



德泰新能源集團有限公司
DeTai New Energy Group Limited

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(香港聯合交易所上市編號 | HK Stock code : 559)

2016

ANNUAL REPORT

年報

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Corporate Information

公司資料

DIRECTORS

Executive Directors

WONG Hin Shek (*Chairman*)
CHI Chi Hung, Kenneth (*Chief Executive Officer*)

Non-executive Director

CHUI Kwong Kau

Independent Non-executive Directors

CHIU Wai On
MAN Kwok Leung
WONG Yun Kuen

COMPANY SECRETARY

TSANG Kwai Ping

AUDIT COMMITTEE

CHIU Wai On (*Chairman*)
MAN Kwok Leung
WONG Yun Kuen

REMUNERATION COMMITTEE

CHIU Wai On (*Chairman*)
MAN Kwok Leung
WONG Yun Kuen

NOMINATION COMMITTEE

CHIU Wai On (*Chairman*)
MAN Kwok Leung
WONG Yun Kuen

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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Hong Kong

STOCK CODE

559

WEBSITE

www.detai-group.com

董事

執行董事

王顯碩 (*主席*)
季志雄 (*行政總裁*)

非執行董事

崔光球

獨立非執行董事

招偉安
萬國樑
黃潤權

公司秘書

曾桂萍

審核委員會

招偉安 (*主席*)
萬國樑
黃潤權

薪酬委員會

招偉安 (*主席*)
萬國樑
黃潤權

提名委員會

招偉安 (*主席*)
萬國樑
黃潤權

註冊辦事處

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2 Church Street
Hamilton HM 11
Bermuda

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皇后大道中5號
衡怡大廈12樓

股份代號

559

網站

www.detai-group.com

Corporate Information

公司資料

AUDITOR

BDO Limited
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

LEGAL ADVISER

Michael Li & Co.
19th Floor, Prosperity Tower
39 Queen's Road Central
Hong Kong

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKS

Bank of Communications Co., Ltd.
Hang Seng Bank Limited
The Bank of East Asia, Limited

核數師

香港立信德豪會計師事務所有限公司
香港
干諾道中 111 號
永安中心 25 樓

法律顧問

李智聰律師事務所
香港
皇后大道中 39 號
豐盛創建大廈 19 樓

百慕達股份過戶登記總處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東 183 號
合和中心 22 樓

主要往來銀行

交通銀行股份有限公司
恒生銀行有限公司
東亞銀行有限公司

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of DeTai New Energy Group Limited (the "Company"), I am pleased to present the annual results of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 30 June 2016.

BUSINESS REVIEW AND PROSPECTS

Loss for the year ended 30 June 2016 attributable to shareholders of the Company amounted to approximately HK\$494.1 million as compared to the profit of approximately HK\$12.1 million for the same financial period of 2015. Basic loss per share was approximately HK11.02 cents as compared to basic earnings per share of HK0.33 cent in the previous year.

The loss was mainly due to (i) the impairment losses on intangible assets and goodwill of approximately HK\$454.4 million and (ii) loss on fair value change of listed equity investments of approximately HK\$75.0 million.

During the year under review, the Group's turnover of electric cycles business was approximately HK\$1.4 million (2015: Nil) and the segment loss was approximately HK\$393.1 million (2015: approximately HK\$2.6 million). The loss was mainly attributed to the impairment losses on goodwill and intangible assets which was resulted from the unsatisfactory performance of the electric cycles business for the year under review. The Group had strived to enhance the brand recognition and market penetration by conducting various marketing activities, including but not limited to participation in the local exhibitions, road shows sales and sponsor to the local carnivals. However, due to the slowdown of the Chinese economy and the tumbling of the Chinese stock market during the second half of 2015, the purchasing pattern of the general public became conservative that the intention for purchasing products with high quality and advanced technology was far below expectation and maintained at low level, the turnover of the Group's electric cycles was adversely affected. The Group has been aggressively restructuring its product mix with emphasis on fashionable design and advanced features on electric cycles and re-positioning the products in the electric cycles market targeting to different types of customers so as to re-develop the brand recognition and image.

各位股東：

本人謹代表德泰新能源集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零一六年六月三十日止年度之全年業績。

業務回顧及展望

截至二零一六年六月三十日止年度，本公司股東應佔虧損約為494,100,000港元，而二零一五年相同財政期間則為溢利約12,100,000港元。每股基本虧損約為11.02港仙，而去年則為每股基本盈利0.33港仙。

有關虧損主要由於(i)無形資產及商譽減值虧損約454,400,000港元；及(ii)上市股本投資公平值變動虧損約75,000,000港元。

於回顧年度，本集團電動自行車業務之營業額約為1,400,000港元(二零一五年：無)，而分類虧損約為393,100,000港元(二零一五年：約2,600,000港元)。有關虧損主要由於回顧年度內電動自行車業務表現未如理想導致產生商譽及無形資產減值虧損。本集團透過進行各類市場推廣活動，致力提升品牌知名度及市場滲透率，包括但不限於參加本地展覽、路展銷售及贊助本地嘉年華。然而，由於中國經濟放緩及中國股票市場於二零一五年下半年暴跌，普羅大眾之購買模式轉趨保守，對高品質及高技術產品之購買意欲遠低於預期並維持在低水平，故本集團電動自行車之營業額受到不利影響。本集團一直積極調整其產品組合，著眼於設計時尚及技術先進之電動自行車，並將產品重新定位於針對不同類型客戶之電動自行車市場，務求重建品牌知名度及形象。

Chairman's Statement

主席報告

The turnover of the liquor and wine business for the year ended 30 June 2016 dropped significantly to approximately HK\$1.7 million (2015: approximately HK\$33.5 million) and a segment loss of approximately HK\$61.5 million (2015: approximately HK\$32.7 million) was recorded. The performance of the liquor and wine business was affected by the slowdown of Chinese economy and the demand for high-end liquor products remained at low level. The Group had adjusted its product structure from high-end liquor to wine and other alcoholic beverages during the year under review. However, the profit margin from wine and other alcoholic beverages was lower than those of high-end liquor. Also, the Group had adopted an aggressive pricing strategy in order to lower the high-end liquor inventory level. The Group will continuously explore different potential products from foreign wine manufacturers and importers and expand distribution channels from traditional channels to online sales to enhance the Group's revenue stream.

The performance of the money lending services business was relatively stable. During the year under review, the turnover was approximately HK\$13.2 million for the year ended 30 June 2016 (2015: approximately HK\$13.8 million) and a segment profit of approximately HK\$16.6 million (2015: approximately HK\$14.4 million) was recorded. All the borrowers have been carefully evaluated by the Group on their repayment capability and securities provided.

New energy business always be the Group's next development area. The electric cycles business of the Group has been the first step to step into new energy industry that it uses new, sustainable and non-conventional energy source to replace the use of conventional fuel in transportation. The entering into of the sale and purchase agreement dated 29 July 2016 in relation to the possible acquisition of Emission Particle Solution Sweden AB ("EPS") is another proof. EPS is currently engaged in the development, manufacturing and distribution of a fuel additive product namely EuroAd which can reduce fuel consumption and environmental impact. The Group believes that upon the completion of the acquisition of EPS, the Group will further expand its new energy business portfolio into other segment of new energy industry worldwide.

Looking forward, the Group will continue to proactively seize strategic investment opportunities with an aim to further strengthen the asset base and strive for the best return to the shareholders.

酒類產品業務於截至二零一六年六月三十日止年度之營業額顯著下跌至約1,700,000港元(二零一五年:約33,500,000港元),錄得分類虧損約61,500,000港元(二零一五年:約32,700,000港元)。由於中國經濟放緩,加上高檔酒類產品需求仍維持於低水平,酒類產品業務深受影響。於回顧年度,本集團已調節其產品內容,由高檔烈酒轉為葡萄酒及其他酒精飲品。然而,葡萄酒及其他酒精飲品之毛利率低於高檔烈酒。此外,本集團已採納進取定價策略,務求降低高檔烈酒存貨水平。本集團將不斷向國外葡萄酒生產商及進口商物色不同潛在產品,並將分銷渠道由傳統渠道拓展至網上銷售,以提升本集團之收入來源。

借貸服務業務表現相對穩定。於回顧年度,截至二零一六年六月三十日止年度之營業額約為13,200,000港元(二零一五年:約13,800,000港元),錄得分類溢利約16,600,000港元(二零一五年:約14,400,000港元)。本集團審慎評估所有借款人之還款能力及所提供之抵押品。

新能源業務一直為本集團下個開發領域。本集團之電動自行車業務為進軍新能源業之第一步,該行業在交通方面以全新、可持續及非傳統能源取代傳統能源。就可能收購Emission Particle Solution Sweden AB ("EPS")訂立日期為二零一六年七月二十九日之買賣協議即為另一明證。EPS現時從事一種名為EuroAd之燃料添加劑產品開發、生產及分銷,可減低燃料消耗及對環境之影響。本集團相信,收購EPS完成後,本集團將進一步擴大其新能源業務組合至全世界新能源產業之其他分類。

展望未來,本集團將繼續積極把握策略投資機會,務求進一步鞏固資產基礎及為股東爭取最大回報。

Chairman's Statement

主席報告

APPRECIATION

Finally, on behalf of the Board, I would like to take this opportunity to express my sincere appreciation to our staff for their dedication and commitment as well as to our valued shareholders, customers, suppliers and other business partners for their support and encouragement to the Group in the past year.

Wong Hin Shek
Chairman

Hong Kong, 29 September 2016

致意

最後，本人謹此代表董事會，向全體員工之竭誠努力致以衷心謝意，並由衷感謝各尊貴股東、客戶、供應商及其他業務夥伴過去一年對本集團之支持及鼓勵。

主席
王顯碩

香港，二零一六年九月二十九日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

During the year, the Group was engaged in four business segments, (i) manufacturing and trading of electric cycles; (ii) trading and distribution of liquor and wine; (iii) provision of money lending services; and (iv) investments in listed securities. For the year ended 30 June 2016, the Group recorded a turnover of approximately HK\$16.4 million (2015: approximately HK\$49.7 million). Loss for the year attributable to shareholders of the Company was approximately HK\$494.1 million (2015: profit of approximately HK\$12.1 million). The loss was mainly due to (i) the impairment losses on intangible assets and goodwill of approximately HK\$454.4 million and (ii) loss on fair value change of listed equity investments of approximately HK\$75.0 million. Basic loss per share was approximately HK11.02 cents (2015: basic earnings per share of approximately HK0.33 cent).

Electric Cycles Business

The turnover for the year ended 30 June 2016 of the electric cycles business was approximately HK\$1.4 million (2015: Nil) and the segment loss was approximately HK\$393.1 million (2015: approximately HK\$2.6 million). The loss was mainly attributed to the impairment losses on goodwill and intangible assets of approximately HK\$363.0 million and HK\$91.3 million respectively which was resulted from the unsatisfactory performance of the electric cycles business for the year.

業務回顧

於本年度，本集團從事四個業務分類：(i) 製造及買賣電動自行車；(ii) 買賣及分銷酒類產品；(iii) 提供借貸服務；及(iv) 上市證券投資。截至二零一六年六月三十日止年度，本集團錄得營業額約16,400,000港元(二零一五年：約49,700,000港元)。本公司股東應佔年內虧損約為494,100,000港元(二零一五年：溢利約12,100,000港元)。有關虧損主要由於(i) 無形資產及商譽減值虧損約454,400,000港元；及(ii) 上市股本投資公平值變動虧損約75,000,000港元。每股基本虧損約為11.02港仙(二零一五年：每股基本盈利約0.33港仙)。

電動自行車業務

電動自行車業務於截至二零一六年六月三十日止年度之營業額約為1,400,000港元(二零一五年：無)，而分類虧損約為393,100,000港元(二零一五年：約2,600,000港元)。有關虧損主要由於本年度內電動自行車業務表現未如理想導致產生商譽及無形資產減值虧損約分別約363,000,000港元及91,300,000港元。

Management Discussion and Analysis

管理層討論及分析

The Group aimed to produce and distribute products with high quality standard, fashionable design and advanced technology, like the solar-powered electric cycles, by procuring materials from suppliers with stable supply and reliable quality but the procurement cost was comparatively higher. The selling price of the cycles produced was comparatively higher than those produced by other local manufacturers with less attractive appearance, low quality and without advanced technology. The solar-powered cycles were newly developed and new to the electric cycles market during the year. The Group had strived to enhance the brand recognition and market penetration by conducting various marketing activities, including but not limited to participation in the local exhibitions, road shows sales and sponsor to the local carnivals. However, due to the slowdown of the Chinese economy and the tumbling of the Chinese stock market during the second half of 2015, the purchasing pattern of the general public became conservative that the intention for purchasing products with high quality and advanced technology was far below expectation and maintained at low level, the turnover of the Group's electric cycles, especially for the solar-powered electric cycles, was adversely affected. The Group has been aggressively restructuring its product mix from solar-powered electric cycles to non-solar-powered electric cycles with emphasis on fashionable design and advanced features and re-positioning the products in the electric cycles market targeting to different types of customers so as to re-develop the brand recognition and image.

With reference to the operating results of the electric cycles business, goodwill arising from the acquisition of the electric cycles business which completed in May 2015 should be impaired. The impairment loss was recorded in which the carrying amount of the electric cycles business exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the electric cycles business. The fair value less cost of disposal, which is primarily determined by the analysis of recent sales of comparable assets of the electric cycles business. The methodology adopted in assessing the impairment of goodwill has been consistently applied for the year ended 30 June 2016 and 2015. For the year ended 30 June 2016, the recoverable amount of the electric cycles business was determined from fair value less cost of disposal.

本集團透過向供應穩定及品質可靠之供應商採購原材料，銳意生產及分銷具優質標準、時尚設計及先進技術之產品，例如太陽能電動自行車，惟採購成本相對較高。所生產自行車之售價較其他本地生產商所生產外觀遜色、低品質及低技術之自行車之售價相對較高。於本年度，太陽能自行車為新開發產品，新打入電動自行車市場。本集團透過進行各類市場推廣活動，致力提升品牌知名度及市場滲透率，包括但不限於參加本地展覽、路展銷售及贊助本地嘉年華。然而，由於中國經濟放緩及中國股票市場於二零一五年下半年暴跌，普羅大眾之購買模式轉趨保守，對高品質及高技術產品之購買意欲遠低於預期並維持在低水平，故本集團電動自行車之營業額受到不利影響，尤以太陽能電動自行車為甚。本集團一直積極調整其產品組合，由太陽能電動自行車轉為著眼於設計時尚及技術先進之非太陽能電動自行車，並將產品重新定位於針對不同類型客戶之電動自行車市場，務求重建品牌知名度及形象。

經參考電動自行車業務之經營業績，收購電動自行車業務所產生之商譽減值應予減值，收購電動自行車業務已於二零一五年五月完成。由於電動自行車業務之賬面值超出其可收回金額，故錄得減值虧損。可收回金額為反映市況之公平值減出售成本與使用價值兩者之較高者。評估使用價值時，估計未來現金流量採用稅前貼現率貼現至其現值，以反映現時市場對金錢時間價值及電動自行車業務特有風險之評估。公平值減出售成本主要按電動自行車業務可資比較資產之近期銷售分析釐定。截至二零一六年及二零一五年六月三十日止年度，評估商譽減值所採納之方法獲貫徹應用。截至二零一六年六月三十日止年度，電動自行車業務之可收回金額乃按公平值減出售成本釐定。

Management Discussion and Analysis

管理層討論及分析

In preparing the cash flow projections for the electric cycles business, the management of the electric cycles business reviews the assumptions taking into account of (i) the general economic environment; (ii) industry dynamics; (iii) past performance; and (iv) on-going business development of the electric cycles business. The cash flow projections covered a period of 5 years and at a pre-tax discount rate of 24.47% (2015: 24.35%). The pre-tax discount rate for both cash flow projections for the years ended 30 June 2016 and 2015 were determined with reference to the market conditions, such as company specific risk premium, equity risk premium by CAPM, cost of equity and cost of debt of the electric cycles business. The cash flow projections beyond the 5 years periods are extrapolated using a growth rate of 3% (2015: 3%), which was determined based on the expected long term growth rate for the electric cycles related industry. As mentioned, the acceptance by the general public and demand for the solar-powered electric cycles was far below expectation which significantly affected the turnover and the overall results of the electric cycles business. The Group has been repositioning the product mix from solar-powered electric cycles to non-solar powered electric cycles with fashionable design and advanced features. The selling price and gross profit margin of non-solar powered electric cycles were comparatively lower than those solar-powered electric cycles.

Pursuant to the terms of the sale and purchase agreement dated 26 April 2015 entered into between the Company and the then vendor in relation to the acquisition of the electric cycles business, if the after-tax audited consolidated net profit (including the net profit attributable to non-controlling interests) of the electric cycles business for the year ended 30 June 2016 shall be less than HK\$100 million, the then vendor shall compensate the Company in cash for the shortfall. On 26 September 2016, a settlement deed was entered into between the Company and the then vendor that the then vendor shall compensate to the Company in an amount of HK\$100.85 million. The compensation amount shall be paid by the then vendor in 4 installments that (i) as of HK\$20.0 million shall be paid to the Company on or before 30 September 2016; (ii) as of HK\$20.4 million shall be paid to the Company on or before 31 March 2017; (iii) as of HK\$30.3 million shall be paid to the Company on or before 30 September 2017; and (iv) as of HK\$30.15 million shall be paid to the Company on or before 31 March 2018. The first installment of HK\$20.0 million has been received by the Company on 27 September 2016.

編製電動自行車業務之現金流量預測時，電動自行車業務之管理層考慮到(i)整體經濟環境；(ii)行業動態；(iii)過往表現；及(iv)電動自行車業務之持續業務發展以審閱假設。現金流量預測涵蓋五年期間，並按稅前貼現率24.47%（二零一五年：24.35%）貼現。截至二零一六年及二零一五年六月三十日止年度之現金流量預測之稅前貼現率乃參考電動自行車業務之市況釐定，如公司特定風險溢價、根據資本資產訂價模式釐定之權益風險溢價、權益成本及債務成本。五年期間後之現金流量預測乃採用增長率3%推算（二零一五年：3%），乃按電動自行車相關行業之預期長期增長率釐定。據悉，普羅大眾對太陽能電動自行車之接受程度及需求遠低於預期，因而嚴重影響電動自行車業務之營業額及整體業績。本集團將產品組合重新定位，由太陽能電動自行車轉為設計時尚及技術先進之非太陽能電動自行車。非太陽能電動自行車之售價及毛利率較太陽能電動自行車相對為低。

根據本公司與當時之賣方就收購電動自行車業務所訂立日期為二零一五年四月二十六日之買賣協議條款，倘電動自行車業務於截至二零一六年六月三十日止年度之除稅後經審核綜合純利（包括非控股權益應佔純利）少於100,000,000港元，則當時之賣方須以現金向本公司補償缺額。於二零一六年九月二十六日，本公司與當時之賣方訂立償付契約，據此，當時之賣方須向本公司補償100,850,000港元。補償金額將由當時之賣方分四期向本公司支付，即(i)於二零一六年九月三十日或之前支付20,000,000港元；(ii)於二零一七年三月三十一日或之前支付20,400,000港元；(iii)於二零一七年九月三十日或之前支付30,300,000港元；及(iv)於二零一八年三月三十一日或之前支付30,150,000港元。本公司已於二零一六年九月二十七日收訖首期款項20,000,000港元。

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Liquor and Wine Business

The turnover for the year ended 30 June 2016 of the liquor and wine business dropped significantly to approximately HK\$1.7 million (2015: approximately HK\$33.5 million) and a segment loss of approximately HK\$61.5 million (2015: approximately HK\$32.7 million) was recorded. The performance of the liquor and wine business was affected by the slowdown of the Chinese economy and the demand for high-end liquor products remained at low level. The Group had adjusted its product structure from high-end liquor to wine and other alcoholic beverages during the year under review. However, the profit margin from wine and other alcoholic beverages was lower than those of high-end liquor. Also, the Group had adopted an aggressive pricing strategy in order to lower the high-end liquor inventory level. The Group will continuously explore different potential products from foreign wine manufacturers and importers and expand distribution channels from traditional channels to online sales to enhance the Group's revenue stream. During the year under review, due to the decline of the repayment capability of certain customers and sluggish market situation, the Group had further provided impairment loss of approximately HK\$43.0 million (2015: approximately HK\$19.1 million) on long overdue trade receivables.

Money Lending Services

As at 30 June 2016, the Group had loans receivable with principal amount of approximately HK\$65.8 million (2015: approximately HK\$206.9 million). The Group recorded interest income from loans receivable of approximately HK\$13.2 million for the year ended 30 June 2016 (2015: approximately HK\$13.8 million).

Listed Securities Investments

As at 30 June 2016, the Group managed a portfolio of listed equity investments with fair value of approximately HK\$104.5 million (2015: approximately HK\$215.5 million). During the year, the Group recorded a loss on fair value change of listed equity investments of approximately HK\$75.0 million (2015: gain of approximately HK\$67.4 million) due to the realised loss on disposal of listed equity investments.

酒類產品業務

酒類產品業務於截至二零一六年六月三十日止年度之營業額顯著下跌至約1,700,000港元(二零一五年:約33,500,000港元),錄得分類虧損約61,500,000港元(二零一五年:約32,700,000港元)。由於中國經濟放緩,加上高檔酒類產品需求仍維持於低水平,酒類產品業務仍深受影響。於回顧年度,本集團已調節其產品內容,由高檔烈酒轉為葡萄酒及其他酒精飲品。然而,葡萄酒及其他酒精飲品之毛利率低於高檔烈酒。此外,本集團已採納進取定價策略,務求降低高檔烈酒存貨水平。本集團將不斷向國外葡萄酒生產商及進口商物色不同潛在產品,並將分銷渠道由傳統渠道拓展至網上銷售,以提升本集團之收入來源。於回顧年度,由於若干客戶還款能力下跌加上市況呆滯,本集團就逾期已久之貿易應收賬項作出額外減值虧損撥備約43,000,000港元(二零一五年:約19,100,000港元)。

借貸服務

於二零一六年六月三十日,本集團有本金額約65,800,000港元(二零一五年:約206,900,000港元)之應收貸款。截至二零一六年六月三十日止年度,本集團錄得應收貸款利息收入約13,200,000港元(二零一五年:約13,800,000港元)。

上市證券投資

於二零一六年六月三十日,本集團管理之上市股本投資組合公平值約達104,500,000港元(二零一五年:約215,500,000港元)。於本年度,由於出售上市股本投資產生已變現虧損,故本集團錄得上市股本投資公平值變動虧損約75,000,000港元(二零一五年:收益約67,400,000港元)。

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PROSPECTS

Exploring different potential products from foreign and local wine manufacturers and expanding distribution channels are the coming goals to overcome the challenges from the high-end liquor market. The Group will continuously collaborate with famous liquor manufacturers in the Mainland China and overseas wine exporters to increase the Group's publicity in the liquor and wine business.

The Group will continuously research and develop the electric cycles with fashionable appearance and advanced features to enhance the market penetration and brand recognition. Also, sourcing other suppliers to provide materials with stable quality and with lower cost are other goals in the short run. The Group strives to improve the performance of the electric cycles business.

New energy business always be the Group's next development area. The electric cycles business of the Group has been the first step to step into new energy industry that it uses new, sustainable and non-conventional energy source to replace the use of conventional fuel in transportation. The entering into of the sale and purchase agreement dated 29 July 2016 in relation to the possible acquisition of EPS is another proof. EPS is currently engaged in the development, manufacturing and distribution of a fuel additive product namely EuroAd which can reduce fuel consumption and environmental impact. EuroAd is a vegetable additive that can separate the molecular chains exist in both fossil and bio fuels and facilitate the oxidation of the fuels during the combustion process. It also serves as a detergent which cleans the combustion chambers, intakes channels, spreaders and injectors from soot, bacteria and algae. The competitive advantages of EuroAd are reduction of particle emission such as those nitric oxide (NO) and nitrogen dioxide (NO₂) and carbon monoxide (CO), improvement to fuel consumption and maintenance of engines. As particle emission from combustion process is one of the contributory factors to global warming, EuroAd has the effect of reducing global warming by reducing the emission of particle into the atmosphere. Upon the completion of the acquisition of EPS, the Group will further expand its new energy business portfolio into other segment of new energy industry worldwide.

Looking ahead, the Group will continue to be cautious in its investment approach on listed securities investments, closely monitor the electric cycles, liquor and wine business and money lending services and seize other growth opportunities to enhance competitiveness to strive for the best return to the shareholders.

前景

未來目標為向國外及本地葡萄酒生產商物色不同潛在產品並將分銷渠道拓展至網上銷售，以克服高檔烈酒市場所帶來之挑戰。本集團將與中國內地知名烈酒生產商及海外葡萄酒出口商保持合作，以增加本集團於酒類產品業務之知名度。

本集團將繼續開發外觀時尚及功能先進之電動自行車，務求提升市場滲透率及品牌知名度。此外，其他短期目標包括向其他以較低成本供應穩定品質原材料之供應商進行採購。本集團致力改善電動自行車業務之表現。

新能源業務一直為本集團下個開發領域。本集團之電動自行車業務為進軍新能源業之第一步，該行業在交通方面以全新、可持續及非傳統能源取代傳統能源。就可能收購EPS訂立日期為二零一六年七月二十九日之買賣協議即為另一明證。EPS現時從事一種名為EuroAd之燃料添加劑產品開發、生產及分銷，可減低燃料消耗及對環境之影響。EuroAd為植物添加劑，可分開化石及生物燃料內之分子鏈，促進燃燒過程中燃料氧化。其亦作為洗滌劑，用於清潔燃燒室、入氣管道、吊具及噴油嘴之煙塵、細菌和藻類。EuroAd之競爭優勢為減少一氧化氮(NO)、二氧化氮(NO₂)及一氧化碳(CO)等粒子排放，改善燃料消耗及保養引擎。由於燃燒過程中之粒子排放為促成全球暖化之其中一項主要因素，故EuroAd透過減少向大氣層排放粒子有助減輕全球暖化之影響。收購EPS完成後，本集團將進一步擴大其新能源業務組合至全世界新能源產業之其他分類。

展望將來，本集團將繼續就上市證券投資奉行審慎投資策略、密切注視電動自行車、酒類產品業務及借貸服務之發展，並把握其他增長機會以提升競爭力，為股東爭取最佳回報。

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FINAL DIVIDEND

The Board resolved not to recommend the payment of any dividend for the year ended 30 June 2016 (2015: Nil).

FINANCIAL RESOURCES, LIQUIDITY AND GEARING

As at 30 June 2016, the Group had cash and bank balances amounting to approximately HK\$63.8 million (2015: approximately HK\$179.6 million) and net current assets value was approximately HK\$409.2 million (2015: approximately HK\$960.8 million).

The Group's gearing ratio as at 30 June 2016 was 0.23 (2015: 0.14), being a ratio of total debts, including borrowing and corporate bonds of approximately HK\$184.4 million (2015: approximately HK\$179.7 million) to the total equity of approximately HK\$802.6 million (2015: approximately HK\$1,299.7 million).

As at 30 June 2016, a direct wholly-owned subsidiary had issued 3-year 8% and 10% coupon unlisted straight guaranteed bonds with principal amount of HK\$102.0 million and HK\$84.5 million respectively (2015: HK\$102.0 million and HK\$84.5 million respectively). The bonds are guaranteed by the Company.

PLEDGE OF ASSETS

As at 30 June 2016, the margin loan payable was secured by the Group's listed equity investments with the carrying amount of HK\$98.9 million (2015: Nil).

CHANGE OF COMPANY NAME

As announced by the Company on 18 December 2015, the English and Chinese names of the Company have been changed to "DeTai New Energy Group Limited" and "德泰新能源集團有限公司" respectively.

APPOINTMENT OF DIRECTOR

Mr. Chui Kwong Kau has been appointed as a non-executive Director with effect from 1 December 2015 (the "Appointment of Director"). Details of the Appointment of Director are set out in the announcement of the Company dated 1 December 2015.

CAPITAL STRUCTURE

On 13 October 2015, the Board granted 448,210,000 share options to certain Directors and certain eligible participants as defined in the share option scheme adopted by the Company on 13 December 2013 at the exercise price of HK\$0.32 per share.

末期股息

董事會議決不建議就截至二零一六年六月三十日止年度派付任何股息(二零一五年: 無)。

財務資源、流動資金及負債資產比率

於二零一六年六月三十日, 本集團之現金及銀行結餘約為63,800,000港元(二零一五年: 約179,600,000港元), 而流動資產淨值約為409,200,000港元(二零一五年: 約960,800,000港元)。

於二零一六年六月三十日, 本集團之負債資產比率為0.23(二零一五年: 0.14), 即債務總額(包括借貸及公司債券)約184,400,000港元(二零一五年: 約179,700,000港元)相對總權益約802,600,000港元(二零一五年: 約1,299,700,000港元)之比率。

於二零一六年六月三十日, 一家直接全資附屬公司分別發行本金金額102,000,000港元及84,500,000港元(二零一五年: 分別為102,000,000港元及84,500,000港元)之三年期8厘及10厘票息之非上市直接擔保債券。該等債券由本公司擔保。

資產抵押

於二零一六年六月三十日, 應付保證金貸款由本集團賬面值為98,900,000港元之上市股本投資作抵押(二零一五年: 無)。

更改公司名稱

誠如本公司於二零一五年十二月十八日所公佈, 本公司之中英文名稱已分別改為「DeTai New Energy Group Limited」及「德泰新能源集團有限公司」。

委任董事

崔光球先生已獲委任為非執行董事, 自二零一五年十二月一日起生效(「委任董事」)。有關委任董事之詳情載於本公司日期為二零一五年十二月一日之公佈。

資本結構

於二零一五年十月十三日, 董事會按行使價每股0.32港元向若干董事及本公司於二零一三年十二月十三日所採納購股權計劃界定之若干合資格參與者授出448,210,000份購股權。

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During the year ended 30 June 2016, 6,000,000 share options were exercised and 289,050,000 share options were lapsed/cancelled.

Save as disclosed above, the Company had no other changes in capital structure during the year ended 30 June 2016.

截至二零一六年六月三十日止年度，6,000,000份購股權獲行使，而289,050,000份購股權已失效／註銷。

除上文所披露者外，截至二零一六年六月三十日止年度，本公司之資本結構並無其他變動。

INVESTMENT POSITION AND PLANNING

Subscription of Convertible Bonds

On 4 September 2015, Noble Advantage Limited (“Noble Advantage”) entered into a subscription agreement (the “Subscription Agreement”) with Integrated Capital Investments Limited (“Integrated Capital”). Pursuant to the terms of the Subscription Agreement, Noble Advantage has agreed to subscribe for and Integrated Capital has agreed to issue, the 3-year 3.65% coupon convertible bonds at the principal amount of HK\$388 million. All conditions precedent under the Subscription Agreement have been fulfilled and the completion of the subscription took place on 24 December 2015 in accordance with the terms and conditions of the Subscription Agreement. The convertible bonds have been issued to Noble Advantage by Integrated Capital.

Lapse of Sale and Purchase Agreement with Green Flourish

On 4 February 2015, the Company as purchaser entered into a sale and purchase agreement (the “Green Flourish SPA”) with Mr. Yam Tak Cheung (“Mr. Yam”) as vendor and Mr. He Yumin (“Mr. He”) as executive. Both Mr. Yam and Mr. He are independent third parties of the Group. Pursuant to the terms of the Green Flourish SPA, (i) the Company has conditionally agreed to acquire and Mr. Yam has conditionally agreed to sell the entire issued share capital of Green Flourish Enterprises Limited (“Green Flourish”) and all the liabilities, loans and obligations owing by Green Flourish and its subsidiaries at completion in an aggregate consideration of HK\$193,777,200, which shall be satisfied to Mr. Yam by allotment and issue of 538,270,000 shares at an issue price of HK\$0.36 per share at completion; and (ii) Mr. He has agreed to enter into a services agreement with a company to be established as a wholly foreign-owned enterprise in the People’s Republic of China (the “PRC”) pursuant to the terms and conditions of the Green Flourish SPA at completion. Green Flourish and its subsidiaries intend to be principally engaged in new energy business including but not limited to electric vehicle business. Details of the transaction are set out in the Company’s announcements dated 4 February 2015 and 4 August 2015.

投資狀況及計劃

認購可換股債券

於二零一五年九月四日，Noble Advantage Limited (「Noble Advantage」) 與 Integrated Capital Investments Limited (「Integrated Capital」) 訂立認購協議 (「認購協議」)。根據認購協議之條款，Noble Advantage 同意認購而 Integrated Capital 同意發行本金金額為 388,000,000 港元之三年期 3.65% 厘票息可換股債券。認購協議項下所有先決條件已獲達成，故認購事項已根據認購協議之條款及條件於二零一五年十二月二十四日完成。可換股債券已由 Integrated Capital 發行予 Noble Advantage。

與翠興之買賣協議失效

於二零一五年二月四日，本公司 (作為買方) 與任德章先生 (「任先生」，作為賣方) 及賀玉民先生 (「賀先生」，作為行政人員) 訂立買賣協議 (「翠興買賣協議」)。任先生及賀先生均為本集團之獨立第三方。根據翠興買賣協議之條款，(i) 本公司有條件同意收購而任先生有條件同意出售翠興企業有限公司 (「翠興」) 全部已發行股本以及翠興及其附屬公司於完成時所結欠之全部負債、貸款及債務，總代價為 193,777,200 港元，將於完成時透過按發行價每股 0.36 港元配發及發行 538,270,000 股股份之方式支付予任先生；及 (ii) 賀先生同意根據翠興買賣協議之條款及條件於完成時與一家將於中華人民共和國 (「中國」) 成立之外商獨資企業訂立服務合約。翠興及其附屬公司計劃主要從事新能源業務，包括但不限於電動汽車業務。有關交易詳情載於本公司日期為二零一五年二月四日及二零一五年八月四日之公佈。

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Pursuant to the Green Flourish SPA and the extension letter dated 4 August 2015 and entered into by the parties to the Green Flourish SPA, completion is subject to the fulfilment or waiver (as the case may be) of the conditions precedent to the Green Flourish SPA by 4 November 2015 (the “Green Flourish Long Stop Date”). As certain conditions have not been fulfilled and/or waived (as the case may be) on or before the Green Flourish Long Stop Date and the parties to the Green Flourish SPA have not agreed on any further extension of the Green Flourish Long Stop Date, the Green Flourish SPA has lapsed and ceased to have any effect.

Lapse of framework agreement with Shenzhen Xingmei

On 30 March 2015, Tech Bloom Limited, an indirect wholly-owned subsidiary of the Company, as the purchaser entered into a framework agreement (the “Shenzhen Xingmei Framework Agreement”) with Mr. He and Ms. Zhao Yanjun as vendors and 深圳市星美新能源汽車有限公司 (in English, for identification purpose only, Shenzhen Xingmei New Energy Automobile Limited) (“Shenzhen Xingmei”) as the target company. The vendors and Shenzhen Xingmei are independent third parties of the Group.

Pursuant to the terms of the Shenzhen Xingmei Framework Agreement, the purchaser agreed to acquire and the vendors agreed to sell the entire equity interest of Shenzhen Xingmei in cash consideration of RMB200 million. The business scope of Shenzhen Xingmei includes the development and sales of new energy automobiles, batteries and battery charging equipment; corporate management and advisory; and permitted operations of manufacture of new energy automobiles and batteries. Details of the transaction are set out in the Company’s announcement dated 31 March 2015.

As certain conditions have not been fulfilled and/or waived (as the case may be) on or before 30 September 2015 (the “Shenzhen Xingmei Long Stop Date”) and the parties to the Shenzhen Xingmei Framework Agreement have not agreed on any further extension of the Shenzhen Xingmei Long Stop Date, on 1 October 2015, the purchaser delivered a unilateral termination notice to the vendors and Shenzhen Xingmei to terminate the Shenzhen Xingmei Framework Agreement with immediate effect.

根據翠興買賣協議及翠興買賣協議訂約方所訂立日期為二零一五年八月四日之延後函件，完成須待翠興買賣協議之先決條件於二零一五年十一月四日（「翠興最後截止日期」）前達成或獲豁免（視情況而定）後方可作實。由於截至翠興最後截止日期或之前，若干條件尚未達成及／或獲豁免（視情況而定），且翠興買賣協議訂約各方並未協定進一步順延翠興最後截止日期，故翠興買賣協議已失效及不再具有任何效力。

與深圳星美之框架協議失效

於二零一五年三月三十日，本公司之間接全資附屬公司德世有限公司（作為買方）與賀先生及趙燕君女士（作為賣方）及深圳市星美新能源汽車有限公司（「深圳星美」，作為目標公司）訂立框架協議（「深圳星美框架協議」）。賣方及深圳星美均為本集團之獨立第三方。

根據深圳星美框架協議之條款，買方同意收購而賣方同意出售深圳星美之全部股權，現金代價為人民幣200,000,000元。深圳星美之業務範圍包括開發及銷售新能源汽車、電池及充電設備；企業管理及諮詢；及許可經營製造新能源汽車及電池。有關交易詳情載於本公司日期為二零一五年三月三十一日之公佈。

由於在二零一五年九月三十日（「深圳星美最後截止日期」）或之前，若干條件尚未達成及／或獲豁免（視情況而定），且深圳星美框架協議訂約各方並未協定進一步順延深圳星美最後截止日期，故於二零一五年十月一日，買方單方面向賣方及深圳星美發出終止通知以終止深圳星美框架協議，即時生效。

Management Discussion and Analysis

管理層討論及分析

Lapse of Memorandum in relation to the Possible LNG Acquisition

On 28 July 2015, the Company entered into a non-legally binding memorandum of understanding (the “Memorandum”) with Mr. Chan Hon Kiu as vendor, who is an independent third party of the Group, in relation to the possible acquisition (the “Possible LNG Acquisition”) of a company (the “Target Company”), which is principally engaged in the business of investment, construction and operation of liquefied natural gas stations.

Pursuant to the Memorandum, the vendor and the Company shall negotiate in good faith towards one another in ensuring that the formal sale and purchase agreement (the “Formal Sale and Purchase Agreement”) be entered into on or before 31 October 2015. Should the Formal Sale and Purchase Agreement be materialised and completed, the vendor shall as beneficial owner sell and the Company shall purchase the entire issued share capital of the Target Company and the consideration shall be satisfied by the Company by allotment and issue of consideration shares and warrants. Details of the transaction are set out in the Company’s announcement dated 28 July 2015.

After several rounds of negotiations and discussions, the vendor and the Company had not reached consensus on the terms of the Formal Sale and Purchase Agreement by 31 October 2015. Since the vendor and the Company had not reached any agreement to extend the said time limit, the Possible LNG Acquisition had been terminated and the Possible LNG Acquisition contemplated under the Memorandum will not proceed.

有關可能收購 LNG 之備忘錄失效

於二零一五年七月二十八日，本公司與陳漢僑先生（作為賣方，彼為本集團之獨立第三方）就可能收購一家公司（「目標公司」）（「可能收購 LNG」）訂立無法律約束力之諒解備忘錄（「備忘錄」），該目標公司主要從事投資、建設及營運液化天然氣加氣站。

根據備忘錄，賣方與本公司將展開真誠磋商，確保於二零一五年十月三十一日或之前訂立正式買賣協議（「正式買賣協議」）。正式買賣協議一經落實及完成，賣方將以實益擁有人身分出售而本公司將收購目標公司之全部已發行股本，代價將由本公司以配發及發行代價股份及認股權證之方式償付。有關交易詳情載於本公司日期為二零一五年七月二十八日之公佈。

經過數輪磋商及討論後，賣方與本公司仍無法於二零一五年十月三十一日前就正式買賣協議之條款達成共識。由於賣方與本公司並無達成任何協議以延長上述時限，可能收購 LNG 已終止，備忘錄項下擬進行之可能收購 LNG 亦不會進行。

Management Discussion and Analysis

管理層討論及分析

Lapse of Investment Agreement with Hubei Qinlong

On 1 March 2016, Able Zone International Limited, an indirect wholly-owned subsidiary of the Company, as the purchaser entered into an investment agreement (the "Investment Agreement") with 湖北秦龍投資集團有限公司 (in English, for identification purpose only, Hubei Qinlong Investment Group Co., Limited) ("Hubei Qinlong") as vendor. The vendor is an independent third party of the Group. Pursuant to the terms of the Investment Agreement, the purchaser has conditionally agreed to purchase and the vendor has conditionally agreed to sell 60% equity interest in 孝感中石油昆侖燃氣有限公司 (in English, for identification only, Xiaogan Petrochina Kunlun Gas Co., Limited) ("Xiaogan Petrochina Kunlun"). Xiaogan Petrochina Kunlun operates 2 compressed natural gas stations in Xiaogan City, Hubei Province, the PRC.

Pursuant to the Investment Agreement, completion is subject to the fulfilment or waiver (as the case may be) of the conditions precedent to the Investment Agreement by 31 August 2016. Due to the change of the capital restructuring of Xiaogan Petrochina Kunlun which is contrary to the purchaser's initial intention of the acquisition and the fact that certain conditions have not been fulfilled and/or waived in accordance with the Investment Agreement on or before 31 August 2016, the purchaser decided not to proceed with the acquisition. On 31 August 2016, the purchaser issued a written notice to the vendor for the termination of the acquisition and demanded the vendor to refund the earnest money of RMB4,387,300 to the purchaser without interest in accordance with the terms of the Investment Agreement. The earnest money has yet to be received by the Group and the Group is negotiating with the vendor for the refund.

Save as disclosed above, the Group did not have any other significant investment and there were no other material acquisition or disposal of subsidiaries and associated company for the year ended 30 June 2016.

與湖北秦龍之投資協議失效

於二零一六年三月一日，本公司之間接全資附屬公司興域國際有限公司（作為買方）與湖北秦龍投資集團有限公司（「湖北秦龍」，作為賣方）訂立投資協議（「投資協議」）。賣方為本集團之獨立第三方。根據投資協議之條款，買方有條件同意購買而賣方有條件同意出售孝感中石油昆侖燃氣有限公司（「孝感中石油昆侖」）之60%股權。孝感中石油昆侖在中國湖北省孝感市營運2個壓縮天然氣加氣站。

根據投資協議，完成須待投資協議之先決條件於二零一六年八月三十一日前達成或獲豁免（視情況而定）後，方可作實。由於孝感中石油昆侖之股本重組出現變動，有違買方進行收購事項之原意，加上若干條件於二零一六年八月三十一日或之前尚未根據投資協議達成及／或獲豁免，故買方決定不再進行收購事項。於二零一六年八月三十一日，買方向賣方發出書面通知，終止收購事項及要求賣方根據投資協議之條款向買方不計利息退還誠意金人民幣4,387,300元。本集團尚未收取誠意金，而本集團現正與賣方商討還款事宜。

除上文所披露者外，截至二零一六年六月三十日止年度，本集團並無任何其他重大投資，亦無其他附屬公司及聯營公司之重大收購或出售。

Management Discussion and Analysis

管理層討論及分析

CONTINGENT LIABILITIES

As at 30 June 2016, the Group had no significant contingent liabilities (2015: Nil).

CAPITAL COMMITMENTS

As at 30 June 2016, the Group had no capital commitments, which are contracted but not provided for, in respect of purchase of plant and machinery and motor vehicles (2015: approximately HK\$1.5 million).

FOREIGN CURRENCY RISK

Most of the Group's assets and liabilities are denominated in Hong Kong dollars and Renminbi, which are the functional currencies of respective group companies. The Group has not entered into any instruments on the foreign exchange exposure. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2016, the Group had approximately 46 (2015: 80) employees in Hong Kong and the PRC. The Group's remuneration policy is reviewed periodically and determined by reference to market terms, company performance, and individual qualifications and performance. Other staff benefits include bonuses awarded on a discretionary basis, medical schemes, mandatory provident fund scheme for Hong Kong employees, state-sponsored retirement plans for the PRC employees and share option scheme.

或然負債

於二零一六年六月三十日，本集團並無任何重大或然負債(二零一五年：無)。

資本承擔

於二零一六年六月三十日，本集團並無有關購入廠房及機器以及汽車之已訂約但未撥備資本承擔(二零一五年：約1,500,000港元)。

外幣風險

本集團大部分資產及負債以集團公司各自之功能貨幣港元及人民幣列值。本集團並無就外匯風險訂立任何工具。本集團將密切監控匯率變動，並採取適當行動以減低外匯風險。

僱員及薪酬政策

於二零一六年六月三十日，本集團在香港及中國共聘有約46名(二零一五年：80名)僱員。本集團之薪酬政策乃定期檢討及參考市場薪酬水平、公司業績及個別員工之資歷和表現釐定。其他員工福利包括酌情獎勵之花紅、醫療計劃、香港僱員適用之強制性公積金計劃、國內僱員適用之國家資助退休計劃及購股權計劃。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Wong Hin Shek (“Mr. Wong”), aged 46, has been appointed as the chairman and executive director of the Company since July 2009. Besides having over 22 years of experience in the investment banking industry, Mr. Wong has been involved in the management, business development and strategic investment of listed companies in Hong Kong, having operations in hotel, manufacturing and environmental protection industries. Mr. Wong holds a Master of Science (Financial Management) degree from University of London in United Kingdom and a Bachelor of Commerce degree from University of Toronto in Canada. Mr. Wong is also a responsible officer of Veda Capital Limited, a licensed corporation which carries out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance. Mr. Wong is currently an executive director of each of Excel Development (Holdings) Limited (stock code: 1372) and Sino Golf Holdings Limited (stock code: 361). Mr. Wong was an executive director of KuangChi Science Limited (stock code: 439) from June 2007 to August 2014.

Mr. Chi Chi Hung, Kenneth (“Mr. Chi”), aged 47, has been appointed as the chief executive officer and executive director of the Company since January 2010. Mr. Chi has over 20 years of experience in accounting and financial control area. He holds a Bachelor of Accountancy Degree from the Hong Kong Polytechnic University and is a fellow member of Association of Chartered Certified Accountants in the United Kingdom, an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and an associate member of the Institute of Chartered Secretaries and Administrators in the United Kingdom. Mr. Chi is currently an executive director of Ceneric (Holdings) Limited (stock code: 542). He is also an independent non-executive director of each of Perfect Shape Beauty Technology Limited (stock code: 1830), Noble Century Investment Holdings Limited (stock code: 2322) and L’sea Resources International Holdings Limited (stock code: 195). Mr. Chi was an executive director of each of e-Kong Group Limited (stock code: 524) from September 2014 to July 2015 and GET Holdings Limited (formerly known as “M Dream Inworld Limited”) (stock code: 8100) from July 2010 to June 2014. Mr. Chi was an executive director and a non-executive director of China Sandi Holdings Limited (stock code: 910) from May 2010 to January 2015 and from January 2015 to August 2015 respectively. Mr. Chi was also an independent non-executive director of each of Hong Kong Life Sciences and Technologies Group Limited (stock code: 8085) from January 2010 to August 2015, Aurum Pacific (China) Group Limited (stock code: 8148) from March 2010 to October 2015 and Silk Road Energy Services Group Limited (stock code: 8250) from December 2011 to November 2015.

執行董事

王顯碩先生(「王先生」)，四十六歲，自二零零九年七月起獲委任為本公司主席兼執行董事。除具備超過二十二年投資銀行經驗外，王先生參與香港上市公司之管理、業務發展及策略投資工作，該等公司於酒店、製造及環保產業經營業務。王先生持有英國倫敦大學頒授之財務管理理學碩士學位及加拿大多倫多大學頒授之商業學士學位。王先生亦為智略資本有限公司之負責人員，該公司為根據證券及期貨條例可從事第6類(就機構融資提供意見)受規管活動之持牌法團。王先生現為怡益控股有限公司(股份代號：1372)及順龍控股有限公司(股份代號：361)各自之執行董事。王先生曾於二零零七年六月至二零一四年八月出任光啟科學有限公司(股份代號：439)之執行董事。

李志雄先生(「季先生」)，四十七歲，自二零一零年一月起獲委任為本公司行政總裁兼執行董事。季先生於會計及財務管理方面具備超過二十年經驗。彼持有香港理工大學之會計學學士學位，並為英國特許公認會計師公會資深會員、香港會計師公會會員、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。季先生現為新嶺域(集團)有限公司(股份代號：542)之執行董事。彼亦為必瘦站美容科技有限公司(股份代號：1830)、仁瑞投資控股有限公司(股份代號：2322)及利海資源國際控股有限公司(股份代號：195)各自之獨立非執行董事。季先生曾於二零一四年九月至二零一五年七月出任e-Kong Group Limited(股份代號：524)及於二零一零年七月至二零一四年六月出任智易控股有限公司(前稱「聯夢活力世界有限公司」，股份代號：8100)各自之執行董事。季先生曾分別於二零一零年五月至二零一五年一月和二零一五年一月至二零一五年八月先後出任中國三迪控股有限公司(股份代號：910)之執行董事和非執行董事。季先生亦曾於二零一零年一月至二零一五年八月出任香港生命科學技術集團有限公司(股份代號：8085)及於二零一零年三月至二零一五年十月出任奧栢中國集團有限公司(股份代號：8148)以及於二零一一年十二月至二零一五年十一月出任絲路能源服務集團有限公司(股份代號：8250)各自之獨立非執行董事。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

NON-EXECUTIVE DIRECTOR

Mr. Chui Kwong Kau (“Mr. Chui”), aged 49, has been appointed as a non-executive director of the Company since December 2015. He is a non-executive director of each of Hsin Chong Group Holdings Limited (stock code: 404) and Ngai Shun Holdings Limited (stock code: 1246). He is also an executive director of Hong Kong Life Sciences and Technologies Group Limited (stock code: 8085). Mr. Chui was an executive director of China Energy Development Holdings Limited (stock code: 228) from October 2005 to June 2016 and an independent non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148) from March 2010 to March 2016. He has over 15 years’ experiences in accounting and auditing fields.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chiu Wai On (“Mr. Chiu”), aged 46, joined the Company since June 2009. Mr. Chiu is also the chairman of each of the audit committee, remuneration committee and nomination committee of the Company. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Chiu possesses over 10 years of professional experience in accounting and auditing services. Mr. Chiu is also an independent non-executive director of New Times Energy Corporation Limited (stock code: 166).

Mr. Man Kwok Leung (“Mr. Man”), aged 69, joined the Company since May 2009. Mr. Man is also the member of each of the audit committee, remuneration committee and nomination committee of the Company. He is a solicitor of the High Court of Hong Kong and a civil celebrant of marriages. Mr. Man has extensive experience in the legal practice. He had been appointed by Xinhua News Agency as a district advisor from 1995 to 1997. He is currently appointed as a director of Apleichau Kai Fong Primary School, the deputy chairman of Apleichau Kai Fong Welfare Association, the secretary of Apleichau Promotion of Tourism Association and the honorary legal advisor of Junior Police Officers’ Association. Mr. Man is currently an independent non-executive director of Noble Century Investment Holdings Limited (stock code: 2322). He was an independent non-executive director of each of KuangChi Science Limited (formerly known as “Climax International Company Limited”) (stock code: 439) from May 2008 to August 2014 and Kong Sun Holdings Limited (stock code: 295) from June 2009 to September 2014.

非執行董事

崔光球先生(「崔先生」)，四十九歲，自二零一五年十二月起獲委任為本公司非執行董事。彼於新昌集團控股有限公司(股份代號：404)及毅信控股有限公司(股份代號：1246)各自出任非執行董事。彼亦於香港生命科學技術集團有限公司(股份代號：8085)出任執行董事。崔先生曾於二零零五年十月至二零一六年六月出任中國能源開發控股有限公司(股份代號：228)之執行董事及於二零一零年三月至二零一六年三月出任奧栢中國集團有限公司(股份代號：8148)之獨立非執行董事。彼於會計及核數範疇積逾十五年經驗。

獨立非執行董事

招偉安先生(「招先生」)，四十六歲，自二零零九年六月起加入本公司。招先生亦身兼本公司之審核委員會、薪酬委員會及提名委員會主席。彼為香港會計師公會會員及英國特許公認會計師公會資深會員。招先生於會計及核數服務方面具備逾十年經驗。招先生亦為新時代能源有限公司(股份代號：166)之獨立非執行董事。

萬國樑先生(「萬先生」)，六十九歲，自二零零九年五月起加入本公司。萬先生亦身兼本公司之審核委員會、薪酬委員會及提名委員會成員。彼為香港高等法院律師及婚姻監禮人。萬先生具備豐富法律工作經驗。彼於一九九五年至一九九七年獲新華社委任為區事顧問。彼目前獲委任為鴨洲街坊學校校董、鴨洲街坊福利會副主席、鴨洲旅遊促進會秘書及香港警察隊員佐級協會之名譽法律顧問。萬先生現為仁瑞投資控股有限公司(股份代號：2322)之獨立非執行董事。彼曾於二零零八年五月至二零一四年八月出任光啟科學有限公司(前稱「英發國際有限公司」，股份代號：439)及於二零零九年六月至二零一四年九月出任江山控股有限公司(股份代號：295)各自之獨立非執行董事。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

Dr. Wong Yun Kuen (“Dr. Wong”), aged 59, joined the Company since June 2009. Dr. Wong is also the member of each of the audit committee, remuneration committee and nomination committee of the Company. He received his Ph.D. degree from Harvard University, and was “Distinguished Visiting Scholar” at Wharton School of the University of Pennsylvania. Dr. Wong has worked in financial industries in the United States and Hong Kong for many years, and has considerable experience in corporate finance, investment and derivative products. He is a member of the Hong Kong Securities Institute. Dr. Wong is the chairman of the board and an executive director of UBA Investments Limited (stock code: 768), an executive director of Ngai Shun Holdings Limited (stock code: 1246), a non-executive director of China Sandi Holdings Limited (stock code: 910) (Dr. Wong has been re-designated from independent non-executive director to non-executive director of that company with effect from 15 September 2016) and an independent non-executive director of each of Far East Holdings International Limited (stock code: 36), Bauhaus International (Holdings) Limited (stock code: 483), Kaisun Energy Group Limited (stock code: 8203), GT Group Holdings Limited (stock code: 263), Kingston Financial Group Limited (stock code: 1031) and Sincere Watch (Hong Kong) Limited (stock code: 444). Dr. Wong was an independent non-executive director of each of KuangChi Science Limited (formerly known as “Climax International Company Limited”) (stock code: 439) from June 2007 to August 2014, Huajun Holdings Limited (formerly known as “New Island Development Holdings Limited”) (stock code: 377) from October 2010 to September 2014, Huge China Holdings Limited (formerly known as “Harmony Asset Limited”) (stock code: 428) from September 2004 to January 2015 and Kong Sun Holdings Limited (stock code: 295) from April 2007 to November 2014.

SENIOR MANAGEMENT

Ms. Tsang Kwai Ping (“Ms. Tsang”), aged 37, joined the Group since July 2013 and has been appointed as the company secretary (the “Company Secretary”) and authorised representative of the Company since June 2016. She is also the chief financial officer of the Company. Ms. Tsang has extensive experiences in auditing, financial management and corporate governance matters. Ms. Tsang is a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales.

黃潤權博士(「黃博士」)，五十九歲，自二零零九年六月起加入本公司。黃博士亦身兼本公司之審核委員會、薪酬委員會及提名委員會成員。彼持有哈佛大學博士學位，並曾任美國賓夕法尼亞州大學Wharton School「傑出客席學者」。黃博士於美國及香港金融業工作多年，具備豐富企業融資、投資及衍生產品經驗。彼為香港證券專業學會會員。黃博士為開明投資有限公司(股份代號：768)之董事局主席兼執行董事、毅信控股有限公司(股份代號：1246)之執行董事，中國三迪控股有限公司(股份代號：910)之非執行董事(黃博士自二零一六年九月十五日起已由該公司獨立非執行董事調任為該公司非執行董事)，以及遠東控股國際有限公司(股份代號：36)、包浩斯國際(控股)有限公司(股份代號：483)、凱順能源集團有限公司(股份代號：8203)、高富集團控股有限公司(股份代號：263)、金利豐金融集團有限公司(股份代號：1031)及Sincere Watch (Hong Kong) Limited(股份代號：444)各自之獨立非執行董事。黃博士曾於二零零七年六月至二零一四年八月出任光啟科學有限公司(前稱「英發國際有限公司」，股份代號：439)、於二零一零年十月至二零一四年九月出任華君控股有限公司(前稱「新洲發展控股有限公司」，股份代號：377)、於二零零四年九月至二零一五年一月出任匯嘉中國控股有限公司(前稱「亨亞有限公司」，股份代號：428)及於二零零七年四月至二零一四年十一月出任江山控股有限公司(股份代號：295)各自之獨立非執行董事。

高級管理層

曾桂萍女士(「曾女士」)，三十七歲，自二零一三年七月起加入本集團，並自二零一六年六月起獲委任為本公司之公司秘書(「公司秘書」)兼授權代表。彼亦為本公司之財務總監。曾女士於核數、財務管理及企業管治方面擁有豐富經驗。曾女士為香港會計師公會及英格蘭及威爾斯特許會計師公會之會員。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintain high standards of corporate governance. The Board believes that effective corporate governance practices are fundamental to enhance the shareholders' value and safeguard the interests of the shareholders. Accordingly, the Company has adopted sound corporate governance principles that emphasis an effective internal control and accountability to all shareholders.

During the year, the Company has complied with the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") except for the deviation from the code provision A.4.1 which is explained below.

Code Provision A.4.1

Under the code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election. The existing non-executive Director and independent non-executive Directors were not appointed for a specific term as required under code provision A.4.1 but are subject to retirement by rotation and re-election at annual general meeting in accordance with the bye-laws of the Company (the "Bye-laws"). As such, the Company considers that sufficient measures have been taken to ensure that the Company has good corporate governance practices.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set of in Appendix 10 of the Listing Rules as its code of conduct regarding securities transactions by Directors. The Company has made specific enquiries and all the Directors have confirmed that they have complied with the required standards set out in the Model Code throughout the year.

BOARD OF DIRECTORS

The Board comprises six Directors, with two executive Directors, Mr. Wong Hin Shek and Mr. Chi Chi Hung, Kenneth; one non-executive Director, Mr. Chui Kwong Kau; and three independent non-executive Directors, Mr. Chiu Wai On, Mr. Man Kwok Leung and Dr. Wong Yun Kuen. Biographical information of the Directors is set out in the section "Biographical Details of Directors and Senior Management" of this annual report.

企業管治常規

本集團致力維持高水平之企業管治。董事會相信，有效的企業管治慣例乃提升股東價值及保障股東權益之基礎。因此，本公司已採納務實之企業管治原則，強調有效之內部監控並對全體股東負責。

年內，本公司已遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載企業管治守則（「企業管治守則」），惟偏離守則條文第A.4.1條之情況除外，理由於下文論述。

守則條文第A.4.1條

根據企業管治守則守則條文第A.4.1條，非執行董事須按固定任期獲委任，並須重選連任。現任非執行董事及獨立非執行董事並無根據守則條文第A.4.1條之規定按固定任期獲委任，惟彼等須根據本公司細則（「細則」）於股東週年大會輪值退任及重選連任。因此，本公司認為已採取足夠措施以確保本公司奉行良好企業管治慣例。

董事進行證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事進行證券交易之操守準則。本公司已作出具體查詢，而全體董事已確認，彼等於年內一直遵守標準守則所載之規定準則。

董事會

董事會由六名董事組成，包括兩名執行董事王顯碩先生及李志雄先生；一名非執行董事崔光球先生；及三名獨立非執行董事招偉安先生、萬國樑先生及黃潤權博士。董事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

The Board is responsible for leadership and control of the Company and overseeing the Group's businesses, strategic decisions and performance. Directors take decisions objectively in the interests of the Company. Some functions including, inter alia, monitor and approval of material transactions, matters involving conflict of interest for a substantial shareholder or director of the Company, the approval of the interim and annual results, other disclosures to the public or regulators and the internal control system are reserved by the Board and the decisions relating to such matters shall be subject to the decision of the Board. Matters not specifically reserved to the Board and necessary for the daily operations of the Company are delegated to the management under the supervision of the respective Directors and the leadership of the chief executive officer of the Company (the "Chief Executive Officer").

The Board meets regularly throughout the financial year. All Directors are given the opportunity to put items on the agenda for regular Board meetings. All Directors have access to the Company Secretary to ensure that all Board procedures and rules and regulations are followed. Full minutes of Board meetings are kept by the Company Secretary and are available for inspection on reasonable notice. Any Director may, in furtherance of his duties, take independent professional advice where necessary at the expense of the Company.

Throughout the year and up to the date of this report, the Company complied with Rules 3.10(1) and (2) of the Listing Rules relating to the appointment of a sufficient number of independent non-executive directors and at least one of the independent non-executive directors has appropriate professional qualifications or accounting or related financial management expertise. The Company has received annual confirmations from all independent non-executive Directors that they did not have any businesses or financial interests with the Group and were independent in accordance with Rule 3.13 of the Listing Rules.

There is no relationship, including financial, business, family or other material/relevant relationships among the Board members.

董事會負責領導及控制本公司並監管本集團之業務、策略決策及表現。董事會作出符合本公司利益之客觀決定。董事會保留對某些職務的權利，包括(其中包括)監察及審批重大交易、涉及本公司主要股東或董事利益衝突之事宜、批准中期及全年業績、對公眾或監管機構披露之其他資料、以及內部監控制度，有關該等事宜必須由董事會決定。其他非指定保留之董事會職務以及有關本公司日常運作之事務，則在個別董事之監督及本公司行政總裁(「行政總裁」)領導下委派管理層處理。

於財政年度內，董事會定期舉行會議。全體董事均有機會建議項目加入議程提呈例行董事會會議。全體董事均可接觸公司秘書，確保遵從所有董事會程序、規則及規例。公司秘書保存董事會會議之完整記錄，並於發出合理通知後可供查閱。任何董事均可於有需要時就履行職務獲取獨立專業意見，費用由本公司承擔。

於年內及直至本報告日期，本公司已遵守上市規則第3.10(1)及(2)條，規則內容有關委任足夠數目之獨立非執行董事，其中最少一名獨立非執行董事須具備合適專業資格或會計或相關財務管理專業知識。本公司已接獲全體獨立非執行董事根據上市規則第3.13條作出之年度確認，以確認彼等概無任何本集團之業務或財務權益，且屬獨立人士。

董事會成員之間並無任何關係，包括財務、業務、家族或其他重大／相關關係。

Corporate Governance Report

企業管治報告

Appointment, Re-election and Removal of Directors

In accordance with bye-law 86 of the Bye-laws, a director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election.

According to bye-law 87 of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every 3 years, and shall then be eligible for re-election.

In accordance with bye-law 86 of the Bye-laws, the shareholders of the Company may by an ordinary resolution remove any Director (but without prejudice to any claim for damages under any contract) before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The chairman of the Company (the "Chairman") is Mr. Wong Hin Shek whereas the Chief Executive Officer is Mr. Chi Chi Hung, Kenneth. Their roles are separated, with a clear division of responsibilities. The Chairman is responsible for the leadership of the Board, ensuring its effectiveness in all aspects of its role for setting its agenda and taking into account any matters proposed by other directors for inclusion in the agenda. The Chief Executive Officer is responsible for the day-to-day management of the Group's business.

BOARD COMMITTEES

The Board has established three committees, including the remuneration committee, the nomination committee and the audit committee for overseeing particular aspects of the Group's affairs. Details of which are set out below. All Board committees of the Company are established with defined written terms of reference which are available on the Company's website and the Stock Exchange's website.

委任、重選及罷免董事

根據細則第86條，獲委任以填補臨時空缺或作為董事會新成員之董事僅可留任至隨後下屆本公司股東週年大會，屆時將符合資格重選連任。

根據細則第87條，於本公司每屆股東週年大會上，當時三分之一之董事（或如董事人數並非三之倍數時，則最接近但不超過三分之一之董事）須輪值退任，而每名董事須至少每三年輪值退任一次，屆時將符合資格重選連任。

根據細則第86條，本公司股東可以普通決議案罷免任何任期未屆滿之董事（但依據任何合約可提出之索賠要求不受此影響），並可以普通決議案委任他人取代。

主席及行政總裁

本公司主席（「主席」）為王顯碩先生，而行政總裁則為李志雄先生。彼等之角色獨立，其職責亦清晰區分。主席負責領導董事會，以確保董事會於其角色及設置其議程之所有方面具效率，且已考慮到其他董事所提呈以納入議程之任何事項。行政總裁負責本集團業務之日常管理。

董事會委員會

董事會已成立三個委員會，包括薪酬委員會、提名委員會及審核委員會，以監察本集團事務之特定範疇。詳情載於下文。本公司所有董事會委員會均訂有清晰書面職權範圍，有關職權範圍可於本公司網站及聯交所網站閱覽。

Corporate Governance Report

企業管治報告

Audit Committee

The audit committee of the Company (the "Audit Committee") comprises three independent non-executive Directors, Mr. Chiu Wai On (the chairman of the Audit Committee), Mr. Man Kwok Leung and Dr. Wong Yun Kuen. The primary duties of the Audit Committee are to (i) review the Group's financial reporting system, the nature and scope of audit review; (ii) review the effectiveness of the system of internal control procedures and risk management; and (iii) review and monitor the external auditor's independence and objectivity. In addition, the Audit Committee discusses matters raised by the external auditor and regulatory bodies to ensure that appropriate recommendations are implemented. The Audit Committee shall meet at least twice a year.

The Audit Committee has reviewed with the management of the Company and the external auditor the Group's annual results for the year ended 30 June 2016, and was of the opinion that the preparation of such results are in compliance with the relevant accounting standards, rules and regulations and that adequate disclosures have been made.

Remuneration Committee

The remuneration committee of the Company (the "Remuneration Committee") comprises three independent non-executive Directors, Mr. Chiu Wai On (the chairman of the Remuneration Committee), Mr. Man Kwok Leung and Dr. Wong Yun Kuen. The primary duties of the Remuneration Committee are to (i) make recommendations to the Board on the policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for remuneration policy; (ii) make recommendations to the Board on the remuneration package of individual executive Directors, non-executive Directors and senior management; and (iii) review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment. The Remuneration Committee shall meet at least once a year.

During the year, the Remuneration Committee reviewed the remuneration packages of the Directors and senior management and made recommendations to the Board on the remuneration of the Directors and senior management in accordance with the Remuneration Committee's written terms of reference.

審核委員會

本公司審核委員會(「審核委員會」)包括三名獨立非執行董事招偉安先生(審核委員會主席)、萬國樑先生及黃潤權博士。審核委員會之主要職責為(i)檢討本集團財務申報制度、審核之性質及範圍；(ii)檢討內部監控程序及風險管理制度之效益；(iii)檢討及監察外聘核數師之獨立身分及客觀性。此外，審核委員會亦討論外聘核數師與監管機構提出之事項，以確保採納適當建議。審核委員會每年最少舉行兩次會議。

審核委員會已聯同本公司管理人員及外聘核數師審閱本集團截至二零一六年六月三十日止年度之全年業績，認為有關業績乃遵照相關會計準則、規則及規例編製，且已作出充分披露。

薪酬委員會

本公司薪酬委員會(「薪酬委員會」)包括三名獨立非執行董事招偉安先生(薪酬委員會主席)、萬國樑先生及黃潤權博士。薪酬委員會之主要職責為(i)就全體董事及高級管理人員之薪酬政策及架構，及就設立正規而具透明度之程序制訂此等薪酬政策，向董事會提供推薦建議；(ii)向董事會建議個別執行董事、非執行董事及高級管理人員之薪酬待遇；及(iii)審議及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付之賠償。薪酬委員會每年最少舉行會議一次。

年內，薪酬委員會已根據薪酬委員會之書面職權範圍，審閱董事及高級管理人員之薪酬待遇，並就董事及高級管理人員之薪酬向董事會提供推薦建議。

Corporate Governance Report

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The Remuneration Committee held 2 meetings during the year ended 30 June 2016. The attendance record of each member of the Remuneration Committee is set out in the sub-section "Directors' and Committees' Meeting Attendance" below.

Nomination Committee

The nomination committee of the Company (the "Nomination Committee") comprises three independent non-executive Directors, Mr. Chiu Wai On (the chairman of the Nomination Committee), Mr. Man Kwok Leung and Dr. Wong Yun Kuen. The primary duties of the Nomination Committee are to (i) review the structure, size and composition of the Board and make recommendations on any proposed changes to the Board; (ii) identify individuals suitably qualified to become Board members; (iii) to assess the independence of independent non-executive Directors; and (iv) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for directors. The Nomination Committee shall meet at least once a year.

During the year, the Nomination Committee reviewed the composition of the Directors and made recommendations to the Board on the re-election of the Directors in accordance with the Nomination Committee's written terms of reference.

The Nomination Committee held 2 meetings during the year ended 30 June 2016. The attendance record of each member of the Nomination Committee is set out in the sub-section "Directors' and Committees' Meeting Attendance" below.

截至二零一六年六月三十日止年度，薪酬委員會曾舉行兩次會議。薪酬委員會各成員之出席記錄載於下文「董事會及委員會會議出席記錄」分節。

提名委員會

本公司提名委員會（「提名委員會」）成員包括三名獨立非執行董事招偉安先生（提名委員會主席）、萬國樑先生及黃潤權博士。提名委員會之主要職責為(i)檢討董事會之架構、人數及組成，並就任何擬對董事會作出之變動提供推薦建議；(ii)物色具備合適資格可擔任董事會成員之人士；(iii)評核獨立非執行董事之獨立身分；及(iv)就董事委任或重新委任以及董事繼任計劃向董事會提供推薦建議。提名委員會每年最少舉行會議一次。

年內，提名委員會已根據提名委員會之書面職權範圍，檢討董事會之組成，並就重選董事向董事會提供推薦建議。

截至二零一六年六月三十日止年度，提名委員會曾舉行兩次會議。提名委員會各成員之出席記錄載於下文「董事會及委員會會議出席記錄」分節。

Corporate Governance Report

企業管治報告

DIRECTORS' AND COMMITTEES' MEETING ATTENDANCE

During the year ended 30 June 2016, the Board held 25 Board meetings.

The attendance record of each Director at the Board meetings, the committees' meetings and the general meetings of the Company held during the year is set out below:

董事會及委員會會議出席記錄

截至二零一六年六月三十日止年度，董事會曾舉行25次董事會會議。

各董事年內之董事會會議、委員會會議及本公司股東大會出席記錄載列如下：

Directors	Board Meeting	Audit Committee Meeting	No. of meetings attended/held				Annual General Meeting	Special General Meeting
			Remuneration Committee Meeting	Nomination Committee Meeting	已出席/舉行會議次數	Annual General Meeting		
董事	董事會會議	審核委員會會議	薪酬委員會會議	提名委員會會議		股東週年大會	股東特別大會	
Executive Directors	執行董事							
Mr. Wong Hin Shek	王顯碩先生	25/25	-	-	-	1/1	2/2	
Mr. Chi Chi Hung, Kenneth	李志雄先生	19/25	-	-	-	1/1	2/2	
Non-executive Director	非執行董事							
Mr. Chui Kwong Kau	崔光球先生	6/9	-	-	-	-	1/1	
Independent non-executive Directors	獨立非執行董事							
Mr. Chiu Wai On	招偉安先生	16/25	3/3	2/2	2/2	1/1	2/2	
Mr. Man Kwok Leung	萬國樑先生	16/25	3/3	2/2	2/2	1/1	2/2	
Dr. Wong Yun Kuen	黃潤權博士	16/25	3/3	2/2	2/2	1/1	2/2	

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTOR

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for directors will be arranged at the expenses of the Company where necessary.

董事之持續專業發展

董事持續獲得法定及監管法規以及業務環境之最近發展資訊，方便彼等履行本身之責任，並會於有需要時安排持續向董事作出指示及為其提供專業發展，費用由本公司承擔。

Corporate Governance Report

企業管治報告

For the year ended 30 June 2016, the executive Directors, Mr. Wong Hin Shek and Mr. Chi Chi Hung, Kenneth; the non-executive Director, Mr. Chui Kwong Kau; and the independent non-executive Directors, Mr. Chiu Wai On, Mr. Man Kwok Leung and Dr. Wong Yun Kuen confirmed their participation in continuous professional development as follows:

截至二零一六年六月三十日止年度，執行董事王顯碩先生及季志雄先生；非執行董事崔光球先生；及獨立非執行董事招偉安先生、萬國樑先生及黃潤權博士確認彼等已參與以下持續專業發展：

Directors	Attending seminars conducted by professional parties	Reading materials relating to directors' development and duties or relevant topics	Teaching relating to finance or relevant topics	Attending training relating to directors' development and duties or relevant topics
董事	出席專業機構舉行之研討會	閱讀有關董事發展及職務或相關主題之材料	有關金融或相關主題之教授	出席有關董事發展及職務或相關主題之培訓

Executive Directors

Mr. Wong Hin Shek
Mr. Chi Chi Hung, Kenneth

執行董事

王顯碩先生
季志雄先生

✓
✓

✓
✓

Non-executive Director

Mr. Chui Kwong Kau

非執行董事

崔光球先生

✓

✓

Independent non-executive Directors

Mr. Chiu Wai On
Mr. Man Kwok Leung
Dr. Wong Yun Kuen

獨立非執行董事

招偉安先生
萬國樑先生
黃潤權博士

✓
✓
✓

✓
✓
✓

✓

✓

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING

The Directors acknowledged their responsibility for preparing the financial statements for each financial period to give a true and fair view of the state of affairs of the Company. In preparing the financial statements for the year ended 30 June 2016, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

The statement of the external auditor of the Company regarding their reporting responsibilities on the financial statements of the Company is set out in the "Independent Auditor's Report" of this annual report.

董事之財務申報責任

董事知悉彼等有責任就各財政期間編製財務報表，以真實而公平地反映本公司之事務狀況。編製截至二零一六年六月三十日止年度之財務報表時，董事已選取並貫徹應用適當之會計政策、審慎作出公平合理之判斷及估計，以及按持續經營基準編製財務報表。

本公司外聘核數師就其對本公司財務報表所承擔申報責任而發表之聲明，載於本年報「獨立核數師報告」。

Corporate Governance Report

企業管治報告

DIRECTORS' AND OFFICERS' LIABILITIES

The Company has arranged for appropriate insurance covering the liabilities of the Directors that may arise out of the corporate activities, which has been complied with the CG Code. The insurance coverage is reviewed on an annual basis.

COMPANY SECRETARY

The Company Secretary is responsible to the Board for ensuring that the Board procedures are followed and the Board activities are efficiently and effectively conducted. The Company Secretary is also responsible for ensuring the Board is fully appraised of the relevant legislative, regulatory and corporate governance developments relating to the Group and facilitating the induction and professional development of directors.

Mr. Chi Chi Hung, Kenneth has resigned as the Company Secretary with effect from 1 June 2016. Following the resignation of Mr. Chi, Ms. Tsang Kwai Ping has been appointed as the Company Secretary with effect from 1 June 2016.

During the year under review, each of Mr. Chi and Ms. Tsang has attended relevant professional seminars to update his/her skills and knowledge. Both of them met the training requirement set out in Rule 3.29 of the Listing Rules.

AUDITOR'S REMUNERATION

The remuneration in respect of audit and non-audit services for the year ended 30 June 2016 provided by the Company's auditor, BDO Limited, are as follows:

		HK\$'000 千港元
Audit services	審核服務	1,380
Non-audit services (Note)	非審核服務(附註)	850
Total	總計	2,230

Note:

The non-audit services mainly included professional fees in relation to a notifiable transaction and review of the Group's interim financial information.

董事及高級職員之責任

本公司已安排適當保險，保障已遵守企業管治守則之企業活動可能產生之董事責任。保險保障範圍會每年檢討。

公司秘書

公司秘書向董事會負責，以確保遵從董事會程序及董事會之活動得以有效及實際進行。公司秘書亦負責確保董事會全面知悉與本集團有關之相關法例、監管及企業管治發展情況，同時協助董事履職及專業發展。

季志雄先生已呈辭公司秘書，自二零一六年六月一日起生效。繼季先生呈辭後，曾桂萍女士已獲委任為公司秘書，自二零一六年六月一日起生效。

於回顧年度，季先生及曾女士各自已出席相關專業講座，獲得最新技巧及專業知識。彼等已符合上市規則第3.29條之培訓規定。

核數師酬金

就本公司核數師香港立信德豪會計師事務所有限公司於截至二零一六年六月三十日止年度所提供審核及非審核服務之酬金如下：

附註：

非審核服務主要包括有關須予公佈交易及審閱本集團中期財務資料之專業費用。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

(I) Convene a Special General Meeting

Shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at the general meetings of the Company can at all times submit a signed written requisition, specifying the purpose, to the Board or the Company Secretary to require the convening of a special general meeting ("SGM"). If within 21 days of such deposit the Board fails to proceed to convene the SGM, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, themselves may convene a SGM, but any SGM so convened shall not be held after the expiration of three months from 21 days of the deposit.

(II) Send Enquiries to the Board

Enquiries of shareholders can be sent to the Company either by email at info.dt@detai-group.com or by post to the Company's Hong Kong head office at 12/F., Henley Building, 5 Queen's Road Central, Hong Kong. Shareholders can also make enquires with the Board directly at the general meetings.

(III) Make Proposals at General Meetings

Shareholders representing not less than one-twentieth of the total voting rights of all shareholders having at the date of the requisition a right to vote at the general meeting or who are no less than 100 shareholders can submit a written requisition to the Board or the Company Secretary to propose a resolution at a general meeting. The written requisition must state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with at the general meeting and contain the signatures of all the requisitionists (which may be contained in one document or in several documents in like form). Such requisition must be deposited to the Company's registered office at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda not less than 6 weeks before the general meeting in the case of a requisition requiring notice of a resolution and not less than 1 week before the general meeting in the case of any other requisition and be accompanied by a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement given by the requisitionists to all shareholders in accordance with the requirements under the applicable laws and rules.

股東權利

(I) 召開股東特別大會

於發出要求當日持有附帶權利可於本公司股東大會投票之本公司已繳足股本不少於十分之一之股東，可隨時向董事會或公司秘書提交經簽署且列明目的之書面要求，要求召開股東特別大會（「股東特別大會」）。倘董事會並無於發出要求日期起計21日內召開股東特別大會，則提出要求之人士或其中任何持有佔全體提出要求之人士總投票權過半數之人士可自行召開股東特別大會，惟任何就此召開之股東特別大會不可於發出要求日期第21日起計三個月屆滿後舉行。

(II) 向董事會作出查詢

股東查詢可透過發送電子郵件至 info.dt@detai-group.com 或郵寄至本公司之香港總辦事處，地址為香港皇后大道中5號衡怡大廈12樓。股東亦可於股東大會直接向董事會提出查詢。

(III) 於股東大會作出建議

於發出要求當日持有有權於股東大會上投票之全體股東總投票權不少於二十分之一之股東，或不少於一百名股東，可向董事會或公司秘書提呈書面要求以於股東大會提呈決議案。書面要求須列明決議案，連同一份不多於1,000字有關所提呈決議案提述之事宜或將於股東大會處理之事務及包含全體作出要求人士之簽署（可載於一份文件或數份類似格式之文件內）之陳述書。如作出須發出決議案通知之要求，有關要求須於股東大會不少於六個星期前送達本公司之註冊辦事處，地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda；如屬於任何其他要求，則須於股東大會不少於一個星期前送達，連同一筆用於支付本公司根據適用法例及規則規定而向全體股東送達決議案通知及傳閱作出要求人士提交之陳述書所產生開支的合理及足夠款項。

Corporate Governance Report

企業管治報告

INVESTOR RELATIONS

The Company considers effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business. The Company endeavors to maintain an on-going dialogue with shareholders and in particular, through annual general meeting and other general meetings. The website of the Company at www.detai-group.com has provided an effective communication platform to the public and the shareholders.

During the year ended 30 June 2016, there has not been any change in the Company's constitutional documents. A consolidated version of the Company's constitutional documents is available on the Company's website and the Stock Exchange's website.

INTERNAL CONTROL

The Board ensures the maintenance of sound and effective internal controls to safeguard the shareholders' investment and the assets of the Company. It has been an important duty of the Directors to conduct a review of the effectiveness of the system of internal control of the Group annually or at anytime necessary. The review covers all material controls, including financial, operational and compliance controls, as well as risk management functions. For the year under review, the Board has, through the Audit Committee, reviewed and reached the conclusion that the Group's internal control system was in place and effective.

投資者關係

本公司認為，與股東進行有效溝通有助改善投資者關係，以及投資者對本集團業務之瞭解。本公司致力與股東經常保持對話，特別是透過股東週年大會及其他股東大會與股東溝通。本公司之網站(www.detai-group.com)為公眾及股東提供有效溝通平台。

截至二零一六年六月三十日止年度，本公司之憲章文件並無任何變動。本公司憲章文件之綜合版本可於本公司網站及聯交所網站閱覽。

內部監控

董事會確保維持穩健有效之內部監控，以保障股東投資及本公司資產。董事之要務為每年或於有需要時檢討本集團內部監控制度之成效。檢討之範圍涵蓋所有重大監控，包括財務、營運及守規監控以及風險管理職能。於回顧年度，董事會透過審核委員會審閱本集團之內部監控制度並得出結論，認為該等制度適當而有效。

Directors' Report

董事會報告

The Directors present their annual report and the audited consolidated financial statements of the Company and its subsidiaries for the year ended 30 June 2016.

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Company is a limited liability company incorporated in Bermuda and its principal place of business in Hong Kong is 12/F., Henley Building, 5 Queen's Road Central, Hong Kong.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 32 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 30 June 2016 are set out in the consolidated statement of comprehensive income on pages 44 and 45.

The Board resolved not to pay any final dividend for the year ended 30 June 2016.

BUSINESS REVIEW

The business review of the Company for the year ended 30 June 2016 is set out in the "CHAIRMAN'S STATEMENT" and "MANAGEMENT DISCUSSION AND ANALYSIS" on pages 4 to 6 and pages 7 to 17 respectively.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 30 June 2016, the five largest customers of the Group together accounted for approximately 74% (2015: approximately 44%), with the largest customer accounted for approximately 22% (2015: approximately 19%) of the Group's total turnover. The five largest suppliers of the Group together accounted for approximately 11% (2015: approximately 88%), with the largest supplier accounted for approximately 3% (2015: approximately 61%) of the Group's total purchases during the year.

To the best of the Directors' knowledge, at no time during the year did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) have an interest in any of the Group's five largest suppliers or customers.

董事會謹此提呈本公司及其附屬公司截至二零一六年六月三十日止年度之年報及經審核綜合財務報表。

香港主要營業地點

本公司在百慕達註冊成立為有限公司，其於香港的主要營業地點位於香港皇后大道中5號衡怡大廈12樓。

主要業務

本公司為投資控股公司。其主要附屬公司之業務載於綜合財務報表附註32。

業績及股息

本集團截至二零一六年六月三十日止年度之業績載於第44至45頁之綜合全面收益表。

董事會議決不就截至二零一六年六月三十日止年度派付任何末期股息。

業務回顧

本公司截至二零一六年六月三十日止年度之業務回顧分別載於第4至6頁之「主席報告」及第7至17頁之「管理層討論及分析」。

主要客戶及供應商

截至二零一六年六月三十日止年度，本集團五大客戶合共佔本集團總營業額約74%（二零一五年：約44%），而最大客戶則佔約22%（二零一五年：約19%）。本集團五大供應商合共佔本集團年內總採購額約11%（二零一五年：約88%），而最大供應商則佔約3%（二零一五年：約61%）。

據董事所深知，本公司各董事、其聯繫人或股東（據董事所知擁有本公司股本5%以上者）於年內任何時間概無於本集團五大供應商或客戶中擁有任何權益。

Directors' Report

董事會報告

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year in the property, plant and equipment of the Group are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements during the year in the share capital and share options of the Company are set out in respective notes 28 and 37 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Company during the year are set out on page 144.

DISTRIBUTABLE RESERVES OF THE COMPANY

At 30 June 2016, the Company had no reserves available for distribution (2015: Nil).

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial periods is set out on page 164.

EVENTS AFTER THE REPORTING PERIOD

Termination of Memorandum in relation to the Possible Acquisition of Internet Education Business

On 5 July 2016, the Company as purchaser entered into a non-legally binding memorandum (the "Bei Dou Memorandum") with Mr. Ng Victor and Mr. Zheng Gang as vendors, who are independent third parties of the Group, in relation to the intention of acquisition of not less than 90% of the issued share capital of a company, of which together with its subsidiaries are engaged in operating a system platform for the development of "Bei Dou + Internet + Education" in the PRC.

Pursuant to the Bei Dou Memorandum, the parties to the Bei Dou Memorandum shall negotiate in good faith towards one another in ensuring that a formal agreement be entered on or before 30 September 2016. After several rounds of negotiations and discussions, the parties to the Bei Dou Memorandum had not reached consensus on certain commercial terms in relation to the acquisition. On 27 September 2016, the parties to the Bei Dou Memorandum entered into a termination letter whereby the parties have mutually agreed to terminate the Bei Dou Memorandum with immediate effect. Details of the transaction are set out in the Company's announcements dated 5 July 2016 and 27 September 2016.

物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於綜合財務報表附註14。

股本及購股權

本公司股本及購股權於年內之變動詳情分別載於綜合財務報表附註28及37。

儲備

本公司儲備於年內之變動詳情載於第144頁。

本公司可供分派儲備

截至二零一六年六月三十日，本公司並無可供分派儲備(二零一五年：無)。

財務概要

本集團過去五個財政期間之業績及資產負債概要載於第164頁。

報告期後事項

有關終止可能收購網絡教育業務之備忘錄

於二零一六年七月五日，本公司(作為買方)與吳兆鴻先生及鄭剛先生(作為賣方，為本集團之獨立第三方)訂立不具法律約束力之備忘錄(「北斗備忘錄」)，內容有關擬收購一家公司已發行股本不少於90%，該公司連同其附屬公司於中國從事開發「北斗+互聯網+教育」之系統平台營運。

根據北斗備忘錄，北斗備忘錄訂約各方彼此須本著真誠態度磋商，確保於二零一六年九月三十日或之前訂立正式協議。經數輪磋商討論後，北斗備忘錄訂約各方未能就收購事項之若干商業條款達成共識。於二零一六年九月二十七日，北斗備忘錄訂約各方訂立終止函件，據此，訂約各方同意即時終止北斗備忘錄。交易詳情載於本公司日期為二零一六年七月五日及二零一六年九月二十七日之公佈。

Directors' Report

董事會報告

Transaction in relation to the Acquisition of EPS

On 29 July 2016, Perfect Essential Holdings Limited, a direct wholly-owned subsidiary of the Company, as purchaser entered into a sale and purchase agreement with seven vendors as vendors in relation to a possible acquisition of EPS at a consideration of SEK239 million. EPS is currently engaged in the development, manufacturing and distribution of a vegetable additive that can reduce the particle emission, improve the fuel consumption and maintenance of engines. The vendors are independent third parties of the Group. Upon completion of the acquisition, EPS together with its subsidiaries will become subsidiaries of the Company and their results, assets and liabilities will be consolidated into the consolidated financial statements of the Company. Details of the transaction are set out in the Company's announcement dated 29 July 2016.

Convertible Preference Shares Transfer Agreement

On 13 September 2016, the Company entered into an agreement (the "CPS Transfer Agreement") with Mr. Zhu Yongjun and Jumbo Grand Enterprise Development Limited (collectively the "Purchasers"). Both of the Purchasers are independent third parties of the Group. Pursuant to the terms of the CPS Transfer Agreement, the Company has conditionally agreed to procure the sale of and the Purchasers have conditionally agreed to purchase 651,430,000 convertible preference shares in aggregate at the transfer price of HK\$0.21 per convertible preference share. Details of the transaction are set out in the Company's announcement dated 13 September 2016.

Settlement Deed in relation to the Profit Guarantee Compensation

With reference to the Company's announcements dated 26 April 2015 and 29 May 2015 in relation to the acquisition of the electric cycles business, Mr. Lee Man Bun ("Mr. Lee") as the vendor irrevocably warranted and guaranteed to the Company that the after-tax audited consolidated net profit of the electric cycles business for the year ended 30 June 2016 shall not be less than HK\$100,000,000 (the "Guaranteed Net Profit").

In the event that the electric cycles business cannot achieve the Guaranteed Net Profit, Mr. Lee has irrevocably undertaken to the Company to pay to the Company in cash within 10 business days from the date of receipt of the certificate from the auditors of the Company an amount equal to the shortfall (the "Profit Guarantee Compensation").

有關收購EPS之交易

於二零一六年七月二十九日，本公司直接全資附屬公司Perfect Essential Holdings Limited (作為買方)與七名賣方(作為賣方)就可能以代價239,000,000克朗收購EPS訂立買賣協議。EPS現時從事一種植物添加劑開發、生產及分銷，該植物添加劑可減少粒子排放，改善燃料消耗及保養引擎。賣方為本集團之獨立第三方。於收購事項完成時，EPS連同其附屬公司將成為本公司之附屬公司，其業績、資產及負債將於本公司綜合財務報表綜合入賬。交易詳情載於本公司日期為二零一六年七月二十九日之公佈。

可換股優先股轉讓協議

於二零一六年九月十三日，本公司與朱勇軍先生及Jumbo Grand Enterprise Development Limited (統稱「買方」)訂立一份協議(「可換股優先股轉讓協議」)。買方均為本集團獨立第三方。根據可換股優先股轉讓協議條款，本公司有條件同意促使出售而買方有條件同意收購合共651,430,000股可換股優先股(「可換股優先股」)，轉讓價為每股可換股優先股0.21港元。交易詳情載於本公司日期為二零一六年九月十三日之公佈。

有關溢利保證補償之償付契約

參照本公司日期為二零一五年四月二十六日及二零一五年五月二十九日內容有關收購電動自行車業務之公佈，李文彬先生(「李先生」)向本公司不可撤回地保證及擔保，電動自行車業務於截至二零一六年六月三十日止年度之除稅後經審核綜合純利不會少於100,000,000港元(「保證純利」)。

倘電動自行車業務未能達致保證純利，則李先生向本公司不可撤回地承諾於接獲本公司核數師發出證明書當日起計10個營業日內以現金向本公司支付相當於缺額之金額(「溢利保證補償」)。

Directors' Report

董事會報告

In view of the loss recorded for the year ended 30 June 2016 of the electric cycles business, Mr. Lee had been requested to settle the Profit Guarantee Compensation of HK\$100,000,000. After arm's length negotiations, on 26 September 2016, Mr. Lee and the Company entered into a settlement deed regarding the settlement of the Profit Guarantee Compensation of HK\$100,000,000 and the additional amount of compensation of HK\$850,000, in which HK\$20,000,000 has been settled by Mr. Lee on 27 September 2016. Details of the transaction are set out in the Company's announcement dated 26 September 2016.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the year and up to the date of this report were:

Executive Directors:

Mr. Wong Hin Shek (*Chairman*)
Mr. Chi Chi Hung, Kenneth (*Chief Executive Officer*)

Non-executive Director:

Mr. Chui Kwong Kau (appointed on 1 December 2015)

Independent non-executive Directors:

Mr. Chiu Wai On
Mr. Man Kwok Leung
Dr. Wong Yun Kuen

In accordance with bye-law 86(2) of the Bye-laws, Mr. Chui Kwong Kau will retire as Director and, being eligible, offer himself for re-election as Director at the forthcoming annual general meeting.

In accordance with bye-law 87 of the Bye-laws, Mr. Wong Hin Shek and Mr. Chi Chi Hung, Kenneth will retire as Directors by rotation and being eligible, offer themselves for re-election as Directors at the forthcoming annual general meeting.

The non-executive Director and the independent non-executive Directors are not appointed for a specific term and are subject to retirement by rotation in accordance with the Company's bye-laws.

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

鑑於預計截至二零一六年六月三十日止年度錄得虧損，李先生被要求償付為數100,000,000港元之溢利保證補償。經雙方公平磋商後，於二零一六年九月二十六日，李先生與本公司就償付溢利保證補償100,000,000港元加額外補償金額850,000港元訂立償付契約，當中20,000,000港元已由李先生於二零一六年九月二十七日償付。交易詳情載於本公司日期為二零一六年九月二十六日之公佈。

董事及董事服務合約

本公司於年內及截至本報告日期之董事如下：

執行董事：

王顯碩先生(主席)
季志雄先生(行政總裁)

非執行董事：

崔光球先生(於二零一五年十二月一日獲委任)

獨立非執行董事：

招偉安先生
萬國樑先生
黃潤權博士

根據細則第86(2)條，崔光球先生將退任董事，並符合資格且願意於應屆股東週年大會重選連任董事。

根據細則第87條，王顯碩先生及季志雄先生將輪值退任董事，並符合資格且願意於應屆股東週年大會重選連任董事。

非執行董事及獨立非執行董事並無按固定任期獲委任，惟須根據本公司細則輪值退任。

概無擬於應屆股東週年大會重選連任之董事與本公司或其附屬公司訂有本集團不付賠償(法定賠償除外)則不得於一年內終止之服務合約。

Directors' Report

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES OF THE COMPANY

As at 30 June 2016, the interests and short positions of each Director and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules were as follows:

Long positions in the shares and underlying shares of the Company

Name of Directors 董事姓名	Capacity 身分	Number of shares held 所持股份數目	Number of underlying shares held 所持相關股份數目	Total number of shares and underlying shares held 所持股份及相關股份總數	Approximate percentage of the issued share capital 佔已發行股本概約百分比
Mr. Wong Hin Shek 王顯碩先生	Beneficial owner 實益擁有人	-	40,000,000	40,000,000	0.89%
Mr. Chi Chi Hung, Kenneth 季志雄先生	Beneficial owner 實益擁有人	23,000,000	-	23,000,000	0.51%
Mr. Chui Kwong Kau 崔光球先生	Beneficial owner 實益擁有人	660,000	-	660,000	0.01%
Mr. Chiu Wai On 招偉安先生	Beneficial owner 實益擁有人	-	1,000,000	1,000,000	0.02%
Mr. Man Kwok Leung 萬國樑先生	Beneficial owner 實益擁有人	-	1,000,000	1,000,000	0.02%
Dr. Wong Yun Kuen 黃潤權博士	Beneficial owner 實益擁有人	-	1,000,000	1,000,000	0.02%

Save as disclosed above, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.

董事及行政總裁於本公司證券之權益

於二零一六年六月三十日，董事及本公司行政總裁於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有記入根據證券及期貨條例第352條存置之登記冊，或根據上市規則所載標準守則另行知會本公司及聯交所之權益及短倉如下：

本公司股份及相關股份長倉

除上文披露者外，董事及本公司行政總裁概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中，擁有任何根據證券及期貨條例第352條須予記錄或根據上市規則所載標準守則須另行知會本公司及聯交所之權益或短倉。

Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SECURITIES OF THE COMPANY

As at 30 June 2016, the following shareholders (other than the Directors or the chief executive of the Company) had an interest or short positions in the shares or underlying shares as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO and were directly or indirectly interest in 5% or more of the nominal value of any class of share capital carrying rights to vote on all circumstances at general meeting of any other members of the Group were as follows:

Long positions in the shares and underlying shares of the Company

主要股東及其他人士於本公司證券之權益

於二零一六年六月三十日，下列股東（董事或本公司行政總裁除外）於股份或相關股份中擁有本公司根據證券及期貨條例第336條規定須存置之登記冊所記錄之權益或短倉，並直接或間接擁有附有權利在任何情況下於本集團任何其他成員公司之股東大會表決之任何類別股本面值5%或以上之權益：

本公司股份及相關股份長倉

Name of substantial shareholders	Capacity	Number of shares held	Number of underlying shares held	Total number of shares and underlying shares held	Approximate percentage of the issued share capital
主要股東姓名／名稱	身分	所持股份數目	所持相關股份數目	所持股份及相關股份總數	佔已發行股本概約百分比
Goldsure Limited (Note 1) 金信有限公司(附註1)	Beneficial owner 實益擁有人	–	1,238,095,238	1,238,095,238	27.62%
Mr. Tang Tong (Note 1) 唐通先生(附註1)	Interest of controlled corporation 受控制法團權益	–	1,238,095,238	1,238,095,238	27.62%
Intense Rise Holdings Limited (Note 2) Intense Rise Holdings Limited (附註2)	Beneficial owner 實益擁有人	1,120,007,125	–	1,120,007,125	24.98%
Mr. Choy Shiu Tim (Note 2) 蔡紹添先生(附註2)	Beneficial owner & Interest of controlled corporation 實益擁有人及受控制法團權益	1,300,007,125	–	1,300,007,125	29.00%

Directors' Report

董事會報告

Notes:

1. The 1,238,095,238 convertible preference shares are held by Goldsure Limited, which is wholly-owned by Mr. Tang Tong. Thus, he is deemed to be interested in the 1,238,095,238 convertible preference shares held by Goldsure Limited pursuant to the SFO.
2. The 1,120,007,125 shares out of the 1,300,007,125 shares are held by Intense Rise Holdings Limited, which is wholly-owned by Mr. Choy Shiu Tim. Thus, he is deemed to be interested in the 1,120,007,125 shares held by Intense Rise Holdings Limited pursuant to the SFO.
3. The percentage is calculated on the basis of 4,483,113,900 shares in issue as at 30 June 2016.

Save as disclosed above, no person other than the Directors or the chief executive of the Company, whose interests are set out in the paragraph headed "Directors' and the chief executive's interests in securities of the Company", and Shareholders, whose interests are set out in the paragraph headed "Substantial Shareholders' and other persons' interests in securities of the Company" above, had registered an interest or short position in the shares or underlying shares that was required to be recorded pursuant to Section 336 of the SFO.

SHARE OPTION SCHEME

Details of the share option scheme of the Company and the movements during the year are set out in note 38 to the consolidated financial statements.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Other than the share option scheme of the Company, at no time during the year was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company (including their spouses and children under 18 years of age) to hold any interest or short positions in the shares, or underlying shares, or debentures, of the Company or its associated corporations (with the meaning of Part XV of the SFO).

附註：

1. 該1,238,095,238股可換股優先股由唐通先生全資擁有之金信有限公司持有。因此，根據證券及期貨條例，彼被視為於金信有限公司所持1,238,095,238股可換股優先股中擁有權益。
2. 1,300,007,125股股份其中1,120,007,125股由蔡紹添先生全資擁有之Intense Rise Holdings Limited持有。因此，根據證券及期貨條例，彼被視為於Intense Rise Holdings Limited所持1,120,007,125股股份中擁有權益。
3. 百分比乃根據於二零一六年六月三十日之4,483,113,900股已發行股份計算得出。

除上文披露者外，除董事或本公司行政總裁之權益(載於上文「董事及行政總裁於本公司證券之權益」一段)及股東之權益(載於上文「主要股東及其他人士於本公司證券之權益」一段)外，概無其他人士於股份或相關股份中擁有根據證券及期貨條例第336條須予記錄之已登記權益或短倉。

購股權計劃

有關本公司購股權計劃及年內變動之詳情載於綜合財務報表附註38。

董事購買股份或債券的權利

除本公司購股權計劃外，本公司或其任何控股公司、附屬公司或同系附屬公司於年內任何時間概無訂立任何安排促使董事及本公司主要行政人員(包括彼等的配偶及未成年子女)可於本公司或其聯營法團(定義見證券及期貨條例第XV部)任何股份、相關股份或債權證持有任何權益或淡倉。

Directors' Report

董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, no Directors or their respective associates (as defined in the Listing Rules) had any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in this annual report, no transactions, arrangements or contracts of significance in relation to the Group's business to which any of the Company's subsidiaries and fellow subsidiaries was a party, and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at any time during the year or at the end of the year.

EQUITY-LINKED AGREEMENTS

Save for the share option scheme of the Company, no equity-linked agreements were entered into by the Company, or existed during the year.

PERMITTED INDEMNITY PROVISION

Pursuant to Code Provision A.1.8 of the Corporate Governance Code set out under Appendix 14 to the Listing Rules and subject to the provisions of the Companies Ordinance, the Company has arranged for appropriate insurance cover for directors' and officers' liabilities in respect of any losses or liabilities incurred, or any legal actions brought against the directors and senior management of the Group which may arise out of corporate activities. The permitted indemnity provision is in force for the benefit of the directors as required by section 470 of the Companies Ordinance.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share option scheme, at no time during the year was the Company or its subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事於競爭業務之權益

年內，概無董事或彼等各自之聯繫人(定義見上市規則)於與本集團業務構成競爭或可能構成競爭之業務中擁有任何直接或間接權益。

董事於交易、安排或合約之權益

除本年報所披露者外，概無本公司任何附屬公司及同系附屬公司有份訂約並與本集團業務有關，而董事或與董事有關連之實體直接或間接擁有重大利益之重大交易、安排或合約，於年內任何時間或年終仍然存續。

股權掛鈎協議

除本公司購股權計劃外，年內本公司並無訂立任何股權掛鈎協議，亦無現存之該類協議。

經准許彌償準備金

根據上市規則附錄十四所載企業管治守則第A.1.8條及遵照公司條例之條文，本公司已就本集團董事及高級管理人員可能面對因企業活動產生之任何損失或債務或任何法律訴訟，為董事及行政人員之職責作適當之投保安排。基於董事利益之獲准許彌償準備金根據公司條例第470條之規定生效。

購買股份或債券之安排

除購股權計劃外，於年內任何時間，本公司或其附屬公司概無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體之股份或債券而獲益。

Directors' Report

董事會報告

MANAGEMENT CONTRACTS

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

CONNECTED TRANSACTIONS

For the year ended 30 June 2016, the Company did not have any connected transactions which were subject to the reporting requirements under Chapter 14A of the Listing Rules.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

EMOLUMENT POLICY AND RETIREMENT BENEFITS

The emolument policy of the senior employees of the Company is set and recommended by the Remuneration Committee to the Board on the basis of the employees' merit, qualifications and competence.

The emoluments of the Directors are formulated and recommended by the Remuneration Committee to the Board, having regards to the Company's operating results, individual performance of the Directors and comparable market statistics.

The Company has adopted a share option scheme as an incentive to the Directors and eligible employees of the Company, details of which are set out in the note 36 to the consolidated financial statements.

ENVIRONMENTAL POLICY

The Company encourages environmental protection and promotes awareness towards environmental protection. The Company has adhered to the concepts of recycling and reducing by implementing green office practices such as double-sided printing and copying, using recycle papers and reducing energy by switching off those idle lighting. The Board will review the Company's environmental saving practices and identify other energy efficiency opportunities from time to time.

管理合約

年內概無訂立或存在任何與本公司全部及任何主要部分業務之管理及行政有關之合約。

關連交易

截至二零一六年六月三十日止年度，本公司並無進行任何須遵守上市規則第14A章項下申報規定之關連交易。

遵守相關法律及法規

年內，就本公司所知，本集團並無重大違反或不遵守對本集團業務及營運造成重大影響之適用法律及法規。

薪酬政策及退休福利

本公司高級僱員之薪酬政策由薪酬委員會按僱員價值、資質及能力釐定，並向董事會作出建議。

董事的薪酬乃由薪酬委員會按本公司經營業績、董事個人表現及可資比較市場數據制定，並向董事會作出建議。

本公司已採納購股權計劃，作為對本公司董事及合資格僱員之獎勵，詳情載綜合財務報表附註36。

環境政策

本公司提倡環境保護並推廣保護環境意識。本公司持守循環再造和節約減廢之理念，實施綠色辦公室常規實務，例如實行雙面列印和影印及使用再造紙，關掉無人使用之照明以減少耗用能源。董事會將檢討本公司之環保節約常規實務並不時發掘其他有利能源效益之機會。

Directors' Report

董事會報告

RELATIONSHIPS WITH STAKEHOLDERS

The Company recognises that employees are our valuable assets. Thus the Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group also understands that it is important to maintain good relationship with business partners to achieve its long-term goals. Accordingly, our senior management have kept good communication, promptly exchanged ideas and shared business update with them when appropriate. During the year, there was no material and significant dispute between the Group and its business partners.

KEY RISKS AND UNCERTAINTIES

Details of the estimation and the financial risk management of the Group are set out in notes 5 and 40 to the consolidated financial statements.

TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to shareholders of the Company by reason of their holding of the Company's securities.

PRE-EMPTIVE RIGHTS

There is no provision for the exercise of any pre-emptive rights under the Company's bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities for the year ended 30 June 2016.

CORPORATE GOVERNANCE

Full details on the Company's corporate governance practices are set out on pages 21 to 30.

與利益相關人士之關係

本公司認同，僱員乃其寶貴資產。因此，本集團提供具競爭力之薪酬待遇，以吸引並激勵僱員。本集團定期檢討僱員之薪酬待遇，並會因應市場標準而作出必要調整。

本集團亦明白，與商業夥伴保持良好商業關係對達成其長遠目標而言屬至關重要。因此，高級管理層會在適當情況下與彼等進行良好溝通、適時交流想法及共享最新業務資料。年內，本集團與其商業夥伴並無重大而明顯之糾紛。

主要風險及不確定因素

有關本集團估計及財務風險管理之詳情載於綜合財務報表附註5及40。

稅務寬免及豁免

本公司並不知悉本公司股東因持有本公司證券可獲任何稅務寬免及豁免。

優先購買權

本公司細則或百慕達法例並無有關行使任何優先購買權之條文，規定本公司須按比例向現有股東優先提呈發售新股。

購買、出售或贖回本公司上市證券

截至二零一六年六月三十日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

企業管治

本公司企業管治常規之全面詳情載於第21至30頁。

Directors' Report

董事會報告

AUDIT COMMITTEE

The Audit Committee was established with written terms of reference which are in line with the CG Code and comprises three independent non-executive Directors.

The Audit Committee has reviewed with the management of the Company and the external auditor the Group's annual results for the year ended 30 June 2016, and was of the opinion that the preparation of such results are in compliance with the relevant accounting standards, rules and regulations and that adequate disclosures have been made.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, at least 25% of the Company's issued share capital were held by members of the public as at the date of this report as required under the Listing Rules.

AUDITOR

The financial statements for the year have been audited by BDO Limited who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

Wong Hin Shek
Chairman and Executive Director

Hong Kong, 29 September 2016

審核委員會

本公司已成立審核委員會，並制定符合企業管治守則之書面職權範圍，成員包括三名獨立非執行董事。

審核委員會已聯同本公司管理層及外聘核數師審閱本集團截至二零一六年六月三十日止年度之全年業績，並認為該業績之編製符合相關會計準則、規則及規例，且已作出充分披露。

足夠公眾持股量

根據可供本公司公開查閱之資料及就董事所深知，本公司於本報告日期已按上市規則規定由公眾人士持有最少25%已發行股本。

核數師

本年度財務報表已由香港立信德豪會計師事務所有限公司審核，而香港立信德豪會計師事務所有限公司將退任，並符合資格願意續聘連任。

代表董事會

主席兼執行董事
王顯碩

香港，二零一六年九月二十九日

Independent Auditor's Report

獨立核數師報告



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TO THE MEMBERS OF DETAI NEW ENERGY GROUP LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of DeTai New Energy Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 44 to 163, which comprise the consolidated statements of financial position as at 30 June 2016, 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 presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with Section 90 of Company Act of the Bermuda, 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.

致德泰新能源集團有限公司列位股東

(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核列載於第44至163頁德泰新能源集團有限公司(「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二零一六年六月三十日之綜合財務狀況表，以及截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表，連同主要會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製及真實而公平地列報綜合財務報表，以及作出董事認為就使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述而言屬必要之內部監控。

核數師之責任

我們之責任是根據我們之審核對綜合財務報表發表意見，並按照百慕達公司法第90條僅向閣下(作為團體)匯報，除此以外本報告並無任何其他目的。我們並不就本報告之內容對任何其他人士承擔任何責任或負責。

我們已根據香港會計師公會頒佈之香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定綜合財務報表是否不存在重大錯誤陳述。

Independent Auditor's Report 獨立核數師報告

TO THE MEMBERS OF DETAI NEW ENERGY GROUP LIMITED

(Incorporated in Bermuda with limited liability)

AUDITOR'S RESPONSIBILITY (Continued)

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 judgement, 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 the 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.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 30 June 2016, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BDO Limited

Certified Public Accountants

Lui Chi Kin

Practising Certificate Number P06162
Hong Kong, 29 September 2016

致德泰新能源集團有限公司列位股東

(於百慕達註冊成立之有限公司)

核數師之責任(續)

審核涉及執行程序以獲取有關綜合財務報表所載數額及披露資料之審核憑證。所選定程序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，核數師考慮與該公司編製及真實而公平地列報綜合財務報表相關之內部監控，以設計適當之審核程序，但並非為對公司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之合適性及所作出之會計估計之合理性，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充足和適當地為我們之審核意見提供基礎。

意見

我們認為，綜合財務報表已根據香港財務報告準則真實而公平地反映 貴集團於二零一六年六月三十日之財務狀況，以及 其截至該日止年度之財務表現及現金流量，並已遵守香港公司條例之披露規定妥為編製。

香港立信德豪會計師事務所有限公司
執業會計師

呂智健

執業證書號碼 P06162
香港，二零一六年九月二十九日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Continuing operations	持續經營業務			
Turnover	營業額	6	16,434	49,698
Cost of sales	銷售成本		(11,031)	(21,453)
Gross profit	毛利		5,403	28,245
Interest income	利息收入	7	7,360	2,528
Other income and gain	其他收入及收益		371	20
Selling and distribution expenses	銷售及分銷開支		(2,646)	(3,190)
General and administrative expenses	一般及行政開支		(165,124)	(119,230)
Finance costs	融資成本	10	(17,546)	(17,100)
Reversal of impairment loss on loans receivable	應收貸款減值虧損撥回	21	8,550	600
Impairment loss on intangible assets	無形資產減值虧損	15	(91,340)	–
Impairment loss on goodwill	商譽減值虧損	16	(363,046)	–
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	14	(13,476)	–
Change in fair value of compensation from profit guarantee	溢利保證補償公平值變動	22.2	100,000	–
Change in fair value of derivative financial instrument	衍生金融工具公平值變動	19	49,836	–
Change in fair value of listed equity investments	上市股本投資公平值變動	22.1	(74,959)	67,414
Change in fair value of financial liabilities at fair value through profit or loss	按公平值計入損益之金融負債公平值變動		–	10,575
Loss before income tax	所得稅前虧損	8	(556,617)	(30,138)
Income tax credit	所得稅抵免	11	25,020	1,216
Loss after income tax from continuing operations	持續經營業務之所得稅後虧損		(531,597)	(28,922)
Discontinued operations	已終止經營業務			
Profit for the year from discontinued operations	已終止經營業務之年內溢利	34.1	–	40,445
(Loss)/profit for the year	年內(虧損)/溢利		(531,597)	11,523
Other comprehensive income	其他全面收入			
<i>Items that may be subsequently reclassified to profit or loss</i>	<i>其後將重新分類至損益之項目</i>			
Exchange differences arising on translation of foreign operations	換算海外業務所產生匯兌差額		(44,139)	(4,638)
Change in fair value of available-for-sale investments	可供出售投資公平值變動	19	33,816	–
Release of exchange reserve to profit or loss upon disposal of subsidiaries	出售附屬公司時轉出至損益之外匯儲備	34.2	–	(35,890)
Other comprehensive income for the year	年內其他全面收入		(10,323)	(40,528)
Total comprehensive income for the year	年內全面收入總額		(541,920)	(29,005)

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

	Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(Loss)/profit for the year attributable to:			
Owners of the Company	下列人士應佔年內 (虧損)/溢利： 本公司擁有人	(494,057)	12,055
Non-controlling interests	非控股權益	(37,540)	(532)
		(531,597)	11,523
Total comprehensive income for the year attributable to:			
Owners of the Company	下列人士應佔年內 全面收入總額： 本公司擁有人	(501,412)	(28,471)
Non-controlling interests	非控股權益	(40,508)	(534)
		(541,920)	(29,005)
(Loss)/earnings per share attributable to owners of the Company:			
From continuing and discontinued operations	本公司擁有人應佔 每股(虧損)/盈利：		
— Basic	13 持續經營業務及 已終止經營業務 — 基本	(11.02) HK cents 港仙	0.33 HK cent 港仙
— Diluted	— 攤薄	N/A 不適用	N/A 不適用
From continuing operations	持續經營業務		
— Basic	— 基本	(11.02) HK cents 港仙	(0.77) HK cent 港仙
— Diluted	— 攤薄	N/A 不適用	N/A 不適用
From discontinued operations	已終止經營業務		
— Basic	— 基本	N/A 不適用	1.10 HK cent 港仙
— Diluted	— 攤薄	N/A 不適用	N/A 不適用

Consolidated Statement of Financial Position

綜合財務狀況表

As at 30 June 2016 於二零一六年六月三十日

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		Notes 附註		
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	19,787	26,648
Intangible assets	無形資產	15	–	116,112
Goodwill	商譽	16	–	388,766
Prepayments	預付款項	17	6,425	12,880
Available-for-sale investments	可供出售投資	18	262,671	–
Derivative financial instrument	衍生金融工具	19	215,426	–
Total non-current assets	非流動資產總值		504,309	544,406
Current assets	流動資產			
Inventories	存貨	20	84,360	97,286
Trade receivables, other receivables, deposits and prepayments	貿易應收賬項、 其他應收款項、 按金及預付款項	17	86,326	300,412
Loans receivable	應收貸款	21	70,133	200,164
Financial assets at fair value through profit or loss	按公平值計入損益之 金融資產	22	204,526	215,519
Bank balances and cash	銀行結餘及現金	23	63,846	179,585
Total current assets	流動資產總值		509,191	992,966
Current liabilities	流動負債			
Trade payables, other advances and accruals	貿易應付賬項、 其他墊款及 應計費用	24	16,711	21,756
Borrowing	借貸	25	1,558	–
Corporate bonds	公司債券	26	71,963	–
Tax payable	應付稅項		9,768	10,413
Total current liabilities	流動負債總額		100,000	32,169
Net current assets	流動資產淨值		409,191	960,797
Total assets less current liabilities	總資產減流動負債		913,500	1,505,203

Consolidated Statement of Financial Position

綜合財務狀況表

As at 30 June 2016 於二零一六年六月三十日

		Notes	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		附註		
Non-current liabilities	非流動負債			
Corporate bonds	公司債券	26	110,858	179,704
Deferred tax liabilities	遞延稅項負債	27	–	25,817
Total non-current liabilities	非流動負債總額		110,858	205,521
Net assets	資產淨值		802,642	1,299,682
EQUITY	權益			
Share capital	股本	28	224,156	223,856
Reserves	儲備		579,106	1,035,938
Equity attributable to owners of the Company	本公司擁有人應佔權益		803,262	1,259,794
Non-controlling interests	非控股權益		(620)	39,888
Total equity	總權益		802,642	1,299,682

These consolidated financial statements on pages 44 to 163 were approved and authorised for issue by the board of directors on 29 September 2016 and are signed on its behalf by:

第44至163頁之綜合財務報表已於二零一六年九月二十九日獲董事會批准及授權刊發，並由下列董事代表簽署：

Wong Hin Shek
王顯碩

Chi Chi Hung, Kenneth
季志雄

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益										
		Share capital	Share premium*	Contributed surplus*	Exchange reserve*	Statutory reserve fund*	Special reserve*	Share option reserve*	Accumulated losses*	Total	Non-controlling interests	Total equity
		股本	股份溢價*	繳入盈餘*	外匯儲備*	儲備基金*	特殊儲備*	儲備*	虧損*	總計	權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(note (a))	(note (c))	(note (d))	(note (e))	(note (f))				
				(附註(a))	(附註(c))	(附註(d))	(附註(e))	(附註(f))				
At 1 July 2014	於二零一四年七月一日	179,721	610,635	340,932	37,527	16,900	(43,246)	78,038	(473,189)	747,318	113	747,431
Arising from acquisition of subsidiaries (note 33)	收購附屬公司所產生(附註33)	-	-	-	-	-	-	-	-	-	40,309	40,309
Issue of shares for acquisition of subsidiaries (note 33)	就收購附屬公司發行股份(附註33)	35,000	413,000	-	-	-	-	-	-	448,000	-	448,000
Share issued upon exercise of share options	購股權獲行使時發行股份	9,135	67,370	-	-	-	-	(17,780)	-	58,725	-	58,725
Release of statutory reserve fund to profit or loss upon disposal of subsidiaries	出售附屬公司時轉出至損益之法定儲備基金	-	-	-	-	(14,005)	-	-	14,005	-	-	-
Recognition of equity-settled share-based payment expenses	確認以股本結算之股份付款開支	-	-	-	-	-	-	34,222	-	34,222	-	34,222
Lapse of share options	購股權失效	-	-	-	-	-	-	(6,452)	6,452	-	-	-
Transaction with owners	與擁有人之交易	44,135	480,370	-	-	(14,005)	-	9,990	20,457	540,947	40,309	581,256
Comprehensive income	全面收入											
Profit for the year	年內溢利	-	-	-	-	-	-	-	12,055	12,055	(532)	11,523
Other comprehensive income	其他全面收入											
Exchange differences arising on translation of foreign operations	換算海外業務所產生匯兌差額	-	-	-	(4,636)	-	-	-	-	(4,636)	(2)	(4,638)
Release of exchange reserve to profit or loss upon disposal of subsidiaries	出售附屬公司時轉出至損益之外匯儲備	-	-	-	(35,890)	-	-	-	-	(35,890)	-	(35,890)
Total comprehensive income for the year	年內全面收入總額	-	-	-	(40,526)	-	-	-	12,055	(28,471)	(534)	(29,005)
At 30 June 2015	於二零一五年六月三十日	223,856	1,091,005	340,932	(2,999)	2,895	(43,246)	88,028	(440,677)	1,259,794	39,888	1,299,682

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益											
		Share capital	Share premium*	Contributed surplus*	Available-for-sale investments revaluation reserve*	Exchange reserve*	Statutory reserve fund*	Special reserve*	Share option reserve*	Accumulated losses*	Total	Non-controlling interests	Total equity
		股本	股份溢價*	繳入盈餘*	可供出售投資重估儲備*	外匯儲備*	法定儲備基金*	特殊儲備*	購股權儲備*	累計虧損*	總計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(note (a)) (附註(a))	(note (b)) (附註(b))	(note (c)) (附註(c))	(note (d)) (附註(d))	(note (e)) (附註(e))	(note (f)) (附註(f))				
At 1 July 2015	於二零一五年七月一日	223,856	1,091,005	340,932	-	(2,999)	2,895	(43,246)	88,028	(440,677)	1,259,794	39,888	1,299,682
Share issued upon exercise of share options	購股權獲行使時發行股份	300	2,141	-	-	-	-	-	(586)	-	1,855	-	1,855
Recognition of equity-settled share-based payment expenses	確認以股本結算之股份付款開支	-	-	-	-	-	-	-	43,025	-	43,025	-	43,025
Lapse of share options	購股權失效	-	-	-	-	-	-	-	(32,394)	32,394	-	-	-
Transactions with owners	與擁有人之交易	300	2,141	-	-	-	-	-	10,045	32,394	44,880	-	44,880
Comprehensive income	全面收入												
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(494,057)	(494,057)	(37,540)	(531,597)
Other comprehensive income	其他全面收入												
Exchange differences arising on translation of foreign operations	換算海外業務所產生匯兌差額	-	-	-	-	(41,171)	-	-	-	-	(41,171)	(2,968)	(44,139)
Change in fair value of available-for-sale investments	可供出售投資公平值變動	-	-	-	33,816	-	-	-	-	-	33,816	-	33,816
Total comprehensive income for the year	年內全面收入總額	-	-	-	33,816	(41,171)	-	-	-	(494,057)	(501,412)	(40,508)	(541,920)
At 30 June 2016	於二零一六年六月三十日	224,156	1,093,146	340,932	33,816	(44,170)	2,895	(43,246)	98,073	(902,340)	803,262	(620)	802,642

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

* These reserve accounts comprise of the consolidated reserves of HK\$579,106,000 (2015: HK\$1,035,938,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況表內之綜合儲備579,106,000港元(二零一五年: 1,035,938,000港元)。

Notes:

附註:

(a) In prior years, the Group undertook capital reorganisations resulting in the elimination of: (i) the share premium account of the Company with a balance of HK\$260,881,000 as at 30 September 2005 against accumulated losses of HK\$88,157,000 as at that date with the remaining balance of HK\$172,724,000 credited to contributed surplus of the Company; and (ii) share capital of the Company of HK\$168,208,000 which was credited to contributed surplus of the Company.

(a) 本集團於過往年度曾進行多次股本重組，導致(i)本公司於二零零五年九月三十日之股份溢價賬結餘260,881,000港元對銷該日之累計虧損88,157,000港元，餘額172,724,000港元則計入本公司繳入盈餘；及(ii)對銷計入本公司繳入盈餘之本公司股本168,208,000港元。

(b) Available-for-sale investments revaluation reserve represents gains/losses arising on recognising financial assets classified as available-for-sale at fair value.

(b) 可供出售投資重估儲備指於確認按公平值分類為可供出售之金融資產時產生之收益/虧損。

(c) Exchange reserve comprises all foreign exchange differences arising on the translation financial statements of foreign operations.

(c) 外匯儲備包括換算海外業務財務報表所產生所有匯兌差額。

(d) According to articles of association of the Group's subsidiaries operating in the People's Republic of China (the "PRC"), the subsidiaries are required to transfer 10% of their net profit as determined in accordance with the PRC Accounting Rules and Regulations to their statutory reserve fund until the statutory reserve fund reaches 50% of the respective registered capital. The transfer to this reserve must be made before distribution of dividend to equity holders of the PRC subsidiaries.

(d) 根據本集團於中華人民共和國(「中國」)經營之附屬公司之組織章程細則，附屬公司須按中國會計規則及規例所釐定將純利之10%轉撥至法定儲備基金，直至法定儲備基金達至其註冊資本之50%。轉撥至此儲備必須於向中國附屬公司權益持有人分派股息之前進行。

(e) Special reserve arose from the business combination carried out by the Company in 2004, which was accounted for as a reverse acquisition. Details of the transaction were set out in the circular of the Company dated 14 June 2004.

(e) 特殊儲備乃由於本公司在二零零四年進行業務合併而產生，該項業務合併已列作一項逆向收購。交易詳情載於本公司日期為二零零四年六月十四日之通函。

(f) Share option reserve represents the fair value of the share options granted to the eligible parties at the grant date.

(f) 購股權儲備指於授出日期向合資格人士所授出購股權之公平值。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		Notes 附註		
Cash flows from operating activities	經營業務之現金流量			
Loss before income tax	所得稅前虧損			
Continuing operations	持續經營業務		(556,617)	(30,138)
Discontinued operations	已終止經營業務		-	(218)
Total	總計		(556,617)	(30,356)
Adjustments for:	就下列項目作出調整：			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8	6,721	7,706
Amortisation of intangible assets	無形資產攤銷	8	17,640	1,489
Amortisation of issuance cost of corporate bonds	公司債券發行成本攤銷	8	3,117	2,353
Write-down of inventories	撇減存貨	8	7,739	1,103
Amortisation of prepaid lease payments for land	預付土地租金攤銷		-	104
Impairment loss on trade receivables	貿易應收賬項減值虧損	8	42,959	19,133
Reversal of impairment loss on loans receivable	應收貸款減值虧損撥回	21	(8,550)	(600)
Impairment loss on intangible assets	無形資產減值虧損	15	91,340	-
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	14	13,476	-
Impairment loss on goodwill	商譽減值虧損	16	363,046	-
Impairment loss on available-for-sale investments	可供出售投資減值虧損	18	2,864	-
Change in fair value of compensation from profit guarantee	溢利保證補償公平值變動	22.2	(100,000)	-
Change in fair value of derivative financial instrument	衍生金融工具公平值變動	19	(49,836)	-
Share-based payment expenses	股份付款開支	8	43,025	34,222
Change in fair value of financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值變動	22.1	74,959	(67,414)
Change in fair value of financial liabilities at fair value through profit or loss	按公平值計入損益之金融負債公平值變動		-	(10,671)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	8	694	14
Bank interest income	銀行利息收入	8	(27)	(2,528)
Finance costs	融資成本	10	17,546	19,047

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Operating loss before working capital changes	營運資金變動前之經營虧損	(29,904)	(26,398)
Decrease in inventories	存貨減少	5,187	17,026
Increase in trade receivables, other receivables, deposits and prepayments	貿易應收賬項、其他應收款項、按金及預付款項增加	(2,418)	(39,058)
Increase in bills receivable	應收票據增加	-	(5,767)
Decrease/(increase) in loans receivable	應收貸款減少/(增加)	138,581	(133,954)
Decrease/(increase) in financial assets at fair value through profit or loss	按公平值計入損益之金融資產減少/(增加)	36,034	(62,616)
Decrease in trade payables, other advances and accruals	貿易應付賬項、其他墊款及應計費用減少	(5,045)	(59,234)
Decrease in bills payable	應付票據減少	-	(1,460)
Cash generated from/(used in) operations	經營業務所得/(所用)現金	142,435	(311,461)
Tax paid	已付稅項	(10)	-
Net cash generated from/(used in) operating activities	經營業務所得/(所用)現金淨額	142,425	(311,461)
Investing activities	投資活動		
Net cash inflow from disposal of subsidiaries	出售附屬公司所得現金流入淨額	-	130,094
Bank interest income received	已收銀行利息收入	27	2,528
Net cash inflow from acquisition of subsidiaries	收購附屬公司之現金流入淨額	-	1,339
Purchase of property, plant and equipment	購置物業、廠房及設備	(16,033)	(14,311)
Purchase of available-for-sale investments	購買可供出售投資	(9,309)	-
Sales proceeds of property, plant and equipment	物業、廠房及設備之銷售所得款項	781	-
Decrease/(increase) in prepayment for subscription of convertible bonds	認購可換股債券之預付款項減少/(增加)	180,000	(180,000)
Subscription of convertible bonds	認購可換股債券	(388,000)	-
Decrease in pledged deposits	已抵押存款減少	-	121,534
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額	(232,534)	61,184

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Financing activities	融資活動		
Interest paid on borrowings and corporate bonds	已繳借貸及公司債券利息	(17,546)	(19,047)
Net proceeds from issue of shares upon exercise of share options	購股權獲行使時發行股份所得款項淨額	1,855	58,725
Net proceeds from issue of corporate bonds	發行公司債券所得款項淨額	–	107,825
Proceeds from borrowings	新增借貸	1,558	16,425
Repayments of borrowings	償還借貸	–	(135,859)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(14,133)	28,069
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(104,242)	(222,208)
Effect of foreign exchange rate, net	匯率變動之淨影響	(11,497)	(4,785)
Cash and cash equivalents at beginning of the year	年初現金及現金等值項目	179,585	406,578
Cash and cash equivalents at end of the year	年終現金及現金等值項目	63,846	179,585
Analysis of the balances of cash and cash equivalents	現金及現金等值項目結餘分析		
Bank balances and cash	銀行結餘及現金	63,846	179,585

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

1. GENERAL INFORMATION

DeTai New Energy Group Limited (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 addresses of the Company’s registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business is 12/F., Henley Building, 5 Queen’s Road Central, Hong Kong.

The Company is an investment holding company. The principal activities of the Company’s subsidiaries are principally engaged in the businesses of (i) manufacturing and trading of electric cycles; (ii) trading and distribution of liquor and wine; (iii) provision of money lending services; and (iv) investments in listed securities.

Pursuant to the passing of a special resolution at the Annual General Meeting held on 19 November 2015, the English name of the Company was changed from “Guocang Group Limited” to “DeTai New Energy Group Limited” and the Chinese name of the Company was changed from “國藏集團有限公司” to “德泰新能源集團有限公司”. The Certificate of Incorporation on Change of Name and the Certificate of Secondary Name were issued by the Registrar of Companies in Bermuda with effect from 25 November 2015.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new/revised HKFRSs

In the current year, the Company and its subsidiaries (collectively referred to as the “Group”) has applied for the first time the following new standards, amendments and interpretations issued by the Hong Kong Institute of Certified Public Accountants, which are relevant to and effective for the Group’s consolidated financial statements for the annual period beginning on 1 July 2015:

HKFRSs (Amendments)
Annual Improvement 2010–2012
HKFRSs (Amendments)
Annual Improvement 2011–2013

The adoption of these amendments has no significant impact on the Group’s financial statements.

1. 一般資料

德泰新能源集團有限公司(「本公司」)在百慕達註冊成立為獲豁免有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。本公司註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而其主要營業地點地址為香港皇后大道中5號衡怡大廈12樓。

本公司為一家投資控股公司。本公司附屬公司之主要業務為：(i)製造及買賣電動自行車；(ii)買賣及分銷酒類產品；(iii)提供借貸服務；及(iv)上市證券投資。

根據於二零一五年十一月十九日舉行之股東週年大會通過之特別決議案，本公司之英文名稱由「Guocang Group Limited」改為「DeTai New Energy Group Limited」，而本公司之中文名稱則由「國藏集團有限公司」改為「德泰新能源集團有限公司」。百慕達公司註冊處處長已發出更改名稱註冊證明書及第二名稱註冊證明書，自二零一五年十一月二十五日起生效。

2. 採納香港財務報告準則(「香港財務報告準則」)

(a) 採納新訂／經修訂香港財務報告準則

於本年度，本公司及其附屬公司(統稱「本集團」)首次應用以下由香港會計師公會頒佈之新訂準則、修訂及詮釋，有關新訂準則、修訂及詮釋與本集團於二零一五年七月一日開始之年度期間之綜合財務報表相關，並適用於該等綜合財務報表：

香港財務報告準則(修訂本)
二零一零年至二零一二年之年度改進
香港財務報告準則(修訂本)
二零一一年至二零一三年之年度改進

採納該等修訂對本集團之財務報表並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS") (Continued)

(b) New/revised HKFRSSs that have been issued but are not yet effective

The following new/revised HKFRSSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group:

HKFRSSs (Amendments)	Annual Improvement 2012–2014 Cycle ¹
Amendments to HKAS 1	Disclosure Initiative ¹
Amendments to HKAS 7	Disclosure Initiative ²
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ²
HKAS16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation ¹
Amendments to HKAS 27	Equity Method in Separate Financial Statements ¹
HKFRS 9 (2014)	Financial Instruments ³
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception ¹
Amendments to HKFRS 15	Clarifications to HKFRS 15 Revenue from Contracts with Customers ³
HKFRS 15	Revenue from Contracts with Customers ³
HKFRS 16	Leases ⁴

- ¹ Effective for annual periods beginning on or after 1 January, 2016
- ² Effective for annual periods beginning on or after 1 January, 2017
- ³ Effective for annual periods beginning on or after 1 January, 2018
- ⁴ Effective for annual periods beginning on or after 1 January, 2019

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

本集團並無提早採納下列可能與本集團財務報表有關之已頒佈但尚未生效之新訂／經修訂香港財務報告準則：

香港財務報告準則(修訂本)	二零一二年至二零一四年週期之年度改進 ¹
香港會計準則第1號之修訂	披露計劃 ¹
香港會計準則第7號之修訂	披露計劃 ²
香港會計準則第12號之修訂	就未變現虧損作出遞延稅項資產之確認 ²
香港會計準則第16號及香港會計準則第38號	澄清折舊及攤銷之可接受方法 ¹
香港會計準則第27號之修訂	獨立財務報表之權益法 ¹
香港財務報告準則第9號(二零一四年)	金融工具 ³
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂	投資實體：應用綜合入賬之例外情況 ¹
香港財務報告準則第15號之修訂	香港財務報告準則第15號客戶合約收益之澄清 ³
香港財務報告準則第15號	客戶合約收益 ³
香港財務報告準則第16號	租賃 ⁴

- ¹ 於二零一六年一月一日或之後開始之年度期間生效
- ² 於二零一七年一月一日或之後開始之年度期間生效
- ³ 於二零一八年一月一日或之後開始之年度期間生效
- ⁴ 於二零一九年一月一日或之後開始之年度期間生效

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS") (Continued)

(b) New/revised HKFRSSs that have been issued but are not yet effective

(Continued)

Amendments to HKAS 1 — Disclosure Initiative

The amendments are designed to encourage entities to use judgement in the application of HKAS 1 when considering the layout and content of their financial statements.

An entity's share of other comprehensive income from equity accounted interests in associates and joint ventures will be split between those items that will and will not be reclassified to profit or loss, and presented in aggregate as a single line item within those two groups.

Amendments to HKAS 16 and HKAS 38 — Clarification of Acceptable Methods of Depreciation and Amortisation

The amendments to HKAS 16 prohibit the use of a revenue-based depreciation method for items of property, plant and equipment. The amendments to HKAS 38 introduce a rebuttable presumption that amortisation based on revenue is not appropriate for intangible assets. This presumption can be rebutted if either the intangible asset is expressed as a measure of revenue or revenue and the consumption of the economic benefits of the intangible asset are highly correlated.

Amendments to HKAS 27 — Equity Method in Separate Financial Statements

The amendments allow an entity to apply the equity method in accounting for its investments in subsidiaries, joint ventures and associates in its separate financial statements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港會計準則第1號之修訂 — 披露計劃

該等修訂乃為鼓勵實體在考慮財務報表版面與內容時判斷應用香港會計準則第1號。

實體應佔來自於聯營公司及合營企業以權益會計法入賬之權益之其他全面收入，於將會及將不會重新分類至損益之項目中分拆，並在該等兩個組別內共同作為單一項目呈列。

香港會計準則第16號及香港會計準則第38號之修訂 — 澄清折舊及攤銷之可接受方法

香港會計準則第16號之修訂禁止就物業、廠房及設備項目使用以收益為基礎之折舊方法。香港會計準則第38號之修訂引入可推翻假設，指基於收益之攤銷不適用於無形資產。此項假設僅在無形資產呈列為收益計量或在無形資產之收益與經濟利益消耗高度相關連之情況下方可推翻。

香港會計準則第27號之修訂 — 獨立財務報表之權益法

該等修訂允許實體在其獨立財務報表內應用權益法就其於附屬公司、合營企業及聯營公司之投資作會計處理。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS") (Continued)

(b) New/revised HKFRSSs that have been issued but are not yet effective

(Continued)

HKFRS 9 (2014) — Financial Instruments

HKFRS 9 (2014) introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income ("FVTOCI") if the objective of the entity's business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss ("FVTPL").

HKFRS 9 (2014) includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 (2014) carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 (2014) retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第9號(二零一四年) — 金融工具

香港財務報告準則第9號(二零一四年)就分類及計量金融資產引入新規定。按目的為持有資產以收取合約現金流量(業務模式測試)之業務模式所持有債務工具，以及合約條款導致產生現金流量而有關現金流量純粹為支付本金及尚未償還本金之利息(合約現金流量特徵測試)之債務工具一般按攤銷成本計量。倘實體之業務模式為持有及收取合約現金流量以及出售金融資產，則通過合約現金流量特徵測試之債務工具按公平值計入其他全面收入(「按公平值計入其他全面收入」)計量。實體可於初步確認時作出不可撤回之選擇，按公平值計入其他全面收入計量並非持作買賣之權益工具。所有其他債務及權益工具按公平值計入損益(「按公平值計入損益」)計量。

香港財務報告準則第9號(二零一四年)包含適用於所有並非按公平值計入損益之金融資產之新預期虧損減值模式(旨在取代香港會計準則第39號之產生虧損模式)及新訂一般對沖會計規定，讓實體可更有效地於財務報表反映其風險管理活動。

香港財務報告準則第9號(二零一四年)沿用香港會計準則第39號項下金融負債之確認、分類及計量規定，惟指定按公平值計入損益之金融負債除外，其中負債之信貸風險變動導致之公平值變動金額於其他全面收入確認，惟會產生或擴大會計錯配者則作別論。此外，香港財務報告準則第9號(二零一四年)保留香港會計準則第39號終止確認金融資產及金融負債之規定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS") (Continued)

(b) New/revised HKFRSSs that have been issued but are not yet effective

(Continued)

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 — Investment Entities: Applying the Consolidation Exception

The amendments clarify that the exemption from preparing consolidated financial statements for an intermediate parent entity is available to a subsidiary of an investment entity (including investment entities that account for their subsidiaries at fair value rather than consolidating them). An investment entity parent will consolidate a subsidiary only when the subsidiary is not itself an investment entity and the subsidiary's main purpose is to provide services that relate to the investment entity's investment activities. A non-investment entity applying the equity method to an associate or joint venture that is an investment entity may retain the fair value measurements that associate or joint venture used for its subsidiaries. An investment entity that prepares financial statements in which all its subsidiaries are measured at FVTPL should provide the disclosures related to investment entities as required by HKFRS 12.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂 — 投資實體：應用綜合入賬之例外情況

該等修訂澄清，有關中介母公司編製綜合財務報表之豁免，乃適用於投資實體之附屬公司(包括按公平值將附屬公司入賬並非將附屬公司綜合入賬之投資實體)。只有當附屬公司本身並非投資實體而附屬公司之主要目的是提供與投資實體之投資活動有關之服務時，投資實體母公司方會將附屬公司綜合入賬。對屬於投資實體之聯營公司或合營企業應用權益法之非投資實體，可保留該聯營公司或合營企業就其附屬公司所採用之公平值計量。倘投資實體編製之財務報表當中全部附屬公司乃按公平值計入損益計量，則須按香港財務報告準則第12號之規定提供有關投資實體之披露事項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSS") (Continued)

(b) New/revised HKFRSSs that have been issued but are not yet effective

(Continued)

HKFRS 15 — Revenue from Contracts with Customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and related interpretations.

HKFRS 15 requires the application of a 5 steps approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
第一步：識別與客戶訂立之合約
- Step 2: Identify the performance obligations in the contract
第二步：識別合約中之履約責任
- Step 3: Determine the transaction price
第三步：釐定交易價
- Step 4: Allocate the transaction price to each performance obligation
第四步：按履約責任分配交易價
- Step 5: Recognise revenue when each performance obligation is satisfied
第五步：完成履約責任時確認收益

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

香港財務報告準則第15號 — 客戶合約收益

新訂準則制定確認收益之單一框架。該框架之核心原則為實體確認收益以顯示向客戶轉讓所承諾貨品或服務款額反映實體預期就交換貨品及服務有權獲得之代價。香港財務報告準則第15號取代現時之收益確認指引，包括香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋。

香港財務報告準則第15號規定按五個步驟確認收益：

香港財務報告準則第15號包含與特定收益相關課題之特定指引，該等指引或會更改根據香港財務報告準則現時應用之方法。該準則亦顯著提升與收益相關之質化與量化披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective

(Continued)

HKFRS 16 — Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 "Leases" and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

The Group is in the process of making an assessment of the potential impact of these new pronouncements. The Group is not yet in a position to state whether these new pronouncements will result in substantial changes to the Group's accounting policies and financial statements.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第16號 — 租賃

香港財務報告準則第16號於生效日期將取代香港會計準則第17號「租賃」及相關詮釋，引入單一承租人會計處理模式並規定承租人就為期超過12個月的所有租賃確認資產及負債，除非相關資產為低價值資產。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產(表示其有權使用相關租賃資產)及租賃負債(表示其有責任支付租賃款項)。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債之現金還款分類為本金部分及利息部分，在現金流量表中呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可註銷租賃付款，亦包括承租人合理肯定會行使選擇權延續租賃或不行使中止租賃選擇權之情況下，將於選擇權期間內作出之付款。此會計處理方法與承租人會計法顯著不同，後者適用於根據前訂準則香港會計準則第17號分類為經營租賃之租賃。

就出租人會計法而言，香港財務報告準則第16號大致沿用香港會計準則第17號之出租人會計法規定。因此，出租人繼續將其租賃分類為經營租賃及融資租賃，並且對兩類租賃進行不同會計處理。

本集團現正評估該等新頒佈準則帶來之潛在影響。本集團尚未能指出該等新頒佈準則會否導致本集團之會計政策及財務報表產生重大變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (Continued)

(c) The amended Main Board Listing Rules relating to the presentation and disclosure in consolidated financial statements

The amended Rules Governing the Listing of Securities on the Main Board of the Stock Exchange (the “Amended Main Board Listing Rules”) in relation to the presentation and disclosure in the consolidated financial statements, including the amendments with reference to the new Hong Kong Companies Ordinance, Cap. 622 applies to the Company in this financial year.

The directors consider that there is no impact on the Group’s financial position or performance, however the Amended Main Board Listing Rules have impacts on the presentation and disclosures in the consolidated financial statements. For example, the statement of financial position of the Company is now presented in the notes to the consolidated financial statements rather than as a primary statement and related notes to the statement of financial position of the Company are generally no longer presented.

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSS, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSS”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(c) 有關綜合財務報表呈報及披露之經修訂主板上市規則

有關綜合財務報表呈報及披露之經修訂聯交所主板證券上市規則(「經修訂主板上市規則」), 包括經參考第622章新香港公司條例之修訂, 於本財政年度適用於本公司。

董事認為並不影響本集團之財務狀況或表現, 惟經修訂主板上市規則影響綜合財務報表之呈列及披露。舉例而言, 本公司財務狀況表現於綜合財務報表附註呈列而非作為主要報表呈列, 且一般不再呈列本公司財務狀況表相關附註。

3. 編製基準及主要會計政策

3.1 守章聲明

綜合財務報表乃遵照所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(統稱「香港財務報告準則」)以及香港公司條例之披露規定而編製。此外, 綜合財務報表包括香港聯合交易所有限公司證券上市規則(「上市規則」)規定之適用披露事項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.2 Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis, except for certain financial instruments, which are measured at fair value as explained in the accounting policies set out below.

3.3 Functional and presentation currency

The 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 ("HK\$'000") except when otherwise indicated.

3.4 Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates 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.

3. 編製基準及主要會計政策 (續)

3.2 計量基準

綜合財務報表根據歷史成本基準編製，惟若干金融工具除外，如下文所載之會計政策所解釋，若干金融工具乃按公平值計量。

3.3 功能及呈列幣

財務報表以本公司之功能貨幣港元(「港元」)呈列，除非另有指明，所有價值均湊整至最接近千位(「千港元」)。

3.4 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團內公司間之交易及結餘連同未變現溢利，乃於編製綜合財務報表時全數對銷。除非交易證明所轉讓資產出現減值，並於損益確認虧損，否則未變現虧損亦予以對銷。

年內購入或出售之附屬公司之業績分別自其收購日期起或截至其出售日期止(視適用情況而定)計入綜合全面收益表。於有需要時對附屬公司之財務報表作出調整，使其會計政策與本集團其他成員公司所採用者貫徹一致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.4 Business combination and basis of consolidation (Continued)

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

3. 編製基準及主要會計政策 (續)

3.4 業務合併及綜合基準 (續)

收購附屬公司或業務採用收購法入賬。收購成本乃按所轉讓資產、所產生負債及本集團(作為收購方)發行之股本權益於收購當日之公平值總額計量。所收購可識別資產及所承擔負債主要按收購當日之公平值計量。本集團先前所持收購對象之股權以收購當日公平值重新計量，而所產生之收益或虧損則於損益確認。本集團可按每宗交易選擇以公平值或應佔收購對象之可識別資產淨值比例計算非控股權益(即現時於附屬公司之擁有權權益)。除非香港財務報告準則規定使用其他計量基準，否則所有其他非控股權益均按公平值計量。所產生之收購相關成本均予支銷，除非該等成本乃於發行股本工具時產生，在該情況下，有關成本乃自權益中扣除。

收購方將予轉讓之任何或然代價按收購日期之公平值確認。其後對代價之調整僅於調整源自於計量期(最長為收購日期起計十二個月)內所取得有關於收購日期之公平值之新資料時，方以商譽確認。所有其他分類為資產或負債之或然代價之其後調整均於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.4 Business combination and basis of consolidation (Continued)

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest 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 is 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. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

3. 編製基準及主要會計政策 (續)

3.4 業務合併及綜合基準 (續)

本集團於附屬公司之權益變動如並無導致喪失控制權，則列作權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整，以反映其於附屬公司相對權益之變動。非控股權益之調整數額與已付或已取代價公平值之間之任何差額，均直接於權益確認，並歸屬於本公司擁有人。

當本集團喪失附屬公司控制權，出售損益為以下兩者之差額：(i) 已收代價公平值與任何保留權益公平值之總額；及(ii) 資產(包括商譽)過往賬面值與附屬公司及任何非控股權益負債之總額。以往於其他全面收入確認與附屬公司有關之金額乃以相同方式入賬，猶如相關資產或負債已經出售。

收購後，非控股權益(即現時之附屬公司擁有權權益)之賬面值為該等權益於初步確認時之款額加上非控股權益應佔權益其後變動之部分。即使會導致非控股權益出現虧絀結餘，全面收入總額仍歸屬於非控股權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.5 Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, interests in subsidiaries are included in the Company's statement of financial position at cost less any impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

3.6 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for goods sold and services provided in the normal course of business and the use by others of the Group's assets yielding interest and dividends, net of returns, discounts and other similar allowances and excludes value-added tax or other sales related taxes.

- (i) Sales of goods are recognised on transfer of risks and rewards of ownership, which is at the time of delivery and the title is passed to customer.
- (ii) Interest income from a financial asset is accrued on a time-apportioned 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's net carrying amount.
- (iii) Dividend income is recognised when the right to receive the dividend is established.

3. 編製基準及主要會計政策 (續)

3.5 附屬公司

附屬公司指本公司能對其行使控制權之投資對象。倘具備以下全部三項元素，本公司即對投資對象擁有控制權：對投資對象擁有權力、來自投資對象可變回報之風險或權利，及對其行使權力影響有關可變回報之能力。倘有事實及情況顯示任何該等控制權元素可能有變，將會重新評估有關控制權。

於本公司財務狀況表內，於附屬公司之權益乃以成本減任何減值虧損計入本公司財務狀況表內。本公司按已收及應收股息基準將附屬公司之業績入賬。

3.6 收益確認

收益乃指於一般業務過程中就已售出貨品及所提供服務之已收或應收代價公平值，以及其他人士使用本集團資產產生之利息及股息，並已扣除退貨、折扣以及其他類似撥備，且不包括增值稅或其他銷售相關稅項。

- (i) 銷售貨品乃於風險及回報之擁有權轉移，即貨品付運時及所有權移交予客戶時確認。
- (ii) 金融資產之利息收入乃按時間基準，經參考尚餘本金及適用之實際利率計算，該利率為確實地貼現金融資產於預計可使用年期內之賬面淨值之估計未來現金收入之貼現率。
- (iii) 股息收入於收取股息之權利確立時確認。

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.7 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. The cost of property, plant and equipment includes its purchase price and the costs 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. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

Buildings are depreciated over the shorter of the term of the lease or fifty years using the straight-line method.

Leasehold improvements are depreciated over the shorter of the remaining term of the lease or at 5% per annum using the straight-line method.

Molds are depreciated over the expected production capacities and charged to profit or loss on the basis of actual production units during the year.

Depreciation is provided to write off the cost of other property, plant and equipment over their estimated useful lives, using the straight-line method, at the following rates per annum:

Equipment, furniture and fixtures	20.00% – 33.33%
Plant and machinery	20.00% – 33.33%
Motor vehicles	12.50% – 33.33%

3. 編製基準及主要會計政策 (續)

3.7 物業、廠房及設備

物業、廠房及設備均以成本值減累計折舊及任何減值虧損入賬。物業、廠房及設備成本包括購買價及收購該等項目直接產生之開支。

僅於與該項目有關之未來經濟利益可能流向本集團，而項目成本能可靠計量時，後續成本方會計入資產賬面值或確認為一項獨立資產(如適用)。本集團會終止確認重置部分之賬面值。所有其他維修及保養乃於其產生之財政期間內在損益內確認為開支。

樓宇按租期或五十年兩者之較短期間以直線法折舊。

租賃物業裝修於餘下租期或按每年5%(以較短者為準)以直線法折舊。

模具按預期產能折舊，並按年內實際生產單位在損益內支銷。

折舊乃使用直線法按以下年率於估計可使用年期撇銷其他物業、廠房及設備之成本計算撥備：

設備、傢俬及固定裝置	20.00% – 33.33%
廠房及機器	20.00% – 33.33%
汽車	12.50% – 33.33%

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.7 Property, plant and equipment

(Continued)

The assets' estimated useful lives, estimated residual values 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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the profit or loss in the year in which the item is derecognised.

3.8 Intangible assets (other than goodwill)

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with indefinite useful lives are carried at cost less any impairment losses and intangible assets with finite useful lives are carried at cost less accumulated amortisation and impairment losses. The estimated useful life and amortisation method are reviewed at the end of each annual reporting period, with the effect of any change in estimate being accounted for on a prospective basis. Amortisation is charged on a straight-line basis over their estimated useful lives as follows.

Patent	6.58 years
Patent use right	6.58 years

The amortisation expense is recognised in profit or loss and included in general and administrative expenses.

Intangible assets are tested for impairment as described in note 3.10.

3. 編製基準及主要會計政策 (續)

3.7 物業、廠房及設備 (續)

本公司於各報告期末檢討資產之估計可使用年期、估計剩餘價值及折舊方法，並作出調整(視適用情況而定)。

物業、廠房及設備項目乃於出售後或當預期持續使用該資產將不會產生日後經濟利益時剔除確認。於剔除確認該資產時產生之任何盈虧(以出售所得款項淨額與該項目之賬面值間之差額計算)乃計入於該項目剔除確認年度之損益內。

3.8 無形資產(商譽除外)

獨立收購之無形資產初步按成本確認。於業務合併時購入之無形資產，其成本為收購日期之公平值。具無限可使用年期之無形資產其後按成本減任何減值虧損入賬，而具有有限可使用年期之無形資產則按成本減累計攤銷及減值虧損入賬。估計可使用年期及攤銷方式於各年度報告期末檢討，任何估計變動之影響按前瞻基準入賬。攤銷按直線基準於其估計可使用年期扣除如下。

專利權	6.58年
專利使用權	6.58年

攤銷開支於損益確認，並計入一般及行政開支。

無形資產按附註3.10所述進行減值測試。

Notes to the Consolidated Financial Statements

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.9 Goodwill

Goodwill represents the excess of the consideration transferred of a business combination, the amount recognised for non-controlling interests and the fair value of the Group's previously held equity interest over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities measure as at acquisition date. The consideration transferred of the business combination is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (note 3.10).

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination is recognised immediately in profit or loss.

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of gain or loss on disposal.

3.10 Impairment of non-financial assets

Goodwill arising on acquisition of subsidiaries, property, plant and equipment, intangible assets and interests in subsidiaries are subject to impairment testing.

Goodwill and intangible assets with indefinite useful life or those not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

3. 編製基準及主要會計政策 (續)

3.9 商譽

商譽指業務合併轉讓之代價、就非控股權益確認之金額及本集團先前持有之股本權益之公平值超出本集團於收購對象可識別資產、負債及或然負債於收購當日所計量公平淨值之權益部分。業務合併轉讓之代價根據交易日期所給予資產、所產生或承擔負債及本集團所發行股本工具之公平值總和計量。

商譽按成本減累計減值虧損列賬。商譽分配至現金產生單位並每年進行減值測試(附註3.10)。

本集團於收購對象可識別資產、負債及或然負債之公平淨值之權益超出業務合併成本之任何部分乃即時於損益確認。

其後出售附屬公司時，釐定出售所產生收益或虧損之款額乃包括已撥充資本之商譽應佔款額。

3.10 非金融資產減值

因收購附屬公司而產生之商譽、物業、廠房及設備、無形資產及於附屬公司之權益均須進行減值測試。

具無限可使用年期或尚未可供使用之商譽及無形資產須至少每年進行減值測試一次，而不論有否跡象顯示出現減值。所有其他資產在有跡象顯示未必能收回資產賬面值時進行減值測試。

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.10 Impairment of non-financial assets

(Continued)

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

3. 編製基準及主要會計政策 (續)

3.10 非金融資產減值 (續)

減值虧損乃按資產之賬面值超出其可收回金額之差額即時確認為支出。可收回金額為反映市況之公平值減出售成本與使用價值兩者之較高者。評估使用價值時，估計未來現金流量採用稅前貼現率貼現至其現值，以反映現時市場對金錢時間價值及有關資產特有風險之評估。

為評估減值，倘資產產生之現金流入大致上並非獨立於其他資產，可收回金額則按可獨立產生現金流入之最小資產組別（即現金產生單位）釐定。因此，部分資產乃個別進行減值測試，另有部分按現金產生單位進行測試。特別是商譽乃分配至該等預期可受惠於相關業務合併所帶來協同效應之現金產生單位，即本集團內就內部管理目的而監控商譽之最低水平。

已分配商譽之現金產生單位已確認之減值虧損，均初步計入商譽之賬面值。任何剩餘減值虧損按比例於現金產生單位之其他資產扣除，惟資產之賬面值將不會調減至低於其個別公平值減銷售成本或使用價值（如可釐定）則除外。

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3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.10 Impairment of non-financial assets

(Continued)

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other non-financial assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

3.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, including an appropriate portion of fixed and variable overhead expenses, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less any applicable selling expense and the estimated costs necessary to make the sale.

3.12 Borrowing costs

Borrowing costs attributable directly 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 to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. 編製基準及主要會計政策 (續)

3.10 非金融資產減值 (續)

商譽減值虧損不會於其後期間撥回。就其他非金融資產而言，倘用於釐定資產可收回金額之估計出現有利變動，則撥回減值虧損，惟資產之賬面值不得超出在並未確認減值虧損之情況下原應釐定之賬面值(扣除折舊或攤銷)。

於中期期間就商譽確認之減值虧損不會於其後期間撥回。即使在僅於與中期期間有關之財政年度年終進行減值評估而不會確認虧損或確認較少虧損之情況下，亦會如此處理。

3.11 存貨

存貨以成本值與可變現淨值兩者中之較低者列賬。成本值(包括固定及浮動經常性開支之相關部分)乃以加權平均成本法計算。可變現淨值指日常業務過程中之估計售價減任何適用銷售開支及銷售所需估計成本。

3.12 借貸成本

收購、建造或生產合資格資產(即須長時間方可作擬定用途或銷售之資產)直接應佔借貸成本乃撥充該等資產之成本內，直至資產大致可作擬定用途或銷售時為止。特定借貸在用作資產之支銷前暫時用作投資所賺取收入，自己資本化借貸成本中扣除。所有其他借貸成本於產生期間在損益確認。

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綜合財務報表附註

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3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.13 Income taxes

Income taxes for the year comprise of current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, 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.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income.

3. 編製基準及主要會計政策 (續)

3.13 所得稅

本年度所得稅包括即期稅項及遞延稅項。

即期稅項乃根據日常業務之損益，對就所得稅而言毋須課稅或不可扣稅之項目作出調整，並按報告期末已制定或大致上制定之稅率計算。

遞延稅項乃就資產與負債就財務報告目的而言之賬面值與就稅務目的所用之相應數額之暫時差異而確認。除不影響會計或應課稅溢利之商譽及已確認資產與負債之外，所有應課稅暫時差異之遞延稅項負債均會確認。在有可能出現可運用可扣稅之暫時差異抵銷應課稅溢利時，遞延稅項資產方會確認。遞延稅項乃按適用於資產或負債之賬面值獲變現或結算之預期方式及於報告期末已制定或大致上制定之稅率計量。

遞延稅項負債乃於投資附屬公司、聯營公司及共同控制實體產生應課稅暫時差額時確認，惟倘本集團能夠控制暫時差額之撥回且該暫時差額在可預見將來將不可能撥回者則除外。

所得稅乃於損益內確認，除非該等稅項與其他全面收入確認之項目有關，在該情況下，該等稅項亦於其他全面收入內確認。

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3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.14 Leases

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

The Group as lessee

The total rentals payable under the operating leases are recognised in profit or loss on straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

3.15 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 its 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 each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising from the settlement of monetary items, and on the translation of monetary items, are recognised as profit or loss in the period in which they arise. Non-monetary items carried at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined and included as profit or loss or other comprehensive income as appropriate.

3. 編製基準及主要會計政策 (續)

3.14 租賃

凡租賃之條款將擁有權之絕大部分風險及回報轉由承租人承擔，即歸類為融資租賃。所有其他租賃歸類為經營租賃。

本集團作為承租人

根據經營租賃應付之租金總額將以直線法於租期內在損益確認。已收取之租賃獎勵於租期內確認為租金開支總額之一部分。

3.15 外幣

於編製個別集團實體之財務報表時，倘交易之貨幣與實體之功能貨幣不同(外幣)，則以功能貨幣(即實體經營業務之主要經濟環境之貨幣)於交易日期之當時匯率入賬。於各報告期末，以外幣列值之貨幣項目按報告期末當時之匯率重新換算。以外幣列值並按歷史成本計量之非貨幣項目不會重新換算。

於結算貨幣項目及兌換貨幣項目所產生匯兌差額乃於產生期間確認為損益。按公平值以外幣列賬之非貨幣項目以釐定公平值日期之匯率兌換，並計入損益或其他全面收入(如適用)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.15 Foreign currencies (Continued)

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Company (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, 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 a separate component of equity (i.e. exchange reserve). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

Goodwill and fair value adjustments arising from the acquisition of a foreign operation on or after acquisition date are treated as assets and liabilities of the foreign operation and translated at the closing rate.

3.16 Financial instruments Financial assets

The Group's financial assets are classified as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade date, that is, the date that the Group commits to purchase or sell the asset. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

3. 編製基準及主要會計政策 (續)

3.15 外幣 (續)

就綜合財務報表呈報而言，本集團海外業務之資產及負債按本公司呈列貨幣(即港元)以報告期末當時之匯率換算，其收入與支出以本年度平均匯率換算，除非期間內匯率大幅波動，在此情況下，則應使用交易日期當時之匯率換算。所產生匯兌差額(如有)於其他全面收入確認，並在權益之獨立部分(即匯兌儲備)累計。該等匯兌差額於出售海外業務期間於損益確認。

收購海外業務於收購當日或之後產生之商譽及公平值調整被當作海外業務資產及負債處理，並按結算匯率換算。

3.16 金融工具 金融資產

本集團金融資產分類為按公平值計入損益之金融資產、貸款及應收款項以及可供出售金融資產。管理層視乎收購金融資產之目的，於初步確認時將其金融資產分類，並於許可及適當情況下，於各報告日期重新評估其分類。

所有金融資產僅在本集團訂立文據合約條文時方始確認，而日常買賣之金融資產乃於交易日期確認，即本集團承諾買賣資產之日期。金融資產初步確認時按公平值計量，而並非按公平值計入損益之投資，則加上直接應佔交易成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.16 Financial instruments (Continued)

Financial assets (Continued)

De-recognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

(i) *Financial assets at fair value through profit or loss*

These assets include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

3. 編製基準及主要會計政策 (續)

3.16 金融工具 (續)

金融資產 (續)

當收取投資現金流量之權利屆滿或擁有權及其絕大部分風險與回報已轉讓，金融資產予以剔除確認。

於各報告日期均須審閱金融資產，以評估有否出現減值客觀證據。倘存有任何該等證據，則按金融資產之分類釐定及確認減值虧損。

(i) *按公平值計入損益之金融資產*

該等資產包括持作買賣金融資產。倘購買金融資產之目的旨在於近期出售，則有關金融資產分類為持作買賣。衍生工具(包括單獨嵌入式衍生工具)亦分類為持作買賣，除非獲指定為有效對沖工具或金融擔保合約。

倘一份合約含有一份或以上嵌入式衍生工具，則整份混合合約可指定為按公平值計入損益之金融資產，惟嵌入式衍生工具並無導致現金流出現重大變動，或明確禁止分列嵌入式衍生工具則除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.16 Financial instruments (Continued)

Financial assets (Continued)

(i) *Financial assets at fair value through profit or loss (Continued)*

Financial assets may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; (ii) the assets are part of a group of financial assets which is managed and its performance evaluated on a fair value basis according to a documented management strategy; or (iii) the financial asset contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

(ii) *Loans and receivables*

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, loans and receivables are carried at amortised cost using the effective interest method, less any identified impairment losses.

3. 編製基準及主要會計政策 (續)

3.16 金融工具 (續)

金融資產 (續)

(i) *按公平值計入損益之金融資產 (續)*

倘符合以下條件，則可於初步確認時將金融資產指定為按公平值計入損益：(i) 該分類消除或大幅減少按不同基準計量資產或確認其盈虧所導致之不一致處理情況；(ii) 該等資產為根據明文規定之管理策略按公平值基準管理及評估表現之金融資產組別一部分；或 (iii) 金融資產包括須獨立列賬之嵌入式衍生工具。

於初步確認後，按公平值計入損益之金融資產將按公平值計量，其公平值變動於產生期間在損益確認。

(ii) *貸款及應收款項*

該等資產為並無於活躍市場上報價但具有固定或可釐定付款之非衍生金融資產。該等資產主要透過向客戶（應收款項債務人）提供貨品及服務時產生，亦包括其他種類之合約貨幣資產。於初步確認後，貸款及應收款項乃採用實際利息法按攤銷成本減任何已識別減值虧損列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.16 Financial instruments (Continued)

Financial assets (Continued)

(iii) *Available-for-sale financial assets*

These include non-derivative financial assets that do not qualify for inclusion in any of the other categories of financial assets.

All financial assets within this category are subsequently measured at fair value. Gain or loss arising from a change in the fair value excluding any dividend and interest income is recognised in other comprehensive income and accumulated separately in the available-for-sales investment revaluation reserve in equity, except for impairment losses (see the policy below) and foreign exchange gains and losses on monetary assets, until the financial asset is derecognised, at which time the cumulative gain or loss previously recognised in equity would be recycled to profit or loss. Interest calculated using the effective interest method is recognised in profit or loss. Upon disposal, the cumulative gain or loss previously recognised in equity is transferred to profit or loss.

For available-for-sale investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at the end of each reporting period subsequent to initial recognition.

3. 編製基準及主要會計政策 (續)

3.16 金融工具 (續)

金融資產 (續)

(iii) *可供出售金融資產*

不符合計入任何其他金融資產類別之非衍生金融資產，歸類為可供出售金融資產。

此類別內所有金融資產於其後按公平值計量。不包括任何股息及利息收入之來自公平值變動之盈虧，於其他全面收入確認，並單獨於權益之可供出售投資重估儲備累計，惟減值虧損(見下文載列之政策)及貨幣資產匯兌盈虧除外，直至金融資產剔除確認，屆時先前於權益確認之累計盈虧會撥往損益。以實際利息法計算之利息於損益確認。出售後，先前於權益確認之累計盈虧轉撥至損益。

在活躍市場上並無市場報價而公平值不能可靠計量之可供出售股本證券投資，以及與該等無報價股本工具掛鈎並須以交付該等無報價股本工具之方式結算之衍生工具，於初次確認後各報告期末乃以成本減任何可識別減值虧損計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.16 Financial instruments (Continued)

Financial assets (Continued)

(iv) Convertible bonds

The component parts of the convertible bonds are classified separately as debt component and conversion option.

At the date of subscription of convertible bonds, the fair value of the debt component and conversion option are recognised at fair value. In subsequent periods, the debt component of the convertible bonds is classified as available-for-sale investments and carried at fair value with change in fair value in other comprehensive income. The conversion option of the convertible bonds is classified as derivative financial instrument and measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the subscription of the convertible bonds are charged to profit or loss immediately.

3. 編製基準及主要會計政策 (續)

3.16 金融工具 (續)

金融資產 (續)

(iv) 可換股債券

可換股債券之組成部分獨立分類為債務部分及兌換權。

於認購可換股債券當日，債務部分及兌換權之公平值按公平值確認。於其後期間，可換股債券債務部分獲分類為可供出售投資並按公平值計息，其公平值變動於其他全面收入確認。可換股債券兌換權獲分類為衍生金融工具並按公平值計量，其公平值變動於損益確認。

有關認購可換股債券之交易成本即時於損益支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.16 Financial instruments (Continued)

Financial assets (Continued)

(v) 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 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 investment have been impacted. Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty; or
- it becoming probable that the borrower will enter bankruptcy or financial reorganisation.

3. 編製基準及主要會計政策 (續)

3.16 金融工具 (續)

金融資產 (續)

(v) 金融資產減值

金融資產(按公平值計入損益者除外)會於各報告期末進行評估,以確定有否減值跡象。倘有客觀證據顯示金融資產因一項或多項於初步確認金融資產後發生之事件而減值,則投資之估計未來現金流量會受到影響。客觀減值證據包括:

- 發行人或交易方面臨嚴重財政困難;
- 違反合約,例如未能支付或拖欠利息或本金;
- 因債務人財務困難而向債務人發出特別許可;或
- 借貸人極有可能破產或進行財務重組。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.16 Financial instruments (Continued)

Financial assets (Continued)

(v) *Impairment of financial assets (Continued)*

If any such evidence exists, any impairment loss is determined and recognised as follows:

For loans and other receivables carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate, where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

3. 編製基準及主要會計政策 (續)

3.16 金融工具 (續)

金融資產 (續)

(v) *金融資產減值 (續)*

倘存在任何該等證據，則會釐定及確認任何減值虧損如下：

就按攤銷成本列賬之貸款及其他應收款項而言，倘貼現影響重大，減值虧損按資產賬面值與以金融資產之原有實際利率貼現之估計未來現金流量現值間之差額計算。如按攤銷成本列賬之金融資產具備類似風險特徵，例如類似之逾期情況及並未單獨獲評估為減值，則有關評估會同時進行。金融資產之未來現金流量會根據與該組獲評估具有類似信貸風險特徵之資產之過往虧損情況共同評估減值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.16 Financial instruments (Continued)

Financial assets (Continued)

(v) Impairment of financial assets (Continued)

For available-for-sale financial assets, where a decline in the fair value constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognised in profit or loss. Any impairment losses on available-for-sale debt investments are subsequently reversed in profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade and other receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

3. 編製基準及主要會計政策 (續)

3.16 金融工具 (續)

金融資產 (續)

(v) 金融資產減值 (續)

就可供出售金融資產而言，當公平值下降構成減值之客觀證據，虧損金額將從權益中移除，並於損益內確認。如投資公平值增加客觀上能與確認減值虧損後發生之事件相關，則可供出售債務投資之減值虧損其後會於損益中撥回。

若於往後期間，減值虧損數額減少，而該減少可客觀地與在確認減值虧損後所發生之事件聯繫，則減值虧損會透過損益撥回。撥回減值虧損不應導致資產之賬面值超過倘於以往年度並無確認減值原應有之賬面值。

減值虧損乃從相應資產中直接撇銷，惟就被視為難以而非無法收回之應收賬款及其他應收款項確認之減值虧損除外。在此情況下，呆賬之減值虧損以撥備賬記錄。倘本集團相信能收回款項之機會不大，該被視為不可收回之金額會直接從應收賬款及其他應收款項中撇銷，而在撥備賬中就該債務保留之任何金額會獲撥回。倘先前計入撥備賬之款項在其後收回，則有關款項會於撥備賬撥回。撥備賬之其他變動及其後收回先前撇銷之款項均直接於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.16 Financial instruments (Continued)

Financial liabilities and equity instruments

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

- (i) *Borrowings and corporate bonds*
Borrowings and corporate bonds are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the terms of the borrowings.
- (ii) *Other financial liabilities*
Other financial liabilities including trade payables and other advances are subsequently measured at amortised cost, using the effective interest method.
- (iii) *Equity instruments*
Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

3. 編製基準及主要會計政策 (續)

3.16 金融工具 (續)

金融負債及股本工具

實體發行之金融負債及股本工具乃根據所訂立合約安排之性質與金融負債及股本工具之定義而分類。股本工具為證明於本集團經扣除其所有負債後之資產中所剩餘權益之任何合約。本集團就指定金融負債及股本工具採納之會計政策載列如下。

- (i) *借貸及公司債券*
借貸及公司債券其後以實際利息法按攤銷成本計量。所得款項(扣除交易成本)與償還或贖回借貸兩者間之差額將按借貸年期確認。
- (ii) *其他金融負債*
其他金融負債包括貿易應付賬項及其他墊款，其後採用實際利息法以攤銷成本計量。
- (iii) *股本工具*
本公司發行之股本工具乃按已收所得款項(扣除直接發行成本)入賬。

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.16 Financial instruments (Continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

Derecognition

The Group derecognises a financial asset when the contractual right to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39. On derecognition of a financial asset, 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 previously recognised in other comprehensive income is recognised in profit or loss.

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

3. 編製基準及主要會計政策 (續)

3.16 金融工具 (續)

實際利息法

實際利息法乃計算金融資產或金融負債之攤銷成本及於有關期間內攤分利息收入或開支之方法。實際利率乃按金融資產或負債預計年期或(視適用情況而定)較短期間之實際貼現估計日後所收取或支付現金之比率。

剔除確認

當與金融資產相關之未來現金流量合約權利屆滿，或當金融資產已經按照符合香港會計準則第39號剔除確認之條件轉讓，則本集團剔除確認該項金融資產。於剔除確認金融資產時，資產賬面值與已收及應收代價及先前已於其他全面收入確認之累計盈虧總和兩者間之差額於損益確認。

金融負債於有關合約訂明之責任已解除、取消或屆滿時剔除確認。剔除確認之金融負債賬面值與已付或應付代價兩者間之差額於損益確認。

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.17 Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

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 economic benefits is remote. Possible obligations, the existence of which 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.

3.18 Share-based payment transactions Share options granted to employees of the Group and others providing similar services

The fair value of share options has been recognised in the profit or loss as share-based payments.

The fair value of services received is determined by reference to the fair value of share options granted at the grant date is expensed in full when the equity instruments granted vest immediately unless the compensation qualifies for recognition as an asset with a corresponding increase in share option reserve.

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

3. 編製基準及主要會計政策 (續)

3.17 撥備及或然負債

因過去某一事件以致本集團出現可能導致可合理估計之經濟利益流出之法律或推定責任時，就時間或金額不明確之負債確認撥備。

倘若經濟利益不大可能需要流出，或倘若有關金額不能可靠估計時，則有關責任將獲披露為或然負債，除非經濟利益流出之可能性極微。潛在責任（其存在僅由一項或多項未來事件之出現與否確定）亦披露為或然負債，除非經濟利益流出之可能性極微。

3.18 股份付款交易

授予本集團僱員及提供類似服務之其他人士之購股權
購股權之公平值已於損益確認為股份付款。

所獲服務之公平值乃經參考已授出購股權於授出日期之公平值後釐定，並於所授出股本工具即時歸屬時悉數支銷，除非有關補償符合資格確認為資產且購股權儲備相應增加。

購股權獲行使時，先前於購股權儲備中確認之款項將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於到期日仍未獲行使，則先前於購股權儲備中確認之款項將撥入累計虧損。

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3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.19 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

3.20 Employee benefits

Short-term employee benefits

Salaries, annual bonuses, paid annual leaves and other allowances are accrued in the year in which the associated services are rendered by employees.

Defined contribution pension obligations

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

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of its payroll costs to the central pension scheme. The Scheme is responsible for the entire pension obligations payable to the retired employees and the Group has no further obligations for the actual pension payments or other post-retirement benefits beyond the employer contributions. Contributions under the Scheme are charged to profit or loss as they become payable in accordance with the rules of the PRC.

3. 編製基準及主要會計政策 (續)

3.19 現金及現金等值項目

現金及現金等值項目包括手頭現金及銀行活期存款，以及原定到期日為三個月或以下並隨時可轉換為已知數額現金且價值變動風險不大之其他短期高度流通投資。

3.20 僱員福利

短期僱員福利

薪金、年度花紅、有薪年假及其他津貼乃於僱員提供相關服務之年內確認。

定額供款退休金責任

本集團根據強制性公積金計劃條例設有定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款按僱員基本薪金一定百分比作出，於根據強積金計劃規則應付時在損益扣除。強積金計劃資產與本集團資產分開，由獨立管理基金持有。本集團之僱主供款於向強積金計劃作出時歸僱員所有。

本集團於中國經營業務之附屬公司之僱員須參與由地方市政府管理之中央退休計劃。該等附屬公司須按工資若干百分比向中央退休計劃供款。計劃承擔向已退休僱員支付全部退休金之責任，除僱主供款外，本集團毋須就實際退休款項或其他退休後福利負上任何責任。計劃供款於根據中國法規應付時在損益扣除。

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3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.21 Related parties

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

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

An entity is related to the Group if any of the following conditions apply:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.

3. 編製基準及主要會計政策 (續)

3.21 有關連人士

倘下列情況適用，該名人士或該名人士之近親即被視為與本集團有關連：

- (i) 對本集團有控制權或共同控制權；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本公司母公司主要管理人員。

倘任何下列情況適用，該實體即被視為與本集團有關連：

- (i) 該實體及本集團屬同一集團之成員（即各母公司、附屬公司及同系附屬公司互相關連）。
- (ii) 一實體為另一實體之聯繫人士或合營企業（或為某一集團之成員之聯繫人士或合營企業，而該另一實體為此集團之成員）。
- (iii) 兩個實體皆為相同第三方之合營企業。
- (iv) 一實體為第三方實體之合營企業及另一實體為第三方實體之聯繫人士。
- (v) 該實體為本集團或與本集團有關連之實體之僱員福利而設之離職後福利計劃。

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3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.21 Related parties (Continued)

- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

3.22 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

3. 編製基準及主要會計政策 (續)

3.21 有關連人士 (續)

- (vi) 該實體受(a)項所識別人士控制或共同控制。
- (vii) 於(a)(i)項所識別人士對實體有重大影響力，或是實體(或實體之母公司)高級管理人員。
- (viii) 實體或實體作為集團任何成員公司其中一部分向本集團或本集團母公司提供主要管理人員服務。

任何人士之近親為可能預期於與該實體之交易中影響該名人士或受該名人士影響之家族成員，包括：

- (i) 該名人士之子女及配偶或同居伴侶；
- (ii) 該名人士之配偶或同居伴侶之子女；及
- (iii) 該名人士或其配偶或同居伴侶之受養人。

3.22 股本

普通股分類為權益。股本採用已發行股份之面值釐定。

任何有關發行股份之交易成本自股份溢價(扣除任何相關所得稅利益)扣減，惟以該權益交易應佔遞增成本為限。

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3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.23 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major businesses.

The Group has identified the following reportable segments: (i) manufacturing and trading of electric cycles; (ii) trading and distribution of liquor and wine; (iii) provision of money lending services; and (iv) investments in listed securities.

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- expenses related to share-based payments
- finance costs
- convertible bonds interests
- change in the fair value of derivative financial instruments
- corporate income and expenses which are not directly attributable to the business activities of any operating segment

are not included in arriving at the operating results of the operating segment.

3. 編製基準及主要會計政策 (續)

3.23 分類報告

本集團根據定期向執行董事呈報之內部財務資料確定其經營分類及編製分類資料，該等財務資料乃供主要營運決策者決定分配資源至本集團各業務環節及檢討該等業務環節之表現。向執行董事報告之內部財務資料按本集團主要業務釐定業務環節。

本集團已確定以下可報告分類：(i) 電動自行車製造及買賣；(ii) 酒類產品買賣及分銷；(iii) 提供借貸服務；及(iv) 上市證券投資。

由於各產品及服務類別所需資源以及市場方針不同，各經營分類獨立管理。

本集團根據香港財務報告準則第8號就報告分類業績所用計量政策與根據香港財務報告準則編製財務報表所用者相同，惟以下項目：

- 有關股份付款之開支
- 融資成本
- 可換股債券利息
- 衍生金融工具公平值變動
- 並非直接計入任何經營分類業務活動之公司收入及開支

在計算經營分類之經營業績時，並無包括在內。

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3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.23 Segment reporting (Continued)

Segment assets include all assets but available-for-sale investments and derivative financial instrument. In addition, corporate assets and bank balances and cash which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities include all liabilities but tax payable, deferred tax liabilities and corporate bonds. In addition, corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment.

No asymmetrical allocations have been applied to reportable segments.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes judgements, estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

3. 編製基準及主要會計政策 (續)

3.23 分類報告 (續)

分類資產包括所有資產，惟可供出售投資及衍生金融工具除外。此外，並非直接計入任何經營分類業務活動之公司資產以及銀行結餘及現金不會分配至分類，主要應用於本集團總部。

分類負債包括所有負債，惟應付稅項、遞延稅項負債及公司債券除外。此外，並非直接計入任何經營分類業務活動之公司負債不會分配至分類。

並無就可報告分類作出不均分配。

4. 重要會計估計及判斷

估計及判斷乃根據過往經驗及其他因素(包括相信在當時情況下合理發生之預期未來事件)作出持續評估。

本集團作出多項有關未來之判斷、估計及假設。定義上，所得會計估計與實際結果甚少相同。下文詳述有極大風險導致對下一個財政年度之資產及負債賬面值作出重大調整之判斷、估計及假設。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

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 manufacturing and selling products of similar nature. It could change significantly as a result of competitors' actions in response to severe industry cycles. Management reassess the estimations at the end of each reporting period.

Depreciation of property, plant and equipment

Property, plant and equipment is depreciated on either a straight-line basis or unit of production method where appropriate over their estimated useful lives, after taking into account the estimated residual values, if any. The Group reviews the estimated useful lives, depreciation method and the estimated residual values, if any, of the assets at least at the end of each reporting period in order to determine the amount of depreciation expense to be recorded during any reporting period. The depreciation method, useful lives and residual values are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

Income taxes

The Group is subject to income taxes in Hong Kong and PRC. The Group carefully evaluates tax implications of transactions in accordance with prevailing tax regulations and makes tax provision accordingly. However, judgement is required in determining the Group's provision for income taxes as there are many transactions and calculations of which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

4. 重要會計估計及判斷(續)

存貨之可變現淨值

存貨之可變現淨值乃於日常業務過程中之估計售價減估計完成所需成本及銷售開支。此等估計乃按照現時市況以及製造及銷售類似性質產品之過往經驗作出，並會因應競爭對手於嚴峻之行業週期所作行動而有重大變動。管理層於各報告期末重新評估有關估計。

物業、廠房及設備折舊

物業、廠房及設備均按其估計可使用年期並經計及其估計剩餘價值(如有)，採用直線法或生產單位法(如適用)進行折舊。本集團至少於各報告期末就資產之估計可使用年期、折舊方法及估計剩餘價值(如有)進行檢討，以釐定任何報告期間將予入賬之折舊開支款額。折舊方法、可使用年期及剩餘價值乃按照本集團於類似資產之過往經驗並經計及預期技術變動後釐定。倘過往之估計出現重大變動，則須對未來期間之折舊開支作出調整。

所得稅

本集團須繳納香港及中國之所得稅。本集團會根據現行稅務規例審慎評估交易之稅務影響，並作出相應之稅項撥備。然而，由於日常業務過程中有眾多交易，而其最終稅項未能確實釐定，故於釐定本集團就所得稅作出之撥備時須作出判斷。倘該等事宜之最終稅務結果與最初記錄者不同，有關差額將對釐定撥備期間之所得稅及遞延稅項撥備造成影響。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Estimated impairment of trade receivables, loans receivable and other receivables

Impairment loss on receivables of the Group is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. Allowances for impairment are determined by management of the Group based on the repayment history of its debtors and the current market conditions. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the receivable is impaired. Management reassesses the amount of impairment allowances of receivables, if any, at each reporting date.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating units to which goodwill has been allocated. The calculation of the fair value less costs of disposal is based on available data in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. Details of impairment assessment are set out in note 16 to the consolidated financial statements.

4. 重要會計估計及判斷(續)

貿易應收賬項、應收貸款及其他應收款項之估計減值

倘有客觀證據證明本集團將不能按應收款項之原有條款收回全部款項，則就本集團應收款項確立減值虧損。減值撥備由本集團管理層按債務人還款記錄及現行市況釐定。債務人出現嚴重財政困難、債務人可能破產或進行財務重組以及拖欠或未能償還款項，均被視為應收款項出現減值之跡象。管理層於各報告日期重新評估應收款項之減值撥備金額(如有)。

商譽減值

釐定商譽有否減值須估計獲分配商譽之現金產生單位之可收回金額。公平值減銷售成本乃以可取得之類似資產公平交易數據，或可觀察市場價格減出售資產所增加之成本計算。計算使用價值時，管理層必須估算資產或現金產生單位之估計未來現金流量，並選用適當之貼現率，以計算該等現金流量之現值。減值評估之詳情載於綜合財務報表附註16。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Intangible assets with indefinite useful life are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Amortisation of intangible assets

The Group determines the estimated useful lives and related amortisation for the Group's intangible assets. The useful lives of intangible assets are assessed to be either finite or indefinite, based on the expected usage and technical obsolescence from the changes in the market demands or services output from the assets. Intangible assets with finite useful lives are amortised over the expected useful economic lives and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method for the intangible assets with finite useful lives are reviewed by the management at least at the end of each reporting period.

4. 重要會計估計及判斷(續)

非金融資產(商譽除外)減值

本集團於各報告期末評估所有非金融資產有否出現任何減值跡象。具無限可使用年期之無形資產每年及於出現跡象時測試減值，而其他非金融資產則於有跡象顯示可能無法收回賬面值時測試減值。倘資產或現金產生單位之賬面值高於其可收回金額(即公平值減出售成本與使用價值兩者之較高者)，即表示出現減值。公平值減銷售成本乃以可取得之類似資產公平交易數據，或可觀察市場價格減出售資產所增加之成本計算。計算使用價值時，管理層必須估算資產或現金產生單位之估計未來現金流量，並選用適當之貼現率，以計算該等現金流量之現值。

無形資產攤銷

本集團就其無形資產釐定估計可使用年期及相關攤銷。無形資產之可使用年期按市場需求變動或資產輸出服務之預期用途及技術陳舊程度為基準而評估為有限或無限。具有有限可使用年期之無形資產隨預期可使用經濟年期攤銷，並於有跡象顯示無形資產可能已減值時進行減值測試。具有有限可使用年期之無形資產之攤銷期及攤銷方法至少於各報告期末由管理層審閱。

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綜合財務報表附註

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Valuation of share options granted

The fair value of share options granted was calculated using Black-Scholes valuation model based on the Group management's significant inputs into calculation including an estimated life of share options granted to be five years, based on exercise restrictions and behavioural consideration, the volatility of share price, weighted average share prices and exercise price of the share options granted. Furthermore, the calculation assumes no future dividends.

Fair value measurement

Certain of the Group's assets and liabilities included in the consolidated financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the "fair value hierarchy"):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

4. 重要會計估計及判斷(續)

已授出購股權估值

已授出購股權之公平值乃按柏力克—舒爾斯估值模式計算，並按本集團管理層於計算時之重大輸入數據(包括授出購股權之五年估計年期)，以行使限制及行動代價、股價波幅、加權平均股價及已授出購股權之行使價計算。此外，有關計算假設並無未來股息。

公平值計量

綜合財務報表內本集團若干資產及負債須按公平值計量及／或作出公平值披露。

本集團金融資產及負債之公平值計量盡可能利用市場可觀察輸入資料及數據。釐定公平值計量採用之輸入數據分類為不同層級，基準為於估值方法中所用輸入數據之可觀察程度(「公平值等級」)：

- 第1級：相同項目於活躍市場之報價(未經調整)；
- 第2級：除第1級輸入數據外，可直接或間接觀察輸入數據；
- 第3級：不可觀察輸入數據(即並非從市場數據中得出之數據)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures the following items at fair value:

- Available-for-sale investments (note 18)
- Derivative financial instrument (note 19)
- Financial assets at fair value through profit or loss (note 22)

For more detailed information in relation to the fair value measurement of the items above, please refer to note 5(b).

5. FINANCIAL RISK MANAGEMENT

(a) Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, derivative financial instrument, trade receivables, other receivables, loans receivable, financial assets at fair value through profit or loss, deposits, bank balances and cash, trade payables, other advances, borrowings and corporate bonds.

The main risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

4. 重要會計估計及判斷(續)

將項目分類為上述層級乃以所用輸入數據對該項目公平值計量影響重大之最低層級決定。於各層級之間轉撥項目乃於產生期間確認。

本集團按公平值計量以下項目：

- 可供出售投資(附註18)
- 衍生金融工具(附註19)
- 按公平值計入損益之金融資產(附註22)

上述各項目公平值計量之進一步詳情，請參閱附註5(b)。

5. 財務風險管理

(a) 財務風險管理目標及政策

本集團之主要金融工具包括可供出售投資、衍生金融工具、貿易應收賬項、其他應收款項、應收貸款、按公平值計入損益之金融資產、存款、銀行結餘及現金、貿易應付賬項、其他墊款、借貸及公司債券。

該等金融工具所附帶主要風險及減輕該等風險之政策載於下文。本集團管理及監察該等風險，旨在確保適時及有效地採取適當措施。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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5. FINANCIAL RISK MANAGEMENT

(Continued)

(a) Financial risk management objectives and policies (Continued)

Foreign currency risk

The Group mainly operates in Hong Kong and the PRC with most of the transactions denominated and settled in HK\$ and Renminbi ("RMB"), which are the functional currencies of respective group companies. The Group's exposure to foreign currency risk primarily arise from certain financial instruments which are denominated in USD, which are currencies other than the functional currency. The following table summarises the Group's major financial assets denominated in USD other than the functional currencies of the respective group companies:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Denominated in USD	以美元列值		
Available-for-sale investments	可供出售投資	6,445	—
Bank balances and cash	銀行結餘及現金	2,240	12,827

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting date. In this respect, it is assumed that the pegged rate between the HK\$ and the USD would be materially unaffected by any changes in movement in value of the USD against other currencies. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the group entities' loss for the year and equity measured in the respective functional currencies, translated into HK\$ at the exchange rate ruling at the end of reporting period for presentation purposes.

The Group currently does not have a foreign currency hedging policy.

5. 財務風險管理(續)

(a) 財務風險管理目標及政策(續)

外幣風險

本集團主要於香港及中國經營業務，大部分交易以各集團公司之功能貨幣港元及人民幣(「人民幣」)列值及結算。本集團主要就若干以美元列值之金融工具面對外幣風險，而美元並非功能貨幣。下表概述本集團以有關集團公司各自功能貨幣以外美元列值之主要金融資產：

列出之變動指管理層對匯率於期內直至下一年度報告日期合理可能變動之評估。就此而言，港元與美元之聯繫匯率假設不會很大程度地受美元兌其他貨幣之任何價值變動所影響。上表呈列之分析結果總結各集團實體以相關功能貨幣計量之年內虧損及權益，就呈列目的按報告期末之適用匯率換算為港元之影響。

本集團目前並無外幣對沖政策。

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT

(Continued)

(a) Financial risk management objectives and policies (Continued)

Credit risk

In order to minimise credit risk, the Group has policies in place for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debtor at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the credit risk is significantly reduced.

The Group has concentration risk on trade receivables and loans receivable.

At the end of reporting period, the Group has concentration of credit risk as HK\$15,000 (2015: HK\$14,947,000) and HK\$24,000 (2015: HK\$44,313,000) of total trade receivables due from the Group's largest trade debtor and the two (2015: five) largest trade debtors respectively.

The Group also has concentration of credit risk as HK\$31,785,000 (2015: HK\$102,000,000) and HK\$70,133,000 (2015: HK\$200,164,000) of total loans receivable due from the Group's largest borrower and the four (2015: five) largest borrowers respectively.

To monitor the credit risk exposure, the management of the Group has reviewed the recoverability of each debtor and borrower periodically.

The credit risk on bank balances is limited because the counterparts are banks with high credit-ratings or with good reputation.

5. 財務風險管理 (續)

(a) 財務風險管理目標及政策 (續)

信貸風險

為盡量減低信貸風險，本集團已制定政策釐定信貸限額、信貸批核及其他監控程序，以確保採取跟進行動收回逾期債項。此外，於各報告期末，本集團評估各個別應收賬項之可收回金額，確保已就不可收回金額作出足夠減值虧損。就此，本公司各董事認為信貸風險已大幅減低。

本集團之貿易應收賬項及應收貸款有集中風險。

於報告期末，本集團有集中信貸風險，此乃由於本集團最大貿易債務人及兩(二零一五年：五)大貿易債務人結欠貿易應收賬項總額分別15,000港元(二零一五年：14,947,000港元)及24,000港元(二零一五年：44,313,000港元)。

本集團亦有集中信貸風險，此乃由於本集團最大借貸人及四(二零一五年：五)大借貸人結欠應收貸款總額分別31,785,000港元(二零一五年：102,000,000港元)及70,133,000港元(二零一五年：200,164,000港元)。

為監察信貸風險，本集團管理層已定期審閱各債務人及借貸人之可收回程度。

由於交易對方為高度信貸評級或信譽良好之銀行，故銀行結餘之信貸風險有限。

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5. FINANCIAL RISK MANAGEMENT

(Continued)

(a) Financial risk management objectives and policies (Continued)

Interest rate risk

The Group's interest rate risk arises primarily from bank balance and borrowing. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank balance and borrowing with a floating interest rate. Management closely monitors cash flow interest rate risk and will consider hedging significant interest rate exposure should the need arise.

As at 30 June 2016, 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)/profit for the year and the accumulated losses by approximately HK\$608,000 respectively.

As at 30 June 2015, it is estimated that a general increase/(decrease) of 100 basis points in interest rates, with all other variables held constant, would increase/(decrease) the Group's profit/(loss) for the year and (decrease)/increase the accumulated losses by approximately HK\$1,499,000 respectively.

The sensitivity analysis above was determined assuming that the change in interest rates had occurred at the reporting date and had been applied to the exposure to interest rate risk for both derivative and non-derivative financial instruments in existence at that date. The 100 basis points increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date. The analysis was performed on the same basis for 2015.

5. 財務風險管理 (續)

(a) 財務風險管理目標及政策 (續)

利率風險

本集團之利率風險主要源自銀行結餘及借貸。本集團所承擔市場利率變動風險主要與本集團浮息銀行結餘及借貸有關。管理層密切監察現金流量利率風險，並將於有需要時考慮對沖重大利率風險。

於二零一六年六月三十日，倘利率整體上升/(下降)100個基點，而所有其他可變因素維持不變，估計本集團之年內(虧損)/溢利及累計虧損將分別(減少)/增加約608,000港元。

於二零一五年六月三十日，倘利率整體上升/(下降)100個基點，而所有其他可變因素維持不變，估計本集團之年內溢利/(虧損)及累計虧損將分別增加/(減少)及(減少)/增加約1,499,000港元。

上述敏感度分析乃假設利率於報告日期發生變動，且已計入於當日存在之衍生及非衍生金融工具利率風險後作出。增加或減少100個基點為管理層對截至下一個年度報告日期止期間利率可能出現之合理變動所作評估。有關分析乃按與二零一五年相同之基準進行。

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT

(Continued)

(a) Financial risk management objectives and policies (Continued)

Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the end of reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, or if floating, based on rates current at the end of reporting period) and the earliest date the Group can be required to pay.

5. 財務風險管理 (續)

(a) 財務風險管理目標及政策 (續)

流動資金風險

本集團內各個別經營實體須負責其本身之現金管理，當中包括籌措貸款以應付預期現金需要，倘借貸高於若干預定授權水平時均須由本公司董事會批准。本集團之政策為定期監察其流動資金需求及遵守借貸契諾，以確保其維持充足現金儲備，並獲主要財務機構提供充足融資額之承諾，以應付長短期之流動資金需要。

下表載列本集團非衍生金融負債於報告期末之餘下合約到期日詳情，乃按照已訂約未貼現現金流量（包括採用已訂約利率或（如為浮動利率）於報告期末之現行利率計算之利息支出）及本集團可能須付款之最早日期計算。

		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years
		賬面值	已訂約未貼現金流量總額	一年內或按要要求	多於一年但少於兩年	多於兩年但少於五年	多於五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
2016	二零一六年						
Borrowing	借貸	1,558	1,683	1,683	-	-	-
Trade payables and accruals	貿易應付賬項及應計費用	16,570	16,570	16,570	-	-	-
Corporate bonds	公司債券	182,821	196,300	81,450	114,850	-	-
		200,949	214,553	99,703	114,850	-	-
2015	二零一五年						
Trade payables and accruals	貿易應付賬項及應計費用	17,551	17,551	17,551	-	-	-
Corporate bonds	公司債券	179,704	202,750	7,650	80,650	114,450	-
		197,255	220,301	25,201	80,650	114,450	-

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綜合財務報表附註

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5. FINANCIAL RISK MANAGEMENT

(Continued)

(a) Financial risk management objectives and policies (Continued)

Price risk

The Group was exposed to equity price changes arising from financial assets at fair value through profit or loss.

The Group's listed investments are listed on the Stock Exchange. Decisions to buy and sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the Index and other industry indicators, as well as the Group's liquidity needs.

The Group was also exposed to equity price risk arising from changes in the Company's own share price to the extent that the Company's own equity instruments underlie the fair values of contingent share consideration payable of the Group.

Sensitivity analysis

As at 30 June 2016, it is estimated that a general increase/(decrease) of 10% in equity price, with all other variables held constant, would (decrease)/increase the Group's (loss)/profit for the year and the accumulated losses by approximately HK\$10,453,000 respectively.

As at 30 June 2015, it is estimated that a general increase/(decrease) of 10% in equity price, with all other variables held constant, would increase/(decrease) the Group's profit/(loss) for the year and (decrease)/increase the accumulated losses by approximately HK\$21,552,000 respectively.

The sensitivity analysis on equity price risk includes the Group's financial instruments, which fair value or future cash flows will fluctuate because of changes in their corresponding or underlying asset's equity price. The 10% increase or decrease represents management's assessment of a reasonably possible change in equity price over the period until the end of next reporting period. The analysis is performed on the same basis for 2015.

5. 財務風險管理(續)

(a) 財務風險管理目標及政策(續)

價格風險

本集團須面對來自按公平值計入損益之金融資產之股價變動風險。

本集團之上市投資均在聯交所上市。交易證券乃根據每日監察個別證券相對有關指數及其他行業指標之表現，以及本集團之流動資金需要而決定買入及沽出。

倘本集團之應付或然股份代價公平值建基於本公司本身之股本工具，則本集團亦因本公司本身之股價變動而承受股價風險。

敏感度分析

於二零一六年六月三十日，倘股價整體上升/(下降)10%，而所有其他可變因素維持不變，估計本集團之年內(虧損)/溢利及累計虧損將分別(減少)/增加約10,453,000港元。

於二零一五年六月三十日，倘股價整體上升/(下降)10%，而所有其他可變因素維持不變，估計本集團之年內溢利/(虧損)及累計虧損將分別增加/(減少)及(減少)/增加約21,552,000港元。

股價風險之敏感度分析包括本集團之金融工具，其公平值或未來現金流量會因其相應或相關資產之股價改變而出現波動。增加或減少10%為管理層對截至下一個報告期末止期間股價可能出現之合理變動所作評估。有關分析乃按與二零一五年相同之基準進行。

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Fair Value

The fair values of the Group's financial assets and financial liabilities are determined as follows:

- The fair value of listed securities is determined with reference to quoted market prices;
- The fair value of debt component of the convertible bonds is determined by the directors of the Company with reference to the valuation performed by Grant Sherman Appraisal Limited ("Grant Sherman"), an independent professional qualified valuer and a member of The Hong Kong Institute of Surveyor, by the discounting cash flow method;
- The fair value of unlisted private fund is determined by the directors of the Company with reference to the fair value, which is directly determined by the observable market data, in the investment portfolio statements provided by the fund administrator;
- The fair value of contingent share consideration payable is determined by the directors of the Company with reference to the valuation performed by Grant Sherman, by reference to the adjusted number of convertible preference shares to be released to the vendor and the closing share price of the Company at the end of each reporting period;

5. 財務風險管理 (續)

(b) 公平值

本集團金融資產及金融負債之公平值釐定如下：

- 上市證券之公平值乃參考市場報價而釐定；
- 可換股債券債務部分之公平值乃由本公司董事經參考獨立專業合資格估值師兼香港測量師學會會員中證評估有限公司(「中證」)採用貼現現金流量法所作估值釐定；
- 非上市私人基金之公平值乃由本公司董事經參考於基金管理人所提供投資組合報告以可觀察市場數據直接釐定之公平值釐定；
- 應付或然股份代價公平值乃由本公司董事釐定，並經參考中證參照賣方將獲發放之可換股優先股經調整數目及本公司股份於各報告期末之收市價所作估值；

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綜合財務報表附註

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5. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Fair Value (Continued)

- The fair value of conversion option of the convertible bonds is determined by the directors of the Company with reference to the valuation performed by Grant Sherman by using valuation techniques such as binomial option pricing model. This valuation technique maximise the use of observable market data where it is available for all significant inputs and reply as little as possible on entity specific estimates; and
- The fair value of compensation from profit guarantee is determined by the directors of the Company with reference to the actual financial result of Delta Prestige Holdings Limited and its subsidiaries (the "Delta Prestige Group") for the year ended 30 June 2016.

HKFRS 7 requires disclosure for financial instruments that are measured at fair value by level of the following fair value measurement hierarchy:

- | | |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Level 1
第1級 | — Quoted price (unadjusted) in active markets for identical assets or liabilities.
相同資產或負債於活躍市場之報價(未經調整)。 |
| Level 2
第2級 | — Inputs other than quoted price included within Level 1 that are observable for the assets or liabilities, either directly or indirectly.
除第1級包括之報價外，可直接或間接觀察之資產或負債輸入數據。 |
| Level 3
第3級 | — Inputs for the asset or liability that are not based on observable market data.
並非根據可觀察市場數據計算之資產或負債輸入數據。 |

5. 財務風險管理(續)

(b) 公平值(續)

- 可換股債券兌換權之公平值乃由本公司董事經參考中證採用二項期權定價模型等估值技術所作估值釐定。該估值技術就所有重大輸入數據盡量利用可觀察市場數據，並盡可能減低對實體特定估計的依賴；及
- 溢利保證補償之公平值乃由本公司董事經參考德泰匯信控股有限公司及其附屬公司(「德泰匯信集團」)截至二零一六年六月三十日止年度之實際財務業績釐定。

香港財務報告準則第7號規定，須按以下公平值計量等級分級披露按公平值計量之金融工具：

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Fair value (Continued)

		Level 1	Level 2	Level 3	Total
		第1級	第2級	第3級	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 30 June 2016	於二零一六年六月三十日				
Assets	資產				
Listed securities designated at fair value through profit or loss	指定為按公平值計入損益之上市證券	104,526	-	-	104,526
Compensation from profit guarantee	溢利保證補償	-	-	100,000	100,000
Available-for-sale investments	可供出售投資	-	6,445	256,226	262,671
Derivatives financial instrument	衍生金融工具	-	-	215,426	215,426
		104,526	6,445	571,652	682,623
At 30 June 2015	於二零一五年六月三十日				
Assets	資產				
Listed securities designated at fair value through profit or loss	指定為按公平值計入損益之上市證券	215,519	-	-	215,519

The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting periods. There were no significant transfers of financial assets and liabilities between Level 1, Level 2 and Level 3 fair value hierarchy classifications.

計量公平值所用方法及估值技術與過往報告期間相同。第1級、第2級與第3級公平值層級分類之間並無金融資產及負債之重大轉撥。

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Fair value (Continued)

The fair value of the contingent share consideration payable is Level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balances are provided as below.

5. 財務風險管理 (續)

(b) 公平值 (續)

應付或然股份代價公平值屬第3級經常性公平值計量。下文載列期初及期終公平值結餘對賬。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Opening balance (Level 3 recurring fair value)	期初結餘 (第3級經常性公平值)	–	10,575
Change in fair value recognised in profit or loss during the year	年內於損益確認之公平值變動	–	(10,575)
Closing balance (Level 3 recurring fair value)	期終結餘 (第3級經常性公平值)	–	–

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Fair value (Continued)

Contingent share consideration payable represented the fair value of convertible preference shares to be released to the vendor at the end of reporting period for the business combination. Pursuance to the acquisition agreements, if the total net profit of the acquired group fails to meet the sum of RMB300,000,000 for the three years ending 31 December 2015 (the "Profit Target"), the number of convertible preference shares to be released to the vendor shall be adjusted by a pre-defined formula as specified in the acquisition agreements. The pre-defined formula is as follow:

$$\begin{array}{l} \text{Adjusted number} \\ \text{of convertible} \\ \text{preference shares} \end{array} = \frac{\text{Actual} \\ \text{total net profits}}{\text{RMB300,000,000}} \times 1,238,095,238$$

For the year ended 30 June 2015, a supplement agreement between the Group and the vendor was entered to terminate the existing cooperation relationship. As such, the directors of the Company are of the opinion that no convertible preference shares would be issued to the vendor. The directors of the Company are of the opinion that the Profit Target would not be achieved by the acquired group in the remaining period. The fair value gain of contingent share consideration payable amounting to HK\$10,575,000 has been recognised in the consolidated statement of comprehensive income for the year ended 30 June 2015.

5. 財務風險管理 (續)

(b) 公平值 (續)

應付或然股份代價指就業務合併於報告期末賣方將獲發放之可換股優先股之公平值。根據收購協議，倘所收購集團未能於截至二零一五年十二月三十一日止三個年度達到純利總額合共人民幣300,000,000元(「溢利目標」)，賣方將獲發放可換股優先股數目將按收購協議訂明之預定公式作出調整。預定公式如下：

$$\begin{array}{l} \text{可換股優先股} \\ \text{經調整數目} \end{array} = \frac{\text{實際純利總額}}{\text{人民幣300,000,000元}} \times 1,238,095,238$$

截至二零一五年六月三十日止年度，本集團與賣方訂立補充協議，以終止現有合作關係。因此，本公司董事認為概無可換股優先股將發行予賣方。本公司董事認為，所收購集團於餘下期間將不會達到溢利目標。截至二零一五年六月三十日止年度應付或然股份代價之公平值收益10,575,000港元已於綜合全面收益表內確認。

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Fair value (Continued)

The fair value of the conversion option of the convertible bonds is Level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balances are provided as below.

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Opening balance (Level 3 recurring fair value)	期初結餘(第3級經常性公平值)	-	-
Subscription of convertible bonds	認購可換股債券	165,590	-
Change in fair value recognised in profit or loss during the year	年內於損益確認之公平值變動	49,836	-
Closing balance (Level 3 recurring fair value)	期終結餘(第3級經常性公平值)	215,426	-

The key significant unobservable inputs to determine the fair value of the conversion option of the convertible bonds are the fair value of shares of Integrated Capital Investments Limited ("Integrated Capital") and expected volatility. An increase in the fair value of shares of Integrated Capital and expected volatility would result in an increase in the fair value measurement of the conversion option of the convertible bonds, and vice versa.

5. 財務風險管理(續)

(b) 公平值(續)

可換股債券兌換權之公平值屬第3級經常性公平值計量。下文載列期初及期終公平值結餘對賬。

釐定可換股債券兌換權之公平值之主要重大不可觀察輸入數據為 Integrated Capital Investments Limited (「Integrated Capital」) 股份之公平值及預期波幅。Integrated Capital 股份之公平值及預期波幅上升將令可換股債券兌換權之公平值計量有所增加，反之亦然。

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Fair value (Continued)

The fair value of the debt component of the convertible bonds is Level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balances are provided as below.

5. 財務風險管理 (續)

(b) 公平值 (續)

可換股債券債務部分之公平值屬第3級經常性公平值計量。下文載列期初及期終公平值結餘對賬。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Opening balance (Level 3 recurring fair value)	期初結餘 (第3級經常性公平值)	-	-
Subscription of convertible bonds	認購可換股債券	222,410	-
Change in fair value recognised in other comprehensive income during the year	年內於其他全面收入確認之公平值變動	33,816	-
Closing balance (Level 3 recurring fair value)	期終結餘 (第3級經常性公平值)	256,226	-

The key significant unobservable inputs to determine the fair value of the debt component of the convertible bonds is the discount rate. An increase in the discount rate would result in a decrease in the fair value measurement of the debt component of the convertible bonds, and vice versa.

釐定可換股債券債務部分之公平值之主要重大不可觀察輸入數據為貼現率。貼現率上升將令可換股債券債務部分之公平值計量有所減少，反之亦然。

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Fair value (Continued)

The fair value of compensation from profit guarantee is a Level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balances are provided as below.

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Opening balance (Level 3 recurring fair value)	期初結餘(第3級經常性公平值)	-	-
Change in fair value recognised in profit or loss during the year	年內於損益確認之公平值變動	100,000	-
Closing balance (Level 3 recurring fair value)	期終結餘(第3級經常性公平值)	100,000	-

One of the key significant unobservable inputs to determine the fair value of compensation from profit guarantee is the actual financial result of Delta Prestige Group for the year ended 30 June 2016.

A better actual financial result of Delta Prestige Group for the year ended 30 June 2016 would result in a decrease in the fair value measurement of compensation from profit guarantee, and vice versa.

5. 財務風險管理(續)

(b) 公平值(續)

溢利保證補償之公平值屬第3級經常性公平值計量。下文載列期初及期終公平值結餘對賬。

釐定溢利保證補償之公平值之其中一項主要重大不可觀察輸入數據為德泰匯信集團截至二零一六年六月三十日止年度之實際財務業績。

德泰匯信集團截至二零一六年六月三十日止年度之實際財務業績理想將令溢利保證補償之公平值計量有所減少，反之亦然。

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綜合財務報表附註

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6. TURNOVER AND SEGMENT REPORTING

6.1 Turnover, which is also revenue, represents the amounts received and receivable for goods sold to outside customers net of returns and discounts and sales related taxes, interest income from money lending and dividend income from listed securities during the year.

6. 營業額及分類報告

6.1 營業額(亦即收益)乃指年內經扣除退貨及折扣以及與銷售有關之稅項後向外來客戶出售商品之已收及應收款項、借貸之利息收入及上市證券之股息收入。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Continuing operations	持續經營業務		
Electric cycles	電動自行車	1,446	—
Liquor and wine	酒類產品	1,679	33,516
Money lending services	借貸服務	13,179	13,845
Investment in listed securities	上市證券投資	130	2,337
		16,434	49,698

6.2 Segment reporting

(a) Reportable segments

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions. The chief operating decision-maker has been identified as the Company's executive directors.

The Group currently has four reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies as follows:

- (i) manufacturing and trading of electric cycles;
- (ii) trading and distribution of liquor and wine;
- (iii) provision of money lending services; and
- (iv) investments in listed securities.

6.2 分類報告

(a) 可報告分類

本集團根據主要營運決策者審閱用於策略決策之報告釐定經營分類。主要營運決策者確定為本公司執行董事。

本集團現時有四個可報告分類。由於各業務提供不同產品及服務，所需業務策略迥異，故本集團個別管理該等分類。該等分類如下：

- (i) 電動自行車製造及買賣；
- (ii) 酒類產品買賣及分銷；
- (iii) 提供借貸服務；及
- (iv) 上市證券投資。

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

6.2 Segment reporting (Continued)

(a) Reportable segments (Continued)

There were no inter-segment transactions between different operating segments for the year (2015: Nil). Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segments' results that is used by the chief operating decision-maker for assessment of segment performance.

(b) Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments.

For the year ended 30 June 2016

6. 營業額及分類報告 (續)

6.2 分類報告 (續)

(a) 可報告分類 (續)

不同經營分類於年內並無分類之間交易(二零一五年: 無)。由於中央收益及開支並無計入主要營運決策者用作評估分類表現之分類業績計量, 故有關收益及開支並無分配至經營分類。

(b) 分類收益及業績

按可報告分類劃分本集團之收益及業績分析如下。

截至二零一六年六月三十日止年度

		Electric cycles 電動自行車 HK\$'000 千港元	Liquor and wine 酒類產品 HK\$'000 千港元	Money lending services 借貸服務 HK\$'000 千港元	Investments in listed securities 上市證券投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue	分類收益	1,446	1,679	13,179	130	16,434
Segment (loss)/profit	分類(虧損)/溢利	(393,073)	(61,508)	16,604	(75,016)	(512,993)
Unallocated corporate income	未分配公司收入					219
Unallocated corporate expenses (Note)	未分配公司開支(附註)					(40,441)
Finance costs	融資成本					(17,546)
Convertible bonds interests	可換股債券利息					7,333
Share-based payment expenses	股份付款開支					(43,025)
Change in fair value of derivative financial instrument	衍生金融工具公平值變動					49,836
Loss before income tax from continuing operations	持續經營業務之所得稅前虧損					(556,617)

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

6.2 Segment reporting (Continued)

(b) Segment revenue and results (Continued)

For the year ended 30 June 2015

6. 營業額及分類報告 (續)

6.2 分類報告 (續)

(b) 分類收益及業績 (續)

截至二零一五年六月三十日止年度

		Electric cycles 電動 自行車 HK\$'000 千港元	Liquor and wine 酒類產品 HK\$'000 千港元	Money lending services 借貸服務 HK\$'000 千港元	Investments in listed securities 上市證券 投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue	分類收益	-	33,516	13,845	2,337	49,698
Segment (loss)/profit	分類(虧損)/溢利	(2,648)	(32,691)	14,358	69,710	48,729
Unallocated corporate income	未分配公司收入					2,336
Unallocated corporate expenses (Note)	未分配公司開支(附註)					(40,456)
Finance costs	融資成本					(17,100)
Share-based payment expenses	股份付款開支					(34,222)
Change in fair value of contingent share consideration payable	應付或然股份代價 公平值變動					10,575
Loss before income tax from continuing operations	持續經營業務之 所得稅前虧損					(30,138)

Note: Unallocated corporate expenses mainly included staff salaries, directors' remuneration, office rental expenses, consultancy fees and amortisation of issuance cost of corporate bonds for the year ended 30 June 2016 and 2015.

附註：截至二零一六年及二零一五年六月三十日止年度，未分配公司開支主要包括員工薪酬、董事酬金、辦公室租賃開支、顧問費用及公司債券發行成本攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

6. 營業額及分類報告 (續)

6.2 Segment reporting (Continued)

(c) Segment assets and liabilities

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

6.2 分類報告 (續)

(c) 分類資產及負債

按可報告分類劃分本集團之資產及負債分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Segment assets	分類資產		
Electric cycles	電動自行車	103,029	520,424
Liquor and wine	酒類產品	157,944	223,929
Money lending services	借貸服務	134,739	293,131
Investments in listed securities	上市證券投資	104,526	215,705
Total segment assets	分類資產總額	500,238	1,253,189
Deposits for subscription of convertible bonds	認購可換股債券之按金	-	180,000
Available-for-sale investments	可供出售投資	262,671	-
Derivative financial instrument	衍生金融工具	215,426	-
Unallocated bank balances and cash	未分配銀行結餘及現金	23,884	70,824
Unallocated corporate assets (Note)	未分配公司資產(附註)	11,281	33,359
Consolidated total assets	綜合資產總額	1,013,500	1,537,372

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

6.2 Segment reporting (Continued) (c) Segment assets and liabilities (Continued)

6. 營業額及分類報告 (續)

6.2 分類報告 (續) (c) 分類資產及負債 (續)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Segment liabilities	分類負債		
Electric cycles	電動自行車	7,831	8,618
Liquor and wine	酒類產品	5,069	7,609
Money lending services	借貸服務	199	3,025
Investments in listed securities	上市證券投資	1,691	144
Total segment liabilities	分類負債總額	14,790	19,396
Tax payable	應付稅項	9,768	10,413
Deferred tax liabilities	遞延稅項負債	–	25,817
Corporate bonds	公司債券	182,821	179,704
Unallocated corporate liabilities (Note)	未分配公司負債(附註)	3,479	2,360
Consolidated total liabilities	綜合負債總額	210,858	237,690

Note: Unallocated corporate assets mainly comprised of interest receivable on convertible bond and prepaid interest for corporate bonds.

Unallocated corporate liabilities mainly comprised of bonds interest payable and accrued headquarter expenses.

附註：未分配公司資產主要包括可換股債券之應收利息及公司債券之預付利息。

未分配公司負債主要包括應付債券利息及應計總部開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

6. 營業額及分類報告 (續)

6.2 Segment reporting (Continued)

6.2 分類報告 (續)

(d) Other segment information For the year ended 30 June 2016

(d) 其他分類資料 截至二零一六年六月三十日 止年度

	Electric cycles 電動 自行車 HK\$'000 千港元	Liquor and wine 酒類產品 HK\$'000 千港元	Money lending services 借貸服務 HK\$'000 千港元	Investments in listed securities 上市證券 投資 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Amounts included in the measure of segment profit or loss or segment assets:	計入分類溢利或虧損或分類資產計量之金額：					
Additions to non-current assets	2,596	31	13,406	-	-	16,033
Depreciation of property, plant and equipment	(704)	(1,929)	(4,088)	-	-	(6,721)
Amortisation of intangible assets	(17,640)	-	-	-	-	(17,640)
Impairment of goodwill	(363,046)	-	-	-	-	(363,046)
Write-down of inventories	(3,017)	(4,722)	-	-	-	(7,739)
Impairment loss of property, plant and equipment	(11,414)	(2,062)	-	-	-	(13,476)
Impairment loss of intangible assets	(91,340)	-	-	-	-	(91,340)
Impairment loss on trade receivables	-	(42,959)	-	-	-	(42,959)
Reversal of impairment loss on loans receivable	-	-	8,550	-	-	8,550
Change in fair value of listed equity investments	-	-	-	(74,959)	-	(74,959)
Change in fair value of compensation from profit guarantee	100,000	-	-	-	-	100,000
Interest income	3	24	-	-	7,333	7,360
Amounts regularly provided to the chief operating decision-maker but not included in the measure of segment profit or loss:	定期向主要營運決策者提供但並無計入分類溢利或虧損計量之金額：					
Income tax credit	24,883	-	137	-	-	25,020
Finance costs	(473)	-	-	(59)	(17,014)	(17,546)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

6.2 Segment reporting (Continued)

(d) Other segment information (Continued)

For the year ended 30 June 2015

6. 營業額及分類報告 (續)

6.2 分類報告 (續)

(d) 其他分類資料 (續)

截至二零一五年六月三十日止年度

	Electric cycles 電動 自行車 HK\$'000 千港元	Liquor and wine 酒類產品 HK\$'000 千港元	Money lending services 借貸服務 HK\$'000 千港元	Investments in listed securities 上市證券 投資 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
--	-------------------------------------------------	--------------------------------------------	---------------------------------------------------	-------------------------------------------------------------------	---------------------------------------	--------------------------------

Amounts included in the measure of segment profit or loss or segment assets:	計入分類溢利或虧損或分類資產計量之金額：					
Additions to non-current assets	2,933	6,772	-	-	4,906	14,611
Depreciation of property, plant and equipment	(51)	(774)	-	-	(1,422)	(2,247)
Amortisation of intangible assets	(1,489)	-	-	-	-	(1,489)
Impairment loss on trade receivables	-	(19,133)	-	-	-	(19,133)
Reversal of impairment loss on loans receivable	-	-	600	-	-	600
Change in fair value of financial liabilities at fair value through profit or loss	-	-	-	-	10,575	10,575
Change in fair value of listed equity investments	-	-	-	67,414	-	67,414
Amounts regularly provided to the chief operating decision-maker but not included in the measure of segment profit or loss:	定期向主要營運決策者提供但並無計入分類溢利或虧損計量之金額：					
Income tax credit	331	-	885	-	-	1,216
Finance costs	-	(4,247)	-	-	(12,853)	(17,100)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

6.2 Segment reporting (Continued)

(e) Geographic information

The Group's operations are mainly located in Hong Kong (place of domicile) and the People's Republic of China (the "PRC").

The Group's revenue from external customers and information about its non-current assets (other than financial assets) by geographical markets are detailed as below:

6. 營業額及分類報告 (續)

6.2 分類報告 (續)

(e) 地區資料

本集團之營運地點主要位於香港(原駐地點)及中華人民共和國(「中國」)。

按地區市場劃分本集團來自外界客戶之收益及有關其非流動資產(金融資產除外)之詳情如下:

		Revenue from external customers (including continuing and discontinued operations) 來自外界客戶之收益 (包括持續經營業務及已終止經營業務)		Non-current assets 非流動資產	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Hong Kong	香港	13,309	16,182	22,976	20,568
PRC	中國	3,125	168,682	3,236	523,838
		16,434	184,864	26,212	544,406

The geographical location of customers is based on the location at which the goods and services are delivered. For goodwill and intangible assets, the geographical location is based on the areas of operation. The geographical location of other non-current assets is based on the physical location of the assets.

客戶之地理位置乃按交付貨品及服務所在位置而定。商譽及無形資產之地理位置乃按營運地區而定。其他非流動資產之地理位置乃按資產之實際位置而定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

6.2 Segment reporting (Continued)

(f) Major customers

Revenue from a customer of the corresponding years contributing over 10% of the total turnover (including continuing and discontinued operations) of Group is as follow:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Continuing operations	持續經營業務		
Customer A	客戶A	3,600	—
Customer B	客戶B	2,917	—
Customer C	客戶C	2,212	—
Customer D	客戶D	1,927	—
Discontinued operations	已終止經營業務		
Customer E	客戶E	—	35,492

7. INTEREST INCOME

Continuing operations

Bank interest income
Convertible bonds interest income
(note 19)

持續經營業務
銀行利息收入
可換股債券利息收入
(附註19)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Bank interest income	銀行利息收入	27	2,528
Convertible bonds interest income (note 19)	可換股債券利息收入 (附註19)	7,333	—
		7,360	2,528

6. 營業額及分類報告(續)

6.2 分類報告(續)

(f) 主要客戶

於相應年度來自佔本集團總營業額(包括持續經營業務及已終止經營業務)超過10%之客戶之收益如下:

7. 利息收入

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

8. LOSS BEFORE INCOME TAX

8. 所得稅前虧損

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Continuing operations	持續經營業務		
Loss before income tax is arrived at after charging/(crediting):	所得稅前虧損乃經扣除／(計入)下列各項：		
Auditor's remuneration	核數師酬金	1,380	1,300
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6,721	2,247
Cost of inventories recognised as expense, including:	確認為開支之存貨成本，包括：	11,031	21,453
Write-down of inventories	撇減存貨	7,739	-
Amortisation of issuance cost of corporate bonds	公司債券發行成本攤銷	3,117	2,353
Amortisation of intangible assets	無形資產攤銷	17,640	1,489
Impairment loss on trade receivables (note 17)	貿易應收賬項減值虧損(附註17)	42,959	19,133
Impairment loss on available-for-sale investments (note 18)	可供出售投資減值虧損(附註18)	2,864	-
Employee benefit expense (including directors' remuneration):	僱員福利開支(包括董事酬金)：		
Wages and salaries	工資及薪金	11,690	23,156
Contributions to retirement benefit schemes	退休福利計劃供款	386	314
Share-based payment expenses to employees and directors	支付予僱員及董事之股份付款開支	4,820	4,061
Share-based payment expenses to consultants	支付予顧問之股份付款開支	38,205	30,161
Operating lease rentals in respect of:	經營租賃租金：		
Office premises	辦公室物業	10,961	7,173
Factory premises	廠房物業	1,342	86
Exchange (gains)/losses, net	匯兌(收益)／虧損淨額	(247)	1,975
Reversal of impairment loss on loans receivable	應收貸款減值虧損撥回	(8,550)	(600)
Bank interest income	銀行利息收入	(27)	(2,528)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	694	14

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

9. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

Particulars of the remuneration of the directors and the five highest paid individuals for the year were as follows:

Year ended 30 June 2016

9. 董事及高級管理層酬金以及五名最高薪人士

以下為年內董事及五名最高薪人士之酬金資料：

截至二零一六年六月三十日止年度

		Fees 袍金 HK\$'000 千港元	Contributions to retirement benefit schemes 退休福利 計劃供款 HK\$'000 千港元	Share-based payment expenses 股份付款開支 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Executive directors	執行董事				
Mr. Wong Hin Shek	王顯碩先生	1,932	18	3,840	5,790
Mr. Chi Chi Hung, Kenneth	季志雄先生	490	18	-	508
Non-executive director	非執行董事				
Mr. Chui Kwong Kau	崔光球先生	140	-	-	140
Independent non-executive directors	獨立非執行董事				
Dr. Wong Yun Kuen	黃潤權博士	120	-	96	216
Mr. Chiu Wai On	招偉安先生	120	-	96	216
Mr. Man Kwok Leung	萬國樑先生	120	-	96	216
Total	總計	2,922	36	4,128	7,086

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

9. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

(Continued)

Year ended 30 June 2015

9. 董事及高級管理層酬金以及五名最高薪人士(續)

截至二零一五年六月三十日止年度

		Fees 袍金 HK\$'000 千港元	Contributions to retirement benefit schemes 退休福利 計劃供款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Executive directors	執行董事			
Mr. Wong Hin Shek	王顯碩先生	1,632	18	1,650
Mr. Chi Chi Hung, Kenneth	李志雄先生	1,932	18	1,950
Independent non-executive directors	獨立非執行董事			
Dr. Wong Yun Kuen	黃潤權博士	110	—	110
Mr. Chiu Wai On	招偉安先生	110	—	110
Mr. Man Kwok Leung	萬國樑先生	110	—	110
Total	總計	3,894	36	3,930

During the year, 40,000,000 share options (2015: Nil) and 3,000,000 share options (2015: Nil) were granted to executive director and independent non-executive directors in respect of their services to the Group respectively. There was no arrangement under which a director waived or agreed to waive any remuneration for the year ended 30 June 2016 and 2015.

於本年度，執行董事及獨立非執行董事就彼等向本集團提供之服務分別獲授40,000,000份購股權(二零一五年：無)及3,000,000份購股權(二零一五年：無)。董事並無於截至二零一六年及二零一五年六月三十日止年度作出任何安排豁免或同意豁免任何酬金。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

9. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

(Continued)

Disclosures required by Section 383 of the Companies Ordinance (Cap. 622), Companies (Disclosure of information about benefits of directors) regulation (Cap. 622G) and Listing Rules:

- (a) The executive directors' remuneration shown above were mainly for their services in connection with the management of the affairs of the Company and the Group during the years ended 30 June 2016 and 2015.
- (b) The non-executive and independent non-executive directors' remuneration shown above were mainly for their services as directors of the Company and the Group during the years ended 30 June 2016 and 2015.
- (c) None of the directors received or will receive any termination benefits during the years ended 30 June 2016 and 2015.
- (d) During the year ended 30 June 2016, there was no loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled body corporates and connected entities of such directors.
- (e) No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2015: Nil).

The emolument of senior management whose profiles are included in the "Biographical Details of Directors and Senior Management" section of this report fell within the following band:

9. 董事及高級管理層酬金以及五名最高薪人士 (續)

根據香港公司條例(第622章)第383條、公司(披露董事利益資料)規例(第622G章)及上市規則規定而披露之資料：

- (a) 上文所示執行董事之薪酬主要涉及於截至二零一六年及二零一五年六月三十日止年度就本公司及本集團事務管理提供之服務。
- (b) 上文所示非執行及獨立非執行董事之薪酬主要涉及於截至二零一六年及二零一五年六月三十日止年度作為本公司及本集團董事提供之服務。
- (c) 概無董事於截至二零一六年及二零一五年六月三十日止年度已收取或將收取任何終止服務福利。
- (d) 截至二零一六年六月三十日止年度，概無向董事或受有關董事控制之法團公司及與有關董事有關連之實體作出貸款、類似貸款及惠及該等董事、法團公司及實體之其他交易安排。
- (e) 於年終或年內任何時間，本公司概無訂立任何對本公司業務而言屬重大，且本公司董事於其中擁有直接或間接重大權益之交易、安排及合約(二零一五年：無)。

高級管理層(其履歷載於本報告「董事及高級管理層履歷」一節)之酬金介乎以下組別：

	Number of individuals	
	2016	2015
	二零一六年	二零一五年
HK\$1,500,001 – HK\$2,000,000	1	–
1,500,001 港元至 2,000,000 港元	1	–

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

9. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

(Continued)

The five highest paid individuals of the Group include two (2015: two) executive directors of the Company, details of whose remuneration are included above. The emoluments of the remaining three (2015: three) individuals for the year ended 30 June 2016 were as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Wages and salaries	工資及薪金	2,759	13,842
Contributions to retirement benefit schemes	退休福利計劃供款	54	17
Share-based payment expenses	股份付款開支	403	3,289
		3,216	17,148

Their emoluments fell within the following bands:

此等人士之酬金介乎以下組別：

		Number of individuals 人數	
		2016 二零一六年	2015 二零一五年
HK\$500,001 – HK\$1,000,000	500,001 港元至 1,000,000 港元	2	–
HK\$1,500,001 – HK\$2,000,000	1,500,001 港元至 2,000,000 港元	1	–
HK\$2,000,001 – HK\$2,500,000	2,000,001 港元至 2,500,000 港元	–	2
HK\$12,000,001 – HK\$12,500,000	12,000,001 港元至 12,500,000 港元	–	1

4,200,000 share options (2015: 34,500,000) were granted to three (2015: two) of the non-director, highest paid individuals in respect of his services to the Group for the year ended 30 June 2016.

三名(二零一五年：兩名)非董事最高薪人士就彼等於截至二零一六年六月三十日止年度向本集團提供之服務獲授4,200,000份購股權(二零一五年：34,500,000份)。

There was no arrangement under which the above non-director, highest paid individuals waived or agreed to waive any remuneration for the years ended 30 June 2016 and 2015. No compensation for loss of office has been paid by the Group for any individual for the year ended 30 June 2016. The Group had paid HK\$12,471,000 to one of the highest paid individuals as compensation for loss of office for the year ended 30 June 2015.

截至二零一六年及二零一五年六月三十日止年度，上述非董事最高薪人士概無根據任何安排豁免或同意豁免任何酬金。截至二零一六年六月三十日止年度，本集團並無向任何人士支付離職補償。截至二零一五年六月三十日止年度，本集團已向其中一名最高薪人士支付12,471,000港元作為離職補償。

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

10. FINANCE COSTS

10. 融資成本

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest on corporate bonds	公司債券利息	17,014	12,853
Interest on bank loans wholly repayable within five years	須於五年內悉數償還之 銀行貸款利息	-	4,247
Interest on margin loan payable	應付保證金貸款利息	59	-
Other interests	其他利息	473	-
		17,546	17,100

11. INCOME TAX (CREDIT)/EXPENSE

11. 所得稅(抵免)/開支

For both years ended 30 June 2016 and 2015, Hong Kong profits tax was provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong. The subsidiaries established in the PRC are subject to income taxes at tax rate of 25% (2015: 25%).

截至二零一六年及二零一五年六月三十日止兩個年度，於香港產生之估計應課稅溢利按稅率 16.5% 作出香港利得稅撥備。於中國成立之附屬公司須按 25% (二零一五年：25%) 之所得稅率繳稅。

		2016 二零一六年		2015 二零一五年	
		Continuing operations 持續 經營業務 HK\$'000 千港元	Discontinued operations 已終止 經營業務 HK\$'000 千港元	Continuing operations 持續 經營業務 HK\$'000 千港元	Discontinued operations 已終止 經營業務 HK\$'000 千港元
Current tax for the year	本年度即期稅項				
Hong Kong	香港	-	-	122	-
PRC	中國	-	-	-	2,508
Over-provision for prior years	過往年度超額撥備				
Hong Kong	香港	(137)	-	(1,007)	-
Deferred tax (note 27)	遞延稅項(附註27)	(24,883)	-	(331)	(12)
Total income tax (credit)/expense	所得稅(抵免)/開支總額	(25,020)	-	(1,216)	2,496

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

11. INCOME TAX (CREDIT)/EXPENSE

(Continued)

Income tax for the year can be reconciled to the loss before income tax per the consolidated statement of comprehensive income as follows:

11. 所得稅(抵免)/開支(續)

年內所得稅與綜合全面收益表內之所得稅前虧損對賬如下：

		2016 二零一六年		2015 二零一五年	
		Continuing operations 持續經營業務 HK\$'000 千港元	Discontinued operations 已終止經營業務 HK\$'000 千港元	Continuing operations 持續經營業務 HK\$'000 千港元	Discontinued operations 已終止經營業務 HK\$'000 千港元
Loss before income tax	所得稅前虧損	(556,617)	-	(30,138)	(218)
Tax calculated at PRC enterprise income tax of 25% (2015: 25%)	按中國企業所得稅率25% (二零一五年：25%) 計算之稅項	(139,154)	-	(7,534)	(55)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司稅率不同之影響	(8,717)	-	7,992	4
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	159,749	-	13,540	630
Tax effect of income not taxable for tax purposes	非課稅收入之稅務影響	(42,335)	-	(22,952)	(229)
Tax effect of tax losses not recognised	未確認之稅項虧損之稅務影響	5,574	-	8,745	-
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	-	-	-	(271)
Over-provision for prior years	過往年度超額撥備	(137)	-	(1,007)	-
Withholding tax regarding the disposal of subsidiaries	有關出售附屬公司之預扣稅	-	-	-	2,417
Total income tax (credit)/expense	所得稅(抵免)/開支總額	(25,020)	-	(1,216)	2,496

12. DIVIDEND

The Board does not recommend the payment of any dividend for the year ended 30 June 2016 (2015: Nil).

12. 股息

董事會不建議就截至二零一六年六月三十日止年度派付任何股息(二零一五年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

13. (LOSS)/EARNINGS PER SHARE

The calculation of basic and diluted (loss)/earnings per share amount is based on the (loss)/profit for the year attributable to owners of the Company and the weighted average number of ordinary shares in issue during the year.

The calculation of the basic (loss)/earnings per share based on the following data:

13. 每股(虧損)/盈利

每股基本及攤薄(虧損)/盈利乃按本公司擁有人應佔年內(虧損)/溢利及年內已發行普通股加權平均數計算。

每股基本(虧損)/盈利乃按下列數據計算：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(Loss)/profit for the year attributable to owners of the Company for the purpose of calculating basic and diluted (loss)/earnings per share:	用作計算每股基本及攤薄(虧損)/盈利之本公司擁有人應佔年內(虧損)/溢利：		
Continuing operations	持續經營業務	(494,057)	(28,390)
Discontinued operations	已終止經營業務	-	40,445
Total (loss)/profit from continuing operations and discontinued operations	持續經營業務及已終止經營業務之(虧損)/溢利總額	(494,057)	12,055

		Number of shares 股份數目	
		2016 二零一六年 '000 千股	2015 二零一五年 '000 千股
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share	用作計算每股基本(虧損)/盈利之普通股加權平均數	4,482,720	3,672,876

Diluted (loss)/earnings per share amount for both years was not presented because the impact of the exercise of the share options and convertible preference shares was anti-dilutive. Potential ordinary shares are dilutive when and only when their conversion into ordinary shares would increase loss per share attributable to owners of the Company from continuing operations.

由於行使購股權及可換股優先股具有反攤薄影響，故並無呈列兩個年度之每股攤薄(虧損)/盈利金額。潛在普通股僅於獲轉換為普通股會增加本公司擁有人應佔持續經營業務之每股虧損時，方具有攤薄效應。

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Buildings	Leasehold improvements	Equipment, furniture and fixtures	Plant, moulds and machinery	Motor vehicles	Total
		樓宇 HK\$'000 千港元	租賃物業裝修 HK\$'000 千港元	設備、傢俬及 固定裝置 HK\$'000 千港元	廠房、 模具及機器 HK\$'000 千港元	汽車 HK\$'000 千港元	總計 HK\$'000 千港元
COST:	成本：						
At 1 July 2014	於二零一四年七月一日	68,840	9,680	11,611	129,522	1,720	221,373
Additions	添置	-	4,158	1,971	2,747	5,797	14,673
Acquired through acquisition of subsidiaries (note 33)	透過收購附屬公司收購 (附註33)	-	658	377	9,275	457	10,767
Disposals	出售	-	-	-	(126)	-	(126)
Through disposal of subsidiaries	透過出售附屬公司	(68,320)	(7,951)	(7,728)	(127,888)	(1,002)	(212,889)
Exchange realignment	匯兌調整	(520)	(9)	(62)	(1,179)	(10)	(1,780)
At 30 June 2015	於二零一五年六月三十日	-	6,536	6,169	12,351	6,962	32,018
Additions	添置	-	3,017	903	1,822	10,291	16,033
Disposals	出售	-	(2,828)	(819)	(107)	(355)	(4,109)
Exchange realignment	匯兌調整	-	(303)	(107)	(846)	(91)	(1,347)
At 30 June 2016	於二零一六年六月三十日	-	6,422	6,146	13,220	16,807	42,595
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES:	累計折舊及減值虧損：						
At 1 July 2014	於二零一四年七月一日	34,961	3,395	8,771	86,448	776	134,351
Provided for the year	年內撥備	1,488	1,403	643	3,911	261	7,706
Disposals	出售	-	-	-	(112)	-	(112)
Through disposal of subsidiaries	透過出售附屬公司	(36,251)	(2,458)	(6,837)	(89,567)	(558)	(135,671)
Exchange realignment	匯兌調整	(198)	(1)	(42)	(657)	(6)	(904)
At 30 June 2015	於二零一五年六月三十日	-	2,339	2,535	23	473	5,370
Provided for the year	年內撥備	-	2,369	976	300	3,076	6,721
Disposals	出售	-	(2,137)	(406)	(28)	(63)	(2,634)
Impairment loss for the year	年內減值虧損	-	2,082	263	11,020	111	13,476
Exchange realignment	匯兌調整	-	(85)	(18)	(10)	(12)	(125)
At 30 June 2016	於二零一六年六月三十日	-	4,568	3,350	11,305	3,585	22,808
NET CARRYING AMOUNT:	賬面淨值：						
At 30 June 2016	於二零一六年六月三十日	-	1,854	2,796	1,915	13,222	19,787
At 30 June 2015	於二零一五年六月三十日	-	4,197	3,634	12,328	6,489	26,648

As at 30 June 2016, the directors reviewed the recoverable amounts of property, plant and equipment in the business segment of liquor and wine business as the business incurred losses for the year. The recoverable amount of property, plant and equipment in the business segment of liquor and wine business is based on the fair value less cost of disposal. Considering with the poor operating result, the directors are of the opinion that the result of value-in-use calculation would be minimal. As a result of such review, an impairment loss of HK\$2,062,000 was recognised in the consolidated statement of comprehensive income for the year ended 30 June 2016.

於二零一六年六月三十日，由於酒類產品業務年內產生虧損，董事審閱其業務分類中物業、廠房及設備之可收回金額。酒類產品業務分類中物業、廠房及設備之可收回金額乃按公平值減出售成本得出。考慮到營運業績欠佳，董事認為使用價值計算結果微不足道。審閱完成後，已於截至二零一六年六月三十日止年度之綜合全面收益表確認減值虧損2,062,000港元。

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

14. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The fair value less cost of disposal of property, plant and equipment in the liquor and wine business is determined by the analysis of recent sales of comparable items and is Level 3 recurring fair value measurement.

The key significant unobservable input to determine is the discount on age, condition and functional obsolescence. The higher discount on these factors would result in the lower in the fair value measurement of the fair value less cost of disposal of property, plant and equipment in the liquor and wine business, and vice versa.

For the business segment of manufacturing and trading of electric cycle business, the property, plant and equipment with the net carrying amount of HK\$13,589,000 is attributable to the same cash-generating unit with which the goodwill amount is recognised. As the recoverable amount of the cash-generating unit of manufacturing and trading of electric cycle (the "Electric Cycles CGU") is lower than the carrying amount, an impairment loss of HK\$11,414,000 was recognised in the consolidated statement of comprehensive income for the year ended 30 June 2016. Details of impairment assessment of the cash generating unit are set out in note 16 to the consolidated financial statements.

No impairment loss on property, plant and equipment had been provided for the year ended 30 June 2015.

14. 物業、廠房及設備(續)

酒類產品業務之物業、廠房及設備公平值減出售成本乃按可資比較項目之近期銷售額分析計算得出，並屬第3級經常性公平值計量。

釐定之主要重大不可觀察輸入數據為使用年期、狀況及功能損毀貼現。此等因素貼現增加將令酒類產品業務中物業、廠房及設備之公平值減出售成本之公平值計量有所減少，反之亦然。

就電動自行車製造及買賣業務之業務分類而言，賬面淨值為13,589,000港元之物業、廠房及設備來自同一現金產生單位，其商譽金額已獲確認。由於電動自行車製造及買賣之現金產生單位（「電動自行車現金產生單位」）之可收回金額低於賬面值，故已於截至二零一六年六月三十日止年度之綜合全面收益表確認減值虧損11,414,000港元。有關現金產生單位減值評估之詳情載於綜合財務報表附註16。

截至二零一五年六月三十日止年度概無計提物業、廠房及設備減值虧損。

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

15. INTANGIBLE ASSETS

15. 無形資產

		Distribution rights 分銷權 (note a) (附註 a) HK\$'000 千港元	Distribution network 分銷網絡 (note b) (附註 b) HK\$'000 千港元	Patent 專利權 (note c) (附註 c) HK\$'000 千港元	Patent use right 專利使用權 (note d) (附註 d) HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST:	成本：					
At 1 July 2014	於二零一四年七月一日	169,475	14,809	-	-	184,284
Acquired through acquisition of subsidiaries (note 33)	透過收購附屬公司收購 (附註 33)	-	-	72,596	45,005	117,601
Exchange realignment	匯兌調整	(1,174)	(103)	-	-	(1,277)
At 30 June 2015	於二零一五年六月三十日	168,301	14,706	72,596	45,005	300,608
Exchange realignment	匯兌調整	(11,134)	(973)	(4,803)	(2,977)	(19,887)
At 30 June 2016	於二零一六年六月三十日	157,167	13,733	67,793	42,028	280,721
ACCUMULATED AMORTISATION AND IMPAIRMENT LOSSES:	累計攤銷及減值虧損：					
At 1 July 2014	於二零一四年七月一日	169,475	14,809	-	-	184,284
Amortisation for the year	年內攤銷	-	-	919	570	1,489
Exchange realignment	匯兌調整	(1,174)	(103)	-	-	(1,277)
At 30 June 2015	於二零一五年六月三十日	168,301	14,706	919	570	184,496
Amortisation for the year	年內攤銷	-	-	10,889	6,751	17,640
Impairment loss for the year	年內減值虧損	-	-	56,385	34,955	91,340
Exchange realignment	匯兌調整	(11,134)	(973)	(400)	(248)	(12,755)
At 30 June 2016	於二零一六年六月三十日	157,167	13,733	67,793	42,028	280,721
NET CARRYING AMOUNT:	賬面淨值：					
At 30 June 2016	於二零一六年六月三十日	-	-	-	-	-
At 30 June 2015	於二零一五年六月三十日	-	-	71,677	44,435	116,112

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

15. INTANGIBLE ASSETS (Continued)

Notes:

- (a) Distribution rights represented (i) the exclusive distribution right for 五糧液釀神 (excluding Niangshen 101 series) (in English, for identification purpose only, "Wuliangye Niangshen Liquor Series") granted by 四川五穀釀神酒業集團有限公司 (in English, for identification purpose only, "Sichuan Wugu Niangshen Wine Group Limited") for an indefinite period; and (ii) the non-exclusive distribution right for 五糧液 (in English, for identification purpose only, "Wuliangye Liquor Series") granted by 宜賓五糧液酒類銷售有限責任公司 (in English, for identification purpose only, "Yibin Wuliangye Liquor Sales Co., Ltd."), which was expired in June 2015.

Full impairment loss on the exclusive distribution right had been made in previous year. No reversal of impairment loss was considered for the year ended 30 June 2016 and 2015.

- (b) Distribution network represented agreements in relation to the formation of certain joint-venture companies in various provinces of the PRC and wine distribution network between the Group and each of the provincial distributors.

Full impairment loss had been made in previous year. No reversal of impairment loss was considered for the year ended 30 June 2016 and 2015.

- (c) Patent represented a technique in relation to an assembling structure for solar-powered electric cycles, which is allocated to the Electric Cycles CGU.

As at 30 June 2016, patent with the net carrying amount of HK\$56,385,000 is attributable to the same cash-generating unit with which the goodwill amount is recognised. As the recoverable amount of the Electric Cycles CGU is lower than its carrying amount, an impairment loss of HK\$56,385,000 was recognised in the consolidated statement of comprehensive income for the year ended 30 June 2016. Details of the impairment assessment of that cash-generating unit are set out in note 16 to the consolidated financial statements.

- (d) Patent use right represented a use right of technique under a patent in relation to electric cycle wheel hub motors and electric cycle wheels. The patent is owned by an independent third party and a non-exclusive perpetual use right was granted to the Group. Patent use right is allocated to the Electric Cycle CGU.

As at 30 June 2016, patent use right with the net carrying amount of HK\$34,955,000 is attributable to the same cash-generating unit with which the goodwill amount is recognised. As the recoverable amount of the Electric Cycles CGU is lower than its carrying amount, an impairment loss of HK\$34,955,000 was recognised in the consolidated statement of comprehensive income for the year ended 30 June 2016. Details of the impairment assessment of that cash-generating unit are set out in note 16 to the consolidated financial statements.

15. 無形資產 (續)

附註：

- (a) 分銷權指(i)四川五穀釀神酒業集團有限公司授出五糧液釀神(不包括釀神101系列)之無限期獨家分銷權；及(ii)宜賓五糧液酒類銷售有限責任公司授出於二零一五年六月屆滿之五糧液非獨家分銷權。

去年已計提獨家分銷權全數減值虧損。截至二零一六年及二零一五年六月三十日止年度，本公司並無考慮撥回減值虧損。

- (b) 分銷網絡指有關在中國各省成立若干合營公司及本集團與各省級分銷商建立酒品分銷網絡之協議。

去年已計提全數減值虧損。截至二零一六年及二零一五年六月三十日止年度，本公司並無考慮撥回減值虧損。

- (c) 專利權指有關一項太陽能自行車組裝結構之技術，分配至電動自行車現金產生單位。

於二零一六年六月三十日，賬面淨值為56,385,000港元之專利權來自同一現金產生單位，其商譽金額已獲確認。由於電動自行車現金產生單位之可收回金額低於其賬面值，故已於截至二零一六年六月三十日止年度之綜合全面收益表確認減值虧損56,385,000港元。有關現金產生單位減值評估之詳情載於綜合財務報表附註16。

- (d) 專利使用權指電動自行車車輪殼發動機及電動自行車車輪專利項下技術之使用權。專利權由一名獨立第三方擁有，而本集團獲授非獨家永久使用權。專利使用權分配至電動自行車現金產生單位。

於二零一六年六月三十日，賬面淨值為34,955,000港元之專利使用權來自同一現金產生單位，其商譽金額已獲確認。由於電動自行車現金產生單位之可收回金額低於其賬面值，故已於截至二零一六年六月三十日止年度之綜合全面收益表確認減值虧損34,955,000港元。有關現金產生單位減值評估之詳情載於綜合財務報表附註16。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

16. GOODWILL

16. 商譽

		HK\$'000 千港元
COST:	成本：	
At 1 July 2014	於二零一四年七月一日	428,589
Acquired through business combination (note 33)	透過業務合併收購(附註33)	388,766
Exchange realignment	匯兌調整	(2,969)
At 30 June 2015	於二零一五年六月三十日	814,386
Exchange realignment	匯兌調整	(53,878)
At 30 June 2016	於二零一六年六月三十日	760,508
ACCUMULATED IMPAIRMENT LOSSES:	累計減值虧損：	
At 1 July 2014	於二零一四年七月一日	428,589
Exchange realignment	匯兌調整	(2,969)
At 30 June 2015	於二零一五年六月三十日	425,620
Impairment loss for the year (note)	年內減值虧損(附註)	363,046
Exchange realignment	匯兌調整	(28,158)
At 30 June 2016	於二零一六年六月三十日	760,508
NET CARRYING AMOUNT:	賬面淨值：	
At 30 June 2016	於二零一六年六月三十日	-
At 30 June 2015	於二零一五年六月三十日	388,766

For the purpose of impairment testing, goodwill is allocated to the cash generating units ("CGU") identified as follows:

為進行減值測試，商譽分配至以下所識別現金產生單位(「現金產生單位」)：

		HK\$'000 千港元
Year ended 30 June 2016	截至二零一六年六月三十日止年度	
Electric cycles business	電動自行車業務	363,046
Year ended 30 June 2015	截至二零一五年六月三十日止年度	
Electric cycles business	電動自行車業務	388,766

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

16. GOODWILL (Continued)

Note:

Electric cycles business

The goodwill was arising from the acquisition of manufacturing and trading of electric cycles business as set out in note 33. The goodwill with the net carrying amount of HK\$363,046,000 (2015: HK\$388,766,000) as at 30 June 2016 is allocated to the Electric Cycles CGU.

Due to the slowdown of the Chinese economy, the turnover of the Group's electric cycles, especially for the solar-powered electric cycles which were newly developed and introduced to the market subsequent to the acquisition of the electric cycles business by the Group in May 2015, was adversely affected. The acceptance by the general public towards the solar-powered electric cycles with advanced technology and comparatively higher selling price was below the expectation and maintained at low level. As a result, the segment result of manufacturing and trading of electric cycles business incurred the significant loss for the year and the revenue growth is not achieved as previously expected.

With reference to the operating result of the Electric Cycles CGU during the year and the latest business plan, the directors considered the goodwill and intangible assets arising from the acquisition of manufacturing and trading of electric cycles business should be impaired. As the recoverable amount of the Electric Cycles CGU amounting to HK\$2,175,000 is lower than its carrying amount, an impairment loss on the goodwill of HK\$363,046,000 was recognised in the consolidated statement of comprehensive income for the year ended 30 June 2016.

The recoverable amount of the Electric Cycles CGU is determined by the directors with reference to a valuation report issued by Grant Sherman. The recoverable amount of the Electric Cycles CGU has been determined from fair value less cost of disposal, which is primarily generated from the fair value less cost of disposal of property, plant and equipment in the Electric Cycle CGU. Fair value less cost of disposal of intangible assets in the Electric Cycle CGU is determined as minimal.

The fair value less cost of disposal of property, plant and equipment in the Electric Cycle CGU is determined by the analysis of recent sales of comparable items and is Level 3 recurring fair value measurement.

The key significant unobservable inputs to determine the fair value less cost of disposal are the discount on age, condition and functional obsolescence. The higher discount on these factors would result in the lower the fair value measurement of the fair value less cost of disposal of property, plant and equipment in the Electric Cycle CGU, and vice versa.

16. 商譽(續)

附註：

電動自行車業務

商譽產生自附註33所載收購製造及買賣電動自行車業務。於二零一六年六月三十日賬面淨值為363,046,000港元(二零一五年：388,766,000港元)之商譽乃分配至電動自行車現金產生單位。

由於中國經濟放緩，本集團電動自行車之營業額受到不利影響，尤以本集團於二零一五年五月收購電動自行車業務後新開發並向市場推出之太陽能電動自行車為甚。普羅大眾對技術先進及售價相對較高之太陽能電動自行車之接受程度低於預期，並維持在低水平。因此，電動自行車製造及買賣業務之分類業績年內產生重大虧損，其收益增長未達先前預期。

經參考電動自行車現金產生單位於年內之經營業績及最新業務計劃，董事認為收購製造及買賣電動自行車業務所產生之商譽及無形資產應予減值。由於電動自行車現金產生單位之可收回金額2,175,000港元低於其賬面值，故已於截至二零一六年六月三十日止年度之綜合全面收益表內確認商譽減值虧損363,046,000港元。

電動自行車現金產生單位之可收回金額由董事經參考中證所發表估值報告而釐定。電動自行車現金產生單位之可收回金額乃按公平值減出售成本計算得出，主要來自電動自行車現金產生單位之物業、廠房及設備公平值減出售成本。電動自行車現金產生單位之無形資產公平值減出售成本被視為微不足道。

電動自行車現金產生單位之物業、廠房及設備公平值減出售成本乃按可資比較項目之近期銷售額分析計算得出，並屬第3級經常性公平值計量。

釐定公平值減出售成本之主要重大不可觀察輸入數據為已使用年期、狀況及功能損毀貼現。該等因素貼現增加將令電動自行車現金產生單位中物業、廠房及設備之公平值減出售成本之公平值計量有所減少，反之亦然。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

17. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

17. 貿易應收賬項、其他應收款項、按金及預付款項

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade receivables	貿易應收賬項	17.1	85,797	91,709
Less: Provision for impairment loss	減：減值虧損撥備		(85,773)	(47,279)
Trade receivables, net	貿易應收賬項淨額		24	44,430
Other receivables	其他應收款項	17.2	12,596	6,197
Trade deposits paid	已付貿易按金		17,564	19,427
Prepayments for purchase	購買預付款項		33,876	36,213
Other deposits and prepayments	其他按金及預付款項	17.3	28,691	207,025
			92,751	313,292
Less: Current portion	減：即期部分		(86,326)	(300,412)
Non-current portion	非即期部分		6,425	12,880

Notes:

17.1 The Group allows an average credit period of 0 to 90 days to its trade receivables.

(i) The ageing analysis of trade receivables, net of allowance for doubtful debts, based on invoice date, is as follows:

附註：

17.1 本集團給予其貿易應收賬項平均信貸期介乎0至90日。

(i) 按發票日期已扣除呆賬撥備後之貿易應收賬項賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within 30 days	30日內	9	63
31-60 days	31至60日	15	25
61-90 days	61至90日	-	135
Over 90 days	90日以上	-	44,207
		24	44,430

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

17. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

- (ii) The movements in the impairment for trade receivables during the year are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At the beginning of year	年初	47,279	28,383
Impairment loss for the year	年內減值虧損	42,959	19,133
Exchange realignment	匯兌調整	(4,465)	(237)
At the end of year	年終	85,773	47,279

Included in the provision for impairment loss is individually impaired trade receivable with balance of HK\$85,773,000 (2015: HK\$47,279,000) from trade debtors who have been in severe financial difficulties.

減值虧損撥備包括應收面臨嚴重財政困難之貿易債務人之個別減值貿易應收賬項，結餘為85,773,000港元(二零一五年：47,279,000港元)。

- (iii) The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Neither past due nor impaired	既未逾期亦無減值	-	53
Less than 1 month past due	逾期少於一個月	9	10
1 to 3 months past due	逾期一至三個月	15	160
More than 3 months past due	逾期三個月以上	-	44,207
		24	44,430

Trade receivables that were neither past due nor impaired relate to customers for whom there was no recent history of default.

既未逾期亦無減值之貿易應收賬項與最近並無拖欠記錄之客戶有關。

Trade receivables that were past due but not impaired relate to independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

已逾期但並無減值之貿易應收賬項與在本集團有良好往績記錄之獨立客戶有關。基於過往經驗，管理層相信，由於信貸質素並無重大變動，且結餘仍被視為可全數收回，故毋須就該等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品。

- 17.2 As at 30 June 2016, other receivables mainly included HK\$7,333,000 (2015: Nil) convertible bonds interest income receivable as set out in note 19 to the consolidated financial statements.

- 17.2 於二零一六年六月三十日，其他應收款項主要包括綜合財務報表附註19所載應收可換股債券利息收入7,333,000港元(二零一五年：無)。

- 17.3 The balances included interest expenses of HK\$11,055,000 (2015: HK\$19,320,000) paid in advance for the corporate bonds issued, in which HK\$3,091,000 has been classified as non-current assets. The prepaid interests are amortised over the maturity term of the corporate bonds. The balances also included the deposit of HK\$5,260,000 (2015: Nil) to the vendor as the earnest money regarding on the proposed acquisition. The Group has subsequently terminated the proposed acquisition on 31 August 2016. Details of the termination are set out in the Company's announcement dated 31 August 2016.

- 17.3 結餘包括就已發行公司債券墊付之利息開支11,055,000港元(二零一五年：19,320,000港元)，其中3,091,000港元已獲分類為非流動資產。預付利息於公司債券到期期限內攤銷。結餘亦包括支付予賣方之按金5,260,000港元(二零一五年：無)作為有關建議收購事項之誠意金。本集團其後於二零一六年八月三十一日終止建議收購事項。有關終止之詳情載於本公司日期為二零一六年八月三十一日之公佈。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

18. AVAILABLE-FOR-SALE INVESTMENTS

18. 可供出售投資

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Available-for-sale investments	可供出售投資		
– Unlisted private fund (note)	– 非上市私人基金(附註)	6,445	–
– Debt component of the convertible bonds (note 19)	– 可換股債券債務部分(附註19)	256,226	–
		262,671	–

Note:

The decline in fair value of the investment during the year was amounted to HK\$2,864,000 (2015: Nil). As the decline in fair value was significant, an impairment loss of HK\$2,864,000 (2015: Nil) has been recognised, which has been dealt with in consolidated statement of comprehensive income for the year. The fair value of the unlisted private fund is Level 2 recurring fair value measurement.

附註：

年內投資公平值減少為2,864,000港元(二零一五年：無)。由於公平值減幅顯著，已確認減值虧損2,864,000港元(二零一五年：無)，其已於年內綜合全面收益表中處理。非上市私人基金之公平值屬第2級經常性公平值計量。

19. DERIVATIVE FINANCIAL INSTRUMENT

19. 衍生金融工具

On 4 September 2015, Noble Advantage Limited (“Noble Advantage”), a direct wholly-owned subsidiary of the Company, entered into a subscription agreement (the “Subscription Agreement”) with Integrated Capital, which is an independent third party of the Group. Pursuant to the terms of the Subscription Agreement, Noble Advantage has agreed to subscribe for and Integrated Capital has agreed to issue, the 3-year 3.65% coupon convertible bonds at the subscription price which is equal to the principal amount of the convertible bonds of HK\$388,000,000 (the “Convertible Bonds”). All conditions precedent under the Subscription Agreement have been fulfilled and the completion of the subscription (the “Completion”) took place on 24 December 2015 in accordance with the terms and conditions of the Subscription Agreement. The Convertible Bonds have been issued to Noble Advantage by Integrated Capital.

The Convertible Bonds contain debt component and conversion option. The fair values of debt component and conversion option of the Convertible Bonds are determined by the Directors with reference to the valuation performed by Grant Sherman.

於二零一五年九月四日，本公司之直接全資附屬公司Noble Advantage Limited(「Noble Advantage」)與本集團之獨立第三方Integrated Capital訂立認購協議(「認購協議」)。根據認購協議之條款，Noble Advantage同意認購而Integrated Capital同意按認購價(相等於可換股債券本金金額388,000,000港元)發行三年期3.65厘票息可換股債券(「可換股債券」)。認購協議項下所有先決條件已獲達成，故認購事項已於二零一五年十二月二十四日根據認購協議之條款及條件完成(「完成」)。可換股債券已由Integrated Capital發行予Noble Advantage。

可換股債券包含債務部分及兌換權。可換股債券之債務部分及兌換權之公平值由董事經參考中證所作出之估值而釐定。

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

19. DERIVATIVE FINANCIAL INSTRUMENT

(Continued)

The fair values of the debt component and the conversion option of the Convertible Bonds are determined by using the discounted cash flow method and the binominal option pricing model respectively, with the following key assumptions:

19. 衍生金融工具(續)

可換股債券之債務部分及兌換權之公平值分別按貼現現金流量法及二項式期權定價模式釐定，其主要假設如下：

		At subscription date 於認購日期	At 30 June 2016 於二零一六年六月三十日
Fair value of shares of Integrated Capital	Integrated Capital 股份之公平值	HK\$680,702 per share 每股680,702港元	HK\$828,339 per share 每股828,339港元
Conversion price	兌換價	HK\$680,702 per share 每股680,702港元	HK\$680,702 per share 每股680,702港元
Risk free interest rate	無風險息率	0.116%	(0.148%)
Time to maturity	到期日	3 years 3年	2.48 years 2.48年
Expected volatility	預期波幅	31.77%	27.85%
Expected dividend yield	預期股息收益	0%	0%
Discount rate	貼現率	25.24%	24.85%
Conversion period	兌換期	On the Maturity Date 於到期日	On the Maturity Date 於到期日

The carrying amounts of the debt component and conversion option of the Convertible Bonds are as follows:

可換股債券債務部分及兌換權之賬面值如下：

		Debt component 債務部分 HK\$'000 千港元	Conversion option 兌換權 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At subscription date	於認購日期	222,410	165,590	388,000
Change in the fair value during the year	年內公平值變動	33,816	49,836	83,652
At 30 June 2016	於二零一六年六月三十日	256,226	215,426	471,652

The fair value of the debt component of the Convertible Bonds as at 30 June 2016 was estimated to be HK\$256,226,000 and is recorded under non-current assets as available-for-sale investments (note 18). The fair value of the conversion option of the Convertible Bonds as at 30 June 2016 was estimated to be HK\$215,426,000 and is recorded under non-current assets as derivative financial instrument.

可換股債券債務部分於二零一六年六月三十日之公平值估計為256,226,000港元，記入非流動資產項下之可供出售投資(附註18)。可換股債券兌換權於二零一六年六月三十日之公平值估計為215,426,000港元，記入非流動資產項下之衍生金融工具。

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

19. DERIVATIVE FINANCIAL INSTRUMENT

(Continued)

The fair value gain of the debt component of the Convertible Bonds during the year was HK\$33,816,000 (2015: Nil), which has been dealt with in other comprehensive income and available-for-sale investments revaluation reserve for the year ended 30 June 2016. The fair value gain of the conversion option of the Convertible Bonds was HK\$49,836,000 (2015: Nil), which has been recognised in the consolidated statement of comprehensive income for the year ended 30 June 2016. Interest income of the Convertible Bonds was amounted to HK\$7,333,000 (2015: Nil), which has been recognised in the consolidated statement of comprehensive income for the year ended 30 June 2016.

The reconciliation of the opening and closing fair value balances on the debt component and conversion option of the Convertible Bonds are disclosed in note 5(b) to the consolidated financial statements.

19. 衍生金融工具(續)

年內可換股債券債務部分之公平值收益為33,816,000港元(二零一五年:無),已於截至二零一六年六月三十日止年度之其他全面收入及可供出售投資重估儲備中處理。可換股債券兌換權之公平值收益為49,836,000港元(二零一五年:無),已於截至二零一六年六月三十日止年度之綜合全面收益表內確認。可換股債券之利息收入為7,333,000港元(二零一五年:無),已於截至二零一六年六月三十日止年度之綜合全面收益表內確認。

可換股債券之債務部分及兌換權之期初及期終公平值結餘對賬於綜合財務報表附註5(b)披露。

20. INVENTORIES

20. 存貨

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Raw materials	原料	163	645
Work in progress	在製品	66	-
Finished goods	製成品	64	924
Merchandise	商品	84,067	95,717
		84,360	97,286

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

21. LOANS RECEIVABLE

21. 應收貸款

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Gross loans and interest receivables	應收貸款及利息總額	70,133	208,940
Less: Provision for impairment loss	減：減值虧損撥備	-	(8,776)
		70,133	200,164

As at 30 June 2016, the loans receivable with gross principal amount of HK\$65,775,000 (2015: HK\$206,875,000) in aggregate and related gross interest receivables of HK\$4,358,000 (2015: HK\$2,065,000) were due from four (2015: five) independent third parties. These loans are interest-bearing at rates ranging from 10% to 20% (2015: 7% to 18%) per annum. All the loans were repayable within twelve months from the end of the reporting period and therefore were classified as current assets at the reporting date. The Group does not hold any collateral over these loans receivable.

The movements in the impairment loss for loans receivable during the year are as follows:

於二零一六年六月三十日，有應收四名(二零一五年：五名)獨立第三方本金總額合共65,775,000港元(二零一五年：206,875,000港元)及相關應收利息總額4,358,000港元(二零一五年：2,065,000港元)之貸款。該等貸款按年利率10厘至20厘(二零一五年：7厘至18厘)計息。所有貸款須於報告期末後十二個月內償還，因此，於報告日期獲分類為流動資產。本集團並無就該等應收貸款持有任何抵押品。

年內應收貸款之減值虧損變動如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At beginning of the year	年初	8,776	9,376
Reversal of impairment loss previously recognised	先前確認之減值虧損撥回	(8,550)	(600)
Written-off during the year	年內撇銷	(226)	-
At end of the year	年終	-	8,776

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

21. LOANS RECEIVABLE (Continued)

The ageing analysis of loans receivable that are neither individually nor collectively considered to be impaired is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Neither past due nor impaired	既未逾期亦無減值	8,005	164,018
Less than 1 month past due	逾期少於一個月	–	36,146
1 to 3 months past due	逾期一至三個月	–	–
Over 3 months past due	逾期三個月以上	62,128	–
		70,133	200,164

21. 應收貸款(續)

並無個別或共同視作減值之應收貸款賬齡分析如下：

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Hong Kong listed equity investments, at fair value (note 22.1)	按公平值計量之香港上市股本投資(附註22.1)	104,526	215,519
Compensation from profit guarantee (note 22.2)	溢利保證補償(附註22.2)	100,000	–
		204,526	215,519

22. 按公平值計入損益之金融資產

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22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes:

22.1 Hong Kong listed equity investments

The fair values of listed securities are based on quoted market prices.

For the year ended 30 June 2016 a loss on change in fair value of financial asset at fair value through profit or loss of HK\$74,959,000 (2015: a gain of HK\$67,414,000) was recognised in the consolidated statement of comprehensive income.

As at 30 June 2016, listed securities with an aggregated carrying amount of HK\$98,868,000 (2015: Nil) have been pledged to secure the margin loan payable (note 25).

22.2 Compensation from profit guarantee

On 29 May 2015, the Company issued 700,000,000 consideration shares as the consideration for the acquisition of 85% issued share capital of Delta Prestige Group.

Pursuant to the acquisition agreement, the vendor has irrevocably warranted and guaranteed to the Company that the after-tax audited consolidated net profit of Delta Prestige Group in accordance with Hong Kong generally accepted accounting principles for the year ending 30 June 2016 shall not be less than HK\$100,000,000 (the "Profit Target"). In case Delta Prestige Group cannot achieve the Profit Target, the vendor will compensate to the Company in cash. The compensation is calculated in accordance with the following formula:

The compensation = Profit Target – Audited net profit

If Delta Prestige Group records an audited net loss for the year ending 30 June 2016, the audited net profit will be deemed as zero for the purpose of calculation of the compensation.

As at 30 June 2016, with reference to the operating result of the Electric Cycle CGU for the year ended 30 June 2016, the Directors are of the opinion that the electric cycles business is not likely to meet the Profit Target. The fair value of compensation from profit guarantee is determined by the Directors with reference to the actual financial result of the Delta Prestige Group for the year ended 30 June 2016.

For the year ended 30 June 2016, a gain on change in fair value of compensation from profit guarantee of HK\$100,000,000 (2015: Nil) was recognised in the consolidated statement of comprehensive income.

The fair value of compensation from profit guarantee is a Level 3 recurring fair value measurement. The details of assessment are set out in note 5(b) to the consolidated financial statements.

22. 按公平值計入損益之金融資產 (續)

附註：

22.1 香港上市股本投資

上市證券公平值按所報市價釐定。

截至二零一六年六月三十日止年度，已於綜合全面收益表確認按公平值計入損益之金融資產公平值變動之虧損74,959,000港元(二零一五年：收益67,414,000港元)。

於二零一六年六月三十日，賬面總值為98,868,000港元(二零一五年：無)之上市證券已質押作為應付保證金貸款之抵押品(附註25)。

22.2 溢利保證補償

於二零一五年五月二十九日，本公司已發行700,000,000股代價股份，作為收購德泰匯信集團已發行股本85%之代價。

根據收購協議，賣方已向本公司不可撤回地保證及擔保，德泰匯信集團就截至二零一六年六月三十日止年度按香港公認會計原則編製之除稅後經審核綜合純利將不少於100,000,000港元(「溢利目標」)。德泰匯信集團一旦未能達到溢利目標，賣方將向本公司作出現金補償。補償按以下公式計算：

補償 = 溢利目標 – 經審核純利

倘若德泰匯信集團於截至二零一六年六月三十日止年度錄得經審核虧損淨額，則就計算補償而言經審核純利將被視為零。

於二零一六年六月三十日，經參考電動自行車現金產生單位截至二零一六年六月三十日止年度之經營業績，董事認為電動自行車業務不大可能達到溢利目標。溢利保證補償之公平值乃由董事經參考德泰匯信集團截至二零一六年六月三十日止年度之實際財務業績釐定。

截至二零一六年六月三十日止年度，已於綜合全面收益表確認按公平值計入損益之溢利保證補償公平值變動之收益100,000,000港元(二零一五年：無)。

溢利保證補償之公平值屬第3級經常性公平值計量。評估詳情載於綜合財務報表附註5(b)。

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23. BANK BALANCES AND CASH

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods ranging from one day to twelve months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy financial institutions with no recent history of default. The carrying amounts of the bank balances and cash approximate to their fair values.

Bank balances as at 30 June 2016 of HK\$2,492,000 (2015: HK\$3,088,000) are denominated in RMB, which are placed with banks in the PRC.

RMB is not freely convertible into other currencies. Under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

23. 銀行結餘及現金

銀行現金按每日銀行存款利率之浮動利率賺取利息。短期定期存款之存款期介乎一日至十二個月不等，視乎本集團之即時現金需求而定，並按各短期定期存款利率賺取利息。銀行結餘存放於信譽良好且最近並無拖欠記錄之財務機構。銀行結餘及現金之賬面值與其公平值相若。

於二零一六年六月三十日的銀行結餘2,492,000港元(二零一五年：3,088,000港元)乃以人民幣計值，並存於中國多家銀行。

人民幣不可自由兌換為其他貨幣。根據中國大陸外匯管制法規及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

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24. TRADE PAYABLES, OTHER ADVANCES AND ACCRUALS

24. 貿易應付賬項、其他墊款及應計費用

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade payables (note 24.1)	貿易應付賬項(附註24.1)	2,124	2,233
Receipts in advance	預收款項	141	4,205
Other payables and accruals (note 24.2)	其他應付款項及應計費用 (附註24.2)	14,446	15,318
		16,711	21,756

24.1 The ageing analysis of trade payables, based on invoice date, is as follows:

24.1 按發票日期之貿易應付賬項賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within 30 days	30日內	110	—
31–60 days	31至60日	195	490
61–90 days	61至90日	—	—
Over 90 days	90日以上	1,819	1,743
		2,124	2,233

24.2 As at 30 June 2016, other payables of HK\$2,336,000 was unsecured, interest charged at 2% per month and repayable on demand (2015: Nil).

24.2 於二零一六年六月三十日，其他應付款項2,336,000港元為無抵押、按利率每月2厘計息及須按要求償還(二零一五年：無)。

As at 30 June 2015, amount due to a non-controlling shareholder of subsidiary of HK\$4,038,000 was included in other payable in the consolidated statement of financial position. The balance was unsecured, interest-free and repayable on demand.

於二零一五年六月三十日，應付附屬公司一名非控股股東款項4,038,000港元已計入綜合財務狀況表之其他應付賬項。該結餘為無抵押、免息及須按要求償還。

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25. BORROWING

25. 借貸

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Margin loan payable	應付保證金貸款	1,558	-

The interest rate of the margin loan payable is Hong Kong prime rate of 5% plus 3% per annum and repayable on demand. At the reporting date, margin loan payable was secured by the Group's listed equity investments with the carrying amount of HK\$98,868,000 as at 30 June 2016 (note 22).

應付保證金貸款之利率為香港最優惠利率5厘加年息3厘，須按要求償還。於報告日期，應付保證金貸款以於二零一六年六月三十日賬面值為98,868,000港元之本集團上市股本投資作抵押(附註22)。

26. CORPORATE BONDS

26. 公司債券

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Corporate bonds	公司債券	182,821	179,704
Less: Current portion	減：即期部分	(71,963)	-
Non-current portion	非即期部分	110,858	179,704

As at 30 June 2016, the Group has issued two fixed-rate corporate bonds. A corporate bond at principal amount of HK\$102,000,000 (2015: HK\$102,000,000) ("Bond A") bears interest at 8% per annum, and another corporate bond at principal amount of HK\$84,500,000 (2015: HK\$84,500,000) ("Bond B") bears interest at 10% per annum. The interests of Bond A are paid in advance while the interest of Bond B are paid in arrears. Both bonds are guaranteed by the Company and will mature on the date falling on the third anniversary of the date of first issue.

於二零一六年六月三十日，本集團已發行兩份定息公司債券。本金金額102,000,000港元(二零一五年：102,000,000港元)之公司債券(「債券A」)按年利率8厘計息，而本金金額84,500,000港元(二零一五年：84,500,000港元)之另一份公司債券(「債券B」)按年利率10厘計息。債券A之利息為預先支付，而債券B之利息則為押後支付。兩份債券均由本公司擔保，將於首次發行日期滿三週年當日到期。

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26. CORPORATE BONDS (Continued)

For the year ended 30 June 2015, the net proceeds from the issue of the corporate bonds, as reduced by transaction cost, amounted to approximately HK\$107,825,000. The Group has not issued any new corporate bond during the year ended 30 June 2016 and thus no proceeds were received.

The Company may, at any time falling on the first and the second anniversary of the issue dates of the corporate bonds, redeem the whole corporate bonds at 100% of the total principal amounts together with payments of interest accrued up to the dates of such early redemption by serving at least thirty days written notice.

27. DEFERRED TAX

Deferred tax is calculated on temporary differences under the liability method using applicable tax rates prevailing in the jurisdictions in which the Group operates.

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

26. 公司債券 (續)

截至二零一五年六月三十日止年度，扣減交易成本後之發行公司債券所得款項淨額約為107,825,000港元。本集團於截至二零一六年六月三十日止年度並無發行任何新公司債券，故並未收到任何款項。

本公司可於公司債券發行日期滿一及兩週年時透過發出最少30日書面通知，隨時按本金總額之100%連同累計至提早贖回日期止之利息付款贖回全部公司債券。

27. 遞延稅項

遞延稅項乃採用本集團經營所在司法權區之適用稅率，以負債法就暫時差額計算。

以下為本集團已確認之主要遞延稅項負債及其變動情況：

		Revaluation of properties 重估物業 HK\$'000 千港元	Fair value adjustment arising from business combination 業務合併產生 之公平值調整 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2014	於二零一四年七月一日	690	-	690
Acquired through acquisition of subsidiaries (note 33)	透過收購附屬公司收購 (附註33)	-	26,148	26,148
Credited to profit or loss for the year (note 11)	計入年內損益(附註11)	(12)	(331)	(343)
Disposal of subsidiaries	出售附屬公司	(673)	-	(673)
Exchange realignment	匯兌調整	(5)	-	(5)
At 30 June 2015	於二零一五年六月三十日	-	25,817	25,817
Credited to profit or loss for the year (note 11)	計入年內損益(附註11)	-	(24,883)	(24,883)
Exchange realignment	匯兌調整	-	(934)	(934)
At 30 June 2016	於二零一六年六月三十日	-	-	-

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27. DEFERRED TAX (Continued)

As at 30 June 2016, the Group has estimated unused tax losses arising in Hong Kong of HK\$67,852,000 (2015: HK\$52,794,000), subject to the agreement of Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. As at 30 June 2016, the Group has estimated unused tax losses arising in the PRC amounted to HK\$18,078,000 (2015: HK\$11,427,000) which are available for offsetting against future taxable profits of the companies will expire at various dates for a maximum period of five years from the reporting date. Deferred tax assets have not been recognised in respect of these estimated unused tax losses as these were incurred by the companies that have been loss-making for some time.

As at 30 June 2016 and 2015, the Group has not provided deferred taxation in the consolidated financial statements in respect of temporary differences attributable to the profits earned by the PRC subsidiaries as the Group's PRC subsidiaries incurred loss for the year and the profits earned in previous years have been set off.

27. 遞延稅項(續)

於二零一六年六月三十日，本集團在香港產生之估計未動用稅項虧損67,852,000港元(二零一五年：52,794,000港元)可無限期用作抵銷錄得虧損之公司之未來應課稅溢利，惟須待稅務局同意。於二零一六年六月三十日，本集團在中國產生之估計未動用稅項虧損18,078,000港元(二零一五年：11,427,000港元)將於不同日子(最長為由報告日期起計五年)屆滿，可用作抵銷該等公司之未來應課稅溢利。本公司並無就該等估計未動用稅項虧損確認遞延稅項資產，原因為該等估計稅項虧損乃由已錄得虧損一段時間之公司所產生。

於二零一六年及二零一五年六月三十日，本集團並無於綜合財務報表就中國附屬公司所賺取溢利應佔暫時差額計提遞延稅項撥備，原因為本集團之中國附屬公司於年內產生虧損，而過往年度所賺取溢利已予抵銷。

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28. SHARE CAPITAL

28. 股本

		Number of shares 股份數目 '000 千股	Amount 款額 HK\$'000 千港元
Ordinary shares of HK\$0.05 each at 30 June 2015 and 2016	於二零一五年及二零一六年 六月三十日每股面值 0.05港元之普通股		
Authorised: At 1 July 2014, 30 June 2015 and 30 June 2016	法定： 於二零一四年七月一日、 二零一五年六月三十日及 二零一六年六月三十日	30,000,000	1,500,000
		Number of shares 股份數目 '000 千股	Amount 款額 HK\$'000 千港元
Issued and fully paid:	已發行及繳足：		
At 1 July 2014	於二零一四年七月一日	3,594,414	179,721
Issue of shares for acquisition of subsidiaries	就收購附屬公司發行股份	700,000	35,000
Exercise of share options	行使購股權	182,700	9,135
At 30 June 2015	於二零一五年六月三十日	4,477,114	223,856
Exercise of share options	行使購股權	6,000	300
At 30 June 2016	於二零一六年六月三十日	4,483,114	224,156

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29. RESERVES OF THE COMPANY

29. 本公司儲備

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 July 2014	於二零一四年七月一日	610,635	414,226	78,038	(736,636)	366,263
Shares issued upon exercise of share options	購股權獲行使時發行股份	67,370	-	-	-	67,370
Issue of shares for acquisition of subsidiaries	就收購附屬公司發行股份	413,000	-	-	-	413,000
Recognition of equity-settled share-based payments expenses	確認以股本結算之股份付款開支	-	-	34,222	-	34,222
Exercise of share options during the year	年內行使購股權	-	-	(17,780)	-	(17,780)
Lapse of share options	購股權失效	-	-	(6,452)	6,452	-
Profit and total comprehensive income for the year	年內溢利及全面收入總額	-	-	-	83,642	83,642
At 30 June 2015	於二零一五年六月三十日	1,091,005	414,226	88,028	(646,542)	946,717
Shares issued upon exercise of share options	購股權獲行使時已發行股份	2,141	-	(586)	-	1,555
Recognition of equity-settled share-based payments expenses	確認以股本結算之股份付款開支	-	-	43,025	-	43,025
Lapse of share options	購股權失效	-	-	(32,394)	32,394	-
Loss and total comprehensive income for the year	年內虧損及全面收入總額	-	-	-	(461,696)	(461,696)
At 30 June 2016	於二零一六年六月三十日	1,093,146	414,226	98,073	(1,075,844)	529,601

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

30. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 30. 本公司財務狀況表

		Notes	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		附註		
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Interests in subsidiaries	於附屬公司之權益		752,503	1,173,538
Property, plant and equipment	物業、廠房及設備		2,886	930
Prepayments	預付款項		3,334	–
Total non-current assets	非流動資產總值		758,723	1,174,468
Current assets	流動資產			
Prepayments	預付款項		6,651	3,446
Bank balances and cash	銀行結餘及現金		59	12
Total current assets	流動資產總值		6,710	3,458
Current liabilities	流動負債			
Accruals	應計費用		1,550	294
Amounts due to subsidiaries	應付附屬公司款項		10,126	7,059
Total current liabilities	流動負債總額		11,676	7,353
Net current liabilities	流動負債淨額		(4,966)	(3,895)
Net assets	資產淨值		753,757	1,170,573
EQUITY	權益			
Share capital	股本	28	224,156	223,856
Reserves	儲備	29	529,601	946,717
Total equity	總權益		753,757	1,170,573

Statement of financial position of the Company was approved and authorised for issue by the board of directors on 29 September 2016 and are signed on its behalf by:

財務狀況表已於二零一六年九月二十九日獲董事會批准及授權刊發，並由下列董事代表簽署：

Wong Hin Shek
王顯碩

Chi Chi Hung, Kenneth
季志雄

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

31. MAJOR NON-CASH TRANSACTIONS

There is no major non-cash transaction for the year ended 30 June 2016. The Group had issued 700,000,000 ordinary shares to acquire 85% issued share capital of Delta Prestige Holdings Limited for the year ended 30 June 2015 (note 33).

31. 重大非現金交易

截至二零一六年六月三十日止年度並無重大非現金交易。截至二零一五年六月三十日止年度，本集團已發行700,000,000股普通股收購德泰匯信控股有限公司85%已發行股本(附註33)。

32. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES

32. 有關主要附屬公司之資料

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/成立地點	Issued and fully paid share capital 已發行及繳足股本	Percentage of equity interest attributable to the Company 本公司應佔股權百分比		Principal activities and place of operation 主要業務及 經營地點
			Directly 直接	Indirectly 間接	
Max June Limited 萬津有限公司	British Virgin Islands 英屬維爾京群島	US\$1 1美元	100%	-	Investment holding in the PRC 於中國投資控股
Brightpower Asset Management Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	100%	-	Investments in listed securities in Hong Kong 於香港進行 上市證券投資
Castle Stream Limited 堡河有限公司	British Virgin Islands 英屬維爾京群島	US\$1 1美元	100%	-	Issue of debt securities in Hong Kong 於香港發行債務 證券
DeTai Finance Limited 德泰財務有限公司	Hong Kong 香港	HK\$1 1港元	-	100%	Money lending in Hong Kong 於香港放款
國豐酒業(四川)有限公司 (附註a) Guofeng Liquor & Wine Business (Sichuan) Ltd.* (note a)	PRC 中國	US\$1,500,000 1,500,000美元	-	100%	Trading and distribution of liquor and wine in the PRC 於中國買賣及 分銷酒類產品
Delta Prestige Holdings Limited 德泰匯信控股有限公司	British Virgin Islands 英屬維爾京群島	US\$100 100美元	85%	-	Investment holding in the PRC 於中國投資控股
江蘇友立電動車有限公司 (附註b) Jiang Su Youli Electric Vehicle Co., Ltd. * (note b)	PRC 中國	RMB10,000,000 人民幣10,000,000元	-	59.5%	Manufacturing and trading of electric cycles in the PRC 於中國製造及 買賣電動自行車

* The English name is for identification only

* 英文名稱僅供識別

Notes:

附註:

- (a) These subsidiaries are registered as wholly foreign owned enterprises under the law of the PRC.
- (b) This subsidiary is registered as limited liability companies under the law of the PRC. 70% equity interest in this subsidiary is indirectly held by Delta Prestige Holdings Limited. Thus, the Group effectively held 59.5% equity interest in this subsidiary.

- (a) 此等附屬公司根據中國法律登記為外商獨資企業。
- (b) 此附屬公司根據中國法律登記為有限責任公司。此附屬公司70%股權由德泰匯信控股有限公司間接持有。因此，本集團實際持有此附屬公司59.5%股權。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

33. ACQUISITION OF SUBSIDIARIES

On 29 May 2015, the Group completed the acquisition of the 85% issued share capital of Delta Prestige Holdings Limited. Delta Prestige Group principally engaged in the manufacturing and trading of electric cycles. The primary reason for the acquisition was to further expand and diversify the business portfolio within the new energy sector by entering into consumer market.

The fair values of identifiable assets and liabilities arising from the acquisition of Delta Prestige Group as at the date of acquisition were as follows:

33. 收購附屬公司

於二零一五年五月二十九日，本集團完成收購德泰匯信控股有限公司之已發行股本85%。德泰匯信集團主要從事製造及買賣電動自行車。收購之主要理由為藉著進入消費者市場，於新能源行業內進一步拓展其業務組合作多元化發展。

於收購日期因收購德泰匯信集團產生之可識別資產及負債公平值如下：

		Notes 附註	Fair value 公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	14	10,767
Intangible assets	無形資產	15	117,601
Inventories	存貨		1,185
Other receivables	其他應收款項		4,048
Bank balances and cash	銀行結餘及現金		1,339
Trade payables	貿易應付賬項		(318)
Other payables and accruals	其他應付賬項及應計費用		(8,931)
Deferred tax liabilities	遞延稅項負債	27	(26,148)
			99,543
Non-controlling interests	非控股權益		(40,309)
Fair value of net assets acquired	已收購資產淨值之公平值		59,234
Net cash inflow from the acquisition of subsidiaries:	收購附屬公司之現金流入淨額：		
Cash and cash equivalents in subsidiaries acquired	已收購附屬公司之現金及現金等值項目		1,339
Consideration	代價		448,000
Less: Fair value of net assets acquired	減：已收購資產淨值之公平值		(59,234)
Goodwill (note 16)	商譽(附註16)		388,766

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

33. ACQUISITION OF SUBSIDIARIES

(Continued)

The Company issued 700,000,000 consideration shares as the consideration for the acquisition. The fair value of the consideration shares issued of HK\$448,000,000 was determined by reference to their quoted market price of HK\$0.64 at the date of acquisition.

Pursuant to the acquisition agreement, the vendor has irrevocably warranted and guaranteed to the Company that the after-tax audited consolidated net profit of Delta Prestige Group in accordance with Hong Kong generally accepted accounting principles for the year ending 30 June 2016 shall not be less than HK\$100,000,000 (the "Profit Target"). In case Delta Prestige Group cannot achieve the Profit Target, the vendor will compensate to the Company in cash. The compensation is calculated in accordance with the following formula:

The compensation = Profit Target – Audited net profit

If Delta Prestige Group records an audited net loss for the year ending 30 June 2016, the audited net profit will be deemed as zero for the purpose of calculation of the compensation.

For the year ended 30 June 2015, the directors were of the opinion that Delta Prestige Group would achieve the Profit Target. As such, the fair value of compensation was considered as minimal as at 30 June 2015.

The goodwill of HK\$388,766,000, which is not deductible for tax purposes, comprises the acquired workforce and the expected future growth of manufacturing and trading of electric cycles business in the PRC to diversify the revenue stream of the existing business of the Group.

Post-acquisition contribution to revenue and net loss of the Delta Prestige Group as included in the Group's consolidated statement of comprehensive income for the year ended 30 June 2015 is Nil and HK\$1,785,000 respectively. Had the Acquisition been completed on 1 July 2014, the revenue and net profit of the Group for the year ended 30 June 2015 would have been HK\$57,688,000 and HK\$7,761,000 respectively. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of the operations of the Group that actually would have been achieved had the acquisition of the Group been completed on 1 July 2014 nor are they intended to be a projection of future results.

33. 收購附屬公司(續)

本公司發行700,000,000股代價股份作為收購之代價。已發行代價股份之公平值448,000,000港元乃經參考其於收購日期所報市價0.64港元後釐定。

根據收購協議，賣方已向本公司不可撤回地保證及擔保，德泰匯信集團就截至二零一六年六月三十日止年度按香港公認會計原則編製之除稅後經審核綜合純利將不少於100,000,000港元(「溢利目標」)。德泰匯信集團一旦未能達到溢利目標，賣方將向本公司作出現金補償。補償按以下公式計算：

補償 = 溢利目標 – 經審核純利

倘若德泰匯信集團於截至二零一六年六月三十日止年度錄得經審核虧損淨額，則就計算補償而言，經審核純利將被視為零。

截至二零一五年六月三十日止年度，董事認為德泰匯信集團可達到溢利目標。因此，於二零一五年六月三十日，有關補償之公平值被視為微不足道。

商譽388,766,000港元不可扣稅，其中包括就分散本集團現有業務收益來源而收購中國製造及買賣電動自行車業務所得員工及預期未來增長。

計入本集團截至二零一五年六月三十日止年度之綜合全面收益表之收購後對德泰匯信集團之收益及虧損淨額貢獻分別為零及1,785,000港元。倘收購事項已於二零一四年七月一日完成，本集團截至二零一五年六月三十日止年度之收益及純利則分別為57,688,000港元及7,761,000港元。備考資料僅供說明用途，且未必為倘上述收購事項已於二零一四年七月一日完成時本集團實際達致之收益及經營業績之指標，亦不擬作為未來業績之預測。

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

34. DISCONTINUED OPERATIONS/ DISPOSAL OF SUBSIDIARIES

34.1 On 24 July 2014, the Group entered into an agreement to dispose of its 100% equity interest in Hua Yi Copper (BVI) Company Limited and its subsidiaries (together “Hua Yi Group” or “Discontinued Operations”), which carried out copper rods and cable and wires businesses. The disposal was effected for the management of the Group to focus on the Group’s other principal businesses. The disposal was completed on 25 November 2014 on which date control of Hua Yi Group was passed to the acquirer.

An analysis of the Group’s results of the discontinued copper rods and cable and wires businesses for the year ended 30 June 2015 is as follows:

34. 已終止經營業務／出售附屬公司

34.1 於二零一四年七月二十四日，本集團訂立協議，以出售其於Hua Yi Copper (BVI) Company Limited及其附屬公司(統稱「華藝集團」或「已終止經營業務」)之100%權益，華藝集團從事銅桿以及電纜及電線業務。出售基於讓本集團管理層專注於本集團其他主要業務作出。出售已於二零一四年十一月二十五日完成，華藝集團之控制權已於該日轉移至收購方。

本集團於截至二零一五年六月三十日止年度已終止之銅桿以及電纜及電線業務之業績分析如下：

		2015 二零一五年 HK\$'000 千港元
Turnover	營業額	135,166
Cost of sales	銷售成本	(126,178)
Gross profit	毛利	8,988
Other income	其他收入	97
Selling and distribution expenses	銷售及分銷開支	(1,558)
General and administrative expenses	一般及行政開支	(5,798)
Finance costs	融資成本	(1,947)
Loss before income tax	所得稅前虧損	(218)
Gain on disposal of Hua Yi Group (note 34.2)	出售華藝集團之收益(附註34.2)	43,159
Income tax expense	所得稅開支	(2,496)
Profit for the year	年內溢利	40,445
Operating cash inflow	經營業務現金流入	1,675
Investing cash inflow	投資活動現金流入	571
Financing cash outflow	融資活動現金流出	(9,912)
Effect of foreign exchange rate changes, net	匯率變動之淨影響	(76)
Net cash outflow	現金流出淨額	(7,742)

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綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

34. DISCONTINUED OPERATIONS/ DISPOSAL OF SUBSIDIARIES (Continued)

34.1 (continued)

Change in fair value of financial liabilities at fair value through profit or loss of discontinued copper rods and cable and wire businesses amounting to HK\$96,000 was included in other income for the year ended 30 June 2015.

Employee benefit expense of discontinued copper rods and cable and wires businesses for the year ended 30 June 2015 HK\$10,689,000 included total wages and salaries of HK\$9,445,000 and total pension cost of HK\$1,244,000. Wages and salaries of HK\$7,676,000 has been included in cost of sales, HK\$270,000 in selling and distribution expenses and HK\$1,499,000 in general and administrative expenses. Pension cost of HK\$830,000 has been included in cost of sales and HK\$414,000 in general and administrative expenses.

34. 已終止經營業務／出售附屬公司(續)

34.1 (續)

截至二零一五年六月三十日止年度，已終止之銅桿以及電纜及電線業務按公平值計入損益之金融負債公平值變動96,000港元計入其他收入。

截至二零一五年六月三十日止年度，已終止之銅桿以及電纜及電線業務之僱員福利開支10,689,000港元包括工資及薪金總額9,445,000港元及退休金總額1,244,000港元。工資及薪金中7,676,000港元已計入銷售成本，270,000港元計入銷售及分銷開支及1,499,000港元計入一般及行政開支。退休金中830,000港元已計入銷售成本及414,000港元計入一般及行政開支。

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

34. DISCONTINUED OPERATIONS/ DISPOSAL OF SUBSIDIARIES (Continued)

34.2 Gain on disposal of the discontinued operations, i.e. copper rods and cable and wires businesses, for the year ended 30 June 2015 was analysed as follows:

34. 已終止經營業務／出售附屬公司(續)

34.2 本集團於截至二零一五年六月三十日止年度出售已終止經營業務(即銅桿以及電纜及電線業務)之收益分析如下:

		HK\$'000 千港元
Net assets disposed of:	售出資產淨值:	
Property, plant and equipment	物業、廠房及設備	77,218
Prepaid lease payment for land	預付土地租金	9,827
Bank balances and cash	銀行結餘及現金	6,106
Trade receivables, other receivables, deposits and prepayments	貿易應收賬項、其他應收款項、按金及預付款項	90,874
Bills receivable	應收票據	17,949
Inventories	存貨	24,349
Trade payables, other advances and accruals	貿易應付賬項、其他墊款及應計費用	(51,747)
Borrowings	借貸	(44,972)
Deferred tax liabilities	遞延稅項負債	(673)
		128,931
Less: Release of exchange reserve to profit or loss upon disposal	減: 出售時轉撥至損益之外匯儲備	(35,890)
		93,041
Less: Proceeds from disposal of Hua Yi Group	減: 出售華藝集團之所得款項	(136,200)
Gain on disposal of Hua Yi Group	出售華藝集團之收益	(43,159)
Net cash inflow arising on disposal of Hua Yi Group:	出售華藝集團產生之現金流入淨額:	
		HK\$'000 千港元
Cash consideration received	已收取之現金代價	136,200
Less: Cash and cash equivalents disposal of	減: 售出之現金及現金等值項目	(6,106)
Net cash inflow	現金流入淨額	130,094

The cash consideration of HK\$136,200,000 from the disposal of Hua Yi Group has been fully received by the Group for the year ended 30 June 2015.

截至二零一五年六月三十日止年度, 本集團已收訖出售華藝集團之現金代價136,200,000港元。

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For the year ended 30 June 2016 截至二零一六年六月三十日止年度

35. CAPITAL COMMITMENTS

35. 資本承擔

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Capital expenditure contracted but not provided for in the consolidated financial statements in respect of:	已訂約但未在綜合財務報表撥備之資本開支：		
— acquisition of property, plant and equipment	— 收購物業、廠房及設備	—	1,469

36. LEASE COMMITMENTS

36. 租賃承擔

As lessee

As at the end of reporting period, the Group had commitment for future minimum lease payments under non-cancellable operating lease in respect of office and factory premises which fall due as follows:

作為承租人

於報告期末，本集團就辦公室及廠房物業於以下期間到期之不可撤銷經營租賃應付之未來最低租金承擔如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within one year	一年內	10,537	12,704
In the second to fifth years inclusive	第二至第五年 (首尾兩年包括在內)	5,846	22,195
		16,383	34,899

Leases are negotiated for terms of one to five years and rentals are fixed for such period. None of the leases include contingent rentals.

租賃之議定年期為一至五年，而租期內之租金固定。概無租賃包括或然租金。

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37. SHARE OPTION SCHEME

A new share option scheme was adopted by the Company on 13 December 2013, which replaced its old share options scheme adopted in 2003. Under the share option scheme, the directors of the Company may, at their discretion, grant to full-time employees and executive directors of the Company and its subsidiaries the right to take up options to subscribe for shares of the Company. Additionally, the Company may, from time to time, grant share options to outside third parties for services provided to the Group. The share option scheme, unless otherwise cancelled or amended, will expire on 12 December 2023. The subscription price of options is subject to a minimum which is the higher of the nominal value of a share, the closing price of the shares on the Stock Exchange on the date of grant and the average of the closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the grant date of the options.

The maximum number of unexercised share options permitted to be granted under the share option scheme must not exceed 10% of the shares of the Company in issue at any time. No option may be granted which, if exercised in full, would result in the total number of shares already issued and issuable under the share option scheme exceeding 30% of the aggregate number of shares of the Company.

The acceptance of an option, if accepted, must be made within 21 days from the date of the offer of the grant with a non-refundable payment of HK\$1 from the grantee to the Company.

The total number of shares issued and to be issued upon exercise of options granted to each participant (including exercised, cancelled and outstanding options) in 12-month period must not exceed 1% of the shares in issue from time to time unless the same is approved by the shareholders of the Company.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

During the year, share-based payment expenses of HK\$43,025,000 (2015: HK\$34,222,000) has been charged to profit or loss.

37. 購股權計劃

本公司於二零一三年十二月十三日採納新購股權計劃，取代其於二零零三年採納之舊購股權計劃。根據購股權計劃，本公司董事可酌情授予本公司及其附屬公司全職僱員及執行董事權利認購本公司股份之購股權。此外，本公司可不時向外界第三方授出購股權，作為向本集團提供服務之報酬。除非另行註銷或修改，否則購股權計劃將於二零二三年十二月十二日到期。購股權之認購價不得低於股份面值、授出當日股份在聯交所所報收市價及緊接授出購股權當日前五個交易日股份在聯交所所報平均收市價之較高者。

根據購股權計劃可授出之未行使購股權最高數目，不得超過任何時間本公司已發行股份10%。倘全面行使購股權後，根據購股權計劃已獲發行及可獲發行之股份總數超過本公司股份總數30%，則不得授出有關購股權。

倘接受購股權，承授人必須於建議授出日期起計21日內，向本公司支付1港元之不可退回款項。

除非獲得本公司股東批准，否則每名參與者於12個月期間內因行使獲授之購股權（包括已行使、已註銷及尚未行使之購股權）而已獲發行及將獲發行之股份總數，不得超過不時已發行股份之1%。

購股權並無賦予持有人收取股息或於股東大會表決之權利。

年內，股份付款開支43,025,000港元（二零一五年：34,222,000港元）已自損益扣除。

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37. SHARE OPTION SCHEME (Continued)

The following table summarised movements of the Company's issued share options during the year:

For the year ended 30 June 2016

37. 購股權計劃(續)

下表概述本公司已發行購股權於下列年度之變動：

截至二零一六年六月三十日止年度

Capacity	Date of grant	Exercisable period	Vesting period	Exercise price	Number of share options				
					Outstanding at 1 July 2015	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 30 June 2016
身分	授出日期	行使期	歸屬期	行使價 HK\$ 港元	於二零一五年七月一日 尚未行使	年內授出	年內行使	年內失效	於二零一六年六月三十日 尚未行使
Other eligible persons 其他合資格人士	11 October 2012 二零一二年十月十一日	12 October 2012 to 11 October 2015 於二零一二年十月十二日至 二零一五年十月十一日	Immediate on the grant date 於授出日期 即時歸屬	0.255	260,000,000	-	(1,000,000)	(259,000,000)	-
Executive Director 執行董事 — Mr. Wong Hin Shek — 王顯祺先生	11 October 2012 二零一二年十月十一日	12 October 2012 to 11 October 2015 於二零一二年十月十二日至 二零一五年十月十一日	Immediate on the grant date 於授出日期 即時歸屬	0.255	29,900,000	-	-	(29,900,000)	-
Other eligible employees 其他合資格僱員	4 July 2013 二零一三年七月四日	4 July 2013 to 3 July 2018 二零一三年七月四日至 二零一八年七月三日	Immediate on the grant date 於授出日期 即時歸屬	0.435	1,050,000	-	-	(50,000)	1,000,000
Other eligible persons 其他合資格人士	4 July 2013 二零一三年七月四日	4 July 2013 to 3 July 2018 二零一三年七月四日至 二零一八年七月三日	Immediate on the grant date 於授出日期 即時歸屬	0.435	201,250,000	-	-	-	201,250,000
Other eligible persons 其他合資格人士	19 July 2013 二零一三年七月十九日	19 July 2013 to 11 July 2018 二零一三年七月十九日至 二零一八年七月十一日	Immediate on the grant date 於授出日期 即時歸屬	0.433	100,000,000	-	-	-	100,000,000
Other eligible employees 其他合資格僱員	21 January 2015 二零一五年一月二十一日	21 January 2015 to 20 January 2020 (note a) 二零一五年一月二十一日至 二零二零年一月二十日 (附註a)	Immediate on the grant date 於授出日期 即時歸屬	0.320	2,600,000	-	-	(100,000)	2,500,000
Other eligible persons 其他合資格人士	21 January 2015 二零一五年一月二十一日	21 January 2015 to 20 January 2020 (note a) 二零一五年一月二十一日至 二零二零年一月二十日 (附註a)	Immediate on the grant date 於授出日期 即時歸屬	0.320	187,200,000	-	(5,000,000)	-	182,200,000
Other eligible employees 其他合資格僱員	13 October 2015 二零一五年十月十三日	14 October 2015 to 13 October 2020 (note a) 二零一五年十月十四日至 二零二零年十月十三日 (附註a)	Immediate on the grant date 於授出日期 即時歸屬	0.320	-	7,210,000	-	-	7,210,000
Other eligible persons 其他合資格人士	13 October 2015 二零一五年十月十三日	14 October 2015 to 13 October 2020 (note a) 二零一五年十月十四日至 二零二零年十月十三日 (附註a)	Immediate on the grant date 於授出日期 即時歸屬	0.320	-	398,000,000	-	-	398,000,000

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37. SHARE OPTION SCHEME (Continued)

37. 購股權計劃(續)

Capacity	Date of grant	Exercisable period	Vesting period	Exercise price	Number of share options				
					Outstanding at 1 July 2015	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 30 June 2016
身分	授出日期	行使期	歸屬期	行使價 HK\$ 港元	於二零一五年七月一日 尚未行使	年內授出	年內行使	年內失效	於二零一六年六月三十日 尚未行使
Executive director 執行董事 — Mr. Wong Hin Shek — 王顯頌先生	13 October 2015 二零一五年十月十三日	14 October 2015 to 13 October 2020 (note a) 二零一五年十月十四日至 二零二零年十月十三日 (附註a)	Immediate on the grant date 於授出日期 即時歸屬	0.320	-	40,000,000	-	-	40,000,000
Independent non-executive director 獨立非執行董事 — Mr. Chiu Wai On — 招偉安先生	13 October 2015 二零一五年十月十三日	14 October 2015 to 13 October 2020 (note a) 二零一五年十月十四日至 二零二零年十月十三日 (附註a)	Immediate on the grant date 於授出日期 即時歸屬	0.320	-	1,000,000	-	-	1,000,000
Independent non-executive director 獨立非執行董事 — Mr. Man Kwok Leung — 萬國棟先生	13 October 2015 二零一五年十月十三日	14 October 2015 to 13 October 2020 (note a) 二零一五年十月十四日至 二零二零年十月十三日 (附註a)	Immediate on the grant date 於授出日期 即時歸屬	0.320	-	1,000,000	-	-	1,000,000
Independent non-executive director 獨立非執行董事 — Dr. Wong Yun Kuen — 黃潤權博士	13 October 2015 二零一五年十月十三日	14 October 2015 to 13 October 2020 (note a) 二零一五年十月十四日至 二零二零年十月十三日 (附註a)	Immediate on the grant date 於授出日期 即時歸屬	0.320	-	1,000,000	-	-	1,000,000
Total 總計					782,000,000	448,210,000	(6,000,000)	(289,050,000)	935,160,000

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37. SHARE OPTION SCHEME (Continued)

37. 購股權計劃(續)

For the year ended 30 June 2015

截至二零一五年六月三十日止年度

Capacity	Date of grant	Exercisable period	Vesting period	Exercise price	Outstanding at 1 July 2014	Number of share options			Outstanding at 30 June 2015
						Granted during the year	Exercised during the year	Lapsed during the year	
身分	授出日期	行使期	歸屬期	行使價 HK\$ 港元	於二零一四年七月一日尚未行使	年內授出	年內行使	年內失效	於二零一五年六月三十日尚未行使
Other eligible persons 其他合資格人士	11 October 2012 二零一二年十月十一日	12 October 2012 to 11 October 2015 二零一二年十月十二日至 二零一五年十月十一日	Immediate on the grant date 於授出日期即時歸屬	0.255	269,100,000	-	(9,100,000)	-	260,000,000
Executive director 執行董事 — Mr. Wong Hin Shek — 王顯碩先生	11 October 2012 二零一二年十月十一日	12 October 2012 to 11 October 2015 二零一二年十月十二日至 二零一五年十月十一日	Immediate on the grant date 於授出日期即時歸屬	0.255	29,900,000	-	-	-	29,900,000
Other eligible employees 其他合資格僱員	4 July 2013 二零一三年七月四日	4 July 2013 to 3 July 2018 二零一三年七月四日至 二零一八年七月三日	Immediate on the grant date 於授出日期即時歸屬	0.435	23,650,000	-	(1,100,000)	(21,500,000)	1,050,000
Other eligible persons 其他合資格人士	4 July 2013 二零一三年七月四日	4 July 2013 to 3 July 2018 二零一三年七月四日至 二零一八年七月三日	Immediate on the grant date 於授出日期即時歸屬	0.435	235,750,000	-	(6,300,000)	(28,200,000)	201,250,000
Other eligible persons 其他合資格人士	19 July 2013 二零一三年七月十九日	19 July 2013 to 11 July 2018 二零一三年七月十九日至 二零一八年七月十一日	Immediate on the grant date 於授出日期即時歸屬	0.433	100,000,000	-	-	-	100,000,000
Other eligible employees 其他合資格僱員	21 January 2015 二零一五年一月二十一日	21 January 2015 to 20 January 2020 (note a) 二零一五年一月二十一日至 二零二零年一月二十日 (附註a)	Immediate on the grant date 於授出日期即時歸屬	0.320	-	42,600,000	(40,000,000)	-	2,600,000
Other eligible persons 其他合資格人士	21 January 2015 二零一五年一月二十一日	21 January 2015 to 20 January 2020 (note a) 二零一五年一月二十一日至 二零二零年一月二十日 (附註a)	Immediate on the grant date 於授出日期即時歸屬	0.320	-	316,400,000	(126,200,000)	(3,000,000)	187,200,000
Total 總計					658,400,000	359,000,000	(182,700,000)	(52,700,000)	782,000,000

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37. SHARE OPTION SCHEME (Continued)

Notes:

- (a) The fair value of share options granted to directors, employees and other parties providing similar services of employees during the year, determined at the date of grant of the share options, is expensed over the vesting period. The fair value was calculated using the Black-Scholes Model. The inputs into the model were as follows:

Grant date	授出日期	21 January 2015 二零一五年一月二十一日	13 October 2015 二零一五年十月十三日
Share price on date of grant (HK\$)	授出日期之股價 (港元)	0.320	0.320
Exercise price (HK\$)	行使價 (港元)	0.320	0.320
Expected volatility	預期波幅	66.38%	70.06%
Expected life	預計年期	5 years 年	5 years 年
Risk-free interest rate	無風險息率	0.32%	0.66%
Expected dividend yield	預期股息收益	Nil 零	Nil 零

- (b) Number of share options and weighted average exercise price were as follows:

37. 購股權計劃 (續)

附註：

- (a) 年內向董事、僱員及提供類似僱員服務之其他人士所授出購股權之公平值乃於購股權授出日期釐定，並按歸屬期支銷。公平值乃根據柏力克—舒爾斯模式計算。該模式所用輸入數據如下：

- (b) 購股權數目及加權平均行使價如下：

		2016 二零一六年		2015 二零一五年	
		Number of share options 購股權數目	Weighted average exercise price 加權平均行使價 HK\$ 港元	Number of share options 購股權數目	Weighted average exercise price 加權平均行使價 HK\$ 港元
Outstanding at 1 July	於七月一日尚未行使	782,000,000	0.340	658,400,000	0.353
Granted	已授出	448,210,000	0.320	359,000,000	0.320
Exercised	已行使	(6,000,000)	0.309	(182,700,000)	0.321
Lapsed	已失效	(289,050,000)	0.255	(52,700,000)	0.428
Outstanding at 30 June	於六月三十日尚未行使	935,160,000	0.357	782,000,000	0.340

During the year ended 30 June 2016, 6,000,000 (2015: 182,700,000) share options exercised during the year resulted in an equal number of ordinary shares issued. The weighted average share price of these shares at the date of exercise was HK\$0.41 (2015: HK\$0.62). The weighted average remaining contractual life of the options outstanding as at 30 June 2016 was 3.41 years (2015: 2.38 years).

截至二零一六年六月三十日止年度，年內因行使該6,000,000份(二零一五年：182,700,000份)購股權導致發行相同數目之普通股。該等股份於行使日期之加權平均股價為0.41港元(二零一五年：0.62港元)。於二零一六年六月三十日，未行使購股權之加權平均餘下合約年期為3.41年(二零一五年：2.38年)。

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38. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these consolidated financial statements, during the year, the following transaction was carried out with related parties in normal course of the Group's business.

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Consultancy fee	顧問費用	605	615
Corporate service fee	企業服務費用	9	—
Financial advisory fee	財務顧問費用	1,000	—
		1,614	615

Those transactions were paid to two related companies which are controlled by an executive director of the Company.

Compensation of key management

The key management of the Group comprises all directors of the Company. Details of their remuneration are disclosed in note 9 to the consolidated financial statements.

39. CAPITAL RISK MANAGEMENT

The Group's objective of managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for members and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The capital structure of the Group consists of net debts, which includes borrowings, corporate bonds, bank balances and cash and total equity as disclosed in the consolidated statement of changes in equity.

The Group's management reviews the capital structure on a semi-annual basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through new share issues as well as the issue of new debts or redemption of existing debts.

38. 有關連人士交易

除該等綜合財務報表其他部分詳述之交易外，年內，與有關連人士於本集團一般業務過程中進行之交易如下。

該等交易乃支付予由本公司執行董事控制之兩家有關連公司。

主要管理人員報酬

本集團主要管理人員包括本公司全體董事。有關彼等之酬金詳情於綜合財務報表附註9披露。

39. 資金風險管理

本集團資金管理目標為確保本集團有能力持續經營，以為股東帶來回報及為其他利益相關者帶來利益，維持最理想資本結構，以減低資本成本。

本集團之資本結構包括負債淨額，當中包括借貸、公司債券、銀行結餘及現金以及包括綜合權益變動表披露之總權益。

本集團管理層每半年檢討資本結構一次。作為此檢討其中部分，管理層考慮各類別資本之資本成本及相關風險。按照管理層之建議，本集團將透過發行新股及發行新債權或贖回現有債權，以平衡其整體資本結構。

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39. CAPITAL RISK MANAGEMENT (Continued)

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their corresponding fair values.

The gearing ratio at the end of reporting periods was as follows:

39. 資金風險管理(續)

本公司董事認為，於綜合財務報表按攤銷成本列賬之金融資產及金融負債之賬面值與其相應之公平值相若。

於報告期末之資產負債比率如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Borrowing	借貸	1,558	-
Corporate bonds	公司債券	182,821	179,704
Bank balances and cash	銀行結餘及現金	(63,846)	(179,585)
Net debts	負債淨額	120,533	119
Total equity	總權益	802,642	1,299,682
Net debts to equity ratio	負債淨額對權益比率	0.15	-

40. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts of the Group's financial assets and financial liabilities as recognised as at 30 June 2016 and 2015 may be categorised as follows:

40. 按類別劃分之金融資產及金融負債概要

本集團於二零一六年及二零一五年六月三十日確認之金融資產及金融負債賬面值分類如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Financial assets	金融資產		
Available-for-sale investments	可供出售投資	262,671	-
Derivative financial instrument	衍生金融工具	215,426	-
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	204,526	215,519
Loans and receivables (including bank balances and cash) at amortised cost	按攤銷成本計量之貸款及應收款項(包括銀行結餘及現金)	174,071	636,342
		856,694	851,861
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本計量之金融負債	200,949	197,255

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41. INFORMATION ABOUT PRINCIPAL SUBSIDIARY

Set out below are the summarised financial information for the subsidiary that had non-controlling interests which is material to the Group, before any elimination.

41. 有關主要附屬公司之資料

下文載列於任何對銷前擁有對本集團而言屬重大之非控股權益之附屬公司財務資料概要。

		Jiang Su Youli Electric Vehicle Co., Ltd 江蘇友立電動車有限公司	
		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Summarised statement of financial position	財務狀況表概要		
As at 30 June	於六月三十日		
Non-controlling interests percentage	非控股權益之百分比	40.5%	40.5%
Non-current assets	非流動資產	2,176	129,755
Current assets	流動資產	846	3,789
Current liabilities	流動負債	(4,382)	(10,522)
Non-current liabilities	非流動負債	-	(25,817)
Net assets	資產淨值	(1,360)	97,205
Accumulated non-controlling interests	累計非控股權益	(551)	39,368

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41. INFORMATION ABOUT PRINCIPAL SUBSIDIARY (Continued)

41. 有關主要附屬公司之資料(續)

		Jiang Su Youli Electric Vehicle Co., Ltd 江蘇友立電動車有限公司	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Summarised statement of comprehensive income	全面收益表概要		
For the year ended 30 June	截至六月三十日止年度		
Revenue	收益	1,446	—
Loss for the year	年內虧損	(92,176)	(1,307)
Total comprehensive income	全面收入總額	(98,565)	(1,309)
Loss allocated to non-controlling interests	分配予非控股權益之虧損	(39,919)	(530)

		Jiang Su Youli Electric Vehicle Co., Ltd 江蘇友立電動車有限公司	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Summarised statement of cash flows	現金流量表概要		
For the year ended 30 June	截至六月三十日止年度		
Cash flows generated from/(used in) operating activities	經營業務所得/(所用)現金流量	1,043	3,557
Cash flows used in investing activities	投資活動所用現金流量	—	(2,933)
Net cash inflow	現金流入淨額	1,043	624

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

42. EVENTS AFTER REPORTING PERIOD

(i) Possible acquisition of Emission Particle Solution Sweden AB

On 29 July 2016, Perfect Essential Holdings Limited (“Perfect Essential”), a direct wholly-owned subsidiary of the Company entered into the sale and purchase agreement (the “SPA”) with seven vendors (the “Vendors”), which are independent third parties of the Group. Pursuant to the terms of the SPA, Perfect Essential has conditionally agreed to acquire and the Vendors have conditionally agreed to sell the 1,366 shares of Emission Particle Solution Sweden AB at the consideration of SEK239,000,000 (equivalent to approximately HK\$220,573,000). Details of the transaction are set out in the Company’s announcement dated 29 July 2016.

(ii) Convertible preference shares transfer agreement

On 13 September 2016, the Company entered into the convertible preference shares (“CPS”) transfer agreement with the purchasers, pursuant to which the Company has conditionally agreed to procure the sale of and the purchasers have agreed to purchase 651,430,000 CPS in aggregate at the transfer price of HK\$0.21 per CPS. Details of the transaction are set out in the Company’s announcement dated 13 September 2016.

42. 報告期後事項

(i) 可能收購 Emission Particle Solution Sweden AB

於二零一六年七月二十九日，本公司直接全資附屬公司 Perfect Essential Holdings Limited (「Perfect Essential」) 與七名賣方 (「賣方」，為本集團獨立第三方) 訂立買賣協議 (「買賣協議」)。根據買賣協議之條款，Perfect Essential 有條件同意收購而賣方有條件同意出售 1,366 股 Emission Particle Solution Sweden AB 股份，代價為 239,000,000 克朗 (相當於約 220,573,000 港元)。有關交易詳情載於本公司日期為二零一六年七月二十九日之公佈。

(ii) 可換股優先股轉讓協議

於二零一六年九月十三日，本公司與買方訂立可換股優先股 (「可換股優先股」) 轉讓協議，據此，本公司有條件同意促使出售而買方同意收購合共 651,430,000 股可換股優先股，轉讓價為每股可換股優先股 0.21 港元。交易詳情載於本公司日期為二零一六年九月十三日之公佈。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2016 截至二零一六年六月三十日止年度

42. EVENTS AFTER REPORTING PERIOD

(Continued)

(iii) Settlement deed of the profit guarantee compensation

With reference to the announcements dated 26 April 2015 and 29 May 2015, the vendor irrevocably warranted and guaranteed to the Company (the "Profit Guarantee") that the after-tax audited consolidated net profit of the Delta Prestige Group for the year ended 30 June 2016 shall not be less than HK\$100,000,000 (the "Guaranteed Net Profit").

In the event that the Delta Prestige Group cannot achieve the Guaranteed Net Profit, the vendor has irrevocably undertaken to the Company to pay to the Company in cash within 10 business days from the date of receipt of the certificate from the auditors of the Company an amount equal to the shortfall (the "Profit Guarantee Compensation").

In view of the loss of the Delta Prestige Group for the year ended 30 June 2016, the vendor had been requested to settle the Profit Guarantee Compensation of HK\$100,000,000. After arm's length negotiations, on 26 September 2016, the vendor and the Company entered into a settlement deed regarding the settlement of the Profit Guarantee Compensation of HK\$100,000,000 and the additional amount of compensation of HK\$850,000, in which HK\$20,000,000 has been settled by the vendor on 27 September 2016. Details of the settlement are set out in the Company's announcements dated 26 September 2016.

42. 報告期後事項(續)

(iii) 溢利保證補償之償付契約

參照日期為二零一五年四月二十六日及二零一五年五月二十九日之公佈，賣方向本公司不可撤回地保證及擔保(「溢利保證」)，德泰匯信集團於截至二零一六年六月三十日止年度之除稅後經審核綜合純利不會少於100,000,000港元(「保證純利」)。

倘德泰匯信集團未能達致保證純利，則賣方向本公司不可撤回地承諾於接獲本公司核數師發出證明書當日起計10個營業日內以現金向本公司支付相當於缺額之金額(「溢利保證補償」)。

鑑於德泰匯信集團截至二零一六年六月三十日止年度出現虧損，賣方被要求償付為數100,000,000港元之溢利保證補償。經雙方公平磋商後，於二零一六年九月二十六日，賣方與本公司就償付溢利保證補償100,000,000港元加額外補償金額850,000港元訂立償付契約，其中20,000,000港元已於二零一六年九月二十七日由賣方償付。償付詳情載於本公司日期為二零一六年九月二十六日之公佈。

Financial Summary

財務概要

RESULTS

業績

		Years ended 30 June 截至六月三十日止年度				
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014* 二零一四年* HK\$'000 千港元	2013* 二零一三年* HK\$'000 千港元	2012* 二零一二年* HK\$'000 千港元
Turnover	營業額	16,434	49,698	439,316	410,975	311,872
Loss before income tax	所得稅前虧損	(556,617)	(30,138)	(85,569)	(64,442)	(52,789)
Income tax credit/(expense)	所得稅抵免/(開支)	25,020	1,216	44,293	(8,144)	(308)
Loss for the year from continuing operations	持續經營業務之年內虧損	(531,597)	(28,922)	(41,276)	(72,586)	(53,097)
Profit for the year from discontinued operations	已終止經營業務之年內溢利	-	40,445	-	-	-
(Loss)/profit for the year	年內(虧損)/溢利	(531,597)	11,523	(41,276)	(72,586)	(53,097)
(Loss)/profit for the year attributable to:	以下人士應佔年內(虧損)/溢利:					
Owners of the Company	本公司擁有人	(494,057)	12,055	(41,276)	(72,586)	(53,097)
Non-controlling interests	非控股權益	(37,540)	(532)	-	-	-
		(531,597)	11,523	(41,276)	(72,586)	(53,097)

ASSETS AND LIABILITIES

資產及負債

		At 30 June 於六月三十日				
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Total assets	資產總值	1,013,500	1,537,372	1,127,559	1,556,642	680,875
Total liabilities	負債總額	(210,858)	(237,690)	(380,128)	(813,031)	(92,083)
		802,642	1,299,682	747,431	743,611	588,792

* The Group had disposed of its 100% equity interests in Hua Yi Copper (BVI) Company Limited and its subsidiaries (together "Hua Yi Group") during the year ended 30 June 2015.

The copper rods and cable and wires businesses, which are carried out by Hua Yi Group have been presented as discontinued operations in the consolidated financial statements for the year ended 30 June 2015. For the purpose of this financial summary, the copper rods and cable and wires businesses have not been re-presented as discontinued operations for the three years ended 30 June 2012 to 2014.

* 截至二零一五年六月三十日止年度，本集團已出售其於 Hua Yi Copper (BVI) Company Limited 及其附屬公司(統稱「華藝集團」)之全部股權。

華藝集團從事之銅桿以及電纜及電線業務已於截至二零一五年六月三十日止年度之綜合財務報表呈列為已終止經營業務。就本財務概要而言，銅桿以及電纜及電線業務並無就截至二零一二年至二零一四年六月三十日止三個年度重新呈列為已終止經營業務。



德泰新能源集團有限公司
DeTai New Energy Group Limited