



CIL HOLDINGS LIMITED

華建控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號: 479



2012
Annual Report 年報

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CORPORATE INFORMATION 公司資料

DIRECTORS

Mr. Ke Jun Xiang (*Chairman*)
Ms. Lo Yuen Lai (*Deputy Chairman and Acting Chief Executive Officer*)
Mr. Simon Ng
Ms. Lo Yuen Chung
Mr. Chow Yeung Tuen, Richard*
Mr. Li Chung Kai, Philip*
Mr. Kwok Yam Sheung**
Mr. Chan Siu Kay**
Mr. Choi Chin Yu**

* Non-executive Director
** Independent Non-executive Director

COMPANY SECRETARY

Mr. Chiu King Hoi, Anthony

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
DBS Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Industrial Bank Co. Ltd.

AUDITORS

Graham H. Y. Chan & Co.
Certified Public Accountants (Practising)
Rooms 3719-26, 37/F
Sun Hung Kai Centre
30 Harbour Road
Wanchai, Hong Kong

COMPLIANCE ADVISOR

Kingsway Capital Limited
5th Floor, Hutchison House
10 Harcourt Road
Central, Hong Kong

董事

柯俊翔先生 (*主席*)
盧元麗女士 (*副主席兼署理行政總裁*)
伍世榮先生
盧元琮女士
鄒揚敦先生*
李松佳先生*
郭蔭尚先生**
陳紹基先生**
蔡展宇先生**

* 非執行董事
** 獨立非執行董事

公司秘書

趙景開先生

主要往來銀行

中國銀行(香港)有限公司
星展銀行(香港)有限公司
香港上海滙豐銀行有限公司
興業銀行股份有限公司

核數師

陳浩賢會計師事務所
執業會計師
香港灣仔
港灣道30號
新鴻基中心
37樓3719-26室

合規顧問

匯富融資有限公司
香港中環
夏慤道10號
和記大廈5樓

CORPORATE INFORMATION 公司資料

SHARE REGISTERS

Bermuda

The Bank of Bermuda Limited
6 Front Street
Hamilton HM11
Bermuda

Hong Kong

Tricor Tengis Limited
26/F Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit A2, 4/F, Cheung Kong Factory Building
6 Cheung Yee Street
Lai Chi Kok
Kowloon, Hong Kong

STOCK CODE

00479

COMPANY WEBSITE

www.cil479.com.hk

股份登記處

百慕達

The Bank of Bermuda Limited
6 Front Street
Hamilton HM11
Bermuda

香港

卓佳登捷時有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

總辦事處及主要營業地點

香港九龍
荔枝角
長義街6號
長江工廠大廈四樓A2室

股票代號

00479

公司網址

www.cil479.com.hk

CHAIRMAN'S STATEMENT 主席報告書

On behalf of the board of directors (the "Board"), I hereby present the annual results of CIL Holdings Limited and its subsidiaries (collectively referred to as the "Group") for the year ended 30 June 2012 to all the shareholders.

During the year under review, the Group continued to focus on its core business in providing comprehensive solutions and distribution of server storage, multi-media and communication products. Meanwhile, the global economic sentiment was affected by factors such as the weak recovery of the U.S. economy and the European sovereign debt crisis.

Despite of market uncertainty and volatility, the Group recorded revenue of approximately HK\$285 million for the year ended 30 June 2012, showing a growth of approximately 5.1% as compared with that of the previous financial year. Nevertheless, the overall financial performance of the Group was adversely affected by high operating costs due to the increase of quality demanded for projects and sourcing costs as well as increasing level of administrative expenses, especially in staff salaries and share-based payment, leading to a loss attributable to the owners of the Company amounting to approximately HK\$12.7 million.

The Group continued its full commitment to each of its projects, worked diligently to capture new business, and maintained good relationships with customers. It has also kept excelling in providing quality products and professional services to meet the increasingly stringent requirements of its customers.

In respect of marketing, the Group has put sustained efforts to expand its business by broadening the customer base and by strengthening its trading platform. Moreover, the Group has also kept on reviewing the existing market and monitor industry development in order to identify and provide more comprehensive services to our customers.

本人謹代表董事會（「董事會」）向全體股東提呈華建控股有限公司及其附屬公司（「本集團」）截至二零一二年六月三十日止年度之全年業績。

於回顧年度內，本集團繼續專注經營就伺服器儲存、多媒體及通訊產品提供全面解決方案和分銷有關產品等核心業務。與此同時，全球經濟氣氛亦受到美國經濟復甦乏力及歐洲主權債務危機等因素所影響。

縱使面對不明朗及波動之市場環境，本集團於截至二零一二年六月三十日止年度仍錄得收益約285,000,000港元，較上財政年度增長約5.1%。然而，客戶對項目質素的要求提高、採購成本上漲及行政開支（尤其是僱員薪酬及以股份為基礎之付款）的水平上升，令到營運成本高企，對本集團之整體財政表現構成不利影響，導致出現本公司擁有人應佔虧損約12,700,000港元。

本集團繼續為每一個項目全力以赴，竭力爭取新業務，以及與客戶維持良好關係。本集團亦在提供優質產品及專業服務上精益求精，務求滿足客戶日趨嚴謹之要求。

市場推廣方面，本集團繼續透過拓闊客戶基礎及增強本身之貿易平台來拓展業務。此外，本集團亦不斷審視現行市況及觀察行業發展趨勢，務求為客戶制訂並提供更全面之服務。

CHAIRMAN'S STATEMENT 主席報告書

On research and development, the Group has directed additional resources in upgrading its technology and products development to ensure it is well-positioned in providing efficient and innovative business solutions.

The global and domestic economy will still be facing many difficult issues in the coming year. The Group will continue to cautiously monitor the changes in the economic environment and to adjust business development strategies and directions so that it can adapt to changes in the business environment rapidly when required.

Internally, the Group remains committed to maintaining high standards of corporate governance. A full array of board committees has effectively supported the Board in carrying out its responsibilities. It is the Group's belief that by conducting its business in a well governed manner, its own long term interests and those of its shareholders will be maximised.

Last but no least, I would like to take this opportunity to thank the shareholders, customers and business partners for their trust in, understanding of and support to the Group over the years. Moreover, I would also like to thank all staff for their tremendous effort and contribution. With a focused senior management and professional team, I believe the Group will succeed in achieving our business goals. We will continue to explore new business opportunities in the challenging year ahead and strive for the best returns for our shareholders.

Ke Jun Xiang
Chairman

Hong Kong, 28 September 2012

研發方面，本集團已調撥額外資源作提升技術及開發產品之用，以確保集團為提供有效及創新之商業方案作好準備。

全球及本地經濟於來年仍要面對很多難題。本集團將繼續審察經濟環境之變化，並於有需要時調整業務發展策略及方向，務求迅速應對商業環境之變化。

內部管理方面，本集團依然致力保持高水平的企業管治。完備之董事委員會架構有效地輔助董事會履行職責。本集團深信，以優良管治方式營運業務，當可提高本身以至股東的長遠利益。

最後但同等重要的，本人謹此衷心感謝股東、客戶及業務伙伴多年來的信任、諒解及支持。此外，本人亦謹此銘謝全體員工所付出之無比努力及貢獻。憑著擁有一支專注之高級管理及專業團隊，本人相信本集團將能實踐所訂立之業務目標。展望來年仍充滿挑戰，本集團將繼續開拓新商機，務求為股東帶來最佳回報。

主席
柯俊翔

香港，二零一二年九月二十八日

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

FINANCIAL RESULTS

There was a slight increase in revenue generated in the Group's ordinary course of business during the year ended 30 June 2012 as compared with that of last year. Total turnover for the year ended 30 June 2012 was HK\$284,647,000, showing a growth of approximately 5.1% over the corresponding figure of HK\$270,846,000 for the year ended 30 June 2011.

Despite the above, the overall gross profit margin had decreased due to sustaining high cost of sales which dragged down the consolidated gross profit for the year ended 30 June 2012 by approximately 19.4% to HK\$11,625,000 as compared to the consolidated gross profit for the year ended 30 June 2011 (2011: HK\$14,413,000) after the change in the presentation of commission received.

During the year ended 30 June 2011, the Company and several creditors entered into debt settlement agreements and a total gain on debt settlement of HK\$5,416,000 was accounted for as income. As such event was non-recurrent in nature, therefore no equivalent income was recorded in the year ended 30 June 2012. However, as a result of the debt settlement, finance costs of the Group were reduced significantly after a substantial amount of indebtedness was extinguished. Such cost-saving effect continued in the year ended 30 June 2012 and the total finance costs were kept at a low level of HK\$495,000 for the year ended 30 June 2012 (2011: HK\$3,880,000).

During the year ended 30 June 2012, the Group has written back accruals, deposits received and other payables amounting to HK\$3,860,000 (2011: HK\$1,046,000) as the directors of the Company (the "Directors") are of the view that the legal or constructive obligations arising as a result of past events for these liabilities have expired.

財務業績

本集團截至二零一二年六月三十日止年度來自日常業務範圍之收益較去年微升。截至二零一二年六月三十日止年度之總營業額為284,647,000港元，較截至二零一一年六月三十日止年度之270,846,000港元增長約5.1%。

縱然如此，銷售成本持續高企令到整體毛利率下降，拖累到截至二零一二年六月三十日止年度之綜合毛利較截至二零一一年六月三十日止年度之綜合毛利（於更改已收佣金之呈列方式後）（二零一一年：14,413,000港元）減少約19.4%至11,625,000港元。

截至二零一一年六月三十日止年度，本公司與若干債權人訂立債務清償協議，而5,416,000港元之債務清償總收益乃入賬列作收入。由於該事件屬非經常性質的項目，故於截至二零一二年六月三十日止年度並無錄得相同收入。然而，因債務清償，本集團之融資成本已於大額債務清償後大減。有關的擲節成本效益延續至截至二零一二年六月三十日止年度，而截至二零一二年六月三十日止年度之總融資成本亦保持在495,000港元之低水平（二零一一年：3,880,000港元）。

截至二零一二年六月三十日止年度，本集團已撥回3,860,000港元（二零一一年：1,046,000港元）之應計費用、已收按金及其他應付款項，原因為本公司董事（「董事」）認為有關負債之過往事件所產生的法律或推定責任已經失效。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Nevertheless, the overall financial performance of the Group was adversely affected by, inter alia, the issue of share options to the Directors and employees of the Group (the "Share Options"). Pursuant to the Hong Kong Financial Reporting Standard 2 - Share-based Payment (HKFRS 2) issued by the Hong Kong Institute of Certified Public Accountants, the fair value of the Share Options amounting to HK\$6,310,000 was recorded as share-based payment expenses in the consolidated statement of comprehensive income of the Group for the year ended 30 June 2012 (2011: nil).

Other administrative expenses for the year ended 30 June 2012 also rose by 15.2% to HK\$21,505,000 (2011: HK\$18,673,000), which was mainly caused by the upward adjustment of staff salaries and the Directors' emoluments. The total relevant staff costs incurred in the year ended 30 June 2012, not including share-based payment expenses of HK\$6,310,000 as mentioned above, was HK\$11,917,000 which represented an increase by 67.2% comparing to the amount of HK\$7,126,000 incurred in the year ended 30 June 2011.

As a result, the total comprehensive loss attributable to owners of the Company for the year ended 30 June 2012 widened from HK\$1,575,000 for the year ended 30 June 2011 to HK\$12,691,000, leading to a basic loss per share of HK1.21 cents for the year ended 30 June 2012 (2011: HK0.25 cents).

然而，本集團之整體財務表現乃受到（其中包括）向董事及本集團僱員發行購股權（「購股權」）所不利影響。根據香港會計師公會發出之香港財務報告準則第2號－以股份為基礎之支付（「香港財務報告準則第2號」），購股權的公平值6,310,000港元乃於本集團截至二零一二年六月三十日止年度之綜合全面收益表中入賬列作以股份為基礎之支付開支（二零一一年：無）。

截至二零一二年六月三十日止年度之其他行政開支亦增加15.2%至21,505,000港元（二零一一年：18,673,000港元），主要因為員工薪金及董事酬金上調所致。截至二零一二年六月三十日止年度所錄得之相關員工成本總額（不包括上述之6,310,000港元以股份為基礎之支付開支）為11,917,000港元，較截至二零一一年六月三十日止年度之7,126,000港元增加67.2%。

因此，截至二零一二年六月三十日止年度之本公司擁有人應佔全面虧損總額由截至二零一一年六月三十日止年度之1,575,000港元增至12,691,000港元，而截至二零一二年六月三十日止年度之每股基本虧損為1.21港仙（二零一一年：0.25港仙）。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

BUSINESS REVIEW AND OUTLOOK

During the year ended 30 June 2012, there had been no material change in respect of the business and development of the Group. The Company's principal activity continued to be investment holding whilst its major subsidiary, AVTE Company Limited, was engaged in providing comprehensive solutions and distribution of server storage, multimedia and communication products by running two main business divisions, namely server solution division and integrated circuit solution division.

The Directors and the management of the Company will continue to focus and devote their efforts on implementing the Group's long-term business objectives, including:

1. to maintain constant communication and to foster good relationship with its existing customers and suppliers aiming at developing new lines of business;
2. to acquire new customers with a view to strengthening its clientele; and
3. to continue its dedication in research and development of new specifications of its products.

In parallel with these plans, the Company will continue to exercise prudent financial management control and to maintain healthy liquidity position.

業務回顧及展望

於截至二零一二年六月三十日止年度，本集團之業務及發展並無重大變化。本公司之主業務繼續為投資控股，而其主要附屬公司AVTE Company Limited通過經營兩大主要業務部門－伺服器解決方案部門及集成電路解決方案部門而從事就伺服器儲存、多媒體及通訊產品提供全面解決方案和分銷有關產品之業務。

本公司董事及管理層將繼續集中全力落實本集團之長線業務目標，包括：

1. 與現有客戶及供應商保持定期溝通和維持良好關係，以發展新業務系列；
2. 招徠新客戶以增強客戶群；及
3. 繼續專注於新產品規格之研發工作。

在實行上述策略之同時，本公司將繼續保持審慎之財務管理監控措施及維持健康之流動資金水平。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

LIQUIDITY AND CAPITAL RESOURCES

As at 30 June 2012, the Group had net assets of HK\$10,669,000 (2011: HK\$16,925,000), comprising total assets of HK\$128,419,000 (2011: HK\$149,488,000) and current liabilities of HK\$117,750,000 (2011: HK\$132,563,000). The Group's total assets included non-current assets consisting of property, plant and equipment and deferred tax assets of HK\$897,000 and HK\$344,000 (2011: HK\$1,215,000 and HK\$591,000) respectively as well as current assets of HK\$127,178,000 (2011: \$147,682,000).

Net current assets of the Group as at 30 June 2012 was HK\$9,428,000, (2011: HK\$15,119,000) and the current ratio, representing by current assets divided by current liabilities, was 1.08 (2011: 1.11).

Total bank deposits and cash as at 30 June 2012 was HK\$55,336,000 (2011: HK\$73,424,000) and were denominated in Hong Kong Dollars ("HK\$"), Chinese Renminbi ("RMB") and United States Dollars ("US\$").

The Group had total short-term borrowings of comprising bank borrowings and other loans of HK\$40,839,000 as at 30 June 2012 (2011: HK\$38,893,000). These borrowings were denominated in HK\$ and were subject to interest at prevailing commercial lending rates. The gearing ratio, measuring as the total borrowings over total equity, was 3.83 (2011: 2.30).

The Directors are of the opinion that, after taking into account of the present available financial resources and the current banking and other facilities, the Group has sufficient funds to finance its operations and to meet the financial obligations of its business when they fall due.

流動資金及財政資源

於二零一二年六月三十日，本集團之資產淨值為10,669,000港元（二零一一年：16,925,000港元），包含資產總值128,419,000港元（二零一一年：149,488,000港元）及流動負債117,750,000港元（二零一一年：132,563,000港元）。本集團之資產總值包括非流動資產（包含物業、機器及設備897,000港元（二零一一年：1,215,000港元）及遞延稅項資產344,000港元（二零一一年：591,000港元））以及流動資產127,178,000港元（二零一一年：147,682,000港元）。

於二零一二年六月三十日，本集團之流動資產淨值為9,428,000港元（二零一一年：15,119,000港元），而流動比率（即流動資產除以流動負債）為1.08（二零一一年：1.11）。

於二零一二年六月三十日之銀行存款及現金總額為55,336,000港元（二零一一年：73,424,000港元），並以港元（「港元」）、人民幣（「人民幣」）及美元（「美元」）計值。

於二零一二年六月三十日，本集團之短期借貸（包括銀行借貸及其他貸款）總額為40,839,000港元（二零一一年：38,893,000港元）。該等貸款以港元計值並且按現行商業借貸利率計息。根據總借貸除以總權益計算的資本負債比率為3.83（二零一一年：2.30）。

董事認為，經考慮並計及目前可動用之財務資源、目前可動用之銀行及其他融資後，本集團目前已具備足夠資金應付業務所需及到期之業務財務責任。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

PLEDGE OF ASSETS

As at 30 June 2012, the banking facilities of the Group were secured by (i) the fixed deposit of the Company amounting to approximately HK\$20,208,000 (2011: HK\$20,012,000); (ii) fixed charge over trade receivables of the Group with an aggregate carrying amount of HK\$20,192,000 (2011: HK\$21,901,000) and (iii) personal guarantees executed by a Director, Ms. Lo Yuen Lai ("Ms. Lo") and her spouse, Mr. Lee Bing Kwong ("Mr. Lee"). As at 30 June 2011, the banking facilities of the Group were also secured by the legal charge over properties owned by a company controlled by Ms. Lo and Mr. Lee. Such legal charge over properties had been released during the year ended 30 June 2012.

As at 30 June 2012, the Group had also transferred bills receivable balances amounting to HK\$2,303,000 (2011: HK\$1,299,000) to a financial institution in exchange for cash. The transaction had been accounted for as collateralised bank advances.

FOREIGN CURRENCY EXPOSURE

The Group's monetary assets and transactions are principally denominated in HK\$, RMB and US\$. The management considers that the Group's exposure to US\$ does not give rise to significant currency risk on the ground that HK\$ is pegged to US\$. The Group exposes to currency risk that are denominated in RMB and currently does not have any hedging policy against RMB. However, the management monitors the Group's currency exposure and will consider hedging significant foreign exchange risk exposure should the need arise.

MATERIAL ACQUISITIONS AND DISPOSALS OF INVESTMENTS

During the year ended 30 June 2012, there was no material acquisition and disposal of subsidiaries or affiliated companies.

資產抵押

於二零一二年六月三十日，本集團之銀行融通額乃以(i)為數約20,208,000港元(二零一一年：20,012,000港元)之本公司定期存款；(ii)本集團總賬面值為20,192,000港元(二零一一年：21,901,000港元)之應收貿易賬款之固定押記；及(iii)一名董事盧元麗女士(「盧女士」)及其配偶李秉光先生(「李先生」)簽立之個人擔保作為抵押。於二零一一年六月三十日，本集團之銀行融通額亦由盧女士及李先生控制之公司所擁有之物業之法定押記作為抵押。該等物業之法定押記已於截至二零一二年六月三十日止年度內獲解除。

於二零一二年六月三十日，本集團亦已將合共2,303,000港元(二零一一年：1,299,000港元)之應收票據結餘轉讓予一間金融機構以換取現金。該項交易已入賬列作有抵押銀行墊款。

外匯風險

本集團之貨幣資產及交易主要以港元、人民幣及美元計值。管理層認為，由於港元與美元掛鈎，本集團並無因為美元而面對重大貨幣風險。本集團面對有關以人民幣計值之貨幣風險，現並無就人民幣訂立任何對沖政策。然而，管理層密切監察本集團之貨幣風險，並會於需要時考慮對沖重大的外匯風險。

有關投資之重大收購及出售

截至二零一二年六月三十日止年度內，並無有關附屬公司或聯屬公司之重大收購及出售。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

NUMBER OF EMPLOYEES

The Group had 37 employees as at 30 June 2012 (2011: 36). They were remunerated according to the prevailing manpower conditions and individual performance. There was no change in the staff policy during the financial year.

PROVISIONS AND CONTINGENT LIABILITIES

As at 30 June 2012, the Group had a number of pending litigations and had recognised a provision amounting to HK\$43,892,000 (2011: HK\$43,892,000) in respect of the disputed claims against the Company. Details are set out in note 36 to the consolidated financial statements. During the year ended 30 June 2012, the Group had written back several accruals, deposits received and other payables amounting to approximately HK\$3,860,000 (2011: HK\$1,046,000) of which the legal or the constructive obligations arising as a result of past events for these liabilities have expired. Details are explained in note 9 to the consolidated financial statements.

SUBSEQUENT EVENT

On 14 September 2012, the Group and an independent third party (the "Seller") entered into a sales and purchase agreement pursuant to which the Group acquired a motor vehicle from the Seller with a consideration of HK\$1,500,000. The transaction was completed on the same day.

僱員人數

於二零一二年六月三十日，本集團有37名僱員（二零一一年：36名）。員工薪酬根據當時人力市場情況及個人表現釐定。財政年度內員工政策並無變動。

撥備及或然負債

於二零一二年六月三十日，本集團有多項待決訴訟，並已就本公司面對之具爭議申索而確認43,892,000港元（二零一一年：43,892,000港元）撥備。有關詳情載於綜合財務報表附註36。截至二零一二年六月三十日止年度，本集團已撥回約3,860,000港元（二零一一年：1,046,000港元）之若干應計費用、已收按金及其他應付款項，原因為有關負債之過往事件所產生的法律或推定責任已經失效。詳情於綜合財務報表附註9中說明。

年結日後事項

於二零一二年九月十四日，本集團與一名獨立第三方（「賣方」）訂立買賣協議，據此，本集團以1,500,000港元之代價向賣方購買一輛汽車。該項交易已於同日完成。

DIRECTORS' REPORT 董事會報告書

The directors of the Company (the "Directors") are pleased to present their report and the audited financial statements for the year ended 30 June 2012.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 19 to the financial statements.

RESULTS AND DIVIDEND

The results of the Group for the year ended 30 June 2012 and the state of affairs of the Company and the Group as at that date are set out in the financial statements on pages 46 to 49.

The Directors do not recommend the payment of any dividend in respect of the year ended 30 June 2012.

SEGMENT INFORMATION

An analysis of the Group's performance for the year by operating segment is set out in note 7 to the consolidated financial statements.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out on page 160. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year are set out in note 18 to the consolidated financial statements.

本公司董事(「董事」)欣然提呈截至二零一二年六月三十日止年度之報告及經審核財務報表。

主要業務

本公司為一家投資控股公司，其附屬公司之主要業務載於財務報表附註19。

業績及股息

本集團截至二零一二年六月三十日止年度之業績以及本公司及本集團於當日之事務狀況載於財務報表第46至49頁。

董事會不建議派發截至二零一二年六月三十日止年度之任何股息。

分部資料

本集團於年內按營運分部對表現之分析載於綜合財務報表附註7。

財務資料概要

本集團於過去五個財政年度之已刊登業績及資產與負債之概要(摘自經審核財務報表及於適當情況經重新分類)載於第160頁。此概要並非經審核財務報表之一部分。

物業、機器及設備

有關本集團於本年度之物業、機器及設備之變動詳情載於綜合財務報表附註18。

DIRECTORS' REPORT 董事會報告書

BANK AND OTHER BORROWINGS

Details of bank and other borrowings of the Group are set out in note 26 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in note 29 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in the statements of changes in equity on page 50 and note 30 to the consolidated financial statements respectively. As at 30 June 2012, the Company had no reserve available for cash distribution.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Bye-laws of the Company (the "Bye-laws") or the laws of Bermuda in relation to issues of new shares by the Company.

銀行貸款及其他借貸

有關本集團之銀行貸款及其他借貸詳情載於綜合財務報表附註26。

股本

有關年內本公司之股本變動詳情載於綜合財務報表附註29。

儲備

本集團及本公司於年內之儲備變動詳情分別載於第50頁之綜合權益變動表及綜合財務報表附註30。於二零一二年六月三十日，本公司並無儲備可供現金分派。

買賣或贖回本公司證券

年內，本公司或其任何附屬公司概無買賣或贖回本公司任何上市證券。

優先認購權

本公司之公司細則（「公司細則」）或百慕達法例均無涉及發行本公司新股份之優先認股權條文。

DIRECTORS' REPORT 董事會報告書

EMOLUMENT POLICY

The emolument policy regarding the employees of the Group is set up by the Executive Directors on the basis of their merit, qualifications and competence. The emoluments of the Directors are determined by the Board based on recommendations from the Remuneration Committee, having regard to the responsibilities of the Directors, the Company's operating results, individual performance and comparable market statistics.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of turnover and purchases attributable to the Group's major customers and suppliers for the year are as follows:

Turnover	
- The largest customer	44.00%
- Five largest customers combined	80.88%
Purchases	
- The largest supplier	37.68%
- Five largest suppliers combined	97.54%

Included in top 5 customers and top 5 suppliers of the Group is a related company, namely AVT International Limited ("AVT International"). AVT International is solely owned by Mr. Lee Bing Kwong, who is the spouse of a Director, Ms. Lo Yuen Lai.

Apart from AVT International, none of the Directors, their associates or any shareholders (who, to the knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any beneficial interests in any of the above customers or suppliers.

薪酬政策

執行董事根據僱員之貢獻、資格及能力制訂本集團僱員之薪酬政策。董事會根據薪酬委員會之建議，參考董事之責任、本公司之營運業績、個人表現及可比較之市場數據而釐定董事之薪酬。

主要客戶及供應商

年內主要客戶及供應商所佔本集團營業額及採購額之百分比如下：

營業額：	
- 最大客戶	44.00%
- 五大客戶共佔	80.88%
採購額：	
- 最大供應商	37.68%
- 五大供應商共佔	97.54%

本集團前五名客戶及前五名供應商中包括一間關聯公司AVT International Limited (「AVT International」)。AVT International由李秉光先生全資擁有，而李先生為董事盧元麗女士之配偶。

除AVT International之外，年內各董事、彼等之聯繫人士或就董事會所知擁有本公司已發行股本5%以上之任何股東，概無擁有上述客戶或供應商之任何實益權益。

DIRECTORS' REPORT 董事會報告書

SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted by the Company on 27 June 2011, pursuant to which the Board may grant options to any employees, directors, shareholders, suppliers, customers of the Group and any other person or company who has contributed or may contribute to the development and growth of the Group to subscribe for shares in the Company at any price which is at least the highest of (i) the closing price of the shares of the Company on the date of the grant of the options; (ii) the average closing price of the shares of the Company on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the 5 trading days immediately preceding the date of the grant of the options; and (iii) the nominal value of the shares of the Company.

Details of the share options granted under the Scheme during the year and outstanding as at 30 June 2012 are set out in note 33(b) to the consolidated financial statements.

DIRECTORS

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

Executive Directors

Mr. Ke Jun Xiang

Ms. Lo Yuen Lai

Mr. Simon Ng

Ms. Yu Jieting

(appointed on 1 November 2011 and retired and not being re-elected at the annual general meeting held on 30 December 2011)

Ms. Lo Yuen Chung

(appointed on 4 January 2012)

購股權計劃

本公司於二零一一年六月二十七日採納購股權計劃(「該計劃」)，據此，董事會可向本集團任何僱員、董事、股東、供應商、客戶以及曾經或可能對本集團之發展及增長作出貢獻之任何其他人士或公司授予購股權，以認購本公司股份，而認購價不得低於下列三者之中最高者：(i)本公司股份於購股權授出日期在聯交所之收市價；(ii)本公司股份於緊接購股權授出日期前五個交易日在香港聯合交易所有限公司(「聯交所」)之平均收市價；及(iii)本公司股份之面值。

本年度內根據該計劃授出之購股權以及於二零一二年六月三十日尚未行使之購股權的詳情，乃載於綜合財務報表附註33(b)。

董事

本年度內及截至本報告日期之董事如下：

執行董事

柯俊翔先生

盧元麗女士

伍世榮先生

余婕婷小姐

(於二零一一年十一月一日獲委任並於二零一一年十二月三十日舉行之股東週年大會上退任及並無膺選連任)

盧元琮女士

(於二零一二年一月四日獲委任)

DIRECTORS' REPORT 董事會報告書

Non-executive Directors

Mr. Chow Yeung Tuen, Richard
Mr. Li Chung Kai, Philip
(appointed on 29 March 2012)

Independent Non-executive Directors

Mr. Kwok Yam Sheung
Mr. Chan Man Wai, Joman
(retired but not being re-elected at the annual general meeting held on 30 December 2011)
Mr. Chan Siu Kay
Mr. Lin Qifu
(appointed on 29 March 2012 and retired and not being re-elected at the special general meeting held on 10 May 2012)
Mr. Choi Chin Yu
(appointed on 9 August 2012)

At the forthcoming annual general meeting, Mr. Simon Ng and Mr. Chan Siu Kay shall retire by rotation in accordance with Bye-law 99(1), while Mr. Choi Chin Yu shall retire in accordance with Bye-law 102(B). Except Mr. Simon Ng, who has expressed to the Company that he will not seek for re-election, Mr. Chan Siu Kay and Mr. Choi Chin Yu, being eligible, will offer themselves for re-election.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on pages 40 to 42.

非執行董事

鄒揚敦先生
李松佳先生
(於二零一二年三月二十九日獲委任)

獨立非執行董事

郭蔭尚先生
陳文偉先生
(於二零一一年十二月三十日舉行之股東週年大會上退任及並無膺選連任)
陳紹基先生
林齊府先生
(於二零一二年三月二十九日獲委任並於二零一二年五月十日舉行之股東特別大會上退任及並無膺選連任)
蔡展宇先生
(於二零一二年八月九日獲委任)

於應屆股東週年大會上，伍世榮先生及陳紹基先生須根據公司細則第99(1)條輪值告退，而蔡展宇先生須根據公司細則第102(B)條退任。除伍世榮先生已向本公司表示不尋求膺選連任外，陳紹基先生及蔡展宇先生均符合資格且願意膺選連任。

董事及高級管理層之履歷

本公司董事及高級管理層之履歷載於第40至42頁。

DIRECTORS' REPORT 董事會報告書

DIRECTORS' SERVICE CONTRACTS

None of the Directors has entered, or proposed to enter into a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Saved as disclosed in note 35 to the consolidated financial statements, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party, and in which any of the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

As at 30 June 2012, the interests of the Directors and chief executives of the Company and/or their respective associates in the long or short positions in shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))(the "SFO") as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") were as follows:

董事之服務合約

概無董事已經或擬與本集團任何成員公司訂立本集團於一年內須作出賠償(法定賠償除外)方可終止之服務合約。

董事於重大合約之權益

除綜合財務報表附註35所披露者外，於本年度完結或年內任何時間，本公司或其任何附屬公司概無簽訂與本集團業務有關且任何董事直接或間接擁有重大權益之任何重大合約。

董事及主要行政人員之股份權益

於二零一二年六月三十日，根據香港法例第571章證券及期貨條例(「證券及期貨條例」)第352條本公司須存置之登記冊所記錄，或根據證券及期貨條例第XV部或根據聯交所證券上市規則(「上市規則」)中《上市公司董事進行證券交易的標準守則》(「標準守則」)之規定須知會本公司及聯交所，本公司董事及主要行政人員及／或彼等各自之聯繫人士於本公司或其任何相聯法團(見證券及期貨條例第XV部之定義)之股份、相關股份及債券中擁有下列好倉或淡倉：

DIRECTORS' REPORT 董事會報告書

Long position in the shares of the Company

本公司股份好倉

Name of Director 董事姓名	Note 附註	Number of underlying shares of the Company 本公司 相關股份數目	Number of ordinary shares held as at 30 June 2012 於二零一二年六月三十日所持之普通股數目				Total 總計	Approximate percentage of issued share capital 佔已發行股本 之概約百分比
			Beneficial owners 實益擁有人	Corporate interest 法團權益	Family interest 家族權益	Other interest 其他權益		
Mr. Ke Jun Xiang 柯俊翔先生	1	2,000,000	—	137,820,000	121,640,000	—	261,460,000	24.92%
Ms. Lo Yuen Lai 盧元麗女士	2	2,000,000	559,841	—	297,238,100	—	299,797,941	28.57%
Mr. Simon Ng 伍世榮先生	3	2,000,000	—	—	—	—	2,000,000	0.19%
Mr. Chow Yeung Tuen, Richard 鄒揚敦先生	3	2,000,000	—	—	—	—	2,000,000	0.19%
Mr. Kwok Yam Sheung 郭蔭尚先生	3	2,000,000	1	—	—	—	2,000,001	0.19%
Mr. Chan Siu Kay 陳紹基先生	3	2,000,000	—	—	—	—	2,000,000	0.19%

Notes:

附註:

- Mr. Ke Jun Xiang held 2,000,000 underlying ordinary shares of the Company pursuant to share options granted by the Company on 26 July 2011. Mr. Ke also wholly owned Trade Honour Limited and Global Work Management Limited, which held 136,320,000 and 1,500,000 ordinary shares of the Company respectively. His spouse, Ms. Wang Jian Ping, wholly owned State Thrive Limited, Shine Fill Limited and Honest Ventures Limited, which held 57,920,000, 57,920,000 and 5,800,000 ordinary shares of the Company respectively. Accordingly, Mr. Ke was deemed to have total interests in 261,460,000 ordinary shares of the Company.
- Ms. Lo Yuen Lai personally held 559,841 ordinary shares of the Company and 2,000,000 underlying ordinary shares of the Company pursuant to share options granted by the Company on 26 July 2011. Her spouse, Mr. Lee Bing Kwong, personally held 65,518,100 ordinary shares of the Company and also wholly owned Ample Key Limited and Ever Asset Limited, which respectively held 115,880,000 ordinary shares of the Company and a total effective interest in 115,840,000 ordinary shares of the Company by way of security under share pledges from State Thrive Limited and Shine Fill Limited. Accordingly Ms. Lo was deemed to have total interests in 299,797,941 ordinary shares of the Company.
- 柯俊翔先生根據本公司於二零一一年七月二十六日授出之購股權持有2,000,000股本公司相關普通股。柯先生亦全資擁有Trade Honour Limited及Global Work Management Limited，此兩間公司分別持有136,320,000股及1,500,000股本公司普通股。柯先生之配偶王建萍女士全資擁有State Thrive Limited、Shine Fill Limited及Honest Ventures Limited，此三間公司分別持有57,920,000股、57,920,000股及5,800,000股本公司普通股。因此，柯先生被視為擁有合共261,460,000股本公司普通股之權益。
- 盧元麗女士個人持有559,841股本公司普通股及根據本公司於二零一一年七月二十六日授出之購股權持有2,000,000股本公司相關普通股。盧女士配偶李秉光先生個人持有65,518,100股本公司普通股，亦全資擁有Ample Key Limited（其持有115,880,000股本公司普通股）及Ever Asset Limited（其通過來自State Thrive Limited及Shine Fill Limited之股份押記之抵押在合共115,840,000股本公司普通股中擁有實際權益）。因此，盧女士被視為擁有合共299,797,941股本公司普通股之權益。

DIRECTORS' REPORT 董事會報告書

3. Mr Simon Ng, Mr. Chow Yeung Tuen, Richard, Mr. Kwok Yam Sheung and Mr. Chan Siu Kay each held 2,000,000 underlying ordinary shares of the Company respectively pursuant to share options granted by the Company on 26 July 2011.

As at 30 June 2012 Ms. Lo Yuen Lai also personally held 450,010 ordinary shares of AVTE Company Limited ("AVTE"), a non-wholly owned subsidiary of the Company, representing 10% equity interest of its total issued share capital. Subsequent to the year end, she disposed her entire interest in AVTE to a director of AVTE.

Save as disclosed above, at as 30 June 2012, to the knowledge of the Company, none of the Directors or chief executives of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which the Directors or chief executives of the Company were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Saved as disclosed under the section "Directors' and Chief Executives' Interests in Shares" above, at no time during the year was the Company or its subsidiaries, a party to any arrangements to enable the Directors or chief executives of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate. None of the Directors or chief executives of the Company or their spouses or children under 18 years of age, had any right to subscribe for the securities of the Company, or had exercised any such right during the year.

3. 伍世榮先生、鄧揚敦先生、郭蔭尚先生及陳紹基先生根據本公司於二零一一年七月二十六日授出之購股權分別持有2,000,000股本公司相關普通股。

於二零一二年六月三十日，盧元麗女士亦個人持有本公司非全資附屬公司AVTE Company Limited (「AVTE」) 之450,010股普通股，佔該公司全部已發行股本之10%股本權益。於年結日後，彼已將所持之全部AVTE權益出售予一名AVTE董事。

除上文所披露者外，於二零一二年六月三十日，就本公司所知，並無本公司之董事或主要行政人員於本公司或其任何相聯法團（見證券及期貨條例之定義）之股份、相關股份或債券中擁有任何權益或淡倉而根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所（包括根據證券及期貨條例之有關規定本公司之董事或主要行政人員被當作或視為擁有之任何權益及淡倉），或根據證券及期貨條例第352條須記入該條所提述之登記冊，或根據標準守則須知會本公司及聯交所。

董事及主要行政人員購買股份或債券之權利

除上文「董事及主要行政人員之股份權益」一節所披露者外，於本年度內任何時間，本公司或其附屬公司概無參與任何安排，致使本公司董事或主要行政人員可藉著購入本公司或任何其他法人團體之股份或債券而獲益。概無本公司之董事或主要行政人員或彼等之配偶或彼等未滿十八歲之子女擁有認購本公司證券之任何權利，或於年內曾行使任何該等權利。

DIRECTORS' REPORT 董事會報告書

PERSONS WHO HAVE AN INTEREST OR SHORT POSITION WHICH IS DISCLOSEABLE UNDER DIVISIONS 2 AND 3 OF PART XV OF THE SFO AND SUBSTANTIAL SHAREHOLDERS

As at 30 June 2012, so far as is known to any Director or chief executive of the Company, the persons or companies (not being a Director or chief executive of the Company) who had interests or short positions in the Shares and underlying Shares 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 deemed to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company are as follows:

擁有根據證券及期貨條例第XV部第2及3分部須予披露之權益或淡倉之人士及主要股東

於二零一二年六月三十日，就本公司任何董事或主要行政人員所知，以下人士或公司（並非本公司之董事或主要行政人員）於股份及相關股份中擁有權益或淡倉而須根據證券及期貨條例第XV部第2及3分部之規定向本公司披露，或直接或間接視為擁有附帶在一切情況可於本公司股東大會上投票的權利之任何類別股本面值的10%或以上：

Long position in the shares of the Company

本公司股份好倉

Name of shareholder	Note	Number of underlying shares of the Company	Number of ordinary shares held as at 30 June 2012				Total	Approximate percentage of issued share capital
			Personal/beneficial interest	Corporate interest	Family interest	Other interests		
股東姓名/名稱	附註	相關股份數目	個人/實益權益	法團權益	家族權益	其他權益	總計	佔已發行股本之概約百分比
Ms. Wang Jian Ping 王建萍女士	1	2,000,000	-	121,640,000	137,820,000	-	261,460,000	24.92%
State Thrive Limited	1	-	57,920,000	-	-	-	57,920,000	5.52%
Shine Fill Limited	1	-	57,920,000	-	-	-	57,920,000	5.52%
Trade Honour Limited	1	-	136,320,000	-	-	-	136,320,000	12.99%
Mr. Lee Bing Kwong 李秉光先生	2	2,000,000	65,518,100	231,720,000	559,841	-	299,797,941	28.57%
Ample Key Limited	2	-	115,880,000	-	-	-	115,880,000	11.04%
Ever Asset Limited	2	-	-	-	-	115,840,000	115,840,000	11.04%
Power Apex Limited	3	-	-	-	-	136,320,000	136,320,000	12.99%
Pachmar Limited	3	-	-	136,320,000	-	-	136,320,000	12.99%
Mr. Henry Winata Henry Winata 先生	3	-	-	136,320,000	-	-	136,320,000	12.99%

DIRECTORS' REPORT 董事會報告書

Notes:

- Ms. Wang Jian Ping wholly owned State Thrive Limited, Shine Fill Limited and Honest Ventures Limited, which held 57,920,000, 57,920,000 and 5,800,000 ordinary shares of the Company respectively. Her spouse, Mr. Ke Jun Xiang held 2,000,000 underlying ordinary shares of the Company pursuant to share options granted by the Company on 26 July 2011 and wholly owned Trade Honour Limited and Global Work Management Limited, which held 136,320,000 and 1,500,000 ordinary shares of the Company respectively. Accordingly, Ms. Wang was deemed to have total interests in 261,460,000 ordinary shares of the Company.
- Mr. Lee Bing Kwong personally held 65,518,100 ordinary shares of the Company and his spouse, Ms. Lo Yuen Lai personally held 559,841 ordinary shares of the Company and 2,000,000 underlying ordinary shares of the Company pursuant to share options granted by the Company on 26 July 2011. He also wholly owned Ample Key Limited and Ever Asset Limited, which respectively held 115,880,000 ordinary shares of the Company and an effective interest in 115,840,000 ordinary shares of the Company by way of security under share pledges from State Thrive Limited and Shine Fill Limited respectively. Accordingly Mr. Lee Bing Kwong was deemed to have total interests in 299,797,941 ordinary shares of the Company.
- Power Apex Limited had an effective interest in 136,320,000 ordinary shares of the Company by way of security under a share pledge from Trade Honour Limited. Power Apex Limited was wholly owned by Pachmar Limited which was in turn wholly owned by Mr. Henry Winata. Accordingly Pachmar Limited and Mr. Henry Winata were each deemed to have interest in 136,320,000 ordinary shares of the Company.

Saved as disclosed above, as at 30 June 2012, to the knowledge of the Company, no person or company (not being a Director or chief executive of the Company) had or was deemed to have any interests or short positions in the shares and underlying shares 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 was directly or indirectly deemed to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any member of the Group.

附註：

- 王建萍女士全資擁有State Thrive Limited、Shine Fill Limited及Honest Ventures Limited，此三間公司分別持有57,920,000股、57,920,000股及5,800,000股本公司普通股。王女士之配偶柯俊翔先生根據本公司於二零一一年七月二十六日授出之購股權持有2,000,000股本公司相關普通股，亦全資擁有Trade Honour Limited及Global Work Management Limited，此兩間公司分別持有136,320,000股及1,500,000股本公司普通股。因此，王女士被視作擁有合共261,460,000股本公司普通股之權益。
- 李秉光先生個人持有65,518,100股本公司普通股，其配偶盧元麗女士個人持有559,841股本公司普通股及根據本公司於二零一一年七月二十六日授出之購股權持有2,000,000股本公司相關普通股。彼亦全資擁有Ample Key Limited（其持有115,880,000股本公司普通股）及Ever Asset Limited（其通過分別來自State Thrive Limited及Shine Fill Limited之股份押記之抵押在115,840,000股本公司普通股中擁有實際權益）。因此，李秉光先生被視作擁有合共299,797,941股本公司普通股之權益。
- Power Apex Limited通過一項來自Trade Honour Limited之股份押記之抵押而於136,320,000股本公司普通股中擁有實際權益。Power Apex Limited由Pachmar Limited全資擁有，而Pachmar Limited則由Henry Winata先生全資擁有。因此，Pachmar Limited及Henry Winata先生均被視為於136,320,000股本公司普通股中擁有權益。

除上文所披露者外，於二零一二年六月三十日，就本公司所知，並無其他人士或公司（並非本公司之董事或主要行政人員）於股份及相關股份中擁有或被視為擁有任何權益或淡倉而須根據證券及期貨條例第XV部第2及3分部之規定向本公司披露，或直接或間接視為擁有附帶在一切情況可於本公司或本集團任何成員公司之股東大會上投票之權利之任何類別股本面值的10%或以上。

DIRECTORS' REPORT 董事會報告書

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

Except for share options granted as disclosed in the section "Share Option Scheme", the Company had no outstanding convertible securities, options, warrants or other similar rights as at 30 June 2012 and there had been no exercise of convertibles securities, options, warrants or similar rights during the year.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

The spouse of Ms. Lo Yuen Lai ("Ms. Lo") is a director and beneficial owner of AVT International which is engaged in distribution of electronic products. Ms. Lo is considered to have interests in business which compete, either directly or indirectly, with the business of the Group.

However, the Board comprises 9 members as at the date of this report. Except for Ms. Lo Yuen Chung, who is the sister of Ms. Lo, as a whole it is independent of Ms. Lo and the board of AVT International. Further, all the Directors are fully aware of, and have been discharging, their fiduciary duty to the Company. Therefore, The Group is capable of carrying on its business independently of, and at arm's length from, the said competing business.

Saved as disclosed above, none of the Directors or their respective associates was interested in any business apart from the Group's business, which competes or was likely to compete, whether directly or indirectly, with the businesses of the Group as at 30 June 2012.

可換股證券、購股權、認股權證或類似權利

除於「購股權計劃」一節中所披露之已授出購股權外，本公司於二零一二年六月三十日並無尚未行使之可換股證券、購股權、認股權證或其他類似權利而年內亦無行使可換股證券、購股權、認股權證或類似權利。

管理合約

年內並無訂立或存在任何有關本公司業務之整體或任何重大部份的管理及行政合約。

董事於競爭業務之權益

盧元麗女士（「盧女士」）之配偶為AVT International之董事兼實益擁有人。AVT International從事電子產品分銷業務。盧女士視為於與本集團業務直接或間接構成競爭的業務中擁有權益。

然而，於本報告日董事會是由九名董事組成，除盧元琮女士為盧女士之胞妹外，整體而言董事會是獨立於盧女士以及AVT International之董事會。此外，全體董事均完全留意到並且一直有履行彼等對本公司負有的受信責任。因此，本集團能夠以獨立於上述構成競爭的業務和公平的形式經營本身業務。

除上文披露者外，概無董事或彼等各自之聯繫人士於本集團業務以外的任何業務中擁有權益而有關業務是與本集團於二零一二年六月三十日之業務構成或可能構成直接或間接的競爭。

DIRECTORS' REPORT 董事會報告書

RELATED PARTY AND CONNECTED TRANSACTIONS

Details of material related party and connected transactions conducted during the ordinary course of business as defined under the Listing Rules are set out in note 35 to the consolidated financial statements.

The transactions regarding purchases and sales between AVTE, a non-wholly owned subsidiary of the Company, and AVT International as disclosed in note 35(b) to the consolidated financial statements constituted continued connected transactions (the "CCT") under Chapter 14A of the Listing Rules.

On 25 November 2010, AVTE and AVT International entered into a master agreement in respect of the purchases and sales transactions and it was approved at the special general meeting held on 12 January 2011 (the "Master Agreement").

In view of the increased demand for the Purchase Products (within the meaning of the Master Agreement), AVTE and AVT International entered into a supplemental master agreement in April 2012 (the "Supplemental Master Agreement"), under which the annual caps for the Purchase Products under the Master Agreement were to be revised for the year ended 30 June 2012 and the year ending 30 June 2013 respectively. The Supplemental Master Agreement was approved at the special general meeting held on 10 May 2012.

Pursuant to Rule 14A.37 of the Listing Rules, the Independent Non-executive Directors have reviewed the CCT and confirmed that they have been entered into:

1. in the ordinary course and usual course of business of the Group;
2. on normal commercial terms or terms no less favourable to the Group than terms available to or from independent third parties; and

關聯方及關連交易

根據上市規則之定義，於日常業務範圍內進行之重大關聯方及關連交易的詳情，乃載於綜合財務報表附註35。

綜合財務報表附註35(b)所披露有關AVTE（其為本公司之非全資附屬公司）與AVT International之採購及銷售的交易構成上市規則第14A章項下之持續關連交易（「持續關連交易」）。

於二零一零年十一月二十五日，AVTE與AVT International訂立有關採購及銷售交易之主協議，並於二零一一年一月十二日舉行之股東特別大會上獲得批准（「主協議」）。

鑑於對採購產品（定義見主協議）之需求增加，AVTE與AVT International於二零一二年四月訂立補充主協議（「補充主協議」），據此，主協議中對採購產品於截至二零一二年六月三十日止年度及截至二零一三年六月三十日止年度之年度上限予以修訂。補充主協議已於二零一二年五月十日舉行之股東特別大會上獲得批准。

根據上市規則第14A.37條，獨立非執行董事已審核持續關連交易並確認：

1. 持續關連交易屬本集團的日常業務；
2. 持續關連交易是按照一般商務條款進行，或對本集團而言，該等交易的條款不遜於獨立第三方可取得或提供的條款；及

DIRECTORS' REPORT 董事會報告書

- in accordance with the Master Agreement and the Supplemental Master Agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Directors confirm that the Company had complied with the relevant disclosure requirements in accordance with Chapter 14A of the Listing Rules.

During the year ended 30 June 2012, the amounts in respect of the CCT mentioned above had not exceeded the annual caps for the transactions as the aggregate annual values of purchases and sales transactions were HK\$40,764,000 and HK\$16,658,000 respectively while the maximum aggregate annual values for purchases and sales transactions in accordance with the Master Agreement and the Supplemental Master Agreement for the year ended 30 June 2012 were HK\$60,000,000 and HK\$20,000,000 respectively.

The Company has also received a comfort letter from the auditor in respect of the CCT which states that:

- the transactions have been approved by the Directors;
- the transactions have been carried out in accordance with the pricing policies of the Company and the relevant agreements governing such transactions; and
- the aggregate annual amounts of the transactions have not exceeded the maximum aggregate annual values disclosed in the circulars of the Company dated 24 December 2010 and 25 April 2012 respectively.

- 持續關連交易是根據有關交易的主協議及補充主協議之條款進行，而交易條款公平合理，並且符合本公司股東的整體利益。

董事確認，本公司已根據上市規則第14A章遵守相關披露規定。

截至二零一二年六月三十日止年度，相關採購及銷售交易之年度總值分別為40,764,000港元及16,658,000港元，根據主協議及補充主協議，採購及銷售交易於截至二零一二年六月三十日止年度之年度總值上限分別為60,000,000港元及20,000,000港元，因此有關上述持續關連交易之金額並無超出有關交易之年度上限。

本公司亦已收到核數師就持續關連交易發出之滿意函件，其表示：

- 該等交易已獲董事批准；
- 該等交易乃根據本公司之定價政策及有關交易的協議條款進行；及
- 該等交易之年度總額並無超逾本公司日期分別為二零一零年十二月二十四日及二零一二年四月二十五日之通函中披露的年度總值上限。

DIRECTORS' REPORT 董事會報告書

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float throughout the year as required under the Listing Rules.

AUDITOR

The financial statements of the Company for the year ended 30 June 2012 were audited by Graham H.Y. Chan & Co. A resolution for the re-appointment of Graham H.Y. Chan & Co. as auditor of the Company until the conclusion of the next annual general meeting is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Ke Jun Xiang
Chairman

Hong Kong, 28 September 2012

充足公眾持股量

根據本公司所掌握之公開資料以及就董事所知，本公司於本年度內一直維持上市規則所規定之充足公眾持股量。

核數師

本公司截至二零一二年六月三十日止年度之財務報表乃由陳浩賢會計師事務所審核。有關重新委任陳浩賢會計師事務所為本公司核數師直至下屆股東週年大會結束時之決議案將於應屆股東週年大會上提呈。

代表董事會

主席
柯俊翔

香港，二零一二年九月二十八日

CORPORATE GOVERNANCE REPORT 企業管治報告書

CORPORATE GOVERNANCE STATEMENT

The Board of Directors (the "Board") is committed to maintaining good standard of corporate governance practices at all times and acknowledges that good corporate governance helps the Company safeguard the interests of its shareholders (the "Shareholders") and enhance the performance of the Group.

The Corporate Governance Code (the "CG Code"), as set out in the current Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") was issued by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to replace the former Code on Corporate Governance Practices (the "CG Practices") and has become fully effective since 1 April 2012. The Company had applied the principles and made efforts to compile fully with all code provisions of the CG Practices during the period from 1 July 2011 to 31 March 2012 and also with that of the CG Code during the period from 1 April 2012 to 30 June 2012, except for the deviations specified with considered reasons as explained in this corporate governance report.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct for dealing in securities of the Company by the directors of the Company (the "Directors"). Having made specific enquiry, all of the Directors confirmed that they had complied with the Model Code throughout the year ended 30 June 2012.

企業管治聲明

本公司董事會(「董事會」)致力確保本公司一直維持優良的企業管治常規，認同優良的企業管治有助本公司保障股東(「股東」)權益，並可提升本集團之表現。

香港聯合交易所有限公司證券上市規則(「上市規則」)目前之附錄十四所載之企業管治守則(「企業管治守則」)，是由香港聯合交易所有限公司(「聯交所」)發出以取代前企業管治常規守則(「企業管治常規」)並已自二零一二年四月一日起全面生效。本公司於二零一一年七月一日至二零一二年三月三十一日止期間已應用企業管治常規之原則並且致力全面遵守企業管治常規之所有守則條文，而於二零一二年四月一日至二零一二年六月三十日止期間亦已應用企業管治守則之原則並且致力全面遵守企業管治守則之所有守則條文，惟本企業管治報告書所提及之偏離情況(並已說明造成偏離之原因)除外。

董事的證券交易

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)，作為本公司董事(「董事」)進行本公司證券之交易的行為守則。經作出特定查詢後，全體董事均已確認彼等截至二零一二年六月三十日止年度一直遵守標準守則。

CORPORATE GOVERNANCE REPORT 企業管治報告書

AMENDMENTS TO THE BYE-LAWS

During the year ended 30 June 2012, the Company had made new amendments to its Bye-laws (the "New Amendments"). The New Amendments were approved and a new set of Bye-laws consolidating the New Amendments and all previous amendments was adopted by the Shareholders at the special general meeting held on 17 May 2012. The New Amendments, reflecting the recent changes brought about by the amendments to the applicable laws including the Companies Act 1981 of Bermuda and the Listing Rules, cover the following significant changes:

1. to require a physical board meeting in lieu of written resolutions where a Director or substantial shareholder has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material;
2. to no longer permit a Director to disregard 5% interests when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at board meeting;
3. to stipulate all resolutions at a general meeting of the Company shall be taken by poll unless the resolution relates purely to procedural and administrative matters in which case to be voted by a show of hands;
4. to allow transfer of shares of the Company by means other than an instrument of transfer if it is permitted by and is in accordance with the rules of the stock exchange in respect of which the shares are listed;
5. to make further provisions to the notice period required for convening general meetings to align with the requirements of Appendix 14 of the Listing Rules;

修訂公司細則

截至二零一二年六月三十日止年度內，本公司曾對公司細則作出新修訂（「新修訂」）。於二零一二年五月十七日舉行之股東特別大會上，本公司股東批准有關新修訂並採納一套綜合新修訂及先前所作出一切修訂之新公司細則。新修訂反映了近期對適用法例（包括百慕達一九八一年公司法及上市規則）之修訂所帶來的變動，涵蓋以下主要變動：

1. 倘董事或主要股東於董事會將予考慮且董事會認為屬重大之事件中擁有利益衝突時，須以實質董事會會議取代書面決議案；
2. 在考慮董事是否擁有重大權益時，不再允許董事忽略可能妨礙彼成為法定人數或於董事會會議上投票之5%權益；
3. 指明於本公司股東大會之所有決議案須以按股數投票方式表決，除非決議案純粹與程序及行政事宜有關，於此情況下，將以舉手方式表決；
4. 倘本公司股份上市之證券交易所規則允許，准許依據有關規則以轉讓文據以外之方式轉讓股份；
5. 就召開股東大會之通知期間訂立進一步條文，以與上市規則附錄十四之規定一致；

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- | | |
|---|---|
| <p>6. to specify that any Director appointed to fill a casual vacancy shall hold office until the next general meeting after the appointment while any Director appointed as an addition to the Board shall hold office until the next following annual general meeting; and</p> <p>7. To stipulate at each annual general meeting at least one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.</p> | <p>6. 指定獲委任以填補空缺之董事任期直至獲委任後之下一次股東大會，而獲委任出任董事會新增職位之董事任期則直至下屆股東週年大會為止；及</p> <p>7. 規定於每屆股東週年大會，當時三分之一之董事須輪值退任，惟每名董事須最少每三年輪值退任一次。</p> |
|---|---|

BOARD OF DIRECTORS

Board Composition

The Board currently comprises 4 Executive Directors (the "EDs"), 2 Non-executive Directors (the "NEDs") and 3 Independent Non-executive Directors (the "INEDs").

The composition of the Board is reviewed regularly to ensure that it has a good balance of expertise, skills and experience which can meet the requirements of the Group's business.

Biographical information of the Directors is set out on pages 40 to 42.

Chairman and Chief Executive Officer

The roles of Chairman and Chief Executive Officer of the Company are separate and not performed by the same individual in accordance with CG Code provision A.2.1. However, as the position of Chief Executive Officer has been vacated and is still being recruited, the Deputy Chairman of the Company is now appointed to assume the duties on an acting basis.

董事會

董事會組成

董事會目前由四名執行董事（「執行董事」）、兩名非執行董事（「非執行董事」）及三名獨立非執行董事（「獨立非執行董事」）組成。

董事會之組成乃定期作檢討，確保董事會具備本集團業務所需之適當專業知識、技巧和經驗。

董事之履歷載於第40至42頁。

主席及行政總裁

本公司之主席及行政總裁的角色已按照企業管治守則之守則條文第A.2.1條分開及並不由同一名人士出任。然而，由於行政總裁一職懸空而目前正就此招聘人選，因此，本公司副主席現已獲委任以署理之身份履行有關職務。

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The Chairman provides leadership to the Board and is responsible for the overall strategic planning and corporate development, whereas the Acting Chief Executive Officer is responsible for the day-to-day management, policy making and corporate management functions as well as formulating strategies for the Group.

Non-executive and Independent Non-Executive Directors

The NDs and INEDs of the Company provide a wide range of expertise and experience as well as checks and balances to safeguard the interests of the Group and the Shareholders. Their participation in the Board brings independent judgement on issues relating to the Group's strategy, performance, conflicts of interest and management process to ensure that the interests of the Shareholders have been duly considered.

Under code provision A.3.2 of the former CG Practice, the Company should appoint INEDs representing at least one-third of the Board and this provision has been upgraded to the current rule 3.10A of the Listing Rules which the Company must comply by 31 December 2012. Moreover, rule 3.10(1) of the Listing Rules requires that the Board must include at least 3 INEDs.

The Company had temporarily unfulfilled rules 3.10(1) and 3.10A of the Listing Rules during the year ended 30 June 2012 after a former INED, Mr. Chan Man Wai, Joman ("Mr. Chan"), retired and was not re-elected at the annual general meeting held on 30 December 2011. Mr. Lin Qifu ("Mr. Lin") was appointed as INED to fill the casual vacancy of Mr. Chan on 29 March 2012 but he also retired and was not re-elected at the special general meeting held on 10 May 2012. The casual vacancy of Mr. Lin had left unfilled until 9 August 2012 when Mr. Choi Chin Yu ("Mr. Choi") was appointed as INED.

主席領導董事會，負責整體策略規劃及企業發展；署理行政總裁負責日常管理、制訂政策及企業管理職能，並且為本集團構思策略。

非執行及獨立非執行董事

本公司之非執行董事及獨立非執行董事提供豐富的專業知識和經驗，起制衡作用，維護本集團及股東之利益。彼等參與董事會，為涉及本集團之策略、表現、利益衝突及管理過程之問題帶來獨立判斷，確保股東之利益得到充份考慮。

根據前企業管治常規之守則條文第A.3.2條，本公司應委任之獨立非執行董事人數須至少為董事會成員總數的三分之一，而此項規定已提升為現行的上市規則第3.10A條，而本公司必須於二零一二年十二月三十一日或之前遵守。此外，上市規則第3.10(1)條規定董事會須最少有三名獨立非執行董事。

自前獨立非執行董事陳文偉先生（「陳先生」）於二零一一年十二月三十日舉行之股東週年大會上退任而並無膺選連任後，本公司截至二零一二年六月三十日止年度內曾暫時未能符合上市規則第3.10(1)條及第3.10A條之規定。於二零一二年三月二十九日，林齊府先生（「林先生」）獲委任為獨立非執行董事，以填補陳先生離任後之臨時空缺，惟彼亦已於二零一二年五月十日舉行之股東特別大會上退任而並無膺選連任。林先生離任後之臨時空缺一直懸空，直至二零一二年八月九日蔡展宇先生（「蔡先生」）獲委任為獨立非執行董事為止。

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Rule 3.11 of the Listing Rules allows the Company a three-month period to appoint a sufficient number of INEDs for compliance with rule 3.10(1) or rule 3.10(2), or rule 3.10A after failing to meet the requirements. Subsequent to the appointment of Mr. Choi, the Company has managed to satisfy the requirement of rule 3.11 within the stipulated time limit.

Currently, 3 out of total 9 Directors on the Board are INEDs and the Company considers all of them are independent in accordance with the independence guidelines set out in the Listing Rules.

Appointment, Re-election and Removal

The Board as a whole is responsible for the appointment of the Directors. Base on the recommendations of the Nomination Committee, the Chairman will take charge in identifying appropriate candidate to fill a casual vacancy or as an addition to the Board. The Chairman will propose the qualified candidate to the Board for consideration which will approve the appointment based on the suitability and qualification of the candidate.

The NEDs and INEDs of the Company are appointed for specific terms in accordance with the CG Code provision A.4.1.

Under CG Code provision A.4.2, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Prior to approval of the New Amendments to the Bye-laws at the special general meeting held on 17 May 2012, all the Directors were subject to retirement and re-election every year at the annual general meeting. Bye-law 99(1) as included in the New Amendments now stipulates that the Directors are subject to retirement by rotation and re-election and such procedure will be implemented for the first time at the forthcoming annual general meeting.

上市規則第3.11條容許本公司於不符合有關規定後的三個月內，委任足夠獨立非執行董事，以符合上市規則第3.10(1)條或第3.10(2)條或第3.10A條的規定。自蔡先生獲委任後，本公司已在規定的期限內達到上市規則第3.11條的規定。

目前，於董事會之合共九名董事中，三名董事為獨立非執行董事。本公司認為，根據上市規則所載之獨立指引，全體獨立非執行董事皆為獨立人士。

委任、重選及罷免

董事會全體負責董事之委任。根據提名委員會的推薦建議，主席將負責物色合適人選填補臨時空缺或為董事會新增成員。主席將向董事會建議合資格人選以供其考慮，而董事會將視乎人選是否合適及其資歷而決定是否批准任命。

本公司之非執行董事及獨立非執行董事已根據企業管治守則之守則條文第A.4.1條以指定任期委任。

根據企業管治守則條文第A.4.2條，各董事（包括以特定任期委任者）須至少每三年輪值告退一次。於二零一二年五月十七日舉行之股東特別大會上批准公司細則之新修訂前，全體董事均須每年在股東週年大會上輪值告退及膺選連任。包括於新修訂中的公司細則第99(1)條現時規定，董事須輪值告退及膺選連任，而此項程序將於應屆股東週年大會上首次實行。

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Pursuant to Bye-law 102(B) as included in the New Amendments, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

RESPONSIBILITY OF DIRECTORS AND MANAGEMENT

The Board is responsible for ensuring continuity of leadership, development of sound business strategies, availability of adequate capital and managerial resources to implement the business strategies adopted, adequacy of systems of financial and internal controls and conduct of business in conformity with applicable laws and regulations. All Directors have made full and active contribution to the affairs of the Board and the Board has always acted in the best interests of the Group.

The EDs and the senior management are delegated with respective levels of authorities with regard to key corporate strategy and policy and contractual commitments whilst the middle management is responsible for the day-to-day operations of the Group with department heads responsible for different aspects of the business.

根據包括於新修訂中的公司細則第102(B)條，獲董事會委任以填補臨時空缺的董事，其任期將於其獲委任後的首次股東大會上屆滿並須於該大會上膺選連任；而獲董事會委任以作為目前之董事會的新增成員的董事，其任期將於其後的股東週年大會上屆滿，彼其時將合資格膺選連任。

董事及管理層之責任

董事會須負責確保領導之延續性、發展健全之業務策略、具備充裕資金及管理資源，落實採納之業務策略、財務和內部監控系統之完備性，且業務運作符合適用法律及法規。全體董事已對董事會事務作出完全及積極貢獻，董事會經常以本集團之最佳利益行事。

執行董事及高級管理層就重要之公司策略、政策及合約式承諾，按有關之授權級別接受委托。中級管理層負責本集團日常運作，而各部門主管負責不同範疇業務。

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BOARD MEETINGS

For all Board meetings, an agenda and accompanying board papers of the meeting are sent in full to all Directors in advance. For regular Board meetings, notice of at least 14 days is given to all Directors pursuant to CG code provision A.1.3. For other Board meetings, notice of at least 3 days is given before the intended date of meeting.

Each Director has separate and independent access to the Group's management to acquire more information and to make further enquires if necessary. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Bye-laws. Minutes are prepared to keep record of matters discussed and decisions resolved at all Board meetings.

NOMINATION COMMITTEE

The Board has established the Nomination Committee on 29 March 2012 with written terms of reference in accordance with the relevant provisions of the CG Code and its major roles and functions are:

1. to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
2. to identify individuals suitably qualified to become Board members and select or make recommendations to the board on the selection of individuals nominated for directorships;
3. to assess the independence of INEDs; and
4. to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the Chairman and the Chief Executive Officer.

董事會會議

就所有董事會會議而言，會議之議程及相關董事會文件於會議前全數送交全體董事。就董事會常規會議而言，會議通告乃根據企業管治守則第A.1.3條於會議日期最少十四日前送交全體董事。董事會其他會議之通告則在擬定舉行會議之日期最少三日前發出。

各董事均可個別和獨立地接觸本集團管理層，以取得更多資料，並於有需要時作出進一步查詢。根據公司細則，董事可親身或以其他電子通訊方式出席會議。本公司會編製會議紀錄，以記錄在所有董事會會議上討論之事宜及議決之決定。

提名委員會

董事會已於二零一二年三月二十九日根據企業管治守則之相關規定成立提名委員會並以書面方式訂明其職權範圍。提名委員會之主要角色及職能如下：

1. 定期檢討董事會的架構、人數及組成（包括技能、知識及經驗），並就任何建議變動向董事會提供推薦建議；
2. 物色具備合適資格出任董事會成員之人選，並挑選提名有關人士出任董事或就此向董事會提供推薦建議；
3. 評審獨立非執行董事之獨立身份；及
4. 就董事委任或重新委任以及董事（尤其是主席及行政總裁）之繼任計劃的相關事宜向董事會提供推薦建議。

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The members of the Nomination Committee are such Directors appointed by the Board and currently comprise 2 EDs, namely Mr. Ke Jun Xiang and Ms. Lo Yuen Lai, and all INEDs namely, Mr. Kwok Yam Sheung, Mr. Chan Siu Kay and Mr. Choi Chin Yu (who fills the casual vacancy of Mr. Lin Qifu). Mr. Ke Jun Xiang has also been appointed as the committee chairman.

REMUNERATION COMMITTEE

The Company has set up the Remuneration Committee on 13 December 2010 with written terms of reference in accordance with the relevant provisions of the CG Code and its major roles and functions are:

1. to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration; and
2. to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

The members of the Remuneration Committee are such Directors appointed by the Board and currently comprise 1 EDs, namely Mr. Ke Jun Xiang, and all INEDs namely, Mr. Kwok Yam Sheung, Mr. Chan Siu Kay and Mr. Choi Chin Yu (who fills the casual vacancy of Mr. Lin Qifu). Mr. Kwok Yam Sheung has also been appointed as the committee chairman.

For the year ended 30 June 2012, senior management of the Company are Directors. Details of Directors and senior management's remuneration are set out in note 16 to the consolidated financial statements.

提名委員會之成員乃由董事會委任董事而出任，目前由兩名執行董事柯俊翔先生及盧元麗女士以及全體獨立非執行董事郭蔭尚先生、陳紹基先生及蔡展宇先生（彼填補了林齊府先生離任後之臨時空缺）。柯俊翔先生亦獲委任為委員會主席。

薪酬委員會

本公司已於二零一零年十二月十三日根據企業管治守則之相關規定成立薪酬委員會並以書面方式訂明其職權範圍。薪酬委員會之主要角色及職能如下：

1. 就本公司董事及高級管理層之全體薪酬政策及架構，以及就設立正規而具透明度的程序制定此等薪酬政策，向董事會提出建議；及
2. 透過參照董事會不時通過的公司目標及宗旨，檢討及批准績效薪酬。

薪酬委員會之成員乃由董事會委任董事而出任，目前由一名執行董事柯俊翔先生以及全體獨立非執行董事郭蔭尚先生、陳紹基先生及蔡展宇先生（彼填補了林齊府先生離任後之臨時空缺）。郭蔭尚先生亦獲委任為委員會主席。

截至二零一二年六月三十日止年度，本公司之高級管理層為董事。董事及高級管理層之薪酬詳情載於綜合財務報表附註16。

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AUDIT COMMITTEE

The Audit Committee of the Company was formed in March 2000. A set of written terms of reference was adopted by the Board and the contents of which are in compliance with the relevant provisions of the CG Code.

The major roles and functions of the Audit Committee are:

1. to make recommendation to the Board on the appointment, re-appointment and removal of the auditor, to approve their remuneration and terms of engagement, and any questions of regarding their resignation or dismissal;
2. to discuss with the auditor before the audit commences, the nature and scope of the audit;
3. to review the interim and annual financial statements before submission to the Board;
4. to discuss problems and reservations arising from the interim results and final audit, and any matters the auditors may wish to discuss; and
5. to review the Group's financial and accounting policies and practices.

The Audit Committee currently comprises all INEDs as members, namely Mr. Kwok Yam Sheung, Mr. Chan Siu Kay and Mr. Choi Chin Yu (who fills the casual vacancy of Mr. Lin Qifu). Mr. Chan Siu Kay has also been appointed as the committee chairman. Each committee member has unrestricted access to the Group's auditor and the management of the Company.

審核委員會

本公司於二零零零年三月成立審核委員會。董事會已就審核委員會採納一套書面職權範圍，其內容符合企業管治守則之相關規定。

審核委員會之主要角色及職能如下：

1. 就核數師之委聘、續聘及撤職事宜，批核核數師之酬金及聘任條款，以及有關核數師辭任或罷免之任何問題向董事會作出推薦意見；
2. 於審核開始前與核數師商討審核之性質及範疇；
3. 於向董事會提交中期及全年財務報表前審閱中期及全年財務報表；
4. 討論中期業績及全年審核工作產生之問題和保留意見，以及核數師有意商談之任何事項；及
5. 審閱本集團之財務及會計政策與慣例。

審核委員會目前由全體獨立非執行董事組成，分別為郭蔭尚先生、陳紹基先生及蔡展宇先生（彼填補了林齊府先生離任後之臨時空缺）。陳紹基先生亦獲委任為委員會主席。各委員會成員均可接觸本集團核數師及本公司管理人員而不會受到限制。

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ATTENDANCE RECORD AT THE MEETINGS OF THE BOARD AND BOARD COMMITTEES

董事會會議以及董事會委員會會議之出席紀錄

The number of meetings of the Board and Board committees held during the year ended 30 June 2012 and attendance by the Directors are set out in the table below:

截至二零一二年六月三十日止年度內舉行之董事會會議以及董事會委員會會議的次數以及董事之會議出席紀錄乃載於下表：

	Note 附註	Nomination Remuneration Audit			
		Board 董事會	Committee 提名委員會	Committee 薪酬委員會	Committee 審核委員會
No. of meetings held during the year ended 30 June 2012	截至二零一二年六月三十日止年度內舉行之會議次數	8	0	4	2
<i>Executive Directors 執行董事</i>					
Mr. Ke Jun Xiang	柯俊翔先生	8/8	0	4/4	n/a不適用
Ms. Lo Yuen Lai	盧元麗女士	5/8	0	n/a不適用	n/a不適用
Mr. Simon Ng	伍世榮先生	7/8	n/a不適用	n/a不適用	n/a不適用
Ms. Yu Jieting	余婕婷小姐	0/0	n/a不適用	n/a不適用	n/a不適用
Ms. Lo Yuen Chung	盧元琮女士	4/4	n/a不適用	n/a不適用	n/a不適用
<i>Non-executive Directors 非執行董事</i>					
Mr. Chow Yeung Tuen, Richard	鄧揚敦先生	7/8	n/a不適用	n/a不適用	n/a不適用
Mr. Li Chung Kai, Philip	李松佳先生	2/2	n/a不適用	n/a不適用	n/a不適用
<i>Independent Non-executive Directors 獨立非執行董事</i>					
Mr. Kwok Yam Sheung	郭蔭尚先生	7/8	0	4/4	2/2
Mr. Chan Man Wai, Joman	陳文偉先生	4	3/3	0	3/3
Mr. Chan Siu Kay	陳紹基先生		6/6	0	4/4
Mr. Lin Qifu	林齊府先生	5	1/1	0	0/0
Mr. Choi Chin Yu	蔡展宇先生	6	n/a不適用	n/a不適用	n/a不適用

CORPORATE GOVERNANCE REPORT 企業管治報告書

Notes:

1. appointed on 1 November 2011 and retired and not being re-elected at the annual general meeting held on 30 December 2011
2. appointed on 4 January 2012 and re-elected at the special general meeting held on 10 May 2012
3. appointed on 29 March 2012 and re-elected at the special general meeting held on 10 May 2012
4. retired and not being re-elected at the annual general meeting held on 30 December 2011
5. appointed on 29 March 2012 and retired and not being re-elected at the special general meeting held on 10 May 2012
6. appointed on 9 August 2012

INTERNAL CONTROLS

The Board acknowledges its responsibility for the integrity of the Group's financial information and the effectiveness of the Group's system of internal controls and risk management processes. In this context, the Board has established a clear organisational structure with appropriate delegation of responsibility to satisfy changing business needs while managing risks that are critical to the achievement of business objectives.

The Board has adopted a set of written manuals for the disclosure of information, internal control procedures and the delineation of responsibilities of the Board and board committees since May 2008. The Company has commissioned ongoing review on the Group's internal control system and operational procedures through the Audit Committee.

附註：

1. 於二零一一年十一月一日獲委任並於二零一一年十二月三十日舉行之股東週年大會上退任及並無膺選連任
2. 於二零一二年一月四日獲委任並於二零一二年五月十日舉行之股東特別大會上獲重選連任
3. 於二零一二年三月二十九日獲委任並於二零一二年五月十日舉行之股東特別大會上獲重選連任
4. 於二零一一年十二月三十日舉行之股東週年大會上退任及並無膺選連任
5. 於二零一二年三月二十九日獲委任並於二零一二年五月十日舉行之股東特別大會上退任及並無膺選連任
6. 於二零一二年八月九日獲委任

內部監控

董事會承認對本集團財務資料之完整性及本集團內部監控系統及風險管理程序之有效性負責。因此，董事會在建立具適當責任授權之明確組織架構時，以滿足不斷變換之業務需要之同時，亦進行風險管理，而這對達致業務目標而言乃至為重要。

自二零零八年五月起，董事會已採納一套有關披露資料、內部監控及董事會與董事委員會之職責分工的書面指引。本公司通過審核委員會而持續檢討內部監控制度及營運程序。

CORPORATE GOVERNANCE REPORT 企業管治報告書

While the Audit Committee conducts continuous review on the adequacy and effectiveness of the existing internal controls on behalf of the Board, the day-to-day responsibility for the conduct of these control procedures, the on-going monitoring of risks and the effectiveness of the corresponding internal controls rest with the management.

Where issues are identified in the course of review, the Company has sought to, and will continue to seek to, implement remedial measures so as to ensure that systems are, or will promptly be put, in place to enable the Company to have better internal controls, and hence ability to ensure compliance of its financial reporting and other obligations. For such purpose, the Company has appointed a financial advisory consulting firm as the Compliance Officer since November 2010 to ensure the Company complies with Rule 13.46 of the Listing Rules in respect of its financial results.

DIRECTORS' RESPONSIBILITY FOR PREPARING FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare the financial statements that give a true and fair view of the state of affairs of the Group. The Board considers that in preparing the financial statements, the Group has applied the appropriate accounting policies that are consistently adopted and made judgements or estimates that are reasonable and prudent in accordance with the applicable Hong Kong Financial Reporting Standards, as issued by the Hong Kong Institute of Certified Public Accountants.

The Board, having made appropriate enquiries, is of the view that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate for the Group to adopt the going concern basis in the preparation of the financial statements.

審核委員會代表董事會對現有之內部監控是否完備及有效不斷進行審核，而每日監控程序之施行、持續監察相應內部監控之風險及成效則由管理層負責。

就檢討時發現之任何問題，本公司已經並將繼續補救，確保實行或適時實行適用制度，確保本公司有更佳內部監控以及有能力確保遵守財務報告及其他責任。為此，本公司已自二零一零年十一月起委聘一間財務諮詢顧問公司為合規顧問，確保本公司之財務業績符合上市規則第13.46條之規定。

董事對編製財務報表之責任

董事確認彼等有編製真實而公平地反映本集團事務狀況之財務報表的責任。董事會認為，於編製財務報表時，本集團已按照香港會計師公會頒佈之適用香港財務報告準則貫徹應用適當會計政策，並作出合理及審慎之判斷或估計。

董事會經作出適當查詢後認為，本集團於可預見未來內擁有充裕資源維持經營業務。因此，本集團採納持續經營基準編製財務報表實屬適當。

CORPORATE GOVERNANCE REPORT 企業管治報告書

AUDITOR'S REPORTING RESPONSIBILITIES AND REMUNERATION

The responsibilities of the auditor of the Company with respect to financial reporting are set out in the section of "Independent Auditor's Report" on pages 43 to 45.

For the year ended 30 June 2012, the fees paid to them in respect of services rendered to the Group amounted to HK\$935,000, of which a sum of HK\$750,000 was paid for auditing services and of HK\$185,000 for non-auditing services. The non-auditing services comprised primarily of review of unaudited interim financial statements of the Company, tax compliance and other related services.

COMPANY SECRETARY

The Company Secretary supports the Board by ensuring good information flow within the Board and that the Board policy and procedures are followed. The Company Secretary is responsible for advising the Board on the corporate governance matters and facilitating induction and professional development of the Directors. Details of qualifications and biography of the Company Secretary are set out in the "Biographical Details of Director and Senior Management" section in this annual report.

核數師之申報責任及酬金

本公司核數師就財務報告之責任載於第43至45頁之「獨立核數師報告書」一節。

截至二零一二年六月三十日止年度，就本集團獲提供之服務而已付本公司核數師之費用為935,000港元，當中750,000港元為核數服務，而185,000港元為非核數服務。非核數服務主要包括審閱本公司之未經審核中期財務報表、稅務合規及其他相關服務。

公司秘書

公司秘書協助董事會，確保董事會內有良好的資訊交流及遵守董事會政策及程序。公司秘書負責向董事會提供企業管治事宜之意見，安排董事之履新及專業培訓。公司秘書之資格及履歷詳情，載於本年報「董事及高級管理層履歷」一節。

CORPORATE GOVERNANCE REPORT 企業管治報告書

SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

The Board is committed to providing the Shareholders with a clear and complete picture of the financial information of the Group by way of publication of interim and annual reports. Apart from receiving circulars, notices and financial reports, the Shareholders may also choose to log on our website (www.cil479.com.hk) to access more corporate information and the constitutional documents of the Company.

The Company encourages participation of the Shareholders at every general meeting to stay informed of the Group's strategy and goals. The Chairman himself takes the chair in general meetings to ensure that the Shareholders' views are communicated to the Board. The general meetings provide a useful forum to exchange views with the Board.

The Company keeps the Shareholders informed of the procedure for voting by poll in all circulars to the Shareholders which are from time to time despatched to them together with notices of general meetings of the Company. The Company has taken steps to ensure compliance with the requirements about voting by poll contained in the Listing Rules and the constitutional documents of the Company. Poll results are published on the website of the Stock Exchange and are posted on the website of the Company shortly after the meetings.

股東權利及投資者關係

董事會透過刊印中期及年度報告，致力為股東提供清晰而全面的集團財務資料。股東除獲寄通函、通告與財務報告外，也可登入公司網站 (www.cil479.com.hk)取得更多企業資料及本公司之組織文件。

本公司鼓勵股東出席本公司每次股東大會以讓股東了解本集團的策略及目標。主席親自主持股東大會，以確保股東的意見能轉達到董事會。股東大會正好作為股東與董事會交流的論壇。

本公司在不時發送予股東的通函(連同本公司的股東大會通告)內載列以投票方式表決的程序，讓股東瞭解該程序。本公司已採取步驟確保以投票方式表決符合上市規則及本公司法規文件的規定。表決結果在大會結束後不久於聯交所網站登載並刊載於本公司網站。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. KE Jun Xiang, aged 49, joined the Company in August 1999 and has been the Chairman of the Company since July 2003. Mr. Ke graduated from Zhongshan University majoring in business management. He had joined China Huitong Group of Companies as the person-in-charge of the Guangzhou Office and was appointed as the legal representative and general manager of the Guangdong Company of China Huitong Group of Companies in 1992.

Ms. LO Yuen Lai, aged 57, was appointed in April 2010 as Non-executive Director and re-appointed in July 2010 as Executive Director and Deputy Chairman of the Company. Ms. Lo has over 30 years of experience in Hong Kong and in the Mainland China trade business and also has over 20 years of experience in property investment in Hong Kong and in the Mainland China. She is a minority shareholder of AVTE Company Limited, a subsidiary of the Company and is the sister of Ms. Lo Yuen Chung.

Mr. Simon NG, aged 39, joined the Company in April 2010 as Executive Director. He has over 12 years of experience in corporate finance, capital markets and principal investments in Hong Kong, Taiwan, the Mainland China and Korea. Mr. Ng has been specialising in mergers, acquisitions and takeovers. He is currently registered as a responsible officer in corporate finance advisory and dealing securities with the Securities and Futures Commission of Hong Kong. He holds a Bachelor of Arts Degree (Honors) in Economics from Wilfred Laurier University and a Master of Economics Degree from the University of Hong Kong.

執行董事

柯俊翔先生，現年49歲，於一九九九年八月加入本公司，並自二零零三年七月開始擔任本公司之主席。柯先生畢業於中山大學，主修商業管理。彼曾在中國惠通集團之廣州辦事處任職主管，並於一九九二年被委任為中國惠通旗下的廣東惠通實業公司之法人代表及總經理。

盧元麗女士，現年57歲，於二零一零年四月獲委任為非執行董事，並於二零一零年七月獲重新委任為本公司執行董事及副主席。盧女士擁有於香港及中國大陸運營貿易業務逾30年經驗，且於香港及中國大陸之物業投資方面有逾20年經驗。彼為本公司附屬公司AVTE Company Limited之少數股東及盧元琮女士之胞姊。

伍世榮先生，現年39歲，於二零一零年四月加入本公司出任執行董事。彼在香港、台灣、中國大陸及韓國於機構融資、資本市場及資本投資方面擁有逾12年經驗。伍先生一直專業從事合併及收購。彼現於香港證券及期貨事務監察委員會註冊登記為機構融資顧問及證券買賣方面之負責人員。彼持有Wilfred Laurier University榮譽經濟學文學士學位，以及香港大學經濟學碩士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Ms. LO Yuen Chung, aged 53, joined the Company on 4 January 2012. She has over 6 years of experience in trading business in Hong Kong and in the Mainland China, including business related to electronics products and is the sister of Ms. Lo Yuen Lai.

盧元琮女士，現年53歲，於二零一二年一月四日加入本公司。彼在香港及中國大陸擁有逾6年貿易行業的經驗，包括電子產品之業務及為盧元麗女士之胞妹。

NON-EXECUTIVE DIRECTORS

Mr. CHOW Yeung Tuen, Richard, aged 55, joined the Company in April 2010 as Non-executive Director. Mr. Chow is a Certified Public Accountant with over 25 years of experience in accounting, auditing and taxation. Mr. Chow is also a Barrister of England and Wales. He is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries and the Taxation Institute of Hong Kong. He also holds a Master Degree in Business Administration from the University of East Asia, Macau.

非執行董事

鄒揚敦先生，現年55歲，於二零一零年四月加入本公司為非執行董事。鄒先生為香港執業會計師，擁有超過25年之會計、核數及稅務工作經驗。鄒先生亦為英格蘭及威爾斯之大律師。彼為特許公認會計師公會、香港會計師公會、香港特許秘書公會及香港稅務學會資深會員。彼亦持有澳門東亞大學工商管理碩士學位。

Mr. LI Chung Kai Philip, aged 56, joined the Company on 29 March 2012 as Non-executive Director. Mr. Li has over 33 years of experience in apparel and garment industry in Hong Kong and in the Mainland China. He obtained a diploma in Programming Technology from the Control Data Institute, Toronto, Ontario, Canada and a diploma in Business Administration from the Seneca College of Applied Arts and Technology, Toronto, Ontario, Canada.

李松佳先生，現年56歲，於二零一二年三月二十九日加入本公司出任非執行董事。李先生在香港及中國大陸之成衣及服裝業累積逾33年經驗。彼於加拿大安大略省多倫多Control Data Institute取得程式技術文憑以及於加拿大安大略省多倫多Seneca College of Applied Arts and Technology取得工商管理文憑。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. KWOK Yam Sheung, aged 65, joined the Company in September 2004 as Independent Non-executive Director. Mr. Kwok is a professional corporate secretary and a corporate management consultant. He is a fellow member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries. He has extensive experience in corporate management.

獨立非執行董事

郭蔭尚先生，現年65歲，於二零零四年九月加入本公司，擔任獨立非執行董事。郭先生是一位專業公司秘書及企業管理顧問。彼為英國特許秘書及行政人員公會及香港公司秘書公會之資深會員，並於企業管理擁有豐富的經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Mr. CHAN Siu Kay, age 53, joined the Company in April 2010 as Independent Non-executive Director. Mr. Chan holds a Master Degree in Business Administration from the University of Strathclyde in the United Kingdom and a Master Degree in Corporate Finance from the Hong Kong Polytechnic University. He is a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants. He is also an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. Mr. Chan has gained over 26 years of experience in audit, accounting, taxation, corporate finance and IPO from working in an international audit firm and a number of listed companies.

Mr. CHOI Chin Yu, aged 34, joined the Company on 9 August 2012. He has over 14 years of experience in the computer software sector in Hong Kong.

COMPANY SECRETARY

Mr. CHIU King Hoi, Anthony, aged 52, joined the Company in October 1997. He is also the financial controller of the Company. Mr. Chiu holds a Bachelor Degree of Commerce in Accounting and a Master Degree of Business in Electronic Commerce. He is a fellow member of CPA Australia and a Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants. Mr. Chiu has over 20 years of work experience in auditing and accounting. Prior to joining the Company, he had held senior financial positions in various listed companies in Hong Kong.

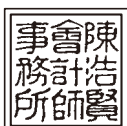
陳紹基先生，現年53歲，於二零一零年四月加入本公司為獨立非執行董事。陳先生持有英國斯特拉斯克萊德大學工商管理碩士學位，及香港理工大學企業融資財務碩士學位。彼為英國特許公認會計師公會資深會員，及香港會計師公會會員。彼並為香港特許秘書公會會員及英國特許秘書及行政人員公會會員。陳先生曾在一家國際會計師事務所及多家上市公司工作，於審計、會計、稅務、企業融資及安排公司上市集資累積超過26年經驗。

蔡展宇先生，現年34歲，於二零一二年八月九日加入本公司。彼於香港擁有逾14年之電腦軟件業經驗。

公司秘書

趙景開先生，現年52歲，於一九九七年十月加入本公司。彼亦為本公司之財務總監。趙先生持有會計學士學位及電子商貿碩士學位。彼為澳洲會計師公會資深會員及香港會計師公會會員。趙先生於審核及會計方面工作逾20年。於加入本公司前，彼曾於香港多間上市公司出任高級財務人員職位。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書



GRAHAM H.Y. CHAN & CO.

CERTIFIED PUBLIC ACCOUNTANTS (PRACTISING)
HONG KONG

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF CIL HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of CIL Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 46 to 159, which comprise the consolidated and company statements of financial position as at 30 June 2012, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants 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.

致華建控股有限公司股東之
獨立核數師報告書
(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核第46頁至第159頁所載華建控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。此綜合財務報表包括於二零一二年六月三十日之綜合及 貴公司財務狀況表,以及截至該日止年度之綜合全面收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他說明資料。

董事於綜合財務報表之責任

貴公司董事須負責根據香港會計師公會頒布之香港財務報告準則及香港公司條例之披露規定,編製真實而公平之綜合財務報表,並落實其認為編製綜合財務報表所必要的內部監控,以使所編製的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。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

核數師之責任

我們之責任乃根據審核之結果，就該等綜合財務報表發表意見，並按百慕達公司法第90條之規定僅向全體股東報告，除此之外，本報告不作其他用途。我們概不就本報告之內容對任何其他人士負責或承擔責任。我們已根據香港會計師公會頒佈之香港審計準則審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存在任何重大錯誤陳述。

審核工作包括執行程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序乃取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，我們會考慮與該公司編製真實而公平地列報之綜合財務報表相關之內部監控，以設計適當之審核程序，但並非為對該公司之內部監控之效能發表意見。審核亦包括評估董事所採用之會計政策是否合適及所作出之會計估計是否合理，以及評估綜合財務報表之整體列報方式。

我們相信，我們所獲得之審核憑證已充足和適當地為我們之審核意見提供基礎。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 30 June 2012 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Graham H.Y. Chan & Co.
Certified Public Accountants (Practising)
Rooms 3719-26, 37/F
Sun Hung Kai Centre
30 Harbour Road
Wanchai, Hong Kong

Hong Kong, 28 September 2012

意見

我們認為，上述之綜合財務報表根據香港財務報告準則足以真實及公平地反映 貴公司及 貴集團於二零一二年六月三十日之財務狀況以及 貴集團截至該日止年度之虧損及現金流量，並已根據香港公司條例之披露規定妥為編製。

陳浩賢會計師事務所
執業會計師
香港灣仔
港灣道30號
新鴻基中心
37樓3719-26室

香港，二零一二年九月二十八日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

		Note	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元 (restated) (經重列)
		附註		
Turnover	營業額	7	284,647	270,846
Cost of sales	銷售成本		(273,022)	(256,433)
Gross profit	毛利		11,625	14,413
Other income	其他收入	8	506	399
Gain on debt settlement and written-back of liabilities	債務清償及撥回負債 之收益	9	3,860	6,462
Share-based payment expenses	以股份為基礎之付款開支		(6,310)	-
Other administrative expenses	其他行政開支		(21,505)	(18,673)
Finance costs	融資成本	10	(495)	(3,880)
Loss before taxation	除稅前虧損	11	(12,319)	(1,279)
Income tax (charge)/credit	所得稅(支出)/抵免	12	(247)	591
Loss for the year	本年度虧損		(12,566)	(688)
Total comprehensive loss for the year	本年度全面虧損總額		(12,566)	(688)
Attributable to:	下列人士應佔：			
- Owners of the Company	- 本公司擁有人	13	(12,691)	(1,575)
- Non-controlling interests	- 非控股權益		125	887
			(12,566)	(688)
Loss per share for loss attributable to owners of the Company:	本公司擁有人應佔虧損 之每股虧損：	14		
- Basic	- 基本		(1.21) cents 仙	(0.25) cents 仙
- Diluted	- 攤薄		N/A 不適用	N/A 不適用

Details of dividend payable to Owners of the Company are set out in note 15.

應派付予本公司擁有人之股息的詳情載於附註 15。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 30 June 2012 於二零一二年六月三十日

		Note	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	18	897	1,215
Available-for-sale investment	可供出售投資	20	-	-
Deferred tax assets	遞延稅項資產	28	344	591
			1,241	1,806
Current assets	流動資產			
Inventories	存貨	21	18,769	30,182
Trade and bills receivables	應收貿易賬款及票據	22	52,696	42,337
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		377	1,739
Fixed deposits	定期存款	23	20,208	40,289
Bank balances and cash	銀行結存及現金		35,128	33,135
			127,178	147,682
Current liabilities	流動負債			
Trade payables	應付貿易賬款	24	16,742	21,088
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	25	58,463	61,918
Interest-bearing borrowings	計息借貸	26	40,839	38,893
Due to related parties	應付關聯方款項	27	1,706	10,664
			117,750	132,563
Net current assets	流動資產淨額		9,428	15,119
Net assets	資產淨額		10,669	16,925

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 30 June 2012 於二零一二年六月三十日

			2012	2011
			二零一二年	二零一一年
			HK\$'000	HK\$'000
			千港元	千港元
			Note	
			附註	
Capital and reserves	資本及儲備			
Issued capital	已發行股本	29	10,492	10,492
(Deficiency)/reserves	(虧絀)/儲備		(2,286)	4,095
Equity attributable to owners of the Company	本公司擁有人應佔權益		8,206	14,587
Non-controlling interests	非控股權益		2,463	2,338
Total equity	權益總額		10,669	16,925

The financial statements on pages 46 to 159 were approved and authorised for issue by the board of directors on 28 September 2012 and are signed on its behalf by:

第46至159頁之財務報表已經董事會於二零一二年九月二十八日批准及授權刊發，並由下列董事代表簽署：

Ke Jun Xiang
柯俊翔
Director
董事

Lo Yuen Lai
盧元麗
Director
董事

STATEMENT OF FINANCIAL POSITION 財務狀況表

At 30 June 2012 於二零一二年六月三十日

		Note 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司之投資	19	1,982	20
Available-for-sale investment	可供出售投資	20	-	-
			1,982	20
Current assets	流動資產			
Due from subsidiaries	應收附屬公司款項	19	31,465	26,214
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		66	165
Fixed deposits	定期存款	23	20,208	40,289
Bank balances and cash	銀行結存及現金		33,202	29,528
			84,941	96,196
Current liabilities	流動負債			
Accruals, deposits received and other payables	應計費用、已收按金及其他應付款項	25	57,423	60,781
Interest-bearing borrowings	計息借貸	26	17,888	17,888
Due to subsidiaries	應付附屬公司款項	19	17	20
Due to related parties	應付關聯方款項	27	-	654
			75,328	79,343
Net current assets	流動資產淨值		9,613	16,853
Net assets	資產淨值		11,595	16,873
Capital and reserves	資本及儲備			
Issued capital	已發行股本	29	10,492	10,492
Reserves	儲備	30	1,103	6,381
Total equity	權益總額		11,595	16,873

Ke Jun Xiang
柯俊翔
Director
董事

Lo Yuen Lai
盧元麗
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

		Attributable to owners of the Company 本公司擁有人應佔							
		Issued capital 已發行股本	Share premium 股份溢價	Capital reserve 資本儲備	Share-based payment reserve 以股份為基礎之 付款儲備	Accumulated losses 累積虧損	Total 合計	Non-controlling interests 非控股權益	Total 合計
		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
At 1 July 2010	於二零一零年七月一日	61,749	293,907	(100)	-	(466,138)	(110,582)	1,451	(109,131)
(Loss)/profit for the year	年內(虧損)/溢利	-	-	-	-	(1,575)	(1,575)	887	(688)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	-	-	(1,575)	(1,575)	887	(688)
Transactions with owners	與擁有人之交易								
Capital reorganisation (note 29)	股本重組(附註29)	(58,662)	(293,907)	-	-	352,569	-	-	-
Issue of shares for cash:	發行股份以收取現金:								
- Issued of placing shares	- 發行配售股份	2,028	32,972	-	-	-	35,000	-	35,000
- Issued of subscription shares	- 發行認購股份	2,723	44,273	-	-	-	46,996	-	46,996
Issue of shares to extinguish liabilities due to the Settlement Creditors (note 9)	發行股份以清償應付予清償債權人之負債(附註9)	2,654	43,147	-	-	-	45,801	-	45,801
Share issue expenses	股份發行開支	-	(1,053)	-	-	-	(1,053)	-	(1,053)
At 30 June 2011 and 1 July 2011	於二零一一年六月三十日及二零一一年七月一日	10,492	119,339	(100)	-	(115,144)	14,587	2,338	16,925
(Loss)/profit for the year	年內(虧損)/溢利	-	-	-	-	(12,691)	(12,691)	125	(12,566)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	-	-	(12,691)	(12,691)	125	(12,566)
Transactions with owners	與擁有人之交易								
Share-based payment expenses	以股份為基礎之付款	-	-	-	6,310	-	6,310	-	6,310
Forfeiture of share options	沒收購股權	-	-	-	(551)	551	-	-	-
At 30 June 2012	於二零一二年六月三十日	10,492	119,339	(100)	5,759	(127,284)	8,206	2,463	10,669

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss before taxation	除稅前虧損	(12,319)	(1,279)
Adjustments for:	就下列各項作出調整：		
Interest income	利息收入	(361)	(173)
Finance costs	融資成本	495	3,880
Depreciation	折舊	378	244
Gain on debt settlement and written-back of liabilities	債務清償及撥回負債之收益	(3,860)	(6,462)
Write-down of inventories	撇減存貨	72	247
Loss on disposal of property, plant and equipment	處置物業、機器及設備之虧損	-	72
Share-based payment expenses	以股份為基礎之付款開支	6,310	-
Operating loss before working capital changes	營運資金變動前之經營虧損	(9,285)	(3,471)
Increase in trade and bills receivables	應收貿易賬款及票據增加	(10,359)	(14,451)
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少／(增加)	1,362	(519)
Decrease/(increase) in inventories	存貨減少／(增加)	11,341	(14,765)
(Decrease)/increase in trade payables, accruals, deposits received and other payables	應付貿易賬款、應計費用、已收按金及其他應付款項(減少)／增加	(4,066)	11,710
Decrease in due to directors	應付董事款項減少	-	(7,588)
Decrease in due to related parties	應付關聯方款項減少	(8,958)	(7,615)
Cash used in operations	經營所用現金	(19,965)	(36,699)
Interest paid	已付利息	(370)	(1,285)
Net cash used in operating activities	經營業務所用現金淨額	(20,335)	(37,984)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Cash flows from investing activities	投資業務所得現金流量		
Purchase of property, plant and equipment	購買物業、機器及設備	(60)	(1,345)
Proceeds from sale of property, plant and equipment	出售物業、機器及設備之所得款項	-	130
Increase in fixed deposit - pledged	已抵押定期存款增加	(196)	(18,700)
Interest income	利息收入	361	173
Net cash from/(used in) investing activities	投資業務所得/(所用)現金淨額	105	(19,742)
Cash flows from financing activities	融資活動所得現金流量		
Net (decrease)/increase in factoring loans	讓售貸款(減少)/增加淨額	(1,608)	5,549
Net increase in other bank borrowings	其他銀行借貸增加淨額	3,554	4,419
New loans raised	新借貸款	-	4,901
Repayment of other loans	償還其他貸款	-	(9,297)
Proceeds from issue of placing shares	發行配售股份之所得款項	-	35,000
Proceeds from issue of subscription shares	發行認購股份之所得款項	-	46,996
Share issue expenses	股份發行開支	-	(1,053)
Net cash from financing activities	融資活動所得現金淨額	1,946	86,515
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目(減少)/增加淨額	(18,284)	28,789
Cash and cash equivalents at 1 July	於七月一日之現金及現金等值項目	53,412	24,623
Cash and cash equivalents at 30 June	於六月三十日之現金及現金等值項目	35,128	53,412
Represented by:	即:		
Bank balances and cash	銀行結存及現金	35,128	33,135
Fixed deposit - unpledged (note 23)	無抵押定期存款(附註23)	-	20,277
		35,128	53,412

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

1. CORPORATE INFORMATION

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of its registered office and principal place of business of the Company are disclosed in the "Corporate Information" section of the annual report.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company, and all values are rounded to the nearest thousand except otherwise indicated.

The principal activity of the Company is investment holding. The principal activities of the Company's principal subsidiaries are set out in note 19(d).

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION

Application of new and revised Hong Kong Financial Reporting Standards

In the current year, the Group has applied the following new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") which are effective for annual periods beginning from 1 July 2011.

1. 公司資料

本公司於百慕達註冊成立為獲豁免有限責任公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及主要營業地點之地址，已於年報「公司資料」一節披露。

綜合財務報表以港元（「港元」）呈列，而港元亦為本公司之功能貨幣。除另有指明者外，所有數值已約整至最接近的千位數。

本公司之主要業務為投資控股。本公司主要附屬公司之主要業務已載於附註19(d)。

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式

應用新訂及經修訂之香港財務報告準則

於本年度，本集團已採納下列由香港會計師公會（「香港會計師公會」）頒佈並於二零一一年七月一日開始之年度期間生效之新訂及經修訂之準則、修訂及詮釋（「新訂及經修訂香港財務報告準則」）。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (Continued)

HKFRSs (Amendments)

香港財務報告準則(修訂本)

HKAS 24 (Revised in 2009)

香港會計準則第24號(二零零九年經修訂)

HKFRS 7 (Amendments)

香港財務報告準則第7號(修訂本)

HK (IFRIC) – Int 14 (Amendment)

香港(國際財務報告詮釋委員會)

– 詮釋14(修訂本)

The adoption of the new and revised HKFRSs except for Amendment to HKFRS 7 “Financial Instruments: Disclosures” (as part of the improvements to HKFRSs issued in 2010) and Amendment to HKFRS 7 “Disclosures – Transfer of Financial Assets” as described below, had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been required.

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式(續)

應用新訂及經修訂之香港財務報告準則(續)

Amendments to HKFRS1, HKFRS 7, HKAS 1, HKAS 34, and HK(IFRIC) – Int 13 as part of Improvements to HKFRSs issued in 2010

香港財務報告準則第1號、香港財務報告準則第7號、香港會計準則第1號、香港會計準則第34號以及香港(國際財務報告詮釋委員會)–詮釋13之修訂本，作為於二零一零年頒佈之香港財務報告準則之改進之一部份

Related Party Disclosures

關聯方之披露資料

Disclosures – Transfer of Financial Assets

披露 – 轉移金融資產

Prepayment of a Minimum Funding Requirement

預付最低撥款規定

除了下文所述之香港財務報告準則第7號之修訂本「金融工具：披露」(作為於二零一零年頒佈之香港財務報告準則之改進之一部份)及香港財務報告準則第7號(修訂本)「披露 – 轉移金融資產」外，採納新訂及經修訂之香港財務報告準則對本集團目前或過往會計期間之綜合財務報表並無重要影響。因此毋須作出前期調整。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (Continued)

Amendment to HKFRS 7 "Financial Instruments: Disclosures" (as part of the improvements to HKFRSs issued in 2010) requires disclosure in respect of the description of collateral held as security and of other credit enhancements and their financial effect of the amount that best represents the maximum exposure to credit risk. Several trade receivables and bills receivables have been transferred to a financial institution under a non-recourse factoring agreement and in exchange for cash, respectively, but such netting arrangements do not qualify for offset in accordance with HKAS 32. The application of new amendment would require the Group to extend the disclosures of the above arrangements and have no impact on the Group's results and its financial positions in the current and prior years. Details are set out in note 6 to the consolidated financial statements.

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式 (續)

應用新訂及經修訂之香港財務報告準則 (續)

香港財務報告準則第7號之修訂本「金融工具：披露」(作為於二零一零年頒佈之香港財務報告準則之改進的一部份)要求因應持作擔保之抵押品及其他信用提升之說明及其財務影響而披露最能代表所面對之最高信貸風險金額。若干應收貿易賬款及票據已分別根據一項無追索權之讓售協議而轉讓予一間金融機構及用以換取現金，但有關的淨額安排並不符合根據香港會計準則第32號構成抵銷之資格。應用新修訂要求本集團擴大有關上述安排之披露，對本集團本年度及過往年度之業績及財務狀況並無影響。詳情載於綜合財務報表附註6。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (Continued)

Amendment to HKFRS 7 "Disclosures - Transfer of Financial Assets" requires certain disclosures to be included in the consolidated financial statements in respect of all transferred financial assets that are not derecognised and for any continuing involvement in a transferred asset existing as at the end of the reporting period, irrespective of when the related transfer transaction occurred. An entity needs not provide the disclosures for the comparative period in the first year of adoption in accordance with the transitional provision set out in the amendment to HKFRS 7. The application of new amendment would require the Group to extend the disclosures in relation to the transfer of collection right of certain trade receivables of the Group to a financial institution under a non-recourse factoring agreement and the transfer of bills receivable to a financial institution in exchange for cash. There is no impact on the Group's results and its financial position for the current year. Details are set out in note 26 to the consolidated financial statements.

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式 (續)

應用新訂及經修訂之香港財務報告準則 (續)

香港財務報告準則第7號(修訂本)「披露－轉移金融資產」規定須在綜合財務報表中就所有於報告期末存在的已轉讓但並未終止確認之金融資產及對任何已轉讓並持續參與之資產作出若干披露，不論相關轉讓交易何時發生。根據香港財務報告準則第7號(修訂本)所載之過渡規定，實體毋須於採納的首年作出比較期間之披露。應用新修訂要求本集團就本集團若干應收貿易賬款根據一項無追索權之讓售協議轉讓予一間金融機構及應收票據轉讓予一間金融機構以換取現金而擴大披露範圍，對本集團本年度之業績及財務狀況並無影響。詳情載於綜合財務報表附註26。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (Continued)

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective for the year ended 30 June 2012:

HKFRSs (Amendments)
香港財務報告準則(修訂本)
HKAS 1 (Amendments)
香港會計準則第1號(修訂本)
HKAS 12 (Amendments)
香港會計準則第12號(修訂本)
HKAS 19 (Revised in 2011)
香港會計準則第19號(二零一一年經修訂)
HKAS 27 (Revised in 2011)
香港會計準則第27號(二零一一年經修訂)
HKAS 28 (Revised in 2011)
香港會計準則第28號(二零一一年經修訂)
HKAS 32 (Amendments)
香港會計準則第32號(修訂本)
HKFRS 7 (Amendments)
香港財務報告準則第7號(修訂本)
HKFRS 9
香港財務報告準則第9號
HKFRS 10
香港財務報告準則第10號
HKFRS 11
香港財務報告準則第11號
HKFRS 12
香港財務報告準則第12號
HKFRS 10, HKFRS 11 and
HKFRS 12 (Amendments)
香港財務報告準則第10號、
香港財務報告準則第11號及
香港財務報告準則第12號(修訂本)
HKFRS 13
香港財務報告準則第13號
HK(IFRIC) – Int 20
香港(國際財務報告詮釋委員會)–詮釋20

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式(續)

應用新訂及經修訂之香港財務報告準則(續)

本集團並無提早應用以下已頒佈但對截至二零一二年六月三十日止年度尚未生效之新訂及經修訂香港財務報告準則：

Annual improvements 2009 – 2011 Cycle³
香港財務報告準則二零零九年至二零一一年周期之年度改進³
Presentation of Items of Other Comprehensive Income²
呈列其他全面收益項目²
Deferred Tax: Recovery of Underlying Assets¹
遞延稅項：收回相關資產¹
Employee Benefits³
僱員福利³
Separate Financial Statements³
獨立財務報表³
Investments in Associates and Joint Ventures³
投資於聯營公司及合營企業³
Offsetting Financial Assets and Financial Liabilities⁴
抵銷金融資產與金融負債⁴
Disclosures – Offsetting Financial Assets and Financial Liabilities³
披露－抵銷金融資產與金融負債³
Financial Instruments⁵
金融工具⁵
Consolidated Financial Statements³
綜合財務報表³
Joint Arrangements³
合營安排³
Disclosures of Interests in Other Entities³
於其他實體權益之披露³
Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities – Transition Guidance³
綜合財務報表、合營安排及於其他實體權益之披露－過渡指引³
Fair Value Measurement³
公平值計量³
Stripping Costs in the Production Phase of a Surface Mine³
露天礦場生產期之剝採成本³

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (Continued)

- 1 Effective for annual periods beginning on or after 1 January 2012.
- 2 Effective for annual periods beginning on or after 1 July 2012.
- 3 Effective for annual periods beginning on or after 1 January 2013.
- 4 Effective for annual periods beginning on or after 1 January 2014.
- 5 Effective for annual periods beginning on or after 1 January 2015.

Annual Improvements 2009 - 2011 Cycle comprises a collection of necessary, but not urgent, amendments to HKFRSs. The Company does not expect adoption of these amendments to have a significant effect on the consolidated financial statements.

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式 (續)

應用新訂及經修訂之香港財務報告準則 (續)

- 1 於二零一二年一月一日或之後開始之年度期間生效。
- 2 於二零一二年七月一日或之後開始之年度期間生效。
- 3 於二零一三年一月一日或之後開始之年度期間生效。
- 4 於二零一四年一月一日或之後開始之年度期間生效。
- 5 於二零一五年一月一日或之後開始之年度期間生效。

香港財務報告準則二零零九年至二零一一年周期之年度改進包括一系列必須但非迫切之香港財務報告準則修訂。本公司預期採納該等修訂不會對綜合財務報表構成重大影響。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (Continued)

Amendments to HKAS 1 "Presentation of Items of Other Comprehensive Income" changes the disclosure of items presented in other comprehensive income in the statement of comprehensive income. The amendment requires entities to separate items presented in other comprehensive income into two groups, based on whether or not they may be reclassified to profit or loss in the future. Items that will not be reclassified to profit or loss will be presented separately from items that may be reclassified in the future. Entities that choose to present other comprehensive income items before tax will be required to show the amount of tax related to the two groups separately. The title used by HKAS 1 for the statement of comprehensive income has change to "statement of profit or loss and other comprehensive income". However, HKAS 1 still permits entities to use other titles. The amendments affect presentation only and have no impact on the Group's financial position and performance.

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式 (續)

應用新訂及經修訂之香港財務報告準則 (續)

香港會計準則第1號(修訂本)「呈列其他全面收益項目」改變在全面收益表中其他全面收益項目之披露方式。修訂要求實體根據項目在未來會否重新分類至損益而將其其他全面收益項目分為兩個組別。不會重新分類至損益之項目將與或會在未來重新分類至損益之項目分開呈列。選擇呈列除稅前其他全面收益項目之實體將須分別列示與該兩類項目有關之稅項金額。全面收益表在香港會計準則第1號中所使用之名稱已更改為「損益及其他全面收益表」。然而，香港會計準則第1號仍容許實體使用其他名稱。該等修訂僅會影響呈列，而不會對本集團之財務狀況及表現造成任何影響。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (Continued)

Amendments to HKAS 32 "Offsetting Financial Assets and Financial Liabilities" clarify the requirements for offsetting financial instruments. The amendments address inconsistencies in current practice when applying the offsetting criteria and clarify the meaning of "currently has a legally enforceable right of set-off" and some gross settlement systems may be considered equivalent to net settlements. The Group has transferred several trade receivables and bills receivables to a financial institution under a non-recourse factoring agreement and in exchange for cash, respectively. These trade and bills receivables currently do not have a legally enforceable right to set-off with the associated liabilities in the consolidated statement of financial position. The application of the amendments is unlikely to change the Group's derecognition principle over its trade and bills receivables balances and does not have any material financial impact on the Group.

Amendments to HKFRS 7 "Disclosures - Offsetting Financial Assets and Financial Liabilities" issues new disclosure requirements in relation to the offsetting models of financial assets and financial liabilities. The amendments also improve the transparency in the reporting of how companies mitigate credit risk, including disclosure of related collateral pledged or received. The application of the amendments would only extend the disclosures in the consolidated financial statements and is unlikely to have any material financial impact on the Group.

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式 (續)

應用新訂及經修訂之香港財務報告準則 (續)

香港會計準則第32號(修訂本)「抵銷金融資產及金融負債」釐清抵銷金融工具之規定。該等修訂針對在現行慣例下使用抵銷準則時存在的不一致情況，並釐清「目前具有可合法強制行使之抵銷權利」之涵義，而若干毛額結算系統可能視為相當於淨額結算。本集團已根據一項無追索權之讓售協議將若干應收貿易賬款轉讓予一間金融機構，並將應收票據轉讓以換取現金。此等應收貿易賬款及應收票據目前並不具有可合法強制行使之抵銷權利，因此，不能與綜合財務狀況表內之相關負債抵銷。應用有關修訂應不會改變本集團對其應收貿易賬款及應收票據之取消確認原則以及對本集團並無重大財務影響。

香港財務報告準則第7號(修訂本)「披露－抵銷金融資產與金融負債」就金融資產及金融負債之抵銷模式發出新披露規定。有關修訂亦改善公司在呈報如何減輕信貸風險上之透明度，包括披露所質押或收取之相關抵押品。應用該等修訂僅會擴大綜合財務報表內的披露範疇，不大可能對本集團構成任何重大財務影響。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (Continued)

HKFRS 9 "Financial Instruments" (as issued in November 2009) establishes new principles for the classification and measurement of financial assets. HKFRS 9 "Financial Instruments" (as revised in November 2010) adds requirements for financial liabilities and for derecognition. The main changes to the requirements of HKAS 39 are summarised below:

- Under HKFRS 9, all financial assets are subsequently measured at either amortised cost or fair value. The decision is to be made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flows characteristics of the instrument. An instrument is subsequently measured at amortised cost only if it is a debt instrument and the objective of the entity's business model is to hold the asset to collect the contractual cash flows, and the asset's contractual cash flows represent only payments of principal and interest (that is, it has only "basic loan features"). All other debt instruments are to be measured at fair value through profit or loss. All equity instruments are to be measured subsequently at fair value. Equity instruments that are held for trading will be measured at fair value through profit or loss. For all other equity instruments, an irrevocable election can be made at initial recognition, to recognise unrealised and realised fair value gains and losses through other comprehensive income rather than profit or loss. There is to be no recycling of fair value gains and losses to profit or loss. This election may be made on an instrument-by-instrument basis. Dividends are to be presented in profit or loss, as long as they represent a return on investment.

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式 (續)

應用新訂及經修訂之香港財務報告準則 (續)

香港財務報告準則第9號「金融工具」(於二零零九年十一月頒佈)建立有關金融資產分類及計量之新原則。香港財務報告準則第9號「金融工具」(二零一零年十一月經修訂)增添有關金融負債及取消確認之規定。有關香港會計準則第39號規定之主要變動概述如下：

- 香港財務報告準則第9號規定所有金融資產其後以攤銷成本或公平值計量。有關決定須於首次確認時作出。分類視乎主體管理其金融工具的業務模式，以及工具的合約現金流量特徵而決定。只有當工具為一項債務工具而主體業務模式是以持有該項資產以收取合約現金流量為目的，以及資產的合約現金流量僅代表本金和利息的支付(即只有「基本貸款特徵」)時，該工具才可於其後按攤銷成本計量。所有其他債務工具必須在損益中按公平值計量。所有股本工具其後必須按公平值計量。持作買賣的股本工具將在損益中按公平值計量。至於所有其他股本工具，可於初始確認時作出不可撤回的選擇，即透過其他全面收益而非損益確認未變現及已變現公平值收益和虧損。公平值收益和虧損將不可轉回損益。此項選擇可按個別工具作出。股息如代表投資回報，將在損益中呈列。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (Continued)

- In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, changes in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised directly in other comprehensive income, unless the presentation of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. All other changes in fair value are recognised in profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was recognised in profit or loss.

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式 (續)

應用新訂及經修訂之香港財務報告準則 (續)

- 就金融負債而言，主要變動乃與指定為按公平值計入損益之金融負債有關。尤其是，根據香港財務報告準則第9號，就指定為按公平值計入損益之金融負債而言，因該項金融負債之信貸風險變動引起之金融負債公平值變動直接於其他全面收益確認，除非於其他全面收益呈列該項負債信貸風險變動之影響將會導致或擴大損益之會計錯配。由金融負債之信貸風險引起之公平值變動其後不會於損益重新分類。所有其他公平值變動於損益確認。以往，根據香港會計準則第39號之規定，指定為按公平值計入損益之金融負債之公平值變動整體金額均於損益中確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (Continued)

HKFRS 10 "Consolidated Financial Statements" replaces all of the guidance on control and consolidation in HKAS 27 "Consolidated and Separate Financial Statements", and HK(SIC) - Int 12 "Consolidation - Special Purpose Entities". HKAS 27 is renamed "Separate Financial Statements"; it continues to be a standard dealing solely with separate financial statements. The existing guidance for separate financial statements is unchanged. HKFRS 10 changes the definition of control so that the same criteria are applied to all entities to determine control. The revised definition of control focuses on the need to have both power and variable returns before control is present. Power is the current ability to direct the activities that significantly influence returns. Returns must vary and can be positive, negative or both. The determination of power is based on current facts and circumstances and is continuously assessed. The fact that control is intended to be temporary does not obviate the requirement to consolidate any investee under the control of the investor. Voting rights or contractual rights may be evidence of power, or a combination of the two may give an investor power. Power does not have to be exercised. An investor with more than half the voting rights would meet the power criteria in the absence of restrictions or other circumstances.

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式 (續)

應用新訂及經修訂之香港財務報告準則 (續)

香港財務報告準則第10號「綜合財務報表」取代了在香港會計準則第27號「綜合及獨立財務報表」及香港(常務詮釋委員會)－第12號「綜合－特殊目的主體」中所有有關控制權和合併的指引。香港會計準則第27號現更改名稱為「獨立財務報表」，而其繼續為一項僅處理獨立財務報表的準則。有關獨立財務報表的現有指引並無更改。香港財務報告準則第10號更改控制之釋義以令到相同準則可應用於全部實體以釐定控制權。有關控制權的修訂定義，集中於在控股權存在前需要同時擁有的權力和可變的回報。權力指目前有能指導足以重大影響回報的活動。回報必須屬可變動並可為正數、負數或同時為正數和負數。權力依據現有事實和環境釐定並須持續評估。至於擬為短暫性質的控股權的事實，不會消除在投資方控股權下任何接受投資方的綜合規定。擁有投票權或合同權利可能是權力的證據，或將兩者結合或會產生投資者權力。此權力不需予以行使。若無限制或其他情況，擁有逾半投票權之投資者可符合擁有權力之準則。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (Continued)

HKFRS 11 "Joint Arrangements" refines that joint arrangements are limited to joint operations and joint ventures only. The existing policy choice of proportionate consolidation for jointly control entities has been eliminated. Equity accounting is mandatory for participants in joint ventures. HKFRS 11 addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities. The existing HKAS 28 was extended as "Investments in Associates and Joint Ventures" as a result of the compulsory requirement for equity accounting for all investments in joint ventures under HKFRS 11.

HKFRS 12 "Disclosures of Interests in Other Entities" is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities. This new standard requires entities to disclose information that helps financial statement readers to evaluate the nature, risk and financial effects associated with the entity's interests in subsidiaries, associates, joint arrangements and unconsolidated structured entities.

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式 (續)

應用新訂及經修訂之香港財務報告準則 (續)

香港財務報告準則第11號「合營安排」修改合營安排至僅限於聯合經營及合營企業。有關共同控制實體之按比例綜合入賬法之現行政策選擇已經取消。合營企業參與者必須使用權益會計法。香港財務報告準則第11號透過要求以單一方法入賬於共同控制實體之權益而處理於呈報合營安排方面之不一致情況。由於根據香港財務報告準則第11號，所有於合營企業之投資被強制規定使用權益會計法，現行之香港會計準則第28號擴大為「於聯營公司及合營企業之投資」。

香港財務報告準則第12號「於其他實體權益之披露」為一項就於其他實體權益之所有形式之披露規定之新訂及全面準則。該項新準則規定實體須披露資料以助財務報表讀者評價實體於附屬公司、聯營公司、合營安排及非綜合結構性實體相關權益之性質、風險及財務影響。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (Continued)

Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 "Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance" clarify the transition guidance in HKFRS 10. The amendments also provide additional transition relief in HKFRS 10, HKFRS 11 and HKFRS 12, limiting the requirement to provide adjusted comparative information to only the preceding comparative period. Furthermore, for disclosures related to unconsolidated structured entities, the amendments remove the requirement to present comparative information for periods before HKFRS 12 is first applied.

HKFRS 13 "Fair Value Measurement" improves consistency and reduces complexity by providing, for the first time, a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The requirements do not extend the use of fair value accounting, but provide guidance on how it should be applied where its use is already required or permitted by other standards within HKFRSs.

The Group is presently studying the implications of applying HKFRS 9, HKFRS 10, HKFRS 11, HKFRS 12 and HKFRS 13 and has not yet quantified the extent of their impact as at the date of publication of these financial statements.

The directors of the Company anticipate that the application of the other new and revised HKFRSs will have no material impact on the results and financial position of the Group.

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式 (續)

應用新訂及經修訂之香港財務報告準則 (續)

香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號(修訂本)「綜合財務報表、合營安排及於其他實體權益之披露：過渡指引」釐清香港財務報告準則第10號中的過渡指引。有關修訂亦提供香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號中的額外過渡寬免，將提供經調整比較資料的規定限制於僅適用於前比較期間。此外，就有關非綜合結構性實體之披露而言，有關修訂剔除呈列首次採納香港財務報告準則第12號前之期間的比較資料之規定。

香港財務報告準則第13號「公平值計量」透過首次提供公平值之精確定義及公平值計量之單一來源及於香港財務報告準則使用之披露規定而提升一致性及減低複雜性。該等規定並不擴大公平值會計之使用，惟提供於其使用已由香港財務報告準則內之其他準則規定或准許之情況應如何應用之指引。

本集團現正研究應用香港財務報告準則第9號、香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號及香港財務報告準則第13號之影響，但於此等財務報表之日期尚未量化有關影響。

本公司董事預期應用其他新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況產生任何重要影響。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS AND CHANGE OF PRESENTATION (Continued)

Change in presentation of commission received

In previous years, the Group presented the commission received from a supplier of the Group as other income in the consolidated statement of comprehensive income. From the current year onwards, the directors of the Company decided to deduct the commission received from the net purchase as it represents a rebate in nature. The change in presentation of commission received would provide more relevant information about the Group's operations. The comparative figures have been restated to conform to the revised presentation. There is no impact on the results and the financial position of the Group for both years stated herein.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which is a collective term referred to all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations ("Ints") issued by HKICPA, and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention.

2. 應用新訂及經修訂之香港財務報告準則以及更改呈列方式 (續)

更改已收佣金之呈列方式

於以往年度，本集團將已收一名供應商之佣金呈列為綜合全面收益表內的其他收入。由本年度起，本公司董事決定在採購淨額中扣除已收佣金，原因為該已收佣金之性質為回扣。更改已收佣金之呈列方式可以提供更多與本集團營運相關的資料。比較數字已經重列以配合修訂後的呈列方式。此對本集團於本文呈列之兩個年度之業績及財務狀況並無影響。

3. 主要會計政策

本集團之綜合財務報表乃根據香港財務報告準則（「香港財務報告準則」，此統稱指香港會計師公會頒佈之所有適用之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（「詮釋」）以及香港普遍採納之會計原則編製。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例之適用披露規定。綜合財務報表根據歷史成本慣例法編製。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The principal accounting policies are set out below.

3.1 BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities (including special purpose entities) controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in the net assets of consolidated subsidiaries are presented in the consolidated statement of financial position within equity, separately from the equity attributable to the owners of the Company. Non-controlling interests in the net assets of consolidated subsidiaries consist of the amount of those interests at the date of the original business combination and the non-controlling interests' share of changes in equity since the date of the combination.

3. 主要會計政策(續)

主要會計政策載列如下：

3.1 綜合基準

綜合財務報表包括本公司及由本公司控制實體(包括特殊目的實體)(其附屬公司)的財務報表。當本公司有權支配實體的財務及經營政策並從其業務中獲益時，即視為擁有該實體的控制權。

於年內收購或出售的附屬公司業績自收購生效日期起或截至出售生效日期止(視情況而定)在綜合全面收益表入賬。

附屬公司的財務報表於必要時會作出調整，致令所採用的會計政策與本集團其他成員公司所採用者一致。

所有集團內公司間的交易、結餘、收入及開支於綜合賬目時對銷。

於綜合附屬公司的非控股權益於綜合財務狀況表中的權益呈列，與本公司擁有人應佔權益分開列賬。非控股權益所佔綜合附屬公司淨資產之權益包括該等權益於原先業務合併日期之數額及非控股權益應佔該合併日期以來之股權變動。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 BASIS OF CONSOLIDATION (Continued)

Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of 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.

Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Prior to 1 July 2009, losses applicable to the non-controlling interests in excess of the non-controlling interests in the subsidiary's equity were allocated against the interests of the Group except to the extent that the non-controlling interests had a binding obligation and were able to make an additional investment to cover the losses.

3. 主要會計政策(續)

3.1 綜合基準(續)

非控股權益在本集團之業績，按分配予非控股權益及本公司擁有人之年度損益總額及全面收益總額，於年度綜合全面收益表中列賬。

全面收益總額分配至非控股權益

一間附屬公司的全面收益及開支總額歸屬於本公司的擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀餘額。於二零零九年七月一日前，非控股權益應佔之虧損超逾非控股權益於附屬公司之權益之部分，乃於本集團之權益中扣除，惟以非控股權益須承擔具約束力之責任並能夠作出額外投資以彌補損失者為限。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

3.1 BASIS OF CONSOLIDATION (Continued)

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial Instruments: Recognition and Measurement" or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

3. 主要會計政策(續)

3.1 綜合基準(續)

本集團於現有附屬公司擁有權之變動

本集團於附屬公司擁有權的變動並無導致本集團對附屬公司失去控制權，會作為股本交易入賬。本集團的權益及非控股權益的賬面值經調整以反映彼等於附屬公司的有關權益變動。非控股權益的經調整金額與已付或已收代價的公平值間任何差額直接於權益中確認並歸屬於本公司的擁有人。

倘本集團失去對附屬公司的控制權，出售時產生的利潤或虧損以下列兩者的差額計算：(i)已收代價的公平值與任何保留權益的公平值的總和及(ii)附屬公司及任何非控股權益的資產(包括商譽)及負債的過往賬面值。於控制權失去當日於前附屬公司保留的任何投資公平值，會根據香港會計準則第39號「金融工具：確認及計量」於往後的會計處理中被視為初步確認於聯營公司或共同控制實體的投資的公平值，或(如適用)其初步確認時的成本。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 BASIS OF CONSOLIDATION (Continued)

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less any accumulated impairment losses, unless the investment is classified as held for sale or included in a disposal group that is classified as held for sale. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

3.2 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less subsequent accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

3. 主要會計政策(續)

3.1 綜合基準(續)

本公司財務狀況表中，於附屬公司之投資乃按成本扣減任何累計減值虧損入賬，惟被分類為持作出售或包含於分類為持作出售之出售組合之投資除外。附屬公司之業績乃由本公司按已收股息及應收股息之基準入賬。

3.2 物業、機器及設備

物業、機器及設備按歷史成本值減其後累計折舊及累計減值虧損(如有)列賬。歷史成本值包括收購有關項目直接應佔之開支。

當與該項目有關之未來經濟利益很可能流入本集團，而且該項目之成本能被可靠計算時，其後成本方可列入資產之賬面值或確認為獨立資產(如適用)。所有其他維修及保養成本均於其產生之財政期間，在損益中扣除。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 PROPERTY, PLANT AND EQUIPMENT (Continued)

Depreciation on property, plant and equipment is calculated using the straight-line method to write off their cost over their estimated useful lives at the following annual rates:

Leasehold improvements	20%
Furniture and fixtures	20%
Machinery and equipment	20%
Motor vehicles	20%

Useful lives and depreciation method are reviewed and adjusted if appropriate, at the end of each reporting period.

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

3. 主要會計政策(續)

3.2 物業、機器及設備(續)

物業、機器及設備之折舊乃按其估計可用年限以直線法計提，從而撇銷項目成本。就此採用之年率如下：

租賃物業裝修	20%
傢俬及裝置	20%
機械及設備	20%
汽車	20%

可用年限及折舊方法於各報告期末檢討，並在適當情況作出調整。

物業、機器及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。任何出售或棄用物業、機器及設備項目所產生之收益或虧損按該資產之銷售所得款項及賬面值間之差額釐定，並於取消確認該項目之年度計入損益中。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.3 IMPAIRMENT LOSS ON NON-FINANCIAL ASSETS

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets (see the accounting policy in respect of impairment of financial assets below) to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to the individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating unit for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell 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 for which the estimates of future cash flows have not been adjusted.

3. 主要會計政策(續)

3.3 非金融資產減值虧損

本集團於各報告期末評估其非金融資產之賬面值(可參閱下文有關金融資產減值之會計政策),以確定該等資產有否減值虧損之跡象。如果出現任何這類跡象,將就該資產可收回值作出估計,以確定任何減值虧損之程度。倘未能估計個別資產之可收回值,則本集團估計該資產所屬之現金產生單位之可收回值。在合理及一致之分配基準可被確定之情況下,公司資產亦分配至個別現金產生單位,否則將分配至合理及一致之分配基準可被確定之最小現金產生單位。

可收回值乃公平值扣除銷售成本與使用值之較高者。在評估使用值時,估計未來現金流量將使用稅前折現率折現至其現值,以反映目前資金時間值之市場估量及未來現金流量預期未經調整之資產有關之風險。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.3 IMPAIRMENT LOSS ON NON-FINANCIAL ASSETS (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

3.4 REVENUE RECOGNITION

Revenue is measured at fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business, net of discounts and sales related tax.

3. 主要會計政策(續)

3.3 非金融資產減值虧損(續)

倘若一項資產(或現金產生單位)之可收回值低於其賬面值,則該項資產(或現金產生單位)之賬面值即被減至可收回值。減值虧損應立即於損益確認。

於其後撥回減值虧損時,資產(或現金產生單位)之賬面值可調高至重新估計之可收回值,惟不可高於該資產(或現金產生單位)於過往未減值虧損前之賬面值。撥回之減值虧損即時於損益確認。

3.4 收益確認

收益按已收或應收代價之公平值計量,即於一般業務過程中售出貨品在扣除折扣及銷售相關稅項後之應收款。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.4 REVENUE RECOGNITION (Continued)

Revenue from sales of goods is recognised when all of the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3. 主要會計政策(續)

3.4 收益確認(續)

貨品銷售之收益於下列所有條件達成時確認：

- 本集團已將貨品擁有權之重大風險及回報轉移予買方；
- 本集團並無保留一般與擁有權有關之銷售貨品持續管理權或實際控制權；
- 銷售收益金額能夠可靠地計量；
- 與交易相關之經濟利益很可能流入本集團；及
- 有關交易產生或將產生之成本能夠可靠地計量。

經濟利益可能流入本集團及收益金額能夠可靠地計量時，確認金融資產之利息收入。金融資產之利息收入以時間為基準按尚餘本金及適用實際利率預提，而實際利率為於金融資產預計年內將估計日後收取現金準確折算至該資產於初步確認時之賬面淨值之比率。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.5 TAXATION

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

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

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

3. 主要會計政策(續)

3.5 稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按年內應課稅溢利計算。應課稅溢利與全面收益表中所報溢利淨額不同，乃由於前者不包括在其他年度應課稅或可扣稅之收入及開支，亦不包括永不須課稅或永不可扣稅之項目。本集團乃按報告期末已實行或大致已實行之稅率計算即期稅項之負債。

遞延稅項按綜合財務報表中資產及負債賬面值與用於計算應課稅溢利相應稅基之暫時差額而確認。遞延稅項負債通常會就所有應課稅暫時差異而確認。遞延稅項資產則限於可扣減暫時差異有可能用以抵銷應課稅溢利時予以確認。倘暫時差異由商譽或初步確認(業務合併除外)不影響應課稅溢利或會計溢利之交易之其他資產及負債所產生，有關遞延稅項資產及負債將不予以確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.5 TAXATION (Continued)

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. 主要會計政策(續)

3.5 稅項(續)

遞延稅項負債就與附屬公司之投資相關之應課稅臨時差異而確認，惟本集團能夠控制臨時差額之撥回及臨時差額可能不會於可預見未來撥回除外。與該等投資之可扣稅暫時差異所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差異之益處且預計於可預見未來可以撥回時確認。

遞延稅項資產之賬面值乃於各報告期末進行檢討，並在不可能有足夠應課稅溢利以收回全部或部份資產時作調減。

遞延稅項資產及負債按預期適用於清償負債或變現資產期間之稅率計算。遞延稅項資產和負債之計量反映按本集團預計於報告期末收回或清償其資產和負債之賬面值之稅務後果。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.5 TAXATION (Continued)

Current or deferred tax for the year is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3.6 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3. 主要會計政策(續)

3.5 稅項(續)

本年度即期或遞延稅項於損益確認，除非該稅項關乎在其他全面收益中確認或直接計入權益之項目，在該情況下即期或遞延稅項亦於其他全面收益中分別確認或直接計入權益中處理。倘因業務合併之初步會計方法而產生即期或遞延稅項，有關稅務影響會計入業務合併之會計方法內。

3.6 存貨

存貨乃以成本值及可變現淨值之較低者入賬。成本(包括一切購入成本，在適用之情況，亦包括匯兌成本及將存貨達致現時地點及狀況所支銷之其他成本)乃採用加權平均成本法計算。可變現淨值乃以存貨之估計售價減去製成產品所需之所有估計成本及有關銷售之估計費用計算。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.6 INVENTORIES (Continued)

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.

3.7 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash on hand and deposits held at call with banks. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

3. 主要會計政策(續)

3.6 存貨(續)

出售存貨時，該等存貨之賬面值將於有關收入確認期間確認為支出。存貨撇減至可變現淨值之數額及所有存貨虧損均於撇減或虧損出現之期間內確認為開支。任何存貨撇減撥回之款額，均於撥回之期間內確認為列作開支存貨數額之減少。

3.7 現金及現金等值項目

現金及現金等值項目包含手頭現金及存放於銀行之活期存款。就編製綜合現金流量表而言，現金及現金等值項目也包括須於接獲通知時償還，並構成本集團現金管理一部份的銀行透支。

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.8 EMPLOYEE BENEFIT

(a) Retirement benefit scheme

Payment to Mandatory Provident Fund Scheme (the "MPF Scheme") which is defined contribution scheme is charged as an expense when employees have rendered service entitling them to the contributions.

(b) Share-based payments

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share-based payment reverse).

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to accumulated losses.

3. 主要會計政策(續)

3.8 僱員福利

(a) 退休福利計劃供款

強制性公積金計劃(「強積金計劃」)為界定供款計劃，於僱員就提供服務而使其享有供款時列作一項支出。

(b) 以股份為基礎之付款

授出購股權之條件為需符合指定歸屬條件時，應收服務公平值乃參考所授出購股權於授出日期公平值而釐定，並按歸屬期以直線基準支銷，股本(以股份為基礎之付款儲備)則相應增加。

若購股權於授出日期即時歸屬，授出購股權之公平值即時於損益支銷。

倘購股權獲行使，先前以股份為基礎之付款儲備確認之金額將轉撥至股份溢價。倘購股權於歸屬日後遭沒收或於屆滿日期尚未行使，先前以股份為基礎之付款儲備確認之金額，將轉撥至累計虧損。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.8 EMPLOYEE BENEFIT (Continued)

(b) Share-based payments (Continued)

The grant by the Company of option over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the Company entity accounts.

3.9 FOREIGN CURRENCIES

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

3. 主要會計政策(續)

3.8 僱員福利(續)

(b) 以股份為基礎之付款交易(續)

本公司向本集團附屬公司之僱員授出以股本工具設立的購股權，乃視為一項出資。所收到之僱員服務的公平值乃參照授出日期公平值計量，並於歸屬期內確認為對附屬公司之投資的增加，而本公司實體賬目內之權益會相應貸記。

3.9 外幣換算

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算為各自之功能貨幣(即該實體經營所在主要經濟地區之貨幣)記賬。於報告期末，以外幣為定值之貨幣項目均按報告期末之適用匯率重新換算。按公平值以外幣定值之非貨幣項目乃按於公平值釐定當日之適用匯率重新換算。按外幣原值成本計量之非貨幣項目無須重新換算。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

3.9 FOREIGN CURRENCIES (Continued)

Exchange differences arising on the settlement of monetary items, and on translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

For the purposes of presenting the consolidated financial statements, assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which cases, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity.

3. 主要會計政策(續)

3.9 外幣換算(續)

於結算及換算貨幣項目時產生之匯兌差額均於彼等產生期間內確認損益。以公平值定值之非貨幣項目經重新換算後產生之匯兌差額於該期間列作損益，惟換算直接於其他全面收益中確認盈虧之非貨幣項目產生之差額除外，在此情況，匯兌差額亦直接於其他全面收益中確認。

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃按於報告期末之適用匯率換算為本集團之列賬貨幣(即港元)，而其收入及支出乃按該期間之平均匯率進行換算，除非匯率於該期間內出現大幅波動則作別論，於此情況，則採用於換算當日之適用匯率。所產生之匯兌差額(如有)乃於其他全面收益中確認以及在權益中累計。

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.10 BORROWING COSTS

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

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

3.11 OPERATING LEASES

Where the Group has the use of assets held under operating leases, payment made under the leases are charged to profit or loss 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 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.

3. 主要會計政策(續)

3.10 借貸成本

直接源自收購、建造或生產合資格資產(即必須經過一段長時間方可作擬訂用途或出售的資產)之借貸成本乃撥充資本,作為該等資產成本之一部份。當資產大致上可供其擬定用途或出售,則該等借貸成本不再撥充資本。就留待合資格資產之特定借貸所進行暫時投資賺取之投資收入,乃於撥充資本的借貸成本中扣除。

所有其他借貸成本乃於其產生之期間在損益扣除。

3.11 經營租賃

倘本集團擁有經營租賃項下持有資產的使用權,根據租賃支付的款項於租約年期所涵蓋的會計期間內在損益扣除,除非其他基準更能代表租賃資產所產生的收益模式,則作別論。收取的租賃優惠在損益內確認,作為所付總租賃款項淨額的必需部分。或然租金於其產生的會計期間在損益內扣除。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES
(Continued)

3.12 PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognised when: (i) the Group has a present obligation (legal or constructive) as a result of past events; (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (iii) the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provision are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax interest rate that reflects current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

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.

3. 主要會計政策(續)

3.12 撥備及或然負債

當(i)本集團須就已發生的事件承擔現有責任(法律或推定);(ii)預期償付責任會導致含有經濟效益的資源外流;及(iii)在可以對有關金額作出可靠的估計時,本集團便會確認撥備。不得就日後經營虧損確認撥備。

如有多項類似責任,在償付該等責任中能導致資源流出的機會乃經考慮責任的類別整體後釐定。即使與同一責任類別所包含的任何一個項目相關的資源流出的機會極低,仍須確認撥備。

撥備以為履行責任所預計需要產生之支出之現值計量,計算此等現值使用之稅前折現率能夠反映當前市場之貨幣時間價值及該責任特有之風險。時間流逝導致撥備金額之增加,確認為利息開支。

在未能肯定是否會導致經濟利益流出,或有關款額未能可靠地估量的情況,有關責任則列作或然負債並予以披露,除非導致經濟利益流出之機會極低,則作別論。可能承擔的責任(其存在與否只能藉一項或多項未來事件之發生與否而確定)亦列作或然負債並予以披露,除非導致經濟利益流出之機會極低,則作別論。

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.13 RELATED PARTIES

A related party is a person or entity that is related to the entity that is preparing its financial statements ("reporting entity").

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

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

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

- (i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

3. 主要會計政策(續)

3.13 關聯方

關聯方為與編製財務報表之實體(「報告實體」)有關聯的個人或實體。

(a) 倘屬以下人士，即該人士或該人士之近親與該報告實體有關聯：

- (i) 控制或共同控制該報告實體；
- (ii) 對該報告實體有重大影響；或
- (iii) 為該報告實體或該報告實體之母公司的主要管理層成員。

(b) 倘符合下列任何條件，即實體與該報告實體有關聯：

- (i) 該實體與該報告實體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連)；
- (ii) 一間實體為另一實體的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)；

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.13 RELATED PARTIES (Continued)

(b) (Continued)

- (iii) both entities are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity;
- (vi) the entity is controlled or jointly controlled by a person identified in (a); or
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

3. 主要會計政策(續)

3.13 關聯方(續)

(b) (續)

- (iii) 兩間實體均為同一第三方的合營企業；
- (iv) 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；
- (v) 實體為該報告實體或與該報告實體有關連之實體就僱員利益設立的離職福利計劃。倘該報告實體本身便是該計劃，提供資助的僱主亦與該報告實體有關聯；
- (vi) 實體受(a)所識別人士控制或受共同控制；或
- (vii) 於(a)(i)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。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than the financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified into two categories, including loans and receivables and available-for-sale financial investments. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade day basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

3. 主要會計政策(續)

3.14 金融工具

當集團實體成為某工具之合同條款之訂約方時，金融資產及金融負債乃於綜合財務狀況表中確認。金融資產及金融負債初步按公平值計算。因收購或發行金融資產及金融負債（不包括按公平值計入損益之金融資產及金融負債）而直接衍生之交易成本於初步確認時視乎情況加入或扣自該項金融資產或金融負債之公平值。因收購按公平值計入損益之金融資產或金融負債而直接衍生之交易成本即時確認損益。

金融資產

本集團金融資產分為兩類，包括貸款及應收款項，以及可供出售投資。分類法視乎金融資產之性質及用途而定，乃按初步確認時釐定。所有從一般渠道買賣之金融資產按交易日基準確認及取消確認。從一般渠道買賣為須按市場上之規則或常規所制定之時間制度內交付資產之金融資產買賣。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 FINANCIAL INSTRUMENTS (Continued)

Available-for-sale investments

Available-for-sale investments are non-derivatives that are either designated as available-for-sale investments or are not classified as financial assets at fair value through profit or loss, loans and receivables or held-for-maturity investments.

At the end of each reporting period subsequent to initial recognition, available-for-sale investments are measured at fair value. Changes in fair value are recognised in other comprehensive income and accumulated separately in equity, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised is reclassified from equity to profit or loss (see accounting policy in respect of impairment of financial assets below).

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of each reporting period subsequent to initial recognition (see accounting policy in respect of impairment of financial assets below).

3. 主要會計政策(續)

3.14 金融工具(續)

可供出售投資

可供出售投資為指定為可供出售投資或並無分類為其他類別(即按公平值計入損益之金融資產、貸款及應收款項或持至到期投資)之非衍生工具。

於初步確認後之各報告期末，可供出售投資按公平值計量。公平值變動於其他全面收益確認並且於權益另行累計，直至金融資產售出或釐定出現減值，屆時，早前已確認之累計損益會自權益重新分類至損益(見下文有關金融資產減值之會計政策)。

就並無活躍市場之市價報價及其公平值未能可靠計算之可供出售之股本投資，乃於首次確認後之每個報告期末按成本值減任何已識別減值虧損計算(見下文有關金融資產減值之會計政策)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 FINANCIAL INSTRUMENTS (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of each reporting period subsequent to initial recognition, loans and receivables (including trade and bills receivables, financial assets included in other receivables, fixed deposits, bank balances and cash) are carried at amortised cost using the effective interest method less any allowance for impairment (see accounting policy in respect of impairment of financial assets below). Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of the each reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

3. 主要會計政策(續)

3.14 金融工具(續)

貸款及應收款項

貸款及應收款項為付款金額屬固定或可釐定而並非在活躍市場報價之非衍生金融資產。於初步確認後之各報告期末，貸款及應收款項(包括應收貿易賬款及票據、其他應收款項中包括之金融資產、定期存款、銀行結存及現金)以實際利率法按攤銷成本減任何減值撥備列賬(見下文有關金融資產減值之會計政策)。攤銷成本已計入任何收購折讓或溢價，並包括屬於實際利率及交易成本一部份之費用。於貸款及應收款項不再確認或出現減值時，以及在攤銷過程中，在損益確認盈虧。

金融資產之減值

金融資產(於按公平值計入損益之金融資產除外)會於各報告期末評定是否有減值跡象。金融資產於有客觀證據顯示金融資產之估計未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時作出減值。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets (Continued)

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that financial asset below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

3. 主要會計政策(續)

3.14 金融工具(續)

金融資產之減值(續)

就可供出售股本投資而言，該項金融資產之公平值顯著或長期下跌至低於其成本，均被視為減值之客觀證據。

就所有其他金融資產而言，減值之客觀證據可包括：

- 發行人或對方出現重大財政困難；或
- 違約，例如未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組；或
- 該金融資產之活躍市場由於財政困難而消失。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets (Continued)

Financial assets that are assessed not to be impaired individually, such as trade and bills receivables, are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

3. 主要會計政策(續)

3.14 金融工具(續)

金融資產之減值(續)

此外，被評定為無須作個別減值之金融資產(例如應收貿易賬款及應收票據)會於其後彙集一併評估減值。應收賬款組合出現減值之客觀證據包括本集團過往收款紀錄、組合內超過平均信貸期之延遲付款數目增加，以及國家或地區經濟狀況出現明顯變動導致應收賬款未能償還。

就按攤銷成本計值之金融資產而言，當有客觀證據顯示資產減值時，減值虧損乃按資產之賬面值與估計未來現金流之現值(以原有實際利率折算)間之差異計量，並於損益中確認。

就按成本列賬之金融資產而言，減值虧損數額以資產賬面值與按同類金融資產現行市場回報率貼現之預期未來現金流量現值之差額計算。該等減值虧損不會於其後期間轉回。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 FINANCIAL INSTRUMENTS (Continued)

Impairment of financial assets (Continued)

The carrying amount of the financial assets is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

For available-for-sale equity investment measured at fair value, the previously recognised impairment loss will not be reversed in profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised in other comprehensive income.

3. 主要會計政策(續)

3.14 金融工具(續)

金融資產之減值(續)

與所有金融資產有關之減值虧損會直接於金融資產之賬面值中作出扣減，惟應收貿易賬款除外，其賬面值會透過撥備賬作出扣減。撥備賬之賬面值變動於損益內確認。當應收貿易賬款被視為不可收回時，將於撥備賬內撇銷。其後收回先前註銷之金額會被計入損益中。

就按攤銷成本計量之金融資產而言，倘於隨後期間減值虧損之數額減少，而此項減少可客觀地與確認減值虧損後之某一事件發生聯繫，則原先確認之減值虧損於損益中予以撥回，惟於撥回減值當日之資產賬面值不得超過未確認減值時之攤銷成本。

就按公平值計量之可供出售股本投資而言，先前確認之減值虧損不會於隨後期間於損益中撥回。在減值虧損後之任何公平值增加於在其他全面收益中確認。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 FINANCIAL INSTRUMENTS (Continued)

Financial liabilities and equity

Financial liabilities and equity instruments issued by the group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Financial liabilities

Financial liabilities including trade and other payables, amounts due to related parties and interest-bearing borrowings are initially stated at fair value less directly attributable transaction costs and are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. The related interest expense is recognised within "finance costs" in the consolidated statement of comprehensive income.

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. 主要會計政策(續)

3.14 金融工具(續)

金融負債及股本

集團實體發行之金融負債及股本工具乃根據合同安排之性質以及金融負債及股本工具之定義分類。

金融負債

金融負債包括應付貿易賬款及其他應付款項、應付關聯方款項以及計息借貸，初步以公平值減直接應佔交易成本列賬，其後則以實際利息法按攤銷成本計量，惟倘貼現之影響並不重大，於此情況則按成本列賬。相關利息開支於綜合全面收益表中的「融資成本」確認。

股本工具

股本工具為以任何合約訂明於扣減所有負債後該實體之剩餘資產權益。由相關集團實體發行之股本工具乃按已收所得款項(扣除直接發行成本)記賬。

購回本公司本身股本工具直接於權益內確認及扣除。於購買、出售、發行或註銷本公司本身股本工具時所產生之損益並不會確認損益。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 FINANCIAL INSTRUMENTS (Continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to receive cash flows from the asset expire, or when it transfers the financial assets and substantially all the risks and rewards of the ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

3. 主要會計政策(續)

3.14 金融工具(續)

取消確認

只有當收取資產現金流量之合約權利屆滿時，或將其金融資產或該等資產所有權之絕大部份風險及回報轉移予另一實體時，本集團方會取消確認金融資產。倘本集團並未轉移亦未保留所有權之絕大部份風險及回報，並繼續控制已轉移資產，則本集團會確認其於資產之保留權益及可能需要支付之相關負債款項。倘本集團仍保留已轉移金融資產之所有權之絕大部份風險及回報，本集團將繼續確認該金融資產以及確認已收所得款項之有抵押借貸。

完全取消確認金融資產時，資產賬面值與已收取及應收代價以及已於其他全面收益確認及於權益累計之累積收益或虧損總額間之差額乃於損益確認。

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 FINANCIAL INSTRUMENTS (Continued)

Derecognition (Continued)

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset or retains a residual interest that does not result in the retention of substantially all the risks and rewards of ownership and the Group retains control), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulated gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair value of those parts.

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

3. 主要會計政策(續)

3.14 金融工具(續)

取消確認(續)

除全面取消確認外(即本集團保留購回部份已轉讓資產之選擇權或保留不會導致保留擁有權絕大部份風險及回報之餘下權益,及本集團保留控制權),於取消確認金融資產時,本集團會將金融資產之過往賬面值,根據於其確認為繼續參與之部份及不再確認之部份於轉讓日期之相對公平值在兩者間作出分配,而不再確認部份已於其他全面收益確認之已收代價及獲分配之任何累計收益或虧損之總和,乃於損益內確認。已於其他全面收益確認之累計收益或虧損,將按繼續確認之部份及不再確認之部份之相對公平值間作出分配。

本集團僅會於其責任獲解除、取消或到期時取消確認金融負債。取消確認之金融負債之賬面值與已付或應付代價之差額於損益內確認。

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.14 FINANCIAL INSTRUMENTS (Continued)

Derecognition (Continued)

When the terms of a financial liability are renegotiated and result in the entity issuing equity instruments to a creditor of the entity to extinguish all or part of the financial liability (debt for equity swap), such exchange is treated as derecognition of the original liability. A gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

3. 主要會計政策(續)

3.14 金融工具(續)

取消確認(續)

當金融負債之條款重新磋商而引致實體向實體債權人發行股本工具以清償全部或部分之金融負債(即以股換債),此交換乃以取消確認原負債的方式處理。盈虧於損益內確認,以金融負債賬面值及所發行之股本工具之公平值之差額計量。

4. 估計不明朗因素之主要來源

於應用本集團之會計政策過程中(詳情可見附註3之描述),管理層需要就目前不能從其他來源得出之資產與負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及相關之其他因素而作出。實際數字或會有別於估計數字。

本集團持續就所作估計及相關假設作出評估。會計估計之修訂如只影響當期,則有關會計估計修訂於當期確認。如該項會計估計之修訂影響當期及往後期間,則有關修訂於當期及往後期間確認。

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

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

Impairment of available-for-sale investment

The Group follows the guidance of HKAS 39 to determine when an available-for-sale investment is impaired. This determination requires significant judgment. In making this judgment, the Group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost; and the financial health of a near-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

If all the declines in fair value below cost were considered significant or prolonged, allowance for impairment loss may be required.

As at 30 June 2012, the carrying amount of available-for-sale investments is nil (net of impairment loss of approximately HK\$8,000,000) (2011: nil (net of impairment loss of approximate HK\$8,000,000)).

4. 估計不明朗因素之主要來源 (續)

有關日後之主要假設及於報告期末估計不明朗因素之其他主要來源(擁有可導致下一個財政年度之資產與負債賬面值出現大幅調整之重大風險)載於下文。

可供出售投資之減值

本集團在可供出售投資出現減值時會遵循香港會計準則第39號之指引。該項確定須作出重大判斷。於作出判斷時，本集團會評估(其中包括)投資之公平值低於其成本之持續時間及程度，以及投資對象之財務穩健程度及近期業務前景，包括如行業及界別表現、技術革新以及經營及融資現金流量等因素。

倘公平值低於成本的所有下跌幅度被認為重大或屬一段長時期，或須作出減值虧損撥備。

於二零一二年六月三十日，可供出售投資之賬面值為零(扣除減值虧損約8,000,000港元)(二零一一年：零(扣除減值虧損約8,000,000港元))。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Estimated impairment loss on trade receivables

Management regularly reviews the recoverability and ageing of the trade receivables. Allowance for doubtful debts is made on trade receivables based on the evaluation of collectability and ageing analysis of the trade debts and on directors' judgment and estimate. When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 30 June 2012, the carrying amount of trade receivables is approximately HK\$50,393,000 (2011: HK\$41,038,000). No allowance for doubtful debts is made in both years.

Estimated net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of competitor actions in response to severe industry cycles. Management will reassess the estimations at the end of each reporting period.

4. 估計不明朗因素之主要來源 (續)

應收貿易賬款之估計減值虧損

管理層定期審視應收貿易賬款之收回成數及賬齡。應收貿易賬款之呆賬撥備，乃根據對收回貿易債務之成數的評估及賬齡分析，以及董事之判斷及估計而作出。當有減值虧損的客觀證據時，本集團會考慮未來現金流量的估計。減值虧損金額按該項資產賬面值與按該金融資產的原實際利率（即於初步確認時計算的實際利率）貼現的估計未來現金流量的現值（不包括並未產生的未來信貸虧損）的差額計量。倘實際未來現金流量低於預期，則可能產生重大減值虧損。於二零一二年六月三十日，應收貿易賬款之賬面值約為50,393,000港元（二零一一年：41,038,000港元）。兩個年度內均並無作出呆賬撥備。

存貨之估計可變現淨值

存貨之可變現淨值乃日常業務過程中之估計售價減估計完成成本及銷售開支。此等估計乃根據現時市況及類似性質之出售產品之過往經驗而作出，並會因為競爭對手因應重大行業週期所作行動而大幅變化。管理層會於各報告期末重新評估此等估計。

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Provisions and contingent liabilities

The Company and the Group recognise provision for liabilities of uncertain timing or amount when the Company and the Group have a legal or constructive obligation arising as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligations and a reliable estimate can be made. 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 contingent liability under the title heading of "Litigations" as set out in note 36 to the consolidated financial statements. As at 30 June 2012, the Company and the Group have recognised a provision amounting to HK\$43,892,000 (2011: HK\$43,892,000) in respect of the disputed claims against the Company. Details are set out in note 25 to the consolidated financial statements.

During the year ended 30 June 2012, the Group has written-back several accruals, deposits received and other payables amounting to approximately HK\$3,860,000 (2011: HK\$1,046,000) of which either the legal or the constructive obligations arising as a result of past events for these liabilities have been expired or the outflow of economic benefits of these liabilities has been ascertained subsequently. Details are explained in note 9 to the consolidated financial statements.

4. 估計不明朗因素之主要來源 (續)

撥備及或然負債

當本公司及本集團因過往事件而負有法律或推定責任，而為履行責任可能需要導致經濟利益之流出並可對此作出可靠估計，則本公司及本集團就時間或金額不確定之負債確認撥備。當可能毋須導致經濟利益之流出，或無法可靠地估計金額時，有關責任乃於綜合財務報表附註36所載「訴訟」一節中披露作或然負債。於二零一二年六月三十日，本公司及本集團就本公司面對之爭議申索而確認43,892,000港元(二零一一年：43,892,000港元)撥備。有關詳情載於綜合財務報表附註25。

截至二零一二年六月三十日止年度，本集團已撥回約3,860,000港元(二零一一年：1,046,000港元)之若干應計費用、已收按金及其他應付款項，原因為有關負債因過往事件所產生之法律或推定責任已經失效，或該等負債之經濟利益流失已於其後確定。詳情於綜合財務報表附註9中說明。

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses and accelerated tax depreciation to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based on the estimated level of future taxable profit of the Company and a subsidiary of the Company concerned. As at 30 June 2012, deferred tax assets of HK\$344,000 (2011: HK\$591,000) have been recognised in the consolidated statement of financial position in respect of the tax losses and accelerated tax depreciation carried forward. Details are explained in note 28 to the consolidated financial statements.

Fair value of share options granted during the year

The fair value of share options granted was calculated using the Binomial pricing model based on the Group's management's significant inputs into calculation such as the expected early exercise behavior of individuals and the expected volatility of share price of the Company. The key inputs to the Binomial pricing model are further explained in note 33(b) to the consolidated financial statements.

4. 估計不明朗因素之主要來源 (續)

遞延稅項資產

遞延稅項資產根據所有未動用稅項虧損及加速稅項折舊予以確認，惟以可動用虧損之應課稅溢利為限。釐定可確認之遞延稅項資產之金額時，管理層需要根據本公司及一間相關的本公司附屬公司之未來應課稅溢利的估計水平而作出重要判斷。於二零一二年六月三十日，已就結轉之稅項虧損及加速稅項折舊而於綜合財務狀況表中確認344,000港元(二零一一年：591,000港元)之遞延稅項資產。詳情於綜合財務報表附註28中說明。

年內授出之購股權的公平值

授出之購股權的公平值是以二項式定價模式計算，而該模式是建基於本集團管理層於計算時所輸入的重要資料，譬如個人之預期提前行使行為以及本公司股價的預期波幅。對二項式定價模式的主要輸入資料乃於綜合財務報表附註33(b)進一步說明。

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5. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of the Group and the Company's financial assets and liabilities as at the end of the reporting period are as follows:

5. 按類別劃分之金融工具

本集團及本公司之各類金融資產及負債於報告期末之賬面值如下：

	The Group 本集團		The Company 本公司	
	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
<i>Financial assets:</i>	<i>金融資產：</i>			
Loans and receivables:	<i>貸款及應收款項：</i>			
Financial assets included in prepayment, deposits and other receivables	5	5	-	-
Trade and bills receivables	52,696	42,337	-	-
Amounts due from subsidiaries	-	-	31,465	26,214
Fixed deposits	20,208	40,289	20,208	40,289
Bank balances and cash	35,128	33,135	33,202	29,528
	108,037	115,766	84,875	96,031
<i>Financial liabilities:</i>	<i>金融負債：</i>			
Financial liabilities measured at amortised cost:	<i>按攤銷成本計量之金融負債：</i>			
Trade payables	16,742	21,088	-	-
Financial liabilities included in accruals, deposits received and other payables	13,501	17,084	12,816	16,202
Interest-bearing borrowings	40,839	38,893	17,888	17,888
Amounts due to subsidiaries	-	-	17	20
Due to related parties	1,706	10,664	-	654
	72,788	87,729	30,721	34,764

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT

6.1 FINANCIAL RISK FACTORS

The Group's major financial instruments include available-for-sales investments, trade and bills receivables, fixed deposits, bank balances and cash, trade and other payables, interest-bearing borrowings and amount due to related parties. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The policies for managing these risks are summarised below.

(a) Market Risk

Currency risk

The Group's monetary assets and transactions are principally denominated in HK\$, Chinese Renminbi ("RMB") and United States Dollars ("US\$").

The management considers that the Group's exposure to the US\$ does not give rise to significant currency risk on the ground that HK\$ is pegged to US\$.

The Group exposes to currency risk that are denominated in RMB. The Group currently does not have hedging policy against RMB. However, management monitors the Group's currency risk exposure and will consider hedging significant currency risk exposure should the need arise.

6. 財務風險管理

6.1 財務風險因素

本集團之主要金融工具包括可供出售投資、應收貿易賬款及票據、定期存款、銀行結存及現金、應付貿易賬款及其他應付款項、計息借貸，以及應付關聯方款項。此等金融工具之詳情於相關附註披露。此等金融工具之相關風險包括市場風險（貨幣風險及利率風險）、信貸風險及流動資金風險。本集團之整體風險管理計劃專注於應對金融市場之不可預測因素以及力求減低本集團財務表現可能面對之不利影響。下文概列就管理此等風險所採取之政策。

(a) 市場風險

貨幣風險

本集團之貨幣資產及交易主要以港元、人民幣及美元計值。

管理層認為，由於港元與美元掛鈎，本集團並無因為美元而面對重大貨幣風險。

本集團面對以人民幣計值的貨幣風險。本集團目前並無有關人民幣之對沖政策。然而，管理層監察本集團之貨幣風險，並會於需要時考慮對沖重大的貨幣風險。

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6. FINANCIAL RISK MANAGEMENT (Continued)

6.1 FINANCIAL RISK FACTORS (Continued)

(a) Market Risk (Continued)

Currency risk (Continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's net loss (due to change in the fair value of monetary assets and liabilities).

		Increase/ (decrease) in exchange rate 匯率 上升/(下跌)	Decrease/(increase) in loss after tax and increase/ (decrease) in equity 除稅後虧損減少/(增加) 及權益增加/(減少)	2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
If Hong Kong dollar weakens against RMB	若港元兌人民幣貶值	5	1,331	2,151	
If Hong Kong dollar strengthens against RMB	若港元兌人民幣升值	(5)	(1,331)	(2,151)	

The sensitivity analysis has been determined assuming that the change in foreign exchange rate had occurred at the end of the reporting period and had been applied to the Group's exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2011.

6. 財務風險管理(續)

6.1 財務風險因素(續)

(a) 市場風險(續)

外匯風險(續)

下表列出於報告期末本集團虧損淨額對於人民幣匯率在合理範圍內可能出現之變動的敏感度(基於貨幣資產及負債的公平值出現變動), 當中假設所有其他變數維持不變。

釐定敏感度分析時乃假設外幣匯率變動於報告期末已經發生, 並且應用於本集團於該日之金融工具的貨幣風險, 而所有其他變數(特別是利率)乃維持不變。二零一一年亦按相同基準作出分析。

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6. FINANCIAL RISK MANAGEMENT (Continued)

6.1 FINANCIAL RISK FACTORS (Continued)

(a) Market Risk (Continued)

Interest rate risk

The Group's exposure to cash flow interest rate risk is mainly attributable to bank deposits. The Group's fair value interest rate risk relates primarily to fixed-rate borrowings and fixed deposits.

The Group currently does not have any interest rate hedging policy. The management monitors the Group's exposure on ongoing basis and will consider hedging interest rate risk should the need arise.

At 30 June 2012, it is estimated that a general increase/(decrease) of 100 basis points in interest rates, with all other variables held constant, would decrease/(increase) the Group's loss after tax and increase/(decrease) the Group's equity by approximately HK\$521,000 (2011: HK\$291,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the Group's exposure to interest rate risk for financial instruments in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of the next reporting period. The analysis is performed on the same basis for 2011.

6. 財務風險管理(續)

6.1 財務風險因素(續)

(a) 市場風險(續)

利率風險

本集團面對之現金流量利率風險主要源自銀行存款。本集團之公平值利率風險主要是關於定息借貸及定期存款。

本集團目前並無任何利率對沖政策。管理層持續監察本集團所面對之風險，並將於需要時考慮對沖利率風險。

於二零一二年六月三十日，估計若利率普遍上調/(下調) 100點子而所有其他變數不變，則本集團之除稅後虧損將減少/(增加)及本集團之權益將增加/(減少)約521,000港元(二零一一年：291,000港元)。

釐定上列敏感度分析時乃假設利率變動於報告期末已經發生，並且應用於本集團於該日之金融工具的利率風險。100點子的上調或下調代表管理層對於直至下個報告期末為止的期間內，利率於合理範圍內可能出現之變動的評估。二零一一年亦按相同基準作出分析。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

6.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit Risk

The Group's maximum exposure to credit risk which will cause a financial loss of the Group due to the failure to perform an obligation by the counterparties as at 30 June 2011 and 2012 is the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position without taking account of any credit enhancements that do not qualify for offset in the consolidated financial statements. The credit enhancements of the Group include factoring and collateralised bank advances for undiscounted bills. As at 30 June 2012, trade receivables amounting to approximately HK\$20,192,000 (2011: HK\$21,901,000) and bills receivables amounting to approximately HK\$2,303,000 (2011: HK\$1,299,000) have been transferred to a financial institution under a non-recourse factoring agreement and in exchange for cash, respectively.

The Group has stringent policies in place to manage its credit risk with trade and other receivables, which include but are not limited to the measures as set out below:

- (i) Certain trade receivable balances on open account term are covered by letters of credit and customers' standby letters of credit or are factored to external financial institutions without recourse; and

6. 財務風險管理(續)

6.1 財務風險因素(續)

(b) 信貸風險

本集團於二零一一年及二零一二年六月三十日就各已確認金融資產因對手方未能履行其責任而令本集團造成財務損失所產生之最大風險承擔，為綜合財務狀況表內所列該等財務資產之賬面值，而並無計及不符合在綜合財務報表內作抵銷之資格之任何信用提升。本集團之信用提升包括讓售及貼現票據之有抵押銀行墊款。於二零一二年六月三十日，為數約20,192,000港元(二零一一年：21,901,000港元)之應收貿易賬款及為數約2,303,000港元(二零一一年：1,299,000港元)之應收票據已分別根據一項無追索權之讓售協議而轉讓予一間金融機構及用以換取現金。

本集團設有嚴謹政策，以管控應收貿易賬款及其他應收款項之信貸風險，當中包括但不限於下文所載之措施：

- (i) 若干應收貿易賬款結餘以掛賬方式處理，乃附有信用狀或客戶發出之備用信用狀，或以無追索權之方式讓售予外在金融機構；及

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

6.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit Risk (Continued)

- (ii) The Group has put in place policies to ensure that provision services to customers with an appropriate credit history and performs periodic credit evaluations of its customers.

Bank balances are placed with high-credit-quality institutions and the management considers that the credit risk for such is minimal.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. As at 30 June 2012, included in the top 5 customers of the Group was a related company, namely AVT International Limited, who is also a supplier of the Group. No credit risk from AVT International Limited as its trade payable exceeds its trade receivables. The net amount was included in the amounts due to related parties in the consolidated statement of financial position, which is set out in note 27.

Apart from AVT International Limited, at the end of the reporting period, the Group has a certain concentration of credit risk as 72% and 95% (2011: 28% and 94%) of the total trade receivables was due from the Group's largest customer and the remaining four (2011: five) largest non-related customers respectively.

6. 財務風險管理(續)

6.1 財務風險因素(續)

(b) 信貸風險(續)

- (ii) 本集團亦設有政策，確保只向擁有合適信貸紀錄之客戶提供服務，而本集團亦定期對客戶進行信貸評估。

銀行結存乃存放於享有高信貸評級之機構，管理層認為有關信貸風險甚低。

本集團面對之信貸風險主要受到每名客戶之個人特點所影響。於二零一二年六月三十日，本集團前五名客戶中包括一間關聯公司AVT International Limited，其亦為本集團之一名供應商。由於應付予AVT International Limited之應付貿易賬款超過應收該公司之應收貿易賬款，因此並無源自AVT International Limited之信貸風險。淨額乃計入綜合財務狀況表中的應付關聯方款項(載於附註27)。

除了源自AVT International Limited外，於報告期末，本集團面對一定的信貸風險集中，因為應收貿易賬款總額中的72%及95%(二零一一年：28%及94%)是分別應收本公司之最大客戶及其餘四名(二零一一年：五名)最大客戶(並非關聯方)的貿易賬款。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

6.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit Risk (Continued)

The table below shows the credit limit and trade receivable balances of which the collection right of such trade receivables has been transferred to a financial institution under a non-recourse factoring agreement as at the end of the respective reporting period:

		2012 二零一二年		2011 二零一一年	
		Credit Limit	Utilised	Credit Limit	Utilised
		信貸限額	已動用	信貸限額	已動用
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元
Customers	客戶	28,000	20,192	28,000	21,901

No credit limits were exceeded during the reporting period ended 30 June 2012 and 2011, and the management does not expect any losses from nonperformance by these counterparties.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 22 to the financial statements.

6. 財務風險管理(續)

6.1 財務風險因素(續)

(b) 信貸風險(續)

下表列出於相關報告期末的信貸限額及應收貿易賬款結餘(收取有關應收貿易賬款之權利已根據一項無追索權之讓售協議而轉讓予一間金融機構):

於截至二零一二年及二零一一年六月三十日止報告期間內並無超出信貸限額，而管理層預計不會產生對手方不履約之虧損。

有關本集團因應收貿易賬款而面對之信貸風險的進一步量化數據，乃於財務報表附註22披露。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT
(Continued)

6.1 FINANCIAL RISK FACTORS (Continued)

(c) *Liquidity Risk*

As at 30 June 2012, the Company and the Group had net current assets of HK\$9,613,000 and HK\$9,428,000 (2011: HK\$16,853,000 and HK\$15,119,000) respectively, and net assets of HK\$11,595,000 and HK\$10,699,000 (2011: HK\$16,873,000 and HK\$16,925,000), respectively. The Group is not exposed to liquidity risk as it has sufficient funds to meet its financial obligations when they fall due.

In the management of the liquidity risk, the Company and the Group monitor and maintain a level of bank balances and cash deemed adequate by the management to finance the operations of the Company and the Group and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and the liquidity requirements from time to time.

The table below analyses the Group's and the Company's financial liabilities into relevant maturity groupings based on the remaining period from the end of the reporting period to the contractual maturity date.

6. 財務風險管理(續)

6.1 財務風險因素(續)

(c) *流動資金風險*

於二零一二年六月三十日，本公司及本集團之流動資產淨值分別為9,613,000港元及9,428,000港元(二零一一年：16,853,000港元及15,119,000港元)，以及資產淨值分別為11,595,000港元及10,699,000港元(二零一一年：分別為16,873,000港元及16,925,000港元)。本集團已擁有足夠資金以應付到期之財務責任，因此並無面對流動資金風險。

在管理流動資金風險時，本公司及本集團監控及維持銀行結餘及現金於管理層認為可應付本公司及本集團營運之合適水平及減輕現金流量波動之影響。管理層監控銀行借貸之動用情況及不時之流動資金需求。

下表顯示本集團及本公司的金融負債，按照相關的到期組別，根據由報告期末至合約到期日的剩餘期間進行分析。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

6.1 FINANCIAL RISK FACTORS (Continued)

(c) Liquidity Risk (Continued)

The amounts disclosed in the table are the contractual undiscounted cash flows.

As at 30 June 2012

6. 財務風險管理(續)

6.1 財務風險因素(續)

(c) 流動資金風險(續)

在表內披露的金額為合約未貼現的現金流量。

於二零一二年六月三十日

		Carrying amount	Total contractual undiscounted cash flow	Within one year or on demand
		賬面值	合約未貼現的現金流量總額	一年內或按要求
		HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元
The Group:	本集團：			
Trade payables	應付貿易賬款	16,742	16,742	16,742
Financial liabilities included in accruals, deposits received and other payables	包含於應計費用、已收按金及其他應付款項中的金融負債	13,501	13,501	13,501
Interest-bearing borrowings	計息借貸	40,839	40,839	40,839
Due to related parties	應付關聯方款項	1,706	1,706	1,706
		72,788	72,788	72,788
The Company:	本公司：			
Financial liabilities included in accruals, deposits received and other payables	包含於應計費用、已收按金及其他應付款項中的金融負債	12,816	12,816	12,816
Interest-bearing borrowings	計息借貸	17,888	17,888	17,888
Due to subsidiaries	應付附屬公司款項	17	17	17
		30,721	30,721	30,721

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT
(Continued)

6.1 FINANCIAL RISK FACTORS (Continued)

(c) Liquidity Risk (Continued)

As at 30 June 2011

		Carrying amount	Total contractual undiscounted cash flow 合約未貼現的 現金流量總額	Within one year or on demand 一年內或按要求的
		賬面值 HK\$'000 千港元	現金流量總額 HK\$'000 千港元	一年內或按要求的 HK\$'000 千港元
The Group:	本集團：			
Trade payables	應付貿易賬款	21,088	21,088	21,088
Financial liabilities included in accruals, deposits received and other payables	包含於應計費用、已收按金及其他應付款項中的金融負債	17,084	17,084	17,084
Interest-bearing borrowings	計息借貸	38,893	38,893	38,893
Due to related parties	應付關聯方款項	10,664	10,664	10,664
		87,729	87,729	87,729
The Company:	本公司：			
Financial liabilities included in accruals, deposits received and other payables	包含於應計費用、已收按金及其他應付款項中的金融負債	16,202	16,202	16,202
Interest-bearing borrowings	計息借貸	17,888	17,888	17,888
Due to related parties	應付關聯方款項	654	654	654
Due to subsidiaries	應付附屬公司款項	20	20	20
		34,764	34,764	34,764

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

6.2 FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts of the Group's financial assets including bank deposits and trade and bills receivables; and financial liabilities including trade and other payables, interest-bearing borrowings and amounts due to related parties approximate their fair values due to their short maturities. The face value less any estimated credit adjustments for financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values.

7. TURNOVER AND SEGMENT INFORMATION

Turnover represents the amount received and receivable for goods sold during the year.

Segment information reported internally was analysed on the basis of the type of products sold and activities carried out by the Group's operating division. The Group is currently operating in one operating segment, which is the distribution of server storage, multi-media and communication products. The information reported to the Group's chief operating decision maker (i.e. Executive Directors) for the purposes of resource allocation and assessment of performance is focused on this operating segment. Accordingly, no segment information is presented.

Other segment information

The Group's capital expenditures are located in the People's Republic of China, including Hong Kong (the "PRC").

6. 財務風險管理(續)

6.2 金融工具之公平值

本集團之金融資產(包括銀行存款和應收貿易賬款及票據)及金融負債(包括應付貿易賬款及其他應付款項、計息借貸,以及應付關聯方款項)之賬面值與其公平值相若,原因為到期時間較短。於一年內到期之金融資產及負債的面值減任何估計信貸調整之數值,乃假定與公平值相若。

7. 營業額及分部資料

營業額指年內就已售出貨品之已收及應收款項。

內部報告之分部資料乃根據本集團經營部門出售之產品及所進行之活動的種類而分析。本集團目前只經營一個營運分部—分銷伺服器儲存、多媒體及通訊產品。向本集團之主要營運決策人(即執行董事)匯報資料以作資源分配及評估表現時,乃以該營運分部為重點,因此並無呈列分部資料。

其他分部資料

本集團之資本開支位於中華人民共和國,包括香港(「中國」)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

7. TURNOVER AND SEGMENT INFORMATION (Continued)

Geographical information

The Group's turnover was derived from Hong Kong, of which the customers are located in Hong Kong and other parts of the PRC. All the non-current assets of the Group are located in the PRC.

Information about major customers

Revenue from a related company, AVT International Limited, of the corresponding year contributing 6% (2011: 6%) of the total revenue of the Group is as follows:

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
AVT International Limited	AVT International Limited	16,658	15,981

Revenue from each of the following single external customers for the years ended 30 June 2011 and 2012 accounted for more than 10% of the total revenue of the Group are as follows:

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Customer A	客戶甲	125,242	70,822
Customer B	客戶乙	34,610	68,901
Customer C	客戶丙	30,415	36,688

7. 營業額及分部資料(續)

地區資料

本集團之營業額源自香港而客戶則位於香港及中國其他部份。本集團之非流動資產全部位於中國。

有關主要客戶之資料

於相關年度來自一間關聯公司AVT International Limited之收益佔本集團總收益6%(二零一一年:6%)，詳情如下：

截至二零一一年及二零一二年六月三十日止年度來自以下各名單一外界客戶之收益佔本集團總收益超過10%的詳情如下：

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

8. OTHER INCOME

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元 (restated) (經重列)
Interest income	利息收入	361	173
Others	其他	145	226
		506	399

8. 其他收入

9. GAIN ON DEBT SETTLEMENT AND WRITTEN-BACK OF LIABILITIES

During the year ended 30 June 2012, no liabilities of the Group and the Company were extinguished by equity.

During the year ended 30 June 2011, the Company and several creditors (the "Settlement Creditors") entered into debt settlement agreements and supplementary agreements (the "Debt Settlement Agreements"), pursuant to which the Company issued 265,360,000 shares at a price of HK\$0.1726 each to extinguish all the liabilities due to the Settlement Creditors. The liabilities associated with the Settlement Creditors which have been extinguished are set out below.

9. 債務清償及撥回負債之收益

截至二零一二年六月三十日止年度，並無本集團及本公司之負債以權益而作出清償。

截至二零一一年六月三十日止年度，本公司與若干債權人（「清償債權人」）訂立該等債務清償協議及補充協議（「該等債務清償協議」），據此，本公司按每股0.1726港元之價格發行265,360,000股股份，以清償應付清償債權人之所有負債。與清償債權人有關之負債已予清償，詳情如下：

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

9. GAIN ON DEBT SETTLEMENT AND
WRITTEN-BACK OF LIABILITIES
(Continued)9. 債務清償及撥回負債之收益
(續)

		2011 二零一一年 HK\$'000 千港元
Liabilities extinguished:	已清償之負債：	
Accruals, deposits received and other payables	應計費用、已收按金及 其他應付款項	7,766
Interest-bearing borrowings	計息借貸	42,152
Due to related parties	應付關聯方款項	1,299
Total liabilities extinguished	已清償之負債總額	51,217
Monetary value of shares issued to the Settlement Creditors	向清償債權人發行股份之貨幣價值	(45,801)
Gain on debt settlement	債務清償之收益	5,416

During the year ended 30 June 2012, the Company and the Group had written back accruals, deposits received and other payables amounting to HK\$3,860,000 (2011: HK\$1,046,000) as the directors of the Company are of the view that the legal or constructive obligations arising as a result of past events for these liabilities have expired.

截至二零一二年六月三十日止年度，本公司及本集團已撥回3,860,000港元（二零一一年：1,046,000港元）之應計費用、已收按金及其他應付款項，原因為本公司董事認為有關負債之過往事件所產生的法律或推定責任已經失效。

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

10. FINANCE COSTS

10. 融資成本

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Interests on other bank loans, bills and overdrafts wholly repayable within five years	須於五年內悉數償還之 其他銀行貸款、票據及 透支之利息	85	68
Discounting charge on factoring loans, wholly repayable within five years	須於五年內悉數償還之 讓售貸款之貼現支出	266	248
Other borrowing costs	其他借貸成本	144	3,564
		495	3,880

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

11. LOSS BEFORE TAXATION

Loss before taxation has been arrived at after charging/(crediting) the following:

11. 除稅前虧損

除稅前虧損已扣除/(計入)下列各項：

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元 (restated) (經重列)
Directors' emoluments (note 16)	董事酬金(附註16)	10,990	3,059
Other staff costs	其他員工成本：		
Salaries, commission, bonus and other benefits	薪金、佣金、花紅及其他福利	4,691	3,996
Retirement benefits scheme contributions	退休福利計劃供款	93	71
Share-based payment expenses	以股份為基礎之付款開支	2,453	-
Total staff costs including directors' emoluments	總員工成本(包括董事酬金)	18,227	7,126
Cost of inventories recognised as expenses in cost of sale (including write-down of inventories of HK\$72,000 (2011: HK\$247,000))	已於銷售成本中支銷之存貨成本(包括撇減存貨72,000港元(二零一一年：247,000港元))	273,022	256,433
Depreciation	折舊	378	244
Loss on disposal of property, plant and equipment	處置物業、機器及設備之虧損	-	72
Operating lease rentals in respect of land and buildings	有關土地及樓宇之經營租約租金	417	668
Auditors' remuneration	核數師酬金	750	720
Resumption, legal and professional expenses	復牌、法律及專業開支	2,664	6,268
Net foreign exchange loss/(gain)	匯兌虧損/(收益)淨額	1,377	(1,229)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

12. INCOME TAX CHARGE/(CREDIT)

12. 所得稅支出／(抵免)

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Current tax:	即期稅項：		
Hong Kong Profits Tax	香港利得稅	-	-
Deferred tax (note 28):	遞延稅項(附註28)：		
Current year charge/(credit)	本年度支出／(抵免)	247	(591)
		247	(591)

No provision for Hong Kong Profits Tax was made for both years as the Group either had no assessable profits arising in Hong Kong or the assessable profits were wholly absorbed by tax losses brought forward for the year.

由於本集團於年內並無源自香港之應課稅溢利或應課稅溢利已以承前稅務虧損全數抵銷，因此於兩個年度均並無就香港利得稅作出撥備。

The charge/(credit) for the year can be reconciled to the loss before taxation per the consolidated statement of comprehensive income as follows:

年內稅項支出／(抵免)可與綜合全面收益表所列除稅前虧損對賬如下：

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Loss before taxation	除稅前虧損	(12,319)	(1,279)
Calculated at a taxation rate of 16.5% (2011: 16.5%)	按稅率16.5%(二零一一年：16.5%)計算	(2,031)	(211)
Expenses not deductible for taxation purposes	不可扣稅支出	1,313	1,029
Income not subject to taxation	毋須繳稅收入	(723)	(25)
Tax effect on tax loss not recognised	未確認稅項虧損之稅務影響	1,688	-
Utilisation of tax loss and accelerated tax losses previously not recognised	使用以往未確認之稅項虧損及加速稅項折舊	-	(793)
Recognition of previously unrecognised tax losses and accelerated tax depreciation	確認以往未確認之稅項虧損及加速稅項折舊	-	(591)
Income tax charge/(credit)	所得稅支出／(抵免)	247	(591)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

13. LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

The net loss attributable to owners of the Company includes a loss of approximately HK\$11,637,000 (2011: HK\$5,947,000) which has been dealt with in the financial statements of the Company for the year ended 30 June 2012.

Reconciliation of the above amount of the Company's loss for the year:

13. 本公司擁有人應佔虧損

本公司擁有人應佔虧損淨額包括虧損約 11,637,000 港元 (二零一一年: 5,947,000 港元), 已於本公司截至二零一二年六月三十日止年度之財務報表處理。

上述金額與本公司本年度之虧損的對賬如下:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Amount of loss attributable to equity shareholders dealt with in the Company's financial statements	於本公司財務報表處理之權益股東應佔虧損金額	(11,637)	(5,947)
Allowance of impairment loss on amount due from a subsidiary	應收一間附屬公司款項之減值虧損撥備	-	(817)
Write back of impairment loss on amount due from a subsidiary	應收一間附屬公司款項之減值虧損撥回	49	-
Company's loss for the year	本公司本年度之虧損	(11,588)	(6,764)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

14. LOSS PER SHARE

The calculation of basic loss per share is based on the Group's loss attributable to owners of the Company of approximately HK\$12,691,000 (2011: HK\$1,575,000) and on the weighted average number of 1,049,166,000 (2011: 639,399,000) shares in issue during the year.

Diluted loss per share for the year ended 30 June 2012 was not presented as the average stock price of the Company during the year exceeds the exercise price of the share options. Diluted loss per share for the year ended 30 June 2011 was not presented as there was no dilutive potential ordinary share in issue and outstanding during the year.

15. DIVIDENDS

No dividend was paid or proposed for the year ended 30 June 2012 (2011: nil), nor has any dividend been proposed since the end of the reporting period.

14. 每股虧損

每股基本虧損乃按本公司擁有人應佔本集團虧損約12,691,000港元(二零一一年: 1,575,000港元)及年內已發行股份之加權平均數1,049,166,000股(二零一一年: 639,399,000股)計算。

由於本公司年內之平均股價超出購股權之行使價，故並無呈列截至二零一二年六月三十日止年度之每股攤薄虧損。年內概無已發行及流通之攤薄潛在普通股，故並無呈列截至二零一一年六月三十日止年度之每股攤薄虧損。

15. 股息

概無就截至二零一二年六月三十日止年度派付或擬派股息(二零一一年: 無)，自報告期末後亦無擬派任何股息。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

16. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

The emoluments paid or payable to each of the eleven (2011: eleven) directors are as follows:

For the year ended 30 June 2012

16. 董事及高級管理層酬金

已付或應付予十一名(二零一一年:十一名)董事各人之酬金如下:

截至二零一二年六月三十日止年度

	Mr. Ke 柯俊翔先生	Ms. Lo 盧元麗女士	Ms. Lo Yuen 盧元璋女士	Mr. Ng Simon 伍世榮先生	Ms. Yu Jie Ting 余婕婷小姐	Mr. Chow Yeung Chung Kai 鄧耀敬先生	Mr. Li Philip 李松佳先生	Mr. Lin Qifu 林齊府先生	Mr. Chan Man Wai 陳文偉先生	Mr. Chan Siu Kay 陳紹基先生	Mr. Kwok Yam Sheung 郭蔭尚先生	Total 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	HK\$'000 千港元	HK\$'000 千港元
		(note ii) (附註ii)	(note iv) (附註iv)	(note ii) (附註ii)	(note v) (附註v)	(note ii) (附註ii)	(note iv) (附註iv)	(note v) (附註v)	(note iii) (附註iii)	(note ii) (附註ii)	(note ii) (附註ii)	
Fees 袍金	1,800	1,800	180	720	60	200	52	23	100	200	200	5,335
Other emoluments: 其他酬金:												
Basic salaries and allowance 基本薪金及津貼	-	960	-	-	-	-	-	-	-	-	-	960
Retirement benefits schemes contributions 退休福利計劃供款	-	24	7	12	-	-	-	-	-	-	-	43
Discretionary bonus 酌情花紅	150	310	-	60	-	17	-	49	-	17	17	620
Non-contractual payments for loss of office paid to former directors by the Company 本公司向前董事支付 失去職位之非合約補償	-	-	-	-	30	-	-	128	17	-	-	175
Share-based payments 以股份為基礎之付款	551	551	-	551	-	551	-	-	551	551	551	3,857
Total emoluments 總酬金	2,501	3,645	187	1,343	90	768	52	200	668	768	768	10,990

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

16. DIRECTORS' AND SENIOR
MANAGEMENT'S EMOLUMENTS
(Continued)

16. 董事及高級管理層酬金(續)

For the year ended 30 June 2011

截至二零一一年六月三十日止年度

	Mr. Ke Jun Xiong 柯俊翔先生	Ms. Lo Yuen Lai 盧元麗女士	Mr. Ng Simon 伍世榮先生	Mr. Ho Pui Tsun, Peter 何佩川先生	Mr. Shao Wei Hong 邵偉宏先生	Mr. Hu Yeshan 胡葉山先生	Mr. Li Qinyi 李勤毅先生	Mr. Chow Yeung Tuen 鄒耀敦先生	Mr. Chan Man Wai 陳文偉先生	Mr. Chan Siu Kay Kwok 陳紹基先生	Mr. Yam Sheung 郭蔭尚先生	Total 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	HK\$' 000 千港元	HK\$' 000 千港元
		(note ii) (附註ii)	(note ii) (附註ii)	(note i) (附註i)	(note i) (附註i)	(note i) (附註i)	(note i) (附註i)	(note ii) (附註ii)	(note iii) (附註iii)	(note ii) (附註ii)	(note ii) (附註ii)	
Fees 袍金	100	400	360	-	105	105	-	200	200	200	200	1,870
Other emoluments: 其他酬金:												
Basic salaries and allowance 基本薪金及津貼	-	960	-	-	-	-	-	-	-	-	-	960
Retirement benefits schemes contributions 退休福利計劃供款	-	9	-	-	-	-	-	-	-	-	-	9
Discretionary bonus 酌情花紅	-	160	-	-	30	30	-	-	-	-	-	220
Total emoluments 總酬金	100	1,529	360	-	135	135	-	200	200	200	200	3,059

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

16. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

Note:

- (i) The respective directors were retired as directors of the Company at the conclusion of the annual general meeting held on 14 October 2010.
- (ii) The respective directors were appointed on 19 April 2010.
- (iii) Mr. Chan Man Wai was appointed as a director of the Company on 19 April 2010 and was retired as director of the Company at the conclusion of the annual general meeting held on 30 December 2011.
- (iv) Ms. Lo Yuen Chung and Mr. Li Chung Kai Philip were appointed as directors of the Company on 4 January 2012 and 29 March 2012 respectively.
- (v) Ms. Yu Jie Ting and Mr. Lin Qifu were appointed as directors of the Company on 1 November 2011 and 29 March 2012 respectively and were retired as directors of the Company at the conclusion of the annual general meeting held on 30 December 2011 and at the conclusion of the special general meeting held on 10 May 2012, respectively.

16. 董事及高級管理層酬金(續)

附註：

- (i) 相關董事已於二零一零年十月十四日舉行之股東週年大會結束時退任本公司董事。
- (ii) 相關董事乃於二零一零年四月十九日獲委任。
- (iii) 陳文偉先生於二零一零年四月十九日獲委任為本公司董事並於二零一一年十二月三十日舉行之股東週年大會結束時退任本公司董事。
- (iv) 盧元琮女士及李松佳先生分別於二零一二年一月四日及二零一二年三月二十九日獲委任為本公司董事。
- (v) 余婕婷小姐及林齊府先生分別於二零一一年十一月一日及二零一二年三月二十九日獲委任為本公司董事，並分別於二零一一年十二月三十日舉行之股東週年大會結束時及於二零一二年五月十日舉行之股東特別大會結束時退任本公司董事。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

17. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (2011: two) were directors of the Company whose emoluments are included in note 16 above. The emoluments of the remaining two (2011: three) were as follows:

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Basic salaries, allowances and benefits in kind	基本薪金、津貼及實物利益	1,488	1,843
Contributions to retirement benefit scheme	退休福利計劃供款	24	24
Share-based payments	以股份為基礎之付款	982	-
		2,494	1,867

The emoluments of the remaining two (2011: three) were within the following bands:

		2012 二零一二年 Number 人數	2011 二零一一年 Number 人數
Nil to HK\$1,000,000	零至1,000,000港元	-	3
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	2	-

During the year ended 30 June 2012 and 2011, no emoluments were paid by the Group to the five highest paid individuals, including directors, as an inducement to join the Group or as compensation for loss of office. In addition, during the year ended 30 June 2012 and 2011, no directors waived any emoluments.

17. 僱員酬金

本集團五位最高薪人士當中，三名(二零一一年：兩名)為本公司董事，其酬金已載於上文附註16。其餘兩名(二零一一年：三名)人士之酬金載列如下：

其餘兩名(二零一一年：三名)人士之酬金屬於以下範圍：

截至二零一二年及二零一一年六月三十日止年度，本集團並無向五名最高薪人士(包括董事)支付酬金以吸引彼等加入本集團或作為離職補償。此外，截至二零一二年及二零一一年六月三十日止年度內並無董事放棄酬金。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

18. PROPERTY, PLANT AND EQUIPMENTS

18. 物業、機器及設備

The Group

本集團

		Leasehold improvements 租賃物業裝修 HK\$' 000 千港元	Furniture and fixture 傢俬及裝置 HK\$' 000 千港元	Machinery and equipment 機械及設備 HK\$' 000 千港元	Motor vehicles 汽車 HK\$' 000 千港元	Total 合計 HK\$' 000 千港元
Cost	成本					
At 1 July 2010	於二零一零年七月一日	602	760	686	609	2,657
Additions	添置	-	25	-	1,320	1,345
Disposals	處置	-	-	-	(467)	(467)
At 30 June 2011 and 1 July 2011	於二零一一年六月三十日 及二零一一年七月一日	602	785	686	1,462	3,535
Additions	添置	-	33	27	-	60
At 30 June 2012	於二零一二年六月三十日	602	818	713	1,462	3,595
Accumulated depreciation	累積折舊					
At 1 July 2010	於二零一零年七月一日	586	675	676	404	2,341
Charge for the year	本年度支出	15	30	2	197	244
Elimination on disposal	處置時抵銷	-	-	-	(265)	(265)
At 30 June 2011 and 1 July 2011	於二零一一年六月三十日 及二零一一年七月一日	601	705	678	336	2,320
Charge for the year	本年度支出	1	33	10	334	378
At 30 June 2012	於二零一二年六月三十日	602	738	688	670	2,698
Net book value	賬面淨值					
At 30 June 2012	於二零一二年六月三十日	-	80	25	792	897
At 30 June 2011	於二零一一年六月三十日	1	80	8	1,126	1,215

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

19. INVESTMENT IN SUBSIDIARIES

19. 於附屬公司之投資

		The Company 本公司	
		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Unlisted shares, at cost (note (a))	非上市股份，按成本(附註(a))	1,982	20
Due from subsidiaries (note (b))	應收附屬公司之款項(附註(b))	84,199	78,997
Less: Impairment loss (note (c))	減：減值虧損(附註(c))	(52,734)	(52,783)
		31,465	26,214
Due to subsidiaries (note (b))	應付附屬公司之款項(附註(b))	(17)	(20)

(a) On 26 July 2011, the Company granted share options to staff of its subsidiary. The aggregate fair value of these share options amounting to HK\$1,962,000 is recognised as contribution to subsidiaries. Details are set out in note 33(b) to the consolidated financial statements.

(b) The balances with subsidiaries are unsecured, non-interest bearing and have no fixed term of repayment.

(a) 於二零一一年七月二十六日，本公司向其附屬公司之員工授出購股權。此等購股權之總公平值為1,962,000港元，乃確認為對附屬公司之出資。詳情載於綜合財務報表附註33(b)。

(b) 與附屬公司之結餘為無抵押、免息及無固定還款期。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

19. INVESTMENT IN SUBSIDIARIES
(Continued)

(c) Movement in the allowance for impairment loss for the year ended 30 June 2012 and 2011 is as follows:

19. 於附屬公司之投資(續)

(c) 截至二零一二年及二零一一年六月三十日止年度之減值虧損撥備變動如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	52,783	51,966
Impairment loss recognised on amounts due from subsidiaries	應收附屬公司款項之 已確認減值虧損	-	817
Reversal of impairment loss recognised on amounts due from subsidiaries	應收附屬公司款項之 已確認減值虧損撥回	(49)	-
Balance at end of the year	年終結餘	52,734	52,783

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

19. INVESTMENT IN SUBSIDIARIES (Continued)

(d) Particulars of subsidiaries

The Company has direct or indirect interests in the following subsidiaries as at 30 June 2012, all of which are private companies. Details of these companies are as follows:

19. 於附屬公司之投資(續)

(d) 附屬公司之詳情

於二零一二年六月三十日，本公司擁有以下附屬公司之直接或間接權益，該等公司均為私人公司，其詳情如下：

Name 公司名稱	Place of incorporation/ operation 註冊成立/ 營業地點	Issued and fully paid share/ registered capital 已發行及繳足 股本/註冊股本	Percentage of equity interest attributable to the Group 本集團應佔 股本權益百分比	Principal Activities 主要業務
Directly held 直接持有				
Flaconwood Ltd.	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	Investment holding 投資控股
Pilot Apex Development Limited	Hong Kong 香港	HK\$10,000 10,000港元	100%	Dormant 暫無營業
Inout Jewellery Limited	Hong Kong 香港	HK\$1 1港元	100%	Investment holding 投資控股
Idea Wisdom Investment Limited	Hong Kong 香港	HK\$10,000 10,000港元	100%	Dormant 暫無營業
Indirectly held 間接持有				
AVTE Company Limited (formerly known as AVT Electronics Limited) (前稱為AVT Electronics Limited)	Hong Kong 香港	HK\$4,500,100 4,500,100港元	90%	Distribution of server storage, multi-media and communication products 分銷伺服器儲存、 多媒體及通訊產品

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

20. AVAILABLE-FOR-SALE INVESTMENT

20. 可供出售投資

		The Group and the Company 本集團及本公司	
		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Equity securities	股本證券		
Unlisted equity securities in the PRC, at cost	中國之非上市股本證券， 按成本	8,000	8,000
Less: allowance for impairment loss	減：減值虧損撥備	(8,000)	(8,000)
		-	-

The investment at 30 June 2012 and 2011 represents 5% interest in 湖南沅江陽光大地有機農業有限公司, an unlisted equity securities, in the PRC. It is measured at cost less impairment at the end of the reporting period as the directors of the Company are of the opinion that its fair value cannot be measured reliably.

The directors are of the view that due to diminution in value of the unlisted investment, full allowance had been made in the financial statements. There was no movement in the allowance for impairment loss in both years.

於二零一二年及二零一一年六月三十日之投資指於中國之湖南沅江陽光大地有機農業有限公司的5%權益(非上市股本證券)。由於本公司董事認為無法可靠地計量此項投資之公平值，此項投資乃按成本減去報告期末之減值計量。

董事認為，由於該項非上市投資之價值下跌，因此已於財務報表內作出全數撥備。兩年內均無減值撥備變動。

21. INVENTORIES

21. 存貨

		The Group 本集團	
		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Trading inventories	貿易存貨	18,769	30,182

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

22. TRADE AND BILLS RECEIVABLES

22. 應收貿易賬款及票據

		The Group 本集團	
		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Trade receivables	應收貿易賬款	50,393	41,038
Bills receivables	應收票據	2,303	1,299
		52,696	42,337

The Group's trading terms with its customers are mainly on open account terms, except for new customers, where payment in advance is normally required. The balance of the business is on open account terms, which is often covered by customers' letters of credit or post-dated cheques. Certain trade receivables were transferred to a financial institution under a non-recourse factoring agreement. The credit period is generally for a period of up to 105 days (2011: 90 days). The Group seeks to maintain strict control over its outstanding receivables to minimise its credit risk. Overdue balances are regularly reviewed by senior management. Trade receivables are non-interest-bearing and their carrying amounts approximate to their fair values.

本集團與其客戶的貿易條款主要以掛賬形式進行，惟新客戶一般須預付款項。其餘以掛賬方式進行，多數均附有客戶發出之備用信用狀或期票。若干應收貿易賬款乃根據一項無追索權讓售協議轉讓予一間金融機構。信貸期一般最多為105日（二零一一年：90日）。本集團對其未收回應收款項維持嚴謹監控，藉以減低信貸風險。高級管理層會定期審閱逾期結餘。應收貿易賬款為免息，且其賬面值與其公平值相若。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

22. TRADE AND BILLS RECEIVABLES
(Continued)

The following is an ageing analysis of trade receivables, based on invoice date, at the end of the reporting period:

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
0 – 30 days	0至30天	28,765	24,714
31 – 60 days	31至60天	16,041	5,505
Over 60 days	60天以上	5,587	10,819
		50,393	41,038

Most of the trade receivables are neither past due nor impaired and have good repayment history in prior years. Included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$7,497,000 (2011: HK\$7,972,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

22. 應收貿易賬款及票據(續)

根據發票日期，應收貿易賬款於報告期末之賬齡分析如下：

大部份應收貿易賬款為並無逾期及亦無減值而於以往年度之還款記錄良好。本集團之應收貿易賬款結餘中包括總賬面值為7,497,000港元(二零一一年：7,972,000港元)之應收貿易款項是於報告期末已逾期而本集團並無為此計提減值虧損。本集團並無就該等結餘持有任何抵押品。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

22. TRADE AND BILLS RECEIVABLES (Continued)

An aged analysis of trade receivables which are past due but not impaired, based on past due date, is as follows:

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Less than 1 month past due	逾期不足1個月	6,807	7,972
1 to 3 months past due	逾期1至3個月	633	-
More than 3 months past due	逾期超過3個月	57	-
		7,497	7,972

The trade receivables that were past due but not impaired related to customers that have good track records with the Group. 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 still considered fully recoverable. A substantial amount of which has been received after the end of the reporting period.

Movement in the allowance for doubtful debts

		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Balance at beginning of the year	年初結餘	-	2,971
Amount written off during the year as uncollectible	因不可收回而於年內撇銷 之款額	-	(2,971)
Balance at end of the year	年終結餘	-	-

22. 應收貿易賬款及票據(續)

已逾期但並無減值之應收貿易賬款根據逾期日之賬齡分析如下：

已逾期但並無減值之應收貿易賬款的有關客戶與本集團之往績記錄良好。管理層相信，由於信貸質素並無重大變動而目前仍認為可以全數收回該等結餘，因此毋須就該等結餘計提減值撥備。於報告期間結束後已收到該等結餘的大部份。

呆賬撥備變動

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

22. TRADE AND BILLS RECEIVABLES
(Continued)

At 30 June 2012, the Group transferred bills receivable balances amounting to HK\$2,303,000 (2011: HK\$1,299,000) to a financial institution in exchange for cash. The transaction has been accounted for as collateralised bank advances.

At 30 June 2012, trade receivables with an aggregate carrying amount of HK\$20,192,000 (2011: HK\$21,901,000) have been charged to secure the general banking facilities of the Company (Note 32).

23. FIXED DEPOSITS

Fixed deposit - pledged 已抵押之定期存款
Fixed deposit - unpledged 無抵押之定期存款

As at 30 June 2012 and 2011, the pledged fixed deposit is placed with a bank to secure general banking facilities of the Group and is denominated in HK\$.

The unpledged fixed deposit was placed with a bank and denominated in RMB.

The fixed deposits earned interest at floating rate based on time deposit rate of 0.81% per annum (2011: 0.50% per annum) and had maturity of three months (2011: one month).

22. 應收貿易賬款及票據(續)

於二零一二年六月三十日，本集團已將合共2,303,000港元(二零一一年：1,299,000港元)之應收票據結餘轉讓予一間金融機構以換取現金。該項交易已入賬列作有抵押銀行墊款。

於二零一二年六月三十日，總賬面值為20,192,000港元(二零一一年：21,901,000港元)之應收貿易賬款已用作本集團一般銀行融資的抵押品(附註32)。

23. 定期存款

		The Group 本集團		The Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Fixed deposit - pledged	已抵押之定期存款	20,208	20,012	20,208	20,012
Fixed deposit - unpledged	無抵押之定期存款	-	20,277	-	20,277
		20,208	40,289	20,208	40,289

於二零一二年及二零一一年六月三十日，已抵押之定期存款存於銀行，作為本集團一般銀行融資的抵押品，以港元為單位。

無抵押之定期存款存於銀行並以人民幣為單位。

定期存款按根據定期存款利率年息0.81厘(二零一一年：年息0.50厘)之浮動利率計息，存款到期日為三個月(二零一一年：一個月)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

24. TRADE PAYABLES

All of the trade payables are expected to be settled within one year. An aged analysis is as follows:

24. 應付貿易賬款

所有應付貿易賬款預期於一年內償還。其賬齡分析如下：

		The Group 本集團	
		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
0 – 30 days	0至30天	9,602	13,819
31 – 60 days	31至60天	6,862	7,041
Over 60 days	60天以上	278	228
		16,742	21,088

25. ACCRUALS, DEPOSITS RECEIVED AND OTHER PAYABLES

25. 應計費用、已收按金及其他應付款項

		The Group 本集團		The Company 本公司	
		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元	2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Balance in relation to disputed claims:	有關具爭議申索之結餘：				
Interest payable of borrowings	借貸之應付利息	10,196	10,196	10,196	10,196
Provision for litigation	訴訟撥備	43,892	43,892	43,892	43,892
Others	其他	4,375	7,830	3,335	6,693
		58,463	61,918	57,423	60,781

During the year ended 30 June 2011, several amounts of accruals, deposits received and other payables were extinguished by the Company's shares. Details are set out in note 9 to the consolidated financial statements.

截至二零一一年六月三十日止年度，數筆屬於應計費用、已收按金及其他應付款項之款項已以本公司之股份償還。詳情載於綜合財務報表附註9。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

25. ACCRUALS, DEPOSITS RECEIVED AND OTHER PAYABLES (Continued)

During the year ended 30 June 2012, there was no movement in the provision for litigation. Included in the provision for litigation is an amount of HK\$41,429,000, which represents a provision made for a disputed claim against the Company. Details are set out in note 36 to the consolidated financial statement. The creditors claimed repayments of the outstanding debts together with the interest and legal costs. Provision was made for estimate of the potential liability relating to the dispute. Such estimate was based on an opinion of a legal counsel issued in the current year.

25. 應計費用、已收按金及其他應付款項(續)

截至二零一二年六月三十日止年度，訴訟撥備並無變動。訴訟撥備中包括就一項針對本公司之具爭議申索的41,429,000港元撥備。詳情載於綜合財務報表附註36。債權人要求償還未償還債務連利息及法律費用。已就有關爭議的估計潛在負債作出撥備。有關估計是建基於法律顧問於本年度出具之意見。

26. INTEREST-BEARING BORROWINGS

26. 計息借貸

		The Group 本集團		The Company 本公司	
		2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
		HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元
		Note 附註			
Bank borrowings, secured:	有抵押銀行借貸：				
Factoring loan	讓售貸款	(a)	14,978	16,586	-
Other bank borrowings	其他銀行借貸	(a)	7,973	4,419	-
Other loans	其他貸款	(b)	17,888	17,888	17,888
			40,839	38,893	17,888
Secured	有抵押		22,951	21,005	-
Unsecured	無抵押		17,888	17,888	17,888
			40,839	38,893	17,888

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

26. INTEREST-BEARING BORROWINGS (Continued)

(a) Bank borrowings, secured

Factoring loans are variable-rate borrowings which carry interest at 1% below standard bill rates quoted by bank and the effective interest rate was 3.0% per annum as at 30 June 2012 (2011: 1.9%). Other bank borrowings represent bank advance for discounted bills and trust receipt loan which are variable-rate borrowings and carry effect interest rate of 3.0% (2011: ranged from 1.9% to 2.0%) per annum as at 30 June 2012.

(b) Other loans

Included in other loans of the Company and the Group are borrowings amounting to HK\$17,688,000 (2011: HK\$17,688,000) in relation to the disputed claims as set out in note 36 to the consolidated financial statements. No interest is provided for in respect of such loan as at 30 June 2012 and 2011.

The remaining balance is fixed-rate borrowings from a third party which carried an effective interest rate (which is also equal to the contractual interest rate) of 12.0% per annum in both years. Such balance is repayable on demand.

26. 計息借貸(續)

(a) 有抵押銀行借貸

讓售貸款屬浮息借貸，按銀行所報之標準票據利率減1厘之利率計息，於二零一二年六月三十日之實際年利率為3.0厘(二零一一年：1.9厘)。其他銀行借貸代表貼現票據之銀行墊款及信託收據貸款，屬浮息借貸，於二零一二年六月三十日按實際年利率3.0厘(二零一一年：介乎1.9厘至2.0厘)計息。

(b) 其他貸款

本公司及本集團之其他貸款包括有關財務報表附註36所載爭議申索之借貸17,688,000港元(二零一一年：17,688,000港元)。截至二零一二年及二零一一年六月三十日止年度並無為有關貸款之利息撥備。

其餘結餘屬第三方提供之定息借貸，於兩個年度均按12.0厘之實際年利率(亦相等於訂約利率)計息。有關結餘須應要求償還。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

26. INTEREST-BEARING BORROWINGS
(Continued)

During the year ended 30 June 2011, the Company had entered into several tripartite debt assignment agreements with related parties. Details are disclosed in note 35 to the consolidated financial statements below. In addition, several amounts of loans from a related party and other loans together with their corresponding interest payables have been extinguished by the Company's shares. Details are set out in note 9 to the consolidated financial statements.

During the year ended 30 June 2012, the Group has transferred the collection right of several trade and bills receivables to a financial institution. The financial effects of the transferred assets and their associated liabilities are as follows:

As at 30 June 2012

26. 計息借貸(續)

截至二零一一年六月三十日止年度，本公司與關聯方訂立數項三方債務轉讓協議，詳見下文綜合財務報表附註35之披露。此外，屬於關聯方提供之貸款及其他貸款之數筆款項以及相關應付利息已以本公司股份償還。詳情載於綜合財務報表附註9。

截至二零一二年六月三十日止年度，本集團已將收取若干應收貿易賬款及應收票據之權利轉讓予一間金融機構。已轉讓之資產以及相關負債的財務影響如下：

於二零一二年六月三十日

		Loans and receivables 貸款及應收款項	
		Bills receivables transferred in exchange of cash 為換取現金而 轉讓之應收票據 HK\$'000 千港元	Trade receivables transferred under a non-recourse factoring agreement 根據一項無追索權 之讓售協議而轉讓 之應收貿易賬款 HK\$'000 千港元
Carrying amount of transferred assets	已轉讓資產之賬面值	2,303	20,192
Carrying amount of associated liabilities	相關負債之賬面值	(2,303)	(14,978)
For those liabilities that have recourse only to the transferred assets:	只對已轉讓資產具備追索權之負債：		
Fair value of transferred assets	已轉讓資產之公平值	2,303	N/A 不適用
Fair value of associated liabilities	相關負債之公平值	(2,303)	N/A 不適用
Net position	淨水平	-	N/A 不適用

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

27. DUE TO RELATED PARTIES

27. 應付關聯方款項

		The Group 本集團		The Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
AVT International Limited (note i)	AVT International Limited (附註i)	1,706	10,010	-	-
Trade Honour Limited (note ii)	Trade Honour Limited (附註ii)	-	654	-	654
		1,706	10,664	-	654

Notes:

- i) AVT International Limited is controlled by Mr. Lee Bing Kwong ("Mr. Lee"), the spouse of Ms. Lo Yuen Lai ("Ms. Lo").
- ii) Trade Honour Limited is controlled by Mr. Ke Jun Xiang ("Mr. Ke"), the director of the Company.

The amounts due to related parties are unsecured, interest-free and have no fixed repayment terms.

During the year ended 30 June 2011, several amounts due to a related person and related companies were extinguished by the Company's shares. Details are set out in note 9 to the consolidated financial statements.

附註：

- i) AVT International Limited由盧元麗女士(「盧女士」)之配偶李秉光先生(「李先生」)控制。
- ii) Trade Honour Limited由本公司董事柯俊翔先生(「柯先生」)控制。

應付關聯方款項為無抵押、免息及無固定還款期。

於截至二零一一年六月三十日止年度，屬於應付關聯人士及關聯公司款項之數筆款項已以本公司股份償還。詳情載於綜合財務報表附註9。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

28. DEFERRED TAXATION

The components of deferred tax assets recognised in the consolidated statement of financial position and the movements during the year ended 30 June 2012 is as follows:

28. 遞延稅項

於綜合財務狀況表確認之遞延稅項資產的組成部份以及截至二零一二年六月三十日止年度之變動如下：

		The Group 本集團		
		Accelerated capital allowance 提前轉歸資本 之免稅額 HK\$' 000 千港元	Tax losses 稅務虧損 HK\$' 000 千港元	Total 總計 HK' 000 千港元
At 1 July 2010	於二零一零年七月一日	-	-	-
Credited to the consolidated statement of comprehensive income for the year	計入年度綜合全面收益表	25	566	591
At 30 June 2011 and 1 July 2011	於二零一一年六月三十日 及二零一一年七月一日	25	566	591
Credited/(charged) to the consolidated statement of comprehensive income for the year	計入/(扣除)年度綜合全面收益表	4	(251)	(247)
At 30 June 2012	於二零一二年六月三十日	29	315	344

No deferred tax assets and liabilities have been offset in the consolidated statement of financial position.

綜合財務狀況表內並無遞延稅項資產及負債之抵銷。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

28. DEFERRED TAXATION (Continued)

As at 30 June 2012, the Group has unused tax losses of approximately HK\$23,216,000 (2011: HK\$14,507,000) available for offset against future profits. Deferred tax asset of HK\$315,000 (2011: HK\$566,000) has been recognised in respect of tax losses of HK\$1,908,000 (2011: HK\$3,433,000) as at 30 June 2012. No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$21,308,000 (2011: HK\$11,074,000) due to the unpredictability of future profit streams. Tax losses for both years may be carried forward indefinitely.

28. 遞延稅項 (續)

於二零一二年六月三十日，本集團有大約23,216,000港元(二零一一年：14,507,000港元)之未動用稅項虧損可用以抵銷未來溢利。於二零一二年六月三十日，已就1,908,000港元(二零一一年：3,433,000港元)之稅項虧損確認315,000港元(二零一一年：566,000港元)之遞延稅項資產。因無法預測未來溢利來源，故並無就其餘21,308,000港元(二零一一年：11,074,000港元)之稅項虧損確認遞延稅項資產。兩個年度之稅務虧損可無限期結轉。

29. SHARE CAPITAL

AUTHORISED AND ISSUED SHARE

29. 股本

法定及已發行股份

		The Company 本公司	
		No. of shares 股份數目	
		('000) (千股)	HK\$'000 千港元
Ordinary shares of HK\$0.01 each	普通股每股面值0.01港元		
Authorised:	法定：		
At 1 July 2010, 30 June 2011 and 2012	於二零一零年七月一日、 二零一一年及 二零一二年六月三十日	60,000,000	600,000
Issued and fully paid:	已發行及繳足：		
At 1 July 2010	於二零一零年七月一日	6,174,917	61,749
Capital reorganisation (note a)	股本重組(附註a)	(5,866,171)	(58,662)
Issue of placing shares (note b)	發行配售股份(附註b)	202,780	2,028
Issue of subscription shares (note b)	發行認購股份(附註b)	272,280	2,723
Issue of shares to extinguish liabilities due to the Settlement Creditors (note c)	發行股份以償還應付清償 債權人之負債(附註c)	265,360	2,654
At 30 June 2011 and 2012	於二零一一年及 二零一二年六月三十日	1,049,166	10,492

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

29. SHARE CAPITAL (Continued)

AUTHORISED AND ISSUED SHARE (Continued)

Notes:

- a) Capital reorganisation which comprises a capital reduction through cancellation of HK\$0.0095 out of HK\$0.01 of the paid-up capital on each existing share of the Company and a consolidation of every 20 issued shares of HK\$0.0005 each into 1 reorganised share at HK\$0.01 each ("Reorganised Shares") had been completed during the year ended 30 June 2011.
- b) Placement of 202,780,000 Reorganised Shares at a pricing price of HK\$0.1726 each and subscription of 272,280,000 Reorganised Shares at a subscription price of HK\$0.1726 each to several subscribers had been completed during the year ended 30 June 2011.
- c) The Company issued 265,360,000 Reorganised Shares at a price of HK\$0.1726 each to extinguish all the liabilities due to the Settlement Creditors. Details are set out in note 9 to the consolidated financial statements.

The new shares rank pari passu with the existing shares in all respect.

CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

29. 股本(續)

法定及已發行股份(續)

附註：

- a) 股本重組已於截至二零一一年六月三十日止年度完成，當中涉及將本公司每股現有股份之繳足股本0.01港元中註銷0.0095港元而進行削減股本，以及每20股每股面值0.0005港元之已發行股份合併為一股每股面值0.01港元之重組股份(「重組股份」)。
- b) 截至二零一一年六月三十日止年度完成按每股0.1726港元之配售價配售202,780,000股重組股份以及由數名認購人按每股0.1726港元之認購價認購272,280,000股重組股份。
- c) 本公司按每股0.1726港元之價格發行265,360,000股重組股份，以清償應付予該等清償債權人之所有負債。詳情載於綜合財務報表附註9。

該等新股份在各方面與現有股份享有同等地位。

資本風險管理

本集團管理其資本以確保本集團旗下實體能夠以持續經營方式經營，並同時透過達致債務與股本之間最佳的平衡為利益相關者爭取最高回報。本集團的整體策略跟上年度保持不變。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

29. SHARE CAPITAL (Continued)

CAPITAL RISK MANAGEMENT (Continued)

The capital structure of the Group consists of debts (which includes interest-bearing borrowings disclosed in note 26 to the consolidated financial statements), net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves (including non-controlling interests).

The directors of the Company review the capital structure periodically. As part of this review, the directors of the Company review annual budgets taking into account of the provision of funding. Based on the operating budgets, the directors consider the cost of capital and the risks associated with each class of capital and balance its overall capital structure through new share issues as well as the issue of new debt or the redemption of existing debt.

29. 股本(續)

資本風險管理(續)

本集團之資本架構由債務(包括綜合財務報表附註26所披露之計息借貸)，扣除現金及現金等值項目及本公司擁有人應佔權益(包括已發行股本及儲備)(包括非控股權益)組成。

本公司董事定期檢討資本架構。作為此檢討工作之一部份，本公司董事審閱年度預算，並考慮資金的準備。根據經營預算，董事考慮資本成本及各資本類別之相關風險，並透過發行新股份、發行新債務或贖回現有債務，以平衡其整體資本架構。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

30. SHARE PREMIUM AND RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior year are presented in the consolidated statement of changes in equity on page 50 of the financial statements.

The Company

本公司

30. 股份溢價及儲備

本集團儲備之金額及於本年度及上年度之變動，載於財務報表第50頁之綜合權益變動表。

		Share premium	Contributed surplus	Share-based payment reserve	Accumulated losses	Total
		股份溢價	繳入盈餘	以股份為基礎之付款儲備	累積虧損	合計
		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
At 1 July 2010	於二零一零年七月一日	293,907	56,516	-	(515,279)	(164,856)
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	(6,764)	(6,764)
Capital reorganisation (note 29)	股本重組 (附註29)	(293,907)	(56,516)	-	409,085	58,662
Issue of placing shares	發行配售股份	32,972	-	-	-	32,972
Issue of subscription shares	發行認購股份	44,273	-	-	-	44,273
Issue of shares to extinguish liabilities due to the Settlement Creditors (note 9)	發行股份以償還應付清償債權人之負債 (附註9)	43,147	-	-	-	43,147
Share issue expenses	股份發行開支	(1,053)	-	-	-	(1,053)
At 30 June 2011 and 1 July 2011	於二零一一年六月三十日及二零一一年七月一日	119,339	-	-	(112,958)	6,381
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	(11,588)	(11,588)
Share-based payment expenses	以股份為基礎之付款開支	-	-	6,310	-	6,310
Forfeiture of share options	沒收購股權	-	-	(551)	551	-
At 30 June 2012	於二零一二年六月三十日	119,339	-	5,759	(123,995)	1,103

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

30. SHARE PREMIUM AND RESERVES (Continued)

- (a) The share premium account represents the excess of proceeds received over the nominal value of the Company's shares issued, less share issue expenses.
- (b) The contributed surplus of the Company in prior year represents the difference between the nominal value of the Company's shares issued in exchange for the fair value of the shares of the subsidiaries acquired at the dates of acquisition. During the year ended 30 June 2011, the entire amount was applied to set off the accumulated losses of the Company, which was approved by a special general meeting held on 17 January 2011.
- (c) The share-based payment reserve comprises the fair value of the unexercised share options granted to directors of the Company and several employees of the Group and the Company recognised in accordance with HKFRS 2. Details are set out in note 33(b) to the consolidated financial statements.

As at 30 June 2012 and 2011, there is no reserve available for distribution by the Company to the shareholders.

31. OPERATING LEASE AND OTHER COMMITMENTS

Minimum lease payments paid under operating leases in respect of land and buildings during the year amounting to approximately HK\$417,000 (2011: HK\$668,000).

30. 股份溢價及儲備(續)

- (a) 股份溢價賬代表所收取之所得款項超過所發行之本公司股份的面值減去股份發行開支。
- (b) 本公司於上年度之繳入盈餘乃指本公司所發行用於交換之股份面值與所收購附屬公司股份於收購日期公平值之差額。截至二零一一年六月三十日止年度，經二零一一年一月十七日舉行之股東特別大會批准後，全部金額已用於抵銷本公司之累積虧損。
- (c) 以股份為基礎之付款儲備由本公司董事以及本集團及本公司之數名僱員獲授而未行使之購股權的公平值所組成，而本公司已根據香港財務報告準則第2號確認。詳情載於綜合財務報表附註33(b)。

於二零一二年及二零一一年六月三十日，本公司並無可分派予股東之儲備。

31. 經營租約及其他承擔

本年度根據土地及樓宇之經營租約而已付之最低租賃付款約為417,000港元(二零一一年：668,000港元)。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

31. OPERATING LEASE AND OTHER COMMITMENTS (Continued)

At the end of the reporting period, the Group had commitments for future minimum lease under non-cancellable operating leases in respect of land and buildings which fall due as follows:

Not later than one year	不超過一年
Later than one year and not later than five years	一年後但不超過五年

Operating lease payment represents rentals payable by the Group and the Company for certain of its office premises with remaining lease terms of between 6 to 13 months (2011: 9 to 18 months) and rentals are fixed throughout the lease periods. The Group does not have an option to purchase the leased assets at the expiry of the lease periods.

31. 經營租約及其他承擔(續)

於報告期末，本集團根據土地及樓宇之不可撤銷經營租約應付之未來最低租約承擔如下：

	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Not later than one year	376	151
Later than one year and not later than five years	22	40
	398	191

經營租約付款代表本集團及本公司就若干辦公室物業應付之租金，有關物業之餘下租期介乎6至13個月(二零一一年：9至18個月)，租金於租期內為固定。本集團並無於租期屆滿時購入租用資產之選擇權。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

32. PLEDGE OF ASSETS

As at 30 June 2012, the banking facilities of the Group were secured by (i) the fixed deposit of the Company amounting to approximately HK\$20,208,000 (2011: HK\$20,012,000), (ii) fixed charge over trade receivables of the Group with an aggregate carrying amount of HK\$20,192,000 (2011: HK\$21,901,000) and (iii) personal guarantees executed by a director of the Company, Ms. Lo and her spouse, Mr. Lee. As at 30 June 2011, the banking facilities of the Group were also secured by the legal charge over properties owned by a company controlled by Ms. Lo and Mr. Lee. Such legal charge over properties has been released during the year ended 30 June 2012.

At 30 June 2012, the Group had also transferred bills receivable balances amounting to HK\$2,303,000 (2011: HK\$1,299,000) to a financial institution in exchange for cash. The transaction had been accounted for as collateralised bank advances.

32. 資產抵押

於二零一二年六月三十日，本集團之銀行融通額乃以(i)為數約20,208,000港元(二零一一年：20,012,000港元)之本公司定期存款；(ii)本集團總賬面值為20,192,000港元(二零一一年：21,901,000港元)之應收貿易賬款之固定押記；及(iii)本公司一名董事盧女士及其配偶李先生簽立之個人擔保作為抵押。於二零一一年六月三十日，本集團之銀行融通額亦由盧女士及李先生控制之公司所擁有之物業之法定押記作為抵押。該等物業之法定押記已於截至二零一二年六月三十日止年度獲解除。

於二零一二年六月三十日，本集團亦已將合共2,303,000港元(二零一一年：1,299,000港元)之應收票據結餘轉讓予一間金融機構以換取現金。該項交易已入賬列作有抵押銀行墊款。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

33. EMPLOYEE BENEFITS

(a) Retirement benefit scheme

The Group participates in the "MPF Scheme" for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. Prior to June 2012, the Group contributed the lower of 5% or HK\$1,000 of the relevant payroll costs, for each of the employees every month, to the MPF Scheme, which contribution is matched by employees. Effective from 1 June 2012, the maximum monthly contributions to MPF Scheme for each of the employees have been adjusted from HK\$1,000 to HK\$1,250.

The contributions paid/payable to the MPF Scheme by the Group amounted to HK\$136,000 (2011: HK\$80,000), which has been recognised as expenses and included in staff costs as disclosed in note 11 to the consolidated financial statements. At the end of the reporting period, there were no forfeited contributions in respect of employees leaving the retirement benefits scheme before they were fully vested in the contributions and which were available to reduce the contributions payable by the Group in the future years.

33. 僱員福利

(a) 退休福利計劃

本集團已為所有合資格之香港僱員設有強積金計劃。強積金計劃之資產存放於信託人控制之基金，與本集團之資產分開持有。於二零一二年六月前，本集團每月為每位僱員按港元1,000或相關薪酬成本之5%（以較低者為準）向強積金計劃作出供款，而僱員亦作出同等金額之供款。由二零一二年六月起，為每名僱員向強積金計劃作出之每月供款上限已由1,000港元調整為1,250港元。

本集團已付／應付之強積金計劃供款為136,000港元（二零一一年：80,000港元），已確認為開支並且計入綜合財務報表附註11所披露之員工成本。於報告期末，並無因僱員悉數取得供款前退出退休福利計劃而可用作本集團在未來年度應繳供款之沒收供款。

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

33. EMPLOYEE BENEFITS (Continued)

(b) Share-based payments

The Company's share option scheme (the "Scheme") was adopted pursuant to a special general meeting of the Company held on 27 June 2011 for the primary purpose of providing incentives to selected participants for their contribution to the Group, and will expire on 26 June 2021. Under the Scheme, the board of directors of the Company (the "Board") may grant options to directors of the Company (including non-executive director and independent non-executive directors) and full-time employees of the Group, and any participants from time to time determined by the Board as having contributed or may contribute to the development and growth of the Group to subscribe for shares in the Company.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of shares of the Company in issue as at the date of the approval of the Scheme. The total number of shares which may be issued upon exercise all outstanding options granted and yet to be exercised under the Scheme must not exceed 30% of the shares in issue from time to time. The number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time without prior approval from the Company's shareholder.

33. 僱員福利(續)

(b) 以股份為基礎之付款

根據本公司於二零一一年六月二十七日舉行之股東特別大會，本公司採納購股權計劃(「該計劃」)，該計劃之主要目的乃就特定參與者為本集團所作之貢獻向彼等提供獎勵，並將於二零一二年六月二十六日屆滿。根據該計劃，本公司董事會(「董事會」)可向本公司董事(包括非執行董事及獨立非執行董事)及本集團全職僱員，以及董事會不時決定向曾經或可能對本集團之發展及增長作出貢獻之任何參與者授予購股權，以認購本公司股份。

根據該計劃授出之購股權可認購之股份總數，不得超逾本公司於該計劃獲得批准當日已發行股份之10%。根據該計劃授出而尚未行使之所有購股權獲行使時可發行之股份總數，不得超過不時已發行股份之30%。若未得本公司股東事先批准，於任何12個月期間授予任何個人之購股權可認購之股份數目，不得超逾本公司不時已發行股份之1%。

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For the year ended 30 June 2012 截至二零一二年六月三十日止年度

33. EMPLOYEE BENEFITS (Continued)

(b) Share-based payments (Continued)

Options granted must be taken up within 28 days from the date of grant, upon payment of HK\$1.00 per each grant of option(s). Options may be exercised at any time from the date of grant to the 10th anniversary of the date of grant. In each grant of options, the Board may at its discretion determine the specific exercise period and exercise price. The exercise price shall not be less than the highest of (i) the closing price of shares on the Stock Exchange on the date of the offer of grant; (ii) the average closing price of shares on the Stock Exchange for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares.

33. 僱員福利(續)

(b) 以股份為基礎之付款(續)

已授予之購股權必須於授出日期起計28日內接納，接納時須支付每份購股權1.00港元。購股權可於授出日期至授出日期十年屆滿之日期間內任何時間行使。於每次授出購股權時，董事會可酌情決定行使期及行使價。行使價不得低於下列三者之中最高者：(i) 股份於購股權授出日期在聯交所之收市價；(ii) 股份於緊接購股權授出日期前五個交易日在聯交所之平均收市價；及(iii) 股份面值。

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33. EMPLOYEE BENEFITS (Continued)

(b) Share-based payments (Continued)

Details of the share options granted under the Scheme during the year and outstanding as at 30 June 2012 are as follows:

Name or Category of participants	Date of grant	Exercise period	Exercise Price	Outstanding balance at 1 July 2011 於二零一一年七月一日之未行使結餘	Granted during the year ended 30 June 2012 截至二零一二年六月三十日止年度內授出	Forfeiture during the year ended 30 June 2012 截至二零一二年六月三十日止年度內沒收	Outstanding balance at 30 June 2012 於二零一二年六月三十日之未行使結餘
Mr. Ke Jun Xiang 柯俊翔先生	26 July 2011 二零一一年七月二十六日	26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零一二年六月二十六日	HK\$0.52 0.52港元	-	2,000,000	-	2,000,000
Ms. Lo Yuen Lai 盧元麗女士	26 July 2011 二零一一年七月二十六日	26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零一二年六月二十六日	HK\$0.52 0.52港元	-	2,000,000	-	2,000,000
Mr. Simon Ng 伍世榮先生	26 July 2011 二零一一年七月二十六日	26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零一二年六月二十六日	HK\$0.52 0.52港元	-	2,000,000	-	2,000,000
Mr. Chow Yeung Tuen, Richard 鄒揚敦先生	26 July 2011 二零一一年七月二十六日	26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零一二年六月二十六日	HK\$0.52 0.52港元	-	2,000,000	-	2,000,000
Mr. Kwok Yam Sheung 郭蔭尚先生	26 July 2011 二零一一年七月二十六日	26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零一二年六月二十六日	HK\$0.52 0.52港元	-	2,000,000	-	2,000,000
Mr. Chan Man Wai (note 1) 陳文偉先生(附註1)	26 July 2011 二零一一年七月二十六日	26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零一二年六月二十六日	HK\$0.52 0.52港元	-	2,000,000	(2,000,000)	-
Mr. Chan Siu Kay 陳紹基先生	26 July 2011 二零一一年七月二十六日	26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零一二年六月二十六日	HK\$0.52 0.52港元	-	2,000,000	-	2,000,000
Employees of the Company 本公司僱員	26 July 2011 二零一一年七月二十六日	26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零一二年六月二十六日	HK\$0.52 0.52港元	-	2,000,000	-	2,000,000
Employees of a subsidiary of the Company (note 2) 本公司一間附屬公司之僱員(附註2)	26 July 2011 二零一一年七月二十六日	26 July 2011 to 26 June 2021 二零一一年七月二十六日 至二零一二年六月二十六日	HK\$0.52 0.52港元	-	8,000,000	-	8,000,000
				-	24,000,000	(2,000,000)	22,000,000

33. 僱員福利(續)

(b) 以股份為基礎之付款(續)

年內根據該計劃授出之購股權以及於二零一二年六月三十日尚未行使之購股權的詳情如下：

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

33. EMPLOYEE BENEFITS (Continued)

(b) Share-based payments (Continued)

Note 1: Mr. Chan Man Wai was retired as a director of the Company at the conclusion of the annual general meeting on 30 December 2011.

Note 2: One of the employees of a subsidiary of the Company did not pay to subscribe for 2,000,000 share option. The unsubscribed share option is not considered as granted during the year.

The weighted average share price during the year ended 30 June 2012 was HK\$0.452.

The estimated fair value of the share options granted on 26 July 2011 to directors and staff was HK\$0.2755 and HK\$0.2454 per share option respectively. The fair value was calculated using the Binominal pricing model. The inputs into the model were as follows:

Share price at grant date	HK\$0.52
Exercise price	HK\$0.52
Expected volatility (<i>note</i>)	47.88%
Expected life	9.92 years
Risk-free rate	2.27%
Expected dividend yield	0%

Note: Expected volatility is determined based on the historical volatility of the share prices of publicly listed companies that are considered to be comparable to the Company.

33. 僱員福利(續)

(b) 以股份為基礎之付款(續)

附註1: 陳文偉先生於二零一一年十二月三十日舉行之股東週年大會結束時退任本公司董事。

附註2: 本公司一間附屬公司之其中一名僱員並無就認購2,000,000份購股權而付款。未獲認購之購股權並不視為於年內授出。

截至二零一二年六月三十日止年度之加權平均股價為0.452港元。

於二零一一年七月二十六日向董事及員工授出之購股權的估計公平值分別為每份購股權0.2755港元及0.2454港元。有關公平值是以二項式定價模式計算。代入模式之資料如下：

授出日期之股價	0.52港元
行使價	0.52港元
預期波幅(<i>附註</i>)	47.88%
預計有效期	9.92年
無風險利率	2.27%
預期股息率	0%

附註: 預期波幅是根據視為可與本公司比較之公眾上市公司的以往股價波幅而釐定。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

33. EMPLOYEE BENEFITS (Continued)

(b) Share-based payments (Continued)

The share options are expected to be exercised by directors and staff when the share price of the Company rises to 280% and 220% of the exercise price of the share option, respectively.

No vesting conditions are set for the share options granted.

Because the Binomial pricing model requires the input of highly substantive assumptions, including the volatility of share price, changes in subjective input assumptions can materially affect the fair value estimate.

The fair value of share options granted is recognised in profit or loss as staff cost with a corresponding increase in share-based payment reserve within equity. Share-based payment expenses amounting to HK\$6,310,000 have been recognised in the consolidated statement of comprehensive income for the year ended 30 June 2012. Share-based payment expenses in relation to share options granted to staff of a subsidiary of the Company amounting to HK\$1,962,000 have been recognised as investment in subsidiaries in the Company's statement of financial position as at 30 June 2012. No share-based payment expense was recognised for the year ended 30 June 2011 as the Company did not grant any share options during that year.

33. 僱員福利(續)

(b) 以股份為基礎之付款(續)

預期董事及員工將於本公司股價上升至分別為購股權行使價之280%及220%時行使購股權。

並無就已授出之購股權訂立歸屬條件。

由於二項式定價模式需要作出大量假設(包括股價波幅)，因此，主觀代入假設的變化可以對公平值估計產生重要影響。

已授出購股權之公平值乃於損益中確認為員工成本，而權益內的以股份為基礎之付款儲備會相應增加。6,310,000港元以股份為基礎之付款開支已於截至二零一二年六月三十日止年度之綜合全面收益表確認。有關向本公司一間附屬公司之員工授出購股權的相關以股份為基礎之付款開支為1,962,000港元，已於本公司截至二零一二年六月三十日之財務狀況表內確認為於附屬公司之投資。截至二零一一年六月三十日止年度並無確認以股份為基礎之付款開支，原因為本公司於該年度並無授出購股權。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

34. MAJOR NON-CASH TRANSACTIONS

During the year ended 30 June 2012, the Group and the Company did not enter into any non-cash activity.

During the year ended 30 June 2011, the Group and the Company entered into the following non-cash financing activity which are not reflected in the consolidated statement of cash flows:

(a) Debt Settlement Agreements

The Company and Settlement Creditors entered into Debt Settlement Agreements, under which the Company issued 265,360,000 Reorganised Shares at a price of HK\$0.1726 each to extinguish all the liabilities due to these Settlement Creditors. Details are set out in note 9 to the consolidated financial statement.

(b) Debt assignment agreements

On 8 July 2010, the Company, Mr. Lee and Honest Ventures Limited, a company controlled by the spouse of Mr. Ke, entered into a tripartite debt assignment agreement, under which Honest Ventures Limited agreed to assign the debt of HK\$1,180,000 to Mr. Lee. The amount was included in loans from a related party and had been fully settled during the year ended 30 June 2011.

On 2 September 2010, the Company, a third-party lender and Honest Ventures Limited entered into another tripartite debt assignment agreement, under which Honest Ventures Limited agreed to assign the debt of HK\$1,000,000 to the third-party lender. The amount was included in interest-bearing borrowings and had been fully settled during the year ended 30 June 2011.

34. 主要非現金交易

截至二零一二年六月三十日止年度，本集團及本公司並無訂立任何非現金活動。

截至二零一一年六月三十日止年度，本集團及本公司訂立了以下非現金融資活動是並未於綜合現金流量表中反映：

(a) 債務清償協議

本公司與清償債權人訂立債務清償協議，據此，本公司按每股0.1726港元之價格發行265,360,000股重組股份，以清償應付予該等清償債權人之所有負債。詳情載於綜合財務報表附註9。

(b) 債務轉讓協議

於二零一零年七月八日，本公司、李先生及Honest Ventures Limited（一間由柯先生之配偶控制之公司）訂立三方債務轉讓協議，據此，Honest Ventures Limited同意將1,180,000港元之債務轉讓予李先生。此筆款項已計入關聯方提供之貸款並已於截至二零一一年六月三十日止年度悉數償還。

於二零一零年九月二日，本公司、一名第三方貸款人及Honest Ventures Limited訂立另一份三方債務轉讓協議，據此，Honest Ventures Limited同意將1,000,000港元之債務轉讓予該名第三方貸款人。此筆款項已計入計息借貸並已於截至二零一一年六月三十日止年度悉數償還。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

34. MAJOR NON-CASH TRANSACTIONS (Continued)

(c) Settlement of resumption costs by Settlement Creditors on behalf of the Company

During the year ended 30 June 2011, the Company had utilised the loan facilities granted by several Settlement Creditors through repayment of its resumption costs of approximately HK\$5,421,000 on behalf of the Company.

35. RELATED PARTY TRANSACTIONS

In addition to outstanding balances due to related parties as disclosed in note 27, the banking facilities of the Group were secured by personal guarantees executed by Ms. Lo and Mr. Lee. As at 30 June 2011, the banking facilities of the Group were also secured by assets of Ms. Lo and Mr. Lee. Details of the security are disclosed in note 32.

During the year, the Group entered into the following material related party transactions.

(a) Key management personnel remuneration

The remuneration of the director and key management during the year was as follows:

34. 主要非現金交易(續)

(c) 清償債權人代表本公司支付復牌開支

截至二零一一年六月三十日止年度，通過由數名清償債權人代表本公司支付約5,421,000港元之復牌開支，本公司運用了該數名清償債權人所批授之貸款融通額。

35. 關聯方交易

除於附註27披露之應付關聯方之未償還結餘外，本集團之銀行信貸乃以盧女士及李先生之個人擔保作為抵押。於二零一一年六月三十日，本集團銀行信貸亦以盧女士及李先生之資產作為抵押。抵押之詳情於附註32披露。

年內，本集團訂立以下重大關聯方交易。

(a) 管理要員薪酬

董事及管理要員年內之薪酬如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Short term employee benefits	短期僱員福利	9,673	5,002
Post-employment benefits	離職後福利	86	38
Share-based payment expenses	以股份為基礎之付款開支	5,329	-
		15,088	5,040

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

35. RELATED PARTY TRANSACTIONS
(Continued)

(b) During the year, the Group entered into the following material related party transactions.

Related party 關聯方	Transaction 交易	2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
AVT International Limited (<i>note i</i>) (附註i)	Purchases 採購 Sales 銷售	40,764 16,658	29,936 15,981
Nicegoal Limited (<i>note ii</i>) (附註ii)	Rent paid 已付租金 Interest paid 已付利息	242 -	- 144
Mr. Lee (<i>note iii</i>) 李先生 (附註iii)	Rent paid 已付租金 Interest paid 已付利息	- -	504 1,297
Honest Ventures Limited (<i>note iv</i>) (附註iv)	Interest paid 已付利息	-	144

35. 關聯方交易(續)

(b) 年內，本集團訂立以下重大關聯方交易。

(c) During the year ended 30 June 2011, the Group entered into the following loan agreements with related parties:

Related party 關聯方		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元
Mr. Lee (<i>note iii</i>) 李先生 (附註iii)	Principal amount 本金額	-	2,500
Honest Ventures Limited (<i>note iv</i>) (附註iv)	Principal amount 本金額	-	321

(c) 截至二零一一年六月三十日止年度，本集團與關聯方訂立以下貸款協議：

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

35. RELATED PARTY TRANSACTIONS (Continued)

- (d) During the year ended 30 June 2011, the Group had entered into two tripartite debt assignment agreements with Mr. Lee and Honest Ventures Limited, and a third-party lender and Honest Ventures Limited. Details are set out in note 34 to the consolidated financial statements above.
- (e) During the year ended 30 June 2011, the Company and the Settlement Creditors had entered into Debt Settlement Agreements as described in note 9 to the consolidated financial statement above. Three of the Settlement Creditors, namely Honest Ventures Limited, Nicegoal Limited and Mr. Lee, are related to the Company. The Company had issued 5,800,000, 10,140,000 and 115,020,000 shares to the related Settlement Creditors respectively at an issue price of HK\$0.1726 per share.
- (f) During the year ended 30 June 2011, State Thrive Limited, Shine Fill Limited and Ample Key Limited, of which their ultimate beneficial owners are either the spouse of Mr. Ke or the spouse of Ms. Lo, subscribed 57,920,000, 57,920,000 and 115,880,000 shares respectively at a subscription price of HK\$0.1726 per subscription share.

35. 關聯方交易(續)

- (d) 截至二零一一年六月三十日止年度，本集團與李先生及Honest Ventures Limited訂立一份三方債務轉讓協議，並與一名第三方貸款人及Honest Ventures Limited訂立另一份三方債務轉讓協議。詳情載於上文綜合財務報表附註34。
- (e) 截至二零一一年六月三十日止年度，本公司與清償債權人訂立上文綜合財務報表附註9所述之債務清償協議。三名清償債權人(即Honest Ventures Limited、Nicegoal Limited及李先生)與本公司有關聯。本公司按每股0.1726港元之發行價向相關清償債權人分別發行5,800,000股、10,140,000股及115,020,000股股份。
- (f) 截至二零一一年六月三十日止年度，State Thrive Limited、Shine Fill Limited及Ample Key Limited(此等公司之最終實益擁有人為柯先生之配偶或盧女士之配偶)按每股認購股份0.1726港元之認購價，分別認購57,920,000股、57,920,000股及115,880,000股股份。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

35. RELATED PARTY TRANSACTIONS (Continued)

Notes:

- i) The above transactions were carried out at terms determined and agreed with a master agreement dated on 25 November 2010 and a supplemental agreement dated on 10 April 2012, which were approved by special general meetings of the Company held on 12 January 2011 and 10 May 2012, respectively.
- ii) The rental expenses were based on the tenancy agreement signed between the Group and Nicegoal Limited. The interest expenses were based on the Debt Settlement Agreement signed by the Company and Nicegoal Limited.
- iii) The rental expenses were based on the tenancy agreement signed between the Group and Mr. Lee. The interest expenses were based on the Debt Settlement Agreement signed by the Company and Mr. Lee, and the relevant loan agreement signed by the Group and Mr. Lee.
- iv) The interest expenses were based on the Debt Settlement Agreement signed by the Company and Honest Ventures Limited. Starting from 1 July 2010, Honest Ventures Limited is a company controlled by the spouse of Mr. Ke, a director of the Company.

35. 關聯方交易(續)

附註：

- i) 上述交易之條款乃按日期為二零一零年十一月二十五日之主協議及日期為二零一二年四月十日之補充主協議而釐定及協議，而主協議及補充主協議已分別於二零一一年一月十二日及二零一二年五月十日舉行之本公司股東特別大會上獲得批准。
- ii) 租賃開支乃根據本集團與Nicegoal Limited簽訂之租賃協議而釐定。利息開支乃根據本公司與Nicegoal Limited簽訂之債務清償協議而釐定。
- iii) 租賃開支乃根據本集團與李先生簽訂之租賃協議而釐定。利息開支乃根據本公司與李先生簽訂之債務清償協議以及本集團與李先生簽訂之相關貸款協議而釐定。
- iv) 利息開支乃根據本公司與Honest Ventures Limited簽訂之債務清償協議而釐定。由二零一零年七月一日起，Honest Ventures Limited由本公司董事柯先生之配偶所控制。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

36. LITIGATIONS

- (a) China Gold Finance Limited ("China Gold") claimed against the Company for an outstanding loan plus an interest of the loan in a total sum of HK\$69,300,000 on 27 June 2001 (whereas HK\$40,000,000 being the alleged principal loan and HK\$29,300,000 being alleged outstanding interest up to 27 June 2001) and legal costs concerning this claim.

The Group has made a provision of approximately HK\$41,429,000 in the consolidated and the Company's financial statements in previous years and included in the provision for litigation in note 25 to the consolidated financial statements as at 30 June 2012 and 2011.

During the year ended 30 June 2012, China Gold has further revised the claims against the Company to approximately HK\$227,000,000 (2011: HK\$214,000,000) (the "Revised Claim").

As at 30 June 2012 and up to the date of this report, the litigation is still in progress. No final judgement or settlement has been reached. A legal counsel of the Company has stated in his opinion (the "Legal Opinion") that it is highly probable that China Gold's claim against the Company would be failed. Based on the Legal Opinion, the directors of the Company believe that no additional amount arising from the Revised Claim should be provided for in the financial statements.

36. 訴訟

- (a) 於二零零一年六月二十七日，China Gold Finance Limited (「China Gold」) 就尚未支付貸款連同貸款利息合共69,300,000港元(其中40,000,000港元被指稱為貸款本金額，而29,300,000港元則被指稱為截至二零零一年六月二十七日止之尚未支付利息)，加上有關此項申索之法律費用，對本公司提出申索。

本集團已就訴訟於過往年度之綜合財務報表及本公司之財務報表作出約41,429,000港元之撥備，並已計入於二零一二年及二零一一年六月三十日之綜合財務報表附註25內的訴訟撥備中。

截至二零一二年六月三十日止年度，China Gold已將其對本公司提出之申索進一步修訂至約227,000,000港元(二零一一年：214,000,000港元)(「經修訂申索」)。

於二零一二年六月三十日及截至本報告日期止，該訴訟仍在進行。目前未有最終裁決亦無達成和解。根據本公司法律顧問之意見(「法律意見」)，China Gold對本公司提出之申索極有可能敗訴。根據法律意見，本公司董事相信毋須就經修訂申索產生之額外金額於財務報表作出撥備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

36. LITIGATIONS (Continued)

- (b) Hom Fu Lee Company Limited ("Hom Fu") claimed against Pilot Apex Development Limited, a subsidiary of the Company for outstanding rent, rates and management fee.

On 31 July 2007, Interlocutory Judgment and Order was granted in the Hom Fu's favour. The Group should pay Hom Fu the outstanding rent, rates, management fee and the interest on the outstanding amount of rent at the rate of 3% above the HSBC's best lending rate for the period from 1 January 2007 to the date of payment. The Group had settled part of the judgment sum and the balance had been provided for in the financial statements.

As a result of the Group's breach of the provision of the tenancy agreement, Hom Fu would have suffered the loss and damages upon recovery of possession of the premises from the Group. Such loss and damages are still liable to be paid by the Group to Hom Fu upon the amount being assessed and/or quantified. No provision has been made in this regard.

36. 訴訟(續)

- (b) 鴻富利有限公司(「鴻富」)就尚未支付之租金、差餉及管理費對本公司之附屬公司Pilot Apex Development Limited提出申索。

於二零零七年七月三十一日發出之非正審判決及頒令均對鴻富有利。本集團應向鴻富支付尚未支付之租金金額、差餉及管理費，以及就由二零零七年一月一日起至付款日期止期間之未付租金按滙豐銀行最優惠借貸利率加3厘之利率計算之利息。本集團已結清部份判決總額，而結餘已於財務報表作出撥備。

由於本集團違反租賃協議的條文，鴻富於向本集團收回物業之管有權時或會遭受虧損及損失。當金額經評估及／或計量後，該等虧損及損失仍須由本集團向鴻富支付。概無就此作出撥備。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

36. LITIGATIONS (Continued)

(c) The Company claimed against Kwok Han Qiao (formerly known as Kwok Wai Tak Edward) ("Mr. Kwok") in 2001 for an amount due from Mr. Kwok in total sum of HK\$98 million and the profit deprived therefrom and payment of such sums so found to the Company plus interest and legal costs. During the year ended 30 June 2012, Mr. Kwok has filed a striking out application to the High Court of Hong Kong (the "High Court") for want of prosecution. The High Court accepted the striking out application on 13 September 2012. On 21 September 2012, the Company has filed an appeal against the High Court's decision. Up to the date of the report, the legal proceeding is still in progress. No final judgement or settlement has been reached.

Allowance for impairment had been fully provided in the consolidated financial statement in previous years.

37. EVENT AFTER THE END OF THE REPORTING PERIOD

On 14 September 2012, the Group and an independent third party (the "Seller") entered into a sales and purchase agreement pursuant to which the Group acquired a motor vehicle from the Seller with a consideration of HK\$1,500,000. The transaction was completed on the same day.

36. 訴訟(續)

(c) 本公司於二零零一年對Kwok Han Qiao (前稱Kwok Wai Tak Edward) (「郭先生」) 申索郭先生應付之總額為98,000,000港元及由此失去之溢利，以及向本公司支付之總額，加利息及法律費用。截至二零一二年六月三十日止年度，郭先生向香港高等法院(「高等法院」)提出基於訴訟程序中無人作出行動而剔除申索之申請。高等法院已於二零一二年九月十三日接納剔除申索之申請。於二零一二年九月二十一日，本公司就高等法院之決定提出上訴。截至本報告日期止，法律程序仍在進行。目前未有最終裁決亦無達成和解。

已於以往年度之綜合財務報表內作出全數減值撥備。

37. 報告期完結後事項

於二零一二年九月十四日，本集團與一名獨立第三方(「賣方」)訂立買賣協議，據此，本集團以1,500,000港元之代價向賣方購買一輛汽車。該項交易已於同日完成。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2012 截至二零一二年六月三十日止年度

38. COMPARATIVE AMOUNTS

As explained in note 2 to the consolidated financial statements, due to the change in presentation of commission received, certain prior year comparative amounts have been reclassified and restated to conform to the current year's revised presentation.

38. 比較金額

誠如綜合財務報表附註2所闡釋，由於更改已收佣金之呈列方式，若干上年度之比較金額已作重新分類及重列，以配合本年度之修訂後呈列方式。

FIVE-YEAR FINANCIAL SUMMARY 五年財務概要

RESULTS

業績

		Year Ended 30 June 截至六月三十日止年度				
		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元	2009 二零零九年 HK\$' 000 千港元	2008 二零零八年 HK\$' 000 千港元
Turnover	營業額	284,647	270,846	219,757	111,052	159,618
(Loss)/profit before taxation	除稅前(虧損)/溢利	(12,319)	(1,279)	1,177	3,635	(9,287)
Income tax (charge)/credit	所得稅(支出)/抵免	(247)	591	-	-	-
(Loss)/profit for the year	本年度(虧損)/溢利	(12,566)	(688)	1,177	3,635	(9,287)
Attributable to:	下列人士應佔:					
Owners of the Company	本公司擁有人	(12,691)	(1,575)	(274)	3,635	(9,287)
Non-controlling interests	非控股權益	125	887	1,451	-	-
		(12,566)	(688)	1,177	3,635	(9,287)

ASSETS AND LIABILITIES

資產與負債

		At 30 June 於六月三十日				
		2012 二零一二年 HK\$' 000 千港元	2011 二零一一年 HK\$' 000 千港元	2010 二零一零年 HK\$' 000 千港元	2009 二零零九年 HK\$' 000 千港元	2008 二零零八年 HK\$' 000 千港元
Non-current assets	非流動資產	1,241	1,806	316	607	936
Current assets	流動資產	127,178	147,682	70,707	57,048	66,479
Current liabilities	流動負債	(117,750)	(132,563)	(180,154)	(167,963)	(181,358)
Net assets/(liabilities)	資產/(負債)淨額	10,669	16,925	(109,131)	(110,308)	(113,943)
Attributable to:	下列人士應佔:					
Owners of the Company	本公司擁有人	8,206	14,587	(110,582)	(110,308)	(113,943)
Non-controlling interests	非控股權益	2,463	2,338	1,451	-	-
		10,669	16,925	(109,131)	(110,308)	(113,943)



CIL HOLDINGS LIMITED
華建控股有限公司