the changes in the Company's individual components of equity during the year are as follows:

#### (b) 權益部分之變動

於本年度本公司之個別權益部分變動之詳情如下：

			Share capital	Share premium	Convertible bonds reserve	Accumulated losses	Total
	Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	附註	千港元	千港元	千港元	千港元	千港元	千港元
			(note 25(b)(i)) (附註25(b)(i))	(note 25(b)(iv)) (附註25(b)(iv))			
<b>At 1 July 2017</b>		於二零一七年七月一日	2,700	154,500	-	(34,439)	122,761
Loss and total comprehensive loss for the year		年內虧損及全面虧損總額	-	-	-	(61,053)	(61,053)
Issue of convertible bonds	19	發行可換股債券	-	-	6,233	-	6,233
Transaction costs for convertible bonds	19	可換股債券交易成本	-	-	(104)	-	(104)
			-	-	6,129	(61,053)	(54,924)
<b>At 30 June 2018</b>		於二零一八年六月三十日	2,700	154,500	6,129	(95,492)	67,837
<b>At 1 July 2018</b>		於二零一八年七月一日	2,700	154,500	6,129	(95,492)	67,837
Loss and total comprehensive loss for the year		年內虧損及全面虧損總額	-	-	-	(3,925)	(3,925)
Issue of share pursuant to the rights issue	25(a)(iii)	根據供股發行股份	2,700	45,900	-	-	48,600
Transaction costs for the rights issue	25(a)(iii)	供股交易成本	-	(1,876)	-	-	(1,876)
Release upon redemption of convertible bonds	19	贖回可換股債券後解除	-	-	(6,129)	6,129	-
			2,700	44,024	(6,129)	2,204	42,799
<b>At 30 June 2019</b>		於二零一九年六月三十日	5,400	198,524	-	(93,288)	110,636

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 31 SUBSIDIARIES' INFORMATION

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

### 31 附屬公司之資料

下表僅載有主要影響本集團業績、資產或負債的附屬公司之詳情。除另有註明外，持有股份的類別屬普通股。

Name of company 公司名稱	Place of operations 營運所在地	Particulars of issued and paid up capital 已發行及繳足股本詳情	2019 二零一九年 Proportion of effective ownership interest 實際擁有權益比例		2018 二零一八年 Proportion of effective ownership interest 實際擁有權益比例		Principal activity 主要業務
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
<b>Incorporated in the British Virgin Islands:</b> 於英屬維爾京群島註冊成立：							
Silver Marker Limited	Hong Kong 香港	US\$1 1美元	100%	–	100%	–	Investment holding 投資控股
Bransfield Assets Limited	Hong Kong 香港	US\$3 and HK\$100,000,001 3美元及10,000,001港元	–	100%	–	100%	Investment holding 投資控股
<b>Incorporated in Hong Kong:</b> 於香港註冊成立：							
Pollution & Protection Services Limited 寶聯環衛服務有限公司	Hong Kong 香港	HK\$18,557,800 18,557,800港元	–	100%	–	100%	Provision of environmental and cleaning services 提供環境及清潔服務
Profit Management Limited 保利管理有限公司	Hong Kong 香港	HK\$100 100港元	–	100%	–	100%	Provision of money lending services 提供放債服務
PPS Success Limited 寶聯盛世有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100%	–	100%	Trading of securities 買賣證券
Union Finance Limited 匯和財務有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100%	–	100%	Provision of money lending services 提供放債服務
<b>Incorporated in the PRC:</b> 於中國註冊成立：							
Shanghai PPS Sheng Mao Environmental Services Limited 上海寶聯盛懋保潔服務有限公司	The PRC 中國	RMB10,000,000 人民幣10,000,000元	–	90%	–	90%	Provision of environmental and cleaning services 提供環境及清潔服務

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 32 CONTINGENT LIABILITIES

### 32 或然負債

#### (a) Performance bonds

#### (a) 履約保證

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Guarantees on performance bonds in respect of environmental service contracts	就環境服務合約 履約保證的 擔保	14,810	12,916

The Group had bankers' guarantees on performance bonds issued for due performance under several environmental service contracts.

本集團就盡責履行若干環境服務合約所發出的履約保證提供銀行擔保。

At 30 June 2019, restricted bank deposits of approximately HK\$14,869,000 (2018: HK\$12,979,000) were pledged to banks as security for (i) bank facilities of approximately HK\$14,810,000 (2018: HK\$12,916,000) granted to the Group; and (ii) bankers' guarantees on performance bonds issued.

於二零一九年六月三十日，受限制銀行存款約14,869,000港元(二零一八年：12,979,000港元)已抵押予銀行作為(i)授於本集團的銀行融資約14,810,000港元(二零一八年：12,916,000港元)；及(ii)發出履約保證之銀行擔保之抵押。

The effective period of performance bond is based on the service period and the contract terms as specified in these environmental service contracts. The performance bonds may be claimed by customers if services rendered by the Group fail to meet the standards as specified in these environmental service contracts.

履約保證之有效期限乃根據服務期及若干環境服務合約訂明的合約期而定。倘本集團提供的服務未能達至該等環境服務合約訂明的標準，則客戶可申索履約保證。

#### (b) Litigations – Injury compensations

#### (b) 訴訟 – 傷害賠償

During the years ended 30 June 2019 and 2018, the Group may from time to time be involved in litigations concerning personal injuries by its employees or third party claimants. In the opinion of the directors, the Group does not have any significant contingent liabilities arising from these litigations. All potential claims made by these employees and third party claimants not covered by insurance have been accounted for in the balance of "provision for claims" under accruals, deposits received and other payables (see note 18) in the consolidated statement of financial position.

於截至二零一九年及二零一八年六月三十日止年度，本集團可能不時牽涉入由其僱員或第三方申索人作出有關個人受傷的訴訟。董事認為，本集團並無自該等訴訟中產生任何重大或然負債。該等僱員及第三方申索人提出的所有潛在申索並未受保險承保，並已入賬綜合財務狀況表應計費用、已收按金及其他應付款項中「索償撥備」之餘額(見附註18)。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 33 EVENTS AFTER THE REPORTING PERIOD

Save as disclosed below, the Group does not have other significant events after the end of the reporting period.

On 22 July 2019, PPS Success Limited, a wholly-owned subsidiary of the Group, acquired a property situated in Hong Kong from an independent third party for a consideration of HK\$57,227,000, out of which, deposits of HK\$16,310,000 were paid by the Group at the end of the reporting period.

### 34 ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The selection of critical accounting policies, the judgements and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing the consolidated financial statements. The principal accounting policies are set forth in note 2. The Group believes the following critical accounting policies involve the most significant judgements and estimates used in the preparation of the consolidated financial statements.

#### (a) Impairment loss on intangible assets

The carrying amounts of intangible assets that are not yet available for use are reviewed annually in order to assess whether the recoverable amounts have declined below the carrying amounts. When such a decline has occurred, the carrying amount is reduced to recoverable amount.

The recoverable amount is the greater of the fair value less costs of disposal and the value in use. In determining the value in use, the expected cash flows generated by the intangible assets are discounted to their present value, which requires significant judgement relating to the level of future cleaning service and interest revenue and the amount of service costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of environmental and cleaning revenue and the amount of service costs, and discount rate.

### 33 報告期後事項

除下文所披露者外，本集團於報告期結束後並無任何其他重大事項。

於二零一九年七月二十二日，本集團全資附屬公司寶聯盛世有限公司自獨立第三方收購一項位於香港的物業，代價為57,227,000港元，其中按金16,310,000港元已由本集團於報告期末支付。

### 34 會計估計及判斷

估計及判斷會持續進行評估，並以過往經驗及其他因素（包括在某些情況下對未來事件的合理預計）為依據。

在審閱綜合財務報表時，需要考慮主要會計政策的選用、影響會計政策應用範圍的判斷及其他不確定因素，以及所呈報業績是否較易受情況及假設變動影響。主要會計政策載於附註2。本集團相信，下列主要會計政策涉及在編製綜合財務報表時採用的最主要估計及判斷。

#### (a) 無形資產減值虧損

尚未可供使用之無形資產之賬面值會按年檢討，以評估可收回金額是否已跌至低於賬面值。當出現上述下跌情況時，賬面值會減至可收回金額。

可收回金額為公平值減出售成本與使用價值之較高者。釐定使用價值時，預期無形資產產生之現金流量乃貼現至其現值，而釐定現值須對未來清潔服務及利息收益及服務成本金額作出重大判斷。本集團使用一切可取得之資料，釐定可收回金額合理約數之金額，包括根據合理及有力之假設及預測，估計環境清潔收益及服務成本金額以及貼現率。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 34 ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

### 34 會計估計及判斷(續)

#### (b) Impairment loss on goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Details of the impairment loss calculation and assessment are set out in note 12.

#### (c) Impairment allowances on financial assets measured at amortised cost

The Group estimates the loss allowances for trade and other receivables and loans and interest receivables by assessing the ECLs. This requires the use of estimates and judgements. ECLs are based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, and an assessment of both the current and forecast general economic conditions at the end of the reporting period. Where the estimation is different from the previous estimate, such difference will affect the carrying amounts of trade and other receivables and loans and interest receivables and thus the impairment loss in the period in which such estimate is changed.

#### (d) Income taxes

Determining income tax provisions involves judgement on the future tax treatment of certain transactions and interpretation of tax rules. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

Deferred tax assets are recognised for tax losses not yet used and temporary deduction differences. As those deferred tax assets can only be recognised to the extent that it is probable that future profit will be available against which the unused tax credit can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

#### (b) 商譽減值虧損

釐定商譽是否減值時，須對獲分派商譽之現金產生單位之使用價值作出估計。計算使用價值時，董事須估計預期源自現金產生單位之未來現金流及適合折現率，以計算現值。減值虧損的計算及評估詳情載於附註12。

#### (c) 按攤銷成本計量的金融資產減值撥備

本集團透過評估預期信貸虧損估計貿易及其他應收款項以及應收貸款及利息之虧損撥備。這需要使用估計及判斷。預期信貸虧損乃基於本集團之過往信貸虧損經驗，按於報告期末對債務人特定之因素及對當前及預測整體經濟狀況之評估進行調整。倘估計有別於先前估計，有關差異將影響貿易及其他應收款項以及應收貸款及利息之賬面值，進而影響有關估計變動期間之減值虧損。

#### (d) 所得稅

釐定所得稅撥備涉及對若干交易之未來稅務處理方式及稅務規則之詮釋作出判斷。本集團審慎評估交易之稅務影響，並相應制定稅項撥備。有關交易之稅務處理方式定期重新考慮，以計及所有稅務法例變動。

遞延稅項資產乃就未動用稅項虧損及暫時扣減差額確認。由於該等遞延稅項資產僅可在可能有未來盈利以供使用未動用稅項抵免抵銷之情況下確認，故管理層於評估未來應課稅盈利之可能性時須作出判斷。管理層評估會定期檢討，倘可能有未來應課稅溢利使遞延稅項資產可收回，則確認額外遞延稅項資產。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 35 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 30 JUNE 2019

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 30 June 2019 and which have not been adopted in these consolidated financial statements. These include the following which may be relevant to the Group:

HKFRS 16	Leases <sup>1</sup>
HK(IFRIC) 23	Uncertainty over income tax treatments <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2019.

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. As the Group has not completed its assessment, further impacts may be identified in due course and will be taken into consideration when determining whether to adopt any of these new requirements before their effective date and which transitional approach to take, where there are alternative approaches allowed under the new standards.

#### HKFRS 16 “Leases”

As disclosed in note 2.9, currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

### 35 截至二零一九年六月三十日止年度已頒佈但尚未生效之修訂本、新訂準則及詮釋可能產生之影響

截至本綜合財務報表刊發日期，香港會計師公會已頒佈多項在截至二零一九年六月三十日止年度尚未生效且於該等綜合財務報表並未採納之若干修訂本及新訂準則。當中包括以下可能與本集團有關之事項：

香港財務報告準則第16號	租賃 <sup>1</sup>
香港(國際財務報告詮釋委員會) 詮釋第23號	所得稅處理之 不確定性 <sup>1</sup>

<sup>1</sup> 於二零一九年一月一日或之後開始之年度期間生效。

本集團正在評估上述修訂本及新訂準則在首次應用期間預期產生之影響。迄今，本集團已識別新訂準則中可能對綜合財務報表造成重大影響之若干方面。預期影響之進一步詳情討論如下。由於本集團尚未完成其評估，故本集團可於適當時候識別進一步影響，並將於決定於其生效日期前是否採納任何該等新規定及根據新訂準則有替代方法時採用何種過渡方法考慮該等影響。

#### 香港財務報告準則第16號「租賃」

誠如附註2.9所披露，本集團現時將租賃分類為融資租賃及經營租賃，並視乎租賃分類以不同方式對租賃安排列賬。本集團(作為出租人)與其他人士(作為承租人)訂立若干租約。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

### 35 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 30 JUNE 2019 (CONTINUED)

#### HKFRS 16 “Leases” (continued)

HKFRS 16 is not expected to impact significantly on the way that lessors account for their right and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will be required to account for all leases of more than 12 months in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding “right-of-use” asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

HKFRS 16 will primarily affect the Group’s accounting as a lessee of leases for properties which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the profit or loss over the period of the lease.

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. As allowed by HKFRS 16, the Group plans to use the practical expedient to grandfather the previous assessment of which existing arrangements are, or contain, leases. The Group will therefore apply the new definition of a lease in HKFRS 16 only to contracts that are entered into on or after the date of initial application. In addition, the Group plans to elect the practical expedient for not applying the new accounting model to short-term leases and leases of low-value assets.

### 35 截至二零一九年六月三十日止年度已頒佈但尚未生效之修訂本、新訂準則及詮釋可能產生之影響 (續)

#### 香港財務報告準則第16號「租賃」(續)

預期香港財務報告準則第16號將不會嚴重影響出租人將其於租約項下權利及責任之入賬方式。然而，一旦採納香港財務報告準則第16號，承租人將不再區分融資租賃及經營租賃。相反，受切實可行權宜方法規限，承租人將須按與現有融資租賃會計處理方法類似之方式將所有超過十二個月之租賃入賬，即承租人將於租賃開始日期按日後最低租賃付款之現值確認及計量租賃負債，並將確認相應「使用權」資產。於初步確認該資產及負債後，承租人將確認租賃負債未償還結餘之應計利息開支及使用權資產折舊，而非根據現有政策於租賃期內按系統化基準確認根據經營租賃產生之租賃開支。作為一項切實可行權宜方法，承租人可選擇不將此會計模式應用於短期租賃(即租賃期為12個月或以下)及低價值資產之租賃，於該等情況下，租金開支將繼續於租賃期內按系統化基準確認。

香港財務報告準則第16號將主要影響本集團(作為租賃承租人)就物業(現時分類為經營租賃)之會計處理方法。預期應用新會計模式將導致資產及負債均有所增加，並影響租賃期間於損益確認開支之時間。

香港財務報告準則第16號於二零一九年一月一日或之後開始之年度期間生效。經香港財務報告準則第16號准許，本集團計劃使用切實可行權宜方法融入先前評估之切實可行權宜方法，當中現有安排為(或包含)租賃。因此，本集團僅會將香港財務報告準則第16號對租賃之新定義應用於首次應用日期或之後訂立之合約。此外，本集團計劃就不對短期租賃及低價值資產之租賃應用新會計模式選擇切實可行權宜方法。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

(Expressed in Hong Kong dollars) (以港元列示)

#### 35 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 30 JUNE 2019 (CONTINUED)

##### HKFRS 16 “Leases” (continued)

The Group plans to elect to use the modified retrospective approach for the adoption of HKFRS 16 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 July 2019, if necessary, and will not restate the comparative information. As disclosed in note 28(b), the Group's future minimum lease payments under non-cancellable operating leases for properties amounted to HK\$4,320,000 as at 30 June 2019, a portion of which is payable between one to three years after the reporting date. Upon the initial adoption of HKFRS 16, the opening balances of lease liabilities and the corresponding right-of-use assets will be adjusted to HK\$3,273,000, after taking account the effects of discounting, as at 1 July 2019.

#### 35 截至二零一九年六月三十日止年度已頒佈但尚未生效之修訂本、新訂準則及詮釋可能產生之影響(續)

##### 香港財務報告準則第16號「租賃」(續)

本集團計劃選擇就採納香港財務報告準則第16號使用經修訂之追溯法，並將於必要時確認首次應用的累計影響為對二零一九年七月一日權益期初結餘之調整，且不會重列比較資料。誠如附註28(b)所披露，於二零一九年六月三十日，本集團於不可撤銷經營租賃項下就物業未來最低租賃付款為4,320,000港元，其中部分須於報告日期後一至三年內支付。於首次採納香港財務報告準則第16號後，經考慮貼現影響，於二零一九年七月一日，租賃負債之期初結餘及相應使用權資產將調整至3,273,000港元。

## FIVE-YEARS FINANCIAL SUMMARY

### 五年財務摘要

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>RESULTS</b>	<b>業績</b>					
Revenue from continuing and discontinued operations	來自持續及已終止經營業務之收益	316,086	319,851	282,004	269,438	202,192
Profit/(loss) for the year	年內溢利／(虧損)	19,453	(8,177)	(13,488)	(51,205)	(27,249)
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	18,477	(8,289)	(13,386)	(51,058)	(27,205)
Non-controlling interests	非控股權益	976	112	(102)	(147)	(44)
		19,453	(8,177)	(13,488)	(51,205)	(27,249)
Dividends paid	已付股息	-	-	-	-	-
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	總資產	280,424	319,612	211,210	200,882	127,406
Total liabilities	總負債	(64,094)	(169,179)	(59,785)	(82,459)	(50,766)
Total equity	權益總額	216,330	150,433	151,425	118,423	76,640



寶聯控股有限公司

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