



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)



年報

2017

ANNUAL REPORT

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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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5 Queen's Road Central
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

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處兼主要營業地點

香港
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.
China CITIC Bank International Limited
Sumitomo Mitsui Banking Corporation
Canadian Imperial Bank of Commerce
Bank of Tianjin
Swedbank AB

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
中信銀行(國際)有限公司
三井住友銀行
加拿大帝國商業銀行
天津銀行
瑞典銀行有限公司

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 2017.

BUSINESS REVIEW AND PROSPECTS

Loss for the year ended 30 June 2017 attributable to shareholders of the Company amounted to approximately HK\$144.4 million as compared to the loss of approximately HK\$494.1 million for the same financial year of 2016. Basic loss per share was approximately 2.97 HK cents as compared to basic loss per share of 11.02 HK cents in the previous year.

The decrease in the net loss was mainly attributable to (i) the decrease in impairment loss on intangible assets and goodwill of approximately HK\$91.3 million and HK\$363.0 million respectively and (ii) the decrease in share-based payment expenses of approximately HK\$39.5 million as compared to that for the corresponding year of 2016.

During the year under review, the Group's turnover of new energy business was approximately HK\$3.5 million (2016: Nil) and the segment loss was approximately HK\$26.7 million (2016: Nil). The segment loss was mainly attributable to amortisation of intangible assets. During the year, the Group had strived to enhance the worldwide recognition of EuroAd and expand the distribution network in different regions, namely Europe, Middle East, South Africa, North America and Asia.

Besides its application in fuel, the Group aimed to further expand the market segments such as shipping and pulp and paper globally, to ensure new and potential customers are aware of EuroAd multilevel applications. The potential growth in these new segments are high and will let the Group achieve a product diversification strategy meanwhile managing risk being too concentrated on one segment. In the coming quarters, our staff will strive to capture more sales.

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」)截至二零一七年六月三十日止年度之全年業績。

業務回顧及展望

截至二零一七年六月三十日止年度，本公司股東應佔虧損約為144,400,000港元，而二零一六年相同財政年度則為虧損約494,100,000港元。每股基本虧損約為2.97港仙，而去年則為每股基本虧損11.02港仙。

有關虧損淨額減少主要歸因於(i)無形資產及商譽減值虧損分別減少約91,300,000港元及363,000,000港元；及(ii)相較於二零一六年同期，以股份為基礎之付款支出減少約39,500,000港元。

於回顧年度，本集團新能源業務之營業額約為3,500,000港元(二零一六年：無)，而分類虧損約為26,700,000港元(二零一六年：無)。分類虧損主要源自無形資產攤銷。年內，本集團致力提升EuroAd全球知名度及拓展不同區域，即歐洲、中東、南非、北美及亞洲之分銷網絡。

除其於燃料之應用外，本集團旨在進一步擴張至全球貨運、紙漿及造紙等市場分類，以確保新客戶及潛在客戶注意到EuroAd之多方面應用。此等新分類具有高增長潛力，並讓本集團達到產品多樣化策略，同時亦可管理過於集中一個分類之風險。於往後季度，本集團員工將致力作出更多銷售。

Chairman's Statement

主席報告

In the People's Republic of China (the "PRC"), the Group formed a joint venture with 北京中聯光采科技有限公司 (Beijing ZhongLian GuangCai Technology Co. Ltd), who operates the largest online trading platform, 光采網 (Guang Cai Net), for petroleum and petrochemical products in the PRC which enables the Group to reach more effective marketing promotion and broader sales channels. Given the satisfaction of product testing results and the collaboration with the high profile of joint venture partner, 北京中聯光采科技有限公司 (Beijing ZhongLian GuangCai Technology Co. Ltd), the Group believes that the future sales of new energy business would increase significantly and will generate stable source of income to the Group.

The hotel hospitality business recorded a turnover of approximately HK\$25.2 million (2016: Nil) and a segment loss of approximately HK\$19.9 million (2016: Nil). The segment loss was mainly attributed to the exchange loss. The Group is optimistic about the prospects and the potential momentum of the hotel and resort industry in Japan which will generate satisfactory income to the Group in the future.

The performance of money lending business was relatively stable. The turnover of the money lending services business was approximately HK\$12.3 million for the year ended 30 June 2017 (2016: approximately HK\$13.2 million) and a segment profit of approximately HK\$5.5 million (2016: approximately HK\$16.6 million) was recorded. All the borrowers have been carefully evaluated by the Group on their repayment capability and securities provided.

The turnover of electric cycles business was approximately HK\$0.7 million (2016: approximately HK\$1.4 million) and the segment loss was approximately HK\$3.1 million (2016: approximately HK\$393.1 million). The segment loss was mainly attributed to the decrease in turnover. Although the Group had strived to enhance the brand recognition and market penetration, the results still fell short of expectation. The Group targets to formulate an operating plan to breakeven.

The turnover of the liquor and wine business was approximately HK\$2.4 million (2016: approximately HK\$1.7 million) and a segment loss of approximately HK\$80.3 million was recorded (2016: approximately HK\$61.5 million). The performance of the liquor and wine business was still fell short of expectation. The Group will continuously explore different sales channels enhance the Group's revenue stream.

本集團於中華人民共和國(「中國」)與北京中聯光采科技有限公司成立合營企業，其於中國經營為全國最大石油、石化產品線上交易平台光采網，讓本集團作更具效益的宣傳和拓展銷售渠道。鑑於產品測試結果理想及與知名合營企業夥伴北京中聯光采科技有限公司合作，本集團相信未來新能源業務銷售將大幅增長，為本集團帶來穩定收入來源。

酒店款待業務錄得營業額約25,200,000港元(二零一六年：無)及分類虧損約19,900,000港元(二零一六年：無)。分類虧損主要歸因於匯兌虧損。本集團對日後將為本集團帶來可觀收入之日本酒店及度假村行業之前景及潛力抱持樂觀態度。

借貸業務表現相對穩定。截至二零一七年六月三十日止年度，借貸服務業務之營業額約為12,300,000港元(二零一六年：約13,200,000港元)，而分類溢利則約為5,500,000港元(二零一六年：約16,600,000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。

電動自行車業務之營業額約為700,000港元(二零一六年：約1,400,000港元)，而分類虧損則約為3,100,000港元(二零一六年：約393,100,000港元)。分類虧損主要由於營業額下跌。儘管本集團致力提升品牌知名度及市場滲透率，惟業績仍遜於預期。本集團計劃制訂經營方案以達至收支平衡。

酒類產品業務之營業額約為2,400,000港元(二零一六年：約1,700,000港元)，而分類虧損則約為80,300,000港元(二零一六年：約61,500,000港元)。酒類產品業務仍遜於預期。本集團將不斷探索不同銷售渠道以擴闊本集團之收入來源。

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 2017

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，二零一七年九月二十九日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

During the year, the Group was engaged in six business segments, (i) new energy business; (ii) hotel hospitality business; (iii) provision of money lending services; (iv) manufacturing and trading of electric cycles; (v) trading and distribution of liquor and wine; and (vi) investments in securities and funds. As at 30 June 2017, the Group recorded a turnover of approximately HK\$44.2 million (2016: approximately HK\$16.4 million). Loss for the year attributable to owners of the Company was approximately HK\$144.4 million (2016: approximately HK\$494.1 million). Basic loss per share was approximately 2.97 HK cents (2016: approximately 11.02 HK cents). The decrease in the net loss was mainly attributable to (i) the decrease in impairment loss on goodwill and intangible assets of approximately HK\$363.0 million and HK\$91.3 million respectively and (ii) the decrease in share-based payment expenses of approximately HK\$39.5 million as compared to that for the corresponding year of 2016.

New energy business

On 22 December 2016, Perfect Essential Holdings Limited ("Perfect Essential"), a wholly-owned subsidiary of the Company, acquired the entire issued share capital of Emission Particle Solution Sweden AB ("EPS"), which was engaged in the distribution of EuroAd, a totally biodegradable vegetable additive which catalyses the combustion process in both fossil and bio fuels to achieve fuller fuel efficiency and cost savings without compromising fuel performance. Furthermore, EuroAd has been tested by national level reputable institutes that can reduce fuel consumption and emission of Carbon Monoxide, Carbon Dioxide and particulate matter (PM) significantly.

The turnover for the year ended 30 June 2017 of the new energy business was approximately HK\$3.5 million (2016: Nil) and the segment loss was approximately HK\$26.7 million (2016: Nil). The segment loss was mainly attributable to amortisation of intangible assets.

During the year, the Group had strived to enhance the worldwide recognition of EuroAd and expand the distribution network in different regions, namely Europe, Middle East, South Africa, North America and Asia.

業務回顧

於本年度，本集團從事六個業務分類：(i) 新能源業務；(ii) 酒店款待業務；(iii) 提供借貸服務；(iv) 製造及買賣電動自行車；(v) 買賣及分銷酒類產品；及(vi) 證券及基金投資。於二零一七年六月三十日，本集團錄得營業額約44,200,000港元(二零一六年：約16,400,000港元)。本公司擁有人應佔年內虧損約為144,400,000港元(二零一六年：約494,100,000港元)。每股基本虧損約為2.97港仙(二零一六年：約11.02港仙)。虧損淨額減少主要歸因於相較於二零一六年同期，錄得(i) 商譽及無形資產減值虧損分別減少約363,000,000港元及91,300,000港元及(ii) 以股份為基礎之付款支出減少約39,500,000港元。

新能源業務

於二零一六年十二月二十二日，本公司全資附屬公司Perfect Essential Holdings Limited (「Perfect Essential」) 收購從事分銷EuroAd之Emission Particle Solution Sweden AB (「EPS」) 全部已發行股本，EuroAd為可完全生物降解之植物添加劑，可催化化石及生物燃料之燃燒過程，全面提升燃料效率及節省成本，而不影響燃料表現。此外，EuroAd已經過國際知名機構測試，可大量減低燃料消耗以及減少一氧化碳、二氧化碳及懸浮粒子排放。

新能源業務於截至二零一七年六月三十日止年度之營業額約為3,500,000港元(二零一六年：無)，而分類虧損約為26,700,000港元(二零一六年：無)。分類虧損主要源自無形資產攤銷。

年內，本集團致力提升EuroAd全球知名度及拓展不同區域，即歐洲、中東、南非、北美及亞洲之分銷網絡。

Management Discussion and Analysis

管理層討論及分析

The Group has spent many resources in conducting product testing which is a prerequisite for entering the energy markets in these countries with potential customers. However, the time taken to carry out product testing on the customers' plants and premises was much longer than the management of new energy business expected due to the constraints presented in the customers' own facilities in these countries. Furthermore, the product testing was affected by political influences in certain countries in that product testing had to be started all over again where there was a new team of government officials and decision makers.

Our staff with extensive experience in the fuel industry, nevertheless, provided valuable support to our potential customers and had so far received positive feedback and results in product testing. The prolonged product testing resulted in delay in placing of sales orders from the Group's targeted potential customers.

Our management and staff have strategised and revamped EuroAd marketing concept placing more emphasis on promoting EuroAd multilevel applications. Besides its application in fuel, we aimed at expanding into market segments such as shipping and pulp and paper globally ensuring that new and potential customers were aware of EuroAd multilevel applications. The potential growth in these new segments are high and will let the Group achieve a product diversification strategy meanwhile managing risk being too concentrated on one segment. In the coming quarters, our staff will strive to capture more sales to meet up the previous shortage.

In the PRC, the Group formed a joint venture with 北京中聯光采科技有限公司 (Beijing ZhongLian GuangCai Technology Co. Ltd), who operates the largest online trading platform, 光采網 (Guang Cai Net), for petroleum and petrochemical products in the PRC. 光采網 (Guang Cai Net) has been recognised and acknowledged by leading petroleum and chemical enterprises, material and equipment manufacturing enterprises and relevant industrial associations and accredited as the "Alibaba" of the petrochemical industry which enables the Group to reach more effective marketing promotion and broader sales channels. Given the satisfaction of product testing results and the collaboration with the high profile of joint venture partner, 北京中聯光采科技有限公司 (Beijing ZhongLian GuangCai Technology Co. Ltd), the Group believes that the future sales of new energy business would increase significantly and will generate stable source of income to the Group.

本集團動用大量資源，與潛在客戶進行產品測試，為進入這些國家能源市場之先決條件。然而，由於這些國家之客戶自設廠房有所限制，於客戶之廠房及物業進行產品測試所需時間遠遠超過新能源業務管理人員之預期。再者，產品測試受到若干國家之政治影響，令產品測試需與政府官員及決策人團隊重頭展開。

儘管如此，本集團員工於燃料行業經驗豐富，為潛在客戶提供寶貴支援，並於目前為止取得正面反應及於產品測試中取得正面結果。產品測試延長導致來自本集團目標潛在客戶之銷售訂單亦有所延遲。

本集團管理人員及員工已策略部署及革新 EuroAd 市場概念，大力推廣 EuroAd 之多方面應用。除其於燃料之應用外，本集團旨在擴張至全球貨運、紙漿及造紙等市場分類，以確保新客戶及潛在客戶注意到 EuroAd 之多方面應用。此等新分類具有高增長潛力，並讓本集團達到產品多樣化策略，同時亦可管理過於集中一個分類之風險。於往後季度，本集團員工將致力作出更多銷售，以彌補較早前之不足額。

本集團於中國與北京中聯光采科技有限公司成立合營企業，其於中國經營為全國最大石油、石化產品線上交易平台光采網。光采網已獲領先石油和化工企業、物資裝備製造企業以及相關工業協會認可，被譽為石油化工領域的「阿里巴巴」，讓本集團作更具效益的宣傳和拓展銷售渠道。鑑於產品測試結果理想及與知名合營企業夥伴北京中聯光采科技有限公司合作，本集團相信未來新能源業務銷售將大幅增長，為本集團帶來穩定收入來源。

Management Discussion and Analysis

管理層討論及分析

Pursuant to the terms of the sale and purchase agreement dated 29 July 2016 (as amended by supplemental agreement dated 22 December 2016) entered into between Perfect Essential (the “Purchaser”) and the eight vendors, the maximum consideration for the acquisition is SEK239 million, in which SEK101.2 million was paid on the completion date i.e. 22 December 2016 and the remaining maximum balance of SEK137.8 million will be subject to post completion adjustment mechanism. The remaining balance will be adjusted in accordance with the ratio of the net profit after tax of EPS forecasted for the period from 1 January 2017 to 31 December 2017 by way of agreements and/or orders as determined by the Purchaser to the guaranteed profit of SEK30.0 million.

The vendors undertake that notwithstanding the amount of the remaining consideration and other terms in the sale and purchase agreement, the vendors will deliver to the Purchaser (or its nominee) on or before 31 December 2017 (i) the original intelligence property transfer confirmation agreement and the deed of modification to modify the terms of the intelligence property transfer confirmation agreement in such form and substance satisfactory to the Purchaser; (ii) the list of ingredients for production of EuroAd, the list of suppliers of the ingredients, the technical production specification of EuroAd; (iii) the original assets transfer agreement; and (iv) any other manuals lodged with the Stockholm Chamber of Commerce by the inventor of EuroAd.

In the course of preparing the financial statements, the management had duly engaged an independent qualified valuer (the “1st Valuer”) to determine the fair value of intangible assets acquired at the date of acquisition, the recoverable amount of the cash generating unit as at 30 June 2017 and the fair value of the contingent consideration payable at the date of acquisition and as at 30 June 2017 of the new energy business and another independent qualified valuer to perform a valuation review on the valuation report prepared by the 1st Valuer. The management has sufficiently provided all the relevant information, including but not limited to, internal reports and analysis, such as business development plans, contracts signed with distributors, revenue and costing analyses and budgets, sales contracts to the 1st Valuer and the auditor to support the assumptions made on the forecasts and in assessing the fair value of intangible assets acquired at the date of acquisition, the recoverable amount of the cash generating unit as at 30 June 2017 and the fair value of the contingent consideration payable as at the date of acquisition and as at 30 June 2017 of the new energy business.

根據 Perfect Essential (「買方」) 與八名賣方所訂立日期為二零一六年七月二十九日之買賣協議之條款(經日期為二零一六年十二月二十二日之補充協議修訂), 收購代價上限為 239,000,000 克朗, 其中 101,200,000 克朗已於完成日期(即二零一六年十二月二十二日)支付, 而餘款最多 137,800,000 克朗受完成後調整機制約束。代價餘額將按 EPS 由二零一七年一月一日至二零一七年十二月三十一日期間之預測除稅後純利(以協議方式及/或在買方指令下釐定)對保證溢利 30,000,000 克朗之比率予以調整。

賣方承諾, 不論代價餘下金額及買賣協議之其他條款, 賣方將於二零一七年十二月三十一日或之前向買方(或其代名人)送達(i)形式及內容均令買方滿意之知識產權轉讓確認協議正本及修訂知識產權轉讓確認協議條款之修訂契約; (ii) 生產 EuroAd 之材料目錄、有關成份之供應商目錄、EuroAd 之技術生產規格; (iii) 資產轉讓協議正本; 及 (iv) EuroAd 之發明者向斯德哥爾摩商會存檔之任何其他手冊。

於編製財務報表時, 管理層已正式委聘一名獨立合資格評估師(「首名評估師」)釐定所收購無形資產於收購日期之公平值、新能源業務現金產生單位於二零一七年六月三十日之可收回金額以及應付或然代價於收購日期及二零一七年六月三十日之公平值及另一名獨立合資格評估師對首名評估師所編製估值報告進行估值審查。管理層已充分向首名評估師及核數師提供所有相關資料, 包括但不限於業務發展計劃、與分銷商簽訂之合約、收益及成本分析及預算以及銷售合約等內部報告及分析, 以支持預測所作出之假設及評估所收購無形資產於收購日期之公平值、新能源業務現金產生單位於二零一七年六月三十日之可收回金額以及應付或然代價於收購日期及二零一七年六月三十日之公平值。

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Given the results of the new energy business in the past six months with turnover of approximately HK\$3.5 million and segment loss of approximately HK\$26.7 million, whether the new energy business would achieve the forecasted results is uncertain and depending on the results of the product testing and the sales orders placed by the potential customers in the future. However, the auditor, based on the information provided by the Group, considered the information was not sufficient and appropriate for their audit purpose in estimating the fair value of intangible assets acquired at the date of acquisition of the new energy business, the recoverable amount of the cash generating unit as at 30 June 2017 and the fair value of the contingent consideration payable at the date of acquisition and as at 30 June 2017 of the new energy business based on the audit procedures set out in Hong Kong Standard on Auditing 540 "Auditing Accounting Estimates, Including Fair Value Accounting Estimates, and Related Disclosures". Therefore, the auditor issued qualified opinion.

The audit committee agreed about the management's position in relation to the valuation of the assets and liabilities being qualified by the auditor. The Board will continue to provide information, such as signed sales contracts and updated sales record, to the valuer and the auditor in assessing the data used in estimating the fair value of intangible assets, recoverable amount of the cash generating unit and the fair value of the contingent consideration payable of the new energy business and expects that, except for the effect of the current financial years audit qualification on the next financial year's opening balances, the audit qualifications would be removed in the coming financial year end.

In assessing the recoverable amount of the cash generating unit of the new energy business as at 30 June 2017, value-in-use calculation has been adopted that the estimated future cash flows were discounted to their present value using a pre-tax discount rate that reflected current market assessment of time value of money and the risk specific to the new energy business. The calculation used in cash flow projections was based on latest financial budgets covering a period of 5 years and at a pre-tax discount rate of 32.9% which was determined with reference to the market conditions, such as company specific risk premium and cost of debt of the new energy business. The cash flow projections beyond the 5-year period are extrapolated using a perpetual growth rate of 3%. The management of new energy business reviewed the assumptions taking into account of (i) the

鑑於過去六個月新能源業務營業額約3,500,000港元及分類虧損約26,700,000港元之業績，無法確定新能源業務能否達到預測業績，取決於產品測試結果及未來潛在客戶之銷售訂單。然而，基於本集團提供之資料，核數師認為根據香港審計準則第540號「審計會計估值(包括公平值會計估值)及相關披露」所載審計程序，於收購新能源業務日期並無足夠及適當資料達至審計目的，以估計所收購無形資產公平值、於二零一七年六月三十日現金產生單位之可收回金額以及於收購日期及二零一七年六月三十日新能源業務之應付或然代價公平值。因此，核數師發出保留意見。

審核委員會同意有關經核數師認可之資產及負債評估之管理人員立場。董事會將繼續向評估師及核數師提供資料，例如已簽訂銷售合約及最新銷售記錄，以評估估計無形資產公平值所採用之數據、現金產生單位之可收回金額以及新能源業務之應付或然代價公平值，預期未來財政年度結束時，除現時財政年度審核保留意見對下一個財政年度期初結餘之影響外，審核保留意見將會移除。

於評估於二零一七年六月三十日新能源業務現金產生單位之可收回金額時，乃採用使用價值計算，估計未來現金流量已採用反映貨幣時間價值及新能源業務特定風險之現行市場評估稅前貼現率貼現至現值。現金流量預測所採用計量基於涵蓋五年期間之最新財政預算，並按稅前貼現率32.9%貼現，乃參考市況，如公司特定風險溢價及新能源業務之債務成本而釐定。五年期間後之現金流量預測乃採用長期增長率3%推算。新能源業務之管理人員考慮到(i)整體經濟環境；(ii)行業動態；(iii)過往表現；及(iv)新能源業務之持續業務發展以審閱假設，以編製現金流量預測。再者，本集團動用大量資源與潛在客戶進行產品測試，為進入不同地區，即歐洲、

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general economic environment; (ii) industry dynamics; (iii) past performance; and (iv) on-going business development of the new energy business in preparing the cash flow projections. Furthermore, the Group had spent many resources in conducting product testing which is a prerequisite for entering the energy markets in different regions, namely Europe, Middle East, South Africa, North America and Asia, with potential customers. Although the product testing on customers' plants and premises were much longer than the management of new energy business expected, with the valuable support by the staff of the new energy business to the Group's potential customers, the Group had so far received positive feedback and results in product testing. The Group believes that the new energy business will successfully maintain its competitiveness and market share through optimizing the utilization of its resources and expanding its marketing network. Besides, the management of the new energy business aimed at expanding into market segments such as shipping and pulp and paper globally, not just focusing on fuel application, ensuring new and potential customers were aware of EuroAd multilevel applications. The new energy business can keep abreast of the latest development of the industry such that its competitiveness and profitability can be sustained.

Hotel hospitality business

On 1 November 2016, Noble Advantage Limited ("Noble Advantage") entered into a supplemental letter (the "Supplemental Letter") with Integrated Capital Investments Limited ("Integrated Capital"). Pursuant to the Supplemental Letter, Integrated Capital agreed that Noble Advantage has the right to convert the whole outstanding principal of the convertible bonds into new shares of Integrated Capital at any time from the date of the Supplemental Letter.

On 25 November 2016, the Group exercised the right to convert the outstanding principal of the convertible bonds in full into 570 new shares of Integrated Capital, representing 95% equity interest in Integrated Capital. Integrated Capital together with its subsidiary are principally engaged in hotel hospitality business in Japan. The resort towers located in Niseko, Hokkaido, Japan, named One Niseko Resort Towers, comprising two reinforced-concrete towers of 11 floors & 10 floors with one basement and 110 guest rooms in total. The hotel is particularly welcomed by family groups and long-stay guests for its spacious condominium rooms.

On 25 January 2017, the Group acquired the remaining 5% equity interest in Integrated Capital. Hence, the results of Integrated Capital and its subsidiary are wholly reflected in the results of the Group.

中東、南非、北美及亞洲能源市場之先決條件。儘管於客戶之廠房及物業進行產品測試所需時間遠遠超過新能源業務管理人員之預期，新能源業務員工為本集團潛在客戶提供寶貴支援，本集團於目前為止取得正面反應及於產品測試中取得正面結果。本集團相信透過優化資源運用及擴展市場網絡，新能源業務將成功保持競爭力及市場佔有率。另外，新能源業務管理人員旨在擴張至全球貨運、紙漿及造紙等市場分類，而不僅僅集中於燃料之應用，以確保新客戶及潛在客戶注意到EuroAd之多方面應用。新能源業務可緊貼行業最新發展，以維持其競爭力及盈利能力。

酒店款待業務

於二零一六年十一月一日，Noble Advantage Limited (「Noble Advantage」) 與 Integrated Capital Investments Limited (「Integrated Capital」) 訂立補充函件 (「補充函件」)。根據補充函件，Integrated Capital 同意 Noble Advantage 有權自補充函件日期起隨時將全部可換股債券的未償還本金額兌換為 Integrated Capital 新股份。

於二零一六年十一月二十五日，本集團行使權利將可換股債券的未償還本金額悉數兌換為 570 股 Integrated Capital 新股份，相當於 Integrated Capital 之 95% 股權。Integrated Capital 連同其附屬公司之主要業務為在日本從事酒店款待業務。位於日本北海道二世古之度假村大樓 (名為 One Niseko Resort Towers) 為兩幢分別十一層及十層高之鋼筋混凝土大樓，共有 110 間客房。該酒店的寬敞公寓式客房尤其受到家庭旅客及長期住客歡迎。

於二零一七年一月二十五日，本集團收購 Integrated Capital 餘下 5% 股權。因此，Integrated Capital 及其附屬公司之業績全面於本集團業績內反映。

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The hotel hospitality business recorded a turnover of approximately HK\$25.2 million (2016: Nil) and a segment loss of approximately HK\$19.9 million (2016: Nil). The segment loss was mainly attributed to the exchange loss. The Directors are optimistic about the prospects and the potential momentum of the hotel and resort industry in Japan which will generate satisfactory income to the Group in the future.

Money lending services

As at 30 June 2017, the Group has loans receivable with gross principal amount of approximately HK\$106.1 million (30 June 2016: approximately HK\$65.8 million). The Group recorded interest income from loans receivable of approximately HK\$12.3 million for the year ended 30 June 2017 (2016: approximately HK\$13.2 million).

Electric cycles business

The turnover for the year ended 30 June 2017 of the electric cycles business was approximately HK\$0.7 million (2016: approximately HK\$1.4 million) and a segment loss of approximately HK\$3.1 million was recorded for the year ended 30 June 2017 (2016: approximately HK\$393.1 million). The segment loss was mainly attributed to the decrease in turnover. Although the Group has strived to market the products, the results still fell short of expectation. In the coming year, the Group targets to formulate an operating plan to breakeven.

Pursuant to the terms of the settlement deed dated 26 September 2016 entered into between the Company and the then vendor that the then vendor shall compensate to the Company in an amount of HK\$100.9 million due to the profit shortfall. The compensation amount shall be paid by the then vendor in 4 installments: (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 three installments of HK\$70.7 million in aggregate was received by the Company on 27 September 2016 and 21 September 2017.

酒店款待業務錄得營業額約25,200,000港元(二零一六年:無)及分類虧損約19,900,000港元(二零一六年:無)。分類虧損主要歸因於匯兌虧損。董事對日後將為本集團帶來可觀收入之日本酒店及度假村行業之前景及潛力抱持樂觀態度。

借貸服務

於二零一七年六月三十日,本集團有本金總額約106,100,000港元(二零一六年六月三十日:約65,800,000港元)之應收貸款。截至二零一七年六月三十日止年度,本集團錄得應收貸款利息收入約12,300,000港元(二零一六年:約13,200,000港元)。

電動自行車業務

電動自行車業務截至二零一七年六月三十日止年度之營業額約為700,000港元(二零一六年:約1,400,000港元),而截至二零一七年六月三十日止年度之分類虧損則約為3,100,000港元(二零一六年:約393,100,000港元)。分類虧損主要由於營業額下跌。儘管本集團致力營銷產品,惟業績仍遜於預期。來年,本集團計劃制訂經營方案以達至收支平衡。

根據本公司與當時之賣方所訂立日期為二零一六年九月二十六日之償付契約之條款,當時之賣方須向本公司補償因溢利缺額產生之款項100,900,000港元。當時之賣方須分四期支付補償金額,即(i)於二零一六年九月三十日或之前向本公司支付其中20,000,000港元;(ii)於二零一七年三月三十一日或之前向本公司支付其中20,400,000港元;(iii)於二零一七年九月三十日或之前向本公司支付其中30,300,000港元;及(iv)於二零一八年三月三十一日或之前向本公司支付餘下30,150,000港元。本公司已於二零一六年九月二十七日及二零一七年九月二十一日收訖首三期款項合共70,700,000港元。

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Liquor and wine business

The turnover for the year ended 30 June 2017 of the liquor and wine business was approximately HK\$2.4 million (2016: approximately HK\$1.7 million) and a segment loss of approximately HK\$80.3 million was recorded as at the year ended 30 June 2017 (2016: approximately HK\$61.5 million). The sale of the liquor and wine still fell short of expectation. The Group will continuously explore different sales channel to enhance the revenue stream of liquor and wine business.

Listed securities investments

As at 30 June 2017, the Group did not have any portfolio of listed securities investments. Details of the listed securities investments as at 30 June 2016 and significant gains/(losses) for the year ended 30 June 2017 and 2016 are as below:

Significant gains/(losses) for the year ended 30 June 2017

酒類產品業務

酒類產品業務於截至二零一七年六月三十日止年度之營業額約為2,400,000港元(二零一六年:約1,700,000港元),而截至二零一七年六月三十日止年度之分類虧損則約為80,300,000港元(二零一六年:約61,500,000港元)。酒類產品銷情仍遜於預期。本集團將不斷探索不同銷售渠道以擴闊酒類產品業務之收入來源。

上市證券投資

於二零一七年六月三十日,本集團並無任何上市證券組合投資。於二零一六年六月三十日之上市證券投資以及截至二零一七年及二零一六年六月三十日止年度之重大收益/(虧損)之詳情如下:

截至二零一七年六月三十日止年度之重大收益/(虧損)

Name of listed securities 上市證券名稱	Stock code 股份代號	For the year ended 30 June 2017 截至二零一七年六月三十日止年度		
		Realised gains/(losses) 已變現收益/ (虧損) HK\$'000 千港元	Unrealised gains/(losses) 未變現收益/ (虧損) HK\$'000 千港元	Dividend received 已收股息 HK\$'000 千港元
China New Economy Fund Limited 中國新經濟投資有限公司	80	(687)	-	-
Huarong International Financial Holdings Limited 華融國際金融控股有限公司	993	196	-	-
Zhong An Real Estate Limited 眾安房產有限公司	672	(316)	-	-
Telecom Digital Holdings Limited 電訊數碼控股有限公司	6033	(62)	-	-

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Significant listed securities investments as at 30 June 2016

於二零一六年六月三十日之重大上市證券投資

		As at 30 June 2016 於二零一六年六月三十日					Approximate Percentage to total assets value of the Group
Name of listed securities	Stock code	Brief description of the business	Number of shares held	Proportion of shares held	Investment cost	Market value	佔本集團資產 總值概約 百分比
上市證券名稱	股份代號	業務簡述	所持股份數目	所持股份比例	投資成本 HK\$'000 千港元	市值 HK\$'000 千港元	
China New Economy Fund Limited	80	Investing globally in both private and publicly listed enterprises that have demonstrated the ability to manufacture a product or deliver a service that is supported by the economies of mainland China, Hong Kong, Macau and Taiwan	7,800,000	0.70%	1,542	1,256	0.12%
中國新經濟投資有限公司		投資全球具能力生產及提供獲中國內地、香港、澳門及台灣經濟支持之產品或服務之私人及公眾上市企業					
Huarong International Financial Holdings Limited	993	Broking and dealing of securities, futures and options contracts and provision of margin financing services; provides securities underwriting and sponsoring and financial advisory services, asset management services and direct investments	35,625,000	1.07%	110,394	97,613	9.63%
華融國際金融控股有限公司		證券、期貨及期權合約之經紀及買賣以及提供孖展融資服務；提供證券包銷、保薦及財務顧問服務；資產管理服務以及直接投資					
Zhong An Real Estate Limited	672	Property development, leasing and hotel operation	8,200,000	0.35%	11,697	5,657	0.56%
眾安房產有限公司		物業發展、租賃及酒店營運					

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Significant gains/(losses) for the year ended 30 June 2016

截至二零一六年六月三十日止年度之重大收益／(虧損)

Name of stock listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange")	Stock code	For the year ended 30 June 2016 截至二零一六年六月三十日止年度		Dividend received	
		Realised gains/ (losses) 已變現收益／(虧損) HK\$'000 千港元	Unrealised gains/ (losses) 未變現收益／(虧損) HK\$'000 千港元		
China New Economy Fund Limited	中國新經濟投資有限公司	80	(12,206)	(577)	-
Hong Kong Exchanges and Clearing Limited	香港交易及結算有限公司	388	(397)	-	18
Hsin Chong Group Holdings Limited	新昌集團控股有限公司	404	(750)	-	50
Huarong International Financial Holdings Limited	華融國際金融控股有限公司	993	-	(59,638)	-
Metallurgical Corporation of China Limited	中國冶金科工股份有限公司	1618	(1,163)	-	62
OP Financial Investments Limited	東英金融投資有限公司	1140	(1,000)	-	-
Zhong An Real Estate Limited	眾安房產有限公司	672	-	(2,706)	-
Jujiang Construction Group Co., Ltd.	巨匠建設集團股份有限公司	1459	3,478	-	-

In view of the fluctuations in the global and local financial markets, the Board is always cautious of the prospects of the trading performance of the Group's portfolio of listed securities investments. The Group disposed all the listed securities during the year ended 30 June 2017 (30 June 2016: fair value of financial assets at fair value through profit or loss of approximately HK\$104.5 million). The Group reallocated financial resources to other business segments.

鑑於全球及本地金融市場動盪，董事會一直對本集團上市證券組合投資未來交易表現保持審慎態度。本集團於截至二零一七年六月三十日止年度出售全部上市證券(二零一六年六月三十日：按公平值計入損益之金融資產之公平值約104,500,000港元)。本集團已將財務資源重新分配至其他業務分類。

PROSPECTS

Since June 2016, the Group has been strategically focused on completing the acquisition of EPS. At completion in December 2016, EPS became a wholly-owned subsidiary of the Group. EPS, based in Sweden, is engaged in the development and worldwide distribution of a biofuel product namely EuroAd, a biodegradable vegetable additive which catalyzes the combustion process in both fossil and bio fuels to achieve fuller fuel efficiency and cost savings with increased fuel performance. Meanwhile, EuroAd functions to reduce environment impacts by separating the molecular chains in fuels as well as facilitating the oxidation of fuels during combustion process. It also serves as a detergent which cleans combustion chambers, intakes channels, spreaders and injectors from soot, bacteria and algae. EuroAd is examined in different institutions over 40 countries and it is proven to be effective in reducing particulate matter (PM) by 50% on average.

前景

自二零一六年六月以來，本集團一直在策略上專注完成收購EPS。於二零一六年十二月完成時，EPS成為本集團之全資附屬公司。EPS以瑞典為基地，從事開發及全球分銷生物燃料產品EuroAd，其為可生物降解之植物添加劑，可催化化石及生物燃料之燃燒過程，全面提升燃料效率及節省成本，提升燃料表現。同時，EuroAd可分開燃料內之分子鏈，促進燃燒過程中燃料氧化，從而減低對環境之影響。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經超過40個國家不同機構驗證，證實可有效減少平均50%懸浮粒子。

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Given China is facing pressing issue of environmental protection and energy saving problem, it represents an economic opportunity for the Group to emerge our new energy sector in China.

In April 2017, the Group entered into a strategic and high profile joint venture agreement with Beijing ZhongLian GuangCai Technology Co. Ltd (北京中聯光采科技有限公司) to collaborate with its online platform, 光采網 (GuangCai Net), widely known as the “Alibaba” in the petrochemical industry. With the reputation, business network and deep local knowledge of our Chinese joint venture partner, synergy effects of combing resources and management talent will be produced propelling our business development in the new energy sector in China. Besides, the Group believes the demand for high-quality, innovative environmental production and solutions in world-wide markets will continue to expand. The Group set to devote its top talent and resources in developing the new energy segment.

In November 2016, the Group completed acquisition of One Niseko Resort Towers in the famous Japanese skiing destination of Niseko, Hokkaido, Japan. In view of the large potential growth in tourism in Japan driven by the Tokyo Olympics 2020, the recent enactment of the Integrated Resort Laws in Japan and that the resort towers have continued to generate satisfactory income to the Group, the Directors are confident that the acquisition will allow the Group to achieve further diversification in our business portfolio and manage a steady income stream.

Apart from the development of new energy business and hotel hospitality business, the Group will continue to be cautious in its investment approach on securities and funds, 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 of the Company.

FINAL DIVIDEND

The Board resolved not to recommend the payment of any dividend for the year ended 30 June 2017 (2016: Nil).

由於中國正面對迫切之環境保護及節能問題，反映本集團在中國新興新能源行業獲得經濟機會。

於二零一七年四月，本集團與北京中聯光采科技有限公司訂立策略性且備受矚目的合營公司協議，與其被譽為石化行業的「阿里巴巴」之在線平台光采網進行協作。憑藉中國合營公司夥伴之聲譽、業務網絡及深厚當地知識，結合資源及管理人才之協同效應將推進我們於中國新能源行業之業務發展。此外，本集團深信，全球市場對高質量、創新環保生產及解決方案之需求將與日俱增。本集團致力將頂尖人才及資源投入於發展新能源分類。

於二零一六年十一月，本集團完成收購位於日本北海道二世古著名滑雪勝地之One Niseko Resort Towers。鑑於二零二零年東京奧運會為日本旅遊業帶來巨大增長潛力、日本近期頒佈之綜合度假村法案及度假村大樓一直為本集團帶來可觀收入，董事有信心收購事項將有助進一步多元發展業務組合，並創造穩定收入來源。

除發展新能源業務及酒店款待業務外，本集團將繼續於證券及基金方面採取審慎投資態度，密切監察電動自行車業務、酒類產品業務及借貸服務，並抓緊其他發展機會以提升競爭力，務求為本公司股東締造最佳回報。

末期股息

董事會議決不建議就截至二零一七年六月三十日止年度派付任何股息(二零一六年：無)。

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管理層討論及分析

FINANCIAL RESOURCES, LIQUIDITY AND GEARING

As at 30 June 2017, the Group recorded cash and bank balances (including pledged bank balances) amounting to approximately HK\$95.9 million (2016: approximately HK\$63.8 million) and the net current assets value was approximately HK\$102.2 million (2016: approximately HK\$409.2 million).

The Group's gearing ratio as at 30 June 2017 was approximately 0.35 (2016: approximately 0.23), being a ratio of total debts, including corporate bonds and borrowings of approximately HK\$263.6 million (2016: approximately HK\$184.4 million) to the total equity of approximately HK\$754.2 million (2016: approximately HK\$802.6 million).

On 13 September, 7 October, 28 October 2016, the Company entered into several convertible preference shares transfer agreements (the "CPS Transfer Agreements") with certain purchasers respectively. Pursuant to the CPS Transfer Agreements, the purchasers agreed to purchase and the Company agreed to procure the transfer of 1,238,095,238 convertible preference shares (the "CPS") in aggregate. For the year ended 30 June 2017, 746,430,000 CPS in aggregate had been transferred and fully converted into shares of the Company. The net proceeds from the CPS Transfer Agreements received by the Company was approximately HK\$160.8 million, of which approximately HK\$85.6 million was used, in accordance with the intended use as approved by the shareholder of the Company, for the settlement of the consideration for the acquisition of the new energy business which completed on 22 December 2016. The remaining balance of approximately HK\$75.2 million is intended to be used for the settlement of the remaining consideration for the acquisition of new energy business and for the general working capital of the Group.

On 6 October 2016, the Company entered into a bond placing agreement with a placing agent in relation to the placing of bonds in an aggregate principal amount of up to HK\$100 million. For the year ended 30 June 2017, no such bonds had been placed and no proceeds had been received by the Company. The bond placing agreement lapsed on 5 April 2017.

As at 30 June 2017, the Group had 3-year 8% and 10% coupon unlisted corporate bonds with the aggregate principal amount of approximately HK\$86.5 million and HK\$27.0 million (2016: approximately HK\$102.0 million and HK\$84.5 million) respectively. The bonds are guaranteed by the Company. During the year ended 30 June 2017, the Group has redeemed certain corporate bonds of principal amount of HK\$73.0 million due to maturity (2016: Nil).

財務資源、流動資金及負債資產比率

於二零一七年六月三十日，本集團錄得現金及銀行結餘(包括已抵押銀行結餘)約95,900,000港元(二零一六年：約63,800,000港元)，而流動資產淨值則約為102,200,000港元(二零一六年：約409,200,000港元)。

於二零一七年六月三十日，本集團之負債資產比率約為0.35(二零一六年：約0.23)，即債務總額(包括公司債券及借貸)約263,600,000港元(二零一六年：約184,400,000港元)相對總權益約754,200,000港元(二零一六年：約802,600,000港元)之比率。

於二零一六年九月十三日、十月七日及十月二十八日，本公司與若干買方分別訂立若干可換股優先股轉讓協議(「可換股優先股轉讓協議」)。根據可換股優先股轉讓協議，買方同意購買而本公司同意促使轉讓合共1,238,095,238股可換股優先股(「可換股優先股」)。截至二零一七年六月三十日止年度，合共746,430,000股可換股優先股已獲轉讓並悉數兌換為本公司股份。本公司所收取可換股優先股轉讓協議所得款項淨額約為160,800,000港元，其中約85,600,000港元已按照本公司股東批准之擬定用途用作結付於二零一六年十二月二十二日完成收購新能源業務所需代價。餘下款項約75,200,000港元擬用作結付收購新能源業務之剩餘代價及本集團一般營運資金。

於二零一六年十月六日，本公司與配售代理就配售本金總額最多為100,000,000港元之債券訂立債券配售協議。截至二零一七年六月三十日止年度，概無有關債券已獲配售，本公司亦無收取任何所得款項。債券配售協議於二零一七年四月五日失效。

於二零一七年六月三十日，本集團有本金總額分別約86,500,000港元及27,000,000港元(二零一六年：約102,000,000港元及84,500,000港元)之三年期8厘及10厘票息非上市公司債券。該等債券由本公司擔保。截至二零一七年六月三十日止年度，本集團於到期時贖回若干公司債券，本金額為73,000,000港元(二零一六年：無)。

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PLEDGE OF ASSETS

As at 30 June 2017, no margin loan payable was secured by the Group's listed equity investments (2016: approximately HK\$98.9 million).

As at 30 June 2017, the Group pledged hotel land and building in Japan with an aggregated carrying value of approximately HK\$475.0 million (2016: Nil), bank deposit of approximately HK\$3.0 million (2016: Nil) and the entire equity interest of Cambridge Venture Partners Kabushiki Kaisha ("CVP KK"), a non-wholly owned subsidiary of the Company, to secure banking facilities of the Group (2016: Nil).

CAPITAL STRUCTURE

During the year ended 30 June 2017, 2,300,000 share options were exercised, 1,600,000 share options lapsed and 746,430,000 convertible preference shares were converted into shares of the Company.

On 24 January 2017, the Board granted 163,550,000 share options to the eligible participants as defined in the share option scheme adopted by the Company on 13 December 2013 at the exercise price of HK\$0.235 per share.

Save as disclosed above, the Company had no other changes in capital structure during the year ended 30 June 2017.

INVESTMENT POSITION AND PLANNING

Available-for-sale investments

As at 30 June 2017, the Group had invested in three (2016: one) unlisted private funds with aggregated carrying amount of approximately HK\$103.7 million (2016: approximately HK\$6.4 million). The purpose of the fund portfolio is to carry on the business of investing, holding, monitoring and realizing i) the private debt investments, including but not limited to bonds, notes and debentures; ii) the equity investments and/or debt instruments from the financial services, natural resources and/or property investment sectors; and iii) the investment in securities and instruments issued in, or related to the markets in China, Hong Kong, Taiwan, South Korea and ASEAN member countries respectively. The value of fund portfolio was based on fair value. A decline in fair value of the fund portfolio of approximately HK\$2.7 million was recorded for the year ended 30 June 2017 (2016: approximately HK\$2.9 million).

資產抵押

於二零一七年六月三十日，概無應付保證金貸款由本集團之上市股本投資作抵押(二零一六年：約98,900,000港元)。

於二零一七年六月三十日，本集團抵押賬面值合共約475,000,000港元(二零一六年：無)之日本酒店土地及樓宇、為數約3,000,000港元(二零一六年：無)銀行存款及本公司非全資附屬公司Cambridge Venture Partners Kabushiki Kaisha(「CVP KK」)之全部股權，以為本集團銀行融資提供擔保(二零一六年：無)。

資本結構

於截至二零一七年六月三十日止年度，2,300,000份購股權獲行使，而1,600,000份購股權已失效及746,430,000股可換股優先股獲兌換為本公司股份。

於二零一七年一月二十四日，董事會向合資格參與者(定義見本公司於二零一三年十二月十三日採納之購股權計劃)授出163,550,000份購股權，行使價為每股0.235港元。

除上文所披露者外，截至二零一七年六月三十日止年度，本公司並無其他資本結構變動。

投資狀況及計劃

可供出售投資

於二零一七年六月三十日，本集團投資於三項(二零一六年：一項)非上市私人基金，賬面總值約103,700,000港元(二零一六年：約6,400,000港元)。基金組合目的為進行投資、持有、監管及變現i)私人債務投資(包括但不限於債券、票據及債權證)；ii)來自金融服務、天然資源及/或物業投資分部之股本投資及/或債務工具；及iii)各自於中國、香港、台灣、南韓及東盟成員國或其相關市場發行之證券及工具投資業務。基金組合價值乃按公平值釐定。截至二零一七年六月三十日止年度錄得基金組合公平值減少約2,700,000港元(二零一六年：約2,900,000港元)。

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Acquisition of EPS

On 29 July 2016, Perfect Essential, a direct wholly-owned subsidiary of the Company, as purchaser entered into a sale and purchase agreement (as amended by supplemental agreement dated 22 December 2016) with eight vendors in relation to an acquisition of the entire issued share capital of EPS in cash at a total consideration of SEK239 million. The vendors are independent third parties of the Group. EPS is currently engaged in the distribution of EuroAd, a totally biodegradable vegetable additive which catalyzes the combustion process in both fossil and bio fuels to achieve fuller fuel efficiency and cost savings without compromising fuel performance. Furthermore, EuroAd has been tested by national level reputable institutes that can reduce fuel consumption and emission of Carbon Monoxide, Carbon Dioxide and particulate matter (PM) significantly. The completion of the acquisition took place on 22 December 2016. EPS became a wholly-owned subsidiary of the Company and its results, assets and liabilities were consolidated into the consolidated financial statements of the Company. Details of the transaction are set out in the Company's announcements dated 29 July 2016 and 22 December 2016.

Conversion of convertible bonds in relation to hotel hospitality business

On 4 September 2015, Noble Advantage entered into the Subscription Agreement with 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. On 1 November 2016, Noble Advantage entered into the Supplemental Letter with Integrated Capital. Pursuant to the Supplemental Letter, Integrated Capital agreed that Noble Advantage has the right to convert the whole outstanding principal amount of the Convertible Bonds into new shares of Integrated Capital at any time from the date of the Supplemental Letter. On 25 November 2016, the Convertible Bonds were converted in full into 570 new shares of Integrated Capital, representing 95% equity interest in Integrated Capital. Integrated Capital together with its subsidiary are principally engaged in hotel hospitality business in Japan. The resort towers located in Niseko, Hokkaido, Japan, named One Niseko Resort Towers, comprising two reinforced-concrete towers of 11 floors & 10 floors with one basement and 110 guest rooms in total. The hotel is particularly welcomed by family groups and long-stay guests for its spacious condominium rooms.

收購EPS

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（作為買方）與八名賣方就以現金代價總額239,000,000克朗收購EPS全部已發行股本訂立買賣協議（經日期為二零一六年十二月二十二日之補充協議修訂）。賣方為本集團之獨立第三方。EPS現時從事分銷EuroAd，此為可完全生物降解之植物添加劑，可催化化石及生物燃料之燃燒過程，全面提升燃料效率及節省成本，而不影響燃料表現。此外，EuroAd已經過國際知名機構測試，可大量減低燃料消耗以及減少排放一氧化碳、二氧化碳及懸浮粒子。收購已於二零一六年十二月二十二日落實完成。EPS成為本公司之全資附屬公司，而其業績、資產及負債已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及二零一六年十二月二十二日之公佈。

兌換與酒店款待業務有關之可換股債券

於二零一五年九月四日，Noble Advantage與Integrated Capital訂立認購協議。根據認購協議之條款，Noble Advantage同意認購而Integrated Capital同意發行本金額為388,000,000港元之三年期3.65厘票息可換股債券。於二零一六年十一月一日，Noble Advantage與Integrated Capital訂立補充函件。根據補充函件，Integrated Capital同意Noble Advantage有權自補充函件日期起隨時將全部可換股債券之未償還本金額兌換為Integrated Capital新股份。於二零一六年十一月二十五日，可換股債券已獲悉數兌換為570股Integrated Capital新股份，相當於Integrated Capital之95%股權。Integrated Capital連同其附屬公司主要於日本從事酒店款待業務。位於日本北海道二世古之度假村大樓（名為One Niseko Resort Towers）為兩幢分別十一層及十層高之鋼筋混凝土大樓，共有110間客房。該酒店的寬敞公寓式客房尤其受到家庭旅客及長期住客歡迎。

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On 25 January 2017, Noble Advantage as purchaser entered into a sale and purchase agreement (the “ICI SPA”) with Key Vision Holdings Limited as vendor. Pursuant to the terms of the ICI SPA, Noble Advantage agreed to purchase and the vendor agreed to sell 5% equity interest of Integrated Capital in cash at a consideration of HK\$35.6 million. The completion took place on 25 January 2017 and Integrated Capital together with its subsidiary became wholly-owned subsidiaries of the Company. Details of the transaction are set out in the Company’s announcements dated 4 September 2015, 24 December 2015, 1 November 2016, 25 November 2016 and 25 January 2017.

Convertible preference shares transfer agreements

On 13 September 2016, the Company entered into an agreement (the “1st CPS Transfer Agreement”) with Mr. Zhu Yongjun and Jumbo Grand Enterprise Development Limited (collectively the “1st Purchasers”). Both of the 1st Purchasers are independent third parties of the Group. Pursuant to the terms of the 1st CPS Transfer Agreement, the Company conditionally agreed to procure the sale of and the 1st Purchasers conditionally 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.

On 7 October 2016, the Company entered into an agreement (the “2nd CPS Transfer Agreement”) with Capital Farm Limited and Jovial Sky Investments Limited (collectively the “2nd Purchasers”). Both of the 2nd Purchasers are independent third parties of the Group. Pursuant to the terms of the 2nd CPS Transfer Agreement, the Company conditionally agreed to procure the sale of and the 2nd Purchasers conditionally agreed to purchase 100,000,000 CPS in aggregate at the transfer price of HK\$0.24 per CPS. Details of the transaction are set out in the Company’s announcement dated 7 October 2016.

On 28 October 2016, the Company entered into an agreement (the “3rd CPS Transfer Agreement”) with New Hyde Investments Limited and Wolfview Limited (collectively the “3rd Purchasers”) and another agreement with the 2nd Purchasers (the “2nd Additional CPS Transfer Agreement”). Both of the 3rd Purchasers are independent third parties of the Group. Pursuant to the terms of the 3rd CPS Transfer Agreement and the 2nd Additional CPS Transfer Agreement, the Company conditionally agreed to procure the sale of and the 2nd Purchasers and 3rd Purchasers conditionally agreed to purchase 486,665,238 CPS in aggregate at the transfer price of HK\$0.233 per CPS. Details of the transaction are set out in the Company’s announcement dated 28 October 2016.

於二零一七年一月二十五日，Noble Advantage (作為買方)與Key Vision Holdings Limited (作為賣方)訂立ICI買賣協議(「ICI買賣協議」)。根據ICI買賣協議之條款，Noble Advantage同意購買而賣方同意出售Integrated Capital之5%股權，現金代價為35,600,000港元。完成已於二零一七年一月二十五日落實，而Integrated Capital連同其附屬公司成為本公司之全資附屬公司。交易詳情載於本公司日期為二零一五年九月四日、二零一五年十二月二十四日、二零一六年十一月一日、二零一六年十一月二十五日及二零一七年一月二十五日之公佈。

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「首次買方」)訂立協議(「首次可換股優先股轉讓協議」)。首次買方均為本集團之獨立第三方。根據首次可換股優先股轉讓協議之條款，本公司有條件同意促使出售而首次買方有條件同意購買合共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。

於二零一六年十月七日，本公司與Capital Farm Limited及Jovial Sky Investments Limited (統稱「第二次買方」)訂立協議(「第二次可換股優先股轉讓協議」)。第二次買方均為本集團之獨立第三方。根據第二次可換股優先股轉讓協議之條款，本公司有條件同意促使出售而第二次買方有條件同意購買合共100,000,000股可換股優先股，轉讓價為每股可換股優先股0.24港元。交易詳情載於本公司日期為二零一六年十月七日之公佈。

於二零一六年十月二十八日，本公司與New Hyde Investments Limited及Wolfview Limited (統稱「第三次買方」)訂立協議(「第三次可換股優先股轉讓協議」)，並與第二次買方訂立另一份協議(「額外第二次可換股優先股轉讓協議」)。第三次買方均為本集團之獨立第三方。根據第三次可換股優先股轉讓協議及額外第二次可換股優先股轉讓協議之條款，本公司有條件同意促使出售而第二次買方及第三次買方有條件同意購買合共486,665,238股可換股優先股，轉讓價為每股可換股優先股0.233港元。交易詳情載於本公司日期為二零一六年十月二十八日之公佈。

Management Discussion and Analysis

管理層討論及分析

For the year ended 30 June 2017, 746,430,000 CPS in aggregate had been transferred and fully converted into shares of the Company. The net proceeds from the CPS Transfer Agreements received by the Company was approximately HK\$160.8 million.

On 22 March 2017, the Company notified the other purchasers who agreed to purchase the remaining 491,665,238 CPS in writing that their failure to complete the relevant transfers of CPS constitutes repudiatory breach of the relevant agreements for the transfers of the CPS and thereby they have repudiated such agreements. On the same date, the Company and Mr. Zhu Yongjun, who agreed to purchase 80,000,000 CPS under the 1st CPS Transfer Agreement, entered into a deed of settlement for the repudiatory breach of the 1st CPS Transfer Agreement by Mr. Zhu Yongjun, in which Mr. Zhu Yongjun shall pay the Company of HK\$125,000 as settlement sum. The settlement sum has been received by the Company. The deed of settlement was classified as fully exempted connected transaction under Chapter 14 of the Rules (the "Listing Rules") Governing the Listing of Securities on the Stock Exchange.

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").

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\$70,700,000 was settled by Mr. Lee on 27 September 2016 and 21 September 2017. Details of the transaction are set out in the Company's announcement dated 26 September 2016.

截至二零一七年六月三十日止年度，合共746,430,000股可換股優先股已獲轉讓並悉數兌換為本公司股份。本公司已收訖可換股優先股轉讓協議所得款項淨額約160,800,000港元。

於二零一七年三月二十二日，本公司向其他買方（彼等同意購買餘下491,665,238股可換股優先股）發出書面通知，表示彼等未能完成轉讓相關可換股優先股會構成嚴重違反相關可換股優先股轉讓協議，故彼等已毀約。於同日，本公司與朱勇軍先生（彼同意購買首次可換股優先股轉讓協議項下80,000,000股可換股優先股）就朱勇軍先生否定性違反首次可換股優先股轉讓協議訂立清償契據，據此，朱勇軍先生須向本公司支付125,000港元作為清償金額。本公司已收取清償金額。清償契據獲分類為聯交所證券上市規則（「上市規則」）第14章項下獲全面豁免之關連交易。

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有關收購電動自行車業務之公佈，李文彬先生（「李先生」，作為賣方）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」）。

鑑於電動自行車業務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，其中70,700,000港元已由李先生於二零一六年九月二十七日及二零一七年九月二十一日償付。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。

Management Discussion and Analysis

管理層討論及分析

Transaction in relation to the acquisition of a land in the PRC

On 16 November 2016, Advanced System Group Limited, an indirectly wholly-owned subsidiary of the Company, as purchaser entered into a sale and purchase agreement (the "PRC Land Agreement") with Beautiking Investments Limited as vendor. Pursuant to the PRC Land Agreement, the purchaser agreed to acquire and the vendor agreed to sell the entire issued share capital of Miracle True Investment Limited and its subsidiary in the PRC and the shareholder's loan in cash at a consideration of HK\$10 million. The acquisition was completed on 16 November 2016. The PRC subsidiary of Miracle True Investment Limited holds a PRC land in Huizhou City, Guangdong Province, the PRC.

On 7 September 2017, Advanced System Group Limited as vendor entered into a sales and purchase agreement (the "PRC Land Disposal Agreement") with an independent third party as purchaser. Pursuant to the PRC Land Disposal Agreement, the purchaser agreed to acquire and the vendor agreed to sell the entire issued share capital of Miracle True Investment Limited and its subsidiary in the PRC and the shareholder's loan in cash at a consideration of HK\$11 million, in which HK\$550,000 had been received on 7 September 2017 and the remaining balance of HK\$10.5 million will be payable by the purchaser within six months from the date of the PRC Land Disposal Agreement. The disposal had not yet been completed as at the date of this report.

The acquisition and disposal were classified as a non-disclosable transaction under Chapter 14 of the Listing Rules.

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.

有關收購一幅中國土地之交易

於二零一六年十一月十六日，本公司之間接全資附屬公司Advanced System Group Limited (作為買方)與京麗投資有限公司(作為賣方)訂立買賣協議(「中國土地協議」)。根據中國土地協議，買方同意收購而賣方同意出售奧勤投資有限公司及其中國附屬公司之全部已發行股本連同股東貸款，現金代價為10,000,000港元。收購已於二零一六年十一月十六日完成。奧勤投資有限公司旗下中國附屬公司持有一幅中國土地，該土地位於中國廣東省惠州市。

於二零一七年九月七日，Advanced System Group Limited (作為賣方)與一名獨立第三方(作為買方)訂立買賣協議(「中國土地出售協議」)。根據中國土地出售協議，買方同意收購而賣方同意出售奧勤投資有限公司及其中國附屬公司之全部已發行股本連同股東貸款，現金代價為11,000,000港元，當中550,000港元已於二零一七年九月七日收訖，餘款10,500,000港元將於中國土地出售協議日期起六個月內由買方支付。於本報告日期出售尚未完成。

根據上市規則第14章，收購及出售分類為非須予披露交易。

終止有關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)就有意收購一家公司不少於90%已發行股本訂立不具法律約束力之備忘錄(「北斗備忘錄」)。該公司連同其附屬公司於中國從事開發「北斗+互聯網+教育」系統平台營運。

Management Discussion and Analysis

管理層討論及分析

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.

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 has submitted to the intermediate people's court of Hubei Xiaogan for claiming the refund of the earnest money, interest incurred due to late refund and legal costs.

根據北斗備忘錄，北斗備忘錄之訂約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。北斗備忘錄之訂約方經數輪磋商討論後未能就收購相關若干商業條款達成共識。於二零一六年九月二十七日，北斗備忘錄之訂約方訂立終止函件，據此，訂約方互相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。

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，而本集團已入稟湖北省孝感市中級人民法院要求退還誠意金及追討因延遲退款而招致之利息及法律費用。

Management Discussion and Analysis

管理層討論及分析

Formation of Tianjin joint venture for new energy business

On 21 April 2017, EPS entered into a joint venture agreement (the “New Energy JV Agreement”) with 北京中聯光采科技有限公司 (Beijing ZhongLian GuangCai Technology Co. Ltd) (“ZhongLian GuangCai”), an independent third party to the Group, in relation to the formation of joint venture company with registered capital of RMB20 million. Details of the transaction are set out in the Company’s announcement dated 24 April 2017.

Subsequent to the New Energy JV Agreement and for the acceleration of the establishment procedures, the Group decided to use Start Trend Limited, a wholly-owned subsidiary of the Group, to form the joint venture company with ZhongLian GuangCai. On 4 July 2017, the joint venture company was incorporated in the PRC and owned as to 80% by Start Trend Limited and 20% by ZhongLian GuangCai.

Termination of memorandum in relation to the possible acquisition of biofuel business

On 26 May 2017, Rich Shine Development Limited, a wholly-owned subsidiary of the Company, as purchaser entered into a non-legally binding memorandum (the “Biofuel Memorandum”) with China Century Bio Energy International Investment Company Limited as vendor, an independent third party of the Group, in relation to the intention of acquisition of 100% of issued share capital of a company, of which together with its subsidiaries, are engaged in developing environmental friendly energy and biofuel business in the PRC comprising the production of renewable energy source and biofuel with its self-developed biological butanol technology.

Pursuant to the Biofuel Memorandum, the parties to the Biofuel Memorandum shall negotiate in good faith towards one another in ensuring that a formal agreement be entered on or before 31 August 2017. As the parties to the Biofuel Memorandum were unable to reach an agreement on the terms of the formal agreement, the parties to the Biofuel Memorandum had agreed to end the possible acquisition. Details of the transaction are set out in the Company’s announcements dated 26 May 2017 and 8 September 2017.

就新能源業務成立天津合營公司

於二零一七年四月二十一日，EPS與本集團之獨立第三方北京中聯光采科技有限公司（「中聯光采」）訂立合營協議（「新能源合營協議」），內容有關成立合營公司，註冊資本為人民幣20,000,000元。交易詳情載於本公司日期為二零一七年四月二十四日之公佈。

訂立新能源合營協議後，為加快成立程序，本集團決定透過本集團全資附屬公司啟濤有限公司與中聯光采成立合營公司。於二零一七年七月四日，合營公司於中國註冊成立，由啟濤有限公司及中聯光采分別擁有80%及20%權益。

終止有關可能收購生物燃料業務之備忘錄

於二零一七年五月二十六日，本公司全資附屬公司Rich Shine Development Limited（作為買方）與本集團之獨立第三方華聯世紀生物能源國際投資有限公司（作為賣方）訂立不具法律約束力之備忘錄（「生物燃料備忘錄」），內容有關收購一家公司全部已發行股本之意向，該公司連同其附屬公司主要於中國從事開發環保能源及生物燃料業務，當中包括以集團自家開發之生物基醇技術產生出可再生能源材料及生物燃料。

根據生物燃料備忘錄，生物燃料備忘錄訂約方彼此須本著真誠態度磋商，確保於二零一七年八月三十一日或之前訂立正式協議。由於生物燃料備忘錄訂約方無法就正式協議條款達成共識，故生物燃料備忘錄訂約方同意終止可能收購事項。交易詳情載於本公司日期為二零一七年五月二十六日及二零一七年九月八日之公佈。

Management Discussion and Analysis

管理層討論及分析

Formation of joint venture with Zhongke International Capital Limited

On 5 June 2017, Rich Express Investment Group Limited (“Rich Express”), a wholly-owned subsidiary of the Company, entered into a joint venture agreement (the “JV Agreement”) with Zhongke International Capital Limited (“Zhongke International Capital”), an independent third party to the Group, in relation to the formation of a joint venture. On 14 July 2017, the parties to the JV Agreement entered into the amended and restated JV Agreement to provide a facility in an aggregate amount of HK\$400 million to the joint venture company. On 11 August 2017, the joint venture company was incorporated in Hong Kong and owned as to 49% by Rich Express and 51% by Zhongke International Capital. The total share capital of the joint venture company is HK\$10,000. The board of the joint venture company consists of 3 directors, of which 2 directors were appointed by Rich Express and 1 director was appointed by Zhongke International Capital pursuant to the JV Agreement. Since Rich Express has control of the board of the joint venture company, the joint venture company is recognised as a subsidiary of the Company. Details of the transaction are set out in the Company’s announcements dated 5 June 2017, 14 July 2017 and 18 August 2017.

Transaction in relation to sale of loans receivable

On 26 September 2017, DeTai Finance Limited, a wholly-owned subsidiary of the Company, as vendor entered into a sale loans agreement with an independent third party as purchaser. Pursuant to the sale loans agreement, the vendor agreed to sell and the purchaser agreed to purchase the overdue loans of approximately HK\$29.0 million (including accrued interests) in aggregate at a consideration of HK\$23 million. The sale of loans receivable was classified as a non-disclosable transaction under Chapter 14 of the Listing Rules.

Transaction in relation to disposal of 國藏酒莊有限公司 (Guocang Liquor & Wine Merchant Limited)

On 27 September 2017, a subsidiary of the Group as vendor entered into a share transfer agreement (the “Share Transfer Agreement”) with two independent third parties as purchasers. Pursuant to the Share Transfer Agreement, the vendor agreed to sell and the purchasers agreed to acquire the entire equity interest of 國藏酒莊有限公司 (Guocang Liquor & Wine Merchant Limited), which was a dormant company, at a consideration of RMB100. The disposal was classified as a non-disclosable transaction under Chapter 14 of the Listing Rules.

與中科國際資本有限公司成立合營公司

於二零一七年六月五日，本公司全資附屬公司領富投資集團有限公司（「領富」）與本集團之獨立第三方中科國際資本有限公司（「中科國際資本」）訂立合營協議（「合營協議」），以成立合營公司。於二零一七年七月十四日，合營協議訂約方訂立經修訂及重列合營協議，以向合營公司提供總金額為400,000,000港元之融資。於二零一七年八月十一日，合營公司已於香港註冊成立，由領富及中科國際資本分別擁有49%及51%權益。合營公司股本總額為10,000港元。根據合營協議，合營公司董事會由3名董事組成，其中2名董事由領富委任，而1名董事則由中科國際資本委任。由於領富已控制合營公司董事會，故合營公司獲確認為本公司之附屬公司。交易詳情載於本公司日期為二零一七年六月五日、二零一七年七月十四日及二零一七年八月十八日之公佈。

有關銷售應收貸款之交易

於二零一七年九月二十六日，本公司全資附屬公司德泰財務有限公司（作為賣方）與一名獨立第三方（作為買方）訂立銷售貸款協議。根據銷售貸款協議，賣方同意出售而買方同意購買過期貸款合共約29,000,000港元（包括累計利息），代價為23,000,000港元。根據上市規則第14章，銷售應收貸款分類為非須予披露交易。

有關出售國藏酒莊有限公司之交易

於二零一七年九月二十七日，本集團一間附屬公司（作為賣方）與兩名獨立第三方（作為買方）訂立股份轉讓協議（「股份轉讓協議」）。根據股份轉讓協議，賣方同意出售而買方同意收購暫無業務之國藏酒莊有限公司全部股權，代價為人民幣100元。根據上市規則第14章，出售事項分類為非須予披露交易。

Management Discussion and Analysis

管理層討論及分析

CONTINGENT LIABILITIES

As at 30 June 2017, the Group had no significant contingent liabilities (2016: Nil).

CAPITAL COMMITMENTS

As at 30 June 2017, the Group had no significant capital commitments (2016: Nil).

FOREIGN CURRENCY RISK

Most of the Group's assets and liabilities are denominated in Hong Kong dollars and Renminbi, Swedish Krona and Japanese Yen 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 2017, the Group had approximately 67 (2016: 46) employees in Hong Kong, the PRC, Japan, Canada and Sweden. 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 and share option scheme.

CLOSURE OF REGISTER OF MEMBERS

The forthcoming annual general meeting of the Company (the "2017 AGM") is scheduled to be held on 30 November 2017. For determining the entitlement to attend and vote at the 2017 AGM, the register of members of the Company will be closed from 27 November 2017 to 30 November 2017, both days inclusive, during which period no transfer of shares of the Company will be registered. In order for a shareholder of the Company to be eligible to attend and vote at 2017 AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 24 November 2017.

或然負債

於二零一七年六月三十日，本集團並無重大或然負債(二零一六年：無)。

資本承擔

於二零一七年六月三十日，本集團並無重大資本承擔(二零一六年：無)。

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、人民幣、瑞典克朗及日圓列值。本集團並無就外匯風險訂立任何工具。本集團將密切注視匯率走勢，並採取適當行動以減低匯兌風險。

僱員及薪酬政策

於二零一七年六月三十日，本集團在香港、中國、日本、加拿大及瑞典共聘有約67名(二零一六年：46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、醫療計劃及購股權計劃。

暫停辦理股份過戶登記手續

本公司應屆股東週年大會(「二零一七年股東週年大會」)謹訂於二零一七年十一月三十日舉行。為釐定出席二零一七年股東週年大會並於會上投票的權利，本公司將於二零一七年十一月二十七日至二零一七年十一月三十日(包括首尾兩天)暫停辦理過戶登記手續，期內將不會辦理本公司股份轉讓登記。本公司股東如欲符合資格出席二零一七年股東週年大會並於會上投票，所有過戶表格連同相關股票必須於二零一七年十一月二十四日下午四時三十分前送達本公司的香港股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓。

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 47, has been appointed as the chairman and executive director of the Company since July 2009. Besides having over 23 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 environmental protection, hotel and manufacturing 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 and the chief executive officer of Bisu Technology Group International Limited (stock code: 1372) (Mr. Wong has ceased to be the chairman of the board of directors and has been appointed as the chief executive officer of that company with effect from 1 March 2017), an executive director of GET Holdings Limited (stock code: 8100) (Mr. Wong was appointed as an executive director of that company with effect from 1 September 2017) and a non-executive director of Sino Golf Holdings Limited (stock code: 361). Mr. Wong was an executive director of Dongwu Cement International Limited (stock code: 695) from November 2016 to August 2017 (Mr. Wong resigned as executive director of that company with effect from 28 August 2017).

執行董事

王顯碩先生(「王先生」)，四十七歲，自二零零九年七月起獲委任為本公司主席兼執行董事。除具備超過二十三年投資銀行經驗外，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，該等公司於環保、酒店及製造產業經營業務。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。王先生現為比速科技集團國際有限公司(股份代號：1372)之執行董事及行政總裁(王先生不再擔任該公司董事會主席，並獲委任為行政總裁，自二零一七年三月一日起生效)、智易控股有限公司(股份代號：8100)之執行董事(王先生獲委任為該公司執行董事，自二零一七年九月一日起生效)及順龍控股有限公司(股份代號：361)之非執行董事。王先生曾於二零一六年十一月至二零一七年八月擔任東吳水泥國際有限公司(股份代號：695)之執行董事(王先生辭任該公司執行董事，自二零一七年八月二十八日起生效)。

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

Mr. Chi Chi Hung, Kenneth (“Mr. Chi”), aged 49, 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 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 Ceneric (Holdings) Limited (stock code: 542) from October 2010 to June 2017 (Mr. Chi resigned as executive director of that company with effect from 22 June 2017) and e-Kong Group Limited (stock code: 524) from September 2014 to July 2015. 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.

NON-EXECUTIVE DIRECTOR

Mr. Chui Kwong Kau (“Mr. Chui”), aged 50, 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 Boill Healthcare 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.

季志雄先生(「季先生」)，四十九歲，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擁有超過二十年經驗。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。季先生曾於二零一零年十月至二零一七年六月新嶺域(集團)有限公司(股份代號：542)(季先生於二零一七年六月二十二日起辭任該公司執行董事)及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)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。

非執行董事

崔光球先生(「崔先生」)，五十歲，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)及保集健康控股有限公司(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。

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chiu Wai On (“Mr. Chiu”), aged 47, 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 70, 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 Kong Sun Holdings Limited (stock code: 295) from June 2009 to September 2014.

獨立非執行董事

招偉安先生(「招先生」)，四十七歲，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擁有逾十年經驗。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」)，七十歲，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。萬先生擁有豐富法律工作經驗。彼於一九九五年至一九九七年間獲新華社委任為區事顧問。彼目前獲委任為鴨脷洲街坊學校校董、鴨脷洲街坊福利會副主席、鴨脷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)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 60, 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 each of UBA Investments Limited (stock code: 768) and Far East Holdings International Limited (stock code: 36) (Dr. Wong has been re-designated from independent non-executive director to executive director and he has been appointed as the chairman of the board of that company with effect from 18 July 2017), an executive director of Boill Healthcare Holdings Limited (stock code: 1246), a non-executive director of China Sandi Holdings Limited (stock code: 910) and an independent non-executive director of each of Kaisun Energy Group Limited (stock code: 8203), GT Group Holdings Limited (stock code: 263), Kingston Financial Group Limited (stock code: 1031), Sincere Watch (Hong Kong) Limited (stock code: 444) and Tech Pro Technology Development Limited (stock code: 3823) (Dr. Wong has been appointed as an independent non-executive director of that company with effect from 27 September 2017). Dr. Wong was an independent non-executive director of each of Bauhaus International (Holdings) Limited (stock code: 483) from October 2004 to December 2016, 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 38, 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」)，六十歲，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，擁有豐富企業融資、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)以及遠東控股國際有限公司(股份代號：36)(黃博士已由該公司獨立非執行董事調任為執行董事，並獲委任為董事會主席，自二零一七年七月十八日起生效)各自之董事局主席及執行董事，保集健康控股有限公司(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，以及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)、Sincere Watch (Hong Kong) Limited (股份代號：444)及德普科技發展有限公司(股份代號：3823)(黃博士獲委任為該公司獨立非執行董事，自二零一七年九月二十七日起生效)各自之獨立非執行董事。黃博士曾於二零零四年十月至二零一六年十二月出任包浩斯國際(控股)有限公司(股份代號：483)、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」)，三十八歲，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 emphasize 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 Listing Rules 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 the 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, 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 2017, 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.

The Audit Committee held 3 meetings during the year ended 30 June 2017. The attendance record of each member of the Audit Committee is set out in the sub-section "Directors' and Committees' Meeting Attendance" below.

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.

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二零一七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。

截至二零一七年六月三十日止年度，審核委員會曾舉行三次會議。審核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。

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。

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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.

The Remuneration Committee held 1 meeting during the year ended 30 June 2017. 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 1 meeting during the year ended 30 June 2017. The attendance record of each member of the Nomination Committee is set out in the sub-section "Directors' and Committees' Meeting Attendance" below.

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。

截至二零一七年六月三十日止年度，薪酬委員會曾舉行一次會議。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。

截至二零一七年六月三十日止年度，提名委員會曾舉行一次會議。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 2017, the Board held 56 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

截至二零一七年六月三十日止年度，董事會曾舉行56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	56/56	-	-	-	1/1	2/2	
Mr. Chi Chi Hung, Kenneth	李志雄先生	40/56	-	-	-	1/1	2/2	
Non-executive Director	非執行董事							
Mr. Chui Kwong Kau	崔光球先生	44/56	-	-	-	1/1	2/2	
Independent non-executive Directors	獨立非執行董事							
Mr. Chiu Wai On	招偉安先生	53/56	3/3	1/1	1/1	1/1	2/2	
Mr. Man Kwok Leung	萬國樑先生	53/56	3/3	1/1	1/1	1/1	2/2	
Dr. Wong Yun Kuen	黃潤權博士	53/56	3/3	1/1	1/1	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 2017, 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:

截至二零一七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 year 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 2017, 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年度編製財務報表，以真實而公平地反映本公司之事務狀況。編製截至二零一七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, Ms. Tsang Kwai Ping, 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 apprised of the relevant legislative, regulatory and corporate governance developments relating to the Group and facilitating the induction and professional development of directors.

During the year under review, Ms. Tsang has attended relevant professional seminars to update her skills and knowledge. She 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 2017 provided by the Company's auditor, BDO Limited, are as follows:

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

公司秘書曾桂萍女士向董事會負責，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。

於回顧年度，曾女士已出席相關專業講座，獲得最新技巧及專業知識。彼已符合上市規則第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二零一七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：

		HK\$'000 千港元
Audit services	審核服務	2,100
Non-audit services (Note)	非審核服務(附註)	500
Total	總計	2,600

Note:

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

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 investors' 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 2017, 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.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board ensures the maintenance of sound and effective internal controls to safeguard the shareholders' investment and the assets of the Group. It has been an important duty of the Directors to conduct a review of the effectiveness of the system of internal control and risk management 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.

During the financial year ended 30 June 2017, the Group engaged a professional advisory firm to be its internal auditor (the "Internal Auditor") and to report directly to the Audit Committee. The Internal Auditor adopted a risk-based approach and independently reviewed and tested the controls over various selected business segments and evaluated their adequacy, effectiveness and compliance on an annual or ad hoc basis. Findings and recommendations are reported to the Audit Committee. In addition, progress on audit recommendations implementation will be followed up on a regular basis and discussed with the Audit Committee.

During annual review, the Audit Committee also considers the adequacy of resources, qualifications and experience of staff of the Group, accounting and financial reporting function and their training programs and budgets. Based on the results of evaluations, the Audit Committee was satisfied that there was an ongoing process for identifying, evaluating and managing the significant risks faced by the Group that would threaten the achievement of its business objectives; and an appropriate, effective and adequate system of internal control and risk management had been in place during the financial year ended 30 June 2017.

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。

截至二零一七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。

風險管理及內部監控

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集團資產。董事之要務為每年或於有需要時檢討本集團內部監控及風險管理制度之成效。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。

截至二零一七年六月三十日止財政年度，本集團委聘一家專業顧問事務所為其內部核數師（「內部核數師」），並可直接向審核委員會匯報。內部核數師採用以風險為基準之方法並獨立審核及檢測對各種經選定業務分類之控制，以及按年度或臨時基準對其充分性、有效性及合規性進行評估。結果及推薦意見將呈報予審核委員會。此外，本集團將定期跟進審核推薦意見之實施進度並與審核委員會進行討論。

於年度審核中，審核委員會亦考慮本集團員工之資源、資質及經驗之充分性、會計及財務申報職能以及其培訓計劃及預算。根據評估結果，審核委員會滿意正在進行之程序（該程序可識別、評估及管理本集團所面臨對其實現業務目標構成威脅之重大風險），及於截至二零一七年六月三十日止財政年度已設有之合適、有效及適當之內部監控及風險管理系統。

Directors' Report

董事會報告

The Directors present the annual report and the audited consolidated financial statements of the Company and its subsidiaries for the year ended 30 June 2017.

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 34 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 30 June 2017 are set out in the consolidated statement of comprehensive income on pages 76 and 77.

The Board resolved not to pay any final dividend for the year ended 30 June 2017.

BUSINESS REVIEW

The business review of the Company for the year ended 30 June 2017 is set out in the "CHAIRMAN'S STATEMENT" and "MANAGEMENT DISCUSSION AND ANALYSIS" on pages 4 to 6 and pages 7 to 26 respectively.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 30 June 2017, the five largest customers of the Group together accounted for approximately 28% (2016: approximately 74%), with the largest customer accounted for approximately 8% (2016: approximately 22%) of the Group's total turnover. The five largest suppliers of the Group together accounted for approximately 22% (2016: approximately 11%), with the largest supplier accounted for approximately 7% (2016: approximately 3%) 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二零一七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34。

業績及股息

本集團截至二零一七年六月三十日止年度之業績載於第76至77頁之綜合全面收益表。

董事會議決不就截至二零一七年六月三十日止年度派付任何末期股息。

業務回顧

本公司截至二零一七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26頁之「管理層討論及分析」。

主要客戶及供應商

截至二零一七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28%（二零一六年：約74%），而最大客戶則佔約8%（二零一六年：約22%）。本集團五大供應商合共佔本集團年內總採購額約22%（二零一六年：約11%），而最大供應商則佔約7%（二零一六年：約3%）。

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 30 and 38 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Company during the year are set out on page 186.

DISTRIBUTABLE RESERVES OF THE COMPANY

At 30 June 2017, the Company had no reserves available for distribution (2016: Nil).

CHARITABLE CONTRIBUTIONS

The Group had made charitable or other donation of approximately HK\$0.2 million during the year ended 30 June 2017 (2016: HK\$43,000).

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years are set out on page 208.

EVENTS AFTER THE REPORTING PERIOD

Formation of Tianjin joint venture for new energy business

On 21 April 2017, EPS entered into a joint venture agreement with ZhongLian GuangCai in relation to the formation of joint venture company with registered capital of RMB20 million. Details of the transaction are set out in the Company's announcement dated 24 April 2017.

Subsequent to the joint venture agreement and for the acceleration of the establishment procedures, the Group decided to use Start Trend Limited, a wholly-owned subsidiary of the Group, to form the joint venture company with ZhongLian GuangCai. On 4 July 2017, the joint venture company was incorporated in the PRC and owned as to 80% by Start Trend Limited and 20% by ZhongLian GuangCai.

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30及38。

儲備

本公司儲備於年內之變動詳情載於第186頁。

本公司可供分派儲備

截至二零一七年六月三十日，本公司並無可供分派儲備(二零一六年：無)。

慈善捐款

截至二零一七年六月三十日止年度，本集團所作慈善或其他捐款約為200,000港元(二零一六年：43,000港元)。

財務概要

本集團過去五個財政年度之業績及資產負債概要載於第208頁。

報告期後事項

就新能源業務成立天津合營公司

於二零一七年四月二十一日，EPS與中聯光采訂立合營協議，內容有關成立合營公司，註冊資本為人民幣20,000,000元。交易詳情載於本公司日期為二零一七年四月二十四日之公佈。

訂立合營協議後，為加快成立程序，本集團決定透過本集團全資附屬公司啟濤有限公司與中聯光采成立合營公司。於二零一七年七月四日，合營公司於中國註冊成立，由啟濤有限公司及中聯光采分別擁有80%及20%權益。

Directors' Report

董事會報告

Termination of memorandum in relation to the possible acquisition of biofuel business

On 26 May 2017, Rich Shine Development Limited, a wholly-owned subsidiary of the Company, as purchaser entered into a non-legally binding memorandum (the "Biofuel Memorandum") with China Century Bio Energy International Investment Company Limited as vendor, an independent third party of the Group, in relation to the intention of acquisition of 100% of issued share capital of a company, of which together with its subsidiaries, are engaged in developing environmental friendly energy and biofuel business in the PRC comprising the production of renewable energy source and biofuel with its self-developed biological butanol technology.

Pursuant to the Biofuel Memorandum, the parties to the Biofuel Memorandum shall negotiate in good faith towards one another in ensuring that a formal agreement be entered on or before 31 August 2017. As the parties to the Biofuel Memorandum were unable to reach an agreement on the terms of the formal agreement, the parties to the Biofuel Memorandum had agreed to end the possible acquisition. Details of the transaction are set out in the Company's announcements dated 26 May 2017 and 8 September 2017.

Formation of a joint venture company

On 5 June 2017, Rich Express entered into a joint venture agreement with Zhongke International Capital for the formation of the joint venture company. Rich Express and Zhongke International Capital shall subscribe for 4,900 and 5,100 shares in the joint venture company at the subscription price of HK\$1.00 each and upon incorporation, the joint venture company shall have a total share capital of HK\$10,000. The joint venture company will be owned as to 49% by Rich Express and 51% by Zhongke International Capital.

On 14 July 2017, Rich Express and Zhongke International Capital entered into the amended and restated joint venture agreement to amend certain terms under the joint venture agreement and to provide a facility in an aggregate amount of HK\$400,000,000 to the joint venture company.

On 11 August 2017, Rich Express and Zhongke International Capital has subscribed for 4,900 and 5,100 shares in the joint venture Company respectively at the subscription price of HK\$1.00 each. The total share capital of the joint venture Company is HK\$10,000.

終止有關可能收購生物燃料業務之備忘錄

於二零一七年五月二十六日，本公司全資附屬公司 Rich Shine Development Limited (作為買方) 與本集團之獨立第三方華聯世紀生物能源國際投資有限公司 (作為賣方) 訂立不具法律約束力之備忘錄 (「生物燃料備忘錄」)，內容有關收購一家公司全部已發行股本之意向，該公司連同其附屬公司主要於中國從事開發環保能源及生物燃料業務，當中包括以集團自家開發之生物基醇技術產生出可再生能源材料及生物燃料。

根據生物燃料備忘錄，生物燃料備忘錄訂約方彼此須本著真誠態度磋商，確保於二零一七年八月三十一日或之前訂立正式協議。由於生物燃料備忘錄訂約方無法就正式協議條款達成共識，故生物燃料備忘錄訂約方同意終止可能收購事項。交易詳情載於本公司日期為二零一七年五月二十六日及二零一七年九月八日之公佈。

成立合營公司

於二零一七年六月五日，領富與中科國際資本訂立合營協議，以成立合營公司。領富及中科國際資本將按認購價每股 1.00 港元分別認購 4,900 股及 5,100 股合營公司股份，於註冊成立後，合營公司股本總額將為 10,000 港元。合營公司將分別由領富及中科國際資本擁有 49% 及 51% 權益。

於二零一七年七月十四日，領富與中科國際資本訂立經修訂及重列合營協議，以修訂合營協議項下若干條款及向合營公司提供總金額為 400,000,000 港元之融資。

於二零一七年八月十一日，領富及中科國際資本按認購價每股 1.00 港元分別認購 4,900 股及 5,100 股合營公司股份。合營公司股本總額為 10,000 港元。

Directors' Report

董事會報告

Details of the transaction are set out in the Company's announcements dated 5 June 2017, 14 July 2017 and 18 August 2017.

Disposal of Miracle True Investment Limited

On 7 September 2017, the Group entered into a sale and purchase agreement with an independent third party to dispose the entire equity interest of Miracle True Investment Limited, a wholly-owned subsidiary of the Company, at a cash consideration of HK\$11,000,000.

Transaction in relation to sales of loans receivable

On 26 September 2017, DeTai Finance Limited, a wholly-owned subsidiary of the Company, entered into a sales and purchase agreement with an independent third party to sell the overdue loans of approximately HK\$29 million (including accrued interests) in aggregate at a consideration of HK\$23 million.

Transaction in relation to disposal of 國藏酒莊有限公司 (Guocang Liquor & Wine Merchant Limited)

On 27 September 2017, a subsidiary of the Group entered into a share transfer agreement with two independent third parties to sell the entire equity interest of 國藏酒莊有限公司 (Guocang Liquor & Wine Merchant Limited), which was a dormant company, at a consideration of RMB100.

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

Independent non-executive Directors:

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

In accordance with bye-law 87 of the Bye-laws, Mr. Chiu Wai On and Mr. Man Kwok Leung will retire as Directors by rotation and being eligible, offer themselves for re-election as Directors at the forthcoming annual general meeting.

交易詳情載於本公司日期為二零一七年六月五日、二零一七年七月十四日及二零一七年八月十八日之公佈。

出售奧勤投資有限公司

於二零一七年九月七日，本集團與一名獨立第三方訂立買賣協議，以出售本公司全資附屬公司奧勤投資有限公司全部股權，現金代價為11,000,000港元。

有關銷售應收貸款之交易

於二零一七年九月二十六日，本公司全資附屬公司德泰財務有限公司與一名獨立第三方訂立買賣協議，以出售逾期貸款合共約29,000,000港元(包括累計利息)，代價為23,000,000港元。

有關出售國藏酒莊有限公司之交易

於二零一七年九月二十七日，本集團一間附屬公司與兩名獨立第三方訂立股份轉讓協議，以出售暫無業務之國藏酒莊有限公司全部股權，代價為人民幣100元。

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

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87條，招偉安先生及萬國樑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。

Directors' Report

董事會報告

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.

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

As at 30 June 2017, 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

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。

董事及行政總裁於本公司證券之權益

於二零一七年六月三十日，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

Name of Director 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	0.76%
Mr. Chi Chi Hung, Kenneth 季志雄先生	Beneficial owner 實益擁有人	23,000,000	-	23,000,000	0.43%
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	0.01%
Mr. Man Kwok Leung 萬國樑先生	Beneficial owner 實益擁有人	-	1,000,000	1,000,000	0.01%
Dr. Wong Yun Kuen 黃潤權博士	Beneficial owner 實益擁有人	-	1,000,000	1,000,000	0.01%

Directors' Report

董事會報告

Save as disclosed above as at 30 June 2017, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they would be taken or deemed to have under such provisions of the SFO); to be recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or to be notified to the Company and the Stock Exchange pursuant to the Model Code.

CHANGE OF SUBSTANTIAL SHAREHOLDER

On 8 June 2017, the Board was informed that Mr. Choy Shiu Tim ("Mr. Choy") disposed of 180,000,000 shares of HK\$0.05 each in the share capital of the Company (the "Shares") and Intense Rise Holdings Limited, a company wholly-owned by Mr. Choy, disposed of 1,120,007,125 Shares to Mr. Tong Liang (the "Purchaser") at a price of HK\$0.174 per Share. The Purchaser did not own any shares of the Company before the transaction.

After the transaction, Mr. Choy ceased to have shareholding interest in the Company, and the Purchaser held 1,300,007,125 Shares, representing approximately 24.85% of the issued share capital of the Company and became a substantial shareholders of the Company.

除上文所披露者外，於二零一七年六月三十日，董事及本公司主要行政人員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）之任何股份、相關股份或債券中，擁有任何根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或短倉（包括根據證券及期貨條例有關條文被當作或視作擁有之權益及短倉）；本公司須根據證券及期貨條例第352條記錄於登記冊之權益或短倉；或根據標準守則之規定須知會本公司及聯交所之權益或短倉。

主要股東變動

於二零一七年六月八日，董事會獲告知，蔡紹添先生（「蔡先生」）出售180,000,000股本公司股本中每股面值0.05港元之股份（「股份」）及蔡先生全資擁有之Intense Rise Holdings Limited出售1,120,007,125股股份予佟亮先生（「買方」），每股作價0.174港元。交易前買方並無擁有本公司任何股份。

交易後，蔡先生不再持有本公司任何股權，而買方則持有1,300,007,125股股份（相當於本公司已發行股本約24.85%）並成為本公司主要股東。

Directors' Report

董事會報告

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

As at 30 June 2017, so far as was known to the Directors or chief executive of the Company based on the register maintained by the Company pursuant to Part XV of the SFO, the following persons (other than the Directors or chief executive of the Company) had an interest or short positions in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO or to be 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

於二零一七年六月三十日，據董事或本公司主要行政人員所知，按照本公司根據證券及期貨條例第XV部存置之登記冊所記錄，下列人士（董事或本公司主要行政人員除外）於股份或相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司及聯交所披露之任何權益或短倉；或記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊之權益或短倉，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股東大會中投票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 shareholder 主要股東姓名／名稱	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
Goldsure Limited (Note 1) 金信有限公司(附註1)	Beneficial owner 實益擁有人	-	491,665,238	491,665,238	9.40%
Mr. Tang Tong (Note 1) 唐通先生(附註1)	Interest of controlled corporation 受控制法團權益	-	491,665,238	491,665,238	9.40%
Jumbo Grand Enterprise Development Limited ("Jumbo Grand") (Note 2) Jumbo Grand Enterprise Development Limited (「Jumbo Grand」) (附註2)	Beneficial owner 實益擁有人	413,500,000	-	413,500,000	7.90%
Mr. Zhu Yongjun ("Mr. Zhu") (Note 2) 朱勇軍先生(「朱先生」) (附註2)	Interest of controlled corporation 受控制法團權益	413,500,000	-	413,500,000	7.90%
Mr. Tong Liang ("Mr. Tong") 佟亮先生	Beneficial owner 實益擁有人	1,300,007,125	-	1,300,007,125	24.85%

Directors' Report

董事會報告

Notes:

1. The 491,665,238 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 491,665,238 convertible preference shares held by Goldsure Limited pursuant to the SFO.
2. The 413,500,000 Shares are held by Jumbo Grand, which is wholly-owned by Mr. Zhu. Thus, he is deemed to be interested in the 413,500,000 Shares held by Jumbo Grand pursuant to the SFO.
3. The percentage is calculated on the basis of 5,231,843,900 shares in issue as at 30 June 2017.

Save as disclosed above, as at 30 June 2017, so far as was known to the Directors or chief executive of the Company based on the register maintained by the Company pursuant to Part XV of the SFO, no person (other than the Directors or chief executive of the Company) had any interests or short positions in the shares or underlying shares would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or to be recorded in the register of interests required to be kept by the Company 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491,665,238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491,665,238股可換股優先股中擁有權益。
2. 朱先生全資擁有之Jumbo Grand持有413,500,000股股份。因此，根據證券及期貨條例，彼被視為於Jumbo Grand所持有413,500,000股股份中擁有權益。
3. 百分比乃根據於二零一七年六月三十日之5,231,843,900股已發行股份計算得出。

除上文所披露者外，於二零一七年六月三十日，據董事或本公司主要行政人員所知，按照本公司根據證券及期貨條例第XV部存置之登記冊所記錄，概無人士（董事或本公司主要行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司及聯交所披露之任何權益或短倉；或根據證券及期貨條例第336條記錄於本公司須存置之登記冊之權益或短倉。

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滿18歲之子女）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.

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.

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。

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。

Directors' Report

董事會報告

CONNECTED TRANSACTIONS

For the year ended 30 June 2017, 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 38 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.

關連交易

截至二零一七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38。

環境政策

本公司提倡環境保護並推廣保護環境意識。本公司堅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

The Group has reviewed the possible risks and uncertainties which may affect its businesses, financial condition, operations and prospects. The followings are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

Risks pertaining to hotel operation

The Group's hotel hospitality business may be significantly affected by outside factors such as government regulation, changes in market conditions, competition in the industry, excess hotel supply or reduced international or local demand for hotel rooms and associated services, foreign exchange fluctuations, and other natural and social factors which may affect the level of global travel and business activities.

As the Group's hotel is located in Japan Hokkaido, the revenue from this business is sensitive to changes in the tourism industry in Japan, which is greatly influenced by the attractiveness of Japan as a destination for tourists, particularly welcomed by family groups and long-stay guests for its spacious condominium rooms, which is the major source of business for our hotels.

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

本集團已審核可能影響其業務、財務狀況、營運及前景之潛在風險及不確定性。以下為本集團已識別主要風險及不確定因素。除下文所述者外，亦可能存在其他本集團並未知悉之風險及不確定因素或現時並不重大但可能於未來變為重大之風險及不確定因素。

有關酒店營運之風險

本集團之酒店款待業務可能受到外在因素，如政府監管、市況變動、行業競爭、酒店供過於求或酒店房間及相關服務之國際或本地需求減少、外匯波動以及其他自然及社會因素(可能影響全球旅遊及商業活動水平)之重大影響。

由於本集團之酒店位於日本北海道，其業務收益對日本旅遊業變動較為敏感，很大程度受到日本作為遊客目的地吸引力之影響，寬敞公寓式客房尤其受到家庭旅客及長期住客歡迎，為本集團酒店之主要業務來源。

Directors' Report

董事會報告

Risks pertaining to the commercial recognition of EuroAd

New energy business depends on the success of EuroAd, a totally biodegradable vegetable additive which catalyses the combustion process in both fossil and bio fuels to achieve fuller fuel efficiency.

If EuroAd is unable to pass through the product testing which is a prerequisite for entering into the energy markets in the target countries with potential customers, or to commercialise EuroAd, or experience significant delays in product testing, it would have a material adverse effect on its business.

Risks pertaining to acquisitions and joint ventures

The Group had recently made acquisitions and entered into joint ventures. The Group may enter into acquisitions, joint ventures or strategic alliances in the future. There can be no guarantee that future cash flows will be sufficient to fund future acquisitions, joint ventures or strategic alliances which have not yet been identified by the Group.

The allocation of the price paid to acquire a business usually leads to the revaluation of its existing assets, as well as the identification and recognition of new intangible assets which result in additional amortisation expenses or, in subsequent years, in charges related to the impairment of redundant or overvalued assets. Furthermore, acquisitions and joint-ventures may also result in costly and disruptive restructurings. These events have had, and similar events in the future may have, a material effect on the operating performance and financial situation of the Group and/or the price of the Company's shares.

Acquisitions involve numerous other risks relating to integration, including the failure to achieve the expected benefits and synergies, the diversion of management's attention from other business concerns and the loss of key employees. Joint ventures present the risk of conflicts of interest or strategy. Joint venture partners may also be unable to fulfill their obligations under the joint venture agreement or experience financial or other difficulties. If the Group is unable to manage all of these risks efficiently, it may be forced to incur extraordinary expenses or charges which may have an adverse effect on its financial condition, results, operations and prospects.

有關 EuroAd 商業認受性之風險

新能源業務取決於 EuroAd 之成功，EuroAd 為可完全生物降解之植物添加劑，可催化化石及生物燃料之燃燒過程，全面提升燃料效率。

倘 EuroAd 未能通過產品測試（打入目標國家潛在客戶能源市場之先決條件）或將 EuroAd 商品化，或於產品測試時遭遇重大延誤，將對其業務重大不利影響。

有關收購及合營企業之風險

本集團近日作出收購並成立合營企業。本集團未來可能參與收購、合營企業或策略聯盟。概無保證未來現金流量將足夠支持本集團尚未識別之未來收購、合營企業或策略聯盟。

收購業務已付款項之分配通常導致重估其現有資產，以及識別及確認新無形資產，會導致額外攤銷開支或於其後年度導致與冗餘或定價過高資產減值有關之用。此外，收購及合營企業亦或會導致花費巨大及擾亂經營之重組。該等事件曾及日後類似事件或會對本集團營運表現及財務狀況及／或本公司股份價格造成重大影響。

收購涉及與整合有關的多項其他風險，包括未能取得預期效益及協同效應、分散管理層對其他業務之注意力及失去關鍵僱員。合營企業存在利益或策略衝突之風險。合營企業合夥人亦或會無法履行其合營協議責任或遭遇財務或其他困難。倘本集團無法有效控制所有該等風險，或不得不產生額外開支或費用，或會對其財務狀況、業績、營運及前景造成不利影響。

Directors' Report

董事會報告

Risks pertaining to financing requirements and access to capital

The amount and timing of the expenditures required to carry out the product development/testing activities and potential investments of the Group are uncertain and will depend on numerous factors, some of which are outside the Group's control. Factors that could increase the Group's funding requirements including but not limited to higher costs and slower progress than expected to develop products and slower progress than expected in securing development of the Group's products/potential investments. Greater than expected expenditure requirements may materially and adversely affect the Group's financial results and their ability to introduce new products/investments profitably.

Risks pertaining to exchange rate fluctuations

As a consequence of the international nature of the Group, it will be exposed to risks associated with changes in foreign currency exchange rates. The Group's future sales operations will be affected by fluctuations in exchange rates to the extent that its sales and purchases are denominated in currencies other than its reporting currency. Movements in exchange rates to translate foreign currencies may have a significant impact on the Group's results of operations, financial position and cash flows from year to year.

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 2017.

CORPORATE GOVERNANCE

Full details on the Company's corporate governance practices are set out on pages 31 to 40.

有關融資需求及資本來源之風險

本集團進行產品開發／測試活動及潛在投資所需之開支金額及時間不確定及將取決於多項因素，其中部分並非本集團所能控制。可能增加本集團資金需求之該等因素包括但不限於開發產品之成本及進度較預期高及慢以及為本集團之產品／潛在投資取得發展之進度較預期慢。高於預期需求之開支或會對本集團之財務業績及推出新盈利產品／投資之能力造成重大不利影響。

有關匯率波動之風險

由於本集團之國際性質之故，其將承受與外幣匯率變動有關的風險。倘本集團之買賣以呈報貨幣以外之貨幣計值，其未來銷售業務將會受到匯率波動的影響。換算外幣的匯率變動或會對本集團不同年度之經營業績、財務狀況及現金流量產生重大影響。

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

截至二零一七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31至40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 2017, 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 2017

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二零一七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，二零一七年九月二十九日

Environmental, Social and Governance Report

環境、社會及管治報告

Pursuant to Appendix 27 Environmental, Social and Governance Reporting Guide (the “ESG Guide”) of the Listing Rules, the Group reviewed, identified and discloses herein the material environmental and social issues and aspects, which are considered to have significant impacts and are relevant to the Group’s business and stakeholders for the year ended 30 June 2017. The Group is principally engaged in the business of (i) hotel hospitality; (ii) new energy; (iii) money lending services; (iv) manufacturing and trading of electric cycles; (v) trading and distribution of liquor and wine; and (vi) investment in securities and funds. The Group has a responsibility to maximize shareholder returns, and this is aligned with the objective to provide customers with the best service and products. This is achieved not only through the Group having financial strength but also through investing in employees and wider social practices. An overview of the environment, community, employment and labor practices and operation convention for the year ended 30 June 2017, with coverage of the Company’s operations in Hong Kong headquarter office and its hotel hospitality business in Niseko, Hokkaido (the “Selected Business Segments”) are summarized below:

1. CARING OUR EMPLOYEES

1.1 Employment

Employees are the important assets of the Group and also the key to the development. The Group has been protecting employees’ rights by establishing a series of employment policies, which strive to provide them with a fair and safe working environment. The policy formulated includes: equal employee recruitment and promotion, remuneration, employee benefits, dismissal and retirement and labour contract. Through the policy, the Group standardises and monitors employees’ labour rights and obligations, promotion and welfare so that employees are entitled to legitimate rights and interests. During the process of recruitment of both professional and general staff, the Group considered the applicants of expatriates and ethnic minorities to consistence the employee diversity.

根據上市規則附錄二十七環境、社會及管治報告指引(「環境、社會及管治報告指引」)，本集團於本報告審核、識別及披露截至二零一七年六月三十日止年度被視為對本集團之業務及利益相關者構成重大影響及與其有關之重大環境及社會事宜及範疇。本集團主要從事：(i)酒店款待業務；(ii)新能源業務；(iii)借貸服務；(iv)製造及買賣電動自行車；(v)買賣及分銷酒類產品；及(vi)證券及基金投資。本集團有責任盡量提高股東回報，而這亦與我們為客戶提供最佳服務及產品之目標不謀而合。本集團不僅借助其財務優勢，亦透過培訓僱員及廣泛參與社會事務以達成此目標。截至二零一七年六月三十日止年度涵蓋本公司香港總部及其北海道二世古酒店款待業務(「經選定業務分類」)經營之環境、社會、僱傭及勞工慣例及營運常規之概覽如下：

1. 關懷僱員

1.1 僱傭

僱員為本集團之重要資產，亦為發展之關鍵。本集團已制訂一系列政策，致力為彼等提供公平及安全之工作環境，以保障僱員權益。所制訂政策包括：公平僱員招聘及晉升、薪酬、僱員福利、解僱及退休以及勞工合約。透過該等政策，本集團標準化及監察僱員之勞工權利及義務、晉升及福利，讓僱員有權享有合法權益。於招聘專業及一般員工過程中，本集團考慮外籍及少數族裔申請者，以維持僱員多元化。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group values equality of employees and create a discrimination-free workplace that encourages work-life balance for employees. The Group organizes recreational activities every year to help employees relieve stress at work and provide opportunities for communication and exchange so that they can work and develop in a fair and secure environment. As a result of the Group's protection to employees and eliminate any violations against employment ordinance, the Group did not discover such cases in the reporting period.

本集團重視僱員平等及營造無歧視之工作場所，鼓勵僱員平衡工作與生活。本集團每年組織康樂活動，幫助僱員舒解工作壓力，並提供溝通及交流機會，讓彼等可以於公平及安全環境下工作及發展。由於本集團致力保護僱員及消除任何違反僱傭條例，本集團於報告期內並無發現此等事件。

Employee statistics in the Selected Business Segments (As of 30 June 2017)

於經選定業務分類之
僱員統計數字
(於二零一七年六月三十日)

		No. of employees	No. of employees turnover
		僱員數目	離職僱員數目
Total		42	19
總數			
By gender	Female	16	8
按性別劃分	女性		
	Male	26	11
	男性		
By age group	Under 30 years old	2	1
按年齡組別劃分	30歲以下		
	30-40 years old	14	6
	30-40歲		
	40-50 years old	20	2
	40-50歲		
	Over 50 years old	6	1
	超過50歲		
By location	Hong Kong	21	9
按地點劃分	香港		
	Japan	21	10
	日本		
By employment category	Executive level/Senior level	18	0
按職位劃分	行政／高級		
	Middle level	22	12
	中級		
	Entry level	2	7
	初級		

Environmental, Social and Governance Report

環境、社會及管治報告

1.2 Health and Safety

It is the Group's basic responsibility to maintain the occupational health and safety of employees. The policy in relation to occupational health and safety is in accordance with the relevant requirements of national and local government. Relevant policies, standards and procedures are reviewed on a regular basis to ensure that any hazards or risks are removed or reduced to minimize.

At the operational level, employees are trained in safe working practices and to understand emergency response preparedness and procedures. Employees are kept informed of the social security policies and related treatment in terms of the social security fund that they have contributed. In case of work-related injuries and incidents occurred, employees will receive timely treatment and protection. In respect of safety protection equipment, the Group provides employees with a workplace which complies with the national safety and health standards, labour protection products and first aid boxes, etc., so that they can work in a safe environment. The Group also provides employees with occupational safety training programs to mitigate work-related risks.

The Group believes that employees' mental health is as important as their physical well-being and has, therefore, regularly arranged team development activities for staff and organized recreational and sport activities to strengthen the employees' sense of affinity to the Group and enhance their psychological quality. Strictly complying with the relevant laws and regulations, the Group is committed to zero major accidents and work accidents. During the financial year of 2017, no violations against relevant health and safety regulations have been recorded.

1.2 健康與安全

保持僱員職業健康與安全為本集團之基本責任。有關職業健康與安全之政策乃根據國家及地區政府相關規定而制訂。相關政策、標準及程序會定期檢討，確保把任何危害或風險消除或降至最低。

於經營層面，僱員受到安全工作常規培訓，了解緊急應變準備及程序。僱員獲告知社會保障政策及彼等作供款之社會保障基金之有關待遇。一旦發生工傷及事故，僱員將及時得到治療及保障。就安全保障設備而言，本集團為僱員提供符合國家安全與健康標準之工作場所、勞工保障產品及急救箱等，讓彼等可於安全環境工作。本集團亦為僱員提供職業安全培訓計劃，減低工作相關風險。

本集團相信僱員心理健康與身體健康同樣重要，因此定期為員工安排團隊發展活動，並組織康樂及體育活動，以加強僱員對本集團之歸屬感，並提升彼等之心理質素。本集團嚴格遵守相關法例及法規，致力達至零重大意外及工傷。於二零一七財政年度，並無違反相關健康與安全規例之記錄。

Environmental, Social and Governance Report

環境、社會及管治報告

1.3 Development and Training

The Group values the mutual growth and development with employees. Therefore, the Group pushes forward career and staff development, all staff are being encouraged to take advantage of the staff development programs, which included provision of in-house and external training on management/supervisory skills, technical skills, customer services skills etc, to consolidate and enhance employees' knowledge and competitiveness.

During the financial year ended 30 June 2017, a total of about 285 training hours covered a variety of training courses have been attended, as shown in the statistics below:

Development and Training for the year ended 30 June 2017 截至二零一七年六月三十日止年度之發展與培訓		No. of training hours 培訓時數	% of training hours 培訓時數百分比	Average training hours per employee 每名員工平均培訓時數
Total 總計		285.00		6.79
By gender 按性別劃分	Female 女性	188.50	66%	11.78
	Male 男性	96.50	34%	3.71
By location 按地點劃分	Hong Kong 香港	20.00	7%	0.95
	Japan 日本	265.00	93%	12.62
By employment category 按職位劃分	Executive level/Senior level 行政/高級	81.00	28%	4.50
	Middle level 中級	189.00	72%	9.27

1.4 Labour Standards

The Group respects the rights and interests of employees and formulated labour policies based on the relevant labour law. For the year ended 30 June 2017, no employees of the Group aged under 16 and there is no dispute between the Group and its staffs. The Group have delegated the human resources and administration department to conduct monitoring so as to ensure that there is no child labour and forced labour. As a result, the number of case violating the labour standards was zero in 2017.

1.3 發展及培訓

本集團重視與僱員共同成長及發展。因此，本集團大力推動事業及員工發展，鼓勵所有員工善用員工發展計劃，包括提供內部及外部管理／監管技能、技術、客戶服務技巧等培訓，以鞏固及增進僱員之知識及競爭力。

截至二零一七年六月三十日止財政年度，僱員合共出席約285小時培訓，涵蓋各類培訓課程，統計資料如下：

1.4 勞工標準

本集團專重僱員權利及利益，並根據相關勞工法例制訂勞工政策。截至二零一七年六月三十日止年度，本集團並無未滿16歲之僱員，本集團與其員工亦無發生任何糾紛。本集團已委聘人力資源及行政部進行監察，以確保並無童工及強迫勞工。因此，二零一七年違反勞工法例的數字為零。

Environmental, Social and Governance Report

環境、社會及管治報告

2. CARING OUR ENVIRONMENT

As a responsible enterprise, the Group is committed to protecting the environment by reducing carbon emissions. The Group carefully monitors and mitigates the environmental impacts by integrating environmental considerations into all aspects of business operations. Environmental management was developed based on respective local requirements and environmental standards. In response to the community's power-saving and waste-reduction demand, the Group has also adopted the procedures in relation to waste reduction, water conservation, energy conservation and solid waste recycling.

2.1 Environmental Impact Reduction

The Group seeks to promote pollution prevention, reduce the creation of waste and minimize the environmental impact from merchandise, services and processes and actively works to redirect wastes to be recycled or used in other sustainable initiatives. The office and hotel both provide facilities for collection, sorting, recycling and proper disposal of waste and recovered materials.

2.2 Energy Savings

Energy consumption is one of the major sources of environmental impacts. To conserve energy in daily operations, the Group adopted the thermal control products in hotel areas such as hot water pipes and room's double glass windows, it resist heat and reduce the heat island effect. The Group maintained the temperature of the office at 24°C to 26°C. To use energy effectively and efficiently, the Group has also installed the latest version's "chillers" in 2014 which is managed automatically. In the coming years, the Group targets to change energy saving lamps in guestrooms to reduce the electric consumption.

2. 愛護環境

作為一家負責任企業，本集團致力透過減少碳排放以保護環境。本集團於所有業務營運範疇均會考慮環境因素，以審慎監察及舒緩對環境所造成影響。環境管理乃根據相關本地規定及環境標準制訂。就社區內的節能減廢要求而言，本集團亦已採納程序以實行減少廢物、節約用水、節約能源及廢物循環再用。

2.1 減少對環境之影響

本集團尋求促進防止污染、減少產生廢物及減低商貿、服務及工作程序對環境的影響，並積極將廢物分類作循環再用或作其他可持續性用途。辦公室及酒店提供設施收集、分類、循環再用及正確處理廢物及回收物料。

2.2 節能

能源消耗為造成環境破壞的主要來源之一。為於日常營運中節省能源，本集團於酒店範圍採用溫度控制產品如熱水管及房間內的雙層玻璃窗，可減低受熱及減輕熱島效應。本集團之辦公室溫度維持於攝氏24至26度。為有效使用能源，本集團亦於二零一四年安裝最新型自動管理「冷水機組」。未來數年，本集團之目標是為客房更換慳電膽以減低耗電。

Environmental, Social and Governance Report

環境、社會及管治報告

2.3 Water Conservation and Management

The Group committed to consume water responsibly throughout the operation, to achieve this goal, the “water saving devices” for taps and shower was used, which provides an enough water pressure at minimum water consumption. The Group also has implemented some initiatives in Niseko Moiwa-Mountain Natural Hot Springs, adopting the circulation formula system of Spa natural water to bring about environmental benefits:

- Using a natural water resource from hotel own land to operate Spa facility
- Adding a clear water to manage water-circulation for filter machine to provide clean natural water to customers
- As following a regulation of Niseko Hygiene Management Office, adding a certain amount of chlorine on a regular basis for the process of sterilization
- Checking the procedures and operations on daily basis to keep Spa quality standard and so to reduce the energy cost

2.4 Regulatory Compliance

The Group complies with applicable environmental laws and regulations. In response to the “Niseko Eco-Model City Action Plan” program and Sewage from operation, the Group attends regular monthly meeting with Niseko Town & Hotel Association and has discussions frequently with Niseko Environment Division to address any environmental issues. The Group adopted a sludge circulation filtration system and the sludge collection is scheduled once a year in April.

2.3 節約用水及管理

本集團致力於整個營運過程中以負責任方式用水，為達致此目的，已使用「節省用水設施」作為水龍頭及淋浴設施，以最低用水量提供充足水壓。本集團亦已於二世古藻岩山天然溫泉(Niseko Moiwa-Mountain Natural Hot Springs)採取若干措施，採用天然泉水的循環系統為環境帶來好處：

- 利用酒店自有土地的天然水資源營運水療設施
- 於過濾器加入清水以管理水循環，為客戶提供清潔天然水
- 遵從二世古衛生管理局(Niseko Hygiene Management Office)規例，定期加入氯氣進行消毒
- 每日檢查流程及運作，維持水療設施品質以減低能源成本

2.4 監管合規

本集團遵守適用環境法例及法規。因應「二世古生態模式城市發展計劃(Niseko Eco-Model City Action Plan)」及營運所產生污水，本集團每月出席二世古城鎮及酒店組織(Niseko Town & Hotel Association)的會議並與二世古環境部(Niseko Environment Division)進行恆常討論，以解決任何環境問題。本集團採用污泥循環過濾系統及每年四月進行一次污泥收集。

Environmental, Social and Governance Report

環境、社會及管治報告

2.5 Our Footprint

2.5 我們的足跡

ENVIRONMENT DATA 環境數據

GHG emissions during the period:

期內溫室氣體排放：

Direct GHG Emissions (Scope 1)

直接溫室氣體排放(範圍1)

57,641.24 CO2 equivalent (kg)

57,641.24 二氧化碳當量(千克)

Indirect GHG Emissions (Scope 2)

間接溫室氣體排放(範圍2)

616,716.35 CO2 equivalent (kg)

616,716.35 二氧化碳當量(千克)

Other indirect emissions (Scope 3)

其他間接排放(範圍3)

104,603.43 CO2 equivalent (kg)

104,603.43 二氧化碳當量(千克)

Energy consumption during the period:

期內能源消耗：

Total Electricity Consumption

總耗電量

1,060,393.00 MWh

1,060,393.00 兆瓦時

Total Water Consumption

總耗水量

26,547.000 m³

26,547.000 立方米

Total Fuel Consumption

總燃料消耗量

254,593.99 liters

254,593.99 公升

3. OUR PROCUREMENT

The supply chains mainly cover two general categories: (i) office supply chains; and (ii) hotel supply chains. At the office level, supply chains cover procurement for headquarter office and are mainly focused on routine office items such as stationery, toner and paper. At the hotel segment, most items are procured for running a hotel and that cover a wide variety items including food, linens and cleaning supplies.

The Group recognises the supply chains play in an important role in the overall sustainability performance. Stringent guidelines were adopted to guide the assessment of suppliers. At a minimum, the Group required suppliers to comply with all applicable laws and regulations and align with environmental protection management. The Group encourages the use of environmental friendly products at all time. The procurement department will continuously seek potential new suppliers in an attempt to find more reliable and price competitive products for operation. To further enhance the sustainability of the supply chains, the Group tried to source goods locally whenever possible.

3. 我們的採購

供應鏈主要涵蓋兩個一般範疇：(i) 辦公室供應鏈；及(ii) 酒店供應鏈。就辦公室而言，供應鏈涵蓋總部辦公室之採購工作，主要集中於日常辦公用品，如文具、碳粉及紙張。就酒店而言，大部分用品皆為經營酒店而採購，其中涵蓋各式各樣之物品，包括食物、床單及清潔用品。

本集團深信供應鏈對整體可持續發展表現而言至關重要。本集團已就對供應商之評估採納嚴格指引。本集團要求供應商最低限度須遵守一切適用法律及法規，並符合環保管理。本集團一直鼓勵採用環保產品。採購部不斷尋找潛在新供應商，試圖就營運覓得更可靠及更具價格競爭力之產品。為進一步提升供應鏈之可持續性，本集團盡可能於本地採購貨品。

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3.1 Responsibility to Our Customers

Product responsibility is one of the critical concerns of the Group at all time. The Group believes that commitment to enhancing the quality of products and services is instrumental in maintaining the overall reputation. The Group strives not only to meet, but also to exceed expectations and needs of customers. The Group is committed to providing customers with quality and safe products. All employees are well trained. During the current financial year, the Group did not receive any complains via official complain channel.

3.2 Managing Anti-corruption Risk

At all time, the Group is devoted to maintaining integrity, commitment and fairness not only at the internal level, but also in external relationships with suppliers. The Group has adopted a zero-tolerance approach to bribery, extortion, fraud and money laundering. The Group has implemented anti-corruption management in order to prevent, detect and report misconduct. All employees are expected to be fully aware of and comply with their obligations. Corruption is forbidden under any circumstances. Any failures in relation to anti-corruption are to be investigated and disciplinary action will be taken appropriately with no any exceptions. Throughout the financial year ended 30 June 2017, the Group has not received any non-compliance matters in this aspect.

4. CARING OUR COMMUNITY

The Group believes that helping hand can change the world. Hence, the Group has been actively assuming corporate social responsibility because contribution to society is one of the Group's sustainable development strategy. The Group has not only devoted time and effort to return to the society, but has also encouraged its employees to take part into supporting environmental protection at all time, such as energy saving initiative and volunteer work for the community. During the financial year ended 30 June 2017, the Group supported and participated in different community activities covering poverty alleviation and community caring.

3.1 對我們的客戶承擔之責任

產品責任一直是本集團的關注重點之一。本集團深信，我們致力於提高產品及服務質素有助於維護整體聲譽。本集團力求滿足甚或超乎客戶期望及需求。本集團致力為客戶提供高質素及安全產品。全體僱員均受良好培訓。於本財政年度，本集團未有接獲任何經官方投訴渠道作出之投訴。

3.2 管理反貪污風險

本集團不僅在內部層面，亦在與供應商之外部關係上始終致力維護誠信、承諾及公平。本集團對賄賂、勒索、欺詐及洗黑錢行為採取「零容忍」態度。本集團實行反貪污管理以防止、調查及舉報不當行為。本集團預期全體僱員將完全了解並履行其責任。本集團在任何情況下均不會容許貪污。任何有關反貪污之不當行為均會受調查並遭受適當紀律處分，無一例外。截至二零一七年六月三十日止財政年度，本集團未有得悉此方面有任何不合規事項。

4. 關愛社區

本集團深信施予援手可改變世界。貢獻社會乃本集團可持續發展策略之一，因此本集團一直積極承擔企業社會責任。本集團不僅投入時間及努力回饋社會，亦時刻鼓勵其僱員參與支持環保行動，如節能計劃及社區義工工作。截至二零一七年六月三十日止財政年度，本集團支持及參與不同社區活動，範疇涵蓋扶貧及關心社區。

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4.1 Poverty Alleviation

The Group has been devoting much effort to poverty alleviation. In 2016, the Group took initiatives to donate the “Walk for Chalk 2016 Lijiang”, a fund raising campaign organized by the Chi Heng Foundation, for AIDS orphans in rural China. Meanwhile, the Group sponsored in different charity, including the Ten Percent Donation Scheme Foundation and Love Foundation, aiming to raise charity funding for those children who are lack of assistance on studies and family care.

4.2 Community Caring

In addition, the Group has also actively participated and sponsored in various charity activities, including the “FIT charity run 2016”, a raising charity run organized by the Financial Industry in Tokyo (FIT) for local community organizations which under-recognized needs and causes; the donations of complimentary room/restaurant tickets of the “Niseko Treasure Hunt 2016” and “Niseko Halloween 2016” for Niseko Resort Tourist Association.

4.1 扶貧

本集團一直致力扶貧。於二零一六年，本集團自發向智行基金會籌辦之籌款行動「開開心心上學去—麗江2016」捐款，幫助中國農村地區之愛滋遺孤。同時，本集團贊助不同慈善團體，包括十分關愛基金會及愛基金，藉以為在學習及家庭方面孤立無援之孩童募集慈善資金。

4.2 關心社區

此外，本集團亦積極參與及贊助不同慈善活動，包括Financial Industry in Tokyo (FIT)為協助當地社區組織應付未受重視之需要及原由而籌辦之籌款跑步活動「FIT charity run 2016」，以及為二世古度假村旅遊組織(Niseko Resort Tourist Association)舉辦之「Niseko Treasure Hunt 2016」及「Niseko Halloween 2016」捐贈免費客房及餐券。

DONATION CONTRIBUTIONS		捐獻	HK'000 千港元
CASH CONTRIBUTIONS		現金捐獻	199.6
HOSPITALITY REWARDS		DONATION CONTRIBUTIONS	
款待禮遇		捐贈	
6 Organizations 六間組織		3 Organizations 三間組織	

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5. OUTLOOK

The Directors would like to take this opportunity to extend our sincere gratitude to our employees, suppliers, shareholders and other stakeholders for their long-term support and trust to the Group. The feedbacks from these parties are of great value to us in forming our business strategy to focus on their needs. The Directors believe that the Group's performance has granted positive recognition in the financial year ended 30 June 2017, but there is still more to be done. In the coming years, the Group will continue to strive to implement the best practices in corporate social responsibility to advance the global sustainability agenda at large.

5. 前景

董事謹藉此機會衷心感謝我們的僱員、供應商、股東及其他持分者一路支持及信任本集團。各方之反饋對本集團因應其需要而制定業務策略極為寶貴。董事相信，本集團於截至二零一七年六月三十日止財政年度之業績表現得到正面肯定，惟仍需要進一步努力。來年，本集團將繼續就企業社會責任致力實施最佳對策，以全面推進全球可持續發展進程。

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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)

致德泰新能源集團有限公司全體股東
(於百慕達註冊成立之有限公司)

QUALIFIED OPINION

We have audited the consolidated financial statements of DeTai New Energy Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 76 to 207, which comprise the consolidated statement of financial position as at 30 June 2017, 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 notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matters described in the "Basis for Qualified Opinion" section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR QUALIFIED OPINION

Acquisition of Emission Particle Solution Sweden AB

As disclosed in Note 35 to the consolidated financial statements, during the year, the Group acquired the entire equity interest in Emission Particle Solution Sweden AB ("EPS") at consideration of SEK239,000,000 (equivalent to approximately HK\$202,186,000), in which (i) SEK101,200,000 (equivalent to approximately HK\$85,612,000) has been settled by cash on 22 December 2016, and (ii) SEK137,800,000 (equivalent to approximately HK\$116,574,000) which was the acquisition date fair value of contingent consideration payable by the Group. The amount of contingent consideration payable is subject to post acquisition adjustment mechanism and will be payable by cash.

EPS is principally engaged in the manufacturing and distribution of a vegetable additive product.

保留意見

本核數師(以下簡稱「我們」)已審計載於第76至207頁之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，此等綜合財務報表包括於二零一七年六月三十日之綜合財務狀況表與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，以及綜合財務報表附註(包括主要會計政策概要)。

我們認為，除於本報告「保留意見基準」一節中所述事項之可能影響外，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則對貴集團於二零一七年六月三十日之綜合財務狀況以及截至該日止年度之綜合財務表現及綜合現金流量作出真實而公平的反映，並已根據香港公司條例的披露規定妥為編製。

保留意見基準

收購 Emission Particle Solution Sweden AB

誠如綜合財務報表附註35所披露，於本年度，貴集團收購Emission Particle Solution Sweden AB(「EPS」)全部股權，代價為239,000,000克朗(相當於約202,186,000港元)，其中(i)101,200,000克朗(相當於約85,612,000港元)已於二零一六年十二月二十二日以現金支付；及(ii)137,800,000克朗(相當於約116,574,000港元)為貴集團應付或然代價之收購日之公平值。應付或然代價金額受收購完成後調整機制約束，並將以現金支付。

EPS主要從事製造及分銷植物添加劑產品。

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(i) Fair value of intangible assets acquired at the date of acquisition

As detailed in note 15 to the consolidated financial statements, the management of the Group determined the fair value of the intangible assets of EPS, being production formula, non-competition agreements and sales backlog agreements, at approximately totalling HK\$186,863,000 at the date of acquisition by using respective valuation bases and inputs for each of these intangible assets. Deferred tax liabilities of approximately HK\$41,110,000 were recognised at the date of acquisition as a result of the recognition of these intangible assets.

We have performed audit procedures set out in Hong Kong Standard on Auditing (“HKSA”) 540 “Auditing Accounting Estimates, Including Fair Value Accounting Estimates, and Related Disclosures” including to understand how the estimation of the fair value of these assets was prepared, and test/consider the data based on which the fair value of these intangible assets was estimated. However, we were not provided with sufficient appropriate evidence relating to the completeness and accuracy of the data used in estimating the fair value of the intangible assets. Due to the limitations on our scope of work, we were unable to evaluate whether the fair value of these intangible assets of EPS were appropriately estimated and whether the related deferred tax liabilities were properly stated at the date of acquisition.

Any adjustments to the fair value of these intangible assets found to be necessary would have consequential effect on the amount of goodwill, if any, at the date of acquisition, and deferred tax liabilities recognised at the date of acquisition and at 30 June 2017, the amortisation charge of the intangible assets and the corresponding deferred tax charge for the year ended 30 June 2017, the net assets of the Group as at 30 June 2017 and the net loss of the Group for the year ended 30 June 2017, and the related disclosure.

(i) 無形資產於收購日期之公平值

誠如綜合財務報表附註15所詳述，透過使用每項無形資產各自之估值基準及輸入數據，貴集團管理層釐定EPS無形資產（即生產配方、不競爭協議及銷量協議）於收購日期之公平值合共約為186,863,000港元。由於確認無形資產，故於收購日期確認遞延稅項負債約41,110,000港元。

我們已進行香港審計準則（「香港審計準則」）第540號「審計會計估值（包括公平值會計估值）及相關披露」所載審計程序，包括理解此等資產公平值估計如何編製，並測試／考慮估計此等無形資產公平值所依據之數據。然而，我們未獲提供有關估計無形資產公平值所用數據之完整性及準確性之充分恰當憑證。由於我們之工作受到限制，我們無法評估此等EPS無形資產公平值計量是否適當地作出估計及相關遞延稅項負債是否於收購日期作出適當陳述。

此等無形資產之公平值如需作出任何調整，將會對於收購日期確認之商譽（如有）及於收購日期及二零一七年六月三十日確認之遞延稅項負債金額、截至二零一七年六月三十日止年度之無形資產攤銷開支及相應遞延稅項開支、貴集團於二零一七年六月三十日之資產淨值及貴集團截至二零一七年六月三十日止年度之虧損淨額以及有關披露產生重要影響。

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(ii) Fair value of financial liabilities at fair value through profit or loss at the date of acquisition

At the date of acquisition, the Group had recognised the fair value of the contingent consideration payable for the acquisition of EPS of approximately HK\$116,574,000 as the financial liabilities at fair value through profit or loss. The actual amount of contingent consideration payable is calculated with reference to the net profit after tax of EPS for the period from 1 January 2017 to 31 December 2017 and the profit target agreed in the acquisition of EPS. SEK137,800,000 (equivalent to approximately HK\$116,574,000 at acquisition date) represented the maximum amount payable (i.e. the profit target is met) and without taking account of the time value effect.

The fair value of the financial liabilities at fair value through profit or loss at the date of acquisition was determined by the management of the Group by reference to a valuation report prepared by an independent professional qualified valuer based on the forecast of EPS performance for the period from 1 January 2017 to 31 December 2017 prepared by the Group's management (the "Forecast"). We have performed audit procedures set out in HKSA 540 "Auditing Accounting Estimates, Including Fair Value Accounting Estimates, and Related Disclosures" including to understand how the Forecast was prepared, and test/consider the data based on which the Forecast was prepared and the fair value of the financial liabilities was estimated. However, we were not provided with sufficient appropriate evidence relating to the accuracy and relevance of the data used in estimating the fair value of the financial liabilities. Due to the limitations on our scope of work, we were unable to determine whether the fair value of financial liabilities at fair value through profit or loss was appropriately stated at the date of acquisition.

Any adjustments to the fair value of the contingent consideration payable at acquisition date found to be necessary would have an effect on the fair value of the purchase consideration for EPS and the amount of goodwill, if any, at the date of acquisition, and the related disclosure.

(ii) 按公平值計入損益之金融負債於收購日期之公平值

於收購日期，貴集團已確認收購EPS之應付或然代價公平值約116,574,000港元為按公平值計入損益之金融負債。應付或然代價實際金額乃經參考EPS由二零一七年一月一日至二零一七年十二月三十一日止期間之除稅後純利及收購EPS時協定之溢利目標計算。137,800,000克朗(於收購日期相當於約116,574,000港元)指最高應付款項(即達成溢利目標)而並無計及時間價值之影響。

按公平值計入損益之金融負債於收購日期之公平值乃由貴集團管理層釐定，並經參考獨立專業合資格評估師根據貴集團管理層所編製EPS由二零一七年一月一日至二零一七年十二月三十一日止期間之表現預測(「預測」)所編製之估值報告。我們已進行香港審計準則第540號「審計會計估值(包括公平值會計估值)及相關披露」所載審計程序，包括理解預測如何編製，並測試／考慮編製預測及估計金融負債之公平值所依據之數據。然而，我們未獲提供有關估計金融負債公平值所用數據之準確性及相關性之充分恰當憑證。由於我們之工作受到限制，我們無法釐定按公平值計入損益之金融負債於收購日期之公平值是否恰當呈列。

應付或然代價於收購日期之公平值如需作出任何調整，將會對於收購日期購買EPS代價之公平值及商譽金額(如有)以及有關披露產生影響。

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(iii) Impairment assessment of goodwill as at 30 June 2017

As at 30 June 2017, the carrying amount of goodwill and intangibles assets acquired arising from the acquisition of EPS amounted to approximately HK\$58,602,000 and HK\$192,164,000 respectively. In the preparation of the consolidated financial statements, the management of the Group has performed an impairment assessment on the cash generating unit ("CGU") to which the goodwill and intangible assets belong. According to the Group's accounting policies, the impairment assessment is by comparing the CGU's carrying amount to the CGU's recoverable amount. The recoverable amount of the CGU as at 30 June 2017 was determined by the management of the Group by reference to a valuation report prepared by an independent professional qualified valuer based on a cash flows forecast developed by the Group's management (the "Forecast"). With reference to the result of the impairment assessment, the management of the Group considered that there is no impairment loss on the CGU as at 30 June 2017.

We have performed audit procedures set out in HKSA 540 "Auditing Accounting Estimates, Including Fair Value Accounting Estimates, and Related Disclosures" including to understand how the Forecast was prepared, and test/consider the data based on which the Forecast was prepared and the CGU's recoverable amount was estimated. However, we were not provided with sufficient appropriate evidence relating to the accuracy and relevance of the data used in estimating the recoverable amount of the CGU. Due to the limitations on our scope of work, we were unable to determine whether the recoverable amount of the CGU was appropriately estimated and whether recognition of impairment losses on the assets included in the CGU including the goodwill was necessary as at 30 June 2017.

Any impairment loss recognition found to be necessary would reduce the carrying amount of goodwill, and may also reduce the carrying amounts of other assets in the CGU including the intangible assets and the corresponding deferred tax liabilities as at 30 June 2017. The net assets of the Group as at 30 June 2017 and the net loss of the Group for the year ended 30 June 2017 would also be adversely affected.

(iii) 於二零一七年六月三十日商譽之減值評估

於二零一七年六月三十日，收購EPS所產生之商譽及無形資產之賬面值分別約為58,602,000港元及192,164,000港元。於編製綜合財務報表時，貴集團管理層已就商譽及無形資產所屬現金產生單位（「現金產生單位」）進行減值評估。根據貴集團之會計政策，減值評估乃透過比較現金產生單位之賬面值與現金產生單位之可收回金額進行。現金產生單位於二零一七年六月三十日之可收回金額乃由貴集團管理層釐定，並經參考獨立專業合資格評估師根據貴集團管理層制定之現金流量預測（「預測」）所編製估值報告。經參考減值評估結果，貴集團管理層認為現金產生單位於二零一七年六月三十日並無減值虧損。

我們已進行香港審計準則第540號「審計會計估值（包括公平值會計估值）及相關披露」所載審計程序，包括理解預測如何編製，並測試／考慮編製預測及估計現金產生單位之可收回金額所依據之數據。然而，我們未獲提供有關估計現金產生單位之可收回金額所用數據之準確性及相關性之充分恰當憑證。由於我們之工作受到限制，我們無法釐定現金產生單位之可收回金額是否恰當估計及於二零一七年六月三十日就計入現金產生單位之資產（包括商譽）確認減值虧損是否必要。

如發現任何必要確認之減值虧損，將會調減商譽之賬面值，亦可能會調減現金產生單位之其他資產（包括無形資產）及相關遞延稅項負債於二零一七年六月三十日之賬面值。貴集團於二零一七年六月三十日之資產淨值及貴集團截至二零一七年六月三十日止年度之虧損淨額亦會受到不利影響。

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(iv) Fair value of financial liabilities at fair value through profit or loss as at 30 June 2017

As at 30 June 2017, the Group's financial liabilities at fair value through profit or loss (see (ii) above) amounted to approximately HK\$127,431,000, the fair value of which was determined by the management of the Group by reference to a valuation report prepared by an independent professional qualified valuer. The valuation report was based on the forecast of EPS performance for the period from 1 July 2017 to 31 December 2017 prepared by the management of the Group (the "Forecast"). We have performed audit procedures set out in HKSA 540 "Auditing Accounting Estimates, Including Fair Value Accounting Estimates, and Related Disclosures" including to understand how the Forecast was prepared, and test/consider the data based on which the Forecast was prepared and the fair value of the financial liabilities was estimated. However, we were not provided with sufficient appropriate evidence relating to the accuracy and relevance of the data used in estimating the fair value of the financial liabilities. Due to the limitations on our scope of work, we were unable to determine whether the fair value of the financial liabilities at fair value through profit or loss as at 30 June 2017 was appropriately stated.

Any adjustments to the fair value of the financial liabilities as at 30 June 2017 found to be necessary would have an effect on the net assets of the Group as at 30 June 2017 and net loss of the Group for the year ended 30 June 2017.

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

(iv) 按公平值計入損益之金融負債於二零一七年六月三十日之公平值

於二零一七年六月三十日，貴集團按公平值計入損益之金融負債(見上文(ii))約為127,431,000港元，其公平值乃由貴集團管理層釐定，並經參考獨立專業合資格評估師所編製之估值報告。估值報告乃依據貴集團管理層所編製EPS由二零一七年七月一日至二零一七年十二月三十一日止期間之表現預測(「預測」)。我們已進行香港審計準則第540號「審計會計估值(包括公平值會計估值)及相關披露」所載審計程序，包括理解預測如何編製，並測試／考慮編製預測及估計金融負債之公平值所依據之數據。然而，我們未獲提供有關估計金融負債之公平值所用數據之準確性及相關性之充分恰當憑證。由於我們之工作受到限制，我們無法釐定按公平值計入損益之金融負債於二零一七年六月三十日之公平值是否恰當呈列。

如發現任何必要調整金融負債於二零一七年六月三十日之公平值，將會對貴集團於二零一七年六月三十日之資產淨值及貴集團截至二零一七年六月三十日止年度之虧損淨額帶來影響。

我們根據香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審計。我們於該等準則項下之責任於本報告「核數師就審計綜合財務報表須承擔之責任」一節詳述。我們根據香港會計師公會之「專業會計師道德守則」(「守則」)獨立於貴集團，並已遵照守則履行其他道德責任。我們相信我們所獲得的審計憑證乃充足和適當地為我們的保留意見提供基礎。

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KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the "Basis for Qualified Opinion" section, we have determined the matter described below to be the key audit matters to be communicated in our report.

Impairment assessment for goodwill on hotel hospitality business

Refer to note 17 to the consolidated financial statements and the accounting policies in notes 3.10 and 3.11 to the consolidated financial statements.

As at 30 June 2017, the Group had goodwill with carrying amount of HK\$54,860,000 as the result of the acquisition of hotel hospitality business during the year.

The Group is required to test the amount of goodwill for impairment at least annually. For the purpose of assessing impairment, the management of the Group assessed the recoverable amount of the asset based on higher of its fair value less costs of disposal and value-in-use. The goodwill was allocated to hotel hospitality business cash generating unit ("Hotel CGU"), and the recoverable amount of the Hotel CGU was determined by the management of the Group based on fair value less costs of disposal.

The impairment assessment involves significant judgements and assumptions by the management of the Group underlying the determination of the fair value less costs of disposal.

The management of the Group has engaged an independent professional qualified valuer to determine the fair value less costs of disposal of the Hotel CGU. The determination of the fair value less costs of disposal is based on the recent sales of similar transactions in the market. Management of the Group concluded that, based on the assessment result, no impairment loss on goodwill on hotel hospitality business has been recognised for the year.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。此等事項在我們審計整體綜合財務報表及出具意見時進行處理，我們不會對此等事項提供單獨意見。除「保留意見基準」一節中所述事項外，我們釐定下述事項為需於本報告中載列之關鍵審計事項。

酒店款待業務商譽減值評估

請參閱綜合財務報表附註17以及綜合財務報表附註3.10及3.11之會計政策。

於二零一七年六月三十日，由於年內收購酒店款待業務，貴集團擁有賬面值為54,860,000港元之商譽。

貴集團須至少每年進行商譽減值測試。為達評估減值之目的，貴集團管理層按其較高公平值減出售成本及使用價值評估資產之可收回金額。商譽乃分配至酒店款待業務現金產生單位（「酒店現金產生單位」），而酒店現金產生單位之可收回金額由貴集團管理層根據公平值減出售成本而釐定。

減值評估涉及貴集團管理層有關釐定公平值減出售成本所作重大判斷及假設。

貴集團管理層已聘請獨立專業合資格評估師以釐定酒店現金產生單位之公平值減出售成本。釐定公平值減出售成本乃基於市場類似交易之近期銷售。貴集團管理層總結，基於評估結果，本年度並無確認酒店款待業務商譽減值虧損。

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How the matter was addressed in our audit

Our procedures on the management's impairment assessment by the management of the Group for goodwill on hotel hospitality business included:

- (i) obtaining and reviewing the valuation reports prepared by the independent professional qualified valuer engaged by the Group;
- (ii) discussing with the independent professional qualified valuer and challenging the key estimates and assumptions adopted in the valuations, including comparable market transactions, and to assess the independence, objectivity, qualifications and expertise of the independent professional qualified valuer;
- (iii) assessing the valuation methodology adopted by the independent professional qualified valuer and comparing the key estimates and assumptions adopted in the valuation; and
- (iv) checking input data to supporting evidences, such as the market comparables used and assessing the reasonableness of these comparables.

在審計中處理事項之方法

我們就 貴集團管理層之酒店款待業務商譽減值評估之程序包括：

- (i) 獲得及審核 貴集團聘請之獨立專業合資格評估師所編製之估值報告；
- (ii) 與獨立專業合資格評估師討論及質詢於估值中採用之關鍵估計及假設(包括比較市場交易)以及評估獨立專業合資格評估師之獨立性、客觀性、資格及專業知識；
- (iii) 評估獨立專業合資格評估師所採用之估值方法及比較估值中採用之關鍵估計及假設；及
- (iv) 檢查證明文件之輸入數據，例如所使用的市場可比較數據及評估此等可比較數據之合理性。

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OTHER INFORMATION IN THE ANNUAL REPORT

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. As described in the "Basis for Qualified Opinion" section above, we were not provided with sufficient appropriate evidence about fair value of intangible assets acquired at the date of acquisition of EPS; fair value of financial liabilities at fair value through profit or loss at the date of acquisition of EPS; impairment assessment of goodwill of EPS as at 30 June 2017 and fair value of financial liabilities at fair value through profit or loss as at 30 June 2017. Accordingly we are unable to conclude whether or not the other information is materially misstated with respect to these matters. Except for these matters, we have nothing to report in this regard.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

年報之其他資料

董事須對其他資料承擔責任。其他資料包括 貴公司年報所載之資料，惟不包括綜合財務報表及我們之核數師報告。

我們對綜合財務報表作出之意見並不涵蓋其他資料，我們亦並不就此發表任何形式之核證結論。

就我們對綜合財務報表之審計而言，我們之責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審計過程中獲悉的資料存在重大不符，或存在重大錯誤陳述。倘若我們基於已完成的工作認為其他資料出現重大錯誤陳述，我們須報告有關事實。誠如上述「保留意見基準」一節所述，我們無法就所收購無形資產於收購EPS日期之公平值獲取充分恰當憑證；於收購EPS日期按公平值計入損益之金融負債公平值；於二零一七年六月三十日EPS之商譽減值評估及於二零一七年六月三十日按公平值計入損益之金融負債公平值。因此我們無法就此等事項對其他資料是否具重大錯誤陳述作出結論。除此等事項外，我們就此並無須報告事項。

董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，編製真實而公平地反映情況的綜合財務報表，並推行董事認為必要的有關內部監控，以使綜合財務報表之編製不存在由於欺詐或錯誤而導致之重大錯誤陳述。

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

在編製綜合財務報表時，董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非董事擬將貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

董事亦須負責監督貴集團的財務報告流程。審核委員會協助董事履行此方面的職責。

核數師就審計綜合財務報表須承擔之責任

我們的目標是合理確定綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述，並出具包括我們意見的核數師報告。根據百慕達一九八一年公司法第90條，本報告僅向閣下（作為整體）作出，除此之外別無其他用途。我們概不就本報告之內容向任何其他人士負責或承擔責任。

合理確定屬高層次的保證，惟根據香港審計準則進行之審計工作不能保證總能察覺所存在之重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出之經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審計過程中，我們運用專業判斷，並保持專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於因錯誤而導致的重大錯誤陳述的風險。

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- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對貴集團內部監控的成效發表意見。
- 評估董事所採用會計政策的恰當性及所作出會計估計和相關披露資料的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所取得的審計憑證，確定是否存在與事件或情況有關的重大不確定因素，從而可能導致對貴集團持續經營能力構成重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中的相關披露。倘有關的披露不足，則修改我們的意見。我們的結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事件或情況可能導致貴集團無法持續經營。
- 評估綜合財務報表(包括披露資料)的整體列報方式、結構及內容，以及綜合財務報表是否公平反映有關交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充分恰當審計憑證，以對綜合財務報表發表意見。我們負責集團審計之指導、監督及執行。我們僅對我們之審計意見承擔責任。

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

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

我們與審核委員會溝通(其中包括)審計工作的計劃範圍及時間安排以及重大審計發現，包括我們在審計期間識別出內部監控的任何重大缺失。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通所有可能被合理地認為會影響我們獨立性的關係及其他事項，以及相關防範措施(倘適用)。

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獨立核數師報告

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

從與董事溝通的事項中，我們釐定對本期間綜合財務報表的審計至關重要之事項，因而構成關鍵審計事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，我們認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則我們會於核數師報告中描述此等事項。

BDO Limited
Certified Public Accountants

Lui Chi Kin
Practising Certificate Number P06162
Hong Kong, 29 September 2017

香港立信德豪會計師事務所有限公司
執業會計師

呂智健
執業證書編號 P06162
香港，二零一七年九月二十九日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Turnover	營業額	6	44,179	16,434
Cost of sales	銷售成本		(28,504)	(11,031)
Gross profit	毛利		15,675	5,403
Interest income	利息收入	7	4,787	7,360
Other income and gains	其他收入及收益		3,129	371
Selling and distribution expenses	銷售及分銷開支		(5,027)	(2,646)
General and administrative expenses	一般及行政開支		(130,268)	(165,124)
Finance costs	融資成本	10	(17,670)	(17,546)
Reversal of impairment loss on loans receivable	應收貸款減值虧損撥回	22	–	8,550
Impairment loss of loans receivable	應收貸款減值虧損	22	(5,199)	–
Impairment loss on deposits and prepayments	按金及預付款項減值虧損	18.2	(46,885)	–
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	17	–	(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	23.2	–	100,000
Change in fair value of derivative financial instrument	衍生金融工具公平值變動	20	(10,315)	49,836
Change in fair value of listed equity investments	上市股本投資公平值變動	23.1	(869)	(74,959)
Gain on derecognition of available-for-sale investments	終止確認可供出售投資收益	20	42,504	–
Loss before income tax	所得稅前虧損	8	(150,138)	(556,617)
Income tax credit	所得稅抵免	11	3,872	25,020
Loss for the year	年內虧損		(146,266)	(531,597)

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

	Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
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	(17,826)	(44,139)
Changes in fair value of available-for-sale investments	可供出售投資公平值變動	19, 20 7,186	33,816
Release of available-for-sale investments revaluation reserve upon derecognition of the convertible bonds	於終止確認可換股債券時轉出可供出售投資重估儲備	20 (42,504)	—
Other comprehensive income for the year	年內其他全面收入	(53,144)	(10,323)
Total comprehensive income for the year	年內全面收入總額	(199,410)	(541,920)
Loss for the year attributable to:	下列人士應佔年內虧損：		
Owners of the Company	本公司擁有人	(144,426)	(494,057)
Non-controlling interests	非控股權益	(1,840)	(37,540)
		(146,266)	(531,597)
Total comprehensive income for the year attributable to:	下列人士應佔年內全面收入總額：		
Owners of the Company	本公司擁有人	(196,324)	(501,412)
Non-controlling interests	非控股權益	(3,086)	(40,508)
		(199,410)	(541,920)
Loss per share:	每股虧損：		
— Basic	— 基本	13 (2.97)	(11.02)
		HK cents 港仙	HK cents 港仙
— Diluted	— 攤薄	(2.97)	(11.02)
		HK cents 港仙	HK cents 港仙

Consolidated Statement of Financial Position

綜合財務狀況表

As at 30 June 2017 於二零一七年六月三十日

		Notes	2017	2016
		附註	二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元
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	489,426	19,787
Intangible assets	無形資產	15	192,164	–
Prepaid lease payments for land	預付土地租金	16	9,890	–
Goodwill	商譽	17	113,462	–
Prepayments	預付款項	18	–	6,425
Available-for-sale investments	可供出售投資	19	103,728	262,671
Derivative financial instrument	衍生金融工具	20	–	215,426
Total non-current assets	非流動資產總值		908,670	504,309
Current assets	流動資產			
Inventories	存貨	21	79,766	84,360
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	18	32,930	86,326
Prepaid lease payments for land	預付土地租金	16	257	–
Loans receivable	應收貸款	22	107,323	70,133
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	23	80,000	204,526
Pledged bank balances	已抵押銀行結餘	31	3,003	–
Bank balances and cash	銀行結餘及現金	24	92,919	63,846
Total current assets	流動資產總值		396,198	509,191
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	25	35,114	16,711
Borrowings	借貸	26	9,140	1,558
Corporate bonds	公司債券	27	112,749	71,963
Financial liabilities at fair value through profit or loss	按公平值計入損益之金融負債	28	127,431	–
Tax payable	應付稅項		9,572	9,768
Total current liabilities	流動負債總額		294,006	100,000
Net current assets	流動資產淨值		102,192	409,191
Total assets less current liabilities	總資產減流動負債		1,010,862	913,500

Consolidated Statement of Financial Position

綜合財務狀況表

As at 30 June 2017 於二零一七年六月三十日

		Notes	2017	2016
		附註	二零一七年	二零一六年
			HK\$'000	HK\$'000
			千港元	千港元
Non-current liabilities	非流動負債			
Borrowings	借貸	26	141,729	–
Corporate bonds	公司債券	27	–	110,858
Deferred tax liabilities	遞延稅項負債	29	114,909	–
Total non-current liabilities	非流動負債總額		256,638	110,858
Net assets	資產淨值		754,224	802,642
EQUITY	權益			
Share capital	股本	30	261,592	224,156
Reserves	儲備		494,039	579,106
Equity attributable to owners of the Company	本公司擁有人應佔權益		755,631	803,262
Non-controlling interests	非控股權益		(1,407)	(620)
Total equity	總權益		754,224	802,642

These consolidated financial statements on pages 76 to 207 were approved and authorised for issue by the board of directors on 29 September 2017 and are signed on its behalf by:

第76至207頁之綜合財務報表已於二零一七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 2017 截至二零一七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	-	-	-	-	-	-	-	-	(494,057)	(494,057)	(37,540)	(531,597)
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	-	-	-	-	(41,171)	-	-	-	-	(41,171)	(2,968)	(44,139)
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 2017 截至二零一七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*	Convertible preference share reserve*	Exchange reserve*	Statutory reserve fund*	Special reserve*	Share option reserve*	Other reserve*	Accumulated losses*	Total	Non-controlling interests	Total equity
		股本	股份溢價*	撥入盈餘*	可供出售投資重估儲備*	可換股優先股儲備*	外匯儲備*	儲備基金*	特殊儲備*	購股權儲備*	其他儲備*	累計虧損*	總計	非控股權益	總權益
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'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	千港元	千港元
		(note (a))	(note (a))	(note (a))	(note (b))	(note (g))	(note (c))	(note (d))	(note (e))	(note (f))	(note (h))	(note (i))	(note (j))	(note (k))	(note (l))
		(附註(a))	(附註(a))	(附註(a))	(附註(b))	(附註(g))	(附註(c))	(附註(d))	(附註(e))	(附註(f))	(附註(h))	(附註(i))	(附註(j))	(附註(k))	(附註(l))
At 1 July 2016	於二零一六年七月一日	224,156	1,093,146	340,932	33,816	-	(44,170)	2,895	(43,246)	98,073	-	(902,340)	803,262	(620)	802,642
Share issued upon exercise of share options	購股權獲行使時發行股份	115	842	-	-	-	-	-	-	(221)	-	-	736	-	736
Recognition of equity-settled share-based payment expenses	確認以股本結算之股份付款開支	-	-	-	-	-	-	-	-	3,478	-	-	3,478	-	3,478
Lapse of share options	購股權失效	-	-	-	-	-	-	-	-	(154)	-	154	-	-	-
Issuance of convertible preference shares	發行可換股優先股	-	-	-	-	160,775	-	-	-	-	-	-	160,775	-	160,775
Share issued upon conversion of convertible preference shares	於轉換可換股優先股時發行股份	37,321	123,454	-	-	(160,775)	-	-	-	-	-	-	-	-	-
Change in ownership of subsidiaries (note 36)	附屬公司擁有權變動(附註36)	-	-	-	-	-	-	-	-	-	(16,296)	-	(16,296)	(19,373)	(35,669)
Arising from acquisition of subsidiaries (note 35)	收購附屬公司所產生(附註35)	-	-	-	-	-	-	-	-	-	-	-	-	21,672	21,672
Transactions with owners	與擁有人之交易	37,436	124,296	-	-	-	-	-	-	3,103	(16,296)	154	148,693	2,299	150,992
Comprehensive income	全面收入	-	-	-	-	-	-	-	-	-	-	(144,426)	(144,426)	(1,840)	(146,266)
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	-	-	(144,426)	(144,426)	(1,840)	(146,266)
Other comprehensive income	其他全面收入	-	-	-	7,186	-	(16,580)	-	-	-	-	-	(16,580)	(1,246)	(17,826)
Exchange differences arising on translation of foreign operations	換算海外業務所產生匯兌差額	-	-	-	-	-	(16,580)	-	-	-	-	-	(16,580)	(1,246)	(17,826)
Change in fair value of available-for-sale investments	可供出售投資公平值變動	-	-	-	7,186	-	-	-	-	-	-	-	7,186	-	7,186
Release of available-for-sale investments revaluation reserve upon derecognition of convertible bonds	於終止確認可換股債券時轉出可供出售投資重估儲備	-	-	-	(42,504)	-	-	-	-	-	-	-	(42,504)	-	(42,504)
Total comprehensive income for the year	年內全面收入總額	-	-	-	(35,318)	-	(16,580)	-	-	-	-	(144,426)	(196,324)	(3,086)	(199,410)
At 30 June 2017	於二零一七年六月三十日	261,592	1,217,442	340,932	(1,502)	-	(60,750)	2,895	(43,246)	101,176	(16,296)	(1,046,612)	755,631	(1,407)	754,224

* These reserve accounts comprise of the consolidated reserves of HK\$494,039,000 (2016: HK\$579,106,000) 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 494,039,000 港元(二零一六年: 579,106,000 港元)。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

Notes:

- (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.
- (b) Available-for-sale investments revaluation reserve represents gain/losses arising on recognising financial assets classified as available-for-sale at fair value.
- (c) Exchange reserve comprises all foreign exchange differences arising on the translation of financial statements of foreign operations.
- (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.
- (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.
- (f) Share option reserve represents the fair value of the share options granted to the eligible parties at the grant date.
- (g) Convertible preference share reserve represents the aggregate consideration of HK\$160,775,000 for the issuance of 746,430,000 convertible preference shares at the price of HK\$0.21 or HK\$0.233 each to third parties. In December 2016, all convertible preference shares have been converted into ordinary shares. Nominal value of HK\$37,321,000 was credited to share capital and the remaining balance of HK\$123,454,000 was credited to share premium accordingly.
- (h) Other reserve arose from the acquisition of additional equity interests in subsidiaries from non-controlling interests disclosed in note 36 to the consolidated financial statements.

附註：

- (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) 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) 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) 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) 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) 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。
- (g) 可換股優先股儲備指有關向第三方按價格每股0.21港元或0.233港元發行746,430,000股可換股優先股之總代價160,775,000港元。於二零一六年十二月，所有可換股優先股已轉換為普通股。因此面值37,321,000港元已計入股本，而餘額123,454,000港元則計入股份溢價。
- (h) 其他儲備由綜合財務報表附註36所載向非控股權益額外收購附屬公司股權產生。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

	Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流量		
Loss before income tax	所得稅前虧損	(150,138)	(556,617)
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 9,940	6,721
Amortisation of intangible assets	無形資產攤銷	8 11,592	17,640
Amortisation of issuance cost of corporate bonds	公司債券發行成本攤銷	8 2,928	3,117
Write-down of inventories	撇減存貨	8 5,265	7,739
Gain on derecognition of available-for-sale investments	終止確認可供出售投資收益	20 (42,504)	–
Amortisation of prepaid lease payments for land	預付土地租金攤銷	8 148	–
Impairment loss on trade receivables	貿易應收賬項減值虧損	8 122	42,959
Reversal of impairment loss on trade receivables	貿易應收賬項減值虧損撥回	8 (1,908)	–
Reversal of impairment loss on loans receivable	應收貸款減值虧損撥回	22 –	(8,550)
Impairment loss on deposits and prepayments	按金及預付款項減值虧損	8 46,885	–
Impairment loss on loans receivable	應收貸款減值虧損	8 5,199	–
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	17 –	363,046
Impairment loss on available-for-sale investments	可供出售投資減值虧損	19 1,215	2,864
Change in fair value of compensation from profit guarantee	溢利保證補償公平值變動	23.2 –	(100,000)
Change in fair value of derivative financial instrument	衍生金融工具公平值變動	20 10,315	(49,836)
Share-based payment expenses	股份付款開支	8 3,478	43,025
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	23.1 869	74,959
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	8 546	694
Bank interest income	銀行利息收入	7 (15)	(27)
Finance costs	融資成本	10 17,670	17,546

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Operating loss before working capital changes	營運資金變動前之經營虧損	(78,393)	(29,904)
Decrease in inventories	存貨減少	9,441	5,187
Decrease/(increase) in trade receivables, other receivables, deposits and prepayments	貿易應收賬項、其他應收款項、按金及預付款項減少/(增加)	28,309	(2,418)
(Increase)/decrease in loans receivable	應收貸款(增加)/減少	(42,389)	138,581
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	123,657	36,034
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	(600)	(5,045)
Cash generated from operations	經營業務所得現金	40,025	142,435
Tax paid	已付稅項	(10)	(10)
Net cash generated from operating activities	經營業務所得現金淨額	40,015	142,425
Investing activities	投資活動		
Net cash outflow from acquisition of subsidiaries	收購附屬公司所得現金流出淨額	(83,719)	-
Purchase of prepaid lease payments for land	購入預付土地租金	(10,073)	-
Purchase of property, plant and equipment	購置物業、廠房及設備	(634)	(16,033)
Sales proceeds of property, plant and equipment	物業、廠房及設備之銷售所得款項	1,853	781
Decrease in prepayment for subscription of convertible bonds	認購可換股債券之預付款項減少	-	180,000
Subscription of convertible bonds	認購可換股債券	-	(388,000)
Purchase of available-for-sale investments	購買可供出售投資	(100,000)	(9,309)
Bank interest income received	已收銀行利息收入	15	27
Increase in pledged bank deposits	已抵押銀行存款增加	(2,173)	-
Net cash used in investing activities	投資活動所用現金淨額	(194,731)	(232,534)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Financing activities	融資活動		
Acquisition of non-controlling interests	收購非控股權益	(35,669)	-
Repayment of corporate bonds	償還公司債券	(73,000)	-
Net proceeds from issue of convertible preference shares	發行可換股優先股所得款項淨額	160,775	-
Net proceeds from issue of shares upon exercise of share options	購股權獲行使時發行股份之所得款項淨額	736	1,855
Repayment of borrowings	償還借貸	(1,558)	-
Proceeds from borrowings	借貸所得款項	148,944	1,558
Interest paid	已繳利息	(17,670)	(17,546)
Net cash generated from/ (used in) financing activities	融資活動所得/(所用)現金淨額	182,558	(14,133)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加/(減少)淨額	27,842	(104,242)
Effect of foreign exchange rate changes, net	匯率變動之淨影響	1,231	(11,497)
Cash and cash equivalents at beginning of the year	年初現金及現金等值項目	63,846	179,585
Cash and cash equivalents at end of the year	年終現金及現金等值項目	92,919	63,846
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	92,919	63,846

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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 business of (i) new energy business; (ii) hotel hospitality business; (iii) provision of money lending services; (iv) manufacturing and trading of electric cycles; (v) trading and distribution of liquor and wine; and (vi) investments in securities and funds.

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 2016:

HKFRSs (Amendments)	Annual Improvements 2012–2014 Cycle
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
HKFRS 14	Regulatory Deferral Accounts

The adoption of these amendments has no significant impact on the Group’s consolidated 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) 新能源業務；(ii) 酒店款待業務；(iii) 提供借貸服務；(iv) 製造及買賣電動自行車；(v) 買賣及分銷酒類產品；及(vi) 證券及基金投資。

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二零一六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)	二零一二年至二零一四年週期之年度改進
香港會計準則第1號之修訂	披露計劃
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
香港財務報告準則第14號	監管遞延賬戶

採納該等修訂對本集團之綜合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 2017 截至二零一七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

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

HKFRSs (Amendments)	Annual Improvements 2014–2016 Cycle ¹
Amendments to HKAS 7	Disclosure Initiative ²
Amendments to HKAS 12	Recognition of Deferred Tax Asset for Unrealised Losses ²
Amendments to HKAS 40	Transfers of Investment Property ³
Amendments to HKFRS 2	Classification and Measurement of Share-Based Payment Transactions ³
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ³
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵
HKFRS 9	Financial Instruments ²
HKFRS 15	Revenue from Contracts with Customers ³
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarifications to HKFRS 15) ³
HKFRS 16	Leases ⁴
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration ³
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments ⁴

- ¹ Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate
- 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
- ⁵ The amendments were originally intended to be effective for periods beginning on or after 1 January 2016. The effective date has now been deferred/removed. Early application of the amendments continues to be permitted.

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綜合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)	二零一四年至二零一六年週期之年度改進 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40號之修訂	轉讓投資物業 ³
香港財務報告準則第2號之修訂	股份付款交易之分類及計量 ³
香港財務報告準則第4號之修訂	於香港財務報告準則第4號保險合約應用香港財務報告準則第9號金融工具 ³
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業間之資產出售或注資 ⁵
香港財務報告準則第9號	金融工具 ²
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15號之修訂	客戶合約收益(香港財務報告準則第15號之澄清) ³
香港財務報告準則第16號	租賃 ⁴
香港(國際財務報告詮釋委員會)–詮釋第22號	外幣交易及預付代價 ³
香港(國際財務報告詮釋委員會)–詮釋第23號	所得稅處理的不確定性 ⁴

- ¹ 於二零一七年一月一日或二零一八年一月一日或之後開始之年度期間生效(如適用)
- 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
- ⁵ 該等修訂原訂於二零一六年一月一日或之後開始之期間生效。有關生效日期現已押後／刪除。繼續允許提前應用有關修訂。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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 7 — Disclosure Initiative

The amendments introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities.

Amendments to HKAS 12 — Recognition of Deferred Tax Asset for Unrealised Losses

The amendments relate to the recognition of deferred tax assets and clarify some of the necessary considerations, including how to account for deferred tax assets related to debt instruments measured of fair value.

Amendments to HKAS 40 — Transfers of Investment Property

HKAS 40 requires a property to be transferred to, or from, investment property only when there is a change in use. The amendment clarifies that a change in management's intentions for the use of a property does not in isolation provide evidence of a change in use. This is because management's intentions, alone, do not provide evidence of a change in use.

Amendments to HKFRS 2 — Classification and Measurement of Share-Based Payment Transactions

The amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

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7號之修訂 — 披露計劃

該等修訂引入一項補充披露，將使財務報表使用者能夠評估融資活動產生之負債變動。

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

該等修訂與遞延稅項資產之確認有關，並澄清若干必要考量，包括就與按公平值計量之債務工具有關之遞延稅項資產之會計處理方法。

香港會計準則第40號之修訂 — 轉讓投資物業

香港會計準則第40號規定物業僅於用途改變時轉入或轉出投資物業。該修訂澄清管理層變更物業用途之意向並不單獨構成用途變更之證據。因單純管理層之意向不足以作為變更改用途之證據。

香港財務報告準則第2號之修訂 — 股份付款交易之分類及計量

該等修訂本規定歸屬及非歸屬條件對以現金結算股份付款交易計量的會計處理；預扣稅責任具有淨額結算特徵的股份付款交易；以及交易類別由現金結算變更為權益結算之股份付款交易條款及條件的修訂。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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 and HKAS 28 — Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors’ interests in the joint venture or associate.

HKFRS 9 — Financial Instruments

Financial assets are required to be classified into three measurement categories: those to be measured subsequently at amortised cost, those to be measured subsequently at fair value through other comprehensive income (“FVTOCI”) and those to be measured subsequently at fair value through profit or loss (“FVTPL”). Classification for debt instruments is driven by the entity’s business model for managing the financial assets and whether the contractual cash flows represent solely payments of principal and interest (“SPPI”). If a debt instrument is held to collect, it may be carried at amortised cost if it also meets the SPPI requirement. Debt instruments that meet the SPPI requirement that are held in a portfolio where an entity both holds to collect assets’ cash flows and sells assets may be classified as FVTOCI. Financial assets that do not contain cash flows that are SPPI must be measured at FVTPL (for example, derivatives). Embedded derivatives are no longer separated from financial assets but will be included in assessing the SPPI condition. Only embedded derivatives in host contracts that are financial assets are no longer separated from the financial assets. The accounting for embedded derivatives in non-financial host contracts remains unchanged from HKAS 39.

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號及香港會計準則第28號之修訂 — 投資者與其聯營公司或合營企業間之資產出售或注資

該等修訂澄清實體向其聯營公司或合營企業出售或注入資產時，將予確認之收益或虧損程度。當交易涉及一項業務，則須確認全數收益或虧損。反之，當交易涉及不構成一項業務之資產，則僅須就不相關投資者於合營企業或聯營公司之權益確認收益或虧損。

香港財務報告準則第9號 — 金融工具

金融資產須分類為三種計量類別：其後按攤銷成本計量、其後按公平值計入其他全面收入(「按公平值計入其他全面收入」)計量及其後按公平值計入損益(「按公平值計入損益」)計量。債務工具之分類乃取決於實體管理金融資產之業務模式及合約現金流量是否純粹支付本金及利息(「純粹支付本金及利息」)。倘債務工具持作收取且亦符合純粹支付本金及利息規定，則其可按攤銷成本列賬。倘債務工具符合純粹支付本金及利息規定並於由實體持有以收取資產現金流量及出售資產之投資組合中持有，則可被分類為按公平值計入其他全面收入。未包括屬純粹支付本金及利息之現金流量之金融資產須以按公平值計入損益計量(如衍生工具)。嵌入式衍生工具不再獨立於金融資產，而將於評估純粹支付本金及利息之條件時計入。僅屬金融資產之主體合約之嵌入式衍生工具不再獨立於金融資產。非金融主體合約之嵌入式衍生工具之會計處理與香港會計準則第39號保持不變。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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 — Financial Instruments (Continued)

Investments in equity instruments are always measured at fair value. However, management can make an irrevocable election to present changes in fair value in other comprehensive income, provided the instrument is not held for trading. If the equity instrument is held for trading, changes in fair value are presented in profit or loss.

Most of the requirements in HKAS 39 for classification and measurement of financial liabilities were carried forward unchanged to HKFRS 9. The key change is that an entity will be required to present the effects of changes in own credit risk of financial liabilities designated at fair value through profit or loss in other comprehensive income.

HKFRS 9 introduces a new model for the recognition of impairment losses — the expected credit losses ("ECL") model. There is a 'three stage' approach which is based on the change in credit quality of financial assets since initial recognition. In practice, the new rules mean that entities will have to record an immediate loss equal to the 12-month ECL on initial recognition of financial assets that are not credit impaired (or lifetime ECL for trade receivables). Where there has been a significant increase in credit risk, impairment is measured using lifetime ECL rather than 12-month ECL. The model includes operational simplifications for lease and trade receivables.

Hedge accounting requirements will be amended to align accounting more closely with risk management. The standard provides entities with an accounting policy choice between applying the hedge accounting requirements of HKFRS 9 or continuing to apply HKAS 39 to all hedges, because the standard currently does not address accounting for macro hedging.

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 — 金融工具(續)

股本工具投資一直按公平值計量。然而，倘該工具並非持作買賣，管理層可作出不可撤回選擇，以將公平值變動列入其他全面收入。倘股本工具持作買賣，則公平值變動列入損益。

香港會計準則第39號有關金融負債分類及計量之大多數規定均承接自香港財務報告準則第9號且維持不變。關鍵變動為實體將須於其他全面收入中呈列指定為按公平值計入損益之金融負債之自身信貸風險變動之影響。

香港財務報告準則第9號引進減值虧損確認新模式 — 預期信貸虧損(「預期信貸虧損」)模式。其為一個「三階段」方法，乃基於初步確認以來金融資產信貸質素變動。實際上，新規則意味著實體將須記錄相當於初步確認並無信貸減值之金融資產之十二個月預期信貸虧損(或應收賬款之永久預期信貸虧損)之即時虧損。倘信貸風險顯著提高，減值乃使用永久預期信貸虧損而非十二個月預期信貸虧損計量。該模式包括租賃及應收賬款。

將修訂對沖會計規定以使會計與風險管理更緊密一致。因該準則目前不涉及宏觀對沖會計處理，故其為實體提供一種會計政策選擇，選擇應用香港財務報告準則第9號之對沖會計規定或繼續就所有對沖應用香港會計準則第39號。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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.

Amendments to HKFRS 15 — Revenue from Contracts with customers (Clarifications to HKFRS 15)

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

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。

香港財務報告準則第15號之修訂 — 客戶合約收益(香港財務報告準則第15號之澄清)

香港財務報告準則第15號之修訂包括澄清對履行責任之識別方式；應用委託人或代理人；知識產權許可；及過渡規定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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 upon application.

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號將於生效日期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所有為期超過12個月的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一經採用後帶來之潛在影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

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”).

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

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。

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 功能及呈列貨幣

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 2017 截至二零一七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 2017 截至二零一七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 interest 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。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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) Hotel revenue from room rental, food and beverage sales and other ancillary services is recognised when the services are rendered.
- (iii) 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.
- (iv) 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) 來自房租、餐飲銷售及其他配套服務之酒店收益於提供服務時確認。
- (iii) 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。
- (iv) 股息收入於收取股息之權利確立時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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 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 year in which they are incurred.

Freehold land is stated at cost and not depreciated.

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.

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

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年度內在損益內確認為開支。

永久業權土地按成本列賬，且不予折舊。

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。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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)

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:

Freehold land	Not depreciated
Building	2%
Leasehold improvement	Depreciated over the shorter of the remaining terms of lease or at 5%
Equipment, furniture and fixtures	16.60% – 33.33%
Plant and machinery	20.00% – 33.33%
Motor vehicles	12.50% – 33.33%

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 Payments for leasehold land held for own use under operating leases

Payments for leasehold land held for own use under operating leases represent up-front payments to acquire long-term interests in lessee-occupied properties. These payments are stated at cost and are amortised over the period of the lease on a straight-line basis as an expense.

3. 編製基準及主要會計政策 (續)

3.7 物業、廠房及設備 (續)

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：

永久業權土地	無折舊
樓宇	2%
租賃物業裝修	按餘下租期或5%之較短者折舊
設備、傢俬及固定裝置	16.60% – 33.33%
廠房及機器	20.00% – 33.33%
汽車	12.50% – 33.33%

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 根據經營租賃持作自用之租賃土地付款

根據經營租賃持作自用之租賃土地付款指用以收購承租人佔用物業長期權益之預付款項。該等預付款項乃按成本列賬，並按租期以直線法攤銷為開支。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.9 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 accumulated 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.

Production formula	10 years
Non-competition agreements	7 years
Sales backlog agreements	5 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 3.11.

3. 編製基準及主要會計政策 (續)

3.9 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累計減值虧損入賬。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。

生產配方	10年
非競爭協議	7年
銷量協議	5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3.11所述進行減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.10 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 recognised 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 3.11).

Any excess of the Group's interest in the net fair value of the recognised 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 recognised is included in the determination of the amount of gain or loss on disposal.

3. 編製基準及主要會計政策 (續)

3.10 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已確認可識別資產、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3.11)。

本集團於已確認可識別資產、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確認商譽應佔款額。

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.11 Impairment of non-financial assets

Goodwill arising on acquisition of subsidiaries, property, plant and equipment, prepayments for acquisition of property, plant and equipment, prepaid lease payments for land, 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.

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.

3. 編製基準及主要會計政策 (續)

3.11 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、收購物業、廠房及設備之預付款項、預付土地租金、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。

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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.11 Impairment of non-financial assets

(Continued)

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.

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.

3.12 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. 編製基準及主要會計政策 (續)

3.11 非金融資產減值 (續)

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。

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。

3.12 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。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.13 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.

3.14 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.

3. 編製基準及主要會計政策 (續)

3.13 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。

3.14 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。

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.14 Income taxes (Continued)

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.

3.15 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.

3.16 Foreign currencies

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which it/they operate(s) (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 編製基準及主要會計政策 (續)

3.14 所得稅 (續)

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。

3.15 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。

3.16 外幣

集團實體以其／彼等經營所在主要經濟環境貨幣（「功能貨幣」）以外之貨幣進行之交易，按進行交易時之適用匯率入賬。外幣貨幣資產及負債則以報告期間結束時之適用匯率換算。以外幣表示公平值之非貨幣項目按公平值釐定日期之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目毋須重新換算。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.16 Foreign currencies (Continued)

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

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to minority interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

3. 編製基準及主要會計政策 (續)

3.16 外幣 (續)

因結算貨幣項目及換算貨幣項目而產生之匯兌差額於彼等產生期間在損益中確認。因重新換算以公平值表示之非貨幣項目而產生之匯兌差額包含於當期損益內，惟重新換算匯兌盈虧於其他全面收益內確認之非貨幣項目而產生之差額除外，在此情況下，匯兌差額亦於其他全面收益內確認。

綜合賬目時，海外業綜合賬目時，海外業務之收支項目以年內平均匯率換算為本集團之呈列貨幣（即港元），除非期內匯率大幅波動，則按進行該等交易時之相若匯率換算。所有海外業務之資產及負債均以報告期間結束時之適用匯率換算。所產生之匯兌差額（如有）於其他全面收益確認，並於權益內累計入賬為外匯儲備（少數股東權益應佔外匯儲備（如適用））。於換算構成本集團於所涉海外業務之部份投資淨額之長期貨幣項目時，在集團實體獨立財務報表之損益內確認之匯兌差額則重新分類至其他全面收益，並於權益內累計入賬為外匯儲備。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.16 Foreign currencies (Continued)

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the foreign exchange reserve.

3.17 Financial instruments

(a) 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)

3.16 外幣 (續)

於二零零五年一月一日或之後收購海外業務時所產生之已收購可識別資產之商譽及公平值調整乃視為該海外業務之資產及負債處理，並按報告期末之現行之匯率換算。所產生之匯兌差額確認為外匯儲備。

3.17 金融工具

(a) 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 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.17 Financial instruments (Continued)

(a) 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)

3.17 金融工具 (續)

(a) 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。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.17 Financial instruments (Continued)

(a) 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)

3.17 金融工具 (續)

(a) 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 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.17 Financial instruments (Continued)

(a) 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)

3.17 金融工具 (續)

(a) 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鉤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。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.17 Financial instruments (Continued)

(a) 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)

3.17 金融工具 (續)

(a) 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。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.17 Financial instruments (Continued)

(a) Financial assets (Continued)

(v) Impairment of financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. 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)

3.17 金融工具 (續)

(a) 金融資產 (續)

(v) 金融資產減值

本集團於各報告期末評估財務資產有否出現減值之客觀跡象。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。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.17 Financial instruments (Continued)

(a) 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 recognised in profit or loss when there is objective evidence that the asset's carrying amount and the present value of estimated future cash flows discounted at the 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.

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.

3. 編製基準及主要會計政策 (續)

3.17 金融工具 (續)

(a) 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，倘有客觀證據顯示而當中貼現影響重大，則減值虧損按資產賬面值與以原有實際利率貼現之估計未來現金流量現值於損益中確認。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。

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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.17 Financial instruments (Continued)

(a) Financial assets (Continued)

(v) Impairment of financial assets (Continued)

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)

3.17 金融工具 (續)

(a) 金融資產 (續)

(v) 金融資產減值 (續)

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。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.17 Financial instruments (Continued)

(b) 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.

3. 編製基準及主要會計政策 (續)

3.17 金融工具 (續)

(b) 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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.17 Financial instruments (Continued)

(b) Financial liabilities and equity instruments (Continued)

(iii) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities 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 liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities 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.

(iv) 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)

3.17 金融工具 (續)

(b) 金融負債及股本工具 (續)

(iii) 按公平值計入損益之金融負債

按公平值計入損益之金融負債包括分類為持作交易之金融負債及最初確認時按公平值計入損益之金融負債。

滿足以下條件之金融負債將在最初確認時按公平值計入損益：(i) 此分類將抵銷或明顯減少由不同基準所產生之債務衡量或損益確認所導致之不一致處理；(ii) 此項金融負債為一系列被有效管理且其業績根據風險管理策略以公平值衡量之負債之一；或(iii) 此項金融負債包含需單獨入賬之嵌入式衍生工具。

於初次確認後，按公平值計入損益之金融負債按公平值計量，公平值變動於產生期間於損益內確認。

(iv) 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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.17 Financial instruments (Continued)

(c) 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.

(d) 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 expired. 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)

3.17 金融工具 (續)

(c) 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。

(d) 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 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.18 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.

3.19 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)

3.18 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。

3.19 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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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.20 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.

3.21 Employee benefits

Short-term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

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.

3. 編製基準及主要會計政策 (續)

3.20 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。

3.21 僱員福利

短期僱員福利

短期僱員福利指預計在僱員提供相關服務之年度報告期末後十二個月以前將全數結付之僱員福利（離職福利除外）。短期僱員福利於僱員提供相關服務之年度內確認。

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。

Notes to the Consolidated Financial Statements

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.21 Employee benefits (Continued)

Defined contribution pension obligations

(Continued)

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.

The employees of the Group's subsidiaries which operate in Sweden and Japan are required to participate in contributions to defined contribution retirement plans. Contributions are recognised as expenses in profit or loss when the services are rendered by the employees.

3.22 Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.

3. 編製基準及主要會計政策 (續)

3.21 僱員福利 (續)

定額供款退休金責任 (續)

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。

本集團於瑞典及日本經營業務之附屬公司之僱員須向定額供款退休計劃供款。供款於僱員提供服務時於損益內確認為開支。

3.22 有關連人士

- (a) 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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.22 Related parties (Continued)

(b) 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.
- (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.

3. 編製基準及主要會計政策 (續)

3.22 有關連人士 (續)

(b) 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。
- (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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.22 Related parties (Continued)

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.

3.23 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.

3.24 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.

3. 編製基準及主要會計政策 (續)

3.22 有關連人士 (續)

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。

3.23 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。

3.24 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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.24 Segment reporting (Continued)

The Group has identified the following reportable segments: (i) new energy business; (ii) hotel hospitality business; (iii) provision of money lending services; (iv) manufacturing and trading of electric cycles; (v) trading and distribution of liquor and wine; and (vi) investments in securities and funds.

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 income
- change in the fair value of derivative financial instruments
- gain on derecognition of available-for-sale investments
- 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.

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.

3. 編製基準及主要會計政策 (續)

3.24 分類報告 (續)

本集團已確定以下可報告分類：(i) 新能源業務；(ii) 酒店款待業務；(iii) 提供借貸服務；(iv) 電動自行車製造及買賣；(v) 酒類產品買賣及分銷；及(vi) 證券及基金投資。

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
- 可換股債券利息收入
- 衍生金融工具公平值變動
- 終止確認可供出售投資收益
- 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。

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。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

3.24 Segment reporting (Continued)

Segment liabilities include all liabilities but tax payable, deferred tax liabilities, corporate bonds and financial liabilities at fair value through profit or loss. 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.

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.

3. 編製基準及主要會計政策 (續)

3.24 分類報告 (續)

分類負債包括所有負債，惟應付稅項、遞延稅項負債、公司債券及按金平值計入損益之金融負債除外。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。

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。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on either 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, the PRC, Sweden and Japan. 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)

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、中國、瑞典及日本之所得稅。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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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

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.

Estimated impairment of deposits and prepayments

Impairment loss on deposits and prepayments of the Group is established when there is objective evidence that the Group will not be able to have the refund of deposits and utilise the prepayments in the ordinary business.

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 value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the presented value. Details of impairment assessment are set out in note 17 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)。

按金及預付款項估計減值

倘有客觀證據證明本集團將無法取得退還按金及於日常業務運用預付款項，則就本集團按金及預付款項確立減值虧損。

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。計算使用價值時，董事須估計預期可自現金產生單位產生之未來現金流量及適當貼現率，從而計算現值。減值評估之詳情載於綜合財務報表附註17。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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 from binding sales transactions 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。公平值減出售成本乃基於按公平原則所進行具約束力之類似資產銷售交易所得數據或可觀察市場價格扣除出售資產之增量成本計算。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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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.

Assessment of identifiable assets and liabilities on acquisition of subsidiaries

Upon completion of acquisition of subsidiaries or businesses, the directors have assessed the acquisition-date fair value of the identifiable assets acquired and liabilities assumed from the acquisition. The directors use their judgement in selecting an appropriate valuation technique for the Group's property, plant and equipment, intangible assets and inventories obtained upon the acquisition of subsidiaries during the year. The fair values of the property, plant and equipment, intangible assets and inventories are estimated by an independent professional valuer. Where fair value of the identifiable assets acquired and liabilities assumed from the acquisition exceed the fair value of consideration paid for the acquisition, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

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。

評估收購附屬公司所得之可識別資產及負債

完成附屬公司或業務收購後，董事已評估收購所得之可識別資產及所承擔負債於收購日之公平值。董事運用彼等之判斷選擇適合估值方法評估年內本集團收購附屬公司所得之物業、廠房及設備、無形資產及存貨。物業、廠房及設備、無形資產及存貨之公平值由獨立專業評估師估計。倘收購所得可識別資產及所承擔負債之公平值超過收購所支付代價之公平值，超出部分經重新評估後於收購日在溢利或虧損內確認。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

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).

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 19)
- Derivative financial instrument (note 20)
- Financial assets at fair value through profit or loss (note 23)
- Financial liabilities at fair value through profit or loss (note 28)

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

4. 重要會計估計及判斷(續)

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)。

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19)
- 衍生金融工具(附註20)
- 按公平值計入損益之金融資產(附註23)
- 按公平值計入損益之金融負債(附註28)

上述各項目公平值計量之進一步詳情，請參閱附註5(b)。

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綜合財務報表附註

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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, financial liabilities at fair value through profit or loss, 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.

Foreign currency risk

The Group mainly operates in Hong Kong, the PRC, Japan and Sweden with most of the transactions denominated and settled in HK\$, Renminbi ("RMB"), Japanese Yen ("JPY") and Swedish Krona ("SEK"), 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 United States Dollar ("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:

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、按公平值計入損益之金融負債、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。

外幣風險

本集團主要於香港、中國、日本及瑞典經營業務，大部分交易以各集團公司之功能貨幣港元、人民幣（「人民幣」）、日圓（「日圓」）及瑞典克朗（「克朗」）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（「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：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Denominated in USD	以美元列值		
Available-for-sale investments	可供出售投資	5,230	6,445
Bank balances and cash	銀行結餘及現金	103	2,240

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5. FINANCIAL RISK MANAGEMENT

(Continued)

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

Foreign currency risk (Continued)

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 HK\$.

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

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\$419,000 (2016: HK\$15,000) and HK\$1,158,000 (2016: HK\$24,000) of total trade receivables due from the Group's largest trade debtor and the five (2016: two) largest trade debtors respectively.

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 (續)

港元與美元之聯繫匯率假設不會很大程度地受美元兌港元之任何價值變動所影響。

本集團目前並無外幣對沖政策。

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五(二零一六年：兩)大貿易債務人結欠貿易應收賬項總額分別419,000港元(二零一六年：15,000港元)及1,158,000港元(二零一六年：24,000港元)。

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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)

Credit risk (Continued)

The Group also has concentration of credit risk as HK\$21,854,000 (2016: HK\$31,785,000) and HK\$88,980,000 (2016: HK\$70,133,000) of total loans receivable due from the Group's largest borrower and the five (2016: four) 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.

Interest rate risk

The Group's interest rate risk arises primarily from bank balances and borrowings. 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 2017, 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 loss for the year and the accumulated losses by approximately HK\$197,000 respectively.

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 for the year and the accumulated losses by approximately HK\$608,000 respectively.

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 (續)

本集團亦有集中信貸風險，此乃由於本集團最大借貸人及五(二零一六年：四)大借貸人結欠應收貸款總額分別21,854,000港元(二零一六年：31,785,000港元)及88,980,000港元(二零一六年：70,133,000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。

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。

於二零一七年六月三十日，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及累計虧損將分別增加/(減少)約197,000港元。

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及累計虧損將分別(減少)/增加約608,000港元。

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5. FINANCIAL RISK MANAGEMENT

(Continued)

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

Interest rate risk (Continued)

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 2016.

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.

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 (續)

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。有關分析乃按與二零一六年相同之基準進行。

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。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT

(Continued)

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

Liquidity risk (Continued)

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 (續)

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	已訂約未貼現現金流量總額	一年內或按要求	多於一年但少於兩年	多於兩年但少於五年	多於五年
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元	千港元
2017	二零一七年						
Borrowings	借貸	150,869	155,670	10,390	10,290	134,990	-
Trade payables and accruals	貿易應付賬項及應計費用	34,498	34,498	34,498	-	-	-
Corporate bonds	公司債券	112,749	114,850	114,850	-	-	-
		298,116	305,018	159,738	10,290	134,990	-
2016	二零一六年						
Borrowings	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	-	-

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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 funds as at 30 June 2016 and 2017 is determined by the Directors of the Company with reference to the fair value, which is directly determined by the observable market data and the recent transaction price, in the investment portfolio statements provided by the fund administrator;
- The fair value of unlisted private funds as at 30 June 2017 is determined by the Directors of the Company with reference to the valuation statements provided by the fund administrators;
- 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;

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評估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；
- 於二零一六年及二零一七年六月三十日之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及最近交易價直接釐定之公平值釐定；
- 於二零一七年六月三十日之非上市私人基金之公平值乃由本公司董事經參考基金管理人所提供之估值表所釐定；
- 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；

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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 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; and
- The fair value of contingent consideration payables is determined by Directors of the Company with reference to the valuation performed by Royson Valuation Advisory Limited ("Royson"), an independent professional qualified valuer, who has among its staff members of the Hong Kong Institute of Surveyor, by reference to the net profit after tax of Emission Particle Solution Sweden AB ("EPS") forecasted for the period from 1 January 2017 to 31 December 2017.

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)

- 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；及
- 應付或然代價公平值乃由本公司董事釐定，並經參考獨立專業合資格評估師匯辰評估諮詢有限公司(「匯辰」，其員工包括香港測量師學會會員)經參考預測Emission Particle Solution Sweden AB(「EPS」)自二零一七年一月一日至二零一七年十二月三十一日期間之除稅後純利所作估值。

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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5. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Fair value (Continued)

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 30 June 2017		於二零一七年六月三十日			
Assets		資產			
Compensation from profit guarantee	溢利保證補償	-	-	80,000	80,000
Available-for-sale investments	可供出售投資	-	103,728	-	103,728
		-	103,728	80,000	183,728
Liabilities		負債			
Contingent consideration payables	應付或然代價	-	-	127,431	127,431

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 30 June 2016		於二零一六年六月三十日			
Assets		資產			
Hong Kong listed equity investments	香港上市股本投資	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
Derivative financial instrument	衍生金融工具	-	-	215,426	215,426
		104,526	6,445	571,652	682,623

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 2017 截至二零一七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 a Level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balances are provided as below:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 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)	215,426	-
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	(10,315)	49,836
Derecognition of the convertible bonds	終止確認可換股債券	(205,111)	-
Closing balance (Level 3 recurring fair value)	期終結餘(第3級經常性公平值)	-	215,426

At the date of derecognition, 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") of HK\$849,545 per share (2016: HK\$828,339 per share) and expected volatility of 29.01% (2016: 27.85%).

An increase in the fair value of shares of Integrated Capital and expected volatility would result in an increase in the fair value 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：

於終止確認日期，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」) 股份之公平值每股849,545港元(二零一六年：每股828,339港元)及預期波幅29.01%(二零一六年：27.85%)。

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有所增加，反之亦然。

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5. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Fair value (Continued)

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

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 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)	256,226	-
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	8,688	33,816
Derecognition of the convertible bonds	終止確認可換股債券	(264,914)	-
Closing balance (Level 3 recurring fair value)	期終結餘(第3級經常性公平值)	-	256,226

At the date of derecognition, the key significant unobservable inputs to determine the fair value of the debt component of the convertible bonds is the discount rate of 24.50% (2016: 24.85%).

An increase in the discount rate would result in a decrease in the fair value of the debt component 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：

於終止確認日期，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24.50%（二零一六年：24.85%）。

貼現率上升將令可換股債券債務部分之公平值有所減少，反之亦然。

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For the year ended 30 June 2017 截至二零一七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:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 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)	100,000	-
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
Repayment during the year	年內償還	(20,000)	-
Closing balance (Level 3 recurring fair value)	期終結餘(第3級經常性公平值)	80,000	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 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有所減少，反之亦然。

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

5. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Fair value (Continued)

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

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 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)	-	-
Arising from acquisition of subsidiaries (note 35(a))	收購附屬公司所產生(附註35(a))	116,574	-
Exchange realignment	匯兌調整	10,857	-
Closing balance (Level 3 recurring fair value)	期終結餘(第3級經常性公平值)	127,431	-

Contingent consideration payables represented the fair value of remaining consideration to be paid to the vendor of EPS after 31 December 2017 for the business combination. Pursuant to the sales and purchase agreement, the remaining balance of contingent consideration of SEK137,800,000 shall be adjusted according to the net profit after tax of EPS forecasted for the period from 1 January 2017 to 31 December 2017 ("NPAT"). The adjusted balance is calculated in accordance with the following formula:

The adjusted balance = SEK137,800,000 x NPAT/SEK30,000,000

If EPS records a net loss after tax in aggregate in its financial statements for the period from 1 January 2017 to 31 December 2017, the adjusted balance shall be deemed as zero. In the event that the value of the adjusted balance exceeds the value of the remaining balance of SEK137,800,000, the Group shall only be obliged to pay the maximum of SEK137,800,000.

5. 財務風險管理(續)

(b) 公平值(續)

應付或然代價公平值屬第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：

應付或然代價指就業務合併於二零一七年十二月三十一日後EPS之賣方將獲支付之餘下代價之公平值。根據買賣協議，或然代價餘款137,800,000克朗須根據EPS由二零一七年一月一日至二零一七年十二月三十一日期間之預測除稅後純利("NPAT")作出調整。經調整餘款按以下公式計算：

經調整餘款 = 137,800,000克朗 x NPAT / 30,000,000克朗

倘EPS由二零一七年一月一日至二零一七年十二月三十一日期間之財務報表合共錄得除稅後虧損淨額，則經調整餘款將視為零。倘經調整餘款金額高於餘款137,800,000克朗，則本集團只須支付最多137,800,000克朗。

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5. FINANCIAL RISK MANAGEMENT

(Continued)

(b) Fair value (Continued)

At the completion date and 30 June 2017, the Directors are of the opinion that EPS would achieve a NPAT equal to or larger than SEK30,000,000. As such, remaining balance is considered to be maximum of SEK137,800,000 (equivalent to approximately HK\$116,574,000 as at the Completion date and HK\$127,431,000 as at 30 June 2017). The contingent consideration payable is stated at fair value and presented as financial liabilities at fair value through profit or loss in the consolidated statement of financial position.

The forecasted financial result of EPS for period from 1 January 2017 to 31 December 2017 is involved in significant unobservable input as follows:

Significant unobservable input

重大不可觀察輸入數據

Forecasted revenue
預測收益

HK\$75,678,000

A higher in forecasted revenue would result in an increase in the fair value of contingent consideration payable with the maximum cap balance of SEK137,800,000 while the lower in forecasted revenue would result in an decrease the fair value of contingent consideration payable.

All other variables are assuming held constant. Since the maximum balance of contingent consideration payable is SEK137,800,000, an increase in forecasted revenue for the period from 1 January 2017 to 31 December 2017 would have no effect on the fair value of contingent consideration payable. A decrease in the forecasted revenue for the period from 1 January 2017 to 31 December 2017 by 10% would result in a decrease in the fair value of contingent consideration payable by HK\$25,395,000.

5. 財務風險管理 (續)

(b) 公平值 (續)

於完成當日及二零一七年六月三十日，董事認為，EPS所達致之NPAT將等如或多於30,000,000克朗。因此，餘款最多被視為137,800,000克朗(相當於完成當日之約116,574,000港元及二零一七年六月三十日之127,431,000港元)。應付或然代價按公平值列賬，並於綜合財務狀況表呈列為按公平值計入損益之金融負債。

EPS自二零一七年一月一日至二零一七年十二月三十一日期間之預測財務業績涉及以下重大不可觀察輸入數據：

預測收益上升將令應付或然代價之公平值有所增加，結餘最高上限為137,800,000克朗，而預測收益下降將令應付或然代價之公平值有所減少。

假設所有其他可變因素維持不變。由於應付或然代價之最高結餘為137,800,000克朗，由二零一七年一月一日至二零一七年十二月三十一日期間之預測收益上升不會對應付或然代價之公平值造成影響。由二零一七年一月一日至二零一七年十二月三十一日期間之預測收益下降10%，將令應付或然代價之公平值減少25,395,000港元。

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING

Turnover

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, income from hotel operations, interest income from loans receivable and dividend income on securities and funds during the year.

6. 營業額及分類報告

營業額

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、酒店營運之收入、應收貸款之利息收入以及證券及基金之股息收入。

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
New energy business	新能源業務	3,492	—
Hotel hospitality business	酒店款待業務	25,234	—
Money lending services	借貸服務	12,320	13,179
Electric cycles	電動自行車	696	1,446
Liquor and wine	酒類產品	2,437	1,679
Investments in securities and funds	證券及基金投資	—	130
		44,179	16,434

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. During the year under review, the chief operating decision-maker has decided to rename the segment of "Investments in listed securities" to "Investments in securities and funds" to reflect the current situation of this segment operation. The chief operating decision-maker has been identified as the Company's executive directors.

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。於回顧年度，主要營運決策者決定將「上市證券投資」分類重新命名為「證券及基金投資」，以反映此分類營運之目前情況。主要營運決策者確定為本公司執行董事。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

Segment reporting (Continued)

(a) Reportable segments (Continued)

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

- (i) new energy business;
- (ii) hotel hospitality business;
- (iii) provision of money lending services;
- (iv) manufacturing and trading of electric cycles;
- (v) trading and distribution of liquor and wine; and
- (vi) investments in securities and funds.

There were no inter-segment transactions between different operating segments for the year (2016: 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.

6. 營業額及分類報告 (續)

分類報告 (續)

(a) 可報告分類 (續)

本集團現時有六個可報告分類。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) 新能源業務；
- (ii) 酒店款待業務；
- (iii) 提供借貸服務；
- (iv) 電動自行車製造及買賣；
- (v) 酒類產品買賣及分銷；及
- (vi) 證券及基金投資。

不同經營分類於年內並無分類之間交易(二零一六年：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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

Segment reporting (Continued)

(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 2017

6. 營業額及分類報告 (續)

分類報告 (續)

(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。

截至二零一七年六月三十日止年度

		New energy business	Hotel hospitality business	Money lending services	Electric cycles	Liquor and wine	Investments in securities and funds	Total
		新能源業務	酒店款待業務	借貸服務	電動自行車	酒類產品	證券及基金投資	總計
		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
Segment revenue	分類收益	3,492	25,234	12,320	696	2,437	-	44,179
Segment (loss)/profit	分類(虧損)/溢利	(26,688)	(19,878)	5,480	(3,127)	(80,305)	(2,484)	(127,002)
Unallocated corporate income	未分配公司收入							164
Unallocated corporate expenses (Note)	未分配公司開支 (附註)							(39,113)
Finance costs	融資成本							(17,670)
Gain on derecognition of available-for-sale investments	終止確認可供出售投資之收益							42,504
Convertible bonds interest income	可換股債券利息收入							4,772
Share-based payment expenses	股份付款開支							(3,478)
Change in fair value of derivative financial instrument	衍生金融工具公平值變動							(10,315)
Loss before income tax	所得稅前虧損							(150,138)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

Segment reporting (Continued)

(b) Segment revenue and results (Continued)

For the year ended 30 June 2016

6. 營業額及分類報告 (續)

分類報告 (續)

(b) 分類收益及業績 (續)

截至二零一六年六月三十日止年度

		Money lending services	Electric cycles	Liquor and wine	Investments in securities and funds	Total
		借貸服務	電動自行車	酒類產品	證券及基金投資	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Segment revenue	分類收益	13,179	1,446	1,679	130	16,434
Segment profit/(loss)	分類溢利/(虧損)	16,604	(393,073)	(61,508)	(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 interest income	可換股債券利息收入					7,333
Share-based payment expenses	股份付款開支					(43,025)
Change in fair value of derivative financial instruments	衍生金融工具公平值變動					49,836
Loss before income tax	所得稅前虧損					(556,617)

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 2017 and 2016.

附註：截至二零一七年及二零一六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 2017 截至二零一七年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

Segment reporting (Continued)

(c) Segment assets and liabilities

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

6. 營業額及分類報告 (續)

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：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Segment assets	分類資產		
New energy business	新能源業務	296,378	—
Hotel hospitality business	酒店款待業務	539,544	—
Money lending services	借貸服務	110,684	134,739
Electric cycles	電動自行車	82,521	103,029
Liquor and wine	酒類產品	80,713	157,944
Investments in securities and funds	證券及基金投資	158,908	104,526
Total segment assets	分類資產總額	1,268,748	500,238
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	882	23,884
Unallocated corporate assets (Note)	未分配公司資產(附註)	35,238	11,281
Consolidated total assets	綜合資產總額	1,304,868	1,013,500

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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)

Segment reporting (Continued)

(c) Segment assets and liabilities (Continued)

分類報告 (續)

(c) 分類資產及負債 (續)

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Segment liabilities	分類負債		
New energy business	新能源業務	5,783	—
Hotel hospitality business	酒店款待業務	153,379	—
Money lending services	借貸服務	250	199
Electric cycles	電動自行車	7,550	7,831
Liquor and wine	酒類產品	15,990	5,069
Investments in securities and funds	證券及基金投資	200	1,691
Total segment liabilities	分類負債總額	183,152	14,790
Tax payable	應付稅項	9,572	9,768
Deferred tax liabilities	遞延稅項負債	114,909	—
Corporate bonds	公司債券	112,749	182,821
Financial liabilities at fair value through profit or loss	按公平值計入損益之金融負債	127,431	—
Unallocated corporate liabilities (Note)	未分配公司負債 (附註)	2,831	3,479
Consolidated total liabilities	綜合負債總額	550,644	210,858

Note: Unallocated corporate assets mainly comprised of prepaid lease payment for land.

Unallocated corporate liabilities mainly comprised of corporate bonds interest payable.

附註：未分配公司資產主要包括預付土地租金。

未分配公司負債主要包括應付公司債券利息。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

Segment reporting (Continued)

(d) Other segment information For the year ended 30 June 2017

6. 營業額及分類報告 (續)

分類報告 (續)

(d) 其他分類資料 截至二零一七年六月三十日止年度

	New energy business	Hotel hospitality business	Money lending services	Electric cycles	Liquor and wine	Investments in securities and funds	Unallocated	Total
	新能源業務	酒店款待業務	借貸服務	電動自行車	酒類產品	證券及基金投資	未分配	總計
	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
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	187,145	511,184	336	9	-	25	10,073	708,772
Depreciation of property, plant and equipment	(29)	(4,745)	(4,377)	(273)	(516)	-	-	(9,940)
Amortisation of intangible assets	(11,592)	-	-	-	-	-	-	(11,592)
Write-down of inventories	(93)	-	-	-	(5,172)	-	-	(5,265)
Reversal of impairment loss on trade receivables	-	-	-	-	1,908	-	-	1,908
Impairment loss on trade receivables	(122)	-	-	-	-	-	-	(122)
Change in fair value of listed equity investments	-	-	-	-	-	(869)	-	(869)
Impairment loss on available-for-sale investments	-	-	-	-	-	(1,215)	-	(1,215)
Impairment loss of loans receivable	-	-	(5,199)	-	-	-	-	(5,199)
Impairment loss on deposits and prepayments	-	-	-	-	(46,885)	-	-	(46,885)
Interest income	4	1	-	1	6	3	4,772	4,787
Amortisation of issuance cost of corporate bonds	-	-	-	-	-	-	(2,928)	(2,928)
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	3,133	739	-	-	-	-	-	3,872
Finance costs	(66)	(581)	-	(548)	-	(60)	(16,415)	(17,670)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

Segment reporting (Continued)

(d) Other segment information (Continued)

For the year ended 30 June 2016

6. 營業額及分類報告 (續)

分類報告 (續)

(d) 其他分類資料 (續)

截至二零一六年六月三十日止年度

	Money lending services	Electric cycles	Liquor and wine	Investments in securities and funds	Unallocated	Total
	借貸服務	電動自行車	酒類產品	證券及基金投資	未分配	總計
	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

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	添置非流動資產	13,406	2,596	31	-	16,033
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(4,088)	(704)	(1,929)	-	(6,721)
Amortisation of intangible assets	無形資產攤銷	-	(17,640)	-	-	(17,640)
Impairment loss on goodwill	商譽減值虧損	-	(363,046)	-	-	(363,046)
Write-down of inventories	撇減存貨	-	(3,017)	(4,722)	-	(7,739)
Impairment loss of property, plant and equipment	物業、廠房及設備減值虧損	-	(11,414)	(2,062)	-	(13,476)
Impairment loss of intangible assets	無形資產減值虧損	-	(91,340)	-	-	(91,340)
Impairment loss on trade receivables	貿易應收賬項減值虧損	-	-	(42,959)	-	(42,959)
Reversal of impairment loss on loans receivable	應收貸款減值虧損撥回	8,550	-	-	-	8,550
Change in fair value of listed equity investments	上市股本投資公平值變動	-	-	-	(74,959)	(74,959)
Change in fair value of compensation from profit guarantee	溢利保證補償之公平值變動	-	100,000	-	-	100,000
Interest income	利息收入	-	3	24	-	7,360
Amortisation of issuance cost of corporate bonds	公司債券發行成本攤銷	-	-	-	-	(3,117)

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	所得稅抵免	137	24,883	-	-	25,020
Finance costs	融資成本	-	(473)	-	(59)	(17,546)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

Segment reporting (Continued)

(e) Geographic information

The Group's operations are mainly located in Hong Kong (place of domicile), the PRC, Sweden and Japan.

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)

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)、中國、瑞典及日本。

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 來自外界客戶之收益		Non-current assets 非流動資產	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Hong Kong	香港	12,320	13,309	10,436	22,976
PRC	中國	3,133	3,125	12,018	3,236
Sweden	瑞典	3,492	-	251,038	-
Japan	日本	25,234	-	531,450	-
		44,179	16,434	804,942	26,212

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。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

6. TURNOVER AND SEGMENT REPORTING (Continued)

Segment reporting (Continued)

(f) Major customers

Revenue from a customer of the corresponding years contributing over 10% of the total turnover of Group is as follow:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
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

There is no significant revenue that is more than 10% of the Group's revenue derived from specific external customers for the year ended 30 June 2017.

截至二零一七年六月三十日止年度，並無超過本集團收益10%之重大收益來自特定外界客戶。

7. INTEREST INCOME

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Bank interest income	銀行利息收入	15	27
Convertible bonds interest income (note 20)	可換股債券利息收入 (附註20)	4,772	7,333
		4,787	7,360

6. 營業額及分類報告 (續)

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 2017 截至二零一七年六月三十日止年度

8. LOSS BEFORE INCOME TAX

8. 所得稅前虧損

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
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	2,100	1,380
Depreciation of property, plant and equipment	物業、廠房及設備折舊	9,940	6,721
Amortisation of prepaid lease payment for land	預付土地租金攤銷	148	-
Cost of inventories recognised as expense, including:	確認為開支之存貨成本，包括：	28,504	11,031
Write-down of inventories	撇減存貨	5,265	7,739
Amortisation of issuance cost of corporate bonds	公司債券發行成本攤銷	2,928	3,117
Amortisation of intangible assets	無形資產攤銷	11,592	17,640
Impairment loss on deposits and prepayments (note 18.2)	按金及預付款項減值虧損(附註18.2)	46,885	-
Impairment loss of loans receivable (note 22)	應收貸款減值虧損(附註22)	5,199	-
Impairment loss on trade receivables (note 18)	貿易應收賬項減值虧損(附註18)	122	42,959
Impairment loss on available-for-sale investments (note 19)	可供出售投資減值虧損(附註19)	1,215	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	15,661	11,690
Contributions to retirement benefit schemes	退休福利計劃供款	1,144	386
Share-based payment expenses to employees and directors	支付予僱員及董事之股份付款開支	1,006	4,820
Share-based payment expenses to consultants	支付予顧問之股份付款開支	2,472	38,205
Operating lease rentals in respect of:	經營租賃租金：		
Office premises	辦公室物業	12,923	10,961
Factory premises	廠房物業	280	1,342
Exchange losses/(gains), net	匯兌虧損／(收益)淨額	13,478	(247)
Reversal of impairment loss on trade receivables (note 18)	貿易應收賬項減值虧損撥回(附註18)	(1,908)	-
Reversal of impairment loss on loans receivable (note 22)	應收貸款減值虧損撥回(附註22)	-	(8,550)
Additional compensation from profit guarantee	溢利保證額外補償	(850)	-
Bank interest income	銀行利息收入	(15)	(27)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	546	694

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七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 2017

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：

截至二零一七年六月三十日止年度

		Fees	Contributions to retirement benefit schemes	Share-based payments expenses	Total
		袍金 HK\$'000 千港元	退休福利計劃供款 HK\$'000 千港元	股份付款開支 HK\$'000 千港元	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	-	1,950
Mr. Chi Chi Hung, Kenneth	季志雄先生	372	18	-	390
Non-executive director	非執行董事				
Mr. Chui Kwong Kau	崔光球先生	240	-	-	240
Independent non-executive directors	獨立非執行董事				
Mr. Chiu Wai On	招偉安先生	120	-	-	120
Mr. Man Kwok Leung	萬國樑先生	120	-	-	120
Dr. Wong Yun Kuen	黃潤權博士	120	-	-	120
Total	總計	2,904	36	-	2,940

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For the year ended 30 June 2017 截至二零一七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 2016

9. 董事及高級管理層酬金以及五名最高薪人士(續)

截至二零一六年六月三十日止年度

		Fees	Contributions to retirement benefit schemes	Share-based payments expenses	Total
		袍金	退休福利計劃供款	股份付款開支	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	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				
Mr. Chiu Wai On	招偉安先生	120	–	96	216
Mr. Man Kwok Leung	萬國樑先生	120	–	96	216
Dr. Wong Yun Kuen	黃潤權博士	120	–	96	216
Total	總計	2,922	36	4,128	7,086

During the year, no share options were granted to executive directors (2016: 40,000,000) and independent non-executive directors (2016: 3,000,000) 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 years ended 30 June 2017 and 2016.

於本年度，執行董事(二零一六年：40,000,000份)及獨立非執行董事(二零一六年：3,000,000份)並無就彼等向本集團提供之服務分別獲授購股權。董事並無於截至二零一七年及二零一六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。

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For the year ended 30 June 2017 截至二零一七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 was mainly for their services in connection with the management of the affairs of the Company and the Group during the years ended 30 June 2017 and 2016.
- (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 2017 and 2016.
- (c) None of the directors received or will receive any termination benefits during the years ended 30 June 2017 and 2016.
- (d) During the year ended 30 June 2017 and 2016, there were 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 (2016: 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二零一七年及二零一六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二零一七年及二零一六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) 概無董事於截至二零一七年及二零一六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) 截至二零一七及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(二零一六年：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	
	2017	2016
	二零一七年	二零一六年
HK\$1,500,001 – HK\$2,000,000	1	1
1,500,001 港元至 2,000,000 港元	1	1

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For the year ended 30 June 2017 截至二零一七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 one (2016: two) executive directors of the Company, details of whose remuneration are included above. The emoluments of the remaining four (2016: three) individuals for the year ended 30 June 2017 were as follows:

9. 董事及高級管理層酬金以及五名最高薪人士(續)

本集團五名最高薪人士中，其中一名(二零一六年：兩名)為本公司執行董事，彼等之酬金詳情載於上文。餘下四名(二零一六年：三名)人士於截至二零一七年六月三十日止年度之酬金如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Wages and salaries	工資及薪金	2,624	2,759
Contributions to retirement benefit schemes	退休福利計劃供款	231	54
Share-based payment expenses	股份付款開支	898	403
		3,753	3,216

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	
		2017 二零一七年	2016 二零一六年
HK\$500,001 – HK\$1,000,000	500,001 港元至 1,000,000 港元	2	2
HK\$1,000,001 – HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	–
HK\$1,500,001 – HK\$2,000,000	1,500,001 港元至 2,000,000 港元	1	1

64,500,000 share options (2016: 4,200,000) were granted to two (2016: three) non-director, highest paid individuals in respect of their services to the Group for the year ended 30 June 2017.

兩名(二零一六年：三名)非董事最高薪人士就彼等於截至二零一七年六月三十日止年度向本集團提供之服務獲授64,500,000份購股權(二零一六年：4,200,000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 2017 and 2016. No compensation for loss of office has been paid by the Group for any individual for the year ended 30 June 2017 and 2016.

截至二零一七年及二零一六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。截至二零一七及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。

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

10. FINANCE COSTS

10. 融資成本

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interest on corporate bonds	公司債券利息	16,414	17,014
Interest on bank loans	銀行貸款利息	645	–
Interest on margin loan payable	應付保證金貸款利息	60	59
Other interests	其他利息	551	473
		17,670	17,546

11. INCOME TAX (CREDIT)/EXPENSE

11. 所得稅(抵免)/開支

Hong Kong profit tax was provided at the rate of 16.5% on the estimated assessable profit arising in Hong Kong for both years ended 30 June 2017 and 2016. No provision for Hong Kong profits tax has been made for the current and prior periods as the Group has no assessable profits arising in Hong Kong.

The subsidiaries established in the PRC are subject to enterprise income tax ("EIT") at tax rates of 25% for both years ended 30 June 2017 and 2016. No provision for PRC EIT has been made for the current and prior periods as the Group has no assessable profits arising in the PRC.

Under the relevant Japan tax regulations, the profits of the business under tokumei kumiai arrangement which is distributed to a tokumei kumiai investor after deducting any accumulated losses in prior years is only subject to 20.42% withholding income tax in Japan. The withholding tax is final Japanese tax on such distributed tokumei kumiai profits and such profits are not subject to any other Japanese taxes. There is no withholding tax paid or payable for the both years ended 30 June 2017 and 2016 as there is no profit distribution.

The subsidiary established in Japan is subject to prefectural and municipal inhabitant taxes on a per capita basis in accordance with the relevant Japan tax regulations for the year ended 30 June 2017.

截至二零一七年及二零一六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。由於本集團於目前及過往期間均無在香港產生應課稅溢利，故並無就香港利得稅作出撥備。

截至二零一七年及二零一六年六月三十日止兩個年度，於中國成立之附屬公司須按稅率 25% 繳納企業所得稅（「企業所得稅」）。由於本集團於目前及過往期間均無在中國產生應課稅溢利，故並無就中國企業所得稅作出撥備。

根據相關日本稅務規例，匿名夥伴安排項下業務之溢利（於過往年度扣減任何累計虧損後分派至一名匿名夥伴投資者）於日本僅須繳納 20.42% 之預扣所得稅。預扣稅為有關已分派匿名夥伴溢利之最終日本稅項，而有關溢利毋須再繳納任何其他日本稅項。由於概無溢利分派，故截至二零一七年及二零一六年六月三十日止兩個年度並無已付或應付預扣稅。

截至二零一七年六月三十日止年度，於日本成立之附屬公司須根據相關日本稅務規例按人均基準繳納地市級居民稅。

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

11. INCOME TAX (CREDIT)/EXPENSE

(Continued)

The subsidiary established in Sweden is subject to corporate income tax at tax rates of 22% for the year ended 30 June 2017. No provision for Sweden corporate income taxes have been made for the current period as the Group has no assessable profits arising in Sweden.

11. 所得稅(抵免)/開支(續)

截至二零一七年六月三十日止年度，於瑞典成立之附屬公司須按稅率22%繳納企業所得稅。由於本集團於本期間並無於瑞典產生應課稅溢利，故並無就瑞典企業所得稅作出撥備。

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current tax for the year	本年度即期稅項		
Japan	日本	10	-
Over-provision for prior years	過往年度超額撥備		
Hong Kong	香港	-	(137)
Deferred tax (note 29)	遞延稅項(附註29)	(3,882)	(24,883)
Total income tax (credit)/expense	所得稅(抵免)/開支總額	(3,872)	(25,020)

Income tax for the year can be reconciled to the loss before income tax per the consolidated statement of comprehensive income as follows:

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：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss before income tax	所得稅前虧損	(150,138)	(556,617)
Tax on loss before income tax, calculated at the rate applicable to the tax jurisdictions concerned	所得稅前虧損之稅項(根據相關稅務司法權區適用之稅率計算)	(34,511)	(125,543)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	24,443	136,362
Tax effect of income not taxable for tax purposes	非課稅收入之稅務影響	(5,721)	(41,276)
Tax effect of tax losses not recognised	未確認之稅項虧損之稅務影響	11,996	5,574
Utilization of tax losses previously not recognised	動用先前未確認之稅項虧損	(79)	-
Over-provision for prior years	過往年度超額撥備	-	(137)
Total income tax credit	所得稅抵免總額	(3,872)	(25,020)

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Freehold land	Buildings	Leasehold improvements	Equipment, furniture and fixtures	Plant, moulds and machinery	Motor vehicles	Total
		永久業權土地	樓宇	租賃物業裝修	設備、傢俬及固定裝置	廠房、模具及機器	汽車	總計
		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
COST:	成本:							
At 1 July 2015	於二零一五年七月一日	-	-	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 and 1 July 2016	於二零一六年六月三十日及二零一六年七月一日	-	-	6,422	6,146	13,220	16,807	42,595
Acquired through acquisition of subsidiaries (note 35)	透過收購附屬公司收購(附註35)	206,570	302,251	227	796	1,316	42	511,202
Additions	添置	-	-	176	458	-	-	634
Disposals	出售	-	-	-	(56)	(198)	(3,869)	(4,123)
Exchange realignment	匯兌調整	(12,053)	(17,636)	(69)	(55)	(49)	(25)	(29,887)
At 30 June 2017	於二零一七年六月三十日	194,517	284,615	6,756	7,289	14,289	12,955	520,421
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES:	累計折舊及減值虧損:							
At 1 July 2015	於二零一五年七月一日	-	-	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 and 1 July 2016	於二零一六年六月三十日及二零一六年七月一日	-	-	4,568	3,350	11,305	3,585	22,808
Provided for the year	年內撥備	-	4,137	1,179	1,437	248	2,939	9,940
Disposals	出售	-	-	-	(9)	(18)	(1,697)	(1,724)
Exchange realignment	匯兌調整	-	32	(54)	(7)	4	(4)	(29)
At 30 June 2017	於二零一七年六月三十日	-	4,169	5,693	4,771	11,539	4,823	30,995
NET CARRYING AMOUNT:	賬面淨值:							
At 30 June 2017	於二零一七年六月三十日	194,517	280,446	1,063	2,518	2,750	8,132	489,426
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

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

14. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The freehold land is situated in Japan.

At 30 June 2017, property, plant and equipment with an aggregated carrying value of HK\$474,963,000 (2016: Nil) have been pledged to secure banking facilities granted to the Group (note 31).

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. 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. No further impairment loss was recognised for the year ended 30 June 2017.

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 17 to the consolidated financial statements. No further impairment loss was recognised for the year ended 30 June 2017.

14. 物業、廠房及設備(續)

永久業權土地位於日本。

於二零一七年六月三十日，賬面總值為474,963,000港元之物業、廠房及設備已質押作為本集團獲授銀行融資之抵押(附註31)。

於二零一六年六月三十日，由於酒類產品業務產生虧損，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。截至二零一七年六月三十日止年度，並無確認進一步減值虧損。

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17。截至二零一七年六月三十日止年度，並無確認進一步減值虧損。

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15. INTANGIBLE ASSETS

15. 無形資產

		Distribution rights (note a) (附註 a) HK\$'000 千港元	Distribution network (note b) (附註 b) HK\$'000 千港元	Patent rights (note c) (附註 c) HK\$'000 千港元	Patent use right (note d) (附註 d) HK\$'000 千港元	Production formula (note e) (附註 e) HK\$'000 千港元	Non-competition agreements (note f) (附註 f) HK\$'000 千港元	Sales backlog agreements (note g) (附註 g) HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST:	成本:								
At 1 July 2015	於二零一五年七月一日	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 and 1 July 2016	於二零一六年六月三十日 及二零一六年七月一日	157,167	13,733	67,793	42,028	-	-	-	280,721
Acquired through acquisition of subsidiaries (note 35)	透過收購附屬公司收購 (附註 35)	-	-	-	-	136,787	36,076	14,000	186,863
Exchange realignment	匯兌調整	(2,236)	(195)	(964)	(598)	12,739	3,360	1,304	13,410
At 30 June 2017	於二零一七年六月三十日	154,931	13,538	66,829	41,430	149,526	39,436	15,304	480,994
ACCUMULATED AMORTISATION AND IMPAIRMENT LOSSES:	累計攤銷及減值虧損:								
At 1 July 2015	於二零一五年七月一日	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 and 1 July 2016	於二零一六年六月三十日 及二零一六年七月一日	157,167	13,733	67,793	42,028	-	-	-	280,721
Amortisation for the year	年內攤銷	-	-	-	-	7,161	2,661	1,770	11,592
Exchange realignment	匯兌調整	(2,236)	(195)	(964)	(598)	315	117	78	(3,483)
At 30 June 2017	於二零一七年六月三十日	154,931	13,538	66,829	41,430	7,476	2,778	1,848	288,830
NET CARRYING AMOUNT:	賬面淨值:								
At 30 June 2017	於二零一七年六月三十日	-	-	-	-	142,050	36,658	13,456	192,164
At 30 June 2016	於二零一六年六月三十日	-	-	-	-	-	-	-	-

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For the year ended 30 June 2017 截至二零一七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 四川五糧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 the previous years.

Full impairment loss had been made in previous year. No reversal of impairment loss was considered for the year ended 30 June 2017 and 2016.

- (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 2017 and 2016.

- (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 17 to the consolidated financial statements.

Full impairment loss had been made in previous year. No reversal of impairment loss was considered for the year ended 30 June 2017.

- (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 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 17 to the consolidated financial statements.

Full impairment loss had been made in previous year. No reversal of impairment loss was considered for the year ended 30 June 2017.

15. 無形資產 (續)

附註：

- (a) 分銷權指(i)四川五糧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之五糧液非獨家分銷權。

去年已計提全數減值虧損。截至二零一七年及二零一六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。截至二零一七年及二零一六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17。

去年已計提全數減值虧損。截至二零一七年六月三十日止年度，本公司並無考慮撥回減值虧損。

- (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17。

去年已計提全數減值虧損。截至二零一七年六月三十日止年度，本公司並無考慮撥回減值虧損。

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

15. INTANGIBLE ASSETS (Continued)

Notes: (Continued)

- (e) Production formula represented the production formulation of a fuel additive named EuroAd (the "Product") and the full right of use to develop and sale the Product.

As at 30 June 2017, production formula with the net carrying amount of HK\$142,050,000 is attributable to the cash-generating unit of new energy business ("New Energy Business CGU") with which the goodwill amount is recognised. Details of the impairment assessment of that cash generating unit are set out in note 17 to the consolidated financial statements.

- (f) Non-competition agreements represented the agreements entered with the consultants in which the consultants will not carry on or be concerned with any business that is substantially similar to the fuel additive business.

As at 30 June 2017, non-competition agreements with the net carrying amount of HK\$36,658,000 is attributable to the New Energy Business CGU with which the goodwill amount is recognised. Details of the impairment assessment of that cash-generating unit are set out in note 17 to the consolidated financial statements.

- (g) Sales backlog agreements represented the agreements entered with customers in which the customers have committed monthly minimum purchase amount for 5 years.

As at 30 June 2017, sales backlog agreements with the net carrying amount of HK\$13,456,000 is attributable to the New Energy Business CGU with which the goodwill amount is recognised. Details of the impairment assessment of that cash generating unit are set out in note 17 to the consolidated financial statements.

15. 無形資產 (續)

附註：(續)

- (e) 生產配方指名為EuroAd之燃料添加劑(「產品」)之生產配方以及開發及銷售產品之完整使用權。

於二零一七年六月三十日，賬面淨值為142,050,000港元之生產配方來自新能源業務現金產生單位(「新能源業務現金產生單位」)，其商譽金額已獲確認。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17。

- (f) 不競爭協議指與顧問訂立之協議，據此，顧問將不會進行或涉及大致上與燃料添加劑業務類似之任何業務。

於二零一七年六月三十日，賬面淨值為36,658,000港元之不競爭協議來自新能源業務現金產生單位，其商譽金額已獲確認。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17。

- (g) 銷量協議指與客戶訂立之協議，據此，客戶保證五年內每月之最低採購量。

於二零一七年六月三十日，賬面淨值為13,456,000港元之銷量協議來自新能源業務現金產生單位，其商譽金額已獲確認。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17。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

16. PREPAID LEASE PAYMENTS FOR LAND

16. 預付土地租金

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At beginning of the year	年初	–	–
Acquisition	收購	10,073	–
Amortisation for the year	年內攤銷	(148)	–
Exchange realignment	匯兌調整	222	–
At end of the year	年終	10,147	–
The Group's net carrying amount of the prepaid lease payments for land is analysed as follows:	本集團之預付土地租金賬面淨值分析如下：		
Leasehold land under medium-term leases in the PRC	於中國根據中期租賃持有之租賃土地	10,147	–
Analysed for reporting purposes as:	就報告用途分析如下：		
Non-current	非流動	9,890	–
Current	流動	257	–
		10,147	–

As at 30 June 2017, the Group did not pledge any prepaid lease payments for land to secure banking facilities of the Group (2016: Nil).

於二零一七年六月三十日，本集團並無就其銀行融資抵押任何預付土地租金(二零一六年：無)。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

17. GOODWILL

17. 商譽

		HK\$'000 千港元
COST:	成本：	
At 1 July 2015	於二零一五年七月一日	814,386
Exchange realignment	匯兌調整	(53,878)
At 30 June 2016 and 1 July 2016	於二零一六年六月三十日及 二零一六年七月一日	760,508
Acquired through business combination (note 35)	透過業務合併收購(附註35)	111,864
Exchange realignment	匯兌調整	(9,222)
At 30 June 2017	於二零一七年六月三十日	863,150
ACCUMULATED IMPAIRMENT LOSSES:	累計減值虧損：	
At 1 July 2015	於二零一五年七月一日	425,620
Impairment loss for the year	年內減值虧損	363,046
Exchange realignment	匯兌調整	(28,158)
At 30 June 2016 and 1 July 2016	於二零一六年六月三十日及 二零一六年七月一日	760,508
Exchange realignment	匯兌調整	(10,820)
At 30 June 2017	於二零一七年六月三十日	749,688
NET CARRYING AMOUNT:	賬面淨值：	
At 30 June 2017	於二零一七年六月三十日	113,462
At 30 June 2016	於二零一六年六月三十日	-

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 2017	截至二零一七年六月三十日止年度	
New energy business	新能源業務	58,602
Hotel hospitality business	酒店款待業務	54,860
		113,462
		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

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

17. GOODWILL (Continued)

Note:

Electric cycles business

The goodwill was arising from the acquisition of manufacturing and trading of electric cycles business in 2015. The goodwill with the net carrying amount of HK\$363,046,000 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 for the year ended 30 June 2016 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 the discount on these factors would result in a lower fair value measurement of the fair value less cost of disposal of the Electric Cycle CGU, and vice versa.

17. 商譽(續)

附註：

電動自行車業務

商譽產生自於二零一五年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截至二零一六年六月三十日止年度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之公平值減出售成本之公平值計量有所減少，反之亦然。

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

17. GOODWILL (Continued)

Note: (Continued)

New energy business

The goodwill was arising from the acquisition of new energy business as set out in note 35(a) to the consolidated financial statements. The goodwill with the net carrying amount of HK\$58,602,000 as at 30 June 2017 (2016: Nil) is allocated to the New Energy Business CGU.

For the year ended 30 June 2017, the recoverable amount of the New Energy Business CGU is determined by the Directors of the Company with reference to a valuation report issued by Royson. The recoverable amount of the New Energy Business CGU has been determined from value-in-use calculation. The calculation used cash flow projections based on latest financial budgets approved by the management covering a period of 5 years and at a pre-tax discount rate of 32.9% (2016: Nil). The cash flow projections beyond the 5 years periods are extrapolated using a growth rate at 3% (2016: Nil). Cash flow projections during the budget period are based on the expected gross margins during the budget period. Budgeted gross margins and growth rate have been determined based on past performance and the Group management's expectations for the market development and future performance of the New Energy Business CGU. The discount rate is determined based on the cost of capital adjusted by the specific risk associated with the New Energy Business CGU. The Directors of the Company are in opinion that no impairment loss was considered for the year ended 30 June 2017 as the result of impairment assessment performed.

Hotel hospitality business

The goodwill was arising from the acquisition of hotel hospitality business as set out in note 35(b) to the consolidated financial statements. The goodwill with the net carrying amount of HK\$54,860,000 as at 30 June 2017 (2016: Nil) is allocated to the cash generating unit of hotel hospitality business ("Hotel Hospitality Business CGU").

The recoverable amount of the Hotel Hospitality Business CGU is determined by the Directors of the Company with reference to a valuation report issued by Royson. The recoverable amount of the Hotel Hospitality Business CGU has been determined from fair value less cost of disposal, which is primarily making reference to the recent sales of similar transactions in the market.

The fair value less cost of disposal of Hotel Hospitality Business CGU 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 and condition of the hotel property. The higher discount on these factors would result in a lower the fair value less cost of disposal of the Hotel Hospitality Business CGU, and vice versa.

17. 商譽(續)

附註：(續)

新能源業務

商譽產生自綜合財務報表附註35(a)所載收購新能源業務，於二零一七年六月三十日賬面淨值為58,602,000港元(二零一六年：無)之商譽乃分配至新能源業務現金產生單位。

截至二零一七年六月三十日止年度，新能源業務現金產生單位之可收回金額由本公司董事經參考匯辰所發表估值報告而釐定。新能源業務現金產生單位之可收回金額乃按使用價值計算得出。此計算法採用根據管理層批准之最新財務預算作出之現金流量預測，涵蓋五年期間，並按稅前貼現率32.9%(二零一六年：無)貼現。五年期間後之現金流量預測乃採用增長率3%推算(二零一六年：無)。預算期間之現金流量預測乃根據預算期間之預期毛利率作出。預算毛利率及增長率乃根據過往表現以及本集團管理層期望新能源業務現金產生單位之市場發展及未來表現而釐定。貼現率乃根據經新能源業務現金產生單位之相關特定風險調整之資本成本而釐定。本公司董事認為，由於所作出之減值評估，截至二零一七年六月三十日止年度並無減值虧損。

酒店款待業務

商譽產生自綜合財務報表附註35(b)所載收購酒店款待業務，於二零一七年六月三十日賬面淨值為54,860,000港元(二零一六年：無)之商譽乃分配至酒店款待業務現金產生單位(「酒店款待業務現金產生單位」)。

酒店款待業務現金產生單位之可收回金額由本公司董事經參考匯辰所發表估值報告而釐定。酒店款待業務現金產生單位之可收回金額乃由公平價值減出售成本而釐定，其主要參考市場之近期類似交易銷售。

酒店款待業務現金產生單位之公平價值減出售成本屬第3級經常性公平值計量。

釐定公平價值減出售成本之主要重大不可觀察輸入數據為酒店物業之樓齡及狀況貼現。此等因素貼現愈高，則酒店款待業務現金產生單位之公平價值減出售成本愈低，反之亦然。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

18. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

18. 貿易應收賬項、其他應收款項、按金及預付款項

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade receivables	貿易應收賬項		85,123	85,797
Less: Provision for impairment loss	減：減值虧損撥備	18.1	(82,753)	(85,773)
Trade receivables, net	貿易應收賬項淨額		2,370	24
Other receivables	其他應收款項		1,802	12,596
Trade deposits paid	已付貿易按金	18.2	145	17,564
Prepayments for purchase	購買預付款項	18.2	3,371	33,876
Other deposits and prepayments	其他按金及預付款項	18.3	25,242	28,691
Less: Current portion	減：即期部分		32,930 (32,930)	92,751 (86,326)
Non-current portion	非即期部分		-	6,425

Notes:

18.1 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：

18.1 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：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 30 days	30日內	1,286	9
31 – 60 days	31至60日	696	15
61 – 90 days	61至90日	-	-
Over 90 days	90日以上	388	-
		2,370	24

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

18. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

18.1 The Group allows an average credit period of 0 to 90 days to its trade receivables. (Continued)

(ii) The movements in the impairment for trade receivables during the year are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At the beginning of the year	年初	85,773	47,279
Impairment loss for the year	年內減值虧損	122	42,959
Reverse of impairment loss	撥回減值虧損	(1,908)	–
Exchange realignment	匯兌調整	(1,234)	(4,465)
At the end of the year	年終	82,753	85,773

Included in the provision for impairment loss is individually impaired trade receivable with balance of HK\$82,753,000 (2016: HK\$85,773,000) from trade debtors who have been in severe financial difficulties.

(iii) The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Neither past due nor impaired	既未逾期亦無減值	1,295	–
Less than 1 month past due	逾期少於一個月	687	9
1 to 3 months past due	逾期一至三個月	14	15
More than 3 months past due	逾期三個月以上	374	–
		2,370	24

Trade receivables that were neither past due nor impaired relate to customers for whom there was no recent history of default.

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.

18. 貿易應收賬項、其他應收款項、按金及預付款項(續)

附註：(續)

18.1 本集團給予其貿易應收賬項平均信貸期介乎0至90日。(續)

(ii) 年內貿易應收賬項之減值變動如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At the beginning of the year	年初	85,773	47,279
Impairment loss for the year	年內減值虧損	122	42,959
Reverse of impairment loss	撥回減值虧損	(1,908)	–
Exchange realignment	匯兌調整	(1,234)	(4,465)
At the end of the year	年終	82,753	85,773

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82,753,000港元(二零一六年：85,773,000港元)。

(iii) 並無個別或共同視作減值之貿易應收賬項賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Neither past due nor impaired	既未逾期亦無減值	1,295	–
Less than 1 month past due	逾期少於一個月	687	9
1 to 3 months past due	逾期一至三個月	14	15
More than 3 months past due	逾期三個月以上	374	–
		2,370	24

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。

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。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

18. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

- 18.2 Trade deposits paid and prepayments for purchase consist of the deposits and prepayments of HK\$46,885,000 (2016: HK\$48,008,000) in total, which are related to the liquor and wine business. The Directors are of the opinion that those deposits and prepayments are impaired and the impairment loss of HK\$46,885,000 (2016: Nil) has been recognised in the profit or loss for the year ended 30 June 2017.
- 18.3 The balances included interest expenses of HK\$3,091,000 (2016: HK\$11,055,000) paid in advance for the corporate bonds issued, in which no balance (2016: HK\$3,091,000) has been classified as non-current assets. The prepaid interests are amortised over the maturity term of the corporate bonds.

As at 30 June 2017 and 2016, the balances also included the deposit of HK\$5,260,000 to the vendor as the earnest money regarding on the proposed acquisition. The Group has terminated the proposed acquisition on 31 August 2016. Details of the termination are set out in the Company's announcement dated 31 August 2016. The Group is in the legal process of requesting repayment of deposits and the management of the Group considered the balance was fully recoverable by the Group.

18. 貿易應收賬項、其他應收款項、按金及預付款項(續)

附註：(續)

- 18.2 已付貿易按金及購買預付款項包括按金及預付款項共46,885,000港元(二零一六年：48,008,000港元)，與酒類產品業務有關。董事認為該等按金及預付款項出現減值，截至二零一七年六月三十日止年度之減值虧損46,885,000港元(二零一六年：無)已於損益中確認。
- 18.3 結餘包括就已發行公司債券墊付之利息開支3,091,000港元(二零一六年：11,055,000港元)，當中並無任何款項(二零一六年：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。

於二零一七年及二零一六年六月三十日，結餘亦包括支付予賣方之按金5,260,000港元作為有關建議收購事項之誠意金。本集團隨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。本集團正處於要求退還按金之法律程序中，而本集團管理層認為，本集團可悉數收回有關結餘。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

19. AVAILABLE-FOR-SALE INVESTMENTS

19. 可供出售投資

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Available-for-sale investments	可供出售投資		
— Unlisted private funds (note)	— 非上市私人基金(附註)	103,728	6,445
— Debt component of the convertible bonds (note 20)	— 可換股債券債務部分(附註20)	—	256,226
		103,728	262,671

Note:

The decline in fair value of the investment during the year was amounted to HK\$2,717,000 (2016: HK\$2,864,000), in which HK\$1,215,000 (2016: HK\$2,864,000) was considered as significant or prolonged. An impairment loss of HK\$1,215,000 (2016: HK\$2,864,000) has been recognised, which has been dealt with in profit or loss in the consolidated statement of comprehensive income for the year. The remaining balance of HK\$1,502,000 (2016: Nil) has been dealt with in other comprehensive income and available-for-sale investments revaluation reserve for the year ended 30 June 2017. Details of fair value measurement are disclosed in note 5(b) to the consolidated financial statements.

附註：

年內投資公平值減少為2,717,000港元(二零一六年：2,864,000港元)，其中1,215,000港元(二零一六年：2,864,000港元)被視為重大或長期。已確認減值虧損1,215,000港元(二零一六年：2,864,000港元)，其已於年內綜合全面收益表之損益中處理。餘額1,502,000港元(二零一六年：無)已於截至二零一七年六月三十日止年度之其他全面收益及可供出售投資重估儲備中處理。公平值計量詳情於綜合財務報表附註5(b)披露。

20. DERIVATIVE FINANCIAL INSTRUMENT

20. 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 has 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 2017 截至二零一七年六月三十日止年度

20. DERIVATIVE FINANCIAL INSTRUMENT (Continued) 20. 衍生金融工具(續)

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 binomial model respectively, with the following key assumptions:

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 30 June 2016 於二零一六年六月三十日	At the date of derecognition 於終止確認日期
Fair value of shares of Integrated Capital	Integrated Capital 股份之公平值	HK\$828,339 per share 每股 828,339 港元	HK\$849,545 per share 每股 849,545 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	(0.148%)	(0.256%)
Time to maturity	到期日	2.48 years 2.48 年	2.15 years 2.15 年
Expected volatility	預期波幅	27.85%	29.1%
Expected dividend yield	預期股息收益	0%	0%
Discount rate	貼現率	24.85%	24.50%

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 and 1 July 2016	於二零一六年六月三十日及二零一六年七月一日	256,226	215,426	471,652
Change in the fair value during the year	年內公平值變動	8,688	(10,315)	(1,627)
Derecognition of the Convertible Bonds during the year (note 35(b))	年內終止確認可換股債券(附註35(b))	(264,914)	(205,111)	(470,025)
At 30 June 2017	於二零一七年六月三十日	-	-	-

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

20. DERIVATIVE FINANCIAL INSTRUMENT

(Continued)

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 19). 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.

During the year, the Group has exercised the right to convert the Convertible Bonds in full into 570 new shares of Integrated Capital, representing 95% of the equity interest in Integrated Capital. Details of the conversion are set out in the Company's announcement dated 1 November 2016 and 25 November 2016. The related cumulated gain previously recognised in other comprehensive income on the available-for-sale investments of HK\$42,504,000 was reclassified from available-for-sale investments revaluation reserve to profit or loss for the year ended 30 June 2017.

The fair value gain of the debt component of the Convertible Bonds during the year was HK\$8,688,000 (2016: HK\$33,816,000), which has been dealt with in other comprehensive income and available-for-sale investments revaluation reserve for the year ended 30 June 2017. The fair value loss of the conversion option of the Convertible Bonds was HK\$10,315,000 (2016: fair value gain of HK\$49,836,000), which has been recognised in the consolidated statement of comprehensive income for the year ended 30 June 2017. Interest income of the Convertible Bonds was amounted to HK\$4,772,000 (2016: HK\$7,333,000), which has been recognised in the consolidated statement of comprehensive income for the year ended 30 June 2017.

Details of fair value measurement are disclosed in note 5(b) to the consolidated financial statements.

20. 衍生金融工具(續)

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19)。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。

年內，本集團行使權利將可換股債券全面兌換為570股Integrated Capital新股份，相當於Integrated Capital股權之95%。兌換詳情載於本公司日期分別為二零一六年十一月一日及二零一六年十一月二十五日之公佈。先前於其他全面收益確認為可供出售投資之相關累計收益42,504,000港元已於截至二零一七年六月三十日止年度由可供出售投資重估儲備重新分類至損益。

年內可換股債券債務部分之公平值收益為8,688,000港元(二零一六年：33,816,000港元)，已於截至二零一七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虧損為10,315,000港元(二零一六年：公平值收益為49,836,000港元)，已於截至二零一七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4,772,000港元(二零一六年：7,333,000港元)，已於截至二零一七年六月三十日止年度之綜合全面收益表內確認。

公平值計量詳情於綜合財務報表附註5(b)披露。

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綜合財務報表附註

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21. INVENTORIES

21. 存貨

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Raw materials	原料	123	163
Work in progress	在製品	-	66
Finished goods	製成品	-	64
Consumables	消耗品	228	-
Merchandise	商品	79,415	84,067
		79,766	84,360

22. LOANS RECEIVABLE

22. 應收貸款

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Gross loan and interest receivables	應收貸款及利息總額	112,522	70,133
Less: Provision for impairment loss	減：減值虧損撥備	(5,199)	-
		107,323	70,133

As at 30 June 2017, the loans receivable with gross principal amount of HK\$106,096,000 (2016: HK\$65,775,000) in aggregate and related gross interest receivables of HK\$6,426,000 (2016: HK\$4,358,000) were due from ten (2016: four) independent third parties. These loans are interest-bearing at rates ranging from 7% to 20% (2016: 10% to 20%) 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. Subsequent to the reporting date, the Group has agreed to sell certain loans receivable and the related interest receivables to an independent third party at a discount and without recourse. Impairment loss of HK\$5,199,000 (2016: Nil) has been recognised in the profit or loss for the year ended 30 June 2017.

於二零一七年六月三十日，有應收十名(二零一六年：四名)獨立第三方本金總額合共106,096,000港元(二零一六年：65,775,000港元)及相關應收利息總額6,426,000港元(二零一六年：4,358,000港元)之貸款。該等貸款按年利率7厘至20厘(二零一六年：10厘至20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。報告日期後，本集團同意以折讓價向一名獨立第三方出售若干應收貸款及相關應收利息，其中並無追索權。因此，截至二零一七年六月三十日止年度之減值虧損5,199,000港元(二零一六年：無)已於損益中確認。

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

22. LOANS RECEIVABLE (Continued)

The movements in the impairment loss for loans receivable during the year are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At the beginning of the year	年初	–	8,776
Impairment loss for the year	年內減值虧損	5,199	–
Reversal of impairment loss previously recognised	先前確認之減值虧損撥回	–	(8,550)
Written-off during the year	年內撇銷	–	(226)
At the end of the year	年終	5,199	–

22. 應收貸款(續)

年內應收貸款減值虧損變動如下：

The ageing analysis of loans receivable that are neither individually nor collectively considered to be impaired is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Neither past due nor impaired	既未逾期亦無減值	60,178	8,005
1 to 3 months past due	逾期一至三個月	18,694	–
Over 3 months past due	逾期三個月以上	28,451	62,128
		107,323	70,133

並無個別或共同視作減值之應收貸款賬齡分析如下：

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Hong Kong listed equity investments, at fair value (note 23.1)	按公平值計量之香港上市股本投資(附註23.1)	–	104,526
Compensation from profit guarantee (note 23.2)	溢利保證補償(附註23.2)	80,000	100,000
		80,000	204,526

23. 按公平值計入損益之金融資產

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23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes:

23.1 Hong Kong listed equity investments

The fair values of listed securities are based on quoted market prices.

For the year ended 30 June 2017, a loss on change in fair value of financial asset at fair value through profit or loss of HK\$869,000 (2016: HK\$74,959,000) was recognised in the consolidated statement of comprehensive income.

As at 30 June 2017, no listed securities (2016: HK\$98,868,000) has been pledged to secure the margin loan payable (note 26).

23.2 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 2017 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 resulting 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 2017, no fair value change of compensation from profit guarantee (2016: HK\$100,000,000) was recognised in the consolidated statement of comprehensive income. On 26 September 2016, the vendor and the Company entered into a settlement deed regarding the settlement of the compensation from profit guarantee 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. Subsequent to the reporting date, the Group further received HK\$50,000,000 settlements from the vendor. The remaining HK\$30,000,000 would be settled in March 2018. The additional compensation was recognised as other income in the consolidated statement of comprehensive income for the year ended 30 June 2017.

The fair value of compensation from profit guarantee is a Level 3 recurring fair value measurement. The details of fair value measurement are set out in note 5(b) to the consolidated financial statements.

23. 按公平值計入損益之金融資產 (續)

附註：

23.1 香港上市股本投資

上市證券公平值按所報市價釐定。

截至二零一七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869,000港元(二零一六年：74,959,000港元)。

於二零一七年六月三十日，並無(二零一六年：98,868,000港元)上市證券已質押作為應付保證金貸款之抵押品(附註26)。

23.2 溢利保證補償

於二零一五年五月二十九日，本公司發行700,000,000股代價股份，作為收購德泰匯信集團85%已發行股本之代價。

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二零一七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」)。德泰匯信集團倘若未能達到溢利目標，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可能達致溢利目標。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。

於截至二零一七年六月三十日止年度，並無溢利保證補償之公平值變動(二零一六年：100,000,000港元)於綜合全面收益表內確認。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。於報告日期後，本集團進一步接獲賣方為數50,000,000港元之還款。餘款30,000,000港元將於二零一八年三月結清。額外補償於截至二零一七年六月三十日止年度之綜合全面收益表內確認為其他收入。

溢利保證補償之公平值屬第3級經常性公平值計量。公平值計量詳情載於綜合財務報表附註5(b)。

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24. 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 deposits and bank balances and cash approximate to their fair values.

Bank balances as at 30 June 2017 of HK\$1,681,000 (2016: HK\$2,492,000) 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.

24. 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。

於二零一七年六月三十日的銀行結餘1,681,000港元(二零一六年：2,492,000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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25. TRADE PAYABLES, OTHER ADVANCES AND ACCRUALS 25. 貿易應付賬項、其他墊款及應計費用

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade payables (note 25.1)	貿易應付賬項(附註25.1)	3,323	2,124
Receipts in advance	預收款項	616	141
Other payables and accruals (note 25.2)	其他應付款項及應計費用 (附註25.2)	31,175	14,446
		35,114	16,711

Notes:

25.1. The ageing analysis of trade payables, based on invoice date, is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 30 days	30日內	1,248	110
31 – 60 days	31至60日	176	195
61 – 90 days	61至90日	6	–
Over 90 days	90日以上	1,893	1,819
		3,323	2,124

25.2. As at 30 June 2017, other payables and accruals consist of other payables of HK\$2,302,000 (2016: HK\$2,336,000), which was subject to the interest at 2% per month (2016: 2% per month), accrued audit fee of HK\$1,900,000 (2016: HK\$1,380,000) and accrued bond interests of HK\$1,658,000 (2016: HK\$1,659,000).

附註：

25.1. 按發票日期之貿易應付賬項賬齡分析如下：

25.2. 於二零一七年六月三十日，其他應付款項及應計費用包括其他應付款項2,302,000港元(二零一六年：2,336,000港元)，有關款項按每月2%(二零一六年：每月2%)計息、應計審核費用1,900,000港元(二零一六年：1,380,000港元)及應計債券利息1,658,000港元(二零一六年：1,659,000港元)。

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26. BORROWINGS

26. 借貸

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Bank loans, secured (note a)	有抵押銀行貸款(附註a)	150,869	-
Margin loan payable, secured (note b)	有抵押應付保證金貸款(附註b)	-	1,558
Carrying amount as at the end of year	年終之賬面值	150,869	1,558
Less: Current portion	減：流動部分	(9,140)	(1,558)
Non-current portion	非流動部分	141,729	-

Based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause, borrowings are repayable as follows:

根據貸款協議所載預計還款日期且並無計及任何按要求償還條款之影響，貸款須於以下期間償還：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	9,140	-
More than one year, but not exceeding two years	多於一年但不超過兩年	9,140	-
More than two years, but not exceeding five years	多於兩年但不超過五年	132,589	-
		150,869	-

Notes:

附註：

(a) Bank loans were secured by (i) corporate guarantees provided by subsidiaries within the Group as at 30 June 2017; (ii) the pledge of Group's assets as set out in note 31 to the consolidated financial statements; and (iii) the entire equity interest of Cambridge Venture Partners Kabushiki Kaisha ("CVP KK") (2016: Nil).

(a) 銀行貸款以(i)本集團附屬公司於二零一七年六月三十日提供之公司擔保；(ii)質押綜合財務報表附註31所載本集團資產；及(iii)Cambridge Venture Partners Kabushiki Kaisha ("CVP KK")全部股權作抵押(二零一六年：無)。

The abovementioned bank loans are charged at floating rates ranging from 0.75% to 5.14% per annum (2016: Nil).

上述銀行貸款乃按介乎0.75厘至5.14厘之浮動年利率計息(二零一六年：無)。

(b) The interest rate of the margin loan payable is Hong Kong prime rate of 5% plus 3% per annum and repayable on demand. At 30 June 2016, margin loan payable was secured by the Group's listed equity investments with the carrying amount of HK\$98,868,000 (note 23).

(b) 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。於二零一六年六月三十日，應付保證金貸款以賬面值為98,868,000港元之本集團上市股本投資作抵押(附註23)。

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27. CORPORATE BONDS

27. 公司債券

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Corporate bonds	公司債券	112,749	182,821
Less: Current portion	減：即期部分	(112,749)	(71,963)
Non-current portion	非即期部分	-	110,858

As at 30 June 2017, the Group has issued two fixed-rate corporate bonds. A corporate bond at principal amount of HK\$86,500,000 (2016: HK\$102,000,000) ("Bond A") bears interest at 8% per annum, and another corporate bond at principal amount of HK\$27,000,000 (2016: 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.

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.

During the year ended 30 June 2017, the Group has redeemed certain corporate bonds of principal amount of HK\$73,000,000 due to maturity (2016: Nil).

於二零一七年六月三十日，本集團已發行兩份定息公司債券。本金金額86,500,000港元(二零一六年：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27,000,000港元(二零一六年：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。

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。

截至二零一七年六月三十日止年度，本集團已因到期而贖回本金額為73,000,000港元之若干公司債券(二零一六年：無)。

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28. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial liabilities at fair value through profit or loss represented contingent consideration payable in relation to the acquisition of EPS as disclosed in note 35(a) to the consolidated financial statements.

For the year ended 30 June 2017, the Directors of the Company were of the opinion that EPS can achieve the profit target by reference to the net profit after tax of EPS forecasted for the period from 1 January 2017 to 31 December 2017. In this regard, the fair value of contingent consideration payable was measured at SEK137,800,000 (equivalent to HK\$127,431,000 as at 30 June 2017).

The fair value of contingent consideration payable is a level 3 resuming fair value measurement. The details of assessment are set out in note 5(b) to the consolidated financial statements.

29. 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.

28. 按公平值計入損益之金融負債

按公平值計入損益之金融負債指綜合財務報表附註35(a)所披露有關收購EPS之應付或然代價。

截至二零一七年六月三十日止年度，本公司董事經參考EPS於二零一七年一月一日至二零一七年十二月三十一日止期間之預測除稅後純利後，認為EPS可達至溢利目標。就此，於二零一七年六月三十日應付或然代價之公平值計量為137,800,000克朗（相當於127,431,000港元）。

應付或然代價之公平值屬第3級經常性公平值計量。評估之詳情載於綜合財務報表附註5(b)。

29. 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。

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29. DEFERRED TAX (Continued)

The following is the major deferred tax liabilities recognised by the Group and their movements are:

29. 遞延稅項(續)

以下為本集團已確認之主要遞延稅項負債及其變動情況：

		Fair value adjustment arising from business combination 業務合併產生之公平值調整 HK\$'000 千港元
At 1 July 2015	於二零一五年七月一日	25,817
Credited to profit or loss for the year (note 11)	計入年內損益(附註11)	(24,883)
Exchange realignment	匯兌調整	(934)
At 30 June 2016 and 1 July 2016	於二零一六年六月三十日及二零一六年七月一日	-
Acquired through acquisition of subsidiaries (note 35)	透過收購附屬公司收購(附註35)	119,373
Credited to profit or loss for the year (note 11)	計入年內損益(附註11)	(3,882)
Exchange realignment	匯兌調整	(582)
At 30 June 2017	於二零一七年六月三十日	114,909

As at 30 June 2017, the Group has estimated unused tax losses arising in Hong Kong of HK\$44,350,000 (2016: HK\$67,852,000), 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 2017, the Group has estimated unused tax losses arising in the PRC amounted to HK\$43,336,000 (2016: HK\$18,078,000) 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. As at 30 June 2017, the Group has estimated unused tax losses arising in Sweden of HK\$9,451,000 (2016: Nil), subject to the agreement of tax bureau in Sweden, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. 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.

於二零一七年六月三十日，本集團在香港產生之估計未動用稅項虧損44,350,000港元(二零一六年：67,852,000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。於二零一七年六月三十日，本集團在中國產生之估計未動用稅項虧損43,336,000港元(二零一六年：18,078,000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。於二零一七年六月三十日，本集團有於瑞典產生之估計未動用稅項虧損9,451,000港元(二零一六年：無)，惟須待瑞典稅務局同意後方可作實，有關款項可用作抵銷產生虧損之公司之未來應課稅溢利之彌償保證。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。

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30. SHARE CAPITAL

30. 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 2016 and 2017	於二零一六年及二零一七年 六月三十日每股面值0.05 港元之普通股		
Authorised: At 1 July 2015, 30 June 2016, 1 July 2016 and 30 June 2017	法定： 於二零一五年七月一日、 二零一六年六月三十日、 二零一六年七月一日及 二零一七年六月三十日	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 2015	於二零一五年七月一日	4,477,114	223,856
Exercise of share options	行使購股權	6,000	300
At 30 June 2016 and 1 July 2016	於二零一六年六月三十日及 二零一六年七月一日	4,483,114	224,156
Issue of ordinary shares on conversion of convertible preference shares	可換股優先股獲兌換時發行 普通股	746,430	37,321
Issue of ordinary shares on exercise of share options	購股權獲行使時發行普通股	2,300	115
At 30 June 2017	於二零一七年六月三十日	5,231,844	261,592

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31. PLEDGE OF ASSETS

Save as disclosed elsewhere in these consolidated financial statement, the Group had pledged the following assets to secure general banking facilities granted (note 26) to the Group. The carrying amounts of these assets are analysed as follows:

31. 資產抵押

除綜合財務報表其他部分所披露者外，本集團亦已質押以下資產作為本集團獲授一般銀行信貸之抵押(附註26)。此等資產之賬面值分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	474,963	—
Bank balances	銀行結餘	3,003	—
		477,966	—

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

32. RESERVES OF THE COMPANY

32. 本公司儲備

		Share premium	Contributed surplus	Convertible preference shares reserve	Share option reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	繳入盈餘 HK\$'000 千港元	可換股 優先股儲備 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 July 2015	於二零一五年七月一日	1,091,005	414,226	-	88,028	(646,542)	946,717
Share issued upon exercise of share options	購股權獲行使時發行股份	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 and 1 July 2016	於二零一六年六月三十日及二零一六年七月一日	1,093,146	414,226	-	98,073	(1,075,844)	529,601
Share issued upon exercise of share options	購股權獲行使時已發行股份	842	-	-	(221)	-	621
Issuance of convertible preference shares	發行可換股優先股	-	-	160,775	-	-	160,775
Share issued upon conversion of convertible preference shares	可換股優先股獲兌換時發行股份	123,454	-	(160,775)	-	-	(37,321)
Recognition of equity-settled share-based payments expenses	確認以股本結算之股份付款開支	-	-	-	3,478	-	3,478
Lapse of share options	購股權失效	-	-	-	(154)	154	-
Loss and total comprehensive income for the year	年內虧損及全面收入總額	-	-	-	-	(171,605)	(171,605)
At 30 June 2017	於二零一七年六月三十日	1,217,442	414,226	-	101,176	(1,247,295)	485,549

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 33. 本公司財務狀況表

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
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		751,581	752,503
Property, plant and equipment	物業、廠房及設備		1,707	2,886
Prepayments	預付款項		–	3,334
Total non-current assets	非流動資產總值		753,288	758,723
Current assets	流動資產			
Prepayments	預付款項		7,482	6,651
Bank balances and cash	銀行結餘及現金		56	59
Total current assets	流動資產總值		7,538	6,710
Current liabilities	流動負債			
Accruals	應計費用		589	1,550
Amounts due to subsidiaries	應付附屬公司款項		13,096	10,126
Total current liabilities	流動負債總額		13,685	11,676
Net current liabilities	流動負債淨額		(6,147)	(4,966)
Net assets	資產淨值		747,141	753,757
EQUITY	權益			
Share capital	股本	30	261,592	224,156
Reserves	儲備	32	485,549	529,601
Total equity	總權益		747,141	753,757

Statement of financial position of the Company was approved and authorised for issue by the board of directors on 29 September 2017 and are signed on its behalf by:

本公司財務狀況表已於二零一七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
李志雄

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

34. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES

34. 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
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 Guofeng Liquor & Wine Business (Sichuan) Ltd. * (note a)	PRC 中國	US\$2,000,000 2,000,000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(「江蘇友立」) (附注b) Jiang Su Youli Electric Vehicle Co., Ltd. * (「Jiang Su Youli」) (note b)	PRC 中國	RMB10,000,000 人民幣10,000,000元	-	85%	Manufacturing and trading of electric cycles in the PRC 於中國製造及買賣電動自行車
國豐友立(無錫)車業有限公司(附注a) Guofeng Youli (Wuxi) Vehicles Ltd. * (note a)	PRC 中國	HK\$1,500,000 1,500,000港元	-	100%	Manufacturing and trading of electric cycles in the PRC 於中國製造及買賣電動自行車
CVP KK	Japan 日本	JPY10,000 10,000日圓	-	100%	Hotel hospitality services in Japan 於日本提供酒店款待服務
EPS International Holdings Limited	Canada 加拿大	Canadian Dollar ("CAD") 36,136,800 36,136,800加拿大元 (「加拿大元」)	-	100%	Investment holding in Canada 於加拿大投資控股
EPS	Sweden 瑞典	SEK136,600 136,600克朗	-	100%	Manufacturing and distribution of EuroAd, a vegetable of additive 製造及分銷EuroAd植物 添加劑

* 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.

(a) 此等附屬公司根據中國法律登記為外商獨資企業。

(b) This subsidiary is registered as limited liability companies under the law of the PRC.

(b) 此附屬公司根據中國法律登記為有限責任公司。

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綜合財務報表附註

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35. ACQUISITION OF SUBSIDIARIES

(a) EPS

On 22 December 2016, the Group acquired the entire issued share capital of EPS at cash consideration of SEK239,000,000 (equivalent to approximately HK\$202,186,000), in which (i) SEK101,200,000 (equivalent to approximately HK\$85,612,000) was settled on 22 December 2016, and (ii) remaining maximum balance of SEK137,800,000 (equivalent to approximately HK\$116,574,000) is subject to post completion adjustment mechanism. EPS is principally engaged in the manufacturing and distribution of a vegetable additive product namely EuroAd. The primary reason for the acquisition was to further expand and diversify the business portfolio within the new energy sector.

The fair values of identifiable assets and liabilities arising from the acquisition of EPS as at the date of were as follows:

35. 收購附屬公司

(a) EPS

於二零一六年十二月二十二日，本集團收購EPS之全部已發行股本，現金代價為239,000,000克朗（相當於約202,186,000港元），其中(i)101,200,000克朗（相當於約85,612,000港元）已於二零一六年十二月二十二日支付；及(ii)餘款最多137,800,000克朗（相當於約116,574,000港元）受完成後調整機制約束。EPS主要從事一種名為EuroAd之植物添加劑產品之生產及分銷，可減低燃料消耗及對環境之影響。進行收購之主要原因為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EPS當日所產生可識別資產及負債之公平值如下：

		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	242
Intangible assets	無形資產	15	186,863
Inventories	存貨		9,937
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		245
Bank balances and cash	銀行結餘及現金		995
Trade payables, other advances and accruals	貿易應付賬項、其他墊款及 應計費用		(3,292)
Borrowings	借貸		(3,325)
Deferred tax liabilities	遞延稅項負債	29	(43,088)
Fair value of net assets acquired	已收購資產淨值之公平值		148,577
Net cash outflow from acquisition of a subsidiary:	收購一家附屬公司之現金流出 淨額：		
Cash consideration paid	已付現金代價		(85,612)
Cash and cash equivalents in a subsidiary acquired	已收購附屬公司之現金及 現金等值項目		995
Net cash outflow	現金流出淨額		(84,617)
Cash consideration	現金代價		85,612
Contingent consideration payable	應付或然代價		116,574
Total consideration	代價總額		202,186
Less: Fair value of net assets acquired	減：已收購資產淨值之公平值		(148,577)
Goodwill	商譽	17	53,609

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

35. ACQUISITION OF SUBSIDIARIES

(Continued)

(a) EPS (Continued)

Pursuant to the supplemental agreement dated 22 December 2016, the remaining balance of SEK137,800,000 shall be adjusted according to the net profit after tax of EPS forecasted for the period from 1 January 2017 to 31 December 2017 ("NPAT"). The adjusted balance is calculated in accordance with the following formula:

$$\text{The adjusted balance} = \text{SEK}137,800,000 \times \text{NPAT} / \text{SEK}30,000,000$$

If EPS records a net loss after tax in aggregate in its financial statements for the period from 1 January 2017 to 31 December 2017, the adjusted balance shall be deemed as zero. In the event that the value of the adjusted balance exceeds the value of the remaining balance of SEK137,800,000, the Group shall only be obliged to pay the maximum of SEK137,800,000.

At the completion date, the Directors are of the opinion that EPS would achieve a NPAT equal to or larger than SEK30,000,000. As such, remaining balance is considered to be maximum of SEK137,800,000 (equivalent to approximately HK\$127,431,000). The contingent consideration payable is stated at fair value and presented as financial liabilities at fair value through profit or loss in the consolidated statement of financial position.

The goodwill of HK\$53,609,000, which is not deductible for tax purposes, comprises the acquired workforce and the expected future growth of new energy business to diversify the revenue stream of the existing business of the Group.

35. 收購附屬公司 (續)

(a) EPS (續)

根據日期為二零一六年十二月二十二日之補充協議，餘款137,800,000克朗須根據EPS由二零一七年一月一日至二零一七年十二月三十一日期間之預測除稅後純利("NPAT")作出調整。經調整餘款按以下公式計算：

$$\text{經調整餘款} = 137,800,000 \text{ 克朗} \times \text{NPAT} / 30,000,000 \text{ 克朗}$$

倘EPS由二零一七年一月一日至二零一七年十二月三十一日期間之財務報表合共錄得除稅後虧損淨額，則經調整餘款將視為零。倘經調整餘款金額高於餘款137,800,000克朗，則本集團只須支付最多137,800,000克朗。

於完成當日，董事認為，EPS所達致之NPAT將等如或多於30,000,000克朗。因此，餘款最多被視為137,800,000克朗(相當於約127,431,000港元)。應付或然代價按公平值列賬，並於綜合財務狀況表呈列為按公平值計入損益之金融負債。

商譽53,609,000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分銷產品所得員工及預期未來增長。

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35. ACQUISITION OF SUBSIDIARIES

(Continued)

(a) EPS (Continued)

Post-acquisition contribution to revenue and net loss of the EPS as included in the Group's consolidated statement of comprehensive income for the year ended 30 June 2017 is HK\$3,492,000 and HK\$7,253,000 respectively. Had the acquisition been completed on 1 July 2016, the revenue and net loss of the Group for the year ended 30 June 2017 would have been HK\$48,881,000 and HK\$156,430,000 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 2016 nor are they intended to be a projection of future results.

(b) Integrated Capital

On 1 November 2016, the Group entered into a supplemental letter with Integrated Capital, in which the Group shall have the right to convert the whole outstanding principal of the Convertible Bonds into 570 new shares of Integrated Capital, representing 95% of the equity interest in Integrated Capital at any time from the date of the supplemental letter. Details of the supplemental letter are set out in the Company's announcement dated 1 November 2016.

With reference to HKFRS 10 consolidated financial statements, the Directors are in the opinion that the control on Integrated Capital become substantive and Integrated Capital would become the subsidiary of the Group since 1 November 2016. On 25 November 2016, the Group has exercised the right to convert all outstanding principal of the Convertible Bonds. Details of the conversion are set out in the Company's announcement dated 25 November 2016.

Integrated Capital and its subsidiary, namely CVP KK, are principally engaged in the hotel hospitality business in Japan. The primary reason for the acquisition was to further expand and diversify the business portfolio.

35. 收購附屬公司(續)

(a) EPS (續)

計入本集團截至二零一七年六月三十日止年度之綜合全面收益表之收購後對EPS之收益及虧損淨額貢獻分別為3,492,000港元及7,253,000港元。倘收購事項已於二零一六年七月一日完成，本集團截至二零一七年六月三十日止年度之收益及虧損淨額則分別為48,881,000港元及156,430,000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二零一六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。

(b) Integrated Capital

於二零一六年十一月一日，本集團與Integrated Capital訂立補充函件，據此，本集團將有權自補充函件日期起，隨時將可換股債券未償還本金額全數兌換為570股Integrated Capital新股份，相當於Integrated Capital之95%股權。有關補充函件之詳情載於本公司日期為二零一六年十一月一日之公佈。

經參考香港財務報告準則第10號綜合財務報表，董事認為對Integrated Capital之控制權變得重大，故Integrated Capital自二零一六年十一月一日起成為本集團之附屬公司。於二零一六年十一月二十五日，本集團行使權利兌換可換股債券所有未償還本金額。兌換詳情載於本公司日期為二零一六年十一月二十五日之公佈。

Integrated Capital及其附屬公司CVP KK主要於日本從事酒店款待業務。進行收購事項之主要原因為進一步拓展其業務組合作多元化發展。

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35. ACQUISITION OF SUBSIDIARIES

(Continued)

(b) Integrated Capital (Continued)

The fair values of identifiable assets and liabilities arising from the acquisition of Integrated Capital Group as at the date of were as follows:

35. 收購附屬公司(續)

(b) Integrated Capital (續)

於收購Integrated Capital集團當日所產生可識別資產及負債之公平值如下：

		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	510,960
Inventories	存貨		158
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		11,893
Pledged bank balances	已抵押銀行結餘		830
Bank balances and cash	銀行結餘及現金		898
Trade payables, other advances and accruals	貿易應付賬項、其他墊款及應計費用		(15,012)
Deferred tax liabilities	遞延稅項負債	29	(76,285)
			433,442
Non-controlling interests	非控股權益		(21,672)
Fair value of net assets acquired	已收購資產淨值之公平值		411,770
Net cash inflow from acquisition of a subsidiary	收購一家附屬公司之現金流入淨額		898
Fair value of the convertible bonds	可換股債券之公平值	20	470,025
Less: Fair value of net assets acquired	減：已收購資產淨值之公平值		(411,770)
Goodwill	商譽	17	58,255

The goodwill of HK\$58,255,000, which is not deductible for tax purposes, comprises the acquired workforce and the expected future growth of hotel ownership and management business in Japan to diversify the revenue stream of the existing business of the Group.

商譽58,255,000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日本酒店擁有權及管理業務所得員工及預期未來增長。

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35. ACQUISITION OF SUBSIDIARIES

(Continued)

(b) Integrated Capital (Continued)

Post-acquisition contribution to revenue and net profit of the hotel hospitality business as included in the Group's consolidated statement of comprehensive income for the year ended 30 June 2017 is HK\$25,234,000 and HK\$14,730,000 respectively. Had the acquisition been completed on 1 July 2016, the revenue and net loss of the Group for the year ended 30 June 2017 would have been HK\$51,984,000 and HK\$155,644,000 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 2016 nor are they intended to be a projection of future results.

36. TRANSACTIONS WITH NON-CONTROLLING INTERESTS

(a) Acquisition of additional interest in Integrated Capital

On 25 January 2017, the Company acquired the remaining 5% equity interest of Integrated Capital at cash consideration of HK\$35,600,000. Integrated Capital becomes the wholly-owned subsidiary of the Group. The Group recognised a decrease in non-controlling interests of HK\$19,610,000 and a decrease in equity attributable to owners of the Company of HK\$15,990,000. The effect of changes in the ownership interest of Integrated Capital on the equity attributable to owners of the Company during the year is summarised as below:

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Carrying amount of non-controlling interests acquired 所收購非控股權益之賬面值	19,610	—
Consideration paid for acquisition of non-controlling interests 就收購非控股權益所支付之代價	(35,600)	—
Excess of consideration paid recognised within equity 於權益確認之溢價	(15,990)	—

35. 收購附屬公司 (續)

(b) Integrated Capital (續)

計入本集團截至二零一七年六月三十日止年度之綜合全面收益表之收購後對酒店款待業務之收益及純利貢獻分別為25,234,000港元及14,730,000港元。倘收購事項已於二零一六年七月一日完成，本集團截至二零一七年六月三十日止年度之收益及虧損淨額則分別為51,984,000港元及155,644,000港元。備考資料僅供說明用途，且未必為倘本集團收購事項已於二零一六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。

36. 與非控股權益之交易

(a) 收購 Integrated Capital 之額外權益

於二零一七年一月二十五日，本公司以現金代價35,600,000港元收購 Integrated Capital 餘下5%股權。Integrated Capital 成為本集團全資附屬公司。本集團確認非控股權益減少19,610,000港元及本公司擁有人應佔權益減少15,990,000港元，Integrated Capital 擁有權權益變動對本公司擁有人應佔權益之影響概列如下：

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36. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

(b) Acquisition of additional interest in Jiang Su Youli

On 26 April 2017, the Company acquired the remaining 30% equity interest of Jiang Su Youli at cash consideration of RMB60,000 (equivalent to HK\$69,000). The Group would effectively hold 85% equity interest of Jiang Su Youli upon the completion. The Group recognised an increase in non-controlling interests of RMB206,000 (equivalent to HK\$237,000) and a decrease in equity attributable to owners of the Company of HK\$306,000. The effect of changes in the ownership interest of Jiang Su Youli on the equity attributable to owners of the Company during the year is summarised as below:

36. 與非控股權益之交易(續)

(b) 收購江蘇友立額外權益

於二零一七年四月二十六日，本公司以現金代價人民幣60,000元（相當於69,000港元）收購江蘇友立餘下30%股權。於完成後，本集團將實際持有江蘇友立85%股權。本集團確認非控股權益增加人民幣206,000元（相當於237,000港元）及本公司擁有人應佔權益減少306,000港元。江蘇友立擁有權權益變動對本公司擁有人應佔權益之影響概列如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Carrying amount of non-controlling interests acquired 所收購非控股權益之賬面值	(237)	—
Consideration paid for acquisition of non-controlling interests 就收購非控股權益所支付之代價	(69)	—
Excess of consideration paid recognised within equity 於權益確認之溢價	(306)	—

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

36. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

(c) Effect of transactions with non-controlling interests on the equity attributable to owners of the Company for the year ended 30 June 2017.

36. 與非控股權益之交易(續)

(c) 截至二零一七年六月三十日止年度與非控股權益之交易對本公司擁有人應佔權益之影響。

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Change in equity attributable to owners of the Company arising from:		
— Acquisition of additional interest in Integrated Capital	(15,990)	—
— Acquisition of additional interest in Jiang Su Youli	(306)	—
Net effect for transactions with non-controlling interests on equity attributable to owners of the Company	(16,296)	—

37. LEASE COMMITMENTS

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:

37. 租賃承擔

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：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	8,088	10,537
In the second to fifth years inclusive	4,250	5,846
Over five years	161	—
	12,499	16,383

Leases are negotiated for terms of two years to five years and three months and rentals are fixed for such period. None of the leases include contingent rentals.

租賃之議定期限為兩至五年及三個月，而租期內之租金固定。概無租賃包括或然租金。

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38. 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\$3,478,000 (2016: HK\$43,025,000) has been charged to profit or loss.

38. 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3,478,000港元（二零一六年：43,025,000港元）已自損益扣除。

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

38. 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 2017

38. 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：

截至二零一七年六月三十日止年度

Capacity	Date of grant	Exercisable period	Vesting period	Exercise price	Outstanding at 1 July 2016	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 30 June 2017
身分	授出日期	行使期	歸屬期	行使價 HK\$ 港元	於二零一六年七月一日 尚未行使	年內授出	年內行使	年內失效	於二零一七年六月三十日 尚未行使
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	1,000,000	-	-	-	1,000,000
Other eligible persons 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	201,250,000	-	-	-	201,250,000
Other eligible persons 其他合資格僱員	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	2,500,000	-	(100,000)	-	2,400,000
Other eligible persons 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	182,200,000	-	-	-	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	-	(1,200,000)	(1,600,000)	4,410,000
Other eligible persons 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	398,000,000	-	(1,000,000)	-	397,000,000
Executive director 執行董事 — Mr. Wong Hin Shek — 王顯碩先生	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

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38. SHARE OPTION SCHEME (Continued)

For the year ended 30 June 2017 (Continued)

38. 購股權計劃(續)

截至二零一七年六月三十日止年度(續)

Capacity	Date of grant	Exercisable period	Vesting period	Exercise price	Outstanding at 1 July 2016	Granted during the year	Exercised during the year	Lapsed during the year	Outstanding at 30 June 2017
身分	授出日期	行使期	歸屬期	行使價 HK\$ 港元	於二零一六年七月一日 尚未行使	年內授出	年內行使	年內失效	於二零一七年六月三十日 尚未行使
Independent non-executive director 獨立非執行董事 — Mr. Man Kwok Leung — 萬國權先生	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
Other eligible employees 其他合資格僱員	24 January 2017 二零一七年一月二十四日	24 January 2018 to 23 January 2021 (note a) 二零一八年一月二十四日至 二零二零年一月二十三日 (附註a)	24 January 2017 to 24 January 2018 二零一七年一月二十四日至 二零一八年一月二十四日	0.235	-	15,700,000	-	-	15,700,000
Other eligible persons 其他合資格僱員	24 January 2017 二零一七年一月二十四日	24 January 2018 to 23 January 2021 (note a) 二零一八年一月二十四日至 二零二零年一月二十三日 (附註a)	24 January 2017 to 24 January 2018 二零一七年一月二十四日至 二零一八年一月二十四日	0.235	-	38,500,000	-	-	38,500,000
Other eligible employees 其他合資格僱員	24 January 2017 二零一七年一月二十四日	24 January 2019 to 23 January 2021 (note a) 二零一九年一月二十四日至 二零二零年一月二十三日 (附註a)	24 January 2017 to 24 January 2019 二零一七年一月二十四日至 二零一九年一月二十四日	0.235	-	15,700,000	-	-	15,700,000
Other eligible persons 其他合資格僱員	24 January 2017 二零一七年一月二十四日	24 January 2019 to 23 January 2021 (note a) 二零一九年一月二十四日至 二零二零年一月二十三日 (附註a)	24 January 2017 to 24 January 2019 二零一七年一月二十四日至 二零一九年一月二十四日	0.235	-	38,500,000	-	-	38,500,000
Other eligible employees 其他合資格僱員	24 January 2017 二零一七年一月二十四日	24 January 2020 to 23 January 2021 (note a) 二零二零年一月二十四日至 二零二零年一月二十三日 (附註a)	24 January 2017 to 24 January 2020 二零一七年一月二十四日至 二零二零年一月二十四日	0.235	-	15,914,000	-	-	15,914,000
Other eligible persons 其他合資格僱員	24 January 2017 二零一七年一月二十四日	24 January 2020 to 23 January 2021 (note a) 二零二零年一月二十四日至 二零二零年一月二十三日 (附註a)	24 January 2017 to 24 January 2020 二零一七年一月二十四日至 二零二零年一月二十四日	0.235	-	39,236,000	-	-	39,236,000
Total 總計					935,160,000	163,550,000	(2,300,000)	(1,600,000)	1,094,810,000

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38. SHARE OPTION SCHEME (Continued)

For the year ended 30 June 2016

38. 購股權計劃(續)

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	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 — 王顯碩先生	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 二零一五年一月二十一日至 二零二零年一月二十日	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 二零一五年一月二十一日至 二零二零年一月二十日	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

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38. SHARE OPTION SCHEME (Continued)

For the year ended 30 June 2016 (Continued)

38. 購股權計劃 (續)

截至二零一六年六月三十日止年度 (續)

Capacity	Date of grant	Exercisable period	Vesting period	Exercise price	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	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
Executive director 執行董事 — Mr. Wong Hin Shek — 王顯明先生	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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38. SHARE OPTION SCHEME (Continued)

Notes:

- (a) The fair value of share options granted to directors, employees and other eligible persons 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 follow:

Grant date	授出日期	13 October 2015 二零一五年十月十三日	24 January 2017 二零一七年一月二十四日
Share price on date of grant (HK\$)	授出日期之股價(港元)	0.320	0.235
Exercise price (HK\$)	行使價(港元)	0.320	0.235
Expected volatility	預期波幅	70.06%	51.59% to 53.49%
Expected life	預計年期	5 years 年	4 years 年
Risk-free interest rate	無風險息率	0.66%	1.63% to 1.82%
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:

		2017 二零一七年		2016 二零一六年	
		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	935,160,000	0.357	782,000,000	0.340
Granted	已授出	163,550,000	0.235	448,210,000	0.320
Exercised	已行使	(2,300,000)	0.320	(6,000,000)	0.309
Lapsed	已失效	(1,600,000)	0.320	(289,050,000)	0.255
Outstanding at 30 June	於六月三十日 尚未行使	1,094,810,000	0.339	935,160,000	0.357

During the year ended 30 June 2017, 2,300,000 share options (2016: 6,000,000) 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\$0.42 (2016: HK\$0.41). The weighted average remaining contractual life of the options outstanding as at 30 June 2017 was 2.58 years (2016: 3.41 years).

38. 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合資格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：

截至二零一七年六月三十日止年度，年內因行使該2,300,000份(二零一六年：6,000,000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0.42港元(二零一六年：0.41港元)。於二零一七年六月三十日，未行使購股權之加權平均餘下合約年期為2.58年(二零一六年：3.41年)。

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

39. 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.

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Consultancy fee	顧問費用	660	605
Corporate service fee	企業服務費用	57	9
Financial advisory fee	財務顧問費用	1,268	1,000
		1,985	1,614

Those transactions were paid to two related companies which are controlled by Mr. Wong Hin Shek, 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.

40. 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 and benefits for members 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.

39. 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王顯碩先生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。

40. 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。

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40. CAPITAL RISK MANAGEMENT (Continued)

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.

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:

40. 資金風險管理(續)

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。

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：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Borrowings	借貸	150,869	1,558
Corporate bonds	公司債券	112,749	182,821
Pledged bank balances	已抵押銀行結餘	(3,003)	-
Bank balances and cash	銀行結餘及現金	(92,919)	(63,846)
Net debts	負債淨額	167,696	120,533
Total equity	總權益	754,224	802,642
Net debts to equity ratio	負債淨額對權益比率	0.22	0.15

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

41. 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 2017 and 2016 may be categorised as follows:

41. 按類別劃分之金融資產及金融負債概要

本集團於二零一七年及二零一六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：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Financial assets	金融資產		
Available-for-sale investments	可供出售投資	103,728	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	80,000	204,526
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)	223,111	174,071
		406,839	856,694
Financial liabilities	金融負債		
Financial liabilities at fair value through profit or loss	按公平值計入損益之金融負債	127,431	–
Financial liabilities at amortised cost	按攤銷成本計量之金融負債	298,116	200,949
		425,547	200,949

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

42. 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.

42. 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	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 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	15%	40.5%
Non-current assets	非流動資產	29	2,176
Current assets	流動資產	128	846
Current liabilities	流動負債	(7,550)	(4,382)
Net liabilities	負債淨額	(7,393)	(1,360)
Accumulated non-controlling interests	累計非控股權益	(1,109)	(551)
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	907	1,446
Loss for the year	年內虧損	(4,116)	(92,176)
Total comprehensive income	全面收入總額	(4,443)	(98,565)
Loss allocated to non-controlling interests	分配予非控股權益之虧損	(666)	(39,919)
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 operating activities	經營業務所得現金流量	2,372	1,043
Cash flows generated from investing activities	投資活動所得現金流量	785	-
Net cash inflow	現金流入淨額	3,157	1,043

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綜合財務報表附註

For the year ended 30 June 2017 截至二零一七年六月三十日止年度

43. EVENTS AFTER REPORTING PERIOD

(a) Formation of Tianjin joint venture for new energy business

On 21 April 2017, EPS entered into a joint venture agreement with 北京中聯光采科技有限公司 (Beijing ZhongLian GuangCai Technology Co. Ltd) (“ZhongLian GuangCai”), an independent third party to the Group, in relation to the formation of joint venture company with registered capital of RMB20 million. Details of the transaction are set out in the Company’s announcement dated 24 April 2017.

Subsequent to the joint venture agreement and for the acceleration of the establishment procedures, the Group decided to use Start Trend Limited, a wholly-owned subsidiary of the Group, to form the joint venture company with ZhongLian GuangCai. On 4 July 2017, the joint venture company was incorporated in the PRC and owned as to 80% by Start Trend Limited and 20% by ZhongLian GuangCai.

(b) Formation of a joint venture company

On 5 June 2017, Rich Express Investment Group Limited (“Rich Express”), a wholly-owned subsidiary of the Company, entered into a joint venture agreement with Zhongke International Capital for the formation of the joint venture company. Rich Express and Zhongke International Capital shall subscribe for 4,900 and 5,100 shares in the joint venture company at the subscription price of HK\$1.00 each and upon incorporation, the joint venture company shall have a total share capital of HK\$10,000. The joint venture company will be owned as to 49% by Rich Express and 51% by Zhongke International Capital.

On 14 July 2017, Rich Express and Zhongke International Capital entered into the amended and restated joint venture agreement to amend certain terms under the joint venture agreement and to provide a facility in an aggregate amount of HK\$400,000,000 to the joint venture company.

43. 報告期後事項

(a) 就新能源業務成立天津合營公司

於二零一七年四月二十一日，EPS與本集團之獨立第三方北京中聯光採科技有限公司(「中聯光採」)訂立合營協議，內容有關成立合營公司，註冊資本為人民幣20,000,000元。交易詳情載於本公司日期為二零一七年四月二十四日之公佈。

訂立合營協議後，為加快成立程序，本集團決定透過本集團全資附屬公司啟濤有限公司與中聯光採成立合營公司。於二零一七年七月四日，合營公司於中國註冊成立，由啟濤有限公司及中聯光採分別擁有80%及20%權益。

(b) 成立合營公司

於二零一七年六月五日，本公司全資附屬公司領富投資集團有限公司(「領富」)與中科國際資本訂立合營協議，以成立合營公司。領富及中科國際資本將按認購價每股1.00港元分別認購4,900股及5,100股合營公司股份。成立後，合營公司股本總額將為10,000港元。合營公司將分別由領富及中科國際資本擁有49%及51%權益。

於二零一七年七月十四日，領富與中科國際資本訂立經修訂及重列合營協議，以修訂合營協議項下若干條款及向合營公司提供總金額為400,000,000港元之融資。

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For the year ended 30 June 2017 截至二零一七年六月三十日止年度

43. EVENTS AFTER REPORTING PERIOD

(Continued)

(b) Formation of a joint venture company

(Continued)

On 11 August 2017, Rich Express and Zhongke International Capital has subscribed for 4,900 and 5,100 shares in the joint venture Company respectively at the subscription price of HK\$1.00 each. The total share capital of the joint venture Company is HK\$10,000.

Details of the transaction are set out in the Company's announcements dated 5 June 2017, 14 July 2017 and 18 August 2017.

(c) Disposal of Miracle True Investment Limited

On 7 September 2017, the Group entered into a sale and purchase agreement with an independent third party to dispose the entire equity interest of Miracle True Investment Limited, a wholly-owned subsidiary of the Company, at a cash consideration of HK\$11,000,000.

(d) Transaction in relation to sales of loans receivable

On 26 September 2017, DeTai Finance Limited, a wholly-owned subsidiary of the Company, entered into a sales and purchase agreement with an independent third party to sell the overdue loans of approximately HK\$29 million (including accrued interests) in aggregate at a consideration of HK\$23 million.

(e) Transaction in relation to disposal of 國藏酒莊有限公司 (Guocang Liquor & Wine Merchant Limited)

On 27 September 2017, a subsidiary of the Group entered into a share transfer agreement with two independent third parties to sell the entire equity interest of 國藏酒莊有限公司, which was a dormant company, at a consideration of RMB100.

The above events are considered as non-adjusted events under HKAS 10 "Event After the Reporting Period" and therefore do not have any impact to the consolidated financial statements.

43. 報告期後事項 (續)

(b) 成立合營公司 (續)

於二零一七年八月十一日，領富及中科國際資本已分別認購4,900股及5,100股合營公司股份，認購價為每股1.00港元。合營公司之股本總額為10,000港元。

交易詳情載於本公司日期為二零一七年六月五日、二零一七年七月十四日及二零一七年八月十八日之公佈。

(c) 出售奧勤投資有限公司

於二零一七年九月七日，本集團與一名獨立第三方訂立買賣協議，以出售本公司全資附屬公司奧勤投資有限公司全部股權，現金代價為11,000,000港元。

(d) 有關銷售應收貸款之交易

於二零一七年九月二十六日，本公司全資附屬公司德泰財務有限公司與一名獨立第三方訂立買賣協議，以出售逾期貸款合共約29,000,000港元(包括累計利息)，代價為23,000,000港元。

(e) 有關出售國藏酒莊有限公司之交易

於二零一七年九月二十七日，本集團一間附屬公司與兩名獨立第三方訂立股份轉讓協議，以出售暫無業務之國藏酒莊有限公司全部股權，代價為人民幣100元。

根據香港會計準則第10號「報告期後事項」，上述事項被視為非調整事項，故此並無對綜合財務報表構成任何影響。

Financial Summary

財務概要

RESULTS

業績

		Years ended 30 June 截至六月三十日止年度				
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014* 二零一四年* HK\$'000 千港元	2013* 二零一三年* HK\$'000 千港元
Turnover	營業額	44,179	16,434	49,698	439,316	410,975
Loss before income tax	所得稅前虧損	(150,138)	(556,617)	(30,138)	(85,569)	(64,442)
Income tax credit/(expense)	所得稅抵免/(開支)	3,872	25,020	1,216	44,293	(8,144)
Loss for the year from continuing operations	持續經營業務之年內虧損	(146,266)	(531,597)	(28,922)	(41,276)	(72,586)
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	(146,266)	(531,597)	11,523	(41,276)	(72,586)
(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	(144,426)	(494,057)	12,055	(41,276)	(72,586)
Non-controlling interests	非控股權益	(1,840)	(37,540)	(532)	-	-
		(146,266)	(531,597)	11,523	(41,276)	(72,586)

ASSETS AND LIABILITIES

資產及負債

		At 30 June 於六月三十日				
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Total assets	資產總值	1,304,868	1,013,500	1,537,372	1,127,559	1,556,642
Total liabilities	負債總額	(550,644)	(210,858)	(237,690)	(380,128)	(813,031)
		754,224	802,642	1,299,682	747,431	743,611

* 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 two years ended 30 June 2013 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二零一三年至二零一四年六月三十日止兩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